

VECTREN UTILITY HOLDINGS INC  
Form 10-Q  
May 14, 2013

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2013  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-16739

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

INDIANA  
(State or other jurisdiction of incorporation or  
organization)

35-2104850  
(IRS Employer Identification No.)

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

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

Common Stock- Without Par Value 10

April 30, 2013

Class

Number of Shares

Date

### Access to Information

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

#### Mailing Address:

One Vectren Square  
Evansville, Indiana 47708

#### Phone Number:

(812) 491-4000

#### Investor Relations Contact:

Robert L. Goocher  
Treasurer and Vice President, Investor Relations  
[rgoocher@vectren.com](mailto:rgoocher@vectren.com)

### Definitions

AFUDC: allowance for funds used during construction

EPA: Environmental Protection Agency

FAC: Fuel Adjustment Clause

FASB: Financial Accounting Standards Board

FERC: Federal Energy Regulatory Commission

IDEM: Indiana Department of Environmental Management

IURC: Indiana Utility Regulatory Commission

MCF / BCF: thousands / billions of cubic feet

MDth / MMDth: thousands / millions of dekatherms

MISO: Midcontinent Independent System Operator  
(formerly Midwest Independent System Operator)

MMBTU: millions of British thermal units

MW: megawatts

MWh / GWh: megawatt hours / thousands of megawatt hours (gigawatt hours)

OCC: Ohio Office of the Consumer Counselor

OUC: Indiana Office of the Utility Consumer Counselor

PUCO: Public Utilities Commission of Ohio

Throughput: combined gas sales and gas transportation volumes

XBRL: eXtensible Business Reporting Language



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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

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

|  | March 31,<br>2013 | December 31,<br>2012 |
|--|-------------------|----------------------|
| <b>ASSETS</b>  |                   |                      |
| Current Assets   |                   |                      |
| Cash & cash equivalents  | \$9.8             | \$13.3               |
| Accounts receivable - less reserves of \$5.5 & \$5.0, respectively | 118.1             | 81.8                 |
| Accrued unbilled revenues  | 85.9              | 93.6                 |
| Inventories  | 81.7              | 114.0                |
| Recoverable fuel & natural gas costs                               | 10.2              | 25.3                 |
| Prepayments & other current assets                                 | 22.2              | 52.3                 |
| Total current assets   | 327.9             | 380.3                |
| Utility Plant  |                   |                      |
| Original cost  | 5,225.0           | 5,176.8              |
| Less: accumulated depreciation & amortization                      | 2,086.3           | 2,057.2              |
| Net utility plant  | 3,138.7           | 3,119.6              |
| Investments in unconsolidated affiliates                           | 0.2               | 0.2                  |
| Other investments  | 32.9              | 32.6                 |
| Nonutility plant - net   | 143.1             | 146.9                |
| Goodwill - net   | 205.0             | 205.0                |
| Regulatory assets  | 118.0             | 126.5                |
| Other assets   | 31.5              | 35.7                 |
| <b>TOTAL ASSETS</b>  | <b>\$3,997.3</b>  | <b>\$4,046.8</b>     |

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

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

|   | March 31,<br>2013 | December 31,<br>2012 |
|---|-------------------|----------------------|
| <b>LIABILITIES &amp; SHAREHOLDER'S EQUITY</b>       |                   |                      |
| Current Liabilities                                 |                   |                      |
| Accounts payable                                    | \$97.1            | \$121.0              |
| Accounts payable to affiliated companies            | 41.0              | 29.7                 |
| Payables to other Vectren companies                 | 14.0              | 25.1                 |
| Accrued liabilities                                 | 150.7             | 139.3                |
| Short-term borrowings                               | 27.1              | 116.7                |
| Current maturities of long-term debt                | 226.6             | 105.0                |
| Total current liabilities                           | 556.5             | 536.8                |
| Long-Term Debt - Net of Current Maturities          | 981.9             | 1,103.4              |
| Deferred Income Taxes & Other Liabilities           |                   |                      |
| Deferred income taxes                               | 592.2             | 578.5                |
| Regulatory liabilities                              | 370.2             | 364.2                |
| Deferred credits & other liabilities                | 76.1              | 73.9                 |
| Total deferred credits & other liabilities          | 1,038.5           | 1,016.6              |
| Commitments & Contingencies (Notes 8 - 10)          |                   |                      |
| Common Shareholder's Equity                         |                   |                      |
| Common stock (no par value)                         | 783.1             | 781.6                |
| Retained earnings                                   | 637.3             | 608.4                |
| Total common shareholder's equity                   | 1,420.4           | 1,390.0              |
| <b>TOTAL LIABILITIES &amp; SHAREHOLDER'S EQUITY</b> | <b>\$3,997.3</b>  | <b>\$4,046.8</b>     |

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



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

|                                | Three Months Ended<br>March 31, |         |
|--------------------------------|---------------------------------|---------|
|                                | 2013                            | 2012    |
| OPERATING REVENUES             |                                 |         |
| Gas utility                    | \$315.9                         | \$292.3 |
| Electric utility               | 149.5                           | 139.4   |
| Other                          | 0.1                             | 0.4     |
| Total operating revenues       | 465.5                           | 432.1   |
| OPERATING EXPENSES             |                                 |         |
| Cost of gas sold               | 157.2                           | 137.1   |
| Cost of fuel & purchased power | 50.2                            | 44.7    |
| Other operating                | 86.8                            | 79.9    |
| Depreciation & amortization    | 48.4                            | 48.6    |
| Taxes other than income taxes  | 17.5                            | 15.9    |
| Total operating expenses       | 360.1                           | 326.2   |
| OPERATING INCOME               | 105.4                           | 105.9   |
| Other income - net             | 1.8                             | 2.2     |
| Interest expense               | 17.9                            | 17.7    |
| INCOME BEFORE INCOME TAXES     | 89.3                            | 90.4    |
| Income taxes                   | 34.2                            | 34.4    |
| NET INCOME                     | \$55.1                          | \$56.0  |

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

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

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2013                            | 2012      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                    |                                 |           |
| Net income   | \$55.1                          | \$56.0    |
| Adjustments to reconcile net income to cash from operating activities:         |                                 |           |
| Depreciation & amortization  | 48.4                            | 48.6      |
| Deferred income taxes & investment tax credits                                 | 10.2                            | 10.5      |
| Expense portion of pension & postretirement periodic benefit cost              | 1.4                             | 1.3       |
| Provision for uncollectible accounts   | 2.4                             | 2.3       |
| Other non-cash expense - net   | 1.9                             | 1.4       |
| Changes in working capital accounts:   |                                 |           |
| Accounts receivable & accrued unbilled revenue                                 | (31.0)                          | ) 47.1    |
| Inventories  | 32.3                            | 15.1      |
| Recoverable/refundable fuel & natural gas costs                                | 15.1                            | 5.5       |
| Prepayments & other current assets   | 30.1                            | 34.7      |
| Accounts payable, including to Vectren companies<br>& affiliated companies     | (28.9)                          | ) (59.0)  |
| Accrued liabilities  | 18.3                            | 25.4      |
| Changes in noncurrent assets   | 6.8                             | 2.7       |
| Changes in noncurrent liabilities  | (0.8)                           | ) (10.1)  |
| Net cash flows from operating activities                                       | 161.3                           | 181.5     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                    |                                 |           |
| Proceeds from:   |                                 |           |
| Long-term debt - net of issuance costs   | —                               | 99.5      |
| Additional capital contribution  | 1.5                             | 1.6       |
| Requirements for dividends to parent   | (26.3)                          | ) (25.1)  |
| Net change in short-term borrowings, including from other<br>Vectren companies | (89.6)                          | ) (193.1) |
| Net cash flows used in financing activities                                    | (114.4)                         | ) (117.1) |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                    |                                 |           |
| Proceeds from other investing activities                                       | 0.1                             | 0.1       |
| Requirements for capital expenditures, excluding AFUDC equity                  | (50.5)                          | ) (65.0)  |
| Net cash flows used in investing activities                                    | (50.4)                          | ) (64.9)  |
| Net change in cash & cash equivalents  | (3.5)                           | ) (0.5)   |
| Cash & cash equivalents at beginning of period                                 | 13.3                            | 6.0       |
| Cash & cash equivalents at end of period                                       | \$9.8                           | \$5.5     |

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

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

1. Organization and Nature of Operations

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

Indiana Gas provides energy delivery services to approximately 575,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to approximately 142,000 electric customers and approximately 111,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. VEDO provides energy delivery services to approximately 314,000 natural gas customers located near Dayton in west central Ohio.

2. Basis of Presentation

The interim condensed consolidated financial statements included in this report have been prepared by the Company, without audit, as provided in the rules and regulations of the Securities and Exchange Commission and include a review of subsequent events through the date the financial statements were issued. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted as provided in such rules and regulations. The information in this report reflects all adjustments which are, in the opinion of management, necessary to fairly state the interim periods presented, inclusive of adjustments that are normal and recurring in nature. These condensed consolidated financial statements and related notes should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2012, filed with the Securities and Exchange Commission on March 1, 2013, on Form 10-K. Because of the seasonal nature of the Company's utility operations, the results shown on a quarterly basis are not necessarily indicative of annual results.

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

3. Subsidiary Guarantor and Consolidating Information

The Company's three operating utility companies, SIGECO, Indiana Gas, and VEDO are guarantors of Utility Holdings' \$350 million in short-term credit facilities, of which approximately \$27 million is outstanding at March 31, 2013, and Utility Holdings' has unsecured senior notes with a par value of \$821 million outstanding at March 31, 2013. The guarantees are full and unconditional and joint and several, and Utility Holdings has no direct subsidiaries other than the subsidiary guarantors. However, Utility Holdings does have operations other than those of the subsidiary guarantors. Pursuant to Item 3-10 of Regulation S-X, disclosure of the results of operations and balance sheets of the subsidiary guarantors, which are 100 percent owned, separate from the parent company's operations is

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

## Condensed Consolidating Balance Sheet as of March 31, 2013 (in millions):

| ASSETS  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
|---|--------------------------|-------------------|-------------------------------------|--------------|
| Current Assets                                  |                          |                   |                                     |              |
| Cash & cash equivalents                         | \$5.7                    | \$4.1             | \$—                                 | \$9.8        |
| Accounts receivable - less reserves             | 118.1                    | —                 | —                                   | 118.1        |
| Intercompany receivables                        | 29.0                     | 64.7              | (93.7)                              | —            |
| Accrued unbilled revenues                       | 85.9                     | —                 | —                                   | 85.9         |
| Inventories                                     | 81.7                     | —                 | —                                   | 81.7         |
| Recoverable fuel & natural gas costs            | 10.2                     | —                 | —                                   | 10.2         |
| Prepayments & other current assets              | 19.9                     | 26.4              | (24.1)                              | 22.2         |
| Total current assets                            | 350.5                    | 95.2              | (117.8)                             | 327.9        |
| Utility Plant                                   |                          |                   |                                     |              |
| Original cost                                   | 5,225.0                  | —                 | —                                   | 5,225.0      |
| Less: accumulated depreciation & amortization   | 2,086.3                  | —                 | —                                   | 2,086.3      |
| Net utility plant                               | 3,138.7                  | —                 | —                                   | 3,138.7      |
| Investments in consolidated subsidiaries        | —                        | 1,365.9           | (1,365.9)                           | —            |
| Notes receivable from consolidated subsidiaries | —                        | 679.7             | (679.7)                             | —            |
| Investments in unconsolidated affiliates        | 0.2                      | —                 | —                                   | 0.2          |
| Other investments                               | 28.3                     | 4.6               | —                                   | 32.9         |
| Nonutility property - net                       | 2.5                      | 140.6             | —                                   | 143.1        |
| Goodwill - net                                  | 205.0                    | —                 | —                                   | 205.0        |
| Regulatory assets                               | 95.9                     | 22.1              | —                                   | 118.0        |
| Other assets                                    | 36.7                     | 1.7               | (6.9)                               | 31.5         |
| TOTAL ASSETS                                    | \$3,857.8                | \$2,309.8         | \$(2,170.3)                         | \$3,997.3    |
| LIABILITIES & SHAREHOLDER'S EQUITY              | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
| Current Liabilities                             |                          |                   |                                     |              |
| Accounts payable                                | \$94.3                   | \$2.8             | \$—                                 | \$97.1       |
| Accounts payable to affiliated companies        | 41.0                     | —                 | —                                   | 41.0         |
| Intercompany payables                           | 13.3                     | —                 | (13.3)                              | —            |
| Payables to other Vectren companies             | 14.0                     | —                 | —                                   | 14.0         |
| Accrued liabilities                             | 159.0                    | 15.8              | (24.1)                              | 150.7        |
| Short-term borrowings                           | —                        | 27.1              | —                                   | 27.1         |
| Intercompany short-term borrowings              | 51.4                     | 29.0              | (80.4)                              | —            |
| Current maturities of long-term debt            | 5.0                      | 221.6             | —                                   | 226.6        |
| Total current liabilities                       | 378.0                    | 296.3             | (117.8)                             | 556.5        |
| Long-Term Debt                                  |                          |                   |                                     |              |
| Long-term debt - net of current maturities      | 382.4                    | 599.5             | —                                   | 981.9        |
| Long-term debt due to VUHI                      | 679.7                    | —                 | (679.7)                             | —            |
| Total long-term debt - net                      | 1,062.1                  | 599.5             | (679.7)                             | 981.9        |
| Deferred Income Taxes & Other Liabilities       |                          |                   |                                     |              |
| Deferred income taxes                           | 602.2                    | (10.0)            | ) —                                 | 592.2        |
| Regulatory liabilities                          | 368.4                    | 1.8               | —                                   | 370.2        |
| Deferred credits & other liabilities            | 81.2                     | 1.8               | (6.9)                               | 76.1         |
| Total deferred credits & other liabilities      | 1,051.8                  | (6.4)             | ) (6.9)                             | 1,038.5      |
| Common Shareholder's Equity                     |                          |                   |                                     |              |
| Common stock (no par value)                     | 796.3                    | 783.1             | (796.3)                             | 783.1        |

