

VECTREN UTILITY HOLDINGS INC
Form 10-Q
November 12, 2010

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-16739

VECTREN UTILITY HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

INDIANA 35-2104850
(State or other jurisdiction of incorporation or (IRS Employer Identification No.)
organization)

One Vectren Square, Evansville, IN 47708
(Address of principal executive offices)
(Zip Code)

812-491-4000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. xYes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
 Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| | | |
|---------------------------------|------------------|------------------|
| Common Stock- Without Par Value | 10 | October 31, 2010 |
| Class | Number of Shares | Date |

Access to Information

Vectren Corporation makes available all SEC filings and recent annual reports, including those of its wholly owned subsidiaries, free of charge through its website at www.vectren.com as soon as reasonably practicable after electronically filing or furnishing the reports to the SEC, or by request, directed to Investor Relations at the mailing address, phone number, or email address that follows:

| | | |
|---------------------------|----------------|--|
| Mailing Address: | Phone Number: | Investor Relations Contact: |
| One Vectren Square | (812) 491-4000 | Robert L. Goocher |
| Evansville, Indiana 47708 | | Treasurer and Vice President, Investor Relations |
| | | rgoocher@vectren.com |

Definitions

AFUDC: allowance for funds used during construction MMBTU: millions of British thermal units

FASB: Financial Accounting Standards Board MW: megawatts

FERC: Federal Energy Regulatory Commission MWh / GWh: megawatt hours / thousands of megawatt hours (gigawatt hours)

IDEM: Indiana Department of Environmental Management OCC: Ohio Office of the Consumer Counselor

IURC: Indiana Utility Regulatory Commission OUCC: Indiana Office of the Utility Consumer Counselor

MCF / BCF: thousands / billions of cubic feet PUCO: Public Utilities Commission of Ohio

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MDth / MMDth: thousands / millions of
dekatherms

USEPA: United States Environmental Protection
Agency

MISO: Midwest Independent System Operator Throughput: combined gas sales and gas
transportation volumes

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited – In millions)

| | September 30, 2010 | December 31, 2009 |
|---|--------------------------|-------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash & cash equivalents | \$4.8 | \$6.2 |
| Accounts receivable - less reserves of \$2.9 & \$4.0, respectively | 64.7 | 108.1 |
| Receivables due from other Vectren companies | 1.0 | 0.7 |
| Accrued unbilled revenues | 29.7 | 115.4 |
| Inventories | 136.5 | 127.9 |
| Recoverable fuel & natural gas costs | 12.5 | - |
| Prepayments & other current assets | 84.4 | 69.2 |
| Total current assets | 333.6 | 427.5 |
| Utility Plant | | |
| Original cost | 4,737.4 | 4,601.4 |
| Less: accumulated depreciation & amortization | 1,808.7 | 1,722.6 |
| Net utility plant | 2,928.7 | 2,878.8 |
| Investments in unconsolidated affiliates | 0.2 | 0.2 |
| Other investments | 29.8 | 31.4 |
| Nonutility property - net | 169.7 | 171.8 |
| Goodwill - net | 205.0 | 205.0 |
| Regulatory assets | 101.9 | 104.1 |
| Other assets | 5.0 | 4.3 |
| TOTAL ASSETS | \$3,773.9 | \$3,823.1 |

The accompanying notes are an integral part of these consolidated financial statements.

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VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS
(Unaudited – In millions)

| | September 30, 2010 | December 31, 2009 |
|--|--------------------------|-------------------------|
| LIABILITIES & SHAREHOLDER'S EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$83.2 | \$133.1 |
| Accounts payable to affiliated companies | 22.4 | 54.1 |
| Payables to other Vectren companies | 25.2 | 53.6 |
| Refundable fuel & natural gas costs | - | 22.3 |
| Accrued liabilities | 129.0 | 131.4 |
| Short-term borrowings | 26.0 | 16.4 |
| Long-term debt subject to tender | - | 51.3 |
| Total current liabilities | 285.8 | 462.2 |
| Long-Term Debt - Net of Current Maturities & Debt Subject to Tender | | |
| | 1,304.8 | 1,254.8 |
| Deferred Income Taxes & Other Liabilities | | |
| Deferred income taxes | 453.0 | 418.0 |
| Regulatory liabilities | 331.6 | 322.2 |
| Deferred credits & other liabilities | 88.7 | 91.2 |
| Total deferred credits & other liabilities | 873.3 | 831.4 |
| Commitments & Contingencies (Notes 10 - 12) | | |
| Common Shareholder's Equity | | |
| Common stock (no par value) | 774.6 | 769.9 |
| Retained earnings | 535.3 | 504.7 |
| Accumulated other comprehensive income | 0.1 | 0.1 |
| Total common shareholder's equity | 1,310.0 | 1,274.7 |
| TOTAL LIABILITIES & SHAREHOLDER'S EQUITY | \$3,773.9 | \$3,823.1 |

The accompanying notes are an integral part of these consolidated financial statements.

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VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
 CONSOLIDATED STATEMENTS OF INCOME
 (Unaudited – In millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------------|-------------------------------------|--------|------------------------------------|---------|
| | 2010 | 2009 | 2010 | 2009 |
| OPERATING REVENUES | | | | |
| Gas utility | \$101.8 | \$93.4 | \$692.8 | \$759.9 |
| Electric utility | 173.2 | 143.0 | 469.1 | 400.7 |
| Other | 0.4 | 0.4 | 1.2 | 1.2 |
| Total operating revenues | 275.4 | 236.8 | 1,163.1 | 1,161.8 |
| OPERATING EXPENSES | | | | |
| Cost of gas sold | 32.4 | 28.0 | 371.7 | 440.6 |
| Cost of fuel & purchased power | 64.5 | 50.1 | 180.3 | 147.4 |
| Other operating | 70.5 | 69.9 | 223.3 | 227.9 |
| Depreciation & amortization | 47.2 | 45.9 | 140.5 | 134.8 |
| Taxes other than income taxes | 11.2 | 10.8 | 45.1 | 46.2 |
| Total operating expenses | 225.8 | 204.7 | 960.9 | 996.9 |
| OPERATING INCOME | 49.6 | 32.1 | 202.2 | 164.9 |
| OTHER INCOME - NET | 0.9 | 2.1 | 3.9 | 6.1 |
| INTEREST EXPENSE | 20.4 | 20.2 | 61.0 | 58.9 |
| INCOME BEFORE INCOME TAXES | 30.1 | 14.0 | 145.1 | 112.1 |
| INCOME TAXES | 11.4 | 5.3 | 54.8 | 40.6 |
| NET INCOME | \$18.7 | \$8.7 | \$90.3 | \$71.5 |

The accompanying notes are an integral part of these consolidated financial statements.

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VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – In millions)

| | Nine Months Ended September 30, | |
|---|------------------------------------|----------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$90.3 | \$71.5 |
| Adjustments to reconcile net income to cash from operating activities: | | |
| Depreciation & amortization | 140.5 | 134.8 |
| Deferred income taxes & investment tax credits | 31.8 | 51.3 |
| Expense portion of pension & postretirement periodic benefit cost | 3.1 | 3.1 |
| Provision for uncollectible accounts | 12.9 | 14.7 |
| Other non-cash charges - net | 10.0 | 7.3 |
| Changes in working capital accounts: | | |
| Accounts receivable, including to Vectren companies & accrued unbilled revenue | 115.9 | 219.6 |
| Inventories | (8.6) | (29.4) |
| Recoverable/refundable fuel & natural gas costs | (34.8) | 33.1 |
| Prepayments & other current assets | (14.9) | 38.9 |
| Accounts payable, including to Vectren companies & affiliated companies | (111.4) | (191.7) |
| Accrued liabilities | 0.2 | (25.5) |
| Changes in noncurrent assets | (9.3) | (5.1) |
| Changes in noncurrent liabilities | (18.4) | (38.7) |
| Net cash flows from operating activities | 207.3 | 283.9 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from: | | |
| Additional capital contribution from Parent | 4.6 | 5.5 |
| Proceeds from long-term debt | - | 161.1 |
| Requirements for: | | |
| Dividends to Parent | (59.8) | (61.9) |
| Retirement of long-term debt | (1.6) | (2.5) |
| Net change in short-term borrowings | 9.6 | (191.9) |
| Net cash flows from financing activities | (47.2) | (89.7) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Proceeds from other investing activities | 3.0 | 0.2 |
| Requirements for: | | |
| Capital expenditures, excluding AFUDC equity | (163.4) | (231.9) |
| Other investing activities | (1.1) | (0.8) |
| Net cash flows from investing activities | (161.5) | (232.5) |
| Net change in cash & cash equivalents | (1.4) | (38.3) |
| Cash & cash equivalents at beginning of period | 6.2 | 52.5 |
| Cash & cash equivalents at end of period | \$4.8 | \$14.2 |

The accompanying notes are an integral part of these consolidated financial statements.

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VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Organization & Nature of Operations

Vectren Utility Holdings, Inc. (the Company or Utility Holdings), an Indiana corporation, was formed on March 31, 2000, to serve as the intermediate holding company for Vectren Corporation's (Vectren) three operating public utilities: Indiana Gas Company, Inc. (Indiana Gas or Vectren North), Southern Indiana Gas and Electric Company (SIGECO or Vectren South), and the Ohio operations (VEDO or Vectren Ohio). Utility Holdings also has other assets that provide information technology and other services to the three utilities. Vectren, an Indiana corporation, is an energy holding company headquartered in Evansville, Indiana, and was organized on June 10, 1999. Both Vectren and Utility Holdings are holding companies as defined by the Energy Policy Act of 2005 (Energy Act).

Indiana Gas provides energy delivery services to over 560,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to over 141,000 electric customers and approximately 110,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. The Ohio operations provide energy delivery services to approximately 310,000 natural gas customers located near Dayton in west central Ohio. The Ohio operations are owned as a tenancy in common by Vectren Energy Delivery of Ohio, Inc. (VEDO), a wholly owned subsidiary of Utility Holdings (53 percent ownership), and Indiana Gas (47 percent ownership). The Ohio operations generally do business as Vectren Energy Delivery of Ohio.

2. Basis of Presentation

The interim consolidated condensed financial statements included in this report have been prepared by the Company, without audit, as provided in the rules and regulations of the Securities and Exchange Commission and include a review of subsequent events through the date the financial statements were issued. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted as provided in such rules and regulations. The information in this report reflects all adjustments which are, in the opinion of management, necessary to fairly state the interim periods presented, inclusive of adjustments that are normal and recurring in nature. These consolidated condensed financial statements and related notes should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2009, filed with the Securities and Exchange Commission on March 5, 2010, on Form 10-K. Because of the seasonal nature of the Company's utility operations, the results shown on a quarterly basis are not necessarily indicative of annual results.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

3. Subsidiary Guarantor and Consolidating Information

The Company's three operating utility companies, SIGECO, Indiana Gas, and VEDO are guarantors of Utility Holdings' \$350 million in short-term credit facilities, of which approximately \$26 million were outstanding at September 30, 2010, and Utility Holdings' \$919 million unsecured senior notes outstanding at September 30, 2010. The guarantees are full and unconditional and joint and several, and Utility Holdings has no subsidiaries other

than the subsidiary guarantors, which are 100 percent owned. However, Utility Holdings does have operations other than those of the subsidiary guarantors. Pursuant to Item 3-10 of Regulation S-X, disclosure of the results of operations and balance sheets of the subsidiary guarantors separate from the parent company's operations is required. Following are consolidating financial statements including information on the combined operations of the subsidiary guarantors separate from the other operations of the parent company. Pursuant to a tax sharing agreement with Vectren, consolidating tax effects are recorded at the parent (Utility Holdings) level. All other income taxes are calculated on a separate return basis.

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Condensed Consolidating Balance Sheet as of September 30, 2010 (in millions):

| ASSETS | Subsidiary Guarantors | Parent Company | Eliminations | Consolidated |
|---|--------------------------|-------------------|----------------------|-------------------|
| Current Assets | | | | |
| Cash & cash equivalents | \$3.9 | \$0.9 | \$ - | \$ 4.8 |
| Accounts receivable - less reserves | 64.3 | 0.4 | - | 64.7 |
| Intercompany receivables | 50.5 | 130.5 | (181.0) | - |
| Receivables due from other Vectren companies | - | 1.0 | - | 1.0 |
| Accrued unbilled revenues | 29.7 | - | - | 29.7 |
| Inventories | 136.0 | 0.5 | - | 136.5 |
| Recoverable fuel & natural gas costs | 12.5 | - | - | 12.5 |
| Prepayments & other current assets | 74.6 | 18.4 | (8.6) | 84.4 |
| Total current assets | 371.5 | 151.7 | (189.6) | 333.6 |
| Utility Plant | | | | |
| Original cost | 4,737.4 | - | - | 4,737.4 |
| Less: accumulated depreciation & amortization | 1,808.7 | - | - | 1,808.7 |
| Net utility plant | 2,928.7 | - | - | 2,928.7 |
| Investments in consolidated subsidiaries | - | 1,227.3 | (1,227.3) | - |
| Notes receivable from consolidated subsidiaries | - | 768.8 | (768.8) | - |
| Investments in unconsolidated affiliates | 0.2 | - | - | 0.2 |
| Other investments | 24.6 | 5.2 | - | 29.8 |
| Nonutility property - net | 3.8 | 165.9 | - | 169.7 |
| Goodwill - net | 205.0 | - | - | 205.0 |
| Regulatory assets | 78.4 | 23.5 | - | 101.9 |
| Other assets | 19.4 | 1.9 | (16.3) | 5.0 |
| TOTAL ASSETS | \$3,631.6 | \$2,344.3 | \$ (2,202.0) | \$ 3,773.9 |
| LIABILITIES & SHAREHOLDER'S EQUITY | | | | |
| | Subsidiary Guarantors | Parent Company | Eliminations | Consolidated |
| Current Liabilities | | | | |
| Accounts payable | \$78.7 | \$4.5 | \$ - | \$ 83.2 |
| Accounts payable to affiliated companies | 22.4 | - | - | 22.4 |
| Intercompany payables | 12.0 | - | (12.0) | - |
| Payables to other Vectren companies | 25.2 | - | - | 25.2 |
| Refundable fuel & natural gas costs | - | - | - | - |
| Accrued liabilities | 110.5 | 27.1 | (8.6) | 129.0 |
| Short-term borrowings | - | 26.0 | - | 26.0 |
| Intercompany short-term borrowings | 118.5 | 50.5 | (169.0) | - |
| Long-term debt subject to tender | - | - | - | - |
| Total current liabilities | 367.3 | 108.1 | (189.6) | 285.8 |
| Long-Term Debt | | | | |
| Long-term debt - net of current maturities & debt subject to tender | 387.0 | 917.8 | - | 1,304.8 |
| Long-term debt due to VUHI | 768.8 | - | (768.8) | - |
| Total long-term debt - net | 1,155.8 | 917.8 | (768.8) | 1,304.8 |
| Deferred Income Taxes & Other Liabilities | | | | |
| Deferred income taxes | 449.4 | 3.6 | - | 453.0 |

