

COLUMBIA GAS OF PENNSYLVANIA, INC.  
53.53 II. RATE OF RETURN  
A. ALL UTILITIES

25. If the utility plans to make a formal claim for a specific allowable rate of return, provide the following data in statement or exhibit form:
- a. Claimed capitalization and capitalization ratios with supporting data.
  - b. Claimed cost of long-term debt with supporting data.
  - c. Claimed cost of short-term debt with supporting data.
  - d. Claimed cost of total debt with supporting data.
  - e. Claimed cost of preferred stock with supporting data.
  - f. Claimed cost of common equity with supporting data.

Response:

See the attached schedules.

**COLUMBIA GAS OF PENNSYLVANIA, INC.**

Schedules to Accompany

The Direct Testimony

of

Paul R. Moul, Managing Consultant  
P. Moul & Associates

Concerning

Cost of Capital

and

Fair Rate of Return

March 16, 2018

**COLUMBIA GAS OF PENNSYLVANIA, INC.**  
Index of Schedules

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**Columbia Gas of Pennsylvania, Inc.**  
**Summary Cost of Capital**

<u>Type of Capital</u>	<u>Ratios</u>	<u>Cost Rate</u>	<u>Weighted Cost Rate</u>
Long-Term Debt	44.42%	5.11%	2.27%
Short Term Debt	<u>3.24%</u>	3.20%	<u>0.10%</u>
Total Debt	<u>47.66%</u>		<u>2.37%</u>
Common Equity	<u>52.34%</u>	10.95%	<u>5.73%</u>
Total	<u>100.00%</u>		<u>8.10%</u>

Indicated levels of fixed charge coverage assuming that the Company could actually achieve its overall cost of capital:

Pre-tax coverage of interest expense based upon a 28.8921% income tax rate ( 10.43% ÷ 2.37% )	4.40 x
Post-tax coverage of interest expense ( 8.10% ÷ 2.37% )	3.42 x

**Columbia Gas of Pennsylvania, Inc.**

Cost of Equity  
as of December 31, 2017

<b>Discounted Cash Flow (DCF)</b>	$D_1/P_0$	$g$	$lev.$	$=$	$k$	<b>Credit Quality</b>	$=$	$K$
Gas Group	2.60%	6.75%	1.17%	=	10.52%	0.35%	=	10.87%
<b>Risk Premium (RP)</b>		$I$	$RP$	$=$	$k$	<b>Credit Quality</b>	$=$	$K$
Gas Group		4.75%	6.50%	=	11.25%	0.35%	=	11.60%
<b>Capital Asset Pricing Model (CAPM)</b>	$Rf$	$\beta$	$\times (Rm-Rf)$	$+$	$size$	$=$	$k$	
Gas Group	3.75%	0.90	$\times ( 8.01\% )$	$+$	1.02%	$=$	11.98%	
<b>Comparable Earnings (CE)</b> <sup>(10)</sup>		<b>Historical</b>	<b>Forecast</b>	<b>Average</b>				
Comparable Earnings Group		11.6%	14.1%	12.85%				

- References: (1) Schedule 07  
(2) Schedule 09  
(3) Schedule 10  
(4) A-rated public utility bond yield comprised of a 3.75% risk-free rate of return (Schedule 13 page 2) and a yield spread of 1.00% (Schedule 11 page 3)  
(5) Schedule 12 page 1  
(6) Schedule 13 page 2  
(7) Schedule 10  
(8) Schedule 13 page 2  
(9) Schedule 13 page 3  
(10) Schedule 14 page 2

Columbia Gas of Pennsylvania, Inc.  
Capitalization and Financial Statistics  
2012-2016, Inclusive

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	
	(Millions of Dollars)					
Amount of Capital Employed						
Permanent Capital	\$ 1,210.3	\$ 1,098.5	\$ 932.6	\$ 886.3	\$ 782.8	
Short-Term Debt	\$ 33.4	\$ 27.8	\$ 47.4	\$ 55.4	\$ 34.2	
Total Capital	<u>\$ 1,243.7</u>	<u>\$ 1,126.3</u>	<u>\$ 979.9</u>	<u>\$ 941.7</u>	<u>\$ 817.0</u>	
Capital Structure Ratios						
Based on Permanent Capital:						<u>Average</u>
Long-Term Debt	44.7%	45.1%	42.3%	46.4%	45.5%	44.8%
Common Equity <sup>(1)</sup>	55.3%	54.9%	57.7%	53.6%	54.5%	55.2%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Based on Total Capital:						
Total Debt incl. Short Term	46.1%	46.5%	45.0%	49.6%	47.8%	47.0%
Common Equity <sup>(1)</sup>	53.9%	53.5%	55.0%	50.4%	52.2%	53.0%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Rate of Return on Book Common Equity <sup>(1)</sup>	10.5%	11.3%	12.6%	12.5%	11.5%	11.7%
Operating Ratio <sup>(2)</sup>	73.6%	76.3%	78.5%	81.9%	83.7%	78.8%
Coverage incl. AFUDC <sup>(3)</sup>						
Pre-tax: All Interest Charges	4.59 x	4.75 x	5.18 x	4.20 x	3.36 x	4.42 x
Post-tax: All Interest Charges	3.28 x	3.37 x	3.63 x	3.47 x	3.20 x	3.39 x
Coverage excl. AFUDC <sup>(3)</sup>						
Pre-tax: All Interest Charges	4.56 x	4.73 x	5.17 x	4.18 x	3.35 x	4.40 x
Post-tax: All Interest Charges	3.26 x	3.35 x	3.62 x	3.45 x	3.19 x	3.37 x
Quality of Earnings & Cash Flow						
AFC/Income Avail. for Common Equity	1.0%	0.7%	0.5%	0.7%	0.7%	0.7%
Effective Income Tax Rate	36.4%	36.8%	37.2%	22.7%	6.7%	28.0%
Internal Cash Generation/Construction <sup>(4)</sup>	66.7%	73.5%	66.7%	52.1%	86.8%	69.2%
Gross Cash Flow/ Avg. Total Debt <sup>(5)</sup>	28.4%	29.5%	28.3%	23.6%	36.4%	29.2%
Gross Cash Flow Interest Coverage <sup>(6)</sup>	5.32 x	5.25 x	5.30 x	4.43 x	6.04 x	5.27 x

See Page 2 for Notes.

Columbia Gas of Pennsylvania, Inc.  
Capitalization and Financial Statistics  
2012-2016, Inclusive

Notes:

- (1) Excluding Accumulated Other Comprehensive Income ("OCI") from the equity account.
- (2) Total operating expenses, maintenance, depreciation and taxes other than income as a percentage of operating revenues.
- (3) Coverage calculations represent the number of times available earnings, both including and excluding AFUDC (allowance for funds used during construction) as reported in its entirety, cover fixed charges.
- (4) Internal cash generation/gross construction is the percentage of gross construction expenditures provided by internally-generated funds from operations after payment of all cash dividends divided by gross construction expenditures.
- (5) Gross Cash Flow (sum of net income, depreciation, amortization, net deferred income taxes and investment tax credits, less AFUDC) as a percentage of average total debt.
- (6) Gross Cash Flow (sum of net income, depreciation, amortization, net deferred income taxes and investment tax credits, less total AFUDC) plus interest charges, divided by interest charges.
- (7) Common dividend coverage is the relationship of internally generated funds from operations after payment of preferred stock dividends to common dividends paid.

Source of Information: Company provided Financial Statements

Gas Group  
Capitalization and Financial Statistics <sup>(1)</sup>  
2012-2016, Inclusive

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	
	(Millions of Dollars)					
<b>Amount of Capital Employed</b>						
Permanent Capital	\$ 2,900.4	\$ 2,680.6	\$ 2,579.8	\$ 2,127.8	\$ 1,846.7	
Short-Term Debt	\$ 256.8	\$ 221.0	\$ 175.1	\$ 237.5	\$ 221.9	
Total Capital	<u>\$ 3,157.2</u>	<u>\$ 2,901.6</u>	<u>\$ 2,754.9</u>	<u>\$ 2,365.3</u>	<u>\$ 2,068.6</u>	
<b>Market-Based Financial Ratios</b>						<u>Average</u>
Price-Earnings Multiple	22 x	19 x	19 x	18 x	17 x	19 x
Market/Book Ratio	203.8%	185.3%	185.3%	179.8%	178.7%	186.6%
Dividend Yield	2.8%	3.1%	3.0%	3.4%	3.5%	3.2%
Dividend Payout Ratio	60.4%	58.2%	58.0%	57.3%	65.3%	59.8%
<b>Capital Structure Ratios</b>						
Based on Permanent Capital:						
Long-Term Debt	43.0%	43.9%	45.5%	44.5%	42.7%	43.9%
Preferred Stock	0.1%	0.1%	0.0%	0.0%	0.0%	0.0%
Common Equity <sup>(2)</sup>	56.9%	56.1%	54.5%	55.5%	57.3%	56.1%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Based on Total Capital:						
Total Debt incl. Short Term	48.5%	49.6%	50.4%	51.6%	49.2%	49.9%
Preferred Stock	0.1%	0.1%	0.0%	0.0%	0.0%	0.0%
Common Equity <sup>(2)</sup>	51.4%	50.3%	49.6%	48.5%	50.8%	50.1%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Rate of Return on Book Common Equity <sup>(2)</sup>	9.4%	10.1%	9.9%	9.8%	10.2%	9.9%
Operating Ratio <sup>(3)</sup>	83.3%	85.3%	87.2%	87.7%	86.6%	86.0%
<b>Coverage incl. AFUDC <sup>(4)</sup></b>						
Pre-tax: All Interest Charges	5.19 x	5.22 x	4.94 x	4.56 x	4.48 x	4.88 x
Post-tax: All Interest Charges	3.79 x	3.89 x	3.68 x	3.54 x	3.50 x	3.68 x
Overall Coverage: All Int. & Pfd. Div.	3.79 x	3.89 x	3.68 x	3.54 x	3.50 x	3.68 x
<b>Coverage excl. AFUDC <sup>(4)</sup></b>						
Pre-tax: All Interest Charges	5.12 x	5.17 x	4.91 x	4.50 x	4.43 x	4.83 x
Post-tax: All Interest Charges	3.72 x	3.84 x	3.64 x	3.47 x	3.45 x	3.62 x
Overall Coverage: All Int. & Pfd. Div.	3.72 x	3.84 x	3.64 x	3.47 x	3.45 x	3.62 x
<b>Quality of Earnings &amp; Cash Flow</b>						
AFC/Income Avail. for Common Equity	2.0%	1.5%	1.2%	2.1%	1.5%	1.7%
Effective Income Tax Rate	33.4%	31.2%	31.7%	26.5%	29.9%	30.5%
Internal Cash Generation/Construction <sup>(5)</sup>	73.3%	73.2%	88.5%	72.1%	69.0%	75.2%
Gross Cash Flow/ Avg. Total Debt <sup>(6)</sup>	24.9%	24.3%	25.4%	23.7%	26.4%	24.9%
Gross Cash Flow Interest Coverage <sup>(7)</sup>	7.80 x	7.41 x	7.51 x	6.78 x	6.49 x	7.20 x
Common Dividend Coverage <sup>(8)</sup>	4.54 x	4.59 x	5.13 x	6.39 x	4.16 x	4.96 x

See Page 2 for Notes.

Gas Group  
Capitalization and Financial Statistics  
2012-2016, Inclusive

Notes:

- (1) All capitalization and financial statistics for the group are the arithmetic average of the achieved results for each individual company in the group.
- (2) Excluding Accumulated Other Comprehensive Income ("OCI") from the equity account.
- (3) Total operating expenses, maintenance, depreciation and taxes other than income taxes as a percent of operating revenues.
- (4) Coverage calculations represent the number of times available earnings, both including and excluding AFUDC (allowance for funds used during construction) as reported in its entirety, cover fixed charges.
- (5) Internal cash generation/gross construction is the percentage of gross construction expenditures provided by internally-generated funds from operations after payment of all cash dividends divided by gross construction expenditures.
- (6) Gross Cash Flow (sum of net income, depreciation, amortization, net deferred income taxes and investment tax credits, less total AFUDC) plus interest charges, divided by interest charges.
- (7) Gross Cash Flow plus interest charges divided by interest charges.
- (8) Common dividend coverage is the relationship of internally-generated funds from operations after payment of preferred stock dividends to common dividends paid.

Basis of Selection:

The Gas Group includes companies that are contained in The Value Line Investment Survey within the industry group "Natural Gas Utility," they are not currently the target of a publicly-announced merger or acquisition, and after eliminating NiSource due to its electric operations and recent separation of the former natural gas pipeline/storage operations and UGI Corp. due to its highly diversified businesses.

Ticker	Company	Corporate Credit Ratings		Stock Traded	S&P Stock Ranking	Value Line Beta
		Moody's	S&P			
ATO	Atmos Energy Corp.	A2	A	NYSE	A-	0.70
CPK	Chesapeake Utilities Corp.			NYSE	A-	0.70
NJR	New Jersey Resources Corp.	Aa2	A	NYSE	B+	0.80
NWN	Northwest Natural Gas	A3	A+	NYSE	B	0.70
OGS	One Gas, Inc.	A2	A	NYSE	NR	0.70
SJI	South Jersey Industries, Inc.	A2	BBB+	NYSE	A-	0.85
SWX	Southwest Gas Corp.	A3	BBB+	NYSE	A-	0.80
SR	Spire, Inc.	A1	A-	NYSE	B+	0.70
	Average	<u>A2</u>	<u>A-</u>		<u>B+</u>	<u>0.74</u>

Note: Ratings are those of utility subsidiaries

Source of Information: Utility COMPUSTAT  
Moody's Investors Service  
Standard & Poor's Corporation

**Standard & Poor's Public Utilities**  
**Capitalization and Financial Statistics <sup>(1)</sup>**  
**2012-2016, Inclusive**

	2016	2015	2014 <small>(Millions of Dollars)</small>	2013	2012	
<b>Amount of Capital Employed</b>						
Permanent Capital	\$ 31,133.4	\$ 28,468.3	\$ 27,468.3	\$ 25,958.6	\$ 25,040.3	
Short-Term Debt	\$ 1,113.4	\$ 930.9	\$ 963.9	\$ 764.3	\$ 659.0	
Total Capital	<u>\$ 32,246.8</u>	<u>\$ 29,399.2</u>	<u>\$ 28,432.2</u>	<u>\$ 26,722.9</u>	<u>\$ 25,699.3</u>	
<b>Market-Based Financial Ratios</b>						
						<u>Average</u>
Price-Earnings Multiple	21 x	20 x	20 x	19 x	16 x	19 x
Market/Book Ratio	191.5%	179.3%	179.1%	164.4%	155.6%	174.0%
Dividend Yield	3.6%	3.7%	3.6%	3.9%	4.1%	3.8%
Dividend Payout Ratio	75.0%	70.0%	73.2%	73.3%	64.2%	71.1%
<b>Capital Structure Ratios</b>						
<b>Based on Permanent Capital:</b>						
Long-Term Debt	56.7%	54.9%	53.3%	53.3%	53.7%	54.4%
Preferred Stock	1.8%	1.5%	1.3%	1.1%	1.0%	1.3%
Common Equity <sup>(2)</sup>	41.5%	43.6%	45.4%	45.7%	45.3%	44.3%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
<b>Based on Total Capital:</b>						
Total Debt incl. Short Term	58.3%	56.3%	55.0%	54.7%	54.9%	55.8%
Preferred Stock	1.8%	1.5%	1.3%	1.0%	1.0%	1.3%
Common Equity <sup>(2)</sup>	39.9%	42.2%	43.7%	44.3%	44.2%	42.9%
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>
Rate of Return on Book Common Equity <sup>(2)</sup>	9.0%	9.2%	9.6%	9.0%	9.3%	9.2%
Operating Ratio <sup>(3)</sup>	78.8%	80.4%	81.2%	80.7%	80.7%	80.4%
<b>Coverage incl. AFUDC <sup>(4)</sup></b>						
Pre-tax: All Interest Charges	3.15 x	3.41 x	3.56 x	3.22 x	2.90 x	3.25 x
Post-tax: All Interest Charges	2.53 x	2.65 x	2.71 x	2.48 x	2.35 x	2.54 x
Overall Coverage: All Int. & Pfd. Div.	2.50 x	2.62 x	2.67 x	2.45 x	2.31 x	2.51 x
<b>Coverage excl. AFUDC <sup>(4)</sup></b>						
Pre-tax: All Interest Charges	3.05 x	3.31 x	3.46 x	3.13 x	2.80 x	3.15 x
Post-tax: All Interest Charges	2.43 x	2.55 x	2.62 x	2.39 x	2.25 x	2.45 x
Overall Coverage: All Int. & Pfd. Div.	2.40 x	2.52 x	2.58 x	2.36 x	2.21 x	2.41 x
<b>Quality of Earnings &amp; Cash Flow</b>						
AFC/Income Avail. for Common Equity	6.4%	6.0%	7.1%	6.4%	7.0%	6.6%
Effective Income Tax Rate	28.1%	31.5%	28.6%	33.2%	30.7%	30.4%
Internal Cash Generation/Construction <sup>(5)</sup>	78.7%	70.6%	88.7%	83.2%	76.5%	79.5%
Gross Cash Flow/ Avg. Total Debt <sup>(6)</sup>	20.7%	20.0%	22.8%	22.4%	21.8%	21.5%
Gross Cash Flow Interest Coverage <sup>(7)</sup>	5.54 x	5.39 x	5.66 x	5.46 x	5.44 x	5.50 x
Common Dividend Coverage <sup>(8)</sup>	5.41 x	4.23 x	4.80 x	4.41 x	4.31 x	4.63 x

See Page 2 for Notes.

Standard & Poor's Public Utilities  
Capitalization and Financial Statistics  
2012-2016, Inclusive

Notes:

- (1) All capitalization and financial statistics for the group are the arithmetic average of the achieved results for each individual company in the group.
- (2) Excluding Accumulated Other Comprehensive Income ("OCI") from the equity account
- (3) Total operating expenses, maintenance, depreciation and taxes other than income taxes as a percent of operating revenues.
- (4) Coverage calculations represent the number of times available earnings, both including and excluding AFUDC (allowance for funds used during construction) as reported in its entirety, cover fixed charges.
- (5) Internal cash generation/gross construction is the percentage of gross construction expenditures provided by internally-generated funds from operations after payment of all cash dividends divided by gross construction expenditures.
- (6) Gross Cash Flow (sum of net income, depreciation, amortization, net deferred income taxes and investment tax credits, less total AFUDC) as a percentage of average total debt.
- (7) Gross Cash Flow (sum of net income, depreciation, amortization, net deferred income taxes and investment tax credits, less total AFUDC) plus interest charges, divided by interest charges.
- (8) Common dividend coverage is the relationship of internally-generated funds from operations after payment of preferred stock dividends to common dividends paid.

Source of Information: Annual Reports to Shareholders  
Utility COMPUSTAT

**Standard & Poor's Public Utilities**  
Company Identities

	Ticker	Credit Rating <sup>(1)</sup>		Common Stock Traded	S&P Stock Ranking	Value Line Beta
		Moody's	S&P			
AGL Resources Inc.	GAS	A2	BBB+	NYSE	A	0.60
Ameren Corporation	AEE	Baa1	BBB+	NYSE	B	0.75
American Electric Power	AEP	Baa1	BBB	NYSE	B	0.70
CMS Energy	CMS	A3	BBB	NYSE	B	0.75
CenterPoint Energy	CNP	A3	A-	NYSE	B	0.85
Consolidated Edison	ED	A2	A-	NYSE	B+	0.60
DTE Energy Co.	DTE	A2	BBB+	NYSE	B+	0.75
Dominion Resources	D	A2	A-	NYSE	B+	0.70
Duke Energy	DUK	A1	BBB+	NYSE	B	0.65
Edison Int'l	EIX	A2	BBB+	NYSE	B	0.70
Entergy Corp.	ETR	Baa1	BBB	NYSE	A	0.70
EQT Corp.	EQT	Baa3	BBB	NYSE	B+	1.20
Exelon Corp.	EXC	A2	BBB	NYSE	B+	0.70
Eversource	NU	Baa1	A-	NYSE	B	0.75
FirstEnergy Corp.	FE	Baa2	BBB-	NYSE	B+	0.70
NextEra Energy Inc.	NEE	A1	A-	NYSE	A	0.75
NiSource Inc.	NI	Baa2	BBB+	NYSE	B	NMF
NRG Energy Inc.	NRG	Ba3	BB-	NYSE	B	1.00
ONEOK, Inc.	OKE	Baa3	BB+	NYSE	A-	0.85
PG&E Corp.	PCG	A3	BBB	NYSE	B	0.65
PPL Corp.	PPL	Baa1	BBB	NYSE	B+	0.70
Pinnacle West Capital	PNW	A3	A-	NYSE	B	0.75
Public Serv. Enterprise Inc.	PEG	A2	BBB+	NYSE	B+	0.75
SCANA Corp.	SCG	Baa2	BBB+	NYSE	A-	0.75
Sempra Energy	SRE	A1	A	NYSE	B+	0.80
Southern Co.	SO	A3	A	NYSE	A-	0.60
TECO Energy	TE	A2	BBB+	NYSE	B	0.85
Wisconsin Energy Corp.	WEC	A1	A-	NYSE	A	0.70
Xcel Energy Inc	XEL	A2	A-	NYSE	B+	0.65
Average for S&P Utilities		<u>A3</u>	<u>BBB+</u>		<u>B+</u>	<u>0.75</u>

Note: <sup>(1)</sup> Ratings are those of utility subsidiaries

Source of Information: SNL Financial LLC  
Standard & Poor's Stock Guide  
Value Line Investment Survey for Windows

**Columbia Gas of Pennsylvania, Inc.**

Investor-provided Capitalization

Actual at November 30, 2017, Estimated at November 30, 2018, and Estimated at December 31, 2019

	<u>Actual at November 30, 2017</u>		<u>Estimated at November 30, 2018</u>		<u>Estimated at December 31, 2019</u>	
	<u>Amount Outstanding</u>	<u>Ratios</u>	<u>Amount Outstanding</u>	<u>Ratios</u>	<u>Amount Outstanding</u>	<u>Ratios</u>
Long Term Debt	<u>\$ 625,515,000</u>	45.10%	<u>\$ 705,515,000</u>	44.67%	<u>\$ 785,515,000</u>	44.42%
Common Stock Equity						
Common Stock	45,128,000		45,128,000		45,128,000	
Additional Paid in Capital	7,889,827		27,889,827		27,889,827	
Retained Earnings	660,804,185		744,939,476		852,767,652	
Total Common Equity	<u>713,822,012</u>	51.46%	<u>817,957,303</u>	51.78%	<u>925,785,479</u>	52.34%
Total Permanent Capital	\$1,339,337,012	96.56%	\$1,523,472,303	96.45%	\$1,711,300,479	96.76%
Short Term Debt (Twelve month average)	<u>47,658,451</u>	3.44%	<u>56,041,489</u>	3.55%	<u>57,229,474</u>	3.24%
Total Capital Employed	<u>\$1,386,995,463</u>	100.00%	<u>\$1,579,513,792</u>	100.00%	<u>\$1,768,529,953</u>	100.00%

Source of information: Company provided data

**Columbia Gas of Pennsylvania, Inc.**

Long-term Debt Outstanding  
Estimated at November 30, 2017

<u>Date of Issuance</u>	<u>Coupon Rate</u>	<u>Amount Outstanding</u>	<u>Annualized Debt Service</u>	<u>Embedded Cost of Debt</u>
November 28, 2005	5.920%	\$ 54,515,000	\$ 3,227,288	
November 1, 2006	6.015%	20,000,000	1,203,000	
December 14, 2007	6.865%	58,000,000	3,981,700	
December 16, 2010	6.020%	28,000,000	1,685,600	
March 28, 2012	5.355%	30,000,000	1,606,500	
March 28, 2012	5.890%	35,000,000	2,061,500	
November 28, 2012	5.260%	65,000,000	3,419,000	
June 9, 2013	5.530%	23,000,000	1,271,900	
December 18, 2013	6.290%	32,000,000	2,012,800	
December 18, 2014	4.430%	30,000,000	1,329,000	
March 1, 2015	4.150%	60,000,000	2,490,000	
September 1, 2015	4.510%	60,000,000	2,706,000	
March 1, 2016	4.190%	45,000,000	1,885,500	
January 31, 2017	4.439%	85,000,000	3,772,810	
Total Long-Term Debt		625,515,000	32,652,598	5.22%
Short Term Debt (Twelve month average)	1.41%	47,658,451	671,984	
Total Debt		<u>\$ 673,173,451</u>	<u>\$ 33,324,582</u>	4.95%

Source of information: Company provided data

**Columbia Gas of Pennsylvania, Inc.**

Long-term Debt Outstanding  
Estimated at November 30, 2018

<u>Date of Issuance</u>	<u>Coupon Rate</u>	<u>Amount Outstanding</u>	<u>Annualized Debt Service</u>	<u>Embedded Cost of Debt</u>
November 28, 2005	5.920%	\$ 54,515,000	\$ 3,227,288	
November 1, 2006	6.015%	20,000,000	1,203,000	
December 14, 2007	6.865%	58,000,000	3,981,700	
December 16, 2010	6.020%	28,000,000	1,685,600	
March 28, 2012	5.355%	30,000,000	1,606,500	
March 28, 2012	5.890%	35,000,000	2,061,500	
November 28, 2012	5.260%	65,000,000	3,419,000	
June 9, 2013	5.530%	23,000,000	1,271,900	
December 18, 2013	6.290%	32,000,000	2,012,800	
December 18, 2014	4.430%	30,000,000	1,329,000	
March 1, 2015	4.150%	60,000,000	2,490,000	
September 1, 2015	4.510%	60,000,000	2,706,000	
March 1, 2016	4.190%	45,000,000	1,885,500	
January 31, 2017	4.439%	85,000,000	3,772,810	
June 30, 2018	4.550%	<u>80,000,000</u>	<u>3,640,000</u>	
<b>Total Long-Term Debt</b>		<b>705,515,000</b>	<b>36,292,598</b>	<b>5.14%</b>
<b>Short Term Debt (Twelve month average)</b>	<b>2.70%</b>	<u><b>56,041,489</b></u>	<u><b>1,513,120</b></u>	
<b>Total Debt</b>		<u><u><b>\$ 761,556,489</b></u></u>	<u><u><b>\$ 37,805,718</b></u></u>	<b>4.96%</b>

Source of information: Company provided data

**Columbia Gas of Pennsylvania, Inc.**

Long-term Debt Outstanding  
Estimated at December 30, 2019

<u>Date of Issuance</u>	<u>Coupon Rate</u>	<u>Amount Outstanding</u>	<u>Annualized Debt Service</u>	<u>Embedded Cost of Debt</u>
November 28, 2005	5.920%	\$ 54,515,000	\$ 3,227,288	
November 1, 2006	6.015%	20,000,000	1,203,000	
December 14, 2007	6.865%	58,000,000	3,981,700	
December 16, 2010	6.020%	28,000,000	1,685,600	
March 28, 2012	5.355%	30,000,000	1,606,500	
March 28, 2012	5.890%	35,000,000	2,061,500	
November 28, 2012	5.260%	65,000,000	3,419,000	
June 9, 2013	5.530%	23,000,000	1,271,900	
December 18, 2013	6.290%	32,000,000	2,012,800	
December 18, 2014	4.430%	30,000,000	1,329,000	
March 1, 2015	4.150%	60,000,000	2,490,000	
September 1, 2015	4.510%	60,000,000	2,706,000	
March 1, 2016	4.190%	45,000,000	1,885,500	
January 31, 2017	4.439%	85,000,000	3,772,810	
June 30, 2018	4.550%	80,000,000	3,640,000	
June 30, 2019	4.850%	80,000,000	3,880,000	
Total Long-Term Debt		785,515,000	40,172,598	5.11%
Short Term Debt (Twelve month average)	3.20%	57,229,474	1,831,343	
Total Debt		\$ 842,744,474	\$ 42,003,941	4.98%

Source of information: Company provided data

**Monthly Dividend Yields for  
Natural Gas Group  
for the Twelve Months Ending December 2017**

<u>Company</u>	<u>Jan-17</u>	<u>Feb-17</u>	<u>Mar-17</u>	<u>Apr-17</u>	<u>May-17</u>	<u>Jun-17</u>	<u>Jul-17</u>	<u>Aug-17</u>	<u>Sep-17</u>	<u>Oct-17</u>	<u>Nov-17</u>	<u>Dec-17</u>	<u>12-Month Average</u>	<u>6-Month Average</u>	<u>3-Month Average</u>
Atmos Energy Corp (ATO)	2.37%	2.30%	2.28%	2.23%	2.16%	2.18%	2.08%	2.05%	2.15%	2.23%	2.10%	2.26%			
Chesapeake Utilities Corp (CPK)	1.87%	1.78%	1.76%	1.78%	1.76%	1.74%	1.69%	1.64%	1.66%	1.62%	1.52%	1.66%			
New Jersey Resources Corporation (NJR)	2.72%	2.60%	2.58%	2.54%	2.45%	2.57%	2.59%	2.51%	2.59%	2.46%	2.46%	2.71%			
Northwest Natural Gas (NWN)	3.19%	3.14%	3.20%	3.16%	3.08%	3.16%	2.98%	2.84%	2.93%	2.85%	2.74%	3.19%			
ONE Gas Inc (OGS)	2.62%	2.56%	2.49%	2.45%	2.38%	2.41%	2.32%	2.24%	2.29%	2.19%	2.12%	2.30%			
South Jersey Industries Inc (SJI)	3.32%	3.13%	3.06%	2.92%	3.01%	3.20%	3.22%	3.06%	3.16%	3.31%	3.33%	3.59%			
Southwest Gas Holdings Inc (SWX)	2.25%	2.11%	2.18%	2.38%	2.49%	2.72%	2.49%	2.49%	2.56%	2.42%	2.31%	2.47%			
Spire Inc. (SR)	3.25%	3.21%	3.12%	3.08%	2.98%	3.02%	2.90%	2.76%	2.82%	2.86%	2.75%	3.00%			
<b>Average</b>	<b>2.70%</b>	<b>2.60%</b>	<b>2.58%</b>	<b>2.57%</b>	<b>2.54%</b>	<b>2.63%</b>	<b>2.53%</b>	<b>2.45%</b>	<b>2.52%</b>	<b>2.49%</b>	<b>2.42%</b>	<b>2.65%</b>	<b>2.56%</b>	<b>2.51%</b>	<b>2.52%</b>

Note: Monthly dividend yields are calculated by dividing the annualized quarterly dividend by the month-end closing stock price adjusted by the fraction of the ex-dividend.

Source of Information: <http://performance.morningstar.com/stock/performance-return>  
<http://www.snl.com/interactivex/dividends>

<b>Forward-looking Dividend Yield</b>	1/2 Growth	$D_0/P_0$	(.5g)	$D_1/P_0$	$K = \frac{D_0(1+g)^0 + D_0(1+g)^1 + D_0(1+g)^2 + D_0(1+g)^3}{P_0} + g$
		2.51%	1.033750	2.59%	
	Discrete	$D_0/P_0$	Adj.	$D_1/P_0$	$K = \frac{D_0(1+g)^{25} + D_0(1+g)^{50} + D_0(1+g)^{75} + D_0(1+g)^{100}}{P_0} + g$
		2.51%	1.041843	2.62%	
	Quarterly	$D_0/P_0$	Adj.	$D_1/P_0$	$K = \left[ \left( 1 + \frac{D_0(1+g)^{25}}{P_0} \right)^4 - 1 \right] + g$
		0.6275%	1.016464	2.58%	
	Average			2.60%	
	Growth rate			6.75%	
	K			9.35%	

**Historical Growth Rates**  
Earnings Per Share, Dividends Per Share,  
Book Value Per Share, and Cash Flow Per Share

<b>Gas Group</b>	<b>Earnings per Share</b>		<b>Dividends per Share</b>		<b>Book Value per Share</b>		<b>Cash Flow per Share</b>	
	<b>Value Line</b>		<b>Value Line</b>		<b>Value Line</b>		<b>Value Line</b>	
	<b>5 Year</b>	<b>10 Year</b>	<b>5 Year</b>	<b>10 Year</b>	<b>5 Year</b>	<b>10 Year</b>	<b>5 Year</b>	<b>10 Year</b>
Atmos Energy Corp.	8.00%	6.00%	3.50%	2.50%	5.50%	5.00%	5.00%	4.50%
Chesapeake Utilities Corp.	9.00%	9.00%	5.50%	4.00%	8.50%	9.00%	10.00%	8.00%
New Jersey Resources Corp.	8.00%	7.50%	6.50%	7.50%	7.50%	7.50%	9.50%	7.00%
Northwest Natural Gas	-4.50%	-	2.00%	3.50%	2.00%	3.00%	-0.50%	1.50%
One Gas, Inc.	-	-	-	-	-	-	-	-
South Jersey Industries, Inc.	1.50%	4.00%	8.50%	9.00%	9.00%	8.00%	4.50%	6.50%
Southwest Gas Corp.	6.50%	6.50%	10.00%	7.00%	5.50%	5.50%	6.50%	4.50%
Spire, Inc.	4.00%	4.00%	4.00%	3.50%	9.00%	7.50%	7.00%	6.00%
<b>Average</b>	<b>4.64%</b>	<b>6.17%</b>	<b>5.71%</b>	<b>5.29%</b>	<b>6.71%</b>	<b>6.50%</b>	<b>6.00%</b>	<b>5.43%</b>

Source of Information: Value Line Investment Survey, December 4, 2015

**Analysts' Five-Year Projected Growth Rates**  
Earnings Per Share, Dividends Per Share,  
**Book Value Per Share, and Cash Flow Per Share**

<b>Gas Group</b>	<b>I/B/E/S First Call</b>	<b>Reuters</b>	<b>Zacks</b>	<b>Morningstar</b>	<b>SNL</b>	<b>Value Line</b>				
						<b>Earnings Per Share</b>	<b>Dividends Per Share</b>	<b>Book Value Per Share</b>	<b>Cash Flow Per Share</b>	<b>Percent Retained to Common Equity</b>
Atmos Energy Corp.	6.50%	6.50%	7.00%	7.50%	7.00%	6.00%	6.50%	3.50%	4.50%	5.50%
Chesapeake Utilities Corp.	8.10%	7.20%	6.00%	8.10%	6.50%	8.00%	5.50%	5.50%	7.00%	8.00%
New Jersey Resources Corp.	6.00%	-	6.00%	8.80%	6.00%	2.00%	3.50%	6.00%	2.50%	5.50%
Northwest Natural Gas	4.00%	-	4.50%	-	5.00%	7.00%	1.00%	2.00%	3.50%	3.50%
One Gas, Inc.	6.00%	6.00%	5.70%	-	5.40%	9.50%	13.50%	3.00%	7.50%	4.00%
South Jersey Industries, Inc.	6.00%	-	10.00%	10.00%	9.00%	5.50%	4.00%	6.00%	5.00%	3.50%
Southwest Gas Corp.	4.00%	-	5.90%	-	4.00%	8.00%	7.50%	7.00%	7.00%	5.00%
Spire, Inc.	4.52%	4.52%	5.00%	-	4.75%	8.00%	5.00%	4.50%	7.00%	4.50%
<b>Average</b>	<b>5.64%</b>	<b>6.06%</b>	<b>6.26%</b>	<b>8.60%</b>	<b>5.96%</b>	<b>6.75%</b>	<b>5.81%</b>	<b>4.69%</b>	<b>5.50%</b>	<b>4.94%</b>

Source of Information :  
 Yahoo Finance, December 20, 2017  
 Reuters.com, December 20, 2017  
 Zacks, January 6, 2016  
 Morningstar, December 20, 2017  
 SNL, December 21, 2017  
 Value Line Investment Survey, December 1, 2017

**Gas Group**  
**Financial Risk Adjustment**

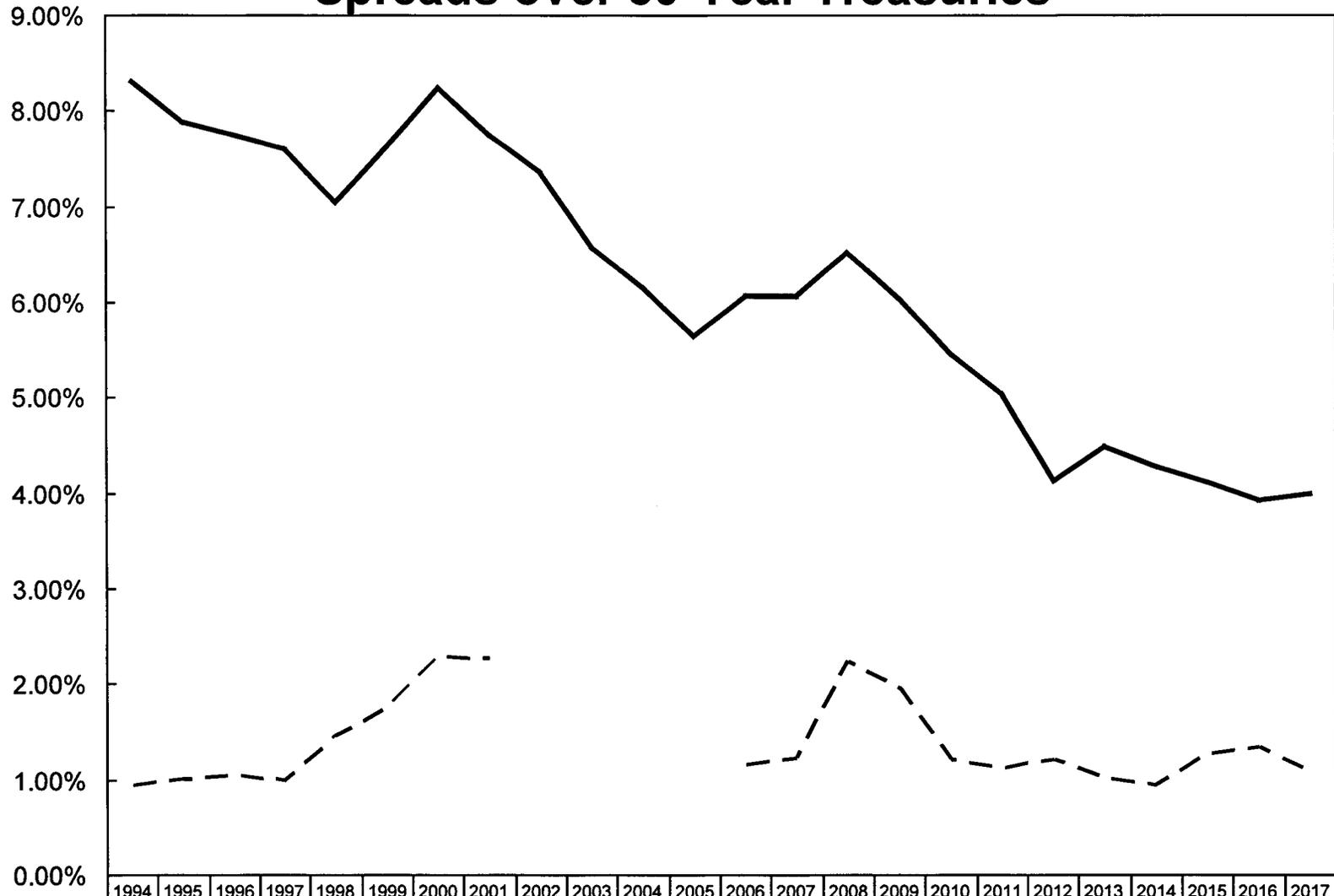
Fiscal Year	ATMOS Energy	Chesapeake	New Jersey	Northwest	ONE Gas Inc	South Jersey	Southwest Gas	Spire Inc.	Average										
	(NYSE:ATO)	Utilities (NYSE:CPK)	Resources (NYSE:NJR)	Natural Gas (NYSE:NWN)	(NYSE:OGS)	Industries (NYSE:SJI)	(SWX)	(NYSE:SR)											
	09/30/16	12/31/16	09/30/16	12/31/16	12/31/16	12/31/16	12/31/16	09/30/14											
<b>Capitalization at Fair Values</b>																			
Debt(D)	2,844,990	161,500	1,131,077	793,339	1,200,000	1,080,800	1,679,805	2,257,100	1,393,576										
Preferred(P)	0	0	0	0	0	0	0	0	0										
Equity(E)	7,739,709	1,091,519	2,744,179	1,712,074	3,344,037	2,677,616	3,638,076	2,862,295	3,226,188										
Total	10,584,699	1,253,019	3,875,256	2,505,413	4,544,037	3,758,416	5,317,881	5,119,395	4,619,764										
<b>Capital Structure Ratios</b>																			
Debt(D)	26.88%	12.89%	29.19%	31.66%	26.41%	28.76%	31.59%	44.09%	28.93%										
Preferred(P)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%										
Equity(E)	73.12%	87.11%	70.81%	68.34%	73.59%	71.24%	68.41%	55.91%	71.07%										
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%										
<b>Common Stock</b>																			
Issued	103,930,560	16,303,499	86,086,355	28,630,000	52,598,005	79,478,055	47,482,068	45,650,642											
Treasury	0.000	0.000	2,575.139	0.000	314.745	0.000	0.000	0.000											
Outstanding	103,930,560	16,303,499	83,511,216	28,630,000	52,283,260	79,478,055	47,482,068	45,650,642											
Market Price	\$ 74.47	\$ 66.95	\$ 32.86	\$ 59.80	\$ 63.96	\$ 33.69	\$ 76.62	\$ 62.70											
<b>Capitalization at Carrying Amounts</b>																			
Debt(D)	2,460,000	145,900	1,082,845	719,323	1,200,000	1,039,900	1,600,084	2,083,700	1,291,469										
Preferred(P)	0	0	0	0	0	0	0	0	0										
Equity(E)	3,463,059	446,086	1,166,591	850,497	1,888,280	1,289,240	1,661,273	1,768,200	1,568,653										
Total	5,923,059	591,986	2,249,436	1,569,820	3,088,280	2,329,140	3,261,357	3,851,900	2,858,122										
<b>Capital Structure Ratios</b>																			
Debt(D)	41.53%	24.65%	48.14%	45.82%	38.86%	44.65%	49.06%	54.10%	43.35%										
Preferred(P)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%										
Equity(E)	58.47%	75.35%	51.86%	54.18%	61.14%	55.35%	50.94%	45.90%	56.65%										
Total	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%										
<b>Betas</b>																			
Value Line	0.70	0.70	0.80	0.70	0.70	0.85	0.80	0.70	0.74										
<b>Hamada</b>																			
BI	=	Bu	[1+	(1 - t)	D/E	+	P/E	]											
0.74	=	Bu	[1+	(1-0.21)	0.4071	+	0.0000	]											
0.74	=	Bu	[1+	0.79	0.4071	+	0.0000	]											
0.74	=	Bu	1.3216																
0.56	=	Bu																	
<b>Hamada</b>																			
BI	=	0.56	[1+	(1 - t)	D/E	+	P/E	]											
BI	=	0.56	[1+	0.79	0.7653	+	0.0000	]											
BI	=	0.56	1.6046																
BI	=	0.90																	
<b>M&amp;M</b>																			
ku	=	ke	- (((	ku	-	i	)	1-t	)	D	/	E	-	(ku	- d	)	P	/	E
8.02%	=	9.35%	- (((	8.02%	-	3.88%	)	0.79	)	28.93%	/	71.07%	-	8.02%	- 5.68%	)	0.00%	/	71.07%
8.02%	=	9.35%	- (((	4.14%	-		)	0.79	)	0.4071	/		-	2.34%	-				
8.02%	=	9.35%	- ((	3.27%	-		)		)	0.4071	/		-	2.34%	-				
8.02%	=	9.35%	-	1.33%	-						/		-	0.00%	-				
<b>M&amp;M</b>																			
ke	=	ku	+ (((	ku	-	i	)	1-t	)	D	/	E	+	(ku	- d	)	P	/	E
10.52%	=	8.02%	+ (((	8.02%	-	3.88%	)	0.79	)	43.35%	/	56.65%	+	8.02%	- 5.68%	)	0.00%	/	56.65%
10.52%	=	8.02%	+ (((	4.14%	-		)	0.79	)	0.7653	/		+	2.34%	-				
10.52%	=	8.02%	+ ((	3.27%	-		)		)	0.7653	/		+	2.34%	-				
10.52%	=	8.02%	+	2.50%	-						/		+	0.00%	-				

**Interest Rates for Investment Grade Public Utility Bonds  
Yearly for 2012-2016  
and the Twelve Months Ended December 2017**

<u>Years</u>	<u>Aa Rated</u>	<u>A Rated</u>	<u>Baa Rated</u>	<u>Average</u>
2012	3.83%	4.13%	4.86%	4.27%
2013	4.24%	4.48%	4.98%	4.57%
2014	4.19%	4.28%	4.80%	4.42%
2015	4.00%	4.12%	5.03%	4.38%
2016	3.73%	3.93%	4.68%	4.11%
<b>Five-Year Average</b>	<u>4.00%</u>	<u>4.19%</u>	<u>4.87%</u>	<u>4.35%</u>
<b><u>Months</u></b>				
Jan-17	3.96%	4.14%	4.62%	4.24%
Feb-17	3.99%	4.18%	4.58%	4.25%
Mar-17	4.04%	4.23%	4.62%	4.30%
Apr-17	3.93%	4.12%	4.51%	4.19%
May-17	3.94%	4.12%	4.50%	4.19%
Jun-17	3.77%	3.94%	4.32%	4.01%
Jul-17	3.82%	3.99%	4.36%	4.06%
Aug-17	3.67%	3.86%	4.23%	3.92%
Sep-17	3.70%	3.87%	4.24%	3.93%
Oct-17	3.74%	3.91%	4.26%	3.97%
Nov-17	3.65%	3.83%	4.16%	3.88%
Dec-17	3.62%	3.79%	4.14%	3.85%
<b>Twelve-Month Average</b>	<u>3.82%</u>	<u>4.00%</u>	<u>4.38%</u>	<u>4.07%</u>
<b>Six-Month Average</b>	<u>3.70%</u>	<u>3.88%</u>	<u>4.23%</u>	<u>3.94%</u>
<b>Three-Month Average</b>	<u>3.67%</u>	<u>3.84%</u>	<u>4.19%</u>	<u>3.90%</u>

Source: Mergent Bond Record

# Yields on A-rated Public Utility Bonds and Spreads over 30-Year Treasuries



— A-rated Public Utility	8.31%	7.89%	7.75%	7.60%	7.04%	7.62%	8.24%	7.76%	7.37%	6.58%	6.16%	5.65%	6.07%	6.07%	6.53%	6.04%	5.46%	5.04%	4.13%	4.48%	4.28%	4.12%	3.93%	4.00%
- - Spread vs. 30-year	0.94%	1.01%	1.04%	0.99%	1.46%	1.75%	2.30%	2.27%					1.16%	1.23%	2.25%	1.96%	1.21%	1.13%	1.21%	1.03%	0.94%	1.28%	1.34%	1.10%

**A-rated Public Utility Bonds over 30-Year Treasuries**

A-rated Public Utility				30-Year Treasuries				A-rated Public Utility				30-Year Treasuries				A-rated Public Utility				30-Year Treasuries							
Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread	Year	A-rated Public Utility	Yield	Spread
Jan-99	6.97%	5.16%	1.81%	Jan-03	7.07%			Jan-07	5.96%	4.85%	1.11%	Jan-11	5.57%	4.52%	1.05%	Jan-15	3.58%	2.46%	1.12%								
Feb-99	7.09%	5.37%	1.72%	Feb-03	6.93%			Feb-07	5.90%	4.82%	1.08%	Feb-11	5.68%	4.65%	1.03%	Feb-15	3.67%	2.57%	1.10%								
Mar-99	7.26%	5.58%	1.68%	Mar-03	6.79%			Mar-07	5.85%	4.72%	1.13%	Mar-11	5.56%	4.51%	1.05%	Mar-15	3.74%	2.63%	1.11%								
Apr-99	7.22%	5.55%	1.67%	Apr-03	6.64%			Apr-07	5.97%	4.87%	1.10%	Apr-11	5.55%	4.50%	1.05%	Apr-15	3.75%	2.59%	1.16%								
May-99	7.47%	5.81%	1.66%	May-03	6.36%			May-07	5.99%	4.90%	1.09%	May-11	5.32%	4.29%	1.03%	May-15	4.17%	2.96%	1.21%								
Jun-99	7.74%	6.04%	1.70%	Jun-03	6.21%			Jun-07	6.30%	5.20%	1.10%	Jun-11	5.26%	4.23%	1.03%	Jun-15	4.39%	3.11%	1.28%								
Jul-99	7.71%	5.98%	1.73%	Jul-03	6.57%			Jul-07	6.25%	5.11%	1.14%	Jul-11	5.27%	4.27%	1.00%	Jul-15	4.40%	3.07%	1.33%								
Aug-99	7.91%	6.07%	1.84%	Aug-03	6.78%			Aug-07	6.24%	4.93%	1.31%	Aug-11	4.69%	3.65%	1.04%	Aug-15	4.25%	2.86%	1.39%								
Sep-99	7.93%	6.07%	1.86%	Sep-03	6.56%			Sep-07	6.18%	4.79%	1.39%	Sep-11	4.48%	3.18%	1.30%	Sep-15	4.39%	2.95%	1.44%								
Oct-99	8.06%	6.26%	1.80%	Oct-03	6.43%			Oct-07	6.11%	4.77%	1.34%	Oct-11	4.52%	3.13%	1.39%	Oct-15	4.29%	2.89%	1.40%								
Nov-99	7.94%	6.15%	1.79%	Nov-03	6.37%			Nov-07	5.97%	4.52%	1.45%	Nov-11	4.25%	3.02%	1.23%	Nov-15	4.40%	3.03%	1.37%								
Dec-99	8.14%	6.35%	1.79%	Dec-03	6.27%			Dec-07	6.16%	4.53%	1.63%	Dec-11	4.33%	2.98%	1.35%	Dec-15	4.35%	2.97%	1.38%								
Jan-00	8.35%	6.63%	1.72%	Jan-04	6.15%			Jan-08	6.02%	4.33%	1.69%	Jan-12	4.34%	3.03%	1.31%	Jan-16	4.27%	2.86%	1.41%								
Feb-00	8.25%	6.23%	2.02%	Feb-04	6.15%			Feb-08	6.21%	4.52%	1.69%	Feb-12	4.36%	3.11%	1.25%	Feb-16	4.11%	2.62%	1.49%								
Mar-00	8.28%	6.05%	2.23%	Mar-04	5.97%			Mar-08	6.21%	4.39%	1.82%	Mar-12	4.48%	3.28%	1.20%	Mar-16	4.16%	2.68%	1.48%								
Apr-00	8.29%	5.85%	2.44%	Apr-04	6.35%			Apr-08	6.29%	4.44%	1.85%	Apr-12	4.40%	3.18%	1.22%	Apr-16	4.00%	2.62%	1.38%								
May-00	8.70%	6.15%	2.55%	May-04	6.62%			May-08	6.28%	4.60%	1.68%	May-12	4.20%	2.93%	1.27%	May-16	3.93%	2.63%	1.30%								
Jun-00	8.36%	5.93%	2.43%	Jun-04	6.46%			Jun-08	6.38%	4.69%	1.69%	Jun-12	4.08%	2.70%	1.38%	Jun-16	3.78%	2.45%	1.33%								
Jul-00	8.25%	5.85%	2.40%	Jul-04	6.27%			Jul-08	6.40%	4.57%	1.83%	Jul-12	3.93%	2.59%	1.34%	Jul-16	3.57%	2.23%	1.34%								
Aug-00	8.13%	5.72%	2.41%	Aug-04	6.14%			Aug-08	6.37%	4.50%	1.87%	Aug-12	4.00%	2.77%	1.23%	Aug-16	3.59%	2.26%	1.33%								
Sep-00	8.23%	5.83%	2.40%	Sep-04	5.98%			Sep-08	6.49%	4.27%	2.22%	Sep-12	4.02%	2.88%	1.14%	Sep-16	3.66%	2.35%	1.31%								
Oct-00	8.14%	5.80%	2.34%	Oct-04	5.94%			Oct-08	7.56%	4.17%	3.39%	Oct-12	3.91%	2.90%	1.01%	Oct-16	3.77%	2.50%	1.27%								
Nov-00	8.11%	5.78%	2.33%	Nov-04	5.97%			Nov-08	7.60%	4.00%	3.60%	Nov-12	3.84%	2.80%	1.04%	Nov-16	4.08%	2.86%	1.22%								
Dec-00	7.84%	5.49%	2.35%	Dec-04	5.92%			Dec-08	6.52%	2.87%	3.65%	Dec-12	4.00%	2.88%	1.12%	Dec-16	4.27%	3.11%	1.16%								
Jan-01	7.80%	5.54%	2.26%	Jan-05	5.78%			Jan-09	6.39%	3.13%	3.26%	Jan-13	4.15%	3.08%	1.07%	Jan-17	4.14%	3.02%	1.12%								
Feb-01	7.74%	5.45%	2.29%	Feb-05	5.61%			Feb-09	6.30%	3.59%	2.71%	Feb-13	4.18%	3.17%	1.01%	Feb-17	4.18%	3.03%	1.15%								
Mar-01	7.68%	5.34%	2.34%	Mar-05	5.83%			Mar-09	6.42%	3.64%	2.78%	Mar-13	4.20%	3.16%	1.04%	Mar-17	4.23%	3.08%	1.15%								
Apr-01	7.94%	5.65%	2.29%	Apr-05	5.64%			Apr-09	6.48%	3.76%	2.72%	Apr-13	4.00%	2.93%	1.07%	Apr-17	4.12%	2.94%	1.18%								
May-01	7.99%	5.78%	2.21%	May-05	5.53%			May-09	6.49%	4.23%	2.26%	May-13	4.17%	3.11%	1.06%	May-17	4.12%	2.96%	1.16%								
Jun-01	7.85%	5.67%	2.18%	Jun-05	5.40%			Jun-09	6.20%	4.52%	1.68%	Jun-13	4.53%	3.40%	1.13%	Jun-17	3.94%	2.80%	1.14%								
Jul-01	7.78%	5.61%	2.17%	Jul-05	5.51%			Jul-09	5.97%	4.41%	1.56%	Jul-13	4.68%	3.61%	1.07%	Jul-17	3.99%	2.88%	1.11%								
Aug-01	7.59%	5.48%	2.11%	Aug-05	5.50%			Aug-09	5.71%	4.37%	1.34%	Aug-13	4.73%	3.76%	0.97%	Aug-17	3.86%	2.80%	1.06%								
Sep-01	7.75%	5.48%	2.27%	Sep-05	5.52%			Sep-09	5.53%	4.19%	1.34%	Sep-13	4.80%	3.79%	1.01%	Sep-17	3.87%	2.78%	1.09%								
Oct-01	7.63%	5.32%	2.31%	Oct-05	5.79%			Oct-09	5.55%	4.19%	1.36%	Oct-13	4.70%	3.68%	1.02%	Oct-17	3.91%	2.88%	1.03%								
Nov-01	7.57%	5.12%	2.45%	Nov-05	5.88%			Nov-09	5.64%	4.31%	1.33%	Nov-13	4.77%	3.80%	0.97%	Nov-17	3.83%	2.80%	1.03%								
Dec-01	7.83%	5.48%	2.35%	Dec-05	5.80%			Dec-09	5.79%	4.49%	1.30%	Dec-13	4.81%	3.89%	0.92%	Dec-17	3.79%	2.77%	1.02%								
Jan-02	7.66%	5.45%	2.21%	Jan-06	5.75%			Jan-10	5.77%	4.60%	1.17%	Jan-14	4.63%	3.77%	0.86%	Average:											
Feb-02	7.54%	5.40%	2.14%	Feb-06	5.82%	4.54%	1.28%	Feb-10	5.87%	4.62%	1.25%	Feb-14	4.53%	3.66%	0.87%	12-months			1.10%								
Mar-02	7.76%			Mar-06	5.98%	4.73%	1.25%	Mar-10	5.84%	4.64%	1.20%	Mar-14	4.51%	3.62%	0.89%	6-months			1.06%								
Apr-02	7.57%			Apr-06	6.29%	5.06%	1.23%	Apr-10	5.81%	4.69%	1.12%	Apr-14	4.41%	3.52%	0.89%	3-months			1.03%								
May-02	7.52%			May-06	6.42%	5.20%	1.22%	May-10	5.50%	4.29%	1.21%	May-14	4.26%	3.39%	0.87%												
Jun-02	7.42%			Jun-06	6.40%	5.15%	1.25%	Jun-10	5.46%	4.13%	1.33%	Jun-14	4.29%	3.42%	0.87%												
Jul-02	7.31%			Jul-06	6.37%	5.13%	1.24%	Jul-10	5.26%	3.98%	1.27%	Jul-14	4.23%	3.33%	0.90%												
Aug-02	7.17%			Aug-06	6.20%	5.00%	1.20%	Aug-10	5.01%	3.80%	1.21%	Aug-14	4.13%	3.20%	0.93%												
Sep-02	7.08%			Sep-06	6.00%	4.85%	1.15%	Sep-10	5.01%	3.77%	1.24%	Sep-14	4.24%	3.26%	0.98%												
Oct-02	7.23%			Oct-06	5.98%	4.85%	1.13%	Oct-10	5.10%	3.87%	1.23%	Oct-14	4.06%	3.04%	1.02%												
Nov-02	7.14%			Nov-06	5.80%	4.69%	1.11%	Nov-10	5.37%	4.19%	1.18%	Nov-14	4.09%	3.04%	1.05%												
Dec-02	7.07%			Dec-06	5.81%	4.68%	1.13%	Dec-10	5.56%	4.42%	1.14%	Dec-14	3.95%	2.83%	1.12%												

**Common Equity Risk Premiums**  
**Years 1926-2016**

	<b><u>Large Common Stocks</u></b>	<b><u>Long- Term Corp. Bonds</u></b>	<b><u>Equity Risk Premium</u></b>	<b><u>Long- Term Govt. Bonds Yields</u></b>
Low Interest Rates	11.97%	4.89%	7.08%	2.96%
Average Across All Interest Rates	11.95%	6.31%	5.64%	5.07%
High Interest Rates	11.93%	7.75%	4.18%	7.22%

Source of Information: 2017 SBBI Yearbook Stocks, Bonds, Bills, and Inflation

**Basic Series**  
**Annual Total Returns (except yields)**

Year	Large Common Stocks	Long- Term Corp. Bonds	Long- Term Govt. Bonds Yields
1940	-9.78%	3.39%	1.94%
1945	36.44%	4.08%	1.99%
1941	-11.59%	2.73%	2.04%
1949	18.79%	3.31%	2.09%
1946	-8.07%	1.72%	2.12%
1950	31.71%	2.12%	2.24%
1939	-0.41%	3.97%	2.26%
1948	5.50%	4.14%	2.37%
1947	5.71%	-2.34%	2.43%
1942	20.34%	2.60%	2.46%
1944	19.75%	4.73%	2.46%
2012	16.00%	10.68%	2.46%
2014	13.69%	17.28%	2.46%
1943	25.90%	2.83%	2.48%
1938	31.12%	6.13%	2.52%
1936	33.92%	6.74%	2.55%
2011	2.11%	17.95%	2.55%
2015	1.38%	-1.02%	2.68%
1951	24.02%	-2.69%	2.69%
1954	52.62%	5.39%	2.72%
2016	11.96%	6.70%	2.72%
1937	-35.03%	2.75%	2.73%
1953	-0.99%	3.41%	2.74%
1935	47.67%	9.61%	2.76%
1952	18.37%	3.52%	2.79%
1934	-1.44%	13.84%	2.93%
1955	31.56%	0.48%	2.95%
2008	-37.00%	8.78%	3.03%
1932	-8.19%	10.82%	3.15%
1927	37.49%	7.44%	3.17%
1957	-10.78%	8.71%	3.23%
1930	-24.90%	7.98%	3.30%
1933	53.99%	10.38%	3.36%
1928	43.61%	2.84%	3.40%
1929	-8.42%	3.27%	3.40%
1956	6.56%	-6.81%	3.45%
1926	11.62%	7.37%	3.54%
2013	32.39%	-7.07%	3.78%
1960	0.47%	9.07%	3.80%
1958	43.36%	-2.22%	3.82%
1962	-8.73%	7.95%	3.95%
1931	-43.34%	-1.85%	4.07%
2010	15.06%	12.44%	4.14%
1961	26.89%	4.82%	4.15%
1963	22.80%	2.19%	4.17%
1964	16.48%	4.77%	4.23%
1959	11.96%	-0.97%	4.47%
1965	12.45%	-0.46%	4.50%
2007	5.49%	2.80%	4.50%
1966	-10.06%	0.20%	4.55%
2009	26.46%	3.02%	4.58%
2005	4.91%	5.87%	4.61%
2002	-22.10%	16.33%	4.84%
2004	10.88%	8.72%	4.84%
2006	15.79%	3.24%	4.91%
2003	28.68%	5.27%	5.11%
1998	28.58%	10.76%	5.42%
1967	23.98%	-4.95%	5.56%
2000	-9.10%	12.87%	5.58%
2001	-11.89%	10.65%	5.75%
1971	14.30%	11.01%	5.97%
1968	11.06%	2.57%	5.98%
1972	18.99%	7.26%	5.99%
1997	33.36%	12.95%	6.02%
1995	37.58%	27.20%	6.03%
1970	3.86%	18.37%	6.48%
1993	10.08%	13.19%	6.54%
1996	22.96%	1.40%	6.73%
1999	21.04%	-7.45%	6.82%
1969	-8.50%	-8.09%	6.87%
1976	23.93%	18.65%	7.21%
1973	-14.69%	1.14%	7.26%
1992	7.62%	9.39%	7.26%
1991	30.47%	19.89%	7.30%
1974	-26.47%	-3.06%	7.60%
1986	18.67%	19.85%	7.89%
1994	1.32%	-5.76%	7.99%
1977	-7.16%	1.71%	8.03%
1975	37.23%	14.64%	8.05%
1989	31.69%	16.23%	8.16%
1990	-3.10%	6.78%	8.44%
1978	6.57%	-0.07%	8.98%
1988	16.61%	10.70%	9.19%
1987	5.25%	-0.27%	9.20%
1985	31.73%	30.09%	9.56%
1979	18.61%	-4.18%	10.12%
1982	21.55%	42.56%	10.95%
1984	6.27%	16.86%	11.70%
1983	22.56%	6.26%	11.97%
1980	32.50%	-2.76%	11.99%
1981	-4.92%	-1.24%	13.34%

**Yields for Treasury Constant Maturities  
Yearly for 2012-2016  
and the Twelve Months Ended December 2017**

<u>Years</u>	<u>1-Year</u>	<u>2-Year</u>	<u>3-Year</u>	<u>5-Year</u>	<u>7-Year</u>	<u>10-Year</u>	<u>20-Year</u>	<u>30-Year</u>
2012	0.17%	0.28%	0.38%	0.76%	1.22%	1.80%	2.54%	2.92%
2013	0.13%	0.31%	0.54%	1.17%	1.74%	2.35%	3.12%	3.45%
2014	0.12%	0.46%	0.90%	1.64%	2.14%	2.54%	3.07%	3.34%
2015	0.32%	0.69%	1.03%	1.53%	1.89%	2.14%	2.55%	2.84%
2016	0.61%	0.84%	1.01%	1.34%	1.64%	1.84%	2.23%	2.60%
<b>Five-Year Average</b>	<u>0.27%</u>	<u>0.52%</u>	<u>0.77%</u>	<u>1.29%</u>	<u>1.73%</u>	<u>2.13%</u>	<u>2.70%</u>	<u>3.03%</u>
<b>Months</b>								
Jan-17	0.83%	1.21%	1.48%	1.92%	2.23%	2.43%	2.75%	3.02%
Feb-17	0.82%	1.20%	1.47%	1.90%	2.22%	2.42%	2.76%	3.03%
Mar-17	1.01%	1.31%	1.59%	2.01%	2.30%	2.48%	2.83%	3.08%
Apr-17	1.04%	1.24%	1.44%	1.82%	2.10%	2.30%	2.67%	2.94%
May-17	1.12%	1.30%	1.48%	1.84%	2.11%	2.30%	2.70%	2.96%
Jun-17	1.20%	1.34%	1.49%	1.77%	2.01%	2.19%	2.54%	2.80%
Jul-17	1.22%	1.37%	1.54%	1.87%	2.13%	2.32%	2.65%	2.88%
Aug-17	1.23%	1.34%	1.48%	1.78%	2.03%	2.21%	2.55%	2.80%
Sep-17	1.28%	1.38%	1.51%	1.80%	2.03%	2.20%	2.53%	2.78%
Oct-17	1.40%	1.55%	1.68%	1.98%	2.20%	2.36%	2.65%	2.88%
Nov-17	1.56%	1.70%	1.81%	2.05%	2.23%	2.35%	2.60%	2.80%
Dec-17	1.70%	1.84%	1.96%	2.18%	2.32%	2.40%	2.60%	2.77%
<b>Twelve-Month Average</b>	<u>1.20%</u>	<u>1.40%</u>	<u>1.58%</u>	<u>1.91%</u>	<u>2.16%</u>	<u>2.33%</u>	<u>2.65%</u>	<u>2.90%</u>
<b>Six-Month Average</b>	<u>1.40%</u>	<u>1.53%</u>	<u>1.66%</u>	<u>1.94%</u>	<u>2.16%</u>	<u>2.31%</u>	<u>2.60%</u>	<u>2.82%</u>
<b>Three-Month Average</b>	<u>1.55%</u>	<u>1.70%</u>	<u>1.82%</u>	<u>2.07%</u>	<u>2.25%</u>	<u>2.37%</u>	<u>2.62%</u>	<u>2.82%</u>

Source: Federal Reserve statistical release H.15

**Measures of the Risk-Free Rate & Corporate Bond Yields**

The forecast of Treasury and Corporate yields  
per the consensus of nearly 50 economists  
reported in the Blue Chip Financial Forecasts dated January 1, 2018

Year	Quarter	Treasury					Corporate	
		1-Year Bill	2-Year Note	5-Year Note	10-Year Note	30-Year Bond	Aaa Bond	Baa Bond
2018	First	1.7%	1.9%	2.3%	2.6%	3.0%	3.8%	4.5%
2018	Second	1.9%	2.1%	2.4%	2.7%	3.1%	4.0%	4.7%
2018	Third	2.1%	2.2%	2.5%	2.8%	3.3%	4.2%	4.9%
2018	Fourth	2.3%	2.4%	2.7%	2.9%	3.4%	4.4%	5.1%
2019	First	2.5%	2.6%	2.8%	3.1%	3.5%	4.5%	5.2%
2019	Second	2.6%	2.7%	2.9%	3.2%	3.6%	4.6%	5.4%

**Measures of the Market Premium**

Value Line Return

As of:	Dividend Yield	Median Appreciation Potential	Median Total Return
29-Dec-17	1.9%	+ 5.74%	= 7.64%

DCF Result for the S&P 500 Composite

D/P	( 1+.5g )	+	g	=	k
1.84%	( 1.0495 )	+	9.90%	=	11.83%

where:	Price (P)	at	31-Dec-17	=	2673.61
	Dividend (D)	for	3rd Qtr. '17	=	12.31
	Dividend (D)		annualized	=	49.24
	Growth (g)	by	Morningstar	=	9.90%

Summary

Value Line			
S&P 500			11.83%
Average			11.83%
Risk-free Rate of Return (Rf)			3.75%
Forecast Market Premium			8.08%
Historical Market Premium (Rm)		(Rf)	
1926-2016 Arith. mean	11.96%	4.02%	7.94%
Average - Forecast/Historical			8.01%

**Exhibit 7.8:** Size-Decile Portfolios of the NYSE/NYSE MKT/NASDAQ Long-Term Returns in Excess of CAPM  
1926–2016

<b>Size Grouping</b>	<b>OLS Beta</b>	<b>Arithmetic Mean</b>	<b>Return in Excess of Risk-free Rate (actual)</b>	<b>Return in Excess of Risk-free Rate (as predicted by CAPM)</b>	<b>Size Premium</b>
Mid-Cap (3–5)	1.12	13.82%	8.80%	7.79%	1.02%
Low-Cap (6–8)	1.22	15.26%	10.24%	8.49%	1.75%
Micro-Cap (9–10)	1.35	18.04%	13.02%	9.35%	3.67%
<b>Breakdown of Deciles 1–10</b>					
1-Largest	0.92	11.05%	6.04%	6.38%	-0.35%
2	1.04	12.82%	7.81%	7.19%	0.61%
3	1.11	13.57%	8.55%	7.66%	0.89%
4	1.13	13.80%	8.78%	7.80%	0.98%
5	1.17	14.62%	9.60%	8.09%	1.51%
6	1.17	14.81%	9.79%	8.14%	1.66%
7	1.25	15.41%	10.39%	8.67%	1.72%
8	1.30	16.14%	11.12%	9.04%	2.08%
9	1.34	16.97%	11.96%	9.28%	2.68%
10-Smallest	1.39	20.27%	15.25%	9.66%	5.59%

Betas are estimated from monthly returns in excess of the 30-day U.S. Treasury bill total return, January 1926–December 2016. Historical riskless rate measured by the 91-year arithmetic mean income return component of 20-year government bonds (5.02%). Calculated in the context of the CAPM by multiplying the equity risk premium by beta. The equity risk premium is estimated by the arithmetic mean total return of the S&P 500 (11.95%) minus the arithmetic mean income return component of 20-year government bonds (5.02%) from 1926–2016. Source: Morningstar Direct and CRSP. Calculated based on data from CRSP US Stock Database and CRSP US Indices Database ©2017 Center for Research. Used with permission. All calculations performed by Duff & Phelps, LLC.

**Comparable Earnings Approach**

Using Non-Utility Companies with

Timeliness of 2, 3 & 4; Safety Rank of 1, 2 & 3; Financial Strength of B++, A & A+;

Price Stability of 75 to 100; Betas of .70 to .85; and Technical Rank of 2 & 3

Company	Industry	Timeliness Rank	Safety Rank	Financial Strength	Price Stability	Beta	Technical Rank
ABM Industries Inc	Industrial Services	3	2	B++	85	0.80	2
Allstate Corporation	Insurance (Prop/Cas.)	2	1	A+	100	0.85	2
Brown Forman Corp (Class B)	Beverage	2	1	A	95	0.85	2
CBOE Holdings Inc	Brokers & Exchanges	2	2	B++	85	0.70	3
Colgate Palmolive Co	Household Products	4	1	A+	100	0.80	3
Costco Wholesale Corporation	Retail Store	3	1	A+	95	0.80	2
Campbell Soup Co	Food Processing	4	2	B++	95	0.70	3
Dr Pepper Snapple Group Inc	Beverage	4	2	A	100	0.75	3
Darden Restaurants Inc	Restaurant	3	3	B++	75	0.85	3
Estee Lauder Companies Inc	Toiletries/Cosmetics	2	2	A	95	0.85	3
Erie Indemnity Company	Insurance (Prop/Cas.)	3	2	B++	95	0.80	2
Hormel Foods Corporation	Food Processing	4	2	A	85	0.75	3
Hershey Company	Food Processing	3	2	B++	95	0.75	2
J and J Snack Foods Corp	Food Processing	2	2	A	95	0.80	2
Jack Henry and Associates Inc	IT Services	2	1	A+	100	0.85	3
Lancaster Colony Corporation	Food Processing	4	2	A	85	0.85	2
McCormick and Co	Food Processing	3	1	A	100	0.80	3
Progressive Corp.	Insurance (Prop/Cas.)	2	2	B++	100	0.85	3
Philip Morris International Inc	Tobacco	3	2	B++	95	0.75	3
Republic Services Inc	Environmental	2	2	B++	100	0.80	3
Sysco Corp	Retail/Wholesale Food	3	1	A+	95	0.75	2
Teleflex Inc	Med Supp Invasive	2	1	A	90	0.85	3
United Parcel Service	Air Transport	3	1	A	100	0.85	3
VeriSign Inc	Internet	2	3	B++	80	0.85	2
WD 40 Co	Household Products	3	2	A	85	0.85	2
Waste Management	Environmental	2	1	A	100	0.80	3
WR Berkley Corp	Insurance (Prop/Cas.)	4	1	A	100	0.85	2
West Pharmaceutical Services Inc	Med Supp Non-Invasive	3	2	A	80	0.85	3
<b>Average</b>		<b>3</b>	<b>2</b>	<b>A</b>	<b>93</b>	<b>0.81</b>	<b>3</b>
<b>Gas Group</b>	<b>Average</b>	<b>3</b>	<b>2</b>	<b>A</b>	<b>88</b>	<b>0.74</b>	<b>3</b>

Source of Information: Value Line Investment Survey for Windows, January 2018

**Comparable Earnings Approach**  
Five -Year Average Historical Earned Returns  
for Years 2012-2016 and  
Projected 3-5 Year Returns

Company	2012	2013	2014	2015	2016	Average	Projected 2019-21
ABM Industries Inc	9.0%	9.3%	9.1%	9.2%	10.2%	9.4%	17.5%
Allstate Corporation	10.4%	12.8%	10.7%	10.6%	9.0%	10.7%	12.0%
Brown Forman Corp (Class B)	35.4%	32.4%	35.9%	45.3%	48.8%	39.6%	49.5%
CBOE Holdings Inc	65.8%	61.9%	75.9%	79.0%	58.4%	68.2%	12.5%
Colgate Palmolive Co	NMF	NMF	NMF	NMF	NMF	-	NMF
Costco Wholesale Corporation	14.1%	18.2%	16.7%	22.0%	19.5%	18.1%	22.0%
Campbell Soup Co	87.2%	64.6%	49.5%	60.2%	59.9%	64.3%	29.5%
Dr Pepper Snapple Group Inc	26.9%	26.5%	30.6%	35.0%	40.1%	31.8%	32.0%
Darden Restaurants Inc	25.9%	20.0%	8.5%	14.7%	23.4%	18.5%	26.0%
Estee Lauder Companies Inc	33.0%	31.0%	31.2%	29.9%	31.2%	31.3%	45.5%
Erie Indemnity Company	-	-	23.8%	22.7%	25.9%	24.1%	26.5%
Hormel Foods Corporation	17.7%	15.9%	16.7%	17.9%	20.0%	17.6%	18.5%
Hershey Company	71.4%	52.6%	61.6%	91.2%	120.7%	79.5%	48.5%
J and J Snack Foods Corp	11.4%	12.5%	12.8%	11.7%	11.9%	12.1%	12.0%
Jack Henry and Associates Inc	15.8%	16.5%	19.4%	21.3%	25.0%	19.6%	21.0%
Lancaster Colony Corporation	17.0%	21.8%	19.1%	17.5%	23.7%	19.8%	25.5%
McCormick and Co	24.0%	21.5%	24.4%	26.9%	29.7%	25.3%	22.5%
Progressive Corp.	11.7%	14.8%	16.5%	15.2%	11.8%	14.0%	18.0%
Philip Morris International Inc	NMF	NMF	NMF	NMF	NMF	-	NMF
Republic Services Inc	8.6%	9.0%	9.0%	9.3%	9.9%	9.2%	10.5%
Sysco Corp	23.9%	19.1%	17.7%	20.9%	34.9%	23.3%	83.0%
Teleflex Inc	7.4%	7.9%	10.0%	11.8%	11.1%	9.6%	13.0%
United Parcel Service	67.5%	NMF	NMF	NMF	NMF	67.5%	NMF
VeriSign Inc	-	-	-	-	-	-	NMF
WD 40 Co	19.1%	22.2%	25.8%	28.4%	37.5%	26.6%	32.0%
Waste Management	15.2%	17.7%	19.7%	21.6%	24.5%	19.7%	28.0%
WR Berkley Corp	8.8%	9.7%	10.6%	9.7%	8.9%	9.5%	10.0%
West Pharmaceutical Services Inc	13.3%	12.4%	13.3%	9.3%	12.9%	12.2%	15.0%
Average						27.3%	26.3%
Average (excluding companies with values >20%)						11.6%	14.1%

### Comparable Earnings Approach

#### Screening Parameters

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##### Timeliness Rank

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The rank for a stock's probable relative market performance in the year ahead. Stocks ranked 1 (Highest) or 2 (Above Average) are likely to outpace the year-ahead market. Those ranked 4 (Below Average) or 5 (Lowest) are not expected to outperform most stocks over the next 12 months. Stocks ranked 3 (Average) will probably advance or decline with the market in the year ahead. Investors should try to limit purchases to stocks ranked 1 (Highest) or 2 (Above Average) for Timeliness.