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|   |           |           |            |             |
|---|-----------|-----------|------------|-------------|
| Retained earnings                           | 569.6     | 637.3     | (569.6     | ) 637.3     |
| Total common shareholder's equity           | 1,365.9   | 1,420.4   | (1,365.9   | ) 1,420.4   |
| TOTAL LIABILITIES & SHAREHOLDER'S<br>EQUITY | \$3,857.8 | \$2,309.8 | \$(2,170.3 | ) \$3,997.3 |

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## Condensed Consolidating Balance Sheet as of December 31, 2012 (in millions):

| ASSETS  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
|---|--------------------------|-------------------|-------------------------------------|--------------|
| Current Assets                                  |                          |                   |                                     |              |
| Cash & cash equivalents                         | \$12.5                   | \$0.8             | \$—                                 | \$13.3       |
| Accounts receivable - less reserves             | 81.8                     | —                 | —                                   | 81.8         |
| Intercompany receivables                        | —                        | 145.1             | (145.1)                             | —            |
| Accrued unbilled revenues                       | 93.6                     | —                 | —                                   | 93.6         |
| Inventories                                     | 114.0                    | —                 | —                                   | 114.0        |
| Recoverable fuel & natural gas costs            | 25.3                     | —                 | —                                   | 25.3         |
| Prepayments & other current assets              | 52.0                     | 5.8               | (5.5)                               | 52.3         |
| Total current assets                            | 379.2                    | 151.7             | (150.6)                             | 380.3        |
| Utility Plant                                   |                          |                   |                                     |              |
| Original cost                                   | 5,176.6                  | 0.2               | —                                   | 5,176.8      |
| Less: accumulated depreciation & amortization   | 2,057.2                  | —                 | —                                   | 2,057.2      |
| Net utility plant                               | 3,119.4                  | 0.2               | —                                   | 3,119.6      |
| Investments in consolidated subsidiaries        | —                        | 1,329.2           | (1,329.2)                           | —            |
| Notes receivable from consolidated subsidiaries | —                        | 679.7             | (679.7)                             | —            |
| Investments in unconsolidated affiliates        | 0.2                      | —                 | —                                   | 0.2          |
| Other investments                               | 27.8                     | 4.8               | —                                   | 32.6         |
| Nonutility property - net                       | 2.6                      | 144.3             | —                                   | 146.9        |
| Goodwill - net                                  | 205.0                    | —                 | —                                   | 205.0        |
| Regulatory assets                               | 104.1                    | 22.4              | —                                   | 126.5        |
| Other assets                                    | 40.4                     | 1.7               | (6.4)                               | 35.7         |
| TOTAL ASSETS                                    | \$3,878.7                | \$2,334.0         | \$(2,165.9)                         | \$4,046.8    |
| LIABILITIES & SHAREHOLDER'S EQUITY              | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
| Current Liabilities                             |                          |                   |                                     |              |
| Accounts payable                                | \$114.8                  | \$6.2             | \$—                                 | \$121.0      |
| Accounts payable to affiliated companies        | 29.7                     | —                 | —                                   | 29.7         |
| Intercompany payables                           | 10.6                     | —                 | (10.6)                              | —            |
| Payables to other Vectren companies             | 25.1                     | —                 | —                                   | 25.1         |
| Accrued liabilities                             | 131.3                    | 13.5              | (5.5)                               | 139.3        |
| Short-term borrowings                           | —                        | 116.7             | —                                   | 116.7        |
| Intercompany short-term borrowings              | 134.5                    | —                 | (134.5)                             | —            |
| Current maturities of long-term debt            | 5.0                      | 100.0             | —                                   | 105.0        |
| Total current liabilities                       | 451.0                    | 236.4             | (150.6)                             | 536.8        |
| Long-Term Debt                                  |                          |                   |                                     |              |
| Long-term debt - net of current maturities      | 382.3                    | 721.1             | —                                   | 1,103.4      |
| Long-term debt due to VUHI                      | 679.7                    | —                 | (679.7)                             | —            |
| Total long-term debt - net                      | 1,062.0                  | 721.1             | (679.7)                             | 1,103.4      |
| Deferred Income Taxes & Other Liabilities       |                          |                   |                                     |              |
| Deferred income taxes                           | 595.4                    | (16.9)            | ) —                                 | 578.5        |
| Regulatory liabilities                          | 362.2                    | 2.0               | —                                   | 364.2        |
| Deferred credits & other liabilities            | 78.9                     | 1.4               | (6.4)                               | 73.9         |
| Total deferred credits & other liabilities      | 1,036.5                  | (13.5)            | ) (6.4)                             | 1,016.6      |
| Common Shareholder's Equity                     |                          |                   |                                     |              |
| Common stock (no par value)                     | 787.8                    | 781.6             | (787.8)                             | 781.6        |

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|  |           |           |            |             |
|--|-----------|-----------|------------|-------------|
| Retained earnings                        | 541.4     | 608.4     | (541.4     | ) 608.4     |
| Total common shareholder's equity        | 1,329.2   | 1,390.0   | (1,329.2   | ) 1,390.0   |
| TOTAL LIABILITIES & SHAREHOLDER'S EQUITY | \$3,878.7 | \$2,334.0 | \$(2,165.9 | ) \$4,046.8 |

## Condensed Consolidating Statement of Income for the three months ended March 31, 2013 (in millions):

|  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
|--|--------------------------|-------------------|-------------------------------------|--------------|
| <b>OPERATING REVENUES</b>                                |                          |                   |                                     |              |
| Gas utility  | 315.9                    | —                 | —                                   | 315.9        |
| Electric utility   | 149.5                    | —                 | —                                   | 149.5        |
| Other  | —                        | 9.5               | (9.4)                               | ) 0.1        |
| Total operating revenues                                 | 465.4                    | 9.5               | (9.4)                               | ) 465.5      |
| <b>OPERATING EXPENSES</b>                                |                          |                   |                                     |              |
| Cost of gas sold   | 157.2                    | —                 | —                                   | 157.2        |
| Cost of fuel & purchased power                           | 50.2                     | —                 | —                                   | 50.2         |
| Other operating  | 96.0                     | —                 | (9.2)                               | ) 86.8       |
| Depreciation & amortization                              | 43.1                     | 5.2               | 0.1                                 | 48.4         |
| Taxes other than income taxes                            | 17.1                     | 0.4               | —                                   | 17.5         |
| Total operating expenses                                 | 363.6                    | 5.6               | (9.1)                               | ) 360.1      |
| OPERATING INCOME   | 101.8                    | 3.9               | (0.3)                               | ) 105.4      |
| Other income - net                                       | 1.9                      | 9.7               | (9.8)                               | ) 1.8        |
| Interest expense   | 16.2                     | 11.8              | (10.1)                              | ) 17.9       |
| INCOME BEFORE INCOME TAXES                               | 87.5                     | 1.8               | —                                   | 89.3         |
| Income taxes   | 34.8                     | (0.6)             | ) —                                 | 34.2         |
| Equity in earnings of consolidated companies, net of tax | —                        | 52.7              | (52.7)                              | ) —          |
| NET INCOME   | 52.7                     | 55.1              | (52.7)                              | ) 55.1       |

## Condensed Consolidating Statement of Income for the three months ended March 31, 2012 (in millions):

|  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations &<br>Reclassifications | Consolidated |
|--|--------------------------|-------------------|-------------------------------------|--------------|
| <b>OPERATING REVENUES</b>                                |                          |                   |                                     |              |
| Gas utility  | 292.3                    | —                 | —                                   | 292.3        |
| Electric utility   | 139.4                    | —                 | —                                   | 139.4        |
| Other  | —                        | 9.9               | (9.5)                               | ) 0.4        |
| Total operating revenues                                 | 431.7                    | 9.9               | (9.5)                               | ) 432.1      |
| <b>OPERATING EXPENSES</b>                                |                          |                   |                                     |              |
| Cost of gas sold   | 137.1                    | —                 | —                                   | 137.1        |
| Cost of fuel & purchased power                           | 44.7                     | —                 | —                                   | 44.7         |
| Other operating  | 89.6                     | —                 | (9.7)                               | ) 79.9       |
| Depreciation & amortization                              | 41.7                     | 6.8               | 0.1                                 | 48.6         |
| Taxes other than income taxes                            | 15.5                     | 0.4               | —                                   | 15.9         |
| Total operating expenses                                 | 328.6                    | 7.2               | (9.6)                               | ) 326.2      |
| OPERATING INCOME   | 103.1                    | 2.7               | 0.1                                 | 105.9        |
| Other income - net                                       | 2.0                      | 10.6              | (10.4)                              | ) 2.2        |
| Interest expense   | 16.5                     | 11.5              | (10.3)                              | ) 17.7       |
| INCOME BEFORE INCOME TAXES                               | 88.6                     | 1.8               | —                                   | 90.4         |
| Income taxes   | 35.5                     | (1.1)             | ) —                                 | 34.4         |
| Equity in earnings of consolidated companies, net of tax | —                        | 53.1              | (53.1)                              | ) —          |

|            |      |      |       |        |
|------------|------|------|-------|--------|
| NET INCOME | 53.1 | 56.0 | (53.1 | ) 56.0 |
|------------|------|------|-------|--------|

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## Condensed Consolidating Statement of Cash Flows for the three months ended March 31, 2013 (in millions):

|  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations | Consolidated |   |
|--|--------------------------|-------------------|--------------|--------------|---|
| NET CASH FLOWS FROM OPERATING<br>ACTIVITIES            | \$168.5                  | \$(7.0            | ) \$(0.2     | ) \$161.3    |   |
| CASH FLOWS FROM FINANCING ACTIVITIES                   |                          |                   |              |              |   |
| Proceeds from  |                          |                   |              |              |   |
| Additional capital contribution from parent            | 8.5                      | 1.5               | (8.5         | ) 1.5        |   |
| Requirements for:                                      |                          |                   |              |              |   |
| Dividends to parent                                    | (24.5                    | ) (26.3           | ) 24.5       | (26.3        | ) |
| Net change in intercompany short-term borrowings       | (83.1                    | ) 28.9            | 54.2         | —            |   |
| Net change in short-term borrowings                    | —                        | (89.6             | ) —          | (89.6        | ) |
| Net cash flows from financing activities               | (99.1                    | ) (85.5           | ) 70.2       | (114.4       | ) |
| CASH FLOWS FROM INVESTING ACTIVITIES                   |                          |                   |              |              |   |
| Proceeds from  |                          |                   |              |              |   |
| Consolidated subsidiary distributions                  | —                        | 24.5              | (24.5        | ) —          |   |
| Other investing activities                             | —                        | 0.1               | —            | 0.1          |   |
| Requirements for:                                      |                          |                   |              |              |   |
| Capital expenditures, excluding AFUDC equity           | (47.3                    | ) (3.4            | ) 0.2        | (50.5        | ) |
| Consolidated subsidiary investments                    | —                        | (8.5              | ) 8.5        | —            |   |
| Net change in short-term intercompany notes receivable | (28.9                    | ) 83.1            | (54.2        | ) —          |   |
| Net cash flows from investing activities               | (76.2                    | ) 95.8            | (70.0        | ) (50.4      | ) |
| Net change in cash & cash equivalents                  | (6.8                     | ) 3.3             | —            | (3.5         | ) |
| Cash & cash equivalents at beginning of period         | 12.5                     | 0.8               | —            | 13.3         |   |
| Cash & cash equivalents at end of period               | \$5.7                    | \$4.1             | \$—          | \$9.8        |   |

