BEFORE THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of) Columbia Gas of Ohio, Inc. for) Case No. 14-1523-GA-AIS Authority to Issue, Sell or Enter into) Debt Transactions.)

APPLICATION OF COLUMBIA GAS OF OHIO, INC.

Pursuant to Revised Code Sections 4905.40 and 4905.41, Columbia Gas of Ohio, Inc. ("Columbia") files this application with the Public Utilities Commission of Ohio ("Commission") and requests authorization for the issuance and sale of Long-Term Promissory Notes ("Notes") to NiSource Finance Corp. ("NFC"). Columbia specifically requests authority to issue Notes not to exceed \$300,000,000 through December 31, 2015. In support of this Application, Columbia states:

1. Columbia is a natural gas distribution company engaged in the purchase, transportation and storage of gas as well as the distribution and sale of gas wholly within Ohio. Columbia is a corporation duly organized and existing under Ohio law, and is subject to the jurisdiction of the Commission pursuant to Ohio Revised Code Sections 4905.02 and 4905.03(A)(6).

2. NiSource Gas Distribution, Inc. ("NGD") currently owns one hundred percent of the outstanding common stock of Columbia. NGD is a wholly-owned subsidiary of NiSource Inc. NFC currently owns one hundred percent of the long-term debt of Columbia. NFC, a wholly-owned subsidiary of NiSource, is a special purpose finance subsidiary of NiSource that engages in financing activities to raise funds for the business of NiSource and its subsidiaries.

3. Copies of Columbia's Income Statement and Balance Sheet as of June 30, 2014 are attached hereto as **Attachment A** and **Attachment B**, respectively.

4. In order to permanently finance its capital program, and for other corporate purposes, Columbia requires, in addition to internally generated funds, up to \$300,000,000 in long-term debt capacity through 2015. Columbia, therefore, requests Commission authority to secure up to \$300,000,000 from the issuance of long-term Notes to NFC. A portion of the proceeds to be realized from the proposed sale of the new Notes are to be applied to Columbia's 2014 through 2015 construction program, which totals \$552,664,000, as detailed in **Attachment C** and **Attachment D**.

5. The Notes will be unsecured and dated as of the date of their issue. The Notes will be issued with maturities of up to thirty years, bear an interest rate corresponding to the price offered by companies with financial profiles similar to NFC, and reflect the market conditions at the time of issuance. The Notes' interest rate will be determined by the corresponding applicable Treasury yield (as reported in Federal Reserve Statistical Release, H. 15 Selected Interest Rates (Daily)) effective on the date a Note is issued, plus the yield spread on corresponding maturities for companies with a credit risk profile equivalent to that of NFC (as reported by Reuters Corporate Spreads) effective on the date a Note is issued. For maturities not specifically referenced in the Statistical Release or Reuters, an interest rate will be calculated based upon a simple linear interpolation method. A default rate of interest equal to 2% per annum in excess of the stated rate shall apply to the unpaid principal and interest balanced until paid in full. If utilized, all of the Notes will be issued on or before December 31, 2015.

6. Columbia requests a cumulative issuance level for the Notes not to exceed \$300,000,000.

USE OF PROCEEDS

7. As set forth on **Attachment C**, Columbia anticipates that its construction expenditures will approximate \$295,652,000 in 2014 and \$257,012,000 in 2015. These expenditures will be required for the purposes of the acquisition of property and for the construction, completion, extension and improvement of company facilities, including continuation of Columbia's Infrastructure Replacement Program, as approved by the Commission in its December 3, 2008, Opinion and Order in Case Nos. 08-0072-GA-AIR, et al. and as reapproved by the Commission in its November 18, 2012 order in Case No. 11-5515-GA-ALT. In addition, Columbia has a \$78,100,000 note that will mature

during the application period on November 28, 2015. This note will be reissued after it matures in 2015.

