

August 12, 2011

Mr. Jeff Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602

RECEIVED

AUG 12 2011

PUBLIC SERVICE
COMMISSION

RE: Case No. 2011 _____

Dear Mr. Derouen

Columbia Gas of Kentucky, Inc., ("Columbia") hereby submits an original and ten (10) copies of its Application for an Order Approving Use of Disclaimer by a Non-Regulated Affiliate.

Please contact me at bleslie@nisource.com or 614-460-5558 if you have any questions.

Sincerely,

Brooke E. Leslie (jmc)

Brooke E. Leslie
Counsel

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

AUG 12 2011

PUBLIC SERVICE COMMISSION

In the Matter of:)
)
 Application of Columbia Gas of)
 Kentucky, Inc. for an Order Approving) Case No. _____
 Use of Disclaimer by a Non-Regulated)
 Affiliate)

APPLICATION OF COLUMBIA GAS OF KENTUCKY, INC.

Columbia Gas of Kentucky, Inc. ("Columbia") moves the Public Service Commission of Kentucky ("Commission") pursuant to KRS 278.2213 (13) and 807 KAR 5:080 Section 6 for an Order authorizing the use of the disclaimer attached hereto as "Attachment A" when Columbia's name, trademark, brand or logo is used by a non-regulated affiliate of Columbia within the Commonwealth of Kentucky. In support thereof, Columbia respectfully states:

1. That applicant is engaged in the business of furnishing natural gas service to the public in certain counties in the Commonwealth of Kentucky, pursuant to authority granted by the Commission.
2. That Columbia's full name and post office address are:
 Columbia Gas of Kentucky, Inc.
 2001 Mercer Road
 P.O. Box 14241
 Lexington, KY 40512-4241
3. That Columbia's Articles of Incorporation have previously been filed with the Commission in Case No. 2000-129 and are incorporated herein by reference.
4. That NiSource Retail Services ("NRS") d/b/a Columbia Retail Services ("CRS") is an unregulated affiliate of Columbia pursuant to KRS § 278.010(18). CRS is a Delaware corporation authorized to do business in Kentucky. Pursuant to the Commission's Order dated June 30, 2000, in Case No. 2000-129, NRS's Articles of Incorporation and By-Laws are attached

hereto as "Attachment B." The d/b/a Columbia Retail Services in Kentucky certificate is attached hereto as "Attachment C."

5. That CRS will offer residential and small commercial customers service plans for the repair of heating and cooling systems, water heaters, appliances, and pipes and wires; and equipment leasing services.
6. That if approved, the disclaimer attached hereto as "Attachment A," will appear in capital letters on the first page or at the first point where Columbia's name, trademark, logo or brand appears when used in print format. Also attached hereto is "Attachment D" which is a sample of the type of print formatting CRS will use. When used in a televised format, the disclaimer will appear at the first point at which Columbia's name, trademark, logo of brand appears. When used in audio format, the attached disclaimer shall be spoken at the close of the advertisement. In the event that Columbia's corporate website should include a reference to its affiliate, the attached disclaimer will appear at the first point where Columbia's name, trademark, logo or brand appears.
7. CRS plans to begin marketing its services and products in Kentucky with the attached disclaimer as of September 11, 2011. Therefore, Columbia respectfully requests that the Commission act upon this Application by September 11, 2011.

Wherefore, for the reasons stated herein, Columbia respectfully requests that the Commission enter an Order by September 11, 2011, authorizing the use of the disclaimer attached hereto as "Attachment A" by Columbia's non-regulated affiliate..

Dated at Columbus, Ohio this 12th day of August, 2011.

Respectfully submitted,
COLUMBIA GAS OF KENTUCKY, INC.