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|--|-----------|-----------|---------------|------------|
| Regulatory liabilities | 328.1 | 3.5 | - | 331.6 |
| Deferred credits & other liabilities | 103.7 | 1.3 | (16.3) | 88.7 |
| Total deferred credits & other liabilities | 881.2 | 8.4 | (16.3) | 873.3 |
| Common Shareholder's Equity | | | | |
| Common stock (no par value) | 787.8 | 774.6 | (787.8) | 774.6 |
| Retained earnings | 439.4 | 535.3 | (439.4) | 535.3 |
| Accumulated other comprehensive income | 0.1 | 0.1 | (0.1) | 0.1 |
| Total common shareholder's equity | 1,227.3 | 1,310.0 | (1,227.3) | 1,310.0 |
| TOTAL LIABILITIES & SHAREHOLDER'S EQUITY | \$3,631.6 | \$2,344.3 | \$ (2,202.0) | \$ 3,773.9 |

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Condensed Consolidating Balance Sheet as of December 31, 2009 (in millions):

| ASSETS | Subsidiary Guarantors | Parent Company | Eliminations | Consolidated |
|---|--------------------------|-------------------|----------------------|-------------------|
| Current Assets | | | | |
| Cash & cash equivalents | \$ 5.6 | \$ 0.6 | - | \$ 6.2 |
| Accounts receivable - less reserves | 108.1 | - | - | 108.1 |
| Intercompany receivables | 68.2 | 132.7 | (200.9) | - |
| Receivables due from other Vectren companies | 0.7 | - | - | 0.7 |
| Accrued unbilled revenues | 115.4 | - | - | 115.4 |
| Inventories | 124.6 | 3.3 | - | 127.9 |
| Prepayments & other current assets | 63.4 | 16.4 | (10.6) | 69.2 |
| Total current assets | 486.0 | 153.0 | (211.5) | 427.5 |
| Utility Plant | | | | |
| Original cost | 4,601.4 | - | - | 4,601.4 |
| Less: accumulated depreciation & amortization | 1,722.6 | - | - | 1,722.6 |
| Net utility plant | 2,878.8 | - | - | 2,878.8 |
| Investments in consolidated subsidiaries | - | 1,190.3 | (1,190.3) | - |
| Notes receivable from consolidated subsidiaries | - | 770.4 | (770.4) | - |
| Investments in unconsolidated affiliates | 0.2 | - | - | 0.2 |
| Other investments | 26.0 | 5.4 | - | 31.4 |
| Nonutility property - net | 4.1 | 167.7 | - | 171.8 |
| Goodwill - net | 205.0 | - | - | 205.0 |
| Regulatory assets | 79.6 | 24.5 | - | 104.1 |
| Other assets | 15.2 | - | (10.9) | 4.3 |
| TOTAL ASSETS | \$ 3,694.9 | \$ 2,311.3 | \$ (2,183.1) | \$ 3,823.1 |
| LIABILITIES & SHAREHOLDER'S EQUITY | | | | |
| | Subsidiary Guarantors | Parent Company | Eliminations | Consolidated |
| Current Liabilities | | | | |
| Accounts payable | \$ 127.5 | \$ 5.6 | \$ - | \$ 133.1 |
| Accounts payable to affiliated companies | 54.1 | - | - | 54.1 |
| Intercompany payables | 18.2 | - | (18.2) | - |
| Payables to other Vectren companies | 53.6 | - | - | 53.6 |
| Refundable fuel & natural gas costs | 22.3 | - | - | 22.3 |
| Accrued liabilities | 120.8 | 21.2 | (10.6) | 131.4 |
| Short-term borrowings | - | 16.4 | - | 16.4 |
| Intercompany short-term borrowings | 113.8 | 68.9 | (182.7) | - |
| Long-term debt subject to tender | 51.3 | - | - | 51.3 |
| Total current liabilities | 561.6 | 112.1 | (211.5) | 462.2 |
| Long-Term Debt | | | | |
| Long-term debt - net of current maturities & debt subject to tender | 335.6 | 919.2 | - | 1,254.8 |
| Long-term debt due to VUHI | 770.4 | - | (770.4) | - |
| Total long-term debt - net | 1,106.0 | 919.2 | (770.4) | 1,254.8 |
| Deferred Income Taxes & Other Liabilities | | | | |
| Deferred income taxes | 417.8 | 0.2 | - | 418.0 |
| Regulatory liabilities | 318.2 | 4.0 | - | 322.2 |

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| | | | | |
|---|------------|------------|---------------|------------|
| Deferred credits & other liabilities | 101.0 | 1.1 | (10.9) | 91.2 |
| Total deferred credits & other liabilities | 837.0 | 5.3 | (10.9) | 831.4 |
| Common Shareholder's Equity | | | | |
| Common stock (no par value) | 783.1 | 769.9 | (783.1) | 769.9 |
| Retained earnings | 407.1 | 504.7 | (407.1) | 504.7 |
| Accumulated other comprehensive income | 0.1 | 0.1 | (0.1) | 0.1 |
| Total common shareholder's equity | 1,190.3 | 1,274.7 | (1,190.3) | 1,274.7 |
| TOTAL LIABILITIES & SHAREHOLDER'S EQUITY | | | | |
| | \$ 3,694.9 | \$ 2,311.3 | \$ (2,183.1) | \$ 3,823.1 |

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Condensed Consolidating Statement of Income for the three months ended September 30, 2010 (in millions):

| | Subsidiary Guarantors | Parent Company | Eliminations & Reclassifications | Consolidated |
|--|--------------------------|-------------------|-------------------------------------|--------------|
| OPERATING REVENUES | | | | |
| Gas utility | \$101.8 | \$- | \$ - | 101.8 |
| Electric utility | 173.2 | - | - | 173.2 |
| Other | - | 11.1 | (10.7) | 0.4 |
| Total operating revenues | 275.0 | 11.1 | (10.7) | 275.4 |
| OPERATING EXPENSES | | | | |
| Cost of gas | 32.4 | - | - | 32.4 |
| Cost of fuel & purchased power | 64.5 | - | - | 64.5 |
| Other operating | 81.1 | - | (10.6) | 70.5 |
| Depreciation & amortization | 40.3 | 6.7 | 0.2 | 47.2 |
| Taxes other than income taxes | 10.8 | 0.4 | - | 11.2 |
| Total operating expenses | 229.1 | 7.1 | (10.4) | 225.8 |
| OPERATING INCOME | 45.9 | 4.0 | (0.3) | 49.6 |
| OTHER INCOME - NET | | | | |
| Equity in earnings of consolidated companies | - | 16.8 | (16.8) | - |
| Other income – net | 0.6 | 12.7 | (12.4) | 0.9 |
| Total other income - net | 0.6 | 29.5 | (29.2) | 0.9 |
| Interest expense | 18.9 | 14.2 | (12.7) | 20.4 |
| INCOME BEFORE INCOME TAXES | 27.6 | 19.3 | (16.8) | 30.1 |
| Income taxes | 10.8 | 0.6 | - | 11.4 |
| NET INCOME | \$16.8 | \$18.7 | \$ (16.8) | \$ 18.7 |

Condensed Consolidating Statement of Income for the three months ended September 30, 2009 (in millions):

| | Subsidiary Guarantors | Parent Company | Eliminations & Reclassifications | Consolidated |
|--|--------------------------|-------------------|-------------------------------------|--------------|
| OPERATING REVENUES | | | | |
| Gas utility | \$93.4 | \$- | \$ - | 93.4 |
| Electric utility | 143.0 | - | - | 143.0 |
| Other | - | 10.7 | (10.3) | 0.4 |
| Total operating revenues | 236.4 | 10.7 | (10.3) | 236.8 |
| OPERATING EXPENSES | | | | |
| Cost of gas sold | 28.0 | - | - | 28.0 |
| Cost of fuel & purchased power | 50.1 | - | - | 50.1 |
| Other operating | 80.1 | - | (10.2) | 69.9 |
| Depreciation & amortization | 39.1 | 6.7 | 0.1 | 45.9 |
| Taxes other than income taxes | 10.4 | 0.4 | - | 10.8 |
| Total operating expenses | 207.7 | 7.1 | (10.1) | 204.7 |
| OPERATING INCOME | 28.7 | 3.6 | (0.2) | 32.1 |
| OTHER INCOME | | | | |
| Equity in earnings of consolidated companies | - | 7.8 | (7.8) | - |
| Other income – net | 1.7 | 12.9 | (12.5) | 2.1 |
| Total other income | 1.7 | 20.7 | (20.3) | 2.1 |
| Interest expense | 18.6 | 14.3 | (12.7) | 20.2 |
| INCOME BEFORE INCOME TAXES | 11.8 | 10.0 | (7.8) | 14.0 |

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| | | | | |
|--------------|-------|-------|---------|----------|
| Income taxes | 4.0 | 1.3 | - | 5.3 |
| NET INCOME | \$7.8 | \$8.7 | \$ (7.8 |) \$ 8.7 |

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Condensed Consolidating Statement of Income for the nine months ended September 30, 2010 (in millions):

| | Subsidiary Guarantors | Parent Company | Eliminations & Reclassifications | Consolidated |
|--|--------------------------|-------------------|-------------------------------------|--------------|
| OPERATING REVENUES | | | | |
| Gas utility | \$692.8 | \$- | \$ - | 692.8 |
| Electric utility | 469.1 | - | - | 469.1 |
| Other | - | 33.3 | (32.1) | 1.2 |
| Total operating revenues | 1,161.9 | 33.3 | (32.1) | 1,163.1 |
| OPERATING EXPENSES | | | | |
| Cost of gas | 371.7 | - | - | 371.7 |
| Cost of fuel & purchased power | 180.3 | - | - | 180.3 |
| Other operating | 255.2 | - | (31.9) | 223.3 |
| Depreciation & amortization | 120.2 | 20.0 | 0.3 | 140.5 |
| Taxes other than income taxes | 43.9 | 1.1 | 0.1 | 45.1 |
| Total operating expenses | 971.3 | 21.1 | (31.5) | 960.9 |
| OPERATING INCOME | 190.6 | 12.2 | (0.6) | 202.2 |
| OTHER INCOME - NET | | | | |
| Equity in earnings of consolidated companies | - | 83.4 | (83.4) | - |
| Other income – net | 3.0 | 38.3 | (37.4) | 3.9 |
| Total other income - net | 3.0 | 121.7 | (120.8) | 3.9 |
| Interest expense | 56.3 | 42.7 | (38.0) | 61.0 |
| INCOME BEFORE INCOME TAXES | 137.3 | 91.2 | (83.4) | 145.1 |
| Income taxes | 53.9 | 0.9 | - | 54.8 |
| NET INCOME | \$83.4 | \$90.3 | \$ (83.4) | \$ 90.3 |

Condensed Consolidating Statement of Income for the nine months ended September 30, 2009 (in millions):

| | Subsidiary Guarantors | Parent Company | Eliminations & Reclassifications | Consolidated |
|--|--------------------------|-------------------|--|--------------|
| OPERATING REVENUES | | | | |
| Gas utility | \$ 759.9 | \$ - | \$ - | \$ 759.9 |
| Electric utility | 400.7 | - | - | 400.7 |
| Other | - | 32.1 | (30.9) | 1.2 |
| Total operating revenues | 1,160.6 | 32.1 | (30.9) | 1,161.8 |
| OPERATING EXPENSES | | | | |
| Cost of gas sold | 440.6 | - | - | 440.6 |
| Cost of fuel & purchased power | 147.4 | - | - | 147.4 |
| Other operating | 258.3 | - | (30.4) | 227.9 |
| Depreciation & amortization | 115.0 | 19.8 | - | 134.8 |
| Taxes other than income taxes | 45.2 | 1.0 | - | 46.2 |
| Total operating expenses | 1,006.5 | 20.8 | (30.4) | 996.9 |
| OPERATING INCOME | 154.1 | 11.3 | (0.5) | 164.9 |
| OTHER INCOME (EXPENSE) | | | | |
| Equity in earnings of consolidated companies | - | 65.8 | (65.8) | - |
| Other income – net | 5.2 | 38.1 | (37.2) | 6.1 |
| Total other income | 5.2 | 103.9 | (103.0) | 6.1 |
| Interest expense | 54.9 | 41.7 | (37.7) | 58.9 |
| INCOME BEFORE INCOME TAXES | 104.4 | 73.5 | (65.8) | 112.1 |

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| | | | | |
|--------------|---------|---------|------------|---------|
| Income taxes | 38.6 | 2.0 | - | 40.6 |
| NET INCOME | \$ 65.8 | \$ 71.5 | \$ (65.8) | \$ 71.5 |

