

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

VECTREN UTILITY HOLDINGS INC  
Form U-3A-2/A  
April 17, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-3A-2/A

Amendment No. 1 to

Statement by Holding Company

Claiming Exemption Under Rule U-3A-2

From the Provisions of the

Public Utility Holding Company Act of 1935

VECTREN CORPORATION

VECTREN UTILITY HOLDINGS, INC.

hereby file with the Securities and Exchange Commission, pursuant to Rule 2, this Amendment No. 1 to its statement filed April 17, 2003, claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935. This amendment is submits consolidating financial statements and financial data schedule of each filing entity:

Exhibit A

A consolidating statement of income of Vectren and subsidiary companies and Vectren Utility Holdings, Inc. and subsidiary companies for the year ended December 31, 2002, together with a consolidating balance sheet as of December 31, 2002, are annexed hereto as Exhibit A.

Exhibit B

A consolidated financial data schedule of Vectren and subsidiary companies and Vectren Utility Holdings, Inc. and subsidiary companies as of and for the year ended December 31, 2002 is annexed hereto as Exhibit B.

SIGNATURES

## Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

Each of the above named Claimants has caused this Amendment No. 1 to be duly executed on its behalf by its authorized officer on this 17th day of April 2003.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.  
(Names of Claimant)

By /s/ Ronald E. Christian  
-----

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

Exhibit A

Page 1 of 6

Vectren Corporation and Subsidiary Companies  
Consolidating Statement of Income  
For the Year Ended December 31, 2002  
(In millions)

|                                   | VUHI<br>Consolidated | Nonregulated<br>Operations | Other<br>Operations | Vectren<br>Corporation | Adjust.<br>& Elimin. Co |
|-----------------------------------|----------------------|----------------------------|---------------------|------------------------|-------------------------|
| <hr/>                             |                      |                            |                     |                        |                         |
| OPERATING REVENUES:               |                      |                            |                     |                        |                         |
| Gas utility                       | \$ 909.0             | \$ -                       | \$ -                | \$ -                   | \$ -                    |
| Electric utility                  | 608.1                | -                          | -                   | -                      | -                       |
| Energy services and other         | -                    | 352.3                      | 23.3                | -                      | (88.4)                  |
| <hr/>                             |                      |                            |                     |                        |                         |
| Total operating revenues          | 1,517.1              | 352.3                      | 23.3                | -                      | (88.4)                  |
| <hr/>                             |                      |                            |                     |                        |                         |
| OPERATING EXPENSES:               |                      |                            |                     |                        |                         |
| Cost of gas sold                  | 571.8                | -                          | -                   | -                      | (0.6)                   |
| Fuel for electric generation      | 81.6                 | -                          | -                   | -                      | -                       |
| Purchased electric energy         | 296.3                | -                          | -                   | -                      | -                       |
| Cost of energy services and other | -                    | 311.5                      | -                   | -                      | (62.1)                  |
| Other operating                   | 220.6                | 26.3                       | 1.3                 | 0.6                    | (25.8)                  |
| Depreciation and amortization     | 96.8                 | 8.6                        | 13.9                | 0.3                    | -                       |
| Taxes other than income taxes     | 50.8                 | 1.2                        | (0.1)               | -                      | -                       |
| <hr/>                             |                      |                            |                     |                        |                         |
| Total operating expenses          | 1,317.9              | 347.6                      | 15.1                | 0.9                    | (88.5)                  |
| <hr/>                             |                      |                            |                     |                        |                         |
| OPERATING INCOME                  | 199.2                | 4.7                        | 8.2                 | (0.9)                  | 0.1                     |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

OTHER INCOME:

|   |                |                |               |                |                   |
|---|----------------|----------------|---------------|----------------|-------------------|
| Equity in earnings of unconsolidated affiliates | (1.8)          | 10.9           | -             | -              | -                 |
| Equity in earnings of consolidated affiliates   | -              | 0.1            | -             | 118.0          | (118.1)           |
| Other - net                                     | 6.9            | 6.0            | 9.7           | (1.5)          | (9.6)             |
| <b>Total other income</b>                       | <b>5.1</b>     | <b>17.0</b>    | <b>9.7</b>    | <b>116.5</b>   | <b>(127.7)</b>    |
| Interest expense                                | 66.1           | 9.1            | 12.6          | 0.5            | (9.8)             |
| <b>INCOME BEFORE INCOME TAXES</b>               | <b>138.2</b>   | <b>12.6</b>    | <b>5.3</b>    | <b>115.1</b>   | <b>(117.8)</b>    |
| Income taxes                                    | 44.6           | (6.9)          | (0.1)         | 1.3            | -                 |
| Minority interest in subsidiary                 | -              | 0.5            | -             | -              | -                 |
| <b>NET INCOME</b>                               | <b>\$ 93.6</b> | <b>\$ 19.0</b> | <b>\$ 5.4</b> | <b>\$113.8</b> | <b>\$ (117.8)</b> |

Exhibit A

Page 2 of 6

Vectren Utility Holdings, Inc. and Subsidiary Companies  
 Consolidating Statement of Income, Continued  
 For the Year Ended December 31, 2002  
 (In millions)

|                                   | Indiana<br>Gas | SIGECO       | VEDO         | VUHI,<br>Inc. | Adjust<br>& Elimin | VUHI<br>Consolidat |
|-----------------------------------|----------------|--------------|--------------|---------------|--------------------|--------------------|
| <b>OPERATING REVENUES:</b>        |                |              |              |               |                    |                    |
| Gas utility                       | \$527.4        | \$ 85.5      | \$ 296.1     | \$ -          | \$ -               | \$ 909.0           |
| Electric utility                  | -              | 608.1        | -            | -             | -                  | 608.1              |
| Energy services and other         | -              | -            | -            | -             | -                  | -                  |
| <b>Total operating revenues</b>   | <b>527.4</b>   | <b>693.6</b> | <b>296.1</b> | <b>-</b>      | <b>-</b>           | <b>1,517.1</b>     |
| <b>OPERATING EXPENSES:</b>        |                |              |              |               |                    |                    |
| Cost of gas sold                  | 320.4          | 53.1         | 198.3        | -             | -                  | 571.8              |
| Fuel for electric generation      | -              | 81.6         | -            | -             | -                  | 81.6               |
| Purchased electric energy         | -              | 296.3        | -            | -             | -                  | 296.3              |
| Cost of energy services and other | -              | -            | -            | -             | -                  | -                  |
| Other operating                   | 79.0           | 97.4         | 43.9         | 0.3           | -                  | 220.6              |
| Depreciation and amortization     | 40.7           | 45.1         | 11.0         | -             | -                  | 96.8               |
| Taxes other than income taxes     | 15.1           | 11.8         | 24.0         | -             | (0.1)              | 50.8               |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

|  |         |         |        |         |           |         |
|--|---------|---------|--------|---------|-----------|---------|
| Total operating expenses                           | 455.2   | 585.3   | 277.2  | 0.3     | (0.1)     | 1,317.9 |
| OPERATING INCOME                                   | 72.2    | 108.3   | 18.9   | (0.3)   | 0.1       | 199.2   |
| OTHER INCOME:                                      |         |         |        |         |           |         |
| Equity in earnings of<br>unconsolidated affiliates | -       | -       | -      | (1.8)   | -         | (1.8)   |
| Equity in earnings of<br>consolidated affiliates   | 5.9     | -       | -      | 95.3    | (101.2)   | -       |
| Other - net  | 0.9     | 4.8     | 0.4    | 27.3    | (26.5)    | 6.9     |
| Total other income                                 | 6.8     | 4.8     | 0.4    | 120.8   | (127.7)   | 5.1     |
| Interest expense                                   | 32.4    | 23.2    | 8.0    | 28.0    | (25.5)    | 66.1    |
| INCOME BEFORE INCOME TAXES                         | 46.6    | 89.9    | 11.3   | 92.5    | (102.1)   | 138.2   |
| Income taxes                                       | 12.1    | 30.6    | 4.0    | (1.1)   | (1.0)     | 44.6    |
| Minority interest in subsidiary                    | -       | -       | 5.9    | -       | (5.9)     | -       |
| NET INCOME   | \$ 34.5 | \$ 59.3 | \$ 1.4 | \$ 93.6 | \$ (95.2) | \$ 93.6 |