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##### Safety Rank

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A measure of potential risk associated with individual common stocks rather than large diversified portfolios (for which Beta is good risk measure). Safety is based on the stability of price, which includes sensitivity to the market (see Beta) as well as the stock's inherent volatility, adjusted for trend and other factors including company size, the penetration of its markets, product market volatility, the degree of financial leverage, the earnings quality, and the overall condition of the balance sheet. Safety Ranks range from 1 (Highest) to 5 (Lowest). Conservative investors should try to limit purchases to equities ranked 1 (Highest) or 2 (Above Average) for Safety.

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##### Financial Strength

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The financial strength of each of the more than 1,600 companies in the VS II data base is rated relative to all the others. The ratings range from A++ to C in nine steps. (For screening purposes, think of an A rating as "greater than" a B). Companies that have the best relative financial strength are given an A++ rating, indicating ability to weather hard times better than the vast majority of other companies. Those who don't quite merit the top rating are given an A+ grade, and so on. A rating as low as C++ is considered satisfactory. A rating of C+ is well below average, and C is reserved for companies with very serious financial problems. The ratings are based upon a computer analysis of a number of key variables that determine (a) financial leverage, (b) business risk, and (c) company size, plus the judgment of Value Line's analysts and senior editors regarding factors that cannot be quantified across-the-board for companies. The primary variables that are indexed and studied include equity coverage of debt, equity coverage of intangibles, "quick ratio", accounting methods, variability of return, fixed charge coverage, stock price stability, and company size.

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##### Price Stability Index

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An index based upon a ranking of the weekly percent changes in the price of the stock over the last five years. The lower the standard deviation of the changes, the more stable the stock. Stocks ranking in the top 5% (lowest standard deviations) carry a Price Stability Index of 100; the next 5%, 95; and so on down to 5. One standard deviation is the range around the average weekly percent change in the price that encompasses about two thirds of all the weekly percent change figures over the last five years. When the range is wide, the standard deviation is high and the stock's Price Stability Index is low.

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##### Beta

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A measure of the sensitivity of the stock's price to overall fluctuations in the New York Stock Exchange Composite Average. A Beta of 1.50 indicates that a stock tends to rise (or fall) 50% more than the New York Stock Exchange Composite Average. Use Beta to measure the stock market risk inherent in any diversified portfolio of, say, 15 or more companies. Otherwise, use the Safety Rank, which measures total risk inherent in an equity, including that portion attributable to market fluctuations. Beta is derived from a least squares regression analysis between weekly percent changes in the price of a stock and weekly percent changes in the NYSE Average over a period of five years. In the case of shorter price histories, a smaller time period is used, but two years is the minimum. The Betas are periodically adjusted for their long-term tendency to regress toward 1.00.

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##### Technical Rank

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A prediction of relative price movement, primarily over the next three to six months. It is a function of price action relative to all stocks followed by Value Line. Stocks ranked 1 (Highest) or 2 (Above Average) are likely to outpace the market. Those ranked 4 (Below Average) or 5 (Lowest) are not expected to outperform most stocks over the next six months. Stocks ranked 3 (Average) will probably advance or decline with the market. Investors should use the Technical and Timeliness Ranks as complements to one another.

COLUMBIA GAS OF PENNSYLVANIA, INC.  
53.53 II. RATE OF RETURN  
A. ALL UTILITIES

1. Provide capitalization and capitalization ratios for the last five-year period and projected through the next two years. (With short-term debt and without short-term debt.) (Company, Parent and System [consolidated].)
  - a. Provide year-end interest coverage before and after taxes for the last three years and at latest date. (Indenture and SEC Basis.) (Company, Parent and System [consolidated].)
  - b. Provide year-end preferred stock dividend coverage for the last three years and at latest date (Charter and SEC Basis).

Response:

1. Capitalization and capitalization ratios for the last five year period are provided on page 2 (Company) and page 3 (NiSource Inc.).
  - a. Interest coverage ratios are provided on page 4 (Company) and page 5 (NiSource Inc.).
  - b. Preferred stock dividend coverage for the last 3 years and at latest date for NiSource Inc. are as follows:

<i>In millions</i>	2014	2015	2016	2017
Net Income				
Required Preferred Dividend Payment				
Preferred Stock dividend coverage	N/A (1)	N/A (1)	N/A (1)	N/A (1)

(1) All outstanding cumulative preferred stock was redeemed in 2006.

COLUMBIA GAS OF PENNSYLVANIA, INC.  
Capitalization and Capitalization Ratios  
As Ratios

Line No.	As of	With Short Term Debt		Without Short Term Debt	
		Amount (1) \$000	Ratio (2) %	Amount (3) \$000	Ratio (4) %
1	November 30, 2013				
2	Common Equity (a)	461,318	52.92	461,318	53.47
3	Long-Term Debt	401,390	46.05	401,390	46.53
4	Short-Term Debt (b)	8,956	1.04	0	0.00
5	Total	871,664	100.00	862,708	100.00
6	November 30, 2014				
7	Common Equity (a)	525,099	53.30	525,099	56.07
8	Long-Term Debt	411,390	41.76	411,390	43.93
9	Short-Term Debt (b)	48,598	4.93	0	0.00
10	Total	985,088	100.00	936,489	100.00
11	November 30, 2015				
12	Common Equity (a)	591,895	52.94	591,895	53.52
13	Long-Term Debt	514,040	45.97	514,040	46.48
14	Short-Term Debt (b)	12,192	1.09	0	0.00
15	Total	1,118,127	100.00	1,105,935	100.00
16	November 30, 2016				
17	Common Equity (a)	650,222	53.52	650,222	54.61
18	Long-Term Debt	540,515	44.49	540,515	45.39
19	Short-Term Debt (b)	24,092	1.99	0	0.00
20	Total	1,214,829	100.00	1,190,737	100.00
21	November 30, 2017				
22	Common Equity (a)	713,822	51.47	713,822	53.30
23	Long-Term Debt	625,515	45.10	625,515	46.70
24	Short-Term Debt (b)	47,592	3.43	0	0.00
25	Total	1,386,929	100.00	1,339,337	100.00
26	November 30, 2018 - Projected				
27	Common Equity (a)	818,014	51.86	818,014	53.69
28	Long-Term Debt	705,515	44.73	705,515	46.31
29	Short-Term Debt (b)	53,729	3.41	0	0.00
30	Total	1,577,257	100.00	1,523,529	100.00
31	December 31, 2019 - Projected				
32	Common Equity (a)	926,728	52.55	926,728	54.12
33	Long-Term Debt	785,515	44.54	785,515	45.88
34	Short-Term Debt (b)	51,190	2.90	0	0.00
35	Total	1,763,433	99.99	1,712,243	100.00

(a) Excluding Accumulated Other Comprehensive Income ("OCI") from the equity account, if any.  
(b) Represent 12 month average

NiSource, Inc.  
Capitalization and Capitalization Ratios  
As Ratios

Line No.	As of	With Short Term Debt		Without Short Term Debt	
		Amount (1) \$000	Ratio (2) %	Amount (3) \$000	Ratio (4) %
1	November 30, 2013				
2	Common Equity	5,865,303	40.17	5,865,303	41.89
3	Preferred Stock	0	0.00	0	0.00
4	Long-Term Debt	8,137,279	55.74	8,137,279	58.11
5	Short-Term Debt	597,154	4.09	0	0.00
6	Total	14,599,737	100.00	14,002,583	100.00
7	November 30, 2014				
8	Common Equity	6,157,886	38.17	6,157,886	42.23
9	Preferred Stock	0	0.00	0	0.00
10	Long-Term Debt	8,422,285	52.21	8,422,285	57.77
11	Short-Term Debt	1,550,675	9.62	0	0.00
12	Total	16,130,846	100.00	14,580,171	100.00
13	November 30, 2015				
14	Common Equity	3,868,252	36.02	3,868,252	37.87
15	Preferred Stock	0	0.00	0	0.00
16	Long-Term Debt	6,347,044	59.11	6,347,044	62.13
17	Short-Term Debt	523,096	4.86	0	0.00
18	Total	10,738,391	99.99	10,215,296	100.00
19	November 30, 2016				
20	Common Equity	4,038,776	33.76	4,038,776	38.49
21	Preferred Stock	0	0.00	0	0.00
22	Long-Term Debt	6,455,301	53.95	6,455,301	61.51
23	Short-Term Debt	1,470,319	12.29	0	0.00
24	Total	11,964,396	100.00	10,494,077	100.00
25	November 30, 2017				
26	Common Equity	4,452,302	33.01	4,452,302	36.33
27	Preferred Stock	0	0.00	0	0.00
28	Long-Term Debt	7,802,440	57.83	7,802,440	63.67
29	Short-Term Debt	1,238,353	9.17	0	0.00
30	Total	13,493,096	100.01	12,254,743	100.00
31	November 30, 2018 - Projected				
32	Common Equity	5,059,211	34.93	5,059,211	37.52
33	Preferred Stock	0	0.00	0	0.00
34	Long-Term Debt	8,423,909	58.16	8,423,909	62.48
35	Short-Term Debt	1,000,890	6.91	0	0.00
36	Total	14,484,010	100.00	13,483,120	100.00
37	December 31, 2019 - Projected				
38	Common Equity	6,349,316	41.01	6,349,316	42.44
39	Preferred Stock	0	0.00	0	0.00
40	Long-Term Debt	8,612,190	55.63	8,612,190	57.56
41	Short-Term Debt	519,856	3.36	0	0.00
42	Total	15,481,362	100.00	14,961,506	100.00

COLUMBIA GAS OF PENNSYLVANIA, INC.  
INTEREST COVERAGES

Line No.	Description	Twelve Months Ended November 30 <u>2014</u> (1)	Twelve Months Ended November 30 <u>2015</u> (2)	Twelve Months Ended November 30 <u>2016</u> (3)	Twelve Months Ended November 30 <u>2017</u> (4)
1	Income Before Interest and Taxes	124,234,288	131,982,855	125,563,179	134,162,223
2	Less: Income Taxes	36,919,220	38,313,694	37,549,639	37,244,264
3	Income Before Interest	87,315,068	93,669,161	88,013,540	96,917,959
4	Interest Expense	23,566,971	27,041,890	29,687,254	33,318,203
5	SFAS 96	0	0	0	0
6	Pre Tax Coverage (times) 1/	5.27	4.88	4.23	4.03
7	Post Tax Coverage (times) 2/	3.70	3.46	2.96	2.91
1/	Pre Tax=Line 1 / 4				
2/	Pre Tax=Line 3 / 4				

NISOURCE, INC.  
INTEREST COVERAGES

Line No.	Description	Twelve Months Ended	Twelve Months Ended	Twelve Months Ended	Twelve Months Ended
		November 2014 (1) 000's	November 2015 (2) 000's	November 2016 (3) 000's	November 2017 (4) 000's
1	Income Before Interest and Taxes	799,227.7	790,307.5	842,768.0	878,212.4
2	Less: Income Taxes	157,250.4	127,965.2	192,337.7	154,849.3
3	Income Before Interest	641,977.4	662,342.3	650,430.3	723,363.1
4	Interest Expense	382,264.6	379,826.1	350,779.4	351,572.4
5	SFAS 96	0.0	0.0	0.0	0.0
6	Pre Tax Coverage (times) 1/	2.09	2.08	2.40	2.50
7	Post Tax Coverage (times) 2/	1.68	1.74	1.85	2.06
1/	Pre Tax=Line 1 / 4				
2/	Pre Tax=Line 3 / 4				

**NOTE:** Historical TME November Income Statements for NiSource Consolidated do not include all restatements related to discontinued operations as they are not made on a monthly basis.

COLUMBIA GAS OF PENNSYLVANIA, INC.  
53.53 II. RATE OF RETURN  
A. ALL UTILITIES

2. Provide latest quarterly financial report (Company and Parent).

Response: Columbia Gas of Pennsylvania, Inc. does not publish quarterly financial reports.

Attached is NiSource Inc.'s September 30, 2017 Form 10-Q.

# NISOURCE INC/DE

## **FORM 10-Q** (Quarterly Report)

Filed 11/01/17 for the Period Ending 09/30/17

Address 801 EAST 86TH AVE  
MERRILLVILLE, IN, 46410-6272  
Telephone 2196475200  
CIK 0001111711  
Symbol NI  
Fiscal Year 12/31

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

FORM 10-Q

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

For the quarterly period ended September 30, 2017

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 001-16189

**NiSource Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

35-2108964

(I.R.S. Employer  
Identification No.)

801 East 86th Avenue  
Merrillville, Indiana

(Address of principal executive offices)

46410

(Zip Code)

(877) 647-5990

(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.

Yes  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 (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)

Yes  No

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

Large accelerated filer  Accelerated filer  Emerging growth company

Non-accelerated filer  Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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, \$0.01 Par Value: 336,793,693 shares outstanding at October 23, 2017.

NISOURCE INC.  
FORM 10-Q QUARTERLY REPORT  
FOR THE QUARTER ENDED SEPTEMBER 30, 2017

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**DEFINED TERMS**

The following is a list of frequently used abbreviations or acronyms that are found in this report:

**NiSource Subsidiaries, Affiliates and Former Subsidiaries**

Capital Markets	NiSource Capital Markets, Inc.
Columbia of Kentucky	Columbia Gas of Kentucky, Inc.
Columbia of Maryland	Columbia Gas of Maryland, Inc.
Columbia of Massachusetts	Bay State Gas Company
Columbia of Ohio	Columbia Gas of Ohio, Inc.
Columbia of Pennsylvania	Columbia Gas of Pennsylvania, Inc.
Columbia of Virginia	Columbia Gas of Virginia, Inc.
NIPSCO	Northern Indiana Public Service Company
NiSource or the Company	NiSource Inc.
NiSource Finance	NiSource Finance Corp.

**Abbreviations and Other**

AFUDC	Allowance for funds used during construction
AOCI	Accumulated Other Comprehensive Income (Loss)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
ATM	At-the-market
CAA	Clean Air Act
CCRs	Coal Combustion Residuals
CEP	Capital Expenditure Program
CERCLA	Comprehensive Environmental Response Compensation and Liability Act (also known as Superfund)
CIAC	Contributions In Aid of Construction
CO <sub>2</sub>	Carbon Dioxide
CPP	Clean Power Plan
DPU	Department of Public Utilities
DSM	Demand Side Management
ECR	Environmental Cost Recovery
ECT	Environmental Cost Tracker
EGUs	Electric Utility Generating Units
ELG	Effluent limitations guidelines
EPA	United States Environmental Protection Agency
EPS	Earnings per share
FAC	Fuel adjustment clause
FASB	Financial Accounting Standards Board
GAAP	Generally Accepted Accounting Principles
GCA	Gas cost adjustment
GCR	Gas cost recovery
GHG	Greenhouse gases
GSEP	Gas System Enhancement Program
gwh	Gigawatt hours
IBM	International Business Machines Corporation
IRP	Infrastructure Replacement Program

**DEFINED TERMS**

IURC	Indiana Utility Regulatory Commission
LDCs	Local distribution companies
MGP	Manufactured Gas Plant
MISO	Midcontinent Independent System Operator
MMDth	Million dekatherms
MPSC	Maryland Public Service Commission
NAAQS	National Ambient Air Quality Standards
NOL	Net operating loss
NYMEX	New York Mercantile Exchange
OCC	Ohio Consumers' Counsel
OPEB	Other Postretirement Benefits
OUCC	Office of Utility Consumer Counselor
Pure Air	Pure Air on the Lake LP
RCRA	Resource Conservation and Recovery Act
ppb	Parts per billion
PUCO	Public Utilities Commission of Ohio
SEC	Securities and Exchange Commission
TDSIC	Transmission, Distribution and Storage System Improvement Charge
VIE	Variable Interest Entities
VSCC	Virginia State Corporation Commission

***Note regarding forward-looking statements***

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Investors and prospective investors should understand that many factors govern whether any forward-looking statement contained herein will be or can be realized. Any one of those factors could cause actual results to differ materially from those projected. These forward-looking statements include, but are not limited to, statements concerning NiSource's plans, strategies, objectives, expected performance, expenditures, recovery of expenditures through rates, stated on either a consolidated or segment basis, and any and all underlying assumptions and other statements that are other than statements of historical fact. All forward-looking statements are based on assumptions that management believes to be reasonable; however, there can be no assurance that actual results will not differ materially.

Factors that could cause actual results to differ materially from the projections, forecasts, estimates and expectations discussed in this Quarterly Report on Form 10-Q include, among other things, NiSource's debt obligations; any changes in NiSource's credit rating; NiSource's ability to execute its growth strategy; changes in general economic, capital and commodity market conditions; pension funding obligations; economic regulation and the impact of regulatory rate reviews; NiSource's ability to obtain expected financial or regulatory outcomes; any damage to NiSource's reputation; compliance with environmental laws and the costs of associated liabilities; fluctuations in demand from residential and commercial customers; economic conditions of certain industries; the success of NIPSCO's electric generation strategy; the price of energy commodities and related transportation costs; the reliability of customers and suppliers to fulfill their payment and contractual obligations; potential impairments of goodwill or definite-lived intangible assets; changes in taxation and accounting principles; potential incidents and other operating risks associated with our business; the impact of an aging infrastructure; the impact of climate change; potential cyber-attacks; construction risks and natural gas costs and supply risks; extreme weather conditions; the attraction and retention of a qualified workforce; advances in technology; the ability of NiSource's subsidiaries to generate cash; tax liabilities associated with the separation of Columbia Pipeline Group, Inc. on July 1, 2015, and other matters set forth in the "Risk Factors" section of NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, many of which risks are beyond the control of NiSource. In addition, the relative contributions to profitability by each business segment, and the assumptions underlying the forward-looking statements relating thereto, may change over time.

All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements. NiSource undertakes no obligation to, and expressly disclaims any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events or changes to the future results over time or otherwise, except as required by law.

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**PART I**

**ITEM 1. FINANCIAL STATEMENTS**

**NiSource Inc.  
Condensed Statements of Consolidated Income (unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<i>(in millions, except per share amounts)</i>				
<b>Net Revenues</b>				
Gas Distribution	\$ 239.4	\$ 212.3	\$ 1,403.0	\$ 1,244.3
Gas Transportation	191.6	180.0	735.1	689.5
Electric	485.8	465.5	1,365.5	1,249.2
Other	0.2	3.5	2.7	12.5
Gross Revenues	917.0	861.3	3,506.3	3,195.5
Cost of Sales (excluding depreciation and amortization)	233.6	218.2	1,062.7	949.6
<b>Total Net Revenues</b>	<b>683.4</b>	<b>643.1</b>	<b>2,443.6</b>	<b>2,245.9</b>
<b>Operating Expenses</b>				
Operation and maintenance	383.3	336.6	1,184.9	1,028.9
Depreciation and amortization	143.0	136.3	428.5	406.0
Gain on sale of assets and impairments, net	—	(0.1)	(0.1)	(0.4)
Other taxes	57.5	56.6	189.7	178.1
<b>Total Operating Expenses</b>	<b>583.8</b>	<b>529.4</b>	<b>1,803.0</b>	<b>1,612.6</b>
<b>Operating Income</b>	<b>99.6</b>	<b>113.7</b>	<b>640.6</b>	<b>633.3</b>
<b>Other Income (Deductions)</b>				
Interest expense, net	(87.9)	(85.0)	(260.8)	(261.5)
Other, net	4.8	3.5	9.8	(1.9)
Loss on early extinguishment of long-term debt	—	—	(111.5)	—
<b>Total Other Deductions, Net</b>	<b>(83.1)</b>	<b>(81.5)</b>	<b>(362.5)</b>	<b>(263.4)</b>
<b>Income from Continuing Operations before Income Taxes</b>	<b>16.5</b>	<b>32.2</b>	<b>278.1</b>	<b>369.9</b>
<b>Income Taxes</b>	<b>2.5</b>	<b>8.5</b>	<b>97.1</b>	<b>130.6</b>
<b>Income from Continuing Operations</b>	<b>14.0</b>	<b>23.7</b>	<b>181.0</b>	<b>239.3</b>
Income (Loss) from Discontinued Operations - net of taxes	—	3.5	(0.1)	3.4
<b>Net Income</b>	<b>14.0</b>	<b>27.2</b>	<b>180.9</b>	<b>242.7</b>
<b>Basic Earnings Per Share</b>				
Continuing operations	\$ 0.04	\$ 0.07	\$ 0.55	\$ 0.74
Discontinued operations	—	0.01	—	0.02
<b>Basic Earnings Per Share</b>	<b>\$ 0.04</b>	<b>\$ 0.08</b>	<b>\$ 0.55</b>	<b>\$ 0.76</b>
<b>Diluted Earnings Per Share</b>				
Continuing operations	\$ 0.04	\$ 0.07	\$ 0.55	\$ 0.74
Discontinued operations	—	0.01	—	0.01
<b>Diluted Earnings Per Share</b>	<b>\$ 0.04</b>	<b>\$ 0.08</b>	<b>\$ 0.55</b>	<b>\$ 0.75</b>
<b>Dividends Declared Per Common Share</b>	<b>\$ 0.175</b>	<b>\$ 0.165</b>	<b>\$ 0.700</b>	<b>\$ 0.640</b>
<b>Basic Average Common Shares Outstanding</b>	<b>331.1</b>	<b>322.3</b>	<b>326.7</b>	<b>321.4</b>
<b>Diluted Average Common Shares</b>	<b>332.4</b>	<b>323.9</b>	<b>328.0</b>	<b>323.2</b>

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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ITEM I. FINANCIAL STATEMENTS (continued)

NiSource Inc.

Condensed Statements of Consolidated Comprehensive Income (unaudited)

<i>(in millions, net of taxes)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net Income	\$ 14.0	\$ 27.2	\$ 180.9	\$ 242.7
Other comprehensive income:				
Net unrealized gain (loss) on available-for-sale securities <sup>(1)</sup>	0.1	(0.3)	1.1	2.2
Net unrealized loss on cash flow hedges <sup>(2)</sup>	(9.3)	(22.6)	(21.2)	(146.8)
Unrecognized pension and OPEB benefit <sup>(3)</sup>	1.1	0.2	1.5	0.7
<b>Total other comprehensive loss</b>	<b>(8.1)</b>	<b>(22.7)</b>	<b>(18.6)</b>	<b>(143.9)</b>
<b>Comprehensive Income</b>	<b>\$ 5.9</b>	<b>\$ 4.5</b>	<b>\$ 162.3</b>	<b>\$ 98.8</b>

<sup>(1)</sup> Net unrealized gain (loss) on available-for-sale securities, net of zero and \$0.1 million tax benefit in the third quarter of 2017 and 2016, respectively, and \$0.6 million and \$1.2 million tax expense for the nine months ended 2017 and 2016, respectively.

<sup>(2)</sup> Net unrealized loss on cash flow hedges, net of \$5.8 million and \$14.0 million tax benefit in the third quarter of 2017 and 2016, respectively, and \$13.1 million and \$90.6 million tax benefit for the nine months ended 2017 and 2016, respectively.

<sup>(3)</sup> Unrecognized pension and OPEB benefit, net of \$0.5 million and \$0.1 million tax expense in the third quarter of 2017 and 2016, respectively, and \$0.8 million and \$0.4 million tax expense for the nine months ended 2017 and 2016, respectively.

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**  
**Condensed Consolidated Balance Sheets (unaudited)**

<i>(in millions)</i>	<b>September 30, 2017</b>	<b>December 31, 2016</b>
<b>ASSETS</b>		
<b>Property, Plant and Equipment</b>		
Utility plant	\$ 20,657.6	\$ 19,368.0
Accumulated depreciation and amortization	(6,906.2)	(6,613.7)
Net utility plant	13,751.4	12,754.3
Other property, at cost, less accumulated depreciation	290.7	313.7
Net Property, Plant and Equipment	14,042.1	13,068.0
<b>Investments and Other Assets</b>		
Unconsolidated affiliates	5.6	6.6
Other investments	207.7	193.3
Total Investments and Other Assets	213.3	199.9
<b>Current Assets</b>		
Cash and cash equivalents	19.3	26.4
Restricted cash	9.0	9.6
Accounts receivable (less reserve of \$17.4 and \$23.3, respectively)	480.0	847.0
Gas inventory	325.2	279.9
Materials and supplies, at average cost	102.3	101.7
Electric production fuel, at average cost	84.0	112.8
Exchange gas receivable	42.9	5.4
Regulatory assets	203.9	248.7
Prepayments and other	65.8	130.6
Total Current Assets	1,332.4	1,762.1
<b>Other Assets</b>		
Regulatory assets	1,666.2	1,636.7
Goodwill	1,690.7	1,690.7
Intangible assets	234.4	242.7
Deferred charges and other	90.4	91.8
Total Other Assets	3,681.7	3,661.9
<b>Total Assets</b>	<b>\$ 19,269.5</b>	<b>\$ 18,691.9</b>

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.  
Condensed Consolidated Balance Sheets (unaudited) (continued)**

<i>(in millions, except share amounts)</i>	September 30, 2017	December 31, 2016
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>Capitalization</b>		
Common Stockholders' Equity		
Common stock - \$0.01 par value, 400,000,000 shares authorized; 336,691,078 and 323,159,672 shares outstanding, respectively	\$ 3.4	\$ 3.3
Treasury stock	(94.6)	(88.7)
Additional paid-in capital	5,518.5	5,153.9
Retained deficit	(1,020.6)	(972.2)
Accumulated other comprehensive loss	(43.7)	(25.1)
<b>Total Common Stockholders' Equity</b>	<b>4,363.0</b>	<b>4,071.2</b>
Long-term debt, excluding amounts due within one year	7,518.6	6,058.2
<b>Total Capitalization</b>	<b>11,881.6</b>	<b>10,129.4</b>
<b>Current Liabilities</b>		
Current portion of long-term debt	289.8	363.1
Short-term borrowings	843.2	1,488.0
Accounts payable	447.4	539.4
Dividends payable	58.9	—
Customer deposits and credits	253.1	264.1
Taxes accrued	148.4	195.4
Interest accrued	89.2	120.3
Exchange gas payable	68.0	83.7
Regulatory liabilities	55.1	116.7
Legal and environmental	27.5	37.4
Accrued compensation and employee benefits	167.0	161.4
Other accruals	119.2	82.7
<b>Total Current Liabilities</b>	<b>2,566.8</b>	<b>3,452.2</b>
<b>Other Liabilities</b>		
Risk management liabilities	28.7	44.5
Deferred income taxes	2,619.4	2,528.0
Deferred investment tax credits	12.6	13.4
Accrued insurance liabilities	89.0	82.8
Accrued liability for postretirement and postemployment benefits	397.3	713.4
Regulatory liabilities	1,217.8	1,265.1
Asset retirement obligations	268.5	262.6
Other noncurrent liabilities	187.8	200.5
<b>Total Other Liabilities</b>	<b>4,821.1</b>	<b>5,110.3</b>
<b>Commitments and Contingencies (Refer to Note 14, "Other Commitments and Contingencies")</b>	<b>—</b>	<b>—</b>
<b>Total Capitalization and Liabilities</b>	<b>\$ 19,269.5</b>	<b>\$ 18,691.9</b>

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**  
**Condensed Statements of Consolidated Cash Flows (unaudited)**

Nine Months Ended September 30, <i>(in millions)</i>	2017	2016
<b>Operating Activities</b>		
Net Income	\$ 180.9	\$ 242.7
Adjustments to Reconcile Net Income to Net Cash from Continuing Operations:		
Loss on early extinguishment of debt	111.5	—
Depreciation and amortization	428.5	406.0
Deferred income taxes and investment tax credits	96.3	137.7
Other adjustments	28.5	24.5
Changes in Assets and Liabilities:		
Components of working capital	32.6	(52.0)
Regulatory assets/liabilities	(12.9)	(202.2)
Postretirement and postemployment benefits	(314.5)	(20.9)
Other noncurrent assets	(3.7)	(3.0)
Other noncurrent liabilities	(17.7)	—
<b>Net Operating Activities from Continuing Operations</b>	<b>529.5</b>	<b>532.8</b>
Net Operating Activities from (used for) Discontinued Operations	0.1	(0.8)
<b>Net Cash Flows from Operating Activities</b>	<b>529.6</b>	<b>532.0</b>
<b>Investing Activities</b>		
Capital expenditures	(1,216.4)	(1,083.4)
Cost of removal	(78.9)	(79.5)
Purchases of available-for-sale securities	(139.4)	(33.4)
Sales of available-for-sale securities	129.4	25.9
Other investing activities	(0.8)	2.2
<b>Net Cash Flows used for Investing Activities</b>	<b>(1,306.1)</b>	<b>(1,168.2)</b>
<b>Financing Activities</b>		
Issuance of long-term debt	2,750.0	500.0
Repayments of long-term debt and capital lease obligations	(1,352.4)	(210.9)
Premiums and other debt related costs	(139.8)	(0.3)
Change in short-term borrowings, net	(644.9)	491.6
Issuance of common stock	332.6	16.8
Acquisition of treasury stock	(5.9)	(8.1)
Dividends paid - common stock	(170.2)	(152.3)
<b>Net Cash Flows from Financing Activities</b>	<b>769.4</b>	<b>636.8</b>
Change in cash and cash equivalents from (used for) continuing operations	(7.2)	1.4
Change in cash and cash equivalents from (used for) discontinued operations	0.1	(0.8)
Cash and cash equivalents at beginning of period	26.4	15.5
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 19.3</b>	<b>\$ 16.1</b>

**Supplemental Disclosures of Cash Flow Information**

As of September 30, <i>(in millions)</i>	2017	2016
Non-cash transactions:		
Capital expenditures included in current liabilities	\$ 219.1	\$ 131.2
Dividends declared but not paid	\$ 58.9	\$ 53.1

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.  
Condensed Statements of Consolidated Equity (unaudited)**

<i>(in millions)</i>	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Loss	Total
<b>Balance as of January 1, 2017</b>	\$ 3.3	\$ (88.7)	\$ 5,153.9	\$ (972.2)	\$ (25.1)	\$ 4,071.2
Comprehensive Income (Loss):						
Net Income	—	—	—	180.9	—	180.9
Other comprehensive income, net of tax	—	—	—	—	(18.6)	(18.6)
Common stock dividends (\$0.70 per share)	—	—	—	(229.3)	—	(229.3)
Treasury stock acquired	—	(5.9)	—	—	—	(5.9)
Stock issuances:						
Employee stock purchase plan	—	—	3.7	—	—	3.7
Long-term incentive plan	—	—	11.2	—	—	11.2
401(k) and profit sharing	—	—	28.8	—	—	28.8
Dividend reinvestment plan	—	—	6.3	—	—	6.3
ATM program	0.1	—	314.6	—	—	314.7
<b>Balance as of September 30, 2017</b>	\$ 3.4	\$ (94.6)	\$ 5,518.5	\$ (1,020.6)	\$ (43.7)	\$ 4,363.0

<i>Shares (in thousands)</i>	Common Shares	Treasury Shares	Outstanding Shares
<b>Balance as of January 1, 2017</b>	326,664	(3,504)	323,160
Treasury Stock acquired		(245)	(245)
Issued:			
Employee stock purchase plan	155	—	155
Long-term incentive plan	241	—	241
401(k) and profit sharing	1,188	—	1,188
Dividend reinvestment plan	261	—	261
ATM program	11,931	—	11,931
<b>Balance as of September 30, 2017</b>	340,440	(3,749)	336,691

The accompanying Notes to Condensed Consolidated Financial Statements (unaudited) are an integral part of these statements.

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ITEM I. FINANCIAL STATEMENTS (continued)

NiSource Inc.

Notes to Condensed Consolidated Financial Statements (unaudited)

**1. Basis of Accounting Presentation**

The accompanying Condensed Consolidated Financial Statements (unaudited) for NiSource Inc. ("NiSource" or the "Company") reflect all normal recurring adjustments that are necessary, in the opinion of management, to present fairly the results of operations in accordance with GAAP in the United States of America. The accompanying financial statements contain the accounts of the Company and its majority-owned or controlled subsidiaries.

The accompanying financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Income for interim periods may not be indicative of results for the calendar year due to weather variations and other factors.

The Condensed Consolidated Financial Statements (unaudited) have been prepared pursuant to the rules and regulations of the SEC. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations, although NiSource believes that the disclosures made in this quarterly report on Form 10-Q are adequate to make the information herein not misleading.

**2. Recent Accounting Pronouncements**

**Recently Issued Accounting Pronouncements**

NiSource is currently evaluating the impact of certain ASUs on its Condensed Consolidated Financial Statements (unaudited) and Notes to Condensed Consolidated Financial Statements (unaudited), which are described below:

Standard	Description	Effective Date	Effect on the financial statements or other significant matters
ASU 2017-07, <i>Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost</i>	The pronouncement changes how defined benefit pension and other postretirement benefit plans present net periodic benefit cost. The service cost component of net periodic benefit cost will be included with other employee compensation costs whereas other components of the net periodic benefit cost will be disclosed separately outside of income from operations in the income statement. Additionally, only the service cost component of net periodic benefit cost will be eligible for capitalization.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted.	NiSource plans to adopt the standard effective January 1, 2018. Upon adoption, NiSource will continue to present the service cost component of net periodic benefit cost within "Operation and maintenance"; however, other components of the net periodic benefit cost will be presented separately below "Operating Income" in the income statement. This change in income statement presentation will be implemented on a retrospective basis. Additionally, beginning prospectively on the date of adoption, only the service cost component of NiSource's net periodic benefit cost component will be eligible for capitalization as "Property, Plant and Equipment" on the balance sheet. NiSource is currently evaluating the impact of adoption on the Condensed Consolidated Financial Statements (unaudited) and Notes to Condensed Consolidated Financial Statements (unaudited).

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

Standard	Description	Effective Date	Effect on the financial statements or other significant matters
ASU 2016-12, <i>Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients</i>	The pronouncement clarifies implementation guidance in ASU 2014-09 on assessing collectability, noncash consideration and the presentation of sales and other similar taxes collected from customers.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted for annual or interim periods beginning after December 15, 2016.	NiSource has formed an internal stakeholder group to promote information sharing and communication of the new requirements. Additionally, NiSource participates in an informal forum of industry peers where questions can be asked and interpretations of the new standard can be shared. Involvement in this group has resulted in additional clarity on industry-specific issues such as treatment of CIAC, scoping of tariff arrangements and presentation of alternative revenue programs. This clarity has furthered NiSource's adoption efforts. NiSource has separated its various revenue streams into high-level categories, which serve as the basis for accounting analysis and documentation as it relates to the pronouncement's impact on NiSource's revenues. Substantially all of NiSource's revenues are tariff based, which NiSource concluded will be in scope of ASC 606. Based on evaluation performed to date, NiSource generally expects that the revenue from tariff based sales will continue to be equivalent to the natural gas or electricity supplied and billed each period (including unbilled revenues) and the adoption of the new guidance will not result in a material shift in the amount or timing of revenue recognition for such sales. NiSource has also undertaken efforts to outline mock footnote disclosures intended to satisfy ASC 606's disclosure requirements and expects to enhance its disclosures on revenue recognition policies and elections. Certain disclosure options continue to be evaluated at NiSource, including method and level of revenue disaggregation. NiSource intends to adopt this ASU effective January 1, 2018 and plans to use the modified retrospective method of adoption. If applicable, this method requires a cumulative effect adjustment to be recorded on the balance sheet as of January 1, 2018 and disclosures reconciling results under the new revenue recognition guidance to results under previous guidance. In its evaluation, NiSource continues to monitor industry implementation issues which could impact accounting policies and revenue recognition, including NiSource's preliminary conclusions described above.
ASU 2016-08, <i>Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations</i>	The pronouncement clarifies the principal versus agent guidance in ASU 2014-09. The amendment clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation, and how it should apply the control principle to certain types of arrangements.		
ASU 2014-09, <i>Revenue from Contracts with Customers (Topic 606)</i>	The pronouncement outlines a single, comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.		

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

Standard	Description	Effective Date	Effect on the financial statements or other significant matters
ASU 2016-02, <i>Leases (Topic 842)</i>	The pronouncement introduces a lessee model that brings most leases on the balance sheet. The standard requires that lessees recognize the following for all leases (with the exception of short-term leases, as that term is defined in the standard) at the lease commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.	Annual periods beginning after December 15, 2018, including interim periods therein. Early adoption is permitted.	NiSource has formed an internal stakeholder group that meets periodically to share information and gather data related to leasing activity at NiSource. This includes compiling a list of all contracts that could meet the definition of a lease under the new standard and evaluating the accounting for these contracts under the new standard to determine the ultimate impact the new standard will have on NiSource's financial statements. Also, this procedure has identified process improvements to ensure data from newly initiated leases is captured to comply with the new standard. This work included the assistance of a third-party advisory firm. NiSource plans to adopt this standard effective January 1, 2019.

**Recently Adopted Accounting Pronouncements**

Standard	Adoption
ASU 2016-18, <i>Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)</i>	NiSource elected to adopt this ASU effective October 1, 2017. Upon adoption, restricted cash on the Statements of Consolidated Cash Flows will no longer be presented as an investing activity and will instead be included as a component of beginning and ending cash balances. The adoption of this standard will be reflected in the Statements of Consolidated Cash Flows beginning the FASB Emerging Issues Task with NiSource's Annual Report on Form 10-K for the year ending December 31, 2017 (including all prior periods presented).
ASU 2017-12, <i>Derivatives and Hedging (Topic 815): Targeted Improvements to accounting for Hedging Activities</i>	NiSource elected to adopt this ASU effective September 30, 2017. Upon adoption, NiSource is no longer required to separately measure and report hedge ineffectiveness. The guidance also eases the requirements related to ongoing hedge effectiveness assessments at NiSource. The adoption of this standard did not have a material impact on the Condensed Consolidated Financial Statements (unaudited) or Notes to Condensed Consolidated Financial Statements (unaudited).
ASU 2017-09, <i>Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting</i>	NiSource elected to adopt this ASU effective July 1, 2017. The adoption of this standard did not have a material impact on the Condensed Consolidated Financial Statements (unaudited) or Notes to Condensed Consolidated Financial Statements (unaudited).
ASU 2017-04, <i>Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment</i>	NiSource elected to adopt this ASU effective January 1, 2017. The adoption of this standard did not have a material impact on the Condensed Consolidated Financial Statements (unaudited) or Notes to Condensed Consolidated Financial Statements (unaudited).

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ITEM 1. FINANCIAL STATEMENTS (continued)

NiSource Inc.

Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

**3. Earnings Per Share**

Basic EPS is computed by dividing net income by the weighted-average number of shares of common stock outstanding for the period. The weighted-average shares outstanding for diluted EPS includes the incremental effects of the various long-term incentive compensation plans. The computation of diluted average common shares is as follows:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Denominator</b>				
Basic average common shares outstanding	331,139	322,318	326,662	321,445
Dilutive potential common shares:				
Shares contingently issuable under employee stock plans	604	228	503	146
Shares restricted under employee stock plans	653	1,372	866	1,606
<b>Diluted Average Common Shares</b>	<b>332,396</b>	<b>323,918</b>	<b>328,031</b>	<b>323,197</b>

**4. Common Stock**

**ATM Program.** On May 3, 2017, NiSource entered into four separate equity distribution agreements, pursuant to which NiSource may sell, from time to time, up to an aggregate of \$500.0 million of its common stock. As of September 30, 2017, approximately \$182.8 million of equity remained available for issuance under the ATM program. The program expires on December 31, 2018. Shares of common stock are offered pursuant to NiSource's shelf registration statement filed with the SEC. The following table summarizes NiSource's activity under the ATM program:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Number of shares issued	10,612,915	—	11,931,376	—
Average price per share	\$ 26.67	\$ —	\$ 26.58	\$ —
Proceeds, net of fees (in millions)	\$ 281.0	\$ —	\$ 314.7	\$ —

**5. Regulatory Matters**

Gas Distribution Operations Regulatory Matters

**Cost Recovery and Trackers.** Comparability of Gas Distribution Operations line item operating results is impacted by regulatory trackers that allow for the recovery in rates of certain costs such as those described below. Increases in the expenses that are the subject of trackers result in a corresponding increase in net revenues and therefore have essentially no impact on total operating income results.

Certain operating costs of the NiSource distribution companies are significant, recurring in nature, and generally outside the control of the distribution companies. Some states allow the recovery of such costs through cost tracking mechanisms. Such tracking mechanisms allow for abbreviated regulatory proceedings in order for the distribution companies to implement charges and recover appropriate costs. Tracking mechanisms allow for more timely recovery of such costs as compared with more traditional cost recovery mechanisms. Examples of such mechanisms include GCR adjustment mechanisms, tax riders, and bad debt recovery mechanisms.

A portion of the distribution companies' revenue is related to the recovery of gas costs, the review and recovery of which occurs through standard regulatory proceedings. All states in NiSource's operating area require periodic review of actual gas procurement activity to determine prudence and to permit the recovery of prudently incurred costs related to the supply of gas for customers. NiSource distribution companies have historically been found prudent in the procurement of gas supplies to serve customers.

Certain of the NiSource distribution companies have completed rate proceedings involving infrastructure replacement or are embarking upon regulatory initiatives to replace significant portions of their operating systems that are nearing the end of their

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

useful lives. Each LDC's approach to cost recovery may be unique, given the different laws, regulations and precedent that exist in each jurisdiction.

**Columbia of Ohio.** On November 28, 2012, the PUCO approved Columbia of Ohio's application to extend its IRP for an additional five years (2013-2017), allowing Columbia of Ohio to continue to invest and recover on its accelerated main replacements. Columbia of Ohio filed its application to adjust rates associated with its IRP and DSM Riders on February 27, 2017, which requested authority to increase annual revenues by approximately \$31.5 million. On March 23, 2017, the PUCO Staff filed comments which recommended approval of the application with only minor revisions. The PUCO issued an order on April 26, 2017, approving Columbia of Ohio's application. New rates went into effect on May 1, 2017.

On February 27, 2017, Columbia of Ohio filed an application requesting authority to extend its IRP for an additional five years (2018-2022). On July 10, 2017, the PUCO Staff recommended approval of Columbia of Ohio's IRP for the additional five years, with modifications to Columbia of Ohio's proposed IRP rates for the five-year period. A joint stipulation and recommendation, outlining annual maximum IRP rates for the five-year period, was filed on August 18, 2017 and was supported or not opposed by all parties except the OCC. A hearing was held on October 2, 2017 and briefing is scheduled to be completed by November 7, 2017. An order is expected by the end of 2017.

On October 27, 2017 Columbia of Ohio filed a 30-day notice that they plan to file a request for a rider to begin recovering plant and associated deferrals related to the CEP. The CEP was established in 2011 and allows for deferral of interest, depreciation and property taxes on certain plant investments not recovered through its IRP modernization tracker.

**NIPSCO Gas.** On September 27, 2017, NIPSCO filed a base rate case with the IURC, seeking an annual revenue increase of \$143.5 million (inclusive of amounts being recovered through various tracker programs). As part of this filing and among other items, NIPSCO proposed to update base rates for ongoing infrastructure improvements, revised depreciation rates and ongoing level of expenses to reflect the current costs of providing natural gas service. An order is expected in the second half of 2018.

On April 30, 2013, then Indiana Governor Pence signed Senate Enrolled Act 560, the TDSIC statute, into law. Among other provisions, this legislation provides for cost recovery outside of a base rate proceeding for new or replacement electric and gas transmission, distribution, and storage projects that a public utility undertakes for the purposes of safety, reliability, system modernization, or economic development. Provisions of the TDSIC statute require that, among other things, requests for recovery include a seven-year plan of eligible investments. Once the plan is approved by the IURC, eighty percent of eligible costs can be recovered using a periodic rate adjustment mechanism. The cost recovery mechanism is referred to as a TDSIC mechanism. Recoverable costs include a return on, and of, the investment, including AFUDC, post-in-service carrying charges, operation and maintenance expenses, depreciation and property taxes. The remaining twenty percent of recoverable costs are to be deferred for future recovery in the public utility's next general rate case. The periodic rate adjustment mechanism is capped at an annual increase of no more than two percent of total retail revenues. On February 28, 2017, NIPSCO filed TDSIC-6 requesting approval of \$271.3 million of cumulative net capital spend through December 31, 2016. An order approving NIPSCO's filing was received from the IURC on June 28, 2017, and new rates went into effect on July 1, 2017. On August 31, 2017, NIPSCO filed TDSIC-7 requesting approval of \$328.9 million of cumulative net capital spend through June 30, 2017. An order is expected in the fourth quarter of 2017.

**Columbia of Massachusetts.** On July 7, 2014, the Governor of Massachusetts signed into law Chapter 149 of the Acts of 2014, An Act Relative to Natural Gas Leaks ("the Act"). The Act authorizes natural gas distribution companies to file gas infrastructure replacement plans with the Massachusetts DPU to address the replacement of aging natural gas pipeline infrastructure. In addition, the Act provides that the Massachusetts DPU may, after review of the plans, allow the proposed estimated costs of the plan into rates as of May 1 of the subsequent year. On October 31, 2016, Columbia of Massachusetts filed its GSEP for the 2017 construction year. In that filing, Columbia of Massachusetts proposed to recover a cumulative revenue requirement of \$17.2 million. An order was received from the Massachusetts DPU on April 28, 2017 approving the filing and rates went into effect on May 1, 2017. On October 31, 2017, Columbia of Massachusetts filed its GSEP for the 2018 construction year. Columbia of Massachusetts is proposing to recover a cumulative revenue requirement of \$26.8 million including a waiver to collect the \$3.1 million revenue requirement in excess of the GSEP cap provision. If the waiver is not approved, the cumulative revenue requirement will be \$23.7 million. An order is expected from the Massachusetts DPU in the second quarter of 2018, with new rates effective May 1, 2018.

**Columbia of Virginia.** On April 29, 2016, Columbia of Virginia filed a request with the VSCC, seeking an annual revenue increase of \$37.0 million. On September 28, 2016, Columbia of Virginia implemented updated interim base rates subject to refund. On January 17, 2017, Columbia of Virginia presented a stipulation and proposed recommendation, representing a settlement by all parties to the proceeding that included a base revenue increase of \$28.5 million. On March 17, 2017, by final order, the VSCC approved the settlement agreement without modification. In accordance with the terms of the final order, during 2017 Columbia

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

of Virginia completed its refund of the difference between the interim customer rates implemented in 2016 and the rates approved by the final order.

**Columbia of Maryland.** On April 14, 2017, Columbia of Maryland filed a request with the MPSC to adjust base rates. On July 28, 2017, all parties filed a settlement agreement with the MPSC, under which Columbia of Maryland will receive an annual revenue increase of \$2.4 million. The MPSC approved the settlement on September 19, 2017 and rates went into effect on October 27, 2017.

**Electric Operations Regulatory Matters**

**Cost Recovery and Trackers.** Comparability of Electric Operations line item operating results is impacted by regulatory trackers that allow for the recovery in rates of certain costs such as those described below. Increases in the expenses that are the subject of trackers result in a corresponding increase in net revenues and therefore have essentially no impact on total operating income results.

Certain operating costs of the Electric Operations are significant, recurring in nature, and generally outside the control of NIPSCO. The IURC allows for recovery of such costs through cost tracking mechanisms. Such tracking mechanisms allow for abbreviated regulatory proceedings in order for NIPSCO to implement charges and recover appropriate costs. Tracking mechanisms allow for more timely recovery of such costs as compared with more traditional cost recovery mechanisms. Examples of such mechanisms include electric energy efficiency programs, MISO non-fuel costs and revenues, resource capacity charges, federally mandated costs and environmental related costs.

A portion of NIPSCO's revenue is related to the recovery of fuel costs to generate power and the fuel costs related to purchased power. These costs are recovered through a FAC, a quarterly regulatory proceeding in Indiana.

NIPSCO has approval from the IURC to recover certain environmental related costs through an ECT. Under the ECT, NIPSCO is permitted to recover (1) AFUDC and a return on the capital investment expended by NIPSCO to implement environmental compliance plan projects and (2) related operation and maintenance and depreciation expenses once the environmental facilities become operational. On July 28, 2017, NIPSCO filed ECR-30 which included \$256.2 million of cumulative net capital expenditures through the period ended June 30, 2017. An order was received from the IURC on October 25, 2017, and new rates went into effect the first billing cycle of November 2017.

NIPSCO made a TDSIC-2 rate adjustment mechanism filing on June 30, 2017 seeking recovery and ratemaking relief associated with \$177.3 million of cumulative net capital expenditures made through April 30, 2017. An order approving the request was received from the IURC on October 31, 2017 and new rates are expected to go into effect with the first billing cycle of November 2017.

On November 1, 2016, NIPSCO filed a petition with the IURC for relief regarding the construction of additional environmental projects required to comply with the final rules for regulation of CCRs and the ELG. On June 9, 2017, a settlement agreement was filed with the IURC regarding the CCR projects and treatment of associated costs. An evidentiary hearing was held on August 21, 2017 and an order is expected by the end of 2017. Given the current postponement of the ELG rule, NIPSCO has agreed, with the settling parties, that the ELG projects and related costs would be addressed in a later proceeding. Refer to Note 14-C, "Environmental Matters," for more information.

**6. Risk Management Activities**

NiSource is exposed to certain risks relating to its ongoing business operations, namely commodity price risk and interest rate risk. NiSource recognizes that the prudent and selective use of derivatives may help to lower its cost of debt capital, manage its interest rate exposure and limit volatility in the price of natural gas.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

Risk management assets and liabilities on NiSource's derivatives are presented on the Condensed Consolidated Balance Sheets (unaudited) as shown below:

<i>(in millions)</i>	<b>September 30, 2017</b>		<b>December 31, 2016</b>	
<b>Risk Management Assets - Current <sup>(1)</sup></b>				
Interest rate risk programs	\$	—	\$	17.0
Commodity price risk programs		0.2		7.4
<b>Total</b>	<b>\$</b>	<b>0.2</b>	<b>\$</b>	<b>24.4</b>
<b>Risk Management Assets - Noncurrent <sup>(2)</sup></b>				
Interest rate risk programs	\$	20.1	\$	17.1
Commodity price risk programs		0.7		7.5
<b>Total</b>	<b>\$</b>	<b>20.8</b>	<b>\$</b>	<b>24.6</b>
<b>Risk Management Liabilities - Current <sup>(3)</sup></b>				
Interest rate risk programs	\$	36.9	\$	15.3
Commodity price risk programs		3.3		1.5
<b>Total</b>	<b>\$</b>	<b>40.2</b>	<b>\$</b>	<b>16.8</b>
<b>Risk Management Liabilities - Noncurrent</b>				
Interest rate risk programs	\$	—	\$	24.5
Commodity price risk programs		28.7		20.0
<b>Total</b>	<b>\$</b>	<b>28.7</b>	<b>\$</b>	<b>44.5</b>

<sup>(1)</sup> Presented in "Prepayments and other" on the Condensed Consolidated Balance Sheets (unaudited).

<sup>(2)</sup> Presented in "Deferred charges and other" on the Condensed Consolidated Balance Sheets (unaudited).

<sup>(3)</sup> Presented in "Other accruals" on the Condensed Consolidated Balance Sheets (unaudited).

Commodity Price Risk Management

NiSource and NiSource's utility customers are exposed to variability in cash flows associated with natural gas purchases and volatility in natural gas prices. NiSource purchases natural gas for sale and delivery to its retail, commercial and industrial customers, and for most customers the variability in the market price of gas is passed through in their rates. Some of NiSource's utility subsidiaries offer programs whereby variability in the market price of gas is assumed by the respective utility. The objective of NiSource's commodity price risk programs is to mitigate the gas cost variability, for NiSource or on behalf of its customers, associated with natural gas purchases or sales by economically hedging the various gas cost components using a combination of futures, options, forwards or other derivative contracts.

NIPSCO received IURC approval to lock in a fixed price for its natural gas customers using long-term forward purchase instruments. The term of these instruments may range from five to ten years and is limited to ten percent of NIPSCO's average annual GCA purchase volume. Gains and losses on these derivative contracts are deferred as regulatory liabilities or assets and are remitted to or collected from customers through NIPSCO's quarterly GCA mechanism. These instruments are not designated as accounting hedges.

Interest Rate Risk Management

As of September 30, 2017, NiSource Finance has forward-starting interest rate swaps with an aggregate notional value totaling \$1.0 billion to hedge the variability in cash flows attributable to changes in the benchmark interest rate during the periods from the effective dates of the swaps to the anticipated dates of forecasted debt issuances, which are expected to take place by the end of 2019. These interest rate swaps are designated as cash flow hedges. The effective portions of the gains and losses related to these swaps are recorded to AOCI and are recognized in earnings concurrently with the recognition of interest expense on the associated debt, once issued. If it becomes probable that a hedged forecasted transaction will no longer occur, the accumulated gains or losses on the derivative will be recognized currently in earnings.

On May 11, 2017, NiSource Finance settled \$950.0 million of forward-starting interest rate swap agreements contemporaneously with the issuance of \$2.0 billion of 3.49% and 4.375% senior notes, maturing in 2027 and 2047, respectively. These derivative

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

contracts were accounted for as cash flow hedges. As part of the transaction, the associated net unrealized loss position of \$6.9 million is being amortized from accumulated other comprehensive loss into interest expense over the term of the associated interest payments.

On September 5, 2017, NiSource Finance settled \$750.0 million of treasury lock agreements, initially entered into August 2017, contemporaneously with the issuance of \$750.0 million of 3.95% senior notes, maturing in 2048. This derivative contract was accounted for as cash flow hedge. As part of the transaction, the associated net unrealized loss position of \$19.0 million is being amortized from accumulated other comprehensive loss into interest expense over the term of the associated interest payments.

Cash associated with payments to settle interest rate swaps and treasury lock agreements are reflected within operating activities within the Condensed Statements of Consolidated Cash Flows (unaudited) for the nine months ended September 30, 2017.

Realized gains and losses from NiSource's interest rate cash flow hedges are presented in "Interest expense, net" on the Condensed Statements of Consolidated Income (unaudited). There were no amounts excluded from effectiveness testing for derivatives in cash flow hedging relationships at September 30, 2017 and December 31, 2016.

NiSource's derivative instruments measured at fair value as of September 30, 2017 and December 31, 2016 do not contain any credit-risk-related contingent features.

**7. Fair Value**

**A. Fair Value Measurements**

**Recurring Fair Value Measurements.** The following tables present financial assets and liabilities measured and recorded at fair value on NiSource's Condensed Consolidated Balance Sheets (unaudited) on a recurring basis and their level within the fair value hierarchy as of September 30, 2017 and December 31, 2016 :

Recurring Fair Value Measurements September 30, 2017 <i>(in millions)</i>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of September 30, 2017
<b>Assets</b>				
Risk management assets	\$ —	\$ 21.0	\$ —	\$ 21.0
Available-for-sale securities	—	139.3	—	139.3
<b>Total</b>	<b>\$ —</b>	<b>\$ 160.3</b>	<b>\$ —</b>	<b>\$ 160.3</b>
<b>Liabilities</b>				
Risk management liabilities	\$ —	\$ 68.1	\$ 0.8	\$ 68.9
<b>Total</b>	<b>\$ —</b>	<b>\$ 68.1</b>	<b>\$ 0.8</b>	<b>\$ 68.9</b>

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ITEM 1. FINANCIAL STATEMENTS (continued)

NiSource Inc.

Notes to Condensed Consolidated Financial Statements (unaudited) (continued)

Recurring Fair Value Measurements December 31, 2016 <i>(in millions)</i>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2016
<b>Assets</b>				
Risk management assets	\$ 5.4	\$ 43.6	\$ —	\$ 49.0
Available-for-sale securities	—	131.5	—	131.5
<b>Total</b>	<b>\$ 5.4</b>	<b>\$ 175.1</b>	<b>\$ —</b>	<b>\$ 180.5</b>
<b>Liabilities</b>				
Risk management liabilities	\$ 1.2	\$ 58.9	\$ 1.2	\$ 61.3
<b>Total</b>	<b>\$ 1.2</b>	<b>\$ 58.9</b>	<b>\$ 1.2</b>	<b>\$ 61.3</b>

Risk management assets and liabilities include interest rate swaps, treasury lock agreements, exchange-traded NYMEX futures and NYMEX options and non-exchange-based forward purchase contracts. Exchange-traded derivative contracts are based on unadjusted quoted prices in active markets and are classified within Level 1. These financial assets and liabilities are secured with cash on deposit with the exchange; therefore, nonperformance risk has not been incorporated into these valuations. Certain non-exchange-traded derivatives are valued using broker or over-the-counter, on-line exchanges. In such cases, these non-exchange-traded derivatives are classified within Level 2. Non-exchange-based derivative instruments include swaps, forwards, options and treasury lock agreements. In certain instances, these instruments may utilize models to measure fair value. NiSource uses a similar model to value similar instruments. Valuation models utilize various inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and market-corroborated inputs, (i.e., inputs derived principally from or corroborated by observable market data by correlation or other means). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized within Level 2. Certain derivatives trade in less active markets with a lower availability of pricing information and models may be utilized in the valuation. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized within Level 3. Credit risk is considered in the fair value calculation of derivative instruments that are not exchange-traded. Credit exposures are adjusted to reflect collateral agreements which reduce exposures. As of September 30, 2017 and December 31, 2016, there were no material transfers between fair value hierarchies. Additionally, there were no changes in the method or significant assumptions used to estimate the fair value of NiSource's financial instruments.

NiSource Finance has entered into forward-starting interest rate swaps and treasury lock agreements to hedge the interest rate risk on coupon payments of forecasted issuances of long-term debt. These derivatives are designated as cash flow hedges. Credit risk is considered in the fair value calculation of each agreement. As they are based on observable data and valuations of similar instruments, the hedges are categorized within Level 2 of the fair value hierarchy. There was no exchange of premium at the initial date of the swaps and treasury lock agreements, and NiSource can settle the contracts at any time. For additional information see Note 6, "Risk Management Activities."

NIPSCO has entered into long-term forward natural gas purchase instruments that range from five to ten years to lock in a fixed price for its natural gas customers. NiSource values these contracts using a pricing model that incorporates market-based information when available, as these instruments trade less frequently and are classified within Level 2 of the fair value hierarchy. For additional information see Note 6, "Risk Management Activities."

Available-for-sale securities are investments pledged as collateral for trust accounts related to NiSource's wholly-owned insurance company. Available-for-sale securities are included within "Other investments" in the Condensed Consolidated Balance Sheets (unaudited). NiSource values U.S. Treasury, corporate debt and mortgage-backed securities using a matrix pricing model that incorporates market-based information. These securities trade less frequently and are classified within Level 2. Total unrealized gains and losses from available-for-sale securities are included in other comprehensive income.

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ITEM 1. FINANCIAL STATEMENTS (continued)

NiSource Inc.

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

The amortized cost, gross unrealized gains and losses and fair value of available-for-sale securities at September 30, 2017 and December 31, 2016 were:

September 30, 2017 <i>(in millions)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale securities</b>				
U.S. Treasury debt securities	\$ 34.3	\$ —	\$ (0.1)	\$ 34.2
Corporate/Other debt securities	104.2	1.3	(0.4)	105.1
<b>Total</b>	<b>\$ 138.5</b>	<b>\$ 1.3</b>	<b>\$ (0.5)</b>	<b>\$ 139.3</b>
December 31, 2016 <i>(in millions)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale securities</b>				
U.S. Treasury debt securities	\$ 35.0	\$ 0.1	\$ (0.6)	\$ 34.5
Corporate/Other debt securities	98.7	0.3	(2.0)	97.0
<b>Total</b>	<b>\$ 133.7</b>	<b>\$ 0.4</b>	<b>\$ (2.6)</b>	<b>\$ 131.5</b>

Realized gains and losses on available-for-sale securities were immaterial for the three and nine months ended September 30, 2017 and 2016.

The cost of maturities sold is based upon specific identification. At September 30, 2017, approximately \$8.4 million of U.S. Treasury debt securities and approximately \$3.2 million of Corporate/Other debt securities have maturities of less than a year.

There are no material items in the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis for the three and nine months ended September 30, 2017 and 2016.

**Non-recurring Fair Value Measurements.** There were no significant non-recurring fair value measurements recorded during the three and nine months ended September 30, 2017.

**B. Other Fair Value Disclosures for Financial Instruments.** The carrying amount of cash and cash equivalents, restricted cash, customer deposits and short-term borrowings is a reasonable estimate of fair value due to their liquid or short-term nature. NiSource's long-term borrowings are recorded at historical amounts.

The following method and assumptions were used to estimate the fair value of each class of financial instruments.

**Long-term Debt.** The fair value of outstanding long-term debt is estimated based on the quoted market prices for the same or similar securities. Certain premium costs associated with the early settlement of long-term debt are not taken into consideration in determining fair value. These fair value measurements are classified within Level 2 of the fair value hierarchy. For the nine months ended September 30, 2017, there was no change in the method or significant assumptions used to estimate the fair value of long-term debt.

The carrying amount and estimated fair values of these financial instruments were as follows:

<i>(in millions)</i>	Carrying Amount as of September 30, 2017	Estimated Fair Value as of September 30, 2017	Carrying Amount as of Dec. 31, 2016	Estimated Fair Value as of Dec. 31, 2016
Long-term debt (including current portion)	\$ 7,808.4	\$ 8,550.7	\$ 6,421.3	\$ 7,064.1

**8. Transfers of Financial Assets**

Columbia of Ohio, NIPSCO and Columbia of Pennsylvania each maintain a receivables agreement whereby they transfer their customer accounts receivables to third party financial institutions through wholly-owned and consolidated special purpose entities. The three agreements expire between March 2018 and October 2018 and may be further extended if mutually agreed to by the parties thereto.

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

All receivables transferred to third parties are valued at face value, which approximates fair value due to their short-term nature. The amount of the undivided percentage ownership interest in the accounts receivables transferred is determined in part by required loss reserves under the agreements.

Transfers of accounts receivable are accounted for as secured borrowings resulting in the recognition of short-term borrowings on the Condensed Consolidated Balance Sheets (unaudited). As of September 30, 2017, the maximum amount of debt that could be recognized related to NiSource's accounts receivable programs is \$265.0 million.

The following table reflects the gross receivables balance and net receivables transferred as well as short-term borrowings related to the securitization transactions as of September 30, 2017 and December 31, 2016:

<i>(in millions)</i>	<b>September 30, 2017</b>		<b>December 31, 2016</b>	
Gross Receivables	\$	371.6	\$	618.3
Less: Receivables not transferred		109.4		308.3
<b>Net receivables transferred</b>	<b>\$</b>	<b>262.2</b>	<b>\$</b>	<b>310.0</b>
<b>Short-term debt due to asset securitization</b>	<b>\$</b>	<b>262.2</b>	<b>\$</b>	<b>310.0</b>

For the nine months ended September 30, 2017 and 2016, \$47.8 million and \$11.0 million, respectively, was recorded as cash flows used for financing activities related to the change in short-term borrowings due to securitization transactions. Fees associated with the securitization transactions were \$0.6 million and \$0.4 million for the three months ended September 30, 2017 and 2016, respectively, and \$1.9 million and \$1.6 million for the nine months ended September 30, 2017 and 2016, respectively. NiSource remains responsible for collecting on the receivables securitized and the receivables cannot be transferred to another party.

**9. Goodwill**

The following presents NiSource's goodwill balance allocated by segment as of September 30, 2017:

<i>(in millions)</i>	<b>Gas Distribution Operations</b>		<b>Electric Operations</b>		<b>Corporate and Other</b>		<b>Total</b>	
Goodwill	\$	1,690.7	\$	—	\$	—	\$	1,690.7

NiSource applied the qualitative "step 0" analysis to its reporting units for the annual impairment test performed as of May 1, 2017. For this test, NiSource assessed various assumptions, events and circumstances that would have affected the estimated fair value of the reporting units as compared to its base line May 1, 2016 "step 1" fair value measurement. The results of this assessment indicated that it was not more likely than not that its reporting unit fair values were less than the reporting unit carrying values, accordingly, no "step 1" analysis was required.

**10. Income Taxes**

NiSource's interim effective tax rates reflect the estimated annual effective tax rates for 2017 and 2016, adjusted for tax expense associated with certain discrete items. The effective tax rates for the three months ended September 30, 2017 and 2016 were 15.2% and 26.4%, respectively. The effective tax rate for the nine months ended September 30, 2017 and 2016 was 34.9% and 35.3%, respectively. These effective tax rates differ from the Federal tax rate of 35% primarily due to the effects of tax credits, state income taxes, utility ratemaking, and other permanent book-to-tax differences.

The decrease in the three month effective tax rate in 2017 versus the same period in 2016 is primarily due to current year revisions of apportionment factors used to measure state deferred tax liabilities. There was no material change in the year-to-date effective tax rate in 2017 versus the same period in 2016.

Additionally, there were no material changes recorded in 2017 to NiSource's uncertain tax positions as of December 31, 2016.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

**11. Pension and Other Postretirement Benefits**

NiSource provides defined contribution plans and noncontributory defined benefit retirement plans that cover certain of its employees. Benefits under the defined benefit retirement plans reflect the employees' compensation, years of service and age at retirement. Additionally, NiSource provides health care and life insurance benefits for certain retired employees. The majority of employees may become eligible for these benefits if they reach retirement age while working for NiSource. The expected cost of such benefits is accrued during the employees' years of service. For most plans, cash contributions are remitted to grantor trusts.

NiSource previously disclosed in the notes to its financial statements for the year ended December 31, 2016, that it expected to contribute \$9.1 million to its pension plans in 2017. For the nine months ended September 30, 2017, NiSource contributed \$281.6 million to its pension plans, which included a \$277 million discretionary contribution made during the third quarter of 2017. NiSource does not anticipate any further pension contributions in 2017. Contributions of \$21.8 million have been made to NiSource's other postretirement benefit plans during the nine months ended September 30, 2017. Contributions made to pension and other postretirement benefit plans are presented in "Operating activities" on the Condensed Statements of Consolidated Cash Flows (unaudited).

The following tables provide the components of the plans' actuarially determined net periodic benefit cost for the three and nine months ended September 30, 2017 and 2016 :

Three Months Ended September 30, (in millions)	Pension Benefits		Other Postretirement Benefits	
	2017	2016	2017	2016
<b>Components of Net Periodic Benefit Cost</b>				
Service cost <sup>(1)</sup>	\$ 7.4	\$ 7.7	\$ 1.2	\$ 1.3
Interest cost <sup>(1)</sup>	17.1	22.4	4.5	5.5
Expected return on assets	(30.8)	(33.2)	(4.0)	(4.3)
Amortization of prior service credit	(0.1)	—	(1.1)	(1.2)
Recognized actuarial loss	13.2	15.3	0.7	0.8
Settlement loss	10.6	—	—	—
<b>Total Net Periodic Benefit Cost</b>	<b>\$ 17.4</b>	<b>\$ 12.2</b>	<b>\$ 1.3</b>	<b>\$ 2.1</b>

<sup>(1)</sup> Effective January 1, 2017, NiSource adopted the methodology of using a full yield curve (spot rate) approach to estimate the service and interest components of net periodic benefit cost. This change in accounting estimate resulted in a decrease in these costs for the three months ended September 30, 2017 when compared to the same period in 2016.

Nine Months Ended September 30, (in millions)	Pension Benefits		Other Postretirement Benefits	
	2017	2016	2017	2016
<b>Components of Net Periodic Benefit Cost</b>				
Service cost <sup>(1)</sup>	\$ 22.4	\$ 23.1	\$ 3.6	\$ 3.7
Interest cost <sup>(1)</sup>	51.5	67.2	13.4	16.5
Expected return on assets	(91.3)	(99.6)	(11.9)	(12.9)
Amortization of prior service credit	(0.5)	(0.2)	(3.3)	(3.6)
Recognized actuarial loss	40.0	45.9	2.2	2.4
Settlement loss	10.6	—	—	—
<b>Total Net Periodic Benefit Cost</b>	<b>\$ 32.7</b>	<b>\$ 36.4</b>	<b>\$ 4.0</b>	<b>\$ 6.1</b>

<sup>(1)</sup> Effective January 1, 2017, NiSource adopted the methodology of using a full yield curve (spot rate) approach to estimate the service and interest components of net periodic benefit cost. This change in accounting estimate resulted in a decrease in these costs for the nine months ended September 30, 2017 when compared to the same period in 2016.

As of August 31, 2017, one of NiSource's qualified pension plans paid lump sums in excess of the plan's 2017 service cost plus interest cost, thereby meeting the requirement for settlement accounting. A settlement charge of \$10.6 million was recorded during the third quarter of 2017. As a result of the settlement, the pension plan was remeasured resulting in a decrease to the pension benefit obligation, net of plan assets, of \$1.3 million, a net decrease to regulatory assets of \$10.6 million and a net credit to accumulated other comprehensive loss of \$1.3 million.

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

The following table provides the key assumptions that were used to calculate the pension benefit obligation and the net periodic benefit cost at the measurement dates of August 31, 2017 and December 31, 2016.

	August 31, 2017	December 31, 2016
<b>Weighted-average Assumption to Determine Benefit Obligation:</b>		
Discount rate	3.50%	4.03%
<b>Weighted-average Assumptions to Determine Net Periodic Benefit Costs for the period ended:</b>		
Discount rate - service cost <sup>(1)</sup>	4.40%	4.24%
Discount rate - interest cost <sup>(1)</sup>	3.31%	4.24%
Expected return on assets	7.25%	8.00%

<sup>(1)</sup>In January 2017, NiSource changed the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits. This change, compared to the previous method, resulted in a decrease in the actuarially-determined service and interest cost components. Historically, NiSource estimated service and interest cost utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. For fiscal 2017 and beyond, NiSource now utilizes a full yield curve approach to estimate these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows.

**12. Long-Term Debt**

NiSource Finance is a 100% owned, consolidated finance subsidiary of NiSource that engages in financing activities to raise funds for the business operations of NiSource and its subsidiaries. NiSource Finance was incorporated in March 2000 under the laws of the state of Indiana. Prior to 2000, the function of NiSource Finance was performed by Capital Markets. NiSource Finance obligations are fully and unconditionally guaranteed by NiSource. Consequently, no separate financial statements for NiSource Finance are required to be reported. No NiSource subsidiaries guarantee debt.

NiSource announced on April 26, 2017, that it intends to merge NiSource Finance and Capital Markets with and into NiSource during the second half of 2017, pending receipt of applicable approvals. The mergers are expected to be completed during the fourth quarter of 2017. Upon completion of the mergers, NiSource will become the primary obligor of NiSource Finance's and Capital Markets' outstanding obligations. The mergers are not expected to have any impact on NiSource's consolidated financial statements or the credit ratings of outstanding debt securities.

On March 27, 2017, Capital Markets redeemed \$30.0 million of 7.86% and \$2.0 million of 7.85% medium-term notes at maturity.

On April 3, 2017, Capital Markets redeemed \$12.0 million of 7.82% , \$10.0 million of 7.92% , \$2.0 million of 7.93% and \$1.0 million of 7.94% medium-term notes at maturity.

On May 22, 2017, NiSource Finance closed its placement of \$2.0 billion in aggregate principal amount of its senior notes, comprised of \$1.0 billion of 3.49% senior notes due 2027 and \$1.0 billion of 4.375% senior notes due 2047. Related to this placement, NiSource settled \$950.0 million of aggregate notional value forward-starting interest rate swaps, originally entered into to mitigate interest risk associated with the planned issuance of these notes. Refer to Note 6 , "Risk Management Activities," for additional information.

During the second quarter of 2017, NiSource Finance executed a tender offer for \$990.7 million of outstanding notes consisting of a combination of its 6.40% notes due 2018, 6.80% notes due 2019, 5.45% notes due 2020, and 6.125% notes due 2022. In conjunction with the debt retired, NiSource Finance recorded a \$111.5 million loss on early extinguishment of long-term debt, primarily attributable to early redemption premiums.

On June 12, 2017, NIPSCO redeemed \$22.5 million of 7.59% medium-term notes at maturity.

On July 1, 2017, NIPSCO redeemed \$55.0 million of 5.70% medium-term notes at maturity.

On August 4, 2017, NIPSCO redeemed \$5.0 million of 7.02% medium-term notes at maturity.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

On September 14, 2017, NiSource Finance closed its placement of \$750.0 million of 3.95% senior notes due 2048. Related to this placement, NiSource settled \$750.0 million of aggregate notional value treasury lock agreements, originally entered into to mitigate the interest risk associated with the planned issuance of these notes. Refer to Note 6, "Risk Management Activities," for additional information.

On September 15, 2017, NiSource Finance redeemed \$210.4 million of 5.25% senior unsecured notes at maturity.

**13. Short-Term Borrowings**

NiSource generates short-term borrowings from its revolving credit facility, commercial paper program, letter of credit issuances and accounts receivable transfer programs. Each of these borrowing sources is described further below.

NiSource Finance maintains a revolving credit facility to fund ongoing working capital requirements, including the provision of liquidity support for its commercial paper program, provide for issuance of letters of credit and also for general corporate purposes. NiSource Finance's revolving credit facility has a program limit of \$1.85 billion and is comprised of a syndicate of banks led by Barclays. At September 30, 2017 and December 31, 2016, NiSource had no outstanding borrowings under this facility.

NiSource Finance's commercial paper program has a program limit of up to \$1.5 billion with a dealer group comprised of Barclays, Citigroup, Credit Suisse and Wells Fargo. As of September 30, 2017 and December 31, 2016, NiSource had commercial paper outstanding of \$581.0 million and \$1,178.0 million, respectively.

As of September 30, 2017 and December 31, 2016, NiSource had \$13.0 million and \$14.7 million of stand-by letters of credit, respectively. All stand-by letters of credit were under the revolving credit facility.

Transfers of accounts receivable are accounted for as secured borrowings resulting in the recognition of short-term borrowings on the Condensed Consolidated Balance Sheets (unaudited) in the amount of \$262.2 million and \$310.0 million as of September 30, 2017 and December 31, 2016, respectively. Refer to Note 8, "Transfers of Financial Assets," for additional information.

Short-term borrowings were as follows:

<i>(in millions)</i>	September 30, 2017	December 31, 2016
Commercial Paper weighted-average interest rate of 1.50% and 1.24% at September 30, 2017 and December 31, 2016, respectively	\$ 581.0	\$ 1,178.0
Accounts receivable securitization facility borrowings	262.2	310.0
<b>Total Short-Term Borrowings</b>	<b>\$ 843.2</b>	<b>\$ 1,488.0</b>

Given their maturities are less than 90 days, cash flows related to the borrowings and repayments of the items listed above are presented net in the Condensed Statements of Consolidated Cash Flows (unaudited).

**14. Other Commitments and Contingencies**

**A. Guarantees and Indemnities.** As a part of normal business, NiSource and certain subsidiaries enter into various agreements providing financial or performance assurance to third parties on behalf of certain subsidiaries. Such agreements include guarantees and stand-by letters of credit. These agreements are entered into primarily to support or enhance the creditworthiness otherwise attributed to a subsidiary on a stand-alone basis, thereby facilitating the extension of sufficient credit to accomplish the subsidiaries' intended commercial purposes. As of September 30, 2017 and December 31, 2016, NiSource had issued stand-by letters of credit of \$13.0 million and \$14.7 million, respectively.

