

NISOURCE INC/DE  
Form U5S  
May 02, 2002

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CONFIDENTIAL

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2001

Filed pursuant to the Public Utility Holding Company Act of 1935

NISOURCE INC.

COLUMBIA ENERGY GROUP  
(Name of registered holding company)

801 E 86th Avenue  
Merrillville, Indiana 46410

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

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD
-----			
	NiSource Inc. (NI)		
1	Bay State Gas Company (BSG)	100	100.0
	Unsecured Debt	--	--
	Subsidiaries:		
2	Bay State GPE, Inc. (BSGPE)	1,000	100.0
2	Northern Utilities, Inc. (NU)	100	100.0
	Unsecured Debt	--	--
1	Columbia Energy Group (CG)	3,000	100.0
	Unsecured Debt	--	--
	Subsidiaries:		
2	Columbia Atlantic Trading Corporation (CAT)	308	100.0
2	Columbia Energy Group Capital Corporation (CCC)	1	100.0
	Subsidiary:		
3	TriStar Gas Technologies, Inc. (TGT)*	20,000	100.0
2	Columbia Energy Resources, Inc. (CER)	1	100.0

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Subsidiaries:			
3	Alamco-Delaware, Inc. (AD)	100	100.0
3	Columbia Natural Resources, Inc. (CNR)	2	100.0
3	Columbia Natural Resources Canada, Ltd. (CNRCL)	1	100.0
3	Hawg Hauling & Disposal, Inc. (HH)	900	100.0
2	Columbia Energy Services Corporation (CES)	2,500	100.0
Subsidiaries:			
3	Columbia Energy Marketing Corporation (CEM)*	101	100.0
3	Columbia Energy Power Marketing Corporation (CPM)*	1	100.0
3	Columbia Energy Retail Corporation (CERC)*	2,000	100.0
2	Columbia Finance Corporation (CFC)	10	100.0
Subsidiary:			
3	Columbia Accounts Receivable Corporation (CAR)	10	100.0

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

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOT POWER INTEREST H
2	Columbia Gas of Kentucky, Inc. (CKY)	952,248	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Maryland, Inc. (CMD)	2,883	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Ohio, Inc. (COH)	4,769,585	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Pennsylvania, Inc. (CPA)	1,805,112	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Virginia, Inc. (CGV)	1,306,106	100.0
	Unsecured Debt	--	--
2	Columbia Gas Transmission Corporation (TCO)	1,934	100.0
	Secured Debt	--	--
2	Columbia Gulf Transmission Company (CGT)	1,933	100.0
	Unsecured Debt	--	--
2	Columbia Insurance Corporation, Ltd. (CICL)	14,800	100.0
2	Columbia LNG Corporation (CLNG)	3,519	92.1
Subsidiary:			
3	CLNG Corporation (CLNGCO)*	155	100.0
2	Columbia Network Services Corporation (CNS)	900	100.0
Subsidiary:			
3	CNS Microwave, Inc. (CMC)	110	100.0
2	Columbia Petroleum Corporation (PET)*	1,001	100.0
2	Columbia Pipeline Corporation (CPL)	1	100.0
Subsidiary:			
3	Columbia Deep Water Services Company (CDW)	1	100.0
2	Columbia Remainder Corporation (CRC)	100	100.0
Subsidiaries:			
3	Columbia Electric Binghamton General Corporation (CEB)*	118	100.0

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

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

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

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER INTEREST HELD
------	--	------------------------------	---------------------------------

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

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

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% O INTER
1	NiSource Development Company, Inc. (NDEV)	1,000	
	Unsecured Debt	--	
	Subsidiaries:		
2	Analytic Systems Laboratories, Inc. (ASL)*	1,167	
2	Cardinal Property Management, Inc. (CARD)	1,000	
2	Customer Information Services, Inc. (CIS)	1,000	
2	JOF Transportation Company (JOF)	1,000	
	Unsecured Debt	--	
2	KOGAF Enterprises, Inc. (KOGF)	100	
2	Lake Erie Land Company (LEL)	1,000	
	Subsidiary:		
3	SCC Services, Inc. (SCC)	1,000	
2	NDC Douglas Properties, Inc. (NDC)	1,000	
	Unsecured Debt	--	
2	Progeni, Inc. (PRO)*	1,000	

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	Unsecured Debt	--
2	Protonics Research, Inc. (PRI)*	900
2	South Works Power Company (SWP)	1,000

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

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

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

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD
1	Primary Energy, Inc. (PEI)	1,000	100.0
	Unsecured Debt	--	--
	Subsidiaries:		
2	Cokenergy, Inc. (CEI)	1,000	100.0

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2	Harbor Coal Company (HCC)	1,000	100.0
2	Ironside Energy LLC (IEL) (d)	--	100.0
	Unsecured Debt	--	--
2	Lakeside Energy Corporation (LEC)	1,000	100.0
	Unsecured Debt	--	--
2	North Lake Energy Corporation (NLEC)	1,000	100.0
2	Portside Energy Corporation (PORT)	1,000	100.0
2	Whiting Clean Energy, Inc. (WCE)	1,000	100.0
	Unsecured Debt	--	--
1	SM&P Utility Resources, Inc. (SMP) (e)	100	100.0
	Subsidiary:		
2	Colcom Incorporated (CI) (e)	1,000	100.0

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

\* Company was inactive at December 31, 2001.

\*\* CONFIDENTIAL TREATMENT REQUESTED.

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

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

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None.

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

None.

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES DURING 2001

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

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ITEM 5. INVESTMENTS IN SECURITIES OF NON SYSTEM COMPANIES

INVESTOR	INVESTEE	TYPE OF INVESTMENT	% P INT
AD	Phoenix-Alamco Ventures, L.L.C.	LLC Membership	
CEB	Binghamton Cogeneration Limited Partnership	Limited Partnership	



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

\* CONFIDENTIAL TREATMENT REQUESTED.

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

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ITEM 6. OFFICERS AND DIRECTORS

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

The names, principal address and positions held as of December 31, 2001 of the officers and directors of System companies is presented in the tables on the following pages. The principal business address of each officer and director is indicated in such tables by the numbers (1) through (27). The addresses associated with these number designations are shown in the following address key. The symbols used to indicate the positions held by officers and directors are shown in the position symbol key below.

Address:

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- 
1. 801 East 86th Avenue, Merrillville, Indiana 46410
  2. 200 Civic Center Drive, Columbus, Ohio 43215
  3. 12801 Fair Lakes, Parkway, Fairfax, Virginia 22030
  4. 1220 Waterway Blvd, Indianapolis, Indiana 46206
  5. 10 G Street, Suite 580, Washington DC 20002
  6. Mintflower Place, 3rd Floor, 8 Par-La-Ville Road, Hamilton Bermuda HMNX
  7. 67 Suncrest Terrace, PO Box 131, Colchester, Vermont, 05446
  8. 2 Church Street, PO Box HM1022, Hamilton Bermuda HMDX
  9. 1600 Dublin Road, Columbus Ohio 43215
  10. 300 Friberg Pkwy, Westborough, Massachusetts 01581
  11. 900 East Blvd, Kokomo, Indiana 46902
  12. 220 E. Seventh Street, Auburn, Indiana 46706
  13. 2001 Mercer Road, Lexington, Kentucky 40512
  14. 1010 Sand Creek Drive, Chesterton, Indiana 46304
  15. 650 Washington Road, Pittsburgh, Pennsylvania, 15228
  16. 2603 Augusta, Houston, Texas, 77057
  17. 900 Pennsylvania Avenue, Charleston, WV 25362
  18. 1700 MacCorkle Avenue, S.E. Charleston, West Virginia 25314
  19. 9001 Arboretum Parkway, Richmond, Virginia 23236
  20. 4100 Edision Lakes Pkwy., Mishawaka, Indiana 4645
  21. 1000, 400-3 Avenue SW, Calgary, AB T2P 4H2 Canada
  22. 3661 Buchanan Street, 3rd Floor, San Francisco, California 94123
  23. 1700 South Mt. Prospect Road, DesPlaines, Illinois 60018
  24. 280 Park Avenue, West Building 3th Fl, New York, New York
  25. 801 - 7th Avenue S.W., Calgary, Alberta, Canada T2P 3P7
  26. City Place I, 185 Asylum Street, 32nd Fl. Hartford, CT 06103
  27. 50 Keil Drive North, Chatham, Ontario Canada N7M 5M1

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ITEM 6. OFFICERS AND DIRECTORS (continued)

POSITION KEY CODE

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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NI	CG	CAR	NCM	NCT	
Stephen P. Adik (1)	D, VC	D	D	D	SP	D
Steven C. Beering (1)	D					
Arthur J. Decio (1)	D					
Dennis E. Foster (1)	D					
James T. Morris (4)	D					
Gary L. Neale (1)	D, COB, P, CEO					
Ian M. Rolland (1)	D					
John W. Thompson (1)	D					
Robert J. Welsh (1)	D					
Carolyn Y. Woo (1)	D					
Roger A. Young (1)	D					
Michael W. O'Donnell (1)	EVP, CFO	D, P	D, P	D, P	TR	D,
S. LaNette Zimmerman (1)	EVP					
Peter V. Fazio Jr. (1)	EVP, GC					
Catherine G. Abbott (3)	GP					
Patrick J. Mulchay (1)	GP					
Jeffrey W. Yundt (1)	GP					
James M. Clarke (1)	SVP					
Arthur E. Smith (1)	SVP					
Maria P. Hibbs (1)	VP					
Jeffrey W. Grossman (1)	VP, C, CAO	VP	VP	VP	TR	VP,
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	TR	VP,
Dennis E. Senchak (1)	VP					
Arthur A. Paquin (1)	VP					
David A. Kelly (4)	VP					
Gary W. Pottorff (1)	S	S	S	S		S
Vincent H. DeVito (2)		C	C	C		C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NCS	CICL	CAT	CES	CEM	CPM
Stephen P. Adik (1)	D, VC		D			
Gary L. Neale (1)	D, COB, CEO					
Jeffrey W. Grossman (1)	VP	D, P	VP	D, VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	T	VP, T	VP, T
Barbara S. McKay (1)	VP					
Stephen P. Smith (2)	P, COO					
James M. Clarke (1)	SVP			D		
Michael W. O'Donnell (1)	EVP, CFO	D	D	D, P	D	D, P
S. LaNette Zimmerman (1)	EVP					
Arthur E. Smith, Jr. (1)	SVP					
Thomas J. Aruffo (1)	VP					
Mary C. Bloom (2)	VP					

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Richard L. Bond (1)	VP					
Robert D. Campbell (1)	VP					
Donald K. Eldert (1)	VP					
Jerry L. Godwin (1)	VP					
Gail W. Harowski (1)	VP					
Dorothy M. Hawkins (1)	VP					
Joel L. Hoelzer (1)	VP					
Peggy Landini (1)	VP					
Mark T. Maassel (1)	VP					
Scott C. MacDonald (1)	VP					
John M. O'Brien (2)	VP					
Rebecca T. Sczudlo (5)	VP					
David J. Vajda (1)	VP					
Theresa A. Balog (2)	VP					
Robert D. Stuart (2)	CIO					
Gary W. Pottorff (1)	S		S	S	S	S
Tim Bucci (1)		D, VP				
Susan Gatje (6)		D				
Kathryn A. Westover (7)		D				
Michael Ashford (8)		S				
Vincent H. DeVito (2)	C		C	C	C	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NIP	CSP	CAA	NET	BES
Stephen P. Adik (1)	D				D, P
Patrick J. Mulchay (1)	D				
Jeffrey W. Yundt (1)	D, COB	D	D		
Barrett Hatches (1)	P, CEO				
Robert J. Schacht (1)	EVP, COO				
Jerry L. Godwin (1)	VP, GME				
Timothy Taylor (1)	VP				
Karen J. Lenzo (1)	VP				
Daniel D. Gavito (1)	VP				
Timothy A. Dehring (1)	VP				
James J. Hallar, Jr. (1)	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T
Robert G. Kriner (2)	C	C	C		
Gary W. Pottorff (1)	S	S	S	S	S
Barbara S. McKay (1)		P, CEO	P, CEO		
William J. Thomas (9)		VP	VP		
Donald K. Eldert (1)					VP
Steven P. Milne (22)					VP
Carrie t. Lally (22)					VP
Mark D. Wyckoff (1)				D, P	
Peter T. Disser (1)				VP	
Michael Zdyb (1)				VP	
Robert Kramer (1)				VP	
Vincent H. Devito (2)				C	
June M. Konold (2)					C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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

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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CKY	CMD	COH	CPA	CGV	N
------	-----	-----	-----	-----	-----	---

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

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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	TCO	CGT	CPL	CDW	CROSS
-----	-----	-----	-----	-----	-----
Catherine G. Abbott (3)	D, CEO	D, CEO	D	D, COB	D, COB
Glen L. Kettering (3)	D, P	D, P	D, P	D, P	D, P
Michael W. O'Donnell (1)	D	D	D	D	D
Rene P. Dartez (16)		SVP			
James W Hart (16)		SVP		VP	
W. Harris Marple (18)	SVP	SVP			

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Kathleen O'Leary (3)	SVP	SVP			
Stephen M. Warnick (18)	SVP	SVP	VP		VP
Alan D. Burns (18)	VP	VP			
B. Wayne Crocker (16)		VP			
Sheree L. Parks Downey (18)	VP	VP			VP
Victor M. Gaglio (18)	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Carl W. Levander (3)	VP	VP			VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T
David C. Pentzien (3)	VP		VP		VP
Jeffrey S. Rich (3)	VP				
Reed D. Robinson (18)	VP				VP
Michael D. Watson (3)	VP				VP
Stephen M. Wilner (2)	VP	VP			
Deanna J. Farmer (2)	C	C	C		C
Gary W. Pottorff (1)	S	S	S	S	S

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

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

NAME	CNS	CMC	CTC
Catherine G. Abbott (3)	D, COB	D	D
Glen L. Kettering (3)	D	D	D
Michael W. O'Donnell (1)	D	D	D
Rene P. Dartez (16)			D, P

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Alan D. Burns (18)	P	P	
Victor M. Gaglio (18)	VP		VP
Jeffrey W. Grossman (1)	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T
Stephen T. MacQueen (3)		VP	VP
Kathleen R. O'Leary (3)			VP
Jeffrey S. Rich (3)			VP
Stephen M. Wilner (2)			VP
Deanna J. Farmer (2)	C	C	C
Gary W. Pottorff (1)	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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

