

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

VECTREN CORP

CIK: **1096385** | IRS No.: **352086905** | State of Incorp.: **IN** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-15467** | Film No.: **05788866**
SIC: **4932** Gas & other services combined

Mailing Address
20 NW FOURTH ST
EVANSVILLE IN 47708

Business Address
20 NW FOURTH ST
EVANSVILLE IN 47708
8124914000

VECTREN UTILITY HOLDINGS INC

CIK: **1129542** | IRS No.: **352104850** | State of Incorp.: **IN** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-16739** | Film No.: **05788867**
SIC: **4932** Gas & other services combined

Business Address
20 NW 4TH ST
EVANSVILLE IN 47708
8124914000

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 2, 2005

VECTREN CORPORATION
(Exact name of registrant as specified in its charter)

Commission File No.	Registrant, State of Incorporation, Address, and Telephone Number	I.R.S Employer Identification No.
1-15467	Vectren Corporation (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000	35-2086905
1-16739	Vectren Utility Holdings, Inc. (An Indiana Corporation) 20 N.W. Fourth Street, Evansville, Indiana 47708 (812) 491-4000	35-2104850

Former name or address, if changed since last report: N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Item 7.01. Regulation FD Disclosure

Vectren Corporation (the Company) is participating in an American Gas Association Financial Forum on May 3, 2005 in New Orleans, LA. Company executives will make a presentation that includes operating results for the three month period ended March 31, 2005 as well as other financial information. A copy of the slide presentation is furnished as Exhibit 99.1.

Vectren Corporation is the parent Company of Vectren Utility Holdings, Inc. (VUHI). VUHI serves as the intermediate holding company of the Company's three operating public utilities.

In accordance with SEC Release No. 33-8176, this information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby furnishing cautionary statements identifying important factors that could cause actual results of the Company and its subsidiaries, including Vectren Utility Holdings, Inc., to differ materially from those projected in forward-looking statements of the Company and its subsidiaries made by, or on behalf of, the Company and its subsidiaries. These cautionary statements are attached as Exhibit 99.2.

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 hereunto duly authorized.

VECTREN CORPORATION
VECTREN UTILITY HOLDINGS, INC.

May 2, 2005

By: /s/ M. Susan Hardwick

INDEX TO EXHIBITS

The following Exhibits are furnished as part of this Report to the extent described in Item 7.01:

Exhibit Number -----	Description -----
99.1	Vectren Corporation's slide presentation to the American Gas Association to be given on May 3, 2005 in New Orleans, LA.
99.2	Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995

VECTREN
Not just power. Possibility.

AGA Financial Forum
May 3, 2005

[PDF of actual PowerPoint presentation attached to this filing.]

Forward Looking Statement

Statements contained or incorporated by reference in these slides regarding future events and developments are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933. Forward-looking statements are based on management's beliefs and assumptions that derive from information currently known by management. Because such statements are based on expectations and not historical facts, actual results may differ materially from those projected in the particular statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document, or in the case of documents incorporated by reference, as of the date of those documents.

Additional detailed information concerning a number of factors that could cause actual results to differ materially from the information that is provided to you here is readily available in our report Form 10-K filed with the Securities and Exchange Commission on March 2, 2005.

Contact:
Vectren Corporation
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sschein@vectren.com

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Vectren Today

Assets	\$3.6 billion
Operating Revenues	\$1.7 billion
Employees	1,800
Utility Customers	1.1 million
Shares Outstanding	75.9 million
Market Capitalization	\$2.0 billion
NYSE	VVC

-> A high quality Midwestern utility
headquartered in Evansville, Ind.