**B. Legal Proceedings.** The Company is party to certain claims and legal proceedings arising in the ordinary course of business, none of which is deemed to be individually material at this time. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's results of operations, financial position or liquidity. If one or more of such matters were decided against the Company, the effects could be material to the Company's results of operations in the period in which the Company would be required to record or adjust the related liability and could also be material to the Company's cash flows in the periods the Company would be required to pay such liability.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

**C. Environmental Matters.** NiSource operations are subject to environmental statutes and regulations related to air quality, water quality, hazardous waste and solid waste. NiSource believes that it is in substantial compliance with the environmental regulations currently applicable to its operations.

It is management's continued intent to address environmental issues in cooperation with regulatory authorities in such a manner as to achieve mutually acceptable compliance plans. However, there can be no assurance that fines and penalties will not be incurred. Management expects a significant portion of environmental assessment and remediation costs to be recoverable through rates for certain NiSource companies.

As of September 30, 2017 and December 31, 2016, NiSource had recorded a liability of approximately \$112.6 million and \$111.4 million, respectively, to cover environmental remediation at various sites. The current portion of this liability is included in "Legal and environmental" in the Condensed Consolidated Balance Sheets (unaudited). The noncurrent portion is included in "Other noncurrent liabilities" in the Condensed Consolidated Balance Sheets (unaudited). NiSource recognizes costs associated with environmental remediation obligations when the incurrence of such costs is probable and the amounts can be reasonably estimated. The original estimates for remediation activities may differ materially from the amount ultimately expended. The actual future expenditures depend on many factors, including currently enacted laws and regulations, the nature and extent of impact, the method of remediation and the availability of cost recovery. These expenditures are not currently estimable at some sites. NiSource periodically adjusts its liability as information is collected and estimates become more refined.

Electric Operations' compliance estimates disclosed below are reflective of NIPSCO's Integrated Resource Plan submitted to the IURC on November 1, 2016. See section D, "Other Matters," below for additional information.

Air

The actions listed below could require further reductions in emissions from various emission sources. NiSource will continue to closely monitor developments in these matters.

Future legislative and regulatory programs could significantly limit allowed GHG emissions or impose a cost or tax on GHG emissions. Additionally, rules that increase methane leak detection, require emission reductions or impose additional requirements for natural gas facilities could restrict GHG emissions and impose additional costs. NiSource will carefully monitor all GHG reduction proposals and regulations.

**National Ambient Air Quality Standards.** The CAA requires the EPA to set NAAQS for six "criteria" air pollutants considered harmful to public health and the environment. Periodically, the EPA imposes new, or modifies existing, NAAQS. States containing areas that do not meet the new or revised standards, or contribute significantly to nonattainment of downwind states, may be required to take steps to achieve and maintain compliance with the standards. These steps could include additional pollution controls on boilers, engines, turbines and other facilities owned by electric generation and gas distribution operations.

**Ozone:** On October 26, 2015, the EPA issued a final rule to lower the 8-hour ozone standard from 75 ppb to 70 ppb. After the EPA proceeds with designations, areas where NiSource operates that are currently designated in attainment with the standards may be reclassified as nonattainment. NiSource will continue to monitor this matter and cannot estimate its impact at this time.

**Clean Power Plan.** On October 23, 2015, the EPA issued a final rule to regulate CO<sub>2</sub> emissions from existing fossil-fuel EGUs under section 111(d) of the CAA. The final rule establishes national CO<sub>2</sub> emission-rate standards that are applied to each state's mix of affected EGUs to establish state-specific emission-rate and mass-emission limits. The final rule requires each state to submit a plan indicating how the state will meet the EPA's emission-rate or mass-emission limit, including possibly imposing reduction obligations on specific units. If a state does not submit a satisfactory plan, the EPA will impose a federal plan on that state. On February 9, 2016, the U.S. Supreme Court stayed implementation of the CPP until litigation is decided on its merits. On October 16, 2017, the EPA published in the Federal Register a Notice of Proposed Rulemaking that would repeal the CPP. The public will have 60 days to comment on this proposal, after which time the proposal may become final. NIPSCO will continue to monitor this matter and cannot estimate its impact at this time. Should costs be incurred to comply with the CPP, NIPSCO believes such costs will be eligible for recovery through customer rates.

Waste

**CERCLA.** NiSource subsidiaries are potentially responsible parties at waste disposal sites under the CERCLA (commonly known as Superfund) and similar state laws. Additionally, NiSource affiliates have retained environmental liabilities, including remediation liabilities, associated with certain former operations.

**MGP.** A program has been instituted to identify and investigate former MGP sites where Gas Distribution Operations subsidiaries or predecessors may have liability. The program has identified 64 such sites where liability is probable. Remedial actions at many

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

of these sites are being overseen by state or federal environmental agencies through consent agreements or voluntary remediation agreements.

NiSource utilizes a probabilistic model to estimate its future remediation costs related to its MGP sites. The model was prepared with the assistance of a third party and incorporates NiSource and general industry experience with remediating MGP sites. NiSource completes an annual refresh of the model in the second quarter of each fiscal year. No material changes to the estimated future remediation costs were noted as a result of the refresh completed as of June 30, 2017. The total estimated liability at NiSource related to the facilities subject to remediation was \$108.0 million and \$105.5 million at September 30, 2017 and December 31, 2016, respectively. The liability represents NiSource's best estimate of the probable cost to remediate the facilities. NiSource believes that it is reasonably possible that remediation costs could vary by as much as \$25 million in addition to the costs noted above. Remediation costs are estimated based on the best available information, applicable remediation standards at the balance sheet date, and experience with similar facilities.

**CCRs.** On April 17, 2015, the EPA issued a final rule for regulation of CCRs. The rule regulates CCRs under the RCRA Subtitle D, which determines them to be nonhazardous. The rule is implemented in phases and requires increased groundwater monitoring, reporting, recordkeeping and posting of related information to the Internet. The rule also establishes requirements related to CCR management and disposal. The rule will allow NIPSCO to continue its byproduct beneficial use program.

The publication of the CCR rule resulted in revisions to previously recorded legal obligations associated with the retirement of certain NIPSCO facilities. The actual asset retirement costs related to the CCR rule may vary substantially from the estimates used to record the increased asset retirement obligation due to the uncertainty about the compliance strategies that will be used and the preliminary nature of available data used to estimate costs. In addition, to comply with the rule, NIPSCO will be required to incur future capital expenditures to modify its infrastructure and manage CCRs. Capital compliance costs are currently expected to total approximately \$193 million. As allowed by the EPA, NIPSCO will continue to collect data over time to determine the specific compliance solutions and associated costs and, as a result, the actual costs may vary.

NIPSCO filed a petition on November 1, 2016 with the IURC seeking approval of the projects and recovery of the costs associated with CCR compliance. On June 9, 2017, NIPSCO filed with the IURC a settlement reached with certain parties regarding the CCR projects and treatment of associated costs. An evidentiary hearing was held on August 21, 2017 and an order is expected by the end of 2017.

Water

**ELG.** On November 3, 2015, the EPA issued a final rule to amend the ELG and standards for the Steam Electric Power Generating category. The final rule became effective January 4, 2016. The rule imposes new water treatment and discharge requirements on NIPSCO's electric generating facilities to be applied between 2018 and 2023. On April 25, 2017, the EPA published notice in the Federal Register that the EPA is reconsidering the ELG in response to several petitions for reconsideration. On September 18, 2017, the EPA published notice in the Federal Register their intention to postpone the earliest compliance dates for flue gas desulfurization wastewater and bottom ash transport water requirements to potentially consider revisions to technology and numeric limits achievable. NIPSCO is unable to estimate the impact of the postponement of these compliance dates at this time. Based upon a preliminary engineering study, capital compliance costs are currently expected to cost approximately \$170 million. On November 1, 2016, NIPSCO filed a petition with the IURC seeking approval of the projects and recovery of the costs associated with ELG compliance. Given the current postponement of certain compliance dates under the ELG rule, NIPSCO has agreed with the settling parties as part of the settlement agreement discussed in the "CCRs" subsection above, that these ELG projects and related costs would be addressed in a later proceeding.

**D. Other Matters.**

**NIPSCO 2016 Integrated Resource Plan.** Environmental, regulatory and economic factors, including low natural gas prices and aging coal-fired units, have led NIPSCO to consider modifying its current electric generation supply mix to include less coal-fired generation. Due to enacted CCR and ELG (subsequently postponed) legislation, NIPSCO would expect to incur over \$1 billion in operating, maintenance, environmental and other costs over the next seven years if the current fleet of coal-fired generating units remain operational.

On November 1, 2016, NIPSCO submitted its 2016 Integrated Resource Plan with the IURC. The plan evaluated demand-side and supply-side resource alternatives to reliably and cost effectively meet NIPSCO customers' future energy requirements over the ensuing 20 years. The 2016 Integrated Resource Plan indicates that the most viable option for customers and NIPSCO involves the retirement of Bailly Generating Station (Units 7 and 8) as soon as mid-2018 and two units (Units 17 and 18) at the R.M.

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ITEM 1. FINANCIAL STATEMENTS (continued)

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

Schafher Generating Station by the end of 2023. It is projected over the long term that the cost to customers to retire these units at these dates will be lower than maintaining and upgrading them for continuing generation.

NiSource and NIPSCO committed to the retirement of the Bailly Generating Station units in connection with the filing of the 2016 Integrated Resource Plan, pending approval by the MISO. In the fourth quarter of 2016, the MISO approved NIPSCO's plan to retire the Bailly Generating Station units by May 31, 2018. In accordance with ASC 980-360, the remaining net book value of the Bailly Generating Station units was reclassified from "Net utility plant" to "Other property, at cost, less accumulated depreciation" on the Condensed Consolidated Balance Sheets (unaudited).

In connection with the MISO's approval of NIPSCO's planned retirement of the Bailly Generating Station units, NiSource recorded \$ 22.1 million of plant retirement-related charges in the fourth quarter of 2016. These charges were comprised of contract termination charges related to NIPSCO's capital lease with Pure Air (discussed further below), voluntary employee severance benefits, and write downs of certain materials and supplies inventory balances.

**NIPSCO Pure Air.** NIPSCO has a service agreement with Pure Air, a general partnership between Air Products and Chemicals, Inc. and First Air Partners LP, under which Pure Air provides scrubber services to reduce sulfur dioxide emissions for Units 7 and 8 at the Bailly Generating Station. Services under this contract commenced on July 1, 1992 and expired on June 30, 2012. The agreement was renewed effective July 1, 2012 for ten years requiring NIPSCO to pay for the services under a combination of fixed and variable charges. NiSource has made an exhaustive effort to obtain information needed from Pure Air to determine the status of Pure Air as a VIE. However, NIPSCO has not been able to obtain this information and, as a result, it is unclear whether Pure Air is a VIE and if NIPSCO is the primary beneficiary. NIPSCO will continue to request the information required to determine whether Pure Air is a VIE. NIPSCO has no exposure to loss related to the service agreement with Pure Air and payments under this agreement were \$ 16.5 million and \$ 16.0 million for the nine months ended September 30, 2017 and 2016, respectively. In accordance with GAAP, the renewed agreement was evaluated to determine whether the arrangement qualifies as a lease. Based on the terms of the agreement, the arrangement qualified for capital lease accounting. As the effective date of the new agreement was July 1, 2012, NiSource capitalized this lease beginning in the third quarter of 2012.

As further discussed above in this Note 14 under the heading "NIPSCO 2016 Integrated Resource Plan," NIPSCO plans to retire the generation station units serviced by Pure Air by May 31, 2018. In December 2016, as allowed by the provisions of the service agreement, NIPSCO provided Pure Air formal notice of intent to terminate the service agreement, effective May 31, 2018. Providing this notice to Pure Air triggered a contract termination liability of \$16 million which was recorded in fourth quarter of 2016. This expense was included as part of the plant retirement-related charges discussed above. Payment of this liability is not due until NIPSCO ceases use of the scrubber services. The liability is presented in "Other accruals" on the Condensed Consolidated Balance Sheets (unaudited). In addition, NIPSCO remeasured the remaining capital lease asset and obligation to reflect the change in estimated remaining minimum lease payments. This remeasurement was a non-cash transaction that had no impact on the Statements of Consolidated Income.

**Technology Services.** On December 31, 2013, NiSource Corporate Services Company signed a seven-year agreement with IBM to continue to provide business process and support functions to NiSource under a combination of fixed and variable charges, with the variable charges fluctuating based on the actual need for such services. The agreement was effective January 1, 2014 with a commencement date of April 1, 2014.

In April 2017, NiSource initiated a process to terminate its agreement with IBM and began negotiating contracts with IT service providers other than IBM. The terminated agreement calls for NiSource to pay certain charges in the event of a termination by NiSource for any reason other than material breach by IBM. NiSource and IBM are in discussions with respect to the charges owed IBM. Liabilities recorded related to termination charges as of September 30, 2017 are not material to the Condensed Consolidated Financial Statements (unaudited).

In May and June 2017, NiSource executed agreements with new IT service providers. The new agreements have terms ending at various dates throughout 2022. Knowledge sharing and transition of responsibilities from IBM to the new service providers is currently underway and is expected to be substantially complete by the end of 2017. Costs associated with transition activities, including legal and consulting fees, are expensed as incurred. Annual payments for services received under the new agreements are not expected to result in a material change to NiSource's aggregate contractual obligations.

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**ITEM 1. FINANCIAL STATEMENTS (continued)**

**NiSource Inc.**

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

**15. Accumulated Other Comprehensive Loss**

The following tables display the components of Accumulated Other Comprehensive Loss:

Three Months Ended September 30, 2017 (in millions)	Gains and Losses on Securities <sup>(1)</sup>	Gains and Losses on Cash Flow Hedges <sup>(1)</sup>	Pension and OPEB Items <sup>(1)</sup>	Accumulated Other Comprehensive Loss <sup>(1)</sup>
Balance as of July 1, 2017	\$ 0.4	\$ (18.8)	\$ (17.2)	\$ (35.6)
Other comprehensive income (loss) before reclassifications	0.1	(9.7)	—	(9.6)
Amounts reclassified from accumulated other comprehensive loss	—	0.4	1.1	1.5
Net current-period other comprehensive income (loss)	0.1	(9.3)	1.1	(8.1)
<b>Balance as of September 30, 2017</b>	<b>\$ 0.5</b>	<b>\$ (28.1)</b>	<b>\$ (16.1)</b>	<b>\$ (43.7)</b>

Nine Months Ended September 30, 2017 (in millions)	Gains and Losses on Securities <sup>(1)</sup>	Gains and Losses on Cash Flow Hedges <sup>(1)</sup>	Pension and OPEB Items <sup>(1)</sup>	Accumulated Other Comprehensive Loss <sup>(1)</sup>
Balance as of January 1, 2017	\$ (0.6)	\$ (6.9)	\$ (17.6)	\$ (25.1)
Other comprehensive income (loss) before reclassifications	1.1	(23.3)	0.2	(22.0)
Amounts reclassified from accumulated other comprehensive loss	—	2.1	1.3	3.4
Net current-period other comprehensive income (loss)	1.1	(21.2)	1.5	(18.6)
<b>Balance as of September 30, 2017</b>	<b>\$ 0.5</b>	<b>\$ (28.1)</b>	<b>\$ (16.1)</b>	<b>\$ (43.7)</b>

Three Months Ended September 30, 2016 (in millions)	Gains and Losses on Securities <sup>(1)</sup>	Gains and Losses on Cash Flow Hedges <sup>(1)</sup>	Pension and OPEB Items <sup>(1)</sup>	Accumulated Other Comprehensive Loss <sup>(1)</sup>
Balance as of July 1, 2016	\$ 2.0	\$ (139.7)	\$ (18.6)	\$ (156.3)
Other comprehensive loss before reclassifications	(0.3)	(22.9)	—	(23.2)
Amounts reclassified from accumulated other comprehensive loss	—	0.3	0.2	0.5
Net current-period other comprehensive income (loss)	(0.3)	(22.6)	0.2	(22.7)
<b>Balance as of September 30, 2016</b>	<b>\$ 1.7</b>	<b>\$ (162.3)</b>	<b>\$ (18.4)</b>	<b>\$ (179.0)</b>

Nine Months Ended September 30, 2016 (in millions)	Gains and Losses on Securities <sup>(1)</sup>	Gains and Losses on Cash Flow Hedges <sup>(1)</sup>	Pension and OPEB Items <sup>(1)</sup>	Accumulated Other Comprehensive Loss <sup>(1)</sup>
Balance as of January 1, 2016	\$ (0.5)	\$ (15.5)	\$ (19.1)	\$ (35.1)
Other comprehensive income (loss) before reclassifications	2.3	(148.0)	—	(145.7)
Amounts reclassified from accumulated other comprehensive loss	(0.1)	1.2	0.7	1.8
Net current-period other comprehensive income (loss)	2.2	(146.8)	0.7	(143.9)
<b>Balance as of September 30, 2016</b>	<b>\$ 1.7</b>	<b>\$ (162.3)</b>	<b>\$ (18.4)</b>	<b>\$ (179.0)</b>

<sup>(1)</sup>All amounts are net of tax. Amounts in parentheses indicate debits.

**16. Business Segment Information**

At September 30, 2017, NiSource's operations are divided into two primary reportable segments. The Gas Distribution Operations segment provides natural gas service and transportation for residential, commercial and industrial customers in Ohio, Pennsylvania, Virginia, Kentucky, Maryland, Indiana and Massachusetts. The Electric Operations segment provides electric service in 20 counties in the northern part of Indiana.

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ITEM 1. FINANCIAL STATEMENTS (continued)

NiSource Inc.

**Notes to Condensed Consolidated Financial Statements (unaudited) (continued)**

The following table provides information about business segments. NiSource uses operating income as its primary measurement for each of the reported segments and makes decisions on finance, dividends and taxes at the corporate level on a consolidated basis. Segment revenues include intersegment sales to affiliated subsidiaries, which are eliminated in consolidation. Affiliated sales are recognized on the basis of prevailing market, regulated prices or at levels provided for under contractual agreements. Operating income is derived from revenues and expenses directly associated with each segment.

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>Gross Revenues</b>				
<b>Gas Distribution Operations</b>				
Unaffiliated	\$ 431.1	\$ 392.4	\$ 2,139.9	\$ 1,935.6
Intersegment	3.5	3.1	10.6	9.6
<b>Total</b>	<b>434.6</b>	<b>395.5</b>	<b>2,150.5</b>	<b>1,945.2</b>
<b>Electric Operations</b>				
Unaffiliated	485.8	465.4	1,365.5	1,249.2
Intersegment	0.2	0.4	0.6	0.6
<b>Total</b>	<b>486.0</b>	<b>465.8</b>	<b>1,366.1</b>	<b>1,249.8</b>
<b>Corporate and Other</b>				
Unaffiliated	0.1	3.5	0.9	10.7
Intersegment	126.4	100.5	367.7	298.1
<b>Total</b>	<b>126.5</b>	<b>104.0</b>	<b>368.6</b>	<b>308.8</b>
Eliminations	(130.1)	(104.0)	(378.9)	(308.3)
<b>Consolidated Gross Revenues</b>	<b>\$ 917.0</b>	<b>\$ 861.3</b>	<b>\$ 3,506.3</b>	<b>\$ 3,195.5</b>
<b>Operating Income (Loss)</b>				
Gas Distribution Operations	\$ (23.7)	\$ 4.3	\$ 362.1	\$ 392.7
Electric Operations	124.4	112.8	286.3	251.5
Corporate and Other	(1.1)	(3.4)	(7.8)	(10.9)
<b>Consolidated Operating Income</b>	<b>\$ 99.6</b>	<b>\$ 113.7</b>	<b>\$ 640.6</b>	<b>\$ 633.3</b>

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

**NiSource Inc.**

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

NiSource Inc.

**EXECUTIVE SUMMARY**

This Management's Discussion and Analysis of Financial Condition and Results of Operations (Management's Discussion) analyzes the financial condition, results of operations and cash flows of NiSource and its subsidiaries. It also includes management's analysis of past financial results and certain potential factors that may affect future results, potential future risks and approaches that may be used to manage those risks. See "Note regarding forward-looking statements" at the beginning of this report for a list of factors that may cause results to differ materially.

Management's Discussion is designed to provide an understanding of NiSource's operations and financial performance and should be read in conjunction with NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 .

NiSource is an energy holding company under the Public Utility Holding Company Act of 2005 whose subsidiaries are fully regulated natural gas and electric utility companies serving customers in seven states. NiSource generates substantially all of its operating income through these rate-regulated businesses which are summarized for financial reporting purposes into two primary reportable segments: Gas Distribution Operations and Electric Operations.

Refer to the "Business" section of NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for further discussion of its regulated utility business segments.

NiSource's goal is to develop strategies that benefit all stakeholders as it addresses changing customer conservation patterns, develops more contemporary pricing structures and embarks on long-term investment programs. These strategies are intended to improve reliability and safety, enhance customer services and reduce emissions while generating sustainable returns. Additionally, NiSource continues to pursue regulatory and legislative initiatives that will allow residential customers not currently on NiSource's system to obtain gas service in a cost effective manner.

**Summary of Consolidated Financial Results**

<i>(in millions, except per share amounts)</i>	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	2017 vs. 2016	2017	2016	2017 vs. 2016
Total Net Revenues	\$ 683.4	\$ 643.1	\$ 40.3	\$ 2,443.6	\$ 2,245.9	\$ 197.7
Total Operating Expenses	583.8	529.4	54.4	1,803.0	1,612.6	190.4
<b>Operating Income</b>	<b>99.6</b>	<b>113.7</b>	<b>(14.1)</b>	<b>640.6</b>	<b>633.3</b>	<b>7.3</b>
Total Other Deductions, net	(83.1)	(81.5)	(1.6)	(362.5)	(263.4)	(99.1)
Income Taxes	2.5	8.5	(6.0)	97.1	130.6	(33.5)
<b>Income from Continuing Operations</b>	<b>14.0</b>	<b>23.7</b>	<b>(9.7)</b>	<b>181.0</b>	<b>239.3</b>	<b>(58.3)</b>
Income (Loss) from Discontinued Operations - net of taxes	—	3.5	(3.5)	(0.1)	3.4	(3.5)
<b>Net Income</b>	<b>14.0</b>	<b>27.2</b>	<b>(13.2)</b>	<b>180.9</b>	<b>242.7</b>	<b>(61.8)</b>
Basic Earnings Per Share from Continuing Operations	\$ 0.04	\$ 0.07	\$ (0.03)	\$ 0.55	\$ 0.74	\$ (0.19)
Basic Average Common Shares Outstanding	331.1	322.3	8.8	326.7	321.4	5.3

On a consolidated basis, NiSource reported income from continuing operations of \$14.0 million , or \$0.04 per basic share for the three months ended September 30, 2017 , compared to \$23.7 million , or \$0.07 per basic share for the same period in 2016 . The decrease in income from continuing operations during 2017 was due primarily to decreased operating income, as discussed below.

For the three months ended September 30, 2017 , NiSource reported operating income of \$99.6 million compared to \$113.7 million for the same period in 2016 . The lower operating income was primarily due to increased operating expenses, including higher employee and administrative expenses, increased outside service costs and higher depreciation expense. These increases in operating expenses were partially offset by increased net revenues from new rates from base-rate proceedings and infrastructure replacement programs and increased rates from incremental capital spend on electric transmission projects at NIPSCO. These favorable net revenue drivers were partially offset by the effects of year-over-year weather variations, which reduced revenue in 2017 compared to 2016.

For the nine months ended September 30, 2017 , NiSource reported consolidated income from continuing operations of \$181.0 million , or \$0.55 per basic share compared to \$239.3 million , or \$0.74 per basic share for the same period in 2016 . The decrease

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

**NiSource Inc.**

in income from continuing operations during 2017 was due primarily to a loss on early extinguishment of long-term debt, partially offset by increased operating income, as discussed below.

NiSource's operating income for the nine months ended September 30, 2017 was \$640.6 million compared to \$633.3 million for the same period in 2016. The higher operating income was primarily due to increased net revenues from new rates from base-rate proceedings and infrastructure replacement programs, along with increased rates from incremental capital spend on electric transmission projects at NIPSCO, partially offset by unfavorable effects of weather. The increase in net revenues was partially offset by increased operating expenses due to higher employee and administrative expenses, increased outside service costs, higher material and supplies expenses and increased environmental costs. Additionally, depreciation expense and other taxes increased relative to 2016. These increases in operating expenses were partially offset by decreased amortization expense.

Other Income (Deductions), net

Other income (deductions), net reduced income by \$83.1 million in the third quarter of 2017 compared to a reduction in income of \$81.5 million in the prior year.

Other income (deductions), net reduced income by \$362.5 million in the nine months ended September 30, 2017 compared to a reduction in income of \$263.4 million in the prior year. This change is due primarily to a loss on early extinguishment of long-term debt of \$111.5 million which was incurred in 2017. Refer to Note 12, "Long-Term Debt," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on the early extinguishment of long-term debt.

Income Taxes

Refer to Note 10, "Income Taxes," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on income taxes.

**Capital Investment.** In the nine months ended September 30, 2017, NiSource invested \$1,216.4 million in capital expenditures across its gas and electric utilities. These expenditures were primarily aimed at furthering the safety and reliability of NiSource's gas distribution system, construction of new electric transmission assets and maintaining NiSource's existing electric generation fleet. NiSource continues to execute on an estimated \$30 billion in total projected long-term regulated utility infrastructure investments and expects to invest a total of approximately \$1.6 to \$1.7 billion in capital during 2017 to continue to modernize and improve its system across all seven states.

**Liquidity.** NiSource believes that through income generated from operating activities, amounts available under its short-term revolving credit facility, commercial paper program, accounts receivable securitization facilities, long-term debt agreements and NiSource's ability to access the capital markets, there is adequate capital available to fund its operating activities and capital expenditures in 2017 and beyond. At September 30, 2017 and December 31, 2016, NiSource had \$1,275.3 million and \$683.7 million, respectively, of net liquidity available, consisting of cash and available capacity under credit facilities. Additionally, as of September 30, 2017, NiSource has approximately \$183 million of available remaining capacity to issue shares of common stock under its ATM program.

These factors and other impacts to the financial results are discussed in more detail within the following discussions of "Results and Discussion of Segment Operations" and "Liquidity and Capital Resources."

Regulatory Developments

During the quarter ended September 30, 2017, NiSource continued to move forward on core infrastructure and environmental investment programs supported by complementary regulatory and customer initiatives across all seven states of its operating area. The discussion below summarizes significant regulatory developments that transpired during the third quarter of 2017:

**Gas Distribution Operations**

- NIPSCO filed a gas base rate case with the IURC on September 27, 2017. The request, which seeks NIPSCO's first natural gas base rate increase in more than 25 years, supports continued investment in system upgrades, technology improvements and other measures to increase pipeline safety and system reliability. If approved as filed, the fully implemented request would increase annual revenues by \$143.5 million, inclusive of amounts being recovered through various tracker programs. An order is expected in the second half of 2018.
- Columbia of Ohio filed a settlement agreement in its pending application for a five year extension of its IRP on August 18, 2017. This well-established pipeline replacement program, which is currently authorized through December 31, 2017,

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**NiSource Inc.**

covers replacement of priority mainline pipe and targeted customer service lines. An order by the PUCO is expected by the end of 2017.

- New rates went into effect on October 27, 2017 following approval of Columbia of Maryland's base rate case settlement by the MPSC. The settlement supports continued accelerated replacement of aging pipe as well as adoption of additional pipeline safety upgrades and increases annual revenue by \$2.4 million .
- NIPSCO continues to execute on its seven-year, \$850 million gas infrastructure modernization program to further improve system reliability and safety. New rates under NIPSCO's semi-annual tracker update took effect July 1, 2017. The latest update, covering \$328.9 million of cumulative net capital spend through June 30, 2017, was filed on August 31, 2017. An order is expected in the fourth quarter of 2017.
- On October 31, 2017, Columbia of Massachusetts filed its GSEP for the 2018 construction year. Columbia of Massachusetts is proposing to recover a cumulative revenue requirement of \$ 26.8 million including a waiver to collect the \$3.1 million revenue requirement in excess of the GSEP cap provision. If the waiver is not approved, the cumulative revenue requirement will be \$ 23.7 million . An order is expected from the Massachusetts DPU in the second quarter of 2018, with new rates effective May 1, 2018.

***Electric Operations***

- NIPSCO continues to execute on its seven-year electric infrastructure modernization program, which includes enhancements to its electric transmission and distribution system designed to further improve system safety and reliability. The IURC-approved program represents approximately \$1.25 billion of electric infrastructure investments expected to be made through 2022. On June 30, 2017, NIPSCO filed its latest tracker update request, covering \$177.3 million in cumulative net capital expenditures through April 30, 2017. An order approving the request was received from the IURC on October 31, 2017.
- NIPSCO's request, filed in November 2016, to invest in environmental upgrades at its Michigan City Unit 12 and R.M. Schahfer Units 14 and 15 generating facilities remains pending before the IURC. On June 9, 2017, NIPSCO, along with the Indiana OUCC, the Citizens Action Coalition and a group of NIPSCO industrial customers, submitted a settlement agreement seeking, among other things, approval and cost recovery for the CCR projects and moving ELG-related investments to a later proceeding. An IURC order is expected before the end of 2017.

Refer to Note 5 , "Regulatory Matters," as well as to Note 14 , "Other Commitments and Contingencies," in the Notes to Condensed Consolidated Financial Statements (unaudited) for a complete discussion of key regulatory matters.

**RESULTS AND DISCUSSION OF SEGMENT OPERATIONS**

**Presentation of Segment Information**

NiSource's operations are divided into two primary reportable segments: Gas Distribution Operations and Electric Operations.

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

**NiSource Inc.**  
**Gas Distribution Operations**

<i>(in millions)</i>	Three Months Ended September 30,			Nine Months Ended September 30,		
	2017	2016	2017 vs. 2016	2017	2016	2017 vs. 2016
<b>Net Revenues</b>						
Sales revenues	\$ 434.6	\$ 395.5	\$ 39.1	\$ 2,150.5	\$ 1,945.2	\$ 205.3
Less: Cost of gas sold (excluding depreciation and amortization)	94.6	76.1	18.5	662.0	569.6	92.4
<b>Net Revenues</b>	<b>340.0</b>	<b>319.4</b>	<b>20.6</b>	<b>1,488.5</b>	<b>1,375.6</b>	<b>112.9</b>
<b>Operating Expenses</b>						
Operation and maintenance	257.9	213.4	44.5	792.3	668.3	124.0
Depreciation and amortization	67.9	64.3	3.6	199.5	188.8	10.7
Other taxes	37.9	37.4	0.5	134.6	125.8	8.8
<b>Total Operating Expenses</b>	<b>363.7</b>	<b>315.1</b>	<b>48.6</b>	<b>1,126.4</b>	<b>982.9</b>	<b>143.5</b>
<b>Operating Income (Loss)</b>	<b>\$ (23.7)</b>	<b>\$ 4.3</b>	<b>\$ (28.0)</b>	<b>\$ 362.1</b>	<b>\$ 392.7</b>	<b>\$ (30.6)</b>
<b>Revenues</b>						
Residential	\$ 264.2	\$ 247.7	\$ 16.5	\$ 1,404.4	\$ 1,254.9	\$ 149.5
Commercial	80.9	71.6	9.3	456.0	402.7	53.3
Industrial	39.7	36.4	3.3	156.5	139.9	16.6
Off-System	30.4	19.9	10.5	97.1	59.4	37.7
Other	19.4	19.9	(0.5)	36.5	88.3	(51.8)
<b>Total</b>	<b>\$ 434.6</b>	<b>\$ 395.5</b>	<b>\$ 39.1</b>	<b>\$ 2,150.5</b>	<b>\$ 1,945.2</b>	<b>\$ 205.3</b>
<b>Sales and Transportation (MMDth)</b>						
Residential	14.5	13.7	0.8	157.2	169.5	(12.3)
Commercial	17.3	16.3	1.0	111.3	114.7	(3.4)
Industrial	125.9	130.4	(4.5)	380.3	393.7	(13.4)
Off-System	11.1	7.4	3.7	33.8	27.3	6.5
Other	0.3	—	0.3	0.2	—	0.2
<b>Total</b>	<b>169.1</b>	<b>167.8</b>	<b>1.3</b>	<b>682.8</b>	<b>705.2</b>	<b>(22.4)</b>
<b>Heating Degree Days</b>	<b>75</b>	<b>33</b>	<b>42</b>	<b>2,911</b>	<b>3,297</b>	<b>(386)</b>
<b>Normal Heating Degree Days</b>	<b>85</b>	<b>85</b>	<b>—</b>	<b>3,576</b>	<b>3,608</b>	<b>(32)</b>
<b>% Warmer than Normal</b>	<b>(12)%</b>	<b>(61)%</b>		<b>(19)%</b>	<b>(9)%</b>	
<b>Gas Distribution Customers</b>						
Residential				3,114,223	3,088,525	25,698
Commercial				275,424	274,276	1,148
Industrial				6,163	6,408	(245)
Other				3	—	3
<b>Total</b>				<b>3,395,813</b>	<b>3,369,209</b>	<b>26,604</b>

Net revenues are calculated as gross revenues less the associated cost of sales (excluding depreciation and amortization). Cost of sales at the Gas Distribution Operations segment is principally comprised of the cost of natural gas used while providing transportation and distribution services to its customers. The majority of the cost of sales are tracked costs that are passed through directly to the customer resulting in an equal and offsetting amount reflected in gross revenues.

Comparability of line item operating results may also be impacted by regulatory, tax and depreciation trackers (other than those for cost of sales) that allow for the recovery in rates of certain costs. Therefore, increases in these tracked operating expenses are offset by increases in net revenues and have essentially no impact on income from continuing operations.

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

**NiSource Inc.**  
**Gas Distribution Operations**

Three months ended September 30, 2017 vs. September 30, 2016 Operating Income

For the third quarter of 2017, Gas Distribution Operations reported an operating loss of \$23.7 million, versus operating income of \$4.3 million in the comparable 2016 period.

Net revenues for third quarter of 2017 were \$340.0 million, an increase of \$20.6 million from the same period in 2016. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings and infrastructure replacement programs of \$16.0 million.
- Higher revenues from increased industrial, commercial and residential customer usage of \$2.9 million.
- The effects of increased residential customer growth of \$1.3 million.

Operating expenses were \$48.6 million higher for the third quarter of 2017 compared to the same period in 2016. This change was primarily driven by:

- Increased employee and administrative expenses of \$25.4 million which includes the impact of a pension settlement charge recorded in 2017 along with a charge related to Columbia of Pennsylvania's portion of a 2017 pension contribution which, per regulatory order, is expensed on a cash basis.
- Higher outside service costs of \$14.4 million due to increased line locating expenses and IT service provider transition costs.
- Increased depreciation of \$3.6 million due to higher capital expenditures placed in service.

Nine months ended September 30, 2017 vs. September 30, 2016 Operating Income

For the nine months ended September 30, 2017, Gas Distribution Operations reported operating income of \$362.1 million, a decrease of \$30.6 million from the comparable 2016 period.

Net revenues for the nine months ended September 30, 2017 were \$1,488.5 million, an increase of \$112.9 million from the same period in 2016. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings and infrastructure replacement programs of \$97.1 million.
- Higher regulatory, tax and depreciation trackers, which are offset in expense, of \$24.7 million.
- The effects of increased residential customer growth of \$5.7 million.

Partially offset by:

- The effects of warmer weather of \$14.6 million.

Operating expenses were \$143.5 million higher for the nine months ended September 30, 2017 compared to the same period in 2016. This change was primarily driven by:

- Increased employee and administrative expenses of \$51.3 million which includes the impact of the aforementioned pension settlement charge and pension contribution.
- Higher outside service costs of \$32.9 million due to IT service provider transition costs and increased line locating expenses.
- Higher regulatory, tax and depreciation trackers, which are offset in net revenues, of \$24.7 million.
- Increased depreciation of \$9.7 million due to higher capital expenditures placed in service.
- Increased property taxes of \$6.9 million due to higher capital expenditures placed in service and an accrual adjustment recorded in 2016.
- Higher environmental costs of \$4.9 million.

Weather

In general, NiSource calculates the weather-related revenue variance based on changing customer demand driven by weather variance from normal heating degree days. NiSource's composite heating degree days reported do not directly correlate to the weather-related dollar impact on the results of Gas Distribution Operations. Heating degree days experienced during different times of the year or in different operating locations may have more or less impact on volume and dollars depending on when and where they occur. When the detailed results are combined for reporting, there may be weather-related dollar impacts on operations when there is not an apparent or significant change in the aggregated NiSource composite heating degree day comparison.

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

**NiSource Inc.**

**Gas Distribution Operations**

Weather in the Gas Distribution Operations service territories for the third quarter of 2017 was about 12% warmer than normal and about 127% colder than 2016 , leading to increased net revenues of \$0.2 million for the quarter ended September 30, 2017 compared to 2016 .

Weather in the Gas Distribution Operations service territories for the nine months ended September 30, 2017 was about 19% warmer than normal and about 12% warmer than 2016 , resulting in decreased net revenues of \$14.6 million for the nine months ended September 30, 2017 compared to 2016 .

Throughput

Total volumes sold and transported for the third quarter of 2017 were 169.1 MMDth, compared to 167.8 MMDth for 2016 .

Total volumes sold and transported for the nine months ended September 30, 2017 were 682.8 MMDth, compared to 705.2 MMDth for 2016 . This 3% decrease is primarily attributable to the effects of warmer weather in 2017.

Economic Conditions

All NiSource Gas Distribution Operations companies have state-approved recovery mechanisms that provide a means for full recovery of prudently incurred gas costs. Gas costs are treated as pass-through costs and have no impact on the net revenues recorded in the period. The gas costs included in revenues are matched with the gas cost expense recorded in the period and the difference is recorded on the Condensed Consolidated Balance Sheets (unaudited) as under-recovered or over-recovered gas cost to be included in future customer billings.

At NIPSCO, sales revenues and customer billings are adjusted for amounts related to under and over-recovered purchased gas costs from prior periods per regulatory order. These amounts are primarily reflected in the "Other" gross revenues statistic provided at the beginning of this segment discussion. The adjustments to other gross revenues for the quarter ended September 30, 2017 and 2016 were a revenue decrease of \$0.3 million and a revenue increase of \$4.4 million, respectively. The adjustments to other gross revenues for the nine months ended September 30, 2017 and 2016 were a revenue decrease of \$29.3 million and a revenue increase of \$15.2 million, respectively.

Certain Gas Distribution Operations companies continue to offer choice opportunities, where customers can choose to purchase gas from a third-party supplier, through regulatory initiatives in their respective jurisdictions. These programs serve to further reduce NiSource's exposure to gas prices.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**NiSource Inc.  
Electric Operations**

<i>(in millions)</i>	<b>Three Months Ended September 30,</b>			<b>Nine Months Ended September 30,</b>		
	<b>2017</b>	<b>2016</b>	<b>2017 vs. 2016</b>	<b>2017</b>	<b>2016</b>	<b>2017 vs. 2016</b>
<b>Net Revenues</b>						
Sales revenues	\$ 486.0	\$ 465.8	\$ 20.2	\$ 1,366.1	\$ 1,249.8	\$ 116.3
Less: Cost of sales (excluding depreciation and amortization)	139.0	142.0	(3.0)	400.9	380.0	20.9
<b>Net Revenues</b>	<b>347.0</b>	<b>323.8</b>	<b>23.2</b>	<b>965.2</b>	<b>869.8</b>	<b>95.4</b>
<b>Operating Expenses</b>						
Operation and maintenance	136.7	127.6	9.1	422.1	372.1	50.0
Depreciation and amortization	69.8	66.9	2.9	212.0	202.8	9.2
Other taxes	16.1	16.5	(0.4)	44.8	43.4	1.4
<b>Total Operating Expenses</b>	<b>222.6</b>	<b>211.0</b>	<b>11.6</b>	<b>678.9</b>	<b>618.3</b>	<b>60.6</b>
<b>Operating Income</b>	<b>\$ 124.4</b>	<b>\$ 112.8</b>	<b>\$ 11.6</b>	<b>\$ 286.3</b>	<b>\$ 251.5</b>	<b>\$ 34.8</b>
<b>Revenues</b>						
Residential	\$ 138.0	\$ 145.1	\$ (7.1)	\$ 363.7	\$ 346.1	\$ 17.6
Commercial	134.6	127.1	7.5	379.0	336.2	42.8
Industrial	171.5	155.8	15.7	531.4	469.4	62.0
Wholesale	3.7	3.7	—	9.0	8.8	0.2
Other	38.2	34.1	4.1	83.0	89.3	(6.3)
<b>Total</b>	<b>\$ 486.0</b>	<b>\$ 465.8</b>	<b>\$ 20.2</b>	<b>\$ 1,366.1</b>	<b>\$ 1,249.8</b>	<b>\$ 116.3</b>
<b>Sales (Gigawatt Hours)</b>						
Residential	1,002.3	1,147.5	(145.2)	2,523.9	2,744.9	(221.0)
Commercial	1,042.7	1,102.8	(60.1)	2,868.1	2,954.8	(86.7)
Industrial	2,390.9	2,356.3	34.6	7,192.7	7,072.2	120.5
Wholesale	6.1	2.3	3.8	28.0	3.6	24.4
Other	31.2	39.7	(8.5)	96.3	104.8	(8.5)
<b>Total</b>	<b>4,473.2</b>	<b>4,648.6</b>	<b>(175.4)</b>	<b>12,709.0</b>	<b>12,880.3</b>	<b>(171.3)</b>
<b>Cooling Degree Days</b>	<b>540</b>	<b>681</b>	<b>(141)</b>	<b>765</b>	<b>966</b>	<b>(201)</b>
<b>Normal Cooling Degree Days</b>	<b>570</b>	<b>570</b>		<b>745</b>	<b>799</b>	
<b>% Warmer (Colder) than Normal</b>	<b>(5)%</b>	<b>19%</b>		<b>3%</b>	<b>21%</b>	
<b>Electric Customers</b>						
Residential				407,998	405,895	2,103
Commercial				55,912	55,418	494
Industrial				2,311	2,341	(30)
Wholesale				740	742	(2)
Other				2	2	—
<b>Total</b>				<b>466,963</b>	<b>464,398</b>	<b>2,565</b>

Net revenues are calculated as gross revenues less the associated cost of sales (excluding depreciation and amortization). Cost of sales at the Electric Operations segment is principally comprised of the cost of coal, related handling costs, natural gas purchased for the internal generation of electricity at NIPSCO and the cost of power purchased from third-party generators of electricity. The majority of the cost of sales are tracked costs that are passed through directly to the customer resulting in an equal and offsetting amount reflected in gross revenues.

Comparability of line item operating results may also be impacted by regulatory and depreciation trackers (other than those for cost of sales) that allow for the recovery in rates of certain costs. Therefore, increases in these tracked operating expenses are offset by increases in net revenues and have essentially no impact on income from continuing operations.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**NiSource Inc.  
Electric Operations**

**Three months ended September 30, 2017 vs. September 30, 2016 Operating Income**

For the third quarter of 2017, Electric Operations reported operating income of \$124.4 million, an increase of \$11.6 million from the comparable 2016 period.

Net revenues for the third quarter of 2017 were \$347.0 million, an increase of \$23.2 million from the same period in 2016. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings of \$22.4 million.
- Increased rates from incremental capital spend on electric transmission projects of \$7.4 million.
- Higher regulatory and depreciation trackers, which are offset in expense, of \$5.4 million.

Partially offset by:

- The effects of cooler weather of \$10.8 million.

Operating expenses were \$11.6 million higher for the third quarter of 2017 compared to the same period in 2016. This change was primarily driven by:

- Higher regulatory and depreciation trackers, which are offset in net revenues, of \$5.4 million.
- Increased employee and administrative expenses of \$4.0 million.

**Nine months ended September 30, 2017 vs. September 30, 2016 Operating Income**

For the nine months ended September 30, 2017, Electric Operations reported operating income of \$286.3 million, an increase of \$34.8 million from the comparable 2016 period.

Net revenues for the nine months ended September 30, 2017 were \$965.2 million, an increase of \$95.4 million from the same period in 2016. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings of \$64.5 million.
- Higher regulatory and depreciation trackers, which are offset in expense, of \$25.8 million.
- Increased rates from incremental capital spend on electric transmission projects of \$18.2 million.

Partially offset by:

- The effects of cooler weather of \$17.3 million.

Operating expenses were \$60.6 million higher for the nine months ended September 30, 2017 compared to the same period in 2016. This change was primarily driven by:

- Higher regulatory and depreciation trackers, which are offset in net revenues, of \$25.8 million.
- Increased outside service costs of \$13.9 million, primarily due to vegetation management activities and generation-related maintenance.
- Higher employee and administrative expenses of \$8.3 million.
- Increased materials and supplies expenses of \$8.0 million driven by generation-related maintenance and increased chemical usage.
- Higher gross receipts taxes of \$5.0 million driven by higher revenues.

Partially offset by:

- Decreased amortization expense of \$10.8 million.

**Weather**

In general, NiSource calculates the weather-related revenue variance based on changing customer demand driven by weather variance from normal heating or cooling degree days. NiSource's composite heating or cooling degree days reported do not directly correlate to the weather-related dollar impact on the results of Electric Operations. Heating or cooling degree days experienced during different times of the year may have more or less impact on volume and dollars depending on when they occur. When the detailed results are combined for reporting, there may be weather-related dollar impacts on operations when there is not an apparent or significant change in the aggregated NiSource composite heating or cooling degree day comparison.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**NiSource Inc.  
Electric Operations**

Weather in the Electric Operations' territories for the third quarter of 2017 was about 5% cooler than normal and about 24% cooler than 2016, resulting in decreased net revenues of \$10.8 million for the quarter ended September 30, 2017 compared to 2016.

Weather in the Electric Operations' territories for the nine months ended September 30, 2017 was about 3% warmer than normal and about 18% cooler than 2016, resulting in decreased net revenues of \$17.3 million for the nine months ended September 30, 2017 compared to 2016.

**Sales**

Electric Operations sales for the third quarter of 2017 were 4,473.2 gwh, a decrease of 175.4 gwh compared to the same period in 2016. The 4% decrease is primarily attributable to decreased residential sales from the cooler weather in the current year.

Electric Operations sales for the nine months ended September 30, 2017 were 12,709.0 gwh, a decrease of 171.3 gwh compared to the same period in 2016. The 1% decrease is primarily attributed to decreased residential sales from cooler weather in the current year.

**Economic Conditions**

NIPSCO has a state-approved recovery mechanism that provides a means for full recovery of prudently incurred fuel costs. Fuel costs are treated as pass-through costs and have no impact on the net revenues recorded in the period. The fuel costs included in revenues are matched with the fuel cost expense recorded in the period and the difference is recorded on the Condensed Consolidated Balance Sheets (unaudited) as under-recovered or over-recovered fuel cost to be included in future customer billings.

At NIPSCO, sales revenues and customer billings are adjusted for amounts related to under and over-recovered purchased fuel costs from prior periods per regulatory order. These amounts are primarily reflected in the "Other" gross revenues statistic provided at the beginning of this segment discussion. The adjustments to other gross revenues for the quarter ended September 30, 2017 and 2016 were a revenue increase of \$7.8 million and \$16.1 million, respectively. The adjustments to other gross revenues for the nine months ended September 30, 2017 and 2016 were a revenue increase of \$6.9 million and \$34.5 million, respectively.

**Electric Supply**

*NIPSCO 2016 Integrated Resource Plan.* Environmental, regulatory and economic factors, including low natural gas prices and aging coal-fired units, have led NIPSCO to consider modifying its current electric generation supply mix to include less coal-fired generation. Due to enacted CCR and ELG (subsequently postponed) legislation, NIPSCO would expect to incur over \$1 billion in operating, maintenance, environmental and other costs over the next seven years if the current fleet of coal-fired generating units remain operational.

On November 1, 2016, NIPSCO submitted its 2016 Integrated Resource Plan with the IURC. The plan evaluated demand-side and supply-side resource alternatives to reliably and cost effectively meet NIPSCO customers' future energy requirements over the ensuing 20 years. The 2016 Integrated Resource Plan indicates that the most viable option for customers and NIPSCO involves the retirement of Bailly Generating Station (Units 7 and 8) as soon as mid-2018 and two units (Units 17 and 18) at the R.M. Schahfer Generating Station by the end of 2023. It is projected over the long term that the cost to customers to retire these units at these dates will be lower than maintaining and upgrading them for continuing generation.

NiSource and NIPSCO committed to the retirement of the Bailly Generating Station units in connection with the filing of the 2016 Integrated Resource Plan, pending approval by the MISO. In the fourth quarter of 2016, the MISO approved NIPSCO's plan to retire the Bailly Generating Station units by May 31, 2018.

In connection with the MISO's approval of NIPSCO's planned retirement of the Bailly Generating Station units, NiSource recorded \$22.1 million of plant retirement-related charges in the fourth quarter of 2016. These charges were comprised of contract termination charges related to NIPSCO's capital lease with Pure Air, voluntary employee severance benefits and write downs of certain materials and supplies inventory balances. Refer to Note 14 -D, "Other Matters," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information.

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

**NiSource Inc.**

**Liquidity and Capital Resources**

Operating Activities

Net cash from operating activities from continuing operations for the nine months ended September 30, 2017 was \$529.5 million , a decrease of \$3.3 million compared to the nine months ended September 30, 2016 . This decrease was driven by pension plan contributions in 2017 partially offset by a combination of changes in weather, gas prices and the related approved rates for recovery, which significantly impacted regulatory assets and regulatory liabilities between the two periods.

**Regulatory Assets and Liabilities.** During the nine months ended September 30, 2016, over-collected gas costs from 2015 were returned to customers resulting in a use of cash. In 2017, less cash was required to be returned to customers because the balance of over-collected gas costs from 2016 was smaller than in 2015.

**Pension and Other Postretirement Plan Funding.** For the nine months ended September 30, 2017 , NiSource contributed \$281.6 million to its pension plans (including a \$277 million discretionary contribution made during the third quarter of 2017) and \$21.8 million to its other postretirement benefit plans. Given the current funded status of the pension plans (and barring unforeseen market volatility that would negatively impact the valuation of its plan assets), NiSource does not believe material contributions to its pension plans will be required for the foreseeable future.

NiSource will continue to contribute to its other postretirement plans. In total, NiSource expects to contribute \$25.3 million to these plans in 2017.

For the nine months ended September 30, 2016, NiSource contributed \$2.7 million to its pension plans and \$18.6 million to its other postretirement benefit plans.

**Income Taxes.** As of September 30, 2017 , NiSource has a recorded deferred tax asset of \$818.1 million related to a Federal NOL carryforward. As a result of being in an NOL position, NiSource was not required to make any cash payments for Federal income tax purposes during the nine months ended September 30, 2017 or 2016 . This NOL carryforward expires in 2030; however, NiSource expects to fully utilize the carryforward benefit prior to its expiration.

Investing Activities

Net cash used for investing activities for the nine months ended September 30, 2017 was \$1,306.1 million , an increase of \$137.9 million compared to the nine months ended September 30, 2016 . This increase was mostly attributable to increased capital expenditures in 2017.

NiSource's capital expenditures for the nine months ended September 30, 2017 were \$1,216.4 million compared to \$1,083.4 million for the comparable period in 2016 . The increase in capital spend was driven by favorable weather conditions in 2017 which allowed for extended periods of construction as well as an increase in planned capital expenditures in the current year. NiSource projects total 2017 capital expenditures to be approximately \$1.6 to \$1.7 billion .

Financing Activities

**Common Stock.** Refer to Note 4 , "Common Stock," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on common stock activity, including cash received for the issuance of common stock under NiSource's ATM program.

**Long-term Debt.** Refer to Note 12 , "Long-Term Debt," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on long-term debt activity, including cash paid for debt extinguishment premiums and other issuance costs.

**Short-term Debt.** Refer to Note 13 , "Short-Term Borrowings," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on short-term debt activity.

**Net Available Liquidity.** As of September 30, 2017 , an aggregate of \$1,275.3 million of net liquidity was available, including cash and credit available under the revolving credit facility and accounts receivable securitization programs.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)**

**NiSource Inc.**

The following table displays NiSource's liquidity position as of September 30, 2017 and December 31, 2016:

<i>(in millions)</i>	September 30, 2017	December 31, 2016
<b>Current Liquidity</b>		
Revolving Credit Facility	\$ 1,850.0	\$ 1,850.0
Accounts Receivable Program <sup>(1)</sup>	262.2	310.0
<i>Less:</i>		
Drawn on Revolving Credit Facility	—	—
Commercial Paper	581.0	1,178.0
Accounts Receivable Program Utilized	262.2	310.0
Letters of Credit Outstanding Under Credit Facility	13.0	14.7
<i>Add:</i>		
Cash and Cash Equivalents	19.3	26.4
<b>Net Available Liquidity</b>	<b>\$ 1,275.3</b>	<b>\$ 683.7</b>

<sup>(1)</sup>Represents the lesser of the seasonal limit or maximum borrowings supportable by the underlying receivables.

**Debt Covenants.** NiSource is subject to financial covenants under its revolving credit facility and term loan agreement, which require NiSource to maintain a debt to capitalization ratio that does not exceed 70%. A similar covenant in a 2005 private placement note purchase agreement requires NiSource to maintain a debt to capitalization ratio that does not exceed 75%. As of September 30, 2017, the ratio was 66.5%.

**Sale of Trade Accounts Receivables.** Refer to Note 8, "Transfers of Financial Assets," in the Notes to Condensed Consolidated Financial Statements (unaudited) for information on the sale of trade accounts receivable.

**Credit Ratings.** The credit rating agencies periodically review the Company's ratings, taking into account factors such as its capital structure and earnings profile. The following table includes NiSource's and certain subsidiaries' credit ratings and ratings outlook as of September 30, 2017. Aside from those disclosed below, there were no changes to credit ratings or outlooks since December 31, 2016.

	S&P		Moody's		Fitch	
	Rating	Outlook	Rating	Outlook	Rating	Outlook
NiSource <sup>(1)</sup>	BBB+	Stable	Baa2	Stable	BBB	Stable
NiSource Finance	BBB+	Stable	Baa2	Stable	BBB	Stable
Capital Markets	BBB+	Stable	Baa2	Stable	BBB	Stable
NIPSCO	BBB+	Stable	Baa1	Stable	BBB	Stable
Columbia of Massachusetts	BBB+	Stable	Baa2	Stable	Not rated	Not rated
Commercial Paper	A-2	Stable	P-2	Stable	F3	Stable

<sup>(1)</sup>In April 2017, Moody's assigned a Baa2 senior unsecured rating to NiSource, with a stable outlook.

Certain NiSource subsidiaries have agreements that contain "ratings triggers" that require increased collateral if the credit ratings of NiSource or certain of its subsidiaries are below investment grade. These agreements are primarily for insurance purposes and for the physical purchase or sale of power. As of September 30, 2017, the collateral requirement that would be required in the event of a downgrade below the ratings trigger levels would amount to approximately \$42.9 million. In addition to agreements with ratings triggers, there are other agreements that contain "adequate assurance" or "material adverse change" provisions that could necessitate additional credit support such as letters of credit and cash collateral to transact business.

**Equity.** NiSource has a shelf registration statement on file with the SEC that authorizes NiSource to issue an indeterminate amount of common stock and preferred stock, as well as other securities. The authorized capital stock of NiSource consists of 420,000,000 shares, \$0.01 par value, of which 400,000,000 are common stock and 20,000,000 are preferred stock. As of September 30, 2017, 336,691,078 shares of common stock were outstanding. NiSource has no preferred stock outstanding as of September 30, 2017.

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

**NiSource Inc.**

**Contractual Obligations.** Aside from the previously referenced issuances and repayments of long-term debt, there were no material changes recorded during the nine months ended September 30, 2017 to NiSource's contractual obligations as of December 31, 2016 .

**Off Balance Sheet Arrangements**

As a part of normal business, NiSource and certain subsidiaries enter into various agreements providing financial or performance assurance to third parties on behalf of certain subsidiaries. Such agreements include guarantees and stand-by letters of credit.

Refer to Note 14 , "Other Commitments and Contingencies," in the Notes to Condensed Consolidated Financial Statements (unaudited) for additional information about such arrangements.

**Market Risk Disclosures**

Risk is an inherent part of NiSource's businesses. The extent to which NiSource properly and effectively identifies, assesses, monitors and manages each of the various types of risk involved in its businesses is critical to its profitability. NiSource seeks to identify, assess, monitor and manage, in accordance with defined policies and procedures, the following principal market risks that are involved in NiSource's businesses: commodity price risk, interest rate risk and credit risk. Risk management at NiSource is a multi-faceted process with oversight by the Risk Management Committee that requires constant communication, judgment and knowledge of specialized products and markets. NiSource's senior management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in the identification, assessment and control of various risks. These may include, but are not limited to market, operational, financial, compliance and strategic risk types. In recognition of the increasingly varied and complex nature of the energy business, NiSource's risk management process, policies and procedures continue to evolve and are subject to ongoing review and modification.

Commodity Price Risk

NiSource is exposed to commodity price risk as a result of its subsidiaries' operations involving natural gas and power. To manage this market risk, NiSource's subsidiaries use derivatives, including commodity futures contracts, swaps, forwards and options. NiSource does not participate in speculative energy trading activity.

Commodity price risk resulting from derivative activities at NiSource's rate-regulated subsidiaries is limited, since regulations allow recovery of prudently incurred purchased power, fuel and gas costs through the ratemaking process, including gains or losses on these derivative instruments. If states should explore additional regulatory reform, these subsidiaries may begin providing services without the benefit of the traditional ratemaking process and may be more exposed to commodity price risk.

NiSource subsidiaries are required to make cash margin deposits with their brokers to cover actual and potential losses in the value of outstanding exchange traded derivative contracts. The amount of these deposits, some of which is reflected in NiSource's restricted cash balance, may fluctuate significantly during periods of high volatility in the energy commodity markets.

Refer to Note 6 , "Risk Management Activities," in the Condensed Consolidated Financial Statements (unaudited) for further information on NiSource's commodity price risk assets and liabilities as of September 30, 2017 or December 31, 2016 .

Interest Rate Risk

NiSource is exposed to interest rate risk as a result of changes in interest rates on borrowings under its revolving credit agreement, commercial paper program, accounts receivable programs and term loan, which have interest rates that are indexed to short-term market interest rates. Based upon average borrowings and debt obligations subject to fluctuations in short-term market interest rates, an increase (or decrease) in short-term interest rates of 100 basis points (1%) would have increased (or decreased) interest expense by \$3.7 million and \$12.6 million for the three and nine months ended September 30, 2017 and \$3.0 million and \$6.8 million for the three and nine months ended September 30, 2016 , respectively. NiSource is also exposed to interest rate risk as a result of changes in benchmark rates that can influence the interest rates of future debt issuances.

Refer to Note 6 , "Risk Management Activities," in the Notes to Condensed Consolidated Financial Statements (unaudited) for further information on NiSource's interest rate risk assets and liabilities as of September 30, 2017 and December 31, 2016 .

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

**NiSource Inc.**

Credit Risk

Due to the nature of the industry, credit risk is embedded in many of NiSource's business activities. NiSource's extension of credit is governed by a Corporate Credit Risk Policy. In addition, Risk Management Committee guidelines are in place which document management approval levels for credit limits, evaluation of creditworthiness, and credit risk mitigation efforts. Exposures to credit risks are monitored by the risk management function which is independent of commercial operations. Credit risk arises due to the possibility that a customer, supplier or counterparty will not be able or willing to fulfill its obligations on a transaction on or before the settlement date. For derivative-related contracts, credit risk arises when counterparties are obligated to deliver or purchase defined commodity units of gas or power to NiSource at a future date per execution of contractual terms and conditions. Exposure to credit risk is measured in terms of both current obligations and the market value of forward positions net of any posted collateral such as cash and letters of credit.

NiSource closely monitors the financial status of its banking credit providers. NiSource evaluates the financial status of its banking partners through the use of market-based metrics such as credit default swap pricing levels, and also through traditional credit ratings provided by major credit rating agencies.

**Other Information**

Critical Accounting Policies

***Pension and Other Postretirement Benefits.*** On January 1, 2017, NiSource changed the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits. This change, compared to the previous method, resulted in a decrease in the actuarially-determined service and interest cost components. Historically, NiSource estimated service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. NiSource now utilizes a full yield curve approach to estimate these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. NiSource believes the new approach provides a more precise measurement of service and interest costs by aligning the timing of the plan's liability cash flows to the corresponding spot rates on the yield curve. The benefit obligations measured under this approach are unchanged. NiSource accounted for this change as a prospective change in accounting estimate. For further information on NiSource's pension and other postretirement benefits, see Note 11, "Pension and Other Postretirement Benefits," in the Notes to Condensed Consolidated Financial Statements (unaudited).

There were no additional significant changes to critical accounting policies for the period ended September 30, 2017.

Recently Issued Accounting Pronouncements

Refer to Note 2, "Recent Accounting Pronouncements," in the Notes to Condensed Consolidated Financial Statements (unaudited) for additional information about recently issued and adopted accounting pronouncements.

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**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**NiSource Inc.**

For a discussion regarding quantitative and qualitative disclosures about market risk see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures.”

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

NiSource’s chief executive officer and its chief financial officer are responsible for evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). NiSource's disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including NiSource's chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon that evaluation, NiSource's chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that financial information was processed, recorded and reported accurately.

**Changes in Internal Controls**

There have been no changes in NiSource's internal control over financial reporting during the fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, NiSource's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

**NiSource Inc.**

The Company is party to certain claims and legal proceedings arising in the ordinary course of business, none of which is deemed to be individually material at this time. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's results of operations, financial position or liquidity. If one or more of such matters were decided against the Company, the effects could be material to the Company's results of operations in the period in which the Company would be required to record or adjust the related liability and could also be material to the Company's cash flows in the periods the Company would be required to pay such liability.

ITEM 1A. RISK FACTORS

NiSource's operations and financial results are subject to various risks and uncertainties, including those disclosed in NiSource's most recent Annual Report on Form 10-K for the year ended December 31, 2016. There have been no material changes to such risk factors.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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**ITEM 6. EXHIBITS**

**NiSource Inc.**

- (4.1) Form of 3.490% Notes due 2027 (incorporated by reference to Exhibit 4.1 to the NiSource Inc. Form 8-K filed on May 17, 2017).
- (4.2) Form of 4.375% Notes due 2047 (incorporated by reference to Exhibit 4.2 to the NiSource Inc. Form 8-K filed on May 17, 2017).
- (4.3) Form of 3.950% Notes due 2048 (incorporated by reference to Exhibit 4.1 to the NiSource Inc. Form 8-K filed on September 8, 2017).
- (12) Ratio of Earnings to Fixed Charges. \*
- (31.1) Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- (31.2) Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*
- (32.1) Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). \*
- (32.2) Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). \*
- (101.INS) XBRL Instance Document
- (101.SCH) XBRL Schema Document
- (101.CAL) XBRL Calculation Linkbase Document
- (101.LAB) XBRL Labels Linkbase Document
- (101.PRE) XBRL Presentation Linkbase Document
- (101.DEF) XBRL Definition Linkbase Document

\* Exhibit filed herewith.

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SIGNATURE

**NiSource Inc.**

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.

NiSource Inc.

\_\_\_\_\_  
(Registrant)

Date: November 1, 2017

By:

\_\_\_\_\_  
*/s/ Joseph W. Mulpas*

Joseph W. Mulpas

Vice President and Chief Accounting Officer  
(Principal Accounting Officer  
and Duly Authorized Officer)

NiSource Inc.  
Ratio of Earnings to Fixed Charges

	September 30, 2017	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013	December 31, 2012
<b>Earnings as defined in item 503(d) of Regulation S-K:</b>						
Add:						
Pretax income from continuing operations (a)(b)	\$ 278,012,014	\$ 510,208,667	\$ 340,406,027	\$ 423,910,493	\$ 330,158,304	\$ 253,968,177
Fixed Charges	304,685,825	407,450,678	422,886,197	421,483,105	410,081,138	415,593,947
Amortization of capitalized interest (c)	—	—	—	—	—	—
Distributed income of equity investees	1,095,420	224,702	151,119	110,964	118,416	—
Share of pre-tax losses of equity investees for which charges arising guarantees are included in fixed charges	—	—	—	—	—	—
Deduct:						
Interest capitalized (c)	—	—	—	—	—	—
Preference security dividend requirements of consolidated subsidiaries(d)	—	—	—	—	—	—
Non-Controlling interest in pre-tax income of subsidiaries that have not incurred fixed charges	—	—	—	—	—	—
	\$ 583,793,259	\$ 917,884,047	\$ 763,443,343	\$ 845,504,562	\$ 740,357,858	\$ 669,562,124
<b>Fixed charges as defined in item 503(d) of Regulation S-K:</b>						
Interest on long-term debt	\$ 261,985,138	\$ 352,265,520	\$ 377,469,202	\$ 368,614,101	\$ 364,427,942	\$ 366,907,783
Other interest	25,782,061	30,244,516	20,897,004	22,963,342	20,521,761	24,790,198
Capitalized interest during period (c)						
Amortization of premium, reacquisition premium, discount and expense on debt, net	5,309,002	7,618,345	8,701,321	9,967,085	9,395,881	9,699,157
Interest portion of rent expense	11,609,624	17,322,297	15,818,670	19,938,578	15,735,555	14,196,608
Non-controlling interest	—	—	—	—	—	—
	\$ 304,685,825	\$ 407,450,678	\$ 422,886,197	\$ 421,483,106	\$ 410,081,139	\$ 415,593,746
Plus preferred stock dividends: Preferred dividend requirements of subsidiary						
Preferred dividend requirements factor	0.65	0.64	0.58	0.61	0.67	0.67
Preference security dividend requirements of consolidated subsidiaries (d)	—	—	—	—	—	—
Fixed charges	304,685,825	407,450,678	422,886,197	421,483,106	410,081,139	415,593,746
	\$ 304,685,825	\$ 407,450,678	\$ 422,886,197	\$ 421,483,106	\$ 410,081,139	\$ 415,593,746
Ratio of earnings to fixed charges	1.92	2.25	1.81	2.01	1.81	1.61

(a) Income Statement amounts have been adjusted for discontinued operations.

(b) Excludes adjustment for minority interest in consolidated subsidiaries or income or loss from equity investees.

(c) NiSource is a public utility following ASC 980 and therefore does not add amortization of capitalized interest or subtract interest capitalized in determining earnings, nor reduces fixed charges for Allowance for Funds Used During Construction.

(d) Preferred dividends, as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one minus the effective income tax rate applicable to continuing operations.

**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Joseph Hamrock, certify that:

1. I have reviewed this Quarterly Report of NiSource Inc. on Form 10-Q for the quarter ended September 30, 2017 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2017

By:

/s/ Joseph Hamrock

Joseph Hamrock

President and Chief Executive Officer

**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Donald E. Brown, certify that:

1. I have reviewed this Quarterly Report of NiSource Inc. on Form 10-Q for the quarter ended September 30, 2017 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2017

By:

/s/ Donald E. Brown

\_\_\_\_\_  
Donald E. Brown  
Executive Vice President and Chief Financial  
Officer

**Certification Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of NiSource Inc. (the "Company") on Form 10-Q for the quarter ending September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Hamrock, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Joseph Hamrock*

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Joseph Hamrock  
President and Chief Executive Officer

Date: November 1, 2017

**Certification Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of NiSource Inc. (the "Company") on Form 10-Q for the quarter ending September 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Donald E. Brown, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

*/s/ Donald E. Brown*

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Donald E. Brown  
Executive Vice President and Chief Financial Officer

Date: November 1, 2017

COLUMBIA GAS OF PENNSYLVANIA, INC  
53.53 II. RATE OF RETURN  
A. ALL UTILITIES

3. Provide latest Stockholder Report (Company and Parent).

Response: Columbia Gas of Pennsylvania, Inc. does not publish a Stockholders Report.

Attachment A to this Exhibit is NiSource Inc.'s 2016 Annual Message to Stockholders and Attachment B is NiSource Inc.'s Form 10K for the fiscal year ended December 31, 2016.



# 2016 INTEGRATED ANNUAL REPORT



**MSource**



2393

## *Supporting Our Communities*

In this report, NiSource CEO Joe Hamrock is photographed on the steps of a recently completed **Homeport** home in Columbus, Ohio. Homeport is a private nonprofit organization dedicated to transforming lives by strengthening the home. Since its inception in 1987, Homeport has created a cornerstone of dignity, security and opportunity for thousands of central Ohio residents through quality affordable homes and strong communities. As part of its community engagement, NiSource supports Homeport and hundreds of other nonprofit organizations with financial support and volunteering. Across NiSource's seven states, in 2016 we contributed approximately **\$5.5 million to nonprofit organizations in our communities, including \$1.2 million in giving by the NiSource Charitable Foundation.**

# Our Plan, Our Direction

Our business plan is focused on proactively investing in our utility infrastructure—approximately \$1.6 billion to \$1.8 billion annually through 2020—to ensure we meet and improve upon our customer commitments now and in the decades ahead.

**\$1.09**

^  
**2016**  
NET OPERATING  
**EPS\***

**\$1.02**

^  
**2016**  
GAAP  
**EPS**

**\$1.12**  
TO  
**\$1.18**

PER SHARE  
^  
**2017**  
GUIDANCE\*

**\$1.6B**  
TO  
**\$1.7B**

^  
**2017**  
CAPITAL  
INVESTMENTS  
PROJECTED

**\$0.70**

^  
**PER SHARE**  
**ANNUAL**  
**DIVIDEND**  
FOR 2017

**5-7%**

^  
**ANNUAL EPS\***  
& **DIVIDEND**  
**GROWTH RATE**  
**THROUGH 2020**  
PROJECTED

\*Net operating earnings per share (non-GAAP); for a reconciliation to GAAP, see Schedule 1 on page 20; see also Regulation G statement on inside back cover.



NISOURCE HELPS ENERGIZE THE LIVES OF NEARLY **4 MILLION CUSTOMERS** ACROSS SEVEN STATES. OUR LOCAL UTILITIES ENSURE THAT CUSTOMERS RECEIVE SAFE, RELIABLE AND AFFORDABLE NATURAL GAS AND ELECTRICITY EACH AND EVERY DAY.

### **NISOURCE STAKEHOLDERS:**

I'm pleased to present our first **Integrated Annual Report**. We've combined our **Annual Report to Stockholders** and **Sustainability Report** into a single publication to further demonstrate the integration of our operational, financial and social performance across our well-established business strategy.

This means that in addition to our financial performance, this report focuses on other sustainability issues of importance to our stakeholders. Through the lens of our **Stakeholder Commitments, these highest-ranked areas include safety, reliability, affordability and growth.**

Using these priority areas and others core to our sustained business performance, we

## INVESTMENTS THAT DELIVER SERVICE RELIABILITY

Across NiSource, we are engaged in a robust, multiyear effort to replace existing cast iron and unprotected steel natural gas distribution pipes with modern, state-of-the-art materials, such as advanced plastics and protected steel.

**Over the past nine years, our companies have replaced more than 2,700 miles of priority natural gas distribution pipes, including more than 400 miles in 2016.**

In Indiana, we're also engaged in a long-term effort to modernize our electric systems, as well as overhaul our electric generation fleet to meet our customers' long-term energy needs and improve environmental performance.

**We replaced 60 miles of underground electric cable and more than 1,200 electric poles in 2016.**

These investments, **\$30+ billion of identified long-term opportunities**, enhance the safety and reliability of our energy systems, improve the environment and create shareholder value.



**406 MILES**

PRIORITY PIPE  
REPLACED IN 2016;  
360 MILES IN 2015



**\$1.5B**

CAPITAL INVESTMENT IN 2016;  
\$1.37B IN 2015

have identified milestones that our teams are working to achieve.

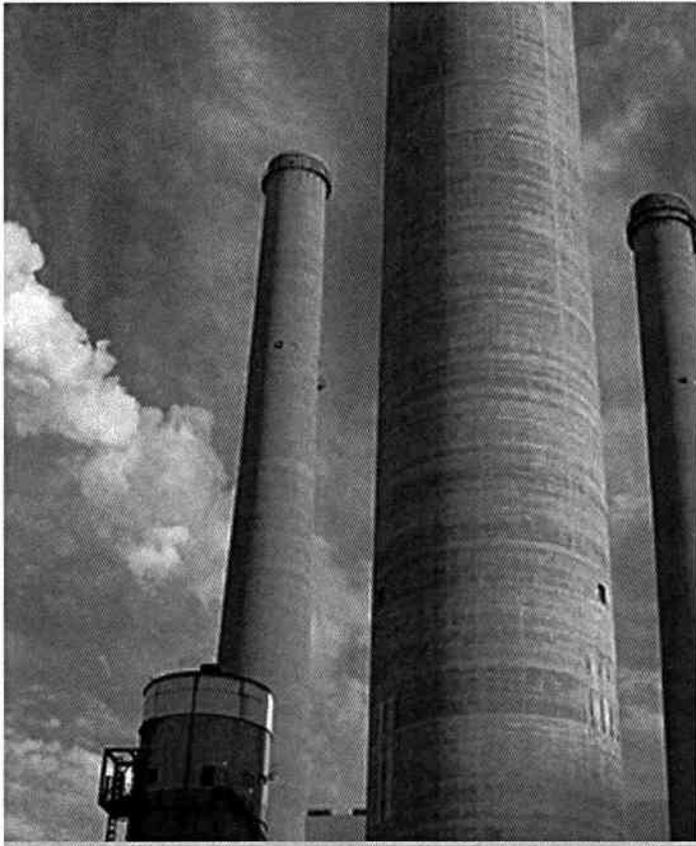
This past year marked our first full fiscal year of operating exclusively as a regulated utility company, following the separation of our interstate gas transmission, storage and midstream business in July 2015. During the year, we've maintained our focus on enhancing our services and infrastructure to support our customers.

Our operating companies—known best by their local **Columbia Gas** and **NIPSCO** brands—serve nearly 4 million customers, supporting modern living, comfort and economic vitality across our service territories.

As we'll highlight in the coming pages and in the supplemental materials available on our website, we are relentlessly focused on serving our customers in a way that is safe, reliable, environmentally responsible and sustainable, while making it easier to do business with us. At the same time, we're ensuring NiSource is a great place for our employees to work, grow and build a career. By delivering on our commitments and executing in a disciplined, thoughtful manner, we are continuing to build value for all of our stakeholders.

## ENDURING STRENGTH AND FOCUS OF OUR STRATEGY

Since the separation on July 1, 2015, we've delivered a 48 percent total return to



## RAISING THE BAR ON ELECTRIC ENVIRONMENTAL IMPROVEMENTS

Our recently outlined coal unit retirements are **expected to significantly reduce air emissions**, including carbon dioxide, sulfur dioxide, nitrogen oxide and mercury.

While NIPSCO has already significantly reduced these emissions through investments in pollution-control technologies such as flue gas desulfurization and activated carbon injection measures, NIPSCO has projected further environmental improvements as part of the company's electric generation strategy.

## DIVERSIFYING ELECTRIC GENERATION PORTFOLIO



NIPSCO'S GENERATION STRATEGY WILL SIGNIFICANTLY **REDUCE THE PRODUCTION OF COAL ASH AND THE AMOUNT OF WATER WITHDRAWN FROM LOCAL WATER RESOURCES**, SUCH AS LAKE MICHIGAN AND THE KANKAKEE RIVER.

shareholders through February 28, 2017. This included a 6.1 percent dividend increase in January 2017.