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Condensed Consolidating Statement of Cash Flows for the nine months ended September 30, 2010 (in millions):

| | Subsidiary Guarantors | Parent Company | Eliminations | Consolidated |
|---|--------------------------|-------------------|--------------|--------------|
| NET CASH FLOWS FROM OPERATING ACTIVITIES | \$ 166.5 | \$ 40.8 | \$ - | \$ 207.3 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from: | | | | |
| Additional capital contribution from Parent | 4.6 | 4.6 | (4.6) | 4.6 |
| Requirements for: | | | | |
| Dividends to Parent | (51.1) | (59.8) | 51.1 | (59.8) |
| Retirement of long-term debt | (1.6) | (1.6) | 1.6 | (1.6) |
| Net change in intercompany short-term borrowings | 4.6 | (18.4) | 13.8 | - |
| Net change in short-term borrowings | - | 9.6 | - | 9.6 |
| Net cash flows from financing activities | (43.5) | (65.6) | 61.9 | (47.2) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Proceeds from: | | | | |
| Consolidated subsidiary distributions | - | 51.1 | (51.1) | - |
| Other investing activities | 2.8 | 0.2 | - | 3.0 |
| Requirements for: | | | | |
| Capital expenditures, excluding AFUDC equity | (144.8) | (18.6) | - | (163.4) |
| Consolidated subsidiary investments | - | (4.6) | 4.6 | - |
| Other investing activities | (1.1) | - | - | (1.1) |
| Net change in long-term intercompany notes receivable | - | 1.6 | (1.6) | - |
| Net change in short-term intercompany notes receivable | 18.4 | (4.6) | (13.8) | - |
| Net cash flows from investing activities | (124.7) | 25.1 | (61.9) | (161.5) |
| Net change in cash & cash equivalents | (1.7) | 0.3 | - | (1.4) |
| Cash & cash equivalents at beginning of period | 5.6 | 0.6 | - | 6.2 |
| Cash & cash equivalents at end of period | \$ 3.9 | \$ 0.9 | \$ - | \$ 4.8 |

Condensed Consolidating Statement of Cash Flows for the nine months ended September 30, 2009 (in millions):

Subsidiary Parent

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| | Guarantors | Company | Eliminations | Consolidated |
|--|------------|----------|--------------|--------------|
| NET CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| | \$280.6 | \$3.3 | \$ - | \$ 283.9 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Proceeds from: | | | | |
| Additional capital contribution from parent | 5.5 | 5.5 | (5.5) | 5.5 |
| Long-term debt | 136.2 | 99.5 | (74.6) | 161.1 |
| Requirements for: | | | | |
| Dividends to parent | (61.9) | (61.9) | 61.9 | (61.9) |
| Retirement of long-term debt | (2.5) | (2.5) | 2.5 | (2.5) |
| Net change in intercompany short-term borrowings | | | | |
| | (186.5) | (44.0) | 230.5 | - |
| Net change in short-term borrowings | (0.4) | (191.5) | - | (191.9) |
| Net cash flows from financing activities | (109.6) | (194.9) | 214.8 | (89.7) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| Proceeds from: | | | | |
| Consolidated subsidiary distributions | - | 61.9 | (61.9) | - |
| Other investing activities | - | 0.2 | - | 0.2 |
| Requirements for: | | | | |
| Capital expenditures, excluding AFUDC equity | (219.3) | (12.6) | - | (231.9) |
| Consolidated subsidiary investments | - | (5.5) | 5.5 | - |
| Other investing activities | (0.8) | - | - | (0.8) |
| Net change in long-term intercompany notes receivable | | | | |
| | - | (72.1) | 72.1 | - |
| Net change in short-term intercompany notes receivable | | | | |
| | 44.0 | 186.5 | (230.5) | - |
| Net cash flows from investing activities | (176.1) | 158.4 | (214.8) | (232.5) |
| Net change in cash & cash equivalents | (5.1) | (33.2) | - | (38.3) |
| Cash & cash equivalents at beginning of period | | | | |
| | 9.7 | 42.8 | - | 52.5 |
| Cash & cash equivalents at end of period | \$4.6 | \$9.6 | \$ - | \$ 14.2 |

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4. Comprehensive Income

Comprehensive income consists of the following:

| (In millions) | Three Months | | Nine Months | |
|---------------------------------|---------------------|-------|---------------------|--------|
| | Ended September 30, | | Ended September 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| Net income | \$18.7 | \$8.7 | \$90.3 | \$71.5 |
| Cash flow hedges | | | | |
| Reclassifications to net income | - | - | - | (0.1) |
| Income tax benefit | - | - | - | 0.1 |
| Total comprehensive income | \$18.7 | \$8.7 | \$90.3 | \$71.5 |

5. Excise and Utility Receipts Taxes

Excise taxes and a portion of utility receipts taxes are included in rates charged to customers. Accordingly, the Company records these taxes received as a component of operating revenues, which totaled \$4.8 million and \$4.3 million in the three months ended September 30, 2010 and 2009, respectively. For the nine months ended September 30, 2010 and 2009, these taxes totaled \$25.0 million and \$25.9 million, respectively. Expenses associated with excise and utility receipts taxes are recorded as a component of Taxes other than income taxes.

6. Accruals for Utility & Nonutility Plant

As of September 30, 2010 and December 31, 2009, the Company has accruals related to utility and nonutility plant purchases totaling approximately \$8.6 million and \$8.8 million, respectively.

7. Transactions with Other Vectren Companies

Vectren Fuels, Inc.

Vectren Fuels, Inc., a wholly owned subsidiary of Vectren, owns and operates coal mines from which SIGECO purchases coal used for electric generation. The price of coal that is charged by Vectren Fuels to SIGECO is priced consistent with contracts reviewed by the OUCC and on file with IURC. Amounts purchased for the three months ended September 30, 2010 and 2009 totaled \$34.0 million and \$42.5 million, and for the nine months ended totaled \$116.7 million and \$105.7 million, respectively. Amounts owed to Vectren Fuels at September 30, 2010 and December 31, 2009 are included in Payables to other Vectren companies.

Miller Pipeline Corporation

Miller Pipeline Corporation (Miller), a wholly owned subsidiary of Vectren, performs natural gas and water distribution, transmission, and construction repair and rehabilitation primarily in the Midwest and the repair and rehabilitation of gas, water, and wastewater facilities nationwide. Miller's customers include Utility Holdings' utilities. Fees paid by Utility Holdings and its subsidiaries totaled \$6.2 million for the three months ended September 30, 2010 and \$9.5 million for the three months ended September 30, 2009. Amounts paid for the nine months ended September 30, 2010 and 2009, totaled \$17.9 million and \$27.4 million, respectively. Amounts owed to Miller at September 30, 2010 and December 31, 2009 are included in Payables to other Vectren companies.

Vectren Source

Vectren Source, a nonutility wholly owned subsidiary of Vectren, provides natural gas and other related products and services in the Midwest and Northeast United States to approximately 204,000 equivalent residential and commercial customers. This customer count reflects approximately 66,000 and 61,000 of VEDO's customers that have voluntarily opted to choose their natural gas suppliers at September 30, 2010 and 2009, respectively. Most recently, Vectren Source was a successful bidder in the second Ohio Commission-approved auction that was conducted on January 12,

2010. As a result of this auction, Vectren Source now sells gas commodity directly to customer's in VEDO's service territory for a twelve month period ending April 1, 2011 and VEDO purchases receivables from Vectren Source to include those sales in one customer bill similar to the receivables purchased from Vectren Source related to customers that voluntarily chose Vectren Source as their supplier. Total receivables purchased from Vectren Source in the three months ended September 30, 2010 and 2009, totaled \$3.3 million and \$2.6 million, respectively. Total receivables purchased from Vectren Source in the nine months ended September 30, 2010 and 2009, totaled \$35.0 million and \$36.5 million, respectively.

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As part of VEDO's initial phase of exiting the merchant function which ended on March 31, 2010, the Company purchased natural gas from Vectren Source. Such purchases totaled \$1.4 million during the three months ended September 30, 2009. For the nine months ended September 30, 2010 and 2009, amounts paid for such purchases totaled \$14.2 million and \$19.5 million, respectively. Purchases subsequent to March 31, 2010 have been insignificant.

Amounts charged by Vectren Source for gas supply services are comprised of the monthly NYMEX settlement price plus a fixed adder, as authorized by the PUCO. Amounts owed to Vectren Source at September 30, 2010 and December 31, 2009 are included in Payables to other Vectren companies.

Support Services & Purchases

Vectren provides corporate and general and administrative services to the Company and allocates costs to the Company, including costs for share-based compensation and for pension and other postretirement benefits that are not directly charged to subsidiaries. These costs have been allocated using various allocators, including number of employees, number of customers and/or the level of payroll, revenue contribution and capital expenditures. Allocations are at cost. For the three months ended September 30, 2010 and 2009, Utility Holdings received corporate allocations totaling \$11.2 million and \$12.0 million, respectively. For the nine months ending September 30, 2010 and 2009, Utility Holdings received corporate allocations totaling \$35.7 million and \$34.8 million, respectively.

In March 2010, the President signed into law comprehensive health care reform legislation under the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010. Included among the major provisions of the law is a change in the federal income tax treatment of a subsidy received by Vectren to offset the cost of providing Medicare equivalent retiree prescription drug benefits, commonly referred to as the Medicare Part D subsidy. This cost is allocated to the Company's utilities as participants in these plans are predominately utility employees. Prior to the change in law, the deduction for retiree drug benefits excluded the government subsidy, effectively making the subsidy tax free. As a result of the change in tax treatment, the Company recorded a \$2.3 million increase in its deferred tax liabilities related to the estimated \$6.1 million accrued subsidy receivable at that date. Like tax law changes in the past, it is expected that the impact of this change will be reflected in customer rates in the future. As a result, the Company has recorded a \$4.8 million regulatory asset related to this matter in its financial statements at September 30, 2010.

8. Transactions with ProLiance Energy (ProLiance)

ProLiance, a nonutility energy marketing affiliate of Vectren and Citizens Energy Group (Citizens), provides services to a broad range of municipalities, utilities, industrial operations, schools, and healthcare institutions located throughout the Midwest and Southeast United States. ProLiance's customers include Vectren's Indiana utilities and nonutility gas supply operations as well as Citizens' utilities. ProLiance's primary businesses include gas marketing, gas portfolio optimization, and other portfolio and energy management services.

Transactions with ProLiance

Purchases from ProLiance for resale and for injections into storage for the three months ended September 30, 2010 and 2009 totaled \$75.9 million and \$71.5 million, respectively, and for the nine months ended September 30, 2010 and 2009 totaled \$309.7 million and \$311.7 million, respectively. Amounts owed to ProLiance at September 30, 2010 and December 31, 2009 for those purchases were \$22.4 million and \$54.1 million, respectively, and are included in Accounts payable to affiliated companies in the Consolidated Balance Sheets. Vectren received regulatory approval on April 25, 2006, from the IURC for ProLiance to provide natural gas supply services to the Company's Indiana utilities through March 2011. On November 3, 2010, a settlement agreement was filed with the IURC providing for ProLiance's continued provision of gas supply services to the Company's Indiana utilities and Citizens Gas for the period of April 1, 2011 through March 31, 2016. The settlement has been agreed to by all of the consumer

representatives that were parties to the prior settlement. An order is anticipated by April 1, 2011. Amounts charged by ProLiance for gas supply services are established by supply agreements with each utility.

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9. Financing Activities

Short Term Financing Arrangement

On September 30, 2010, a new short term financing arrangement became effective for the Company. The Company lowered the level of capacity due to the reduced requirements for short-term borrowings. The capacity of the facility was lowered from \$515 million to \$350 million. The level of required short-term borrowings is significantly lower compared to historical trends due to the long-term financing transactions completed in 2009, lower inventory values due to lower natural gas prices, and lower natural gas inventory volumes due to exiting the merchant function in Ohio. This new arrangement expires in September, 2013. As reduced by borrowings currently outstanding, approximately \$324 million was available at September 30, 2010.

10. Commitments & Contingencies

The Company is party to various legal proceedings, audits, and reviews by taxing authorities and other government agencies arising in the normal course of business. In the opinion of management, there are no legal proceedings or other regulatory reviews or audits pending against the Company that are likely to have a material adverse effect on its financial position, results of operations or cash flows.

11. Environmental Matters

Clean Air Act

The Clean Air Interstate Rule (CAIR) is an allowance cap and trade program that required reductions from coal-burning power plants for NO_x emissions beginning January 1, 2009 and SO₂ emissions beginning January 1, 2010, with a second phase of reductions in 2015. On July 11, 2008, the US Court of Appeals for the District of Columbia vacated the federal CAIR regulations. Various parties filed motions for reconsideration, and on December 23, 2008, the Court reinstated the CAIR regulations and remanded the regulations back to the USEPA for promulgation of revisions in accordance with the Court's July 11, 2008 order. Thus, the original version of CAIR promulgated in March of 2005 remains effective while USEPA revises it per the Court's guidance. SIGECO is in compliance with the current CAIR Phase I annual NO_x reduction requirements in effect on January 1, 2009, and the Phase I annual SO₂ reduction requirements in effect on January 1, 2010. Utilization of the Company's inventory of NO_x and SO₂ allowances may also be impacted if CAIR is further revised. Most of these allowances were granted to the Company at zero cost; therefore, any reduction in carrying value that could result from future changes in regulations would be immaterial.

Similarly, in March of 2005, USEPA promulgated the Clean Air Mercury Rule (CAMR). CAMR is an allowance cap and trade program requiring further reductions in mercury emissions from coal-burning power plants. The CAMR regulations were vacated by the US Court of Appeals for the DC Circuit in July 2008. In response to the court decision, USEPA has announced that it intends to publish proposed Maximum Achievable Control Technology standards for mercury in 2010. It is uncertain what emission limit the USEPA is considering, and whether they will address hazardous pollutants in addition to mercury. It is also possible that the vacatur of the CAMR regulations will lead to increased support for the passage of a multi-pollutant bill in Congress.

To comply with Indiana's implementation plan of the Clean Air Act of 1990, the CAIR regulations, and to comply with potential future regulations of mercury and further NO_x and SO₂ reductions, SIGECO has IURC authority to invest in clean coal technology. Using this authorization, SIGECO has invested approximately \$411 million in pollution control equipment, including Selective Catalytic Reduction (SCR) systems, fabric filters, and an SO₂ scrubber at its generating facility that is jointly owned with ALCOA (the Company's portion is 150 MW). Of the \$411 million, \$312 million was included in rate base for purposes of determining SIGECO's new electric base rates that went into effect on August 15, 2007, and \$99 million is currently recovered through a rider mechanism which is

periodically updated for actual costs incurred including post in-service depreciation expense. As part of its recent rate proceeding, the Company has requested to also include these more recent expenditures in rate base as well. SCR technology is the most effective method of reducing NOx emissions where high removal efficiencies are required and fabric filters control particulate matter emissions.