-> A sensible and complementary
nonregulated business portfolio

[pie chart omitted]

12 months ended 12/31/04

Nonregulated & Corporate	\$0.33
Utility	\$1.10

Vectren Is On The Right Track For The Future

-
- > Utility growth opportunities will continue
 - > Successful nonregulated operations complement core utility focus
 - > Superior dividend record with 45 years of consecutive dividend increases
 - > Balance sheet remains strong with improving credit ratings
 - > 2005 Earnings guidance unchanged at \$1.70 to \$1.90 per share

Goals

-
- > Corporate Goals
 - o 5% plus annual earnings per share growth
 - o Utility earnings growth rate objective of 3.5% to 4%
 - o Nonregulated contributing 25% to 35% of Vectren's earnings
 - o Achievement of an "A" credit rating
 - > Dividend Growth
 - o Fund 85% of dividend through regulated operations
 - o Consolidated payout of 55% to 65%
 - o 3% to 3.5% growth rate objective
 - > Total Shareholder Return
 - o An earnings growth rate of 5% plus
 - o A dividend yield of 4% or more
 - o Provides a total return potential of 9% or more

Utility Business - Energy Delivery

-
- > 984,000 Gas Customers
 - > 136,000 Electric Customers
 - > Efficient Operations/Quality Service
 - > Disciplined Use of Capital
 - > High Customer Satisfaction
 - > Supportive Regulation
 - > Gas Rate Relief Achieved

[map of Indiana and Ohio omitted]

Utility Business - Low-cost, Reliable Generation

- > Generation Portfolio
 - o Coal-fired units
 - 6 units - base load
 - 1,056 Megawatt capacity
 - 90% availability
 - o Gas-fired turbines
 - 6 units - peaking
 - 295 Megawatt capacity
 - o Firm purchases likely to be replaced by coal generation
- > Wholesale Power Marketing
 - o Short-term focus on asset optimization
 - o Conservative, risk averse approach
 - o Aggressively manage MISO impacts

[bar graph omitted]

Electric Capacity MW

	2002	2003	2004	2005P
	----	----	----	-----
Coal Fired	1056	1056	1056	1056
Peaking	295	295	295	295
Firm Purchase	82	32	105	103
Interruptible	95	95	51	65
Peak Demand	1258	1272	1222	1339
	1528	1478	1507	1519
Reserve Margin	21%	16%	23%	13%

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Key Business Assumptions - Utility

- > Modest economic growth vs. national averages
- > Gas prices are projected to be \$6.00 over the next two or three years
- > Significant environmental and generation investments will continue
- > Coal will be a desired generation feedstock
- > Expenses will grow more rapidly than margins
- > Periodic rate increases

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Nonregulated Businesses

- > Nonregulated business portfolio represents about 25% of consolidated earnings stream
- > Will continue to consist of businesses closely aligned to the core utility business
 - o Energy Marketing & Services
 - o Coal Mining
 - o Utility Infrastructure Services
- > Focus on operating companies
- > Harvest existing investments and reinvest in core business groups

-> Will grow about 10%+ per year

[photos omitted]

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Energy Marketing & Services Growth Strategy

- ProLiance
 - o Grow company owned or leased storage by 15% per year
- Energy Systems Group
 - o Invest in projects operated by ESG that offer long-term recurring revenue streams and grow federal business
- Vectren Source
 - o Add new territory as markets open or regulations allow
- >
 - o Invest in midstream gas assets including gas storage, gathering, processing and transmission

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Coal Mining Growth Strategy

- Vectren Fuels
 - o Continue to aggressively manage mining operations to ensure low costs per "mined" ton
 - o Open a new underground mine and surface mine
 - o Mining operations' earnings targeted to replace 70% to 75% of synfuel contribution
- Vectren Synfuels
 - o Continue production of synfuel through tax credit expiration in 2007
 - o Purchased insurance to partially protect 2005 and 2006 tax credits

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Utility Infrastructure Services Growth Strategy

- Reliant Services (Miller Pipeline)
 - o Enhance "cured in place" business
 - o Develop strategic partnerships to qualify for municipal waste water and water business
 - o Expand into the construction and maintenance of electric transmission and distribution systems

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Other Businesses Growth Strategy

- Haddington
 - o Continue to harvest very strong energy investments
 - o Fund remaining commitment of \$5 million
- Broadband
 - o Continue to assess strategic alternatives
 - o Existing business cash flow positive

- Other
 - o Hold leveraged leases and affordable housing partnerships
 - o Exit real estate notes upon refinancing

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Financial Review

- > Capital Forecast
- > Balance Sheet and Liquidity
- > Guidance
- > Buy Now

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Capital Forecast

Notable CapEx (2005-2009)