By: Brooke E. Leslie (gmc)
Brooke E. Leslie, Counsel of Record

Stephen B. Seiple, Asst. General Counsel
Brooke E. Leslie, Counsel
200 Civic Center Drive
P. O. Box 117
Columbus, Ohio 43216-0117
Telephone: (614) 460-5558
Fax: (614) 460-6986
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bleslie@nisource.com

Richard S. Taylor
225 Capital Avenue
Frankfort, KY 40601
Telephone: (502) 223-8967
Fax: (502) 226-6383
Email: attysmitty@aol.com

Attorneys for
COLUMBIA GAS OF KENTUCKY, INC

ATTACHMENT A

COLUMBIA RETAIL SERVICES (CRS) IS AN AFFILIATE OF COLUMBIA GAS OF KENTUCKY BUT IS NOT THE SAME COMPANY. CRS IS NOT REGULATED BY THE KENTUCKY PUBLIC SERVICE COMMISSION AND YOU DO NOT HAVE TO BUY CRS PRODUCTS OR SERVICES IN ORDER TO CONTINUE TO RECEIVE QUALITY REGULATED SERVICES FROM COLUMBIA GAS OF KENTUCKY.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:56 AM 11/12/2003
FILED 11:56 AM 11/12/2003
SRV 030724440 - 3726873 FILE

Certificate of Incorporation
of
NiSource Retail Services, Inc.

FIRST: The name of the corporation ("Corporation") is NiSource Retail Services, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington 19808, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as amended.

FOURTH: The Corporation has the authority to issue 1,000 shares of stock. The par value of each share is \$.01. All such shares are of one class called Common Stock.

FIFTH: The name and the mailing address of the incorporator are Gary W. Pottorff, Secretary, NiSource Inc., 801 E. 86th Avenue, Merrillville, IN 46410.

SIXTH: The Board of Directors of the Corporation has the power to adopt, amend, or repeal the By-Laws of the Corporation.

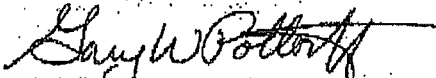
SEVENTH: A director may not be held personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty. However, a director will be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of the Article Seventh will not affect the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director that occurred prior to such amendment.

EIGHTH: The Corporation will, to the fullest extent permitted by the provisions of section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it has the power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters

referred to in or covered by that section. This indemnification should not be deemed exclusive of any other rights to which those indemnified may be entitled both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

NINTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article Ninth.

The undersigned, being the incorporator hereinabove named, has executed this Certificate of Incorporation this 12th day of November, 2003, thereby acknowledging under penalties of perjury that the foregoing is the act and deed of the undersigned and that the facts stated therein are true.



Gary W. Pottoff, Incorporator

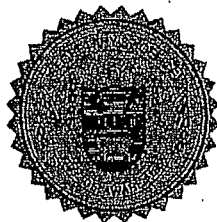
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NISOURCE RETAIL SERVICES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2003, AT 11:56 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3726873 8100

AUTHENTICATION: 2744865

030724440

DATE: 11-12-03

Delaware

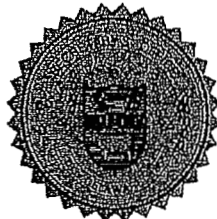
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NISOURCE RETAIL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NISOURCE RETAIL SERVICES, INC." WAS INCORPORATED ON THE TWELFTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3726873 8300

AUTHENTICATION: 2744866

030724440

DATE: 11-12-03

Certificate of Incorporation

of

NiSource Retail Services, Inc.

FIRST: The name of the corporation ("Corporation") is NiSource Retail Services, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington 19808, County of New Castle. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

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FIFTH: The name and the mailing address of the incorporator are Gary W. Pottorff, Secretary, NiSource Inc., 801 E. 86th Avenue, Merrillville, IN 46410.

SIXTH: The Board of Directors of the Corporation has the power to adopt, amend, or repeal the By-Laws of the Corporation.

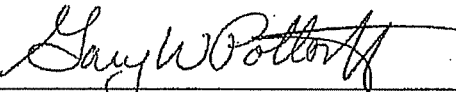
SEVENTH: A director may not be held personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty. However, a director will be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of the Article Seventh will not affect the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director that occurred prior to such amendment.

EIGHTH: The Corporation will, to the fullest extent permitted by the provisions of section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it has the power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters

referred to in or covered by that section. This indemnification should not be deemed exclusive of any other rights to which those indemnified may be entitled both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

NINTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article Ninth.

