

VECTREN UTILITY HOLDINGS INC
Form 10-Q
August 14, 2012

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2012
OR

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

For the transition period from _____ to _____

Commission file number: 1-16739

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

INDIANA
(State or other jurisdiction of incorporation or
organization)

35-2104850
(IRS Employer Identification No.)

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

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

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

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

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

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

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

Common Stock- Without Par Value Class	10 Number of Shares	July 31, 2012 Date
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Access to Information

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

Mailing Address:
One Vectren Square
Evansville, Indiana 47708

Phone Number:
(812) 491-4000

Investor Relations Contact:
Robert L. Goocher
Treasurer and Vice President, Investor Relations
rgoocher@vectren.com

Definitions

AFUDC: allowance for funds used during construction	MISO: Midwest Independent System Operator
EPA: United States Environmental Protection Agency	MMBTU: millions of British thermal units
FAC: Fuel Adjustment Clause	MW: megawatts
FASB: Financial Accounting Standards Board	MWh / GWh: megawatt hours / thousands of megawatt hours (gigawatt hours)
FERC: Federal Energy Regulatory Commission	OCC: Ohio Office of the Consumer Counselor
IDEM: Indiana Department of Environmental Management	OUCC: Indiana Office of the Utility Consumer Counselor
IURC: Indiana Utility Regulatory Commission	PUCO: Public Utilities Commission of Ohio
MCF / BCF: thousands / billions of cubic feet	Throughput: combined gas sales and gas transportation volumes
MDth / MMDth: thousands / millions of dekatherms	XBRL: eXtensible Business Reporting Language

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	June 30, 2012	December 31, 2011
ASSETS		
Current Assets		
Cash & cash equivalents	\$4.1	\$6.0
Accounts receivable - less reserves of \$5.4 & \$5.9, respectively	56.2	95.5
Receivables due from other Vectren companies	0.1	0.2
Accrued unbilled revenues	35.5	90.8
Inventories	107.0	132.5
Recoverable fuel & natural gas costs	14.6	12.4
Prepayments & other current assets	29.0	69.3
Total current assets	246.5	406.7
Utility Plant		
Original cost	5,091.0	4,979.9
Less: accumulated depreciation & amortization	2,001.1	1,947.3
Net utility plant	3,089.9	3,032.6
Investments in unconsolidated affiliates	0.2	0.2
Other investments	32.1	31.8
Nonutility plant - net	145.7	156.6
Goodwill - net	205.0	205.0
Regulatory assets	119.3	100.0
Other assets	38.1	41.6
TOTAL ASSETS	\$3,876.8	\$3,974.5

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

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

	June 30, 2012	December 31, 2011
LIABILITIES & SHAREHOLDER'S EQUITY		
Current Liabilities		
Accounts payable	\$80.1	\$112.9
Accounts payable to affiliated companies	13.8	36.8
Payables to other Vectren companies	24.9	30.1
Refundable fuel & natural gas costs	5.0	—
Accrued liabilities	118.2	121.0
Short-term borrowings	61.5	142.8
Current maturities of long-term debt	5.0	—
Total current liabilities	308.5	443.6
 Long-Term Debt - Net of Current Maturities	 1,203.3	 1,208.2
Deferred Income Taxes & Other Liabilities		
Deferred income taxes	542.1	537.5
Regulatory liabilities	355.2	345.2
Deferred credits & other liabilities	92.1	93.4
Total deferred credits & other liabilities	989.4	976.1
Commitments & Contingencies (Notes 8 - 11)		
Common Shareholder's Equity		
Common stock (no par value)	778.1	774.6
Retained earnings	597.5	572.0
Total common shareholder's equity	1,375.6	1,346.6
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$3,876.8	\$3,974.5

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

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
OPERATING REVENUES				
Gas utility	\$116.0	\$134.0	\$408.3	\$490.7
Electric utility	149.3	159.3	288.7	305.7
Other	0.5	0.5	0.9	1.0
Total operating revenues	265.8	293.8	697.9	797.4
OPERATING EXPENSES				
Cost of gas sold	31.8	48.8	168.9	243.9
Cost of fuel & purchased power	47.0	60.3	91.7	119.8
Other operating	77.8	78.2	157.7	165.1
Depreciation & amortization	47.8	47.9	96.4	96.1
Taxes other than income taxes	11.6	11.1	27.5	29.1
Total operating expenses	216.0	246.3	542.2	654.0
OPERATING INCOME	49.8	47.5	155.7	143.4
Other income - net	0.7	2.2	2.9	3.9
Interest expense	18.0	20.4	35.7	40.8
INCOME BEFORE INCOME TAXES	32.5	29.3	122.9	106.5
Income taxes	12.4	13.0	46.8	41.6
NET INCOME	\$20.1	\$16.3	\$76.1	\$64.9

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

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

	Six Months Ended	
	June 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$76.1	\$64.9
Adjustments to reconcile net income to cash from operating activities:		
Depreciation & amortization	96.4	96.1
Deferred income taxes & investment tax credits	21.9	28.2
Expense portion of pension & postretirement periodic benefit cost	2.5	2.3
Provision for uncollectible accounts	3.9	7.1
Other non-cash expense - net	4.7	4.3
Changes in working capital accounts:		
Accounts receivable, including to Vectren companies & accrued unbilled revenue	90.7	120.6
Inventories	3.2	15.8
Recoverable/refundable fuel & natural gas costs	2.8	(1.3)
Prepayments & other current assets	29.6	37.1
Accounts payable, including to Vectren companies & affiliated companies	(67.2)	(120.8)
Accrued liabilities	(2.8)	(0.2)
Changes in noncurrent assets	0.2	(3.9)
Changes in noncurrent liabilities	(13.0)	(32.6)
Net cash flows from operating activities	249.0	217.6
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Long-term debt - net of issuance costs	99.5	—
Additional capital contribution	3.5	—
Requirements for:		
Dividends to parent	(50.5)	(45.8)
Retirement of long-term debt	—	(0.5)
Net change in short-term borrowings, including from other Vectren companies	(181.3)	(47.0)
Net cash flows from financing activities	(128.8)	(93.3)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from other investing activities	2.2	0.3
Requirements for:		
Capital expenditures, excluding AFUDC equity	(124.1)	(112.4)
Other investments	(0.2)	(1.3)
Net cash flows from investing activities	(122.1)	(113.4)
Net change in cash & cash equivalents	(1.9)	10.9
Cash & cash equivalents at beginning of period	6.0	2.4
Cash & cash equivalents at end of period	\$4.1	\$13.3

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

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

1. Organization and Nature of Operations

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

Indiana Gas provides energy delivery services to approximately 567,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to approximately 142,000 electric customers and approximately 110,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. VEDO provides energy delivery services to approximately 312,000 natural gas customers located near Dayton in west central Ohio.

2. Basis of Presentation

The interim condensed consolidated financial statements included in this report have been prepared by the Company, without audit, as provided in the rules and regulations of the Securities and Exchange Commission and include a review of subsequent events through the date the financial statements were issued. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted as provided in such rules and regulations. The information in this report reflects all adjustments which are, in the opinion of management, necessary to fairly state the interim periods presented, inclusive of adjustments that are normal and recurring in nature. These condensed consolidated financial statements and related notes should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2011, filed with the Securities and Exchange Commission on March 2, 2012, on Form 10-K. Because of the seasonal nature of the Company's utility operations, the results shown on a quarterly basis are not necessarily indicative of annual results.