- > Environmental Compliance
 - o \$195 million
- > Coal Fired Generation
 - o \$150 million
- > Import/Export Related Transmission Projects
 - o \$45 million
- > Automated meter reading
 - o \$15 million

[bar graph omitted]

Capital Expenditures & Investments
\$mm

	2005	2006	2007	2008	2009
	----	----	----	----	----
Nonregulated	93	65	60	47	29
Other Utility	172	172	180	146	136
Generation	1	5	24	60	60
Environmental	32	45	57	48	12
	298	287	321	300	237
Depreciation Exp.	143	151	163	172	181

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Strong Balance Sheet and Liquidity

[bar graph omitted]

Improved Liquidity

	VUHI	Capital
	----	-----
Borrowing	\$117	\$114
Available	\$233	\$141
Total	\$350	\$255

Major Credit Facilities

- > VUHI - \$350 million 5-yr committed capacity
- > Capital - \$255 million 5-yr committed capacity

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Strong Balance Sheet and Liquidity

[bar graph omitted]

LT Debt to Permanent Capital

	2002	2003	2004	2005P
	----	----	----	-----
Long Term Debt	\$954	\$1,073	\$1,017	\$1,053
Debt to Capital	52%	50%	48%	48%

Credit Ratings

VUHI	S&P	Moody's
-----	-----	-----
Unsecured Debt	A-	Baa1
Commercial Paper	A2	P2
Outlook	Stable	Stable
 Vectren Capital		

Unsecured Debt	BBB+	Baa2

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Utility Growth - 2005 vs. 2004

- > Gas General Rate Relief
 - o South - \$5.7 million revenue increase implemented 7/1/2004
 - o North - \$24 million revenue increase implemented 12/1/2004
 - o Ohio - \$15.7 million revenue increase implemented 4/14/2005
- > Ongoing recovery of NOx compliance environmental expenditures via tracker
 - o \$235 million of \$255 million included in rates
 - o 8% return on capital invested
- > 2005 YTD Weather
 - o Heating Degree Days - 90% of normal
- > Margins are within 2005 forecasted range

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Proven Success

[chart omitted]

|--Vectren Enterprises
|
|
|--Energy Marketing and Services
|
|
|--Coal Mining
|
|
|--Utility Infrastructure Services
|
|
|--Other Businesses

[bar graph omitted]

Vectren Enterprises Net Income
\$mm

2001	2002	2003	2004
-----	-----	-----	-----
\$12.1	\$19.0	\$27.6	\$26.4

30% CAGR

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Enterprises Earnings Forecast

Nonregulated Net Income
In Millions

	2004	2005P
Energy Marketing & Services	\$16.6	\$ 19 - \$ 21
Coal Mining	12.5	16 - 19
Utility Infrastructure Services	1.8	2 - 3
Other Businesses (1)	(4.5)	4 - 5
Sub-Total	\$26.4	\$ 41 - \$ 48
Reserve for Performance Risk		(7) - (7)
Total	\$26.4	\$ 34 - \$ 41

(1) Includes 2004 Broadband charges of \$6 million

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Earnings Guidance

- > VUHI Key Assumptions
 - o Margins/Economy/Gas Costs
 - o Weather

- > Enterprise Key Assumptions
 - o Growth in operating businesses
 - o Haddington harvesting
 - o Reserve for performance risk

2005 EPS Guidance	\$1.70	-	\$1.90
VUHI	1.28	-	1.40
Nonregulated	0.45	-	0.54
Corporate Expense	(0.03)	-	(0.04)

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45 Years of Consecutive Dividend Increases

- > 3.5% increase payable Dec. 1, 2004
- > 4.5% yield compared to peer group average of 4.0%
- > Dividend Policy
 - o 3% to 3.5% long-term growth
 - o 55% to 65% target payout
 - o 85%+ funded from utility
 - o Less than 25% nonregulated payout

[bar graph omitted]

Dividends Paid				
2000	2001	2002	2003	2004 (1)
----	----	----	----	-----
\$0.98	\$1.03	\$1.07	\$1.11	\$1.15

4.1% CAGR

(1) Current Annualized Dividend - \$1.18

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Vectren Is On The Right Track For The Future