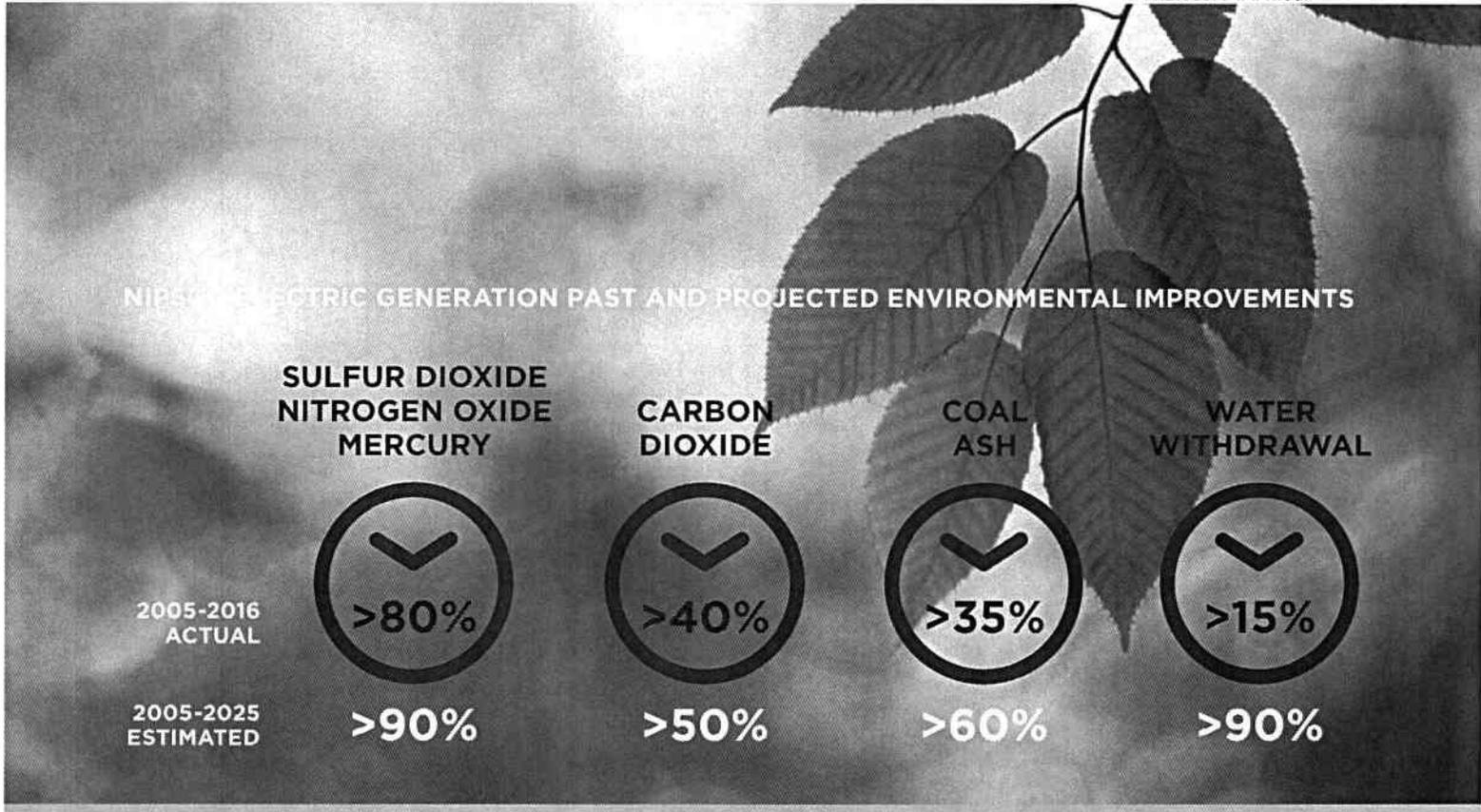
In 2016, we grew our business and delivered net operating earnings per share of \$1.09\*, near the upper end of our guidance range for the year, and up 16 percent from 2015. We invested a record \$1.5 billion in capital programs across our

seven states in 2016 to support safety, reliability and environmental improvements. We expect to invest between \$1.6 and \$1.8 billion annually through 2020.

### CREATING VALUE THROUGH CUSTOMER-FOCUSED INVESTMENTS

Our investments are contributing to increased safety and reliability, including a

\*Net operating earnings per share (non-GAAP); for a reconciliation to GAAP, see Schedule I on page 20; see also Regulation G statement on inside back cover.



14 percent reduction in found gas system leaks when compared to 2015.

We also added more than 30,000 new natural gas customers—our highest net customer growth since 2006—as customers are seeing the value of natural gas. Our goal is to build sustainable net customer growth of 1 percent annually by 2020.

In 2016, we committed to further improve the environment through our proactive infrastructure investments and plans to diversify our electric generation portfolio. As a founding member of the United States Environmental Protection Agency's Methane Challenge Program, we expect to reduce methane emissions from our

natural gas systems by 300 million cubic feet over the next five years—equivalent to taking more than 30,000 cars off the road.

And in our NIPSCO Integrated Resource Plan submitted in November 2016, we outlined a plan to retire 50 percent of our coal-fired generating capacity by the end of 2023. We are evaluating the most viable options to meet long-term customer needs, while maintaining our commitment to the well-being of our employees potentially impacted by this change.

### **A FOUNDATION OF SAFETY**

At the foundation of our business is the safety of and care for our employees, business partners, customers and the



## INDUSTRY-LEADING SAFETY PERFORMANCE

From the employees we hire to the way we park our vehicles, safety and reducing risk serve as the foundation for the way we do business. **We have a fundamental desire to keep our customers, business partners, communities and employees safe.** We partnered with the National Safety Council on a survey to better understand the overall health of our safety culture. The survey results helped us identify various areas of improvement that we'll be implementing in 2017, and we have plans to conduct the survey annually.



OUR GOAL WILL ALWAYS BE **ZERO INCIDENTS**, AND WE'VE SET MILESTONES ON OUR PATH TO BE IN THE **TOP 10 PERCENT OF OUR INDUSTRY IN EMPLOYEE AND CONTRACTOR SAFETY** BY THE END OF 2017.

public. We're continuing to improve our employee and public safety performance through risk reduction and process improvement. Our goal will always be zero incidents, and we've set milestones on our path to be in the top 10 percent of our industry in employee and contractor safety by the end of 2017. While we made progress in 2016 in our three key employee safety metrics, we have more work to do.

And, in the moments when customers need us most, we're responding faster than ever before. In 2016, we began targeting a 45-minute response time for natural gas emergencies, 15 minutes faster than the industry standard. We safely achieved this goal for 96 percent of our emergency orders by taking the necessary steps to ensure our processes, systems and people are as efficient as possible and in the right

**“** *The NiSource Mobile Device Policy aligns with our industry-leading safety commitment.*

*Vehicle collisions, including those involving distracted driving, remain a leading risk we face each day.*

**”**

**DAVE MONTE**

NISOURCE SENIOR VICE PRESIDENT  
SAFETY, ENVIRONMENTAL AND TRAINING



**REDUCING RISK IN ACTION: ELIMINATING MOBILE DEVICE USE WHILE DRIVING**

In 2016, we embraced a **new policy that bans the use of mobile devices while driving for work**. We believe our policy change is making a difference, as we've seen a decrease in vehicle collisions and our employees are changing driving behaviors.

MEASURE	2017 YEAR-END MILESTONE	2016 STATUS	2015 STATUS	CURRENT PERFORMANCE
DART RATE*	INDUSTRY TOP-DECILE	0.82	1.03	TOP QUARTILE
RECORDABLE INJURY RATE	INDUSTRY TOP-DECILE	1.55	1.74	TOP QUARTILE
VEHICLE COLLISION RATE	INDUSTRY TOP-DECILE	1.83	2.14	TOP QUARTILE

\*DAYS AWAY, RESTRICTED OR TRANSFERRED

place at the right time.

We're also reducing damages to our facilities by educating and building awareness with contractors and other third parties who may be digging around our lines. We increased our efforts in these areas with additional public service announcements, customer outreach and community programs to build public awareness and increase 811 use.

These efforts contributed to a 14 percent decline in system damages in 2016.

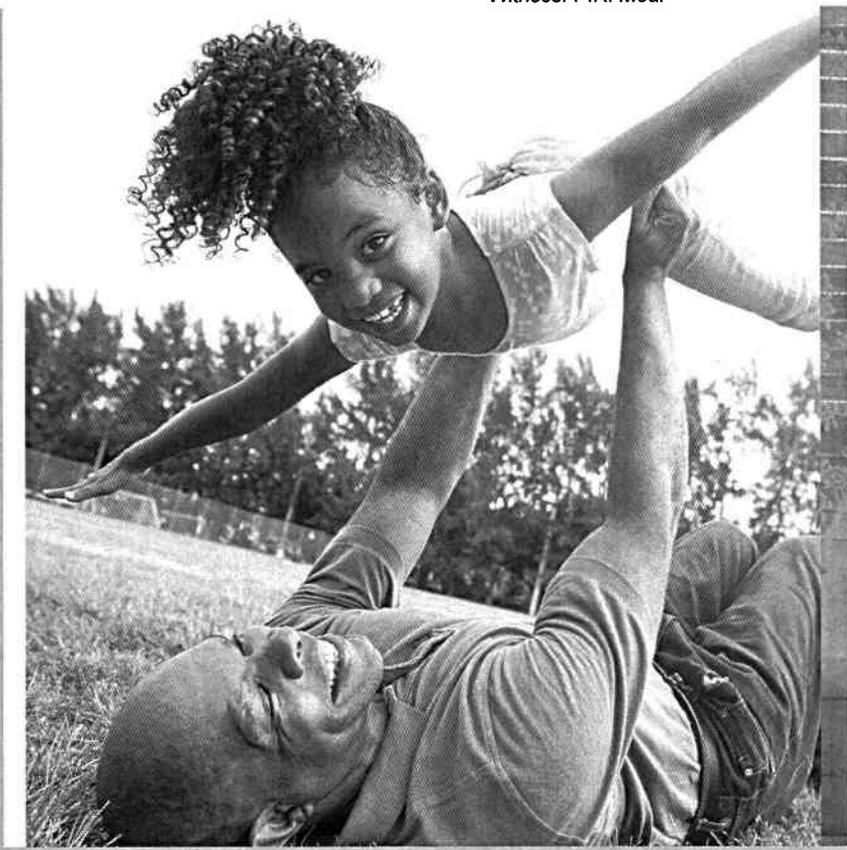
**SERVING OUR CUSTOMERS AND COMMUNITIES**

At the center of our commitment to serve our customers is our desire to improve their experience and make it easy to do business with us by introducing new services, improving processes and

## ENHANCING CUSTOMER SATISFACTION

Our customers are the center of everything we do. And **we're focused on improving the way we serve our customers** each day by incorporating service industry best practices to meet their needs and expectations. We're fostering a customer-centric culture among employees, enhancing our processes and implementing new technologies to meet customers' changing expectations and drive a top-tier customer experience.

While we have work to do to achieve our goal of being among the top 25 percent of utility companies in customer satisfaction by year-end 2018, we are taking significant steps forward.



MEASURE	MILESTONE	2016 STATUS	2015 STATUS	CURRENT PERFORMANCE
CUSTOMER SATISFACTION	87% YEAR-END 2017	87%	87%	ON TRACK
J.D. POWER RESIDENTIAL SCORE	INDUSTRY FIRST QUARTILE YEAR-END 2018	THIRD QUARTILE	SECOND QUARTILE	IMPROVING WITH INDUSTRY
ON-TIME APPOINTMENT RATE	99% YEAR-END 2017	98%	97%	IN LINE WITH INDUSTRY AVERAGE

continuing our energy efficiency and payment-assistance programs. During the year, we introduced a new bill format across all seven states we serve and launched a redesigned corporate website, a prelude to new sites for all our companies. The design offers quick, simple ways for customers to do business with us and get the information they need.

In 2016, we also kept our appointment times 98 percent of the time. On the energy efficiency front, more than 1 million customers participated in our programs, saving approximately \$12 million while maintaining or even increasing their home's comfort. These programs, which include home energy audits and incentives for energy efficiency



**~1 MILLION**  
CUSTOMERS SERVED BY  
ENERGY EFFICIENCY PROGRAMS



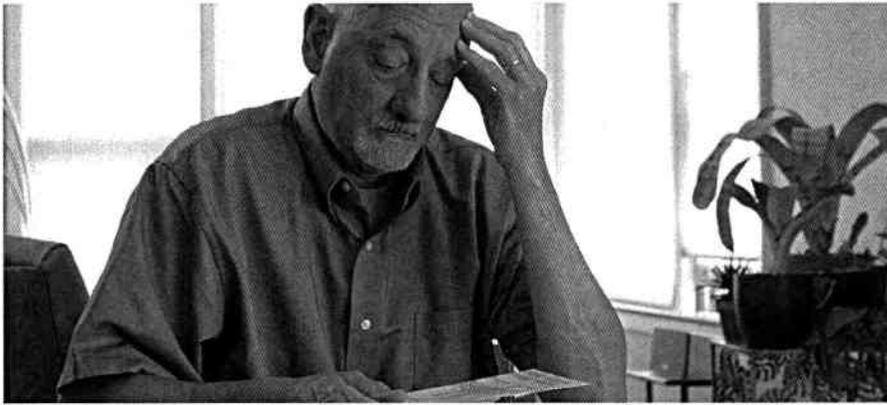
OUR EMPLOYEES ARE **DONATING THEIR TIME** TO MAKE OUR COMMUNITIES BETTER PLACES TO LIVE, WORK AND PLAY. NISOURCE EMPLOYEES VOLUNTEERED APPROXIMATELY **13,500 HOURS** AT LOCAL NONPROFITS IN 2016.

home enhancements, also help to improve environmental performance.

At the same time, our employees are donating their time to make our communities better places to live, work and play, and volunteered more than 13,500 hours at local nonprofits last year. The NiSource Charitable Foundation supports this engagement through its

Dollars for Doers program, which recognizes employee volunteerism hours with charitable donations in the employee's name. This volunteerism generated nearly \$270,000 in donations in 2016.

Across NiSource, giving back is part of our local community commitment, and in 2016 we contributed approximately \$5.5 million to nonprofit organizations—including



### HELPING CUSTOMERS MANAGE ENERGY BILLS

While natural gas costs have remained low and stable and our energy distribution rates remain competitive, we understand that many of our customers have financial situations that could make maintaining their utility service difficult.

For income-qualified customers, **we advocate for support and offer payment assistance programs, home energy checkups and low- or no-cost home weatherization services.** In many cases, we partner with local community agencies to help our customers find solutions.

\$1.2 million by the NiSource Charitable Foundation.

### PROGRESS ON OUR COMMITMENTS, ENHANCING VALUE

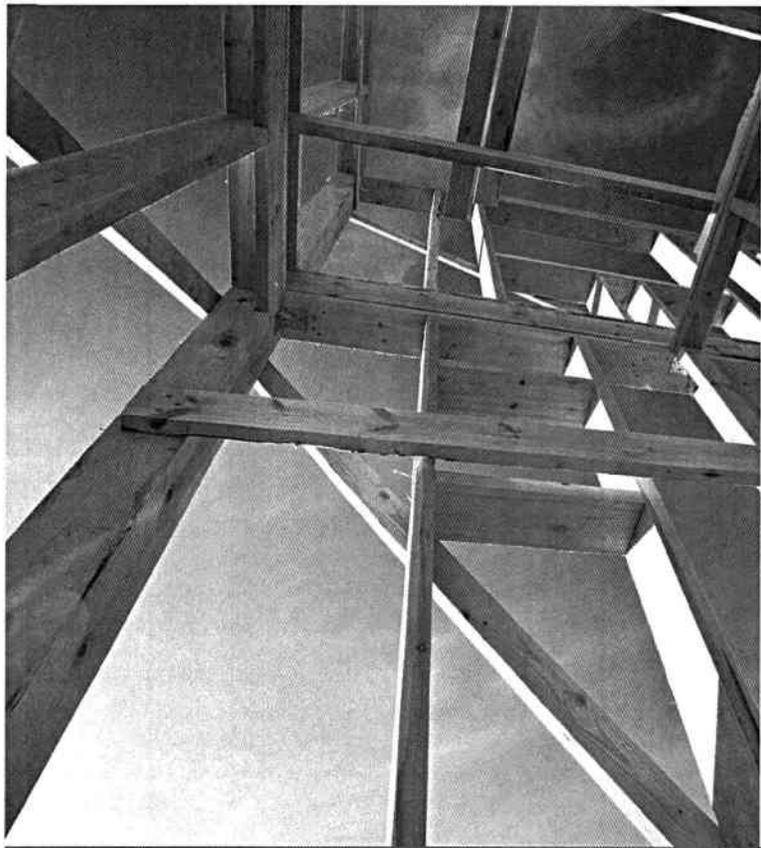
We are continuing to execute on our robust regulatory strategy, supporting our infrastructure and customer-focused initiatives. In 2016, working collaboratively with stakeholders, we achieved base rate case settlement approvals in Indiana, Kentucky, Maryland and Pennsylvania. We also reached a base rate case settlement agreement in Virginia in January 2017.

These cases focused on supporting the continued safe, reliable operation of our systems. Many also support customer-growth initiatives, employee training and

various customer programs. Together, these cases represent an increase in annual revenues of more than \$150 million.

In addition to base rate cases, our teams also filed annual tracker updates related to their respective infrastructure modernization programs, including:

- Indiana (NIPSCO Gas): Transmission, Distribution and Storage System Improvement Charge (TDSIC)
- Kentucky: Accelerated Main Replacement Program (AMRP)
- Maryland: Strategic Infrastructure Development and Enhancement (STRIDE)
- Massachusetts: Gas System Enhancement Plan (GSEP)



## GROWING OUR CUSTOMER BASE

For potential customers currently living in areas where natural gas isn't available, **expanding service provides access to an abundant, domestic and environmentally responsible source of fuel.** It can also make areas viable for industrial and commercial development, creating jobs and economic opportunities for the community. Growth also supports the sustainability and affordability of our programs.

We've set an ambitious—but achievable—goal of 1 percent net annual natural gas customer growth by 2020, up from relatively flat to 0.5 percent in recent years. Our growth strategy targets both new construction and conversion opportunities across each of our states.



THE FOUNDATION OF NISOURCE'S BUSINESS STRATEGY REMAINS **~\$30 BILLION OF IDENTIFIED LONG-TERM UTILITY INVESTMENTS, INCLUDING ~\$20 BILLION OF NATURAL GAS SYSTEM INVESTMENTS AND ~\$10 BILLION OF ELECTRIC SYSTEM INVESTMENTS.**

- Ohio: Infrastructure Replacement Program (IRP)
- Pennsylvania: Distribution System Improvement Charge (DSIC) or Base Rate Case with Fully Forecasted Test Year
- Virginia: Steps to Advance Virginia's Energy Plan (SAVE)

These regulatory programs are expected to allow us to begin earning on

75 percent of our capital investments in less than 12 months.

## 2017 FOCUS AND FINANCIAL OUTLOOK

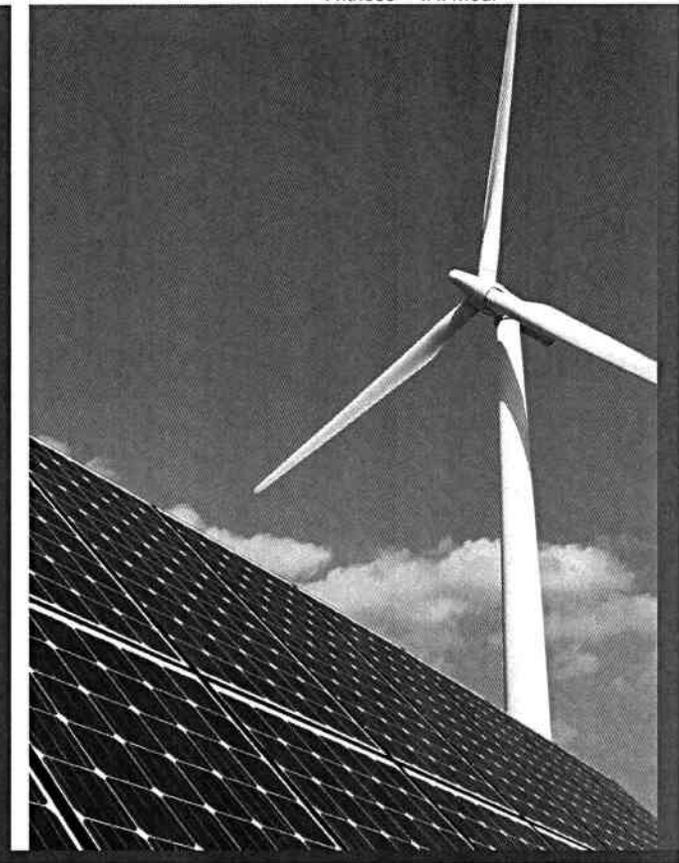
In 2017, we'll continue our focus on delivering on our well-established plan, which calls for \$30 billion of identified utility infrastructure investments over 20 years to enhance safety, increase

## RENEWABLE ENERGY

In response to customer interest, NIPSCO offers optional programs aimed at **promoting renewable generation opportunities in northern Indiana**. In addition to contributing to improved environmental performance, these programs help reduce the need for NIPSCO to invest in additional power generation resources as the demand for energy continues to rise.

One of these programs allows customers to generate their own electricity from renewable energy to offset their individual usage each month. Another similar program provides an opportunity for customers to sell back the electricity generated from renewable energy projects.

Another program allows electric customers to designate a percentage of their monthly electric usage to be attributable to power generated by renewable energy sources.



IN 2016, CUSTOMERS GENERATED MORE THAN **107,000 MEGAWATT HOURS** FROM RENEWABLE RESOURCES, AND MORE THAN **358,000 MEGAWATT HOURS** SINCE 2011.

reliability and improve environmental performance, services and overall customer experience.

We'll also build on our efforts to integrate processes and technology across our seven states to better serve our customers and communities.

By delivering on the priorities we've outlined, we expect to achieve net

operating earnings (non-GAAP) of \$1.12 to \$1.18 per share\* in 2017 and project to grow net operating earnings per share\* and our dividend by 5 to 7 percent annually through 2020.

Our credit rating at all three major agencies remains investment-grade with stable outlooks, and we are committed to maintaining solid liquidity and investment-

\*Net operating earnings per share (non-GAAP); for a reconciliation to GAAP, see Schedule I on page 20; see also Regulation G statement on inside back cover.

# Senior Management Team

**JOSEPH HAMROCK** President & Chief Executive Officer

**DONALD BROWN** Executive Vice President & Chief Financial Officer

**CARRIE HIGHTMAN** Executive Vice President & Chief Legal Officer

**MARK KEMPIC** Chief Transformation Officer

**CARL LEVANDER** Executive Vice President, Regulatory Policy & Corporate Affairs

**VIOLET SISTOVARIS** Executive Vice President & President, NIPSCO

**JIM STANLEY** Executive Vice President & Chief Operating Officer

**PABLO VEGAS** Executive Vice President & President, Columbia Gas Group

**SUZANNE SURFACE** Vice President, Audit

**SENIOR MANAGEMENT TEAM WORKFORCE STATS** (AS OF MARCH 1, 2017)

9 TOTAL: 6 MEN (67%) | 3 WOMEN (33%) | 2 MINORITIES (22%)



## Additional Metrics and Data

Our **Sustainability Scorecard** highlights the key metrics and milestones we track regarding the company's priorities and stakeholder materiality. The **Supplemental Sustainability Data** includes more detail, including historical measurements, on additional sustainability metrics commonly tracked and requested by individual stakeholders. These supporting materials and **Global Reporting Initiative (GRI) Table** are [available at NiSource.com](http://NiSource.com).

grade credit. In fact, Fitch Ratings upgraded its NiSource rating to BBB from BBB- during the year.

I hope you'll agree that NiSource has a strong foundation for continued growth, and that we're building a company with a sustainable future for the benefit of our customers, our communities, our employees, our shareholders and all of our stakeholders.

Thank you for your continued support, investment and interest in NiSource.

Sincerely,

Joe Hamrock  
President and CEO  
NiSource Inc.

## RECOGNIZED AMONG THE BEST PLACES TO WORK IN OUR COMMUNITIES

Being **recognized as a best place to work** doesn't come easily. It's only possible with a strong culture that respects individuality while fostering collaboration, rewards performance and provides the tools and resources our employees need to build a career.

In 2016, our companies were recognized nationally and regionally:

- NiSource was the **second-highest ranked utility on *Forbes* magazine's list of America's Best Large Employers** in 2016.
- For the fourth consecutive year, *Columbus Business First* named **Columbia Gas of Ohio a "Best Place to Work"**—ranked among the top 10 extra-large companies in central Ohio. The company was also named a **Top Workplace in Toledo** by the *Toledo Blade*.
- **Columbia Gas of Virginia was recognized as one of the Best Places to Work in the Richmond area** during the Society of Human Resources Management's Sterling Workplace Award program. The company also was designated a **Veterans' Values Company** by the Commonwealth of Virginia.
- For the third consecutive year, NiSource was **named to the Dow Jones Sustainability Index-North America**.
- Since 2012, NiSource has been annually **named a World's Most Ethical Company by the Ethisphere Institute**.



# OUR EMPLOYEES

ARE ACTIVELY ENGAGED IN THE COMMUNITIES WE'RE PRIVILEGED TO SERVE, MAKING THEM GREAT PLACES TO LIVE AND CALL HOME



~8,000  
EMPLOYEES IN 2016



## FIELD TRAINING CENTERS

A key step on our journey to modernizing our training practices was opening our first Columbia Gas field operations training center in Monaca, Pennsylvania. This \$10 million modern, centralized facility is the first of four training centers that will be built across NiSource by the end of 2018. Each training center will feature **state-of-the-art equipment for hands-on training in controlled, safe environments**.

## ENGAGING EMPLOYEES

Engaged employees are more committed and provide better service to our customers. We measure employee engagement through our annual employee survey. We review the survey results with employees to hear their ideas and share ways we can work together to address areas of concern. Overall, employees ranked NiSource with 78 percent favorability in 2016. Top survey highlights include: safety (90%), total engagement (87%) and proud to work at NiSource (88%).

## Workforce Stats

AS OF DECEMBER 31, 2016

### TOTAL EMPLOYEES

7,987 TOTAL: 5,752 MEN (72%) | 2,235 WOMEN (28%) | 1,126 MINORITIES (14%)

### TOTAL MANAGEMENT (MANAGER & ABOVE)

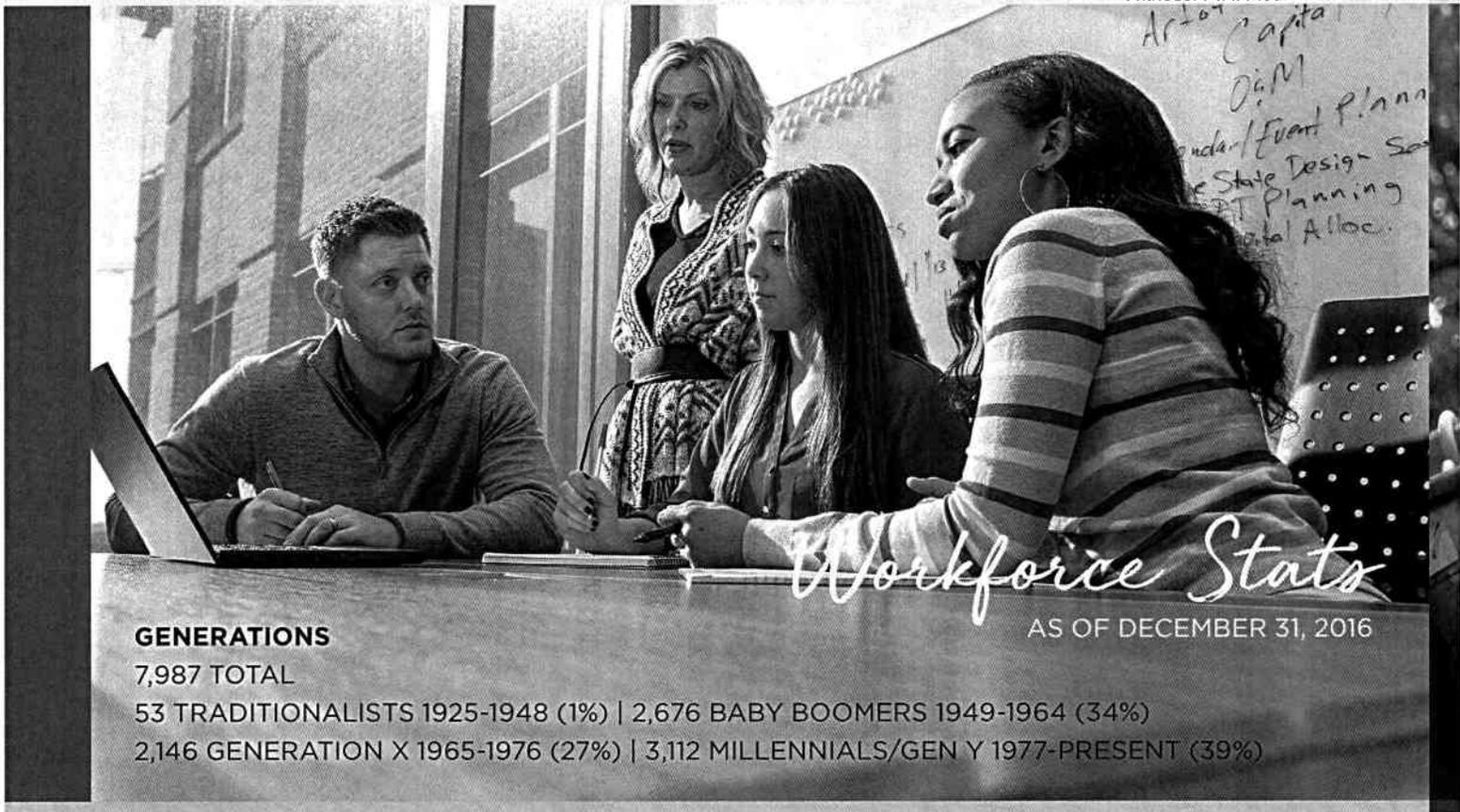
723 TOTAL: 514 MEN (71%) | 209 WOMEN (29%) | 78 MINORITIES (11%)

## FOSTERING GROWTH AND DEVELOPMENT OF DIVERSE TALENT

Our success depends on being open to new ways of thinking that can make us a better community partner and a stronger company. Through our four-part Inclusion & Diversity (I&D) strategy, we're strengthening our culture that enables all of our employees to contribute to their fullest potential by:

1. **Enabling local I&D councils and Employee Resource Groups to support development opportunities, and create cultural awareness, community engagement and networking opportunities.**

By focusing on key priorities like safety, customer service and recruiting, these groups are making a strong business impact.



**GENERATIONS**

7,987 TOTAL

53 TRADITIONALISTS 1925-1948 (1%) | 2,676 BABY BOOMERS 1949-1964 (34%)

2,146 GENERATION X 1965-1976 (27%) | 3,112 MILLENNIALS/GEN Y 1977-PRESENT (39%)

AS OF DECEMBER 31, 2016

**2. Building an environment where inclusiveness is a priority.**

To measure our progress, we developed an “Inclusive Index” as part of our annual employee survey. In 2016, we provided Inclusive Leadership training to more than 70 senior leaders, and it was offered to all managers and above. Delivery continues into 2017 with a goal to have all managers experience this vital learning.

**3. Accelerating the development of our diverse workforce.**

Through expanded mentoring and targeted development programs for traditionally underrepresented groups, we’re building unique talent development opportunities.

**4. Enhancing efforts to diversify our candidate pools through targeted recruitment, strategic college relationships, diverse recruiting events and community partnerships.**



## *Letter from the Chairman*

### **A BALANCED, SUSTAINABLE BUSINESS STRATEGY**

#### **NISOURCE STAKEHOLDERS:**

In my 2015 letter, I noted the Board of Directors' confidence that NiSource was well positioned to unlock the full potential of its investment opportunity and deliver additional value for our customers and shareholders. With 2016—our first fiscal year operating exclusively as a regulated utility company—behind us, it's clear that our confidence was well placed and the stage is set to further enhance the company's plans.

As Joe notes in his letter, the NiSource team executed on a record level of utility modernization investments and a significant regulatory agenda. These initiatives are improving the safety, reliability and environmental performance of our systems, while delivering on our customers' evolving expectations.

In the past year, NiSource welcomed to the Board two new members—Wayne DeVeydt and Peter Altabef. Wayne, a former Chief Financial Officer with Anthem Inc., brings a strong

# Board of Directors

**RICHARD L. THOMPSON** Chairman of the Board, NiSource Inc.  
**RICHARD A. ABDON** Retired Chairman & CEO, Wisconsin Energy Corporation  
**PETER A. ALTABEF** President & CEO, Unisys Corporation  
**ARISTIDES S. CANDRIS** Retired President & CEO, Westinghouse  
**WAYNE S. DEVEYDT** Former Executive Vice President & CFO, Anthem, Inc.  
**JOSEPH HAMROCK** President & CEO, NiSource Inc.  
**DEBORAH A. HENRETTA** Retired Group President, Procter & Gamble Co.  
**MICHAEL E. JESANIS** Retired President & CEO, National Grid USA  
**KEVIN T. KABAT** Retired Vice Chairman & CEO, Fifth Third Bancorp  
**CAROLYN Y. WOO** Retired President & CEO, Catholic Relief Services

**BOARD OF DIRECTORS WORKFORCE STATS (AS OF MARCH 1, 2017)**  
10 TOTAL: 8 MEN (80%) | 2 WOMEN (20%) | 2 MINORITIES (20%)

complement of financial and leadership acumen to our already experienced Board. Peter, currently president and CEO at Unisys Corp., has led some of the world's premier information technology companies and brings both overall corporate leadership experience and cybersecurity expertise.

As this Integrated Annual Report illustrates, NiSource's balanced business strategy is one that's built to last and provides benefits to all stakeholders.

With the Board's support and engagement, we will continue to represent your interests as Joe and his team remain focused on disciplined execution of the company's long-term customer-focused investment plan.

Sincerely,



Rich Thompson  
Chairman of the Board  
NiSource Inc.



Schedule 1 - Reconciliation of Consolidated Net Operating Earnings (Non-GAAP) to  
Income from Continuing Operations *(unaudited)*

<i>(in millions, except per share amounts)</i>	Twelve Months Ended December 31,	
	2016	2015
<b>Net Operating Earnings (Non-GAAP)</b>	<b>\$ 351.2</b>	<b>\$ 298.8</b>
<b>Items Excluded from Operating Earnings:</b>		
<b>Net Revenues:</b>		
Weather - compared to normal	(12.4)	(15.6)
<b>Operating Expenses:</b>		
Plant retirement costs <sup>(1)</sup>	(22.1)	—
Environmental costs <sup>(2)</sup>	—	(10.7)
Transaction costs <sup>(3)</sup>	(2.5)	(4.3)
Gain (loss) on sale of assets and impairments, net	1.0	(1.6)
<b>Total items excluded from operating earnings</b>	<b>(36.0)</b>	<b>(32.2)</b>
<b>Other Income (Deductions):</b>		
Loss on early extinguishment of long-term debt	—	(97.2)
<b>Income Taxes:</b>		
Income taxes - discrete items	—	(17.8)
Tax effect of above items	12.9	47.0
<b>Total items excluded from net operating earnings</b>	<b>(23.1)</b>	<b>(100.2)</b>
<b>GAAP Income from Continuing Operations</b>	<b>\$ 328.1</b>	<b>\$ 198.6</b>
<b>Basic Average Common Shares Outstanding</b>	<b>321.8</b>	<b>317.7</b>
<b>Non-GAAP Basic Net Operating Earnings Per Share</b>	<b>\$ 1.09</b>	<b>\$ 0.94</b>
<b>Items excluded from net operating earnings (after-tax)</b>	<b>(0.07)</b>	<b>(0.31)</b>
<b>GAAP Basic Earnings Per Share from Continuing Operations</b>	<b>\$ 1.02</b>	<b>\$ 0.63</b>

(1) Represents costs incurred associated with the planned retirement of Units 7 and 8 at Bailly Generating Station. Includes costs for contract termination, employee severance and write downs of materials and supplies inventory balances.

(2) Represents costs incurred for liability adjustments at identified Superfund sites.

(3) Represents costs incurred associated with the Separation of CPG.

# Stockholder Information

## FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of federal securities laws. Investors and prospective investors should understand that many factors govern whether any forward-looking statement contained herein will be or can be realized. Any one of those factors could cause actual results to differ materially from those projected. Examples of forward-looking statements include, but are not limited to, statements concerning NiSource's plans, strategies, objectives, expected performance, expenditures, recovery of expenditures through rates, and any and all underlying assumptions and other statements that are other than statements of historical fact. All forward-looking statements are based on assumptions that management believes to be reasonable; however, there can be no assurance that actual results will not differ materially. Factors that could cause actual results to differ materially from the projections, forecasts, estimates, plans and expectations discussed in this report include, but are not limited to, NiSource's debt obligations; any changes in NiSource's credit rating; NiSource's ability to execute its growth strategy; changes in general economic, capital and commodity market conditions; pension funding obligations; economic regulation and the impact of regulatory rate reviews; NiSource's ability to obtain expected financial or regulatory outcomes; any damage to NiSource's reputation; compliance with environmental laws and the costs of associated liabilities; fluctuations in demand from residential and commercial customers; economic conditions of certain industries; the success of NIPSCO's electric generation strategy; the price of energy commodities and related transportation costs; the reliability of customers and suppliers to fulfill their payment and contractual obligations; potential impairments of goodwill or definite-lived intangible assets; changes in taxation and accounting principles; potential incidents and other operating risks associated with our business; the impact of an aging infrastructure; the impact of climate change; potential cyber-attacks; construction risks and natural gas costs and supply risks; extreme weather conditions; the attraction and retention of a qualified workforce; advances in technology; the ability of NiSource's subsidiaries to generate cash; uncertainties related to the expected benefits of the separation of Columbia Pipeline Group Inc. and other matters referenced in the "Risk Factors" section of NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, and in other filings with the Securities and Exchange Commission.

All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements. NiSource undertakes no obligation to, and expressly disclaims any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events or changes to the future results over time or otherwise, except as required by law.

## REGULATION G DISCLOSURE STATEMENT

This report includes financial results and guidance for NiSource with respect to net operating earnings and operating earnings, which are non-GAAP financial measures as defined by the SEC's Regulation G. The company includes such measures because management believes they permit investors to view the company's performance using the same tools that management uses and to better evaluate the company's ongoing business performance. With respect to such guidance, it should be noted that there will likely be differences between such measures and GAAP equivalents due to various factors, including, but not limited to, fluctuations in weather, asset sales and impairments, and other items included in GAAP results. NiSource is not able to estimate the impact of such factors on GAAP earnings and, as such, is not providing earnings guidance on a GAAP basis.

NiSource Inc. common stock is listed and traded on the New York Stock Exchange ("NYSE") under the symbol NI. The shares are listed in financial stock quotations as NISOURCE. As of December 31, 2016, NiSource had 22,597 registered common stockholders.

## ANTICIPATED DIVIDEND RECORD & PAYMENT DATES - NI COMMON STOCK

RECORD DATE	PAYMENT DATE
04/28/17	05/19/17
07/31/17	08/18/17
10/31/17	11/20/17
02/09/18	02/20/18

## COMMON STOCK DIVIDEND DECLARED

On February 17, 2017, the company paid a quarterly dividend of \$0.175 per share, equivalent to \$0.70 per share on an annual basis.

## INVESTOR & FINANCIAL INFORMATION

Financial analysts and investment professionals should direct written and telephone inquiries to NiSource Investor Relations at 801 E. 86th Avenue, Merrillville, IN 46410 or (614) 460-4789.

Copies of NiSource's financial reports are available by writing or calling the Investor Relations department at the address or phone number listed above. The materials are also available at [NiSource.com](http://NiSource.com).

## STOCKHOLDER SERVICES

Questions about stockholder accounts, stock certificates, transfer of shares, dividend payments, automatic dividend reinvestment and stock purchase plan, and electronic deposit may be directed to Computershare at the following:

### Computershare

P. O. Box 30170  
College Station, Texas 77842-3170  
or  
211 Quality Circle, Suite 210  
College Station, Texas 77845

(888) 884-7790

TDD for Hearing Impaired: (800) 231-5469

Foreign Stockholders: (201) 680-6578

TDD Foreign Stockholders: (201) 680-6610

[computershare.com/investor](http://computershare.com/investor)

**STOCKHOLDER  
INQUIRIES**

Computershare  
Shareowner Services  
(888) 884-7790

**ANALYST  
INQUIRIES**

Investor  
Relations  
(614) 460-4789

**MEDIA  
INQUIRIES**

Corporate  
Communications  
(614) 460-5544



801 East 86th Avenue  
Merrillville, Indiana 46410  
NiSource.com



# NISOURCE INC/DE

## FORM 10-K (Annual Report)

Filed 02/22/17 for the Period Ending 12/31/16

Address 801 EAST 86TH AVE  
MERRILLVILLE, IN 46410-6272  
Telephone 2196475200  
CIK 0001111711  
Symbol NI  
Fiscal Year 12/31

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2016

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 001-16189

**NiSource Inc.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

801 East 86th Avenue  
Merrillville, Indiana

(Address of principal executive offices)

35-2108964

(I.R.S. Employer  
Identification No.)

46410

(Zip Code)

(877) 647-5990

(Registrant's telephone number, including area code)

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

Title of each class

Common Stock

Name of each exchange on which registered

New York

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) 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.

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12-b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the registrant's common stock, par value \$0.01 per share (the "Common Stock") held by non-affiliates was approximately \$8,497,589,485 based upon the June 30, 2016, closing price of \$26.52 on the New York Stock Exchange.

There were 323,445,821 shares of Common Stock outstanding as of February 14, 2017.

**Documents Incorporated by Reference**

Part III of this report incorporates by reference specific portions of the Registrant's Notice of Annual Meeting and Proxy Statement relating to the Annual Meeting of Stockholders to be held on May 9, 2017.

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DEFINED TERMS

The following is a list of abbreviations or acronyms that are used in this report:

NiSource Subsidiaries, Affiliates and Former Subsidiaries

Capital Markets	NiSource Capital Markets, Inc.
CGORC	Columbia Gas of Ohio Receivables Corporation
Columbia	Columbia Energy Group
Columbia of Kentucky	Columbia Gas of Kentucky, Inc.
Columbia of Maryland	Columbia Gas of Maryland, Inc.
Columbia of Massachusetts	Bay State Gas Company
Columbia of Ohio	Columbia Gas of Ohio, Inc.
Columbia of Pennsylvania	Columbia Gas of Pennsylvania, Inc.
Columbia of Virginia	Columbia Gas of Virginia, Inc.
Company	NiSource Inc. and its subsidiaries, unless otherwise indicated by the context
CPG	Columbia Pipeline Group, Inc.
CPPL	Columbia Pipeline Partners LP
CPRC	Columbia Gas of Pennsylvania Receivables Corporation
NARC	NIPSCO Accounts Receivable Corporation
NIPSCO	Northern Indiana Public Service Company
NiSource	NiSource Inc.
NiSource Corporate Services	NiSource Corporate Services Company
NiSource Development Company	NiSource Development Company, Inc.
NiSource Finance	NiSource Finance Corporation

Abbreviations

AFUDC	Allowance for funds used during construction
AOCI	Accumulated Other Comprehensive Income
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
BNS	Bank of Nova Scotia
Board	Board of Directors
BTMU	The Bank of Tokyo-Mitsubishi UFJ, LTD.
CAA	Clean Air Act
CAP	Compliance Assurance Process
CCGT	Combined Cycle Gas Turbine
CCRs	Coal Combustion Residuals
CERCLA	Comprehensive Environmental Response Compensation and Liability Act (also known as Superfund)
CO 2	Carbon Dioxide
Columbia OpCo	CPG OpCo LP
CPP	Clean Power Plan
DPU	Department of Public Utilities
DSM	Demand Side Management
Dth	Dekatherm
ECR	Environmental Cost Recovery

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DEFINED TERMS

ECT	Environmental Cost Tracker
EERM	Environmental Expense Recovery Mechanism
EFV	Excess flow valve
EGUs	Electric utility steam generating unit
ELG	Effluence limitations guidelines
EPA	United States Environmental Protection Agency
EPS	Earnings per share
FAC	Fuel adjustment clause
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FTRs	Financial Transmission Rights
GAAP	Generally Accepted Accounting Principles
GCA	Gas cost adjustment
GCR	Gas cost recovery
GHG	Greenhouse gases
GSEP	Gas System Enhancement Program
gwh	Gigawatt hours
IBM	International Business Machines Corp.
IPO	Initial Public Offering
IRP	Infrastructure Replacement Program
IRS	Internal Revenue Service
IURC	Indiana Utility Regulatory Commission
LDCs	Local distribution companies
LIFO	Last-in, first-out
MGP	Manufactured Gas Plant
MISO	Midcontinent Independent System Operator
Mizuho	Mizuho Corporate Bank Ltd.
MMDth	Million dekatherms
MPSC	Maryland Public Service Commission
mw	Megawatts
mwh	Megawatt hours
NAAQS	National Ambient Air Quality Standards
NOL	Net Operating Loss
NYMEX	The New York Mercantile Exchange
NYSE	The New York Stock Exchange
OPEB	Other Postretirement and Postemployment Benefits
PATH	Protecting Americans from Tax Hikes Act of 2015
PCB	Polychlorinated biphenyls
PHMSA	U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration
PNC	PNC Bank N.A.
ppb	Parts per billion
PSC	Public Service Commission
PUC	Public Utility Commission
PUCO	Public Utilities Commission of Ohio
RCRA	Resource Conservation and Recovery Act

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DEFINED TERMS

RDAF	Revenue decoupling adjustment factor
ROE	Return on Equity
RTO	Regional Transmission Organization
Separation	The separation of NiSource's natural gas pipeline, midstream and storage business from NiSource's natural gas and electric utility business accomplished through the pro rata distribution by NiSource to holders of its outstanding common stock of all the outstanding shares of common stock of CPG. The separation was completed on July 1, 2015.
SEC	Securities and Exchange Commission
Sugar Creek	Sugar Creek electric generating plant
TDSIC	Transmission, Distribution and Storage System Improvement Charge
TUAs	Transmission Upgrade Agreements
VIE	Variable Interest Entity
VSCC	Virginia State Corporation Commission

***Note regarding forward-looking statements***

This Annual Report on Form 10-K contains "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Investors and prospective investors should understand that many factors govern whether any forward-looking statement contained herein will be or can be realized. Any one of those factors could cause actual results to differ materially from those projected. These forward-looking statements include, but are not limited to, statements concerning NiSource's plans, strategies, objectives, expected performance, expenditures, recovery of expenditures through rates, stated on either a consolidated or segment basis, and any and all underlying assumptions and other statements that are other than statements of historical fact. All forward-looking statements are based on assumptions that management believes to be reasonable; however, there can be no assurance that actual results will not differ materially.

Factors that could cause actual results to differ materially from the projections, forecasts, estimates and expectations discussed in this Annual Report on Form 10-K include, among other things, NiSource's debt obligations; any changes in NiSource's credit rating; NiSource's ability to execute its growth strategy; changes in general economic, capital and commodity market conditions; pension funding obligations; economic regulation and the impact of regulatory rate reviews; NiSource's ability to obtain expected financial or regulatory outcomes; any damage to NiSource's reputation; compliance with environmental laws and the costs of associated liabilities; fluctuations in demand from residential and commercial customers; economic conditions of certain industries; the success of NIPSCO's electric generation strategy; the price of energy commodities and related transportation costs; the reliability of customers and suppliers to fulfill their payment and contractual obligations; potential impairments of goodwill or definite-lived intangible assets; changes in taxation and accounting principles; potential incidents and other operating risks associated with our business; the impact of an aging infrastructure; the impact of climate change; potential cyber-attacks; construction risks and natural gas costs and supply risks; extreme weather conditions; the attraction and retention of a qualified workforce; advances in technology; the ability of NiSource's subsidiaries to generate cash; uncertainties related to the expected benefits of the Separation and other matters set forth in Item 1A, "Risk Factors" of this report, many of which risks are beyond the control of NiSource. In addition, the relative contributions to profitability by each business segment, and the assumptions underlying the forward-looking statements relating thereto, may change over time.

All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements. NiSource undertakes no obligation to, and expressly disclaims any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events or changes to the future results over time or otherwise, except as required by law.

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### ITEM 1. BUSINESS

#### **N I S O U R C E I N C .**

NiSource Inc. is an energy holding company under the Public Utility Holding Company Act of 2005 whose subsidiaries are fully regulated natural gas and electric utility companies serving approximately 3.9 million customers in seven states. NiSource is the successor to an Indiana corporation organized in 1987 under the name of NIPSCO Industries, Inc., which changed its name to NiSource on April 14, 1999.

NiSource is one of the nation's largest natural gas distribution companies, as measured by number of customers. NiSource's principal subsidiaries include NiSource Gas Distribution Group, Inc., a natural gas distribution holding company, and NIPSCO, a gas and electric company. NiSource derives substantially all of its revenues and earnings from the operating results of these rate-regulated businesses.

On July 1, 2015, NiSource completed the Separation of CPG from NiSource. CPG's operations consisted of all of NiSource's Columbia Pipeline Group Operations segment prior to the Separation. Following the Separation, NiSource retained no ownership interest in CPG.

NiSource's reportable segments are: Gas Distribution Operations and Electric Operations. The following is a summary of the business for each reporting segment. Refer to Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 22, "Segments of Business," in the Notes to Consolidated Financial Statements for additional information for each segment.

#### Gas Distribution Operations

NiSource's natural gas distribution operations serve approximately 3.4 million customers in seven states and operate approximately 59,000 miles of pipeline. Through its wholly-owned subsidiary NiSource Gas Distribution Group, Inc., NiSource owns six distribution subsidiaries that provide natural gas to approximately 2.6 million residential, commercial and industrial customers in Ohio, Pennsylvania, Virginia, Kentucky, Maryland and Massachusetts. Additionally, NiSource also distributes natural gas to approximately 820,000 customers in northern Indiana through its wholly-owned subsidiary NIPSCO.

#### Electric Operations

NiSource generates, transmits and distributes electricity through its subsidiary NIPSCO to approximately 466,000 customers in 20 counties in the northern part of Indiana and engages in wholesale and transmission transactions. NIPSCO owns and operates three coal-fired electric generating stations. The three operating facilities have a net capability of 2,540 mw. NIPSCO also owns and operates Sugar Creek, a CCGT plant with net capability of 535 mw, three gas-fired generating units located at NIPSCO's coal-fired electric generating stations with a net capability of 196 mw and two hydroelectric generating plants with a net capability of 10 mw. These facilities provide for a total system operating net capability of 3,281 mw. NIPSCO's transmission system, with voltages from 69,000 to 345,000 volts, consists of 2,805 circuit miles. NIPSCO is interconnected with five neighboring electric utilities. During the year ended December 31, 2016, NIPSCO generated 66.4% and purchased 33.6% of its electric requirements.

NIPSCO participates in the MISO transmission service and wholesale energy market. The MISO is a nonprofit organization created in compliance with FERC regulations to improve the flow of electricity in the regional marketplace and to enhance electric reliability. Additionally, the MISO is responsible for managing energy markets, transmission constraints and the day-ahead, real-time, FTR and ancillary markets. NIPSCO transferred functional control of its electric transmission assets to the MISO, and transmission service for NIPSCO occurs under the MISO Open Access Transmission Tariff.

#### Business Strategy

NiSource focuses its business strategy on its core, rate-regulated asset-based businesses with most of its operating income generated from the rate-regulated businesses. NiSource's utilities continue to move forward on core infrastructure and environmental investment programs supported by complementary regulatory and customer initiatives across all seven states in which it operates. NiSource's goal is to develop strategies that benefit all stakeholders as it addresses changing customer conservation patterns, develops more contemporary pricing structures, and embarks on long-term investment programs. These strategies are intended to improve reliability and safety, enhance customer services and reduce emissions while generating sustainable returns.

#### Competition and Changes in the Regulatory Environment

The regulatory frameworks applicable to NiSource's operations, at both the state and federal levels, continue to evolve. These changes have had and will continue to have an impact on NiSource's operations, structure and profitability. Management continually seeks new ways to be more competitive and profitable in this environment.

The Gas Distribution Operations companies have pursued non-traditional revenue sources within the evolving natural gas marketplace. These efforts include the sale of products and services upstream of the companies' service territory, the sale of products and services in the companies' service territories, and gas supply cost incentive mechanisms for service to their core

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ITEM 1. BUSINESS

N I S O U R C E I N C .

markets. The upstream products are made up of transactions that occur between an individual Gas Distribution Operations company and a buyer for the sales of unbundled or rebundled gas supply and capacity. The on-system services are offered by NiSource to customers and include products such as the transportation and balancing of gas on the Gas Distribution Operations company system. The incentive mechanisms give the Gas Distribution Operations companies an opportunity to share in the savings created from such situations as gas purchase prices paid below an agreed upon benchmark and their ability to reduce pipeline capacity charges with their customers.

Increased efficiency of natural gas appliances and improvements in home building codes and standards has contributed to a long-term trend of declining average use per customer. Usage for the year ended December 31, 2016 decreased from the same period last year primarily due to warmer weather in the Company's operating area compared to the prior year. While historically rate design at the distribution level has been structured such that a large portion of cost recovery is based upon throughput rather than in a fixed charge, operating costs are largely incurred on a fixed basis and do not fluctuate due to changes in customer usage. As a result, Gas Distribution Operations have pursued changes in rate design to more effectively match recoveries with costs incurred. Each of the states in which Gas Distribution Operations operate has different requirements regarding the procedure for establishing changes to rate design. Columbia of Ohio restructured its rate design through a base rate proceeding and has adopted a "de-coupled" rate design which more closely links the recovery of fixed costs with fixed charges. Columbia of Massachusetts received regulatory approval of a decoupling mechanism which adjusts revenues to an approved benchmark level through a volumetric adjustment factor. Columbia of Maryland and Columbia of Virginia have received regulatory approval to implement a revenue normalization adjustment for certain customer classes, a decoupling mechanism whereby monthly revenues that exceed or fall short of approved levels are reconciled in subsequent months. In a prior base rate proceeding, Columbia of Pennsylvania implemented a pilot residential weather normalization adjustment. Columbia of Kentucky has had approval for a weather normalization adjustment for many years. In a prior base rate proceeding, NIPSCO implemented a higher fixed customer charge for residential and small customer classes moving toward full straight fixed variable rate design.

**Natural Gas Competition .** Open access to natural gas supplies over interstate pipelines and the deregulation of the commodity price of gas has led to tremendous change in the energy markets. LDC customers and marketers can purchase gas directly from producers and marketers as an open, competitive market for gas supplies has emerged. This separation or "unbundling" of the transportation and other services offered by pipelines and LDCs allows customers to purchase the commodity independent of services provided by the pipelines and LDCs. The LDCs continue to purchase gas and recover the associated costs from their customers. NiSource's Gas Distribution Operations' subsidiaries are involved in programs that provide customers the opportunity to purchase their natural gas requirements from third parties and use the NiSource Gas Distribution Operations' subsidiaries for transportation services.

Gas Distribution Operations competes with investor-owned, municipal, and cooperative electric utilities throughout its service areas as well as other regulated and unregulated natural gas intra and interstate pipelines and other alternate fuels, such as propane and fuel oil. Gas Distribution Operations continues to be a strong competitor in the energy market as a result of strong customer preference for natural gas. Competition with providers of electricity has traditionally been the strongest in the residential and commercial markets of Kentucky, southern Ohio, central Pennsylvania and western Virginia due to comparatively low electric rates. Natural gas competes with fuel oil and propane in the Massachusetts market mainly due to the installed base of fuel oil and propane-based heating which has comprised a declining percentage of the overall market over the last few years. However, fuel oil and propane are more viable in today's oil market.

**Electric Competition .** Indiana electric utilities generally have exclusive service areas under Indiana regulations, and retail electric customers in Indiana do not have the ability to choose their electric supplier. NIPSCO faces non-utility competition from other energy sources, such as self-generation by large industrial customers and other distributed energy sources.

Financing Subsidiary

NiSource Finance is a 100% owned, consolidated finance subsidiary of NiSource that engages in financing activities to raise funds for the business operations of NiSource and its subsidiaries. NiSource Finance was incorporated in March 2000 under the laws of the state of Indiana. Prior to 2000, the function of NiSource Finance was performed by Capital Markets. NiSource Finance obligations are fully and unconditionally guaranteed by NiSource.

Seasonality

A significant portion of NiSource's operations is subject to seasonal fluctuations in sales. During the heating season, which is primarily from November through March, net revenues from gas sales are more significant, and during the cooling season, which is primarily June through September, net revenues from electric sales are more significant, than in other months.

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ITEM 1. BUSINESS

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Other Relevant Business Information

NiSource's customer base is broadly diversified, with no single customer accounting for a significant portion of revenues.

As of December 31, 2016, NiSource had 8,007 employees of whom 3,175 were subject to collective bargaining agreements.

For a listing of certain subsidiaries of NiSource refer to Exhibit 21.

NiSource electronically files various reports with the Securities and Exchange Commission (SEC), including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports, as well as our proxy statements for our annual meetings of stockholders. The public may read and copy any materials that NiSource files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>. NiSource makes all SEC filings available without charge to the public on its web site at <http://www.nisource.com>.

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ITEM 1A. RISK FACTORS

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NiSource's operations and financial results are subject to various risks and uncertainties, including those described below, that could adversely affect the Company's business, financial condition, results of operations, cash flows, and the trading price of the Company's common stock.

**NiSource has substantial indebtedness which could adversely affect its financial condition.**

NiSource had total consolidated indebtedness of \$7,909.3 million outstanding as of December 31, 2016. The Company's substantial indebtedness could have important consequences. For example, it could:

- limit the Company's ability to borrow additional funds or increase the cost of borrowing additional funds;
- reduce the availability of cash flow from operations to fund working capital, capital expenditures and other general corporate purposes;
- limit the Company's flexibility in planning for, or reacting to, changes in the business and the industries in which it operates;
- lead parties with whom NiSource does business to require additional credit support, such as letters of credit, in order for NiSource to transact such business;
- place NiSource at a competitive disadvantage compared to competitors that are less leveraged;
- increase vulnerability to general adverse economic and industry conditions; and
- limit the ability of the Company to execute on its growth strategy, which is dependent upon access to capital to fund its substantial investment program.

Some of NiSource's debt obligations contain financial covenants related to debt-to-capital ratios and cross-default provisions. NiSource's failure to comply with any of these covenants could result in an event of default, which, if not cured or waived, could result in the acceleration of outstanding debt obligations.

**A drop in NiSource's credit rating could adversely impact NiSource's liquidity.**

The credit rating agencies periodically review the Company's ratings, taking into account factors such as our capital structure and earnings profile. In 2016, Moody's affirmed the NiSource senior unsecured rating of Baa2 and its commercial paper rating of P-2, with stable outlooks. Moody's also affirmed NIPSCO's Baa1 rating and Columbia of Massachusetts's Baa2 rating, with stable outlooks. In 2016, Standard & Poor's affirmed the BBB+ senior unsecured ratings of NiSource and its subsidiaries and affirmed NiSource's commercial paper rating of A-2, with stable outlooks. In 2016, Fitch upgraded the long-term issuer default ratings of NiSource and NIPSCO to BBB and affirmed the commercial paper rating of F3, with stable outlooks.

The Company is committed to maintaining investment grade credit ratings, however, there is no assurance we will be able to do so in the future. The Company's credit ratings could be lowered or withdrawn entirely by a rating agency if, in its judgment, the circumstances warrant. Any negative rating action could adversely affect our ability to access capital at rates and on terms that are attractive. A negative rating action could also adversely impact our business relationships with suppliers and operating partners.

Certain NiSource subsidiaries have agreements that contain "ratings triggers" that require increased collateral if the credit ratings of NiSource or certain of its subsidiaries are below investment grade. These agreements are primarily for insurance purposes and for the physical purchase or sale of power. As of December 31, 2016, the collateral requirement that would be required in the event of a downgrade below the ratings trigger levels would amount to approximately \$35.4 million. In addition to agreements with ratings triggers, there are other agreements that contain "adequate assurance" or "material adverse change" provisions that could necessitate additional credit support such as letters of credit and cash collateral to transact business.

**NiSource may not be able to execute its business plan or growth strategy, including utility infrastructure investments.**

Business or regulatory conditions may result in NiSource not being able to execute its business plan or growth strategy, including identified, planned and other utility infrastructure investments. NiSource's customer and regulatory initiatives may not achieve planned results. Utility infrastructure investments may not materialize, may cease to be achievable or economically viable and may not be successfully completed. Natural gas may cease to be viewed as an economically and ecologically attractive fuel. Any of these developments could adversely affect our results of operations and growth prospects.

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**Adverse economic and market conditions or increases in interest rates could reduce net revenue growth, increase costs, decrease future net income and cash flows and impact capital resources and liquidity needs.**

While the national economy is experiencing modest growth, NiSource cannot predict how robust future growth will be or whether or not it will be sustained. Deteriorating or sluggish economic conditions in NiSource's operating jurisdictions could adversely impact NiSource's ability to grow its customer base and collect revenues from customers, which could reduce net revenue growth and increase operating costs.

The Company relies on access to the capital markets to finance its liquidity and long-term capital requirements. Market turmoil could adversely affect our ability to raise additional capital or refinance debt. Reduced access to capital markets and/or increased borrowing costs could reduce future net income and cash flows. Refer to Note 14, "Long-Term Debt," in the Notes to Consolidated Financial Statements for information related to outstanding long-term debt and maturities of that debt.

**Capital market performance and other factors may decrease the value of benefit plan assets, which then could require significant additional funding and impact earnings.**

The performance of the capital markets affects the value of the assets that are held in trust to satisfy future obligations under defined benefit pension and other postretirement benefit plans. NiSource has significant obligations in these areas and holds significant assets in these trusts. These assets are subject to market fluctuations and may yield uncertain returns, which fall below NiSource's projected rates of return. A decline in the market value of assets may increase the funding requirements of the obligations under the defined benefit pension and other postretirement benefit plans. Additionally, changes in interest rates affect the liabilities under these benefit plans; as interest rates decrease, the liabilities increase, which could potentially increase funding requirements. Further, the funding requirements of the obligations related to these benefits plans may increase due to changes in governmental regulations and participant demographics, including increased numbers of retirements or changes in life expectancy assumptions. Ultimately, significant funding requirements and increased pension or other postretirement benefit plan expense could negatively impact NiSource's results of operations and financial position.

**The majority of NiSource's net revenues are subject to economic regulation and are exposed to the impact of regulatory rate reviews and proceedings.**

Most of NiSource's net revenues are subject to economic regulation at either the federal or state level. As such, the net revenues generated by those regulated companies are subject to regulatory review by the applicable federal or state authority. These rate reviews determine the rates charged to customers and directly impact revenues. NiSource's financial results are dependent on frequent regulatory proceedings in order to ensure timely recovery of costs. Additionally, the costs of complying with future changes in environmental laws and regulations are expected to be significant, and their recovery through rates will be contingent on regulatory approval.

As a result of efforts to introduce market-based competition in certain markets where the regulated businesses conduct operations, NiSource may compete with independent marketers for customers. This competition exposes NiSource to the risk that certain stranded costs may not be recoverable and may affect results of NiSource's growth strategy and financial position.

**Failure to adapt to advances in technology could make NiSource less competitive.**

A key element of NiSource's business model is that generating power at central station power plants achieves economies of scale and produces power at a competitive cost. Research and development activities are ongoing for new technologies that produce power or reduce power consumption. These technologies include renewable energy, customer-oriented generation, energy storage, and energy efficiency. Advances in technology or changes in laws or regulations could reduce the cost of these or other alternative methods of producing power to a level that is competitive with that of most central station power electric production or result in smaller-scale, more fuel efficient, and/or more cost effective distributed generation. This could cause our market share to erode and the value of our generating facilities to decline. In addition, a failure by NiSource to effectively adapt to changes in technology could harm NiSource's ability to remain competitive in the marketplace for its products, services and processes.

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ITEM 1A. RISK FACTORS

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**NiSource is exposed to significant reputational risks, which make it vulnerable to a loss of cost recovery, increased litigation and negative public perception.**

As a utility company, NiSource is subject to adverse publicity focused on the reliability of our services and the speed with which NiSource is able to respond effectively to electric outages, natural gas leaks and similar interruptions caused by storm damage or other unanticipated events, as well as our own or third parties' actions or failure to act. If customers, legislators, or regulators have or develop a negative opinion of NiSource, this could result in less favorable legislative and regulatory outcomes or increased regulatory oversight, increased litigation and negative public perception. The imposition of any of the foregoing could have a material adverse effect on the business, results of operations, cash flow and financial condition of NiSource.

**NiSource's businesses are regulated under numerous environmental laws. The cost of compliance with these laws, and changes to or additions to, or reinterpretations of the laws, could be significant. Liability from the failure to comply with existing or changed laws could have a material adverse effect on the business, results of operations, cash flows, and the financial condition of NiSource.**

NiSource's businesses are subject to extensive federal, state and local environmental laws and rules that regulate, among other things, air emissions, water usage and discharges, and waste products such as coal combustion residuals. Compliance with these legal obligations requires NiSource to make expenditures for installation of pollution control equipment, remediation, environmental monitoring, emissions fees, and permits at many of NiSource's facilities. These expenditures are significant, and NiSource expects that they will continue to be significant in the future. Furthermore, if NiSource fails to comply with environmental laws and regulations or is found to have caused damage to the environment or persons, even if caused by factors beyond NiSource's control, that failure or harm may result in the assessment of civil or criminal penalties and damages against NiSource and injunctions to remedy the failure or harm.

Existing environmental laws and regulations may be revised and new laws and regulations seeking to increase environmental regulation of the energy industry may be adopted or become applicable to NiSource. Revised or additional laws and regulations may result in significant additional expense and operating restrictions on NiSource's facilities or increased compliance costs, which may not be fully recoverable from customers through regulated rates and could, therefore, impact NiSource's financial position, financial results, and cash flow. Moreover, such costs could materially affect the continued economic viability of one or more of NiSource's facilities.

An area of significant uncertainty and risk are the laws concerning emission of GHG. Because NiSource operates fossil fuel facilities, emissions of GHGs are an expected and unavoidable aspect of the business. While NiSource continues to reduce GHG emissions through efficiency programs, leak detection, and other programs, GHG emissions cannot be eliminated. Revised or additional future GHG legislation and/or regulation could materially impact NiSource's financial position, financial results, and cash flows.

Even in instances where legal and regulatory requirements are already known or anticipated, the original cost estimates for environmental capital projects, remediation of past harm, or the costs of operating pollution reduction strategies or equipment can differ materially from the amount ultimately expended. The actual future expenditures depend on many factors, including the nature and extent of impact, the method of cleanup, the cost of raw materials, contractor costs, and the availability of cost recovery. Changes in costs and the ability to recover under regulatory mechanisms could affect NiSource's financial position, financial results and cash flows.

**A significant portion of the gas and electricity NiSource sells is used by residential and commercial customers for heating and air conditioning. Accordingly, fluctuations in weather, gas and electricity commodity costs and economic conditions impact demand of our customers and our operating results.**

Energy sales are sensitive to variations in weather. Forecasts of energy sales are based on normal weather, which represents a long-term historical average. Significant variations from normal weather could have, and have had, a material impact on energy sales. Additionally, residential usage, and to some degree commercial usage, is sensitive to fluctuations in commodity costs for gas and electricity, whereby usage declines with increased costs, thus affecting NiSource's financial results. Lastly, residential and commercial customers' usage is sensitive to economic conditions and factors such as unemployment, consumption and consumer confidence. Therefore, prevailing economic conditions may affect NiSource's financial results.

**NiSource's business operations are subject to economic conditions in certain industries.**

Business operations throughout NiSource's service territories have been and may continue to be adversely affected by economic events at the national and local level where it operates. In particular, sales to large industrial customers, such as those in the steel,

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oil refining, industrial gas and related industries, may be impacted by economic downturns. The U.S. manufacturing industry continues to adjust to changing market conditions including international competition, increasing costs, and fluctuating demand for its products.

**The implementation of NIPSCO's electric generation strategy, including the retirement of its coal generation units, may not achieve intended results.**

On November 1, 2016, NIPSCO submitted its Integrated Resource Plan with the IURC setting forth its short- and long-term electric generation plans in an effort to maintain affordability while providing reliable, flexible and cleaner sources of power. However, there are inherent risks and uncertainties, including changes in market conditions, environmental regulations, commodity costs and customer expectations, which may impede NIPSCO's ability to achieve these intended results. In addition, the Integrated Resource Plan included an intention to retire the Bailly coal generation units (Units 7 and 8) as soon as mid-2018 and two units (Units 17 and 18) at the R.M. Schahfer Generating Station by the end of 2023. The MISO subsequently approved NIPSCO's plan to retire the two Bailly coal generation units by May 31, 2018. NIPSCO's electric generation strategy could require significant future capital expenditures, operating costs and charges to earnings that may negatively impact NiSource's financial position, financial results and cash flows.

**Fluctuations in the price of energy commodities or their related transportation costs may have a negative impact on NiSource's financial results.**

NiSource's electric generating fleet is dependent on coal and natural gas for fuel, and its gas distribution operations purchase and resell much of the natural gas they deliver. These energy commodities are vulnerable to price fluctuations and fluctuations in associated transportation costs. From time to time, NiSource has used hedging in order to offset fluctuations in commodity supply prices. NiSource relies on regulatory recovery mechanisms in the various jurisdictions in order to fully recover the commodity costs incurred in operations. However, while NiSource has historically been successful in recovery of costs related to such commodity prices, there can be no assurance that such costs will be fully recovered through rates in a timely manner.

**NiSource is exposed to risk that customers will not remit payment for delivered energy or services, and that suppliers or counterparties will not perform under various financial or operating agreements.**

NiSource's extension of credit is governed by a Corporate Credit Risk Policy, involves considerable judgment and is based on an evaluation of a customer or counterparty's financial condition, credit history and other factors. NiSource monitors its credit risk exposure by obtaining credit reports and updated financial information for customers and suppliers, and by evaluating the financial status of its banking partners and other counterparties by reference to market-based metrics such as credit default swap pricing levels, and to traditional credit ratings provided by the major credit rating agencies. Adverse economic conditions could result in an increase in defaults by customers, suppliers and counterparties.

**NiSource has significant goodwill and definite-lived intangible assets. An impairment of goodwill or definite-lived intangible assets could result in a significant charge to earnings and negatively impact NiSource's compliance with certain covenants under financing agreements.**

In accordance with GAAP, NiSource tests goodwill for impairment at least annually and reviews its definite-lived intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill also is tested for impairment when factors, examples of which include reduced cash flow estimates, a sustained decline in stock price or market capitalization below book value, indicate that the carrying value may not be recoverable. NiSource would be required to record a charge in its financial statements for the period in which any impairment of the goodwill or definite-lived intangible assets is determined, negatively impacting the results of operations. A significant charge could impact the capitalization ratio covenant under certain financing agreements. NiSource is subject to a financial covenant under its five-year revolving credit facility, which requires NiSource to maintain a debt to capitalization ratio that does not exceed 70%. A similar covenant in a 2005 private placement note purchase agreement requires NiSource to maintain a debt to capitalization ratio that does not exceed 75%. As of December 31, 2016, the ratio was 66%.

**Changes in taxation and the ability to quantify such changes could adversely affect NiSource's financial results.**

NiSource is subject to taxation by the various taxing authorities at the Federal, state and local levels where it does business. Legislation or regulation which could affect NiSource's tax burden could be enacted by any of these governmental authorities. For example, the Trump Administration has recently called for substantial change to fiscal and tax policies, which may include comprehensive tax reform. NiSource cannot predict the timing or extent of such tax-related developments which could have a negative impact on the financial results. Separately, a challenge by a taxing authority, NiSource's ability to utilize tax benefits

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such as carryforwards or tax credits, or a deviation from other tax-related assumptions may cause actual financial results to deviate from previous estimates. Additionally, NiSource uses its best judgment in attempting to quantify and reserve for these tax obligations.

**Changes in accounting principles may adversely affect NiSource's financial results.**

Future changes in accounting rules and associated changes in regulatory accounting may negatively impact the way NiSource records revenues, expenses, assets and liabilities. These changes in accounting standards may adversely affect its financial condition and results of operations.

**Distribution of natural gas, and the generation, transmission and distribution of electricity involve numerous risks that may result in incidents and other operating risks and costs.**

NiSource's gas distribution activities, as well as generation, transmission, and distribution of electricity, involve a variety of inherent hazards and operating risks, such as gas leaks, downed power lines, incidents, including third-party damages, large scale outages, and mechanical problems, which could cause substantial financial losses. In addition, these risks could result in serious injury or loss of life to employees and the general public, significant damage to property, environmental pollution, impairment of its operations, adverse regulatory rulings and reputational harm, which in turn could lead to substantial losses to NiSource. The location of pipeline facilities, or generation, transmission, substation and distribution facilities near populated areas, including residential areas, commercial business centers and industrial sites, could increase the level of damages resulting from such events. The occurrence of such events could adversely affect NiSource's financial position and results of operations. In accordance with customary industry practice, NiSource maintains insurance against some, but not all, of these risks and losses.

**Aging infrastructure may lead to disruptions in operations and increased capital expenditures and maintenance costs, all of which could negatively impact NiSource's financial results.**

NiSource has risks associated with aging infrastructure assets. The age of these assets may result in a need for replacement, a higher level of maintenance costs and unscheduled outages despite efforts by NiSource to properly maintain or upgrade these assets through inspection, scheduled maintenance and capital investment. The failure to operate these assets as desired could result in incidents and in NiSource's inability to meet firm service obligations, adversely impacting revenues, and could also result in increased capital expenditures and maintenance costs, which, if not fully recovered from customers, could negatively impact NiSource's financial results.

**The impacts of climate change, natural disasters, acts of terrorism or other catastrophic events may disrupt operations and reduce the ability to service customers.**

A disruption or failure of natural gas distribution systems, or within electric generation, transmission or distribution systems, in the event of a major hurricane, tornado, terrorist attack or other catastrophic event could cause delays in completing sales, providing services, or performing other critical functions. NiSource has experienced disruptions in the past from hurricanes and tornadoes and other events of this nature. The occurrence of such events could adversely affect NiSource's financial position and results of operations. In accordance with customary industry practice, NiSource maintains insurance against some, but not all, of these risks and losses. There is also a concern that climate change may exacerbate the risks to physical infrastructure. Such risks include heat stresses to power lines, storms that damage infrastructure, lake and sea level changes that damage the manner in which services are currently provided, droughts or other stresses on water used to supply services, and other extreme weather conditions. Climate change and the costs that may be associated with its impacts have the potential to affect NiSource's business in many ways, including increasing the cost NiSource incurs in providing its products and services, impacting the demand for and consumption of its products and services (due to change in both costs and weather patterns), and affecting the economic health of the regions in which NiSource operates.

**A cyber-attack on any of NiSource's or certain third-party computer systems upon which NiSource relies may adversely affect its ability to operate.**

NiSource is reliant on technology to run its businesses, which are dependent upon financial and operational computer systems to process critical information necessary to conduct various elements of its business, including the generation, transmission and distribution of electricity, operation of its gas pipeline facilities and the recording and reporting of commercial and financial transactions to regulators, investors and other stakeholders. Any failure of NiSource's computer systems, or those of its customers, suppliers or others with whom it does business, could materially disrupt NiSource's ability to operate its business and could result in a financial loss and possibly do harm to NiSource's reputation.