## Condensed Consolidating Statement of Cash Flows for the three months ended March 31, 2012 (in millions):

|  | Subsidiary<br>Guarantors | Parent<br>Company | Eliminations | Consolidated |   |
|--|--------------------------|-------------------|--------------|--------------|---|
| NET CASH FLOWS FROM OPERATING<br>ACTIVITIES            | \$173.9                  | \$7.6             | \$—          | \$181.5      |   |
| CASH FLOWS FROM FINANCING ACTIVITIES                   |                          |                   |              |              |   |
| Proceeds from:   |                          |                   |              |              |   |
| Additional capital contribution to parent              | 1.6                      | 1.6               | (1.6         | ) 1.6        |   |
| Long-term debt, net of issuance costs                  | —                        | 99.5              | —            | 99.5         |   |
| Requirements for:                                      |                          |                   |              |              |   |
| Dividends to parent                                    | (23.4                    | ) (25.1           | ) 23.4       | (25.1        | ) |
| Net change in intercompany short-term borrowings       | (69.7                    | ) 19.5            | 50.2         | —            |   |
| Net change in short-term borrowings                    | —                        | (193.1            | ) —          | (193.1       | ) |
| Net cash flows from financing activities               | (91.5                    | ) (97.6           | ) 72.0       | (117.1       | ) |
| CASH FLOWS FROM INVESTING ACTIVITIES                   |                          |                   |              |              |   |
| Proceeds from:   |                          |                   |              |              |   |
| Consolidated subsidiary distributions                  | —                        | 23.4              | (23.4        | ) —          |   |
| Other investing activities                             | —                        | 0.1               | —            | 0.1          |   |
| Requirements for:                                      |                          |                   |              |              |   |
| Capital expenditures, excluding AFUDC equity           | (63.5                    | ) (1.5            | ) —          | (65.0        | ) |
| Consolidated subsidiary investments                    | —                        | (1.6              | ) 1.6        | —            |   |
| Net change in short-term intercompany notes receivable | (19.5                    | ) 69.7            | (50.2        | ) —          |   |
| Net cash flows from investing activities               | (83.0                    | ) 90.1            | (72.0        | ) (64.9      | ) |

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|  |       |       |     |       |   |
|--|-------|-------|-----|-------|---|
| Net change in cash & cash equivalents          | (0.6  | ) 0.1 | —   | (0.5  | ) |
| Cash & cash equivalents at beginning of period | 5.3   | 0.7   | —   | 6.0   |   |
| Cash & cash equivalents at end of period       | \$4.7 | \$0.8 | \$— | \$5.5 |   |

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#### 4. Excise and Utility Receipts Taxes

Excise taxes and a portion of utility receipts taxes are included in rates charged to customers. Accordingly, the Company records these taxes received as a component of operating revenues, which totaled \$10.7 million and \$9.3 million in the three months ended March 31, 2013 and 2012 respectively. Expense associated with excise and utility receipts taxes are recorded as a component of Taxes other than income taxes.

#### 5. Supplemental Cash Flow Information

As of March 31, 2013 and December 31, 2012, the Company has accruals related to utility and nonutility plant purchases totaling approximately \$7.4 million and \$7.1 million, respectively.

#### 6. Transactions with Other Vectren Companies and Affiliates

##### Vectren Fuels, Inc. (Vectren Fuels)

Vectren Fuels, a wholly owned subsidiary of Vectren, owns coal mines from which SIGECO purchases coal used for electric generation. The price of coal that is charged by Vectren Fuels to SIGECO is priced consistent with contracts reviewed by the OUCC and on file with the IURC. Amounts purchased for the three months ended March 31, 2013 and 2012 totaled \$19.9 million and \$24.9 million. Amounts owed to Vectren Fuels at March 31, 2013 and December 31, 2012 are included in Payables to other Vectren companies in the Consolidated Balance Sheets.

##### Miller Pipeline, LLC (Miller)

Miller, a wholly owned subsidiary of Vectren, performs natural gas and water distribution, transmission, and construction repair and rehabilitation primarily in the Midwest and the repair and rehabilitation of gas, water, and wastewater facilities nationwide. Miller's customers include Utility Holdings' utilities. Fees incurred by Utility Holdings and its subsidiaries totaled \$10.4 million and \$8.1 million for the three months ended March 31, 2013 and 2012. Amounts owed to Miller at March 31, 2013 and December 31, 2012 are included in Payables to other Vectren companies in the Consolidated Balance Sheets.

##### Minnesota Limited, LLC (Minnesota Limited)

Minnesota Limited, a wholly owned subsidiary of Vectren, provides transmission pipeline construction and maintenance; pump station, compressor station, terminal and refinery construction; and hydrostatic testing to customers generally in the northern Midwest region. Minnesota Limited's customers include Utility Holdings' utilities. Fees incurred by Utility Holdings and its subsidiaries were insignificant for the three months ended March 31, 2013 and 2012.

##### ProLiance Holdings, LLC (ProLiance)

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

Purchases from ProLiance for resale and for injections into storage for the three months ended March 31, 2013 and 2012 totaled \$107.6 million and \$79.5 million, respectively. Amounts owed to ProLiance at March 31, 2013 and December 31, 2012 for those purchases were \$41.0 million and \$29.7 million, respectively, and are included in Accounts payable to affiliated companies in the Consolidated Balance Sheets. Amounts charged by ProLiance for gas

supply services are established by supply agreements with each utility.

#### Support Services & Purchases

Vectren provides corporate and general and administrative services to the Company and allocates costs to the Company. These costs have been allocated using various allocators, including number of employees, number of customers and/or the level of payroll, revenue contribution and capital expenditures. Allocations are at cost. For the three months ended March 31, 2013 and 2012, Utility Holdings received corporate allocations totaling \$14.9 million and \$12.5 million, respectively.



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

## 7. Financing Activities

### SIGECO 2013 Debt Refund and Reissuance

In April 2013, approximately \$89 million of SIGECO's tax-exempt long-term debt was redeemed at par plus accrued interest. In May 2013, an additional \$22 million of SIGECO's tax-exempt long-term debt will be redeemed at par plus accrued interest pursuant to notice provided to the holders thereof. In April 2013, \$111 million of new SIGECO tax-exempt debt was issued to refund this debt. Approximately \$62 million of this debt was issued at interest rates that are fixed to maturity, receiving proceeds, net of issuance costs, of approximately \$60 million. The terms are \$22.2 million at 4.00 percent per annum due in 2038, and \$39.6 million at 4.05 percent per annum due in 2043. The remaining \$49 million of the called debt will be held by Utility Holdings and will be remarketed at a future date. As of March 31, 2013, the \$111 million of SIGECO tax-exempt debt remained classified as long-term.

### Utility Holdings Debt Transactions

On April 1, 2013, the Company executed an early redemption at par of \$121.6 million 6.25 percent senior unsecured notes due in 2039. This debt will be refinanced with proceeds from a private placement note purchase agreement with a delayed draw feature entered into on December 20, 2012, by Utility Holdings and institutional investors. It provides for the following tranches of notes: (i) \$45 million 3.20 percent senior guaranteed notes, due June 5, 2028 and (ii) \$80 million 4.25 percent senior guaranteed notes, due June 5, 2043. The notes will be unconditionally guaranteed by Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company and Vectren Energy Delivery of Ohio, Inc. Subject to the satisfaction of customary conditions precedent, this financing is scheduled to close on or about June 5, 2013. As of March 31, 2013, the \$121.6 million was classified as Current maturities of long-term debt.

## 8. Commitments & Contingencies

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

## 9. Rate & Regulatory Matters

### Regulatory Treatment of Investments in Natural Gas Infrastructure Replacement

The Company monitors and maintains its natural gas distribution system to ensure that natural gas is delivered in a safe and efficient manner. The Company's natural gas utilities are currently engaged in replacement programs in both Indiana and Ohio, the primary purpose of which is preventive maintenance and continual renewal and operational improvement. In 2011, laws in both Indiana and Ohio were passed that expand the ability of utilities to recover certain costs of federally mandated projects, and in Ohio other capital investment projects, outside of a base rate proceeding. Utilization of these recovery mechanisms is discussed below.

### Ohio Recovery and Deferral Mechanisms

The PUCO order approving the Company's 2009 base rate case in the Ohio service territory authorized a distribution replacement rider (DRR). The DRR's primary purpose is recovery of investments in utility plant and related operating expenses associated with replacing bare steel and cast iron pipelines and certain other infrastructure. This rider is

updated annually for qualifying capital expenditures and allows for a return to be earned on those capital expenditures based on the rate of return approved in the 2009 base rate case. In addition, deferral of depreciation and the ability to accrue debt-related post in service carrying costs is also allowed until the related capital expenditures are recovered through the DRR. The order also established a prospective bill impact evaluation on the annual deferrals, limiting the deferrals at a level which would equal a change over the prior year rate of \$1.00 per residential and general service customer per month. To date, the Company has made capital

investments under this rider totaling \$85 million. Regulatory assets associated with post in service carrying costs and depreciation deferrals were \$7.2 million and \$6.5 million at March 31, 2013 and December 31, 2012, respectively. The DRR's initial five year term expires in early 2014. The Company will make a filing in May 2013 proposing to extend the term of the DRR.

In June 2011, Ohio House Bill 95 was signed into law. Outside of a base rate proceeding, this legislation permits a natural gas company to apply for recovery of much of its capital expenditure program. Once such application is approved, the legislation authorizes a deferral of costs, such as depreciation, property taxes, and debt-related post in service carrying costs. On December 12, 2012, the PUCO issued an order approving the Company's initial application using this law. The order provided for the deferral of depreciation, debt-related post in service carrying costs, and property taxes for its \$23.5 million capital expenditure program covering the fifteen month period ending December 31, 2012. Such capital expenditures include infrastructure expansion and improvements not covered by the DRR as well as expenditures necessary to comply with PUCO rules, regulations, orders, and system expansion to some new customers. The order also established a prospective bill impact evaluation on the cumulative deferrals, limiting the total deferrals at a level which would equal \$1.50 per residential and general service customer per month. The Company will file annually for the accounting treatment described above for its annual capital expenditure program.

#### Indiana Recovery and Deferral Mechanisms

The Company's Indiana natural gas utilities received orders in 2008 and 2007 associated with the most recent base rate cases. These orders authorized the deferral of financial impacts associated with bare steel and cast iron replacement activities. The orders provide for the deferral of depreciation and post in service carrying costs on qualifying projects totaling \$20 million annually at Vectren North and \$3 million annually at Vectren South. The debt-related post in service carrying costs are recognized in the Consolidated Statements of Income currently. Such deferral is limited by individual qualifying project to three years after being placed into service at Vectren South and four years after being placed into service at Vectren North.

In April 2011, Senate Bill 251 was signed into Indiana law. The law provides a framework to recover 80 percent of federally mandated costs through a periodic rate adjustment mechanism outside of a general rate case. Such costs include a return on the federally mandated capital investment, along with recovery of depreciation and other operating costs associated with these mandates. The remaining 20 percent of those costs are to be deferred for future recovery in the utility's next general rate case. To date, the Company has not initiated a filing requesting authority to recover costs using the Senate Bill 251 approach and continues to study its applicability to expenditures associated with its natural gas distribution operations.

#### Pipeline Safety Law

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

The Company continues to study the impact of the Pipeline Safety Law and potential new regulations associated with its implementation. At this time, compliance costs and other effects associated with the increased pipeline safety regulations remain uncertain. However, the law is expected to result in further investment in pipeline inspections, and where necessary, additional investments in pipeline infrastructure; and therefore, result in both increased levels of operating expenses and capital expenditures associated with the Company's natural gas distribution businesses. Operating expenses associated with expanded compliance requirements may grow by approximately \$9 million

annually, with \$6 million attributable to the Indiana operations. Related to the Indiana operations, the Company expects to seek recovery under Senate Bill 251, or such costs may be recoverable through current tracking mechanisms. Capital investments, associated with the Pipeline Safety Law, are expected to be significant. The Company expects to seek recovery of capital investments associated with complying with these federal mandates in accordance with Senate Bill 251 in Indiana and House Bill 95 or other currently authorized recovery mechanisms, such as the Distribution Replacement Rider, in Ohio.

