

NISOURCE INC/DE  
Form 35-CERT  
March 29, 2002

March 21, 2002

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

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

FILE NO. 70-9681

Gentlemen:

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

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

None.

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

90,546 shares.

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

None.

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

Please see Exhibit 1.

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

Please see Exhibit 2.

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

None.

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

NiSource issued \$30,220,000 of guarantees during the quarter ended 12-31-01.

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

None.

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

None.

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

None.

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

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

Very truly yours,

NiSource Inc.

By: /s/ Jeffrey W. Grossman

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

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EXHIBIT #1

NISOURCE INC.  
QUARTERLY REPORT UNDER RULE 24 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
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ITEM #4

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COMPANY	AMOUNT ISSUED DURING FOURTH QUARTER OF 2001	AMOUNT OUTSTANDING DECEMBER 31, 2001	TYPE OF DEBT OR SECURITY
NiSource Finance Corp.	-	1,004,300,000	Short-term Debt
NiSource Finance Corp.	-	850,000,000	Short-term Debt
NiSource Finance Corp.	-	5,780,000,000	Long-term Debt

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EXHIBIT #2

NISOURCE INC.  
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LENDING COMPANY	BORROWING SUBSIDIARY	INTER-COMPANY DEBT OUTSTANDING AT DECEMBER 31, 2001
NiSource Finance Corp.	Northern Indiana Public Service Company	336,308,000
NiSource Finance Corp.	Kokomo Gas & Fuel Company	1,015,000
NiSource Finance Corp.	Northern Indiana Fuel and Light	4,014,000
NiSource Finance Corp.	Bay State Gas Company	140,250,000

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EXHIBIT #3

NISOURCE INC.  
 QUARTERLY REPORT UNDER RULE 24 OF THE  
 PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
 FILE NO. 70-9681  
 ITEM #11

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As of December, (in thousands) 2001

-----	
ASSETS	
PROPERTY, PLANT, AND EQUIPMENT:	
Utility plant	\$ 16,078,939
Accumulated depreciation and amortization	(7,616,475)
-----	
Net Utility Plant	8,462,464
-----	
Gas and oil producing properties, full cost method	
United States cost center	1,011,461
Canadian cost center	22,361
Accumulated depletion	(74,598)
-----	
Net gas and oil producing properties	959,224
-----	
Other property, at cost, less accumulated depreciation	132,975
-----	
Net Property, Plant and Equipment	9,554,663
-----	
INVESTMENTS:	
Net assets of discontinued operations	375,015
Unconsolidated affiliates	123,953
Assets held for sale	15,395
Other investments	47,782
-----	
Total Investments	562,145
-----	
CURRENT ASSETS:	
Cash and cash equivalents	127,881
Accounts receivable - less reserve	937,749
Other receivables	10,139
Gas inventory	377,666
Underrecovered gas and fuel costs	129,388
Material and supplies, at average cost	73,295
Electric production fuel, at average cost	29,153
Price risk management asset	299,218
Exchange gas receivable	186,761
Prepayments and other	395,431
-----	
Total Current Assets	2,566,681
-----	
OTHER ASSETS:	
Price risk asset long term	19,095
Regulatory assets	521,736
Intangible assets	3,737,936
Deferred charges and other	411,872
-----	
Total Other Assets	4,690,639
-----	
TOTAL ASSETS	\$ 17,374,128
=====	

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QUARTERLY REPORT UNDER RULE 24 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
FILE NO. 70-9681  
ITEM #11

As of December 31, (in thousands) 2001

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common Stock Equity	\$ 3,469,440
Preferred Stocks -	
Subsidiary Companies	
Series without mandatory redemption provisions	83,631
Series with mandatory redemption provisions	4,969
Company - obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	345,000
Long-term debt, excluding amounts due within one year	5,780,762

-----  
Total Capitalization 9,683,802  
-----

CURRENT LIABILITIES:

Current portion of long-term debt	441,256
Short-term borrowings	1,854,282
Accounts payable	646,603
Dividends declared on common and preferred stocks	1,748
Customer deposits	36,289
Taxes accrued	274,741
Interest accrued	79,583
Overrecovered gas and fuel costs	49,317
Price risk management liabilities	242,355
Exchange gas payable	287,221
Current deferred revenue	89,020
Other accruals	726,218

-----  
Total current liabilities 4,728,633  
-----

OTHER:

Price risk management liabilities	11,351
Deferred income taxes	1,726,292
Deferred investment tax credits	105,246
Deferred credits	352,468
Non-current deferred revenue	435,440
Accrued liability for post retirement benefits	277,661
Other non-current liabilities	53,235

