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VECTREN CORP  
Form U-3A-2  
June 14, 2001

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

FORM U-3A-2  
Statement by Holding Company  
Claiming Exemption Under Rule U-3A-2  
From the Provisions of the  
Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.

hereby file with the Securities and Exchange Commission, pursuant to Rule 2, their statement claiming exemption as holding companies from the provisions of the Public Utility Holding Company Act of 1935, and submit the following information:

ITEM 1. Name, State of organization, location and nature of business of Claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which Claimant directly or indirectly holds an interest.

Vectren Corporation (Vectren or Claimant), an Indiana corporation with principal offices in Evansville, Indiana, was organized on June 10, 1999, solely for the purpose of effecting the merger of Indiana Energy, Inc. (Indiana Energy) and SIGCORP, Inc. (SIGCORP). On March 31, 2000, the merger of Indiana Energy with SIGCORP and into Vectren was consummated with a tax-free exchange of shares accounted for as a pooling-of-interests. Vectren is a "holding company", as such term is defined by the Public Utility Holding Act of 1935 (the Act).

Regulated Operations

Vectren Utility Holdings, Inc. (VUHI), an Indiana corporation, is a "subsidiary company" of Vectren and a "holding company" (as such term is defined by the Act). VUHI is the intermediate holding company for Vectren's three wholly owned operating public

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utilities, Indiana Gas Company, Inc. (Indiana Gas), formerly a wholly owned subsidiary of Indiana Energy, Southern Indiana Gas and Electric Company (SIGECO), formerly a wholly owned subsidiary of SIGCORP, and the Ohio operations (defined hereafter). VUHI's regulated subsidiaries serve approximately one million customers in Indiana and Ohio. VUHI also holds a 33% ownership interest in Community Natural Gas Company, Inc. (Community).

Indiana Gas, an Indiana corporation, is a "subsidiary company" of Vectren through VUHI and is also a "gas utility company" and a "public utility company" (as such terms are defined by the Act). Indiana Gas provides natural gas and transportation services to a diversified base of customers in 311 communities in 49 of Indiana's 92 counties. Indiana Gas also holds a 47% undivided ownership interest in the assets of the Ohio operations (see below).

SIGECO, an Indiana corporation, is a "subsidiary company" of Vectren through VUHI and is also an "electric utility company," a "gas utility company," and a "public utility company" (as such terms are defined by the Act). SIGECO provides generation, transmission, distribution and the sale of electric power to Evansville, Indiana, and 74 other communities, and the distribution and sale of natural gas to Evansville, Indiana, and 64 communities in ten counties in southwestern Indiana.

On October 31, 2000 Vectren completed the acquisition of the natural gas distribution assets of The Dayton Power and Light Company (herein referred to as the Ohio operations). The Ohio operations provide natural gas distribution and transportation services to Dayton, Ohio and 16 counties in west central Ohio. The Ohio operations are owned as a tenancy in common through two of Vectren's wholly owned subsidiaries. Indiana Gas holds a 47% undivided ownership interest in the assets, and Vectren Energy Delivery of Ohio, Inc. (VEDO) holds a 53% undivided ownership interest in the assets. VEDO, an Ohio corporation, is a "subsidiary company" of Vectren through VUHI (as such term is defined by the Act) and is the operator of the assets. VEDO is therefore a "gas utility company" and "public utility company", as such terms are defined in the Act.

Community, an Indiana corporation, is a "subsidiary company" of VUHI and is also a "gas utility company" and a "public utility company" (as such terms are defined by the Act). Community is a small Indiana gas distribution company with offices in Mt. Carmel, Illinois.

### Non-regulated Operations

Vectren is involved in non-regulated activities through three primary business groups: Energy Services, Utility Services, and Communications. Energy Services trades and markets natural gas

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and provides energy performance contracting services. Utility Services provides utility products and services, such as underground construction and facilities locating, meter reading and materials management, and the mining and sale of coal. Communications provides integrated broadband communications services, including local and long distance telephone, Internet access and cable television. In addition, other businesses invest in and realize tax credits from other energy-related opportunities and corporate technology.

The primary companies for Vectren's non-regulated operations include Vectren Enterprises, Inc., Vectren Generation Services, Inc., Vectren PAC, Vectren Foundation, Inc., Vectren Resources, LLC, and Vectren Capital Corp.

Vectren Enterprises, Inc. is an intermediate holding company for non-regulated businesses: Vectren Energy Services, Inc., Vectren Utility Services, Inc., Vectren Communications, Inc., Vectren Ventures, Inc. and Vectren Financial Group, Inc.

Vectren Energy Services, Inc. is an intermediate holding company for Vectren Energy Solutions, Inc., which holds a 100% interest in SIGCORP Energy Services, Inc., Energy Systems Group, Inc., Vectren Environmental Services, Inc., Indiana Energy Services, Inc. (dormant) and SIGCORP Power Marketing, Inc. (dormant), and a 50% ownership interest in ProLiance Energy, LLC.