#### Indiana Senate Bill 560

In April 2013, Senate Bill 560 was signed into law. This legislation, which supplements Senate Bill 251 described above which addressed federally-mandated investment, provides for cost recovery outside of a base rate proceeding for projects that either improve electric and gas system reliability and safety or are economic development projects that provide rural areas with access to gas service. Provisions of the legislation require that, among other things, requests for recovery include a seven year project plan. Once the plan is approved by the IURC, 80 percent of such costs are eligible for recovery using a periodic rate adjustment mechanism. Recoverable costs include a return on and of the investment, as well as property taxes and operating expenses. The remaining 20 percent of project costs are to be deferred for future recovery in the Company's next general rate case. The adjustment mechanism is capped at an annual increase in retail revenues of no more than two percent. The new law also provides for the use of test years in base rate cases that can include twelve month future periods beginning up to 24 months beyond the petition date. To the extent new rates are not approved within 300 days of filing the case-in-chief, or in limited cases within 360 days, 50 percent of the proposed rate increase may be implemented, subject to refund. The Company is currently evaluating the impact that these legislative actions, both Senate Bill 251 and 560, may have on its operations in future periods.

#### Vectren North Pipeline Safety Investigation

On April 11, 2012, the IURC's pipeline safety division filed a complaint against Vectren North alleging several violations of safety regulations pertaining to damage that occurred at a residence in Vectren North's service territory during a pipeline replacement project. The Company negotiated a settlement with the IURC's pipeline safety division, agreeing to a fine and several modifications to the Company's operating policies. The amount of the fine was not material to the Company's financial results. The IURC approved the settlement but modified certain terms of the settlement and added a requirement that Company employees conduct inspections of pipeline excavations. The Company sought and was granted a request for rehearing on the sole issue related to the requirement to use Company employees to inspect excavations. The Company seeks further clarity on the scope of the requirement and the ability to also use contractors to perform certain inspections. Testimony was filed by the Company in April 2013, with subsequent filings by the other parties scheduled for May 2013. A hearing has been scheduled for July 2013 and an order is expected in 2013.

#### 10. Environmental Matters

Indiana Senate Bill 251 is also applicable to federal environmental mandates impacting Vectren South's electric operations. The Company is currently evaluating the impact Senate Bill 251 may have on its operations, including applicability to the stricter regulations the EPA is currently considering involving air quality, fly ash disposal, cooling tower intake facilities, waste water discharges, and greenhouse gases. These issues are further discussed below.

#### Air Quality

##### Clean Air Interstate Rule / Cross-State Air Pollution Rule

In July 2011, the EPA finalized the Cross-State Air Pollution Rule (CSAPR). CSAPR was the EPA's response to the US Court of Appeals for the District of Columbia's (the Court) remand of the Clean Air Interstate Rule (CAIR). CAIR was originally established in 2005 as an allowance cap and trade program that required reductions from coal-burning power plants for NO<sub>x</sub> emissions beginning January 1, 2009 and SO<sub>2</sub> emissions beginning January 1, 2010, with a second phase of reductions in 2015. In an effort to address the Court's finding that CAIR did not adequately ensure attainment of pollutants in certain downwind states due to unlimited trading of SO<sub>2</sub> and NO<sub>x</sub> allowances, CSAPR reduced the ability of facilities to meet emission reduction targets through allowance trading. Like CAIR, CSAPR set individual state caps for SO<sub>2</sub> and NO<sub>x</sub> emissions. However, unlike CAIR in which states allocated allowances to generating units through state implementation plans, CSAPR allowances were allocated to individual units directly through the federal rule. CSAPR reductions were to be achieved with initial step reductions beginning January 1, 2012, and final compliance to be achieved in 2014. Multiple administrative and judicial challenges were filed. On December 30, 2011, the Court granted a stay of CSAPR and left CAIR in place pending its review. On August 21,

2012, the Court vacated CSAPR and directed the EPA to continue to administer CAIR. In October 2012, the EPA filed its request for a hearing before the full federal appeals court that struck down the CSAPR. EPA's request for rehearing was denied by the Court on January 24, 2013. In March 2013, the EPA filed a petition for review with the US Supreme Court. The Company remains in full compliance with CAIR (see additional information below "Conclusions Regarding Air Regulations").

#### Mercury and Air Toxics (MATS) Rule

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

The MATS Rule sets emission limits for hazardous air pollutants for existing and new coal-fired power plants and identifies the following broad categories of hazardous air pollutants: mercury, non-mercury hazardous air pollutants (primarily arsenic, chromium, cobalt, and selenium), and acid gases (hydrogen cyanide, hydrogen chloride, and hydrogen fluoride). The rule imposes mercury emission limits for two sub-categories of coal, and proposed surrogate limits for non-mercury and acid gas hazardous air pollutants. The EPA did not grant blanket compliance extensions, but asserted that states have broad authority to grant one year extensions for individual units where potential reliability impacts have been demonstrated. Reductions are to be achieved within three years of publication of the final rule in the Federal register (April 2015). Initiatives to suspend CSAPR's implementation by the Congress also apply to the implementation of the MATS rule. Multiple judicial challenges were filed and briefing is proceeding. The EPA agreed to reconsider MATS requirements for new construction. Such requirements are more stringent than those for existing plants. Utilities planning new coal-fired generation had argued standards outlined in the MATS could not be attained even using the best available control technology. The EPA issued its revised emission limits for new construction in March 2013.

#### Conclusions Regarding Air Regulations

To comply with Indiana's implementation plan of the Clean Air Act, and other federal air quality standards, the Company obtained authority from the IURC to invest in clean coal technology. Using this authorization, the Company invested approximately \$411 million starting in 2001 with the last equipment being placed into service on January 1, 2010. The pollution control equipment included Selective Catalytic Reduction (SCR) systems, fabric filters, and an SO<sub>2</sub> scrubber at its generating facility that is jointly owned with ALCOA (the Company's portion is 150 MW). SCR technology is the most effective method of reducing NO<sub>x</sub> emissions where high removal efficiencies are required and fabric filters control particulate matter emissions. The unamortized portion of the \$411 million clean coal technology investment was included in rate base for purposes of determining SIGECO's new electric base rates approved in the latest base rate order obtained April 27, 2011. SIGECO's coal fired generating fleet is 100 percent scrubbed for SO<sub>2</sub> and 90 percent controlled for NO<sub>x</sub>.

Utilization of the Company's NO<sub>x</sub> and SO<sub>2</sub> allowances can be impacted as regulations are revised and implemented. Most of these allowances were granted to the Company at zero cost; therefore, any reduction in carrying value that could result from future changes in regulations would be immaterial.

The Company received a notice of violation (NOV) from the EPA in November 2011 pertaining to its A.B. Brown power plant. The NOV asserts that when the power plant was equipped with SCRs the correct permits were not obtained or the best available control technology to control incidental sulfuric acid mist was not installed. Based on the Company's understanding of the New Source Review reform in effect when the equipment was installed, it is the Company's position that its SCR project was exempted from such requirements.

The Company continues to review the sufficiency of its existing pollution control equipment in relation to the requirements described in the MATS Rule, the 2015 requirement imposed by CAIR, and the NOV discussed above. Due to the correlation amongst the various requirements set forth, it is possible some operational modifications to the control equipment will be required. Additional capital investments, operating expenses, and possibly the purchase of emission allowances may be required and could be significant depending on the required method of compliance with the requirements. While the Company has not yet quantified what the additional costs may be associated with these efforts, because the compliance is required by government regulation the Company

believes that such additional costs, if incurred, should be recoverable under Senate Bill 251 referenced above.

Information Request

SIGECO and Alcoa Generating Corporation (AGC), a subsidiary of ALCOA, own a 300 MW Unit 4 at the Warrick Power Plant as tenants in common. AGC and SIGECO also share equally in the cost of operation and output of the unit. In January 2013, AGC



received an information request from the EPA under Section 114 of the Clean Air Act for historical operational information on the Warrick Power Plant. In April 2013, ALCOA filed a timely response to the information request.

#### Water

Section 316(b) of the Clean Water Act requires that generating facilities use the “best technology available” to minimize adverse environmental impacts in a body of water. More specifically, Section 316(b) is concerned with impingement and entrainment of aquatic species in once-through cooling water intake structures used at electric generating facilities. In April 2009, the U.S. Supreme Court affirmed that the EPA could, but was not required to, consider costs and benefits in making the evaluation as to the best technology available for existing generating facilities. The regulation was remanded back to the EPA for further consideration. In March 2011, the EPA released its proposed Section 316(b) regulations. The EPA did not mandate the retrofitting of cooling towers in the proposed regulation, but if finalized, the regulation will leave it to the state to determine whether cooling towers should be required on a case by case basis. A final rule is expected in 2013. Depending on the final rule and on the Company’s facts and circumstances, capital investments could approximate \$40 million if new infrastructure, such as new cooling water towers, is required. Costs for compliance with these final regulations should qualify as federally mandated regulatory requirements and be recovered under Indiana Senate Bill 251 referenced above.

Under the Clean Water Act, EPA sets technology-based guidelines for water discharges from new and existing facilities. EPA is currently in the process of revising the existing steam electric effluent limitation guidelines that set the technology-based water discharge limits for the electric power industry. EPA is focusing its rulemaking on wastewater generated primarily by pollution control equipment necessitated by the comprehensive air regulations. The EPA released proposed rules on April 19, 2013 and the Company is reviewing the proposal. At this time, it is not possible to estimate what potential costs may be required to meet these new water discharge limits, however costs for compliance with these regulations should qualify as federally mandated regulatory requirements and be recovered under Senate Bill 251 referenced above.

#### Coal Ash Waste Disposal & Ash Ponds

In June 2010, the EPA issued proposed regulations affecting the management and disposal of coal combustion products, such as ash generated by the Company’s coal-fired power plants. The proposed rules more stringently regulate these byproducts and would likely increase the cost of operating or expanding existing ash ponds and the development of new ash ponds. The alternatives include regulating coal combustion by-products that are not being beneficially reused as hazardous waste. The EPA did not offer a preferred alternative, but took public comment on multiple alternative regulations. Rules have not been finalized given oversight hearings, congressional interest, and other factors.

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

#### Climate Change

In April 2007, the US Supreme Court determined that greenhouse gases meet the definition of “air pollutant” under the Clean Air Act and ordered the EPA to determine whether greenhouse gas emissions from motor vehicles cause or contribute to air pollution that may reasonably be anticipated to endanger public health or welfare. In April 2009, the EPA published its proposed endangerment finding for public comment. The proposed endangerment finding concludes that carbon emissions from mobile sources pose an endangerment to public health and the environment. The endangerment finding was finalized in December 2009, and is the first step toward EPA regulating carbon

emissions through the existing Clean Air Act in the absence of specific carbon legislation from Congress.

The EPA has promulgated two greenhouse gas regulations that apply to the Company's generating facilities. In 2009, the EPA finalized a mandatory greenhouse gas emissions registry which requires the reporting of emissions. The EPA has also finalized a revision to the Prevention of Significant Deterioration (PSD) and Title V permitting rules which would require facilities that emit 75,000 tons or more of greenhouse gases a year to obtain a PSD permit for new construction or a significant modification of an existing facility. EPA's PSD and Title V permitting rules for GHG's were recently upheld by the US Court of Appeals for the District of Columbia. In 2012, the EPA proposed New Source Performance Standards for greenhouse gases for new electric

generating facilities under Clean Air Act Section 111(b). EPA missed its deadline for finalization of the new source rule in April, and has indicated that it will finalize the new source rule within the next 18 months. Upon finalization of the new source rule, the EPA intends to propose New Source Performance Standards for greenhouse gases for existing electric generating units under Section 111(d), which would be applicable to the Company's existing units. The Company anticipates that these initial standards will focus on power plant efficiency and other coal fleet carbon intensity reduction measures. The Company believes that such additional costs, if necessary, should be recoverable under Indiana Senate Bill 251 referenced above.

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

#### Impact of Legislative Actions & Other Initiatives is Unknown

If regulations are enacted by the EPA or other agencies or if legislation requiring reductions in CO<sub>2</sub> and other greenhouse gases or legislation mandating a renewable energy portfolio standard is adopted, such regulation could substantially affect both the costs and operating characteristics of the Company's fossil fuel generating plants and natural gas distribution businesses. At this time and in the absence of final legislation or rulemaking, compliance costs and other effects associated with reductions in greenhouse gas emissions or obtaining renewable energy sources remain uncertain. The Company has gathered preliminary estimates of the costs to control greenhouse gas emissions. A preliminary investigation demonstrated costs to comply would be significant, first with regard to operating expenses and later for capital expenditures as technology becomes available to control greenhouse gas emissions. However, these compliance cost estimates are based on highly uncertain assumptions, including allowance prices if a cap and trade approach were employed, and energy efficiency targets. Costs to purchase allowances that cap greenhouse gas emissions or expenditures made to control emissions should be considered a cost of providing electricity, and as such, the Company believes such costs and expenditures should be recoverable from customers through Senate Bill 251.

