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NISOURCE INC/DE  
 Form 10-K/A  
 December 18, 2001

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

FORM 10-K/A  
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
 OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2000

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 001-161689  
 NISOURCE INC.

(Exact name of registrant as specified in its charter)

Delaware	35-2108964
----- (State or other jurisdiction of incorporation or organization)	----- (I.R.S. Employer Identification No.)
801 East 86th Avenue Merrillville, Indiana	46410
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code 877-647-5990

Securities registered pursuant to Section 12(b) of the Act:

Title OF EACH CLASS	Name of each exchange on which registered
-----	-----
Common Shares	New York, Chicago and Pacific
Preferred Share Purchase Rights	New York, Chicago and Pacific
Obligations Pursuant to Support	New York
Agreements with NiSource Capital Markets, Inc.	
Corporate Premium Income Equity Securities	New York
Stock Appreciation Income Linked Securities	New York

Securities registered pursuant to Section 12(g) of the Act: None

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes X No .

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

As of February 28, 2001, 206,394,868 Common Shares were outstanding. The aggregate market value of the Common Shares (based upon the February 28, 2001, closing price of \$28.63 on the New York Stock Exchange) held by non-affiliates was approximately \$5,800,000,000.00.

Documents Incorporated by Reference

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Part III of this report incorporates by reference specific portions of the Registrant's Notice of Annual Meeting and Proxy Statement dated March 12, 2001 relating to the Annual Meeting of Stockholders to be held on April 11, 2001.

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REASON FOR AMENDMENT

The purpose of this Amendment No. 1 to the NiSource Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2000 is to amend Item 14 to add an Exhibit 18 and to make certain other changes to the exhibit index.

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PART IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

Exhibits

The exhibits filed herewith as a part of this report on Form 10-K are listed on the Exhibit Index included on pages 5 through 13. Each management contract or compensatory plan or arrangement of NiSource listed on the Exhibit Index is separately identified by an asterisk.

Financial Statement Schedules

All of the financial statements and financial statement schedules filed as a part of the Annual Report on Form 10-K are included in Item 8.

Reports on Form 8-K

Item Reported	Financial Statements Included	Date of Event	Date Filed
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2,5,7	YES	November 1, 2000	November 1, 2000	(amendment filed November 30
7	NO	November 2, 2000	November 3, 2000	
9	NO	November 6, 2000	November 6, 2000	(amendment filed November 7,
5	NO	November 7, 2000	November 7, 2000	
5, 7	NO	November 14, 2000	December 1, 2000	
5	NO	November 21, 2000	November 21, 2000	

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, hereunto duly authorized.

NiSource Inc.

-----  
(Registrant)

Date December 17, 2001  
-----

By: /s/  
-----

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EXHIBIT INDEX

EXHIBIT  
NUMBER  
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DESCRIPTION OF ITEM  
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(2.1) Agreement and Plan of Merger dated as of February 27, 2000, as amended and restated as of March 31, 2000, among Columbia Energy

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Group, NiSource Inc., New NiSource Inc., Parent Acquisition Corp., Company Acquisition Corp. and NiSource Finance Corp (incorporated by reference to Annex I to the joint proxy statement/prospectus dated April 24, 2000, filed as a part of the Registration Statement on Form S-4 (No. 333-33896)).