NAME	HCC	IEL	LEC	NLEC	PORT	WCE
Joseph L. Turner, Jr. (1)	D		D	D	D	D
Mark d. Wyckoff (1)	P	P	P	P	P	P
Dean H. Hall (1)	SVP	SVP	SVP	SVP	SVP	SVP
V. Michael Alverson (1)	VP	VP	VP	VP	VP	VP
Kenneth P. Foley (1)	VP	VP	VP	VP	VP	VP
Richard L. Hoover (1)	VP	VP	VP	VP	VP	VP
Gregory A. Martinsen (1)	VP	VP	VP	VP	VP	VP
Vincent H. DeVito (2)	C	C	C	C	C	C
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
Gary W. Pottorff (1)	S	S	S	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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

NAME	EUII	EUIM	ESPE	EUIC	EUE	EUC
Stephen P. Adik (1)	D, P	D	D, P	D, P	D, P	D, P
Mark A. Cleaves (19)		P				
Donald K. Eldert (1)	VP	VP	VP	VP	VP	VP
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
June M. Konold (2)	C	C	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S

NAME	EUM	EUR	NIFC	NITEX	NGS	NESI
Stephen P. Adik (1)	D, P	D, P	D	D, P	D, P	D
Jeffrey W. Yundt (1)						D, P
James M. Clarke (1)			D			
Donald K. Eldert (1)	VP	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
June M. Konold (2)	C	C		C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)			C			

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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

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Arthur A. Paquin (1) C  
 Jerry D. Mobley (14) P P

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

NAME	CIS	EUP	GREEN	MS1	NEXCO	PRI
Stephen P. Adik (1)	D, P	D, P	D, P	D, P	D	D, P
Gary L. Neale (1)					COB	
Donald K. Eldert (1)		VP		VP		
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)	C		C		C	C
June M. Konold (2)		C		C		

ITEM 6. OFFICERS AND DIRECTORS (continued)

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

NAME OF OFFICER OR DIRECTOR	NAME AND LOCATION OF FINANCIAL INSTITUTION	POSITION
William Krivan, Director of Columbia Gas of Ohio	Bank One of OH	FINANCIAL
Jack E. McGregor, Director of Bay State Gas Company and Northern Utilities	People's Bank - Bridgeport, CT	
James T. Morris, Director of NiSource Inc. and Chairman of IWC Resources Corporation	National City Bank - Indianapolis, IN	
Daniel J. Murphy, Director of Bay State Gas and Northern Utilities	Northmark Bank - North Andover, MA	
Gary L. Neale, Director and Chairman, President and Chief	Mercantile National Bank - Hammond, IN	

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Executive Officer of NiSource Inc.

Robert J. Schacht, Executive  
Vice President and Chief  
Operating Officer of Northern  
Indiana Public Service Company

HFS Bank - Hobart, IN

Robert J. Welsh, Director of  
NiSource Inc.

Mercantile National Bank - Hammond, IN

Carolyn Y. Woo, Director of  
NiSource Inc.

St. Joseph Capital Bank - Mishawaka, IN

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III(a). COMPENSATION OF OFFICERS AND DIRECTORS

EXECUTIVE COMPENSATION

NOMINATING AND COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Nominating and Compensation Committee's compensation policy is designed to relate total compensation (base salary, incentive bonus and long-term stock-based compensation) to corporate performance. This policy applies to all executive officers, including the Chief Executive Officer of NiSource and the four other most highly compensated executive officers, which collectively constitute the "Named Officers." In 2001, the Named Officers were the Chief Executive Officer, Mr. Neale, and Messrs. Adik, Mulchay, O'Donnell and Yundt. The Committee has implemented a "pay-for-performance" program which is designed to position the Company executive compensation competitively and to reward performance that creates additional stockholder value. The Committee discusses and considers executive compensation matters, then makes recommendations to the full board of directors, which takes the final action on these matters. The board accepted all of the Committee's recommendations in 2001.

The Committee has engaged Hewitt Associates, an independent compensation consulting firm, to advise it and provide surveys of comparative compensation practices for (1) a group of similarly sized energy-oriented companies, including electric, gas or combination utility companies, diversified energy companies and companies with gas marketing, transmission and distribution operations and energy services operations, and (2) a group of similarly sized companies in general industry. Each of these 2001 executive compensation comparative groups consisted 34 companies from which data was available to Hewitt and which the Committee believed to be competitors of the Company for executive talent. The Committee may change the companies contained within the comparative compensation groups in future years if information about any company included in a group is not available, any companies included in a group are no longer competitors for executive talent, or if the Committee determines that different energy or other types of companies are competitors of the Company. The Company's comparative compensation group is not the same as the corporations that make up the Dow Jones Utilities Index in the Stock Price Performance Graph included in this proxy statement.

The Committee considers the surveys provided by Hewitt in determining base salary, incentive bonus and long-term stock-based compensation. The Committee's philosophy is to set conservative base salaries at or near the medians of the utility and energy comparative group, which are similar, while providing performance-based variable compensation through the bonus and incentive plans

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described below to allow total compensation to fluctuate according to the Company's financial performance. Long-term incentive awards are stock-based (for example, stock options, restricted stock awards or performance-based contingent stock awards) to emphasize long-term stock price appreciation and the concomitant increased stockholder value. In 2001, total compensation of the executive officers, including the Chief Executive Officer, was targeted between the 50th and the 75th percentile of the relevant comparative compensation group. Total compensation would reach this level only if the Company met the applicable performance targets under the bonus incentive plans. For those executive officers with significant responsibilities for certain business units, total compensation is dependent on the Company's financial performance and on business unit operating income or on other measures unique to the respective business unit.

In establishing Mr. Neale's base salary for 2001, the Committee reviewed information provided by Hewitt regarding the chief executive officer compensation practices of comparable utility and energy companies. The Committee determined to set base salary near the median salary of the comparative group, giving regard to Mr. Neale's proven abilities and strong performance with the Company since joining it as Executive Vice President and Chief Operating Officer in 1989. As with the other executive officers, Mr. Neale's total compensation was targeted to be between the 50th and the 75th percentile of the relevant comparative compensation group, depending upon the Company's financial performance. The result of the Committee's determination as to Mr. Neale's total compensation package was that, as of the time of the grant, approximately 75% of Mr. Neale's total target compensation was performance-based and at risk, dependent upon the Company's earnings per share and stock price performance.

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

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

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

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

Executive officers are also eligible to receive awards under the Company's Long-Term Incentive Plan. Under the Long-Term Incentive Plan, stock options,

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

Section 162(m) of the Internal Revenue Code provides that compensation in excess of \$1,000,000 per year paid to the chief executive officer or any of the four other most highly compensated executive officers employed at year-end, other than compensation meeting the definition of "performance based compensation," will not be deductible by a corporation for federal income tax purposes. The Committee believes that, except as identified in the preceding paragraph and except for options granted at less than market value, the Company's long-term stock-based incentive awards constitute performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code. In light of its emphasis on such performance-based compensation, the Committee does not anticipate that the limits of Section 162(m) will materially affect the deductibility of compensation paid by the Company in 2001. However, the Committee will continue to review the deductibility of compensation under Section 162(m) and related regulations.

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

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

#### NOMINATING AND COMPENSATION COMMITTEE March 25, 2002

Steven C. Beering, Chairman  
Arthur J. Decio  
Robert J. Welsh

### COMPENSATION OF EXECUTIVE OFFICERS

SUMMARY. The following table summarizes compensation for services to NiSource

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and its corporate predecessor NiSource Inc. (incorporated in Indiana) and their subsidiaries for the years 2001, 2000 and 1999 awarded to, earned by or paid to each of the Named Officers.

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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

- (1) Compensation deferred at the election of the Named Officer is reported in the category and year in which such compensation was earned.
- (2) All bonuses are paid pursuant to the Senior Management Incentive Plan, except for the bonus paid to Mr. O'Donnell in 2000, which was paid pursuant to the Columbia Annual Incentive Plan and a portion of the bonuses to Messrs. Mulchay and Yundt, which are described in note (6). The incentive plan is designed to supplement a conservative base salary with incentive bonus payments if targeted financial performance is attained. No bonuses were paid pursuant to the Senior Management Incentive Plan in 2001. The amounts shown for Messrs. Neale and Adik in 2000 include bonuses of \$500,000 and \$250,000, respectively, received in consideration for their performance and efforts in connection with the acquisition of Columbia Energy Group.
- (3) The 2001 amount shown for Mr. Yundt includes a relocation allowance of \$82,496 and a related tax allowance of \$57,321. The 2001 amount for Mr. O'Donnell includes a relocation allowance of \$49,407 and a related tax allowance of \$40,793 as well as other amounts as described in note (8). The 1999 amount for Mr. Yundt also included a relocation allowance of

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\$85,305 and a related tax allowance of \$60,412.

- (4) The payouts shown are based on the value, at date of vesting, of restricted shares awarded under the Long-Term Incentive Plan which vested during the years shown. The amounts shown for 2000 include amounts attributable to the restricted stock awards granted in 1998 for which performance requirements were waived by the Nominating and Compensation Committee. Total restricted shares held (assuming 100% vesting) and aggregate market value at December 31, 2001 (based on the average of the high and low sale prices of the common stock on that date as reported on the New York Stock Exchange Composite Transactions Tape) for the Named Officers were as follows: Mr. Neale, 441,563 shares valued at \$10,310,496; Mr. Adik, 161,581 shares valued at \$3,772,916; Mr. Mulchay 98,966 shares valued at \$2,310,856; Mr. Yundt, 97,466 shares valued at \$2,275,831 and Mr. O'Donnell, 55,836 shares valued at \$1,303,770. Dividends on the restricted shares are paid to the Named Officers.
- (5) The Chairman, President and Chief Executive Officer, the Vice Chairman, and certain Group Presidents of the Company have available to them a supplemental life insurance plan which provides split-dollar coverage of up to 3.5 times base compensation as of commencement of the plan in 1991 and could provide life insurance coverage after retirement if there is adequate cash value in the respective policy. "All Other Compensation" represents Company contributions to the 401(k) Plan and the dollar value of the benefit to the Named Officers under the supplemental life insurance plan, as follows: Mr. Neale-\$1,155 401(k) Plan, \$17,782 premium value and \$3,336 term insurance cost; Mr. Adik-\$1,155 401(k) Plan, \$2,350 premium value and \$1,291 term insurance cost; Mr. Mulchay-\$1,155 401 (k) Plan, \$3,685 premium value and \$1,043 term insurance cost, and Mr. Yundt-\$1,155 401 (k) Plan, \$2,175 premium value and \$892 term insurance cost. The value of the life insurance premiums paid by the Company in excess of term insurance cost on behalf of the Named Officers under the supplemental life insurance plan has been restated for all periods in accordance with the present value interest-free loan method. The amount shown for 2001 for Mr. O'Donnell includes \$11,050 paid by Columbia Energy Group to its Employee Savings Plan and \$13,800 paid by Columbia Energy Group to its Employee Savings Restoration Plan.
- (6) Mr. Mulchay was President of Northern Indiana Public Service Company and Mr. Yundt was President of Bay State Gas Company and 50% of their 1999 and 2000 annual incentive compensation was determined based on the financial performance of the business units for which they were responsible.
- (7) The amounts shown for 2000 for Mr. O'Donnell include 10 months of compensation paid to Mr. O'Donnell in his capacity as Senior Vice President and Chief Financial Officer of Columbia Energy Group prior to the acquisition of Columbia Energy Group by the Company and 2 months of compensation paid to Mr. O'Donnell in his capacity as Executive Vice President and Chief Financial Officer of the Company.
- (8) The compensation reported represents perquisites and other personal benefits as discussed in note (3) as well as phantom stock units granted to Mr. O'Donnell pursuant to an agreement under which the Company established a phantom stock unit account for his benefit which consisted initially of 73,020 units in consideration of his acceptance of employment and 26,533 units in consideration of his willingness to enter into a non-competition agreement with the Company. A phantom stock unit is a unit whose value is related to the value of the common stock of the Company. Mr. O'Donnell is entitled to receive dividend

ITEM 6. OFFICERS AND DIRECTORS (continued)

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

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

OPTION/SAR GRANTS IN LAST FISCAL YEAR  
INDIVIDUAL GRANTS

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

- (1) All options granted in 2001 are fully exercisable commencing one year from the date of grant. Vesting may be accelerated as a result of certain events relating to a change in control of the Company. The exercise price and tax withholding obligation related to exercise may be paid by delivery of already owned shares of common stock or by reducing the number of shares of common stock received on exercise, subject to certain conditions.
- (2) Based on an aggregate of 1,725,105 options granted to all employees in 2001.
- (3) The options were granted at the average of high and low sale prices of the common stock on December 1, 2000, as reported on the New York Stock Exchange Composite Transactions Tape.
- (4) Based on the average of high and low sale prices of the common stock on



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January 2, 2001, as reported on the New York Stock Exchange Composite Transactions Tape.

- (5) Grant date present value is determined using the Black-Scholes option-pricing model. The assumptions used in the Black-Scholes option pricing model for the January 1, 2001 grants (expiring December 31, 2010) were as follows: expected volatility - 20% (estimated stock price volatility for the term of the grant); risk-free rate of return - 5.9% (the rate for a ten-year U.S. treasury); risk of forfeiture - 10%; estimated annual dividend - \$1.19; option term - ten years; vesting - 100% one year after date of grant; and an expected option term of 5.4 years. No assumption was made relating to non-transferability. Actual gains, if any, on option exercises and common shares are dependent on the future performance of the common stock and overall market condition. The amounts reflected in this table may not be achieved.