SIGCORP Energy Services, Inc. has a 99% ownership interest in SIGCORP Energy Services, LLC, which provides natural gas, pipeline management and other natural gas related services, through its ownership interest in SIGCORP Gas Marketing, LLC, Ohio Valley Hub, LLC and Signature Energy Management, LLC.

Energy Systems Group, Inc. has a two-thirds ownership interest in Energy Systems Group, LLC, an energy-related performance contracting firm serving industrial and commercial customers.

Vectren Environmental Services, Inc. holds a 51% ownership interest in Air Quality Services, LLC, a joint venture created to provide air quality monitoring and testing services to industry and utilities.

ProLiance Energy, LLC is a 50% owned unconsolidated energy marketing subsidiary that provides natural gas and related services to Indiana Gas and the Ohio operations as well as other commercial, industrial, municipal, residential and utility customers.

Vectren Utility Services, Inc. holds investments in non-regulated subsidiaries which provide various services to Vectren, and include Reliant Services, LLC, CIGMA, LLC, IEI Financial Services, LLC and Utility Debt Collectors, Inc. (dormant).

Reliant Services, LLC is a 50% owned unconsolidated subsidiary that provides utility locating, meter reading and construction services to Indiana Gas, the Ohio operations and others.

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CIGMA, LLC is a 50% owned unconsolidated subsidiary that provides materials acquisition and related services that are used by Indiana Gas, the Ohio operations and others.

IEI Financial Services, LLC performs third-party collections, energy-related equipment leasing and related services to Indiana Gas, SIGECO, and the Ohio operations.

Vectren Communications, Inc. holds investments in non-regulated subsidiaries which conduct communications-related strategic initiatives and include Vectren Advanced Communications, Inc. and Vectren Communications Services, Inc.

Vectren Advanced Communications, Inc. holds Vectren's investment in SIGECOM, Inc. and Utilicom Networks, LLC. Utilicom Networks, LLC is a joint venture between Vectren Advanced Communications, Inc. and Utilicom Networks, Inc., which markets and provides enhanced communications services over a high-capacity fiber-optic network in SIGECO's service territory. SIGECOM, Inc. is the subsidiary of Utilicom, LLC which operates in Evansville, Indiana.

Vectren Communication Services, Inc. assists municipal utilities and businesses in the implementation of broadband strategy.

Vectren Ventures, Inc. invests in energy-related companies and projects. Vectren Ventures, Inc. holds the remaining 1% interests in SIGCORP Energy Services, LLC, IEI Financial Services, LLC, SFI Coal Sales, LLC (see below), and Vectren Resources, LLC (see below). In addition, Vectren Ventures maintains a 37% ownership in Haddington Energy Partners, L.P., a 7% ownership in Monument Capital Partnership Fund 1, L.P., and a 4.5% ownership in Cambridge Ventures, L.P.

Haddington Energy Partners, L.P. and Monument Capital Partnership Fund 1, L.P. are investment companies that invest in energy-related projects.

Cambridge Ventures, L.P. is an investment company that invest in small businesses.

Vectren Financial Group, Inc. is an intermediate holding company for the following entities: Southern Indiana Properties, Inc., Vectren Synfuels, Inc. and Energy Realty, Inc.

Southern Indiana Properties, Inc. through SIP Diversified Holdings, Inc. makes investments in real estate, which include: SIP-GT I, Inc., Southwest Lease Capital, Inc., Southern Indiana Joint Ventures, Inc., MCN Equities, Inc. and Joint Ventures Affiliated II, Inc.

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Vectren Synfuels, Inc. owns a limited partnership interest of 8.3% in Pace Carbon Synfuels Investors, L.P., which produces and sells coal-based synthetic fuel that qualifies for federal tax credits.

Energy Realty, Inc. invests in real estate and affordable housing, including a 98% ownership interest in BCI Holding Co., LLC.

Vectren Generation Services, Inc. is an intermediate holding company for Southern Indiana Minerals, Inc. and Vectren Fuels, Inc.

Southern Indiana Minerals, Inc. processes and markets coal combustion by-products.

Vectren Fuels, Inc. owns and operates coal mining properties, including a 100% ownership interest in Cypress Creek Mine, Inc., Prosperity Mine, LLC and Cypress Creek Mine, LLC and a 99% ownership interest in SFI Coal Sales, LLC.

Vectren PAC is a political action committee for which Vectren is the sponsoring corporation.

Vectren Foundation, Inc. is a non-profit corporation, which makes contributions to organizations and communities in which Vectren provides utility services.

Vectren Resources, LLC primarily provides information technology and related resources to Vectren and its subsidiaries.

Vectren Capital Corp., and its direct subsidiary, IEI Capital Corp. (dormant), are financing vehicles for Vectren's non-regulated subsidiaries.

ITEM 2. A brief description of the properties of Claimant and each of its subsidiary public utility companies used for the generation, transmission and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas, indicating the location of principal generating plants, transmission lines, producing fields, gas manufacturing plants electric and gas distribution facilities, including all such properties which are outside the state in which Claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such state.

Vectren and VUHI

At the date of the filing of this Statement, Vectren and VUHI have no real properties and are solely holding companies owning all of the issued and outstanding shares of common stock of their subsidiary companies.