- (3.1) Amended and Restated Certificate of Incorporation of NiSource Inc., effective October 31, 2000, as amended November 1, 2000 (incorporated by reference to Exhibit 3.1 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (3.2) Amended and Restated By-Laws of NiSource Inc. (incorporated by reference to Exhibit 3.2 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.1) Indenture dated August 1, 1939 between Northern Indiana Public Service Company (Northern Indiana) and Trustees (incorporated by reference to Exhibit 7 to the Northern Indiana Registration Statement (Registration No. 2-5178)).
- (4.2) Third Supplemental Indenture dated August 1, 1943 (incorporated by reference to Exhibit 7-C to the Northern Indiana Registration Statement (Registration No. 2-5178)).
- (4.3) Eighteenth Supplemental Indenture dated September 1, 1967 (incorporated by reference to Exhibit 1 to the Northern Indiana Current Report on Form 8-K dated October 9, 1967).
- (4.4) Nineteenth Supplemental Indenture dated October 1, 1968 (incorporated by reference to Exhibit 1 to the Northern Indiana Current Report on Form 8-K dated November 8, 1968).
- (4.5) Twenty-third Supplemental Indenture dated March 31, 1972 (incorporated by reference to Exhibit 2 to the Northern Indiana Current Report on Form 8-K dated May 5, 1972).
- (4.6) Thirty-third Supplemental Indenture dated June 1, 1980 (incorporated by reference to Exhibit 1 to the Northern Indiana Quarterly Report on Form 10-Q for the quarter ended June 30, 1980).
- (4.7) Forty-first Supplemental Indenture dated July 1, 1991 (incorporated by reference to Exhibit 1 to the Northern Indiana Current Report on Form 8-K dated March 25, 1992).
- (4.8) Indenture dated as of March 1, 1988, between Northern Indiana and Manufacturers Hanover Trust Company, as Trustee (incorporated by reference to Exhibit 4 to the Northern Indiana Registration Statement (Registration No. 33-44193)).
- (4.9) First Supplemental Indenture dated as of December 1, 1991, between Northern Indiana and Manufacturers Hanover Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to the Northern Indiana Registration Statement (Registration No. 33-63870)).
- (4.10) Memorandum of Agreement with City of Michigan City, Indiana (incorporated by reference to Exhibit 7 to the Northern Indiana Registration Statement (Registration No. 2-48531)).

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### EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION OF ITEM -----
(4.11)	Financing Agreement No. 1 dated November 1, 1988, between Northern Indiana and Jasper County, Indiana regarding \$37,000,000 Series 1988A Pollution Control Refunding Revenue Bonds. Identical Financing agreements between Northern Indiana and Jasper County, Indiana provide for the issuance of \$47,000,000 Series 1988B, \$46,000,000 Series 1988C and \$24,000,000 Series 1988D Pollution Control Refunding Revenue Bonds (incorporated by reference to Exhibit 8 to the Northern Indiana Current Report on Form 8-K dated March 16, 1989).
(4.12)	Financing Agreement dated July 1, 1991, with Jasper County, Indiana regarding \$55,000,000 Series 1991 Collateralized Pollution Control Refunding Revenue Bonds (incorporated by reference to Exhibit 3 to the Northern Indiana Current Report on Form 8-K dated March 25, 1992).
(4.13)	Financing Agreement dated August 1, 1994, with Jasper County, Indiana regarding \$10,000,000 Series 1994A, \$18,000,000 Series 1994B and \$41,000,000 Series 1994C Pollution Control Refunding Revenue Bonds (incorporated by reference to Exhibit 4.16 to the Northern Indiana Annual Report on Form 10-K for year ended December 31, 1994).
(4.14)	Indenture between NIPSCO Industries, Inc., NIPSCO Capital Markets, Inc. and Chemical Bank as Trustees dated February 1, 1996 (incorporated by reference to Exhibit 1 to the NIPSCO Industries, Inc. Registration Statement (Registration No. 33-65285)).
(4.15)	Rights Agreement, dated November 1, 2000, between NiSource Inc. and ChaseMellon Shareholder Services, L.L.C., as rights agent. (incorporated by reference to Exhibit 4.1 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
(4.16)	Indenture Agreement between NIPSCO Industries, Inc., NIPSCO Capital Markets, Inc. and Chase Manhattan Bank as trustee dated February 14, 1997 (incorporated by reference to Exhibit 4.1 to the NIPSCO Industries, Inc. Registration Statement (Registration No. 333-22347)).
(4.17)	Fourteenth Supplemental Indenture dated as of January 15, 1978, between the Fidelity Bank, and IWC, including as Appendix A the "Restatement of Principal Indenture of Indianapolis Water Company," which, except as otherwise specified, restates the granting clauses and all other sections contained in the First Mortgage dated July 1, 1936, between Fidelity-Philadelphia Trust Company and IWC as amended by the Fourth, Fifth, Sixth, Eighth, Twelfth and Fourteenth Supplemental Indentures (incorporated by reference to Exhibit 4-B1 to IWC's Annual Report on Form 10-K for the year ended December 31, 1980).