- > Utility growth opportunities will continue
- > Successful nonregulated operations complement core utility focus
- > Superior dividend record with 45 years of consecutive dividend increases
- > Balance sheet remains strong with improving credit ratings
- > 2005 Earnings guidance unchanged at \$1.70 to \$1.90 per share

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Appendix - Vectren At A Glance

- > Corporate Structure
- > Regulated Operations
- > Nonregulated Businesses

-> Implemented new rates July 1, 2004

-> Highlights:

- o A rate increase of \$5.7 million
- o An authorized return on equity (ROE) of 10.5%
- o An overall cost of capital of 7.41% (44% Equity Cap Structure)
- o A tracker to recover annual pipeline integrity compliance costs up to \$0.5 million (Defer any excess)
- o A new rate design which includes a larger service charge

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Regulatory Update - Vectren North

As of 3/31/05

Case Concluded

-> October 12, 2004 filed Settlement Agreement supported by all parties

-> Implemented New Rates December 1, 2004

-> Highlights:

- o A rate increase of \$24 million
- o An authorized return on equity (ROE) of 10.6%
- o An overall cost of capital of 8.38% (50% Equity Cap Structure)
- o A return on rate base of \$708 million
- o A tracker to recover annual pipeline integrity compliance costs up to \$2.5 million (Defer any excess)
- o A new rate design which includes a larger service charge

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Regulatory Update - Vectren Ohio

As of 3/31/05

Case Concluded

-> Late February filed Settlement Agreement

-> Implemented New Rates April 14, 2005

-> Highlights:

- o A rate increase of \$15.7 million
- o An authorized return on equity (ROE) of 10.6%
- o An overall cost of capital of 8.94% (50% Equity Cap Structure)
- o A return on rate base of \$245 million
- o A new rate design which includes a larger monthly service charge

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Energy Delivery - Gas

Overview

Vectren's three operating utilities provide reliable delivery service to 984,000 natural gas customers, including 899,000 residential, 81,000 commercial, and 4,000 industrial and other customers.

Markets

- > 57 counties in central and southwest Indiana
- > 17 counties in west central Ohio

Top Industrial Customers

- > ALCOA (Aluminum)
- > AE Staley (Grain Processing)
- > AK Steel (Steel)
- > Eli Lilly (Pharmaceuticals)
- > GE Plastics (Plastics)
- > General Motors (Automotive)
- > NUCOR (Steel)

Principal Industries

The principal industries include automotive assembly, parts and accessories, feed, flour and grain processing, metal casting, aluminum products, appliance manufacturing, resin and plastic products, gypsum products, electrical equipment, metal specialties, glass, steel finishing, pharmaceutical and nutritional products, gasoline and oil products, and coal mining

Gas Delivery

The Company's wholly owned subsidiary, Vectren Utility Holdings, Inc. (VUHI), serves as the intermediate holding company for its three operating public utilities: Indiana Gas Company, Inc. (Indiana Gas), formerly a wholly owned subsidiary of Indiana Energy, Southern Indiana Gas and Electric Company (SIGECO), formerly a wholly owned subsidiary of SIGCORP, and the Ohio operations. VUHI also has other assets that provide information technology and other services to the three utilities.

Indiana Gas provides natural gas distribution and transportation services to a diversified customer base in 49 of Indiana's 92 counties. SIGECO provides natural gas distribution and transportation services to 8 counties in southwestern Indiana, including counties surrounding Evansville. The Ohio operations provide natural gas distribution and transportation services to 17 counties in west central Ohio, including counties surrounding Dayton.

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Energy Delivery - Electric

Overview

Vectren provides reliable delivery service to 136,300 electric customers, including 119,000 residential, 17,100 commercial, and 175 industrial and other customers.

Markets

- 6 counties in southwest Indiana

Top Industrial Customers

- > Berry Plastics (Plastics)
- > Bristol Myers (Pharmaceuticals/Food)
- > GE Plastics (Plastics)
- > MG Industries (Chemicals)
- > PPG Industries (Automotive)
- > Toyota (Automotive)
- > Whirlpool (Metal Products)

Principal Industries

The principal industries include resin and plastic products, aluminum smelting and recycling, aluminum sheet products, automotive assembly, steel finishing, appliance manufacturing, pharmaceutical and nutritional products, automotive glass, gasoline and oil products, and coal mining.