Gas Operations

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### Indiana Gas

Specific to its Indiana operations, Indiana Gas owns and operates five gas storage fields located in Indiana covering 71,484 acres of land with an estimated ready delivery from storage capability of 8.0 million Dth of gas with daily delivery capabilities of 134,160 Dth. For its Indiana operations, Indiana Gas also maintains 186,578 Dth of gas in contract storage with a daily deliverability of 3,563 Dth and three liquefied petroleum (propane) air-gas manufacturing plants in Indiana with a total daily capacity of 31,000 Dth of gas.

Indiana Gas' gas delivery system includes 11,336 miles of distribution and transmission mains all of which are in Indiana except for pipeline facilities extending from points in northern Kentucky to points in southern Indiana by means of which gas is transported to Indiana for sale or transportation by Indiana Gas to ultimate customers in Indiana.

These properties are used by Indiana Gas in its gas operations in which gas is supplied to approximately 524,000 consumers in 311 communities in 49 of the 92 counties in the state of Indiana. The largest communities served are Muncie, Anderson, Lafayette-West Lafayette, Bloomington, Terre Haute, Marion, New Albany, Columbus, Jeffersonville, New Castle and Richmond.

Indiana Gas purchases all of its natural gas from ProLiance Energy LLC, a 50% owned non-regulated gas marketing affiliate of Vectren. Gas is transported to Indiana Gas' system by interstate pipeline suppliers under Federal Energy Regulatory Commission approved rate schedules.

### SIGECO

SIGECO owns and operates three underground gas storage fields located in Indiana with an estimated ready delivery from storage capability of 3.9 million Dth of gas with daily delivery capabilities of 119,000 Dth.

SIGECO's gas delivery system includes 2,921 miles of distribution and transmission mains all of which are located in Indiana.

These properties are used by SIGECO in its gas operations in which gas is supplied to approximately 110,000 consumers in Evansville, Indiana, and 64 communities in ten counties in southwestern Indiana.

### Ohio Operations

The Ohio operations operate three propane gas manufacturing plants located in Ohio with a total daily capacity of 52,187 Dth, and approximately 13.9 million Dth of firm storage service from various pipelines with daily deliverability of 354,788 Dth of gas.

The Ohio operations' gas delivery system includes 5,132

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miles of distribution and transmission mains all of which are located in Ohio.

The properties are used by the Ohio operations in its gas operations in which gas is supplied to approximately 310,000 customers in Dayton, Ohio and 16 counties in west central Ohio.

The Ohio operations purchases all of its natural gas from ProLiance Energy LLC, a 50% owned non-regulated gas marketing affiliate of Vectren. Gas is transported to the Ohio operations' system by interstate pipeline suppliers under Federal Energy Regulatory Commission approved rate schedules.

### Community

Community is a small gas utility that has several noncontiguous service territories in southwestern Indiana. Much of its service territory is adjacent to or near the gas service territory of SIGECO. Community has no underground gas storage facilities or manufacturing facilities.

Community's gas delivery system includes approximately 492 miles of distribution mains all of which are located in Indiana.

The properties are used by Community in its gas operations in which gas is supplied to approximately 7,060 customers in southwestern Indiana.

### Electric Operations

#### SIGECO

SIGECO's installed generating capacity as of December 31, 2000 was rated at 1,256 MW. SIGECO's coal-fired generating facilities are: the Brown Station with 500 MW of capacity, located in Posey County approximately eight miles east of Mt. Vernon, Indiana; the Culley Station with 406 MW of capacity, and Warrick Unit 4 with 135 MW of capacity. Both the Culley and Warrick Stations are located in Warrick County near Yankeetown, Indiana. SIGECO's gas-fired turbine peaking units are: the 80 MW Brown Gas Turbine located at the Brown Station; two Broadway Gas Turbines located in Evansville, Indiana, with a combined capacity of 115 MW; and two Northeast Gas Turbines located northeast of Evansville in Vanderburgh County, Indiana with a combined capacity of 20 MW. The Brown and Broadway turbines are also equipped to burn oil. Total capacity of SIGECO's five gas turbines is 215 MW, and they are generally used only for reserve, peaking or emergency purposes due to the higher per unit cost of generation.

SIGECO's transmission system consists of 826 circuit miles of 138,000 and 69,000 volt lines. The transmission system also includes 27 substations with an installed capacity of 4,014,190 kilovolt amperes (Kva). The electric distribution system includes 3,196 pole miles of lower

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voltage overhead lines and 245 trench miles of conduit containing 1,423 miles of underground distribution cable. The distribution system also includes 94 distribution substations with an installed capacity of 1,803,878 Kva and 49,832 distribution transformers with an installed capacity of 2,255,483 Kva.

The only utility property SIGECO owns outside of Indiana is approximately eight miles of 138,000 volt electric transmission line which is located in Kentucky and which interconnects with Louisville Gas and Electric Company's transmission system at Cloverport, Kentucky. These properties are used by SIGECO in its electric operations in which electricity is supplied to approximately 132,000 consumers in Evansville, Indiana, and 74 other communities in southwestern Indiana.