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- (4.18) Eleventh Supplemental Indenture dated as of December 1, 1971 (incorporated by reference to Exhibit 4-B6 to IWC's Annual Report on Form 10-K for the year ended December 31, 1980).
- (4.19) Seventeenth Supplemental Indenture dated as of March 1, 1989, between Fidelity Bank, National Association and IWC (incorporated by reference to Exhibit 4-A9 to the IWC Resources Corporation (IWCR) Annual Report on Form 10-K for the year ended December 31, 1988).
- (4.20) Eighteenth Supplemental Indenture dated as of March 1, 1989, between Fidelity Bank, National Association and IWC (incorporated by reference to Exhibit 4-A10 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1988).
- (4.21) Nineteenth Supplemental Indenture dated as of June 1, 1989, between Fidelity Bank, National Association and IWC (incorporated by reference to Exhibit 4-A9 to IWCR's Registration Statement (Registration No. 33-43939)).

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EXHIBIT NUMBER -----	DESCRIPTION OF ITEM -----
(4.22)	Twentieth Supplemental Indenture dated as of December 1, 1992, between Fidelity Bank, National Association and IWC (incorporated by reference to Exhibit 4-A9 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).
(4.23)	Twenty-first Supplemental Indenture dated as of December 1, 1992, between Fidelity Bank, National Association and IWC (incorporated by reference to Exhibit 4-A10 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).
(4.24)	Twenty-second Supplemental Indenture dated as of April 1, 1993, between IWC and Fidelity Bank, National Association (incorporated by reference to Exhibit 4.15 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1993).
(4.25)	Indenture of Trust dated as of December 1, 1992, between City of Indianapolis, Indiana, and IWC to National City Bank, Indiana, as Trustee (incorporated by reference to Exhibit 10-J to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).
(4.26)	Loan Agreement dated as of December 1, 1992, between IWC and City of Indianapolis, Indiana (incorporated by reference to Exhibit 10-K to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).
(4.27)	Guaranty Agreement dated as of December 1, 1992, between IWCR and National City Bank, Indiana, as Trustee (incorporated by reference to Exhibit 10-L to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).

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- (4.28) Indenture of Trust, City of Indianapolis, Indiana, and IWC to National City Bank, Indiana, as Trustee, dated as of April 1, 1993 (incorporated by reference to Exhibit 4.14 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1993).
- (4.29) Loan Agreement dated as of April 1, 1993, between IWC and the City of Indianapolis (incorporated by reference to Exhibit 10.11 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1993).
- (4.30) Guaranty Agreement between IWCR and National City Bank, Indiana, as Trustee, dated as of April 1, 1993 (incorporated by reference to Exhibit 10.12 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1993).
- (4.31) Note Agreement dated as of March 1, 1994, between IWCR and American United Life Insurance Company (incorporated by reference to Exhibit 10.12 to IWCR's Annual Report on Form 10-K for the year ended December 31, 1992).
- (4.32) Indenture of Trust of Town of Fishers and IWC to National City Bank of Indiana, As Trustee, dated as of July 15, 1998 (including Form of \$30,000,000 Town of Fishers, Indiana Economic Development Water Facilities Refunding Revenue bond, series 1998 (Indianapolis Water Company Project) (incorporated by reference to Exhibit 4.1 to NIPSCO Industries, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 1998).
- (4.33) Indenture of Trust of City of Indianapolis, Indiana and IWC to National City Bank of Indiana, As Trustee, dated as of July 15, 1998 (including Form of \$10,000,000 City of Indianapolis, Indiana Economic Development Water Facilities Refunding Revenue Bonds, Series 1998 (Indianapolis Water Company Project) (incorporated by reference to Exhibit 4.2 to NIPSCO Industries, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 1998).