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

3. Subsidiary Guarantor and Consolidating Information

The Company's three operating utility companies, SIGECO, Indiana Gas, and VEDO are guarantors of Utility Holdings' \$350 million in short-term credit facilities, of which approximately \$62 million is outstanding at June 30, 2012, and Utility Holdings' has unsecured senior notes with a par value of \$821 million outstanding at June 30, 2012. The guarantees are full and unconditional and joint and several, and Utility Holdings has no subsidiaries other than the subsidiary guarantors. However, Utility Holdings does have operations other than those of the subsidiary guarantors. Pursuant to Item 3-10 of Regulation S-X, disclosure of the results of operations and balance sheets of the subsidiary guarantors, which are 100 percent owned, separate from the parent company's operations is

required. Following are consolidating financial statements including information on the combined operations of the subsidiary guarantors separate from the other operations of the parent company. Pursuant to a tax sharing agreement, consolidating tax effects, which are calculated on a separate return basis, are reflected at the parent level.

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Condensed Consolidating Balance Sheet as of June 30, 2012 (in millions):

ASSETS	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
Current Assets				
Cash & cash equivalents	\$2.7	\$1.4	\$—	\$4.1
Accounts receivable - less reserves	56.2	—	—	56.2
Intercompany receivables	17.7	136.8	(154.5)	—
Receivables due from other Vectren companies	—	0.1	—	0.1
Accrued unbilled revenues	35.5	—	—	35.5
Inventories	107.0	—	—	107.0
Recoverable fuel & natural gas costs	14.6	—	—	14.6
Prepayments & other current assets	31.7	5.0	(7.7)	29.0
Total current assets	265.4	143.3	(162.2)	246.5
Utility Plant				
Original cost	5,091.0	—	—	5,091.0
Less: accumulated depreciation & amortization	2,001.1	—	—	2,001.1
Net utility plant	3,089.9	—	—	3,089.9
Investments in consolidated subsidiaries	—	1,300.1	(1,300.1)	—
Notes receivable from consolidated subsidiaries	—	679.7	(679.7)	—
Investments in unconsolidated affiliates	0.2	—	—	0.2
Other investments	27.2	4.9	—	32.1
Nonutility property - net	2.8	142.9	—	145.7
Goodwill - net	205.0	—	—	205.0
Regulatory assets	96.3	23.0	—	119.3
Other assets	41.9	2.8	(6.6)	38.1
TOTAL ASSETS	\$3,728.7	\$2,296.7	\$(2,148.6)	\$3,876.8
LIABILITIES & SHAREHOLDER'S EQUITY				
	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
Current Liabilities				
Accounts payable	\$67.9	\$12.2	\$—	\$80.1
Accounts payable to affiliated companies	13.8	—	—	13.8
Intercompany payables	31.3	—	(31.3)	—
Payables to other Vectren companies	15.3	9.6	—	24.9
Refundable fuel & natural gas costs	5.0	—	—	5.0
Accrued liabilities	110.0	15.9	(7.7)	118.2
Short-term borrowings	—	61.5	—	61.5
Intercompany short-term borrowings	105.6	17.6	(123.2)	—
Current maturities of long-term debt payable to VUHI	5.0	—	—	5.0
Total current liabilities	353.9	116.8	(162.2)	308.5
Long-Term Debt				
Long-term debt - net of current maturities	382.3	821.0	—	1,203.3
Long-term debt due to VUHI	679.7	—	(679.7)	—
Total long-term debt - net	1,062.0	821.0	(679.7)	1,203.3
Deferred Income Taxes & Other Liabilities				
Deferred income taxes	562.7	(20.6)	—	542.1
Regulatory liabilities	352.9	2.3	—	355.2
Deferred credits & other liabilities	97.1	1.6	(6.6)	92.1
Total deferred credits & other liabilities	1,012.7	(16.7)	(6.6)	989.4

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Common Shareholder's Equity				
Common stock (no par value)	791.3	778.1	(791.3) 778.1
Retained earnings	508.8	597.5	(508.8	) 597.5
Total common shareholder's equity	1,300.1	1,375.6	(1,300.1) 1,375.6
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$3,728.7	\$2,296.7	\$(2,148.6) \$3,876.8

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Condensed Consolidating Balance Sheet as of December 31, 2011 (in millions):

ASSETS	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
Current Assets				
Cash & cash equivalents	\$5.3	\$0.7	\$—	\$6.0
Accounts receivable - less reserves	94.8	0.7	—	95.5
Intercompany receivables	—	206.0	(206.0) —
Receivables due from other Vectren companies	—	0.2	—	0.2
Accrued unbilled revenues	90.8	—	—	90.8
Inventories	132.5	—	—	132.5
Recoverable fuel & natural gas costs	12.4	—	—	12.4
Prepayments & other current assets	57.1	16.7	(4.5	) 69.3
Total current assets	392.9	224.3	(210.5	) 406.7
Utility Plant				
Original cost	4,979.9	—	—	4,979.9
Less: accumulated depreciation & amortization	1,947.3	—	—	1,947.3
Net utility plant	3,032.6	—	—	3,032.6
Investments in consolidated subsidiaries	—	1,272.2	(1,272.2) —
Notes receivable from consolidated subsidiaries	—	679.7	(679.7) —
Investments in unconsolidated affiliates	0.2	—	—	0.2
Other investments	26.8	5.0	—	31.8
Nonutility property - net	3.0	153.6	—	156.6
Goodwill - net	205.0	—	—	205.0
Regulatory assets	77.0	23.0	—	100.0
Other assets	44.2	4.0	(6.6	) 41.6
TOTAL ASSETS	\$3,781.7	\$2,361.8	\$(2,169.0	) \$3,974.5
LIABILITIES & SHAREHOLDER'S EQUITY				
	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
Current Liabilities				
Accounts payable	\$106.1	\$6.8	\$—	\$112.9
Accounts payable to affiliated companies	36.8	—	—	36.8
Intercompany payables	11.8	—	(11.8) —
Payables to other Vectren companies	30.1	—	—	30.1
Accrued liabilities	112.9	12.6	(4.5	) 121.0
Short-term borrowings	—	142.8	—	142.8
Intercompany short-term borrowings	158.5	35.7	(194.2) —
Total current liabilities	456.2	197.9	(210.5	) 443.6
Long-Term Debt				
Long-term debt	387.2	821.0	—	1,208.2
Long-term debt due to VUHI	679.7	—	(679.7) —
Total long-term debt - net	1,066.9	821.0	(679.7	) 1,208.2
Deferred Income Taxes & Other Liabilities				
Deferred income taxes	545.2	(7.7	) —	537.5
Regulatory liabilities	342.6	2.6	—	345.2
Deferred credits & other liabilities	98.6	1.4	(6.6	) 93.4
Total deferred credits & other liabilities	986.4	(3.7	) (6.6	) 976.1
Common Shareholder's Equity				
Common stock (no par value)	787.8	774.6	(787.8) 774.6

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Retained earnings	484.4	572.0	(484.4) 572.0
Total common shareholder's equity	1,272.2	1,346.6	(1,272.2) 1,346.6
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$3,781.7	\$2,361.8	\$(2,169.0) \$3,974.5

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Condensed Consolidating Statement of Income for the three months ended June 30, 2012 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
OPERATING REVENUES				
Gas utility	116.0	—	—	116.0
Electric utility	149.3	—	—	149.3
Other	—	10.0	(9.5)	) 0.5
Total operating revenues	265.3	10.0	(9.5)	) 265.8
OPERATING EXPENSES				
Cost of gas sold	31.8	—	—	31.8
Cost of fuel & purchased power	47.0	—	—	47.0
Other operating	86.3	0.5	(9.0)	) 77.8
Depreciation & amortization	42.1	5.6	0.1	47.8
Taxes other than income taxes	11.2	0.3	0.1	11.6
Total operating expenses	218.4	6.4	(8.8)	) 216.0
OPERATING INCOME	46.9	3.6	(0.7)	) 49.8
Other income (loss) - net	0.2	9.9	(9.4)	) 0.7
Interest expense	16.4	11.7	(10.1)	) 18.0
INCOME BEFORE INCOME TAXES	30.7	1.8	—	32.5
Income taxes	12.2	0.2	—	12.4
Equity in earnings of consolidated companies, net of tax	—	18.5	(18.5)) —
NET INCOME	18.5	20.1	(18.5)	) 20.1