SIGECO's coal fired generating fleet is 100 percent scrubbed for SO2 and 90 percent controlled for NOx. SIGECO's investments in scrubber, SCR and fabric filter technology allows for compliance with existing regulations and should position it to comply with future reasonable mercury pollution control legislation, if and when, reductions are promulgated by USEPA.

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On July 6, 2010, the USEPA issued its proposed revisions to CAIR, renamed the Transport Rule, for public comment. The Transport Rule proposes a 71 percent reduction of SO₂ over 2005 national levels and a 52 percent reduction of NO_x over 2005 national levels and would further impact the utilization of currently granted SO₂ and NO_x allowances. The Company is currently reviewing the sufficiency of its existing pollution control equipment in relation to the requirements proposed in the Transport Rule.

Climate Change

The U.S. House of Representatives has passed a comprehensive energy bill that includes a carbon cap and trade program in which there is a progressive cap on greenhouse gas emissions and an auctioning and subsequent trading of allowances among those that emit greenhouse gases, a federal renewable portfolio standard, and utility energy efficiency targets. Current proposed legislation also requires local natural gas distribution companies to hold allowances for the benefit of their customers. The U.S. Senate introduced a draft cap and trade proposal that is similar in structure to the House bill. Numerous competing legislative proposals have also been introduced that involve carbon, energy efficiency, and renewable energy. Comprehensive energy legislation at the federal level continues to be debated, but there has been little progress to date. In the absence of federal legislation, several regional initiatives throughout the United States continue moving forward. While no climate change legislation is pending in Indiana, the state is an observer to the Midwestern Regional Greenhouse Gas Reduction Accord and the state's legislature debated, but did not pass, a renewable energy portfolio standard in 2009.

In advance of a federal or state renewable portfolio standard, SIGECO received regulatory approval to purchase a 3 MW landfill gas generation facility from a related entity. The facility was purchased in 2009 and is directly interconnected to the Company's distribution system. In 2009, the Company also executed a long term purchase power commitment for 50 MW of wind energy. These transactions supplement a 30 MW wind energy purchase power agreement executed in 2008.

In April of 2007, the US Supreme Court determined that greenhouse gases meet the definition of "air pollutant" under the Clean Air Act and ordered the USEPA to determine whether greenhouse gas emissions from motor vehicles cause or contribute to air pollution that may reasonably be anticipated to endanger public health or welfare. In April of 2009, the USEPA published its proposed endangerment finding for public comment. The proposed endangerment finding concludes that carbon emissions from mobile sources pose an endangerment to public health and the environment. The endangerment finding was finalized in December of 2009, and is the first step toward USEPA regulating carbon emissions through the existing Clean Air Act in the absence of specific carbon legislation from Congress. Therefore, any new regulations would likely also impact major stationary sources of greenhouse gases. The USEPA has promulgated two greenhouse gas regulations that apply to SIGECO's generating facilities. In 2009, the USEPA finalized a mandatory greenhouse gas emissions registry which will require reporting of emissions beginning in 2011 (for the emission year 2010). The USEPA has also recently finalized a revision to the Prevention of Significant Deterioration (PSD) and Title V permitting rules which would require facilities that emit 75,000 tons or more of greenhouse gases a year to obtain a PSD permit for new construction or a significant modification of an existing facility.

Impact of Legislative Actions & Other Initiatives is Unknown

If legislation requiring reductions in CO₂ and other greenhouse gases or legislation mandating a renewable energy portfolio standard is adopted, such regulation could substantially affect both the costs and operating characteristics of the Company's fossil fuel generating plants and natural gas distribution businesses. Further, any legislation would likely impact the Company's generation resource planning decisions. At this time and in the absence of final legislation, compliance costs and other effects associated with reductions in greenhouse gas emissions or obtaining renewable energy sources remain uncertain. The Company has gathered preliminary estimates of the costs to comply with a cap and trade approach to controlling greenhouse gas emissions. A preliminary investigation demonstrated costs to comply would be significant, first with regard to operating expenses for the purchase of allowances, and later for capital expenditures as technology becomes available to control greenhouse gas emissions. However, these

compliance cost estimates are based on highly uncertain assumptions, including allowance prices and energy efficiency targets. Costs to purchase allowances that cap greenhouse gas emissions or expenditures made to control emissions should be considered a cost of providing electricity, and as such, the Company believes recovery should be timely reflected in rates charged to customers. Customer rates may also be impacted should decisions be made to reduce the level of sales to municipal and other wholesale customers in order to meet emission targets.

Ash Ponds & Coal Ash Disposal Regulations

In June 2010, the USEPA issued proposed regulations affecting the management and disposal of coal combustion products, such as ash generated by the Company's coal-fired power plants. The proposed rules more stringently regulate these byproducts and would likely increase the cost of operating or expanding existing ash ponds and the development of new ash ponds. The USEPA did not offer a preferred alternative, but is taking public comment on multiple alternative regulations. The alternatives include regulating coal combustion by-products as hazardous waste. At this time, the majority of the Company's ash is being beneficially reused. The proposals offered by USEPA allow for the beneficial reuse of ash in certain circumstances.

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Environmental Remediation Efforts

In the past, Indiana Gas, SIGECO, and others operated facilities for the manufacture of gas. Given the availability of natural gas transported by pipelines, these facilities have not been operated for many years. Under currently applicable environmental laws and regulations, those that owned or operated these facilities may now be required to take remedial action if certain contaminants are found above the regulatory thresholds at these sites.

Indiana Gas identified the existence, location, and certain general characteristics of 26 gas manufacturing and storage sites for which it may have some remedial responsibility. Indiana Gas completed a remedial investigation/feasibility study (RI/FS) at one of the sites under an agreed order between Indiana Gas and the IDEM, and a Record of Decision was issued by the IDEM in January 2000. Indiana Gas submitted the remainder of the sites to the IDEM's Voluntary Remediation Program (VRP) and is currently conducting some level of remedial activities, including groundwater monitoring at certain sites, where deemed appropriate, and will continue remedial activities at the sites as appropriate and necessary.

Indiana Gas accrued the estimated costs for further investigation, remediation, groundwater monitoring, and related costs for the sites. While the total costs that may be incurred in connection with addressing these sites cannot be determined at this time, Indiana Gas has recorded cumulative costs that it reasonably expects to incur totaling approximately \$23.1 million. The estimated accrued costs are limited to Indiana Gas' share of the remediation efforts. Indiana Gas has arrangements in place for 19 of the 26 sites with other potentially responsible parties (PRP), which limit Indiana Gas' costs at these 19 sites to between 20 percent and 50 percent.

With respect to insurance coverage, Indiana Gas has settled with all known insurance carriers under insurance policies in effect when these plants were in operation in an aggregate amount approximating \$20.8 million.

In October 2002, SIGECO received a formal information request letter from the IDEM regarding five manufactured gas plants that it owned and/or operated and were not enrolled in the IDEM's VRP. In October 2003, SIGECO filed applications to enter four of the manufactured gas plant sites in IDEM's VRP. The remaining site is currently being addressed in the VRP by another Indiana utility. SIGECO added those four sites into the renewal of the global Voluntary Remediation Agreement that Indiana Gas has in place with IDEM for its manufactured gas plant sites. That renewal was approved by the IDEM in February 2004. SIGECO was also named in a lawsuit, involving another waste disposal site subject to potential environmental remediation efforts. With respect to that lawsuit, SIGECO settled with the plaintiff during 2010 mitigating any future claims at this site. SIGECO has filed a declaratory judgment action against its insurance carriers seeking a judgment finding its carriers liable under the policies for coverage of further investigation and any necessary remediation costs that SIGECO may accrue under the VRP program and/or related to the site subject to the recently settled lawsuit.

SIGECO has recorded cumulative costs that it reasonably expects to incur related to these environmental matters, including the recent settlement, totaling approximately \$15.8 million. However, the total costs that may be incurred in connection with addressing all of these sites cannot be determined at this time. With respect to insurance coverage, SIGECO has recorded approximately \$12.7 million in insurance proceeds from certain of its insurance carriers under insurance policies in effect when these sites were in operation. While negotiations are ongoing with certain carriers, settlements have been reached with some carriers and \$8.2 million in proceeds have been received. SIGECO has undertaken significant remediation efforts at two MGP sites.

The costs the Company expects to incur are estimated by management using assumptions based on actual costs incurred, the timing of expected future payments, and inflation factors, among others. While the Company's utilities have recorded all costs which they presently expect to incur in connection with activities at these sites, it is possible that future events may require some level of additional remedial activities which are not presently foreseen and those costs may not be subject to PRP or insurance recovery. As of September 30, 2010 and December 31, 2009, respectively, approximately \$9.1 million and \$6.5 million of accrued, but not yet spent, costs are included in Other

Liabilities related to both the Indiana Gas and SIGECO sites.

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12. Rate & Regulatory Matters

Vectren South Electric Base Rate Filings

On December 11, 2009, Vectren South filed a request with the IURC to adjust its base electric rates. The requested increase in base rates addresses capital investments, a modified electric rate design that facilitates a partnership between Vectren South and customers to pursue energy efficiency and conservation, and new energy efficiency programs to complement those currently offered for natural gas customers. On July 30, 2010, Vectren South revised its increase requested through the filing of its rebuttal position to approximately \$34 million. The request addresses the roughly \$325 million spent in infrastructure construction since its last base rate increase in August 2007 that was needed to continue to provide reliable service and updates to operating costs and revenues. The rate design proposed in the filing would break the link between small residential and commercial customers' consumption and the utility's margin, thereby aligning the utility's and customers' interests in using less energy. The revised request assumes an overall rate of return of 7.42 percent on rate base of approximately \$1.3 billion and an allowed return on equity (ROE) of 10.7 percent. The OUCC and SIGECO Industrial Group separately filed testimony in this case, proposing an increase of approximately \$11 million and \$18 million, respectively. Furthermore, the intervening parties in the case took differing views on, among other matters, the proposed rate design and the level and price of coal inventory. A hearing on all matters in the case was held in late August 2010. Based on the current procedural schedule, an order is likely in the first half of 2011.

Vectren South Electric Fuel Adjustment Filings

Electric retail rates contain a fuel adjustment clause (FAC) that allows for periodic adjustment in energy to reflect changes in the cost of fuel and purchased power. These FAC procedures involve periodic filings and IURC hearings to approve the recovery of Vectren South's fuel and purchased power costs.

In the previous two FAC proceedings, the OUCC requested the IURC order Vectren South to renegotiate its coal contracts because they are currently above spot prices. This request is consistent with the OUCC's position taken in Vectren South's base rate proceeding referred to above. Vectren South purchases the majority of its coal from Vectren Fuels, Inc. (a nonutility wholly owned subsidiary of the Company) under coal contracts entered into in 2008. Vectren South states in its filed position that the prices in the coal contracts were at or below the market at the time of contract execution. Further, the Company has already engaged in some contract renegotiations to defer certain deliveries, and to eliminate some volumes in 2011, with further negotiation to come for market pricing under the terms of the contracts for 2012 or later deliveries. Moreover, the IURC has already found in a number of FAC proceedings since 2008, including in its most recent FAC order dated November 4, 2010, that the costs incurred under these coal contracts are reasonable.

The OUCC also raised concerns regarding Vectren South's generating unit "must run" policy. Under that policy, for reliability reasons, Vectren South instructs the MISO that certain units must be dispatched regardless of current market conditions. The OUCC is reviewing data related to Vectren South's "must run" policy.

To allow the FAC to be approved on a timely basis, the parties agreed to the creation of a sub docket proceeding to address the specific issues noted above. An order establishing the sub docket was issued by the IURC on July 28, 2010. In October 2010, both parties recommended that this sub docket be dismissed.

Vectren South Electric Demand Side Management Program Filing

On August 16, 2010, Vectren South filed a petition with the IURC, seeking approval of its proposed Demand Side Management (DSM) Programs, recovery of the costs associated with these programs, recovery of lost margins as a result of implementing these programs for large customers, and recovery of performance incentives linked with specific measurement criteria on all programs. The DSM Programs proposed are consistent with a December 9, 2009 order issued by the IURC, which, among other actions, defined long-term conservation objectives and goals of DSM programs for all Indiana electric utilities under a consistent statewide approach. In order to meet these objectives, the

IURC order divided the DSM programs into Core and Core Plus programs. Core programs are joint programs required to be offered by all Indiana electric utilities to all customers, including large industrial customers. Core Plus programs are those programs not required specifically by the IURC, but defined by each utility to meet the overall energy savings targets defined by the IURC. The IURC's December 9, 2009 order is currently under review as part of a commission investigation of the reasonableness of a number of orders involving Duke Energy.

In its August filing, Vectren South proposed a three-year DSM Plan that expands the current portfolio of Core and Core Plus DSM Programs in order to meet the energy savings goals established by the IURC. Vectren South requested recovery of these program costs under a current tracking mechanism. In addition, Vectren South proposed a performance incentive mechanism that is contingent upon the success of each of the DSM Programs in reducing energy usage to the levels defined by the IURC. This performance incentive would also be recovered via a current tracking mechanism. Finally, the Company proposed lost margin recovery associated with the implementation of DSM programs for large customers, and cited its decoupling proposal applicable to residential and general service customers in the pending electric base rate case. The case will be heard in early January 2011, and the Company expects an order in early 2011.

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Straight Fixed Variable Rate Design Fully Implemented in Vectren Ohio's Service Territory

On January 7, 2009, the PUCO issued a rate Order allowing for a two-phase transition to a straight fixed variable rate design. This was fully implemented one year after implementation of new rates in February 2009. This type of rate design places substantially all of the fixed cost recovery in the customer service charge; and, therefore, mitigates most weather risk as well as the effects of declining usage. Starting in February 2010, nearly 90 percent of the combined residential and commercial base rate margins are recovered through the customer service charge. The OCC has appealed this rate order to the Ohio Supreme Court. The Ohio Supreme Court affirmed the PUCO orders authorizing straight fixed variable rate design in two other cases. The OCC's appeal related to the Company's case has not yet been decided.

