

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of 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

January 6, 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").

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.

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

¹ 15 U.S.C. 78j(d).

² 17 CFR 240.12d2-2(d).

withdrawal of the Securities from listing on PCX and shall not affect their continued listing on NYSE or CHX,³ or their obligation to be registered under Section 12(b) of the Act.⁴

Any interested person may, on or before February 1, 2006, comment on the facts bearing upon whether the application has been made in accordance with the rules of PCX, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-09779 or;

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-09779. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

³ On December 13, 2005, the Issuer filed an application with the Commission to withdraw the Securities from listing and registration on CHX. Notice of such application will be published separately.

⁴ 15 U.S.C. 781(b).

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁵

Nancy M. Morris
Secretary

⁵ 17 CFR 200.30-3(a)(1).