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

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

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

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised		Options/SARS at Fiscal Year-End (#)
			Exercisable	Unexercisable	
Gary L. Neale	--	--	610,000	160,377	
Stephen P. Adik	18,000	346,682	244,000	56,604	
Patrick J. Mulchay	18,000	349,412	244,000	34,198	
Jeffrey W. Yundt	18,000	324,074	244,000	34,198	
Michael W. O'Donnell	--	--	--	25,472	

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

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

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

Name	Number of Shares, Units or Other Rights (#)	Performance or Other Other Period Until Maturation or Payout	Estimated Future Non-Stock Price	
			Threshold (#)	Target
----	-----	-----	-----	-----

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Gary L. Neale	171,562 (1)	Variable	171,562	171,
	114,375 (2)	4-5 yrs	--	114,
Stephen P. Adik	49,081 (1)	Variable	49,081	49,
	32,271 (2)	4-5 yrs	--	32,
Patrick J. Mulchay	26,966 (1)	Variable	26,966	26,
	17,977 (2)	4-5 yrs	--	17,
Jeffrey W. Yundt	29,966 (1)	Variable	29,966	29,
	19,977 (2)	4-5 yrs	--	19,
Michael W. O'Donnell	55,836 (1)	Variable	55,836	55,
	37,224 (2)	4-5 yrs	--	37,

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ITEM 6. OFFICERS AND DIRECTORS (continued)

- (1) On December 31, 2001, Messrs. Neale, Adik, Mulchay, Yundt and O'Donnell exchanged restricted stock awards made in 2000 and 2001 for replacement restricted stock awards. The original 2000 and 2001 awards were scheduled to vest on December 31, 2002 at percentages varying from 0% to 200% related to specific financial performance objectives, including earnings per share targets, stock price targets and total shareholder return. Based on performance up to the time of the exchange, Messrs. Neale, Adik, Mulchay, Yundt and O'Donnell would have been eligible to receive approximately 160% of the restricted stock awards made in 2000 and 2001. The award holders exchanged the original awards for replacement awards equal to 150% of the shares subject to the original awards. The replacement awards will be subject to a holding period which will require that any shares representing the replacement awards shall not be disposed of until December 31, 2004, except in the case of death, disability, termination without cause, change of control or retirement, in which case the shares are not subject to the holding period. The terms of the awards issued in exchange for the 2001 awards are shown in the table above. The numbers of restricted shares issued in exchange for the 2000 awards are as follows: Mr. Neale, 270,000; Mr. Adik, 112,500; Mr. Mulchay, 72,000; and Mr. Yundt, 67,500. The awards for Mr. Neale will vest only following the end of the year of death, disability, termination without cause, change of control or retirement. In the case of each of the other Named Officers, the awards will vest, commencing in 2003, only to the extent that the value of shares vested in any calendar year, when added to other non-performance based compensation for that year, does not exceed \$999,999; in addition, awards will vest following the end of the year of death, disability, termination without cause, change of control or retirement.
- (2) Represents contingent stock awards granted to each Named Officer in 2001. The restrictions on 50% of the contingent stock awarded during 2001 lapse on December 31, 2004. The restrictions on the remaining 50% lapse on December 31, 2005. The vesting of the contingent stock varies from 0% to 200% of the number awarded, based upon meeting certain specific financial performance objectives, including earnings per share targets, stock price targets and total shareholder return. There is a one-year holding period after the restrictions lapse for the first 50% of the shares of contingent stock awarded. The remaining shares of contingent stock awarded are not subject to a holding period.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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### PENSION PLAN AND SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

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

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

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

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

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

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

Pension benefits are determined separately for each participant. The formula for

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

The Company also has a Supplemental Executive Retirement Plan for officers. Participants in the supplemental plan are selected by the board of directors. Benefits from this plan are to be paid from the general assets of the Company.

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

Michael W. O'Donnell continues to participate in the Retirement Plan of Columbia Energy Group, a subsidiary of the Company. Mr. O'Donnell has 30 credited years of service under this plan. The formula for a retiree's monthly retirement benefit at age 65 under the Retirement Plan of Columbia Energy Group is (i) 1.15% of the retiree's final average compensation that does not exceed half of the average Social Security wage base times years of service up to 30, plus (ii) 1.5% of the retiree's final average compensation in excess of half of the average Social Security wage base times years of service up to 30, plus (iii) .5% of the retiree's final average compensation times years of service between 30 and 40.

### CHANGE IN CONTROL AND TERMINATION AGREEMENTS

The Company has entered into Change in Control and Termination Agreements with Mr. Neale and the other Named Officers. The Company believes that these agreements are in the best interests of the stockholders, to insure that in the event of extraordinary events, totally independent judgment is enhanced to maximize stockholder value. The agreements can be terminated on three years' notice and provide for the payment of specified benefits if the executive terminates employment for good reason or is terminated by the Company for any reason other than good cause within 24 months following certain changes in control. Each of these agreements also provides for payment of these benefits if the executive voluntarily terminates employment for any reason during a specified one-month period within 24 months following a change in control or, in the case of Messrs. Neale and Adik, at any time during this 24 month period. No amounts will be payable under the agreements if the executive's employment is terminated by the Company for good cause (as defined in the agreements).

The agreements provide for the payment of three times the executive's current annual base salary and target incentive bonus compensation. The executive will also receive a pro rata portion of the executive's targeted incentive bonus for the year of termination. The executive would also receive benefits from the Company that would otherwise be earned during the three-year period following the executive's termination under the Company's Supplemental Executive Retirement Plan and qualified retirement plans. All stock options held by the executive would become immediately exercisable upon the date of termination of

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employment, and the restrictions would lapse on all restricted shares awarded to the executive. The Company will increase the payment made to the executive as necessary to compensate the executive on an after-tax basis for any parachute penalty tax imposed on the payment of amounts under the contracts.

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

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

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

### COMPENSATION OF THE COMPANY'S DIRECTORS

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

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

The Company's Nonemployee Director Stock Incentive Plan provides for a grant of 2,600 (previously 2,000) restricted shares of common stock to each nonemployee director of the Company upon his or her election or re-election as a director of the Company. The grants of restricted common stock vest in 20% annual increments, with all of a director's stock vesting five years after the date of award. In 2001, Drs. Beering and Woo and Mr. Foster each received a grant of 2,000 restricted shares of common stock under this plan. The board may designate that a scheduled award will consist of nonqualified stock options rather than restricted stock; if so, then, in lieu of restricted shares, each nonemployee director shall be granted a nonqualified option to purchase 6,000 shares of common stock. Grants of nonqualified stock options vest in 20% annual increments and become fully vested on the fifth anniversary of the date of the grant.

The Company's Nonemployee Director Restricted Stock Unit Plan is a phantom stock plan that provides for grants to nonemployee directors of restricted stock units that have a value related to the Company's common stock. Each nonemployee director received an initial grant of 500 units in April 1999. Beginning in 2002, grants of 600 units will be made to nonemployee directors upon election or

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re-election to the Board. The grants of units vest in 20% annual increments, with all of a director's units vesting five years after the date of award. Additional units are credited to each nonemployee director with respect to the units included in his or her account from time to time to reflect dividends paid to stockholders of the Company with respect to common stock. The units have no voting or other stock ownership rights and are payable in cash. In 2001, Drs. Beerling and Woo and Mr. Foster each received a grant of 500 units.

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

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

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

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

Name and Address of Beneficial Owner -----	Amount and Nature of Beneficial Ownership -----	Percent -----
CAPITAL RESEARCH AND MANAGEMENT COMPANY 333 South Hope Street, 55th Floor Los Angeles, California 90071	16,074,880	
PUTNAM INVESTMENT MANAGEMENT, LLC The Putnam Advisory Company, LLC One Post Office Square Boston, Massachusetts 02109	11,568,237	

- (1) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 11, 2002 on behalf of Capital Research & Management Company. According to the report, the amount shown includes 67,530 shares resulting from the assumed conversion of 428,490 shares of convertible preferred securities, due November 1, 2004; and includes 523,350 shares resulting from the assumed conversion of 325,000 shares of the Convertible Preferred PIES, due February 19, 2003.
- (2) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 15, 2002 on behalf of Marsh & McLennan Companies, Inc., Putnam Investments, LLC., Putnam Investment Management, LLC. and The Putnam Advisory Company, LLC. as a

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group. According to the report, the amount shown represents shares beneficially owned by Putnam Investment Management, LLC (10,311,017) and The Putnam Advisory Company, LLC. (1,257,220).

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ITEM 6. OFFICERS AND DIRECTORS (continued)

The following table contains information about the beneficial ownership of the Company's common stock as of March 1, 2002, for each of the directors, nominees and named executive officers, and for all directors and executive officers as a group.

Name of Beneficial Owner -----	Amount and Nature of Beneficial Ownership (1) (2) -----
Stephen P. Adik	555,312
Steven C. Beering	10,030
Arthur J. Decio	10,500
Dennis E. Foster	9,305
Gary L. Neale	1,349,118
Ian M. Rolland (3)	24,177
John W. Thompson	12,708
Robert J. Welsh	14,000
Carolyn Y. Woo	4,000
Roger A. Young	72,745
Patrick J. Mulchay	409,690
Michael W. O'Donnell	87,008
Jeffrey W. Yundt	421,909
All directors and executive officers as a group	3,427,120

(1) The number of shares owned includes shares held in the Company's Automatic Dividend Reinvestment and Share Purchase Plan, shares held in the Company's Tax Deferred Savings Plans (the "401(k)"), Employee Stock Purchase Plan and restricted shares awarded under the Company's 1988 and 1994 Long-Term Incentive Plans (the "Incentive Plans") and Nonemployee Director Stock Incentive Plan, where applicable. The percentage of common stock owned by all directors and executive officers as a group is approximately 1.65 percent of the common stock outstanding as of March 1, 2002.

(2) The totals include shares for which the following executive officers have a right to acquire beneficial ownership, within 60 days after March 1, 2002, by exercising stock options granted under the Incentive Plan: Stephen P. Adik - 300,604 shares; Gary L. Neale - 770,377 shares; Roger A. Young - 43,242 shares; Patrick J. Mulchay - 258,198 shares; Michael W. O'Donnell - 25,472 shares; Jeffrey W. Yundt - 258,198 shares; and all executive officers as a group - 1,867,986 shares.

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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III(c). CONTRACTS AND TRANSACTIONS.

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

PART III(d). INDEBTEDNESS.

None.

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

See Item 6 Part III(a) above.

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

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

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

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

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

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS (continued)

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

Calender Year 2001



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

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PART I. INTERCOMPANY CONTRACTS.

For the year ended December 31, 2001:

Transaction -----	Serving Company -----	Receiving Company -----	Compensation (\$) -----	Date o -----
Management & Business Services	BSG	NU	3,862,542	
Management & Business Services	BSG	GSGT	317,513	
Operations & Maintenance Services	BSG	EUII	74,340	
Management Fee	BSG	GSGT	317,513	
Office Space Lease - Gary Airport	CARD	NIP	65,792	
Fixed Fee Billings for O&M Agreements	CGT	TCO	40,536	07/
Land Lease for Radio Towers	CGT	CMC	2,264	
Office Space Lease	CMC	TCO	108,620	
Office Space Lease	CMC	CGT	32,583	
Bill Insert Services	COH	CSP	27,761	
Office Space Lease	NDEV	NIP	7,025,061	
St. Clairsville Pipeline Lease	NESI	COH	364,980	
Office Space Lease - Merrillville, IN	NIP	NCS	4,073,376	
Office Space Lease - Hammond, IN	NIP	TPC	37,866	
Substation Services	NIP	PEI	166,974	
Construction Services	NIP	PEI	914,209	
Aircraft Support Personnel	NIP	NCS	675,960	
Helicopter Usage Time Billed	NIP	NCS	179,311	
Maintenance Services on Pipeline	NITCO	CROSS	625,276	
Power Marketing Intense Computer System Fees	NPM	NIP	329,683	
Sale of Pipeline Points of Delivery	TCO	CGV	64,408	
Lease of Operating Center Building in Lexington, VA	TCO	CVA	108,216	
Land Lease for Radio Towers	TCO	CMC	12,167	
Office Space Lease - Washington DC Building	TCO	NCS	26,393	
Administrative Services	TCO	CGT	2,921,280	
Construction of Wheeler Interconnect	TCO	CROSS	222,037	
Various Services During Installation of Fiber Optic Network	TCO	CTC	623,709	
Access to TCO's Network for Telemetry Information	TCO	VARIOUS	92,880	
Chart Processing	TCO	CNR	243,000	
Sale of Capacity	TCO	CVA	110,880	
Install EM/SCADA at Various Stations	TCO	CROSS	76,719	
Software for IHRI	TCO	CGT	33,677	
Sale of Gathering Line	TCO	CNR	293,836	
Lease of Operating Center Building in Gainesville, VA	TCO	CVA	364,286	
Fixed Fee Billings for One Call	TCO	CTC	14,000	

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

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

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None.

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

None.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

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

(a) Company, location and business address.

Bay State GPE, Inc. (BSGPE)

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

Whiting Clean Energy, Inc. (WCE)

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

(b) Type and amount of capital invested.

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

Primary Energy, Inc.'s investment in WCE consists mainly of its guarantee of WCE's performance under the lease through its parent NiSource Inc. The lease was initiated in the first quarter of 2002. The unamortized value of the project amounts to approximately \$320 million.

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

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

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

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

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

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needs of BSGPE by Bay State Gas personnel.

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

PART II. ORGANIZATION CHART.

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

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

NiSource, Inc.'s aggregate investment in BSGPE is approximately \$0.2 million and its investment in WCE, as discussed in Part I(b), is approximately \$320 million. The ratio of NiSource, Inc.'s aggregate investment in BSGPE and WCE to its aggregate investment in its domestic public-utility subsidiary companies is 0.012% based on the current book values of the utility subsidiaries.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Financial Statements

CONFIDENTIAL TREATMENT REQUESTED.

SIGNATURES

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

NISOURCE INC.

-----  
(Registrant)

Dated: May 1, 2002

By: /s/ Jeffrey W. Grossman

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

COLUMBIA ENERGY GROUP

-----  
(Registrant)

Dated: May 1, 2002

By: /s/ Jeffrey W. Grossman

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Jeffrey W. Grossman  
Vice President

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

Exhibits filed as part of this report:

- A. Annual Reports Under the Securities Exchange Act of 1934.
- B. Corporate Organization Documents and Bylaws.
- C. Indentures and Contracts.
- D. Tax Allocation Agreement for 2001.
- E. Other Documents Prescribed by Rule or Order.
- F. Report of Independent Public Accountants.
- G. System Organization Chart.
- H. Financial Statements of EWG or Foreign Utility Company.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT A. ANNUAL REPORTS UNDER THE SECURITIES EXCHANGE ACT OF 1934.