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EXHIBIT NUMBER -----	DESCRIPTION OF ITEM -----
(4.34)	Certificate of Trust of NIPSCO Capital Trust I by and among Chase Manhattan Bank Delaware, The Chase Manhattan Bank, Stephen P. Adik, Francis P. Girot, Jr., and Arthur A. Paquin dated December 17, 1998 (incorporated by reference to Exhibit 4.6 to the NIPSCO Industries, Inc. Registration Statement on Form S-3 dated December 18, 1998).
(4.35)	Amended and Restated Declaration of Trust of NIPSCO Capital Trust I by and among NIPSCO Capital Markets, Inc., The Chase Manhattan Bank, Chase Manhattan Bank Delaware, Stephen P. Adik, Francis P. Girot, Jr., and Arthur A. Paquin dated February 16, 1999 (incorporated by reference to Exhibit 4.35 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).
(4.36)	First Supplemental Indenture dated February 16, 1999, by and among

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NIPSCO Capital Markets, Inc., NIPSCO Industries, Inc., and the Chase Manhattan Bank, as Trustee (incorporated by reference to Exhibit 4.36 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).

- (4.37) Purchase Contract Agreement by and among NIPSCO Industries, Inc. and The Chase Manhattan Bank, as Purchase Contract Agent, dated February 16, 1999 (incorporated by reference to Exhibit 4.37 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).
- (4.38) Pledge Agreement by and among NIPSCO Industries, Inc., The First National Bank of Chicago, as Collateral Agent and Securities Intermediary, and The Chase Manhattan Bank, As Purchase Contract Agent dated February 16, 1999 (incorporated by reference to Exhibit 4.38 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).
- (4.39) Remarketing Agreement dated February 16, 1999, among NIPSCO Industries, Inc., NIPSCO Capital Markets, Inc., NIPSCO Capital Trust I, and Lehman Brothers Inc., as Remarketing Agent (incorporated by reference to Exhibit 4.39 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).
- (4.40) Indenture, dated November 1, 2000, between NiSource Inc. and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.3 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (4.41) First Supplemental Indenture, dated November 1, 2000, between NiSource Inc. and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.4 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (4.42) Purchase Contract Agreement, dated November 1, 2000, between NiSource Inc. and The Chase Manhattan Bank, as purchase contract agent (incorporated by reference to Exhibit 4.5 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (4.43) Pledge Agreement, dated November 1, 2000, between NiSource Inc., Bank One, National Association, as collateral agent, Bank One, National Association, as securities intermediary, and The Chase Manhattan Bank, as purchase contract agent (incorporated by reference to Exhibit 4.6 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (4.44) Remarketing Agreement, dated November 1, 2000, between NiSource Inc. and Credit Suisse First Boston Corporation, as remarketing Agent (incorporated by reference to Exhibit 4.7 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).

EXHIBIT  
NUMBER  
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DESCRIPTION OF ITEM  
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- (4.45) Second Supplemental Indenture, dated as of November 1, 2000, among NiSource Capital Markets, Inc., NiSource Inc., New NiSource Inc., and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.45 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.46) First Supplemental Indenture, dated as of November 1, 2000, among NiSource Capital Markets, Inc., NiSource Inc., and The Chase Manhattan Bank, as trustee (incorporated by reference to Exhibit 4.46 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.47) Supplemental Agreement dated November 1, 2000, between NiSource Inc., The Chase Manhattan Bank, as purchase contract agent, and The First National Bank of Chicago, as collateral agent and securities intermediary (incorporated by reference to Exhibit 4.47 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.48) 364-Day Revolving Credit Agreement, dated as of November 1, 2000, among NiSource Finance Corp., as Borrower, NiSource Inc. and New NiSource Inc., as Guarantors, Credit Suisse First Boston and Barclays Bank PLC, as Co-Syndication Agents and lenders, Credit Suisse First Boston, as Administrative Agent, and Barclays Bank PLC, as Documentation Agent. (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Current Report on Form 8-K dated November 1, 2000).
- (4.49) Indenture, dated November 14, 2000, among NiSource Finance Corp., NiSource Inc., as guarantor, and The Chase Manhattan Bank, as Trustee (incorporated by reference to Exhibit 4.3 to the NiSource Inc. Form S-3, dated January 17, 2001 (Registration No. 333-49330)).
- (4.50) Indenture between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-S to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.51) First Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-T to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.52) Second Supplemental Indenture, between The Columbia Gas System, Inc., and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-U to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.53) Third Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-V to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.54) Fourth Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-W to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.55) Fifth Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995