Condensed Consolidating Statement of Income for the three months ended June 30, 2011 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
OPERATING REVENUES				
Gas utility	134.0	—	—	134.0
Electric utility	159.3	—	—	159.3
Other	—	11.0	(10.5)	) 0.5
Total operating revenues	293.3	11.0	(10.5)	) 293.8
OPERATING EXPENSES				
Cost of gas sold	48.8	—	—	48.8
Cost of fuel & purchased power	60.3	—	—	60.3
Other operating	88.7	—	(10.5)	) 78.2
Depreciation & amortization	40.9	6.8	0.2	47.9
Taxes other than income taxes	10.8	0.3	—	11.1
Total operating expenses	249.5	7.1	(10.3)	) 246.3
OPERATING INCOME	43.8	3.9	(0.2)	) 47.5
Other income (loss) - net	1.8	12.7	(12.3)	) 2.2
Interest expense	18.8	14.1	(12.5)	) 20.4
INCOME BEFORE INCOME TAXES	26.8	2.5	—	29.3
Income taxes	11.1	1.9	—	13.0
Equity in earnings of consolidated companies, net of tax	—	15.7	(15.7)) —
NET INCOME	15.7	16.3	(15.7)) 16.3

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Condensed Consolidating Statement of Income for the six months ended June 30, 2012 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
OPERATING REVENUES				
Gas utility	\$408.3	\$—	\$—	\$408.3
Electric utility	288.7	—	—	288.7
Other	—	19.9	(19.0)	) 0.9
Total operating revenues	697.0	19.9	(19.0)	) 697.9
OPERATING EXPENSES				
Cost of gas sold	168.9	—	—	168.9
Cost of fuel & purchased power	91.7	—	—	91.7
Other operating	175.9	0.5	(18.7)	) 157.7
Depreciation & amortization	83.8	12.4	0.2	96.4
Taxes other than income taxes	26.7	0.7	0.1	27.5
Total operating expenses	547.0	13.6	(18.4)	) 542.2
OPERATING INCOME	150.0	6.3	(0.6)	) 155.7
Other income (loss) - net	2.2	20.5	(19.8)	) 2.9
Interest expense	32.9	23.2	(20.4)	) 35.7
INCOME BEFORE INCOME TAXES	119.3	3.6	—	122.9
Income taxes	47.7	(0.9)	) —	46.8
Equity in earnings of consolidated companies, net of tax	—	71.6	(71.6)) —
NET INCOME	\$71.6	\$76.1	\$(71.6)	) \$76.1

Condensed Consolidating Statement of Income for the six months ended June 30, 2011 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations & Reclassifications	Consolidated
OPERATING REVENUES				
Gas utility	\$490.7	\$—	\$—	\$490.7
Electric utility	305.7	—	—	305.7
Other	—	21.9	(20.9)	) 1.0
Total operating revenues	796.4	21.9	(20.9)	) 797.4
OPERATING EXPENSES				
Cost of gas	243.9	—	—	243.9
Cost of fuel & purchased power	119.8	—	—	119.8
Other operating	186.0	—	(20.9)	) 165.1
Depreciation & amortization	82.3	13.5	0.3	96.1
Taxes other than income taxes	28.3	0.7	0.1	29.1
Total operating expenses	660.3	14.2	(20.5)	) 654.0
OPERATING INCOME	136.1	7.7	(0.4)	) 143.4
Other income - net	3.3	25.5	(24.9)	) 3.9
Interest expense	37.7	28.4	(25.3)	) 40.8
INCOME BEFORE INCOME TAXES	101.7	4.8	—	106.5
Income taxes	41.0	0.6	—	41.6
Equity in earnings of consolidated companies, net of tax	—	60.7	(60.7)) —
NET INCOME	\$60.7	\$64.9	\$(60.7)) \$64.9

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Condensed Consolidating Statement of Cash Flows for the six months ended June 30, 2012 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations	Consolidated
NET CASH FLOWS FROM OPERATING ACTIVITIES	\$233.3	\$15.7	\$—	\$249.0
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from				
Additional capital contribution from parent	3.5	3.5	(3.5	) 3.5
Long-term debt - net of issuance costs	—	99.5	—	99.5
Requirements for:				
Dividends to parent	(47.2	) (50.5	) 47.2	(50.5
Net change in intercompany short-term borrowings	(52.9	) 17.7	35.2	—
Net change in short-term borrowings	—	(181.3	) —	(181.3
Net cash flows from financing activities	(96.6	) (111.1	) 78.9	(128.8
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from				
Consolidated subsidiary distributions	—	47.2	(47.2) —
Other investing activities	—	2.2	—	2.2
Requirements for:				
Capital expenditures, excluding AFUDC equity	(121.4	) (2.7	) —	(124.1
Consolidated subsidiary investments	—	(3.5	) 3.5	—
Other investing activities	(0.2	) —	—	(0.2
Net change in short-term intercompany notes receivable	(17.7	) 52.9	(35.2) —
Net cash flows from investing activities	(139.3	) 96.1	(78.9	) (122.1
Net change in cash & cash equivalents	(2.6	) 0.7	—	(1.9
Cash & cash equivalents at beginning of period	5.3	0.7	—	6.0
Cash & cash equivalents at end of period	\$2.7	\$1.4	\$—	\$4.1

Condensed Consolidating Statement of Cash Flows for the six months ended June 30, 2011 (in millions):

	Subsidiary Guarantors	Parent Company	Eliminations	Consolidated
NET CASH FLOWS FROM OPERATING ACTIVITIES	\$218.7	\$(1.1	) \$—	\$217.6
CASH FLOWS FROM FINANCING ACTIVITIES				
Requirements for:				
Dividends to parent	(42.2	) (45.8	) 42.2	(45.8
Retirement of long-term debt, including premiums paid	(0.5	) (0.5	) 0.5	(0.5
Net change in intercompany short-term borrowings	(85.7	) (15.9	) 101.6	—
Net change in short-term borrowings	—	(47.0	) —	(47.0
Net cash flows from financing activities	(128.4	) (109.2	) 144.3	(93.3
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from				
Consolidated subsidiary distributions	—	42.2	(42.2) —
Other investing activities	0.2	0.1	—	0.3
Requirements for:				
Capital expenditures, excluding AFUDC equity	(105.0	) (7.4	) —	(112.4
Other investing activities	(1.3	) —	—	(1.3
Net change in long-term intercompany notes receivable	—	0.5	(0.5) —
Net change in short-term intercompany notes receivable	15.9	85.7	(101.6) —
Net cash flows from investing activities	(90.2) 121.1	(144.3) (113.4

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Net change in cash & cash equivalents	0.1	10.8	—	10.9
Cash & cash equivalents at beginning of period	2.0	0.4	—	2.4
Cash & cash equivalents at end of period	\$2.1	\$11.2	\$—	\$13.3

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4. Excise and Utility Receipts Taxes

Excise taxes and a portion of utility receipts taxes are included in rates charged to customers. Accordingly, the Company records these taxes received as a component of operating revenues, which totaled \$5.0 million and \$5.4 million in the three months ended June 30, 2012 and 2011 respectively. For the six months ended June 30, 2012 and 2011, these taxes totaled \$14.3 million and \$16.4 million, respectively. Expense associated with excise and utility receipts taxes are recorded as a component of Taxes other than income taxes.