Item 3. The following information for the last calendar year with respect to Claimant and each of its subsidiary public utility companies:

A Number of dekatherms (Dth) of gas distributed at retail and number of kilowatt hours (kWh) of electric energy sold at retail or wholesale:

- |                          |              |
|--------------------------|--------------|
| 1. Number of Dth of gas: |              |
| a Indiana Gas:           | 126,960,000  |
| b SIGECO:                | 35,612,000   |
| c The Ohio operations:   | 18,666,000** |
| d VUHI and Vectren:      | 181,238,000  |
| e Community:             | 945,000      |

\*\* Began operations on November 1, 2000

- |                                      |               |
|--------------------------------------|---------------|
| 2. Number of kWh of electric energy: |               |
| a SIGECO, VUHI and Vectren:          | 7,524,701,000 |

B Number of Dth of gas and kWh of electric energy distributed at retail outside the state in which each such company is organized:

- |                         |      |
|-------------------------|------|
| 1 Number of Dth of gas: |      |
| a Indiana Gas:          | None |
| b SIGECO:               | None |
| c The Ohio operations:  | None |
| d VUHI and Vectren:     | None |
| e Community:            | None |

- |                                     |      |
|-------------------------------------|------|
| 2 Number of kWh of electric energy: |      |
| a SIGECO, VUHI, and Vectren:        | None |



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C Number of Dth of gas sold and kWh of electric energy sold at wholesale outside the state in which each such company is organized, or at the state line:

- 1 Number of Dth of gas:
  - a Indiana Gas: None
  - b SIGECO: None
  - c The Ohio operations: None
  - d VUHI and Vectren: None
  - e Community: None
  
- 2 Number of kWh of electric energy:
  - a SIGECO, VUHI and Vectren: 1,377,063,000

D Number of Dth of gas and kWh of electric energy purchased outside the state in which each such company is organized or at the state line:

- 1 Number of Dth of gas:
  - a Indiana Gas: None\*
  - b SIGECO: 13,519,000
  - c Community: 997,000
  - d The Ohio operations: None\*
  - e VUHI and Vectren: 13,519,000

\*These subsidiaries use of a portfolio administrator provides that purchases are made at their respective city gates.

- 2 Number of kWh of electric energy:
  - a SIGECO, VUHI and Vectren 1,030,660,000

Item 4. The following information for the reporting period with respect to Claimant and each interest it holds directly or indirectly in a EWG or a foreign utility company.

Not applicable to Claimant or any of Claimant's subsidiaries.

Exhibit A

A consolidating statement of income and a consolidating statement of retained earnings of Vectren and subsidiary companies, on a pro-forma basis for the year ended December 31, 2000, together with a consolidating balance sheet of Vectren and subsidiary companies on a pro forma basis, as of December 31, 2000, are annexed hereto as Exhibit A.

Exhibit B

A consolidated financial data schedule of Vectren and subsidiary companies as of and for the year ended December 31, 2000 is annexed hereto as Exhibit B.

Exhibit C

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Not applicable to Claimant or any of Claimant's subsidiaries.

## SIGNATURES

The above named Claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 8th day of June 2001.

VECTREN CORPORATION  
(Name of Claimant)

By /s/ Ronald E. Christian

Ronald E. Christian  
Senior Vice President, General  
Counsel and Secretary  
Vectren Corporation

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

Ronald E. Christian  
Senior Vice President, General Counsel and Secretary  
Vectren Corporation  
Post Office Box 209  
Evansville, Indiana 47702-0209

Exhibit A  
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Vectren Corporation and Subsidiary Companies  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In thousands)

	Indiana Gas	SIGECO	VEDO
	-----	-----	-----
OPERATING REVENUES:			
Gas utility	\$598,113	\$109,284	\$111,356
Electric utility	-	336,409	
Energy services and other	-	-	
	-----	-----	-----

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Total operating revenues	598,113	445,693	111,356
-----			
OPERATING EXPENSES:			
Cost of gas sold	390,474	78,903	83,163
Fuel for electric generation	-	75,699	-
Purchased electric energy	-	36,394	-
Cost of energy services and other	-	-	-
Other operating	99,810	103,053	7,060
Merger and integration costs	16,846	14,072	1,793
Depreciation and amortization	36,659	43,214	2,558
Taxes other than income taxes	15,858	13,258	7,122
-----			
Total operating expenses	559,647	364,593	101,696
-----			
OPERATING INCOME	38,466	81,100	9,660
OTHER INCOME:			
Equity in earnings of unconsolidated investments	2,721	-	-
Other - net	(318)	4,674	(65)
-----			
Total other income	2,403	4,674	(65)
-----			
INTEREST EXPENSE	22,409	19,894	2,853
INCOME BEFORE PREFERRED DIVIDENDS AND INCOME TAXES	18,460	65,880	6,742
-----			
PREFERRED DIVIDEND REQUIREMENT OF SUBSIDIARY	-	1,017	-
-----			
INCOME BEFORE INCOME TAXES	18,460	64,863	6,742
INCOME TAXES	7,251	24,832	2,849
INCOME BEFORE MINORITY INTEREST	11,209	40,031	3,893
-----			
MINORITY INTEREST IN SUBSIDIARY	-	-	2,721
-----			
NET INCOME	\$ 11,209	\$ 40,031	\$ 1,172
=====			