Vectren Ohio Continues the Process to Exit the Merchant Function

The second phase of VEDO's exit of the merchant function began on April 1, 2010. During this phase, the Company no longer sells natural gas directly to customers. Rather, state-certified Competitive Retail Natural Gas Suppliers, that were successful bidders in a regulatory-approved auction, sell the gas commodity to specific customers for a 12 month period at auction-determined standard pricing. That auction was conducted on January 12, 2010, and the auction results were approved by the PUCO on January 13. Vectren Source, the Company's nonutility retail gas marketer, was a successful bidder on one of the six tranches of customers. The plan approved by the PUCO requires that the Company conduct at least two auctions during this phase. As such, the Company will conduct another auction in January 2011, in advance of the second 12-month term, which will commence on April 1, 2011. Consistent with current practice, customers will continue to receive one bill for the delivery of natural gas service.

The PUCO provided for an Exit Transition Cost rider, which allows the Company to recover costs associated with the transition process. Exiting the merchant function should not have a material impact on Company earnings or financial condition. It, however, has and will continue to reduce Gas utility revenues and have an equal and offsetting impact to Cost of gas sold as VEDO no longer purchases gas for resale to these customers.

MISO

The Company is a member of the MISO, a FERC approved regional transmission organization. When the Company is a net seller of its generation, such net revenues, which totaled \$6.1 million and \$2.7 million for the three months ended September 30, 2010 and 2009, respectively, are included in Electric utility revenues. For the nine months ended September 30, 2010 and 2009, such net revenues totaled \$19.7 million and \$15.9 million, respectively. When the Company is a net purchaser such net purchases, which totaled \$11.2 million and \$9.7 million for the three months ended September 30, 2010 and 2009, respectively, are included in Cost of fuel & purchased power. For the nine months ended September 30, 2010 and 2009, such purchases totaled \$32.7 million and \$26.2 million, respectively. Net positions are determined on an hourly basis.

The Company also receives transmission revenue from the MISO, which is included in Electric utility revenues and totaled \$4.2 million and \$4.4 million for the three months ended September 30, 2010 and 2009, respectively. For the nine months ended September 30, 2010 and 2009, transmission revenue from the MISO totaled \$14.8 million and \$11.0 million, respectively. These revenues result from other MISO members' use of the Company's transmission system, as well as the recovery of the Company's investment in certain new electric transmission projects meeting MISO's transmission expansion plan criteria.

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13. Fair Value Measurements

The carrying values and estimated fair values of the Company's other financial instruments follow:

| (In millions) | September 30, 2010 | | December 31, 2009 | |
|---------------------------------------|--------------------|-----------------|-------------------|-----------------|
| | Carrying Amount | Est. Fair Value | Carrying Amount | Est. Fair Value |
| Long-term debt | \$1,304.8 | \$1,436.8 | \$1,306.1 | \$1,366.4 |
| Short-term borrowings & notes payable | 26.0 | 26.0 | 16.4 | 16.4 |
| Cash & cash equivalents | 4.8 | 4.8 | 6.2 | 6.2 |

For the balance sheet dates presented in these financial statements, the Company had no material assets or liabilities recorded at fair value outstanding, and no material assets or liabilities valued using Level 2 or Level 3 inputs.

Certain methods and assumptions must be used to estimate the fair value of financial instruments. The fair value of the Company's long-term debt was estimated based on the quoted market prices for the same or similar issues or on the current rates offered to the Company for instruments with similar characteristics. The carrying amounts of short-term borrowings and cash & cash equivalents approximate fair value due to their short-term maturity dates and variable interest rates. Because of the inherent difficulty of estimating interest rate and other market risks, the methods used to estimate fair value may not always be indicative of actual realizable value, and different methodologies could produce different fair value estimates at the reporting date.

Under current regulatory treatment, call premiums on reacquisition of long-term debt are generally recovered in customer rates over the life of the refunding issue or over a 15-year period. Accordingly, any reacquisition would not be expected to have a material effect on the Company's results of operations.

14. Impact of Other Newly Adopted and Newly Issued Accounting Guidance

Variable Interest Entities

In June 2009, the FASB issued new accounting guidance regarding variable interest entities (VIE's). This new guidance is effective for annual reporting periods beginning after November 15, 2009. This guidance requires a qualitative analysis of which holder of a variable interest controls the VIE and if that interest holder must consolidate a VIE. Additionally, it requires additional disclosures and an ongoing reassessment of who must consolidate a VIE. The Company adopted this guidance on January 1, 2010. The adoption did not have any impact on the consolidated financial statements.

Fair Value Measurements & Disclosures

In January 2010, the FASB issued new accounting guidance on improving disclosures about fair market value. This guidance amends prior disclosure requirements involving fair value measurements to add new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The guidance also clarifies existing fair value disclosures in regard to the level of disaggregation and about inputs and valuation techniques used to measure fair value. The guidance also amends prior disclosure requirements regarding postretirement benefit plan assets to require that disclosures be provided by classes of assets instead of major categories of assets. This guidance is effective for the first reporting period beginning after December 15, 2009. The Company adopted this guidance for its 2010 reporting. Due to the low level of items carried at fair value in the Company's financial statements, the adoption has not had any material impact.

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15. Segment Reporting

The Company's operations consist of regulated operations and other operations that provide information technology and other support services to those regulated operations. The Company segregates its regulated operations into a Gas Utility Services operating segment and an Electric Utility Services operating segment. The Gas Utility Services segment provides natural gas distribution and transportation services to nearly two-thirds of Indiana and to west central Ohio. The Electric Utility Services segment provides electric distribution services primarily to southwestern Indiana, and includes the Company's power generating and wholesale power operations. The Company manages its regulated operations as separated between Energy Delivery, which includes the gas and electric transmission and distribution functions, and Power Supply, which includes the power generating and wholesale power operations. In total, regulated operations supply natural gas and /or electricity to over one million customers. Net income is the measure of profitability used by management for all operations.

Information related to the Company's business segments is summarized below:

| (In millions) | Three Months | | Nine Months | |
|---|-----------------------------|----------------|-----------------------------|------------------|
| | Ended September 30, 2010 | 2009 | Ended September 30, 2010 | 2009 |
| Revenues | | | | |
| Gas Utility Services | \$101.8 | \$93.4 | \$692.8 | \$759.9 |
| Electric Utility Services | 173.2 | 143.0 | 469.1 | 400.7 |
| Other Operations | 11.1 | 10.7 | 33.3 | 32.1 |
| Eliminations | (10.7) | (10.3) | (32.1) | (30.9) |
| Consolidated Revenues | \$275.4 | \$236.8 | \$1,163.1 | \$1,161.8 |
| Profitability Measure - Net Income | | | | |
| Gas Utility Services | \$(6.3) | \$(9.4) | \$32.0 | \$28.4 |
| Electric Utility Services | 23.1 | 17.2 | 51.4 | 37.4 |
| Other Operations | 1.9 | 0.9 | 6.9 | 5.7 |
| Total Net Income | \$18.7 | \$8.7 | \$90.3 | \$71.5 |

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Description of the Business

Vectren Utility Holdings, Inc. (the Company or Utility Holdings), an Indiana corporation, was formed on March 31, 2000 to serve as the intermediate holding company for Vectren Corporation's (Vectren) for three operating public utilities: Indiana Gas Company, Inc. (Indiana Gas or Vectren North), Southern Indiana Gas and Electric Company (SIGECO or Vectren South), and the Ohio operations (VEDO or Vectren Ohio). Utility Holdings also has other assets that provide information technology and other services to the three utilities. Vectren, an Indiana corporation, is an energy holding company headquartered in Evansville, Indiana and was organized on June 10, 1999. Both Vectren and Utility Holdings are holding companies as defined by the Energy Policy Act of 2005 (Energy Act).

Indiana Gas provides energy delivery services to over 560,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to over 141,000 electric customers and approximately 110,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. The Ohio operations provide energy delivery services to approximately 310,000 natural gas customers located near Dayton in west central Ohio. The Ohio operations are owned as a tenancy in common by Vectren Energy Delivery of Ohio, Inc. (VEDO), a wholly owned subsidiary of Utility Holdings (53 percent ownership), and Indiana Gas (47 percent ownership). The Ohio operations generally do business as Vectren Energy Delivery of Ohio.

Executive Summary of Consolidated Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto as well as the Company's 2009 annual report filed on Form 10-K.

In the third quarter of 2010, Utility Holding's earnings were \$18.7 million, compared to \$8.7 million in 2009, an increase of \$10.0 million. Year to date, 2010 Utility Holding's earnings were \$90.3 million, compared to \$71.5 million in 2009, an increase of \$18.8 million. The increases result from increased large customer usage and extreme summer weather that was significantly warmer than normal and the prior year. Also, operating costs were lower in the year to date period.

During the third quarter, cooling weather was 29 percent warmer than normal and 63 percent warmer than the prior year. In the Company's electric territory, management estimates the margin impact of weather to be approximately \$5.7 million favorable, or \$3.4 million after tax, in the third quarter of 2010 compared to normal temperatures. Compared to the prior year quarter, the margin impact is estimated to be \$9.9 million, or \$5.9 million after tax. During the nine months ended September 30, 2010, management estimates the margin impact of weather to be approximately \$9.9 million favorable, or \$5.9 million after tax, compared to normal temperatures. Compared to the prior year to date period, the margin impact is estimated to be \$13.1 million, or \$7.8 million after tax. Management estimates the impact of weather based on an assumption of weather sensitive sales per degree day at current rates. Amounts here reflect management's best estimate of weather impacts on margin from the extreme 2010 summer weather.

In addition to the impacts of the extreme weather during the quarter and year to date periods, margin increased as a result of continued improvement in the economy as evidenced by increased large customer sales volumes.

Utility Holdings generates revenue primarily from the delivery of natural gas and electric service to its customers. Utility Holdings' primary source of cash flow results from the collection of customer bills and the payment for goods and services procured for the delivery of gas and electric services.

Vectren has in place a disclosure committee that consists of senior management as well as financial management. The committee is actively involved in the preparation and review of Utility Holdings' SEC filings.

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Significant Fluctuations

Margin

Throughout this discussion, the terms Gas Utility margin and Electric Utility margin are used. Gas Utility margin is calculated as Gas utility revenues less Cost of gas sold. Electric Utility margin is calculated as Electric utility revenues less Cost of fuel & purchased power. The Company believes Gas Utility and Electric Utility margins are better indicators of relative contribution than revenues since gas prices and fuel and purchased power costs can be volatile and are generally collected on a dollar-for-dollar basis from customers.

Rate Design Strategies

Sales of natural gas and electricity to residential and commercial customers are seasonal and are impacted by weather. Trends in average use among natural gas residential and commercial customers have tended to decline in recent years as more efficient appliances and furnaces are installed and the price of natural gas has been volatile. In the Company's two Indiana natural gas service territories, normal temperature adjustment (NTA) and decoupling mechanisms largely mitigate the effect on Gas Utility margin that would otherwise be caused by variations in volumes sold to these customers due to weather and changing consumption patterns. The Ohio natural gas service territory has a straight fixed variable rate design. This rate design, which was fully implemented in February 2010, mitigates most of the Ohio service territory's weather risk and risk of decreasing consumption. In all natural gas service territories, commissions have authorized bare steel and cast iron replacement programs. SIGECO's electric service territory has neither an NTA nor decoupling mechanisms; however, rate designs proposed in the current rate proceeding before the IURC and other related filings would limit weather risk and provide for a decoupling and/or a lost margin recovery mechanism that works in tandem with conservation initiatives.

Tracked Operating Expenses

Margin is also impacted by the collection of state mandated taxes, which fluctuate with gas and fuel costs, as well as other tracked expenses. In Indiana, gas pipeline integrity management costs, costs to fund energy efficiency programs, MISO transmission revenues and costs, unaccounted for gas, and the gas cost component of uncollectible accounts expense based on historical experience are tracked. Certain operating costs, including depreciation, associated with operating environmental compliance equipment at electric generation facilities and regional electric transmission investments are also tracked. In Ohio expenses such as uncollectible accounts expense, percent of income payment plan expenses, costs associated with exiting the merchant function, costs to perform service riser replacement, and unaccounted for gas are subject to tracking mechanisms.

Recessionary Impacts

Gas and electric margin generated from sales to large customers (generally industrial and other contract customers) is primarily impacted by overall economic conditions and changes in demand for those customers' products. The impact of the recession and general economic downturn has had and could continue to have some negative impact on sales to and usage by both gas and electric large customers. This impact has included, and may continue to include, tempered growth, significant conservation measures, and increased plant closures and bankruptcies. Deteriorating economic conditions also resulted in lower residential and commercial customer counts during 2009. Further, resulting from the lower wholesale power prices, decreased demand for electricity and higher coal prices, the Company's coal-fired generation has been dispatched less often by the MISO. This has resulted in lower wholesale sales, more power being purchased from the MISO for native load requirements, and larger coal inventories. Throughout 2010, the Company has experienced some improvement in economic conditions, but stability of the economy in general remains uncertain.

Following is a discussion and analysis of margin generated from regulated utility operations.

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Gas Utility Margin (Gas utility revenues less Cost of gas sold)

Gas utility margin and throughput by customer type follows:

| (In millions) | Three Months | | Nine Months | |
|--|-----------------------------|--------|-----------------------------|---------|
| | Ended September 30, 2010 | 2009 | Ended September 30, 2010 | 2009 |
| Gas utility revenues | \$101.8 | \$93.4 | \$692.8 | \$759.9 |
| Cost of gas sold | 32.4 | 28.0 | 371.7 | 440.6 |
| Total gas utility margin | \$69.4 | \$65.4 | \$321.1 | \$319.3 |
| Margin attributed to: | | | | |
| Residential & commercial customers | \$57.5 | \$54.8 | \$275.6 | \$275.9 |
| Industrial customers | 10.4 | 9.0 | 36.8 | 33.4 |
| Other | 1.5 | 1.6 | 8.7 | 10.0 |
| Total gas utility margin | \$69.4 | \$65.4 | \$321.1 | \$319.3 |
| Sold & transported volumes in MMDth attributed to: | | | | |
| Residential & commercial customers | 5.9 | 6.3 | 69.4 | 71.5 |
| Industrial customers | 19.3 | 15.3 | 65.1 | 55.1 |
| Total sold & transported volumes | 25.2 | 21.6 | 134.5 | 126.6 |

Gas utility margins were \$69.4 million and \$321.1 million for the three and nine months ended September 30, 2010, and compared to 2009 increased \$4.0 million in the quarter and \$1.8 million year to date. Management estimates a \$3.3 million increase in margin during the quarter and a \$2.9 million increase year to date due to the Ohio rate design change, as described below. Large customer margin, net of the impacts of regulatory initiatives and tracked costs, increased by \$1.6 million in the quarter and \$3.7 million year to date due primarily to increased volumes sold. Margin decreased \$0.5 million quarter over quarter and \$1.9 million year to date due to lower miscellaneous revenues and other revenues associated with lower gas costs. The remaining decrease is primarily due to a \$0.7 million decrease in the quarter and \$2.7 million decrease year to date due to lower operating expenses and revenue taxes directly recovered in margin.