5. Accruals for Utility & Nonutility Plant

As of June 30, 2012 and December 31, 2011, the Company has accruals related to utility and nonutility plant purchases totaling approximately \$11.0 million and \$9.2 million, respectively.

6. Transactions with Other Vectren Companies and Affiliates

Vectren Fuels, Inc.

Vectren Fuels, Inc., a wholly owned subsidiary of Vectren, owns coal mines from which SIGECO purchases coal used for electric generation. The price of coal that is charged by Vectren Fuels to SIGECO is priced consistent with contracts reviewed by the OUCC and on file with the IURC. Amounts purchased for the three months ended June 30, 2012 and 2011 totaled \$33.3 million and \$42.5 million, respectively, and for the six months ended June 30, 2012 and 2011 totaled \$58.2 million and \$75.8 million, respectively. Amounts owed to Vectren Fuels at June 30, 2012 and December 31, 2011 are included in Payables to other Vectren companies in the Consolidated Balance Sheets.

Miller Pipeline, LLC

Miller Pipeline, LLC (Miller), a wholly owned subsidiary of Vectren, performs natural gas and water distribution, transmission, and construction repair and rehabilitation primarily in the Midwest and the repair and rehabilitation of gas, water, and wastewater facilities nationwide. Miller's customers include Utility Holdings' utilities. Fees incurred by Utility Holdings and its subsidiaries totaled \$11.5 million and \$8.6 million for the three months ended June 30, 2012 and 2011, respectively, and for the six months ended June 30, 2012 and 2011 totaled \$19.6 million and \$13.2 million, respectively. Amounts owed to Miller at June 30, 2012 and December 31, 2011 are included in Payables to other Vectren companies in the Consolidated Balance Sheets.

ProLiance Holdings, LLC (ProLiance)

ProLiance, a nonutility energy marketing affiliate of Vectren and Citizens Energy Group (Citizens), provides services to a broad range of municipalities, utilities, industrial operations, schools, and healthcare institutions located throughout the Midwest and Southeast United States. ProLiance's customers include the Company's Indiana utilities as well as Citizens' utilities. ProLiance's primary businesses include gas marketing, gas portfolio optimization, and other portfolio and energy management services. On March 17, 2011, an order was received by the IURC providing for ProLiance's continued provision of gas supply services to the Company's Indiana utilities and Citizens Energy Group through March 2016.

Purchases from ProLiance for resale and for injections into storage for the three months ended June 30, 2012 and 2011 totaled \$50.2 million and \$79.0 million, respectively, and for the six months ended June 30, 2012 and 2011 totaled \$129.7 million and \$198.3 million, respectively. Amounts owed to ProLiance at June 30, 2012 and December 31, 2011 for those purchases were \$13.8 million and \$36.8 million, respectively, and are included in Accounts payable to affiliated companies in the Consolidated Balance Sheets. Amounts charged by ProLiance for gas supply services are established by supply agreements with each utility.

Support Services & Purchases

Vectren provides corporate and general and administrative services to the Company and allocates costs to the Company. These costs have been allocated using various allocators, including number of employees, number of customers and/or the level of payroll, revenue contribution and capital expenditures. Allocations are at cost. For the three months ended June 30, 2012 and 2011, Utility Holdings received corporate allocations totaling \$11.4 million and \$12.4 million, respectively. For the six months ending June 30, 2012 and 2011, Utility Holdings received corporate allocations totaling \$23.9 million and \$26.2 million, respectively.

The Company does not have share-based compensation plans and pension and other postretirement plans separate from Vectren and allocated costs include participation in Vectren's plans. The allocation methodology for retirement costs is consistent with FASB guidance related to "multiemployer" benefit accounting.

7. Financing Activities

On February 1, 2012, the Company issued \$100 million of senior unsecured notes at an interest rate of 5.00 percent per annum and with a maturity date of February 3, 2042. The notes were sold to various institutional investors pursuant to a private placement note purchase agreement executed in November 2011 with a delayed draw feature. These senior notes are unsecured and jointly and severally guaranteed by Utility Holdings' regulated utility subsidiaries, SIGECO, Indiana Gas, and VEDO. The proceeds from the sale of the notes, net of issuance costs, totaled approximately \$99.5 million. These notes have no sinking fund requirements and interest payments are due semi-annually. These notes contain customary representations, warranties and covenants, including a leverage covenant consistent with leverage covenants contained in other Utility Holdings' borrowing arrangements. As of December 31, 2011, the Company had reclassified \$100 million of short-term borrowings as long-term debt to reflect those borrowings were refinanced with the proceeds received.

8. Commitments & Contingencies

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

9. Legislative Matters

Pipeline Safety Law

On January 3, 2012 the Pipeline Safety, Regulatory Certainty and Job Creation Act of 2011 was signed into law. This new law, which reauthorizes federal pipeline safety programs through fiscal year 2015, provides for enhanced safety, reliability and environmental protection in the transportation of energy products by pipeline. The new law increases federal enforcement authority, grants the federal government expanded authority over pipeline safety, provides for new safety regulations and standards, and authorizes or requires the completion of several pipeline safety-related studies. The DOT is required to promulgate a number of new regulatory requirements. Those regulations may eventually lead to further regulatory or statutory requirements.

The Company continues to study the impact of the new law and potential new regulations associated with its implementation. At this time, compliance costs and other effects associated with the increased pipeline safety regulations remain uncertain. However, the new law is expected to result in further investment in pipeline inspections, and where necessary, additional modernization of pipeline infrastructure; and therefore, result in both increased levels of operating expenses and capital expenditures associated with the Company's natural gas distribution businesses. Operating expenses associated with expanded compliance requirements may grow to approximately \$9 million annually, with \$6 million attributable to the Indiana operations. Related to the Indiana operations, the Company expects to seek recovery under Senate Bill 251 referenced below, or such costs may be recoverable through current tracking mechanisms. Capital investments, driven by the pipeline safety regulations, associated with the Company's Indiana gas utilities are expected to be approximately \$80 million over the next five years, which would likely qualify as federally mandated regulatory requirements. In Ohio, capital investments are expected to be approximately \$55 million over the next five years. The Company expects to seek recovery of capital investments associated with complying with these federal mandates in accordance with Senate Bill 251 in Indiana and House Bill 95 in Ohio (referenced below).

Indiana Senate Bill 251

In April 2011, Senate Bill 251 was signed into law. While the bill is broad in scope, it allows for cost recovery outside of a base rate proceeding for federal government mandated projects and provides for a voluntary clean energy portfolio standard.

The law applies to both gas and electric utility operations and provides a framework to recover 80 percent of federally mandated costs through a periodic rate adjustment mechanism outside of a general rate case. Such costs include construction,

depreciation, operating and other costs. The remaining 20 percent of those costs are to be deferred for recovery in the utility's next general rate case. The Company is currently evaluating the impact this law may have on its operations, including applicability to expenditures associated with the integrity, safety, and reliable operation of natural gas pipelines and facilities; ash disposal; water regulations; and air pollution control, including greenhouse gas emissions, among other federally mandated projects and potential projects.

Ohio House Bill 95

In June 2011, Ohio House Bill 95 was signed into law. The law adjusts, among other things, the manner in which gas utilities file for rate changes, including the implementation of base rate changes, alternative rate plans, and automatic rate adjustment mechanisms. Outside of a base rate proceeding, the legislation permits a natural gas company to apply for recovery of a capital expenditure program for infrastructure expansion, upgrade, or replacement; installation, upgrade, or replacement of information technology systems; or any program necessary to comply with government regulation. Once such application is approved, the legislation authorizes deferral of program costs, such as depreciation, property taxes, and debt-related carrying costs. On February 3, 2012, the Company initiated a filing under House Bill 95. This filing requests accounting authority to defer depreciation, debt-related post in service carrying costs and property taxes for its approximate \$25 million fifteen month capital expenditure program ending on December 31, 2012. The capital expenditure program includes infrastructure expansion and improvements not covered by the Company's distribution replacement rider as well as expenditures necessary to comply with PUCO rules, regulations and orders. The Company's approach is consistent with approaches made by other Ohio utilities. A procedural schedule associated with the filing has been set and all respective responses have been submitted. It is anticipated the PUCO will act on the Company's filing and the filings of the other Ohio utilities later this year.