The undersigned, being the incorporator hereinabove named, has executed this Certificate of Incorporation this 12th day of November, 2003, thereby acknowledging under penalties of perjury that the foregoing is the act and deed of the undersigned and that the facts stated therein are true.



Gary W. Pettorff, Incorporator

BY-LAWS

of

NISOURCE RETAIL SERVICES, INC.

Conformed Copy

July 1, 2009



BY-LAWS

ARTICLE I

IDENTIFICATION

Section 1.1. Name. The name of the corporation shall be NiSource Retail Services, Inc. (hereinafter referred to as the "Corporation").

Section 1.2. Seal. The corporate seal of the Corporation shall, if the Corporation elects to have one, be a circular disc, on the outer margin of which shall appear the corporate name and State of Delaware, with the words "Corporate Seal" through the center, so mounted that it may be used to impress these words in raised letters upon paper. The Secretary shall be in charge of the seal.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall be the period of twelve calendar months ending on December 31 in each year.

ARTICLE II

CAPITAL SHARES

Section 2.1. Consideration for Shares. The Board of Directors shall cause the Corporation to issue the capital shares of the Corporation for such consideration as determined by the Board of Directors.

Section 2.2. Payment of Shares. The consideration for the issuance of the capital shares of the Corporation may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor actually performed for, or services actually rendered to, the Corporation. Promissory notes or future services shall not be accepted in payment or part payment of any of the capital shares of the Corporation.

Section 2.3. Certificates for Shares. The Corporation shall issue to each stockholder a certificate signed by at least two officers of the Corporation certifying the number of shares held by the stockholder in the Corporation. Where such certificate is also signed by a transfer agent or registrar, the signatures of the two officers may be facsimiles. The certificate shall state the name of the registered holder, the number of shares represented thereby, the par value of

BY-LAWS (Continued)

each share or a statement that such shares have no par value, and whether such shares have been fully paid, the certificate shall be legibly stamped to indicate the per centum which has been paid, and as further payments are made thereon the certificate shall be stamped accordingly.

Section 2.4. Form of Certificates. The certificates to represent the capital shares of this Corporation shall be in such form, not inconsistent with the laws of the State of Delaware, as may be adopted by the Board of Directors.

Section 2.5. Transfer of Shares. Title to a certificate and to the shares represented thereby can be transferred only by delivery of either:

- (1) the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby; or
- (2) the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 2.6. Closing of Transfer Books. The transfer books shall be closed for a period of ten days prior to the date set for any meeting of stockholders, and during such period no new certificate of shares shall be issued by the Corporation and no change or transfer shall be made upon the records thereof.

Section 2.7. Lost Certificates. The Board of Directors or any transfer agent of the Corporation may direct a new certificate or certificates representing stock of the Corporation to be issued in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors (or any transfer agent of the Corporation authorized to do so by a resolution of the Board of Directors) may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum as the Board of Directors (or any transfer agent so authorized) shall direct to indemnify the Corporation against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed or the issuance of such new certificates, and such requirement may be general or confined to specific instances.

Section 2.8. Regulations. The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, registration, cancellation, and replacement of certificates representing stock of the Corporation.

BY-LAWS (Continued)

ARTICLE IIIMEETINGS OF STOCKHOLDERS

Section 3.1. Place of Meetings. All meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be specified from time to time in the respective notices of any such meetings.

Section 3.2. Annual Meeting. The annual meeting of the stockholders for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at a time fixed by the Board of Directors, on the third Tuesday in the month of May of each year, if such day is not a legal holiday, and if a holiday, then on the next business day which is not a legal holiday. If for any reason the annual meeting of the stockholders shall not be held at the time and place herein provided, the same may be held at any time thereafter, but not later than the date which is five months after the close of the Corporation's fiscal year, or the date which is fifteen months after the last annual meeting, whichever is earlier.