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ITEM 1A. RISK FACTORS

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Additionally, NiSource's information systems experience ongoing, often sophisticated, cyber-attacks by a variety of sources with the apparent aim to breach NiSource's cyber-defenses. Although NiSource attempts to maintain adequate defenses to these attacks and works through industry groups and trade associations to identify common threats and assess NiSource's countermeasures, a security breach of NiSource's information systems could (i) impact the reliability of NiSource's generation, transmission and distribution systems and potentially negatively impact NiSource's compliance with certain mandatory reliability standards, (ii) subject NiSource to harm associated with theft or inappropriate release of certain types of information such as system operating information or information, personal or otherwise, relating to NiSource's customers or employees, and/or (iii) impact NiSource's ability to manage NiSource's businesses.

**NiSource's capital projects and programs subject the Company to construction risks and natural gas costs and supply risks.**

NiSource is engaged in intrastate natural gas pipeline modernization programs to maintain system integrity and enhance service reliability and flexibility. NIPSCO also is currently engaged in a number of capital projects, including environmental improvements to its electric generating stations, as well as the construction of new transmission facilities. As NiSource undertakes these projects and programs, it may not be able to complete them on schedule or at the anticipated costs. Additionally, NiSource may construct or purchase some of these projects and programs to capture anticipated future growth in natural gas production, which may not materialize, and may cause the construction to occur over an extended period of time. NiSource also may not receive material increases in revenue and cash flows until after the completion of the projects and programs.

**Sustained extreme weather conditions may negatively impact NiSource's operations.**

NiSource conducts its operations across a wide geographic area subject to varied and potentially extreme weather conditions, which may from time to time persist for sustained periods of time. Despite preventative maintenance efforts, persistent weather related stress on NiSource's infrastructure may reveal weaknesses in its systems not previously known to the Company or otherwise present various operational challenges across all business segments. Further, adverse weather may affect NiSource's ability to conduct operations in a manner that satisfies customer expectations or contractual obligations, including by causing service disruptions.

**Failure to attract and retain an appropriately qualified workforce could harm NiSource's results of operations.**

NiSource operates in an industry that requires many of its employees to possess unique technical skill sets. Events such as an aging workforce without appropriate replacements, the mismatch of skill sets to future needs, or the unavailability of contract resources may lead to operating challenges or increased costs. These operating challenges include lack of resources, loss of knowledge, and a lengthy time period associated with skill development. In addition, current and prospective employees may determine that they do not wish to work for NiSource due to market, economic, employment and other conditions. Failure to hire and retain qualified employees, including the ability to transfer significant internal historical knowledge and expertise to the new employees, may adversely affect NiSource's ability to manage and operate its business. If NiSource is unable to successfully attract and retain an appropriately qualified workforce, its results of operations could be adversely affected.

**NiSource is a holding company and is dependent on cash generated by subsidiaries to meet its debt obligations and pay dividends on its common stock.**

NiSource is a holding company and conducts its operations primarily through its subsidiaries. Substantially all of NiSource's consolidated assets are held by its subsidiaries. Accordingly, NiSource's ability to meet its debt obligations or pay dividends on its common stock is largely dependent upon cash generated by these subsidiaries. In the event a major subsidiary is not able to pay dividends or transfer cash flows to NiSource, NiSource's ability to service its debt obligations or pay dividends could be negatively affected.

Following the Separation, all of the entities formerly included in NiSource's Columbia Pipeline Group Operations segment have been separated from NiSource and are held by a separate company (CPG). The related assets are no longer held by subsidiaries of NiSource, which may negatively affect NiSource's ability to service its debt obligations or pay dividends.

**The Separation may result in significant tax liabilities.**

The Separation was conditioned on the receipt by NiSource of a legal opinion to the effect that the distribution of CPG shares to NiSource stockholders is expected to qualify as tax-free under Section 355 of the U.S. Internal Revenue Code. Even though NiSource has received such an opinion, the IRS could determine on audit that the distribution is taxable. Both NiSource and its stockholders could incur significant U.S. Federal income tax liabilities if taxing authorities conclude the distribution is taxable.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

N I S O U R C E I N C .

None.

ITEM 2. PROPERTIES

Discussed below are the principal properties held by NiSource and its subsidiaries as of December 31, 2016.

Gas Distribution Operations

Refer to Item 1, "Business - Gas Distribution Operations" of this report for further information on Gas Distribution Operations properties.

Electric Operations

Refer to Item 1, "Business - Electric Operations" of this report for further information on Electric Operations properties.

Corporate and Other Operations

NiSource owns the Southlake Complex, its 325,000 square foot headquarters building located in Merrillville, Indiana, and other residential and development property.

Character of Ownership

The principal properties of NiSource and its subsidiaries are owned free from encumbrances, subject to minor exceptions, none of which are of such a nature as to impair substantially the usefulness of such properties. Many of NiSource's subsidiary offices in various communities served are occupied under leases. All properties are subject to routine liens for taxes, assessments and undetermined charges (if any) incidental to construction. It is NiSource's practice to regularly pay such amounts, as and when due, unless contested in good faith. In general, the electric lines, gas pipelines and related facilities are located on land not owned by NiSource and its subsidiaries, but are covered by necessary consents of various governmental authorities or by appropriate rights obtained from owners of private property. NiSource does not, however, generally have specific easements from the owners of the property adjacent to public highways over, upon or under which its electric lines and gas distribution pipelines are located. At the time each of the principal properties was purchased a title search was made. In general, no examination of titles as to rights-of-way for electric lines, gas pipelines or related facilities was made, other than examination, in certain cases, to verify the grantors' ownership and the lien status thereof.

ITEM 3. LEGAL PROCEEDINGS

The Company is party to certain claims and legal proceedings arising in the ordinary course of business, none of which is deemed to be individually material at this time. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's results of operations, financial position or liquidity. If one or more of such matters were decided against the Company, the effects could be material to the Company's results of operations in the period in which the Company would be required to record or adjust the related liability and could also be material to the Company's cash flows in the periods the Company would be required to pay such liability.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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SUPPLEMENTAL ITEM. EXECUTIVE OFFICERS OF THE REGISTRANT

**N I S O U R C E I N C .**

The following is a list of the Executive Officers of the Registrant, including their names, ages, offices held and other recent business experience, as of February 1, 2017.

<u>Name</u>	<u>Age</u>	<u>Office(s) Held in Past 5 Years</u>
Joseph Hamrock	53	President and Chief Executive Officer of NiSource since July 1, 2015.  Executive Vice President and Group Chief Executive Officer of NiSource from May 2012 to July 2015.
		President and Chief Operating Officer of American Electric Power Company (electric utility company) - Ohio from January 2008 to May 2012.
Donald E. Brown	45	Executive Vice President and Chief Financial Officer of NiSource since July 2015 (also Treasurer from July 2015 to June 2016).  Executive Vice President, Finance Department of NiSource from March 2015 to July 2015.  Vice President and Chief Financial Officer of UGI Utilities, a division of UGI Corporation (gas and electric utility company) from 2010 to March 2015.
Carrie J. Hightman	59	Executive Vice President and Chief Legal Officer of NiSource since December 2007.
Carl W. Levander	55	Executive Vice President, Regulatory Policy and Corporate Affairs of NiSource since May 11, 2016.  Executive Vice President and Chief Regulatory Officer of NiSource from July 2015 to May 2016.  President of Columbia of Virginia from January 2006 to July 2015.
Violet G. Sistovaris	55	Executive Vice President and President, NIPSCO since October 3, 2016.  Executive Vice President, NIPSCO from July 2015 to October 2016.  Senior Vice President and Chief Information Officer of NiSource from May 2014 to June 2015.  Senior Vice President and Chief Information Officer of NiSource Corporate Services Company from August 2008 to June 2015.
Jim L. Stanley	61	Executive Vice President and Chief Operating Officer of NiSource since July 1, 2015.  Executive Vice President & Group Chief Executive Officer of NiSource from October 2012 to July 2015.  Senior Vice President, Duke Energy (electric power holding company) from June 2010 to September 2012.
Pablo A. Vegas	43	Executive Vice President and President, Columbia Gas Group since May 3, 2016.  President and Chief Operating Officer of American Electric Power Company from May 2012 to May 2016.  Vice President and Chief Information Officer of American Electric Power Company from July 2010 to May 2012.
Joseph W. Mulpas	45	Vice President and Chief Accounting Officer of NiSource since May 2014.  Assistant Controller, FirstEnergy Corp. (diversified energy corporation) from November 2012 to March 2014.  Vice President, Controller and Chief Accounting Officer, Maxum Petroleum Inc. (energy logistics company) from August 2012 to October 2012.  Vice President, Controller and Chief Accounting Officer of DPL Inc. and its subsidiary, The Dayton Power and Light Company (electric utility company) from May 2009 to June 2012.
Teresa M. Smith	53	Vice President of Human Resources for NiSource Corporate Services Company since January 2010.
Suzanne K. Surface	52	Vice President, Audit of NiSource since July 1, 2015.  Vice President of Regulatory Strategy and Support of NiSource from July 2009 to June 2015.

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**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**N I S O U R C E I N C .**

NiSource's common stock is listed and traded on the New York Stock Exchange under the symbol "NI." The table below indicates the high and low sales prices of NiSource's common stock, and dividends per share declared, during the periods indicated.

	2016			2015		
	High	Low	Dividend Per Share	High	Low	Dividend Per Share
First Quarter	\$ 23.74	\$ 19.05	\$ 0.155	\$ 45.10	\$ 40.89	\$ 0.260
Second Quarter	26.53	21.97	0.155	49.16	42.25	0.260
Third Quarter	26.94	23.20	0.165	45.71 <sup>(1)</sup>	16.04 <sup>(1)</sup>	0.155 <sup>(2)</sup>
Fourth Quarter	24.06	21.17	0.165	20.13 <sup>(1)</sup>	18.33 <sup>(1)</sup>	0.155 <sup>(2)</sup>
			\$ 0.640			\$ 0.830

<sup>(1)</sup> On July 1, 2015, NiSource completed the Separation through a special *pro rata* stock dividend, distributing one share of CPG common stock for every one share of NiSource common stock held by any NiSource stockholder on June 19, 2015, the record date. On July 1, 2015, the last trading day before the Separation became effective, the closing price of our common stock trading "regular way" (with an entitlement to CPG shares distributed in the Separation) was \$45.45. On July 2, 2015, the first day of trading after the Separation, the opening price of our common stock was \$17.61 per share.

<sup>(2)</sup> On July 2, 2015, following the Separation, NiSource's Board declared a dividend of \$0.155 per share of common stock and CPG's Board declared a dividend of \$0.125 per share of CPG common stock. The amount of dividends paid by NiSource in the third and fourth quarter of 2015 is that of NiSource only, and does not include the dividend declared by CPG during the same period.

Holders of shares of NiSource's common stock are entitled to receive dividends if, and when declared by NiSource's Board out of funds legally available. The policy of the Board has been to declare cash dividends on a quarterly basis payable on or about the 20th day of February, May, August, and November. At its January 27, 2017, meeting, the Board declared a quarterly common dividend of \$0.175 per share, payable on February 17, 2017 to holders of record on February 10, 2017.

Although the Board currently intends to continue the payment of regular quarterly cash dividends on common shares, the timing and amount of future dividends will depend on the earnings of NiSource's subsidiaries, their financial condition, cash requirements, regulatory restrictions, any restrictions in financing agreements and other factors deemed relevant by the Board. There can be no assurance that we will continue to pay such dividends or the amount of such dividends.

As of February 14, 2017, NiSource had 22,485 common stockholders of record and 323,445,821 shares outstanding.

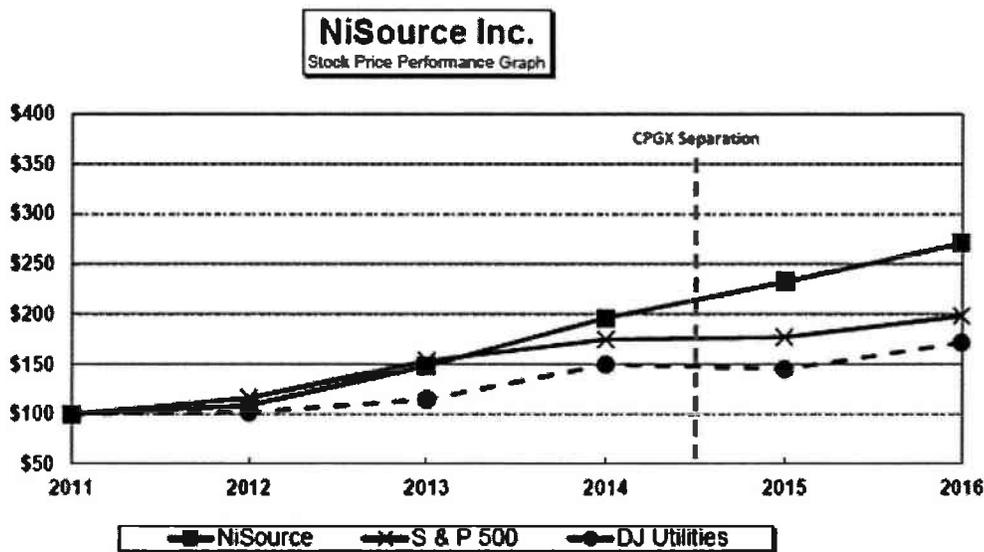
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**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**N I S O U R C E I N C .**

The graph below compares the cumulative total shareholder return of NiSource's common stock for the last five years with the cumulative total return for the same period of the S&P 500 and the Dow Jones Utility indices. On July 1, 2015, NiSource completed the Separation. Following the Separation, NiSource retained no ownership interest in CPG. The Separation is treated as a special dividend for purposes of calculating the total shareholder return, with the then-current market value of the distributed shares being deemed to have been reinvested on the Separation date in shares of NiSource common stock. A vertical line is included on the graph below to identify the periods before and after the Separation.



The foregoing performance graph is being furnished as part of this annual report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish our stockholders with such information, and therefore, shall not be deemed to be filed or incorporated by reference into any filings by NiSource under the Securities Act or the Exchange Act.

The weighted average total return for NiSource common stock and the two indices is calculated from an assumed initial investment of \$100 and assumes dividend reinvestment, including the impact of the distribution of CPG common stock in the Separation.

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ITEM 6. SELECTED FINANCIAL DATA

**N I S O U R C E I N C .**

The selected data presented below as of and for the five years ended December 31, 2016, are derived from the Consolidated Financial Statements of NiSource. The data should be read together with the Consolidated Financial Statements including the related notes thereto included in Item 8 of this Form 10-K.

Year Ended December 31, ( <i>dollars in millions except per share data</i> )	2016	2015	2014	2013	2012
<b>Statement of Income Data:</b>					
Gross Revenues					
Gas Distribution	\$ 1,850.9	\$ 2,081.9	\$ 2,597.8	\$ 2,226.3	\$ 1,959.8
Gas Transportation	964.6	969.8	987.4	820.0	692.4
Electric	1,660.8	1,572.9	1,672.0	1,563.4	1,507.7
Other	16.2	27.2	15.2	15.7	18.1
<b>Total Gross Revenues</b>	<b>4,492.5</b>	<b>4,651.8</b>	<b>5,272.4</b>	<b>4,625.4</b>	<b>4,178.0</b>
Net Revenues (Gross Revenues less Cost of Sales, excluding depreciation and amortization)	3,102.3	3,008.1	2,899.5	2,662.4	2,513.9
Operating Income	858.2	799.9	789.1	698.1	638.6
Income from Continuing Operations	328.1	198.6	256.2	221.0	171.0
<b>Balance Sheet Data:</b>					
Total Assets	18,691.9	17,492.5	24,589.8	22,473.6	21,620.2
Capitalization					
Common stockholders' equity	4,071.2	3,843.5	6,175.3	5,886.6	5,554.3
Long-term debt, excluding amounts due within one year	6,058.2	5,948.5	8,151.5	7,588.2	6,813.7
<b>Total Capitalization</b>	<b>\$ 10,129.4</b>	<b>\$ 9,792.0</b>	<b>\$ 14,326.8</b>	<b>\$ 13,474.8</b>	<b>\$ 12,368.0</b>
<b>Per Share Data:</b>					
Basic Earnings Per Share from Continuing Operations (\$)	\$ 1.02	\$ 0.63	\$ 0.81	\$ 0.71	\$ 0.59
Diluted Earnings Per Share from Continuing Operations (\$)	\$ 1.01	\$ 0.63	\$ 0.81	\$ 0.71	\$ 0.57
<b>Other Data:</b>					
Dividends declared per share (\$)	\$ 0.64	\$ 0.83	\$ 1.02	\$ 0.98	\$ 0.94
Shares outstanding at the end of the year (in thousands)	323,160	319,110	316,037	313,676	310,281
Number of common stockholders	22,272	30,190	25,233	26,965	28,823
Capital expenditures	\$ 1,490.4	\$ 1,367.5	\$ 1,339.6	\$ 1,248.5	\$ 1,095.5
Number of employees	8,007	7,596	8,982	8,477	8,286

- On July 1, 2015, NiSource completed the Separation. The results of operations of the former Columbia Pipeline Group Operations segment have been classified as discontinued operations for all periods presented. See Note 3, "Discontinued Operations," in the Notes to the Consolidated Financial Statements for further information.
- Prior to the Separation, CPG closed its placement of \$2,750.0 million in aggregate principal amount of its senior notes. Using the proceeds from this offering, CPG made cash payments to NiSource representing the settlement of inter-company borrowings and the payment of a one-time special dividend. In May 2015, using proceeds from the cash payments from CPG, NiSource Finance settled its two bank term loans in the amount of \$1,075.0 million and executed a tender offer for \$750.0 million consisting of a combination of its 5.25% notes due 2017, 6.40% notes due 2018 and 4.45% notes due 2021. In conjunction with the debt retired, NiSource Finance recorded a \$97.2 million loss on early extinguishment of long-term debt, primarily attributable to early redemption premiums.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

N I S O U R C E I N C .

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**CONSOLIDATED REVIEW**

This Management's Discussion and Analysis of Financial Condition and Results of Operations (Management's Discussion) analyzes the financial condition, results of operations and cash flows of NiSource and its subsidiaries. It also includes management's analysis of past financial results and potential factors that may affect future results, potential future risks and approaches that may be used to manage those risks.

Management's Discussion is designed to provide an understanding of our operations and financial performance and should be read in conjunction with the Company's Consolidated Financial Statements and the related Notes to Consolidated Financial Statements in this annual report.

**Executive Summary**

NiSource is an energy holding company under the Public Utility Holding Company Act of 2005 whose subsidiaries are fully regulated natural gas and electric utility companies serving customers in seven states. NiSource generates substantially all of its operating income through these rate-regulated businesses which are summarized for financial reporting purposes into two primary reportable segments: Gas Distribution Operations and Electric Operations.

Refer to the Business section under Item 1 of this report and Note 22, "Segments of Business," in the Notes to Consolidated Financial Statements for further discussion of our regulated utility business segments.

NiSource's goal is to develop strategies that benefit all stakeholders as it addresses changing customer conservation patterns, develops more contemporary pricing structures and embarks on long-term investment programs. These strategies are intended to improve reliability and safety, enhance customer services and reduce emissions while generating sustainable returns. Additionally, NiSource continues to pursue regulatory and legislative initiatives that will allow residential customers not currently on NiSource's system to obtain gas service in a cost effective manner.

Summary of Consolidated Financial Results

On a consolidated basis, NiSource reported higher income from continuing operations of \$328.1 million or \$1.02 per basic share for the twelve months ended December 31, 2016 compared to \$198.6 million or \$0.63 per basic share for the same period in 2015. The increase in income from continuing operations during 2016 was due primarily to increased operating income, as discussed below, along with a \$97.2 million loss on early extinguishment of long-term debt recorded as a result of the debt restructuring that occurred in 2015 as part of the Separation.

For the twelve months ended December 31, 2016, NiSource reported operating income of \$858.2 million compared to \$799.9 million for the same period in 2015. The higher operating income was primarily due to increased net revenues from regulatory and service programs and increased rates from incremental capital spend on electric transmission projects at NIPSCO, partially offset by lower net revenues due to warmer than normal weather. Operating expenses increased due to higher outside service costs, primarily due to generation-related maintenance, increased depreciation expense, plant retirement costs and higher employee and administrative expenses, partially offset by decreased property taxes and lower environmental expenses.

These factors and other impacts to the financial results are discussed in more detail within the following discussions of "Results of Operations," "Results and Discussion of Segment Operations" and "Liquidity and Capital Resources."

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

**Capital Investment.** In 2016, NiSource invested approximately \$1.5 billion in capital expenditures across its gas and electric utilities. These expenditures were primarily aimed at furthering the safety and reliability of our gas distribution system, construction of new electric transmission assets and maintaining NiSource's existing electric generation fleet. NiSource continues to execute on an estimated \$30 billion in total projected long-term regulated utility infrastructure investments and expects to invest approximately \$1.6 billion to \$1.7 billion in capital during 2017 to continue to modernize and improve its system across all seven states.

**Liquidity.** NiSource believes that through income generated from operating activities, amounts available under its short-term revolving credit facility, commercial paper program, accounts receivable securitization facilities, long-term debt agreements and NiSource's ability to access the capital markets, there is adequate capital available to fund its operating activities and capital expenditures in 2017 and beyond. At December 31, 2016 and 2015, NiSource had approximately \$683.7 million and \$1,179.4 million, respectively, of net liquidity available, consisting of cash and available capacity under credit facilities.

**Regulatory Developments**

In 2016, NiSource continued to move forward on core infrastructure and environmental investment programs supported by complementary regulatory and customer initiatives across all seven states of its operating area. The discussion below summarizes significant regulatory developments that transpired during 2016:

**Gas Distribution Operations.**

- On April 20, 2016, the PUCO approved Columbia of Ohio's annual IRP rider. The rider provides for continued support of Columbia of Ohio's well-established pipeline replacement program. This order authorized approximately \$21 million in increased annual revenue related to 2015 infrastructure investments of approximately \$185 million.
- On September 28, 2016, Columbia of Virginia implemented updated interim base rates subject to refund. The new rates are part of its base rate case which remains pending before the VSCC. On January 17, 2017, Columbia of Virginia presented to the VSCC a stipulation and proposed recommendation representing a settlement by all parties to the proceeding that included a base revenue increase of \$28.5 million. On February 8, 2017, the Hearing Examiner in the case filed a report recommending approval of the stipulation and proposed recommendation. A VSCC decision is expected in the first half of 2017.
- On October 27, 2016, the Pennsylvania PUC approved a joint settlement agreement in Columbia of Pennsylvania's base rate case. The settlement includes an annual revenue increase of \$35.0 million and incentives to expand gas service to commercial customers. New rates went into effect on December 19, 2016.
- On October 20, 2016, a settlement was reached with the Kentucky PSC on Columbia of Kentucky's base rate case. The settlement includes a revenue increase of \$13.4 million and will allow for continued system modernization and pipeline safety investments to improve overall system safety and reliability. On December 22, 2016, the Kentucky PSC issued an order modifying the stipulation resulting in an annual revenue increase of \$13.1 million. Columbia of Kentucky accepted this modification, and rates went into effect on December 27, 2016.
- NIPSCO continues to execute on its seven-year, \$824 million gas infrastructure modernization program to further improve system reliability and safety. In August, NIPSCO filed its semi-annual tracker update covering \$67 million of investments made in the first half of 2016. On December 28, 2016, the IURC issued an order approving the tracker update. New rates became effective January 1, 2017.

**Electric Operations.**

- New rates became effective October 1, 2016 under NIPSCO's electric base rate case settlement, which was approved by the IURC on July 18, 2016. The settlement provides a platform for NIPSCO's continued electric infrastructure investments and service improvements for customers, and increases NIPSCO's annual base rate revenues by \$72.5 million.
- NIPSCO is focused on executing its seven-year electric infrastructure modernization program, which includes enhancements to electric transmission and distribution infrastructure designed to improve system safety and reliability. On July 12, 2016, the IURC approved NIPSCO's settlement related to the program. The order included approval to recover approximately \$1.25 billion of investments made through 2022. Per an IURC order received on January 25, 2017, NIPSCO began recovering on \$45.5 million of these investments with the first billing cycle of February 2017.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

- In December 2016, NIPSCO announced plans to retire two coal-fired units at its Bailly Generation station earlier than previously estimated. This decision was based on an analysis of current economic and legislative conditions including the decreasing cost of natural gas relative to coal and the increased cost of compliance with current and future environmental regulations.

Refer to Note 8, "Regulatory Matters" and Note 18-E, "Other Matters," in the Notes to Consolidated Financial Statements for a complete discussion of key regulatory developments that transpired during 2016 .

**Results of Operations**

Year Ended December 31 , (in millions, except per share amounts)	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
Total Net Revenues	\$ 3,102.3	\$ 3,008.1	\$ 2,899.5	\$ 94.2	\$ 108.6
Total Operating Expenses	2,244.1	2,208.2	2,110.4	35.9	97.8
Operating Income	858.2	799.9	789.1	58.3	10.8
Total Other Income (Deductions)	(348.0)	(460.0)	(366.1)	112.0	(93.9)
Income Taxes	182.1	141.3	166.8	40.8	(25.5)
Income from Continuing Operations	328.1	198.6	256.2	129.5	(57.6)
Basic Earnings Per Share from Continuing Operations	\$ 1.02	\$ 0.63	\$ 0.81	\$ 0.39	\$ (0.18)
Basic Average Common Shares Outstanding	321.8	317.7	315.1	4.1	2.6

Operating Income

Substantially all of NiSource's operating income is generated by the Gas Distribution Operations and Electric Operations segments, the results of which are discussed in further detail within "Results and Discussion of Segment Operations."

Other Income (Deductions)

Other income (deductions) in 2016 reduced income \$348.0 million compared to a reduction of \$460.0 million in 2015 . This change is primarily due to a loss on early extinguishment of long-term debt of \$97.2 million in 2015 and decreased interest expense of \$30.7 million primarily resulting from maturities of long-term debt. These changes were partially offset by a 2016 charge resulting from a tax notice impacting NIPSCO's TUAs. Refer to Note 18-E, "Other Matters," in the Notes to the Consolidated Financial Statements for further information on NIPSCO's TUAs.

Other income (deductions) in 2015 reduced income \$460.0 million compared to a reduction of \$366.1 million in 2014. The increase in deductions is primarily due to a loss on early extinguishment of long-term debt of \$97.2 million.

Income Taxes

Refer to Note 10, "Income Taxes," in the Notes to the Consolidated Financial Statements for further information on Income Taxes.

**RESULTS AND DISCUSSION OF SEGMENT OPERATIONS**

Presentation of Segment Information

NiSource's operations are divided into two primary reportable segments: Gas Distribution Operations and Electric Operations.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**N I S O U R C E I N C .**  
**Gas Distribution Operations**

Year Ended December 31, (in millions)	2016	2015	2014	2016 vs 2015	2015 vs 2014
<b>Net Revenues</b>					
Sales revenues	\$ 2,830.6	\$ 3,069.1	\$ 3,593.9	\$ (238.5)	\$ (524.8)
Less: Cost of gas sold (excluding depreciation and amortization)	895.4	1,155.5	1,762.7	(260.1)	(607.2)
<b>Net Revenues</b>	<b>1,935.2</b>	<b>1,913.6</b>	<b>1,831.2</b>	<b>21.6</b>	<b>82.4</b>
<b>Operating Expenses</b>					
Operation and maintenance	937.2	945.3	900.3	(8.1)	45.0
Depreciation and amortization	252.9	232.6	217.6	20.3	15.0
(Gain) Loss on sale of assets and impairments, net	—	0.8	(0.2)	(0.8)	1.0
Other taxes	171.1	179.1	176.5	(8.0)	2.6
<b>Total Operating Expenses</b>	<b>1,361.2</b>	<b>1,357.8</b>	<b>1,294.2</b>	<b>3.4</b>	<b>63.6</b>
<b>Operating Income</b>	<b>\$ 574.0</b>	<b>\$ 555.8</b>	<b>\$ 537.0</b>	<b>\$ 18.2</b>	<b>\$ 18.8</b>
<b>Revenues</b>					
Residential	\$ 1,823.4	\$ 2,055.2	\$ 2,286.3	\$ (231.8)	\$ (231.1)
Commercial	588.1	691.4	800.6	(103.3)	(109.2)
Industrial	194.3	217.6	231.3	(23.3)	(13.7)
Off-System sales	94.4	87.3	199.4	7.1	(112.1)
Other	130.4	17.6	76.3	112.8	(58.7)
<b>Total</b>	<b>\$ 2,830.6</b>	<b>\$ 3,069.1</b>	<b>\$ 3,593.9</b>	<b>\$ (238.5)</b>	<b>\$ (524.8)</b>
<b>Sales and Transportation (MMDth)</b>					
Residential sales	248.9	262.0	295.2	(13.1)	(33.2)
Commercial sales	165.6	171.5	189.6	(5.9)	(18.1)
Industrial sales	517.7	522.7	512.9	(5.0)	9.8
Off-System sales	39.6	32.7	44.9	6.9	(12.2)
Other	(0.1)	(0.2)	(0.1)	0.1	(0.1)
<b>Total</b>	<b>971.7</b>	<b>988.7</b>	<b>1,042.5</b>	<b>(17.0)</b>	<b>(53.8)</b>
<b>Heating Degree Days</b>	<b>5,148</b>	<b>5,459</b>	<b>6,176</b>	<b>(311)</b>	<b>(717)</b>
<b>Normal Heating Degree Days</b>	<b>5,642</b>	<b>5,610</b>	<b>5,610</b>	<b>32</b>	<b>—</b>
<b>% Colder (Warmer) than Normal</b>	<b>(9)%</b>	<b>(3)%</b>	<b>10%</b>		
<b>Gas Distribution Customers</b>					
Residential	3,141,722	3,113,324	3,098,052	28,398	15,272
Commercial	279,556	277,239	277,057	2,317	182
Industrial	6,240	6,465	6,681	(225)	(216)
Other	14	13	15	1	(2)
<b>Total</b>	<b>3,427,532</b>	<b>3,397,041</b>	<b>3,381,805</b>	<b>30,491</b>	<b>15,236</b>

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**NI SOURCE INC.**

**Gas Distribution Operations (continued)**

NiSource analyzes its operating results using net revenues. Net revenues are calculated as gross revenues less the associated cost of sales (excluding depreciation and amortization). Cost of sales at the Gas Distribution Operations segment is principally comprised of the cost of natural gas used while providing transportation and distribution services to its customers.

NiSource believes net revenues are a better measure to analyze profitability than gross revenues because the majority of the cost of sales are tracked costs that are passed through directly to the customer resulting in an equal and offsetting amount reflected in gross revenues.

Comparability of line item operating results may also be impacted by regulatory, tax and depreciation trackers (other than those for cost of sales) that allow for the recovery in rates of certain costs such as bad debt expense. Therefore, increases in these tracked operating expenses are offset by increases in net revenues and have essentially no impact on income from continuing operations.

2016 vs. 2015 Operating Income

For 2016, Gas Distribution Operations reported operating income of \$574.0 million, an increase of \$18.2 million from the comparable 2015 period.

Net revenues for 2016 were \$1,935.2 million, an increase of \$21.6 million from the same period in 2015. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings and infrastructure replacement programs of \$95.1 million.
- The effects of increased customer count of \$9.6 million.

Partially offset by:

- Lower regulatory, tax and depreciation trackers, which are offset in expense, of \$52.8 million.
- The effects of warmer weather of \$12.4 million.
- Decreased commercial, industrial and residential usage of \$8.8 million.
- Lower forfeited discount and late payment collections of \$3.9 million.

Operating expenses were \$3.4 million higher in 2016 compared to 2015. This change was primarily driven by:

- Increased employee and administrative expenses of \$26.1 million.
- Higher depreciation of \$19.8 million due to increased capital expenditures placed in service.
- Increased outside service costs of \$13.4 million.
- Higher rental expense of \$2.6 million.

Partially offset by:

- Lower regulatory, tax and depreciation trackers, which are offset in net revenues, of \$52.8 million.
- Decreased gross receipts taxes of \$2.8 million.

2015 vs. 2014 Operating Income

For 2015, Gas Distribution Operations reported operating income of \$555.8 million, an increase of \$18.8 million from the comparable 2014 period.

Net revenues for 2015 were \$1,913.6 million, an increase of \$82.4 million from the same period in 2014. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings and infrastructure replacement programs of \$88.7 million.
- Increased rent billed to affiliates, offset in expense, of \$8.4 million.
- Higher regulatory and tax trackers, which are offset in expense, of \$7.5 million.

Partially offset by:

- The effects of warmer weather of \$30.6 million.

Operating expenses were \$63.6 million higher in 2015 compared to 2014. This change was primarily driven by:

- Increased employee and administrative expenses of \$16.3 million.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**N I S O U R C E I N C .**

**Gas Distribution Operations (continued)**

- Higher depreciation of \$15.0 million due to increased capital expenditures placed into service.
- Increased property taxes of \$9.1 million due to increased capital expenditures placed in service.
- Higher outside service costs of \$7.7 million.
- Increased regulatory and tax trackers, which are offset in net revenues, of \$7.5 million.

Weather

In general, NiSource calculates the weather-related revenue variance based on changing customer demand driven by weather variance from normal heating degree days. NiSource's composite heating degree days reported do not directly correlate to the weather-related dollar impact on the results of Gas Distribution Operations. Heating degree days experienced during different times of the year or in different operating locations may have more or less impact on volume and dollars depending on when and where they occur. When the detailed results are combined for reporting, there may be weather-related dollar impacts on operations when there is not an apparent or significant change in the aggregated NiSource composite heating degree day comparison.

Weather in the Gas Distribution Operations service territories for 2016 was about 9% warmer than normal and about 6% warmer than 2015 , decreasing net revenues \$12.4 million for the year ended December 31, 2016 compared to 2015 .

Weather in the Gas Distribution Operations service territories for 2015 was about 3% warmer than normal and about 12% warmer than 2014 , decreasing net revenues \$30.6 million for the year ended December 31, 2015 compared to 2014 .

Throughput

Total volumes sold and transported for the year ended December 31, 2016 were 971.7 MMDth, compared to 988.7 MMDth for 2015 . This decrease is primarily attributable to warmer weather experienced in 2016 compared to 2015 .

Total volumes sold and transported for the year ended December 31, 2015 were 988.7 MMDth, compared to 1,042.5 MMDth for 2014 . This decrease is primarily attributable to warmer weather and lower off-system sales opportunities experienced in 2015 compared to 2014 .

Economic Conditions

All NiSource Gas Distribution Operations companies have state-approved recovery mechanisms that provide a means for full recovery of prudently incurred gas costs. Gas costs are treated as pass-through costs and have no impact on the net revenues recorded in the period. The gas costs included in revenues are matched with the gas cost expense recorded in the period and the difference is recorded on the Consolidated Balance Sheets as under-recovered or over-recovered gas cost to be included in future customer billings.

At NIPSCO, sales revenues and customer billings are adjusted for amounts related to under and over-recovered purchased gas costs from prior periods per regulatory order. These amounts are primarily reflected in the "Other" gross revenues statistic provided at the beginning of this segment discussion. The adjustments to other gross revenues for the twelve months ended December 31, 2016 , 2015 and 2014 were a revenue increase of \$43.3 million, a revenue decrease of \$68.0 million and a revenue increase of \$34.2 million, respectively.

Certain Gas Distribution Operations companies continue to offer choice opportunities, where customers can choose to purchase gas from a third-party supplier, through regulatory initiatives in their respective jurisdictions. These programs serve to further reduce NiSource's exposure to gas prices.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**NISOURCE INC.**

**Electric Operations**

Year Ended December 31, (in millions)	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
<b>Net Revenues</b>					
Sales revenues	\$ 1,661.6	\$ 1,574.4	\$ 1,673.4	\$ 87.2	\$ (99.0)
Less: Cost of sales (excluding depreciation and amortization)	495.0	488.4	609.7	6.6	(121.3)
Net Revenues	1,166.6	1,086.0	1,063.7	80.6	22.3
<b>Operating Expenses</b>					
Operation and maintenance	538.8	490.1	474.9	48.7	15.2
Depreciation and amortization	274.5	267.7	244.4	6.8	23.3
(Gain) Loss on sale of assets, net	—	—	(0.1)	—	0.1
Other taxes	61.9	63.8	61.8	(1.9)	2.0
Total Operating Expenses	875.2	821.6	781.0	53.6	40.6
Operating Income	\$ 291.4	\$ 264.4	\$ 282.7	\$ 27.0	\$ (18.3)
<b>Revenues</b>					
Residential	\$ 457.4	\$ 427.1	\$ 438.2	\$ 30.3	\$ (11.1)
Commercial	456.6	445.4	449.4	11.2	(4.0)
Industrial	631.6	646.3	723.6	(14.7)	(77.3)
Wholesale	11.6	16.4	32.2	(4.8)	(15.8)
Other	104.4	39.2	30.0	65.2	9.2
Total	\$ 1,661.6	\$ 1,574.4	\$ 1,673.4	\$ 87.2	\$ (99.0)
<b>Sales (Gigawatt Hours)</b>					
Residential	3,514.8	3,309.9	3,384.2	204.9	(74.3)
Commercial	3,878.7	3,866.8	3,864.2	11.9	2.6
Industrial	9,281.8	9,249.1	10,114.2	32.7	(865.1)
Wholesale	19.0	194.8	675.5	(175.8)	(480.7)
Other	136.9	137.7	148.2	(0.8)	(10.5)
Total	16,831.2	16,758.3	18,186.3	72.9	(1,428.0)
<b>Cooling Degree Days</b>	988	762	663	226	99
<b>Normal Cooling Degree Days</b>	806	806	806	—	—
<b>% Warmer (Cooler) than Normal</b>	23%	(5)%	(18)%		
<b>Electric Customers</b>					
Residential	407,268	404,889	403,272	2,379	1,617
Commercial	55,605	55,053	54,635	552	418
Industrial	2,313	2,343	2,352	(30)	(9)
Wholesale	744	743	751	1	(8)
Other	2	6	5	(4)	1
Total	465,932	463,034	461,015	2,898	2,019

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**N I S O U R C E I N C .**

**Electric Operations (continued)**

NiSource analyzes its operating results using net revenues. Net revenues are calculated as gross revenues less the associated cost of sales (excluding depreciation and amortization). Cost of sales at the Electric Operations segment is principally comprised of the cost of coal, related handling costs, and natural gas purchased for the internal generation of electricity at NIPSCO and the cost of power purchased from third-party generators of electricity.

NiSource believes net revenues are a better measure to analyze profitability than gross revenues because the majority of the cost of sales are tracked costs that are passed through directly to the customer resulting in an equal and offsetting amount reflected in gross revenues.

Comparability of line item operating results may also be impacted by regulatory and depreciation trackers (other than those for cost of sales) that allow for the recovery in rates of certain costs such as bad debt expense. Therefore, increases in these tracked operating expenses are offset by increases in net revenues and have essentially no impact on income from continuing operations.

2016 vs. 2015 Operating Income

For 2016, Electric Operations reported operating income of \$291.4 million, an increase of \$27.0 million from the comparable 2015 period.

Net revenues for 2016 were \$1,166.6 million, an increase of \$80.6 million from the same period in 2015. The change in net revenues was primarily driven by:

- New rates from base-rate proceedings of \$36.3 million.
- Increased regulatory and depreciation trackers, which are offset in expense, of \$30.2 million.
- Increased rates from incremental capital spend on electric transmission projects of \$17.8 million.
- The effects of warmer weather of \$15.6 million.

Partially offset by:

- The absence of regulatory-deferred MISO cost amortization of \$10.2 million.
- Increased fuel handling costs of \$7.8 million.

Operating expenses were \$53.6 million higher in 2016 than 2015. This change was primarily driven by:

- Increased regulatory and depreciation trackers, which are offset in net revenues, of \$30.2 million.
- Higher outside service costs of \$24.4 million, primarily due to generation-related maintenance.
- Plant retirement costs of \$22.1 million.

Partially offset by:

- Lower environmental costs of \$10.7 million.
- Decreased amortization expense of \$9.6 million.

2015 vs. 2014 Operating Income

For 2015, Electric Operations reported operating income of \$264.4 million, a decrease of \$18.3 million from the comparable 2014 period.

Net revenues for 2015 were \$1,086.0 million, an increase of \$22.3 million from the same period in 2014. The change in net revenues was primarily driven by:

- Higher regulatory and depreciation trackers, which are offset in expense, of \$19.8 million.
- Increased rates from incremental capital spend on electric transmission projects and environmental investments of \$19.1 million.

Partially offset by:

- Lower industrial usage of \$13.8 million.

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### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

#### **N I S O U R C E I N C .**

#### **Electric Operations (continued)**

Operating expenses were \$40.6 million higher in 2015 compared to 2014 . This change was primarily driven by:

- Higher regulatory and depreciation trackers, which are offset in net revenues, of \$19.8 million.
- Increased depreciation of \$10.6 million.
- Higher environmental costs of \$10.4 million.

#### Weather

In general, NiSource calculates the weather-related revenue variance based on changing customer demand driven by weather variance from normal cooling degree days. NiSource's composite cooling degree days reported do not directly correlate to the weather-related dollar impact on the results of Electric Operations. Cooling degree days experienced during different times of the year may have more or less impact on volume and dollars depending on when they occur. When the detailed results are combined for reporting, there may be weather-related dollar impacts on operations when there is not an apparent or significant change in the aggregated NiSource composite cooling degree day comparison.

Weather in the Electric Operations' territories for the twelve months ended December 31, 2016 was 23% warmer than normal and 30% warmer than the same period in 2015 , leading to an increase in net revenues of approximately \$15.6 million for the twelve months ended December 31, 2016 compared to 2015 .

Weather in the Electric Operations' territories for the twelve months ended December 31, 2015 was 5% cooler than normal and 15% warmer than the same period in 2014, increasing net revenues approximately \$0.7 million for the twelve months ended December 31, 2015 compared to 2014.

#### Sales

Electric Operations sales were 16,831.2 gwh for the year ended 2016 , an increase of 72.9 gwh compared to 2015 , a 0.4% increase .

Electric Operations sales were 16,758.3 gwh for the year ended 2015 , a decrease of 1,428.0 gwh compared to 2014 . The 7.9% decrease is primarily attributable to a decrease in industrial usage, which was caused by a reduction in steel production due to the high levels of imports that have impacted the domestic steel market since the start of 2015.

#### Economic Conditions

NIPSCO has a state-approved recovery mechanism that provides a means for full recovery of prudently incurred fuel costs. Fuel costs are treated as pass-through costs and have no impact on the net revenues recorded in the period. The fuel costs included in revenues are matched with the fuel cost expense recorded in the period and the difference is recorded on the Consolidated Balance Sheets as under-recovered or over-recovered fuel cost to be included in future customer billings.

At NIPSCO, sales revenues and customer billings are adjusted for amounts related to under and over-recovered purchased fuel costs from prior periods per regulatory order. These amounts are primarily reflected in the "Other" gross revenues statistic provided at the beginning of this segment discussion. The adjustments to other gross revenues for the twelve months ended December 31, 2016 , 2015 and 2014 were a revenue increase of \$33.1 million, and a revenue decrease of \$11.6 million and \$25.5 million, respectively.

NIPSCO's performance remains closely linked to the performance of the steel industry. NIPSCO's mwh sales to steel-related industries accounted for approximately 52.3% and 54.2% of the total industrial mwh sales for the years ended December 31, 2016 and 2015, respectively.

#### Electric Supply

*NIPSCO 2016 Integrated Resource Plan.* Environmental, regulatory and economic factors, including low natural gas prices and aging coal-fired units, have led NIPSCO to consider modifying its current electric generation supply mix to include less coal-fired generation. Due to enacted CCR and ELG legislation, NIPSCO would expect to incur over \$1 billion in operating, maintenance, environmental and other costs over the next seven years if the current fleet of coal-fired generating units remain operational.

On November 1, 2016, NIPSCO submitted its 2016 Integrated Resource Plan with the IURC. The plan evaluates demand-side and supply-side resource alternatives to reliably and cost effectively meet NIPSCO customers' future energy requirements over the next twenty years. The 2016 Integrated Resource Plan indicates that the most viable option for customers and NIPSCO involves the retirement of Bailly Generating Station (Units 7 and 8) as soon as mid-2018 and two units (Units 17 and 18) at the R.M. Schahfer Generating Station by the end of 2023. It is projected over the long term that the cost to customers to retire these units at these dates will be lower than maintaining and upgrading them for continuing generation.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

**N I S O U R C E I N C .**

**Electric Operations (continued)**

NiSource and NIPSCO committed to the retirement of the Bailly Generating Station units in connection with the filing of the 2016 Integrated Resource Plan. However, retirement of these units is subject to the approval of the MISO, which is responsible for coordinating, controlling and monitoring the use of the electric transmission system by utilities, generators and marketers across parts of 15 U.S. states and the Canadian province of Manitoba. In the fourth quarter of 2016, the MISO approved NIPSCO's plan to retire the Bailly Generating Station units by May 31, 2018.

In connection with the MISO's approval of NIPSCO's planned retirement of the Bailly Generating Station units, NiSource recorded \$22.1 million of plant retirement-related charges in the fourth quarter of 2016. These charges were comprised of contract termination charges related to NIPSCO's capital lease with Pure Air, voluntary employee severance benefits and write downs of certain materials and supplies inventory balances. Refer to Note 5, "Property, Plant and Equipment," and Note 18-E, "Other Matters," in the Notes to Consolidated Financial Statements for information.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**NI SOURCE INC.**

**Liquidity and Capital Resources**

Operating Activities

Net cash from operating activities from continuing operations for the year ended December 31, 2016 was \$804.1 million, a decrease of \$359.3 million from 2015. This decrease was driven by a combination of changes in weather, gas prices and the related approved rates for recovery, which significantly impacted regulatory assets, regulatory liabilities and working capital between the two periods. During 2015, natural gas prices were declining faster than the gas cost adjustments being collected from customers, resulting in an associated source of cash from working capital. During 2016, these over-collected gas costs from 2015 were returned to customers, resulting in a use of working capital.

Net cash from operating activities from continuing operations for the year ended December 31, 2015 was \$1,163.4 million, an increase of \$402.2 million from 2014. The increase in net cash from operating activities from continuing operations was primarily due to the change in regulatory assets/liabilities, as well as the change in inventories as a result of lower gas prices and warmer weather in 2015 compared to 2014.

**Pension and Other Postretirement Plan Funding.** In 2016, NiSource contributed \$3.3 million to its pension plans and \$25.5 million to its postretirement medical and life plans. In 2017, NiSource expects to make contributions of approximately \$9.1 million to its pension plans and approximately \$25.3 million to its postretirement medical and life plans. At December 31, 2016, NiSource's pension and other postretirement benefit plans were underfunded by \$414.9 million and \$297.6 million, respectively.

**Income Taxes.** As of December 31, 2016, NiSource has a recorded deferred tax asset of \$600.9 million related to a Federal NOL carryforward. As a result of being in an NOL position, NiSource was not required to make any cash payments for Federal income tax purposes during the years ended December 31, 2016 and 2015. This NOL carryforward starts to expire in 2030, however NiSource expects to fully utilize the carryforward benefit prior to its expiration.

Investing Activities

The table below reflects capital expenditures and certain other investing activities by segment for 2016, 2015 and 2014.

<i>(in millions)</i>	2016	2015	2014
Gas Distribution Operations			
System Growth and Tracker	\$ 835.0	\$ 729.6	\$ 656.0
Maintenance	219.4	187.4	204.3
Total Gas Distribution Operations	1,054.4	917.0	860.3
Electric Operations			
System Growth and Tracker	314.1	274.8	310.0
Maintenance	106.5	125.5	128.8
Total Electric Operations	420.6	400.3	438.8
Corporate and Other Operations - Maintenance	15.4	50.2	40.5
Total <sup>(1)</sup>	\$ 1,490.4	\$ 1,367.5	\$ 1,339.6

<sup>(1)</sup> Amounts differ from those presented on the Statements of Consolidated Cash Flows primarily due to the inclusion of capital expenditures included in current liabilities and AFUDC Equity.

For 2017, NiSource projects to invest approximately \$1.6 billion to \$1.7 billion in its capital program. This projected increase over 2016 spend is driven by generation maintenance at the Electric Operations segment and additional system growth and tracker opportunities at the Gas Distribution Operations and Electric Operations segments.

For 2016, the capital expenditures and certain other investing activities were \$1,490.4 million, which was \$122.9 million higher than the 2015 capital program. This increased spending is mainly due to modernization projects and segment growth at the Gas Distribution Operations segment.

For 2015, capital expenditures and certain other investing activities were \$1,367.5 million, which is \$27.9 million higher than the 2014 capital program. This increased spending is mainly due to increased TDSIC spend in the Gas Distribution Operations segment, partially offset by lower tracker program spend at the Electric Operations segment.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

Financing Activities

**Short-term Debt.** Refer to Note 15, "Short-Term Borrowings," in the Notes to Consolidated Financial Statements for information on short-term debt.

**Long-term Debt.** Refer to Note 14, "Long-Term Debt," in the Notes to Consolidated Financial Statements for information on long-term debt.

**Net Available Liquidity.** As of December 31, 2016, an aggregate of \$683.7 million of net liquidity was available, including cash and credit available under the revolving credit facility and accounts receivable securitization programs.

The following table displays NiSource's liquidity position as of December 31, 2016 and 2015 :

Year Ended December 31, (in millions)	2016	2015
<b>Current Liquidity</b>		
Revolving Credit Facility	\$ 1,850.0	\$ 1,500.0
Accounts Receivable Program <sup>(1)</sup>	310.0	246.0
<i>Less:</i>		
Drawn on Revolving Credit Facility	—	—
Commercial Paper	1,178.0	321.4
Accounts Receivable Program Utilized	310.0	246.0
Letters of Credit Outstanding Under Credit Facility	14.7	14.7
<i>Add:</i>		
Cash and Cash Equivalents	26.4	15.5
<b>Net Available Liquidity</b>	<b>\$ 683.7</b>	<b>\$ 1,179.4</b>

<sup>(1)</sup> Represents the lesser of the seasonal limit or maximum borrowings supportable by the underlying receivables.

The change in net available liquidity between 2016 and 2015 was driven by low utilization of short-term debt in the prior year as a result of cash proceeds received from CPG in the Separation in 2015.

**Debt Covenants .** NiSource is subject to financial covenants under its revolving credit facility and term loan agreement, which require NiSource to maintain a debt to capitalization ratio that does not exceed 70% . A similar covenant in a 2005 private placement note purchase agreement requires NiSource to maintain a debt to capitalization ratio that does not exceed 75% . As of December 31, 2016 , the ratio was 66% .

**Sale of Trade Accounts Receivables .** Refer to Note 17, "Transfers of Financial Assets," in the Notes to Consolidated Financial Statements for information on the sale of trade accounts receivable.

**Credit Ratings .** The credit rating agencies periodically review the Company's ratings, taking into account factors such as its capital structure and earnings profile. In June 2016, Moody's affirmed the NiSource senior unsecured rating of Baa2 and its commercial paper rating of P-2, with stable outlooks. Moody's also affirmed NIPSCO's Baa1 rating and Columbia of Massachusetts's Baa2 rating, with stable outlooks. In August 2016, Standard & Poor's affirmed the BBB+ senior unsecured rating of NiSource and its subsidiaries and its commercial paper rating of A-2, with stable outlooks. In June 2016, Fitch upgraded the long-term issuer default ratings of NiSource and NIPSCO to BBB and affirmed the commercial paper rating of F3, with stable outlooks.

Certain NiSource subsidiaries have agreements that contain "ratings triggers" that require increased collateral if the credit ratings of NiSource or certain of its subsidiaries are below investment grade. These agreements are primarily for insurance purposes and for the physical purchase or sale of power. As of December 31, 2016 , the collateral requirement that would be required in the event of a downgrade below the ratings trigger levels would amount to approximately \$35.4 million . In addition to agreements with ratings triggers, there are other agreements that contain "adequate assurance" or "material adverse change" provisions that could necessitate additional credit support such as letters of credit and cash collateral to transact business.

**Equity.** NiSource has a shelf registration statement on file with the SEC that authorizes NiSource to issue an indeterminate amount of common stock and preferred stock, as well as other securities. The authorized capital stock of NiSource consists of 420,000,000 shares, \$0.01 par value, of which 400,000,000 are common stock and 20,000,000 are preferred stock. As of December 31, 2016 , 323,159,672 shares of common stock were outstanding. NiSource has no preferred stock outstanding as of December 31, 2016 .

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

**Contractual Obligations** . NiSource has certain contractual obligations requiring payments at specified periods. The obligations include long-term debt, lease obligations, energy commodity contracts and obligations for various services including pipeline capacity and IBM outsourcing. The total contractual obligations in existence at December 31, 2016 and their maturities were:

<i>(in millions)</i>	Total	2017	2018	2019	2020	2021	After
Long-term debt <sup>(1)</sup>	\$ 6,305.5	\$ 349.9	\$ 476.0	\$ 1,041.0	\$ 550.0	\$ 63.6	\$ 3,825.0
Capital leases <sup>(2)</sup>	250.0	22.7	18.5	14.2	13.5	13.4	167.7
Interest payments on long-term debt	4,611.2	337.9	305.3	265.2	244.9	214.9	3,243.0
Operating leases <sup>(3)</sup>	54.6	15.4	9.4	7.5	4.8	4.1	13.4
Energy commodity contracts <sup>(4)</sup>	312.1	108.5	67.7	67.3	68.0	0.6	—
Service obligations:							
Pipeline service obligations	2,002.1	532.7	382.7	293.1	176.0	139.2	478.4
IBM service obligations	325.0	84.1	81.2	80.0	79.7	—	—
Other service obligations	77.7	58.1	17.4	1.9	0.3	—	—
Other liabilities	34.4	34.4	—	—	—	—	—
<b>Total contractual obligations</b>	<b>\$ 13,972.6</b>	<b>\$ 1,543.7</b>	<b>\$ 1,358.2</b>	<b>\$ 1,770.2</b>	<b>\$ 1,137.2</b>	<b>\$ 435.8</b>	<b>\$ 7,727.5</b>

<sup>(1)</sup> Long-term debt balance excludes unamortized issuance costs and discounts of \$41.6 million.

<sup>(2)</sup> Capital lease payments shown above are inclusive of interest totaling \$92.6 million.

<sup>(3)</sup> Operating lease balances do not include amounts for fleet leases that can be renewed beyond the initial lease term. The Company anticipates renewing the leases beyond the initial term, but the anticipated payments associated with the renewals do not meet the definition of expected minimum lease payments and therefore are not included above. Expected payments are \$31.1 million in 2017, \$32.9 million in 2018, \$26.1 million in 2019, \$17.5 million in 2020, \$8.0 million in 2021 and \$2.0 million thereafter.

<sup>(4)</sup> In January 2017, NIPSCO signed new coal contract commitments of \$24.2 million and \$10.1 million for 2017 and 2018, respectively. These contracts are not included above.

NiSource calculated estimated interest payments for long-term debt as follows: for the fixed-rate debt, interest is calculated based on the stated coupon and payment dates; for variable-rate debt, interest rates used are those that are in place as of December 31, 2016 . For 2017 , NiSource projects that it will be required to make interest payments of approximately \$356 million, which includes \$337.9 million of interest payments related to its long-term debt outstanding as of December 31, 2016 . At December 31, 2016 , NiSource also had \$1,488.0 million in short-term borrowings outstanding

NiSource's expected payments included within "Other liabilities" in the table of contractual commitments above contains employer contributions to pension and other postretirement benefits plans expected to be made in 2017 . Plan contributions beyond 2017 are dependent upon a number of factors, including actual returns on plan assets, which cannot be reliably estimated at this time. In 2017 , NiSource expects to make contributions of approximately \$9.1 million to its pension plans and approximately \$25.3 million to its postretirement medical and life plans. Refer to Note 11, "Pension and Other Postretirement Benefits," in the Notes to Consolidated Financial Statements for more information.

NiSource cannot reasonably estimate the settlement amounts or timing of cash flows related to long-term obligations classified as "Total Other Liabilities" on the Consolidated Balance Sheets, other than those described above.

NiSource also has obligations associated with income, property, gross receipts, franchise, payroll, sales and use, and various other taxes and expects to make tax payments of approximately \$214.7 million in 2017 , which are not included in the table above.

Refer to Note 18-A, "Contractual Obligations," in the Notes to Consolidated Financial Statements for further information.

**Off-Balance Sheet Arrangements**

As a part of normal business, NiSource and certain subsidiaries enter into various agreements providing financial or performance assurance to third parties on behalf of certain subsidiaries. Such agreements include guarantees and stand-by letters of credit.

Refer to Note 18, "Other Commitments and Contingencies," in the Notes to Consolidated Financial Statements for additional information about NiSource's off-balance sheet arrangements.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

**Market Risk Disclosures**

Risk is an inherent part of NiSource's businesses. The extent to which NiSource properly and effectively identifies, assesses, monitors and manages each of the various types of risk involved in its businesses is critical to its profitability. NiSource seeks to identify, assess, monitor and manage, in accordance with defined policies and procedures, the following principal market risks that are involved in NiSource's businesses: commodity price risk, interest rate risk and credit risk. Risk management at NiSource is a multi-faceted process with oversight by the Risk Management Committee that requires constant communication, judgment and knowledge of specialized products and markets. NiSource's senior management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in the identification, assessment and control of various risks. These may include but are not limited to market, operational, financial, compliance and strategic risk types. In recognition of the increasingly varied and complex nature of the energy business, NiSource's risk management process, policies and procedures continue to evolve and are subject to ongoing review and modification.

Commodity Price Risk

NiSource is exposed to commodity price risk as a result of its subsidiaries' operations involving natural gas and power. To manage this market risk, NiSource's subsidiaries use derivatives, including commodity futures contracts, swaps, forwards and options. NiSource does not participate in speculative energy trading activity.

Commodity price risk resulting from derivative activities at NiSource's rate-regulated subsidiaries is limited, since regulations allow recovery of prudently incurred purchased power, fuel and gas costs through the ratemaking process, including gains or losses on these derivative instruments. If states should explore additional regulatory reform, these subsidiaries may begin providing services without the benefit of the traditional ratemaking process and may be more exposed to commodity price risk.

NiSource subsidiaries are required to make cash margin deposits with their brokers to cover actual and potential losses in the value of outstanding exchange traded derivative contracts. The amount of these deposits, which are reflected in NiSource's restricted cash balance, may fluctuate significantly during periods of high volatility in the energy commodity markets.

Refer to Note 9, "Risk Management Activities," in the Notes to the Consolidated Financial Statements for further information on NiSource's commodity price risk assets and liabilities as of December 31, 2016 and 2015 .

Interest Rate Risk

NiSource is exposed to interest rate risk as a result of changes in interest rates on borrowings under its revolving credit agreement, commercial paper program and accounts receivable programs, which have interest rates that are indexed to short-term market interest rates. Based upon average borrowings and debt obligations subject to fluctuations in short-term market interest rates, an increase (or decrease) in short-term interest rates of 100 basis points (1%) would have increased (or decreased) interest expense by \$11.7 million and \$8.2 million for the years 2016 and 2015 , respectively. NiSource and its subsidiaries manage interest rate risk on long-term debt through forward starting interest rate swaps that hedge the interest rate risk related to forecasted issuances. NiSource is also exposed to interest rate risk as a result of changes in benchmark rates that can influence the interest rates of future debt issuances.

Refer to Note 9, "Risk Management Activities," in the Notes to Consolidated Financial Statements for further information on NiSource's interest rate risk assets and liabilities as of December 31, 2016 and 2015 .

Credit Risk

Due to the nature of the industry, credit risk is embedded in many of NiSource's business activities. NiSource's extension of credit is governed by a Corporate Credit Risk Policy. In addition, Risk Management Committee guidelines are in place which document management approval levels for credit limits, evaluation of creditworthiness, and credit risk mitigation efforts. Exposures to credit risks are monitored by the risk management function which is independent of commercial operations. Credit risk arises due to the possibility that a customer, supplier or counterparty will not be able or willing to fulfill its obligations on a transaction on or before the settlement date. For derivative-related contracts, credit risk arises when counterparties are obligated to deliver or purchase defined commodity units of gas or power to NiSource at a future date per execution of contractual terms and conditions. Exposure to credit risk is measured in terms of both current obligations and the market value of forward positions net of any posted collateral such as cash and letters of credit.

NiSource closely monitors the financial status of its banking credit providers. NiSource evaluates the financial status of its banking partners through the use of market-based metrics such as credit default swap pricing levels, and also through traditional credit ratings provided by major credit rating agencies.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**N I S O U R C E I N C .**

Fair Value Measurement

NiSource measures certain financial assets and liabilities at fair value. The level of the fair value hierarchy disclosed is based on the lowest level of input that is significant to the fair value measurement. NiSource's financial assets and liabilities include price risk management assets and liabilities and available-for-sale securities.

NiSource's risk management assets and liabilities can generally be grouped into commodity purchase contracts, used to economically hedge against future changes in the price of coal or natural gas, and interest rate swaps, used to economically hedge against future changes in benchmark interest rates.

For commodity purchase contracts, exchange-traded derivative contracts are generally based on unadjusted quoted prices in active markets and are classified within Level 1. These financial assets and liabilities are secured with cash on deposit with the exchange; therefore nonperformance risk has not been incorporated into these valuations. Certain non-exchange-traded derivatives are valued using broker or over-the-counter, on-line exchanges. In such cases, these non-exchange-traded derivatives are classified within Level 2. Non-exchange-based derivative instruments may include futures, swaps, forwards, and options. In certain instances, NiSource may utilize models to measure fair value. Valuation models utilize various inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability, and market-corroborated inputs, i.e., inputs derived principally from or corroborated by observable market data by correlation or other means. Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. Certain derivatives trade in less active markets with a lower availability of pricing information and models may be utilized in the valuation. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized in Level 3. Credit risk is considered in the fair value calculation of derivative instruments that are not exchange-traded. Credit exposures are adjusted to reflect collateral agreements which reduce exposures.

NiSource's interest rate swaps are designated as cash flow hedges. Each period the swap instruments will be measured assuming a hypothetical settlement at that point in time. Upon termination of the swap instruments, NiSource will pay or receive a settlement based on the current market value. Credit risk is considered in the fair value calculation of each interest rate swap. As they are based on observable data and valuations of similar instruments, the interest rate swaps are categorized in Level 2 in the fair value hierarchy.

Available-for-sale securities are investments pledged as collateral for trust accounts related to NiSource's wholly-owned insurance company. Available-for-sale securities are included within "Other investments" in the Consolidated Balance Sheets. NiSource values U.S. Treasury, corporate and mortgage-backed securities using a matrix pricing model that incorporates market-based information. These securities trade less frequently and are classified within Level 2. Total unrealized gains and losses from available-for-sale securities are included in other comprehensive income (loss).

Refer to Note 16, "Fair Value," in the Notes to the Consolidated Financial Statements for additional information on NiSource's fair value measurements.

**Other Information**

Critical Accounting Policies

NiSource applies certain accounting policies based on the accounting requirements discussed below that have had, and may continue to have, significant impacts on NiSource's results of operations and Consolidated Financial Statements.

***Basis of Accounting for Rate-Regulated Subsidiaries.*** ASC Topic 980, *Regulated Operations*, provides that rate-regulated subsidiaries account for and report assets and liabilities consistent with the economic effect of the way in which regulators establish rates, if the rates established are designed to recover the costs of providing the regulated service and if the competitive environment makes it probable that such rates can be charged and collected. Certain expenses and credits subject to utility regulation or rate determination normally reflected in income are deferred on the Consolidated Balance Sheets and are recognized in income as the related amounts are included in service rates and recovered from or refunded to customers. The total amounts of regulatory assets and liabilities reflected on the Consolidated Balance Sheets were \$1,885.4 million and \$1,381.8 million at December 31, 2016, and \$1,806.7 million and \$1,581.8 million at December 31, 2015, respectively. For additional information, refer to Note 8, "Regulatory Matters," in the Notes to Consolidated Financial Statements.

In the event that regulation significantly changes the opportunity for NiSource to recover its costs in the future, all or a portion of NiSource's regulated operations may no longer meet the criteria for the application of ASC Topic 980, *Regulated Operations*. In such event, a write-down of all or a portion of NiSource's existing regulatory assets and liabilities could result. If transition cost recovery is approved by the appropriate regulatory bodies that would meet the requirements under GAAP for continued accounting

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**N I S O U R C E I N C .**

as regulatory assets and liabilities during such recovery period, the regulatory assets and liabilities would be reported at the recoverable amounts. If unable to continue to apply the provisions of ASC Topic 980, *Regulated Operations*, NiSource would be required to apply the provisions of ASC Topic 980-20, *Discontinuation of Rate-Regulated Accounting*. In management's opinion, NiSource's regulated subsidiaries will be subject to ASC Topic 980, *Regulated Operations* for the foreseeable future.

Certain of the regulatory assets reflected on NiSource's Consolidated Balance Sheets require specific regulatory action in order to be included in future service rates. Although recovery of these amounts is not guaranteed, NiSource believes that these costs meet the requirements for deferral as regulatory assets. Regulatory assets requiring specific regulatory action amounted to \$323.5 million at December 31, 2016. If NiSource determined that the amounts included as regulatory assets were not recoverable, a charge to income would immediately be required to the extent of the unrecoverable amounts.

**Pension and Postretirement Benefits.** NiSource has defined benefit plans for both pension and other postretirement benefits. The calculation of the net obligations and annual expense related to the plans requires a significant degree of judgment regarding the discount rates to be used in bringing the liabilities to present value, expected long-term returns on plan assets, healthcare trend rates, and mortality rates, among other assumptions. Due to the size of the plans and the long-term nature of the associated liabilities, changes in the assumptions used in the actuarial estimates could have material impacts on the measurement of the net obligations and annual expense recognition. Differences between actuarial assumptions and actual plan results are deferred into AOCI or a regulatory balance sheet account, depending on the jurisdiction of the NiSource entity. These deferred gains or losses are then amortized into the income statement when the accumulated differences exceed 10% of the greater of the projected benefit obligation or the fair value of plan assets. This is known in GAAP as the "corridor" method.

The discount rates, expected long-term rates of return on plan assets, health care cost trend rates and mortality rates are critical assumptions. Methods used to develop these assumptions are described below. While a third party actuarial firm assists with the development of many of these assumptions, NiSource is ultimately responsible for selecting the final assumptions.

The discount rate is utilized principally in calculating the actuarial present value of pension and other postretirement benefit obligations and net periodic pension and other postretirement benefit plan costs. NiSource's discount rates for both pension and other postretirement benefits are determined using an AA-rated above median yield curve with cash flows matching the expected duration of benefit payments to be made to plan participants.

The expected long-term rate of return on plan assets is a component utilized in calculating annual pension and other postretirement benefit plan costs. NiSource estimates the expected return on plan assets by evaluating expected bond returns, equity risk premiums, target asset allocations, the effects of active plan management, the impact of periodic plan asset rebalancing and historical performance. NiSource also considers the guidance from its investment advisors in making a final determination of its expected rate of return on assets.

For measurement of 2017 net periodic benefit cost, NiSource selected an expected pre-tax long-term rate of return of 7.25% for its pension and other postretirement benefit plan assets.

NiSource estimates the assumed health care cost trend rate, which is used in determining our other postretirement benefit net expense, based upon our actual health care cost experience, the effects of recently enacted legislation, third-party actuarial surveys and general economic conditions.

NiSource has historically utilized the Society of Actuaries' most recently published mortality data in developing a best estimate of mortality as part of the calculation of the pension and other postretirement benefit obligations.

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The following tables illustrate the effects of changes in these actuarial assumptions while holding all other assumptions constant:

Change in Assumptions ( <i>in millions</i> )	Impact on December 31, 2016 Projected Benefit Obligation Increase/(Decrease)	
	Pension Benefits	Other Postretirement Benefits
+50 basis points change in discount rate	\$ (95.9)	\$ (27.4)
-50 basis points change in discount rate	105.3	30.1
+50 basis points change in health care trend rates		13.6
-50 basis points change in health care trend rates		(11.9)

Change in Assumptions ( <i>in millions</i> )	Impact on 2016 Expense Increase/(Decrease)	
	Pension Benefits	Other Postretirement Benefits
+50 basis points change in discount rate	\$ (3.5)	\$ (1.2)
-50 basis points change in discount rate	4.0	1.1
+50 basis points change in expected long-term rate of return on plan assets	(8.3)	(1.1)
-50 basis points change in expected long-term rate of return on plan assets	8.3	1.1
+50 basis points change in health care trend rates		0.6
-50 basis points change in health care trend rates		(0.6)

Beginning January 1, 2017, NiSource will change the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits. This change, compared to the previous method, is expected to result in a decrease in the actuarially-determined service and interest cost components. Historically, NiSource estimated service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. For fiscal 2017 and beyond, NiSource elected to utilize a full yield curve approach to estimate these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. NiSource believes the new approach provides a more precise measurement of service and interest costs by aligning the timing of the plan's liability cash flows to the corresponding spot rates on the yield curve. The benefit obligations measured under this approach are unchanged. NiSource will account for this change as a change in accounting estimate and accordingly will account for this prospectively. For further discussion of NiSource's pension and other postretirement benefits, see Note 11, "Pension and Other Postretirement Benefits," in the Notes to Consolidated Financial Statements.

**Goodwill.** NiSource's goodwill assets at December 31, 2016 were \$1,690.7 million, most of which resulted from the acquisition of Columbia on November 1, 2000. The Separation prompted changes in the way NiSource's chief operating decision maker manages the business where, going forward, financial accountability is largely at the individual state operating company level. This change in management approach triggered an assessment of NiSource's goodwill reporting units. Through this assessment, NiSource concluded each of the six state operating companies within the former Columbia Distribution Operations reporting unit are now operating segments. NiSource further concluded these operating segments represent goodwill reporting units as they do not contain components whose discrete financial information is regularly reviewed by segment management.

Goodwill previously allocated to the Columbia Distribution Operations reporting unit was reallocated to the six new reporting units on a relative fair value basis. NiSource's remaining reporting unit, NIPSCO Gas Operations, was not impacted by the changes in reporting structure as it was historically, and continues to be, reviewed by the chief operating decision maker at a state operating company level.

As required by GAAP, NiSource tests for impairment of goodwill on an annual basis and on an interim basis when events or circumstances indicate that a potential impairment may exist. NiSource's annual goodwill test takes place in the second quarter of each year and was most recently finalized as of May 1, 2016.

NiSource completed a quantitative ("step 1") fair value measurement of its reporting units during the May 1, 2016 goodwill test. Consistent with NiSource's historical impairment testing of goodwill, fair value of the reporting units was determined based on a weighting of income and market approaches. These approaches require significant judgments including appropriate long-term

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growth rates and discount rates for the income approach and appropriate multiples of earnings for peer companies and control premiums for the market approach.

The discount rates were derived using peer company data compiled with the assistance of a third party valuation services firm. The discount rates used are subject to change based on changes in tax rates at both the state and federal level, debt and equity ratios at each reporting unit and general economic conditions.

The long-term growth rate was derived by evaluating historic growth rates, new business and investment opportunities beyond the near term horizon. The long-term growth rate is subject to change depending on inflationary impacts to the U.S. economy and the individual business environments in which each reporting unit operates.

The May 1, 2016 test indicated the fair value of each of the reporting units that carry or are allocated goodwill exceeded their carrying values, indicating that no impairment existed under the step 1 annual impairment test. If the estimates of free cash flow used in this step 1 analysis had been 10% lower, the resulting fair values would have still been greater than the carrying value for each of the reporting units tested, holding all other assumptions constant.

**Revenue Recognition.** Revenue is recorded as products and services are delivered. Utility revenues are billed to customers monthly on a cycle basis. Revenues are recorded on the accrual basis and include estimates for electricity and gas delivered but not billed. Refer to Note 1-I, "Revenue Recognition," in the Notes to Consolidated Financial Statements.

Recently Issued Accounting Pronouncements

Refer to Note 2, "Recent Accounting Pronouncements," in the Notes to Consolidated Financial Statements.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

**N I S O U R C E I N C .**

Quantitative and Qualitative Disclosures about Market Risk are reported in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations – Market Risk Disclosures."

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**N I S O U R C E I N C .  
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of NiSource Inc.  
Merrillville, Indiana

We have audited the accompanying consolidated balance sheets of NiSource Inc. and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, common stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedule listed in the Index at item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of NiSource Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 3 to the consolidated financial statements, on July 1, 2015 the Company completed the spin-off of its subsidiary Columbia Pipeline Group, Inc.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control -Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 22, 2017 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP  
Chicago, Illinois  
February 22, 2017

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**N I S O U R C E I N C .  
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of NiSource Inc.  
Merrillville, Indiana

We have audited the internal control over financial reporting of NiSource Inc. and subsidiaries (the "Company") as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ DELOITTE & TOUCHE LLP  
Chicago, Illinois  
February 22, 2017

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

N I S O U R C E I N C .

**STATEMENTS OF CONSOLIDATED INCOME**

Year Ended December 31 , (in millions, except per share amounts)	2016	2015	2014
<b>Net Revenues</b>			
Gas Distribution	\$ 1,850.9	\$ 2,081.9	\$ 2,597.8
Gas Transportation	964.6	969.8	987.4
Electric	1,660.8	1,572.9	1,672.0
Other	16.2	27.2	15.2
Gross Revenues	4,492.5	4,651.8	5,272.4
Cost of Sales (excluding depreciation and amortization)	1,390.2	1,643.7	2,372.9
Total Net Revenues	3,102.3	3,008.1	2,899.5
<b>Operating Expenses</b>			
Operation and maintenance	1,453.7	1,426.1	1,367.3
Depreciation and amortization	547.1	524.4	486.9
Gain (Loss) on sale of assets and impairments, net	(1.0)	1.6	3.0
Other taxes	244.3	256.1	253.2
Total Operating Expenses	2,244.1	2,208.2	2,110.4
<b>Operating Income</b>	858.2	799.9	789.1
<b>Other Income (Deductions)</b>			
Interest expense, net	(349.5)	(380.2)	(379.5)
Other, net	1.5	17.4	13.4
Loss on early extinguishment of long-term debt	—	(97.2)	—
Total Other Deductions	(348.0)	(460.0)	(366.1)
<b>Income from Continuing Operations before Income Taxes</b>	510.2	339.9	423.0
<b>Income Taxes</b>	182.1	141.3	166.8
<b>Income from Continuing Operations</b>	328.1	198.6	256.2
Income from Discontinued Operations - net of taxes	3.4	103.5	273.8
<b>Net Income</b>	\$ 331.5	\$ 302.1	\$ 530.0
Less: Net income attributable to noncontrolling interest	—	15.6	—
<b>Net Income attributable to NiSource</b>	\$ 331.5	\$ 286.5	\$ 530.0
<b>Amounts attributable to NiSource:</b>			
Income from continuing operations	\$ 328.1	\$ 198.6	\$ 256.2
Income from discontinued operations	3.4	87.9	273.8
Net Income attributable to NiSource	\$ 331.5	\$ 286.5	\$ 530.0
<b>Basic Earnings Per Share</b>			
Continuing operations	\$ 1.02	\$ 0.63	\$ 0.81
Discontinued operations	0.01	0.27	0.87
<b>Basic Earnings Per Share</b>	\$ 1.03	\$ 0.90	\$ 1.68
<b>Diluted Earnings Per Share</b>			
Continuing operations	\$ 1.01	\$ 0.63	\$ 0.81
Discontinued operations	0.01	0.27	0.86
<b>Diluted Earnings Per Share</b>	\$ 1.02	\$ 0.90	\$ 1.67
<b>Basic Average Common Shares Outstanding</b>	321.8	317.7	315.1
<b>Diluted Average Common Shares</b>	323.5	319.8	316.6

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**N I S O U R C E I N C .**  
**STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME**

Year Ended December 31, <i>(in millions, net of taxes)</i>	2016		2015		2014	
Net Income	\$	331.5	\$	302.1	\$	530.0
Other comprehensive income (loss):						
Net unrealized gain (loss) on available-for-sale securities <sup>(1)</sup>		(0.1)		(0.8)		0.6
Net unrealized gain (loss) on cash flow hedges <sup>(2)</sup>		8.6		(7.8)		2.2
Unrecognized pension and OPEB benefit (costs) <sup>(3)</sup>		1.5		(2.4)		(9.8)
Total other comprehensive income (loss)		10.0		(11.0)		(7.0)
<b>Total Comprehensive Income</b>	\$	<b>341.5</b>	\$	<b>291.1</b>	\$	<b>523.0</b>
Less: Comprehensive income attributable to noncontrolling interest		—		15.6		—
<b>Comprehensive Income attributable to NiSource</b>	\$	<b>341.5</b>	\$	<b>275.5</b>	\$	<b>523.0</b>

<sup>(1)</sup>Net unrealized gain (loss) on available-for-sale securities, net of \$0.1 million tax benefit, \$0.4 million tax benefit and \$0.3 million tax expense in 2016, 2015 and 2014, respectively.