10. Environmental Matters

Air Quality

Cross-State Air Pollution Rule (Formerly Clean Air Interstate Rule (CAIR))

On July 7, 2011, EPA finalized the Cross-State Air Pollution Rule (CSAPR). CSAPR is the EPA's response to the US Court of Appeals for the District of Columbia's (the Court) remand of the Clean Air Interstate Rule (CAIR). CAIR was originally established in 2005 as an allowance cap and trade program that required reductions from coal-burning power plants for NO_x emissions beginning January 1, 2009 and SO₂ emissions beginning January 1, 2010, with a second phase of reductions in 2015.

In an effort to address the Court's finding that CAIR did not adequately ensure attainment of pollutants in certain downwind states due to unlimited trading of SO₂ and NO_x allowances, CSAPR reduces the ability of facilities to meet emission reduction targets through allowance trading. Like CAIR, CSAPR sets individual state caps for SO₂ and NO_x emissions. However, unlike CAIR in which states allocated allowances to generating units through state implementation plans, CSAPR allowances were allocated to individual units directly through the federal rule. As finalized, CSAPR requires a 71 percent reduction of SO₂ emissions compared to 2005 national levels and a 52 percent reduction of NO_x emissions compared to 2005 national levels and that such reductions are to be achieved with initial step reductions beginning January 1, 2012, with final compliance to be achieved in 2014. Multiple administrative and judicial challenges were filed, including requests to stay CSAPR's implementation. On December 30, 2011, the Court granted a stay of CSAPR and ordered expedited briefing. Briefing is completed and oral arguments were held in April. A final ruling is expected later this year.

Mercury and Air Toxics (MATS) Rule

On December 21, 2011, the EPA finalized the Utility MATS Rule. The MATS Rule is the EPA's response to the US Court of Appeals for the District of Columbia vacating the Clean Air Mercury Rule (CAMR) in 2008. CAMR was originally established in 2005 as a nation-wide mercury emission allowance cap and trade system which sought to reduce utility emissions of mercury starting in 2010.

The MATS Rule sets emission limits for hazardous air pollutants for existing and new coal-fired power plants and identifies the following broad categories of hazardous air pollutants: mercury, non-mercury hazardous air pollutants (primarily arsenic, chromium, cobalt, and selenium) and acid gases (hydrogen cyanide, hydrogen chloride, and hydrogen fluoride). The rule imposes mercury emission limits for two sub-categories of coal, and proposed surrogate limits for non-mercury and acid gas hazardous air pollutants. The EPA did not grant blanket compliance extensions, but asserted that states have broad authority to

grant one year extensions for individual units where potential reliability impacts have been demonstrated. Reductions are to be achieved within three years of publication of the final rule in the Federal register (April 2015). Initiatives to suspend CSPAR's implementation by the Congress also apply to the implementation of the MATS rule. Multiple judicial challenges were filed and briefing is proceeding. The EPA also recently announced it will reconsider MATS requirements for new construction. Such requirements are more stringent than those for existing plants. Utilities planning new coal-fired generation had argued standards outlined in the MATS could not be attained even using the best available control technology.

Conclusions Regarding Air Regulations

To comply with Indiana's implementation plan of the Clean Air Act, and other federal air quality standards, the Company obtained authority from the IURC to invest in clean coal technology. Using this authorization, the Company invested approximately \$411 million starting in 2001 with the last equipment being placed into service on January 1, 2010. The pollution control equipment included Selective Catalytic Reduction (SCR) systems, fabric filters, and an SO₂ scrubber at its generating facility that is jointly owned with ALCOA (the Company's portion is 150 MW). SCR technology is the most effective method of reducing NO_x emissions where high removal efficiencies are required and fabric filters control particulate matter emissions. The unamortized portion of the \$411 million clean coal technology investment was included in rate base for purposes of determining SIGECO's new electric base rates approved in the latest base rate order obtained April 27, 2011. SIGECO's coal fired generating fleet is 100 percent scrubbed for SO₂ and 90 percent controlled for NO_x.

Utilization of the Company's NO_x and SO₂ allowances can be impacted as these regulations are revised and implemented. Most of these allowances were granted to the Company at zero cost; therefore, any reduction in carrying value that could result from future changes in regulations would be immaterial.

The Company is currently reviewing the sufficiency of its existing pollution control equipment in relation to the requirements described in CSPAR and the MATS Rule. Based upon an initial review of the final rules, including minor revisions made to CSPAR in October 2011, the Company believes that it will be able to meet these requirements with its existing suite of pollution control equipment and the anticipated allotment of new emission allowances. However, it is possible some minor modifications to the control equipment and additional operating expenses could be required. The Company believes that such additional costs, if necessary, would be recoverable under Indiana Senate Bill 251 referenced above.

Notice of Violation Received

The Company received a notice of violation (NOV) from the EPA pertaining to its A.B. Brown power plant. The NOV asserts that when the power plant was equipped with SCRs the correct permits were not obtained or the best available control technology to control incidental sulfuric acid mist was not installed. Based on the Company's understanding of the New Source Review reform in effect when the equipment was installed, it is the Company's position that its SCR project was exempted from such requirements. At this time the Company is reviewing the potential impact this NOV could have on operating costs. To the extent costs to comply increase, they should be recoverable under Indiana law.

Water

Section 316(b) of the Clean Water Act requires that generating facilities use the "best technology available" to minimize adverse environmental impacts in a body of water. More specifically, Section 316(b) is concerned with impingement and entrainment of aquatic species in once-through cooling water intake structures used at electric generating facilities. In April 2009, the U.S. Supreme Court affirmed that the EPA could, but was not required to, consider costs and benefits in making the evaluation as to the best technology available for existing generating facilities. The regulation was remanded back to the EPA for further consideration. In March 2011, the EPA released its proposed Section 316(b) regulations. The EPA did not mandate the retrofitting of cooling towers in the proposed regulation,

but if finalized the regulation will leave it to the state to determine whether cooling towers should be required on a case by case basis. A final rule is expected in 2013. Depending on the final rule and on the Company's facts and circumstances, capital investments could be in the \$40 million range if new infrastructure, such as new cooling water towers, is required. Costs for compliance with these final regulations would likely qualify as federally mandated regulatory requirements under Indiana Senate Bill 251 referenced above.

Coal Ash Waste Disposal & Ash Ponds

In June 2010, the EPA issued proposed regulations affecting the management and disposal of coal combustion products, such as ash generated by the Company's coal-fired power plants. The proposed rules more stringently regulate these byproducts

and would likely increase the cost of operating or expanding existing ash ponds and the development of new ash ponds. The alternatives include regulating coal combustion by-products that are not being beneficially reused as hazardous waste. The EPA did not offer a preferred alternative, but took public comment on multiple alternative regulations. Rules may not be finalized in 2012 given oversight hearings, congressional interest, and other factors.

At this time, the majority of the Company's ash is being beneficially reused. However, the alternatives proposed would require modification to or closure of existing ash ponds. The Company estimates capital expenditures to comply could be as much as \$30 million, and such expenditures could exceed \$100 million if the most stringent of the alternatives is selected. Annual compliance costs could increase slightly or be impacted by as much as \$5 million. Costs for compliance with these regulations would likely qualify as federally mandated regulatory requirements under Senate Bill 251 referenced above.