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(incorporated by reference to Exhibit 4-X to the Columbia Gas System Registration Statement (Registration No. 33-64555)).

- (4.56) Sixth Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A. Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-Y to the Columbia Gas System Registration Statement (Registration No. 33-64555)).

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EXHIBIT  
NUMBER

DESCRIPTION OF ITEM

- (4.57) Seventh Supplemental Indenture, between The Columbia Gas System, Inc. and Marine Midland Bank, N.A., Trustee, dated as of November 28, 1995 (incorporated by reference to Exhibit 4-Z to the Columbia Gas System Registration Statement (Registration No. 33-64555)).
- (4.58) Instrument of Resignation, Appointment and Acceptance dated as of March 1, 1999, between Columbia Energy Group and Marine Midland Bank, as Resigning Trustee and The First National Bank of Chicago, as Successor Trustee (incorporated by reference to Exhibit 4-I to the Columbia Energy Group Annual Report on Form 10-K for the period ended December 31, 1998).
- (4.59) 3-Year Revolving Credit Agreement, dated as of March 23, 2001, among NiSource Finance Corp., as Borrower, NiSource Inc., as Guarantor, the Lead Arrangers, Arrangers, Senior Managing Agents, Managers, and Lenders party thereto, as Lenders, Credit Suisse First Boston, as Syndication Agent, Bank One, National Association (Main Office, Chicago), Citibank, N.A., Toronto Dominion (Texas), Inc. as Co-Documentation Agents, Barclays Bank PLC, as Administrative Agent and LC Bank, Barclays Capital and Credit Suisse First Boston, as Lead Arrangers and Barclays Capital, as Sole Book Runner (incorporated by reference to Exhibit 4.60 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.60) First Amendment to Financing Agreement No. 1, dated as of November 1, 2000, between Jasper County and Northern Indiana regarding Series 1988A Pollution Control Refunding Revenue Bonds. Northern Indiana entered into identical First Amendments to Financing Agreements Nos. 2, 3 and 4, each dated as of November 1, 2000, between Jasper County and Northern Indiana in connection with the Series 1988B, 1988C and 1988D Pollution Control Refunding Revenue Bonds (incorporated by reference to Exhibit 4.61 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (4.61) First Amendment to Financing Agreement, dated as of November 1, 2000 between Jasper County, Indiana and Northern Indiana regarding the Series 1994A, 1994B and 1994C Pollution Control Refunding Revenue Bonds (incorporated by reference to Exhibit 4.62 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (10.1) Supplemental Life Insurance Plan effective January 1, 1991

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(incorporated by reference to Exhibit 2 to the NIPSCO Industries, Inc. Current Report on Form 8-K dated March 25, 1992).\*

- (10.2) Executive Deferred Compensation Plan effective December 1, 1990 (incorporated by reference to Exhibit 3 to the NIPSCO Industries, Inc. Current Report on Form 8-K dated March 25, 1992).\*
- (10.3) Form of Change in Control and Termination Agreements and Schedule of Parties to the Agreements (incorporated by reference to Exhibit 10.3 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).\*
- (10.4) Nonemployee Director Stock Incentive Plan of NIPSCO Industries, Inc. (As Amended and Restated Effective February 1, 1998, incorporated by reference to exhibit 10.3 to the NIPSCO Industries, Inc. Annual Report on Form 10-K for the year ended December 31, 1998)\*
- (10.5) First Amendment to NiSource Inc. Nonemployee Director Stock Incentive Plan (Effective April 1, 1999) (incorporated by reference to Exhibit 10.5 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).\*
- (10.6) NiSource Inc. Long-Term Incentive Plan (As Amended and Restated Effective April 14, 1999) (incorporated by reference to Exhibit 10.6 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).\*

\* Management contract or compensatory plan or arrangement of NiSource Inc.