8. As set forth on **Attachment E**, Columbia has existing long-term debt to be maintained. To enable Columbia to pay its obligations on an unsecured basis; to organize or readjust its indebtedness and capitalization including the payment of paid-in capital to its sole stockholder, NGD; to reimburse its treasury, in part, for monies expended for such purposes; or to fund other corporate purposes permitted by law, Columbia proposes, subject to Commission authorization, to issue unsecured notes maturing more than twelve months after their date of issuance, in an amount not to exceed \$300,000,000 in the aggregate.

ATTACHMENTS

9. Attached hereto and made a part hereof are the following attachments:

Attachment A	Income Statement as of June 30, 2014		
Attachment B	Balance Sheet as of June 30, 2014		
Attachment C	Columbia Capital Spend by Project		
Attachment D	Columbia Capital Spend by Category		
Attachment E	Columbia's Outstanding Long-Term Debt		
Attachment F	Columbia's Projected Cash Requirements for Years		
	2014 - 2015		
Attachment G	Pro-forma Capitalization Reflecting the Proposed		
	New Debt Issuance		
Attachment H	Service Territory, Customers Served and Annual		
	Throughput		

WHEREFORE, Columbia respectfully requests that the Commission approve this Application and authorize Columbia to issue and sell to NFC Notes in a total amount not to exceed \$300,000,000. Columbia also requests that the Commission approve this Application prior to November 30, 2014, so as to maximize Columbia's flexibility for the issuance of the Debt Securities described in this Application.

Respectfully submitted, **COLUMBIA GAS OF OHIO, INC.**

John W. Partridge President, Columbia Gas of Ohio, Inc.

David J. Vajda

Vice President, Treasurer and Chief Risk Officer, Columbia Gas of Ohio, Inc.

Melissa L. Thompson (Counsel of Record)

Stephen B. Seiple (0003809) Melissa L. Thompson (0086367) P.O. Box 117 200 Civic Center Drive Columbus, Ohio 43216-0117 Telephone: (614) 460-4874 Facsimile: (614) 460-6986 E-mail: mlthompson@nisource.com sseiple@nisource.com

Attorneys for **COLUMBIA GAS OF OHIO, INC.**

AFFIDAVIT

STATE OF OHIO COUNTY OF FRANKLIN)

SS:

John W. Partridge, Jr., being first duly cautioned and sworn, deposes and says that he is the President of Columbia Gas of Ohio, Inc., Applicant herein, that the statements and schedules submitted herewith contain proposed revisions to existing schedule sheets, establish the facts and grounds upon which this Application is based, and that the data and facts set forth herein are true and to the best of his knowledge and belief.

John W. Partridge, Jr. President Columbia Gas of Ohio, Inc.

Sworn to before me and subscribed in my presence this **28** day of August, 2014.

Sharon L. Booth

Notary Public



Sharon Lee Booth Notary Public, State of Ohio My Commission Expires 11-09-2017

AFFIDAVIT

STATE OF INDIANA)) SS: COUNTY OF LAKE)

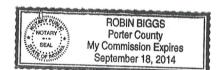
David J. Vajda, being first duly cautioned and sworn, deposes and says that he is the Vice President, Treasurer and Chief Risk Officer of Columbia Gas of Ohio, Inc., Applicant herein, that the statements and schedules submitted herewith contain proposed revisions to existing schedule sheets, establish the facts and grounds upon which this Application is based, and that the data and facts set forth herein are true to the best of his knowledge and belief.

David J. Vajda

Vice President, Treasurer and Chief Risk Officer Columbia Gas of Ohio, Inc.

Sworn to before me and subscribed in my presence this 2? day of August, 2014.