Exhibit A

Page 3 of 6

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet  
As of December 31, 2002  
(In millions)

| ASSETS                                    | VUHI<br>Consolidated | Nonregulated<br>Operations | Other<br>Operations | Vectren<br>Corporation | Adjust<br>& Elim |
|---|----------------------|----------------------------|---------------------|------------------------|------------------|
| Current Assets:                           |                      |                            |                     |                        |                  |
| Cash and cash equivalents                 | \$ 10.5              | \$ 15.4                    | \$ 0.1              | \$ (0.9)               | \$               |
| Accounts receivable, less reserves        | 131.8                | 22.3                       | 0.1                 | 0.2                    |                  |
| Receivables from other                    |                      |                            |                     |                        |                  |
| Vectren companies                         | 56.2                 | 31.6                       | 73.2                | 78.5                   | (239)            |
| Accrued unbilled revenues                 | 112.7                | 3.4                        | -                   | -                      |                  |
| Inventories                               | 56.0                 | 6.8                        | -                   | -                      |                  |
| Recoverable fuel and<br>natural gas costs | 22.1                 | -                          | -                   | -                      |                  |
| Prepayments and other<br>current assets   | 86.5                 | 2.6                        | 0.1                 | 3.8                    |                  |
| Total current assets                      | 475.8                | 82.1                       | 73.5                | 81.6                   | (239)            |
| Utility Plant:                            |                      |                            |                     |                        |                  |
| Original cost                             | 3,037.2              | -                          | -                   | -                      | (0)              |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

|   |                  |                 |                 |                  |                  |
|---|------------------|-----------------|-----------------|------------------|------------------|
| Less: accumulated depreciation and amortization | 1,389.0          | -               | -               | -                |                  |
| Net utility plant                               | 1,648.2          | -               | -               | -                | (0)              |
| Investments in unconsolidated affiliates        | 2.4              | 150.9           | -               | -                |                  |
| Investments in consolidated affiliates          | -                | 0.4             | -               | 894.8            | (895)            |
| Other investments                               | 21.9             | 101.7           | -               | 0.7              |                  |
| Notes receivable from other Vectren companies   | -                | -               | 113.0           | -                | (113)            |
| Non-utility property, net                       | 8.7              | 78.8            | 130.6           | 9.9              |                  |
| Goodwill, net                                   | 202.2            | -               | -               | -                |                  |
| Regulatory assets                               | 75.2             | -               | -               | -                |                  |
| Other assets                                    | 4.9              | 5.7             | 0.8             | 18.7             | (8)              |
| <b>TOTAL ASSETS</b>                             | <b>\$2,439.3</b> | <b>\$ 419.6</b> | <b>\$ 317.9</b> | <b>\$1,005.7</b> | <b>\$(1,256)</b> |

Exhibit A

Page 4 of 6

Vectren Utility Holdings, Inc. and Subsidiary Companies  
 Consolidating Balance Sheet  
 As of December 31, 2002  
 (In millions)

| ASSETS  | Indiana Gas  | SIGECO       | VEDO         | VUHI, Inc.   | Adjust & Elimin C |
|---|--------------|--------------|--------------|--------------|-------------------|
| <b>Current Assets:</b>                          |              |              |              |              |                   |
| Cash and cash equivalents                       | \$ 3.7       | \$ 2.2       | \$ 4.3       | \$ 0.3       | \$ -              |
| Accounts receivable, less reserves              | 48.4         | 50.4         | 31.9         | 1.1          | -                 |
| Receivables from other Vectren companies        | 10.7         | 18.0         | 19.1         | 166.8        | (158.4)           |
| Accrued unbilled revenues                       | 53.2         | 33.0         | 26.5         | -            | -                 |
| Inventories                                     | 13.3         | 39.7         | 3.0          | -            | -                 |
| Recoverable fuel and natural gas costs          | 10.3         | 9.6          | 2.2          | -            | -                 |
| Prepayments and other current assets            | 37.1         | 5.9          | 43.2         | 0.3          | -                 |
| <b>Total current assets</b>                     | <b>176.7</b> | <b>158.8</b> | <b>130.2</b> | <b>168.5</b> | <b>(158.4)</b>    |
| <b>Utility Plant:</b>                           |              |              |              |              |                   |
| Original cost                                   | 1,148.6      | 1,526.1      | 362.5        | -            | -                 |
| Less: accumulated depreciation and amortization | 492.7        | 728.8        | 167.5        | -            | -                 |
| <b>Net utility plant</b>                        | <b>655.9</b> | <b>797.3</b> | <b>195.0</b> | <b>-</b>     | <b>-</b>          |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

