

NISOURCE INC/DE
Form 35-CERT
November 30, 2001

November 27, 2001

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

QUARTERLY REPORT UNDER RULE 24 OF THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
NISOURCE INC.
801 E. 86TH AVE.
MERRILLVILLE, IN 46410

FILE NO. 70-9681

Gentlemen:

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

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

None

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

54,499 shares

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

None

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

Please see Exhibit 1

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

Please see Exhibit 2

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

None

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7. The name of the guarantor and of the beneficiary of any NiSource guarantee or non-utility subsidiary guarantee issued during the quarter, and the amount, terms and purpose of the guarantee
- NiSource issued no guarantees during the quarter ended 9-30-01.
8. The notional amount and principal terms of any interest rate hedge or anticipatory hedge entered into during the quarter and the identity of the parties to such instruments
- None.
9. The name, parent company, and amount invested in any new intermediate subsidiary or financing subsidiary during the quarter
- None.
10. A list of Form U-6B-2 statements filed with the commission during the quarter, including the name of the filing entity and the date of the filing
- None.
11. Consolidated balance sheets as of the end of the quarter, and separate balance sheets as of the end of the quarter for each company, including NiSource, that has engaged in financing transactions during the quarter

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

Very truly yours,

NiSource Inc.

By: /s/ Jeffrey W. Grossman

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

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EXHIBIT #1

NISOURCE INC.
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| COMPANY | AMOUNT ISSUED DURING THIRD QUARTER OF 2001 | AMOUNT OUTSTANDING SEPTEMBER 30, 2001 | TYPE OF DEBT OR SECURITY |
|------------------------|---|--|-----------------------------|
| NiSource Finance Corp. | - | 1,863,856,000 | Short-term Debt |
| NiSource Finance Corp. | - | 6,112,800,000 | Long-term Debt |

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EXHIBIT #2

NISOURCE INC.
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ITEM #5

| LENDING COMPANY | BORROWING SUBSIDIARY | INTER-COMPANY DEBT OUTSTANDING AT SEPTEMBER 30, 2001 |
|-----------------|---|--|
| NiSource Inc. | Northern Indiana Public Service Company | 323,561,000 |
| NiSource Inc. | Kokomo Gas & Fuel Company | 3,982,000 |
| NiSource Inc. | Northern Indiana Fuel and Light | 4,424,000 |
| NiSource Inc. | Bay State Gas Company | 123,750,000 |

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EXHIBIT #3

NISOURCE INC.

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PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
FILE NO. 70-9681

ITEM #11

As of September, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant
Accumulated depreciation and amortization

Net Utility Plant

Gas and oil producing properties, full cost method
United States cost center
Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant and Equipment

INVESTMENTS:

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

Total Investments

CURRENT ASSETS:

Cash and cash equivalents
Accounts receivable - less reserve
Other receivables
Gas inventory
Underrecovered gas and fuel costs
Material and supplies, at average cost
Electric production fuel, at average cost
Price risk management asset
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS:

Price risk asset long term
Regulatory assets
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

NISOURCE INC.
QUARTERLY REPORT UNDER RULE 24 OF THE
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As of September 30, (in thousands)

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common Stock Equity
Preferred Stocks -
Subsidiary Companies

Series without mandatory redemption provisions
Series with mandatory redemption provisions
Company - obligated mandatorily redeemable preferred securities
of subsidiary trust holding solely Company debentures
Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES:

Current portion of long-term debt
Short-term borrowings
Accounts payable
Dividends declared on common and preferred stocks
Customer deposits
Taxes accrued
Interest accrued
Overrecovered gas and fuel costs
Accrued employment costs
Price risk management liabilities
Exchange gas payable
Current deferred revenue
Other accruals

Total current liabilities

OTHER:

Deferred income taxes
Deferred investment tax credits
Deferred credits
Non-current deferred revenue
Accrued liability for post retirement benefits
Other non-current liabilities

Total other

TOTAL CAPITALIZATION AND LIABILITIES
=====

NORTHERN INDIANA PUBLIC SERVICE COMPANY
QUARTERLY REPORT UNDER RULE 24 OF THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
FILE NO. 70-9681

ITEM #11

As of September 30, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant
Accumulated depreciation and amortization

Net Utility Plant

OTHER PROPERTY AND INVESTMENTS

CURRENT ASSETS:

Cash and cash equivalents
Accounts receivable - less reserve
Material and supplies, at average cost
Electric production fuel, at average cost
Natural gas in storage, at last in, first-out cost
Price risk management asset
Prepayments and other

Total Current Assets

OTHER ASSETS:

Price risk asset long term
Regulatory assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

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PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
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ITEM #11

As of September 30, (in thousands)

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity

Preferred Stocks -

 Series without mandatory redemption provisions

 Series with mandatory redemption provisions

Long-term debt, excluding amount due within one year

Total Capitalization

CURRENT LIABILITIES:

 Current portion of long-term debt

 Short term borrowings

 Accounts payable

 Dividends declared on common and preferred stock

 Customer deposits

 Taxes accrued

 Interest accrued

 Fuel adjustment clause

 Accrued employment costs

 Price risk management liabilities

 Other accruals

Total current liabilities

OTHER:

 Deferred income taxes

 Deferred investment tax credits

 Deferred credits

 Accrued liability for post retirement benefits

 Other noncurrent liabilities

Total other

TOTAL CAPITALIZATION AND LIABILITIES
=====

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EXHIBIT #5

BAY STATE GAS COMPANY
QUARTERLY REPORT UNDER RULE 24 OF THE
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As of September 30, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant
Accumulated depreciation and amortization

Net Utility Plant

OTHER PROPERTY AND INVESTMENTS

CURRENT ASSETS:

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

Total Current Assets

OTHER ASSETS:

Regulatory assets
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity
Long-term debt excluding amt due within one year

Total Capitalization

CURRENT LIABILITIES:

Short term borrowings
Accounts payable
Dividends declared on common and preferred stock
Customer deposits
Taxes accrued
Interest accrued
Refunds due customers within one year
Other accruals

Total current liabilities

OTHER:

Deferred income taxes
Deferred investment tax credits
Other noncurrent liabilities

Total other

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TOTAL CAPITALIZATION AND LIABILITIES

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EXHIBIT #6

NORTHERN UTILITIES, INC.
QUARTERLY REPORT UNDER RULE 24 OF THE
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As of September 30, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant
Accumulated depreciation and amortization

Net Utility Plant

OTHER PROPERTY AND INVESTMENTS

CURRENT ASSETS:

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

Total Current Assets

OTHER ASSETS:

Regulatory assets
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity
Long-term debt excluding amt due within one year

Total Capitalization

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CURRENT LIABILITIES:

Short term borrowings
Accounts payable
Customer deposits
Taxes accrued
Interest accrued
Price risk management liabilities
Refunds due customers within one year
Other accruals

Total current liabilities

OTHER:

Deferred income taxes
Deferred investment tax credits
Other non-current liabilities

Total other

TOTAL CAPITALIZATION AND LIABILITIES
=====

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EXHIBIT #7

KOKOMO GAS AND FUEL COMPANY
QUARTERLY REPORT UNDER RULE 24 OF THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
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As of September 30, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant
Accumulated depreciation and amortization

Net Utility Plant

OTHER PROPERTY AND INVESTMENTS

CURRENT ASSETS:

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

Total Current Assets

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OTHER ASSETS:

Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity

Total Capitalization

CURRENT LIABILITIES:

Short term borrowings
Accounts payable
Customer deposits
Interest accrued
Other accruals

Total current liabilities

OTHER:

Deferred income taxes
Deferred investment tax credits
Post retirement benefits accrued
Regulatory income tax liability
Other non-current liabilities

Total other

TOTAL CAPITALIZATION AND LIABILITIES
=====

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EXHIBIT #8

NORTHERN INDIANA FUEL AND LIGHT COMPANY
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PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
FILE NO. 70-9681

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As of September 30, (in thousands)

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant

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Accumulated depreciation and amortization

Net Utility Plant

OTHER PROPERTY AND INVESTMENTS

CURRENT ASSETS:

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

Total Current Assets

OTHER ASSETS:

Regulatory assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity

Total Capitalization

CURRENT LIABILITIES:

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

Total current liabilities

OTHER:

Deferred income taxes
Deferred investment tax credits
Deferred credits
Regulatory income tax liability

Total other

TOTAL CAPITALIZATION AND LIABILITIES
=====