Notary Public



COLUMBIA GAS OF OHIO, INC. STATEMENT OF INCOME, PER BOOKS, 12 MONTHS ENDED June 30, 2014

Line No.	Description	Amount \$
1	Operating Revenues	
2	Gas	181,073,198
3	Transportation	610,847,256
4	Other Operating Revenues	176,815,916
5	Total Operating Revenues	968,736,370
6	Operating Expenses:	
7	Products Purchased - Natural Gas	356,405,051
8	Operation	220,108,093
9	Maintenance	22,119,023
10	Depreciation and Depletion	74,935,136
11	Other Taxes	109,596,850
12	Total Operating Expenses	783,164,152
13	Operating Income (Loss)	185,572,218
14	Other Income (Deductions)	
15	Income From Investment In Subsidiary	945,088
16	Interest Income and Other, Net	(232,783)
17	Interest Expense & Related Charges	(23,899,560)
18	Total Other Income (Deductions)	(23,187,256)
19	Income (Loss) Before Income Taxes	162,384,963
20	Income Taxes	57,782,961
21	Net Income Before Extraordinary Items	104,602,001
22	Extraordinary Items	
23	Net Income (Loss)	104,602,001

COLUMBIA GAS OF OHIO, INC. BALANCE SHEET AS OF JUNE 30, 2014 ASSETS AND OTHER DEBITS

Description	Amount \$
	Ψ
ASSETS	
Property, Plant and Equipment	
Gas Utility and Other Plant	3,121,952,226
Accumulated Depr. And Depl.	884,645,061
Net Property, Plant and Equipment	2,237,307,165
Current Assets	
Cash and Temporary Cash Investments	5,649,664
Accounts Receivables:	
Customers (Less Doubtful Accounts)	-
From Associated Companies	16,197,563
Other	-
Gas Inventory	74,605,561
Other Inventories	820,008
Prepayments	4,528,381
Regulatory Assets-Current	57,170,634
Other Current Assets	58,261,412
Total Current Assets	217,233,223
Investment in Subsidiary	33,331,785
Regulatory Assets Long-Term	248,122,312
Deferred Charges	75,641,299
TOTAL ASSETS	2,811,635,784

COLUMBIA GAS OF OHIO, INC. BALANCE SHEET AS OF JUNE 30, 2014 CAPITALIZATION AND LIABILITIES

Description	<u>Amount</u> <u>\$</u>
CAPITALIZATION AND LIABILITIES	
Capitalization	
Common Stock, at Par Value	159,239,625
Additional Paid in Capital	29,144,007
Other Comprehensive Income	-
Retained Earnings	601,647,255
Total Common Stock Equity	790,030,887
Long-Term Debt	
Installment Promissory Notes and Loans	733,626,000
Total Capitalization	1,523,656,887
Current Liabilities	
Current Maturities of Long-Term Debt	-
Accounts Payables	70,431,239
Accounts Payables to Associated Companies	228,449,627
Accrued Taxes	76,566,766
Accrued Interest	1,381,538
Estimated Rate Refunds	1,503,563
Deferred Income Taxes	23,435,224
Other Current Liabilities	88,934,921
Total Current Liabilities	490,702,878
Other Liabilities and Deferred Credits:	
Income Taxes, NonCurrent	644,844,524
Investment Tax Credits	8,482,655
Other Regulatory Liabilities Long Term	30,484,209
Other Liabilities and Deferred Credits	113,464,630
Total Other Liabilities and Deferred Credits	797,276,018
TOTAL CAPITALIZATION AND LIABILITIES	2,811,635,784

COLUMBIA GAS OF OHIO, INC. CAPITAL EXPENDITURE BUDGET FOR CONSTRUCTION PROJECTS 24 MONTHS ENDED DECEMBER 31, 2015 (\$000)