Senate Bill 251 also established a voluntary clean energy portfolio standard that provides incentives to electricity suppliers participating in the program. The goal of the program is that by 2025, at least 10 percent of the total electricity obtained by the supplier to meet the energy needs of Indiana retail customers will be provided by clean energy sources, as defined. The financial incentives include an enhanced return on equity and tracking mechanisms to recover program costs. In advance of a federal portfolio standard and Senate Bill 251, SIGECO received regulatory approval to purchase a 3 MW landfill gas generation facility from a related entity. The facility was purchased in 2009 and is directly connected to the Company's distribution system. In 2009, the Company also executed a long term purchase power commitment for 50 MW of wind energy. These transactions supplement a 30 MW wind energy purchase power agreement executed in 2008. Before the impacts of efficiency measures which are defined as clean energy in the legislation, the Company currently has approximately 5 percent of its electricity being provided by clean energy sources due to the long-term wind contracts and landfill gas investment. The Company continues to evaluate whether to participate in this voluntary program.

#### Manufactured Gas Plants

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

In the Indiana Gas service territory, the existence, location, and certain general characteristics of 26 gas manufacturing and storage sites have been identified for which the Company may have some remedial responsibility. A remedial investigation/feasibility study (RI/FS) was completed at one of the sites under an agreed order between Indiana Gas

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

The Company has accrued the estimated costs for further investigation, remediation, groundwater monitoring, and related costs for the sites. While the total costs that may be incurred in connection with addressing these sites cannot be determined at this

time, the Company has recorded cumulative costs that it has incurred or reasonably expects to incur totaling approximately \$42.4 million (\$23.2 million at Indiana Gas and \$19.2 million at SIGECO). The estimated accrued costs are limited to the Company's share of the remediation efforts and are therefore net of exposures of other potentially responsible parties (PRP).

With respect to insurance coverage, Indiana Gas has received approximately \$20.8 million from all known insurance carriers under insurance policies in effect when these plants were in operation. Likewise, SIGECO has settlement agreements with all known insurance carriers and has received to date approximately \$14.2 million of the expected \$15.5 million in insurance recoveries.

The costs the Company expects to incur are estimated by management using assumptions based on actual costs incurred, the timing of expected future payments, and inflation factors, among others. While the Company's utilities have recorded all costs which they presently expect to incur in connection with activities at these sites, it is possible that future events may require remedial activities which are not presently foreseen and those costs may not be subject to PRP or insurance recovery. As of March 31, 2013 and December 31, 2012, approximately \$5.2 million and \$4.6 million, respectively, of accrued, but not yet spent, costs are included in Other Liabilities related to the Indiana Gas and SIGECO sites.

## 11. Fair Value Measurements

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

| (In millions)           | March 31, 2013  |                 | December 31, 2012 |                 |
|-------------------------|-----------------|-----------------|-------------------|-----------------|
|                         | Carrying Amount | Est. Fair Value | Carrying Amount   | Est. Fair Value |
| Long-term debt          | \$1,208.5       | \$1,365.9       | \$1,208.4         | \$1,372.6       |
| Short-term borrowings   | 27.1            | 27.1            | 116.7             | 116.7           |
| Cash & cash equivalents | 9.8             | 9.8             | 13.3              | 13.3            |

For the balance sheet dates presented in these financial statements, the Company had no material assets or liabilities recorded at fair value outstanding.

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

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

## 12. Impact of Recently Issued Accounting Principles

### Offsetting Assets and Liabilities

In January 2013, the FASB issued new accounting guidance on disclosures of offsetting assets and liabilities. This guidance amends prior requirements to add clarification to the scope of the offsetting disclosures. The amendment

clarifies that the scope applies to derivative instruments accounted for in accordance with reporting topics on derivatives and hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with US GAAP or subject to an enforceable master netting arrangement or similar agreement. This guidance is effective for fiscal years beginning on or after January 1, 2013 and interim periods within annual periods. The Company adopted this guidance as of January 1, 2013. The adoption of this guidance did not have a material impact on the Company's financial statements.

**Accumulated Other Comprehensive Income (AOCI)**

In February 2013, the FASB issued new accounting guidance on the reporting of reclassifications from AOCI. The guidance requires an entity to report the effect of significant reclassification from AOCI on the respective line items in net income if the amount being reclassified is required under US GAAP to be reclassified in its entirety to net income. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference to other disclosures required that provide additional details about these amounts. The new guidance is effective for fiscal years, and interim periods within annual periods, beginning after December 15, 2012. The Company adopted this guidance as of January 1, 2013. The adoption of this guidance did not have a material impact on the Company's financial statements.

**13. Segment Reporting**

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

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

| (In millions)                             | Three Months Ended<br>March 31, |         |
|---|---------------------------------|---------|
|   | 2013                            | 2012    |
| Revenues                                  |                                 |         |
| Gas Utility Services                      | \$315.9                         | \$292.3 |
| Electric Utility Services                 | 149.5                           | 139.4   |
| Other Operations                          | 9.5                             | 9.9     |
| Eliminations                              | (9.4 )                          | (9.5 )  |
| Total revenues                            | \$465.5                         | \$432.1 |
| Profitability Measure - Net Income (Loss) |                                 |         |
| Gas Utility Services                      | \$38.1                          | \$37.5  |
| Electric Utility Services                 | 14.6                            | 15.6    |
| Other Operations                          | 2.4                             | 2.9     |
| Total net income                          | \$55.1                          | \$56.0  |

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

### Description of the Business

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

Indiana Gas provides energy delivery services to approximately 575,000 natural gas customers located in central and southern Indiana. SIGECO provides energy delivery services to approximately 142,000 electric customers and approximately 111,000 gas customers located near Evansville in southwestern Indiana. SIGECO also owns and operates electric generation assets to serve its electric customers and optimizes those assets in the wholesale power market. Indiana Gas and SIGECO generally do business as Vectren Energy Delivery of Indiana. VEDO provides energy delivery services to approximately 314,000 natural gas customers located near Dayton in west central Ohio.

### Executive Summary of Consolidated Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto as well as the Company's 2012 annual report filed on Form 10-K.

In 2013, Utility Holding's first quarter earnings were \$55.1 million, compared to \$56.0 million in 2012. The modest quarter over quarter decrease is primarily the result of the unfavorable timing of operating expenses, which was partially offset by the impacts of favorable first quarter weather compared to the prior year.

#### Gas Utility Services

Gas Utility Services earned \$38.1 million during the three months ended March 31, 2013, compared to earnings of \$37.5 million in the first quarter of 2012. Results in 2013 have been impacted by small customer growth and increased large customer margin, which was offset by the timing of operating expenses. Year-over-year results continue to be favorably impacted by returns earned on increased investment in bare steel and cast iron pipe replacements, particularly in Ohio.

#### Electric Utility Services

The Electric Utility Services first quarter 2013 earnings were \$14.6 million, compared to \$15.6 million in the first quarter of 2012. Management estimates the impact of weather on retail electric margin, compared to normal temperatures, to be approximately \$0.3 million favorable in the first quarter of 2013. This compares to the first quarter of 2012 where management estimated a \$3.6 million unfavorable impact on margin compared to normal. The increased earnings were more than offset by lower small customer margin resulting from conservation initiatives, net of lost margin recovery, and increased operating expenses primarily associated with generation related variable production costs.

#### Other Utility Operations

Year to date in 2013, earnings from other utility operations were \$2.4 million, compared to \$2.9 million in 2012.



Operating Trends  
Margin

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

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

Gas utility margin and throughput by customer type follows:

|  | Three Months Ended<br>March 31, |         |
|--|---------------------------------|---------|
| (In millions)                                      | 2013                            | 2012    |
| Gas utility revenues                               | \$315.9                         | \$292.3 |
| Cost of gas sold                                   | 157.2                           | 137.1   |
| Total gas utility margin                           | \$158.7                         | \$155.2 |
| Margin attributed to:                              |                                 |         |
| Residential & commercial customers                 | \$120.5                         | \$117.8 |
| Industrial customers                               | 17.3                            | 15.8    |
| Other  | 3.0                             | 3.4     |
| Regulatory expense recovery mechanisms             | 17.9                            | 18.2    |
| Total gas utility margin                           | \$158.7                         | \$155.2 |
| Sold & transported volumes in MMDth attributed to: |                                 |         |
| Residential & commercial customers                 | \$55.1                          | \$40.8  |
| Industrial customers                               | 31.0                            | 27.8    |
| Total sold & transported volumes                   | \$86.1                          | \$68.6  |

Gas Utility margins were \$158.7 million for the three months ended March 31, 2013, and compared to 2012, increased \$3.5 million. Excluding the impact of regulatory expense recovery mechanisms, small customer margins increased \$2.7 million compared to the first quarter of 2012. With rate designs that substantially limit the impact of weather on margin, heating degree days that were 107 percent of normal in Ohio during 2013, compared to 82 percent of normal in Ohio during 2012, had a favorable impact to small customer margin of approximately \$0.7 million. Growth in residential and commercial customers favorably impacted small customer margins by approximately \$1.0 million. Finally, margin related to investments in infrastructure in Ohio increased margin \$1.0 million compared to the first quarter of 2012. Large customer margins increased \$1.5 million on increasing volumes.

## Electric Utility Margin (Electric utility revenues less Cost of fuel &amp; purchased power)

Electric utility margin and volumes sold by customer type follows:

|  | Three Months Ended<br>March 31, |         |
|--|---------------------------------|---------|
| (In millions)                                | 2013                            | 2012    |
| Electric utility revenues                    | \$149.5                         | \$139.4 |
| Cost of fuel & purchased power               | 50.2                            | 44.7    |
| Total electric utility margin                | \$99.3                          | \$94.7  |
| Margin attributed to:                        |                                 |         |
| Residential & commercial customers           | \$60.7                          | \$57.7  |
| Industrial customers                         | 26.1                            | 26.6    |
| Other customers                              | 0.8                             | 0.8     |
| Regulatory expense recovery mechanisms       | 2.5                             | 0.7     |
| Subtotal: retail                             | \$90.1                          | \$85.8  |
| Wholesale power & transmission system margin | 9.2                             | 8.9     |
| Total electric utility margin                | \$99.3                          | \$94.7  |
| Electric volumes sold in GWh attributed to:  |                                 |         |
| Residential & commercial customers           | 671.3                           | 631.1   |
| Industrial customers                         | 659.3                           | 681.7   |

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|                           |         |         |
|---------------------------|---------|---------|
| Other customers           | 5.8     | 5.9     |
| Total retail volumes sold | 1,336.4 | 1,318.7 |

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## Retail

Electric retail utility margins were \$90.1 million for the three months ended March 31, 2013, and compared to 2012, increased by \$4.3 million. Excluding the impact of regulatory expense recovery mechanisms, small customer margins increased by \$3.0 million. Electric results are not protected by weather mechanisms, which resulted in a \$3.9 million increase in small customer margin as heating degree days in the first quarter of 2013 were 101 percent of normal compared to only 71 percent of normal in 2012. This is offset partially by \$0.8 million of small customer declines resulting from conservation beyond approved lost margin recovery mechanisms. Large customer margins declined from 2012 by \$0.5 million on decreasing volumes. Margin from regulatory expense recovery mechanisms increased \$1.8 million from 2012, driven by increased operating expenses associated with the electric state-mandated conservation programs. This is offset by a corresponding increase in operating expenses when compared to 2012.

## Margin from Wholesale Electric Activities

The Company earns a return on electric transmission projects constructed by the Company in its service territory that meet the criteria of MISO's regional transmission expansion plans and also markets and sells its generating and transmission capacity to optimize the return on its owned assets. Substantially all off-system sales are generated in the MISO Day Ahead and Real Time markets when sales into the MISO in a given hour are greater than amounts purchased for native load. Further detail of MISO off-system margin and transmission system margin follows:

| (In millions)             | Three Months Ended<br>March 31, |       |
|---------------------------|---------------------------------|-------|
|                           | 2013                            | 2012  |
| Transmission system sales | \$6.6                           | \$5.9 |
| Off-system sales          | 2.6                             | 3.0   |
| Total wholesale margin    | \$9.2                           | \$8.9 |

Transmission system margin associated with qualifying projects, including the reconciliation of recovery mechanisms, and other transmission system operations, totaled \$6.6 million and \$5.9 million during the three months ended March 31, 2013 and 2012, respectively. Increases are primarily due to increased investment in qualifying projects. As of December 31, 2012, the Company had invested \$155 million in qualifying projects. These projects include an interstate 345 Kv transmission line that connects Vectren's A.B. Brown Generating Station to a generating station in Indiana owned by Duke Energy to the north and to a generating station in Kentucky owned by Big Rivers Electric Corporation to the south; a substation; and another transmission line. Once placed into service, these projects earn a FERC approved equity rate of return of 12.38 percent on the net plant balance, and operating expenses are also recovered. The 345 Kv project is the largest of these qualifying projects, with a cost of \$107 million that earned the FERC approved equity rate of return while under construction. The last segment of that project was placed into service in December 2012.