Section 3.3. Special Meetings. Special meetings of stockholders for any purpose or purposes may be held at any time upon call of the President, or a majority of the Board of Directors, at such time and place either within or without the State of Delaware as may be stated in the notice. A special meeting of stockholders shall be called by the President upon the written request, stating time, place, and the purpose or purposes of the meeting, of stockholders who together own of record 25% of the outstanding stock of all classes entitled to vote at such meeting.

Section 3.4. Notice of Meetings. The Secretary, or other officers or persons calling a stockholder meeting shall give written or oral notice to each holder of the capital shares of the Corporation who are entitled to vote as of the record date for such meeting. Such notice shall indicate the place, day and hour of the meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, and if a written notice it shall be sent to such address as appears upon the records of the Corporation. Such notice shall be given at least ten (10) days and not more than sixty (60) days before the date of the meeting. Notice of any such meeting may be waived by any stockholder by delivering to the Secretary a written waiver. Attendance at any meeting, in person or by proxy shall constitute a waiver of notice of such meeting.

Section 3.5. Voting at Meetings. Every stockholder shall have the right at every stockholders' meeting of the Corporation to one vote for each share held according to the books of the Corporation. However, no share shall be voted at any meeting which is held by the Corporation, unless the Corporation holds such share in a fiduciary capacity.

BY-LAWS (Continued)

Section 3.6. Proxies. A stockholder may vote, either in person or by proxy executed in writing by the stockholder or a duly authorized attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and is effective for eleven (11) months from the date of its execution, unless a different period is expressly provided therein.

Section 3.7. Quorum. At any meeting of stockholders, a majority of the capital shares outstanding and entitled by the Articles of Incorporation to vote, represented in person or by proxy shall constitute a quorum. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 3.8. Organization. The President, or in the President's absence, a Vice President, or in their absence, any stockholder chosen by the stockholders present, shall call meetings of the stockholders to order and shall act as chairman of such meetings, and the Secretary or an assistant secretary of the Corporation shall act as secretary of all meetings of the stockholders. In the absence of the Secretary or an assistant secretary, the presiding officer may appoint a stockholder to act as secretary of the meeting.

The Secretary of the Corporation shall act as Secretary of all meetings of stockholders, but, in the absence of the Secretary, the chairman of the meeting may appoint any other person to act as Secretary of the meeting.

Section 3.9. Record Date. For purposes of determining which stockholders are entitled to notice of or to vote at any meeting of stockholders meeting, or which stockholders may demand a special meeting, or are entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights or take any other action, the President may fix, in advance, a future date as the record date which shall not be more than sixty (60) days nor less than ten (10) days before the date of the meeting or any other action requiring a determination by stockholders.

BY-LAWS (Continued)

ARTICLE IVBOARD OF DIRECTORS

Section 4.1. Board of Directors. The Board of Directors shall consist of not less than one (1) nor more than five (5) members, as determined from time to time by the Board of Directors, who shall be elected annually by a plurality of the votes cast by the shares entitled to vote and represented at an annual meeting of the stockholders at which a quorum exists. Such directors shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

Section 4.2. Duties. The corporate power of this Corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the Corporation. They shall employ such agents and servants as they may deem advisable, and fix the rate of compensation of all agents, employees and officers.

Section 4.3. Vacancies. In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next annual meeting and until a successor is elected and qualified. If the vote of the remaining members of the Board shall result in a tie, the vacancy shall be filled by stockholders at the annual meeting or a special meeting called for the purpose. Stockholders shall be notified of the name, address, principal occupation and other pertinent information about any director elected by the Board of Directors to fill any vacancy.

Section 4.4. Annual Meetings. The Board of Directors shall meet each year on the same date as the annual stockholder meeting set forth in Section 3.2. Such meeting shall be at a time fixed by the President and may be held in a manner consistent with Delaware law, including by telephone conference call, and shall be for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in Section 4.5.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two directors at any place within or without the State of Delaware, by giving, or causing the Secretary or an assistant secretary to give, to each director by mail at least five (5) days before the meeting, or by facsimile, telegram, or personal cable, electronic mail, or personal service. Such meetings may be held in a manner consistent with Delaware law, including by telephone conference call.