Climate Change

In April 2007, the US Supreme Court determined that greenhouse gases meet the definition of "air pollutant" under the Clean Air Act and ordered the EPA to determine whether greenhouse gas emissions from motor vehicles cause or contribute to air pollution that may reasonably be anticipated to endanger public health or welfare. In April 2009, the EPA published its proposed endangerment finding for public comment. The proposed endangerment finding concludes that carbon emissions from mobile sources pose an endangerment to public health and the environment. The endangerment finding was finalized in December 2009, and is the first step toward EPA regulating carbon emissions through the existing Clean Air Act in the absence of specific carbon legislation from Congress. The EPA has promulgated two greenhouse gas regulations that apply to the Company's generating facilities. In 2009, the EPA finalized a mandatory greenhouse gas emissions registry which requires the reporting of emissions. The EPA has also finalized a revision to the Prevention of Significant Deterioration (PSD) and Title V permitting rules which would require facilities that emit 75,000 tons or more of greenhouse gases a year to obtain a PSD permit for new construction or a significant modification of an existing facility. EPA's PSD and Title V permitting rules for GHG's were recently upheld by the US Court of Appeals for the District of Columbia. In April 2012, the EPA issued its proposed new source performance standards for greenhouse gases applicable to new construction. This proposed rule does not apply to existing sources, such as Vectren's generating facilities. The EPA has not indicated when it intends to propose standards for existing sources.

Numerous competing federal legislative proposals have also been introduced in recent years that involve carbon, energy efficiency, and renewable energy. Comprehensive energy legislation at the federal level continues to be debated, but there has been little progress to date. The progression of regional initiatives throughout the United States has also slowed.

Impact of Legislative Actions & Other Initiatives is Unknown

If regulations are enacted by the EPA or other agencies or if legislation requiring reductions in CO₂ and other greenhouse gases or legislation mandating a renewable energy portfolio standard is adopted, such regulation could substantially affect both the costs and operating characteristics of the Company's fossil fuel generating plants and natural gas distribution businesses. At this time and in the absence of final legislation or rulemaking, compliance costs and other effects associated with reductions in greenhouse gas emissions or obtaining renewable energy sources remain uncertain. The Company has gathered preliminary estimates of the costs to control greenhouse gas emissions. A preliminary investigation demonstrated costs to comply would be significant, first with regard to operating expenses and later for capital expenditures as technology becomes available to control greenhouse gas emissions. However, these compliance cost estimates are based on highly uncertain assumptions, including allowance prices if a cap and trade approach were employed, and energy efficiency targets. Costs to purchase allowances that cap greenhouse gas emissions or expenditures made to control emissions should be considered a cost of providing electricity, and as such, the Company believes such costs and expenditures would be recoverable from customers through Senate Bill 251.

Manufactured Gas Plants

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

In the Indiana Gas service territory, the existence, location, and certain general characteristics of 26 gas manufacturing and storage sites have been identified for which the Company may have some remedial responsibility. A remedial investigation/

feasibility study (RI/FS) was completed at one of the sites under an agreed order between Indiana Gas and the IDEM, and a Record of Decision was issued by the IDEM in January 2000. The remaining sites have been submitted to the IDEM's Voluntary Remediation Program (VRP). The Company has identified its involvement in five manufactured gas plant sites in SIGECO's service territory, all of which are currently enrolled in the IDEM's VRP. The Company is currently conducting some level of remedial activities, including groundwater monitoring at certain sites.

The Company has accrued the estimated costs for further investigation, remediation, groundwater monitoring, and related costs for the sites. While the total costs that may be incurred in connection with addressing these sites cannot be determined at this time, the Company has recorded cumulative costs that it reasonably expects to incur totaling approximately \$41.7 million (\$23.2 million at Indiana Gas and \$18.5 million at SIGECO). The estimated accrued costs are limited to the Company's share of the remediation efforts and are therefore net of exposures of other potentially responsible parties (PRP).

With respect to insurance coverage, Indiana Gas has received approximately \$20.8 million from all known insurance carriers under insurance policies in effect when these plants were in operation. SIGECO filed a declaratory judgment action against its insurance carriers seeking a judgment finding its carriers liable under the policies for coverage of further investigation and any necessary remediation costs that SIGECO may accrue under the VRP program and/or another site subject to a lawsuit that has been settled. In November 2011, the Court ruled on two motions for summary judgment, finding for SIGECO and against certain insurers on indemnification and defense obligations in the policies at issue. SIGECO has settlement agreements with all known insurance carriers and has recorded approximately \$15.2 million of expected insurance recoveries.

The costs the Company expects to incur are estimated by management using assumptions based on actual costs incurred, the timing of expected future payments, and inflation factors, among others. While the Company's utilities have recorded all costs which they presently expect to incur in connection with activities at these sites, it is possible that future events may require some level of additional remedial activities which are not presently foreseen and those costs may not be subject to PRP or insurance recovery. As of June 30, 2012 and December 31, 2011, respectively, approximately \$4.7 million and \$6.5 million of accrued, but not yet spent, costs are included in Other Liabilities related to both the Indiana Gas and SIGECO sites.

11. Rate & Regulatory Matters

Vectren South Electric Base Rate Filing

On December 11, 2009, Vectren South filed a request with the IURC to adjust its base electric rates. The requested increase in base rates addressed capital investments, a modified electric rate design that would facilitate a partnership between Vectren South and customers to pursue energy efficiency and conservation, and new energy efficiency programs to complement those currently offered for natural gas customers. The IURC issued an order in the case on April 27, 2011. The order provides for an approximate \$28.6 million revenue increase to recover costs associated with approximately \$325 million in system upgrades that were completed in the three years leading up to the December 2009 filing and modest increases in maintenance and operating expenses. The approved revenue increase is based on rate base of \$1,295.6 million, return on equity of 10.4 percent and an overall rate of return of 7.29 percent. The new rates were effective May 3, 2011. The IURC, in its order, denied the Company's request for implementation of the decoupled rate design, which is discussed further below. Addressing issues raised in the case concerning coal supply contracts and related costs, the IURC found that current coal contracts remain effective and that a prospective review process of future procurement decisions would be initiated.

Coal Procurement Procedures

Vectren South submitted a request for proposal in April 2011 regarding coal purchases for a four year period beginning in 2012. After negotiations with bidders, Vectren South reached an agreement in principle for multi-year

purchases with two suppliers, one of which is Vectren Fuels, Inc. Consistent with the IURC direction in the electric rate case, a sub docket proceeding was established to review the Company's prospective coal procurement procedures, and the Company submitted evidence related to its recent request for proposal (RFP) and those coal procurement procedures to the IURC in September 2011. In March 2012, the IURC issued its order in the sub docket. The order concluded that Vectren South's 2011 RFP process resulted in prices at the lowest fuel cost reasonably possible. The IURC will continue to regularly monitor Vectren South's procurement process in future fuel adjustment proceedings.

Vectren South Electric Fuel Cost Reduction

In the spring of 2011, Vectren South secured contracts for lower coal costs through a formal bidding process. This lower-priced contract coal started being delivered to Vectren's power plants during 2012. On December 5, 2011 within the quarterly FAC filing, Vectren South submitted a joint proposal with the OUCC to reduce its fuel costs by accelerating into 2012 the impact of lower cost coal under new term contracts effective after 2012. The cost difference will be deferred to a regulatory asset and recovered over a six-year period without interest beginning in 2014. The IURC approved this proposal on January 25, 2012, with a positive impact to customer's rates effective February 1, 2012. The deferred amount includes a reduction in the value of the coal inventory at December 31, 2011 of approximately \$17.7 million to reflect existing coal inventory at the new, lower price. Deferrals related to coal purchases in 2012 have totaled approximately \$22.4 million, bringing the total deferred balance as of June 30, 2012 to \$40.1 million. In addition to coal purchased under these contracts, Vectren South has also recently contracted with Vectren Fuels, Inc. to purchase lower priced spot coal. This spot purchase was found to be reasonable in a recent FAC order.