For the three months ended March 31, 2013, margin from off-system sales was \$2.6 million, compared to \$3.0 million for the three months ended March 31, 2012. The base rate changes implemented in May 2011 require that wholesale margin from off-system sales earned above or below \$7.5 million per year be shared equally with customers. Results for the periods presented reflect the impact of that sharing.

## Operating Expenses

### Other Operating

For the three months ended March 31, 2013 other operating expenses were \$86.8 million, an increase of \$6.9 million, compared to 2012. The increased expenses result primarily from the timing of power supply operating costs associated with generation related variable production costs. For the full year 2013, the Company expects to be on track to meet

its annual goal of flat operating expenses, driven largely by continued focus on performance management initiatives.

#### Taxes Other Than Income Taxes

Taxes other than income taxes were \$17.5 million for the quarter, an increase of \$1.6 million compared to the prior year quarter. The increase is primarily due to higher usage taxes associated with higher gas and fuel costs due to increased volumes. These expenses are offset dollar-for-dollar with lower gas utility and electric utility revenues.

#### Rate & Regulatory Matters

##### Regulatory Treatment of Investments in Natural Gas Infrastructure Replacement

The Company monitors and maintains its natural gas distribution system to ensure that natural gas is delivered in a safe and efficient manner. The Company's natural gas utilities are currently engaged in replacement programs in both Indiana and Ohio, the primary purpose of which is preventive maintenance and continual renewal and operational improvement. In 2011, laws in both Indiana and Ohio were passed that expand the ability of utilities to recover certain costs of federally mandated projects, and in Ohio other capital investment projects, outside of a base rate proceeding. Utilization of these recovery mechanisms is discussed below.

##### Ohio Recovery and Deferral Mechanisms

The PUCO order approving the Company's 2009 base rate case in the Ohio service territory authorized a distribution replacement rider (DRR). The DRR's primary purpose is recovery of investments in utility plant and related operating expenses associated with replacing bare steel and cast iron pipelines and certain other infrastructure. This rider is updated annually for qualifying capital expenditures and allows for a return to be earned on those capital expenditures based on the rate of return approved in the 2009 base rate case. In addition, deferral of depreciation and the ability to accrue debt-related post in service carrying costs is also allowed until the related capital expenditures are recovered through the DRR. The order also established a prospective bill impact evaluation on the annual deferrals, limiting the deferrals at a level which would equal a change over the prior year rate of \$1.00 per residential and general service customer per month. To date, the Company has made capital investments under this rider totaling \$85 million. Regulatory assets associated with post in service carrying costs and depreciation deferrals were \$7.2 million and \$6.5 million at March 31, 2013 and December 31, 2012, respectively. The DRR's initial five year term expires in early 2014. The Company will make a filing in May 2013 proposing to extend the term of the DRR.

In June 2011, Ohio House Bill 95 was signed into law. Outside of a base rate proceeding, this legislation permits a natural gas company to apply for recovery of much of its capital expenditure program. Once such application is approved, the legislation authorizes a deferral of costs, such as depreciation, property taxes, and debt-related post in service carrying costs. On December 12, 2012, the PUCO issued an order approving the Company's initial application using this law. The order provided for the deferral of depreciation, debt-related post in service carrying costs, and property taxes for its \$23.5 million capital expenditure program covering the fifteen month period ending December 31, 2012. Such capital expenditures include infrastructure expansion and improvements not covered by the DRR as well as expenditures necessary to comply with PUCO rules, regulations, orders, and system expansion to some new customers. The order also established a prospective bill impact evaluation on the cumulative deferrals, limiting the total deferrals at a level which would equal \$1.50 per residential and general service customer per month. The Company will file annually for the accounting treatment described above for its annual capital expenditure program.

##### Indiana Recovery and Deferral Mechanisms

The Company's Indiana natural gas utilities received orders in 2008 and 2007 associated with the most recent base rate cases. These orders authorized the deferral of financial impacts associated with bare steel and cast iron replacement activities. The orders provide for the deferral of depreciation and post in service carrying costs on qualifying projects totaling \$20 million annually at Vectren North and \$3 million annually at Vectren South. The debt-related post in service carrying costs are recognized in the Consolidated Statements of Income currently. Such deferral is limited by

individual qualifying project to three years after being placed into service at Vectren South and four years after being placed into service at Vectren North.

In April 2011, Senate Bill 251 was signed into Indiana law. The law provides a framework to recover 80 percent of federally mandated costs through a periodic rate adjustment mechanism outside of a general rate case. Such costs include a return on

the federally mandated capital investment, along with recovery of depreciation and other operating costs associated with these mandates. The remaining 20 percent of those costs are to be deferred for future recovery in the utility's next general rate case. To date, the Company has not initiated a filing requesting authority to recover costs using the Senate Bill 251 approach and continues to study its applicability to expenditures associated with its natural gas distribution operations.

#### Pipeline Safety Law

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

The Company continues to study the impact of the Pipeline Safety Law and potential new regulations associated with its implementation. At this time, compliance costs and other effects associated with the increased pipeline safety regulations remain uncertain. However, the law is expected to result in further investment in pipeline inspections, and where necessary, additional investments in pipeline infrastructure; and therefore, result in both increased levels of operating expenses and capital expenditures associated with the Company's natural gas distribution businesses. Operating expenses associated with expanded compliance requirements may grow by approximately \$9 million annually, with \$6 million attributable to the Indiana operations. Related to the Indiana operations, the Company expects to seek recovery under Senate Bill 251, or such costs may be recoverable through current tracking mechanisms. Capital investments, associated with the Pipeline Safety Law, are expected to be significant. The Company expects to seek recovery of capital investments associated with complying with these federal mandates in accordance with Senate Bill 251 in Indiana and House Bill 95 or other currently authorized recovery mechanisms, such as the Distribution Replacement Rider, in Ohio.

#### Indiana Senate Bill 560

In April 2013, Senate Bill 560 was signed into law. This legislation, which supplements Senate Bill 251 described above which addressed federally-mandated investment, provides for cost recovery outside of a base rate proceeding for projects that either improve electric and gas system reliability and safety or are economic development projects that provide rural areas with access to gas service. Provisions of the legislation require that, among other things, requests for recovery include a seven year project plan. Once the plan is approved by the IURC, 80 percent of such costs are eligible for recovery using a periodic rate adjustment mechanism. Recoverable costs include a return on and of the investment, as well as property taxes and operating expenses. The remaining 20 percent of project costs are to be deferred for future recovery in the Company's next general rate case. The adjustment mechanism is capped at an annual increase in retail revenues of no more than two percent. The new law also provides for the use of test years in base rate cases that can include twelve month future periods beginning up to 24 months beyond the petition date. To the extent new rates are not approved within 300 days of filing the case-in-chief, or in limited cases within 360 days, 50 percent of the proposed rate increase may be implemented, subject to refund. The Company is currently evaluating the impact that these legislative actions, both Senate Bill 251 and 560, may have on its operations in future periods.



### Vectren North Pipeline Safety Investigation

On April 11, 2012, the IURC's pipeline safety division filed a complaint against Vectren North alleging several violations of safety regulations pertaining to damage that occurred at a residence in Vectren North's service territory during a pipeline replacement project. The Company negotiated a settlement with the IURC's pipeline safety division, agreeing to a fine and several modifications to the Company's operating policies. The amount of the fine was not material to the Company's financial results. The IURC approved the settlement but modified certain terms of the settlement and added a requirement that Company employees conduct inspections of pipeline excavations. The Company sought and was granted a request for rehearing on the sole issue related to the requirement to use Company employees to inspect excavations. The Company seeks further clarity on the scope of the requirement and the ability to also use contractors to perform certain inspections. Testimony was filed by the Company in April 2013, with subsequent filings by the other parties scheduled for May 2013. A hearing has been scheduled for July 2013 and an order is expected in 2013.

### Environmental Matters

Indiana Senate Bill 251 is also applicable to federal environmental mandates impacting Vectren South's electric operations. The Company is currently evaluating the impact Senate Bill 251 may have on its operations, including applicability to the stricter regulations the EPA is currently considering involving air quality, fly ash disposal, cooling tower intake facilities, waste water discharges, and greenhouse gases. These issues are further discussed below.

### Air Quality

#### Clean Air Interstate Rule / Cross-State Air Pollution Rule

In July 2011, the EPA finalized the Cross-State Air Pollution Rule (CSAPR). CSAPR was the EPA's response to the US Court of Appeals for the District of Columbia's (the Court) remand of the Clean Air Interstate Rule (CAIR). CAIR was originally established in 2005 as an allowance cap and trade program that required reductions from coal-burning power plants for NO<sub>x</sub> emissions beginning January 1, 2009 and SO<sub>2</sub> emissions beginning January 1, 2010, with a second phase of reductions in 2015. In an effort to address the Court's finding that CAIR did not adequately ensure attainment of pollutants in certain downwind states due to unlimited trading of SO<sub>2</sub> and NO<sub>x</sub> allowances, CSAPR reduced the ability of facilities to meet emission reduction targets through allowance trading. Like CAIR, CSAPR set individual state caps for SO<sub>2</sub> and NO<sub>x</sub> emissions. However, unlike CAIR in which states allocated allowances to generating units through state implementation plans, CSAPR allowances were allocated to individual units directly through the federal rule. CSAPR reductions were to be achieved with initial step reductions beginning January 1, 2012, and final compliance to be achieved in 2014. Multiple administrative and judicial challenges were filed. On December 30, 2011, the Court granted a stay of CSAPR and left CAIR in place pending its review. On August 21, 2012, the Court vacated CSAPR and directed the EPA to continue to administer CAIR. In October 2012, the EPA filed its request for a hearing before the full federal appeals court that struck down the CSAPR. EPA's request for rehearing was denied by the Court on January 24, 2013. In March 2013, the EPA filed a petition for review with the US Supreme Court. The Company remains in full compliance with CAIR (see additional information below "Conclusions Regarding Air Regulations").

#### Mercury and Air Toxics (MATS) Rule

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

The MATS Rule sets emission limits for hazardous air pollutants for existing and new coal-fired power plants and identifies the following broad categories of hazardous air pollutants: mercury, non-mercury hazardous air pollutants (primarily arsenic, chromium, cobalt, and selenium), and acid gases (hydrogen cyanide, hydrogen chloride, and hydrogen fluoride). The rule imposes mercury emission limits for two sub-categories of coal, and proposed surrogate limits for non-mercury and acid gas hazardous air pollutants. The EPA did not grant blanket compliance extensions, but asserted that states have broad authority to grant one year extensions for individual units where potential reliability impacts have been demonstrated. Reductions are to be achieved within three years of publication of the final rule in the Federal register (April 2015). Initiatives to suspend CSAPR's implementation by the Congress also apply to the implementation of the MATS rule. Multiple judicial challenges were filed and

briefing is proceeding. The EPA agreed to reconsider MATS requirements for new construction. Such requirements are more stringent than those for existing plants. Utilities planning new coal-fired generation had argued standards outlined in the MATS could not be attained even using the best available control technology. The EPA issued its revised emission limits for new construction in March 2013.

#### Conclusions Regarding Air Regulations

To comply with Indiana's implementation plan of the Clean Air Act, and other federal air quality standards, the Company obtained authority from the IURC to invest in clean coal technology. Using this authorization, the Company invested approximately \$411 million starting in 2001 with the last equipment being placed into service on January 1, 2010. The pollution control equipment included Selective Catalytic Reduction (SCR) systems, fabric filters, and an SO<sub>2</sub> scrubber at its generating facility that is jointly owned with ALCOA (the Company's portion is 150 MW). SCR technology is the most effective method of reducing NO<sub>x</sub> emissions where high removal efficiencies are required and fabric filters control particulate matter emissions. The unamortized portion of the \$411 million clean coal technology investment was included in rate base for purposes of determining SIGECO's new electric base rates approved in the latest base rate order obtained April 27, 2011. SIGECO's coal fired generating fleet is 100 percent scrubbed for SO<sub>2</sub> and 90 percent controlled for NO<sub>x</sub>.

Utilization of the Company's NO<sub>x</sub> and SO<sub>2</sub> allowances can be impacted as regulations are revised and implemented. Most of these allowances were granted to the Company at zero cost; therefore, any reduction in carrying value that could result from future changes in regulations would be immaterial.

The Company received a notice of violation (NOV) from the EPA in November 2011 pertaining to its A.B. Brown power plant. The NOV asserts that when the power plant was equipped with SCRs the correct permits were not obtained or the best available control technology to control incidental sulfuric acid mist was not installed. Based on the Company's understanding of the New Source Review reform in effect when the equipment was installed, it is the Company's position that its SCR project was exempted from such requirements.