DESCRIPTION Detail 2014 Expenditures	ESTIMATED START DATE	ESTIMATED END DATE	ESTIMATED EXPENDITURE	ESTIMATED EXPENDITURE LESS AFUDC	AFUDC
Sheldon AMRP	Jan-14	Dec-14	1,948	1,932	16
Middle AMRP	Jan-14	Dec-14	1,680	1,666	10
Osborn AMRP	Jan-14	Dec-14	800	793	7
St Clairsville AMRP	Jan-14	Dec-14	3,528	3,499	29
Heffner AMRP	Jan-14	Dec-14	600	595	5
Windsor AMRP	Jan-14	Dec-14	1,572	1,559	13
Deming AMRP	Jan-14	Dec-14	1,368	1,357	11
Racine/Whitehead AMRP	Jan-14	Dec-14	744	738	6
Raymond AMRP	Jan-14	Dec-14	2,973	2,949	24
Marengo/Anthony Wayne Trail AMRP	Jan-14	Dec-14	980	972	8
Dryden AMRP	Jan-14	Dec-14	1,108	1,099	9
Market AMRP	Jan-14	Dec-14	1,892	1,876	16
Maryland AMRP	Jan-14	Dec-14	2,748	2,725	23
Glenmoor AMRP	Jan-14	Dec-14	747	741	6
Euclid AMRP	Jan-14	Dec-14	940	932	8
Roosevelt/Powell AMRP	Jan-14	Dec-14	852	845	7
Maumee River Crossing AMRP	Jan-14	Dec-14	7,574	7,512	62
Oakley/Springmont AMRP	Jan-14	Dec-14	843	836	7
Cassingham/Ruhl AMRP	Jan-14	Dec-14	550	545	5
Cantebury AMRP	Jan-14	Dec-14	1,327	1,316	11
Lanier/Nethersole AMRP	Jan-14	Dec-14	2,100	2,083	17
Knollwood AMRP	Jan-14	Dec-14	2,650	2,628	22
Edgemont/Devon AMRP	Jan-14	Dec-14	821	814	7
Green/Washington AMRP	Jan-14	Dec-14	777	770	6
Royal Forest/Foster AMRP	Jan-14	Dec-14	510	506	4
Union AMRP	Jan-14	Dec-14	1,100	1,091	9
Drexel AMRP	Jan-14	Dec-14	1,247	1,236	10
Greenwich AMRP	Jan-14	Dec-14	1,220	1,210	10
Elmore/Barker AMRP	Jan-14	Dec-14	719	713	6
Dunedin/Calumet AMRP	Jan-14	Dec-14	900	893	7
Troy AMRP	Jan-14	Dec-14	750	744	6
Washington AMRP	Jan-14	Dec-14	1,800	1,785	15
Tomb AMRP	Jan-14	Dec-14	1,147	1,138	9
West 29th AMRP	Jan-14	Dec-14	2,206	2,188	18
Watt AMRP	Jan-14	Dec-14	615	610	5
Vincent/Fairview AMRP	Jan-14	Dec-14	791	785	7
Mooberry AMRP	Jan-14	Dec-14	1,463	1,451	12
Gallia AMRP	Jan-14	Dec-14	600	595	5
Frances AMRP	Jan-14	Dec-14	930	922	8
Court /Broad AMRP	Jan-14	Dec-14	977	969	8
Waynesburg AMRP	Jan-14	Dec-14	1,336	1,325	11
Huron AMRP	Jan-14	Dec-14	650	645	5
Ruhl/Lowell AMRP	Jan-14	Dec-14	1,231	1,221	10
Michigan AMRP	Jan-14	Dec-14	1,459	1,447	12
Military AMRP	Jan-14	Dec-14	1,826	1,811	15
Main AMRP	Jan-14	Dec-14	1,745	1,731	14
Chester AMRP	Jan-14	Dec-14	1,450	1,438	12
Sunset AMRP	Jan-14	Dec-14	1,635	1,622	13
Harrison AMRP	Jan-14	Dec-14	874	867	7
4th AMRP	Jan-14	Dec-14	840	833	7
Louden/Light AMRP	Jan-14	Dec-14	770	764	6
Clark AMRP	Jan-14	Dec-14	1,300	1,289	11
N. College AMRP	Jan-14	Dec-14	635	630	5
Bartley/Venum AMRP	Jan-14	Dec-14	795	789	7
I-71/Main Relocation	Jan-14	Dec-14	720	714	6
Marion Relocation	Jan-14	Dec-14	1,530	1,517	13
Pleasant Valley/Bagley Relocation	Jan-14 Jan 14	Dec-14 Dec-14	2,043	2,026	17
East 5th Relocation	Jan-14	Dec-14	550	545	5
Linden Lighting Relocation	Jan-14	Dec-14	20,047	19,882	165
COH AMRD Prgm	Jan-14	Dec-14	1,400	1,388	12
COH Riser Replacement Prgm	Jan-14	Dec-14	21,000	20,827	173
Arena District Projects Under \$500K	Jan-14 Jan 14	Dec-14 Dec-14	32,000	31,737	263
Projects Under \$500K	Jan-14	Dec-14	141,719	140,553	1,166
Total 2014 Estimated Construction Expenditure			295,652	293,220	2,432