|   |                  |                  |                 |                  |                    |
|---|------------------|------------------|-----------------|------------------|--------------------|
| Investments in unconsolidated affiliates      | 220.4            | 0.1              | -               | 2.3              | (220.4)            |
| Investments in consolidated affiliates        | -                | -                | -               | 802.4            | (802.4)            |
| Other investments                             | 2.5              | 10.0             | 0.6             | 8.8              | -                  |
| Notes receivable from other Vectren companies | -                | -                | -               | 344.0            | (344.0)            |
| Non-utility property, net                     | 0.3              | 3.6              | 1.6             | 3.2              | -                  |
| Goodwill, net                                 | -                | 5.6              | 196.6           | -                | -                  |
| Regulatory assets                             | 18.1             | 49.9             | 2.3             | 4.9              | -                  |
| Other assets                                  | 4.2              | 0.4              | 0.3             | -                | -                  |
| <b>TOTAL ASSETS</b>                           | <b>\$1,078.1</b> | <b>\$1,025.7</b> | <b>\$ 526.6</b> | <b>\$1,334.1</b> | <b>\$(1,525.2)</b> |

Exhibit A

Page 5 of 6

Vectren Corporation and Subsidiary Companies  
Consolidating Balance Sheet  
As of December 31, 2002  
(In millions)

| LIABILITIES AND SHAREHOLDERS' EQUITY  | VUHI Consolidated | Nonregulated Operations | Other Operations | Vectren Corporation | Adj & El |
|---|-------------------|-------------------------|------------------|---------------------|----------|
| <b>Current Liabilities:</b>   |                   |                         |                  |                     |          |
| Accounts payable  | \$ 74.3           | \$ 24.8                 | \$ 0.6           | \$ 2.0              | \$       |
| Accounts payable to affiliated companies                                    | 85.6              | 0.8                     | -                | -                   |          |
| Payables to other Vectren companies   | 63.0              | 9.4                     | 6.0              | 68.4                | (        |
| Accrued liabilities   | 85.2              | 6.5                     | 0.8              | 27.3                |          |
| Short-term borrowings   | 239.1             | 2.6                     | 157.8            | -                   |          |
| Short-term borrowings to other Vectren companies                            | -                 | 121.6                   | -                | -                   | (        |
| Long-term debt subject to tender  | 26.6              | -                       | -                | -                   |          |
| Current maturities of long-term debt  | 39.8              | -                       | -                | -                   |          |
| <b>Total current liabilities</b>  | <b>613.6</b>      | <b>165.7</b>            | <b>165.2</b>     | <b>97.7</b>         | <b>(</b> |
| <b>Long-term debt, net of current maturities</b>                            | <b>841.2</b>      | <b>-</b>                | <b>113.0</b>     | <b>-</b>            | <b>(</b> |
| <b>Long-term debt, net of current maturities to other Vectren companies</b> | <b>-</b>          | <b>84.0</b>             | <b>-</b>         | <b>-</b>            | <b>(</b> |
| <b>Deferred Credits and Other Liabilities:</b>                              |                   |                         |                  |                     |          |
| Deferred income taxes   | 173.7             | 38.9                    | -                | (15.4)              |          |
| Deferred credits and other liabilities                                      | 82.2              | 1.1                     | -                | 54.1                |          |
| <b>Total deferred credits</b>   |                   |                         |                  |                     |          |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

|   |           |          |          |           |       |
|---|-----------|----------|----------|-----------|-------|
| and other liabilities                               | 255.9     | 40.0     | -        | 38.7      |       |
| Minority Interest in Subsidiary                     | -         | 1.9      | -        | -         |       |
| Cumulative Redeemable Preferred Stock of Subsidiary | 0.3       | -        | -        | -         |       |
| Common Shareholders' Equity:                        |           |          |          |           |       |
| Common stock  | 385.7     | 87.1     | 5.8      | 349.9     | (     |
| Retained earnings                                   | 342.1     | 40.3     | 33.9     | 531.0     | (     |
| Accumulated other comprehensive income              | 0.5       | 0.6      | -        | (11.6)    |       |
| Total common shareholders' equity                   | 728.3     | 128.0    | 39.7     | 869.3     | (     |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY          | \$2,439.3 | \$ 419.6 | \$ 317.9 | \$1,005.7 | \$(1, |