The financial statements included in Form 10-K for the following companies are incorporated herein by reference:

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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

EXHIBIT B NOTES

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NAME OF COMPANY	Articles of Incorporation	By-Laws Regulation
NiSource Inc.	A-1, A-2, A-3, A-4	(1)
Bay State Gas Company		(3)
Bay State GPE, Inc.	A-5	(5)
Northern Utilities, Inc.	A-6	(7)
Columbia Energy Group		(9)
Columbia Atlantic Trading Corporation		(11)
Columbia Energy Group Capital Corporation		(13)
TriStar Gas Technologies, Inc.		(15)
Columbia Energy Resources Inc.		(17)
Alamco-Delaware, Inc.		(19)
Columbia Natural Resources, Inc.		(21)
Columbia Natural Resources Canada Ltd.		(23)
Hawg Hauling & Disposal, Inc.		(25)
Columbia Energy Services Corporation		(27)
Columbia Energy Marketing Corporation		(29)
Columbia Energy Power Marketing Corporation		(31)
Columbia Energy Retail Corporation		(33)
Columbia Finance Corporation		(35)
Columbia Accounts Receivable Corp.		(37)
Columbia Gas of Kentucky, Inc.		(39)
Columbia Gas of Maryland, Inc.		(41)
Columbia Gas of Ohio, Inc.		(43)
Columbia Gas of Pennsylvania, Inc.		(45)
Columbia Gas of Virginia, Inc.		(47)
Columbia Gas Transmission Corporation		(49)
Columbia Gulf Transmission Company		(51)
Columbia Insurance Corporation Ltd.		(53)
Columbia LNG Corporation		(55)
CLNG Corporation		(57)
Columbia Network Services Corporation		(59)
CNS Microwave, Inc.		(61)
Columbia Petroleum Corporation		(63)
Columbia Pipeline Corporation		(65)
Columbia Deep Water Services Company		(67)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NAME OF COMPANY	EXHIBIT B NOTES	
	Articles of Incorporation	Regulation
Columbia Remainder Corporation	(69)	
Columbia Electric Binghamton General Corporation	(71)	
Columbia Electric Binghamton Limited Corporation	(73)	
Columbia Electric Haverstraw Corporation	(75)	

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Haverstraw Bay, L.L.C.	(77)	
Haverstraw Bay, L.L.C.	(79)	
Columbia Service Partners, Inc.	(81)	
Columbia Assurance Agency, Inc.	(83)	
Columbia Transmission Communications Corporation	(85)	
EnergyUSA, Inc. (IN)	A-7 (87)	
EnergyUSA, Inc. (MA)	A-8, A-9, A-10 (89)	
EnergySPE, Inc.	A-11 (91)	
EnergyUSA Inc. (CT)	A-12, A-13, A-14 (93)	B-24,
Brayer Energy Solutions, Inc.	A-15 (95)	
EnergyUSA Engineering, Inc.	A-16, A-17 (97)	
EnergyUSA Mechanical, Inc.	(99)	
EnergyUSA Commercial Energy Services, Inc.	(101)	B-29,
EnergyUSA Retail, Inc.	(103)	
EnergyUSA Consumer Products Group, Inc.	(105)	
EnergyUSA-TPC Corp.	(107)	
EnergyUSA Appalachian Corp.	(109)	
MS-1 Distribution and Storage Corporation	(111)	
NESI Energy Marketing L.L.C.	(113)	
NI Energy Services Transportation, Inc.	(115)	B-36,
NI Fuel Company, Inc.	(117)	
NI-TEX, Inc.	(119)	
NI-TEX Gas Services Inc.	(121)	
Kokomo Gas and Fuel Company	(123)	
KGF Trading Company	(125)	
NI Energy Services Inc.	(127)	B-43,
Crossroads Pipeline Company	(129)	
Green Fuels, Inc.	(131)	
NESI Power Marketing, Inc.	(133)	
NiSource Energy Services Canada Ltd.	(135)	
NESI Energy Marketing Canada, Ltd.	(137)	

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NAME OF COMPANY	Articles of Incorporation	R
NiSource Capital Markets, Inc.	(139)	
NiSource Capital Trust I	(141)	
NiSource Corporate Services Company	(143)	
NiSource Development Company, Inc.	(145)	B-49,
Analytic Systems Laboratories, Inc.	(147)	
Cardinal Property Management, Inc.	(149)	B-51,
Customer Information Services, Inc.	(151)	
JOF Transportation Company	(153)	B-53,
KOGAF Enterprises, Inc.	(155)	
Lake Erie Land Company	(157)	
SCC Services, Inc.	(159)	B-56,

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NDC Douglas Properties, Inc.	(161)	
Progeni, Inc.	(163)	
Protonics Research, Inc.	(165)	
South Works Power Company	(167)	
NiSource Energy Technologies, Inc.	(169)	
NiSource Finance Corp.	(171)	
NiSource Pipeline Group, Inc.	(173)	
Granite State Gas Transmission, Inc.	(175)	
Bay State Energy Enterprises, Inc.	(177)	
Natural Gas Development Inc.	(179)	
PNTGS Holding Corp.	(181)	
Northern Indiana Fuel and Light Company, Inc.	(183)	
Northern Indiana Trading Company, Inc.	(185)	
Northern Indiana Public Service Company	(187)	
NIPSCO Exploration Company, Inc.	(189)	
Primary Energy, Inc.	(191)	
Cokenergy, Inc.	(193)	
Harbor Coal Company	(195)	
Ironside Energy L.L.C.	(197)	
Lakeside Energy Corporation	(199)	B-75,
North Lake Energy Corporation	(201)	
Portside Energy Corporation	(203)	B-78,
Whiting Clean Energy, Inc.	(205)	B-80,
SM&P Utility Resources, Inc.	(207)	
Colcom, Inc.	(209)	

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

- 1 NiSource Inc. Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated March 29, 2000 filed herewith as Exhibit A-1 to Form U5S (2001), Amended and Restated Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated October 30, 2000 filed herewith as Exhibit A-2 to Form U5S (2001), Certificate of Amendment of Certificate of Incorporation re name change to NiSource Inc. November 1, 2000 filed herewith as Exhibit A-3 to Form U5S (2001), and Certificate of Ownership and Merger of Old NiSource Inc. into NiSource Inc. dated November 1, 2000 filed herewith as Exhibit A-4 to Form U5S (2001).
- 2 NiSource Inc. Amended and restated By-Laws dated October 23, 2001, filed as Exhibit B-1 to Form U5S (2001).
- 3 Bay Sate Gas Company Articles of Organization are currently not available and will be filed by Amendment.
- 4 Bay State Gas Company Amended and Restated By-Laws dated March 3, 1999, filed as Exhibit B-2 to Form U5S (2001).
- 5 Bay State GPE, Inc. Articles of Organization dated November 2, 1998, filed as Exhibit A-5 to Form U5S (2001)
- 6 Bay State GPE, Inc. Amended and Restated By-Laws dated July 29, 1999, filed as Exhibit B-3 to Form U5S (2001).



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- 7 Northern Utilities, Inc. Record of Organization of Bay State of New Hampshire, Inc. (n/k/a Northern Utilities, Inc.) dated January 9, 1979, filed as Exhibit A-6 to Form U5S (2001).
- 8 Northern Utilities, Inc. Amended and Restated By-Laws dated February 7, 2001, filed as Exhibit B-4 to Form U5S (2001).
- 9 Restated Certificate of Incorporation as adopted by action of the Board of Directors on October 19, 1988, filed as Exhibit 1-A to Form U5S (1988); corrected copy as of July 15, 1991, filed as Exhibit 1-A to Form U5S (1991); restated copy as of November 28, 1995, filed pursuant to Item 14 of Form 10-K (1995); Certificate of Amendment of Certificate of Incorporation of Columbia Energy Group, dated January 16, 1998, filed as Exhibit 1-A to Form U5S (1997); Corrected Certificate of Amendment of Restated Certificate of Incorporation of Columbia Energy Group dated June 1, 1999, filed as Exhibit 1-A and Certificate of Amendment of Restated Certificate of Incorporation of Columbia Energy Group dated June 2, 1999, filed as Exhibit 2-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 10 By-Laws as of May 28, 1986, filed as Exhibit 1-B to Form U5S (1986); amendments dated May 13, 1987 and November 18, 1987, filed as Exhibit B, pages 13-15, to Form U5S (1987); amendment dated January 16, 1998, filed as Exhibit 1-B to Form U5S (1998); amendments dated February 22, 2000, filed as Exhibit 1-B to Form U5S (2000); amended and restated By-Laws dated November 1, 2000, filed as Exhibit 2-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 11 CAT Restated Certificate of Incorporation as filed on February 27, 1989, filed as Exhibit 2-A to Form U5S (1988); amendment dated August 18, 1997, filed as Exhibit 2-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 12 CAT By-Laws as amended effective February 27, 1989, filed as Exhibit 1-B to Form U5S (1988). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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

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

##### NOTES:

- 13 Certificate of Incorporation of TriStar Capital Corporation dated August 2, 1990, filed as Exhibit 2-A to Form U5S (1990); amendment dated June 30, 1997, filed as Exhibit 17-A to Form U5S (1997); amendment changing name to Columbia Energy Group Capital Corporation dated June 2, 1998, filed as Exhibit 9-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 14 By-Laws of TriStar Capital Corporation dated August 2, 1990, filed as Exhibit 4-B to Form U5S (1990). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 15 Certificate of Incorporation of TriStar Gas Technologies, Inc. dated August 2, 1990, filed as Exhibit 3-A to Form U5S (1990). The items identified

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

- 16 By-Laws of TriStar Gas Technologies, Inc. dated August 2, 1990, filed as Exhibit 5-B to Form U5S (1990). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-5 to Form U5S (2001).
- 17 Certificate of Amendment of Certificate of Incorporation of Columbia Natural Resources, Inc. (changing name to Columbia Energy Resources, Inc.) dated September 28, 1998, filed as Exhibit 6-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 18 By-Laws of Columbia Energy Resources, Inc. dated September 30, 1998, filed as Exhibit 6-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 19 Certificate of Incorporation of Alamco-Delaware, dated July 21, 1994, filed as Exhibit 11-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 20 By-Laws of Alamco-Delaware filed as Exhibit 9-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 21 Certificate of Incorporation of Columbia Natural Resources, Inc. adopted on November 21, 1984, filed as Exhibit 4-A to Form U5S (1984). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 22 By-Laws as of November 26, 1984, filed as Exhibit 2-B to Form U5S (1984). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 23 Article of Incorporation of 758117 Alberta Ltd. dated October 6, 1997, filed as Exhibit 7-A and amendment changing name to Columbia Natural Resources Canada, Ltd., dated December 12, 1997, filed as Exhibit 8-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 24 By-laws of 758117 Alberta Ltd., dated December 12, 1997, filed as Exhibit 7-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 25 Certificate of Incorporation of Hawg Hauling & Disposal, Inc. dated March 17, 1993, filed as Exhibit 12-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

- 26 By-Laws of Hawg Hauling & Disposal, Inc. dated March 17, 1993, filed as Exhibit 10-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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- 27 Certificate of Incorporation of Columbia Energy Services Corporation (formerly The Inland Gas Company, Inc.) dated June 25, 1993, filed under cover of Form SE as Exhibit 1-B to Form U5S (1993). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 28 By-Laws of Columbia Energy Services Corporation dated May 28, 1993, filed as Exhibit 2-B to Form U5S (1993). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 29 Certificate of Incorporation of Columbia Energy Marketing Corporation dated August 3, 1995, filed as Exhibit 1-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 30 By-Laws of Columbia Energy Marketing Corporation dated August 3, 1995, filed as Exhibit 1-B to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-6 to Form U5S (2001).
- 31 Certificate of Incorporation of Columbia Power Marketing Corporation dated June 19, 1997 filed as Exhibit 3-A and amendment changing name to Columbia Energy Power Marketing Corporation dated March 2, 1998, filed as Exhibit 4-A to Form U5S (1997); amendment dated January 16, 1998, filed as Exhibit 3-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 32 By laws of Columbia Power Marketing Corporation as adopted June 23, 1997 filed as Exhibit 1-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group. The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-laws dated June 4, 2001, filed as Exhibit B-7 to Form U5S (2001).
- 33 Certificate of Incorporation of Columbia Energy Retail Corporation dated October 28, 1998, filed as Exhibit 4-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-8 to Form U5S (2001).
- 34 By-Laws of Columbia Energy Retail Corporation dated December 1, 1998, filed as Exhibit 1-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 35 Certificate of Incorporation of Columbia Finance Corporation dated November 5, 1998, filed as Exhibit 7-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 36 By-Laws of Columbia Finance Corporation dated November 5, 1998, filed as Exhibit 2-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 37 Certificate of Incorporation of Columbia Accounts Receivable Corporation dated November 5, 1998, filed as Exhibit 8-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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

### NOTES:

- 38 By-Laws of Columbia Accounts Receivable Corporation dated November 5, 1998, filed as Exhibit 3-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 39 Articles of Incorporation, as amended to January 1, 1958, filed as Exhibit 2-A to Form U5S (1957); amendment dated December 21, 1981, filed as Exhibit 3-A to Form U5S (1981); amendment dated November 15, 1988, filed as Exhibit 2-A to Form U5S (1988); amendment dated March 13, 1995, filed as Exhibit 2-A to Form U5S (1995); amendment dated February 15, 1995, filed as Exhibit 3-A to Form U5S (1995); amendment dated January 12, 1996, filed as Exhibit 4-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 40 By-Laws, as amended to September 1, 1968, filed as Exhibit 4-B to Form U5S (1968); amendment dated June 16, 1970, filed as Exhibit 4-B to Form U5S (1970); amendment dated September 24, 1975, filed as Exhibit 1-B to Form U5S (1975); amendment dated May 4, 1977, filed as Exhibit 3-B to Form U5S (1977); amendment dated May 1, 1985, filed as Exhibit 2-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 3-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 1-B to Form U5S (1989); amendment dated January 9, 1996 filed as Exhibit 2-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 2-B to Form U5S (1997); amendment dated April 19, 2000, filed as Exhibit 3-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 41 Certificate of Incorporation as adopted July 1, 1958, filed as Exhibit 1-A to Form U5S (1961); amendment dated January 17, 1980, filed as Exhibit 1-A to Form U5S (1979); amendment dated February 15, 1995 filed as Exhibit 5A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 42 By-Laws, as amended to May 2, 1972, filed as Exhibit 4-B to Form U5S (1972); amendment dated May 1, 1985, filed as Exhibit 3-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 4-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 2-B to Form U5S (1989); amendment dated January 9, 1996 filed as Exhibit 3-B to Form U5S (1995); amendment dated June 30, 1997, filed as Exhibit 3-B and amendment dated November 1, 1997, filed as Exhibit 4-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 43 Articles of Incorporation as adopted October 6, 1961, filed as Exhibit 1-A to Form U5S (1964); amendment dated December 27, 1963, filed as Exhibit 2-A to Form U5S (1964); amendment dated February 21, 1964, filed as Exhibit 3-A to Form U5S (1964); Certificate of Merger of Columbia Gas of Ohio, Inc. and The Ohio Valley Gas Company effective December 31, 1974, filed as Exhibit 5-A to Form U5S (1974); amendment dated January 8, 1982, filed as Exhibit 2-A to Form U5S (1982); amendment dated February 16, 1995, filed as exhibit 6-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 44 Regulations as adopted October 16, 1961, filed as Exhibit 2-B to Form U5S (1964); amendment dated August 19, 1968, filed as Exhibit 5-B to Form U5S (1968); amendment dated May 1, 1985, filed as Exhibit 5-B to Form U5S (1985); amendment dated December 9, 1985, filed as Exhibit 6-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 6-B to Form U5S

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(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.