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Vectren Corporation and Subsidiary Companies  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In thousands)

	VUHI, Inc.	Adjustments and Eliminations		VUHI Consolidated
OPERATING REVENUES:				
Gas utility	\$ -	\$ -		\$ 818,753
Electric utility	-	-		336,409
Energy services and other	-	-		-
Total operating revenues	-	-		1,155,162
OPERATING EXPENSES:				
Cost of gas sold	-	-		552,540
Fuel for electric generation	-	-		75,699
Purchased electric energy	-	-		36,394
Cost of energy services and other	-	-		-
Other operating	14	-		209,937
Merger and integration costs	-	-		32,711
Depreciation and amortization	-	-		82,431
Taxes other than income taxes	-	-		36,238
Total operating expenses	14	-		1,018,358
OPERATING INCOME	(14)	-		129,212
OTHER INCOME:				
Equity in earnings of unconsolidated investments	-	(2,721)		-
Other - net	5,071	(4,161)		5,201
Total other income	5,071	(6,882)		5,201
INTEREST EXPENSE	5,077	(4,161)		46,072
INCOME BEFORE PREFERRED DIVIDENDS AND INCOME TAXES				
	(20)	(2,721)		88,341
PREFERRED DIVIDEND REQUIREMENT OF SUBSIDIARY	-	-		1,017
INCOME BEFORE INCOME TAXES	(20)	(2,721)		87,324
INCOME TAXES	(8)	-		34,924

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INCOME BEFORE MINORITY INTEREST	(12)	(2,721)	52,400
MINORITY INTEREST IN SUBSIDIARY	-	(2,721)	-
NET INCOME	\$ (12)	\$ -	\$ 52,400

Exhibit A  
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Vectren Corporation and Subsidiary Companies  
Consolidating Statement of Income, Continued  
For the Year Ended December 31, 2000  
(In thousands)

	VUHI Consoli- dated	Non- regu- lated Subsidi- aries	Vectren Corpora- tion	Adjust- ments and Elimina- tions	Vectren Consoli- dated
OPERATING REVENUES:					
Gas utility	\$ 818,753	\$ -	\$ -	\$ -	\$ 818,753
Electric utility	336,409	-	-	-	336,409
Energy services and other	-	552,790	49	(59,311)	493,528
Total operating revenues	1,155,162	552,790	49	(59,311)	1,648,690
OPERATING EXPENSES:					
Cost of gas sold	552,540	-	-	-	552,540
Fuel for electric generation	75,699	-	-	(4,529)	71,170
Purchased electric energy	36,394	-	-	-	36,394
Cost of energy services and other	-	492,610	-	(19,352)	473,258
Other operating	209,937	22,778	706	(33,830)	199,591
Merger and integration costs	32,711	1,592	6,842	-	41,145
Depreciation					

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and amort.	82,431	23,224	6	-	105,661
Taxes other than income taxes	36,238	1,741	31	-	38,010
	-----	-----	-----	-----	-----
Total operating expenses	1,018,358	541,945	7,585	(57,711)	1,510,177
	-----	-----	-----	-----	-----
OPERATING INCOME	129,212	10,845	(7,536)	(1,600)	130,921
OTHER INCOME:	-	-	-	-	-
Equity in earnings of unconsolidated investments	-	17,554	-	-	17,554
Other - net	5,201	22,682	(427)	(10,505)	16,951
	-----	-----	-----	-----	-----
Total other income	5,201	40,236	(427)	(10,505)	34,505
	-----	-----	-----	-----	-----
INTEREST EXPENSE	46,072	21,922	860	(11,721)	57,133
INCOME BEFORE PREFERRED DIVIDENDS AND INCOME TAXES	88,341	29,159	(8,823)	(384)	108,293
	-----	-----	-----	-----	-----
PREFERRED DIVIDEND REQUIREMENT OF SUBSIDIARY	1,017	-	-	-	1,017
	-----	-----	-----	-----	-----
INCOME BEFORE INCOME TAXES	87,324	29,159	(8,823)	(384)	107,276
	-----	-----	-----	-----	-----
INCOME TAXES	34,924	635	(1,231)	(96)	34,232
INCOME BEFORE MINORITY INTEREST	52,400	28,524	(7,592)	(288)	73,044
	-----	-----	-----	-----	-----
MINORITY INTEREST IN SUBSIDIARY	-	1,132	-	(128)	1,004
	-----	-----	-----	-----	-----
NET INCOME	\$ 52,400	\$27,392	\$ (7,592)	\$ (160)	\$ 72,040
	=====	=====	=====	=====	=====

Exhibit A  
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Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet  
As of December 31, 2000  
(In thousands)

