



Matthew G. Bevin
Governor

Charles G. Snavely
Secretary
Energy and Environment Cabinet

Commonwealth of Kentucky
Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, Kentucky 40602-0615
Telephone: (502) 564-3940
Fax: (502) 564-3460
psc.ky.gov

James W. Gardner
Chairman

Daniel E. Logsdon Jr.
Vice Chairman

J. Roger Thomas
Commissioner

February 12, 2016

PARTIES OF RECORD

Re: Case No. 2015-00389

Attached is a copy of a memorandum which is being filed in the record of the above-referenced case. If you have any comments you would like to make regarding the contents of the memorandum, please do so within five days of receipt of this letter. Any questions regarding this memorandum should be directed to Nancy Vinsel, Commission Staff Attorney, at (502) 782-2582.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Derouen".

Jeff Derouen
Executive Director

NV/ph

Attachment

INTRA-AGENCY MEMORANDUM

KENTUCKY PUBLIC SERVICE COMMISSION

TO: Case File No. 2015-00389
FROM: Nancy J. Vinsel, Staff Attorney
DATE: February 12, 2016
RE: Informal Conference of February 11, 2016

Pursuant to a Staff Notice issued on January 28, 2016, a telephonic informal conference ("IC") was conducted at the Commission's offices in Frankfort, Kentucky on February 11, 2016. Attached is a copy of the attendance roster.

The purpose of the IC was to clarify certain issues in this case regarding T. Rowe Price Associates, Inc.'s ("T. Rowe Price") proposed increase of its beneficial ownership of NiSource, Inc. ("NiSource") to no more than 20% of the voting securities. Staff indicated that it appears that the proposed transaction would not be deemed an acquisition under KRS 278.020(6) based upon T. Rowe Price's stated internal investment policies and practices not to invest in companies with the purpose or effect of changing or influencing the control of the company. Staff stated that if T. Rowe Price's internal investment policies and procedures change in the future, the proposed transaction could be deemed an acquisition under KRS 278.020(6). Staff proposed that T. Rowe Price commit that, if T. Rowe Price's investment policy changes and it seeks to acquire control or influence the control of NiSource or its wholly-owned subsidiary, Columbia Gas of Kentucky, Inc., T. Rowe Price will provide notice to the Commission before taking action and will file an application for approval of the acquisition pursuant to KRS 278.020(6).

Staff also indicated that T. Rowe Price should file notice whether it would request a hearing in this matter or request that a decision be made on the evidentiary record without the need for a formal hearing.

Representatives of T. Rowe Price agreed to the commitment and stated it would not request a hearing. After discussion regarding procedural steps, T. Rowe Price agreed it would make a joint filing within 7 days of the filing of this IC memorandum setting forth the commitment and stating that it requests that a decision be based upon evidence of record instead of a formal hearing.

There being no further discussion, the IC was then adjourned.

cc: Parties of Record

Attachment

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF T. ROWE PRICE ASSOCIATES,) CASE NO.
INC. FOR A DECLARATORY ORDER REGARDING) 2015-00389
THE ACQUISITION OF COMMON STOCK)

DATE February 11, 2016

Please sign in:

NAME

REPRESENTING

Nancy Vinsel

PSC - Legal

Jennifer Fell

PSC - Legal

RICHARD RAFF

PSC - LEGAL

Mary Whitaker

PSC-FA

Quang D Nguyen

PSC

Leah Faulkner

PSC-FA

Robert Watt

Counsel- T. Rowe Price

Ellen York

T. Rowe Price

Ryan Nolin

T. Rowe Price

*Ellen A York
Legal Counsel
T. Rowe Price Associates, Inc.
100 East Pratt Street
Baltimore, MARYLAND 21202

*Monica Braun
STOLL KEENON OGDEN PLLC
300 West Vine Street
Suite 2100
Lexington, KENTUCKY 40507-1801

*Honorable Robert M Watt, III
Attorney At Law
STOLL KEENON OGDEN PLLC
300 West Vine Street
Suite 2100
Lexington, KENTUCKY 40507-1801

*Ryan P Nolin
VP & Senior Legal Counsel
T. Rowe Price Associates, Inc.
100 East Pratt Street
Baltimore, MARYLAND 21202