The rate design approved by the PUCO on January 7, 2009, and initially implemented on February 22, 2009, allowed for the phased movement toward a straight fixed variable rate design, which places substantially all of the fixed cost recovery in the customer service charge. This rate design mitigates most weather risk as well as the effects of declining usage, similar to the company's lost margin recovery mechanism in place in the Indiana natural gas service territories and the mechanism in place in Ohio prior to this rate order. Starting in February 2010, nearly 90 percent of the combined residential and commercial base rate gas margins began being recovered through the customer service charge. As a result, some margin previously recovered during the peak delivery winter months is more ratably recognized throughout the year. The impact of this rate design change is increased margin of approximately \$3.3 million in the quarter and \$2.9 million year to date, or \$1.7 million after tax, compared to the prior year periods. The year to date impact is the amount expected for the full year period.

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Electric Utility Margin (Electric utility revenues less Cost of fuel & purchased power)

Electric utility margin and volumes sold by customer type follows:

| (In millions) | Three Months | | Nine Months | |
|--|-----------------------------|----------|-----------------------------|----------|
| | Ended September 30, 2010 | 2009 | Ended September 30, 2010 | 2009 |
| Electric utility revenues | \$ 173.2 | \$ 143.0 | \$ 469.1 | \$ 400.7 |
| Cost of fuel & purchased power | 64.5 | 50.1 | 180.3 | 147.4 |
| Total electric utility margin | \$ 108.7 | \$ 92.9 | \$ 288.8 | \$ 253.3 |
| Margin attributed to: | | | | |
| Residential & commercial customers | \$ 73.0 | \$ 63.5 | \$ 188.8 | \$ 172.5 |
| Industrial customers | 26.9 | 22.3 | 74.1 | 61.2 |
| Other customers | 2.0 | 1.5 | 5.1 | 4.3 |
| Subtotal: retail | \$ 101.9 | \$ 87.3 | \$ 268.0 | \$ 238.0 |
| Wholesale power & transmission system margin | 6.8 | 5.6 | 20.8 | 15.3 |
| Total electric utility margin | \$ 108.7 | \$ 92.9 | \$ 288.8 | \$ 253.3 |
| Electric volumes sold in GWh attributed to: | | | | |
| Residential & commercial customers | 886.9 | 770.0 | 2,315.3 | 2,122.1 |
| Industrial customers | 712.2 | 620.5 | 2,019.7 | 1,686.9 |
| Other customers | 4.9 | 4.5 | 16.0 | 14.1 |
| Total retail volumes sold | 1,604.0 | 1,395.0 | 4,351.0 | 3,823.1 |

Retail

Electric retail utility margins were \$—101.9 million and \$268.0 million for the three and nine months ended September 30, 2010, and compared to 2009 increased over the prior year periods by \$14.6 million and \$30.0 million, respectively. Management estimates the impact of warmer than normal weather to have increased residential and commercial margin \$9.9 million in the third quarter and \$13.1 million year to date compared to the prior year periods. Management also estimates industrial margins, net of the impacts of regulatory initiatives and recovery of tracked costs, to have increased approximately \$3.8 million in the quarter and \$10.5 million year to date due primarily to increased volumes. Margin among the customer classes associated with returns on pollution control investments increased \$0.7 million quarter over quarter and \$3.3 million year to date, and margin associated with tracked costs such as recovery of MISO and pollution control operating expenses increased \$1.1 million quarter over quarter and \$3.1 million year to date.

Margin from Wholesale Electric Activities

Periodically, generation capacity is in excess of native load. The Company markets and sells this unutilized generating and transmission capacity to optimize the return on its owned assets. Substantially all off-system sales occur into the MISO Day Ahead and Real Time markets.

Further detail of Wholesale activity follows:

| (In millions) | Three Months | | Nine Months | |
|---------------------------|-----------------------------|--------|-----------------------------|---------|
| | Ended September 30, 2010 | 2009 | Ended September 30, 2010 | 2009 |
| Off-system sales | \$ 2.6 | \$ 1.2 | \$ 6.0 | \$ 4.3 |
| Transmission system sales | 4.2 | 4.4 | 14.8 | 11.0 |
| Total wholesale margin | \$ 6.8 | \$ 5.6 | \$ 20.8 | \$ 15.3 |

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For the three and nine months ended September 30, 2010, wholesale margin was \$6.8 million and \$20.8 million, representing an increase of \$1.2 million and \$5.5 million, respectively, compared to 2009.

The Company earns a return on electric transmission projects constructed by the Company in its service territory that meet the criteria of Midwest Independent System Operator's (MISO) transmission expansion plans. Margin associated with these projects, including the reconciliation of recovery mechanisms, and other transmission system operations, totaled \$4.2 million and \$14.8 million for the three and nine months ended September 30, 2010, respectively, compared to \$4.4 million and \$11.0 million in both the three and nine months ended September 30, 2009. During 2010, margin from off-system sales retained by the Company has increased \$1.4 million in the quarter and \$1.7 million year to date compared to the prior year periods.

Operating Expenses

Other Operating

For the three and nine months ended September 30, 2010, other operating expenses were \$ 70.5 million and \$223.3 million, which reflect a minor increase in the quarter and a \$4.6 million decrease year to date compared to 2009. Excluding expenses recovered directly in margin, operating costs were generally flat quarter over quarter and decreased \$6.5 million year to date. The primary drivers of the year to date decrease are lower power supply operating expenses due to the timing of maintenance and outages compared to 2009 and a lower level of Indiana uncollectible accounts expense.

Depreciation & Amortization

For the three and nine months ended September 30, 2010, depreciation expense was \$47.2 million and \$140.5 million, which represent increases of \$1.3 million and \$5.7 million compared to 2009. This increase is reflective of utility capital expenditures placed into service.

Taxes Other Than Income Taxes

For the three and nine months ended September 30, 2010, taxes other than income taxes were \$11.2 million and \$45.1 million, respectively, which reflect a minor increase in the quarter and a decrease of \$1.1 million year over year. The year to date decrease is primarily attributable to lower utility receipts, excise, and usage taxes that are directly offset in margin.

Other Income-Net

Other income-net reflects income of \$0.9 million and \$3.9 million for the three and nine months ended September 30, 2010, compared to \$2.1 million and \$6.1 million for the same periods in 2009. The higher earnings in 2009 reflect the partial recovery from the 2008 market declines associated with investments related to benefit plans.

Interest Expense

For the three and nine months ended September 30, 2010, interest expense was \$20.4 million and \$61.0 million, which represents a minor increase in the quarter and a \$2.1 million increase year over year compared to 2009. These small increases reflect the impact of long-term financing transactions completed in 2009, offset by lower interest from less debt outstanding overall.

Income Taxes

For the three and nine months ended September 30, 2010, federal and state income taxes were \$11.4 million and \$54.8 million, which represent increases of \$6.1 million and \$14.2 million compared to 2009. The higher taxes are

primarily due to increased pretax income. The year to date increase is also reflective of a lower effective rate in 2009 due to tax adjustments recorded in 2009.

During the first quarter of 2010, the Company recorded a \$2.3 million increase to its deferred tax liabilities associated with a change in the federal tax treatment of the Medicare Part D subsidy as a result of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 signed by the President as of the end of March 2010. Like tax law changes in the past, it is expected that the impact of this change will be reflected in customer rates in the future. As a result, the Company has recorded a \$4.8 million regulatory asset related to this matter in its financial statements at September 30, 2010.

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Environmental Matters

Clean Air Act

The Clean Air Interstate Rule (CAIR) is an allowance cap and trade program that required reductions from coal-burning power plants for NO_x emissions beginning January 1, 2009 and SO₂ emissions beginning January 1, 2010, with a second phase of reductions in 2015. On July 11, 2008, the US Court of Appeals for the District of Columbia vacated the federal CAIR regulations. Various parties filed motions for reconsideration, and on December 23, 2008, the Court reinstated the CAIR regulations and remanded the regulations back to the USEPA for promulgation of revisions in accordance with the Court's July 11, 2008 order. Thus, the original version of CAIR promulgated in March of 2005 remains effective while USEPA revises it per the Court's guidance. SIGECO is in compliance with the current CAIR Phase I annual NO_x reduction requirements in effect on January 1, 2009, and the Phase I annual SO₂ reduction requirements in effect on January 1, 2010. Utilization of the Company's inventory of NO_x and SO₂ allowances may also be impacted if CAIR is further revised. Most of these allowances were granted to the Company at zero cost; therefore, any reduction in carrying value that could result from future changes in regulations would be immaterial.

Similarly, in March of 2005, USEPA promulgated the Clean Air Mercury Rule (CAMR). CAMR is an allowance cap and trade program requiring further reductions in mercury emissions from coal-burning power plants. The CAMR regulations were vacated by the US Court of Appeals for the DC Circuit in July 2008. In response to the court decision, USEPA has announced that it intends to publish proposed Maximum Achievable Control Technology standards for mercury in 2010. It is uncertain what emission limit the USEPA is considering, and whether they will address hazardous pollutants in addition to mercury. It is also possible that the vacatur of the CAMR regulations will lead to increased support for the passage of a multi-pollutant bill in Congress.

To comply with Indiana's implementation plan of the Clean Air Act of 1990, the CAIR regulations, and to comply with potential future regulations of mercury and further NO_x and SO₂ reductions, SIGECO has IURC authority to invest in clean coal technology. Using this authorization, SIGECO has invested approximately \$411 million in pollution control equipment, including Selective Catalytic Reduction (SCR) systems, fabric filters, and an SO₂ scrubber at its generating facility that is jointly owned with ALCOA (the Company's portion is 150 MW). Of the \$411 million, \$312 million was included in rate base for purposes of determining SIGECO's new electric base rates that went into effect on August 15, 2007, and \$99 million is currently recovered through a rider mechanism which is periodically updated for actual costs incurred including post in-service depreciation expense. As part of its recent rate proceeding, the Company has requested to also include these more recent expenditures in rate base as well. SCR technology is the most effective method of reducing NO_x emissions where high removal efficiencies are required and fabric filters control particulate matter emissions.

SIGECO's coal fired generating fleet is 100 percent scrubbed for SO₂ and 90 percent controlled for NO_x. SIGECO's investments in scrubber, SCR and fabric filter technology allows for compliance with existing regulations and should position it to comply with future reasonable mercury pollution control legislation, if and when, reductions are promulgated by USEPA.

On July 6, 2010, the USEPA issued its proposed revisions to CAIR, renamed the Transport Rule, for public comment. The Transport Rule proposes a 71 percent reduction of SO₂ over 2005 national levels and a 52 percent reduction of NO_x over 2005 national levels and would further impact the utilization of currently granted SO₂ and NO_x allowances. The Company is currently reviewing the sufficiency of its existing pollution control equipment in relation to the requirements proposed in the Transport Rule.

Climate Change

The U.S. House of Representatives has passed a comprehensive energy bill that includes a carbon cap and trade program in which there is a progressive cap on greenhouse gas emissions and an auctioning and subsequent trading of allowances among those that emit greenhouse gases, a federal renewable portfolio standard, and utility energy efficiency targets. Current proposed legislation also requires local natural gas distribution companies to hold allowances for the benefit of their customers. The U.S. Senate introduced a draft cap and trade proposal that is similar in structure to the House bill. Numerous competing legislative proposals have also been introduced that involve carbon, energy efficiency, and renewable energy. Comprehensive energy legislation at the federal level continues to be debated, but there has been little progress to date. In the absence of federal legislation, several regional initiatives throughout the United States continue moving forward. While no climate change legislation is pending in Indiana, the state is an observer to the Midwestern Regional Greenhouse Gas Reduction Accord and the state's legislature debated, but did not pass, a renewable energy portfolio standard in 2009.

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In advance of a federal or state renewable portfolio standard, SIGECO received regulatory approval to purchase a 3 MW landfill gas generation facility from a related entity. The facility was purchased in 2009 and is directly interconnected to the Company's distribution system. In 2009, the Company also executed a long term purchase power commitment for 50 MW of wind energy. These transactions supplement a 30 MW wind energy purchase power agreement executed in 2008.

In April of 2007, the US Supreme Court determined that greenhouse gases meet the definition of "air pollutant" under the Clean Air Act and ordered the USEPA to determine whether greenhouse gas emissions from motor vehicles cause or contribute to air pollution that may reasonably be anticipated to endanger public health or welfare. In April of 2009, the USEPA published its proposed endangerment finding for public comment. The proposed endangerment finding concludes that carbon emissions from mobile sources pose an endangerment to public health and the environment. The endangerment finding was finalized in December of 2009, and is the first step toward USEPA regulating carbon emissions through the existing Clean Air Act in the absence of specific carbon legislation from Congress. Therefore, any new regulations would likely also impact major stationary sources of greenhouse gases. The USEPA has promulgated two greenhouse gas regulations that apply to SIGECO's generating facilities. In 2009, the USEPA finalized a mandatory greenhouse gas emissions registry which will require reporting of emissions beginning in 2011 (for the emission year 2010). The USEPA has also recently finalized a revision to the Prevention of Significant Deterioration (PSD) and Title V permitting rules which would require facilities that emit 75,000 tons or more of greenhouse gases a year to obtain a PSD permit for new construction or a significant modification of an existing facility.