- 45 Articles of Incorporation as adopted during the year 1960, filed as Exhibit 1-A to Form U5S (1962); amendment dated December 21, 1981, filed as Exhibit 4-A to Form U5S (1981); amendment dated February 15, 1995, filed as Exhibit 7-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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

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

##### NOTES:

- 46 By-Laws, as amended to May 2, 1972, filed as Exhibit 6-B to Form U5S (1972); amendment dated May 1, 1985, filed as Exhibit 7-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 7-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 5-B to Form U5S (1989); amendment dated January 9, 1996, filed as Exhibit 5-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 6-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 47 Certificate of Incorporation of Commonwealth Gas Services, Inc. as amended through December 19, 1958, and including the Certificate of Merger dated December 18, 1979, filed as Exhibit 8-A to Form U5S (1981); amendment dated December 30, 1987, filed as Exhibit B, page 17, to Form U5S (1987); amendment dated February 15, 1995, filed as Exhibit 8-A to Form U5S (1995); amendment dated January 16, 1998, filed as Exhibit 16-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 48 By-Laws of Commonwealth Gas Services, Inc. as amended through March 5, 1985, filed as Exhibit 9-B to Form U5S (1985); amendment dated April 21, 1986, filed as Exhibit 6-B to Form U5S (1986); amendment dated April 20, 1987, filed as Exhibit B, page 18, to Form U5S (1987); amendment dated January 1, 1989, filed as Exhibit 9-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 9-B to Form U5S (1989); amendment dated May 6, 1991, filed as Exhibit 3-B to Form U5S (1991); amendment dated December 7, 1992, filed as Exhibit 2-B to Form U5S (1992); amendment dated November 1, 1997, filed as Exhibit 13-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 49 Restated Certificate of Incorporation of Columbia Gas Transmission Corporation dated March 3, 1982, filed as Exhibit 3-A to Form U5S (1982); amendment dated October 22, 1984, filed as Exhibit 3-A to Form U5S (1984); Certificate of Merger of Commonwealth Gas Pipeline Corp. into Columbia Gas Transmission Corp. dated October 26, 1990, filed as Exhibit 1-A to Form U5S (1990); amendment dated November 28, 1995, filed as Exhibit 6-A and amendment dated June 30, 1997, filed as Exhibit 7-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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- 50 By-Laws of Columbia Gas Transmission Corporation as amended through May 9, 1991, filed as Exhibit 1-B to Form U5S (1991); amendment dated January 17, 1996, file as Exhibit 3-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 51 Certificate of Incorporation as adopted May 26, 1958, filed as Exhibit 3-A to Form U5S (1958); amendment dated November 10, 1981, filed as Exhibit 6-A to Form U5S (1981); amendment dated December 23, 1994, filed as Exhibit 2-A to Form U5S (1994); amendment dated June 30, 1997, filed as Exhibit 8-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 52 By-Laws of Columbia Gulf Transmission Company as amended through May 9, 1991, filed as Exhibit 2-B to Form U5S (1991); amendment dated January 17, 1996, file as Exhibit 4B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 53 Certificate of Incorporation of Columbia Insurance Corporation, Ltd. dated November 1, 1996, filed as Exhibit 2-A to Form U5S (1996); amendment to Memorandum of Association of the Company dated August 12, 2000, filed as Exhibit 2-A to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 54 By-laws of Columbia Insurance Corporation, Ltd. as adopted November 4, 1996, file as Exhibit 5-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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

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

#### NOTES:

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

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the appropriate filing of Columbia Energy Group.

- 59 Certificate of Incorporation of Columbia Network Services Corporation dated June 7, 1996, filed as Exhibit 3-A Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 60 By-Laws of Columbia Network Services Corporation as adopted August 29, 1996, filed as Exhibit 8-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-9 to Form U5S (2001), and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-10 to Form U5S (2001).
- 61 Certificate of Incorporation of CNS Microwave Inc., dated October 15, 1996, filed as Exhibit 4-A to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 62 By-Laws of CNS Microwave, Inc. as adopted October 25, 1996, filed as Exhibit 9-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-11 to Form U5S (2001) and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-12 to Form U5S (2001).
- 63 Certificate of Incorporation of Columbia Petroleum Corporation dated March 12, 1999, filed as Exhibit 9-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 64 By-Laws of Columbia Petroleum Corporation dated March 12, 1999, filed as Exhibit 4-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 65 Certificate of Incorporation of Columbia Pipeline Corporation dated October 13, 1998, filed as Exhibit 4-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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

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

##### NOTES:

- 66 By-Laws of Columbia Pipeline Corporation dated November 1, 1998, filed as Exhibit 4-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-13 to Form U5S (2001), and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-14 to Form U5S (2001).
- 67 Certificate of Incorporation of Columbia Deep Water Services Company dated January 7, 1998, filed as Exhibit 5-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 68 By-Laws of Columbia Deep Water Services Company dated January 8, 1998, filed as Exhibit 5-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to

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the By-Laws dated May 1, 2001, filed as Exhibit B-15 to Form U5S (2001), and amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-16 to Form U5S (2001).

- 69 Certificate of Incorporation of Columbia Electric Remainder Corporation dated October 23, 2000, filed as Exhibit 3-A to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 70 By-Laws of Columbia Electric Remainder Corporation dated October 23, 2000, filed as Exhibit 5-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated April 10, 2001, filed as Exhibit B-17 to Form U5S (2001).
- 71 Certificate of Incorporation of TVC Two Corporation dated December 28, 1989, filed as Exhibit 7-A to Form U5S (1989); amendment changing name to TriStar Binghamton General Corporation, dated May 8, 1990, filed as Exhibit 6-A to Form U5S (1990); amendment changing name to Columbia Electric Binghamton General Corporation, dated August 4, 1998, filed as Exhibit 16-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 72 By-Laws of TVC Two Corporation (name later changed to TriStar Binghamton General Corporation) dated December 28, 1989, filed as Exhibit 17-B to Form U5S (1989). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-18 to Form U5S (2001).
- 73 Certificate of Incorporation of TVC Three Corporation dated December 28, 1989, filed as Exhibit 8-A to Form U5S (1989); amendment changing name to TriStar Binghamton Limited Corporation, dated May 8, 1990, filed as Exhibit 7-A to Form U5S (1990); amendment changing name to Columbia Electric Binghamton Limited Corporation, dated August 4, 1998, filed as Exhibit 17-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 74 By-Laws of TVC Three Corporation (name later changed to TriStar Binghamton Limited Corporation) dated December 28, 1989, filed as Exhibit 19-B to Form U5S (1989). Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-18 to Form U5S (2001).
- 75 Certificate of Incorporation of Columbia Electric Haverstraw Corporation dated September 14, 1999, filed as Exhibit 21-A to Form U5S (1999). Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-20 to Form U5S (2001).
- 76 By-Laws of Columbia Electric Haverstraw Corporation dated September 14, 1999, filed as Exhibit 14-B to Form U5S (1999).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

- 77 Haverstraw Bay, LLC Articles of Incorporation (See Number 79 below)



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- 78 Haverstraw Bay, LLC By-Laws (See Number 80 below).
- 79 Haverstraw Bay, LLC Articles of Incorporation are currently not available. They will be filed by amendment.
- 80 Haverstraw Bay, LLC By-Laws are currently not available. They will be filed by amendment
- 81 Columbia Service Partners, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 82 Columbia Service Partners, Inc. By-Laws are currently not available and will be filed by amendment.
- 83 Article of Incorporation of Columbia Assurance Agency, Inc., dated June 23, 1997, filed as Exhibit 2-A to Form U5S (1998); amendment dated May 3, 1999, filed as Exhibit 5-A to Form U5S (1999).
- 84 Code of Regulations of Columbia Assurance Agency, Inc., dated July 30, 1997, filed as Exhibit 3-B to Form U5S (1998).
- 85 Certificate of Incorporation of Columbia Energy Telecommunications Company dated April 17, 1998 filed as Exhibit 10-A and amendment-changing name to Columbia Transmission Communications Corporation, dated September 24, 1997 filed as Exhibit 11-A to Form U5S (1998).
- 86 By-Laws of Columbia Energy Telecommunications Company dated May 11, 1998, filed as Exhibit 8-B to Form U5S (1998).
- 87 EnergyUSA, Inc. (IN) Certificate of Incorporation dated March 26, 1999, filed as Exhibit A-7 to Form U5S (2001).
- 88 EnergyUSA, Inc. (IN) Amended By-Laws dated May 1, 1999, filed as Exhibit B-21 to Form U5S (2001).
- 89 EnergyUSA, Inc. (MA) Articles of Organization of Energy Asset Funding, Inc. (n/k/a EnergyUSA, Inc.) dated September 26, 1995, filed as Exhibit A-8 for Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA, Inc. dated August 9, 1996, filed as Exhibit A-9 to Form U5S (2001), Certificate of Change of Fiscal Year End dated October 13, 1999, filed as Exhibit A-10 to Form U5S (2001).
- 90 EnergyUSA, Inc. (MA) Amended By-Laws dated April 11, 2001, filed as Exhibit B-22 to Form U5S (2001).
- 91 Articles of Organization dated November 13, 1997, filed as Exhibit A-11 to Form U5S (2001).
- 92 EnergySPE, Inc. Amended By-Laws dated April 11, 2001, filed as Exhibit B-23 to Form U5S (2001).
- 93 EnergyUSA, Inc. (CT) Certificate of Incorporation of Savage-Alert, Inc. (n/k/a EnergyUSA, Inc. (CT)) dated December 20, 1993, filed as Exhibit A-12 to Form U5S (2001), Certificate of Amendment regarding name change to Savage Alert, Inc. dated July 1, 1998, identified as Exhibit A-13 to Form U5S (2001) but not currently available. This exhibit will be filed by amendment. Certificate of Amendment regarding name change to EnergyUSA, Inc. dated January 22, 2001, filed as Exhibit A-14 to Form U5S (2001).

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

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

##### NOTES:

- 94 EnergyUSA, Inc. (CT) By-Laws dated December 30, 1993, filed as Exhibit B-24 to Form U5S (2001) and amended By-Laws dated April 11, 2001, filed as Exhibit B-25 to Form U5S (2001).
- 95 Brayer Energy Solutions, Inc Articles of Incorporation dated July 28, 1998, filed as Exhibit A-15 to Form U5S (2001).
- 96 Brayer Energy Solutions, Inc. By-Laws dated October 28, 1998, filed as Exhibit B-26 to Form U5S (2001).
- 97 EnergyUSA Engineering, Inc. Certificate of Incorporation of Savage Engineering, Inc. (n/k/a Energy USA Engineering, Inc.) dated March 1, 1982, filed as Exhibit A-16 to Form U5S (2001), Certificate of Amendment regarding name change to EnergyUSA Engineering, Inc. dated May 18, 2001, filed as Exhibit A-17 to Form U5S (2001).
- 98 EnergyUSA Engineering, Inc. By-Laws dated March 1, 1982, filed as Exhibit B-27 to Form U5S (2001).
- 99 EnergyUSA Mechanical, Inc. Certificate of Incorporation of Alert, Inc. (n/k/a EnergyUSA Mechanical, Inc.) dated July 29, 1982, filed as Exhibit A-18 to Form U5S (2001), Certificate of Amendment regarding name change to EnergyUSA Mechanical, Inc. dated may 18, 2001, filed as Exhibit A-19 to Form U5S (2001).
- 100 EnergyUSA Mechanical, Inc. By-Laws dated May 2, 1998, filed as Exhibit B-28 to Form U5S (2001).
- 101 EnergyUSA Commercial Energy Services, Inc. Certificate of Incorporation of NESI Energy Services Company (n/k/a EnergyUSA Commercial Energy Services Inc.) dated January 31, 1997, filed as Exhibit A-20 to Form US (2001), Articles of Merger of Parkway Engineering and Distributing Company, Inc. into NESI Energy Services Company dated May 1, 1998. Surviving corporation's name is NESI Solutions, Inc., filed as Exhibit A-21 to Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Commercial, Inc. dated May 27, 1999, filed as Exhibit A-22 to Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Commercial Energy Services, Inc. dated February 15, 2000, files as Exhibit A-23 to Form U5S (2001).
- 102 EnergyUSA Commercial Energy Services, Inc. Amended and Restated By-Laws dated May 2, 1998, filed as Exhibit B-29 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-30, to Form U5S (2001).
- 103 EnergyUSA Retail, Inc. Certificate of Incorporation of NESI Integrated Energy Resources, Inc. (n/k/a EnergyUSA Retail, Inc.) dated January 28, 1997, filed as Exhibit A-24 on Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Retail, Inc. dated March 11, 1999, filed as Exhibit A-25 to Form U5S (2001).
- 104 EnergyUSA Retail, Inc. Amended and Restated By-Laws dated March 11, 1999, filed as Exhibit B-31 to Form U5S (2001).

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- 105 EnergyUSA Consumer Products Group, Inc. Articles of Organization dated December 14, 1999, filed as Exhibit A-26 for Form U5S (2001).
- 106 EnergyUSA Consumer Products Group, Inc. Amended and Restated By-Laws dated April 11, 2001, filed as Exhibit B-32 to From U5S (2001).