Electric Delivery

The Company's wholly owned subsidiary, Vectren Utility Holdings, Inc. (VUHI), serves as the intermediate holding company for its three operating public utilities: Indiana Gas Company, Inc. (Indiana Gas), formerly a wholly owned subsidiary of Indiana Energy, Southern Indiana Gas and Electric Company (SIGECO), formerly a wholly owned subsidiary of SIGCORP, and the Ohio operations. VUHI also has other assets that provide information technology and other services to the three utilities.

SIGECO provides electric generation, transmission, and distribution services to 6 counties in southwestern Indiana, including counties surrounding Evansville, and participates in the wholesale power market.

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Power Supply

Overview

Provides low-cost, reliable electric generation for delivery to retail and firm wholesale customers in Southwest Indiana. Optimizes assets by marketing unutilized capacity to the open market.

Markets

- > Southwest Indiana - Retail and Wholesale
- > Midwest - Wholesale

Generating Capacity

- > 6 coal-fired base units - 1,056 MW
 - o Brown - 2 units, 500 MW
 - o Culley - 3 units, 406 MW
 - o Warrick - 1 unit, 150 MW
 - o Burn approximately 3.1 million tons of coal annually
- > 6 natural gas peaking units - 295 MW
- > Member of MISO
- > Has 7 interconnects

Wholesale Power Marketing

- > Functions within the regulated electric utility operation
- > Dynamic asset optimizer - markets surplus power from generating units
- > Capitalizes on regional physical and market knowledge
- > Strict volumetric and credit risk controls
 - o No credit related losses in 2002, 2003 and 2004
 - o Maximum approved VaR is \$1.5 million
 - o Maximum VaR in 2004 was \$0.9 million
- > Short-term focus
 - o 70% of contracts mature within the next 6 months
 - o No power marketing contracts mature beyond 24 months

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Large Customer Volumes Budgeted By Industry

[pie charts omitted]

Gas Customers

Automotive	16%
Steel	11%
Bldg. Prdts.	8%
Food	7%
Aluminum	7%
Plastics	7%
Grain Processing	6%
Metal Prdts.	6%
Medical	4%
Packaging	4%
Education	4%
Misc. Mfg.	4%
Pharmaceuticals	3%
Government	3%
Paper Prdts.	2%
Power Generation	2%
Other	2%
Electronics	1%
Chemicals	1%
Paving	1%
Mining	0%

Electric Customers

Plastics	44%
Automotive	15%
Steel	7%
Food	6%
Chemicals	6%
Metal Prdts.	4%
Other	4%
Medical	3%
Mining	2%
Education	2%
Misc. Mfg.	2%
Packaging	1%
Government	1%
Pharmaceuticals	1%
Bldg. Prdts.	1%
Grain Processing	1%

Energy Marketing & Services - ProLiance Energy (1996)

Overview

Provides natural gas, and associated pricing and management services, plus an owner operator of midstream gas assets. Created as an unregulated joint venture with Citizens Gas & Coke Utility - 61% owned by Vectren, although governance is 50/50.

Strategy

ProLiance was formed as a natural gas marketer, delivering reduced gas costs to the member utilities. Continued growth comes through third party marketing, providing exceptional customer service and operational excellence. Long term growth is enhanced by ownership of midstream assets and resource optimization via transportation and storage management and price arbitrage.

Four Business Lines

- > Retail Gas Marketing - Mid-size commercial and industrial customers
- > Wholesale Services - Gas sales and resource management for utilities, municipalities, power generators, other marketers, including Vectren's three gas utilities, power supply and Vectren Source
- > Midstream Assets - Owns and operates gas storage and pipeline assets

-> Resource Optimization - Transportation and storage management, and price arbitrage

Fast Facts

- > 100+ employees headquartered in Indianapolis
- > 90+ BCF of gas storage owned or managed
- > Asset ownership in 2 storage fields (White River & Lee 8)
- > Owner and developer of an intra-state pipeline (Ohio Valley Hub)
- > Approximate sales volumes of 1 BCF per day
- > Operates in 16 Midwestern and Southeastern states
- > 50%+ of volume with 3rd-party customers
- > 1,200 C&I customers
- > VaR capped at \$2.5 million
- > Stand alone \$150 million credit facility
- > Total VVC Investment 3/31/05: \$107 million

[map omitted]

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Energy Marketing & Services - Energy Systems Group (1995)

Overview

Provides energy savings performance contracting by implementing both demand and supply side related improvements that pay for themselves from energy and operational savings.