Indiana

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ASSETS	Gas	SIGECO	VEDO
-----	-----	-----	-----
Current Assets:			
Cash and cash equivalents	\$ 300	\$ 1,613	\$ 101
Accounts receivable, less reserves	81,225	49,554	42,521
Accounts receivable from affiliated company	11,774	27,829	-
Notes receivable from affiliated company	-	-	-
Interest receivable from affiliated company	-	-	-
Accrued unbilled revenues	69,444	24,414	49,507
Inventories	12,004	31,055	50,235
Prepaid gas delivery service	34,849	-	-
Recoverable fuel and natural gas costs	38,096	28,703	29,285
Prepayments and other current assets	32,012	312	8,459
	-----	-----	-----
Total current assets	279,704	163,480	180,108
	-----	-----	-----
Utility Plant:			
Original cost	1,056,945	1,389,006	336,402
Less: accumulated depreciation and amortization	434,845	650,499	147,689
	-----	-----	-----
Net utility plant	622,100	738,507	188,713
	-----	-----	-----
Other Investments:			
Investments in leveraged leases	-	-	-
Investments in partnerships and other corporations	220,802	-	-
Notes receivable	-	-	-
Other	-	1,056	-
	-----	-----	-----
Total other investments	220,802	1,056	-
	-----	-----	-----
Nonutility property, net of accumulated depreciation	-	1,960	1,605
	-----	-----	-----
Other Assets:			
Deferred charges, net	2,488	12,868	4,501
Goodwill, net	-	-	197,977
Regulatory assets	18,578	33,443	-
Other	-	-	-
	-----	-----	-----
Total other assets	21,066	46,311	202,478
	-----	-----	-----
TOTAL ASSETS	\$1,143,672	\$ 951,314	\$ 572,904
	=====	=====	=====

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Vectren Corporation and Subsidiary Companies  
 Consolidating Balance Sheet  
 As of December 31, 2000  
 (In thousands)

ASSETS	VUHI, Inc.	Adjust- ments and Elimina- tions	VUHI Consoli- dated
-----	-----	-----	-----
<b>Current Assets:</b>			
Cash and cash equivalents	\$ 188	\$ -	\$ 2,202
Accounts receivable, less reserves	-	-	173,300
Accounts receivable from affiliated company	1,052	(6,377)	34,278
Notes receivable from affiliated company	470,300	(470,300)	-
Interest receivable from affiliated company	5,139	(5,139)	-
Accrued unbilled revenues	-	-	143,365
Inventories	-	-	93,294
Prepaid gas delivery service	-	-	34,849
Recoverable fuel and natural gas costs	-	-	96,084
Prepayments and other current assets	30	(4,727)	36,086
Total current assets	476,709	(486,543)	613,458
<b>Utility Plant:</b>			
Original cost	6,441	-	2,788,794
Less: accumulated depreciation and amortization	-	-	1,233,033
Net utility plant	6,441	-	1,555,761
<b>Other Investments:</b>			
Investments in leveraged leases	-	-	-
Investments in partnerships and other corporations	-	(220,802)	-
Notes receivable	-	-	-
Other	-	-	1,056
Total other investments	-	(220,802)	1,056
Nonutility property, net of accumulated depreciation	385	966	4,916
<b>Other Assets:</b>			
Deferred charges, net	127	-	19,984
Goodwill, net	-	-	197,977
Regulatory assets	225	-	52,246
Other	-	-	-
Total other assets	352	-	270,207
TOTAL ASSETS	\$483,887	\$ (706,379)	\$2,445,398



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Exhibit A  
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Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet  
As of December 31, 2000  
(In thousands)

ASSETS	VUHI Consoli- dated	Non-regu- lated Subsidi- aries
-----	-----	-----
Current Assets:		
Cash and cash equivalents	\$ 2,202	\$ 15,087
Accounts receivable, less reserves	173,300	120,016
Accts receivable from affiliated company	34,278	16,022
Notes receivable from affiliated company	-	209,797
Interest receivable from affiliated company	-	1,443
Accrued unbilled revenues	143,365	-
Inventories	93,294	1,951
Prepaid gas delivery service	34,849	-
Recoverable fuel and natural gas costs	96,084	-
Prepayments and other current assets	36,086	1,913
	-----	-----
Total current assets	613,458	366,229
	-----	-----
Utility Plant:		
Original cost	2,788,794	-
Less: accumulated depreciation and amortization	1,233,033	-
	-----	-----
Net utility plant	1,555,761	-
	-----	-----
Other Investments:		
Investments in leveraged leases	-	93,145
Investments in partnerships and other corporations	-	108,474
Notes receivable	-	64,284
Other	1,056	1
	-----	-----
Total other investments	1,056	265,904
	-----	-----
Nonutility property, net of accumulated depreciation	4,916	83,286
	-----	-----
Other Assets:		
Deferred charges, net	19,984	5,757
Goodwill, net	197,977	-
Regulatory assets	52,246	-
Other	-	447
	-----	-----
Total other assets	270,207	6,204
	-----	-----

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TOTAL ASSETS \$2,445,398 \$721,623  
===== =====