-----  
Total other 2,961,693  
-----

TOTAL CAPITALIZATION AND LIABILITIES \$17,374,128  
=====

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PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
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As of December 31, (in thousands)	2001
-----	
ASSETS	
PROPERTY, PLANT, AND EQUIPMENT:	
Utility plant	\$ 6,218,991
Accumulated depreciation and amortization	(3,357,201)
-----	
Net Utility Plant	2,861,790
-----	
OTHER PROPERTY AND INVESTMENTS	8,144
-----	
CURRENT ASSETS:	
Cash and cash equivalents	15,945
Accounts receivable - less reserve	116,433
Gas cost adjustment clause	28,217
Material and supplies, at average cost	44,674
Electric production fuel, at average cost	29,152
Natural gas in storage, at last in, first-out cost	104,706
Prepayments and other	40,339
-----	
Total Current Assets	379,466
-----	
OTHER ASSETS:	
Regulatory assets	165,519
Deferred charges and other	194,288
-----	
Total Other Assets	359,807
-----	
TOTAL ASSETS	\$ 3,609,207
=====	

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EXHIBIT #4

NORTHERN INDIANA PUBLIC SERVICE COMPANY  
QUARTERLY REPORT UNDER RULE 24 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
FILE NO. 70-9681  
ITEM #11

As of December 31, (in thousands)	2001
-----	
CAPITALIZATION AND LIABILITIES	

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CAPITALIZATION:	
Common shareholder's equity	\$1,036,314
Preferred Stocks -	
Series without mandatory redemption provisions	81,114
Series with mandatory redemption provisions	4,969
Long-term debt, excluding amount due within one year	843,064
-----	
Total Capitalization	1,965,461
-----	
CURRENT LIABILITIES:	
Current redeemable preferred stock subject to mandatory redemption	43,000
Current portion of long-term debt	59,000
Short term borrowings	335,415
Accounts payable	145,836
Dividends declared on common and preferred stock	1,748
Customer deposits	31,830
Taxes accrued	195,395
Interest accrued	7,825
Fuel adjustment clause	3,665
Accrued employment costs	34,075
Price risk management liabilities	5,609
Other accruals	24,655
-----	
Total current liabilities	888,053
-----	
OTHER:	
Deferred income taxes	464,656
Deferred investment tax credits	71,392
Deferred credits	48,963
Accrued liability for post retirement benefits	160,768
Other noncurrent liabilities	9,914
-----	
Total other	755,693
-----	
TOTAL CAPITALIZATION AND LIABILITIES	\$3,609,207
=====	

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EXHIBIT #5

BAY STATE GAS COMPANY  
 QUARTERLY REPORT UNDER RULE 24 OF THE  
 PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
 FILE NO. 70-9681  
 ITEM #11

As of December 31, (in thousands)	2001
-----	
ASSETS	
PROPERTY, PLANT, AND EQUIPMENT:	
Utility plant	\$ 1,132,875
Accumulated depreciation and amortization	(256,832)
-----	
Net Utility Plant	876,043
-----	

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OTHER PROPERTY AND INVESTMENTS	111,334
-----	
CURRENT ASSETS:	
Cash and cash equivalents	1,412
Accounts receivable - less reserve	101,620
Gas cost adjustment clause	28,039
Material and supplies, at average cost	4,299
Natural gas in storage - weighted average	22,458
Prepayments and other	3,809
-----	
Total Current Assets	161,637
-----	
OTHER ASSETS:	
Regulatory assets	7,741
Intangible assets	2,030
Deferred charges and other	33,130
-----	
Total Other Assets	42,901
-----	
TOTAL ASSETS	\$ 1,191,915
=====	
-----	
CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholder's equity	\$ 534,381
Long-term debt excluding amt due within one year	95,500
-----	
Total Capitalization	629,881
-----	
CURRENT LIABILITIES:	
Short term borrowings	193,585
Accounts payable	43,705
Customer deposits	3,002
Taxes accrued	4,821
Interest accrued	3,069
Refunds due customers within one year	5,414
Other accruals	51,975
-----	
Total current liabilities	305,571
-----	
OTHER:	
Deferred income taxes	244,910
Deferred investment tax credits	2,987
Other noncurrent liabilities	8,566
-----	
Total other	256,463
-----	
TOTAL CAPITALIZATION AND LIABILITIES	\$ 1,191,915
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PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