Total 2014 Estimated Construction Expenditure	

	ESTIMATED START DATE	ESTIMATED END DATE	ESTIMATED EXPENDITURE	ESTIMATED EXPENDITURE LESS AFUDC	AFUDC
COH AMRD Prgm	Jan-15	Dec-15	1,400	1,388	12
COH Riser Replacement Prgm	Jan-15	Dec-15	21,000	20,827	173
Projects TBD	Jan-15	Dec-15	234,612	232,682	1,930
Total 2015 Estimated Construction Expediture			257,012	254,898	2,114

Total 2016 Estimated Construction Expediture 284,780 Total 2010 Estimated Construction Expediture Total 2017 Estimated Construction Expediture Total 2018 Estimated Construction Expediture 297,579 288,638

COLUMBIA GAS OF OHIO, INC. ESTIMATED CONSTRUCTION EXPENDITURES FOR 2014-2015 \$(000) OMITTED

DESCRIPTION	2014 (\$000)	2015 (\$000)
NEW BUSINESS	41,900	48,000
GAS SUPPLY	-	-
CONDITION	186,315	164,405
BETTERMENT	6,110	16,100
MANDATORY	23,800	19,500
ACQUISITIONS	-	-
AMRD PROGRAM	1,400	1,400
SUPPORT SERVICES	40,127	11,107
TOTAL GROSS CONSTRUCTION	299,652	260,512
CONTRIBUTIONS & REIMBURSEMENTS	(4,000)	(3,500)
NET CONSTRUCTION EXPENDITURES	295,652	257,012

COLUMBIA GAS OF OHIO OUTSTANDING LONG-TERM DEBT AT JUNE 30, 2014

LINE TYPE,	TISSUE COUPON ATE	DATE ISSUED (DAY/MO/YR) (A)	MATURITY DATE (DAY/MO/YR) (B)	PRINCIPAL AMOUNT (C)	FACE AMOUNT OUTSTANDING (D)	PARTIES INVOLVED (E)
1 PROMISSORY	NOTES PAYAB	LES				
2						
3 SERIES	5.410%	28-Nov-05	28-Nov-15	78,100,000	78,100,000	NISOURCE FINANCE CORP
4 SERIES	5.450%	28-Nov-05	28-Nov-16	30,600,000	30,600,000	NISOURCE FINANCE CORP
5 SERIES	5.920%	28-Nov-05	28-Nov-25	89,926,000	89,926,000	NISOURCE FINANCE CORP
6 SERIES	6.015%	1-Nov-06	1-Nov-21	110,000,000	110,000,000	NISOURCE FINANCE CORP
7 SERIES	6.865%	14-Dec-07	14-Dec-27	50,000,000	50,000,000	NISOURCE FINANCE CORP
8 SERIES	5.910%	21-Dec-10	20-Dec-30	37,500,000	37,500,000	NISOURCE FINANCE CORP
9 SERIES	6.100%	21-Dec-10	21-Dec-35	37,500,000	37,500,000	NISOURCE FINANCE CORP
10 SERIES	4.630%	28-Nov-12	29-Nov-32	10,000,000	10,000,000	NISOURCE FINANCE CORP
11 SERIES	4.940%	28-Nov-12	30-Nov-37	95,000,000	95,000,000	NISOURCE FINANCE CORP
12 SERIES	5.260%	28-Nov-12	28-Nov-42	95,000,000	95,000,000	NISOURCE FINANCE CORP
13 SERIES	6.290%	31-Dec-13	18-Dec-43	100,000,000	100,000,000	NISOURCE FINANCE CORP