Exhibit A  
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Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet  
As of December 31, 2000  
(In thousands)

ASSETS	Vectren Corpora- tion	Eliminations	Vectren Consoli- dated
Current Assets:			
Cash and cash equivalents	\$ 158	\$ (2,277)	\$ 15,170
Accounts receivable, less reserves	2,035	-	295,351
Accts receivable from affiliated company	5,576	(55,876)	-
Notes receivable from affiliated company	-	(209,797)	-
Interest receivable from affiliated company	-	(1,443)	-
Accrued unbilled revenues	-	-	143,365
Inventories	-	-	95,245
Prepaid gas delivery service	-	-	34,849
Recoverable fuel and natural gas costs	-	-	96,084
Prepayments and other current assets	637	(17,638)	20,998
Total current assets	8,406	(287,031)	701,062
Utility Plant:			
Original cost	-	-	2,788,794
Less: accumulated depreciation and amortization	-	-	1,233,033
Net utility plant	-	-	1,555,761
Investments in leveraged leases	-	-	93,145
Investments in partner- ships and other corporations	729,532	(729,361)	108,645

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Notes receivable	-	(8)	64,276
Other	-	-	1,057
	-----	-----	-----
Total other investments	729,532	(729,369)	267,123
	-----	-----	-----
Nonutility property, net of accumulated depreciation	13,857	1,418	103,477
Other Assets:			
Deferred charges, net	5,352	-	31,093
Goodwill, net	-	-	197,977
Regulatory assets	-	-	52,246
Other	-	-	447
	-----	-----	-----
Total other assets	5,352	-	281,763
	-----	-----	-----
TOTAL ASSETS	\$757,147	\$(1,014,982)	\$2,909,186
	=====	=====	=====

Exhibit A  
Page 8 of 11

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet, Continued  
As of December 31, 2000  
(In thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	Indiana Gas	SIGECO	VEDO
-----	-----	-----	-----
Current Liabilities:			
Current maturities of adjustable rate bonds subject to tender	\$ -	\$ 53,700	\$ -
Current maturities of long-term debt and other obligations	-	-	-
Short-term borrowings	134,724	40,154	-
Notes payable to affiliated company	218,200	-	252,100
Interest payable to affiliated company	2,340	-	2,798
Accounts payable	102,268	60,085	76,792
Accounts payable to affiliated company	18,329	11,486	3,105
Dividends payable	-	144	-
Refunds to customers and customer deposits	3,953	3,543	1,870
Accrued taxes	25,054	9,956	6,353
Accrued interest	4,215	6,047	-
Deferred income taxes	4,227	11,295	1,009
Other current liabilities	14,504	14,278	649
	-----	-----	-----
Total current liabilities	527,814	210,688	344,676
	-----	-----	-----
Deferred Credits and Other			

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Liabilities:			
Deferred income taxes	54,807	112,122	491
Accrued postretirement benefits other than pensions	29,938	14,054	-
Unamortized investment tax credits	7,222	15,944	(1)
Other	9,288	6,606	5,763
	-----	-----	-----
Total deferred credits and other liabilities	101,255	148,726	6,253
	-----	-----	-----
Minority Interest in Subsidiary	-	-	220,802
Capitalization:			
Long-term debt and other obligations net of current maturities	281,109	237,800	-
Preferred stock			
Redeemable	-	5,875	-
Nonredeemable	-	11,090	-
	-----	-----	-----
Total preferred stock	-	16,965	-
	-----	-----	-----
Common stock	142,995	78,258	-
Retained earnings	90,499	258,877	1,173
Accumulated other comprehensive income	-	-	-
	-----	-----	-----
Total common shareholders' equity	233,494	337,135	1,173
	-----	-----	-----
Total capitalization	514,603	591,900	1,173
	-----	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,143,672	\$951,314	\$572,904
	=====	=====	=====

Exhibit A  
Page 9 of 11

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet, Continued  
As of December 31, 2000  
(In thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	VUHI, Inc.	Adjustments and Eliminations	VUHI Consolidated
-----	-----	-----	-----
Current Liabilities:			
Current maturities of adjustable rate bonds subject to tender	\$ -	\$ -	\$ 53,700

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Current maturities of long-term debt and other obligations	-	-	-
Short-term borrowings	478,574	-	653,452
Notes payable to affiliated company	4,560	(467,959)	6,901
Interest payable to affiliated company	-	(5,138)	-
Accounts payable	112	-	239,257
Accounts payable to affiliated company	248	(7,743)	25,425
Dividends payable	-	-	144
Refunds to customers and customer deposits	-	5,977	15,343
Accrued taxes	19	-	41,382
Accrued interest	(472)	-	9,790
Deferred income taxes	-	-	16,531
Other current liabilities	807	1,574	31,812
	-----	-----	-----
Total current liabilities	483,848	(473,289)	1,093,737
	-----	-----	-----
Deferred Credits and Other Liabilities:			
Deferred income taxes	-	-	167,420
Accrued postretirement benefits other than pensions	-	-	43,992
Unamortized investment tax credits	-	-	23,165
Other	50	(12,288)	9,419
	-----	-----	-----
Total deferred credits and other liabilities	50	(12,288)	243,996
	-----	-----	-----
Minority Interest in Subsidiary	-	(220,802)	-
Capitalization:			
Long-term debt and other obligations net of current maturities	-	-	518,909
Preferred stock			
Redeemable	-	-	5,875
Nonredeemable	-	-	11,090
	-----	-----	-----
Total preferred stock	-	-	16,965
	-----	-----	-----
Common stock	1	-	221,254
Retained earnings	(12)	-	350,537
Accumulated other comprehensive income	-	-	-
	-----	-----	-----
Total common shareholders' equity	(11)	-	571,791
	-----	-----	-----
Total capitalization	(11)	-	1,107,665
	-----	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$483,887	\$ (706,379)	\$2,445,398
	=====	=====	=====