Vectren South Electric Demand Side Management Program Filing

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

On August 31, 2011 the IURC issued an order approving an initial three year DSM plan in the Vectren South service territory that complies with the IURC's energy saving targets. Consistent with the Company's proposal, the order approved, among other items, the following: 1) recovery of costs associated with implementing the DSM Plan; 2) the recovery of a performance incentive mechanism based on measured savings related to certain DSM programs; 3) lost margin recovery associated with the implementation of DSM programs for large customers; and 4) deferral of lost margin up to \$1.0 million in 2011 associated with small customer DSM programs for subsequent recovery under a tracking mechanism to be proposed by the Company. On June 20, 2012, the IURC issued an order approving a small customer lost margin recovery mechanism, inclusive of all previous deferrals. This mechanism is an alternative to the electric decoupling proposal that was denied by the IURC in the Company's last base rate proceeding discussed earlier.

Vectren South Electric Dense Pack Filing

On September 14, 2011, Vectren South filed a petition with the IURC seeking recovery of and return on the capital investment in dense pack technology to improve the efficiency of its A.B. Brown Generating Station. This investment is expected to be approximately \$32 million over the next two years, of which approximately \$25.8 million has been invested to date. This technology is expected to allow the A.B. Brown units to run at least 5 percent more efficient, thereby burning less fuel, and reducing fuel costs and emissions of pollutants. In the Company's base rate order issued in April 2011, the IURC authorized deferred accounting treatment associated with this investment. As a result of a subsequent filing by the Company seeking a current recovery mechanism in lieu of the deferred accounting treatment, the IURC issued an order on July 11, 2012, denying the Company's request for a current recovery mechanism stating that dense pack technology does not qualify as advanced technology under the statute. Although the Company believes that the investment does meet the requirements of the statute that would have allowed for timely recovery, it does not plan to appeal the decision and will employ the deferred accounting treatment ordered in the Company's last

base rate order discussed earlier.

Vectren North Reporting Location Consolidation Proceeding

Vectren North implemented a reporting location consolidation plan in 2011 and converted certain reporting locations into staging areas throughout the Vectren North territory. On May 26, 2011, the International Brotherhood of Electrical Workers Local 1393, United Steel Workers Locals 12213 and 7441 and others (the "Complainants") filed a formal complaint with the IURC claiming that implementation of the consolidation plan by Vectren North endangers public safety and impairs Vectren North's ability to provide adequate, safe and reliable service. The Complainants asked the IURC to require Vectren North to reopen previously

consolidated reporting locations and maintain and staff those locations. A hearing in this case was held in February 2012. Complainants submitted a proposed order in March and Vectren North submitted a reply brief and a proposed order in April. The Company expects the IURC to issue a final order in this matter some time in 2012.

12. Fair Value Measurements

The carrying values and estimated fair values using primarily Level 2 assumptions of the Company's other financial instruments follow:

(In millions)	June 30, 2012		December 31, 2011	
	Carrying Amount	Est. Fair Value	Carrying Amount	Est. Fair Value
Long-term debt	\$1,208.3	\$1,390.0	\$1,208.2	\$1,345.7
Short-term borrowings	61.5	61.5	142.8	142.8
Cash & cash equivalents	4.1	4.1	6.0	6.0

For the balance sheet dates presented in these financial statements, the Company had material assets or liabilities recorded at fair value outstanding.

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

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

13. Impact of Recently Issued Accounting Principles

Other Comprehensive Income (OCI)

In 2011, the FASB issued new accounting guidance regarding the presentation of comprehensive income within financial statements. The new guidance requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The guidance does not change the items that must be reported in OCI. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and retrospective application is required. The Company adopted this guidance, as amended for condensed quarterly reporting, for the quarterly reporting period ended March 31, 2012. During the periods presented comprehensive income and net income were equal.

Goodwill Testing

In September 2011, the FASB issued new accounting guidance regarding testing goodwill for impairment. The new guidance will allow the Company an option to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Using the new guidance, the Company no longer would be required to calculate the fair value of a reporting unit unless the Company determines, based on that qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The Company considered this option during its quarterly reporting period ended March 31, 2012 and concluded the continuation of the use of a quantitative approach is appropriate.

Fair Value Measurement and Disclosure

In May 2011, the FASB issued accounting guidance to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS). The amendments are not intended to change the application of the current fair value requirements, but to clarify the

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application of existing requirements. The guidance does change particular principles or requirements for measuring fair value or disclosing information about fair value measurements. To improve consistency, language has been changed to ensure that U.S. GAAP and IFRS fair value measurement and disclosure requirements are described in the same way. The Company adopted this guidance for its quarterly reporting period ended March 31, 2012. The adoption of this guidance did not have a material impact on our financial position, results of operations or cash flows.

14. Segment Reporting

The Company's operations consist of regulated operations and other operations that provide information technology and other support services to those regulated operations. The Company segregates its regulated operations between Gas Utility Services and Electric Utility Services. Gas Utility Services provides natural gas distribution and transportation services to nearly two-thirds of Indiana and to west central Ohio. Electric Utility Services provides electric distribution services to southwestern Indiana, and includes the Company's power generating and wholesale power operations. Regulated operations supply natural gas and/or electricity to over one million customers. In total, the Company is comprised of three operating segments: Gas Utility Services, Electric Utility Services, and Other operations. Net income is the measure of profitability used by management for all operations.

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

(In millions)	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Revenues				
Gas Utility Services	\$116.0	\$134.0	\$408.3	\$490.7
Electric Utility Services	149.3	159.3	288.7	305.7
Other Operations	10.0	10.9	19.9	21.9
Eliminations	(9.5	) (10.4	) (19.0	) (20.9
Total revenues	\$265.8	\$293.8	\$697.9	\$797.4
Profitability Measure - Net Income				
Gas Utility Services	\$1.3	\$2.1	\$38.8	\$38.3
Electric Utility Services	17.2	13.6	32.8	22.3
Other Operations	1.6	0.6	4.5	4.3
Total net income	\$20.1	\$16.3	\$76.1	\$64.9

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

Description of the Business

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

Indiana Gas provides energy delivery services to approximately 567,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to approximately 142,000 electric customers and approximately 110,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. VEDO provides energy delivery services to approximately 312,000 natural gas customers located near Dayton in west central Ohio.

Executive Summary of Consolidated Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto as well as the Company's 2011 annual report filed on Form 10-K.

In the second quarter of 2012, Utility Holdings' earnings were \$20.1 million compared to \$16.3 million in 2011. In the six months ended June 30, 2012, Utility Holdings' earned \$76.1 million, compared to the \$64.9 million in 2011. Increased year-over-year results reflect the impacts of new electric base rates implemented on May 3, 2011 and lower interest expense as a result of refinancing activity in the last quarter of 2011 and first quarter of 2012.

Gas Utility Services

During the second quarter of 2012, Gas Utility earnings were \$1.3 million compared to earnings of \$2.1 million in the second quarter of 2011. In the six months ended June 30, 2012, gas utility operations earned \$38.8 million, compared to earnings of \$38.3 million in 2011. Results in 2012 have been impacted by lower interest expense due to the recent refinancing activity, offset by higher depreciation and lower margins due primarily to lower gas costs with some impact from warmer winter weather.

Electric utility services

During the second quarter of 2012, Electric Utility earnings were \$17.2 million compared to \$13.6 million in the second quarter of 2011. Electric operations earned \$32.8 million year to date in 2012, compared to earnings of \$22.3 million for the six months ended June 30, 2011. Improved results in 2012 reflect increased electric margin, primarily from base rate changes, and lower operating and interest costs.