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EXHIBIT NUMBER -----	DESCRIPTION OF ITEM -----
(10.7)	Amended and Restated Pension Plan Provisions effective January 1, 1989 (incorporated by reference to Exhibit 17 to the Northern Indiana Current Report on Form 8-K dated March 25, 1992).*
(10.8)	NiSource Inc. 1994 Long-Term Incentive Plan (As Amended and Restated Effective January 1, 2000) (incorporated by reference to Annex VI to the joint proxy statement/prospectus dated April 24, 2000, filed as a part of the Registration Statement on Form S-4 (No. 333-33896)).*
(10.9)	NIPSCO Industries, Inc. Directors' Charitable Gift Program effective September 27, 1994 (incorporated by reference to Exhibit 10.8 to the NiSource Annual Report on Form 10-K for the year ended December 31, 1996).*
(10.10)	Employment Agreement (incorporated by reference to Exhibit 10.13 to the NIPSCO Industries, Inc. Annual Report on Form 10-K for the year ended December 31, 1997).*
(10.11)	Executive Supplemental Pension Agreement (incorporated by reference to Exhibit 10.14 the NIPSCO Industries, Inc. Annual Report on Form 10-K for the year ended December 31, 1997).*

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- (10.12) Agreement dated October 18, 1971, between IWC and Department of Public Works of the City of Indianapolis, Indiana, regarding the purchase of water at Eagle Creek Reservoir (incorporated by reference to Exhibit 5 to IWC's Registration Statement (Registration Statement No. 2-55201)).
- (10.13) Letter Agreement dated October 25, 1999, between Mr. Roger A. Young and NiSource Inc. (incorporated by reference to Exhibit 10.1 to NiSource Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 1999).\*
- (10.14) Letter Agreement dated April 9, 1999, between Mr. Joseph L. Turner, Jr. and NiSource Inc. (incorporated by reference to Exhibit 10.2 to NiSource Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 1999).\*
- (10.15) Amended and Restated Indenture of Mortgage and Deed of Trust by Columbia Gas Transmission Corporation to Wilmington Trust Company, dated as of November 28, 1995 (incorporated by reference to Exhibit 10-AF to the Columbia Energy Group Annual Report on Form 10-K for the period ended December 31, 1995).
- (10.16) \$50,000,000 Amended and Restated Credit Agreement dated October 11, 2000, among Columbia Energy Group and certain banks party thereto and Citibank, N.A. as Administrative and Syndication Agent (incorporated by reference to Exhibit 10-CQ to the Columbia Energy Group Annual Report on Form 10-K for the period ended September 30, 2000).
- (10.17) \$850,000,000 Amended and Restated Credit Agreement dated October 11, 2000, among Columbia Energy Group and certain banks party thereto and Citibank, N.A. as Administrative and Syndication Agent (incorporated by reference to Exhibit 10-CR to the Columbia Energy Group Annual Report on Form 10-K for the period ended September 30, 2000).
- (10.18) Annual Incentive Compensation Plan of The Columbia Gas System, Inc., as amended, dated as of November 16, 1988 (incorporated by reference to Exhibit 10-BB to Columbia Energy Group's Annual Report on Form 10-K for the period ended December 31, 1988).

\*Management contract or compensatory plan or arrangement of NiSource Inc.