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet, Continued  
As of December 31, 2000  
(In thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	VUHI Consolidated	Non-regulated Subsidiaries
-----	-----	-----
Current Liabilities:		
Current maturities of adjustable rate bonds subject to tender	\$ 53,700	\$ -
Current maturities of long-term debt and other obligations	-	249
Short-term borrowings	653,452	96,553
Notes payable to affiliated company	6,901	197,617
Interest payable to affiliated company	-	1,209
Accounts payable	239,257	66,139
Accounts payable to affiliated company	25,425	26,458
Dividends payable	144	-
Refunds to customers and customer deposits	15,343	-
Accrued taxes	41,382	(8,891)
Accrued interest	9,790	762
Deferred income taxes	16,531	-
Other current liabilities	31,812	20,362
	-----	-----
Total current liabilities	1,093,737	400,458
	-----	-----
Deferred Credits and Other Liabilities:		
Deferred income taxes	167,420	40,218
Accrued postretirement benefits other than pensions	43,992	-
Unamortized investment tax credits	23,165	-
Other	9,419	1,392
	-----	-----
Total deferred credits and other liabilities	243,996	41,610
	-----	-----
Minority Interest in Subsidiary	-	1,550
Capitalization:		
Long-term debt and other obligations, net of current maturities	518,909	113,045
Preferred stock		
Redeemable	5,875	-
Nonredeemable	11,090	-
	-----	-----
Total preferred stock	16,965	-
	-----	-----

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Common stock	221,254	58,463
Retained earnings	350,537	98,995
Accumulated other comprehensive income	-	7,502
	-----	-----
Total common shareholders' equity	571,791	164,960
	-----	-----
Total capitalization	1,107,665	278,005
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$2,445,398	\$721,623
	=====	=====

Exhibit A  
Page 11 of 11

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet, Continued  
As of December 31, 2000  
(In thousands)

LIABILITIES AND SHAREHOLDERS' EQUITY	Vectren Corporation	Adjustments and Eliminations	Vectren Consolidated
-----	-----	-----	-----
Current Liabilities:			
Current maturities of adjustable rate bonds subject to tender	\$ -	\$ -	\$ 53,700
Current maturities of long-term debt and other obligations	-	-	249
Short-term borrowings	9,903	-	759,908
Notes payable to affiliated company	7,632	(212,150)	-
Interest payable to affiliated company	3	(1,212)	-
Accounts payable	778	(2,153)	304,021
Accounts payable to affiliated company	5,546	(57,429)	-
Dividends payable	-	(144)	-
Refunds to customers and customer deposits	-	7,579	22,922
Accrued taxes	3,794	(26,714)	9,571
Accrued interest	28	(308)	10,272
Deferred income taxes	-	-	16,531
Other current liabilities	4,639	13,937	70,750
	-----	-----	-----
Total current liabilities	32,323	(278,594)	1,247,924
	-----	-----	-----
Deferred Credits and Other Liabilities:			

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Deferred income taxes	(3,273)	-	204,365
Accrued postretirement benefits other than pensions	-	1,890	45,882
Unamortized investment tax credits	-	-	23,165
Other	3,916	(8,901)	5,826
	-----	-----	-----
Total deferred credits and other liabilities	643	(7,011)	279,238
	-----	-----	-----
Minority Interest in Subsidiary	-	(129)	1,421
Capitalization:			
Long-term debt and other obligations, net of current maturities	-	-	631,954
Preferred stock			
Redeemable	-	-	5,875
Nonredeemable	-	-	11,090
	-----	-----	-----
Total preferred stock	-	-	16,965
	-----	-----	-----
Common stock	217,720	(279,717)	217,720
Retained earnings	506,461	(449,531)	506,462
Accumulated other comprehensive income	-	-	7,502
	-----	-----	-----
Total common shareholders' equity	724,181	(729,248)	731,684
	-----	-----	-----
Total capitalization	724,181	(729,248)	1,380,603
	-----	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$757,147	\$(1,014,982)	\$2,909,186
	=====	=====	=====

EXHIBIT B

Item No.	Caption Heading	(in thousands)
1.	Total Assets	\$ 2,445,399
2.	Total Operating Revenues	\$ 1,648,690
3.	Net Income	\$ 72,040