Strategy

ESG supports the utility core by offering ancillary energy services. ESG is developing recurring revenues through long-term operating contracts and energy infrastructure investments.

Fast Facts

- > Achieved 10 consecutive years of profitability
- > Providing energy performance contracting services for Hospitals, Universities, Governments & Schools
- > Completed first acquisition in July '04.
- > 144 employees in 12 states
- > 3 energy centers
- > 4 military base program centers
- > Projects for 150 customers
- > Numerous award winning projects
- > Total assets 3/31/05: \$30 million

[map omitted]

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Energy Marketing & Services - Vectren Source (2001)

Overview

Provides natural gas and related services to over 118,000 residential and small commercial customers in competitive markets in Indiana, Ohio and Georgia

Strategy

Vectren Source began operations to maintain the customer relationship in a deregulated environment. Flexible and efficient marketing channels minimize customer acquisition costs and attain high retention rates. Employs conservative supply planning and hedging strategies to manage commodity risk.

Fast Facts

- > Annual volumes have grown from 1.8 Bcf in 2002 to 9.4 Bcf in 2004
- > State-of-the-art customer information and billing system, forecasting and data warehouse decision support tools
- > Full-service web capabilities from enrollment to bill presentment and payment
- > 25 full time employees, in-house call center
- > ProLiance Energy serves as agent for commodity purchases, day-to-day operations and optimization activities
- > Total Assets 3/31/05: \$26 million

[map omitted]

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Coal Mining - Vectren Fuels (1997)

Overview

Owns two coal mines that sell coal to Vectren's utility operations and to other third parties. Both Indiana mines are located within 50 miles of 9 power plants and utilize contract miners. Also receives synfuels processing fees from 3rd parties. Vectren purchases 85% to 90% of coal requirement from Fuels. Affiliate contracts are on file with regulators.

Strategy

Supplies Vectren generating plants with nearly 3 million tons of coal annually. Fuels also markets coal to other utilities and industrial accounts

Fast Facts

- > Staff of 4 in addition to 300 contract mining employees
- > Proven reserves of 42 million tons
- > Factors that affect profits: geologic conditions, 3rd party sale prices, cost of explosives, dozer productivity
- > Synfuel related fees (after-tax)
 - 2002 - \$3.0 million
 - 2003 - \$3.5 million
 - 2004 - \$3.7 million
- > Total Assets 3/31/05: \$110 million

Mines

- > Prosperity Mine
 - o Underground mine; mid-sulfur coal - 3.0 lbs SO2
 - o Reserves of 32 million tons
 - o Tons mined per year
 - 2002 - 2.3 million tons
 - 2003 - 2.2 million tons
 - 2004 - 2.5 million tons
- > Cypress Creek Mine
 - o Surface mine; high-sulfur coal - 7.5 lbs SO2
 - o Reserves of 6 million tons
 - o Tons mined per year
 - 2002 - 1.2 million tons
 - 2003 - 1.1 million tons
 - 2004 - 1.1 million tons

Coal Mining - Vectren Synfuels

Overview

Generates IRS Code Section 29 investment tax credits relating to the production of coal-based synthetic fuels through its investment in Pace Carbon. Owns 1/12th (8.3%) of Pace Carbon, which is an unconsolidated affiliate accounted for using the equity method.

Strategy

Hold and defend through 2007 when tax credits expire

Fast Facts

-> Owns and operates 4 plants

-> All machines were in service by 6/30/1998

-> Through 3/31/05, Vectren has claimed tax credits of approximately \$61 million

-> Synfuel Production

2002 - 4.4 million tons

2003 - 7.4 million tons

2004 - 7.1 million tons

-> Synfuels Net Income (including losses, tax benefits and tax credits)

2002 - \$ 6.0 million

2003 - \$10.3 million

2004 - \$ 9.0 million

-> Total VVC Investment 3/31/05: \$9 million

Utility Infrastructure Services - Reliant Services (1998)

Overview

Provides underground construction and repair, facility locating and meter reading services. Created as unregulated joint venture with Cinergy - 50% owned by Vectren. Reliant purchased Miller Pipeline Corporation, one of the nation's premier natural gas distribution contractors with over 50 years of experience in the construction industry, in 2000 for \$68 million.