BY-LAWS (Continued)

Section 4.6. Waiver of Notice. Any meeting of the Board of Directors, wheresoever held, at which all of the directors are present, shall be as valid as if held pursuant to proper notice, and in case a meeting shall be held without notice when all are not present but the absent directors shall have signed a waiver of notice of such meeting, whether before or after the time stated in said waiver, or shall thereafter sign the minutes of the meeting, the same shall be as valid and binding as though called upon due notice.

Section 4.7. Quorum. At any meeting of the Board of Directors, the presence of one third of the number of directors holding office pursuant to Section 4.1 before the beginning of the meeting shall constitute a quorum for the transaction of any business.

Section 4.8. Organization. The President, or in the President's absence, a Vice President, or in their absence any director chosen by the directors present, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings. The Secretary or any assistant secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary or an assistant secretary, the presiding officer may appoint any director to act as secretary of the meeting.

Section 4.9. Action Without Meeting. Nothing contained in these By-Laws shall be deemed to restrict the power of members of the Board of Directors of any committee designated by the Board to take any action required or permitted to be taken by them without a meeting.

ARTICLE VOFFICERS OF THE CORPORATION

Section 5.1. Number. The officers of the corporation shall be a chief executive officer; a president; a treasurer; a corporate secretary; a controller; an assistant treasurer, an assistant corporate secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may, by resolution, create additional offices, all of which shall be elected by the Board of Directors. The same individual may simultaneously hold more than one (1) office in the corporation.

Section 5.2. Appointment and Tenure. The officers of the corporation to be appointed by the Board of Directors or the chief executive officer generally shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors held after each annual shareholder meeting or by the chief executive officer at his or her discretion. If the appointment of officers shall not be held at such meeting of the Board of Directors, such appointment shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created

BY-LAWS (Continued)

and filed at any meeting of the Board of Directors or by the chief executive officer at his or her discretion. Each officer shall hold office until the officer's successor shall have been duly appointed and shall have qualified or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided.

Section 5.3. Removal. Any officer or agent may be removed by the Board of Directors or the chief executive officer whenever in its or the chief executive officer's judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors or the chief executive officer for the unexpired portion of the term.

Section 5.5. Chief Executive Officer. The chief executive officer of the corporation shall actively manage the business of the corporation and may sign deeds, mortgages, bonds, contracts or other instruments whether or not under the seal of the corporation, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these bylaws to some other officer or agent of the corporation; and shall perform such other duties as may be prescribed by the Board of Directors from time to time. The chief executive officer shall have general powers of supervision and shall be the final arbiter of all differences between officers of the corporation and the chief executive officer's decision as to any matter affecting the corporation shall be final and binding as between the officers of the corporation subject only to its Board of Directors.

Section 5.6. President. The president may sign with the corporate secretary or an assistant corporate secretary, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors. The president of the corporation shall carry out his or her duties under the general supervision of the chief executive officer. The president shall have concurrent power with the chief executive officer to sign deeds, mortgages, bonds, contracts or other instruments whether or not under the seal of the corporation, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these bylaws to some other officer or agent of the corporation. In the absence of the chief executive officer, or in the event of the chief executive officer's disability or refusal to act, the president shall have such other powers as are vested in the chief executive officer. In general, the president shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the chief executive officer or by the Board of Directors.

BY-LAWS (Continued)

Section 5.7. Corporate Secretary. The corporate secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and be responsible for authenticating records of the corporation; (d) keep a register of the post office address of each shareholder which shall be furnished to the corporate secretary by such shareholder; (e) sign with the president certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the share transfer books of the corporation; and (g) in general perform all duties incident to the office of corporate secretary and such other duties as from time to time may be assigned by the chief executive officer, the president or by the Board of Directors.

Section 5.8. Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chief executive officer, the president or by the Board of Directors.

Section 5.9. Controller. . If required by the Board of Directors, the controller shall give bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The controller shall: (a) have control over all accounts and records pertaining to monies, properties, materials and supplies and internal control procedures relating thereto; (b) have executive direction of the bookkeeping and accounting department, general supervision over the records in all other departments pertaining to monies, properties, materials and supplies; and (c) in general perform all of the duties incident to the office of controller and such other duties as from time to time may be assigned by the chief executive officer, the president, or by the Board of Directors.