The Company continues to review the sufficiency of its existing pollution control equipment in relation to the requirements described in the MATS Rule, the 2015 requirement imposed by CAIR, and the NOV discussed above. Due to the correlation amongst the various requirements set forth, it is possible some operational modifications to the control equipment will be required. Additional capital investments, operating expenses, and possibly the purchase of emission allowances may be required and could be significant depending on the required method of compliance with the requirements. While the Company has not yet quantified what the additional costs may be associated with these efforts, because the compliance is required by government regulation the Company believes that such additional costs, if incurred, should be recoverable under Senate Bill 251 referenced above.

#### Information Request

SIGECO and Alcoa Generating Corporation (AGC), a subsidiary of ALCOA, own a 300 MW Unit 4 at the Warrick Power Plant as tenants in common. AGC and SIGECO also share equally in the cost of operation and output of the unit. In January 2013, AGC received an information request from the EPA under Section 114 of the Clean Air Act for historical operational information on the Warrick Power Plant. In April 2013, ALCOA filed a timely response to the information request.

#### Water

Section 316(b) of the Clean Water Act requires that generating facilities use the "best technology available" to minimize adverse environmental impacts in a body of water. More specifically, Section 316(b) is concerned with impingement and entrainment of aquatic species in once-through cooling water intake structures used at electric generating facilities. In April 2009, the U.S. Supreme Court affirmed that the EPA could, but was not required to, consider costs

and benefits in making the evaluation as to the best technology available for existing generating facilities. The regulation was remanded back to the EPA for further consideration. In March 2011, the EPA released its proposed Section 316(b) regulations. The EPA did not mandate the retrofitting of cooling towers in the proposed regulation, but if finalized, the regulation will leave it to the state to determine whether cooling towers should be required on a case by case basis. A final rule is expected in 2013. Depending on the final rule and on the Company's facts and circumstances, capital investments could approximate \$40 million if new infrastructure,

such as new cooling water towers, is required. Costs for compliance with these final regulations should qualify as federally mandated regulatory requirements and be recovered under Indiana Senate Bill 251 referenced above.

Under the Clean Water Act, EPA sets technology-based guidelines for water discharges from new and existing facilities. EPA is currently in the process of revising the existing steam electric effluent limitation guidelines that set the technology-based water discharge limits for the electric power industry. EPA is focusing its rulemaking on wastewater generated primarily by pollution control equipment necessitated by the comprehensive air regulations. The EPA released proposed rules on April 19, 2013 and the Company is reviewing the proposal. At this time, it is not possible to estimate what potential costs may be required to meet these new water discharge limits, however costs for compliance with these regulations should qualify as federally mandated regulatory requirements and be recovered under Senate Bill 251 referenced above.

#### Coal Ash Waste Disposal & Ash Ponds

In June 2010, the EPA issued proposed regulations affecting the management and disposal of coal combustion products, such as ash generated by the Company's coal-fired power plants. The proposed rules more stringently regulate these byproducts and would likely increase the cost of operating or expanding existing ash ponds and the development of new ash ponds. The alternatives include regulating coal combustion by-products that are not being beneficially reused as hazardous waste. The EPA did not offer a preferred alternative, but took public comment on multiple alternative regulations. Rules have not been finalized given oversight hearings, congressional interest, and other factors.

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

#### Climate Change

In April 2007, the US Supreme Court determined that greenhouse gases meet the definition of "air pollutant" under the Clean Air Act and ordered the EPA to determine whether greenhouse gas emissions from motor vehicles cause or contribute to air pollution that may reasonably be anticipated to endanger public health or welfare. In April 2009, the EPA published its proposed endangerment finding for public comment. The proposed endangerment finding concludes that carbon emissions from mobile sources pose an endangerment to public health and the environment. The endangerment finding was finalized in December 2009, and is the first step toward EPA regulating carbon emissions through the existing Clean Air Act in the absence of specific carbon legislation from Congress.

The EPA has promulgated two greenhouse gas regulations that apply to the Company's generating facilities. In 2009, the EPA finalized a mandatory greenhouse gas emissions registry which requires the reporting of emissions. The EPA has also finalized a revision to the Prevention of Significant Deterioration (PSD) and Title V permitting rules which would require facilities that emit 75,000 tons or more of greenhouse gases a year to obtain a PSD permit for new construction or a significant modification of an existing facility. EPA's PSD and Title V permitting rules for GHG's were recently upheld by the US Court of Appeals for the District of Columbia. In 2012, the EPA proposed New Source Performance Standards for greenhouse gases for new electric generating facilities under Clean Air Act Section 111(b). EPA missed its deadline for finalization of the new source rule in April, and has indicated that it will finalize the new source rule within the next 18 months. Upon finalization of the new source rule, the EPA intends to propose New Source Performance Standards for greenhouse gases for existing electric generating units under Section 111(d),

which would be applicable to the Company's existing units. The Company anticipates that these initial standards will focus on power plant efficiency and other coal fleet carbon intensity reduction measures. The Company believes that such additional costs, if necessary, should be recoverable under Indiana Senate Bill 251 referenced above.

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

#### Impact of Legislative Actions & Other Initiatives is Unknown

If regulations are enacted by the EPA or other agencies or if legislation requiring reductions in CO<sub>2</sub> and other greenhouse gases or legislation mandating a renewable energy portfolio standard is adopted, such regulation could substantially affect both the costs and operating characteristics of the Company's fossil fuel generating plants and natural gas distribution businesses. At this time and in the absence of final legislation or rulemaking, compliance costs and other effects associated with reductions in greenhouse gas emissions or obtaining renewable energy sources remain uncertain. The Company has gathered preliminary estimates of the costs to control greenhouse gas emissions. A preliminary investigation demonstrated costs to comply would be significant, first with regard to operating expenses and later for capital expenditures as technology becomes available to control greenhouse gas emissions. However, these compliance cost estimates are based on highly uncertain assumptions, including allowance prices if a cap and trade approach were employed, and energy efficiency targets. Costs to purchase allowances that cap greenhouse gas emissions or expenditures made to control emissions should be considered a cost of providing electricity, and as such, the Company believes such costs and expenditures should be recoverable from customers through Senate Bill 251.

Senate Bill 251 also established a voluntary clean energy portfolio standard that provides incentives to electricity suppliers participating in the program. The goal of the program is that by 2025, at least 10 percent of the total electricity obtained by the supplier to meet the energy needs of Indiana retail customers will be provided by clean energy sources, as defined. The financial incentives include an enhanced return on equity and tracking mechanisms to recover program costs. In advance of a federal portfolio standard and Senate Bill 251, SIGECO received regulatory approval to purchase a 3 MW landfill gas generation facility from a related entity. The facility was purchased in 2009 and is directly connected to the Company's distribution system. In 2009, the Company also executed a long term purchase power commitment for 50 MW of wind energy. These transactions supplement a 30 MW wind energy purchase power agreement executed in 2008. Before the impacts of efficiency measures which are defined as clean energy in the legislation, the Company currently has approximately 5 percent of its electricity being provided by clean energy sources due to the long-term wind contracts and landfill gas investment. The Company continues to evaluate whether to participate in this voluntary program.

#### Manufactured Gas Plants

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

In the Indiana Gas service territory, the existence, location, and certain general characteristics of 26 gas manufacturing and storage sites have been identified for which the Company may have some remedial responsibility. A remedial investigation/feasibility study (RI/FS) was completed at one of the sites under an agreed order between Indiana Gas and the IDEM, and a Record of Decision was issued by the IDEM in January 2000. The remaining sites have been submitted to the IDEM's Voluntary Remediation Program (VRP). The Company has identified its involvement in five manufactured gas plant sites in SIGECO's service territory, all of which are currently enrolled in the IDEM's VRP. The Company is currently conducting some level of remedial activities, including groundwater monitoring at certain sites.

The Company has accrued the estimated costs for further investigation, remediation, groundwater monitoring, and related costs for the sites. While the total costs that may be incurred in connection with addressing these sites cannot be determined at this time, the Company has recorded cumulative costs that it has incurred or reasonably expects to incur totaling approximately \$42.4 million (\$23.2 million at Indiana Gas and \$19.2 million at SIGECO). The estimated accrued costs are limited to the Company's share of the remediation efforts and are therefore net of exposures of other potentially responsible parties (PRP).

With respect to insurance coverage, Indiana Gas has received approximately \$20.8 million from all known insurance carriers under insurance policies in effect when these plants were in operation. Likewise, SIGECO has settlement agreements with all known insurance carriers and has received to date approximately \$14.2 million of the expected \$15.5 million in insurance recoveries.



The costs the Company expects to incur are estimated by management using assumptions based on actual costs incurred, the timing of expected future payments, and inflation factors, among others. While the Company's utilities have recorded all costs which they presently expect to incur in connection with activities at these sites, it is possible that future events may require remedial activities which are not presently foreseen and those costs may not be subject to PRP or insurance recovery. As of March 31, 2013 and December 31, 2012, approximately \$5.2 million and \$4.6 million, respectively, of accrued, but not yet spent, costs are included in Other Liabilities related to the Indiana Gas and SIGECO sites.

#### Impact of Recently Issued Accounting Guidance

##### Offsetting Assets and Liabilities

In January 2013, the FASB issued new accounting guidance on disclosures of offsetting assets and liabilities. This guidance amends prior requirements to add clarification to the scope of the offsetting disclosures. The amendment clarifies that the scope applies to derivative instruments accounted for in accordance with reporting topics on derivatives and hedging, including bifurcated embedded derivatives, repurchase agreements and reverse repurchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with US GAAP or subject to an enforceable master netting arrangement or similar agreement. This guidance is effective for fiscal years beginning on or after January 1, 2013 and interim periods within annual periods. The Company adopted this guidance as of January 1, 2013. The adoption of this guidance did not have a material impact on the Company's financial statements.

##### Accumulated Other Comprehensive Income (AOCI)

In February 2013, the FASB issued new accounting guidance on the reporting of reclassifications from AOCI. The guidance requires an entity to report the effect of significant reclassification from AOCI on the respective line items in net income if the amount being reclassified is required under US GAAP to be reclassified in its entirety to net income. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference to other disclosures required that provide additional details about these amounts. The new guidance is effective for fiscal years, and interim periods within annual periods, beginning after December 15, 2012. The Company adopted this guidance as of January 1, 2013. The adoption of this guidance did not have a material impact on the Company's financial statements.

#### Financial Condition

Utility Holdings funds the short-term and long-term financing needs of its utility subsidiary operations. Vectren does not guarantee Utility Holdings' debt. Utility Holdings' outstanding long-term and short-term borrowing arrangements are jointly and severally guaranteed by Indiana Gas, SIGECO, and VEDO. The guarantees are full and unconditional and joint and several, and Utility Holdings has no direct subsidiaries other than the subsidiary guarantors. Information about the subsidiary guarantors as a group is included in Note 3 to the consolidated financial statements. Utility Holdings' long-term debt, inclusive of current maturities, with a par value of \$821 million and short-term obligations totaling \$27 million were outstanding at March 31, 2013. Additionally, prior to Utility Holdings' formation, Indiana Gas and SIGECO funded their operations separately, and therefore, have long-term debt outstanding funded solely by their operations. SIGECO will also occasionally issue tax exempt debt to fund qualifying pollution control capital expenditures. Total Indiana Gas and SIGECO long-term debt, including current maturities, outstanding at March 31, 2013, approximates \$387 million. Utility Holdings' operations have historically been the primary funding source for Vectren's common stock dividends.

The credit ratings of the senior unsecured debt of Utility Holdings and Indiana Gas, at March 31, 2013, are A-/A3 as rated by Standard and Poor's Ratings Services (Standard and Poor's) and Moody's Investors Service (Moody's), respectively. The credit ratings on SIGECO's secured debt are A/A1. Utility Holdings' commercial paper has a credit

rating of A-2/P-2. The current outlook of both Moody's and Standard and Poor's is stable. A security rating is not a recommendation to buy, sell, or hold securities. The rating is subject to revision or withdrawal at any time, and each rating should be evaluated independently of any other rating. Standard and Poor's and Moody's lowest level investment grade rating is BBB- and Baa3, respectively.

The Company's consolidated equity capitalization objective is 45-60 percent of long-term capitalization. This objective may have varied, and will vary, depending on particular business opportunities, capital spending requirements, execution of long-term financing plans, and seasonal factors that affect the Company's operations. The Company's equity component was 54 percent

of long-term capitalization at both March 31, 2013 and December 31, 2012. Long-term capitalization includes long-term debt, including current maturities and debt subject to tender, as well as common shareholder's equity.

Both long-term and short-term borrowing arrangements contain customary default provisions; restrictions on liens, sale-leaseback transactions, mergers or consolidations, and sales of assets; and restrictions on leverage, among other restrictions. Multiple debt agreements contain a covenant that the ratio of consolidated total debt to consolidated total capitalization will not exceed 65 percent. As of March 31, 2013, the Company was in compliance with all debt covenants.