<sup>(2)</sup>Net unrealized gain (loss) on derivatives qualifying as cash flow hedges, net of \$5.6 million tax expense, \$4.8 million tax benefit and \$1.5 million tax expense in 2016, 2015 and 2014, respectively.

<sup>(3)</sup>Unrecognized pension and OPEB benefit (costs), net of \$0.1 million tax expense, \$4.6 million tax benefit and \$2.5 million tax benefit in 2016, 2015 and 2014, respectively.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**NISOURCE INC.  
CONSOLIDATED BALANCE SHEETS**

<i>(in millions)</i>	<b>December 31, 2016</b>	December 31, 2015
<b>ASSETS</b>		
<b>Property, Plant and Equipment</b>		
Utility plant	\$ 19,368.0	\$ 18,946.9
Accumulated depreciation and amortization	(6,613.7)	(6,853.4)
Net utility plant	12,754.3	12,093.5
Other property, at cost, less accumulated depreciation	313.7	18.0
Net Property, Plant and Equipment	13,068.0	12,111.5
<b>Investments and Other Assets</b>		
Unconsolidated affiliates	6.6	6.9
Other investments	193.3	187.7
Total Investments and Other Assets	199.9	194.6
<b>Current Assets</b>		
Cash and cash equivalents	26.4	15.5
Restricted cash	9.6	29.7
Accounts receivable (less reserve of \$23.3 and \$20.3, respectively)	847.0	660.0
Gas inventory	279.9	343.5
Materials and supplies, at average cost	101.7	86.8
Electric production fuel, at average cost	112.8	106.3
Exchange gas receivable	5.4	21.0
Regulatory assets	248.7	206.9
Prepayments and other	130.6	107.5
Total Current Assets	1,762.1	1,577.2
<b>Other Assets</b>		
Regulatory assets	1,636.7	1,599.8
Goodwill	1,690.7	1,690.7
Intangible assets	242.7	253.7
Deferred charges and other	91.8	65.0
Total Other Assets	3,661.9	3,609.2
<b>Total Assets</b>	<b>\$ 18,691.9</b>	<b>\$ 17,492.5</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**NISOURCE INC.**  
**CONSOLIDATED BALANCE SHEETS**

<i>(in millions, except share amounts)</i>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>Capitalization</b>		
Common Stockholders' Equity		
Common stock - \$0.01 par value, 400,000,000 shares authorized; 323,159,672 and 319,110,083 shares outstanding, respectively	\$ 3.3	\$ 3.2
Treasury stock	(88.7)	(79.3)
Additional paid-in capital	5,153.9	5,078.0
Retained deficit	(972.2)	(1,123.3)
Accumulated other comprehensive loss	(25.1)	(35.1)
<b>Total Common Stockholders' Equity</b>	<b>4,071.2</b>	<b>3,843.5</b>
Long-term debt, excluding amounts due within one year	6,058.2	5,948.5
<b>Total Capitalization</b>	<b>10,129.4</b>	<b>9,792.0</b>
<b>Current Liabilities</b>		
Current portion of long-term debt	363.1	433.7
Short-term borrowings	1,488.0	567.4
Accounts payable	539.4	433.4
Customer deposits and credits	264.1	316.3
Taxes accrued	195.4	183.5
Interest accrued	120.3	129.0
Exchange gas payable	83.7	62.3
Regulatory liabilities	116.7	231.4
Legal and environmental	37.4	37.6
Accrued compensation and employee benefits	161.4	141.3
Other accruals	82.7	121.6
<b>Total Current Liabilities</b>	<b>3,452.2</b>	<b>2,657.5</b>
<b>Other Liabilities</b>		
Risk management liabilities	44.5	22.6
Deferred income taxes	2,528.0	2,365.3
Deferred investment tax credits	13.4	14.8
Accrued insurance liabilities	82.8	87.2
Accrued liability for postretirement and postemployment benefits	713.4	759.7
Regulatory liabilities	1,265.1	1,350.4
Asset retirement obligations	262.6	254.0
Other noncurrent liabilities	200.5	189.0
<b>Total Other Liabilities</b>	<b>5,110.3</b>	<b>5,043.0</b>
<b>Commitments and Contingencies (Refer to Note 18, "Other Commitments and Contingencies")</b>	<b>—</b>	<b>—</b>
<b>Total Capitalization and Liabilities</b>	<b>\$ 18,691.9</b>	<b>\$ 17,492.5</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

**NISOURCE INC.  
STATEMENTS OF CONSOLIDATED CASH FLOWS**

Year Ended December 31, (in millions)	2016	2015	2014
<b>Operating Activities</b>			
Net Income	\$ 331.5	\$ 302.1	\$ 530.0
Adjustments to Reconcile Net Income to Net Cash from Continuing Operations:			
Loss on early extinguishment of debt	—	97.2	—
Depreciation and amortization	547.1	524.4	486.9
Deferred income taxes and investment tax credits	182.3	135.3	161.4
Stock compensation expense and 401(k) profit sharing contribution	46.5	50.7	66.0
Income from discontinued operations - net of taxes	(3.4)	(103.5)	(273.8)
Amortization of discount/premium on debt	7.6	8.7	10.0
AFUDC equity	(11.6)	(11.5)	(10.7)
Other adjustments	(3.8)	13.1	6.3
Changes in Assets and Liabilities:			
Accounts receivable	(188.0)	262.2	(42.8)
Inventories	38.9	46.9	(115.9)
Accounts payable	108.8	(190.5)	29.9
Customer deposits and credits	(52.3)	35.5	29.8
Taxes accrued	12.1	8.7	4.5
Interest accrued	(8.7)	(11.6)	4.3
Exchange gas receivable/payable	36.9	(31.7)	(43.9)
Other accruals	(6.0)	(55.1)	4.4
Prepayments and other current assets	(0.4)	0.1	(2.2)
Regulatory assets/liabilities	(187.9)	82.0	(227.7)
Postretirement and postemployment benefits	(44.8)	25.6	136.0
Deferred charges and other noncurrent assets	(1.2)	5.2	3.9
Other noncurrent liabilities	0.5	(30.4)	4.8
Net Operating Activities from Continuing Operations	804.1	1,163.4	761.2
Net Operating Activities from (used for) Discontinued Operations	(0.8)	293.4	558.4
<b>Net Cash Flows from Operating Activities</b>	<b>803.3</b>	<b>1,456.8</b>	<b>1,319.6</b>
<b>Investing Activities</b>			
Capital expenditures	(1,475.2)	(1,360.7)	(1,282.5)
Restricted cash withdrawals (deposits)	20.1	(4.8)	(17.1)
Cash contributions from CPG	—	3,798.2	—
Cost of removal	(110.1)	(79.2)	(46.5)
Other investing activities	(17.7)	21.5	32.6
Net Investing Activities from (used for) Continuing Operations	(1,582.9)	2,375.0	(1,313.5)
Net Investing Activities used for Discontinued Operations	—	(430.1)	(803.1)
<b>Net Cash Flows from (used for) Investing Activities</b>	<b>(1,582.9)</b>	<b>1,944.9</b>	<b>(2,116.6)</b>
<b>Financing Activities</b>			
Cash of CPG at Separation	—	(136.8)	—
Issuance of long-term debt	500.0	—	748.4
Repayments of long-term debt and capital lease obligations	(434.6)	(2,092.2)	(521.0)
Premiums and other debt related costs	(3.7)	(93.5)	(8.7)
Change in short-term borrowings, net	920.6	(936.4)	878.1
Issuance of common stock	23.1	22.5	30.3
Acquisition of treasury stock	(9.4)	(20.4)	(10.2)
Dividends paid - common stock	(205.5)	(263.4)	(321.3)
Net Financing Activities from (used for) Continuing Operations	790.5	(3,520.2)	795.6
Net Financing Activities from Discontinued Operations	—	108.6	—

<b>Net Cash Flows from (used for) Financing Activities</b>	<b>790.5</b>	<b>(3,411.6)</b>	<b>795.6</b>
Change in cash and cash equivalents from continuing operations	11.7	18.2	243.3
Change in cash and cash equivalents used for discontinued operations	(0.8)	(28.1)	(244.7)
Change in cash included in discontinued operations	—	0.5	(0.2)
Cash and cash equivalents at beginning of period	15.5	24.9	26.5
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 26.4</b>	<b>\$ 15.5</b>	<b>\$ 24.9</b>

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**N I S O U R C E I N C .  
STATEMENTS OF CONSOLIDATED COMMON STOCKHOLDERS' EQUITY**

<i>(in millions)</i>	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings/(Deficit)	Accumulated Other Comprehensive Loss	Total
<b>Balance as of January 1, 2014</b>	\$ 3.2	\$ (48.6)	\$ 4,690.1	\$ 1,285.5	\$ (43.6)	\$ 5,886.6
<b>Comprehensive Income (Loss):</b>						
Net Income	—	—	—	530.0	—	530.0
Other comprehensive loss, net of tax	—	—	—	—	(7.0)	(7.0)
Common stock dividends (\$1.02 per share)	—	—	—	(321.5)	—	(321.5)
Treasury stock acquired	—	(10.3)	—	—	—	(10.3)
<b>Stock issuances:</b>						
Employee stock purchase plan	—	—	4.2	—	—	4.2
Long-term incentive plan	—	—	40.2	—	—	40.2
401(k) and profit sharing	—	—	45.3	—	—	45.3
Dividend reinvestment plan	—	—	7.8	—	—	7.8
<b>Balance as of December 31, 2014</b>	\$ 3.2	\$ (58.9)	\$ 4,787.6	\$ 1,494.0	\$ (50.6)	\$ 6,175.3
<b>Comprehensive Income (Loss):</b>						
Net Income	—	—	—	286.5	—	286.5
Other comprehensive loss, net of tax	—	—	—	—	(11.0)	(11.0)
Allocation of AOCI to noncontrolling interest <sup>(1)</sup>	—	—	—	—	2.0	2.0
Sale of interest in Columbia OpCo to CPPL <sup>(1)(2)</sup>	—	—	227.1	—	—	227.1
<b>Dividends:</b>						
Common stock (\$0.83 per share)	—	—	—	(263.5)	—	(263.5)
Distribution of CPG stock to shareholders (Note 3)	—	—	—	(2,640.3)	24.5	(2,615.8)
Treasury stock acquired	—	(20.4)	—	—	—	(20.4)
<b>Stock issuances:</b>						
Employee stock purchase plan	—	—	5.1	—	—	5.1
Long-term incentive plan	—	—	4.2	—	—	4.2
401(k) and profit sharing	—	—	46.7	—	—	46.7
Dividend reinvestment plan	—	—	7.3	—	—	7.3
<b>Balance as of December 31, 2015</b>	\$ 3.2	\$ (79.3)	\$ 5,078.0	\$ (1,123.3)	\$ (35.1)	\$ 3,843.5

<sup>(1)</sup>This transaction, which occurred prior to the Separation, was distributed through retained earnings as part of the Separation on July 1, 2015.

<sup>(2)</sup>Represents the purchase of an additional 8.4% limited partner interest in Columbia OpCo by an affiliate of CPG, recorded at the historical carrying value of Columbia OpCo's net assets after giving effect to the \$1,168.4 million equity contribution from CPPL's IPO completed on February 11, 2015.

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**N I S O U R C E I N C .**  
**STATEMENTS OF CONSOLIDATED COMMON STOCKHOLDERS' EQUITY**

<i>(in millions)</i>	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Deficit	Accumulated Other Comprehensive Loss	Total
<b>Balance as of December 31, 2015</b>	\$ 3.2	\$ (79.3)	\$ 5,078.0	\$ (1,123.3)	\$ (35.1)	\$ 3,843.5
Comprehensive Income (Loss):						
Net Income	—	—	—	331.5	—	331.5
Other comprehensive income, net of tax	—	—	—	—	10.0	10.0
Common stock dividends (\$0.64 per share)	—	—	—	(205.7)	—	(205.7)
Treasury stock acquired	—	(9.4)	—	—	—	(9.4)
Cumulative effect of change in accounting principle	—	—	—	25.3	—	25.3
Stock issuances:						
Common stock	0.1	—	—	—	—	0.1
Employee stock purchase plan	—	—	4.7	—	—	4.7
Long-term incentive plan	—	—	20.9	—	—	20.9
401(k) and profit sharing	—	—	41.4	—	—	41.4
Dividend reinvestment plan	—	—	8.9	—	—	8.9
<b>Balance as of December 31, 2016</b>	\$ 3.3	\$ (88.7)	\$ 5,153.9	\$ (972.2)	\$ (25.1)	\$ 4,071.2

<i>Shares (in thousands)</i>	Common Shares	Treasury Shares	Outstanding Shares
<b>Balance January 1, 2014</b>	315,983	(2,307)	313,676
Treasury stock acquired	—	(292)	(292)
Issued:			
Employee stock purchase plan	113	—	113
Long-term incentive plan	1,125	—	1,125
Dividend reinvestment	206	—	206
Retirement savings plan	1,209	—	1,209
<b>Balance December 31, 2014</b>	318,636	(2,599)	316,037
Treasury stock acquired	—	(472)	(472)
Issued:			
Employee stock purchase plan	203	—	203
Long-term incentive plan	1,423	—	1,423
Dividend reinvestment	275	—	275
Retirement savings plan	1,644	—	1,644
<b>Balance December 31, 2015</b>	322,181	(3,071)	319,110
Treasury stock acquired	—	(433)	(433)
Issued:			
Employee stock purchase plan	201	—	201
Long-term incentive plan	2,103	—	2,103
Dividend reinvestment	386	—	386
Retirement savings plan	1,793	—	1,793
<b>Balance December 31, 2016</b>	326,664	(3,504)	323,160

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

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N I S O U R C E I N C .

Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**1. Nature of Operations and Summary of Significant Accounting Policies**

**A. Company Structure and Principles of Consolidation .** NiSource, a Delaware corporation headquartered in Merrillville, Indiana, is an energy holding company whose subsidiaries are fully regulated natural gas and electric utility companies serving approximately 3.9 million customers in seven states. NiSource generates substantially all of its operating income through these rate-regulated businesses. The consolidated financial statements include the accounts of NiSource and its majority-owned subsidiaries after the elimination of all intercompany accounts and transactions.

**B. Use of Estimates.** The preparation of financial statements in conformity with GAAP 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 financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**C. Cash, Cash Equivalents and Restricted Cash .** NiSource considers all highly liquid investments with original maturities of three months or less to be cash equivalents. NiSource reports amounts deposited in brokerage accounts for margin requirements as restricted cash. In addition, NiSource has amounts deposited in trust to satisfy requirements for the provision of various property, liability, workers compensation, and long-term disability insurance, which is classified as restricted cash and disclosed as an investing cash flow on the Statements of Consolidated Cash Flows.

**D. Accounts Receivable and Unbilled Revenue.** Accounts receivable on the Consolidated Balance Sheets includes both billed and unbilled amounts. Unbilled amounts of accounts receivable relate to a portion of a customer's consumption of gas or electricity from the date of the last cycle billing date through the last day of the month (balance sheet date). Factors taken into consideration when estimating unbilled revenue include historical usage, customer rates and weather. Accounts receivable fluctuates from year to year depending in large part on weather impacts and price volatility. NiSource's accounts receivable on the Consolidated Balance Sheets include unbilled revenue, less reserves, in the amounts of \$329.7 million and \$237.1 million as of December 31, 2016 and 2015, respectively. The reserve for uncollectible receivables is the Company's best estimate of the amount of probable credit losses in the existing accounts receivable. The Company determined the reserve based on historical experience and in consideration of current market conditions. Account balances are charged against the allowance when it is anticipated the receivable will not be recovered.

**E. Investments in Debt Securities.** NiSource's investments in debt securities are carried at fair value and are designated as available-for-sale. These investments are included within "Other investments" on the Consolidated Balance Sheets. Unrealized gains and losses, net of deferred income taxes, are reflected as accumulated other comprehensive income (loss). These investments are monitored for other than temporary declines in market value. Realized gains and losses and permanent impairments are reflected in the Statements of Consolidated Income. No material impairment charges were recorded for the years ended December 31, 2016, 2015 or 2014. Refer to Note 16, "Fair Value," for additional information.

**F. Basis of Accounting for Rate-Regulated Subsidiaries .** Rate-regulated subsidiaries account for and report assets and liabilities consistent with the economic effect of the way in which regulators establish rates, if the rates established are designed to recover the costs of providing the regulated service and it is probable that such rates can be charged and collected. Certain expenses and credits subject to utility regulation or rate determination normally reflected in income are deferred on the Consolidated Balance Sheets and are recognized in income as the related amounts are included in customer rates and recovered from or refunded to customers.

In the event that regulation significantly changes the opportunity for NiSource to recover its costs in the future, all or a portion of NiSource's regulated operations may no longer meet the criteria for regulatory accounting. In such an event, a write-down of all or a portion of NiSource's existing regulatory assets and liabilities could result. If transition cost recovery was approved by the appropriate regulatory bodies that would meet the requirements under GAAP for continued accounting as regulatory assets and liabilities during such recovery period, the regulatory assets and liabilities would be reported at the recoverable amounts. If unable to continue to apply the provisions of regulatory accounting, NiSource would be required to apply the provisions of ASC 980-20, *Discontinuation of Rate-Regulated Accounting*. In management's opinion, NiSource's regulated subsidiaries will be subject to regulatory accounting for the foreseeable future. Refer to Note 8, "Regulatory Matters," for additional information.

**G. Plant and Other Property and Related Depreciation and Maintenance .** Property, plant and equipment (principally utility plant) is stated at cost. The rate-regulated subsidiaries record depreciation using composite rates on a straight-line basis over the remaining service lives of the electric, gas and common properties as approved by the appropriate regulators.

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N I S O U R C E I N C .

**Notes to Consolidated Financial Statements**

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Non-utility property is generally depreciated on a straight-line basis over the life of the associated asset. Refer to Note 5, "Property, Plant and Equipment," for additional information related to depreciation expense at Units 7 and 8 at Bailly Generating Station.

For rate-regulated companies, AFUDC is capitalized on all classes of property except organization costs, land, autos, office equipment, tools and other general property purchases. The allowance is applied to construction costs for that period of time between the date of the expenditure and the date on which such project is placed in service. The pre-tax rate for AFUDC was 4.5% in 2016, 4.7% in 2015 and 4.5% in 2014.

Generally, NiSource's subsidiaries follow the practice of charging maintenance and repairs, including the cost of removal of minor items of property, to expense as incurred. When NiSource's subsidiaries retire regulated property, plant and equipment, original cost plus the cost of retirement, less salvage value, is charged to accumulated depreciation. However, when it becomes probable a regulated asset will be retired substantially in advance of its original expected useful life or is abandoned, the cost of the asset and the corresponding accumulated depreciation is recognized as a separate asset. If the asset is still in operation, the net amount is classified as "Other property, at cost, less accumulated depreciation" on the Consolidated Balance Sheets. If the asset is no longer operating, the net amount is classified in "Regulatory assets" on the Consolidated Balance Sheets. If NiSource is able to recover a full return on investment, the carrying value of the asset is based on historical cost. If NiSource is not able to recover a full return on investment, a loss on impairment is recognized to the extent the net book value of the asset exceeds the present value of future revenues discounted at the incremental borrowing rate.

When NiSource's subsidiaries sell entire regulated operating units, or retire or sell nonregulated properties, the original cost and accumulated depreciation and amortization balances are removed from "Property, Plant and Equipment" on the Consolidated Balance Sheets. Any gain or loss is recorded in earnings, unless otherwise required by the applicable regulatory body. Refer to Note 5, "Property, Plant and Equipment," for further information.

External and internal costs associated with computer software developed for internal use are capitalized. Capitalization of such costs commences upon the completion of the preliminary stage of each project. Once the installed software is ready for its intended use, such capitalized costs are amortized on a straight-line basis generally over a period of five years, except for certain significant enterprise-wide technology investments which are amortized over a ten-year period.

**H. Goodwill and Other Intangible Assets.** Substantially all of NiSource's goodwill relates to the excess of cost over the fair value of the net assets acquired in the Columbia acquisition on November 1, 2000. NiSource tests its goodwill for impairment annually as of May 1st, or more frequently if events and circumstances indicate that goodwill might be impaired. Fair value of NiSource's reporting units is determined using a combination of income and market approaches.

NiSource has other intangible assets consisting primarily of franchise rights apart from goodwill that were identified as part of the purchase price allocations associated with the acquisition of Columbia of Massachusetts which is being amortized on a straight-line basis over forty years from the date of acquisition. See Note 6, "Goodwill and Other Intangible Assets," for additional information.

**I. Revenue Recognition.** Revenue is recorded as products and services are delivered. Utility revenues are billed to customers monthly on a cycle basis. Revenues are recorded on the accrual basis and also include estimates for electricity and gas delivered but not billed. The accruals for unbilled revenues are reversed in the subsequent accounting period when meters are actually read and customers are billed.

On occasion, NiSource's regulated subsidiaries are permitted to implement new rates that have not been formally approved by their state regulatory commissions, which are subject to refund. As permitted by accounting principles generally accepted in the United States, each regulated subsidiary recognizes this revenue and establishes a reserve for amounts that could be refunded based on its experience for the jurisdiction in which the rates were implemented. In connection with such revenues, estimated rate refund liabilities are recorded which reflect management's current judgment of the ultimate outcomes of the proceedings. No provisions are made when, in the opinion of management, the facts and circumstances preclude a reasonable estimate of the outcome.

**J. Accounts Receivable Transfer Program.** Certain of NiSource's subsidiaries have agreements with third parties to sell certain accounts receivable without recourse. These transfers of accounts receivable are accounted for as secured borrowings. The entire gross receivables balance remains on the December 31, 2016 and 2015 Consolidated Balance Sheets and short-term debt is recorded in the amount of proceeds received from the purchasers involved in the transactions. Refer to Note 17, "Transfers of Financial Assets," for further information.

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**K. Gas Cost and Fuel Adjustment Clause.** NiSource's regulated subsidiaries defer most differences between gas and fuel purchase costs and the recovery of such costs in revenues, and adjust future billings for such deferrals on a basis consistent with applicable state-approved tariff provisions. These deferred balances are recorded as regulatory assets or regulatory liabilities, as appropriate, on the Consolidated Balance Sheets. Refer to Note 8, "Regulatory Matters," for additional information.

**L. Inventory.** Both the LIFO inventory methodology and the weighted average cost methodology are used to value natural gas in storage, as approved by regulators for all of NiSource's regulated subsidiaries. Inventory valued using LIFO was \$46.1 million and \$50.2 million at December 31, 2016 and 2015, respectively. Based on the average cost of gas using the LIFO method, the estimated replacement cost of gas in storage was less than the stated LIFO cost by \$9.4 million and \$27.2 million at December 31, 2016 and 2015, respectively. Gas inventory valued using the weighted average cost methodology was \$233.8 million at December 31, 2016 and \$293.3 million at December 31, 2015.

Electric production fuel is valued using the weighted average cost inventory methodology, as approved by NIPSCO's regulator. Electric production fuel balances were \$112.8 million at December 31, 2016 and \$106.3 million at December 31, 2015.

Materials and supplies are valued using the weighted average cost inventory methodology. Materials and supplies balances were \$101.7 million at December 31, 2016 and \$86.8 million at December 31, 2015.

**M. Accounting for Exchange and Balancing Arrangements of Natural Gas.** NiSource's Gas Distribution Operations segment enters into balancing and exchange arrangements of natural gas as part of its operations and off-system sales programs. NiSource records a receivable or payable for any of its respective cumulative gas imbalances, as well as for any gas inventory borrowed or lent under a Gas Distributions Operations exchange agreement. These receivables and payables are recorded as "Exchange gas receivable" or "Exchange gas payable" on NiSource's Consolidated Balance Sheets, as appropriate.

**N. Accounting for Risk Management Activities.** NiSource accounts for its derivatives and hedging activities in accordance with ASC 815. NiSource recognizes all derivatives as either assets or liabilities on the Consolidated Balance Sheets at fair value, unless such contracts are exempted as a normal purchase normal sale under the provisions of the standard. The accounting for changes in the fair value of a derivative depends on the intended use of the derivative and resulting designation.

NiSource has elected not to net fair value amounts for any of its derivative instruments or the fair value amounts recognized for its right to receive cash collateral or obligation to pay cash collateral arising from those derivative instruments recognized at fair value, which are executed with the same counterparty under a master netting arrangement. See Note 9, "Risk Management Activities," for additional information.

**O. Income Taxes and Investment Tax Credits.** NiSource records income taxes to recognize full interperiod tax allocations. Under the asset and liability method, deferred income taxes are provided for the tax consequences of temporary differences by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amount and the tax basis of existing assets and liabilities. Previously recorded investment tax credits of the regulated subsidiaries were deferred on the balance sheet and are being amortized to book income over the regulatory life of the related properties to conform to regulatory policy.

To the extent certain deferred income taxes of the regulated companies are recoverable or payable through future rates, regulatory assets and liabilities have been established. Regulatory assets for income taxes are primarily attributable to property-related tax timing differences for which deferred taxes had not been provided in the past, when regulators did not recognize such taxes as costs in the ratemaking process. Regulatory liabilities for income taxes are primarily attributable to the regulated companies' obligation to refund to ratepayers deferred income taxes provided at rates higher than the current Federal income tax rate. Such amounts are credited to ratepayers using either the average rate assumption method or the reverse South Georgia method.

Pursuant to the U.S. Internal Revenue Code and relevant state taxing authorities, NiSource and its subsidiaries file consolidated income tax returns for Federal and certain state jurisdictions. NiSource and its subsidiaries are parties to an agreement (the "Intercompany Income Tax Allocation Agreement") that provides for the allocation of consolidated tax liabilities. The Intercompany Income Tax Allocation Agreement generally provides that each party is allocated an amount of tax similar to that which would be owed had the party been separately subject to tax.

**P. Environmental Expenditures.** NiSource accrues for costs associated with environmental remediation obligations when the incurrence of such costs is probable and the amounts can be reasonably estimated, regardless of when the expenditures are actually made. The undiscounted estimated future expenditures are based on currently enacted laws and regulations, existing

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**Notes to Consolidated Financial Statements**

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

technology and estimated site-specific costs where assumptions may be made about the nature and extent of site contamination, the extent of cleanup efforts, costs of alternative cleanup methods and other variables. The liability is adjusted as further information is discovered or circumstances change. The reserves for estimated environmental expenditures are recorded on the Consolidated Balance Sheets in "Legal and environmental" for short-term portions of these liabilities and "Other noncurrent liabilities" for the respective long-term portions of these liabilities. Rate-regulated subsidiaries applying regulatory accounting establish regulatory assets on the Consolidated Balance Sheets to the extent that future recovery of environmental remediation costs is probable through the regulatory process. Refer to Note 18, "Other Commitments and Contingencies," for further information.

**Q. Excise Taxes.** NiSource accounts for excise taxes that are customer liabilities by separately stating on its invoices the tax to its customers and recording amounts invoiced as liabilities payable to the applicable taxing jurisdiction. Such balances are presented within "Other accruals" on the Consolidated Balance Sheets. These types of taxes collected from customers, comprised largely of sales taxes, are presented on a net basis affecting neither revenues nor cost of sales. NiSource accounts for excise taxes for which it is liable by recording a liability for the expected tax with a corresponding charge to "Other taxes" expense on the Statements of Consolidated Income.

**R. Accrued Insurance Liabilities.** NiSource accrues for insurance costs related to workers compensation, automobile, property, general and employment practices liabilities based on the most probable value of each claim. Claim values are determined by professional, licensed loss adjusters who consider the facts of the claim, anticipated indemnification and legal expenses, and respective state rules. Claims are reviewed by NiSource at least quarterly and an adjustment is made to the accrual based on the most current information. NiSource's actual exposure to liability is minimal due to coverage from its wholly-owned captive insurer who then re-insures risk to third party insurance providers for the majority of costs paid to claimants above NiSource's deductible.

**2. Recent Accounting Pronouncements**

**Recently Issued Accounting Pronouncements**

NiSource is currently evaluating the impact of certain ASUs on its Consolidated Financial Statements or Notes to Consolidated Financial Statements, which are described below:

Standard	Description	Effective date	Effect on the financial statements or other significant matters
ASU 2017-04, <i>Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment</i>	The pronouncement simplifies the calculation of goodwill impairment charges by eliminating the requirement to perform the "Step 2" analysis when the "Step 1" test is failed.	Annual periods beginning after December 15, 2019, including interim periods therein. Early adoption is permitted for annual or interim periods beginning after January 1, 2017.	NiSource elected to adopt this ASU effective January 1, 2017. The adoption of this standard did not have a material impact on the Consolidated Financial Statements or Notes to Consolidated Financial Statements.
ASU 2016-18, <i>Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force)</i>	The pronouncement provides clarification on the classification and presentation of restricted cash in the Statements of Consolidated Cash Flows.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted.	Upon adoption, restricted cash on the Statements of Consolidated Cash Flows will no longer be presented as an investing activity and will instead be included as a component of beginning and ending cash. NiSource expects to adopt this ASU effective January 1, 2018.
ASU 2016-15, <i>Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)</i>	The pronouncement provides specific guidance on eight cash flow classification issues to reduce the diversity in practice.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted.	NiSource does not anticipate the adoption of this standard will have a material impact on the Consolidated Financial Statements or Notes to Consolidated Financial Statements. NiSource expects to adopt this ASU effective January 1, 2018.

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Standard	Description	Effective date	Effect on the financial statements or other significant matters
ASU 2016-13, <i>Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>	The pronouncement changes the impairment model for most financial assets, replacing the current "incurred loss" model. ASU 2016-13 will require the use of an "expected loss" model for instruments measured at amortized cost and will also require entities to record allowances for available-for-sale debt securities rather than reduce the carrying amount.	Annual periods beginning after December 15, 2019, including interim periods therein. Early adoption is permitted for annual or interim periods beginning after December 15, 2018.	NiSource is currently evaluating the impact of adoption, if any, on the Consolidated Financial Statements and Notes to Consolidated Financial Statements.
ASU 2016-12, <i>Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients</i>	The pronouncement clarifies implementation guidance in ASU 2014-09 on assessing collectability, noncash consideration and the presentation of sales and other similar taxes collected from customers.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted for annual or interim periods beginning after December 15, 2016.	NiSource has formed an internal stakeholder group to promote information sharing and communication of the new requirements. Additionally, NiSource participates in an informal forum of industry peers where questions can be asked and interpretations of the new standard can be shared. NiSource has separated its various revenue streams into high-level categories, which will serve as the basis for accounting analysis and documentation as it relates to the pronouncement's impact on NiSource's revenues. Substantially all of NiSource's revenues are tariff based, which NiSource believes will be in scope of ASC 606. NiSource expects to adopt this ASU effective January 1, 2018. As of December 31, 2016, NiSource has not concluded on a method of adoption.
ASU 2016-08, <i>Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations</i>	The pronouncement clarifies the principal versus agent guidance in ASU 2014-09. The amendment clarifies how an entity should identify the unit of accounting for the principal versus agent evaluation, and how it should apply the control principle to certain types of arrangements.		
ASU 2014-09, <i>Revenue from Contracts with Customers (Topic 606)</i>	The pronouncement outlines a single, comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.		
ASU 2016-02, <i>Leases (Topic 842)</i>	The pronouncement introduces a lessee model that brings most leases on the balance sheet. The standard requires that lessees recognize the following for all leases (with the exception of short-term leases, as that term is defined in the standard) at the lease commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term.	Annual periods beginning after December 15, 2018, including interim periods therein. Early adoption is permitted.	NiSource has formed an internal stakeholder group that meets periodically to share information and gather data related to leasing activity at NiSource. This includes compiling a list of all contracts that could meet the definition of a lease under the new standard and evaluating the accounting for these contracts under the new standard to determine the ultimate impact the new standard will have on NiSource's financial statements. Also this procedure has identified process improvements to ensure data from newly initiated leases is captured to comply with the new standard. This work is ongoing with the assistance of a third-party advisory firm. As of December 31, 2016, no conclusion has been reached as to when NiSource will adopt this standard.
ASU 2016-01, <i>Financial Instruments (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities</i>	The pronouncement makes limited amendments to the guidance in GAAP on the classification and measurement of financial instruments. The standard requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicability exception.	Annual periods beginning after December 15, 2017, including interim periods therein. Early adoption is permitted.	NiSource is currently evaluating the impact of adoption, if any, on the Consolidated Financial Statements and Notes to Consolidated Financial Statements.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**Recently Adopted Accounting Pronouncements**

The table below includes ASUs NiSource adopted during 2016:

Standard	Adoption
ASU 2016-09, <i>Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting</i>	NiSource elected to adopt this pronouncement during the third quarter of 2016. Upon adoption, NiSource elected to begin accounting for forfeitures of share-based awards as they occur. The impact of this change was not material. Additionally, NiSource recorded a \$25.3 million credit to beginning retained deficit. This adjustment represents excess tax benefits generated in years prior to 2016 that were previously not recognized in stockholders' equity due to NOLs in those years. Both of these adjustments were adopted on a modified retrospective basis. Lastly, NiSource recorded income tax benefits of \$7.2 million related to excess tax benefits generated in 2016. This provision was adopted on a prospective basis. However, because NiSource adopted the standard during an interim period, the standard required this \$7.2 million benefit be reflected as though it was adopted as of January 1, 2016.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

**3. Discontinued Operations**

On July 1, 2015, NiSource completed the Separation through a special pro rata stock dividend, distributing one share of CPG common stock for every one share of NiSource common stock held by any NiSource stockholder on June 19, 2015, the record date. The Separation resulted in two stand-alone energy infrastructure companies: NiSource, a fully regulated natural gas and electric utilities company, and CPG, a natural gas pipeline, midstream and storage company. As a stand-alone company, on the date of the Separation, CPG's operations consisted of NiSource's Columbia Pipeline Group Operations segment prior to the Separation. Following the Separation, NiSource retained no ownership interest in CPG. On the date of the Separation, CPG consisted of approximately \$9.2 billion of assets, \$5.6 billion of liabilities and \$3.6 billion of equity.

The results of operations and cash flows for the former Columbia Pipeline Group Operations segment have been reported as discontinued operations for all periods presented. Additionally, the assets and liabilities of the former Columbia Pipeline Group Operations segment were reclassified as assets and liabilities of discontinued operations for all prior periods.

During 2016, NiSource recorded a \$3.6 million tax benefit resulting from favorable estimate-to-actual adjustments related to non-deductible costs from the Separation. There were no other material results from discontinued operations during 2016.

Results from discontinued operations are provided in the following table. These results are primarily from NiSource's former Columbia Pipeline Group Operations segment.

	Year Ended		
	December 31, 2015		
	Columbia Pipeline Group Operations	Corporate and Other	Total
<i>(in millions)</i>			
<b>Net Revenues</b>			
Transportation and storage revenues	\$ 561.4	\$ —	\$ 561.4
Other revenues	94.3	—	94.3
<b>Total Sales Revenues</b>	<b>655.7</b>	<b>—</b>	<b>655.7</b>
Less: Cost of sales (excluding depreciation and amortization)	0.2	—	0.2
<b>Net Revenues</b>	<b>655.5</b>	<b>—</b>	<b>655.5</b>
<b>Operating Expenses</b>			
Operation and maintenance	375.8 <sup>(1)</sup>	—	375.8
Depreciation and amortization	66.4	—	66.4
Gain on sale of assets	(13.6)	—	(13.6)
Other taxes	38.0	—	38.0
<b>Total Operating Expenses</b>	<b>466.6</b>	<b>—</b>	<b>466.6</b>
<b>Equity Earnings in Unconsolidated Affiliates</b>	<b>29.1</b>	<b>—</b>	<b>29.1</b>
<b>Operating Income from Discontinued Operations</b>	<b>218.0</b>	<b>—</b>	<b>218.0</b>
<b>Other Income (Deductions)</b>			
Interest expense, net	(37.1)	—	(37.1)
Other, net	7.8	0.4	8.2
<b>Total Other Income (Deductions)</b>	<b>(29.3)</b>	<b>0.4</b>	<b>(28.9)</b>
<b>Income from Discontinued Operations before Income Taxes</b>	<b>188.7</b>	<b>0.4</b>	<b>189.1</b>
<b>Income Taxes</b>	<b>84.7</b>	<b>0.9</b>	<b>85.6</b>
<b>Income (Loss) from Discontinued Operations - net of taxes</b>	<b>\$ 104.0</b>	<b>\$ (0.5)</b>	<b>\$ 103.5</b>

<sup>(1)</sup>Includes approximately \$55.4 million of transaction costs related to the Separation.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

<i>(in millions)</i>	Year Ended December 31, 2014		
	Columbia Pipeline Group Operations	Corporate and Other	Total
<b>Net Revenues</b>			
Transportation and storage revenues	\$ 1,034.3	\$ —	\$ 1,034.3
Other revenues	312.9	—	312.9
Total Sales Revenues	1,347.2	—	1,347.2
Less: Cost of sales (excluding depreciation and amortization)	0.3	—	0.3
Net Revenues	1,346.9	—	1,346.9
<b>Operating Expenses</b>			
Operation and maintenance	769.1 <sup>(1)</sup>	—	769.1
Depreciation and amortization	118.6	—	118.6
Gain on sale of assets	(34.5)	—	(34.5)
Other taxes	67.1	—	67.1
Total Operating Expenses	920.3	—	920.3
<b>Equity Earnings in Unconsolidated Affiliates</b>	46.6	—	46.6
<b>Operating Income from Discontinued Operations</b>	473.2	—	473.2
<b>Other Income (Deductions)</b>			
Interest expense, net	(64.1)	—	(64.1)
Other, net	8.9	(1.0)	7.9
Total Other Income (Deductions)	(55.2)	(1.0)	(56.2)
<b>Income (Loss) from Discontinued Operations before Income Taxes</b>	418.0	(1.0)	417.0
<b>Income Taxes</b>	143.5	(0.3)	143.2
<b>Income (Loss) from Discontinued Operations - net of taxes</b>	\$ 274.5	\$ (0.7)	\$ 273.8

<sup>(1)</sup>Includes approximately \$23.7 million of transaction costs related to the Separation.

CPG's financing requirements prior to the private placement of senior notes on May 22, 2015 were satisfied through borrowings from NiSource Finance. Interest expense from discontinued operations primarily represents net interest charged to CPG from NiSource Finance, less AFUDC. Subsequent to May 22, 2015, interest expense from discontinued operations also includes interest incurred on CPG's private placement of \$2,750.0 million of senior notes.

Continuing Involvement

Natural gas transportation and storage services provided to NiSource by CPG were \$ 150.5 million , \$147.6 million and \$146.2 million for the years ended December 31, 2016, 2015 and 2014, respectively. Prior to July 1, 2015, these costs were eliminated in consolidation. Beginning July 1, 2015, these costs and associated cash flows represent third-party transactions with CPG and are not eliminated in consolidation, as such services have continued subsequent to the Separation and are expected to continue for the foreseeable future.

As a result of the Separation, NiSource and CPG entered into Transition Services Agreements ("TSAs"). NiSource expects the TSAs to terminate within 24 months from the date of the Separation. The TSAs set forth the terms and conditions for NiSource and CPG to provide certain transition services to one another. Under the TSAs, NiSource provides CPG certain information technology, financial and accounting, human resource and other specified services. For the period July 1, 2015 to December 31, 2015 and for the year ended December 31, 2016, the amounts NiSource billed CPG for these services were immaterial.

There were no material assets and liabilities of discontinued operations on the Consolidated Balance Sheets at December 31, 2016 and 2015.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**4. Earnings Per Share**

Basic EPS is computed by dividing net income attributable to NiSource by the weighted-average number of shares of common stock outstanding for the period. The weighted-average shares outstanding for diluted EPS includes the incremental effects of the various long-term incentive compensation plans. The computation of diluted average common shares is as follows:

Year Ended December 31, <i>(in thousands)</i>	2016	2015	2014
<b>Denominator</b>			
Basic average common shares outstanding	321,805	317,746	315,120
<b>Dilutive potential common shares:</b>			
Nonqualified stock options	—	—	6
Shares contingently issuable under employee stock plans	165	—	1,066
Shares restricted under stock plans	1,554	2,090	444
<b>Diluted Average Common Shares</b>	<b>323,524</b>	<b>319,836</b>	<b>316,636</b>

**5. Property, Plant and Equipment**

NiSource's property, plant and equipment on the Consolidated Balance Sheets are classified as follows:

At December 31, <i>(in millions)</i>	2016	2015
<b>Property Plant and Equipment</b>		
Gas Distribution Utility <sup>(1)</sup>	\$ 11,556.6	\$ 10,620.4
Electric Utility <sup>(1)(2)</sup>	7,043.3	7,765.7
Corporate	105.0	107.2
Construction Work in Process	663.1	453.6
Non-Utility and Other <sup>(2)</sup>	681.7	41.2
<b>Total Property, Plant and Equipment</b>	<b>\$ 20,049.7</b>	<b>\$ 18,988.1</b>
<b>Accumulated Depreciation and Amortization</b>		
Gas Distribution Utility <sup>(1)</sup>	\$ (3,119.2)	\$ (3,029.0)
Electric Utility <sup>(1)(2)</sup>	(3,442.0)	(3,767.7)
Corporate	(52.5)	(56.7)
Non-Utility and Other <sup>(2)</sup>	(368.0)	(23.2)
<b>Total Accumulated Depreciation and Amortization</b>	<b>\$ (6,981.7)</b>	<b>\$ (6,876.6)</b>
<b>Net Property, Plant and Equipment</b>	<b>\$ 13,068.0</b>	<b>\$ 12,111.5</b>

<sup>(1)</sup> NIPSCO's common utility plant and associated accumulated depreciation and amortization are allocated between Gas Distribution Utility and Electric Utility Property, Plant and Equipment.

<sup>(2)</sup> Non-Utility and Other in 2016 primarily consists of Bailly Generating Station (Units 7 and 8) which were reclassified from Electric Utility in the fourth quarter of 2016. Depreciation expense for the remaining net book value will continue to be recorded at the composite depreciation rate most recently approved by the IURC. See Note 18-E, "Other Matters," for additional information.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

The weighted average depreciation provisions for utility plant, as a percentage of the original cost, for the periods ended December 31, 2016 , 2015 and 2014 were as follows:

	2016	2015	2014
Electric Operations	3.3%	3.1%	3.0%
Gas Distribution Operations	2.1%	2.0%	2.1%

**Amortization of Software Costs.** NiSource amortized \$41.4 million in 2016 , \$41.1 million in 2015 and \$33.7 million in 2014 related to software costs. NiSource's unamortized software balance was \$156.4 million and \$167.1 million at December 31, 2016 and 2015 , respectively.

**6. Goodwill and Other Intangible Assets**

**Goodwill.** Substantially all of NiSource's goodwill relates to the excess of cost over the fair value of the net assets acquired in the Columbia acquisition on November 1, 2000. The following presents NiSource's goodwill balance allocated by segment as of December 31, 2016 :

(in millions)	Gas Distribution Operations	Electric Operations	Corporate and Other	Total
Goodwill	\$ 1,690.7	\$ —	\$ —	\$ 1,690.7

NiSource completed a quantitative ("step 1") fair value measurement of its reporting units during the May 1, 2016 goodwill test. The test indicated that the fair value of each of the reporting units that are allocated goodwill exceeded their carrying values, indicating that no impairment was necessary.

**Intangible Assets.** NiSource's intangible assets, apart from goodwill, consist of franchise rights. Franchise rights were identified as part of the purchase price allocations associated with the acquisition in February 1999 of Columbia of Massachusetts. These amounts were \$242.7 million and \$253.7 million , net of accumulated amortization of \$199.5 million and \$188.5 million , at December 31, 2016 and 2015 , respectively, and are being amortized on a straight-line basis over forty years from the date of acquisition through 2039. NiSource recorded amortization expense of \$11.0 million in 2016 , 2015 , and 2014 related to its franchise right intangible asset.

**7. Asset Retirement Obligations**

NiSource has recognized asset retirement obligations associated with various legal obligations including costs to remove and dispose of certain construction materials located within many of NiSource's facilities, certain costs to retire pipeline, removal costs for certain underground storage tanks, removal of certain pipelines known to contain PCB contamination, closure costs for certain sites including ash ponds, solid waste management units and a landfill, as well as some other nominal asset retirement obligations. NiSource has a significant obligation associated with the decommissioning of its two hydro facilities located in Indiana. These hydro facilities have an indeterminate life, and as such, no asset retirement obligation has been recorded.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Changes in NiSource's liability for asset retirement obligations for the years 2016 and 2015 are presented in the table below:

<i>(in millions)</i>	2016	2015
Beginning Balance	\$ 254.0	\$ 136.2
Accretion recorded as a regulatory asset/liability	9.2	8.6
Additions	—	6.5
Settlements	(7.5)	(7.0)
Change in estimated cash flows	6.9 <sup>(1)</sup>	109.7 <sup>(2)</sup>
Ending Balance	\$ 262.6	\$ 254.0

<sup>(1)</sup>The change in estimated cash flows for 2016 is primarily attributed to the changes in estimated costs for retirement of gas mains partially offset by revisions to estimated costs associated with the EPA's final rule for regulation of CCRs and changes to cost estimates for certain solid waste management units. See Note 18-D, "Environmental Matters," for additional information on CCRs.

<sup>(2)</sup>The change in estimated cash flows for 2015 primarily represents estimated costs associated with the EPA's final rule for regulation of CCRs and changes to cost estimates for certain solid waste management units. See Note 18-D, "Environmental Matters," for additional information on CCRs.

Certain non-legal costs of removal that have been, and continue to be, included in depreciation rates and collected in the customer rates of the rate-regulated subsidiaries are classified as "Regulatory liabilities" on the Consolidated Balance Sheets.

**8. Regulatory Matters**

Regulatory Assets and Liabilities

NiSource follows the accounting and reporting requirements of ASC Topic 980, which provides that regulated entities account for and report assets and liabilities consistent with the economic effect of regulatory rate-making procedures if the rates established are designed to recover the costs of providing the regulated service and it is probable that such rates can be charged and collected. Certain expenses and credits subject to utility regulation or rate determination normally reflected in income or expense are deferred on the balance sheet and are recognized in the income statement as the related amounts are included in customer rates and recovered from or refunded to customers.

Regulatory assets were comprised of the following items:

<i>At December 31, (in millions)</i>	2016	2015
<b>Regulatory Assets</b>		
Unrecognized pension benefit and other postretirement benefit costs (see Note 11)	\$ 847.5	\$ 928.7
Other postretirement costs (see Note 11)	59.6	47.0
Environmental costs (see Note 18-D)	62.6	62.2
Regulatory effects of accounting for income taxes (see Note 1-O and Note 10)	238.4	234.1
Underrecovered gas and fuel costs (see Note 1-K)	73.5	34.8
Depreciation	136.8	124.5
Uncollectible accounts receivable deferred for future recovery	7.3	17.0
Post-in-service carrying charges	134.9	107.2
EERM operation and maintenance and depreciation deferral	54.1	48.1
Sugar Creek carrying charges and deferred depreciation	16.8	28.2
TDSIC	15.9	6.7
Safety Activity Costs	41.5	19.6
DSM Program	48.4	35.6
Other	148.1	113.0
<b>Total Regulatory Assets</b>	<b>\$ 1,885.4</b>	<b>\$ 1,806.7</b>

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Regulatory liabilities were comprised of the following items:

At December 31, (in millions)	2016	2015
<b>Regulatory Liabilities</b>		
Overrecovered gas and fuel costs (see Note 1-K)	\$ 54.8	\$ 148.1
Cost of removal (see Note 7)	1,174.5	1,261.5
Regulatory effects of accounting for income taxes (see Note 1-O and Note 10)	30.0	34.2
Other postretirement costs (see Note 11)	41.2	38.8
Other	81.3	99.2
<b>Total Regulatory Liabilities</b>	<b>\$ 1,381.8</b>	<b>\$ 1,581.8</b>

Regulatory assets, including underrecovered gas and fuel cost, of approximately \$1,708.2 million as of December 31, 2016 are not earning a return on investment. Regulatory assets of approximately \$1,561.9 million include expenses that are recovered as components of the cost of service and are covered by regulatory orders. These costs are recovered over a remaining life of up to 41 years. Regulatory assets of approximately \$323.5 million at December 31, 2016, require specific rate action.

As noted below, regulatory assets for which costs have been incurred are included (or expected to be included, for costs incurred subsequent to the most recently approved rate case) in certain companies' rate base, thereby providing a return on invested costs. Certain regulatory assets do not result from cash expenditures and therefore do not represent investments included in rate base or have offsetting liabilities that reduce rate base.

**Assets:**

*Unrecognized pension benefit and other postretirement benefit costs* – In 2007, NiSource adopted certain updates of ASC 715 which required, among other things, the recognition in other comprehensive income or loss of the actuarial gains or losses and the prior service costs or credits that arise during the period but that are not immediately recognized as components of net periodic benefit costs. Certain subsidiaries defer these gains or losses as a regulatory asset in accordance with regulatory orders or as a result of regulatory precedent, to be recovered through base rates.

*Other postretirement costs* – Primarily relates to the difference between postretirement expense recorded by certain subsidiaries due to regulatory orders and the postretirement expense recorded in accordance with GAAP. These costs are expected to be collected through future base rates, revenue riders or tracking mechanisms.

*Environmental costs* – Includes certain recoverable costs of investigating, testing, remediating and other costs related to gas plant sites, disposal sites or other sites onto which material may have migrated. Certain companies defer the costs as a regulatory asset in accordance with regulatory orders, to be recovered in future base rates, billing riders or tracking mechanisms.

*Regulatory effects of accounting for income taxes* – Represents the deferral and under collection of deferred taxes in the rate making process. In prior years, NiSource has lowered customer rates in certain jurisdictions for the benefits of accelerated tax deductions. Amounts are expensed for financial reporting purposes as NiSource recovers deferred taxes in the rate making process.

*Underrecovered gas and fuel costs* – Represents the difference between the costs of gas and fuel and the recovery of such costs in revenue and is used to adjust future billings for such deferrals on a basis consistent with applicable state-approved tariff provisions. Recovery of these costs is achieved through tracking mechanisms.

*Depreciation* – Primarily relates to the difference between the depreciation expense recorded by Columbia of Ohio due to a regulatory order and the depreciation expense recorded in accordance with GAAP. The regulatory asset is currently being amortized over the life of the assets. Also included is depreciation associated with the Columbia of Ohio IRP and capital expenditure program. Recovery of these costs is achieved through base rates and rider mechanisms.

In 2005, the PUCO authorized Columbia of Ohio to revise its depreciation accrual rates for the period beginning January 1, 2005. The revised depreciation rates are now higher than those which would have been utilized if Columbia of Ohio were not subject to regulation. The amount of depreciation that would have been recorded for 2005 through 2016 had Columbia of Ohio not been subject to rate regulation is a combined \$638.0 million, \$74.1 million less than the \$712.1 million reflected in rates. The regulatory asset was \$57.6 million and \$65.3 million as of December 31, 2016 and 2015, respectively. The amount of depreciation that would

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

have been recorded for 2016 had Columbia of Ohio not been subject to rate regulation is \$78.2 million , \$7.7 million less than the \$85.9 million reflected in rates.

Columbia of Ohio also has PUCO approval to defer depreciation associated with its IRP and capital expenditure program. As of December 31, 2016 , depreciation of \$23.4 million and \$31.8 million was deferred for the respective programs. Recovery of the IRP depreciation is approved annually through the IRP rider. The equivalent of annual depreciation expense, based on the average life of the related assets, is included in the calculation of the IRP rider approved by the PUCO and billed to customers. Deferred depreciation expense is recognized as the IRP rider is billed to customers. The recovery mechanism for depreciation associated with the capital expenditure program will be addressed in a separate rate proceeding.

*Uncollectible accounts receivable deferred for future recovery* – Represents the difference between certain uncollectible expenses and the recovery of such costs to be collected through cost tracking mechanisms in accordance with regulatory orders.

*Post-in-service carrying charges* – Columbia of Ohio has approval from the PUCO by regulatory order to defer debt-based carrying charges as a regulatory asset for future recovery. Columbia of Ohio defers this carrying charge on eligible property, plant and equipment from the time it is placed into utility service until recovery of the property, plant and equipment is included in customer rates in base rates or through a rider mechanism. Inclusion in customer rates generally occurs when Columbia of Ohio files its next rate proceeding following the in-service date of the property, plant and equipment.

*EERM operation and maintenance and depreciation deferral* – NIPSCO obtained approval from the IURC to recover certain environmental related costs including operation and maintenance and depreciation expense once the environmental facilities become operational. Recovery of these costs will continue until such assets are included in rate base through an electric base rate case. The EERM deferred charges represent expenses that will be recovered from customers through an annual EERM Cost Tracker which authorizes the collection of deferred balances over a six month period.

*Sugar Creek carrying charges and deferred depreciation* – The IURC approved the deferral of debt-based carrying charges and the deferral of depreciation expense for the Sugar Creek assets. Balances are being amortized over seven years with new rates implemented on October 1, 2016.

*TDSIC* - NIPSCO obtained approval from the IURC to recover costs for certain system modernization projects outside of a base rate proceeding. Eighty percent of the related costs, including depreciation, property taxes, and debt and equity based carrying charges are recovered through a semi-annual recovery mechanism. Recovery of these costs will continue until such assets are included in rate base through a gas or electric rate case, respectively. The remaining twenty percent of the costs are deferred until the next rate case which includes a twenty percent deferral of the return on capital. Equity based carrying charges and the equity component of return on capital are not reflected in the regulatory asset balance at December 31, 2016.

*Safety Activity Costs* - Represents the difference between costs incurred in eligible safety programs in excess of those being recovered in rates. The eligible cost deferrals represent necessary business expenses incurred in compliance with PHMSA regulations and are targeted to enhance the safety of the pipeline systems. Certain subsidiaries defer the excess costs as a regulatory asset in accordance with regulatory orders and recovery of these costs will be address in future base rate proceedings.

*DSM Program* - Represents costs associated with Gas Distribution Operations and Electric Operations companies' energy efficiency and conservation programs. Costs are recovered through tracking mechanisms.

**Liabilities:**

*Overrecovered gas and fuel costs* – Represents the difference between the cost of gas and fuel and the recovery of such costs in revenues, and is the basis to adjust future billings for such refunds on a basis consistent with applicable state-approved tariff provisions. Refunding of these revenues is achieved through tracking mechanisms.

*Cost of removal* – Represents anticipated costs of removal that have been, and continue to be, included in depreciation rates and collected in customer rates of the rate-regulated subsidiaries for future costs to be incurred.

*Regulatory effects of accounting for income taxes* – Represents amounts owed to customers for deferred taxes collected at a higher rate than the current statutory rates and liabilities associated with accelerated tax deductions owed to customers that are established during the rate making process.

*Other postretirement costs* – Primarily represents cash contributions in excess of postretirement benefit expense that is deferred as a regulatory liability by certain subsidiaries in accordance with regulatory orders.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Gas Distribution Operations Regulatory Matters

**Cost Recovery and Trackers** . Comparability of Gas Distribution Operations line item operating results is impacted by regulatory trackers that allow for the recovery in rates of certain costs such as those described below. Increases in the expenses that are the subject of trackers result in a corresponding increase in net revenues and therefore have essentially no impact on total operating income results.

Certain operating costs of the NiSource distribution companies are significant, recurring in nature, and generally outside the control of the distribution companies. Some states allow the recovery of such costs through cost tracking mechanisms. Such tracking mechanisms allow for abbreviated regulatory proceedings in order for the distribution companies to implement charges and recover appropriate costs. Tracking mechanisms allow for more timely recovery of such costs as compared with more traditional cost recovery mechanisms. Examples of such mechanisms include GCR adjustment mechanisms, tax riders, and bad debt recovery mechanisms.

A portion of the distribution companies' revenue is related to the recovery of gas costs, the review and recovery of which occurs through standard regulatory proceedings. All states in NiSource's operating area require periodic review of actual gas procurement activity to determine prudence and to permit the recovery of prudently incurred costs related to the supply of gas for customers. NiSource distribution companies have historically been found prudent in the procurement of gas supplies to serve customers.

Certain of the NiSource distribution companies have completed rate proceedings involving infrastructure replacement or are embarking upon regulatory initiatives to replace significant portions of their operating systems that are nearing the end of their useful lives. Each LDC's approach to cost recovery may be unique, given the different laws, regulations and precedent that exist in each jurisdiction.

**Columbia of Ohio.** On November 28, 2012, the PUCO approved Columbia of Ohio's application to extend its Infrastructure Replacement Program for an additional five years (2013-2017), allowing Columbia of Ohio to continue to invest and recover on its accelerated main replacements. Columbia of Ohio last filed its application to adjust rates associated with its IRP and DSM Riders on February 26, 2016, which requested authority to increase revenues by \$25.9 million . On April 20, 2016, the PUCO issued an order approving Columbia of Ohio's application with rates going into effect April 30, 2016. On November 28, 2016, Columbia of Ohio filed its notice of intent to file an application to adjust rates associated with its IRP and DSM riders. The notice of intent states that Columbia of Ohio will file an application by February 28, 2017, in which it will request authority to increase revenues by up to \$33.5 million .

On December 27, 2016, Columbia of Ohio filed its Notice of Intent to file an application that will request authority for Columbia of Ohio to extend its IRP for an additional five years (2018-2022). Columbia of Ohio's application will be filed in late February 2017.

On December 17, 2014, the PUCO approved Columbia of Ohio's application to establish a regulatory asset and defer the expenditures to be incurred in implementing Columbia of Ohio's Pipeline Safety Program. Columbia of Ohio requested authority to defer Pipeline Safety Program costs of up to \$15 million annually. On March 11, 2016, Columbia of Ohio filed an application to increase the annual deferral authority from \$15 million to \$25 million . On June 24, 2016, Columbia of Ohio and PUCO staff filed a stipulation that recommended approval of the application in all material respects. On August 26, 2016, the PUCO approved the stipulation to increase the deferral authority to \$25 million per year through January 1, 2024.

**Columbia of Pennsylvania.** On March 18, 2016, Columbia of Pennsylvania filed a base rate case with the Pennsylvania PUC, seeking a revenue increase of \$55.3 million annually. The case was driven by Columbia of Pennsylvania's ongoing capital investment program which exceeded \$232.0 million in 2016, and is projected to exceed \$267.0 million in 2017. This case was also driven by operation and maintenance expenditures related to employee training and compliance with pipeline safety regulations. Columbia of Pennsylvania's request for rate relief included the recovery of costs that will be incurred after the implementation of new rates, as authorized by the Pennsylvania General Assembly with the passage of Act 11 of 2012. On September 2, 2016, the parties to the case filed a joint petition for settlement which provides for an annual revenue increase of \$35.0 million . On September 28, 2016, the assigned administrative law judge issued a recommended decision to approve the proposed settlement, without modification. An order approving the settlement was issued from the Pennsylvania PUC on October 27, 2016, and new rates went into effect on December 19, 2016.

**NIPSCO Gas.** On April 30, 2013, then Indiana Governor Pence signed Senate Enrolled Act 560, the TDSIC statute, into law. Among other provisions, this legislation provides for cost recovery outside of a base rate proceeding for new or replacement electric and gas transmission, distribution, and storage projects that a public utility undertakes for the purposes of safety, reliability, system

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modernization, or economic development. Provisions of the TDSIC statute require that, among other things, requests for recovery include a seven-year plan of eligible investments. Once the plan is approved by the IURC, eighty percent of eligible costs can be recovered using a periodic rate adjustment mechanism. The cost recovery mechanism is referred to as a TDSIC mechanism. Recoverable costs include a return on, and of, the investment, including AFUDC, post-in-service carrying charges, operation and maintenance expenses, depreciation and property taxes. The remaining twenty percent of recoverable costs are to be deferred for future recovery in the public utility's next general rate case. The periodic rate adjustment mechanism is capped at an annual increase of no more than two percent of total retail revenues. On December 28, 2016, the IURC issued an order on the seven-year plan (2014-2020) within TDSIC-5 approving NIPSCO's updated estimate of TDSIC-eligible investments of \$824 million. The order also included approval to begin recovery of \$211.6 million of cumulative net capital spend through June 30, 2016. New rates went into effect on January 1, 2017.

**Columbia of Massachusetts.** On July 7, 2014, the Governor of Massachusetts signed into law Chapter 149 of the Acts of 2014, An Act Relative to Natural Gas Leaks ("the Act"). The Act authorizes natural gas distribution companies to file gas infrastructure replacement plans with the Massachusetts DPU to address the replacement of aging natural gas pipeline infrastructure. In addition, the Act provides that the Massachusetts DPU may, after review of the plans, allow the proposed estimated costs of the plan into rates as of May 1 of the subsequent year. Pursuant to the Act, on October 30, 2015, Columbia of Massachusetts filed its GSEP for the 2016 construction year ("2016 GSEP"). Columbia of Massachusetts proposed to recover an increment of \$6.4 million for the costs associated with the replacement of eligible leak-prone infrastructure during the 2016 construction year for a cumulative proposed revenue requirement recovery of \$9.0 million. Columbia of Massachusetts subsequently revised the cumulative proposed revenue requirement recovery to \$8.2 million. The Massachusetts DPU approved the 2016 GSEP filing on April 29, 2016, with new rates effective May 1, 2016. On October 31, 2016, Columbia of Massachusetts filed its GSEP for the 2017 construction year. Columbia of Massachusetts is proposing to recover an incremental \$8.1 million for a cumulative revenue requirement recovery of \$16.8 million. An order is expected from the Massachusetts DPU in early 2017, with new rates effective May 1, 2017.

On October 30, 2009, the Massachusetts DPU approved Columbia of Massachusetts's revenue decoupling mechanism that was filed in its base rate case. This allows Columbia of Massachusetts to apply annual adjustments to its peak and off-peak rates. On March 16, 2016, Columbia of Massachusetts filed its 2016 off-peak period RDAF in the amount of \$3.4 million. On April 28, 2016, the Massachusetts DPU approved the rate, which was effective May 1, 2016. On September 16, 2016, Columbia of Massachusetts filed its 2016-2017 peak period RDAF in the amount of \$12.9 million. However, due to the implementation of the revenue cap included in the mechanism, \$8.9 million is to be recovered starting November 1, 2016, with the remaining \$4.0 million deferred until the 2017-2018 peak period RDAF. On October 31, 2016, the Massachusetts DPU approved the recovery of \$8.9 million in rates effective November 1, 2016.

On April 16, 2015, Columbia of Massachusetts filed a base rate case with the Massachusetts DPU. The case, which sought increased annual revenues of approximately \$49.0 million, was designed to support Columbia of Massachusetts's continued focus on providing safe and reliable service in compliance with increasing state and federal regulations and oversight, and recovery of associated increased operations and maintenance costs. Columbia of Massachusetts arrived at a settlement agreement with the Massachusetts Attorney General in the case which was filed for approval with the Massachusetts DPU on August 19, 2015 and approved on October 7, 2015. The settlement agreement provides for increased annual revenues of \$32.8 million beginning November 1, 2015, with an additional \$3.6 million annual increase in revenues starting November 1, 2016. The settlement also provides that Columbia of Massachusetts cannot increase base distribution rates to become effective prior to November 1, 2018.

**Columbia of Virginia.** On April 29, 2016, Columbia of Virginia filed a request with the VSCC, seeking an annual revenue increase of \$37.0 million. The case is driven by Columbia of Virginia's ongoing capital program to modernize its infrastructure and to expand and upgrade its facilities to meet customer growth, as well as expenditures related to employee training and compliance with pipeline safety regulations. On September 28, 2016, Columbia of Virginia implemented updated interim base rates subject to refund. On January 17, 2017, Columbia of Virginia presented a stipulation and proposed recommendation, representing a settlement by all parties to the proceeding, that included a base revenue increase of \$28.5 million. On February 8, 2017, the Hearing Examiner in the case filed a report recommending approval of the stipulation and proposed recommendation. A VSCC decision on the proposed recommendation is expected in the first half of 2017.

**Columbia of Kentucky.** On May 27, 2016, Columbia of Kentucky filed a base rate case with the Kentucky PSC, seeking an annual revenue increase of \$25.4 million. This case was driven by Columbia of Kentucky's ongoing initiatives to improve the overall safety and reliability of its gas distribution system. On October 20, 2016, a settlement was reached which included an annual revenue increase of \$13.4 million. On December 22, 2016, the Kentucky PSC issued an order modifying the stipulation, resulting

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in an annual revenue increase of \$13.1 million . Columbia of Kentucky accepted this modification, and rates went into effect on December 27, 2016.

**Columbia of Maryland.** On April 15, 2016, Columbia of Maryland filed a base rate case with the MPSC, seeking an annual revenue increase of \$6.5 million . The case was driven by Columbia of Maryland's ongoing capital investment program and by operations and maintenance expenditures related to compliance with pipeline safety regulations. On July 27, 2016, the parties to the case filed a joint petition for approval of a proposed settlement that includes an annual revenue increase of \$3.7 million . On September 26, 2016, the assigned public utility law judge issued a proposed order approving the settlement without modification. There were no appeals to the administrative law judge's proposed order. As such, it became the order of the MPSC, and rates went into effect on October 27, 2016.

Electric Operations Regulatory Matters

**Cost Recovery and Trackers .** Comparability of Electric Operations line item operating results is impacted by regulatory trackers that allow for the recovery in rates of certain costs such as those described below. Increases in the expenses that are the subject of trackers result in a corresponding increase in net revenues and therefore have essentially no impact on total operating income results.

Certain operating costs of the Electric Operations are significant, recurring in nature, and generally outside the control of NIPSCO. The IURC allows for recovery of such costs through cost tracking mechanisms. Such tracking mechanisms allow for abbreviated regulatory proceedings in order for NIPSCO to implement charges and recover appropriate costs. Tracking mechanisms allow for more timely recovery of such costs as compared with more traditional cost recovery mechanisms. Examples of such mechanisms include electric energy efficiency programs, MISO non-fuel costs and revenues, resource capacity charges, and environmental related costs.

A portion of NIPSCO's revenue is related to the recovery of fuel costs to generate power and the fuel costs related to purchased power. These costs are recovered through a FAC, a quarterly, regulatory proceeding in Indiana.

NIPSCO has approval from the IURC to recover certain environmental related costs through an ECT. Under the ECT, NIPSCO is permitted to recover (1) AFUDC and a return on the capital investment expended by NIPSCO to implement environmental compliance plan projects and (2) related operation and maintenance and depreciation expenses once the environmental facilities become operational.

On October 26, 2016, the IURC issued an order on ECR-28 approving NIPSCO's request to begin earning a return on \$267.0 million of cumulative net capital expenditures invested through June 30, 2016. Rates went into effect November 1, 2016.

On January 31, 2017, NIPSCO filed ECR-29 which included \$261.1 million of net capital expenditures for the period ended December 31, 2016. An order is expected in the second quarter of 2017.

On October 1, 2015, NIPSCO filed an electric base rate case with the IURC, seeking a revenue increase of \$126.6 million , before certain riders. As part of this filing, NIPSCO proposed to update base rates for previously incurred infrastructure improvements, revised depreciation rates and the inclusion of previously approved environmental and federally mandated compliance costs. On February 19, 2016, a stipulation and settlement agreement was filed with the IURC seeking a revenue increase of \$72.5 million , before certain riders. On July 18, 2016, the IURC issued an order approving the settlement agreement as filed with new rates effective October 1, 2016.

NIPSCO received a final order from the IURC related to its original TDSIC plan as of January 16, 2016. That order authorized NIPSCO to defer, as a regulatory asset, 100% of all TDSIC costs incurred from March 1, 2014 through December 31, 2015 until such deferral is recovered as part of its next general rate case. As discussed above, the electric general rate case was approved on July 18, 2016, which allows for recovery in base rates of 100% of these previously incurred TDSIC costs. This approval allowed NIPSCO to record a regulatory asset of approximately \$7.8 million in the third quarter of 2016.

On December 31, 2015, NIPSCO filed a new electric TDSIC seven-year plan of eligible investments for a total of approximately \$1.3 billion covering spend in years 2016 through 2022. On March 24, 2016, a stipulation and settlement agreement was filed with the IURC which, among other things, sought approval of a seven-year plan that includes approximately \$1.25 billion of investments eligible for ratemaking treatment. On July 12, 2016, the IURC issued an order approving the settlement agreement.

Consistent with the terms of the aforementioned electric TDSIC settlement agreement, NIPSCO made a TDSIC rate adjustment mechanism filing on June 30, 2016 seeking recovery and ratemaking relief associated with \$45.5 million of cumulative net capital

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expenditures invested through April 30, 2016. An IURC order approving NIPSCO's filing was received on January 25, 2017. New rates went into effect with the first billing cycle of February 2017.

NIPSCO has been participating as one of the MISO transmission owners in defending two separate complaints filed at the FERC which challenge the MISO prescribed 12.38% base ROE for electric transmission investments subject to federal jurisdiction rate regulation. On June 30, 2016, the FERC administrative law judge issued an initial decision in the second complaint which authorized the MISO transmission owners to collect a base ROE of 9.7% for the period of February 12, 2015 through May 11, 2016. This initial decision is subject to approval by the full Commission and is not a final order. On September 28, 2016, FERC issued Opinion No. 551, which largely affirmed the initial decision in the first complaint, which set the base ROE for the MISO Transmission Owners at 10.32% for the period of November 12, 2013 through February 11, 2015. The FERC directed the MISO and the MISO Transmission Owners to submit, within 30 days, a compliance filing with revised rates based on the 10.32% base ROE and to provide refunds with interest for the 15-month refund period for this case. The opinion also establishes the going forward base ROE at 10.32% as of September 28, 2016 until the Commission either issues a final order in the second complaint or a new proceeding is initiated to create a new refund period. Incorporating NIPSCO's 50-basis point adder for independent RTO membership, NIPSCO's total ROE is set at 10.82% going forward. NIPSCO has an estimated liability of \$6.5 million at December 31, 2016 related to this matter.

On November 1, 2016, NIPSCO filed a petition with the IURC for relief regarding the construction of additional environmental projects required to comply with the final rules for regulation of CCRs and the ELG. Refer to Note 18-D, "Environmental Matters," for more information.

**9. Risk Management Activities**

NiSource is exposed to certain risks relating to its ongoing business operations; namely commodity price risk and interest rate risk. NiSource recognizes that the prudent and selective use of derivatives may help to lower its cost of debt capital, manage its interest rate exposure and limit volatility in the price of natural gas.

Risk management assets and liabilities on NiSource's derivatives are presented on the Consolidated Balance Sheets as shown below:

<i>(in millions)</i>	2016	2015
<b>Risk Management Assets - Current <sup>(1)</sup></b>		
Interest rate risk programs	\$ 17.0	\$ —
Commodity price risk programs	7.4	0.1
<b>Total</b>	<b>\$ 24.4</b>	<b>\$ 0.1</b>
<b>Risk Management Assets - Noncurrent <sup>(2)</sup></b>		
Interest rate risk programs	\$ 17.1	\$ —
Commodity price risk programs	7.5	—
<b>Total</b>	<b>\$ 24.6</b>	<b>\$ —</b>
<b>Risk Management Liabilities - Current <sup>(3)</sup></b>		
Interest rate risk programs	\$ 15.3	\$ —
Commodity price risk programs	1.5	9.3
<b>Total</b>	<b>\$ 16.8</b>	<b>\$ 9.3</b>
<b>Risk Management Liabilities - Noncurrent</b>		
Interest rate risk programs	\$ 24.5	\$ 17.4
Commodity price risk programs	20.0	5.2
<b>Total</b>	<b>\$ 44.5</b>	<b>\$ 22.6</b>

<sup>(1)</sup> Presented in "Prepayments and other" on the Consolidated Balance Sheets.

<sup>(2)</sup> Presented in "Deferred charges and other" on the Consolidated Balance Sheets.

<sup>(3)</sup> Presented in "Other accruals" on the Consolidated Balance Sheets.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Commodity Price Risk Management

NiSource and NiSource's utility customers are exposed to variability in cash flows associated with natural gas purchases and volatility in natural gas prices. NiSource purchases natural gas for sale and delivery to its retail, commercial and industrial customers, and for most customers the variability in the market price of gas is passed through in their rates. Some of NiSource's utility subsidiaries offer programs where variability in the market price of gas is assumed by the respective utility. The objective of NiSource's commodity price risk programs is to mitigate the gas cost variability, for NiSource or on behalf of its customers, associated with natural gas purchases or sales by economically hedging the various gas cost components using a combination of futures, options, forwards or other derivative contracts.

In September 2016, NIPSCO received IURC approval to lock in a fixed price for its natural gas customers using long-term forward purchase instruments. The term of these instruments may range from five to ten years and is limited to ten percent of NIPSCO's average annual GCA purchase volume. Gains and losses on these derivative contracts will be deferred as regulatory liabilities or assets and will be remitted to or collected from customers through NIPSCO's quarterly GCA mechanism. These instruments are not designated as accounting hedges.

Interest Rate Risk Management

In 2015, NiSource Finance entered into forward-starting interest rate swap agreements with an aggregate notional value of \$1.0 billion to hedge the variability in cash flows attributable to changes in the benchmark interest rate during the periods from the effective dates of the swaps to the anticipated dates of forecasted debt issuances which extend into 2018 .

In June 2016, NiSource Finance entered into additional forward-starting interest rate swap agreements with an aggregate notional value of \$500.0 million to hedge the variability in cash flows attributable to changes in the benchmark interest rate during the periods from the effective dates of the swaps to the anticipated dates of forecasted debt issuances, which are expected to take place by the end of 2018.

As of December 31, 2016, NiSource Finance has forward-starting interest rate swaps with an aggregate notional value totaling \$1.5 billion . These interest rate swaps are designated as cash flow hedges. The effective portions of the gains and losses related to these swaps are recorded to AOCI and are recognized in earnings concurrent with the recognition of interest expense on the associated debt, once issued. If it becomes probable that a hedged forecasted transaction will no longer occur, the accumulated gains or losses on the derivative will be recognized currently in earnings. Earnings may also be impacted if the anticipated dates of forecasted debt issuances differ from the dates originally contemplated at hedge inception.

Realized gains and losses from NiSource's interest rate cash flow hedges are presented in "Interest expense, net" on the Statements of Consolidated Income. There was no material income statement recognition of gains or losses relating to an ineffective portion of NiSource's hedges, nor were there amounts excluded from effectiveness testing for derivatives in cash flow hedging relationships for the years ended December 31, 2016, 2015 and 2014.

NiSource's derivative instruments measured at fair value as of December 31, 2016 and 2015 do not contain any credit-risk-related contingent features.