Section 5.10. Assistant Corporate Secretary and Assistant Treasurer. The assistant corporate secretary, when authorized by the Board of Directors, may sign with the president certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurer shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant corporate secretary and assistant treasurer, in general, shall perform such duties as from to time may be assigned to them by the

BY-LAWS (Continued)

corporate secretary, the treasurer or the controller, respectively, or by the chief executive officer, the president, or by the Board of Directors.

Section 5.11. Delegation of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE VI

CORPORATE BOOKS

Section 6.1. Place of Keeping, in General. Except as otherwise provided by the laws of the State of Delaware, the books and records of the Corporation may be kept at such place or places, within or without the State of Delaware, as the Board of Directors may from time to time by resolution determine.

Section 6.2. Stock Register or Transfer Book. The original or duplicate share register or transfer book shall contain a complete and accurate stockholders' list, alphabetically arranged, giving the names and addresses of all stockholders, the number and classes of shares held by each, and shall be kept within or without State of Delaware as may be specified by the Board of Directors.

ARTICLE VII

AMENDMENTS

Section 7.1. Amendments. These by-laws may be amended, restated or repealed at any meeting of the Board of Directors by the vote of a majority of those attending a meeting at which a quorum exists.

ARTICLE VIII

INDEMNIFICATION

Section 8.1. Litigation Brought by Third Parties. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal (other than an action by or in the right of the Corporation) (an "Action") by reasons of the fact that he or she is or was a director, officer, employee or agent of the

BY-LAWS (Continued)

Corporation (a "Corporate Person"), or is or was serving at the request of the Corporation as a director, officer, employee, agent, partner, trustee or member or in another authorized capacity (collectively, an "Authorized Capacity") of or for another corporation, unincorporated association, business trust, partnership, joint venture, trust or other legal entity, whether or not organized or formed for profit (collectively, "Another Entity"), against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such Action ("Expenses") if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any Action by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 8.2. Litigation by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Corporate Person, or was serving at the request of the Corporation in an Authorized Capacity of or for Another Entity against Expenses actually and reasonably incurred by him or her in connection with that defense or settlement of such action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that a court of equity or the court in which such action was pending shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court of equity or other court shall deem proper.

Section 8.3. Successful Defense. To the extent that a person who is or was a Corporate Person or is or was serving in an Authorized Capacity of Another Entity at the request of the Corporation and has been successful on the merits or otherwise in defense of any action, referred to in Section 8.1 or 8.2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against Expenses actually and reasonably incurred by him or her in connection therewith.

Section 8.4. Determination of Conduct. Any indemnification under Section 8.1 or 8.2 of this Article (unless ordered by a court) shall be made by the Corporation only upon a

BY-LAWS (Continued)

determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Section 8.1 or 8.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to such action, suit or proceeding, or (b) if a quorum cannot be obtained, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting of two or more directors not at the time a party to such action, suit or proceeding, or (c) by special legal counsel, or (d) by the stockholders, provided, however, that shares owned by or voted under the control of persons who are at the time parties to such action, suit or proceeding may not be voted on the determination.

Section 8.5. Advance Payment. The Corporation shall advance Expenses reasonably incurred by any Corporate Person in any Action in advance of the final disposition thereof upon the undertaking of such party to repay the advance unless it is ultimately determined that such party is entitled to indemnification hereunder, if (a) the indemnitee furnishes the Corporation a written affirmation of his or her good faith belief that he or she has satisfied the standard of conduct in Section 8.1 or 8.2 and (b) a determination is made by those making the decision pursuant to Section 8.4 that the facts then known would not preclude indemnification under these By-Laws.

Section 8.6. By-Law Not Exclusive. The indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Corporate Person or is or was serving at the request of the Corporation in an Authorized Capacity of or for Another Entity against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 8 or the Delaware General Corporation Law.