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

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

#### NOTES:

- 107 EnergyUSA-TPC Corp Certificate of Incorporation of EnergyUSA Gas Marketing Co. (n/k/a EnergyUSA-TPC Corp.) dated August 10, 2000, filed as Exhibit A-27 for Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA-TPC Corp dated September 19, 2000, filed as Exhibit A-28 to Form U5S (2001).
- 108 EnergyUSA-TPC Corp. Amended and Restated By-Laws dated September 19, 2000 filed as Exhibit B-33 to Form U5S (2001).
- 109 EnergyUSA Appalachian Corp. Articles of Incorporation are currently not available and will be filed by amendment.
- 110 EnergyUSA-Appalachian Corp. By-Laws dated February 19, 2001, filed as Exhibit B-34 to Form U5S (2001).
- 111 MS-1 Distribution & Storage Corporation Charter of Incorporation of Williamsville Water Company (n/k/a MS-1 Distribution & Storage Corporation) dated November 26, 1956, filed as Exhibit A-30 for Form U5S (2001), Amendment to the Articles of Incorporation regarding name change to MS-1 Distribution & Storage Corporation dated August 16, 1993, filed as Exhibit A-31 to Form U5S (2001).
- 112 MS-1 Distribution & Storage Corp. By-Laws dated September 15, 2000 filed as Exhibit B0-35 to Form U5S (2001).
- 113 NESI Energy Marketing, L.L.C. Certificate of Organization dated July 26, 1995, filed as Exhibit A-32 for Form U5S (2001).
- 114 NESI Energy Marketing, L.L.C By-Laws are currently not available and will be filed by amendment.
- 115 NI Energy Services Transportation, Inc. Articles of Incorporation dated June 18, 1998, filed as Exhibit A-33 to Form U5S (2001).
- 116 NI Energy Services Transportation, Inc. By-Laws dated June 18, 1998 filed as Exhibit B-36 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-37 to From U5S (2001).
- 117 NI Fuel Company, Inc. Certificate of Incorporation of NIPSCO Fuel Company, Inc. (n/k/a NI Fuel Company, Inc.) dated December 23, 1974, filed as Exhibit A-34 on Form U5S (2001), Articles of Amendment regarding name change to NI Fuel Company, Inc dated April 20, 1999, filed as Exhibit A-35 to Form U5S (2001).
- 118 NI Fuel Company, Inc. Amended and Restated By-Laws dated April 10, 1991

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filed as Exhibit B-38 to Form U5S (2001).

- 119 NI-TEX, Inc. Certificate of Incorporation dated August 26, 1988, filed as Exhibit A-36 to Form U5S (2001).
- 120 NI-TEX, Inc. Amended and Restated By-Laws dated April 11, 2001, as Exhibit B-39 to Form U5S (2001).
- 121 NI-Tex Gas Services, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 122 NI-Tex Gas Services, Inc. By-Laws dated November 18, 1998, as Exhibit B-40 to Form U5S (2001).
- 123 Kokomo Gas and Fuel Company Restatement of Articles of Incorporation, filed as Exhibit A-37 to Form U5S (2001).

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

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

##### NOTES:

- 124 Kokomo Gas and Fuel Company Amended and Restated By-Laws dated February 28, 2002, filed as Exhibit B-41 to Form U5S (2001).
- 125 KGF Trading Company certificate of Incorporation dated July 31, 1992, filed as Exhibit A-39 to Form U5S (2001).
- 126 KGF Trading Company By-Laws dated July 31, 1992, filed as Exhibit B-42 to Form U5S (2001).
- 127 NI Energy Services, Inc. Certificate of Incorporation of NIPSCO Energy Services, Inc. (n/k/a NI Energy Services, Inc.) dated November 12, 1985, filed as Exhibit A-39 to Form U5S (2001), Articles of Amendment regarding name change to NI Energy Services, Inc. dated February 27, 1998, filed as Exhibit A-40 to Form U5S (2001).
- 128 NI Energy Services, Inc. By -Laws dated July 1, 1996, filed as Exhibit B-43 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, as filed to Form U5S (2001).
- 129 Crossroads Pipeline Company Certificate of Incorporation of NI Pipeline Company (n/k/a Crossroads Pipeline Company) dated April 5, 1993, filed as Exhibit A-41 on Form U5S (2001), Articles of Amendment regarding name change to Crossroads Pipeline Company dated April 15, 1993, filed as Exhibit A-42 on Form U5S (2001).
- 130 Crossroads Pipeline Company Amended and Restated By-Laws dated May 1, 2001 filed as Exhibit B-45 to Form U5S (2001).
- 131 Green Fuels, Inc. Certificate of Incorporation dated February 23, 1995, filed as Exhibit A-43 to Form U5S (2001).
- 132 Green Fuels, Inc. By-Laws are not available and the business entity was dissolved on February 1, 2002 and is no longer a system company.

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- 133 NESI Power Marketing, Inc. Certificate of Incorporation on Customer Information Services, Inc. (n/k/a NESI Power Marketing, Inc.) dated July 18, 1996, filed as Exhibit A-44 on Form U5S (2001), Articles of Amendment regarding name change to NESI Power Marketing, Inc. dated December 11, 1996, filed as Exhibit A-45 on Form U5S (2001).
- 134 NESI Power Marketing, Inc. By-Laws dated November 15, 1996, filed as Exhibit B-46 to Form U5S (2001).
- 135 NiSource Energy Services Canada, Ltd. organizational documents are currently not available and will be filed by amendment.
- 136 NiSource Energy Services Canada, Ltd. By-Laws are currently not available and will be filed by amendment.
- 137 NESI Energy Services Canada, Ltd. organizational documents are currently not available and will be filed by amendment.
- 138 NESI Energy Services Canada, Ltd. By-Laws are currently not available and will be filed by amendment.
- 139 NiSource Capital Markets, Inc. Articles of Incorporation of NIPSCO Capital Markets, Inc. (n/k/a NiSource Capital Markets, Inc.) dated March 10, 1989, filed as Exhibit A-46 on Form U5S (2001), Articles of Amendment regarding name change to NiSource Capital Markets, Inc. dated April 21, 1999, filed as Exhibit A-47 on Form U5S (2001).

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

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

#### NOTES:

- 140 NiSource Capital Markets, Inc. Amended and Restated By-Laws dated April 21, 1999, filed as Exhibit B-47 to Form U5S (2001).
- 141 NiSource Capital Trust I Certificate of Trust of NIPSCO Capital Trust I (n/k/a NiSource Capital Trust I) dated December 17, 1998, filed as Exhibit A-48 to Form U5S (2001), Certificate of Amendment of Certificate of Trust regarding name change to NiSource Capital Trust I dated December 19, 2001, filed as Exhibit A-49 on Form U5S (2001).
- 142 NiSource Capital Trust I By-Laws are not available for trust.
- 143 Certificate of Incorporation, as amended through May 17, 1991, filed as Exhibit 3-A to Form U5S (1991); amendment dated June 30, 1997, filed as Exhibit 5-A to Form U5S (1997); amendment dated January 16, 1998, filed as Exhibit 3-A to Form U5S (1998); Certificate of Merger of NiSource Corporate Services Company and Columbia Energy Group Service Corporation dated December 22, 2001, filed as Exhibit 1-A to Form U5S (2000). Certificate of Merger of NiSource Corporate Services Company into Columbia Energy Group Service Corporation. Surviving corporation's name is NiSource Corporate Services Company, filed as Exhibit A-50 on Form U5S (2001).
- 144 By-Laws, as amended February 10, 1988, filed as Exhibit 8-B to Form U5S

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- (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).
- 145 NiSource Development Company, Inc. Certificate of Incorporation of NIPSCO Development Company, Inc. (n/k/a NiSource Development Company, Inc.) dated August 17, 1987, filed as form U5S (2001), Articles of Amendment regarding name change to NiSource Development Company, Inc. dated April 20, 1999, filed as Exhibit A-52 on Form U5S (2001).
- 146 NiSource Development Company, Inc. Amended and Restated By-Laws dated July 1, 1996, filed as Exhibit B-49 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-50 to Form U5S (2001).
- 147 Analytic Systems Laboratories, Inc. Certificate of Incorporation dated October 12, 1990, filed as Exhibit A-53 on Form U5S (2001), Articles of Amendment dated November 15, 1990, filed as Exhibit A-54 on Form U5S (2001), Articles of Amendment dated January 30, 1991, filed as Exhibit A-55 on Form U5S (2001), Articles of Amendment dated May 19, 1992, filed as Exhibit A-56 on Form U5S (2001).
- 148 Analytic Systems Laboratories, Inc. By-Laws are currently not available to file electronically and the business was dissolved on February 1, 2002 and is no longer a part of the company system.
- 149 Cardinal Property Management, Inc. Certificate of Incorporation dated November 14, 1990, filed as Exhibit A-57 on Form U5S (2001).
- 150 Cardinal Property Management, Inc. By-Laws dated December 20, 1990, filed as Exhibit B-51 to Form U5S (2001), amendment to the By-Laws dated April 14, 1999, filed as Exhibit B-52 to Form U5S (2001).
- 151 Customer Information Services, Inc. Certificate of Incorporation of RIC, Inc. (n/k/a Customer Information Services, Inc. (dated November 14, 1990, filed as Exhibit A-58 on Form U5S (2001), Articles of Amendment regarding name change to Customer Information Services, Inc. dated May 21, 1998, filed as Exhibit A-59 on Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

- 152 Customer Information Systems, Inc. By-Laws are currently not available to file electronically and the business was dissolved on January 24, 2002 and is no longer a part of the company system
- 153 JOF Transportation Company Certificate of Incorporation dated December 8, 1989, filed as Exhibit A-60 on Form U5S (2001)
- 154 JOF Transportation Company By-Laws dated December 11, 1989, filed as Exhibit B-53 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-54 to Form U5S (2001).
- 155 KOGAF Enterprises, Inc. Certificate of Incorporation dated June 6, 1974,

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- filed as Exhibit A-61 on Form U5S (2001)
- 156 KOGAF Enterprises, Inc. By-Laws are currently not available to file electronically and the business was dissolved on March 25, 2002 and is no longer a part of the company system.
- 157 Lake Erie Land Company Certificate of Incorporation dated October 12, 1989, filed as Exhibit A-62 on Form U5S (2001).
- 158 Lake Erie Land Company By-Laws dated April 4, 1990, filed as Exhibit B-55 to Form U5S (2001).
- 159 SCC Services, Inc. Certificate of Incorporation dated January 23, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 160 SCC Services, Inc. By-Laws dated January 24, 1992, filed as Exhibit B-56 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-57 to Form U5S (2001).
- 161 NDC Douglas Properties, Inc. Certificate of Incorporation dated March 19, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 162 NDC Douglas Properties, Inc. By-Laws dated March 24, 1992, filed as Exhibit B-58 to Form U5S (2001).
- 163 Progeni, Inc. Certificate of Incorporation of NI Product Development Company (n/k/a Progeni, Inc.) dated June 21, 1997, filed as Exhibit A-64 on Form U5S (2001), Articles of Amendment regarding name change to Progeni, Inc. dated January 20, 1999, filed on Form U5S (2001).
- 164 Progeni, Inc. By-Laws dated June 27, 1997, filed as Exhibit B-59 to Form U5S (2001).
- 165 Protonics Research, Inc. Certificate of Incorporation dated January 28, 1997, filed as Exhibit A-67 on Form U5S (2001).
- 166 Protonics Research, Inc. By-Laws dated January 28, 1997, filed as Exhibit B-60 to Form U5S (2001).
- 167 South Works Power Company Certificate of Incorporation dated June 10, 1999, filed as Exhibit A-68 on Form U5S (2001).
- 168 South Works Power Company By-Laws dated June 10, 1999, filed as Exhibit B-61 to Form U5S (2001).
- 169 NiSource Energy Technologies, Inc. Certificate of Incorporation dated October 27, 2000, filed as Exhibit A-69 on Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

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

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- 171 NiSource Finance Corp. Certificate of Incorporation dated March 31, 2000, filed as Exhibit A-70 on Form U5S (2001).
- 172 NiSource Finance Corp. By-Laws dated March 31, 2000, filed as Exhibit B-63 to Form U5S (2001).
- 173 NiSource Pipeline Group, Inc. Certificate of Incorporation dated May 24, 1999, filed as Exhibit A-71 on Form U5S (2001).
- 174 NiSource Pipeline Group, Inc. By-Laws dated May 1, 2001, filed as Exhibit B-64 to Form U5S (2001).
- 175 Granite State Gas Transmission, Inc. Articles of Organization are currently not available and will be filed by amendment.
- 176 Granite State Gas Transmission, Inc. Amended and Restated By-Laws dated June 14, 2001, filed as Exhibit B-65 to Form U5S (2001).
- 177 Bay State Energy Enterprises, Inc. Articles of Organization dated June 5, 1995, filed as Exhibit A-72 on Form U5S (2001).
- 178 Bay State Energy Enterprises, Inc. Amended and Restated By-Laws dated June 4, 2001, filed as Exhibit B-66 to Form U5S (2001).
- 179 Natural Gas Development, Inc. Articles of Organization dated October 22, 1996, filed as Exhibit A-73 on Form U5S (2001).
- 180 Natural Gas Development, Inc. Amended and Restated By-Laws dated June 4, 2001, filed as Exhibit B-67 to Form U5S (2001).
- 181 PNGTS Holding Corp. Certificate of Incorporation of NI Energy Services Development Corp. (n/k/a PNGTS Holding Crop.) dated February 27, 1998, filed as Exhibit A-74 on Form U5S (2001), Articles of Amendment regarding name change to PNGTS Holding Corp. dated July 6, 1999, filed as Exhibit A-75 on Form U5S (2001).
- 182 PNGTS Holding Corp. Amended and Restated By-Laws dated May 1, 2001, filed as Exhibit B-68 to Form U5S (2001).
- 183 Northern Indiana Fuel & Light Company, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 184 Northern Indiana Fuel & Light Company, Inc. Amended and Restate By-Laws dated April 13, 1971, filed as Exhibit B-69 to Form U5S (2001).
- 185 Northern Indiana Trading Company, Inc. Certificate of Incorporation dated February 10, 1988, filed as Exhibit A-76 on Form U5S (2001).
- 186 Northern Indiana Trading Company, Inc. By-Laws dated February 17, 1988, filed as Exhibit B-70 to Form U5S (2001).
- 187 Northern Indiana Public Service Company Amended Articles of Incorporation dated April 14, 1982, filed as Exhibit A-77 on Form U5S (2001), Articles of Amendment regarding director dated may 5, 1982, filed as Exhibit A-78 on Form U5S (2001), Articles of Amendment regarding directors dated November 9, 2000, filed as Exhibit A-79 on Form U5S (2001).



