

BLACK HILLS CORP /SD/  
Form 8-K  
October 22, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **October 22, 2009**

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**BLACK HILLS CORPORATION**

(Exact name of registrant as specified in its charter)

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**South Dakota**

(State or other jurisdiction of incorporation)

**001-31303**  
(Commission File Number)

**46-0458824**  
(IRS Employer Identification No.)

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**625 Ninth Street, PO Box 1400**  
**Rapid City, South Dakota**  
(Address of principal executive offices)

**57709-1400**  
(Zip Code)

**605.721.1700**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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 (*see* General Instruction A.2. below):

- 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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

The following unaudited condensed combined pro forma statement of income is included in this Current Report on Form 8-K to present financial information that gives effect to the Black Hills Corporation (the Company) July 14, 2008 purchase from Aquila, Inc. (Aquila) of an electric utility in Colorado and gas utilities in Colorado, Iowa, Kansas and Nebraska (Utility Assets or Acquired Utilities).

The unaudited condensed combined pro forma statement of income is based on the Company's historical consolidated financial statements, adjusted to give effect to the acquisition of the Utility Assets in accordance with the underlying terms of the related purchase agreement. The unaudited condensed combined pro forma statement of income for the year ended December 31, 2008 has been prepared to present the combined results of continuing operations of the Company, assuming the acquisition of the Utility Assets occurred as of January 1, 2008.

Management believes that the assumptions used to derive the condensed combined pro forma statement of income are reasonable under the circumstances and given the information available. Such pro forma financial data has been provided for informational purposes and does not purport to be indicative of the Company's results of operations that actually would have been attained had the transaction occurred at the dates indicated, and does not purport to be indicative of the Company's results of operations that will be achieved in the future. Additionally, the unaudited condensed combined pro forma financial information does not reflect a full year of the synergies and cost reductions that may result from the acquisition of the Utility Assets.

The unaudited condensed combined pro forma statement of income together with the notes thereto should be read in conjunction with the Company's historical consolidated financial statements and accompanying notes thereto, which can be found in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on March 2, 2009.

The unaudited condensed combined pro forma statement of income together with the notes thereto should also be read in conjunction with the historical unaudited interim period combined financial statements of the Aquila Utilities to be Acquired by Black Hills filed as Exhibit 99.3 to Form 8-K/A filed September 29, 2008. The historical results of the acquired Utility Assets are not necessarily indicative of the results that may be expected for the Company for any future period.

**BLACK HILLS CORPORATION**  
**CONDENSED COMBINED PRO FORMA STATEMENT OF INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2008**

(unaudited)

	(a) Black Hills Historical for the Year Ended December 31, 2008	(b) Acquired Utilities Historical for the Period January 1, 2008 through July 13, 2008 (in thousands, except per share amounts)	Pro Forma Adjustments		Combined Pro Forma
Operating revenues	\$ 1,005,790	\$ 542,898			\$ 1,548,688
Operating expenses:					
Fuel and purchased power	449,742	389,596			839,338
Operations and maintenance	121,264	84,929	(10,892)	(c)	195,301
Administrative and general	138,568				138,568
Depreciation, depletion and amortization	107,263	22,060			129,323
Taxes, other than income taxes	41,294	8,996			50,290
Impairment of long-lived assets	91,782				91,782
	949,913	505,581	(10,892)		1,444,602
Operating income	55,877	37,317	10,892		104,086
Other income (expense):					
Interest expense	(54,123)	(9,748)	(3,702)	(d)	(67,573)
Interest rate swap	(94,440)				(94,440)
Interest income	2,176	(1,297)			879
Allowance for funds used during construction equity	3,835				3,835
Other expense	(187)				(187)
Other income (expense), net	1,064				1,064
	(141,675)	(11,045)	(3,702)		(156,422)
(Loss) income from continuing operations before equity in earnings of unconsolidated subsidiaries and income taxes	(85,798)	26,272	7,190		(52,336)
Equity in earnings of unconsolidated subsidiaries	4,366				4,366
Income tax benefit (expense)	29,395	(10,463)	(2,660)	(e)	16,272
(Loss) income from continuing operations	\$ (52,037)	\$ 15,809	\$ 4,530		\$ (31,698)
Weighted average common shares outstanding:					
Basic	38,193				38,193
Diluted	38,193				38,193
Loss per share from continuing operations:					