Section 8.8. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article 8 shall not affect the validity or enforceability of the remaining provisions of this Article 8.

BY-LAWS (Continued)

Section 8.9. Definition of Corporation. For purposes of this Article 8, references to “the Corporation” shall include, in addition to the surviving or resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger.

Section 8.10. Change in Law. Notwithstanding the foregoing provisions of Article 8, the Corporation shall indemnify any person who is or was a Corporate Person or is or was serving at the request of the Corporation in an Authorized Capacity of or for Another Entity to the full extent permitted by the Delaware General Corporation Law or by any other applicable law, as may from time to time be in effect.

ARTICLE IXMISCELLANEOUS

Section 9.1. Stock of Other Corporations or Other Interests. Unless otherwise ordered by the Board of Directors, the Treasurer, Secretary, and such attorneys or agents of the Corporation as may be from time to time authorized by the Board of Directors, shall have full power and authority on behalf of this Corporation to attend and to act and vote in person or by proxy at any meeting of the holders or securities of any corporation or other entity in which this Corporation may own or hold shares or other securities, and at such meetings shall possess and may exercise all the rights and powers incident to the ownership of such shares or other securities which this Corporation, as the owner or holder thereof, might have possessed and exercised if present. The Treasurer, Secretary, or such attorneys or agents, may also execute and deliver on behalf of this Corporation powers of attorney, proxies, consents, waivers, and other instruments relating to the shares or securities owned or held by this Corporation.



**COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE**

0763042.09	mstratton ASN
Trey Grayson, Secretary of State Received and Filed: 5/27/2010 11:27 AM Fees Received: \$20.00	

Division of Corporations Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Certificate of Assumed Name (Domestic or Foreign Business Entity)	ASN
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Pursuant to the provisions of KRS 385, the undersigned applies to assume a name and, for that purpose, submits the following statement:

1. The assumed name is:
Columbia Retail Services
2. The name of the business entity (and in the case of general partnership, the partners) that is/are adopting the assumed name:
Nisource Retail Services, Inc.
Name must be identical to the name on record with the Secretary of State.
3. The "real name" is (you must check one):
- | | |
|---|--|
| <input type="checkbox"/> a Domestic General Partnership | <input type="checkbox"/> a Foreign General Partnership |
| <input type="checkbox"/> a Domestic Limited Liability Partnership | <input type="checkbox"/> a Foreign Limited Liability Partnership |
| <input type="checkbox"/> a Domestic Limited Partnership | <input type="checkbox"/> a Foreign Limited Partnership |
| <input type="checkbox"/> a Domestic Business Trust | <input type="checkbox"/> a Foreign Business Trust |
| <input type="checkbox"/> a Domestic Corporation | <input checked="" type="checkbox"/> a Foreign Corporation |
| <input type="checkbox"/> a Domestic Limited Liability Company | <input type="checkbox"/> a Foreign Limited Liability Company |
4. The business is organized and existing in the state or country of Delaware
5. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is _____
(Delayed effective date and/or time)
6. The mailing address is: Attn: Gary W. Portoriff
801 E. 86th Avenue, Merrillville, IN 46410
Street Address or Post Office Box Numbers City State Zip

I declare under penalty of perjury under the laws of Kentucky that the foregoing is true and correct.

	↓	↓	<u>5/25/2010</u>
Authorized Party Signature	Printed Name	Title	Date

Gary W. Portoriff, Vice President,
Ethics and Compliance and Corporate Secretary

(09/09)

NOTICE CODE:

MCZX

**Columbia
Retail
Services**
A NiSource Company

P.O. Box 163155
Columbus, OH 43216-3155

[Mr. Sample A. Sample]
[123 Main St.]
[Anytown, US 12345-6789]

Today's Date: [variable data = date of lasering]

Respond By: [variable data = laser date + 45]

Call Toll-Free: 1-866-967-8034 and mention notice
code shown above

Online: www.esp-columbia.com

Announcing a New Service For Columbia Gas of Kentucky Customers

Dear [Mr. Sample],

With the hot weather of Summer soon upon us your home's central air conditioner could start working overtime. Central A/C systems have many working parts and the additional strain makes it more likely one of them will **break without warning**.