Impact of Legislative Actions & Other Initiatives is Unknown

If legislation requiring reductions in CO₂ and other greenhouse gases or legislation mandating a renewable energy portfolio standard is adopted, such regulation could substantially affect both the costs and operating characteristics of the Company's fossil fuel generating plants and natural gas distribution businesses. Further, any legislation would likely impact the Company's generation resource planning decisions. At this time and in the absence of final legislation, compliance costs and other effects associated with reductions in greenhouse gas emissions or obtaining renewable energy sources remain uncertain. The Company has gathered preliminary estimates of the costs to comply with a cap and trade approach to controlling greenhouse gas emissions. A preliminary investigation demonstrated costs to comply would be significant, first with regard to operating expenses for the purchase of allowances, and later for capital expenditures as technology becomes available to control greenhouse gas emissions. However, these compliance cost estimates are based on highly uncertain assumptions, including allowance prices and energy efficiency targets. Costs to purchase allowances that cap greenhouse gas emissions or expenditures made to control emissions should be considered a cost of providing electricity, and as such, the Company believes recovery should be timely reflected in rates charged to customers. Customer rates may also be impacted should decisions be made to reduce the level of sales to municipal and other wholesale customers in order to meet emission targets.

Ash Ponds & Coal Ash Disposal Regulations

In June 2010, the USEPA issued proposed regulations affecting the management and disposal of coal combustion products, such as ash generated by the Company's coal-fired power plants. The proposed rules more stringently regulate these byproducts and would likely increase the cost of operating or expanding existing ash ponds and the development of new ash ponds. The USEPA did not offer a preferred alternative, but is taking public comment on multiple alternative regulations. The alternatives include regulating coal combustion by-products as hazardous waste. At this time, the majority of the Company's ash is being beneficially reused. The proposals offered by USEPA allow for the beneficial reuse of ash in certain circumstances.

Environmental Remediation Efforts

In the past, Indiana Gas, SIGECO, and others operated facilities for the manufacture of gas. Given the availability of natural gas transported by pipelines, these facilities have not been operated for many years. Under currently applicable environmental laws and regulations, those that owned or operated these facilities may now be required to take remedial action if certain contaminants are found above the regulatory thresholds at these sites.

Indiana Gas identified the existence, location, and certain general characteristics of 26 gas manufacturing and storage sites for which it may have some remedial responsibility. Indiana Gas completed a remedial investigation/feasibility study (RI/FS) at one of the sites under an agreed order between Indiana Gas and the IDEM, and a Record of Decision was issued by the IDEM in January 2000. Indiana Gas submitted the remainder of the sites to the IDEM's Voluntary Remediation Program (VRP) and is currently conducting some level of remedial activities, including groundwater monitoring at certain sites, where deemed appropriate, and will continue remedial activities at the sites as appropriate and necessary.

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Indiana Gas accrued the estimated costs for further investigation, remediation, groundwater monitoring, and related costs for the sites. While the total costs that may be incurred in connection with addressing these sites cannot be determined at this time, Indiana Gas has recorded cumulative costs that it reasonably expects to incur totaling approximately \$23.1 million. The estimated accrued costs are limited to Indiana Gas' share of the remediation efforts. Indiana Gas has arrangements in place for 19 of the 26 sites with other potentially responsible parties (PRP), which limit Indiana Gas' costs at these 19 sites to between 20 percent and 50 percent.

With respect to insurance coverage, Indiana Gas has settled with all known insurance carriers under insurance policies in effect when these plants were in operation in an aggregate amount approximating \$20.8 million.

In October 2002, SIGECO received a formal information request letter from the IDEM regarding five manufactured gas plants that it owned and/or operated and were not enrolled in the IDEM's VRP. In October 2003, SIGECO filed applications to enter four of the manufactured gas plant sites in IDEM's VRP. The remaining site is currently being addressed in the VRP by another Indiana utility. SIGECO added those four sites into the renewal of the global Voluntary Remediation Agreement that Indiana Gas has in place with IDEM for its manufactured gas plant sites. That renewal was approved by the IDEM in February 2004. SIGECO was also named in a lawsuit, involving another waste disposal site subject to potential environmental remediation efforts. With respect to that lawsuit, SIGECO settled with the plaintiff during 2010 mitigating any future claims at this site. SIGECO has filed a declaratory judgment action against its insurance carriers seeking a judgment finding its carriers liable under the policies for coverage of further investigation and any necessary remediation costs that SIGECO may accrue under the VRP program and/or related to the site subject to the recently settled lawsuit.

SIGECO has recorded cumulative costs that it reasonably expects to incur related to these environmental matters, including the recent settlement, totaling approximately \$15.8 million. However, the total costs that may be incurred in connection with addressing all of these sites cannot be determined at this time. With respect to insurance coverage, SIGECO has recorded approximately \$12.7 million in insurance proceeds from certain of its insurance carriers under insurance policies in effect when these sites were in operation. While negotiations are ongoing with certain carriers, settlements have been reached with some carriers and \$8.2 million in proceeds have been received. SIGECO has undertaken significant remediation efforts at two MGP sites.

The costs the Company expects to incur are estimated by management using assumptions based on actual costs incurred, the timing of expected future payments, and inflation factors, among others. While the Company's utilities have recorded all costs which they presently expect to incur in connection with activities at these sites, it is possible that future events may require some level of additional remedial activities which are not presently foreseen and those costs may not be subject to PRP or insurance recovery. As of September 30, 2010 and December 31, 2009, respectively, approximately \$9.1 million and \$6.5 million of accrued, but not yet spent, costs are included in Other Liabilities related to both the Indiana Gas and SIGECO sites.

Rate & Regulatory Matters

Vectren South Electric Base Rate Filings

On December 11, 2009, Vectren South filed a request with the IURC to adjust its base electric rates. The requested increase in base rates addresses capital investments, a modified electric rate design that facilitates a partnership between Vectren South and customers to pursue energy efficiency and conservation, and new energy efficiency programs to complement those currently offered for natural gas customers. On July 30, 2010, Vectren South revised its increase requested through the filing of its rebuttal position to approximately \$34 million. The request addresses the roughly \$325 million spent in infrastructure construction since its last base rate increase in August 2007 that was needed to continue to provide reliable service and updates to operating costs and revenues. The rate design proposed in the filing would break the link between small residential and commercial customers' consumption and the utility's

margin, thereby aligning the utility's and customers' interests in using less energy. The revised request assumes an overall rate of return of 7.42 percent on rate base of approximately \$1.3 billion and an allowed return on equity (ROE) of 10.7 percent. The OUCC and SIGECO Industrial Group separately filed testimony in this case, proposing an increase of approximately \$11 million and \$18 million, respectively. Furthermore, the intervening parties in the case took differing views on, among other matters, the proposed rate design and the level and price of coal inventory. A hearing on all matters in the case was held in late August 2010. Based on the current procedural schedule, an order is likely in the first half of 2011.

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Vectren South Electric Fuel Adjustment Filings

Electric retail rates contain a fuel adjustment clause (FAC) that allows for periodic adjustment in energy to reflect changes in the cost of fuel and purchased power. These FAC procedures involve periodic filings and IURC hearings to approve the recovery of Vectren South's fuel and purchased power costs.

In the previous two FAC proceedings, the OUCC requested the IURC order Vectren South to renegotiate its coal contracts because they are currently above spot prices. This request is consistent with the OUCC's position taken in Vectren South's base rate proceeding referred to above. Vectren South purchases the majority of its coal from Vectren Fuels, Inc. (a nonutility wholly owned subsidiary of the Company) under coal contracts entered into in 2008. Vectren South states in its filed position that the prices in the coal contracts were at or below the market at the time of contract execution. Further, the Company has already engaged in some contract renegotiations to defer certain deliveries, and to eliminate some volumes in 2011, with further negotiation to come for market pricing under the terms of the contracts for 2012 or later deliveries. Moreover, the IURC has already found in a number of FAC proceedings since 2008, including in its most recent FAC order dated November 4, 2010, that the costs incurred under these coal contracts are reasonable.

The OUCC also raised concerns regarding Vectren South's generating unit "must run" policy. Under that policy, for reliability reasons, Vectren South instructs the MISO that certain units must be dispatched regardless of current market conditions. The OUCC is reviewing data related to Vectren South's "must run" policy.

To allow the FAC to be approved on a timely basis, the parties agreed to the creation of a sub docket proceeding to address the specific issues noted above. An order establishing the sub docket was issued by the IURC on July 28, 2010. In October 2010, both parties recommended that this sub docket be dismissed.

Vectren South Electric Demand Side Management Program Filing

On August 16, 2010, Vectren South filed a petition with the IURC, seeking approval of its proposed Demand Side Management (DSM) Programs, recovery of the costs associated with these programs, recovery of lost margins as a result of implementing these programs for large customers, and recovery of performance incentives linked with specific measurement criteria on all programs. The DSM Programs proposed are consistent with a December 9, 2009 order issued by the IURC, which, among other actions, defined long-term conservation objectives and goals of DSM programs for all Indiana electric utilities under a consistent statewide approach. In order to meet these objectives, the IURC order divided the DSM programs into Core and Core Plus programs. Core programs are joint programs required to be offered by all Indiana electric utilities to all customers, including large industrial customers. Core Plus programs are those programs not required specifically by the IURC, but defined by each utility to meet the overall energy savings targets defined by the IURC. The IURC's December 9, 2009 order is currently under review as part of a commission investigation of the reasonableness of a number of orders involving Duke Energy.

In its August filing, Vectren South proposed a three-year DSM Plan that expands the current portfolio of Core and Core Plus DSM Programs in order to meet the energy savings goals established by the IURC. Vectren South requested recovery of these program costs under a current tracking mechanism. In addition, Vectren South proposed a performance incentive mechanism that is contingent upon the success of each of the DSM Programs in reducing energy usage to the levels defined by the IURC. This performance incentive would also be recovered via a current tracking mechanism. Finally, the Company proposed lost margin recovery associated with the implementation of DSM programs for large customers, and cited its decoupling proposal applicable to residential and general service customers in the pending electric base rate case. The case will be heard in early January 2011, and the Company expects an order in early 2011.

Straight Fixed Variable Rate Design Fully Implemented in Vectren Ohio's Service Territory

On January 7, 2009, the PUCO issued a rate Order allowing for a two-phase transition to a straight fixed variable rate design. This was fully implemented one year after implementation of new rates in February 2009. This type of rate design places substantially all of the fixed cost recovery in the customer service charge; and, therefore, mitigates most weather risk as well as the effects of declining usage. Starting in February 2010, nearly 90 percent of the combined residential and commercial base rate margins are recovered through the customer service charge. The OCC has appealed this rate order to the Ohio Supreme Court. The Ohio Supreme Court affirmed the PUCO orders authorizing straight fixed variable rate design in two other cases. The OCC's appeal related to the Company's case has not yet been decided.

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Vectren Ohio Continues the Process to Exit the Merchant Function

The second phase of VEDO's exit of the merchant function began on April 1, 2010. During this phase, the Company no longer sells natural gas directly to customers. Rather, state-certified Competitive Retail Natural Gas Suppliers, that were successful bidders in a regulatory-approved auction, sell the gas commodity to specific customers for a 12 month period at auction-determined standard pricing. That auction was conducted on January 12, 2010, and the auction results were approved by the PUCO on January 13. Vectren Source, the Company's nonutility retail gas marketer, was a successful bidder on one of the six tranches of customers. The plan approved by the PUCO requires that the Company conduct at least two auctions during this phase. As such, the Company will conduct another auction in January 2011, in advance of the second 12-month term, which will commence on April 1, 2011. Consistent with current practice, customers will continue to receive one bill for the delivery of natural gas service.

The PUCO provided for an Exit Transition Cost rider, which allows the Company to recover costs associated with the transition process. Exiting the merchant function should not have a material impact on Company earnings or financial condition. It, however, has and will continue to reduce Gas utility revenues and have an equal and offsetting impact to Cost of gas sold as VEDO no longer purchases gas for resale to these customers.

MISO

The Company is a member of the MISO, a FERC approved regional transmission organization. When the Company is a net seller of its generation, such net revenues, which totaled \$6.1 million and \$2.7 million for the three months ended September 30, 2010 and 2009, respectively, are included in Electric utility revenues. For the nine months ended September 30, 2010 and 2009, such net revenues totaled \$19.7 million and \$15.9 million, respectively. When the Company is a net purchaser such net purchases, which totaled \$11.2 million and \$9.7 million for the three months ended September 30, 2010 and 2009, respectively, are included in Cost of fuel & purchased power. For the nine months ended September 30, 2010 and 2009, such purchases totaled \$32.7 million and \$26.2 million, respectively. Net positions are determined on an hourly basis.

The Company also receives transmission revenue from the MISO which is included in Electric utility revenues and totaled \$4.2 million and \$4.4 million for the three months ended September 30, 2010 and 2009, respectively. For the nine months ended September 30, 2010 and 2009, transmission revenue from the MISO totaled \$14.8 million and \$11.0 million, respectively. These revenues result from other MISO members' use of the Company's transmission system as well as the recovery of the Company's investment in certain new electric transmission projects meeting MISO's transmission expansion plan criteria.

One such project currently under construction meeting these expansion plan criteria is an interstate 345 kilovolt transmission line that will connect Vectren's A.B. Brown Generating Station to a station in Indiana owned by Duke Energy to the north and to a station in Kentucky owned by Big Rivers Electric Corporation to the south. Throughout the project, SIGECO will recover an approximate 10 percent return, inclusive of the FERC approved equity rate of return of 12.38 percent, on capital investments through a rider mechanism which is updated annually for estimated costs to be incurred. Of the total investment, which is expected to approximate \$90 million, the Company has invested approximately \$51.7 million as of September 30, 2010. The Company expects this project to be fully operational in 2012. At that time, any operating expenses, including depreciation expense, are also expected to be recovered through a FERC approved rider mechanism. Further, the approval allows for recovery of expenditures made even in the event of unforeseen difficulties that delay or permanently halt the project.

Impact of Recently Issued Accounting Guidance

Variable Interest Entities

In June 2009, the FASB issued new accounting guidance regarding variable interest entities (VIE's). This new guidance is effective for annual reporting periods beginning after November 15, 2009. This guidance requires a qualitative analysis of which holder of a variable interest controls the VIE and if that interest holder must consolidate a VIE. Additionally, it requires additional disclosures and an ongoing reassessment of who must consolidate a VIE. The Company adopted this guidance on January 1, 2010. The adoption did not have any impact on the consolidated financial statements.