Strategy

Build on core business of providing construction, maintenance and rehabilitation services primarily to gas, waste water and water utilities.

Markets

-> Indiana Construction Division - Natural gas and water distribution and transmission construction, repairs and rehabilitation in Indiana, Kentucky, Mississippi and Alabama

-> Ohio Construction Division - Natural gas distribution and transmission construction, repairs and rehabilitation in Ohio

- > Utility Division - Rehabilitation, repair and installation of waste water and water distribution systems throughout US
- > Locating - Facility locating services for utilities in Indiana, Ohio and Kentucky
- > Meter Reading - Services for Vectren and other utilities

Major Customers

Vectren, Cinergy, Columbia Gas of Ohio, Louisville Gas & Electric, NiSource

Fast Facts

- > Miller Pipeline is the 5th largest gas distribution contractor in the U.S. and the largest in the Midwest
- > Over 1,300 employees
- > Pipeline Integrity Act should provide significant construction division opportunities
- > Activities by the EPA related to storm sewers in major municipalities should provide significant utility division opportunities
- > Total VVC Investment 3/31/05: \$26 million

[map omitted]

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Other Businesses

Haddington Energy Partners

- > Overview - The company is a partner in equity method investments that invest in energy-related ventures. Haddington has three remaining investments: an operational and income generating underground storage field in California, a compressed air energy project to be used for generating electricity in Ohio and a liquefied natural gas facility in Texas.
- > Strategy - Continue to harvest very strong energy investments
- > Total VVC Investment 3/31/05: \$25 million with additional \$2 million commitment remaining

Broadband

- > Overview - The company is a minority owner of a broadband business that provides bundled cable television, high speed internet and advanced local and long-distance phone services in Evansville, IN
- > Strategy - Continue to assess strategic alternatives
- > Total VVC Investment 3/31/05: \$11 million equity and \$32 million convertible debt

Vectren Financial Group

- > Overview - Energy Realty and Southern Indiana Properties hold investments in affordable housing partnerships, leveraged leases, and real estate notes
- > Strategy - Hold leveraged leases and affordable housing partnerships. Exit real estate notes upon refinancings
- > Total VVC Investment 3/31/05: \$40 million

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VECTREN
Not just power. Possibility.

Cautionary Statement for Purposes of the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995.

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. Forward-looking statements have been and will be made in written documents and oral presentations of Vectren Corporation and its subsidiaries. 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," and similar 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 Vectren Corporation and its subsidiaries' actual results to differ materially from those contemplated in any forward-looking statements include, among others, the following:

- o 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 supply 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.
- o Increased competition in the energy environment including effects of industry restructuring and unbundling.
- o 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.
- o Financial or regulatory 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.

- o Economic conditions including the effects of an economic downturn, inflation rates, commodity prices, and monetary fluctuations.
- o 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.
- o The performance of projects undertaken by the Company's nonregulated businesses and the success of efforts to invest in and develop new opportunities, including but not limited to, the realization of Section 29 income tax credits and the Company's coal mining, gas marketing, and broadband strategies.
- o Direct or indirect effects on our business, financial condition or liquidity resulting from a change in our credit rating, changes in interest rates, and/or changes in market perceptions of the utility industry and other energy-related industries.
- o Employee or contractor workforce factors including changes in key executives, collective bargaining agreements with union employees, or work stoppages.
- o Legal and regulatory delays and other obstacles associated with mergers, acquisitions, and investments in joint ventures.
- o Costs and other effects of legal and administrative proceedings, settlements, investigations, claims, and other matters, including, but not limited to, those described in Management's Discussion and Analysis of Results of Operations and Financial Condition.
- o Changes in Federal, state or local legislature requirements, such as changes in tax laws or rates, environmental laws and regulations.

Vectren Corporation and its subsidiaries undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of changes in actual results, changes in assumptions, other factors affecting such statements.