

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of NiSource Inc., to Withdraw its Common Stock, \$.01 par value, and the preferred stock purchase rights, from Listing and Registration on the Pacific Exchange, Inc. File No. 1-09779

February 7, 2006

On December 13, 2005, NiSource Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$.01 par value, and the preferred stock purchase rights (collectively "Securities"), from listing and registration on the Pacific Exchange, Inc. ("PCX"). Notice of such application requesting comments was published in the Federal Register on January 12, 2006.³ No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer approved a resolution on October 25, 2005 to withdraw the Securities from PCX and the Chicago Stock Exchange, Inc. ("CHX"). The Issuer stated that the following reasons factored into the Board's decision to withdraw the Securities from PCX and CHX: (i) the costs and administrative burdens of complying with both PCX and CHX rules and regulations outweigh the utility to the Issuer and its shareholders of having the Securities listed on such exchange; and (ii) the Securities are listed on the New York Stock Exchange, Inc. ("NYSE") and will continue to list on NYSE.

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 53064 (January 6, 2006), 71 FR 2071.

The Issuer stated in its application that it has complied with applicable rules of PCX by complying with all applicable laws in the State of Delaware, the state in which the Issuer is incorporated, and by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX. The Issuer's application relates solely to the withdrawal of the Securities from listing on PCX and shall not affect their continued listing on NYSE or CHX,⁴ or their obligation to be registered under Section 12(b) of the Act.⁵

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on February 8, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Nancy M. Morris
Secretary

⁴ On January 12, 2006, the Commission published the Issuer's application to withdraw the Securities from listing and registration on CHX. See Securities Exchange Act Release No. 53063 (January 6, 2006), 71 FR 2071. No comments were received on such application. The Commission is granting such application to withdraw the Securities from CHX by separate order as discussed therein.

⁵ 15 U.S.C. 781(b).

⁶ 17 CFR 200.30-3(a)(1).