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

### NOTES:

- 188 Northern Indiana Public Service Company Amended and Restated By-Laws dated October 24, 2000, filed as Exhibit B-71 to Form U5S (2001).
- 189 NIPSCO Exploration Company, Inc. Articles of Incorporation dated May 22, 1973, filed as Exhibit A-80 on Form U5S (2001).
- 190 NIPSCO Exploration Company, Inc. By-Laws are currently not available to file electronically and the business was dissolved on February 1, 2002 and is no longer a part of the company system.
- 191 Primary Energy, Inc. Certificate of Incorporation dated November 27, 1995, filed as Exhibit A-81 on Form U5S (2001).
- 192 Primary Energy, Inc. By-Laws dated December 1, 2001, filed as Exhibit B-72 to Form U5S (2001).
- 193 Cokenergy, Inc. Certificate of Incorporation dated October 17, 1996, filed as Exhibit A-82 on Form U5S (2001).
- 194 Cokenergy, Inc. Amended and Restated By-Laws dated April 8, 1998, filed as Exhibit B-73 to Form U5S (2001).
- 195 Harbor Coal Company Articles of Incorporation are currently not available and will be filed by amendment.
- 196 Harbor Coal Company By-Laws dated July 21, 1992, filed as Exhibit B-74 to Form U5S (2001).
- 197 Ironside Energy LLC Certificate of Organization dated November 9, 1999, filed as Exhibit A-84 on Form U5S (2001).
- 198 Ironside Energy LLC By-Laws are currently not available and will be filed by amendment.
- 199 Lakeside Energy Corporation Certificate of Incorporation dated May 13, 1994, filed as Exhibit A-85 on Form U5S (2001).
- 200 Lakeside Energy Corporation By-Laws dated May 13, 1994, filed as Exhibit B-75 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-76 to Form U5S (2001).
- 201 North Lake Energy Corporation Certificate of Incorporation dated November 21, 1994, filed as Exhibit A-86 on Form U5S (2001).
- 202 North Lake Energy Corporation Amended and Restated By-Laws dated April 11, 2001, filed as Exhibit B-77 to Form U5S (2001).
- 203 Portside Energy Corporation Certificate of Incorporation dated September 14, 1995, filed as Exhibit A-87 on Form U5S (2001).
- 204 Portside Energy Corporation By-Laws dated September 14, 1995, filed as Exhibit B-78 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-70 to Form U5S (2001).
- 205 Whiting Clean Energy, Inc. Certificate of Incorporation of Oilside, Inc. (n/k/a Whiting Clean Energy, Inc.) dated November 12, 1998, filed as

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Exhibit A-88 on Form U5S (2001), Articles of Amendment regarding name change to Whiting Clean Energy, Inc. dated March 11, 1999, filed as Exhibit A-89 on Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

NOTES:

- 206 Whiting Clean Energy, Inc. Amended and Restated By-Laws dated March 11, 1999, filed as Exhibit B-80 to Form U5S (2001); amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-81 to Form U5S (2001).
- 207 SM&P Utility Resources, Inc. Articles of Incorporation are not available and the company was sold and is no longer a part of the company system.
- 208 SM&P Utility Resources, Inc. By-Laws are not available and the company was sold and is no longer a part of the company system.
- 209 Colcom, Inc. Articles of Incorporation are not available and the company was sold in 2002 and is no longer a part of the company system.
- 210 Colcom, Inc. By-Laws are not available and the company was sold in 2002 and is no longer a part of the company system.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT C. INDENTURES OR CONTRACTS.

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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2001.

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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT E. OTHER DOCUMENTS PRESCRIBED BY RULE OR ORDER.

None.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT F. REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS.

NiSource Inc.:

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

TO THE BOARD OF DIRECTORS OF NISOURCE INC.:

We have audited the accompanying consolidated balance sheets and statements of consolidated capitalization and long-term debt of NiSource Inc. and subsidiaries as of December 31, 2001 and 2000, and the related statements of consolidated income, common stockholders' equity and cash flows for each of the three years in the period ended December 31, 2001. These financial statements are the responsibility of NiSource's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

As explained in Note 2 to the financial statements, NiSource Inc. has given retroactive effect to the change in accounting for acquisition, exploration and development activities related to oil and gas reserves from the full cost method to the successful efforts method. As explained in Note 8 to the financial statements, effective January 1, 2001, NiSource Inc. adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivatives Instruments and Hedging Activities," as amended.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to Item 8, Financial Statements and Supplementary Data are presented for purposes of complying with the Securities and Exchange Commission's rules and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects

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the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

Arthur Andersen LLP  
Chicago, Illinois  
January 29, 2002

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

Columbia Energy Group:

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

TO THE SHAREHOLDER OF COLUMBIA ENERGY GROUP:

We have audited the accompanying consolidated balance sheets of Columbia Energy Group (a Delaware corporation, the "Corporation" and a wholly owned subsidiary of NiSource Inc.) and subsidiaries as of December 31, 2001, and 2000, and the related statements of consolidated income, cash flows and common stock equity for the three years then ended December 31, 2001. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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

As explained in Note 1E to the financial statements, the Corporation has given retroactive effect to the change in accounting for acquisition, exploration and development activities related to oil and gas reserves from the full cost method to the successful efforts method. Further, as explained in Note 7 to the financial statements, effective January 1, 2001, the Corporation adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivatives Instruments and Hedging Activities," as amended.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedule listed in the Index to Item 8, Financial Statements and Supplementary Data, is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. This schedule has been subjected to the auditing procedures applied in our audits of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in

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relation to the basic consolidated financial statements taken as a whole.

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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART.

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

CORPORATE CENTER GROUP SUBSIDIARIES  
AS AT DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

NISOURCE BUSINESS SERVICES GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

EXPLORATION & PRODUCTION GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

MERCHANT ENERGY GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

CONFIDENTIAL TREATMENT REQUESTED.

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NISOURCE INC.  
FORM U5S ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

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## EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit A-1:	NISOURCE INC. Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated March 29, 2000
Exhibit A-2:	NISOURCE INC. Amended and Restated Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated October 30, 2000
Exhibit A-3:	NISOURCE INC. Certificate of Amendment of Certificate of Incorporation re Name Change to NiSource Inc. dated November 1, 2000
Exhibit A-4:	NISOURCE INC. Certificate of Ownership and Merger of Old NiSource Inc. into NiSource Inc. dated November 1, 2000
Exhibit A-5:	BAY STATE GPE, INC. Articles of Organization dated November 2, 1998
Exhibit A-6:	NORTHERN UTILITIES, INC. Record of Organization of Bay State of New Hampshire, Inc. (n/k/a Northern Utilities, Inc.) dated January 9, 1979
Exhibit A-7:	ENERGYUSA, INC. (IN) Certificate of Incorporation dated March 26, 1999
Exhibit A-8:	ENERGYUSA, INC. (MA) Articles of Organization of Energy Asset Funding, Inc. (n/k/a EnergyUSA, Inc.) dated September 26, 1995
Exhibit A-9:	ENERGYUSA, INC. (MA) Articles of Amendment re Name Change to Energy USA, Inc. dated August 9, 1996
Exhibit A-10:	ENERGYUSA, INC. (MA) Certificate of Change of Fiscal Year End dated October 13, 1999
Exhibit A-11:	ENERGYSPE, INC. Articles of Organization dated November 13, 1997
Exhibit A-12:	ENERGYUSA (CONNECTICUT), INC. Certificate of Incorporation of Savage-ALERT, Inc. (n/k/a EnergyUSA (Connecticut), Inc.) dated December 20, 1993
Exhibit A-13:	ENERGYUSA (CONNECTICUT), INC. Certificate of Amendment re Name Change to SavageALERT, Inc. dated July 1, 1998
Exhibit A-14:	ENERGYUSA (CONNECTICUT), INC. Certificate of Amendment re Name Change to EnergyUSA (Connecticut), Inc. dated January 22, 2001



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- Exhibit A-15: BRAYER ENERGY SOLUTIONS, INC. Articles of Incorporation dated July 28, 1998
- Exhibit A-16: ENERGYUSA ENGINEERING, INC. Certificate of Incorporation of Savage Engineering, Inc. (n/k/a EnergyUSA Engineering, Inc.) dated March 1, 1982
- Exhibit A-17: ENERGYUSA ENGINEERING, INC. Certificate of Amendment re Name Change to EnergyUSA Engineering, Inc. dated May 18, 2001
- Exhibit A-18: ENERGYUSA MECHANICAL, INC. Certificate of Incorporation of Alert, Inc. (n/k/a EnergyUSA Mechanical, Inc.) dated July 29, 1982
- Exhibit A-19: ENERGYUSA MECHANICAL, INC. Certificate of Amendment re Name Change to EnergyUSA Mechanical, Inc. dated May 18, 2001
- Exhibit A-20: 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
- Exhibit A-21: ENERGYUSA COMMERCIAL ENERGY SERVICES, INC. Articles of Merger of Parkway Engineering and Distribution Company, Inc. into NESI Energy Services Company dated May 1, 1998. Surviving Corporation's Name is NESI Solutions, Inc.
- Exhibit A-22: ENERGYUSA COMMERCIAL ENERGY SERVICES, INC. Articles of Amendment re Name Change to EnergyUSA Commercial, Inc. dated May 27, 1999
- Exhibit A-23: ENERGYUSA COMMERCIAL ENERGY SERVICES, INC. Articles of Amendment re Name Change to EnergyUSA Commercial Energy Services, Inc. dated February 15, 2000
- Exhibit A-24: ENERGYUSA RETAIL, INC. Certificate of Incorporation of NESI Integrated Energy Resources, Inc. (n/k/a EnergyUSA Retail, Inc.) dated January 28, 1997
- Exhibit A-25: ENERGYUSA RETAIL, INC. Articles of Amendment re Name Change to EnergyUSA Retail, Inc. dated March 11, 1999
- Exhibit A-26: ENERGYUSA CONSUMER PRODUCTS GROUP, INC. Articles of Organization dated December 14, 1999
- Exhibit A-27: ENERGYUSA-TPC CORP. Certificate of Incorporation of EnergyUSA Gas Marketing Co. (n/k/a EnergyUSA-TPC Corp.) dated August 10, 2000
- Exhibit A-28: ENERGYUSA-TPC CORP. Articles of Amendment re Name Change to EnergyUSA-TPC Corp. dated September 19, 2000
- Exhibit A-29: ENERGYUSA-APPALACHIAN CORP. Certificate of Incorporation dated February 19, 2001
- Exhibit A-30: MS-1 DISTRIBUTION & STORAGE CORPORATION. Charter of

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Incorporation of the Williamsville Water Company (n/k/a MS-1 Distribution & Storage Corporation) dated November 26, 1956

- Exhibit A-31: MS-1 DISTRIBUTION & STORAGE CORPORATION. Amendment to the Articles of Incorporation re Name Change to MS-1 Distribution & Storage Corporation dated August 16, 1993
- Exhibit A-32: NESI ENERGY MARKETING, L.L.C. Certificate of Organization dated July 26, 1995
- Exhibit A-33: NI ENERGY SERVICES TRANSPORTATION, INC. Articles of Incorporation dated June 18, 1998
- Exhibit A-34: NI FUEL COMPANY, INC. Certificate of Incorporation of NIPSCO Fuel Company, Inc. (n/k/a NI Fuel Company, Inc.) dated December 23, 1974
- Exhibit A-35: NI FUEL COMPANY, INC. Articles of Amendment re Name Change to NI Fuel Company, Inc. dated April 20, 1999
- Exhibit A-36: NI-TEX, INC. Certificate of Incorporation dated August 26, 1988
- Exhibit A-37: KOKOMO GAS AND FUEL COMPANY Restatement of Articles of Incorporation
- Exhibit A-38: KGF TRADING COMPANY Certificate of Incorporation dated July 31, 1992
- Exhibit A-39: NI ENERGY SERVICES, INC. Certificate of Incorporation of NIPSCO Energy Services, Inc. (n/k/a NI Energy Services, Inc.) dated November 12, 1985
- Exhibit A-40: NI ENERGY SERVICES, INC. Articles of Amendment re Name Change to NI Energy Services, Inc. dated February 27, 1998
- Exhibit A-41: CROSSROADS PIPELINE COMPANY Certificate of Incorporation of NI Pipeline Company (n/k/a Crossroads Pipeline Company) dated April 5, 1993
- Exhibit A-42: CROSSROADS PIPELINE COMPANY Articles of Amendment re Name Change to Crossroads Pipeline Company dated April 15, 1993
- Exhibit A-43: GREEN FUELS, INC. Certificate of Incorporation dated February 23, 1995
- Exhibit A-44: NESI POWER MARKETING, INC. Certificate of Incorporation on Customer Information Services, Inc. (n/k/a NESI Power Marketing, Inc.) dated July 18, 1996
- Exhibit A-45: NESI POWER MARKETING, INC. Articles of Amendment re Name Change to NESI Power Marketing, Inc. dated December 11, 1996
- Exhibit A-46: NISOURCE CAPITAL MARKETS, INC. Articles of Incorporation of