#### Available Liquidity in Current Credit Conditions

The Company's A-/A3 investment grade credit ratings have allowed it to access the capital markets as needed, and the Company believes it will have the ability to continue to do so. Given the Company's intent to maintain a balanced long-term capitalization ratio, it anticipates funding future capital expenditures and dividends principally through internally generated funds, which have been enhanced by bonus depreciation legislation, and refinancing maturing debt using the capital markets. However, the resources required for capital investment remain uncertain for a variety of factors including pending legislative and regulatory initiatives involving gas pipeline infrastructure replacement; and expanded EPA regulations for air, water, and fly ash. These regulations may result in the need to raise additional capital in the coming years. The timing and amount of such investments depends on a variety of factors, including available liquidity. Specifically for 2013, the Company plans to access the capital markets to refinance debt maturities or debt that is callable. The Company currently has firm commitments for a debt issuance totaling \$125 million and recently began redeeming and reissuing tax-exempt debt at SIGECO. These transactions are more fully described below.

On April 1, 2013, the Company executed an early redemption at par of \$121.6 million 6.25 percent senior unsecured notes of VUHI due in 2039. This debt will be refinanced with proceeds from a private placement note purchase agreement with a delayed draw feature entered into on December 20, 2012 by Utility Holdings and institutional investors. It provides for the following tranches of notes: (i) \$45 million 3.20 percent senior guaranteed notes, due June 5, 2028 and (ii) \$80 million 4.25 percent senior guaranteed notes, due June 5, 2043. The notes will be unconditionally guaranteed by Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company and Vectren Energy Delivery of Ohio, Inc. Subject to the satisfaction of customary conditions precedent, this financing is scheduled to close on or about June 5, 2013. As of March 31, 2013, the \$121.6 million was classified as Current maturities of long-term debt.

In April 2013, approximately \$89 million of SIGECO's tax-exempt long-term debt was redeemed at par plus accrued interest. In May 2013, an additional \$22 million of SIGECO's tax-exempt long-term debt will be redeemed at par plus accrued interest pursuant to notice provided to the holders thereof. In April 2013, \$111 million of new SIGECO tax-exempt debt was issued to refund this debt. Approximately \$62 million of this debt was issued at interest rates that are fixed to maturity, receiving proceeds, net of issuance costs, of approximately \$60 million. The terms are \$22.2 million at 4.00 percent per annum due in 2038, and \$39.6 million at 4.05 percent per annum due in 2043. The remaining \$49 million of the called debt will be held by Utility Holdings and will be remarketed at a future date. As of March 31, 2013, the \$111 million of SIGECO tax-exempt debt remained classified as long-term.

#### Consolidated Short-Term Borrowing Arrangements

At March 31, 2013, the Company has \$350 million of short-term borrowing capacity. As reduced by borrowings currently outstanding, approximately \$323 million was available at March 31, 2013. This short-term borrowing facility is available through September 2016. This facility is used to supplement working capital needs and also to fund capital investments and debt redemptions until financed on a long-term basis.

The Company has historically funded the short-term borrowing needs of Utility Holdings' operations through the commercial paper market and expects to use the Utility Holdings short-term borrowing facility in instances where the commercial paper market is not efficient. Following is certain information regarding these short-term borrowing arrangements.

Following is certain information regarding these short-term borrowing arrangements.

| (In millions)                         | 2013   | 2012    |
|---------------------------------------|--------|---------|
| Quarter End                           |        |         |
| Balance Outstanding                   | \$27.1 | \$49.7  |
| Weighted Average Interest Rate        | 0.36%  | 0.43%   |
| Quarterly Average                     |        |         |
| Balance Outstanding                   | \$63.1 | \$113.4 |
| Weighted Average Interest Rate        | 0.38%  | 0.49%   |
| Maximum Month End Balance Outstanding | \$75.1 | \$214.2 |

#### Potential Uses of Liquidity

##### Planned Capital Expenditures

Utility capital expenditures are estimated at \$243 million for the remainder of 2013.

##### Pension Funding Obligations

Vectren's management currently estimates contributing approximately \$10 million to qualified pension plans in 2013. A portion of this funding will be from Utility Holdings and occurs through a routine cash settlement process with its parent.

##### Other Letters of Credit

As of March 31, 2013, Utility Holdings has letters of credit outstanding in support of two SIGECO tax exempt adjustable rate first mortgage bonds totaling \$41.7 million. In the unlikely event the letters of credit were called, the Company could settle with the financial institutions supporting these letters of credit with general assets or by drawing from its credit facility that expires in September 2016. Due to the long-term nature of the credit agreement, such debt is classified as long-term at March 31, 2013.

#### Comparison of Historical Sources & Uses of Liquidity

##### Operating Cash Flow

The Company's primary source of liquidity to fund working capital requirements has been cash generated from operations, which totaled \$161.3 million and \$181.5 million during the three months ended March 31, 2013 and 2012, respectively. The decrease is due to changes in working capital associated with increased sales during 2013 driven primarily by weather impacts. This decrease was partially offset by increased volumetric recoveries of Regulatory assets associated with weather that was colder than the prior year and reduced cash needs for payments related to environmental remediation matters, compared to the prior year.

##### Financing Cash Flow

Net cash flow required for financing activities was \$114.4 million and \$117.1 million during the three months ended March 31, 2013 and 2012, respectively. Financing activity in 2013 and 2012 primarily reflects the payment of dividends, repayment of short-term borrowings and a \$100 million debt issuance by Utility Holdings during 2012.

##### Investing Cash Flow

Cash flow required for investing activities was \$50.4 million and \$64.9 million during the three months ended March 31, 2013 and 2012, respectively. The decreased cash required for investing activities during the current year period reflects a decrease in the level of cash required for capital expenditures. Mild weather during the first quarter of 2012 allowed for greater capital expenditures for bare steel/cast iron projects and planned power supply outages,

compared to the first quarter of 2013.

## Forward-Looking Information

A “safe harbor” for forward-looking statements is provided by the Private Securities Litigation Reform Act of 1995 (Reform Act of 1995). The Reform Act of 1995 was adopted to encourage such forward-looking statements without the threat of litigation, provided those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the statement. Certain matters described in Management’s Discussion and Analysis of Results of Operations and Financial Condition are forward-looking statements. Such statements are based on management’s beliefs, as well as assumptions made by and information currently available to management. When used in this filing, the words “believe”, “anticipate”, “endeavor”, “estimate”, “expect”, “objective”, “projection”, “forecast”, “goal”, “likely”, and expressions are intended to identify forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements, factors that could cause the Company’s actual results to differ materially from those contemplated in any forward-looking statements include, among others, the following:

Factors affecting utility operations such as unusual weather conditions; catastrophic weather-related damage; unusual maintenance or repairs; unanticipated changes to fossil fuel costs; unanticipated changes to gas transportation and storage costs, or availability due to higher demand, shortages, transportation problems or other developments; environmental or pipeline incidents; transmission or distribution incidents; unanticipated changes to electric energy supply costs, or availability due to demand, shortages, transmission problems or other developments; or electric transmission or gas pipeline system constraints.

Catastrophic events such as fires, earthquakes, explosions, floods, ice storms, tornadoes, terrorist acts, cyber attacks or other similar occurrences could adversely affect Vectren’s facilities, operations, financial condition and results of operations.

Increased competition in the energy industry, including the effects of industry restructuring and unbundling.

Regulatory factors such as unanticipated changes in rate-setting policies or procedures, recovery of investments and costs made under traditional regulation, and the frequency and timing of rate increases.

Financial, regulatory or accounting principles or policies imposed by the Financial Accounting Standards Board; the Securities and Exchange Commission; the Federal Energy Regulatory Commission; state public utility commissions; state entities which regulate electric and natural gas transmission and distribution, natural gas gathering and processing, electric power supply; and similar entities with regulatory oversight.

Economic conditions including the effects of inflation rates, commodity prices, and monetary fluctuations.

Economic conditions surrounding the current economic uncertainty, including increased potential for lower levels of economic activity; uncertainty regarding energy prices and the capital and commodity markets; volatile changes in the demand for natural gas and electricity; impacts on both gas and electric large customers; lower residential and commercial customer counts; and higher operating expenses.

Volatile natural gas and coal commodity prices and the potential impact on customer consumption, uncollectible accounts expense, unaccounted for gas and interest expense.

Changing market conditions and a variety of other factors associated with physical energy and financial trading activities including, but not limited to, price, basis, credit, liquidity, volatility, capacity, interest rate, and warranty risks.

Direct or indirect effects on the Company’s business, financial condition, liquidity and results of operations resulting from changes in credit ratings, changes in interest rates, and/or changes in market perceptions of the utility industry and other energy-related industries.

- Employee or contractor workforce factors including changes in key executives, collective bargaining agreements with union employees, aging workforce issues, work stoppages, or pandemic illness.

Risks associated with material business transactions such as mergers, acquisitions and divestitures, including, without limitation, legal and regulatory delays; the related time and costs of implementing such transactions; integrating

operations as part of these transactions; and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions.

Costs, fines, penalties and other effects of legal and administrative proceedings, settlements, investigations, claims, including, but not limited to, such matters involving compliance with state and federal laws and interpretations of these laws.



Changes in or additions to federal, state or local legislative requirements, such as changes in or additions to tax laws or rates, pipeline safety regulations, environmental laws, including laws governing greenhouse gases, mandates of sources of renewable energy, and other regulations.

The performance of projects undertaken by Vectren's nonutility businesses and the success of efforts to invest in and develop new opportunities, including but not limited to, Vectren's coal mining, gas marketing, and energy infrastructure strategies.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of changes in actual results, changes in assumptions, or other factors affecting such statements.

### ITEM 3. QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to various business risks associated with commodity prices, interest rates, and counter-party credit. These financial exposures are monitored and managed by the Company as an integral part of its overall risk management program. The Company's risk management program includes, among other things, the use of derivatives. The Company may also execute derivative contracts in the normal course of operations while buying and selling commodities to be used in operations and optimizing its generation assets.

The Company has in place a risk management committee that consists of senior management as well as financial and operational management. The committee is actively involved in identifying risks as well as reviewing and authorizing risk mitigation strategies.

These risks are not significantly different from the information set forth in Item 7A Quantitative and Qualitative Disclosures About Market Risk included in the Vectren Utility Holdings, Inc. 2012 Form 10-K and is therefore not presented herein.

### ITEM 4. CONTROLS & PROCEDURES

#### Changes in Internal Controls over Financial Reporting

During the quarter ended March 31, 2013, there have been no changes to the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

As of March 31, 2013, the Company conducted an evaluation under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer of the effectiveness and the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of March 31, 2013, to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is:

- 1) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and
- 2) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

The Company is party to various legal proceedings and audits and reviews by taxing authorities and other government agencies arising in the normal course of business. In the opinion of management, there are no legal proceedings or other regulatory reviews or audits pending against the Company that are likely to have a material adverse effect on its financial position, results of operations, or cash flows. See the notes to the consolidated financial statements regarding commitments and contingencies, environmental matters, rate and regulatory matters. The condensed consolidated financial statements are included in Part 1 Item 1.

ITEM 1A. RISK FACTORS

Investors should consider carefully factors that may impact the Company's operating results and financial condition, causing them to be materially adversely affected. The Company's risk factors have not materially changed from the information set forth in Item 1A Risk Factors included in the Vectren Utility Holdings 2012 Form 10-K and are therefore not presented herein.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

Not Applicable

## ITEM 6. EXHIBITS

### Exhibits and Certifications

12 Ratio of Earnings to Fixed Charges

31.1 Certification Pursuant To Section 302 of The Sarbanes-Oxley Act Of 2002- Chief Executive Officer

31.2 Certification Pursuant To Section 302 of The Sarbanes-Oxley Act Of 2002- Chief Financial Officer

32 Certification Pursuant To Section 906 of The Sarbanes-Oxley Act Of 2002

101 Interactive Data File.

101.INS\* XBRL Instance Document

101.SCH\* XBRL Taxonomy Extension Schema

101.CAL\* XBRL Taxonomy Extension Calculation Linkbase

101.DEF\* XBRL Taxonomy Extension Definition Linkbase

101.LAB\* XBRL Taxonomy Extension Labels Linkbase

101.PRE\* XBRL Taxonomy Extension Presentation Linkbase

\* Users of the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q are advised in accordance with Rule 406T of Regulation S-T promulgated by the Securities and Exchange Commission that this Interactive Data File is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections. The financial information contained in the XBRL-related documents is “unaudited” and “unreviewed.”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VECTREN UTILITY HOLDINGS, INC.  
Registrant

May 14, 2013

/s/Jerome A. Benkert, Jr.  
Jerome A. Benkert, Jr.  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/M. Susan Hardwick  
M. Susan Hardwick  
Vice President, Controller and Assistant Treasurer  
(Principal Accounting Officer)