Other utility operations

In the second quarter of 2012, earnings from Other Utility operations were \$1.6 million compared to \$0.6 million in 2011. In the six months ended June 30, 2012, earnings from these operations were \$4.5 million compared to \$4.3 million in 2011. The second quarter of 2011 includes a \$1.4 million unfavorable tax adjustment.

Operating Trends Margin

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

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

Gas utility margin and throughput by customer type follows:

(In millions)	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Gas utility revenues	\$116.0	\$134.0	\$408.3	\$490.7
Cost of gas sold	31.8	48.8	168.9	243.9
Total gas utility margin	\$84.2	\$85.2	\$239.4	\$246.8
Margin attributed to:				

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Residential & commercial customers	\$69.5	\$70.3	\$204.6	\$210.0
Industrial customers	12.4	11.9	28.9	29.5
Other	2.3	3.0	5.9	7.3
Total gas utility margin	\$84.2	\$85.2	\$239.4	\$246.8
Sold & transported volumes in MMDth attributed to:				
Residential & commercial customers	\$10.2	\$11.7	\$51.0	\$64.5
Industrial customers	24.3	21.1	52.1	49.9
Total sold & transported volumes	\$34.5	\$32.8	\$103.1	\$114.4

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Gas Utility margins were \$84.2 million and \$239.4 million for the for the three and six months ended June 30, 2012, and compared to 2011 decreased \$1.0 million quarter over quarter and \$7.4 million year to date. The impact of low natural gas prices and mild weather on revenue taxes, late and reconnect fees, and volumetric pass through costs decreased gas utility margin \$2.1 million quarter over quarter and \$7.4 million year to date. Returns generated on investments in bare steel/ cast iron and distribution riser replacement in Ohio increased margins \$0.6 million in the quarter and \$1.3 million year to date in 2012 compared to the prior year. With rate designs that substantially limit the impact of weather on margin, temperatures that were 71 percent of normal in Indiana and 82 percent of normal in Ohio during the peak winter heating season had a significant impact on volumes sold, but only a slightly negative impact on margin, reducing margin \$0.7 million year over year.

Electric Utility Margin (Electric utility revenues less Cost of fuel & purchased power)
Electric utility margin and volumes sold by customer type follows:

(In millions)	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Electric utility revenues	\$149.3	\$159.3	\$288.7	\$305.7
Cost of fuel & purchased power	47.0	60.3	91.7	119.8
Total electric utility margin	\$102.3	\$99.0	\$197.0	\$185.9
Margin attributed to:				
Residential & commercial customers	\$65.7	\$63.0	\$124.4	\$117.0
Industrial customers	26.8	25.5	52.1	48.9
Other customers	1.9	1.6	3.7	3.5
Subtotal: retail	\$94.4	\$90.1	\$180.2	\$169.4
Wholesale power & transmission system margin	7.9	8.9	16.8	16.5
Total electric utility margin	\$102.3	\$99.0	\$197.0	\$185.9
Electric volumes sold in GWh attributed to:				
Residential & commercial customers	693.3	677.9	1,324.4	1,359.5
Industrial customers	713.4	680.9	1,395.1	1,342.8
Other customers	4.8	4.8	10.7	10.7
Total retail volumes sold	1,411.5	1,363.6	2,730.2	2,713.0

Retail

Electric retail utility margins were \$94.4 million and \$180.2 million for the three and six months ended June 30, 2012, and compared to 2011 increased by \$4.3 million in the quarter and \$10.8 million year to date. Margin across all customer classes increased by \$2.4 million in the quarter and \$10.0 million year to date from new base rates effective May 3, 2011. Large customer margin increased \$1.2 million in the quarter and \$1.9 million year to date on increasing volumes. Quarter over quarter weather impacts increased margin by an estimated \$1.6 million and year over year decreased margin by an estimated \$1.8 million.

Electric results, which are not protected by weather mechanisms, were positively impacted in the second quarter of 2012. Such impacts have offset first quarter negative impacts. On a year to date basis, the impact of weather is essentially flat compared to normal temperatures. In the second quarter of 2012, cooling temperatures were 146 percent of normal; this compares to the second quarter of last year when cooling temperatures were 124 percent of normal. In the second quarter of 2012, the increase in electric margin attributable to warmer than normal temperatures was \$3.3 million. In 2012, winter heating weather was 29 percent warmer than normal.

Since the most recent rate case effective May 3, 2011, cooling weather has been in excess of normal temperatures which has positively impacted electric retail sales and operating results. Indiana statute has a statutory mechanism that can limit a utility's rolling twelve month net operating income to that authorized in its last general rate order, as adjusted for previous net operating income levels that were below authorized levels. This earnings test limit mechanism has not resulted in material refunds in past periods. However, should weather or other factors continue to increase net operating income in future periods, the full benefit of

those favorable impacts on the Company's electric utility may be limited by the statutory earnings test.

Margin from Wholesale Electric Activities

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

(In millions)	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Off-system sales	\$0.7	\$2.4	\$3.7	\$4.4
Transmission system sales	7.2	6.5	13.1	12.1
Total wholesale margin	\$7.9	\$8.9	\$16.8	\$16.5

The Company earns a return on electric transmission projects constructed by the Company in its service territory that meet the criteria of MISO's regional transmission expansion plans. Margin associated with these projects, including the reconciliation of recovery mechanisms, and other transmission system operations, totaled \$13.1 million during the six months ended June 30, 2012, compared to \$12.1 million for the same period in 2011. During the 2012 second quarter earnings were \$7.2 million compared to \$6.5 million in the prior year second quarter. The increases in these transmission system revenue are principally due to the increased investment in qualifying projects.

One such project currently under construction meeting these expansion plan criteria is an interstate 345 Kv transmission line that will connect Vectren's A.B. Brown Generating Station to a station in Indiana owned by Duke Energy to the north and to a station in Kentucky owned by Big Rivers Electric Corporation to the south. During the construction of these transmission assets and while these assets are in service, SIGECO will recover an approximate 10 percent return, inclusive of the FERC approved equity rate of return of 12.38 percent, on capital investments through a rider mechanism which is projected annually and reconciled the following year based on actual results. Of the total investment, which is expected to approximate \$110 million, the Company has invested approximately \$92.6 million as of June 30, 2012. The north leg of this expansion was placed in service in November 2010, and the south leg of this project is expected to be operational later in 2012.

For the six months ended June 30, 2012, margin from off-system sales was \$3.7 million, compared to \$4.4 million for the six months ended June 30, 2011. The base rate changes implemented in May 2011 require that wholesale margin from off-system sales earned above or below \$7.5 million be shared equally with customers. This compares to a \$10.5 million sharing threshold established in 2007. The year to date period reflects lower volumes sold, offset by the impacts of sharing which increased margin \$0.6 million. Off-system sales totaled 124.7 GWh and 326.9 GWh during the six months ended June 30, 2012 and 2011, respectively, reflecting reduced opportunities in 2012 due to unfavorable weather conditions when excess generation is more prevalent and the low cost of natural gas. In the second quarter of 2012 margin from off system sales was \$0.7 million compared to \$2.4 million in 2011, with the decrease being primarily related to the timing of sharing recognition.

Operating Expenses

Other Operating

For the six months ended June 30, 2012, other operating expenses were \$157.7 million, a decrease of \$7.4 million, compared to 2011. The decrease results primarily from \$3.4 million in lower uncollectible accounts expense driven by lower gas prices increasing customer's ability to pay and \$4.6 million lower power supply operating costs reflecting lower outage costs. The remaining decrease is primarily attributable to lower pass through operating costs that are offset with lower Gas Utility margin. Quarter over quarter operating expenses decrease