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- NIPSCO Capital Markets, Inc. (n/k/a NiSource Capital Markets, Inc) dated March 10, 1989
- Exhibit A-47: NISOURCE CAPITAL MARKETS, INC. Articles of Amendment re Name Change to NiSource Capital Markets, Inc. dated April 21, 1999
- Exhibit A-48: NISOURCE CAPITAL TRUST I Certificate of Trust of NIPSCO Capital Trust I (n/k/a NiSource Capital Trust I) dated December 17, 1998
- Exhibit A-49: NISOURCE CAPITAL TRUST I Certificate of Amendment of Certificate of Trust re Name Change to NiSource Capital Trust I dated December 19, 2001
- Exhibit A-50: NISOURCE CORPORATE SERVICES COMPANY Certificate of Merger of NiSource Corporate Services Company into Columbia Energy Group Service Corporation. Surviving Corporation's Name is NiSource Corporate Services Company.
- Exhibit A-51: NISOURCE DEVELOPMENT COMPANY, INC. Certificate of Incorporation of NIPSCO Development Company, Inc. (n/k/a NiSource Development Company, Inc.) dated August 17, 1987
- Exhibit A-52: NISOURCE DEVELOPMENT COMPANY, INC. Articles of Amendment re Name Change to NiSource Development Company, Inc. dated April 20, 1999
- Exhibit A-53: ANALYTIC SYSTEMS LABORATORIES, INC. Certificate of Incorporation dated October 12, 1990
- Exhibit A-54: ANALYTIC SYSTEMS LABORATORIES, INC. Articles of Amendment dated November 15, 1990
- Exhibit A-55: ANALYTIC SYSTEMS LABORATORIES, INC. Articles of Amendment dated January 30, 1991
- Exhibit A-56: ANALYTIC SYSTEMS LABORATORIES, INC. Articles of Amendment dated May 19, 1992
- Exhibit A-57: CARDINAL PROPERTY MANAGEMENT, INC. Certificate of Incorporation dated November 14, 1990
- Exhibit A-58: CUSTOMER INFORMATION SERVICES, INC. Certificate of Incorporation of RIC, Inc. (n/k/a Customer Information Services, Inc.) dated November 14, 1990
- Exhibit A-59: CUSTOMER INFORMATION SERVICES, INC. Articles of Amendment re Name Change To Customer Information Services, Inc. dated May 21, 1998
- Exhibit A-60: JOF TRANSPORTATION COMPANY Certificate of Incorporation dated December 8, 1989
- Exhibit A-61: KOGAF ENTERPRISES, INC. Certificate of Incorporation dated June 6, 1974

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- Exhibit A-62: LAKE ERIE LAND COMPANY Certificate of Incorporation dated October 12, 1989
- Exhibit A-63: SCC SERVICES, INC. Certificate of Incorporation dated January 23, 1992
- Exhibit A-64: NDC DOUGLAS PROPERTIES, INC. Certificate of Incorporation dated March 19, 1992
- Exhibit A-65: PROGONI, INC. Certificate of Incorporation of NI Product Development Company (n/k/a Progoni, Inc.) dated June 21, 1997
- Exhibit A-66: PROGONI, INC. Articles of Amendment re Name Change to Progoni, Inc. dated January 20, 1998
- Exhibit A-67: PROTONICS RESEARCH, INC. Certificate of Incorporation dated January 28, 1997
- Exhibit A-68: SOUTH WORKS POWER COMPANY Certificate of Incorporation dated June 10, 1999
- Exhibit A-69: NISOURCE ENERGY TECHNOLOGIES, INC. Certificate of Incorporation dated October 27, 2000
- Exhibit A-70: NISOURCE FINANCE CORP. Certificate of Incorporation dated March 31, 2000
- Exhibit A-71: NISOURCE PIPELINE GROUP, INC. Certificate of Incorporation dated May 24, 1999
- Exhibit A-72: BAY STATE ENERGY ENTERPRISES, INC. Articles of Organization dated June 5, 1995
- Exhibit A-73: NATURAL GAS DEVELOPMENT, INC. Articles of Organization dated October 22, 1996
- Exhibit A-74: PNGTS HOLDING CORP. Certificate of Incorporation of NI Energy Services Development Corp. (n/k/a PNGTS Holding Corp.) dated February 27, 1998
- Exhibit A-75: PNGTS HOLDING CORP. Articles of Amendment re Name Change to PNGTS Holding Corp. dated July 6, 1999
- Exhibit A-76: NORTHERN INDIANA TRADING COMPANY, INC. Certificate of Incorporation dated February 10, 1988
- Exhibit A-77: NORTHERN INDIANA PUBLIC SERVICE COMPANY Amended Articles of Incorporation Dated April 14, 1982 ( To be filed by amendment)
- Exhibit A-78: NORTHERN INDIANA PUBLIC SERVICE COMPANY Articles of Amendment re Directors dated May 5, 1999
- Exhibit A-79: NORTHERN INDIANA PUBLIC SERVICE COMPANY Articles of Amendment re Directors dated November 9, 2000

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Exhibit A-80: NIPSCO EXPLORATION COMPANY, INC. Articles of Incorporation dated May 22, 1973

Exhibit A-81: PRIMARY ENERGY, INC. Certificate of Incorporation dated November 27, 1995

Exhibit A-82: COKENERGY, INC. Certificate of Incorporation dated October 17, 1996 (To be filed by amendment)

Exhibit A-83: HARBOR COAL COMPANY Certificate of Incorporation dated July 21, 1992 (Currently not available. Will be filed by an amendment.)

Exhibit A-84: IRONSIDE ENERGY LLC Certificate of Organization dated November 9, 1999

  

Exhibit A-85: LAKESIDE ENERGY CORPORATION Certificate of Incorporation dated May 13, 1994

Exhibit A-86: NORTH LAKE ENERGY CORPORATION Certificate of Incorporation dated November 21, 1994

Exhibit A-87: PORTSIDE ENERGY CORPORATION Certificate of Incorporation dated September 14, 1995

Exhibit A-88: WHITING CLEAN ENERGY, INC. Certificate of Incorporation of Oilside, Inc. (n/k/a Whiting Clean Energy, Inc.) dated November 12, 1998

Exhibit A-89: WHITING CLEAN ENERGY, INC. Articles of Amendment re Name Change to Whiting Clean Energy, Inc. dated March 11, 1999

Exhibit B-1: NISOURCE INC. Amended and Restated By-Laws dated October 23, 2001

Exhibit B-2: BAY STATE GAS COMPANY Amended and Restated By-Laws dated March 26, 1999

Exhibit B-3: BAY STATE GPE, INC. Amended and Restated By-Laws dated July 29, 1999

Exhibit B-4: NORTHERN UTILITIES, INC. Amended and Restated By-Laws dated February 7, 2001

Exhibit B-5: TRI-STAR GAS TECHNOLOGIES, INC. Amendment to the By-Laws dated April 11, 2001

Exhibit B-6: COLUMBIA ENERGY MARKETING CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-7: COLUMBIA ENERGY POWER MARKETING CORPORATION Amendment to the By-Laws Dated June 4, 2001

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Exhibit B-8: COLUMBIA ENERGY RETAIL CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-9: COLUMBIA NETWORK SERVICES CORPORATION Amendment to the By-Laws dated May 1, 2001

Exhibit B-10: COLUMBIA NETWORK SERVICES CORPORATION Amendment to the By-Laws dated JUNE 4, 2001

Exhibit B-11: CNS MICROWAVE, INC. Amendment to the By-Laws dated May 1, 2001

Exhibit B-12: CNS MICROWAVE, INC. Amendment to the By-Laws dated June 4, 2001

Exhibit B-13: COLUMBIA PIPELINE CORPORATION Amendment to the By-Laws dated May 1, 2001

Exhibit B-14: COLUMBIA PIPELINE CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-15: COLUMBIA DEEP WATER SERVICES COMPANY Amendment to the By-Laws dated May 1, 2001

Exhibit B-16: COLUMBIA DEEP WATER SERVICES COMPANY Amendment to the By-Laws dated June 4, 2001

Exhibit B-17: COLUMBIA REMAINDER CORP. Amendment to the By-Laws dated April 10, 2001

Exhibit B-18: COLUMBIA ELECTRIC BINGHAMTON GENERAL CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-19: COLUMBIA ELECTRIC BINGHAMTON LIMITED CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-20: COLUMBIA ELECTRIC HAVERSTRAW CORPORATION Amendment to the By-Laws dated June 4, 2001

Exhibit B-21: ENERGYUSA, INC. (IN) Amended By-Laws dated May 1, 1999

Exhibit B-22: ENERGYUSA, INC. (MA) Amended By-Laws dated April 11, 2001

Exhibit B-23: ENERGYSPE, INC. Amended By-Laws dated April 11, 2001

Exhibit B-24: ENERGYUSA (CONNECTICUT), INC. By-Laws dated December 30, 1993

Exhibit B-25: ENERGYUSA (CONNECTICUT), INC. Amendment to By-Laws dated April 11, 2001

Exhibit B-26: BRAYER ENERGY SOLUTIONS, INC. By-Laws dated October 28, 1998

Exhibit B-27: ENERGYUSA ENGINEERING, INC. By-Laws dated March 1, 1982

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- Exhibit B-28: ENERGYUSA MECHANICAL, INC. By-Laws dated July 22, 1982
- Exhibit B-29: ENERGYUSA COMMERCIAL ENERGY SERVICES, INC. Amended and Restated By-Laws dated May 2, 1998
- Exhibit B-30: ENERGYUSA COMMERCIAL ENERGY SERVICES, INC. Amendment to the By-Laws Dated April 11, 2001
- Exhibit B-31: ENERGYUSA RETAIL, INC. Amended and Restated By-Laws dated March 11, 1999
- Exhibit B-32: ENERGYUSA CONSUMER PRODUCTS GROUP, INC. Amended and Restated By-Laws Dated April 11, 2001
- Exhibit B-33: ENERGYUSA-TPC CORP. Amended and Restated By-Laws dated September 19, 2000
- Exhibit B-34: ENERGYUSA-APPALACHIAN CORP. By-Laws dated February 19, 2001
- Exhibit B-35: MS-1 DISTRIBUTION & STORAGE CORPORATION By-Laws dated September 15, 2000
- Exhibit B-36: NI ENERGY SERVICES TRANSPORTATION, INC. By-Laws dated June 18, 1998
- Exhibit B-37: NI ENERGY SERVICES TRANSPORTATION, INC. Amendment to the By-Laws dated April 11, 2001
- Exhibit B-38: NI FUEL COMPANY, INC. Amended and Restated By-Laws dated April 10, 1991
- Exhibit B-39: NI-TEX, INC. Amended and Restated By-Laws dated April 11, 2001
- Exhibit B-40: NI-TEX GAS SERVICES, INC. By-Laws dated November 18, 1998
- Exhibit B-41: KOKOMO GAS AND FUEL COMPANY Amended and Restated By-Laws dated February 28, 2002
- Exhibit B-42: KGF TRADING COMPANY By-Laws dated July 31, 1992
- Exhibit B-43: NI ENERGY SERVICES, INC. Amended and Restated By-Laws dated July 1, 1996
- Exhibit B-44: NI ENERGY SERVICES, INC. Amendment to the By-Laws dated April 11, 2001
- Exhibit B-45: CROSSROADS PIPELINE COMPANY Amended and Restated By-Laws dated May 1, 2001
- Exhibit B-46: NESI POWER MARKETING, INC. By-Laws dated November 15, 1996

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- Exhibit B-47: NISOURCE CAPITAL MARKETS, INC. Amended and Restated By-Laws dated April 21, 1999
- Exhibit B-48: NISOURCE CORPORATE SERVICES COMPANY By-Laws dated January 1, 2001
- Exhibit B-49: NISOURCE DEVELOPMENT COMPANY, INC. Amended and Restated By-Laws dated July 1, 1996
- Exhibit B-50: NISOURCE DEVELOPMENT COMPANY, INC. Amendment to the By-Laws dated April 11, 2001
- Exhibit B-51: CARDINAL PROPERTY MANAGEMENT, INC. By-Laws dated December 20, 1990
- Exhibit B-52: CARDINAL PROPERTY MANAGEMENT, INC. Amendment to the By-Laws dated April 14, 1999
- Exhibit B-53: JOF TRANSPORTATION COMPANY By-Laws dated December 11, 1989
- Exhibit B-54: JOF TRANSPORTATION COMPANY Amendment to the By-Laws dated April 11, 2001
- Exhibit B-55: LAKE ERIE LAND COMPANY By-Laws dated April 4, 1990
- Exhibit B-56: SCC SERVICES, INC. By-Laws dated January 24, 1992
- Exhibit B-57: SCC SERVICES, INC. Amendment to the By-Laws dated April 11, 2001
- Exhibit B-58: NDC DOUGLAS PROPERTIES, INC. By-Laws dated March 24, 1992
- Exhibit B-59: PROGONI, INC. By-Laws dated June 27, 1997
- Exhibit B-60: PROTONICS RESEARCH, INC. By-Laws dated January 28, 1997
- Exhibit B-61: SOUTH WORKS POWER COMPANY By-Laws dated June 10, 1999
- Exhibit B-62: NISOURCE ENERGY TECHNOLOGIES, INC. By-Laws dated October 27, 2000
- Exhibit B-63: NISOURCE FINANCE CORP. By-Laws dated March 31, 2000
  
- Exhibit B-64: NISOURCE PIPELINE GROUP, INC. Amended and Restated By-Laws dated May 1, 2001
- Exhibit B-65: GRANITE STATE GAS TRANSMISSION, INC. Amended and Restated By-Laws dated June 4, 2001
- Exhibit B-66: BAY STATE ENERGY ENTERPRISES, INC. Amended and Restated By-Laws dated June 4, 2001
- Exhibit B-67: NATURAL GAS DEVELOPMENT, INC. Amended and Restated By-Laws dated June 4, 2001



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Exhibit B-68: PNGTS HOLDING CORP. Amended and Restated By-Laws dated May 1, 2001

Exhibit B-69: NORTHERN INDIANA FUEL & LIGHT COMPANY, INC. Amended and Restated By-Laws dated April 13, 1971

Exhibit B-70: NORTHERN INDIANA TRADING COMPANY, INC. By-Laws dated February 17, 1988

Exhibit B-71: NORTHERN INDIANA PUBLIC SERVICE COMPANY Amended and Restated By-Laws Dated October 24, 2000

Exhibit B-72: PRIMARY ENERGY, INC. Amended and Restated By-Laws dated December 1, 2001

Exhibit B-73: COKENERGY, INC. Amended and Restated By-Laws dated April 8, 1998

Exhibit B-74: HARBOR COAL COMPANY By-Laws dated July 21, 1992

Exhibit B-75: LAKESIDE ENERGY CORPORATION By-Laws dated May 13, 1994

Exhibit B-76: LAKESIDE ENERGY CORPORATION Amendment to the By-Laws dated April 11, 2001

Exhibit B-77: NORTH LAKE ENERGY CORPORATION Amended and Restated By-Laws dated April 11, 2001

Exhibit B-78: PORTSIDE ENERGY CORPORATION By-Laws dated September 14, 1995

Exhibit B-79: PORTSIDE ENERGY CORPORATION Amendment to the By-Laws dated April 11, 2001

Exhibit B-80: WHITING CLEAN ENERGY, INC. Amended and Restated By-Laws dated March 11, 1999

Exhibit B-81: WHITING CLEAN ENERGY, INC. Amendment to the By-Laws dated April 11, 2001