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**10. Income Taxes**

The components of income tax expense (benefit) were as follows:

Year Ended December 31, (in millions)	2016		2015		2014	
<b>Income Taxes</b>						
Current						
Federal	\$	—	\$	—	\$	—
State		(0.1)		6.0		5.4
<b>Total Current</b>		<b>(0.1)</b>		<b>6.0</b>		<b>5.4</b>
Deferred						
Federal		165.6		124.1		129.5
State		18.0		13.6		35.4
<b>Total Deferred</b>		<b>183.6</b>		<b>137.7</b>		<b>164.9</b>
Deferred Investment Credits		(1.4)		(2.4)		(3.5)
<b>Income Taxes from Continuing Operations</b>	<b>\$</b>	<b>182.1</b>	<b>\$</b>	<b>141.3</b>	<b>\$</b>	<b>166.8</b>

Total income taxes from continuing operations were different from the amount that would be computed by applying the statutory federal income tax rate to book income before income tax. The major reasons for this difference were as follows:

Year Ended December 31, (in millions)	2016		2015		2014				
Book income from Continuing Operations before income taxes	\$	510.2	\$	339.9	\$	423.0			
Tax expense at statutory Federal income tax rate		178.6	35.0 %	118.9	35.0 %	148.1	35.0 %		
<b>Increases (reductions) in taxes resulting from:</b>									
State income taxes, net of Federal income tax benefit		11.3	2.2	14.8	4.4	15.7	3.7		
Regulatory treatment of depreciation differences		2.1	0.4	4.3	1.3	0.7	0.2		
Amortization of deferred investment tax credits		(1.4)	(0.3)	(2.4)	(0.7)	(3.5)	(0.8)		
Nondeductible expenses		1.9	0.4	2.1	0.6	0.8	0.2		
Employee stock ownership plan dividends		(2.3)	(0.5)	(2.9)	(0.9)	(3.8)	(0.9)		
AFUDC equity		(2.2)	(0.4)	(3.5)	(1.0)	(3.5)	(0.8)		
Charitable contribution carryforward adjustment		2.8	0.5	17.8	5.2	—	—		
Federal tax benefits on stock compensation		(7.2)	(1.4)	—	—	—	—		
Tax accrual adjustments and other, net		(1.5)	(0.2)	(7.8)	(2.3)	12.3	2.8		
<b>Income Taxes from Continuing Operations</b>	<b>\$</b>	<b>182.1</b>	<b>35.7 %</b>	<b>\$</b>	<b>141.3</b>	<b>41.6 %</b>	<b>\$</b>	<b>166.8</b>	<b>39.4 %</b>

The effective income tax rates were 35.7% , 41.6% and 39.4% in 2016 , 2015 and 2014 , respectively. The 5.9% decrease in the overall effective tax rate in 2016 versus 2015 was primarily the result of a \$7.2 million decrease in income taxes related to Federal tax benefits on stock compensation and the absence of \$15.0 million of lost Federal tax benefit primarily related to charitable contribution carryforward adjustments recorded in the prior year. Both of these items are discussed in further detail below. The 2.2% increase in the overall effective tax rate in 2015 versus 2014 was primarily a result of a \$17.8 million increase in federal income tax associated with write downs of charitable contribution carryforwards, offset by a \$10.5 million decrease in income tax expense related to state apportionment changes and permanent items as a result of remeasurement after the Separation.

In March 2016, the FASB issued ASU 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. Among other provisions, the standard requires that all income tax effects of awards are recognized in the income statement when the awards vest and are distributed. NiSource elected to adopt ASU 2016-09 during the third quarter of 2016. Refer to Note 2, "Recent Accounting Pronouncements," for additional information.

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On December 18, 2015, the President signed into law the PATH. PATH, among other provisions, extended and modified bonus depreciation through 2019. In general, 50% bonus depreciation is available for property placed in service before January 1, 2018, 40% bonus depreciation is available for property placed in service before January 1, 2019 and 30% bonus depreciation is available for property placed in service before January 1, 2020. NiSource recorded the effects of PATH in the fourth quarter of 2015.

As a result of PATH and 50% bonus depreciation being extended, NiSource recorded tax expense of \$5.8 million in 2015 for the expiration of unused charitable contribution carryforwards which expired due to the 5 year carryover limitation. NiSource also recorded a valuation allowance for an additional \$12.0 million of charitable contribution carryforwards that are set to expire in 2016-2019 in the event that NiSource does not have sufficient taxable income to utilize the carryforward amounts.

As a result of a Pennsylvania PUC Order dated December 3, 2015, Columbia of Pennsylvania adjusted the flow through in rates of tax benefits so that the unamortized balance of a change in accounting method for certain capitalized costs of approximately \$2.0 million at December 31, 2014 would be amortized through December 2016. The amortization of excess tax benefits was \$0.7 million in 2016, \$1.4 million in 2015 and \$4.1 million in 2014. On a prospective basis, Columbia of Pennsylvania will recognize deferred tax expense, rather than flow through in rates, the tax benefits resulting from the method change.

On March 25, 2014, the governor of Indiana signed into law Senate Bill I, which among other things, lowers the corporate income tax rate from 6.5% to 4.9% over six years beginning on July 1, 2015. The reduction in the tax rate will impact deferred income taxes and tax-related regulatory assets and liabilities recoverable in the ratemaking process. In addition, deferred tax assets and liabilities, primarily deferred tax assets related to the Indiana net operating loss carry forward, will be reduced to reflect the lower rate at which these temporary differences and tax benefits will be realized. In the first quarter of 2014, NiSource recorded tax expense of \$7.1 million to reflect the effect of this rate change. This expense is largely attributable to the remeasurement of the Indiana net operating loss at the 4.9% rate. The majority of NiSource's tax temporary differences are related to NIPSCO's utility plant.

Deferred income taxes result from temporary differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. The principal components of NiSource's net deferred tax liability were as follows:

At December 31, (in millions)	2016	2015
<b>Deferred tax liabilities</b>		
Accelerated depreciation and other property-related differences	\$ 3,825.7	\$ 3,510.8
Unrecovered gas and fuel costs	25.9	11.2
Other regulatory assets	449.2	403.3
Premiums and discounts associated with long-term debt	1.5	9.9
<b>Total Deferred Tax Liabilities</b>	<b>4,302.3</b>	<b>3,935.2</b>
<b>Deferred tax assets</b>		
Other regulatory liabilities	(93.1)	(74.4)
Cost of removal	(502.2)	(519.4)
Pension and other postretirement/postemployment benefits	(261.7)	(243.8)
Environmental liabilities	(47.0)	(45.9)
Net operating loss carryforward and Alternative Minimum Tax credit carryforward	(646.2)	(437.4)
Other accrued liabilities	(45.5)	(89.0)
Other, net	(178.6)	(160.0)
<b>Total Deferred Tax Assets</b>	<b>(1,774.3)</b>	<b>(1,569.9)</b>
<b>Net Deferred Tax Liabilities</b>	<b>\$ 2,528.0</b>	<b>\$ 2,365.3</b>

State income tax net operating loss benefits are recorded at their realizable value. NiSource anticipates it is more likely than not that it will realize \$43.6 million and \$34.7 million of these tax benefits as of December 31, 2016 and 2015, respectively, prior to their expiration. These tax benefits are primarily related to Indiana and Pennsylvania. The carryforward periods for these tax benefits expire in various tax years from 2028 to 2036. The remaining net operating loss carryforward tax benefit represents a Federal carryforward of \$600.9 million that will expire in 2030 and an Alternative Minimum Tax credit of \$1.7 million that will carry forward indefinitely.

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A reconciliation of the beginning and ending amounts of unrecognized tax benefits is as follows:

Reconciliation of Unrecognized Tax Benefits <i>(in millions)</i>	2016	2015	2014
<b>Unrecognized Tax Benefits - Opening Balance</b>	\$ 0.9	\$ 24.4	\$ 23.7
Gross increases - tax positions in prior period	2.6	0.4	—
Gross decreases - tax positions in prior period	(0.9)	(23.9)	(1.0)
Gross increases - current period tax positions	—	—	1.7
<b>Unrecognized Tax Benefits - Ending Balance</b>	\$ 2.6	\$ 0.9	\$ 24.4
Offset for net operating loss carryforwards	—	(0.9)	(24.2)
<b>Balance - Less Net Operating Loss Carryforwards</b>	\$ 2.6	\$ —	\$ 0.2

In 2016, NiSource resolved prior unrecognized tax benefits of \$0.9 million and established new unrecognized tax benefits related to State matters of \$2.6 million .

The IRS issued Revenue Procedure 2013-24 on April 30, 2013, which provided guidance for repairs related to generation property. Among other things, the Revenue Procedure listed units of property and material components of units of property for purposes of analyzing repair versus capitalization issues. NiSource adopted this Revenue Procedure for income tax filings for 2014. NiSource evaluated and recorded the effect of this change in method enabled by this Revenue Procedure as of December 31, 2013. As a result of the findings received in 2015 for the 2011-2014 audit, NiSource reversed its previously recorded unrecognized tax benefits related to the requested change in tax accounting method in 2015. The reversal of the unrecognized tax benefits did not materially affect tax expense or net income.

In 2015, offsetting the liability for unrecognized tax benefits are \$0.9 million of related outstanding tax receivables and net operating loss carryforwards resulting in a net balance of zero , including interest, related to the tax method change issues.

The total amount of unrecognized tax benefits at December 31, 2016 , 2015 and 2014 that, if recognized, would affect the effective tax rate is \$1.7 million , \$0.9 million and \$4.1 million , respectively. As of December 31, 2016 , it is reasonably possible that a \$1.7 million decrease in unrecorded tax benefits could occur in 2017 due primarily to the conclusion of state appeals.

NiSource recognizes accrued interest on unrecognized tax benefits, accrued interest on other income tax liabilities and tax penalties in income tax expense. Interest expense recorded on unrecognized tax benefits and other income tax liabilities was immaterial for all periods presented. There were no accruals for penalties recorded in the Statements of Consolidated Income for the years ended December 31, 2016 , 2015 and 2014 , and there were no balances for accrued penalties recorded on the Consolidated Balance Sheets as of December 31, 2016 and 2015 .

NiSource is subject to income taxation in the United States and various state jurisdictions, primarily Indiana, Pennsylvania, Kentucky, Massachusetts, Maryland, New York and Virginia.

Because NiSource is part of the IRS's Large and Mid-Size Business program, each year's federal income tax return is typically audited by the IRS. As of December 31, 2016 , tax years through 2015 have been audited and are effectively closed to further assessment. The audit of tax year 2016 under the CAP program is expected to be completed in 2017. NiSource has been accepted into the program for the audit of tax year 2017.

The statute of limitations in each of the state jurisdictions in which NiSource operates remain open until the years are settled for federal income tax purposes, at which time amended state income tax returns reflecting all federal income tax adjustments are filed. As of December 31, 2016 , there were no state income tax audits in progress that would have a material impact on the consolidated financial statements.

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**11. Pension and Other Postretirement Benefits**

NiSource provides defined contribution plans and noncontributory defined benefit retirement plans that cover certain of its employees. Benefits under the defined benefit retirement plans reflect the employees' compensation, years of service and age at retirement. Additionally, NiSource provides health care and life insurance benefits for certain retired employees. The majority of employees may become eligible for these benefits if they reach retirement age while working for NiSource. The expected cost of such benefits is accrued during the employees' years of service. Current rates of rate-regulated companies include postretirement benefit costs, including amortization of the regulatory assets that arose prior to inclusion of these costs in rates. For most plans, cash contributions are remitted to grantor trusts.

In connection with the Separation, NiSource entered into an Employees Matters Agreement with CPG, which provides that employees of CPG no longer participate in benefit plans sponsored by NiSource as of the Separation date. Upon the completion of the Separation, the NiSource pension and other postretirement benefit plans transferred assets and obligations to the CPG plans resulting in a net decrease in the pension plans underfunded status of \$48.0 million and a net increase in the other postretirement benefit plans underfunded status of \$115.9 million. Refer to Note 3, "Discontinued Operations," for additional information.

*NiSource Pension and Other Postretirement Benefit Plans' Asset Management*. NiSource employs a liability-driven investing strategy for the pension plan, as noted below. While the majority of assets continue in a total return investment approach, a glide path has been implemented. A mix of equities and fixed income investments are used to maximize the long-term return of plan assets and hedge the liabilities at a prudent level of risk. NiSource utilizes a total return investment approach for the other postretirement benefit plans. Risk tolerance is established through careful consideration of plan liabilities, plan funded status, and asset class volatility. The investment portfolio contains a diversified blend of equity and fixed income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks, as well as growth, value, small and large capitalizations. Other assets such as private equity funds are used judiciously to enhance long-term returns while improving portfolio diversification. Derivatives may be used to gain market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of the underlying assets. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, annual liability measurements, and periodic asset/liability studies.

NiSource utilizes a building block approach with proper consideration of diversification and rebalancing in determining the long-term rate of return for plan assets. Historical markets are studied and long-term historical relationships between equities and fixed income are analyzed to ensure that they are consistent with the widely accepted capital market principle that assets with higher volatility generate greater return over the long run. Current market factors, such as inflation and interest rates, are evaluated before long-term capital market assumptions are determined. Peer data and historical returns are reviewed to check for reasonability and appropriateness.

The most important component of an investment strategy is the portfolio asset mix, or the allocation between the various classes of securities available to the pension and other postretirement benefit plans for investment purposes. The asset mix and acceptable minimum and maximum ranges established for the NiSource plan assets represents a long-term view and are listed in the table below.

In 2012, a dynamic asset allocation policy for the pension fund was approved. This policy calls for a gradual reduction in the allocation of return-seeking assets (equities, real estate, private equity and hedge funds) and a corresponding increase in the allocation of liability-hedging assets (fixed income) as the funded status of the plans increase above 90% (as measured by the market value of qualified pension plan assets divided by the projected benefit obligations of the qualified pension plans). In 2016, a study was conducted and approved resulting in the addition of new asset classes in the return-seeking portfolio allocation (i.e. core real estate, diversified credit) and a shift in the hedging allocation (i.e. fixed income). Planned implementation of the new asset classes will begin in 2017.

As of December 31, 2016, the asset mix and acceptable minimum and maximum ranges established by the policy for the pension and other postretirement benefit plans are as follows:

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NISOURCE INC.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Asset Mix Policy of Funds:

Asset Category	Defined Benefit Pension Plan		Postretirement Benefit Plan	
	Minimum	Maximum	Minimum	Maximum
Domestic Equities	25%	45%	35%	55%
International Equities	15%	25%	15%	25%
Fixed Income	23%	37%	20%	50%
Real Estate/Private Equity/Hedge Funds	0%	15%	0%	0%
Short-Term Investments	0%	10%	0%	10%

Pension Plan and Postretirement Plan Asset Mix at December 31, 2016 and December 31, 2015 :

<i>(in millions)</i>	Defined Benefit Pension Assets		December 31, 2016		Postretirement Benefit Plan Assets		December 31, 2016	
	Asset Class	Asset Value	% of Total Assets	Asset Value	% of Total Assets	Asset Value	% of Total Assets	
Domestic Equities	\$	755.2	43.1%	\$	97.9	42.3%		
International Equities		339.9	19.4%		41.8	18.0%		
Fixed Income		565.8	32.3%		87.0	37.6%		
Real Estate/Private Equity/Hedge Funds		74.8	4.3%		—	—		
Cash/Other		15.2	0.9%		4.7	2.1%		
<b>Total</b>	<b>\$</b>	<b>1,750.9</b>	<b>100.0%</b>	<b>\$</b>	<b>231.4</b>	<b>100.0%</b>		

<i>(in millions)</i>	Defined Benefit Pension Assets		December 31, 2015		Postretirement Benefit Plan Assets		December 31, 2015	
	Asset Class	Asset Value	% of Total Assets	Asset Value	% of Total Assets	Asset Value	% of Total Assets	
Domestic Equities	\$	686.3	39.3%	\$	105.0	46.5%		
International Equities		323.2	18.5%		39.6	17.5%		
Fixed Income		619.3	35.5%		79.1	35.0%		
Real Estate/Private Equity/Hedge Funds		96.7	5.5%		—	—		
Cash/Other		21.6	1.2%		2.2	1.0%		
<b>Total</b>	<b>\$</b>	<b>1,747.1</b>	<b>100.0%</b>	<b>\$</b>	<b>225.9</b>	<b>100.0%</b>		

The categorization of investments into the asset classes in the table above are based on definitions established by the NiSource Benefits Committee.

**Fair Value Measurements.** The following table sets forth, by level within the fair value hierarchy, the Master Trust and other postretirement benefits investment assets at fair value as of December 31, 2016 and 2015. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. Total Master Trust and other postretirement benefits investment assets at fair value classified within Level 3 were \$73.1 million and \$95.3 million as of December 31, 2016 and December 31, 2015, respectively. Such amounts were approximately 4% and 5% of the Master Trust and other postretirement benefits' total investments as reported on the statement of net assets available for benefits at fair value as of December 31, 2016 and 2015, respectively.

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**Notes to Consolidated Financial Statements**

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

*Valuation Techniques Used to Determine Fair Value:*

*Level 1 Measurements*

Most common and preferred stocks are traded in active markets on national and international securities exchanges and are valued at closing prices on the last business day of each period presented. Cash is stated at cost which approximates fair value, with the exception of cash held in foreign currencies which fluctuates with changes in the exchange rates. Short-term bills and notes are priced based on quoted market values.

*Level 2 Measurements*

Most U.S. Government Agency obligations, mortgage/asset-backed securities, and corporate fixed income securities are generally valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. To the extent that quoted prices are not available, fair value is determined based on a valuation model that includes inputs such as interest rate yield curves and credit spreads. Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Other fixed income includes futures and options which are priced on bid valuation or settlement pricing.

Commingled funds that hold underlying investments that have prices which are derived from the quoted prices in active markets are classified as Level 2. The funds' underlying assets are principally marketable equity and fixed income securities. Units held in commingled funds are valued at the unit value as reported by the investment managers. The fair value of the investments in commingled funds has been estimated using the net asset value per share of the investments.

*Level 3 Measurements*

Commingled funds that hold underlying investments that have prices which are not derived from the quoted prices in active markets are classified as Level 3. The respective fair values of these investments are determined by reference to the funds' underlying assets, which are principally marketable equity and fixed income securities. Units held in commingled funds are valued at the unit value as reported by the investment managers. These investments are often valued by investment managers on a periodic basis using pricing models that use market, income and cost valuation methods.

Private equity investment strategies include buy-out, venture capital, growth equity, distressed debt, and mezzanine debt. Private equity investments are held through limited partnerships.

Limited partnerships are valued at estimated fair market value based on their proportionate share of the partnership's fair value as recorded in the partnerships' audited financial statements. Partnership interests represent ownership interests in private equity funds and real estate funds. Real estate partnerships invest in natural resources, commercial real estate and distressed real estate. The fair value of these investments is determined by reference to the funds' underlying assets, which are principally securities, private businesses, and real estate properties. The value of interests held in limited partnerships, other than securities, is determined by the general partner, based upon third-party appraisals of the underlying assets, which include inputs such as cost, operating results, discounted cash flows and market based comparable data. Private equity and real estate limited partnerships typically call capital over a three to five year period and pay out distributions as the underlying investments are liquidated. The typical expected life of these limited partnerships is 10-15 years and these investments typically cannot be redeemed prior to liquidation.

For the year ended December 31, 2016 , there were no significant changes to valuation techniques to determine the fair value of NiSource's pension and other postretirement benefits' assets.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

Fair Value Measurements at December 31, 2016 :

<i>(in millions)</i>	December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Pension plan assets:</b>				
Cash	\$ 1.9	\$ 1.9	\$ —	\$ —
Fixed income securities				
Government	42.2	—	42.2	—
Corporate	104.1	—	104.1	—
Other fixed income	0.1	—	—	0.1
Mutual Funds				
U.S. multi-strategy	283.2	283.2	—	—
International equities	116.6	116.6	—	—
Fixed income	135.6	135.6	—	—
Private equity limited partnerships				
U.S. multi-strategy <sup>(1)</sup>	34.8	—	—	34.8
International multi-strategy <sup>(2)</sup>	24.9	—	—	24.9
Distressed opportunities	4.1	—	—	4.1
Real estate	9.2	—	—	9.2
Commingled funds				
Short-term money markets <sup>(3)</sup>	16.6	—	—	—
U.S. equities <sup>(3)</sup>	472.0	—	—	—
International equities <sup>(3)</sup>	223.2	—	—	—
Fixed income <sup>(3)</sup>	280.7	—	—	—
<b>Pension plan assets subtotal</b>	<b>1,749.2</b>	<b>537.3</b>	<b>146.3</b>	<b>73.1</b>
<b>Other postretirement benefit plan assets:</b>				
Mutual funds				
U.S. equities	85.4	85.4	—	—
International equities	41.8	41.8	—	—
Fixed income	86.8	86.8	—	—
Commingled funds				
Short-term money markets <sup>(3)</sup>	9.5	—	—	—
U.S. equities <sup>(3)</sup>	12.5	—	—	—
<b>Other postretirement benefit plan assets subtotal</b>	<b>236.0</b>	<b>214.0</b>	<b>—</b>	<b>—</b>
Due to brokers, net <sup>(4)</sup>	(5.0)	—	—	—
Receivables/payables	2.1	—	—	—
<b>Total pension and other postretirement benefit plan assets</b>	<b>\$ 1,982.3</b>	<b>\$ 751.3</b>	<b>\$ 146.3</b>	<b>\$ 73.1</b>

<sup>(1)</sup> This class includes limited partnerships/fund of funds that invest in a diverse portfolio of private equity strategies, including buy-outs, venture capital, growth capital, special situations and secondary markets, primarily inside the United States.

<sup>(2)</sup> This class includes limited partnerships/fund of funds that invest in diverse portfolio of private equity strategies, including buy-outs, venture capital, growth capital, special situations and secondary markets, primarily outside the United States.

<sup>(3)</sup> This class of investments is measured at fair value using the net asset value per share and has not been classified in the fair value hierarchy.

<sup>(4)</sup> This class represents pending trades with brokers.

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2016 :

	Balance at January 1, 2016	Total gains or losses (unrealized / realized)	Purchases	(Sales)	Transfers into/(out of) level 3	Balance at December 31, 2016
<b>Fixed income securities</b>						
Other fixed income	\$ 0.1	\$ —	\$ —	\$ —	\$ —	\$ 0.1
<b>Private equity limited partnerships</b>						
U.S. multi-strategy	46.4	2.1	0.8	(14.5)	—	34.8
International multi-strategy	29.3	2.0	1.0	(7.4)	—	24.9
Distressed opportunities	5.9	(0.4)	0.1	(1.5)	—	4.1
Real estate	13.6	0.1	0.1	(4.6)	—	9.2
<b>Total</b>	<b>\$ 95.3</b>	<b>\$ 3.8</b>	<b>\$ 2.0</b>	<b>\$ (28.0)</b>	<b>\$ —</b>	<b>\$ 73.1</b>

The table below sets forth a summary of unfunded commitments, redemption frequency and redemption notice periods for certain investments that are measured at fair value using the net asset value per share for the year ended December 31, 2016 :

<i>(in millions)</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
<b>Commingled Funds</b>				
Short-term money markets	\$ 26.1	\$ —	Daily	1 day
U.S. equities	484.5	—	Monthly	3 days
International equities	223.2	—	Monthly	14-30 days
Fixed income	280.7	—	Monthly	3 days
<b>Total</b>	<b>\$ 1,014.5</b>	<b>\$ —</b>		

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NISOURCE INC.

**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

Fair Value Measurements at December 31, 2015 :

<i>(in millions)</i>	December 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Pension plan assets:</b>				
Cash	\$ 7.0	\$ 7.0	\$ —	\$ —
Equity securities				
International equities	45.3	45.3	—	—
Fixed income securities				
Government	64.6	—	64.6	—
Corporate	95.8	—	95.8	—
Other fixed income	0.1	—	—	0.1
Mutual Funds				
U.S. multi-strategy	257.1	257.1	—	—
International equities	64.9	64.9	—	—
Fixed income	150.5	150.5	—	—
Private equity limited partnerships				
U.S. multi-strategy <sup>(1)</sup>	46.4	—	—	46.4
International multi-strategy <sup>(2)</sup>	29.3	—	—	29.3
Distressed opportunities	5.9	—	—	5.9
Real Estate	13.6	—	—	13.6
Commingled funds				
Short-term money markets <sup>(3)</sup>	22.9	—	—	—
U.S. equities <sup>(3)</sup>	429.2	—	—	—
International equities <sup>(3)</sup>	210.1	—	—	—
Fixed income <sup>(3)</sup>	302.5	—	—	—
<b>Pension plan assets subtotal</b>	<b>1,745.2</b>	<b>524.8</b>	<b>160.4</b>	<b>95.3</b>
<b>Other postretirement benefit plan assets:</b>				
Mutual funds				
U.S. equities	89.8	89.8	—	—
International equities	41.4	41.4	—	—
Fixed income	78.0	78.0	—	—
Commingled funds				
Short-term money markets <sup>(3)</sup>	2.4	—	—	—
U.S. equities <sup>(3)</sup>	14.3	—	—	—
<b>Other postretirement benefit plan assets subtotal</b>	<b>225.9</b>	<b>209.2</b>	<b>—</b>	<b>—</b>
Due to brokers, net <sup>(4)</sup>	(0.2)			
Receivables/payables	2.1			
<b>Total pension and other postretirement benefit plan assets</b>	<b>\$ 1,973.0</b>	<b>\$ 734.0</b>	<b>\$ 160.4</b>	<b>\$ 95.3</b>

<sup>(1)</sup> This class includes limited partnerships/fund of funds that invest in a diverse portfolio of private equity strategies, including buy-outs, venture capital, growth capital, special situations and secondary markets, primarily in the United States.

<sup>(2)</sup> This class includes limited partnerships/fund of funds that invest in a diverse portfolio of private equity strategies, including buy-outs, venture capital, growth capital, special situations and secondary markets, primarily outside the United States.

<sup>(3)</sup> This class of investments is measured at fair value using the net asset value per share and has not been classified in the fair value hierarchy.

<sup>(4)</sup> This class represents pending trades with brokers.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2015 :

	Balance at January 1, 2015	Total gains or losses (unrealized / realized)	Purchases	(Sales)	Transfers into/(out of) level 3	Balance at December 31, 2015
<b>Fixed income securities</b>						
Other fixed income	\$ 0.6	\$ —	\$ —	\$ (0.5)	\$ —	\$ 0.1
<b>Private equity limited partnerships</b>						
U.S. multi-strategy	56.2	(3.5)	1.1	(7.4)	—	46.4
International multi-strategy	35.3	(2.3)	0.1	(3.8)	—	29.3
Distress opportunities	7.6	(0.5)	—	(1.2)	—	5.9
<b>Real estate</b>	17.3	(0.5)	0.1	(3.3)	—	13.6
<b>Total</b>	\$ 117.0	\$ (6.8)	\$ 1.3	\$ (16.2)	\$ —	\$ 95.3

The table below sets forth a summary of unfunded commitments, redemption frequency and redemption notice periods for certain investments that are measured at fair value using the net asset value per share for the year ended December 31, 2015 :

<i>(in millions)</i>	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
<b>Commingled Funds</b>				
Short-term money markets	\$ 25.3	\$ —	Daily	1 day
U.S. equities	443.5	—	Monthly	3 days
International equities	210.1	—	Monthly	14-30 days
Fixed income	302.5	—	Monthly	3 days
<b>Total</b>	\$ 981.4	\$ —		

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

*NiSource Pension and Other Postretirement Benefit Plans' Funded Status and Related Disclosure* . The following table provides a reconciliation of the plans' funded status and amounts reflected in NiSource's Consolidated Balance Sheets at December 31 based on a December 31 measurement date:

(in millions)	Pension Benefits		Other Postretirement Benefits	
	2016	2015	2016	2015
<b>Change in projected benefit obligation <sup>(1)</sup></b>				
Benefit obligation at beginning of year	\$ 2,206.7	\$ 2,751.4	\$ 525.8	\$ 716.0
Service cost	30.7	34.8	5.0	6.4
Interest cost	89.7	95.9	22.0	24.9
Plan participants' contributions	—	—	5.9	7.3
Plan amendments	—	—	7.5	0.1
Actuarial loss (gain)	(2.7)	(91.7)	1.0	(71.5)
Settlement loss	—	0.5	—	—
Benefits paid	(158.6)	(171.8)	(38.9)	(43.7)
Estimated benefits paid by incurred subsidy	—	—	0.7	0.8
Separation of CPG (Note 3)	—	(412.4)	—	(114.5)
<b>Projected benefit obligation at end of year</b>	<b>\$ 2,165.8</b>	<b>\$ 2,206.7</b>	<b>\$ 529.0</b>	<b>\$ 525.8</b>
<b>Change in plan assets</b>				
Fair value of plan assets at beginning of year	\$ 1,747.1	\$ 2,330.3	\$ 225.9	\$ 465.0
Actual return on plan assets	159.1	(49.7)	13.0	1.9
Employer contributions	3.3	2.7	25.5	25.8
Plan participants' contributions	—	—	5.9	7.3
Benefits paid	(158.6)	(171.8)	(38.9)	(43.7)
Separation of CPG (Note 3)	—	(364.4)	—	(230.4)
<b>Fair value of plan assets at end of year</b>	<b>\$ 1,750.9</b>	<b>\$ 1,747.1</b>	<b>\$ 231.4</b>	<b>\$ 225.9</b>
<b>Funded Status at end of year</b>	<b>\$ (414.9)</b>	<b>\$ (459.6)</b>	<b>\$ (297.6)</b>	<b>\$ (299.9)</b>
<b>Amounts recognized in the statement of financial position consist of:</b>				
Current liabilities	(2.9)	(3.0)	(0.7)	(0.6)
Noncurrent liabilities	(412.0)	(456.6)	(296.9)	(299.3)
<b>Net amount recognized at end of year <sup>(2)</sup></b>	<b>\$ (414.9)</b>	<b>\$ (459.6)</b>	<b>\$ (297.6)</b>	<b>\$ (299.9)</b>
<b>Amounts recognized in accumulated other comprehensive income or regulatory asset/liability <sup>(3)</sup></b>				
Unrecognized prior service credit	\$ 1.0	\$ 0.7	\$ (29.2)	\$ (41.6)
Unrecognized actuarial loss	835.5	925.6	68.3	66.1
<b>Net amount recognized at end of year</b>	<b>\$ 836.5</b>	<b>\$ 926.3</b>	<b>\$ 39.1</b>	<b>\$ 24.5</b>

<sup>(1)</sup>The change in benefit obligation for Pension Benefits represents the change in Projected Benefit Obligation while the change in benefit obligation for Other Postretirement Benefits represents the change in Accumulated Postretirement Benefit Obligation.

<sup>(2)</sup>NiSource recognizes in its Consolidated Balance Sheets the underfunded and overfunded status of its various defined benefit postretirement plans, measured as the difference between the fair value of the plan assets and the benefit obligation.

<sup>(3)</sup>NiSource determined that for certain rate-regulated subsidiaries the future recovery of pension and other postretirement benefits costs is probable. These rate-regulated subsidiaries recorded regulatory assets and liabilities of \$847.5 million and \$0.3 million, respectively, as of December 31, 2016, and \$928.7 million and \$8.1 million, respectively, as of December 31, 2015 that would otherwise have been recorded to accumulated other comprehensive loss.

NiSource's accumulated benefit obligation for its pension plans was \$2,148.9 million and \$2,190.5 million as of December 31, 2016 and 2015, respectively. The accumulated benefit obligation as of a date is the actuarial present value of benefits attributed by the pension benefit formula to employee service rendered prior to that date and based on current and past compensation levels. The accumulated benefit obligation differs from the projected benefit obligation disclosed in the table above in that it includes no assumptions about future compensation levels.

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**Notes to Consolidated Financial Statements**

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

NiSource pension plans were underfunded by \$414.9 million at December 31, 2016 compared to being underfunded at December 31, 2015 by \$459.6 million . The improvement in the funded status was due primarily to favorable asset returns offset by a decrease in discount rates. NiSource contributed \$3.3 million and \$2.7 million to its pension plans in 2016 and 2015 , respectively.

NiSource's other postretirement benefit plans were underfunded by \$297.6 million at December 31, 2016 compared to being underfunded at December 31, 2015 by \$299.9 million . The improvement in funded status was primarily due to favorable asset returns offset by a decrease in discount rates. NiSource contributed approximately \$25.5 million and \$25.8 million to its other postretirement benefit plans in 2016 and 2015 , respectively.

No amounts of NiSource's pension or other postretirement benefit plans' assets are expected to be returned to NiSource or any of its subsidiaries in 2016.

The following table provides the key assumptions that were used to calculate the pension and other postretirement benefits obligations for NiSource's various plans as of December 31:

	Pension Benefits		Other Postretirement Benefits	
	2016	2015	2016	2015
<b>Weighted-average assumptions to Determine Benefit Obligation</b>				
Discount Rate	4.03%	4.24%	4.12%	4.33%
Rate of Compensation Increases	4.00%	4.00%	—	—
Health Care Trend Rates				
Trend for Next Year	—	—	8.43%	8.41%
Ultimate Trend	—	—	4.50%	4.50%
Year Ultimate Trend Reached	—	—	2024	2022

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects:

(in millions)	1% point increase	1% point decrease
Effect on service and interest components of net periodic cost	\$ 1.3	\$ (1.1)
Effect on accumulated postretirement benefit obligation	27.2	(23.8)

NiSource expects to make contributions of approximately \$9.1 million to its pension plans and approximately \$25.3 million to its postretirement medical and life plans in 2017 .

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

The following table provides benefits expected to be paid in each of the next five fiscal years, and in the aggregate for the five fiscal years thereafter. The expected benefits are estimated based on the same assumptions used to measure NiSource's benefit obligation at the end of the year and includes benefits attributable to the estimated future service of employees:

<i>(in millions)</i>	Pension Benefits		Other Postretirement Benefits		Federal Subsidy Receipts	
Year(s)						
2017	\$	171.9	\$	34.1	\$	0.7
2018		172.5		34.9		0.7
2019		171.1		35.8		0.7
2020		171.2		36.5		0.7
2021		172.2		37.2		0.7
2022-2026		816.8		180.9		2.9

The following table provides the components of the plans' net periodic benefits cost for each of the three years ended December 31, 2016, 2015 and 2014 :

<i>(in millions)</i>	Pension Benefits			Other Postretirement Benefits		
	2016	2015	2014	2016	2015	2014
<b>Components of Net Periodic Benefit Cost (Income)</b>						
Service cost	\$ 30.7	\$ 34.8	\$ 34.8	\$ 5.0	\$ 6.4	\$ 8.5
Interest cost	89.7	95.9	109.0	22.0	24.9	30.1
Expected return on assets	(132.9)	(167.2)	(181.1)	(17.2)	(28.2)	(36.8)
Amortization of prior service cost (credit)	(0.2)	0.1	0.2	(4.9)	(5.2)	(4.3)
Recognized actuarial loss	61.2	59.3	47.5	3.1	3.4	0.4
Net Periodic Benefit Costs (Income)	48.5	22.9	10.4	8.0	1.3	(2.1)
Additional loss recognized due to:						
Settlement loss	—	2.5	—	—	—	—
<b>Total Net Periodic Benefits Cost (Income)</b>	<b>\$ 48.5</b>	<b>\$ 25.4</b>	<b>\$ 10.4</b>	<b>\$ 8.0</b>	<b>\$ 1.3</b>	<b>\$ (2.1)</b>

The following table provides the key assumptions that were used to calculate the net periodic benefits cost for NiSource's various plans:

	Pension Benefits			Other Postretirement Benefits		
	2016	2015	2014	2016	2015	2014
<b>Weighted-average Assumptions to Determine Net Periodic Benefit Cost</b>						
Discount Rate	4.24%	3.81%	4.50%	4.33%	3.94%	4.75%
Expected Long-Term Rate of Return on Plan Assets	8.00%	8.30%	8.30%	7.85%	8.15%	8.14%
Rate of Compensation Increases	4.00%	4.00%	4.00%	—	—	—

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

NiSource believes it is appropriate to assume an 8.00% and 7.85% rate of return on pension and other postretirement plan assets, respectively, for its calculation of 2016 pension benefits cost. These rates are primarily based on asset mix and historical rates of return and were adjusted in the current year due to anticipated changes in asset allocation and projected market returns.

Beginning January 1, 2017, NiSource will change the method used to estimate the service and interest components of net periodic benefit cost for pension and other postretirement benefits. This change, compared to the previous method, is expected to result in a decrease in the actuarially-determined service and interest cost components. Historically, NiSource estimated service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. For fiscal 2017 and beyond, NiSource elected to utilize a full yield curve approach to estimate these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. NiSource believes the new approach provides a more precise measurement of service and interest costs by aligning the timing of the plan's liability cash flows to the corresponding spot rates on the yield curve. The benefit obligations measured under this approach are unchanged. NiSource will account for this change as a change in accounting estimate and accordingly will account for this prospectively.

The following table provides other changes in plan assets and projected benefit obligations recognized in other comprehensive income or regulatory asset or liability:

<i>(in millions)</i>	Pension Benefits		Other Postretirement Benefits	
	2016	2015	2016	2015
<b>Other Changes in Plan Assets and Projected Benefit Obligations Recognized in Other Comprehensive Income or Regulatory Asset or Liability</b>				
Net prior service cost	\$ —	\$ —	\$ 7.5	\$ 0.1
Net actuarial loss (gain)	(28.9)	125.7	5.3	(45.2)
Settlements	—	(2.5)	—	—
Less: amortization of prior service cost (credit)	0.2	(0.1)	4.9	5.2
Less: amortization of net actuarial gain	(61.2)	(59.3)	(3.1)	(3.4)
Less: Separation of CPG (Note 3)	—	(143.8)	—	21.5
<b>Total Recognized in Other Comprehensive Income or Regulatory Asset or Liability</b>	<b>\$ (89.9)</b>	<b>\$ (80.0)</b>	<b>\$ 14.6</b>	<b>\$ (21.8)</b>
<b>Amount Recognized in Net Periodic Benefits Cost and Other Comprehensive Income or Regulatory Asset or Liability</b>	<b>\$ (41.4)</b>	<b>\$ (54.6)</b>	<b>\$ 22.6</b>	<b>\$ (20.5)</b>

Based on a December 31 measurement date, the net unrecognized actuarial loss, unrecognized prior service cost (credit), and unrecognized transition obligation that will be amortized into net periodic benefit cost during 2017 for the pension plans are \$53.6 million, \$(0.7) million and zero, respectively, and for other postretirement benefit plans are \$3.0 million, \$(4.4) million and zero, respectively.

**12. Common Stock**

As of December 31, 2016, NiSource had 400,000,000 authorized shares of common stock with a \$0.01 par value.

**Common Stock Dividend.** Holders of shares of NiSource's common stock are entitled to receive dividends when, as and if declared by the Board out of funds legally available. The policy of the Board has been to declare cash dividends on a quarterly basis payable on or about the 20th day of February, May, August and November. NiSource has paid quarterly common dividends totaling \$0.64, \$0.83 and \$1.02 per share for the years ended December 31, 2016, 2015 and 2014, respectively. At its January 27, 2017 meeting, the Board declared a quarterly common dividend of \$0.175 per share, payable on February 17, 2017 to holders of record on February 10, 2017. NiSource has certain debt covenants which could potentially limit the amount of dividends the Company could pay in order to maintain compliance with these covenants. Refer to Note 14, "Long-Term Debt," for more information. As of December 31, 2016, these covenants did not restrict the amount of dividends that were available to be paid.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**Dividend Reinvestment and Stock Purchase Plan.** NiSource offers a Dividend Reinvestment and Stock Purchase Plan which allows participants to reinvest dividends and make voluntary cash payments to purchase additional shares of common stock on the open market.

**13. Share-Based Compensation**

The NiSource stockholders originally approved and adopted the NiSource Inc. 2010 Omnibus Incentive Plan ("Omnibus Plan") at the Annual Meeting of Stockholders held on May 11, 2010. Stockholders re-approved the Omnibus Plan as amended at the Annual Meeting of Stockholders held on May 12, 2015. The Omnibus Plan provides for awards to employees and non-employee directors of incentive and nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, cash-based awards and other stock-based awards and supersedes the long-term incentive plan approved by stockholders on April 13, 1994 ("1994 Plan") and the Director Stock Incentive Plan ("Director Plan"). The Omnibus Plan provides that the number of shares of common stock of NiSource available for awards is 8,000,000 plus the number of shares subject to outstanding awards that expire or terminate for any reason that were granted under either the 1994 Plan or the Director Plan, plus the number of shares that were awarded as a result of the Separation-related adjustments. At December 31, 2016, there were 4,992,782 shares reserved for future awards under the Omnibus Plan.

NiSource recognized stock-based employee compensation expense of \$15.1 million, \$18.8 million and \$29.8 million, during 2016, 2015 and 2014, respectively, as well as related tax benefits of \$5.8 million, \$7.2 million and \$11.8 million, respectively. Additionally, NiSource adopted ASU 2016-09 in the third quarter of 2016 and recognized excess tax benefits from the distribution of vested share-based employee compensation in 2016. For the twelve months ended December 31, 2016, \$7.2 million of such benefits were recorded. Refer to Note 2, "Recent Accounting Pronouncements," and Note 10, "Income Taxes," for additional information.

As of December 31, 2016, the total remaining unrecognized compensation cost related to non-vested awards amounted to \$16.3 million, which will be amortized over the weighted-average remaining requisite service period of 1.7 years.

**Separation-related Adjustments.** In connection with the Separation, NiSource and CPG entered into an Employee Matters Agreement, effective July 1, 2015. Under the terms of the Employee Matters Agreement, and pursuant to the terms of the Omnibus Plan, the Compensation Committee of the Board of NiSource approved an adjustment to outstanding awards granted under the Omnibus Plan in order to preserve the intrinsic aggregate value of such awards before the Separation (the "Valuation Adjustment"). The Separation-related adjustments did not have a material impact on either compensation expense or the potentially dilutive securities to be considered in the calculation of diluted earnings per share of common stock. Former NiSource employees transferred to CPG as a result of the Separation surrendered their outstanding unvested NiSource awards effective July 1, 2015.

**Restricted Stock Units and Restricted Stock.** In 2016, NiSource granted 65,418 restricted stock units and shares of restricted stock, subject to service conditions. The total grant date fair value of the shares of restricted stock units and shares of restricted stock was \$1.4 million, based on the average market price of NiSource's common stock at the date of each grant less the present value of any dividends not received during the vesting period, which will be expensed over the vesting period which is generally three years. As of December 31, 2016, all 65,418 non-vested restricted stock units and shares of restricted stock granted in 2016 were outstanding.

In 2015, NiSource granted 660,230 restricted stock units and shares of restricted stock, subject to service conditions. The total grant date fair value of the restricted stock units and shares of restricted stock was \$23.9 million, based on the average market price of NiSource's common stock at the date of each grant less the present value of any dividends not received during the vesting period, which will be expensed over the vesting period which is generally three years. Including the effect of the Valuation Adjustment, 750,708 non-vested restricted stock units and shares of restricted stock granted in 2015 were outstanding as of December 31, 2016.

In 2014, NiSource granted 158,633 restricted stock units and shares of restricted stock, subject to service conditions. The total grant date fair value of the restricted stock units and shares of restricted stock was \$5.2 million, based on the average market price of NiSource's common stock at the date of each grant less the present value of any dividends not received during the vesting period, which will be expensed over the vesting period which is generally three years. Including the effect of the Valuation Adjustment, 46,810 non-vested restricted stock units and shares of restricted stock granted in 2014 were outstanding as of December 31, 2016.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

As a result of the Separation, restricted stock units were substituted for outstanding performance shares awarded in 2014, as adjusted based on a modified performance period and modified performance goals, and were subject to the same service based vesting conditions as the performance share awards they replaced. These converted restricted stock unit awards were also subject to the Valuation Adjustment. As of December 31, 2016, 736,911 of these restricted stock units remained outstanding.

If an employee terminates employment before the service conditions lapse under the 2014, 2015 or 2016 awards due to (1) Retirement or Disability (as defined in the award agreement), or (2) death, the service conditions will lapse on the date of such termination with respect to a pro rata portion of the restricted stock units and shares of restricted stock based upon the percentage of the service period satisfied between the grant date and the date of the termination of employment. In the event of a Change-in-Control (as defined in the award agreement), all unvested shares of restricted stock and restricted stock units awarded prior to 2014 will immediately vest and all unvested shares of restricted stock and restricted stock units awarded in 2014, 2015 and 2016 will immediately vest upon termination of employment occurring in connection with a Change-in-Control. Termination due to any other reason will result in all unvested shares of restricted stock and restricted stock units awarded being forfeited effective on the employee's date of termination.

<i>(shares)</i>	Restricted Stock Units	Weighted Average Grant Date Fair Value Per Unit (\$)
Nonvested at December 31, 2015	3,142,473	8.55
Granted	65,418	21.49
Forfeited	(46,447)	11.71
Vested	(1,519,414)	5.21
<b>Nonvested at December 31, 2016</b>	<b>1,642,030</b>	<b>12.05</b>

**Performance Shares.** In 2016, NiSource granted 647,305 performance shares subject to service, performance and market conditions. The grant date fair value of the awards was \$12.6 million, based on the average market price of NiSource's common stock at the date of each grant less the present value of dividends not received during the vesting period which will be expensed over the three year requisite service period. The performance conditions are based on achievement of certain non-GAAP financial measures: cumulative net operating earnings per share, a non-GAAP financial measure that NiSource defines as income from continuing operations adjusted for certain items, for the three-year period ending December 31, 2018; and relative total shareholder return, a non-GAAP market measure that NiSource defines as the annualized growth in dividends and share price of a share of NiSource's common stock (calculated using a 20 trading day average of NiSource's closing price beginning on December 31, 2015 and ending on December 31, 2018) compared to the total shareholder return performance of a predetermined peer group of companies. A Monte Carlo analysis was used to value the portion of these awards dependent on market conditions. As of December 31, 2016, all 647,305 non-vested performance shares granted were outstanding. The service conditions for these awards lapse on February 28, 2019.

In 2015, NiSource did not grant any performance shares subject to performance and service conditions.

In 2014, NiSource granted 535,037 performance shares subject to performance and service conditions. The grant date fair-value of the awards was \$16.6 million, based on the average market price of NiSource's common stock at the date of each grant less the present value of dividends not received during the vesting period which will be expensed over the three year requisite service period. The performance conditions are based on achievement of certain non-GAAP financial measures: cumulative net operating earnings, which NiSource defines as income from continuing operations adjusted for certain items; and cumulative funds from operations, which NiSource defines as net operating cash flows provided by continuing operations, in each case for the three-year period ended December 31, 2016; and relative total shareholder return, a non-GAAP market measure that NiSource defines as the annualized growth in the dividends and share price of a share of NiSource's common stock (calculated using a 20 trading day average of NiSource's closing price beginning December 31, 2013 and ending on December 31, 2016) compared to the total shareholder return performance of a predetermined peer group of companies. The service conditions for these awards lapse on February 28, 2017.

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**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

<i>(shares)</i>	Performance Awards	Weighted Average Grant Date Fair Value Per Unit (\$)
<b>Nonvested at December 31, 2015</b>	—	—
Granted	647,305	19.50
Forfeited	—	—
Vested	—	—
<b>Nonvested at December 31, 2016</b>	<b>647,305</b>	<b>19.50</b>

**Non-employee Director Awards** . As of May 11, 2010, awards to non-employee directors may be made only under the Omnibus Plan. Currently, restricted stock units are granted annually to non-employee directors, subject to a non-employee director's election to defer receipt of such restricted stock unit award. The non-employee director's restricted stock units vest on the last day of the non-employee director's annual term corresponding to the year the restricted stock units were awarded subject to special pro-rata vesting rules in the event of Retirement or Disability (as defined in the award agreement), or death. The vested restricted stock units are payable as soon as practicable following vesting except as otherwise provided pursuant to the non-employee director's election to defer. Certain restricted stock units remain outstanding from the Director Plan. All such awards are fully vested and shall be distributed to the directors upon their separation from the Board.

As of December 31, 2016 , 218,581 restricted stock units are outstanding to non-employee directors under either the Omnibus Plan or the Director Plan. Of this amount, 40,932 restricted stock units are nonvested and expected to vest.

**401(k) Match, Profit Sharing and Company Contribution.** NiSource has a voluntary 401(k) savings plan covering eligible employees that allows for periodic discretionary matches as a percentage of each participant's contributions payable in shares of NiSource common stock. NiSource also has a retirement savings plan that provides for discretionary profit sharing contributions payable in shares of NiSource common stock to eligible employees based on earnings results; and eligible employees hired after January 1, 2010 receive a non-elective company contribution of 3% of eligible pay payable in shares of NiSource common stock. For the years ended December 31, 2016 , 2015 and 2014 , NiSource recognized 401(k) match, profit sharing and non-elective contribution expense of \$32.3 million , \$27.4 million and \$28.1 million , respectively.

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**NISOURCE INC.**

**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

**14. Long-Term Debt**

NiSource long-term debt as of December 31, 2016 and 2015 is as follows:

Long-term debt type	Maturity	Weighted average interest rate (%)	Outstanding balance as of December 31, (in millions)	
			2016	2015
<b>Senior notes:</b>				
NiSource Finance	March 2016	10.75%	\$ —	\$ 201.5
NiSource Finance	November 2016	5.41%	—	90.0
NiSource Finance	September 2017	5.25%	210.4	210.4
NiSource Finance	March 2018	6.40%	476.0	476.0
NiSource Finance	January 2019	6.80%	500.0	500.0
NiSource Finance	March 2019	Variable <sup>(1)</sup>	500.0	—
NiSource Finance	September 2020	5.45%	550.0	550.0
NiSource Finance	December 2021	4.45%	63.6	63.6
NiSource Finance	March 2022	6.13%	500.0	500.0
NiSource Finance	February 2023	3.85%	250.0	250.0
NiSource Finance	November 2025	5.89%	265.0	265.0
NiSource Finance	December 2040	6.25%	250.0	250.0
NiSource Finance	June 2041	5.95%	400.0	400.0
NiSource Finance	February 2042	5.80%	250.0	250.0
NiSource Finance	February 2043	5.25%	500.0	500.0
NiSource Finance	February 2044	4.80%	750.0	750.0
NiSource Finance	February 2045	5.65%	500.0	500.0
Capital Markets	December 2027	6.78%	3.0	3.0
<b>Total senior notes</b>			<b>\$ 5,968.0</b>	<b>\$ 5,759.5</b>
<b>Medium term notes:</b>				
Columbia of Massachusetts	December 2025 to February 2028	6.30%	\$ 40.0	\$ 40.0
Capital Markets	March 2017 to May 2027	7.92%	106.0	106.0
NIPSCO	June 2017 to August 2027	7.57%	95.5	95.5
<b>Total medium term notes</b>			<b>\$ 241.5</b>	<b>\$ 241.5</b>
<b>Capital leases:</b>				
NiSource Corporate Services	October 2019 to April 2021	2.92%	\$ 3.5	\$ 3.7
NIPSCO	May 2018	3.95%	12.7	52.8
Columbia of Ohio	October 2021 to June 2038	6.53%	80.1	79.8
Columbia of Massachusetts	December 2033 to July 2036	5.33%	23.7	24.1
Columbia of Virginia	August 2024 to July 2029	12.27%	5.5	5.8
Columbia of Pennsylvania	August 2027 to June 2036	5.45%	31.9	32.4
<b>Total capital leases</b>			<b>157.4</b>	<b>198.6</b>
Pollution control bonds - NIPSCO	July 2017 to April 2019	5.76%	96.0	226.0
Notes payable - NiSource Development Company	July 2041	5.56%	—	2.1
<b>Unamortized issuance costs and discounts</b>			<b>(41.6)</b>	<b>\$ (45.5)</b>
<b>Total Long-Term Debt</b>			<b>6,421.3</b>	<b>\$ 6,382.2</b>

<sup>(1)</sup>Rate of one month Libor plus 95 basis points.

NiSource Finance is a 100% owned, consolidated finance subsidiary of NiSource that engages in financing activities to raise funds for the business operations of NiSource and its subsidiaries. NiSource Finance was incorporated in March 2000 under the laws of the state of Indiana. Prior to 2000, the function of NiSource Finance was performed by Capital Markets. NiSource Finance obligations are fully and unconditionally guaranteed by NiSource. Consequently, no separate financial statements for NiSource Finance are required to be reported. No NiSource subsidiaries guarantee debt.

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**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

During 2016, NiSource Finance redeemed \$291.5 million of fixed-rate long-term debt at maturity, entered into a \$500 million term loan agreement and entered into forward starting swap-lock transactions with notional values totaling \$500.0 million, while NIPSCO redeemed a total of \$130.0 million of pollution control bonds. These transactions are detailed as follows:

- On March 15, 2016, NiSource Finance redeemed \$201.5 million of 10.75% senior unsecured notes at maturity.
- On March 31, 2016, NiSource Finance entered into a \$500 million term loan agreement with a syndicate of banks. The term loan matures March 29, 2019, at which point any and all outstanding borrowings under the agreement are due. Interest charged on borrowings depends on the variable rate structure elected by NiSource Finance at the time of each borrowing. The available variable rate structures from which NiSource Finance may choose are defined in the term loan agreement. As of December 31, 2016, NiSource Finance had \$500.0 million of outstanding borrowings under the term loan agreement.
- In June 2016, NiSource Finance entered into forward-starting interest rate swaps with an aggregate notional amount of \$500.0 million to hedge the variability in cash flows attributable to changes in the benchmark interest rate during the period from the effective date of the swaps to the anticipated date of forecasted debt issuances, expected to take place by the end of 2018. The forward-starting interest rate swaps were designated as cash flow hedges at the time the agreements were executed, whereby any gain or loss recognized from the effective date of the swaps to the date the associated debt is issued for the effective portion of the hedge is recorded net of tax in AOCI and amortized as a component of interest expense over the life of the designated debt. If some portion of the hedges becomes ineffective, the associated gain or loss will be recognized in earnings. As of December 31, 2016, no ineffectiveness has been recorded.
- On November 1, 2016, NIPSCO redeemed \$130.0 million of 5.60% pollution control bonds at maturity.
- On November 28, 2016, NiSource Finance redeemed \$90.0 million of 5.41% senior unsecured notes at maturity.

During 2015, NiSource Finance executed a \$750.0 million tender offer on fixed-rate long-term debt, redeemed \$230.0 million fixed-rate long-term debt at maturity, settled \$1,075.0 million term loans, and entered into two forward starting swap-lock transactions with notional values totaling \$1,000.0 million. These transactions are detailed as follows:

- Prior to the Separation, CPG closed its placement of \$2,750.0 million in aggregate principal amount of its senior notes. Using the proceeds from this offering, CPG made cash payments to NiSource representing the settlement of inter-company borrowings and the payment of a one-time special dividend. In May 2015, using proceeds from the cash payments from CPG, NiSource Finance settled its two bank term loans in the amount of \$1,075.0 million and executed a tender offer for \$750.0 million consisting of a combination of its 5.25% notes due 2017, 6.40% notes due 2018 and 4.45% notes due 2021. In conjunction with the debt retired, NiSource Finance recorded a \$97.2 million loss on early extinguishment of long-term debt, primarily attributable to early redemption premiums.
- On November 28, 2015, NiSource Finance redeemed \$230.0 million of 5.36% senior unsecured notes at maturity.
- In December 2015, NiSource Finance entered into forward starting interest rate swaps, with an aggregate notional amount of \$1.0 billion, to hedge the variability in cash flows attributable to changes in the benchmark interest rate during the period from the effective date of the swap to the anticipated date of forecasted debt issuances by the end of 2018. The forward starting interest rate swaps were designated as cash flow hedges at the time the agreements were executed.

See Note 18-A, "Contractual Obligations," for the outstanding long-term debt maturities at December 31, 2016.

Unamortized debt expense, premium and discount on long-term debt applicable to outstanding bonds are being amortized over the life of such bonds.

NiSource is subject to a financial covenant under its revolving credit facility which requires NiSource to maintain a debt to capitalization ratio that does not exceed 70%. A similar covenant in a 2005 private placement note purchase agreement requires NiSource to maintain a debt to capitalization ratio that does not exceed 75%. As of December 31, 2016, the ratio was 66%.

NiSource is also subject to certain other non-financial covenants under the revolving credit facility. Such covenants include a limitation on the creation or existence of new liens on NiSource's assets, generally exempting liens on utility assets, purchase money security interests, preexisting security interests and an additional subset of assets equal to \$150 million. An asset sale covenant generally restricts the sale, conveyance, lease, transfer or other disposition of NiSource's assets to those dispositions that are for a price not materially less than fair market of such assets, that would not materially impair the ability of NiSource and

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**Notes to Consolidated Financial Statements**

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

NiSource Finance to perform obligations under the revolving credit facility, and that together with all other such dispositions, would not have a material adverse effect. The covenant also restricts dispositions to no more than 10% of NiSource's consolidated total assets on December 31, 2015. The revolving credit facility also includes a cross-default provision, which triggers an event of default under the credit facility in the event of an uncured payment default relating to any indebtedness of NiSource or any of its subsidiaries in a principal amount of \$50.0 million or more.

NiSource's indentures generally do not contain any financial maintenance covenants. However, NiSource's indentures are generally subject to cross-default provisions ranging from uncured payment defaults of \$5 million to \$50 million, and limitations on the incurrence of liens on NiSource's assets, generally exempting liens on utility assets, purchase money security interests, preexisting security interests and an additional subset of assets capped at 10% of NiSource's consolidated net tangible assets.

**15. Short-Term Borrowings**

NiSource generates short-term borrowings from its revolving credit facility, commercial paper program, letter of credit issuances and accounts receivable transfer programs. Each of these borrowing sources is described further below.

NiSource Finance maintains a revolving credit facility to fund ongoing working capital requirements including the provision of liquidity support for its \$1.5 billion commercial paper program, provide for issuance of letters of credit and also for general corporate purposes. On November 28, 2016, NiSource Finance amended its existing revolving credit facility with a syndicate of banks led by Barclays Bank to increase the aggregate commitments from \$1.5 billion to \$1.85 billion and extend the termination date to November 28, 2021. At December 31, 2016 and 2015, NiSource had no outstanding borrowings under this facility.

NiSource Finance's commercial paper program has a program limit of up to \$1.5 billion with a dealer group comprised of Barclays, Citigroup, Credit Suisse and Wells Fargo. At December 31, 2016, NiSource had \$1,178.0 million of commercial paper outstanding. At December 31, 2015, NiSource had \$321.4 million of commercial paper outstanding.

As of December 31, 2016 and 2015, NiSource had \$14.7 million of stand-by letters of credit outstanding all of which were under the revolving credit facility.

Transfers of accounts receivable are accounted for as secured borrowings resulting in the recognition of short-term debt on the Consolidated Balance Sheets in the amount of \$310.0 million and \$246.0 million as of December 31, 2016 and 2015, respectively. Refer to Note 17, "Transfers of Financial Assets," for additional information.

Short-term borrowings were as follows:

At December 31, (in millions)	2016	2015
Commercial Paper weighted average interest rate of 1.24 % and 1.00% at December 31, 2016 and 2015, respectively. \$	1,178.0	\$ 321.4
Accounts receivable securitization facility borrowings	310.0	246.0
<b>Total Short-Term Borrowings</b>	<b>\$ 1,488.0</b>	<b>\$ 567.4</b>

Given their turnover is less than 90 days, cash flows related to the borrowings and repayments of the items listed above are presented net in the Statements of Consolidated Cash Flows.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

16. Fair Value

A. Fair Value Measurements

**Recurring Fair Value Measurements.** The following tables present financial assets and liabilities measured and recorded at fair value on NiSource's Consolidated Balance Sheets on a recurring basis and their level within the fair value hierarchy as of December 31, 2016 and December 31, 2015 :

Recurring Fair Value Measurements December 31, 2016 ( <i>in millions</i> )	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2016
<b>Assets</b>				
Risk management assets	\$ 5.4	\$ 43.6	\$ —	\$ 49.0
Available-for-sale securities	—	131.5	—	131.5
<b>Total</b>	<b>\$ 5.4</b>	<b>\$ 175.1</b>	<b>\$ —</b>	<b>\$ 180.5</b>
<b>Liabilities</b>				
Risk management liabilities	\$ 1.2	\$ 58.9	\$ 1.2	\$ 61.3
<b>Total</b>	<b>\$ 1.2</b>	<b>\$ 58.9</b>	<b>\$ 1.2</b>	<b>\$ 61.3</b>

Recurring Fair Value Measurements December 31, 2015 ( <i>in millions</i> )	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2015
<b>Assets</b>				
Risk management assets	\$ 0.1	\$ —	\$ —	\$ 0.1
Available-for-sale securities	—	128.7	—	128.7
<b>Total</b>	<b>\$ 0.1</b>	<b>\$ 128.7</b>	<b>\$ —</b>	<b>\$ 128.8</b>
<b>Liabilities</b>				
Risk management liabilities	\$ 14.3	\$ 17.4	\$ 0.2	\$ 31.9
<b>Total</b>	<b>\$ 14.3</b>	<b>\$ 17.4</b>	<b>\$ 0.2</b>	<b>\$ 31.9</b>

Risk management assets and liabilities include interest rate swaps, exchange-traded NYMEX futures and NYMEX options and non-exchange-based forward purchase contracts. Exchange-traded derivative contracts are based on unadjusted quoted prices in active markets and are classified within Level 1. These financial assets and liabilities are secured with cash on deposit with the exchange; therefore, nonperformance risk has not been incorporated into these valuations. Certain non-exchange-traded derivatives are valued using broker or over-the-counter, on-line exchanges. In such cases, these non-exchange-traded derivatives are classified within Level 2. Non-exchange-based derivative instruments include swaps, forwards and options. In certain instances, these instruments may utilize models to measure fair value. NiSource uses a similar model to value similar instruments. Valuation models utilize various inputs that include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, other observable inputs for the asset or liability and market-corroborated inputs, (i.e., inputs derived principally from or corroborated by observable market data by correlation or other means). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized within Level 2. Certain derivatives trade in less active markets with a lower availability of pricing information and models may be utilized in the valuation. When such inputs have a significant impact on the measurement of fair value, the instrument is categorized within Level 3. Credit risk is considered in the fair value calculation of derivative instruments that are not exchange-traded. Credit exposures are adjusted to reflect collateral agreements which reduce exposures. As of December 31, 2016 and 2015, there were

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no material transfers between fair value hierarchies. Additionally there were no changes in the method or significant assumptions used to estimate the fair value of NiSource's financial instruments.

NiSource Finance has entered into forward-starting interest rate swaps to hedge the interest rate risk on coupon payments of forecasted issuances of long-term debt. These swaps are designated as cash flow hedges. Credit risk is considered in the fair value calculation of each interest rate swap. As they are based on observable data and valuations of similar instruments, the interest rate swaps are categorized within Level 2 of the fair value hierarchy. There was no exchange of premium at the initial date of the swaps, and NiSource can settle the swaps at any time. For additional information see Note 9, "Risk Management Activities."

Available-for-sale securities are investments pledged as collateral for trust accounts related to NiSource's wholly-owned insurance company. Available-for-sale securities are included within "Other investments" in the Consolidated Balance Sheets. NiSource values U.S. Treasury, corporate and mortgage-backed securities using a matrix pricing model that incorporates market-based information. These securities trade less frequently and are classified within Level 2. Total unrealized gains and losses from available-for-sale securities are included in other comprehensive income (loss). The amortized cost, gross unrealized gains and losses and fair value of available-for-sale securities at December 31, 2016 and 2015 were:

December 31, 2016 (in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale securities</b>				
U.S. Treasury debt securities	\$ 35.0	\$ 0.1	\$ (0.6)	\$ 34.5
Corporate/Other debt securities	98.7	0.3	(2.0)	97.0
<b>Total</b>	<b>\$ 133.7</b>	<b>\$ 0.4</b>	<b>\$ (2.6)</b>	<b>\$ 131.5</b>
December 31, 2015 (in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available-for-sale securities</b>				
U.S. Treasury debt securities	\$ 33.7	\$ 0.1	\$ (0.3)	\$ 33.5
Corporate/Other debt securities	95.7	0.3	(0.8)	95.2
<b>Total</b>	<b>\$ 129.4</b>	<b>\$ 0.4</b>	<b>\$ (1.1)</b>	<b>\$ 128.7</b>

For the years ended December 31, 2016, 2015, and 2014, the realized gain on sale of available for sale U.S. Treasury debt securities was zero, \$ 0.2 million and \$ 0.1 million, respectively. For the years ended December 31, 2016, 2015, and 2014, the realized gain on sale of available for sale Corporate/Other debt securities was \$ 0.2 million, \$ 0.2 million, and \$ 0.4 million, respectively.

The cost of maturities sold is based upon specific identification. At December 31, 2016, approximately \$0.5 million of U.S. Treasury securities have maturities of less than a year while the remaining securities have maturities of greater than one year. At December 31, 2016, approximately \$ 15.2 million of Corporate/Other debt securities have maturities of less than a year while the remaining securities have maturities of greater than one year.

There are no material items in the fair value reconciliation of Level 3 assets and liabilities measured at fair value on a recurring basis for the years ended December 31, 2016 and 2015.

**Non-recurring Fair Value Measurements**. There were no significant non-recurring fair value measurements recorded during the twelve months ended December 31, 2016.

**B. Other Fair Value Disclosures for Financial Instruments**. The carrying amount of cash and cash equivalents, restricted cash, notes receivable, customer deposits and short-term borrowings is a reasonable estimate of fair value due to their liquid or short-term nature. NiSource's long-term borrowings are recorded at historical amounts.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate fair value.

**Long-term debt**. The fair values of these securities are estimated based on the quoted market prices for the same or similar securities. Certain premium costs associated with the early settlement of long-term debt are not taken into consideration in determining fair

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value. These fair value measurements are classified as Level 2 within the fair value hierarchy. For the years ended December 31, 2016 and 2015, there were no changes in the method or significant assumptions used to estimate the fair value of the financial instruments.

The carrying amount and estimated fair values of financial instruments were as follows:

At December 31, <i>(in millions)</i>	Carrying Amount 2016	Estimated Fair Value 2016	Carrying Amount 2015	Estimated Fair Value 2015
Long-term debt (including current portion)	\$ 6,421.3	\$ 7,064.1	\$ 6,382.2	\$ 6,975.7

**17. Transfers of Financial Assets**

Columbia of Ohio is under an agreement to sell, without recourse, substantially all of its trade receivables, as they originate, to CGORC, a wholly-owned subsidiary of Columbia of Ohio. CGORC, in turn, is party to an agreement with BTMU and BNS, under the terms of which it sells an undivided percentage ownership interest in its accounts receivable to BTMU and a commercial paper conduit sponsored by BNS. This agreement was last renewed on October 14, 2016; the current agreement expires on October 13, 2017, and can be further renewed if mutually agreed to by all parties. The maximum seasonal program limit under the terms of the current agreement is \$240 million. As of December 31, 2016, \$100.0 million of accounts receivable had been transferred by CGORC. CGORC is a separate corporate entity from NiSource and Columbia of Ohio, with separate obligations, and upon a liquidation of CGORC, CGORC's obligations must be satisfied out of CGORC's assets prior to any value becoming available to CGORC's stockholder.

NIPSCO is under an agreement to sell, without recourse, substantially all of its trade receivables, as they originate, to NARC, a wholly-owned subsidiary of NIPSCO. NARC, in turn, is party to an agreement with PNC and Mizuho under the terms of which it sells an undivided percentage ownership interest in its accounts receivable to PNC and Mizuho. This agreement was last renewed on August 24, 2016; the current agreement expires on August 23, 2017, and can be further renewed if mutually agreed to by all parties. The maximum seasonal program limit under the terms of the current agreement is \$200 million. As of December 31, 2016, \$175.0 million of accounts receivable had been transferred by NARC. NARC is a separate corporate entity from NiSource and NIPSCO, with separate obligations, and upon a liquidation of NARC, NARC's obligations must be satisfied out of NARC's assets prior to any value becoming available to NARC's stockholder.

Columbia of Pennsylvania is under an agreement to sell, without recourse, substantially all of its trade receivables, as they originate, to CPRC, a wholly-owned subsidiary of Columbia of Pennsylvania. CPRC, in turn, is party to an agreement with BTMU under the terms of which it sells an undivided percentage ownership interest in its accounts receivable to a commercial paper conduit sponsored by BTMU. The agreement with BTMU was last renewed on March 9, 2016; the current agreement expires on March 8, 2017, and can be further renewed if mutually agreed to by both parties. The maximum seasonal program limit under the terms of the agreement is \$75 million. As of December 31, 2016, \$35.0 million of accounts receivable had been transferred by CPRC. CPRC is a separate corporate entity from NiSource and Columbia of Pennsylvania, with separate obligations, and upon a liquidation of CPRC, CPRC's obligations must be satisfied out of CPRC's assets prior to any value becoming available to CPRC's stockholder.

All accounts receivables sold to the purchasers are valued at face value, which approximates fair value due to their short-term nature. The amount of the undivided percentage ownership interest in the accounts receivables sold is determined in part by required loss reserves under the agreements.

Transfers of accounts receivable are accounted for as secured borrowings resulting in the recognition of short-term borrowings on the Consolidated Balance Sheets. As of December 31, 2016, the maximum amount of debt that can be recognized related to NiSource's accounts receivable programs is \$310.0 million.

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The following table reflects the gross and net receivables transferred as well as short-term borrowings related to the securitization transactions as of December 31, 2016 and 2015 for Columbia of Ohio, NIPSCO and Columbia of Pennsylvania:

<i>(in millions)</i>	December 31, 2016	December 31, 2015
Gross Receivables	\$ 618.3	\$ 450.8
Less: Receivables not transferred	308.3	204.8
Net receivables transferred	\$ 310.0	\$ 246.0
Short-term debt due to asset securitization	\$ 310.0	\$ 246.0

During 2016 and 2015, \$64.0 million and \$38.3 million was recorded as cash flows from financing activities related to the change in short-term borrowings due to securitization transactions. Fees associated with the securitization transactions were \$2.3 million, \$2.5 million and \$2.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. Columbia of Ohio, NIPSCO and Columbia of Pennsylvania remain responsible for collecting on the receivables securitized and the receivables cannot be sold to another party.

**18. Other Commitments and Contingencies**

**A. Contractual Obligations.** NiSource has certain contractual obligations requiring payments at specified periods. The obligations include long-term debt, lease obligations, energy commodity contracts and obligations for various services including pipeline capacity and IBM outsourcing. The total contractual obligations in existence at December 31, 2016 and their maturities were:

<i>(in millions)</i>	Total	2017	2018	2019	2020	2021	After
Long-term debt <sup>(1)</sup>	\$ 6,305.5	\$ 349.9	\$ 476.0	\$ 1,041.0	\$ 550.0	\$ 63.6	\$ 3,825.0
Capital leases <sup>(2)</sup>	250.0	22.7	18.5	14.2	13.5	13.4	167.7
Interest payments on long-term debt	4,611.2	337.9	305.3	265.2	244.9	214.9	3,243.0
Operating leases <sup>(3)</sup>	54.6	15.4	9.4	7.5	4.8	4.1	13.4
Energy commodity contracts <sup>(4)</sup>	312.1	108.5	67.7	67.3	68.0	0.6	—
Service obligations:							
Pipeline service obligations	2,002.1	532.7	382.7	293.1	176.0	139.2	478.4
IBM service obligations	325.0	84.1	81.2	80.0	79.7	—	—
Other service obligations	77.7	58.1	17.4	1.9	0.3	—	—
Other liabilities	34.4	34.4	—	—	—	—	—
Total contractual obligations	\$ 13,972.6	\$ 1,543.7	\$ 1,358.2	\$ 1,770.2	\$ 1,137.2	\$ 435.8	\$ 7,727.5

<sup>(1)</sup> Long-term debt balance excludes unamortized issuance costs and discounts of \$41.6 million.

<sup>(2)</sup> Capital lease payments shown above are inclusive of interest totaling \$92.6 million.

<sup>(3)</sup> Operating lease balances do not include amounts for fleet leases that can be renewed beyond the initial lease term. The Company anticipates renewing the leases beyond the initial term, but the anticipated payments associated with the renewals do not meet the definition of expected minimum lease payments and therefore are not included above. Expected payments are \$31.1 million in 2017, \$32.9 million in 2018, \$26.1 million in 2019, \$17.5 million in 2020, \$8.0 million in 2021 and \$2.0 million thereafter.

<sup>(4)</sup> In January 2017, NIPSCO signed new coal contract commitments of \$24.2 million and \$10.1 million for 2017 and 2018, respectively. These contracts are not included above.

**Operating and Capital Lease Commitments.** NiSource leases assets in several areas of its operations. Payments made in connection with operating leases were \$ 52.0 million in 2016, \$ 47.5 million in 2015 and \$ 59.8 million in 2014, and are primarily charged to operation and maintenance expense as incurred. Capital lease assets and related accumulated depreciation included in the Consolidated Balance Sheets were \$ 167.0 million and \$ 20.6 million at December 31, 2016, and \$ 236.2 million and \$ 44.0 million at December 31, 2015, respectively.

Included in capital leases are the adjusted payments for the NIPSCO service agreement with Pure Air. Refer to section E, "Other Matters," below for additional information.

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***Purchase and Service Obligations.*** NiSource has entered into various purchase and service agreements whereby NiSource is contractually obligated to make certain minimum payments in future periods. NiSource's purchase obligations are for the purchase of physical quantities of natural gas, electricity and coal. NiSource's service agreements encompass a broad range of business support and maintenance functions which are generally described below.

NiSource's subsidiaries have entered into various energy commodity contracts to purchase physical quantities of natural gas, electricity and coal. These amounts represent minimum quantities of these commodities NiSource is obligated to purchase at both fixed and variable prices.

In July 2008, the IURC issued an order approving NIPSCO's purchase power agreements with subsidiaries of Iberdrola Renewables, Buffalo Ridge I LLC and Barton Windpower LLC. These agreements provide NIPSCO the opportunity and obligation to purchase up to 100 mw of wind power generated commencing in early 2009. The contracts extend 15 and 20 years, representing 50 mw of wind power each. No minimum quantities are specified within these agreements due to the variability of electricity generation from wind, so no amounts related to these contracts are included in the table above. Upon any termination of the agreements by NIPSCO for any reason (other than material breach by Buffalo Ridge I LLC or Barton Windpower LLC), NIPSCO may be required to pay a termination charge that could be material depending on the events giving rise to termination and the timing of the termination. NIPSCO began purchasing wind power in April 2009.

NiSource has pipeline service agreements that provide for pipeline capacity, transportation and storage services. These agreements, which have expiration dates ranging from 2017 to 2045, require NiSource to pay fixed monthly charges.

NIPSCO has contracts with three major rail operators providing for coal transportation services for which there are certain minimum payments. These service contracts extend for various periods through 2018.

On December 31, 2013, NiSource Corporate Services signed a seven-year agreement with IBM to continue to provide business process and support functions to NiSource under a combination of fixed or variable charges, with the variable charges fluctuating based on the actual need for such services. The agreement was effective January 1, 2014 with a commencement date of April 1, 2014 and includes some targeted service enhancements as well as continued existing information technology support services and a few additional support services.

NiSource has initiated a process to evaluate its future IT business process and support model, which included the issuance of a request for proposal from several service providers, including IBM. Upon any termination of the agreement by NiSource for any reason (other than material breach by IBM), NiSource may be required to pay IBM a termination charge that could include a breakage fee, repayment of IBM's capital investments not yet recovered and IBM's wind-down expense. This termination fee could be material depending on the events giving rise to the termination and the timing of the termination.

**B. Guarantees and Indemnities .** As a part of normal business, NiSource and certain subsidiaries enter into various agreements providing financial or performance assurance to third parties on behalf of certain subsidiaries. Such agreements include guarantees and stand-by letters of credit. These agreements are entered into primarily to support or enhance the creditworthiness otherwise attributed to a subsidiary on a stand-alone basis, thereby facilitating the extension of sufficient credit to accomplish the subsidiaries' intended commercial purposes. At December 31, 2016, NiSource had issued stand-by letters of credit of \$14.7 million for the benefit of third parties.