14 **Total**

733,626,000 733,626,000

Columbia Gas of Ohio, Inc. Projected Cash Requirements and Sources of Cash <u>for the Year Ending December 31, 2014</u> (\$000s)

Cash from Operations	
Net Income (Loss)	\$104,438
Items not Requiring (Providing) Cash:	
Depreciation	80,757
Deferred Taxes and Other	51,299
Net Change in Working Capital	(68,900)
Total Cash from Operations	167,594
Dividends	(45,000)
Net Cash From Operations	122,594
External Financing Activities	
Issuance of Long-Term Debt	54 000

Issuance of Long-Term Debt	54,000
Retirement of Long-Term Debt	
Increase (Decrease) in Short-Term Debt	-
(Increase) Decrease in Temp. Cash Investments	
Net External Financing Activities	54,000

Capital Expenditures	(\$295,652)
Increase (Decrease) in Cash	(\$119,058)

Columbia Gas of Ohio, Inc. Projected Cash Requirements and Sources of Cash <u>for the Year Ending December 31, 2015</u>

(\$000s)

Cash from Operations	
Net Income (Loss)	\$117,958
Items not Requiring (Providing) Cash:	
Depreciation	91,562
Deferred Taxes and Other	(11,762)
Net Change in Working Capital	36,162
Total Cash from Operations	233,920
Dividends	(7,000)
Net Cash From Operations	226,920

External Financing Activities	
Issuance of Long-Term Debt	174,000
Retirement of Long-Term Debt	(78,100)
Increase (Decrease) in Short-Term Debt	
(Increase) Decrease in Temp. Cash Investments	
Net External Financing Activities	95,900

Capital Expenditures	(\$257,012)
Increase (Decrease) in Cash	\$65,808

Columbia Gas of Ohio, Inc. Proforma Capitalization Reflecting the Proposed New Debt Issuance

Line No.	e -	Actual June 30, 2014	2014 Proposed New Debt Issuance	December 31, 2014 Proforma Capital Structure	2015 Proposed New Debt Issuance	December 31, 2015 Proforma Capital Structure
1 2 3	Common Stock Additional Paid in Capital OCI	159,239,625 29,144,007		159,240,000 29,144,000		159,239,627 29,144,000
4	Retained Earnings	601,647,255		620,194,000		731,152,000
5	Total Equity	790,030,887		808,578,000		919,535,627
6 7 8	Long-term Debt Current Maturities Short-term Debt *	733,626,000	54,000,000	709,526,000 78,100,000 -	174,000,000	852,926,000 30,600,000 -
9	Total Debt	733,626,000		787,626,000		883,526,000
10	Total Capitalization	1,523,656,887		1,596,204,000		1,803,061,627
11	Total Equity / Total Capital	51.85%		50.66%		51.00%
12	Total Debt / Total Capital	48.15%		49.34%		49.00%

COLUMBIA GAS OF OHIO, INC. Details of Customers Served and Annual Throughput For the Twelve Months Ended June 30, 2014

Class	Customers ¹	Throughput - MCF
Residential - Sales	159,346	15,308,000
Commercial - Sales	6,479	1,787,000
Industrial - Sales	714	491,000
Total - Sales	166,538	17,586,000
Residential - SCO	652,881	52,831,000
Commercial - SCO	44,490	13,675,000
Industrial - SCO	307	560,000
Total - SCO	697,678	67,066,000
Residential - CHOICE	483,674	54,300,000
Commercial - CHOICE	54,659	29,923,000
Industrial - CHOICE	286	658,000
Total - CHOICE	538,619	84,881,000
Commercial - GTS	3,074	30,381,000
Industrial - GTS	703	80,398,000
Total - GTS	3,776	110,779,000
Public Utilities - Sales	1	374,000
TOTAL	1,406,613	280,686,000

Note 1) Twelve month average ended June 30, 2014

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

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in

Case No(s). 14-1523-GA-AIS

Summary: Application for Authority to Issue, Sell or Enter into Debt Transactions electronically filed by Cheryl A MacDonald on behalf of Columbia Gas of Ohio, Inc.