FILE NO. 70-9681

ITEM #11

As of December 31, (in thousands)	2001
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ASSETS	
PROPERTY, PLANT, AND EQUIPMENT:	
Utility plant	\$ 252,240
Accumulated depreciation and amortization	(48,681)
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Net Utility Plant	203,559
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OTHER PROPERTY AND INVESTMENTS	2,488
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CURRENT ASSETS:	
Cash and cash equivalents	58
Accounts receivable - less reserve	37,733
Gas cost adjustment clause	10,788
Material and supplies, at average cost	818
Natural gas in storage, weighted average	18,336
Prepayments and other	3,132
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Total Current Assets	70,865
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OTHER ASSETS:	
Regulatory assets	8,674
Intangible assets	1,071
Deferred charges and other	2,943
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Total Other Assets	12,688
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TOTAL ASSETS	\$ 289,600
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CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholder's equity	\$ 111,095
Long-term debt excluding amt due within one year	18,833
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Total Capitalization	129,928
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CURRENT LIABILITIES:	
Short term borrowings	60,833
Accounts payable	20,975
Customer deposits	793
Taxes accrued	3,031
Interest accrued	1,157
Price risk management liabilities	777
Refunds due customers within one year	936
Other accruals	18,066
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Total current liabilities	106,568
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OTHER:	
Deferred income taxes	49,753
Deferred investment tax credits	288

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Other non-current liabilities	3,063
-----	
Total other	53,104
-----	
TOTAL CAPITALIZATION AND LIABILITIES	\$ 289,600
=====	

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EXHIBIT #7

KOKOMO GAS AND FUEL COMPANY  
 QUARTERLY REPORT UNDER RULE 24 OF THE  
 PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
 FILE NO. 70-9681  
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As of December 31, (in thousands) 2001

ASSETS

PROPERTY, PLANT, AND EQUIPMENT:

Utility plant	\$ 78,309
Accumulated depreciation and amortization	(36,732)

-----  
 Net Utility Plant 41,577

-----  
 OTHER PROPERTY AND INVESTMENTS 5

CURRENT ASSETS:

Cash and cash equivalents	1,508
Accounts receivable - less reserve	3,852
Gas cost adjustment clause	2,298
Material and supplies, at average cost	403
Natural gas in storage - weighted average	773
Prepayments and other	32

-----  
 Total Current Assets 8,866

OTHER ASSETS:

Deferred charges and other	68
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-----  
 Total Other Assets 68

-----  
 TOTAL ASSETS \$ 50,516

-----  
 CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholder's equity	\$ 34,418
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-----  
 Total Capitalization 34,418

-----  
 CURRENT LIABILITIES:

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Short term borrowings	1,015
Accounts payable	5,657
Customer deposits	493
Interest accrued	130
Other accruals	1,161
-----	
Total current liabilities	8,456
-----	
OTHER:	
Deferred income taxes	4,158
Deferred investment tax credits	501
Post retirement benefits accrued	386
Regulatory income tax liability	1,477
Other non-current liabilities	1,120
-----	
Total other	7,642
-----	
TOTAL CAPITALIZATION AND LIABILITIES	\$ 50,516
=====	

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EXHIBIT #8

NORTHERN INDIANA FUEL AND LIGHT COMPANY  
 QUARTERLY REPORT UNDER RULE 24 OF THE  
 PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
 FILE NO. 70-9681  
 ITEM #11

As of December 31, (in thousands)	2001
-----	
ASSETS	
PROPERTY, PLANT, AND EQUIPMENT:	
Utility plant	\$ 71,541
Accumulated depreciation and amortization	(25,041)
-----	
Net Utility Plant	46,500
-----	
OTHER PROPERTY AND INVESTMENTS	738
-----	
CURRENT ASSETS:	
Cash and cash equivalents	617
Accounts receivable - less reserve	7,833
Gas adjustment clause	5,169
Material and supplies, at average cost	409
Natural gas in storage - weighted average	5,587
Prepayments and other	82
-----	
Total Current Assets	19,697
-----	
OTHER ASSETS:	
Regulatory assets	132

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Deferred charges and other	335
-----	
Total Other Assets	467
-----	
TOTAL ASSETS	\$ 67,402
=====	
-----	
CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholder's equity	\$ 45,390
-----	
Total Capitalization	45,390
-----	
CURRENT LIABILITIES:	
Notes payable to associated companies	4,000
Accounts payable	4,440
Customer deposits	157
Taxes accrued	945
Other accruals	1,584
-----	
Total current liabilities	11,126
-----	
OTHER:	
Deferred income taxes	4,537
Deferred investment tax credits	302
Deferred credits	3,959
Regulatory income tax liability	2,088
-----	
Total other	10,886
-----	
TOTAL CAPITALIZATION AND LIABILITIES	\$ 67,402
=====	