**C. Legal Proceedings .** The Company is party to certain claims and legal proceedings arising in the ordinary course of business, none of which is deemed to be individually material at this time. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's results of operations, financial position or liquidity. If one or more of such matters were decided against the Company, the effects could be material to the Company's results of operations in the period in which the Company would be required to record or adjust the related liability and could also be material to the Company's cash flows in the periods the Company would be required to pay such liability.

**D. Environmental Matters .** NiSource operations are subject to environmental statutes and regulations related to air quality, water quality, hazardous waste and solid waste. NiSource believes that it is in substantial compliance with the environmental regulations currently applicable to its operations.

It is management's continued intent to address environmental issues in cooperation with regulatory authorities in such a manner as to achieve mutually acceptable compliance plans. However, there can be no assurance that fines and penalties will not be

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incurred. Management expects a significant portion of environmental assessment and remediation costs to be recoverable through rates for certain NiSource companies.

As of December 31, 2016 and 2015, NiSource had recorded a liability of approximately \$111.4 million and \$123.2 million, respectively, to cover environmental remediation at various sites. The current portion of this liability is included in "Legal and environmental" in the Consolidated Balance Sheets. The noncurrent portion is included in "Other noncurrent liabilities" in the Consolidated Balance Sheets. NiSource recognizes costs associated with environmental remediation obligations when the incurrence of such costs is probable and the amounts can be reasonably estimated. The original estimates for remediation activities may differ materially from the amount ultimately expended. The actual future expenditures depend on many factors, including currently enacted laws and regulations, the nature and extent of impact, the method of remediation and the availability of cost recovery. These expenditures are not currently estimable at some sites. NiSource periodically adjusts its liability as information is collected and estimates become more refined.

Electric Operations' compliance estimates disclosed below are reflective of NIPSCO's Integrated Resource Plan submitted to the IURC on November 1, 2016. See section E, "Other Matters" below for additional information.

Air

The actions listed below could require further reductions in emissions from various emission sources. NiSource will continue to closely monitor developments in these matters.

**Climate Change**. Future legislative and regulatory programs, including implementation of the EPA CPP, could significantly limit allowed GHG emissions or impose a cost or tax on GHG emissions. Additionally, rules that increase methane leak detection, require emission reductions or impose additional requirements for natural gas facilities could restrict GHG emissions and impose additional costs. The CPP and other federally enacted or proposed GHG reduction measures are subject to numerous legal challenges that could change the way the programs are implemented, and NiSource will carefully monitor all GHG reduction proposals and regulations.

**National Ambient Air Quality Standards**. The CAA requires the EPA to set NAAQS for six "criteria" air pollutants considered harmful to public health and the environment. Periodically, the EPA imposes new, or modifies existing, NAAQS. States containing areas that do not meet the new or revised standards, or contribute significantly to nonattainment of downwind states, may be required to take steps to achieve and maintain compliance with the standards. These steps could include additional pollution controls on boilers, engines, turbines and other facilities owned by electric generation and gas distribution operations.

The following NAAQS were recently added or modified:

**Ozone**. On October 26, 2015, the EPA issued a final rule to lower the 8-hour ozone standard from 75 ppb to 70 ppb. After the EPA proceeds with designations, areas where NiSource operates that are currently designated in attainment with the standards may be reclassified as nonattainment. NiSource will continue to monitor this matter and cannot estimate its impact at this time.

**Clean Power Plan**. On October 23, 2015, the EPA issued a final rule to regulate CO<sub>2</sub> emissions from existing fossil-fuel EGUs under section 111(d) of the CAA. The final rule establishes national CO<sub>2</sub> emission-rate standards that are applied to each state's mix of affected EGUs to establish state-specific emission-rate and mass-emission limits. The final rule requires each state to submit a plan indicating how the state will meet the EPA's emission-rate or mass-emission limit, including possibly imposing reduction obligations on specific units. If a state does not submit a satisfactory plan, the EPA will impose a federal plan on that state. On February 9, 2016, the U.S. Supreme Court stayed implementation of the CPP until litigation is decided on its merits. The cost to comply with this rule will depend on a number of factors, including the outcome of CPP litigation, the requirements of the state plan or final federal plan, and the level of NIPSCO's required CO<sub>2</sub> emission reductions. It is possible that this new rule, comprehensive federal or state GHG legislation or other GHG regulation could result in additional expense or compliance costs that could materially impact NiSource's financial results. NIPSCO will continue to monitor this matter and cannot estimate its impact at this time. Should costs be incurred to comply with the CPP, NIPSCO believes such costs will be eligible for recovery through customer rates.

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Waste

**CERCLA.** NiSource subsidiaries are potentially responsible parties at waste disposal sites under the CERCLA (commonly known as Superfund) and similar state laws. Additionally, NiSource affiliates have retained environmental liabilities, including remediation liabilities, associated with certain former operations.

**MGP.** A program has been instituted to identify and investigate former MGP sites where Gas Distribution Operations subsidiaries or predecessors may have liability. The program has identified 64 such sites where liability is probable. Remedial actions at many of these sites are being overseen by state or federal environmental agencies through consent agreements or voluntary remediation agreements.

NiSource utilizes a probabilistic model to estimate its future remediation costs related to its MGP sites. The model was prepared with the assistance of a third-party and incorporates NiSource and general industry experience with remediating MGP sites. NiSource completes an annual refresh of the model in the second quarter of each fiscal year. No material changes to the estimated future remediation costs were noted as a result of the refresh completed as of June 30, 2016. The total estimated liability at NiSource related to the facilities subject to remediation was \$105.5 million and \$110.4 million at December 31, 2016 and 2015, respectively. The liability represents NiSource's best estimate of the probable cost to remediate the facilities. NiSource believes that it is reasonably possible that remediation costs could vary by as much as \$25 million in addition to the costs noted above. Remediation costs are estimated based on the best available information, applicable remediation standards at the balance sheet date, and experience with similar facilities.

**CCRs.** On April 17, 2015, the EPA issued a final rule for regulation of CCRs. The rule regulates CCRs under the RCRA Subtitle D, which determines them to be nonhazardous. The rule is implemented in phases and requires increased groundwater monitoring, reporting, record keeping and posting of related information to the Internet. The rule also establishes requirements related to CCR management and disposal. The rule will allow NIPSCO to continue its byproduct beneficial use program.

The publication of the CCR rule resulted in revisions to previously recorded legal obligations associated with the retirement of certain NIPSCO facilities. The actual asset retirement costs related to the CCR rule may vary substantially from the estimates used to record the increased asset retirement obligation due to the uncertainty about the compliance strategies that will be used and the preliminary nature of available data used to estimate costs. Refer to Note 7, "Asset Retirement Obligations," for further information. In addition, to comply with the rule, NIPSCO will be required to incur future capital expenditures to modify its infrastructure and manage CCRs. Based upon a preliminary engineering study, capital compliance costs are currently expected to cost approximately \$230 million. As allowed by the EPA, NIPSCO will continue to collect data over time to determine the specific compliance solutions and associated costs and, as a result, the actual costs may vary. NIPSCO has filed a petition with the IURC seeking approval of the projects and to recover the costs associated with CCR compliance.

Water

**ELG.** On November 3, 2015, the EPA issued a final rule to amend the ELG and standards for the Steam Electric Power Generating category. The final rule became effective January 4, 2016. The rule imposes new water treatment and discharge requirements on NIPSCO's electric generating facilities to be applied between 2018 and 2023. Based upon a preliminary engineering study, capital compliance costs are currently expected to cost approximately \$170 million. NIPSCO has filed a petition with the IURC seeking approval of the projects and to recover the costs associated with ELG compliance.

**E. Other Matters.**

**Transmission Upgrade Agreements.** On February 11, 2014, NIPSCO entered into TUAs with upgrade sponsors to complete upgrades on NIPSCO's transmission system on behalf of those sponsors. The upgrade sponsors agreed to reimburse NIPSCO for the total cost to construct transmission upgrades and place them into service, multiplied by a rate of 1.71 ("the multiplier").

On June 10, 2014, certain upgrade sponsors for both TUAs filed a complaint at the FERC against NIPSCO regarding the multiplier stated in the TUAs. On June 30, 2014, NIPSCO filed an answer defending the terms of the TUAs and the just and reasonable nature of the multiplier charged therein and moved for dismissal of the complaint. On December 8, 2014, the FERC issued an order in response to the complaint finding that it is appropriate for NIPSCO to recover, through the multiplier, substantiated costs of ownership related to the TUAs. On August 10, 2016, NIPSCO reached settlement with all remaining parties to the complaint and filed with the FERC for approval. An order from the FERC approving the settlement was received on January 31, 2017. Receipt of the FERC order did not result in a material impact to the Consolidated Financial Statements.

At the time the TUAs were executed, it was assumed the proceeds received from the upgrade sponsors would be taxable to NIPSCO. Accordingly, the multiplier included a provision for such taxes. On June 10, 2016, the U.S. Treasury Department issued a notice

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regarding transfers of property to regulated utilities by electric generators, stating that transfers within the scope of the notice will not be treated as taxable. In response to this notice, NIPSCO recorded a liability of \$8.6 million to reflect the estimated amount owed to the upgrade sponsors for the portion of the multiplier previously collected for taxes. This activity is recorded within "Other, net" in the Statements of Consolidated Income (Loss).

**PHMSA Transmission.** On March 17, 2016, PHMSA issued a proposed rule that would, if adopted, add new assessment and data requirements to existing transmission facilities that would necessitate expanded investigation and repair/replace activity on these facilities over the next 15 years. The comment period for the proposed rule closed on July 7, 2016. If adopted as proposed, this rule may require NiSource to incur significant incremental capital and operation and maintenance expenditures to achieve compliance. NiSource will continue to monitor this matter, and cannot reasonably estimate its impact at this time.

**PHMSA EFV.** On October 14, 2016, PHMSA issued a final rule that expands safety requirements for EFVs. Among the rule's provisions is a requirement for utilities to notify customers whose service lines are not currently equipped with an EFV of their right to request installation of an EFV. The rule takes effect April 14, 2017. NiSource is evaluating potential impacts of this regulation on its operations and cannot reasonably estimate its impact at this time.

**NIPSCO 2016 Integrated Resource Plan.** Environmental, regulatory and economic factors, including low natural gas prices and aging coal-fired units, have led NIPSCO to consider modifying its current electric generation supply mix to include less coal-fired generation. Due to enacted CCR and ELG legislation, NIPSCO would expect to incur over \$1 billion in operating, maintenance, environmental and other costs over the next seven years if the current fleet of coal-fired generating units remain operational.

On November 1, 2016, NIPSCO submitted its 2016 Integrated Resource Plan with the IURC. The plan evaluates demand-side and supply-side resource alternatives to reliably and cost effectively meet NIPSCO customers' future energy requirements over the next twenty years. The 2016 Integrated Resource Plan indicates that the most viable option for customers and NIPSCO involves the retirement of Bailly Generating Station (Units 7 and 8) as soon as mid-2018 and two units (Units 17 and 18) at the R.M. Schahfer Generating Station by the end of 2023. It is projected over the long term that the cost to customers to retire these units at these dates will be lower than maintaining and upgrading them for continuing generation.

NiSource and NIPSCO committed to the retirement of the Bailly Generating Station units in connection with the filing of the 2016 Integrated Resource Plan. However, retirement of these units is subject to the approval of the MISO, which is responsible for coordinating, controlling and monitoring the use of the electric transmission system by utilities, generators and marketers across parts of 15 U.S. states and the Canadian province of Manitoba. In the fourth quarter of 2016, the MISO approved NIPSCO's plan to retire the Bailly Generating Station units by May 31, 2018. In accordance with ASC 980-360, the remaining net book value of the Bailly Generating Station units was reclassified from "Net utility plant" to "Other property, at cost, less accumulated depreciation" on the Consolidated Balance Sheets. Refer to Note 5, "Property, Plant and Equipment" for further information.

In connection with the MISO's approval of NIPSCO's planned retirement of the Bailly Generating Station units, NiSource recorded \$22.1 million of plant retirement-related charges in the fourth quarter of 2016. These charges were comprised of contract termination charges related to NIPSCO's capital lease with Pure Air (discussed further below), voluntary employee severance benefits, and write downs of certain materials and supplies inventory balances. These charges are presented within "Operation and maintenance" on the Statements of Consolidated Income.

**NIPSCO Pure Air.** NIPSCO has a service agreement with Pure Air, a general partnership between Air Products and Chemicals, Inc. and First Air Partners LP, under which Pure Air provides scrubber services to reduce sulfur dioxide emissions for Units 7 and 8 at the Bailly Generating Station. Services under this contract commenced on July 1, 1992 and expired on June 30, 2012. The agreement was renewed effective July 1, 2012 for ten years requiring NIPSCO to pay for the services under a combination of fixed and variable charges. NiSource has made an exhaustive effort to obtain information needed from Pure Air to determine the status of Pure Air as a VIE. However, NIPSCO has not been able to obtain this information and, as a result, it is unclear whether Pure Air is a VIE and if NIPSCO is the primary beneficiary. NIPSCO will continue to request the information required to determine whether Pure Air is a VIE. NIPSCO has no exposure to loss related to the service agreement with Pure Air and payments under this agreement were \$ 21.7 million and \$ 19.5 million for the years ended December 31, 2016 and 2015 , respectively. In accordance with GAAP, the renewed agreement was evaluated to determine whether the arrangement qualifies as a lease. Based on the terms of the agreement, the arrangement qualified for capital lease accounting. As the effective date of the new agreement was July 1, 2012, NiSource capitalized this lease beginning in the third quarter of 2012.

As further discussed above in this Note 18 under the heading "NIPSCO 2016 Integrated Resource Plan," NIPSCO plans to retire the generation station units serviced by Pure Air by May 31, 2018. In December 2016, as allowed by the provisions of the service

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

agreement, NIPSCO provided Pure Air formal notice of intent to terminate the service agreement, effective May 31, 2018. Providing this notice to Pure Air triggered a contract termination liability of \$16 million which was recorded in fourth quarter of 2016. This expense was included as part of the plant retirement-related charges discussed above. Payment of this liability is not due until NIPSCO ceases use of the scrubber services. The liability is presented in "Other noncurrent liabilities" on the Consolidated Balance Sheets. In addition, NIPSCO remeasured the remaining capital lease asset and obligation to reflect the change in estimated remaining minimum lease payments. This remeasurement was a non-cash transaction that had no impact on the Statements of Consolidated Income.

**19. Accumulated Other Comprehensive Loss**

The following table displays the activity of Accumulated Other Comprehensive Loss, net of tax:

<i>(in millions)</i>	Gains and Losses on Securities <sup>(1)</sup>		Gains and Losses on Cash Flow Hedges <sup>(1)</sup>		Pension and OPEB Items <sup>(1)</sup>		Accumulated Other Comprehensive Loss <sup>(1)</sup>	
<b>Balance as of January 1, 2014</b>	\$	(0.3)	\$	(25.8)	\$	(17.5)	\$	(43.6)
Other comprehensive income (loss) before reclassifications		0.9		(0.3)		(10.2)		(9.6)
Amounts reclassified from accumulated other comprehensive loss		(0.3)		2.5		0.4		2.6
Net current-period other comprehensive income (loss)		0.6		2.2		(9.8)		(7.0)
<b>Balance as of December 31, 2014</b>	\$	0.3	\$	(23.6)	\$	(27.3)	\$	(50.6)
Other comprehensive loss before reclassifications		(0.5)		(11.0)		(5.0)		(16.5)
Amounts reclassified from accumulated other comprehensive loss		(0.3)		3.2		2.6		5.5
Net current-period other comprehensive loss		(0.8)		(7.8)		(2.4)		(11.0)
Allocation of AOCI to noncontrolling interest		—		2.0		—		2.0
Distribution of CPG to shareholders (Refer to Note 3, "Discontinued Operations")		—		13.9		10.6		24.5
<b>Balance as of December 31, 2015</b>	\$	(0.5)	\$	(15.5)	\$	(19.1)	\$	(35.1)
Other comprehensive income before reclassifications		—		7.1		0.5		7.6
Amounts reclassified from accumulated other comprehensive loss		(0.1)		1.5		1.0		2.4
Net current-period other comprehensive income (loss)		(0.1)		8.6		1.5		10.0
<b>Balance as of December 31, 2016</b>	\$	(0.6)	\$	(6.9)	\$	(17.6)	\$	(25.1)

<sup>(1)</sup> All amounts are net of tax. Amounts in parentheses indicate debits.

**20. Other, Net**

Year Ended December 31, <i>(in millions)</i>	2016		2015		2014	
Interest Income	\$	3.4	\$	0.8	\$	3.8
AFUDC Equity		11.6		11.5		10.7
Charitable Contributions		(4.5)		(4.8)		(11.1)
Miscellaneous <sup>(1)</sup>		(9.0)		9.9		10.0
<b>Total Other, net</b>	\$	1.5	\$	17.4	\$	13.4

<sup>(1)</sup> Miscellaneous in 2016 primarily consists of a TUA-related charge of \$8.6 million to reflect the estimated amount owed to the upgrade sponsors for the portion of the multiplier previously collected for taxes. Refer to Note 18-E, "Other Matters," for additional information. In 2015 and 2014, Miscellaneous primarily consisted of TUA income.

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Notes to Consolidated Financial Statements

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

21. Interest Expense, Net

Year Ended December 31, (in millions)	2016	2015	2014
Interest on long-term debt	\$ 352.3	\$ 377.5	\$ 368.6
Interest on short-term borrowings	9.2	2.2	5.2
Debt discount/cost amortization	7.6	8.7	8.0
Accounts receivable securitization fees	2.3	2.5	2.9
Allowance for borrowed funds used and interest capitalized during construction	(5.6)	(5.4)	(5.3)
Other <sup>(1)</sup>	(16.3)	(5.3)	0.1
<b>Total Interest Expense, net</b>	<b>\$ 349.5</b>	<b>\$ 380.2</b>	<b>\$ 379.5</b>

<sup>(1)</sup>The change in Other for 2016 is primarily attributed to increases in Columbia of Ohio's post-in-service carrying charges (PISCC).

22. Segments of Business

At December 31, 2016, NiSource's operations are divided into two primary reportable segments. The Gas Distribution Operations segment provides natural gas service and transportation for residential, commercial and industrial customers in Ohio, Pennsylvania, Virginia, Kentucky, Maryland, Indiana and Massachusetts. The Electric Operations segment provides electric service in 20 counties in the northern part of Indiana.

The following table provides information about business segments. NiSource uses operating income as its primary measurement for each of the reported segments and makes decisions on finance, dividends and taxes at the corporate level on a consolidated basis. Segment revenues include intersegment sales to affiliated subsidiaries, which are eliminated in consolidation. Affiliated sales are recognized on the basis of prevailing market, regulated prices or at levels provided for under contractual agreements. Operating income is derived from revenues and expenses directly associated with each segment.

Year Ended December 31, (in millions)	2016	2015	2014
<b>Gross Revenues</b>			
<b>Gas Distribution Operations</b>			
Unaffiliated	\$ 2,818.2	\$ 3,068.7	\$ 3,593.6
Intersegment	12.4	0.4	0.3
<b>Total</b>	<b>2,830.6</b>	<b>3,069.1</b>	<b>3,593.9</b>
<b>Electric Operations</b>			
Unaffiliated	1,660.8	1,573.6	1,672.6
Intersegment	0.8	0.8	0.8
<b>Total</b>	<b>1,661.6</b>	<b>1,574.4</b>	<b>1,673.4</b>
<b>Corporate and Other</b>			
Unaffiliated	13.5	9.5	6.2
Intersegment	413.3	396.4	412.5
<b>Total</b>	<b>426.8</b>	<b>405.9</b>	<b>418.7</b>
Eliminations	(426.5)	(397.6)	(413.6)
<b>Consolidated Gross Revenues</b>	<b>\$ 4,492.5</b>	<b>\$ 4,651.8</b>	<b>\$ 5,272.4</b>

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**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

Year Ended December 31, <i>(in millions)</i>	2016	2015	2014
<b>Operating Income (Loss)</b>			
Gas Distribution Operations	\$ 574.0	\$ 555.8	\$ 537.0
Electric Operations	291.4	264.4	282.7
Corporate and Other	(7.2)	(20.3)	(30.6)
<b>Consolidated Operating Income</b>	<b>\$ 858.2</b>	<b>\$ 799.9</b>	<b>\$ 789.1</b>
<b>Depreciation and Amortization</b>			
Gas Distribution Operations	\$ 252.9	\$ 232.6	\$ 217.6
Electric Operations	274.5	267.7	244.4
Corporate and Other	19.7	24.1	24.9
<b>Consolidated Depreciation and Amortization</b>	<b>\$ 547.1</b>	<b>\$ 524.4</b>	<b>\$ 486.9</b>
<b>Assets</b>			
Gas Distribution Operations	\$ 11,096.4	\$ 10,094.5	\$ 9,443.7
Electric Operations	5,233.3	5,265.3	5,009.9
Corporate and Other <sup>(1)</sup>	2,362.2	2,132.7	10,136.2
<b>Consolidated Assets</b>	<b>\$ 18,691.9</b>	<b>\$ 17,492.5</b>	<b>\$ 24,589.8</b>
<b>Capital Expenditures <sup>(2)</sup></b>			
Gas Distribution Operations	\$ 1,054.4	\$ 917.0	\$ 860.3
Electric Operations	420.6	400.3	438.8
Corporate and Other	15.4	50.2	40.5
<b>Consolidated Capital Expenditures</b>	<b>\$ 1,490.4</b>	<b>\$ 1,367.5</b>	<b>\$ 1,339.6</b>

<sup>(1)</sup> Corporate and Other in 2014 includes assets of Discontinued Operations. Refer to Note 3, "Discontinued Operations," for additional information.

<sup>(2)</sup> Amounts differ from those presented on the Statements of Consolidated Cash Flows primarily due to the inclusion of capital expenditures included in current liabilities and AFUDC Equity.

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**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

**23. Quarterly Financial Data (Unaudited)**

Quarterly financial data does not always reveal the trend of NiSource's business operations due to nonrecurring items and seasonal weather patterns, which affect earnings and related components of net revenues and operating income.

<i>(in millions, except per share data)</i>	First Quarter <sup>(1)</sup>	Second Quarter <sup>(1)</sup>	Third Quarter	Fourth Quarter
<b>2016</b>				
Gross revenues	\$ 1,436.6	\$ 897.6	\$ 861.3	\$ 1,297.0
Operating Income	381.4	138.2	113.7	224.9
Income from Continuing Operations	186.6	29.0	23.7	88.8
Results from Discontinued Operations - net of taxes	—	(0.1)	3.5	—
Net Income	186.6	28.9	27.2	88.8
Basic Earnings Per Share				
Continuing Operations	0.58	0.09	0.07	0.28
Discontinued Operations	—	—	0.01	—
Basic Earnings Per Share	\$ 0.58	\$ 0.09	\$ 0.08	\$ 0.28
Diluted Earnings Per Share				
Continuing Operations	0.58	0.09	0.07	0.27
Discontinued Operations	—	—	0.01	—
Diluted Earnings Per Share	\$ 0.58	\$ 0.09	\$ 0.08	\$ 0.27
<b>2015</b>				
Gross revenues	\$ 1,852.2	\$ 884.6	\$ 817.2	\$ 1,097.8
Operating Income	386.3	84.4	109.7	219.5
Income (Loss) from Continuing Operations	192.5	(73.1)	14.8	64.4
Results from Discontinued Operations - net of taxes <sup>(2)</sup>	82.8	45.4	(19.7)	(5.0)
Net Income (Loss)	275.3	(27.7)	(4.9)	59.4
Net Income (Loss) attributable to NiSource	268.4	(36.4)	(4.9)	59.4
Basic Earnings (Loss) Per Share				
Continuing Operations	0.61	(0.23)	0.05	0.20
Discontinued Operations	0.24	0.12	(0.07)	(0.01)
Basic Earnings (Loss) Per Share	\$ 0.85	\$ (0.11)	\$ (0.02)	\$ 0.19
Diluted Earnings (Loss) Per Share				
Continuing Operations	0.61	(0.23)	0.05	0.20
Discontinued Operations	0.24	0.12	(0.07)	(0.01)
Diluted Earnings (Loss) Per Share	\$ 0.85	\$ (0.11)	\$ (0.02)	\$ 0.19

<sup>(1)</sup>First and second quarter results for 2016 differ from the results presented in the as-filed Form 10-Q for the respective periods as a result of the adoption of ASU 2016-09 in the third quarter of 2016. Refer to Note 2, "Recent Accounting Pronouncements," for additional information.

<sup>(2)</sup>Includes the results of the former Columbia Pipeline Group segment.

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**Notes to Consolidated Financial Statements**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)**

**24. Supplemental Cash Flow Information**

The following tables provide additional information regarding NiSource's Consolidated Statements of Cash Flows for the years ended December 31, 2016 , 2015 and 2014 :

Year Ended December 31, <i>(in millions)</i>	2016	2015	2014
<b>Supplemental Disclosures of Cash Flow Information</b>			
Non-cash transactions:			
Capital expenditures included in current liabilities	\$ 125.3	\$ 121.6	\$ 127.4
Assets acquired under a capital lease	4.0	47.5	76.7
Schedule of interest and income taxes paid:			
Cash paid for interest, net of interest capitalized amounts	\$ 337.8	\$ 390.4	\$ 429.3
Cash paid for income taxes	8.0	21.3	19.4

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA (continued)

**NISOURCE INC.**  
**SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS**

**Twelve months ended December 31, 2016**

<i>(\$ in millions)</i>	Balance Jan. 1, 2016	Additions		Deductions for Purposes for which Reserves were Created	Balance Dec. 31, 2016
		Charged to Costs and Expenses	Charged to Other Account <sup>(1)</sup>		
<b>Reserves Deducted in Consolidated Balance Sheet from Assets to Which They Apply:</b>					
Reserve for accounts receivable	\$ 20.3	\$ 19.7	\$ 48.5	\$ 65.2	\$ 23.3
Reserve for other investments	3.0	—	—	—	3.0

**Twelve months ended December 31, 2015**

<i>(\$ in millions)</i>	Balance Jan. 1, 2015	Additions		Deductions for Purposes for which Reserves were Created	Balance Dec. 31, 2015
		Charged to Costs and Expenses	Charged to Other Account <sup>(1)</sup>		
<b>Reserves Deducted in Consolidated Balance Sheet from Assets to Which They Apply:</b>					
Reserve for accounts receivable	\$ 24.9	\$ 22.5	\$ 56.7	\$ 83.8	\$ 20.3
Reserve for other investments	3.0	—	—	—	3.0

**Twelve months ended December 31, 2014**

<i>(\$ in millions)</i>	Balance Jan. 1, 2014	Additions		Deductions for Purposes for which Reserves were Created	Balance Dec. 31, 2014
		Charged to Costs and Expenses	Charged to Other Account <sup>(1)</sup>		
<b>Reserves Deducted in Consolidated Balance Sheet from Assets to Which They Apply:</b>					
Reserve for accounts receivable	\$ 23.4	\$ 21.8	\$ 69.9	\$ 90.2	\$ 24.9
Reserve for other investments	3.0	—	—	—	3.0

<sup>(1)</sup> Charged to Other Accounts reflects the deferral of bad debt expense to a regulatory asset.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

NiSource's chief executive officer and its chief financial officer are responsible for evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). NiSource's disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including NiSource's chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon that evaluation, NiSource's chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that financial information was processed, recorded and reported accurately.

Management's Annual Report on Internal Control over Financial Reporting

NiSource management, including NiSource's chief executive officer and chief financial officer, are responsible for establishing and maintaining NiSource's internal control over financial reporting, as such term is defined under Rule 13a-15(f) or Rule 15d-15(f) promulgated under the Exchange Act. However, management would note that a control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met. NiSource's management has adopted the 2013 framework set forth in the Committee of Sponsoring Organizations of the Treadway Commission report, Internal Control - Integrated Framework, the most commonly used and understood framework for evaluating internal control over financial reporting, as its framework for evaluating the reliability and effectiveness of internal control over financial reporting. During 2016, NiSource conducted an evaluation of its internal control over financial reporting. Based on this evaluation, NiSource management concluded that NiSource's internal control over financial reporting was effective as of the end of the period covered by this annual report.

Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by NiSource in the reports that it files or submits under the Exchange Act is accumulated and communicated to NiSource's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Deloitte & Touche LLP, NiSource's independent registered public accounting firm, issued an attestation report on NiSource's internal controls over financial reporting which is contained in Item 8, "Financial Statements and Supplementary Data."

Changes in Internal Controls

There have been no changes in NiSource's internal control over financial reporting during the most recently completed quarter covered by this report that has materially affected, or is reasonably likely to materially affect, NiSource's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

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N I S O U R C E I N C .

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Except for the information required by this item with respect to our executive officers included at the end of Part I of this report on Form 10-K and information regarding our Code of Business Conduct below, the information required by this Item 10 is incorporated herein by reference to the discussion in "Proposal 1 Election of Directors," "Corporate Governance," and "Section 16(a) Beneficial Ownership Reporting Compliance," of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2017.

The Company has adopted a Code of Business Conduct to promote (i) ethical behavior, including the ethical handling of conflicts of interest, (ii) full, fair, accurate, timely and understandable financial disclosure, (iii) compliance with applicable laws, rules and regulations, (iv) accountability for adherence to our code, and (v) prompt internal reporting of violations of our code. Our Code of Business Conduct satisfies applicable SEC and NYSE requirements and applies to all directors, officers (including our principal executive officer, principal financial officer, principal accounting officer and controller) as well as employees of the Company and its affiliates. A copy of our Code of Business Conduct is available on our website at [www.nisource.com/investors/governance](http://www.nisource.com/investors/governance) and also is available to any stockholder upon written request to our Corporate Secretary.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item 11 is incorporated herein by reference to the discussion in "Corporate Governance - Compensation Committee Interlocks and Insider Participation," "Director Compensation," "Executive Compensation," and "Executive Compensation - Compensation Committee Report," of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2017 .

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item 12 is incorporated herein by reference to the discussion in "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2017 .

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item 13 is incorporated herein by reference to the discussion in "Corporate Governance - Policies and Procedures with Respect to Transactions with Related Persons" and "Corporate Governance - Director Independence" of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2017 .

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item 14 is incorporated herein by reference to the discussion in "Independent Auditor Fees" of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2017 .

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**PART IV**

**N I S O U R C E I N C .**

**ITEM 15. EXHIBITS. FINANCIAL STATEMENT SCHEDULES**

**Financial Statements and Financial Statement Schedules**

The following financial statements and financial statement schedules filed as a part of the Annual Report on Form 10-K are included in Item 8, "Financial Statements and Supplementary Data."

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	<u>40</u>
<u>Statements of Consolidated Income</u>	<u>42</u>
<u>Statements of Consolidated Comprehensive Income</u>	<u>43</u>
<u>Consolidated Balance Sheets</u>	<u>44</u>
<u>Statements of Consolidated Cash Flows</u>	<u>46</u>
<u>Statements of Consolidated Common Stockholders' Equity</u>	<u>47</u>
<u>Notes to Consolidated Financial Statements</u>	<u>49</u>
<u>Schedule II</u>	<u>100</u>

**Exhibits**

The exhibits filed herewith as a part of this report on Form 10-K are listed on the Exhibit Index immediately following the signature page. Each management contract or compensatory plan or arrangement of NiSource, listed on the Exhibit Index, is separately identified by an asterisk.

Pursuant to Item 601(b), paragraph (4)(iii)(A) of Regulation S-K, certain instruments representing long-term debt of NiSource's subsidiaries have not been included as Exhibits because such debt does not exceed 10% of the total assets of NiSource and its subsidiaries on a consolidated basis. NiSource agrees to furnish a copy of any such instrument to the SEC upon request.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

NiSource Inc.  
\_\_\_\_\_  
(Registrant)

Date: February 22, 2017 By: /s/ JOSEPH HAMROCK  
Joseph Hamrock  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/</u>	<u>JOSEPH HAMROCK</u> Joseph Hamrock	President, Chief Executive Officer and Director (Principal Executive Officer)	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>DONALD E. BROWN</u> Donald E. Brown	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>JOSEPH W. MULPAS</u> Joseph W. Mulpas	Vice President and Chief Accounting Officer (Principal Accounting Officer)	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>RICHARD L. THOMPSON</u> Richard L. Thompson	Chairman and Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>RICHARD A. ABDOO</u> Richard A. Abdo	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>ARISTIDES S. CANDRIS</u> Aristides S. Candris	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>WAYNE S. DEVEYDT</u> Wayne S. DeVeydt	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>DEBORAH A. HENRETTA</u> Deborah A. Henretta	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>MICHAEL E. JESANIS</u> Michael E. Jesanis	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>KEVIN T. KABAT</u> Kevin T. Kabat	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>CAROLYN Y. WOO</u> Carolyn Y. Woo	Director	<u>Date: February 22, 2017</u>
<u>/s/</u>	<u>PETER A. ALTABEF</u> Peter A. Altabef	Director	<u>Date: February 22, 2017</u>

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EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF ITEM
(2.1)	Separation and Distribution Agreement, dated as of June 30, 2015, by and between NiSource Inc. and Columbia Pipeline Group, Inc. (incorporated by reference to Exhibit 2.1 to the NiSource Inc. Form 8-K filed on July 2, 2015).
(3.1)	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the NiSource Inc. Form 10-Q filed on August 3, 2015).
(3.2)	Bylaws of NiSource Inc., as amended and restated through January 29, 2016 (incorporated by reference to Exhibit 3.1 to the NiSource Inc. Form 8-K filed on February 1, 2016).
(4.1)	Indenture, dated as of March 1, 1988, by and between Northern Indiana Public Service Company ("NIPSCO") and Manufacturers Hanover Trust Company, as Trustee (incorporated by reference to Exhibit 4 to the NIPSCO Registration Statement (Registration No. 33-44193)).
(4.2)	First Supplemental Indenture, dated as of December 1, 1991, by and between Northern Indiana Public Service Company and Manufacturers Hanover Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to the NIPSCO Registration Statement (Registration No. 33-63870)).
(4.3)	Indenture Agreement, dated as of February 14, 1997, by and between NIPSCO Industries, Inc., NIPSCO Capital Markets, Inc. and Chase Manhattan Bank as trustee (incorporated by reference to Exhibit 4.1 to the NIPSCO Industries, Inc. Registration Statement (Registration No. 333-22347)).
(4.4)	Second Supplemental Indenture, dated as of November 1, 2000, by and 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. Form 10-K for the period ended December 31, 2000).
(4.5)	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 4.1 to the NiSource Inc. Form S-3, dated November 17, 2000 (Registration No. 333-49330)).
(10.1)	2010 Omnibus Incentive Plan (incorporated by reference to Exhibit B to the NiSource Inc. Definitive Proxy Statement to Stockholders for the Annual Meeting held on May 11, 2010, filed on April 2, 2010).*
(10.2)	First Amendment to the 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to the NiSource Inc. Form 10-K filed on February 18, 2014).*
(10.3)	2010 Omnibus Incentive Plan (incorporated by reference to Exhibit C to the NiSource Inc. Definitive Proxy Statement to Stockholders for the Annual Meeting held on May 12, 2015, filed on April 7, 2015).*
(10.4)	Second Amendment to the NiSource Inc. 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Form 8-K filed October 23, 2015).*
(10.5)	Form of Performance Share Award Agreement under the 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Form 10-Q filed on April 30, 2014).*
(10.6)	Form of Amended and Restated 2013 Performance Share Agreement effective on implementation of the spin-off on July 1, 2015, (under the 2010 Omnibus Incentive Plan)(incorporated by reference to Exhibit 10.1 to the NiSource Inc. Form 10-Q filed on November 3, 2015).*
(10.7)	Form of Amended and Restated 2014 Performance Share Agreement effective on the implementation of the spin-off on July 1, 2015, (under the 2010 Omnibus Incentive Plan)(incorporated by reference to Exhibit 10.2 to the NiSource Inc. Form 10-Q filed on November 3, 2015).*
(10.8)	Form of Amendment to Restricted Stock Unit Award Agreement related to Vested but Unpaid NiSource Restricted Stock Unit Awards for Nonemployee Directors of NiSource entered into as of July 13, 2015 (incorporated by reference to Exhibit 10.3 to the NiSource Inc. Form 10-Q filed on November 3, 2015).*
(10.9)	NiSource Inc. Nonemployee Director Retirement Plan, as amended and restated effective May 13, 2008 (incorporated by reference to Exhibit 10.2 to the NiSource Inc. Form 10-K filed on February 27, 2009).*
(10.10)	Supplemental Life Insurance Plan effective January 1, 1991, as amended, (incorporated by reference to Exhibit 2 to the NIPSCO Industries, Inc. Form 8-K filed on March 25, 1992).*
(10.11)	Form of Change in Control and Termination Agreement (incorporated by reference to Exhibit 99.1 to the NiSource

Inc. Form 8-K filed January 6, 2014).\*

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- (10.12) Revised Form of Change in Control and Termination Agreement (incorporated by reference to Exhibit 10.2 to the NiSource Inc. Form 8-K filed on October 23, 2015).\*
- (10.13) Form of Restricted Stock Agreement under the 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.18 to the NiSource Inc. Form 10-K filed on February 28, 2011).\*
- (10.14) Form of Restricted Stock Unit Award Agreement for Non-employee directors under the Non-employee Director Stock Incentive Plan (incorporated by reference to Exhibit 10.19 to the NiSource Inc. Form 10-K filed on February 28, 2011).\*
- (10.15) Form of Restricted Stock Unit Award Agreement for Nonemployee Directors under the 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to NiSource Inc. Form 10-Q filed on August 2, 2011).\*
- (10.16) Form of Performance Share Award Agreement under the 2010 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the NiSource Inc. Form 10-Q filed on May 3, 2016).\*
- (10.17) Form of Restricted Stock Unit Award Agreement under the 2010 Omnibus Incentive Plan.\* \*\*
- (10.18) Form of Restricted Stock Unit Award Agreement for Nonemployee Directors under the 2010 Omnibus Incentive Plan.\* \*\*
- (10.19) Amended and Restated NiSource Inc. Supplemental Executive Retirement Plan effective May 13, 2011 (incorporated by reference to Exhibit 10.3 to NiSource Inc. Form 10-Q filed on October 28, 2011).\*
- (10.20) Amended and Restated Pension Restoration Plan for NiSource Inc. and Affiliates effective May 13, 2011 (incorporated by reference to Exhibit 10.4 to NiSource Inc. Form 10-Q filed on October 28, 2011).\*
- (10.21) Amended Restated Savings Restoration Plan for NiSource Inc. and Affiliates effective October 22, 2012 (incorporated by reference to Exhibit 10.20 to the NiSource Inc. Form 10-K filed on February 19, 2013).\*
- (10.22) Amended and Restated NiSource Inc. Executive Deferred Compensation Plan effective November 1, 2012 (incorporated by reference to Exhibit 10.21 to the NiSource Inc. Form 10-K filed on February 19, 2013).\*
- (10.23) NiSource Inc. Executive Severance Policy, as amended and restated, effective January 1, 2015 (incorporated by reference to Exhibit 10.22 to the NiSource Inc. Form 10-K filed on February 19, 2013).\*
- (10.24) Fourth Amended and Restated Revolving Credit Agreement, dated as of November 28, 2016, among NiSource Finance Corp., as Borrower, NiSource Inc., the Lenders party thereto, Barclays Bank PLC, as Administrative Agent, JPMorgan Chase Bank, N.A. and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Co-Syndication Agents, Citibank, N.A., Credit Suisse AG, Cayman Islands Branch and Wells Fargo Bank, National Association, as Co-Documentation Agents, and Barclays Bank PLC, JPMorgan Chase Bank, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., Credit Suisse Securities (USA) LLC, Citigroup Global Markets, Inc. and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Form 8-K filed on November 28, 2016).
- (10.25) Note Purchase Agreement, dated as of August 23, 2005, by and among NiSource Finance Corp., as issuer, NiSource Inc., as guarantor, and the purchasers named therein (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Current Report on Form 8-K filed on August 26, 2005).
- (10.26) Amendment No. 1, dated as of November 10, 2008, to the Note Purchase Agreement by and among NiSource Finance Corp., as issuer, NiSource Inc., as guarantor, and the purchasers whose names appear on the signature page thereto (incorporated by reference to Exhibit 10.30 to the NiSource Inc. Form 10-K filed on February 27, 2009).
- (10.27) Term Loan Agreement, dated as of March 31, 2016, by and among NiSource Finance Corp., as Borrower, NiSource Inc., as Guarantor, the Lenders party thereto, and PNC Bank, National Association, as Administrative Agent, JP Morgan Chase Bank, N.A., as Syndication Agent, and Mizuho Bank, Ltd., as Documentation Agent (incorporated by reference to Exhibit 10.1 to the NiSource Inc. Form 10-Q filed on May 3, 2016).
- (10.28) Letter Agreement, dated as of March 17, 2015, by and between NiSource Inc. and Donald Brown. (incorporated by reference Exhibit 10.1 to the NiSource Inc. Form 10-Q filed on April 30, 2015).\*
- (10.29) Letter Agreement, dated as of February 23, 2016, by and between NiSource Inc. and Pablo A. Vegas.\* \*\*
- (10.30) Tax Allocation Agreement, dated as of June 30, 2015, by and between NiSource Inc. and Columbia Pipeline Group, Inc. (incorporated by reference to Exhibit 10.1 of the NiSource Inc. Form 8-K filed on July 2, 2015).
- (10.31) Employee Matters Agreement, dated as of June 30, 2015, by and between NiSource Inc. and Columbia Pipeline

Group, Inc. (incorporated by reference to Exhibit 10.2 of the NiSource Inc. Form 8-K filed on July 2, 2015).

(12) Ratio of Earnings to Fixed Charges.\*\*

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- (21) List of Subsidiaries. \*\*
- (23) Consent of Deloitte & Touche LLP. \*\*
- (31.1) Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*\*
- (31.2) Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. \*\*
- (32.1) Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). \*\*
- (32.2) Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith). \*\*
- (101.INS) XBRL Instance Document. \*\*
- (101.SCH) XBRL Schema Document. \*\*
- (101.CAL) XBRL Calculation Linkbase Document. \*\*
- (101.LAB) XBRL Labels Linkbase Document. \*\*
- (101.PRE) XBRL Presentation Linkbase Document. \*\*
- (101.DEF) XBRL Definition Linkbase Document. \*\*

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

\*\* Exhibit filed herewith.

References made to NIPSCO filings can be found at Commission File Number 001-04125. References made to NiSource Inc. filings made prior to November 1, 2000 can be found at Commission File Number 001-09779.

**NiSource Inc.  
2010 Omnibus Incentive Plan**

**2016 Restricted Stock Unit Award Agreement**

This Restricted Stock Unit Award Agreement (the "Agreement"), is made and entered into as of [DATE] (the "Date of Grant"), by and between NiSource Inc., a Delaware corporation (the "Company"), and [NAME], an Employee of the Company (the "Grantee").

**Section 1. Restricted Stock Unit Award.** The Company hereby grants to the Grantee, on the terms and conditions hereinafter set forth, an Award of [NUMBER] Restricted Stock Units. The Restricted Stock Units will be represented by a bookkeeping entry (the "RSU Account") of the Company, and each Restricted Stock Unit shall be equivalent to one share of the Company's common stock.

**Section 2. Grantee Accounts.** The number of Restricted Stock Units granted pursuant to this Agreement shall be credited to the Grantee's RSU Account. Each RSU Account shall be maintained on the books of the Company until full payment of the balance thereof has been made to the Grantee (or the Grantee's beneficiaries or estate if the Grantee is deceased) in accordance with Section 1 above. No funds shall be set aside or earmarked for any RSU Account, which shall be purely a bookkeeping device.

**Section 3. Vesting and Lapse of Restrictions.**

- (a) Vesting. Subject to the forfeiture conditions described later in this Agreement, the Restricted Stock Units shall not vest until [DATE] (the "Vesting Date"), at which date they will become 100% vested.
  - (b) Effect of Termination of Service Prior to Vesting. Except as set forth below, if Grantee's Service is terminated for any reason prior to the occurrence of the Vesting Date or event provided in this Section, the Grantee shall forfeit the Restricted Stock Units. Notwithstanding the foregoing, if, before the Vesting Date, the Grantee terminates Service due to the Grantee's Retirement, death, or Disability, the restrictions set forth in part (a) above shall lapse with respect to a *pro rata* portion of such Restricted Stock Units on the date of termination of Service. Such *pro rata* lapse of restrictions shall be determined using a fraction, where the numerator shall be the number of full or partial calendar months elapsed between the Date of Grant and the date the Grantee terminates Service, and the denominator shall be the number of full or partial calendar months between the Date of Grant and the Vesting Date. For purposes of this Agreement, "Retirement" means the Grantee's attainment of age 55 and 10 years of Service.
  - (c) Change in Control. Notwithstanding the foregoing provisions, in the event of a Change in Control, the Restricted Stock Units under this Agreement shall vest in accordance with Article XVI of the Plan. In the event of any conflict between Article XVI of the Plan and this Agreement, Article XVI shall control.
  - [(d) Limitation on Restricted Stock Units. Notwithstanding the previous provisions of this Section, during any calendar year with respect to which the Grantee is a Covered Officer (for purpose of Internal Revenue Code ("Code") Section 162(m)), if the Grantee otherwise would vest in a number of Restricted Stock Units under this Section, the Grantee instead may vest only with respect to a sufficient number of Restricted Stock Units whose aggregate Fair Market Value on the date such restrictions would, when added to the Grantee's "applicable employee
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remuneration” (as defined in Code Section 162(m)) for the applicable calendar year that does not constitute “qualified performance-based compensation” (as defined in Code Section 162(m)), not exceed the aggregate amount of \$999,999.00 for the applicable calendar year (the “Limitation”).

To the extent the restrictions on any Restricted Stock Units do not lapse due to the application of this Section, the restrictions on such Restricted Stock Units shall lapse on the first to occur of:

- (i) the last business day of any subsequent calendar year or years to the extent that the Limitation is not exceeded for such year or years;
- (ii) the date next following the Grantee’s termination of Service for any reason other than for Cause,  
or
- (iii) the first business day of the year next following the year with respect to which the Grantee ceases to be a Covered Officer.

The Company will make all determinations as to whether the lapse of restrictions on any Restricted Stock Units is delayed in accordance with this Section. Such determinations will be made on a uniform and non-discriminatory basis consistent with the requirements under Code Section 409A.] This subparagraph 3(d) may be omitted in a one-time special restricted stock unit award granted to a newly hired executive for the purpose of compensating the executive for the loss of a portion of incentive awards from the executive’s prior employer.

**Section 4. Delivery of Shares.** Once Restricted Stock Units have vested under this Agreement, the Company will determine the number of Shares represented by the Restricted Stock Units in the Grantee’s RSU Account and deliver the total number of Shares due to the Grantee as soon as administratively possible after such date. The delivery of the Shares shall be subject to payment of the applicable withholding tax liability and the forfeiture provisions of this Agreement. If the Grantee dies before the Company has distributed any portion of the vested Restricted Stock Units, the Company will transfer any Shares payable with respect to the vested Restricted Stock Units in accordance with the Grantee’s written beneficiary designation or to the Grantee’s estate if no written beneficiary designation is provided.

**Section 5. Withholding of Taxes.** The Company shall have the power and the right to deduct or withhold, or require the Grantee to remit to the Company, an amount sufficient to satisfy federal, state, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of this Agreement.

**Section 6. Securities Law Compliance.** The delivery of all or any Shares that relate to the Restricted Stock Units shall only be effective at such time that the issuance of such Shares will not violate any state or federal securities or other laws. The Company is under no obligation to effect any registration of Shares under the Securities Act of 1933 or to effect any state registration or qualification of the Shares that may be issued under this Agreement. The Company may, in its sole discretion, delay the delivery of Shares or place restrictive legends on Shares in order to ensure that the issuance of any Shares will be in compliance with federal or state securities laws and the rules of any exchange upon which the Company’s Shares are traded. If the Company delays the delivery of Shares in order to ensure compliance with any state or federal securities or other laws, the Company shall deliver the Shares at the earliest date at which the Company reasonably believes that such delivery will not cause such violation, or at such later date that may be permitted under Code Section 409A.

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**Section 7. Restriction on Transferability.** Except as otherwise provided under the Plan, until the Restricted Stock Units have vested under this Agreement, the Restricted Stock Units granted herein and the rights and privileges conferred hereby may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated (by operation of law or otherwise), other than by will or the laws of descent and distribution. Any attempted transfer in violation of the provisions of this paragraph shall be void, and the purported transferee shall obtain no rights with respect to such Restricted Stock Units.

**Section 8. Grantee's Rights Unsecured.** The right of the Grantee or his or her beneficiary to receive a distribution hereunder shall be an unsecured claim against the general assets of the Company, and neither the Grantee nor his or her beneficiary shall have any rights in or against any amounts credited to the Grantee's RSU Account or any other specific assets of the Company. All amounts credited to the Grantee's RSU Account shall constitute general assets of the Company and may be disposed of by the Company at such time and for such purposes, as it may deem appropriate.

**Section 9. No Rights as Stockholder or Employee.**

- (a) Unless and until Shares have been issued to the Grantee, the Grantee shall not have any privileges of a stockholder of the Company with respect to any Restricted Stock Units subject to this Agreement, nor shall the Company have any obligation to issue any dividends or otherwise afford any rights to which Shares are entitled with respect to any such Restricted Stock Units.
- (b) Nothing in this Agreement or the Award shall confer upon the Grantee any right to continue as an Employee of the Company or any Affiliate or to interfere in any way with the right of the Company or any Affiliate to terminate the Grantee's Service at any time.

**Section 10. Adjustments.** If at any time while the Award is outstanding, the number of outstanding Restricted Stock Units is changed by reason of a reorganization, recapitalization, stock split or any of the other events described in the Plan, the number and kind of Restricted Stock Units shall be adjusted in accordance with the provisions of the Plan. In the event of certain corporate events specified in Article XVI of the Plan, any unvested Restricted Stock Units may be replaced by substituted Awards or forfeited in exchange for payment of cash in accordance with the procedures and provisions of Article XVI of the Plan.

**Section 11. Notices.** Any notice hereunder by the Grantee shall be given to the Company in writing and such notice shall be deemed duly given only upon receipt thereof at the following address: Corporate Secretary, NiSource Inc., 801 East 86<sup>th</sup> Avenue, Merrillville, IN 46410-6271, or at such other address as the Company may designate by notice to the Grantee. Any notice hereunder by the Company shall be given to the Grantee in writing and such notice shall be deemed duly given only upon receipt thereof at such address as the Grantee may have on file with the Company.

**Section 12. Administration.** The administration of this Agreement, including the interpretation and amendment or termination of this Agreement, will be performed in accordance with the Plan. All determinations and decisions made by the Committee, the Board, or any delegate of the Committee as to the provisions of this Agreement shall be conclusive, final, and binding on all persons. This Agreement at all times shall be governed by the Plan and in no way alter or modify the Plan. To the extent a conflict exists between this Agreement and the Plan, the provisions of the Plan shall govern. Notwithstanding the foregoing, if subsequent guidance is issued under Code Section 409A that would impose additional taxes, penalties, or interest to either the Company or the Grantee, the Company may administer this Agreement in accordance with such guidance and amend this Agreement without the consent of the Grantee to the extent such actions,

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in the reasonable judgment of the Company, are considered necessary to avoid the imposition of such additional taxes, penalties, or interest.

**Section 13. Governing Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of Indiana, without giving effect to the choice of law principles thereof.

**Section 14. Government Regulations.** Notwithstanding anything contained herein to the contrary, the Company's obligation to issue or deliver certificates evidencing the Restricted Stock Units shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

**Section 15. Entire Agreement; Code Section 409A Compliance.** This Agreement and the Plan contain the terms and conditions with respect to the subject matter hereof and supersede any previous agreements, written or oral, relating to the subject matter hereof. This Agreement is pursuant to the terms of the Company's 2010 Omnibus Incentive Plan (the "Plan"). The applicable terms of the Plan are incorporated herein by reference, including the definition of capitalized terms contained in the Plan, and including the Code Section 409A provisions of Section XIX of the Plan. This Agreement shall be interpreted in accordance with Code Section 409A including the rules related to payment timing for "specified employees" within the meaning of Code Section 409A. This Agreement shall be deemed to be modified to the maximum extent necessary to be in compliance with Code Section 409A's rules. If the Grantee is unexpectedly required to include in the Grantee's current year's income any amount of compensation relating to the Restricted Stock Units because of a failure to meet the requirements of Code Section 409A, then to the extent permitted by Code Section 409A, the Grantee may receive a distribution of cash or Shares in an amount not to exceed the amount required to be included in income as a result of the failure to comply with Code Section 409A.

IN WITNESS WHEREOF, the Company has caused this Award to be granted, and the Grantee has accepted this Award, as of the date first above written.

NiSource Inc.

By: Robert D. Campbell

Its: Executive Vice President,  
Corporate Affairs and Human Resources

GRANTEE

By: \_\_\_\_\_  
[NAME]

**NiSource Inc.  
2010 Omnibus Incentive Plan**

**Restricted Stock Unit Award Agreement**

This Restricted Stock Unit Award Agreement (the "Agreement"), is made and entered into as of \_\_, by and between NiSource Inc., a Delaware corporation (the "Company"), and \_\_\_\_, a Nonemployee Director of the Company (the "Grantee").

**Section 1. Restricted Stock Unit Award.** The Company hereby grants to the Grantee, on the terms and conditions hereinafter set forth, an annual Award of Restricted Stock Units ("RSUs") each year the Grantee serves as a member of the Board of Directors of NiSource Inc. For each term for which a Grantee is elected, the number of RSUs awarded is calculated by dividing the annual equity retainer amount, as periodically determined by resolution by the NiSource Inc. Board of Directors, by the Fair Market Value of the NiSource Inc. common stock on the Date of Grant. The annual equity retainer amount will be prorated as reflected in the grant notice for any portion of a year for which the Grantee was not serving as a director. For purposes of this Agreement, the "Date of Grant" shall mean the date specified in the annual grant notice evidencing the annual award of RSUs. The Restricted Stock Units will be represented by a bookkeeping entry (the "RSU Account") of the Company, and each Restricted Stock Unit shall be equivalent to one share of the Company's common stock.

**Section 2. Grantee Accounts.** The number of whole and fractional RSUs granted pursuant to this Agreement shall be credited to the Grantee's RSU Account. The Grantee shall be credited with additional RSUs pursuant to Article XIV of the Plan to reflect dividend equivalents with respect to the period of time between the Date of Grant and the receipt of payment under the Plan. Such dividend equivalent credits will be equal to the dividends or other distributions declared on any Shares underlying the RSUs. Dividend equivalents will be aggregated and credited to the Grantee's RSU Account in the form of additional RSUs based on the Fair Market Value on the dividend payment date. Each RSU Account shall be maintained on the books of the Company until full payment of the balance thereof has been made to the Grantee (or the Grantee's beneficiaries or estate if the Grantee is deceased) in accordance with Sections 4 and 5 herein. No funds shall be set aside or earmarked for any RSU Account, which shall be purely a bookkeeping device.

**Section 3. Vesting and Lapse of Restrictions.** The annual RSUs awarded under this Agreement will vest on the last day of the Grantee's annual term for which the Grantee is elected that corresponds to the year in which the RSUs are awarded; provided, however, that if the Grantee first becomes a Nonemployee Director of the Company after the start of an annual term, the first annual Award of Restricted Stock Units relating to such shorter annual term shall vest on the first anniversary of the Date of Grant. All future annual Awards shall vest on the last day of the Grantee's annual term for which the Grantee is elected that corresponds to the year in which the RSUs are awarded. Notwithstanding the foregoing, in the event of a Change in Control, the RSUs awarded under this Agreement shall vest in accordance with Article XVI of the Plan. Further notwithstanding the foregoing, in the event that Grantee separates from service prior to such time as a result of "Retirement" (defined as the cessation of services after providing a minimum of five continuous years of service as a member of the Board), death or Disability, the Grantee shall pro-rata vest in an amount of RSUs determined by using a fraction, where the numerator shall be the number of full or partial calendar months elapsed between the Date of Grant and the date the Grantee's Retirement, death or Disability, and the denominator of which shall be the number of full or partial calendar months elapsed between the Date of Grant and the last day of the Grantee's annual term for which the Grantee is elected that corresponds to the year in which the RSUs are awarded.

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**Section 4. Payment of RSUs.** The Company shall distribute the RSUs to the Grantee under each Award as soon as practicable (but in no event later than 60 days) after the date such Award vests, except as provided in a valid deferral election made pursuant to Article XVII of the Plan and Section 5 below. The Grantee shall be entitled to receive from the Company a number of Shares with an aggregate Fair Market Value on the date of payment equal to the aggregate Fair Market Value of such vested Restricted Stock Units, including the Restricted Stock Units credited to the Participant's RSU Account as dividend equivalents. Payment to the Grantee shall be made in the form of NiSource Inc. common stock for all whole and fractional RSUs.

**Section 5. Election to Defer Receipt of RSU Shares.** With respect to each annual Award, the receipt of shares of common stock relating to the RSUs may be deferred beyond the vesting date under the rules and procedures established separately by the Company. A Grantee's election to defer receipt of such shares of common stock on the deferral election form provided by the Company will defer the payment and income recognition, until the earlier of: (i) the date Grantee's service on the Board terminates for any reason or (ii) the Grantee's specified date of payment. In accordance with Code Section 409A, an election to defer under this Section 5 generally must be made in the calendar year prior to the year in which services related to those RSU's are first performed. If the Grantee is newly eligible to make a deferral election under this Agreement and any other aggregated plan under Code Section 409A, however, the Grantee may make an initial deferral election before the Date of Grant. Notwithstanding anything to the contrary in this Agreement, shares of common stock will not be issued and the Grantee shall have no rights of a stockholder in common stock issuable under this Agreement to the extent that the Grantee has elected to defer the issuance and receipt of such common stock; provided, however, that the Grantee shall continue to receive dividend equivalent credits during the period of deferral credited to the RSU Account at such times as provided in Sections 2 and 10(a) of this Agreement. A Grantee's properly filed election to defer receipt of RSU shares under each Award shall evidence the time of payment of the RSU shares elected by the Grantee. If, however, service as a member of the Board terminates prior to the vesting date, any shares that would not have vested on the date of termination will be cancelled regardless of an election on file. Notwithstanding the foregoing, in the event that the Grantee separates from service before the date of payment elected by the Grantee, vested RSUs will be payable as soon as practicable (but in no event later than 60 days) after such separation from service in a single payment of Shares.

**Section 6. Delivery of Shares.** If the Grantee dies before the Company has distributed any portion of the vested Restricted Stock Units, the Company will transfer any Shares payable with respect to the vested Restricted Stock Units in accordance with the Grantee's written beneficiary designation or to the Grantee's estate if no written beneficiary designation is provided.

**Section 7. Securities Law Compliance.** The delivery of all or any Shares that relate to the Restricted Stock Units shall only be effective at such time that the issuance of such Shares will not violate any state or federal securities or other laws. The Company is under no obligation to effect any registration of Shares under the Securities Act of 1933 or to effect any state registration or qualification of the Shares that may be issued under this Agreement. The Company may, in its sole discretion, delay the delivery of Shares or place restrictive legends on Shares in order to ensure that the issuance of any Shares will be in compliance with federal or state securities laws and the rules of any exchange upon which the Company's Shares are traded. If the Company delays the delivery of Shares in order to ensure compliance with any state or federal securities or other laws, the Company shall deliver the Shares at the earliest date at which the Company reasonably believes that such delivery will not cause such violation, or at such later date that may be permitted under Code Section 409A.

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**Section 8. Restriction on Transferability**. Except as otherwise provided in the Plan, the Restricted Stock Units granted herein and the rights and privileges conferred hereby may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated (by operation of law or otherwise), other than by will or the laws of descent and distribution. Any attempted transfer in violation of the provisions of this paragraph shall be void, and the purported transferee shall obtain no rights with respect to such Restricted Stock Units.

**Section 9. Grantee's Rights Unsecured**. The right of the Grantee or his or her beneficiary to receive a distribution hereunder shall be an unsecured claim against the general assets of the Company, and neither the Grantee nor his or her beneficiary shall have any rights in or against any amounts credited to the Grantee's RSU Account or any other specific assets of the Company. All amounts credited to the Grantee's RSU Account shall constitute general assets of the Company and may be disposed of by the Company at such time and for such purposes, as it may deem appropriate.

**Section 10. No Rights as Stockholder or Nonemployee Director**.

- (a) Unless and until Shares have been issued to the Grantee, the Grantee shall not have any privileges of a stockholder of the Company with respect to any Restricted Stock Units subject to this Agreement; provided, however, that the Grantee shall be entitled to receive dividend equivalent credits equal to the dividends or other distributions declared on any Shares underlying the RSUs in accordance with Section 2.
- (b) Nothing in this Agreement or the Award shall confer upon the Grantee any right to continue as a Nonemployee Director of the Company or any Affiliate or to interfere in any way with the right of the Company or any Affiliate to terminate the Grantee's service at any time.

**Section 11. Adjustments**. If at any time while the Award is outstanding, the number of outstanding Restricted Stock Units is changed by reason of a reorganization, recapitalization, stock split or any of the other events described in the Plan, the number and kind of Restricted Stock Units shall be adjusted in accordance with the provisions of the Plan. In the event of certain corporate events specified in Article XVI of the Plan, any unvested or undistributed Restricted Stock Units may be replaced by substituted Awards or forfeited in exchange for payment of cash in accordance with the procedures and provisions of Article XVI of the Plan.

**Section 12. Notices**. Any notice hereunder by the Grantee shall be given to the Company in writing and such notice shall be deemed duly given only upon receipt thereof at the following address: Corporate Secretary, NiSource Inc., 801 East 86<sup>th</sup> Avenue, Merrillville, IN 46410-6271, or at such other address as the Company may designate by notice to the Grantee. Any notice hereunder by the Company shall be given to the Grantee in writing and such notice shall be deemed duly given only upon receipt thereof at such address as the Grantee may have on file with the Company.

**Section 13. Administration**. The administration of this Agreement, including the interpretation and amendment or termination of this Agreement, will be performed in accordance with the Plan. All determinations and decisions made by the Committee, the Board, or any delegate of the Committee as to the provisions of this Agreement shall be conclusive, final, and binding on all persons. This Agreement at all times shall be governed by the Plan and in no way alter or modify the Plan. To the extent a conflict exists between this Agreement and the Plan, the provisions of the Plan shall govern. Notwithstanding the foregoing, if subsequent guidance is issued under Code Section 409A that would impose additional taxes, penalties, or interest to either the Company may administer this Agreement in accordance with such guidance and amend

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this Agreement without the Consent of the Grantee to the extent such actions, in the reasonable judgment of the Company, are considered necessary to avoid the imposition of such additional taxes, penalties, or interest.

**Section 14. Governing Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of Indiana, without giving effect to the choice of law principles thereof.

**Section 15. Government Regulations.** Notwithstanding anything contained herein to the contrary, the Company's obligation to issue or deliver certificates evidencing the Restricted Stock Units shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

**Section 16. Entire Agreement; Code Section 409A Compliance.** This Agreement and the Plan contain the terms and conditions with respect to the subject matter hereof and supersede any previous agreements, written or oral, relating to the subject matter hereof. This Agreement is pursuant to the terms of the Company's 2010 Omnibus Incentive Plan (the "Plan") and in the event of conflicts between this Agreement and the Plan, the Plan shall govern. The applicable terms of the Plan are incorporated herein by reference, including the definition of capitalized terms contained in the Plan, and including the Code Section 409A provisions of Section XIX of the Plan. This Agreement shall be interpreted in accordance with Code Section 409A. This Agreement shall be deemed to be modified to the maximum extent necessary to be in compliance with Code Section 409A's rules.

If the Grantee is unexpectedly required to include in the Grantee's current year's income any amount of compensation relating to the Restricted Stock Units because of a failure to meet the requirements of Code Section 409A, then to the extent permitted by Code Section 409A, the Grantee may receive a distribution of cash or Shares in an amount not to exceed the amount required to be included in income as a result of the failure to comply with Code Section 409A.

**Section 17. Evergreen Agreement and Future Grants.** In accordance with Section 1, the Company will continue to grant Awards of Restricted Stock Units to the Grantee annually. Such future Awards will be governed by the terms and conditions of this Agreement and will be evidenced by a grant notice or statement signed by the Company. Notwithstanding the foregoing, the Company reserves the right to grant future Awards to the Grantee under different terms and conditions from this Agreement. Such Awards will be evidenced by a new Award Agreement signed by both the Company and the Grantee. In addition, the Company reserves the right to cancel or terminate the grant of future Awards of Restricted Stock Units to the Grantee and instead pay the Grantee for services in the form of cash or other Awards.

IN WITNESS WHEREOF, the Company has caused this Award to be granted, and the Grantee has accepted this Award, as of the date first above written.

NiSource Inc.

By: \_\_\_\_\_

Its: Vice President and Corporate Secretary

GRANTEE

By: \_\_\_\_\_

February 23, 2016

**CONFIDENTIAL**

Mr. Pablo Vegas  
1599 Oxbow Drive  
Blacklick, OH 43004

Dear Pablo:

On behalf of NiSource Inc., I am pleased to offer you employment as Executive Vice President and President Columbia Gas Group reporting to Joseph Hamrock, Chief Executive Officer. Speaking on behalf of our leadership team, we look forward to the contribution you will make to our organization. This letter does not constitute an offer of a contract of guaranteed employment; if you accept this offer, you will be an employee at will. The terms of the offer are as follows.

**Position:** You will join us as Executive Vice President and President Columbia Gas Group, beginning May 3, 2016. You will report to Joseph Hamrock. Your work location will be in Columbus, Ohio.

**Compensation:** Your annual base salary will be \$450,000, payable monthly. Adjustments to base salary may be made periodically during your employment.

**Benefits:** While you are employed by NiSource Inc., or its subsidiaries (the "Company"), you will be entitled to participate in all benefit plans, including without limitation, any health, life and disability insurance plans, qualified and nonqualified retirement plans, or any other plan or benefit generally afforded to similarly situated executives of NiSource Inc.

**Short-Term Incentive:** Your annual incentive opportunity under our annual incentive plan will be based on a target of 65% of base salary, with a range of 25% to 105%. The payment of this short-term incentive is dependent upon Company performance, your own performance and your status as an employee in good standing. Actual payment may be greater than or less than the 65%, based on a combination of the stated factors. Annual incentive plans are determined each year based on business objectives and market conditions.

**Signing Bonus:** You will receive a signing bonus in the gross amount of \$150,000. This signing bonus will be paid within 30 days of your start date. You agree to repay this signing bonus to the Company in the event you choose to leave the Company before May 3, 2017.

**Long-Term Incentive:** You will also have the opportunity to participate in a long-term incentive compensation program, under the 2010 Omnibus Incentive Plan, on the same basis as other senior executives of the Company. Subject to approval by the Officer Nomination and Compensation Committee of the Board, you will receive a long-term incentive grant for 2016 in the amount of \$650,000. One hundred percent of the value of this award will be in performance shares, the ultimate vesting in February 2019 being contingent upon NiSource's financial performance in 2016 through 2018.

**Special Stock Grant:** To compensate you for the loss of a portion of your incentive awards from your prior employer, you will also receive a grant of restricted stock units pursuant to the 2010 Omnibus Incentive Plan. The number of shares to be granted will be determined by dividing \$1,000,000 by the fair market value of one common share of NiSource Inc. on the date of grant. Vesting of the restricted stock shall be based solely on the passage of time. The restricted stock shall vest 1/2 increment on the first anniversary of your

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employment, and the final 1/2 increment will vest on the second anniversary of your employment.

Vacation: You will receive four weeks of paid vacation per year.

Change in Control: Subject to approval by the Officer Nomination and Compensation Committee of the Board, NiSource Inc. will enter into a Change in Control Agreement with you on substantially the same terms as other senior executives of the Company.

Severance: You will be eligible to participate in the NiSource Executive Severance Policy in the event your employment with the Company is terminated.

NiSource Policies: You are expected to familiarize yourself with and observe all Company policies. Following your acceptance of this offer and during the course of your employment with the Company, you will have access to confidential and proprietary information of the Company. You agree to maintain the confidentiality of such information, before, during and after your employment.

Dispute Resolution: Should there be any dispute as to the meaning or application of this letter, both parties agree to submit the dispute to nonbinding mediation at the Company's expense. In the event the parties are unable to resolve the dispute through mediation, they agree to submit the dispute to binding arbitration under the standard employment rules of the American Arbitration Association. This letter shall be construed in accordance with the laws of the State of Ohio.

Your employment is contingent upon passing a drug screen, and completion of formal reference checking, which includes a background check of previous employment, military and driving history, professional references, and any criminal record.

I hope that you accept the Company's offer of employment. To acknowledge your acceptance, please sign and return one copy of this letter to me. We are truly delighted with your interest in working with us. Please feel free to contact me to discuss any questions you may have. We look forward to you joining us.

Sincerely,

/s/ Robert D. Campbell

Robert D. Campbell  
Executive Vice President  
Corporate Affairs and Human Resources

/s/ Pablo Vegas

Pablo Vegas

2/29/2016

Date

Exhibit 12

NiSource Inc.  
Ratio of Earnings to Fixed Charges

	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013	December 31, 2012
<b>Earnings as defined in item 503(d) of Regulation S-K:</b>					
Add:					
Pretax income from continuing operations (a)(b)	\$ 510,208,667	\$ 340,406,027	\$ 423,910,493	\$ 330,158,304	\$ 253,968,177
Fixed Charges	407,450,678	422,886,197	421,483,105	410,081,138	415,593,947
Amortization of capitalized interest (c)	—	—	—	—	—
Distributed income of equity investees	224,702	151,119	110,964	118,416	—
Share of pre-tax losses of equity investees for which charges arising guarantees are included in fixed charges	—	—	—	—	—
Deduct:					
Interest capitalized (c)	—	—	—	—	—
Preference security dividend requirements of consolidated subsidiaries(d)	—	—	—	—	—
Non-Controlling interest in pre-tax income of subsidiaries that have not incurred fixed charges	—	—	—	—	—
	<u>\$ 917,884,047</u>	<u>\$ 763,443,343</u>	<u>\$ 845,504,562</u>	<u>\$ 740,357,858</u>	<u>\$ 669,562,124</u>
<b>Fixed charges as defined in item 503(d) of Regulation S-K:</b>					
Interest on long-term debt	\$ 352,265,520	\$ 377,469,202	\$ 368,614,101	\$ 364,427,942	\$ 366,907,783
Other interest	30,244,516	20,897,004	22,963,342	20,521,761	24,790,198
Capitalized interest during period (c)	—	—	—	—	—
Amortization of premium, reacquisition premium, discount and expense on debt, net	7,618,345	8,701,321	9,967,085	9,395,881	9,699,157
Interest portion of rent expense	17,322,297	15,818,670	19,938,578	15,735,555	14,196,608
Non-controlling interest	—	—	—	—	—
	<u>\$ 407,450,678</u>	<u>\$ 422,886,197</u>	<u>\$ 421,483,106</u>	<u>\$ 410,081,139</u>	<u>\$ 415,593,746</u>
Plus preferred stock dividends: Preferred dividend requirements of subsidiary	\$ —	\$ —	\$ —	\$ —	\$ —
Preferred dividend requirements factor	0.64	0.58	0.61	0.67	0.67
Preference security dividend requirements of consolidated subsidiaries (d)	—	—	—	—	—
Fixed charges	<u>407,450,678</u>	<u>422,886,197</u>	<u>421,483,106</u>	<u>410,081,139</u>	<u>415,593,746</u>
	<u>\$ 407,450,678</u>	<u>\$ 422,886,197</u>	<u>\$ 421,483,106</u>	<u>\$ 410,081,139</u>	<u>\$ 415,593,746</u>
Ratio of earnings to fixed charges	2.25	1.81	2.01	1.81	1.61

(a) Income Statement amounts have been adjusted for discontinued operations.

(b) Excludes adjustment for minority interest in consolidated subsidiaries or income or loss from equity investees.

(c) NiSource is a public utility following ASC 980 and therefore does not add amortization of capitalized interest or subtract interest capitalized in determining earnings, nor reduces fixed charges for Allowance for Funds Used During Construction.

(d) Preferred dividends, as defined by SEC regulation S-K, are computed by dividing the preferred dividend requirement by one minus the effective income tax rate applicable to continuing operations.

Exhibit 21

## SUBSIDIARIES OF NISOURCE

as of December 31, 2016

### Segment/Subsidiary

#### GAS DISTRIBUTION OPERATIONS

Bay State Gas Company d/b/a Columbia Gas of Massachusetts  
Central Kentucky Transmission Company  
Columbia Gas of Kentucky, Inc.  
Columbia Gas of Maryland, Inc.  
Columbia Gas of Ohio, Inc.  
Columbia Gas of Pennsylvania, Inc.  
Columbia Gas of Virginia, Inc.  
NiSource Gas Distribution Group, Inc.

#### State of Incorporation

Massachusetts  
Delaware  
Kentucky  
Delaware  
Ohio  
Pennsylvania  
Virginia  
Delaware

#### ELECTRIC OPERATIONS

Northern Indiana Public Service Company\*

Indiana

#### CORPORATE AND OTHER OPERATIONS

Columbia Gas of Ohio Receivables Corporation  
Columbia Gas of Pennsylvania Receivables Corporation  
NIPSCO Accounts Receivable Corporation  
NiSource Capital Markets, Inc.  
NiSource Corporate Group, Inc.  
NiSource Corporate Services Company  
NiSource Development Company, Inc.  
NiSource Energy Technologies, Inc.  
NiSource Finance Corp.  
NiSource Insurance Corporation, Inc.

Delaware  
Delaware  
Indiana  
Indiana  
Delaware  
Delaware  
Indiana  
Indiana  
Indiana  
Utah

\* Reported under Gas Distribution Operations and Electric Operations.

**Exhibit 23**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-214360, 333-214360-01 and 333-202363 on Form S-3, and Registration Statement Nos. 333-107743, 333-166888, 333-170706, and 333-204168 on Form S-8 of our reports dated February 22, 2017, relating to the consolidated financial statements and financial statement schedule of NiSource Inc. and subsidiaries (the “Company”) (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company’s spin-off of its subsidiary Columbia Pipeline Group, Inc. on July 1, 2015) and the effectiveness of the Company’s internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2016.

/s/ DELOITTE & TOUCHE LLP  
Chicago, Illinois  
February 22, 2017

**Exhibit 31.1**

**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Joseph Hamrock, certify that:

1. I have reviewed this Annual Report of NiSource Inc. on Form 10-K for the year ended December 31, 2016 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2017

By:

/s/ Joseph Hamrock

\_\_\_\_\_  
Joseph Hamrock  
President and Chief Executive Officer

Exhibit 31.2

**Certification Pursuant to  
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Donald E. Brown, certify that:

1. I have reviewed this Annual Report of NiSource Inc. on Form 10-K for the year ended December 31, 2016 ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 22, 2017

By: \_\_\_\_\_ /s/ Donald E. Brown

Donald E. Brown

Executive Vice President and Chief Financial Officer

Exhibit 32.1

**Certification Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of NiSource Inc. (the "Company") on Form 10-K for the year ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Hamrock, Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Joseph Hamrock

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Joseph Hamrock

President and Chief Executive Officer

Date: February 22, 2017

**Exhibit 32.2**

**Certification Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of NiSource Inc. (the "Company") on Form 10-K for the year ending December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Donald E. Brown, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Donald E. Brown

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Donald E. Brown

Executive Vice President and Chief Financial Officer

Date: February 22, 2017