Exhibit A

Page 6 of 6

Vectren Utility Holdings, Inc. and Subsidiary Companies  
 Consolidating Balance Sheet  
 As of December 31, 2002  
 (In millions)

| LIABILITIES AND SHAREHOLDER'S EQUITY                                 | Indiana Gas | SIGECO  | VEDO    | VUHI, Inc. | Adjust & Elimin |
|--|-------------|---------|---------|------------|-----------------|
| Current Liabilities:   |             |         |         |            |                 |
| Accounts payable   | \$ 33.7     | \$ 25.2 | \$ 12.4 | \$ 3.0     | \$ -            |
| Accounts payable to affiliated companies                             | 47.3        | 10.0    | 27.9    | 0.4        | -               |
| Payables to other Vectren companies                                  | 39.9        | 15.2    | 7.8     | 1.7        | (1.6)           |
| Accrued liabilities  | 29.0        | 30.8    | 22.5    | 3.6        | (0.7)           |
| Short-term borrowings  | -           | -       | -       | 239.1      | -               |
| Short-term borrowings to other Vectren companies                     | 108.2       | 39.4    | -       | 8.5        | (156.1)         |
| Long-term debt subject to tender                                     | -           | 26.6    | -       | -          | -               |
| Current maturities of long-term debt                                 | 38.8        | 1.0     | -       | -          | -               |
| Total current liabilities  | 296.9       | 148.2   | 70.6    | 256.3      | (158.4)         |
| Long-term debt, net of current maturities                            | 228.5       | 264.2   | -       | 348.5      | -               |
| Long-term debt, net of current maturities to other Vectren companies | 147.2       | 86.6    | 110.2   | -          | (344.0)         |
| Deferred Credits and Other Liabilities:                              |             |         |         |            |                 |
| Deferred income taxes  | 45.6        | 112.0   | 17.0    | (0.9)      | -               |
| Deferred credits and other liabilities                               | 37.9        | 40.9    | 1.5     | 1.9        | -               |

Edgar Filing: VECTREN UTILITY HOLDINGS INC - Form U-3A-2/A

|  |           |           |          |           |             |
|--|-----------|-----------|----------|-----------|-------------|
| Total deferred credits<br>and other liabilities        | 83.5      | 152.9     | 18.5     | 1.0       | -           |
| Minority Interest in Subsidiary                        | -         | -         | 220.4    | -         | (220.4)     |
| Cumulative Redeemable Preferred<br>Stock of Subsidiary | -         | 0.3       | -        | -         | -           |
| Common Shareholder's Equity:                           |           |           |          |           |             |
| Common stock   | 243.0     | 103.3     | 115.0    | 385.7     | (461.3)     |
| Retained earnings                                      | 79.0      | 270.2     | (8.1)    | 342.1     | (341.1)     |
| Accumulated other comprehensive income                 | -         | -         | -        | 0.5       | -           |
| Total common shareholder's equity                      | 322.0     | 373.5     | 106.9    | 728.3     | (802.4)     |
| TOTAL LIABILITIES AND SHAREHOLDER'S<br>EQUITY          | \$1,078.1 | \$1,025.7 | \$ 526.6 | \$1,334.1 | \$(1,525.2) |

Exhibit B

Item No. Caption Heading (in millions)

Vectren Corporation and Subsidiary Companies

|    |                          |            |
|----|--------------------------|------------|
| 1. | Total Assets             | \$ 2,926.5 |
| 2. | Total Operating Revenues | \$ 1,804.3 |
| 3. | Net Income               | \$ 114.0   |

Vectren Utility Holdings, Inc. and Subsidiary Companies

|    |                          |            |
|----|--------------------------|------------|
| 1. | Total Assets             | \$ 2,439.3 |
| 2. | Total Operating Revenues | \$ 1,517.1 |
| 3. | Net Income               | \$ 93.6    |