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Fair Value Measurements & Disclosures

In January 2010, the FASB issued new accounting guidance on improving disclosures about fair market value. This guidance amends prior disclosure requirements involving fair value measurements to add new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The guidance also clarifies existing fair value disclosures in regard to the level of disaggregation and about inputs and valuation techniques used to measure fair value. The guidance also amends prior disclosure requirements regarding postretirement benefit plan assets to require that disclosures be provided by classes of assets instead of major categories of assets. This guidance is effective for the first reporting period beginning after December 15, 2009. The Company adopted this guidance for its 2010 reporting. Due to the low level of items carried at fair value in the Company's financial statements, the adoption has not had any material impact.

Financial Condition

Utility Holdings funds the short-term and long-term financing needs of utility operations. Vectren does not guarantee Utility Holdings' debt. Utility Holdings' outstanding long-term and short-term borrowing arrangements are jointly and severally guaranteed by Indiana Gas, SIGECO, and VEDO. The guarantees are full and unconditional and joint and several, and Utility Holdings has no subsidiaries other than the subsidiary guarantors. Information about the subsidiary guarantors as a group is included in Note 15 to the consolidated financial statements. Utility Holdings' long-term obligations outstanding at September 30, 2010 approximated \$919 million. As of September 30, 2010, Utility Holdings had approximately \$26 million in short-term borrowings outstanding. Additionally, prior to Utility Holdings' formation, Indiana Gas and SIGECO funded their operations separately, and therefore, have long-term debt outstanding funded solely by their operations. SIGECO will also occasionally issue tax exempt debt to fund qualifying pollution control capital expenditures. Utility Holdings' operations have historically been the primary source for Vectren's common stock dividends.

The credit ratings of the senior unsecured debt of Utility Holdings and Indiana Gas, at September 30, 2010, are A-/A3 as rated by Standard and Poor's Ratings Services (Standard and Poor's) and Moody's Investors Service (Moody's), respectively. The credit ratings of SIGECO's secured debt, at September 30, 2010, are A/A1 as rated by Standard and Poor's and Moody's, respectively. Utility Holdings' commercial paper has a credit rating of A-2/P-2. In September of 2010, Moody's increased its rating on Utility Holdings' and Indiana Gas' senior unsecured debt from Baa1 to A3 and on SIGECO's secured debt from A2 to A1. The current outlook of both Standard and Poor's and Moody's is stable. A security rating is not a recommendation to buy, sell, or hold securities. The rating is subject to revision or withdrawal at any time, and each rating should be evaluated independently of any other rating. Standard and Poor's and Moody's lowest level investment grade rating is BBB- and Baa3, respectively.

The Company's equity component was 50 percent and 49 percent of long-term capitalization at September 30, 2010 and December 31, 2009, respectively. Long-term capitalization includes long-term debt, including current maturities and debt subject to tender, as well as common shareholder's equity.

As of September 30, 2010, the Company was in compliance with all financial covenants.

Available Liquidity in Current Credit Conditions

The Company's A-/A3 investment grade credit ratings have allowed it to access the capital markets as needed.

At September 30, 2010, the Company had \$350 million of short-term borrowing capacity. As reduced by borrowings currently outstanding, approximately \$324 million was available at September 30, 2010. The short-term credit facility

was renewed on September 30, 2010 and is available through September 2013.

During the short-term credit facility renewal process, the Company lowered the level of capacity due to the reduced requirements for short-term borrowings. The short-term borrowing facilities were lowered from \$515 million to \$350 million. The level of required short-term borrowings at Utility Holdings is significantly lower compared to historical trends due to the long-term financing transactions completed in 2009, lower inventory values due to lower natural gas prices, and lower natural gas inventory volumes due to exiting the merchant function in Ohio. The Company has historically funded the short-term borrowing needs of Utility Holdings' operations through the commercial paper market. Throughout 2009 and 2010, the Company has been able to place commercial paper without significant difficulties and expects to use the Utility Holdings short-term borrowing facility in instances where the commercial paper market is not efficient. The liquidity provided by its short-term borrowing arrangements, when coupled with internally-generated funds, is expected to be sufficient over the near term to fund anticipated capital expenditures, investments, and other working capital requirements.

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Investors had the one-time option to put \$10 million in May 2010; however, no notice was received during the notification period and such debt has been reclassified as long-term. Investors have the option to put \$30 million to the Company in October 2011. Debt that can be put to the Company within one year or that is supported by a credit facility that expires within one year is classified in current liabilities in Long-term debt subject to tender. Given the low level of borrowings, it is anticipated that only a portion of the Utility Holdings \$250 million maturity due in December 2011 will require refinancing.

As of September 30, 2010, Utility Holdings has letters of credit outstanding in support of two SIGECO tax exempt adjustable rate first mortgage bonds totaling \$41.3 million. In the unlikely event the letters of credit were called, the Company could settle with the financial institutions supporting these letters of credit with general assets or by drawing from the renewed credit line that expires in September of 2013. Due to the long-term nature of the credit agreement, such debt is classified as long-term at September 30, 2010.

Proceeds from Stock Plans

Vectren may periodically issue new common shares to satisfy dividend reinvestment plan, stock option plan, and other employee benefit plan requirements and contribute those proceeds to Utility Holdings. New issuances contributed to Utility Holdings added additional liquidity of \$4.6 million during the nine months ended September 30, 2010 and \$4.5 million during the nine months ended September 30, 2009. Throughout 2010, new issuances required to meet these various plan requirements are estimated to be approximately \$9 million.

Potential Uses of Liquidity

Planned Capital Expenditures & Investments

Utility capital expenditures are estimated at \$64 million for the remainder of 2010.

Pension and Postretirement Funding Obligations

As of December 31, 2009, Vectren's pension plan asset values were approximately 82 percent of the projected benefit obligation. Vectren's management currently estimates the qualified pension plans require contributions of approximately \$12 million in 2010 and a similar funding in 2011 under current market conditions, of which a portion will be funded by Utility Holdings. Through September 30, 2010, Vectren made approximately \$8.8 million in contributions to qualified pension plans, all of which was funded by Utility Holdings. In addition to the qualified plan funding, Vectren has made payments totaling approximately \$11 million associated with its other retirement and deferred compensation plans and anticipates additional payments of approximately \$9 million in 2010, of which the majority is expected to be funded by Utility Holdings.

Comparison of Historical Sources & Uses of Liquidity

Operating Cash Flow

The Company's primary source of liquidity to fund working capital requirements has been cash generated from operations, which totaled \$207.3 million and \$283.9 million during the nine months ended September 30, 2010 and 2009, respectively. The \$78.6 million decrease was primarily due to changes in working capital, which reduced operating cash flow approximately \$98.6 million. The decrease in operating cash flow resulting from working capital requirements was partially offset by a lower level of payments by Utility Holdings related to retirement benefits during the nine months ended September 30, 2010.

Financing Cash Flow

Although working capital requirements are generally funded by cash flow from operations, the Company uses short-term borrowings to supplement working capital needs when accounts receivable balances are at their highest and gas storage is refilled. Additionally, short-term borrowings are required for capital projects and investments until they are financed on a long-term basis. Net cash flow required for financing activities was \$47.2 million in 2010 and \$89.7 million in 2009. In 2010, the lower requirement reflects a less reliance on short-term borrowings and that operating cash flows have been more than sufficient to fund capital expenditures.

Investing Cash Flow

Cash flow required for investing activities was \$161.5 million in 2010 and \$232.5 million in 2009. The decrease in cash flow required for investing activities is due to the approximately \$20 million of capital expenditures in 2009 associated with the January 2009 ice storm restoration projects, and less expenditures for fly ash management and generation projects.

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Forward-Looking Information

A “safe harbor” for forward-looking statements is provided by the Private Securities Litigation Reform Act of 1995 (Reform Act of 1995). The Reform Act of 1995 was adopted to encourage such forward-looking statements without the threat of litigation, provided those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the statement. Certain matters described in Management’s Discussion and Analysis of Results of Operations and Financial Condition are forward-looking statements. Such statements are based on management’s beliefs, as well as assumptions made by and information currently available to management. When used in this filing, the words “believe”, “anticipate”, “endeavor”, “estimate”, “expect”, “objective”, “projection”, “forecast”, “goal”, “likely”, and expressions are intended to identify forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements, factors that could cause the Company’s actual results to differ materially from those contemplated in any forward-looking statements include, among others, the following:

- Factors affecting utility operations such as unusual weather conditions; catastrophic weather-related damage; unusual maintenance or repairs; unanticipated changes to fossil fuel costs; unanticipated changes to gas transportation and storage costs, or availability due to higher demand, shortages, transportation problems or other developments; environmental or pipeline incidents; transmission or distribution incidents; unanticipated changes to electric energy supply costs, or availability due to demand, shortages, transmission problems or other developments; or electric transmission or gas pipeline system constraints.
- Catastrophic events such as fires, earthquakes, explosions, floods, ice storms, tornados, terrorist acts or other similar occurrences could adversely affect Vectren’s facilities, operations, financial condition and results of operations.
 - Increased competition in the energy industry, including the effects of industry restructuring and unbundling.
- Regulatory factors such as unanticipated changes in rate-setting policies or procedures, recovery of investments and costs made under traditional regulation, and the frequency and timing of rate increases.
- Financial, regulatory or accounting principles or policies imposed by the Financial Accounting Standards Board; the Securities and Exchange Commission; the Federal Energy Regulatory Commission; state public utility commissions; state entities which regulate electric and natural gas transmission and distribution, natural gas gathering and processing, electric power supply; and similar entities with regulatory oversight.
- Economic conditions including the effects of an economic downturn, inflation rates, commodity prices, and monetary fluctuations.
- Economic conditions surrounding the impact of the recession, which may be more prolonged and more severe than cyclical downturns, including significantly lower levels of economic activity; uncertainty regarding energy prices and the capital and commodity markets; decreases in demand for natural gas and electricity; impacts on both gas and electric large customers; lower residential and commercial customer counts; and higher operating expenses.
- Increased natural gas and coal commodity prices and the potential impact on customer consumption, uncollectible accounts expense, unaccounted for gas and interest expense.
- Changing market conditions and a variety of other factors associated with physical energy and financial trading activities including, but not limited to, price, basis, credit, liquidity, volatility, capacity, interest rate, and warranty risks.
- Direct or indirect effects on the Company’s business, financial condition, liquidity and results of operations resulting from changes in credit ratings, changes in interest rates, and/or changes in market perceptions of the utility industry and other energy-related industries.
 - Employee or contractor workforce factors including changes in key executives, collective bargaining agreements with union employees, aging workforce issues, work stoppages, or pandemic illness.
- Legal and regulatory delays and other obstacles associated with mergers, acquisitions and investments in joint ventures.
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Costs, fines, penalties and other effects of legal and administrative proceedings, settlements, investigations, claims, including, but not limited to, such matters involving compliance with state and federal laws and interpretations of these laws.

- Changes in or additions to federal, state or local legislative requirements, such as changes in or additions to tax laws or rates, environmental laws, including laws governing greenhouse gases, mandates of sources of renewable energy, and other regulations.
- The performance of projects undertaken by Vectren's nonutility businesses and the success of efforts to invest in and develop new opportunities, including but not limited to, the Company's coal mining, gas marketing, and energy infrastructure strategies.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of changes in actual results, changes in assumptions, or other factors affecting such statements.

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ITEM 3. QUALITATIVE & QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to various business risks associated with commodity prices, interest rates, and counter-party credit. These financial exposures are monitored and managed by the Company as an integral part of its overall risk management program. The Company's risk management program includes, among other things, the use of derivatives. The Company may also execute derivative contracts in the normal course of operations while buying and selling commodities to be used in operations and optimizing its generation assets.

The Company has in place a risk management committee that consists of senior management as well as financial and operational management. The committee is actively involved in identifying risks as well as reviewing and authorizing risk mitigation strategies.

These risks are not significantly different from the information set forth in Item 7A Quantitative and Qualitative Disclosures About Market Risk included in the Vectren Utility Holdings, Inc. 2009 Form 10-K and is therefore not presented herein.

ITEM 4. CONTROLS & PROCEDURES

Changes in Internal Controls over Financial Reporting

During the quarter ended September 30, 2010, there have been no changes to the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

As of September 30, 2010, the Company conducted an evaluation under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer of the effectiveness and the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of September 30, 2010, to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is:

- 1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and
- 2) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is party to various legal proceedings and audits and reviews by taxing authorities and other government agencies arising in the normal course of business. In the opinion of management, there are no legal proceedings or other regulatory reviews or audits pending against the Company that are likely to have a material adverse effect on its financial position, results of operations, or cash flows. See the notes to the consolidated financial statements regarding commitments and contingencies, environmental matters, rate and regulatory matters. The consolidated condensed financial statements are included in Part 1 Item 1.

ITEM 1A. RISK FACTORS

Investors should consider carefully factors that may impact the Company's operating results and financial condition, causing them to be materially adversely affected. The Company's risk factors have not materially changed from the information set forth in Item 1A Risk Factors included in the Vectren Utility Holdings 2009 Form 10-K and are therefore not presented herein.

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ITEM 6. EXHIBITS

Exhibits and Certifications

12 Ratio of Earnings to Fixed Charges

31.1 Certification Pursuant To Section 302 of The Sarbanes-Oxley Act Of 2002- Chief Executive Officer

31.2 Certification Pursuant To Section 302 of The Sarbanes-Oxley Act Of 2002- Chief Financial Officer

32 Certification Pursuant To Section 906 of The Sarbanes-Oxley Act Of 2002

99.1 Code of By-Laws of Vectren Corporation as Most Recently Amended November 8, 2010. (Filed and designated in

Current Report on Form 8-K filed November 9, 2010, File No. 1-15467, as Exhibit 3.1 which is incorporated by reference)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VECTREN UTILITY HOLDINGS, INC.

Registrant

November 12, 2010

/s/Jerome A. Benkert, Jr.
Jerome A. Benkert, Jr.
Executive Vice President and Chief Financial
Officer
(Principal Financial Officer)

/s/M. Susan Hardwick
M. Susan Hardwick
Vice President, Controller and Assistant
Treasurer
(Principal Accounting Officer)