If your central A/C does fail, you can be faced with days of hot weather without any way to cool your home. Plus, finding a qualified contractor to make the repair can be a real hassle, especially during the busy summer months. What's more, repairing a cooling system could cost you **several hundreds of dollars** including parts and labor.

That's why Columbia Retail Services is introducing Extra Service Protection (E.S.P.SM) to **Columbia Gas of Kentucky** customers. With a service plan for your central A/C, you'll have the help you need with just one call, and you'll be protected against expensive repair costs. Our service plan includes:

- **Emergency hotline** – available 24 hours a day, seven days a week.
- **Qualified repair contractors** – who know how to fix your problem quickly and professionally.
- **Fast service** – from a contractor located in your area.
- **Repair coverage** – there is no cost for covered parts or the labor to install them, up to \$1,500 per contract year.

For a limited time, you can ensure the comfort of your family with an E.S.P. central A/C service plan for as little as 27¢ a day. When you enroll before [laser date +45] you can enroll in E.S.P. cooling coverage for only \$7.99 a month. That's a **savings of \$24 in the first year!**

So this summer, don't get stuck with having to deal with your central air conditioning repairs all on your own. With E.S.P. Cooling coverage you'll get your repairs done quickly with just one phone call. Coverage costs can be conveniently added to your Columbia Gas bill. **Complete the simple application form below or call us toll-free at 1-866-590-2953 to enroll now.**

Sincerely,

Pam Mayes

Pam Mayes
Manager, Columbia Retail Services

P.S. Now you can enjoy peace of mind knowing that your central air conditioning system is protected. For a complete list of covered parts, read the other side of this letter – or see the enclosed E.S.P. customer agreement. Remember, if you enroll before [laser date +45] you'll get a \$24 discount in the first year – and the hot weather is almost here – so enroll today!

COLUMBIA RETAIL SERVICES (CRS) IS AN AFFILIATE OF COLUMBIA GAS OF KENTUCKY BUT IS NOT THE SAME COMPANY. CRS IS NOT REGULATED BY THE KENTUCKY PUBLIC SERVICE COMMISSION AND YOU DO NOT HAVE TO BUY CRS PRODUCTS OR SERVICES IN ORDER TO CONTINUE TO RECEIVE QUALITY REGULATED SERVICES FROM COLUMBIA GAS OF KENTUCKY.

AUTHORIZATION FORM

Notice Code: MCZX

Columbia Gas Account No. (Required)
We cannot process your enrollment or place charges on your utility bill
without your 15-digit account number.

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Tel No. (Home)

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Date of Birth (For Verification)

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

E-mail

Signature (Required)

Mailing Address

[Sample A. Sample]
[123 Anystreet]
[Anytown, Anywhere 12345]

Service Address

[Sample A. Sample]
[123 Anystreet]
[Anytown, Anywhere 12345]

YES, I want the protection of an E.S.P. service plan. Please add the plan selected below to my Columbia Gas bill (plus applicable tax).

Central A/C coverage	<input type="checkbox"/> \$9.99	<input type="checkbox"/> \$7.99
Furnace/Boiler coverage	<input type="checkbox"/> \$9.99	<input type="checkbox"/> \$7.99
Both Central A/C and Furnace/Boiler for an additional 10% off each plan (\$7.19 a month)	<input type="checkbox"/> \$17.98	<input type="checkbox"/> \$14.38

Do not send a check for payment at this time. Your Columbia Gas account must be current to qualify for billing on your monthly utility statement. If we are unable to include charges on your utility bill, you may receive a separate invoice from Columbia Retail Services for the annual amount of the plans. Customers are responsible for the annual price of the plan(s). Discounted plan(s) will renew at the standard after the first 12 months. Coverage will begin after the first bill, after receipt of first payment, or 15 days after enrollment (whichever is later) and will cover the lines located at the service address listed above. For complete information, see the enclosed E.S.P. Customer Agreement, which may also be found at www.esp-columbia.com.

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