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EXHIBIT  
NUMBER  
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DESCRIPTION OF ITEM  
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- (10.19) Memorandum of Understanding among the Millennium Pipeline Project partners (Columbia Transmission, West Coast Energy, MCN Investment Corp. and TransCanada Pipelines Limited) dated December 1, 1997 (incorporated by reference to Exhibit 10-CF to Columbia Energy Group's Annual Report on Form 10-K for the period ended December 31, 1998).

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- (10.20) Agreement of Limited Partnership of Millennium Pipeline Company, L.P. dated May 31, 1998 (incorporated by reference to Exhibit 10-CG to Columbia Energy Group's Annual Report on Form 10-K for the period ended December 31, 1998).
- (10.21) Contribution Agreement Between Columbia Gas Transmission Corporation and Millennium Pipeline Company, L.P. dated July 31, 1998 (incorporated by reference to Exhibit 10-CH to Columbia Energy Group's Annual Report on Form 10-K for the period ended December 31, 1998).
- (10.22) Regulations of Millennium Pipeline Management Company, L.L.C. dated May 31, 1998 (incorporated by reference to Exhibit 10-CI to Columbia Energy Group's Annual Report on Form 10-K for the period ended December 31, 1998).
- (10.23) Nonemployee Director Retirement Plan (incorporated by reference to Exhibit 10.16 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).\*
- (10.24) Nonemployee Director Restricted Stock Unit Plan (Effective January 1, 1999) (incorporated by reference to Exhibit 10.17 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).\*
- (10.25) First Amendment to Nonemployee Director Restricted Stock Unit Plan (Effective April 1, 1999) (incorporated by reference to Exhibit 10.18 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).
- (10.26) Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.19 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 1999).\*
- (10.27) Pension Restoration Plan of The Columbia Gas System, Inc., amended and restated March 1, 1997 (incorporated by reference to Exhibit 10.27 of the NiSource Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2001).
- (10.28) Thrift Restoration Plan of The Columbia Gas System, Inc. dated January 1, 1989 (incorporated by reference to Exhibit 10.28 of the NiSource Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2001).
- (10.29) Agreement dated December 18, 2000 between Catherine G. Abbott and NiSource Inc. (incorporated by reference to Exhibit 10.29 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).\*
- (10.30) Natural Gas Advance Sale Contract, dated December 1, 1999, between Columbia Natural Resources, Inc. and Mahonia II Limited (incorporated by reference to Exhibit 10.30 to the NiSource Inc. Quarterly Report on Form 10-Q for the period ended March 31, 2001).
- (10.31) First Amendment to Natural Gas Advance Sale Contract (dated December 1, 1999), effective March 30, 2001, between Columbia Natural Resources, Inc. and Mahonia II Limited (incorporated by reference to Exhibit 10.31 to the NiSource Inc. Quarterly Report on Form 10-Q for the period ended March 31, 2001).

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\* Management contract or compensatory plan or arrangement of NiSource Inc.

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- (10.32) Natural Gas Advance Sale Contract, dated August 24, 2000, between Columbia Natural Resources, Inc. and Mahonia II Limited (incorporated by reference to Exhibit 10.32 to the NiSource Inc. Quarterly Report on Form 10-Q for the period ended March 31, 2001).
- (10.33) First Amendment to Natural Gas Advance Sale Contract (dated August 24, 2000), effective March 30, 2001, between Columbia Natural Resources, Inc. and Mahonia II Limited (incorporated by reference to Exhibit 10.33 to the NiSource Inc. Quarterly Report on Form 10-Q for the period ended March 31, 2001).
- (12) Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (18) Letter re Change in Accounting Principle.\*\*
- (21) List of Subsidiaries (incorporated by reference to Exhibit 21 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).
- (23) Consent of Arthur Andersen LLP (incorporated by reference to Exhibit 23 to the NiSource Inc. Annual Report on Form 10-K for the period ended December 31, 2000).

\*\* Exhibit filed herewith.

References made herein to Columbia Energy Group filings can be found at Commission File Number 001-01098 and references made to NiSource Inc. filings made prior to November 1, 2000 can be found at Commission File Number 001-09779.

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