

SJI 10-K 12/31/2009

Section 1: 10-K (SOUTH JERSEY INDUSTRIES 10-K 12-31-2009)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549**

FORM 10-K

T ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2009**

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number **1-6364**

SOUTH JERSEY INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

New Jersey
(State of incorporation)

22-1901645
(IRS employer identification no.)

1 South Jersey Plaza, Folsom, New Jersey 08037
(Address of principal executive offices, including zip code)

(609) 561-9000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock
(\$1.25 par value per share)
(Title of each class)

New York Stock Exchange
(Name of exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes **T** No **£**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act: Yes **£** No **T**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes **T** No **£**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes **£** No **£**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. T

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/> T	Accelerated filer	<input type="checkbox"/> f
Non-accelerated filer	<input type="checkbox"/> f (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/> f

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No T

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2009 was \$1,034,720,588. As of February 22, 2010, there were 29,812,932 shares of the registrant's common stock outstanding.

Documents Incorporated by Reference:

In Part I of Form 10-K: None

In Part II of Form 10-K: None

In Part III of Form 10-K: Portions of the registrant's proxy statement filed within 120 days of the close of the registrant's fiscal year in connection with the registrant's 2010 annual meeting of shareholders are incorporated by reference into Part III of this Form 10-K.

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Forward Looking Statements

Certain statements contained in this Annual Report on form 10-K may qualify as “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this Report should be considered forward-looking statements made in good faith by the Company and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. When used in this Report, or any other of the Company’s documents or oral presentations, words such as “anticipate”, “believe”, “expect”, “estimate”, “forecast”, “goal”, “intend”, “objective”, “plan”, “project”, “seek”, “strategy” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the statements. These risks and uncertainties include, but are not limited to the risks set forth under “Risk Factors” in Part I, Item 1A of this Annual Report on Form 10-K and elsewhere throughout this Report. These cautionary statements should not be construed by you to be exhaustive and they are made only as of the date of this Report. While South Jersey Industries, Inc. (SJI or the Company) believes these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. Further, SJI undertakes no obligation to update or revise any of its forward-looking statements whether as a result of new information, future events or otherwise.

Available Information

The Company’s Internet address is www.sjindustries.com. We make available free of charge on or through our website SJI’s annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC). The SEC maintains an Internet site that contains these reports at <http://www.sec.gov>. Also, copies of SJI’s annual report will be made available, free of charge, upon written request. The content on any web site referred to in this filing is not incorporated by reference into this filing unless expressly noted otherwise.

Units of Measurement

For Natural Gas:		
1 Mcf	=	One thousand cubic feet
1 MMcf	=	One million cubic feet
1 Bcf	=	One billion cubic feet
1dt	=	One decatherm
1 MMdts	=	One million decatherms
dts/d	=	Decatherms per day
MDWQ	=	Maximum daily withdrawal quantity

PART I

Item 1. Business

Description of Business

The registrant, South Jersey Industries, Inc. a New Jersey corporation, was formed in 1969 for the purpose of owning and holding all of the outstanding common stock of South Jersey Gas Company, a public utility, and acquiring and developing non-utility lines of business.

SJI currently provides a variety of energy related products and services primarily through the following subsidiaries:

- South Jersey Gas Company (SJG) is a regulated natural gas utility. SJG distributes natural gas in the seven southernmost counties of New Jersey.
- South Jersey Resources Group, LLC (SJRG) markets wholesale natural gas storage, commodity and transportation in the mid-Atlantic and southern states.
- Marina Energy, LLC (Marina) develops and operates on-site energy-related projects.

- South Jersey Energy Company (SJE) acquires and markets natural gas and electricity to retail end users and provides total energy management services to commercial and industrial customers.
- South Jersey Energy Service Plus, LLC (SJESP) provides residential and light commercial service and installation of HVAC systems, plumbing services and appliance repair and service/maintenance contracts.

Additional Information on the nature of our business can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” under Item 7 of this report.

Financial Information About Reportable Segments

Information regarding Reportable Segments is incorporated by reference to Note 7 of the consolidated financial statements included under Item 8 of this report.

Sources and Availability of Raw Materials

South Jersey Gas Company

Transportation and Storage Agreements

SJG has direct connections to the interstate natural gas pipeline systems of both Transcontinental Gas Pipe Line Company, LLC (Transco) and Columbia Gas Transmission, LLC (Columbia). During 2009, SJG purchased and had delivered approximately 34.4 Million decatherms (MMdts) of natural gas for distribution to both on-system and off-system customers. Of this total, 22.5 MMdts were transported on the Transco pipeline system while 11.9 MMdts were transported on the Columbia pipeline system. SJG also secures firm transportation and other long term services from two additional pipelines upstream of the Transco and Columbia systems. They include Columbia Gulf Transmission Company, LLC (Columbia Gulf) and Dominion Transmission, Inc. (Dominion). Services provided by these upstream pipelines are utilized to deliver gas into either the Transco or Columbia systems for ultimate delivery to SJG. Services provided by all of the above-mentioned pipelines are subject to the jurisdiction of the Federal Energy Regulatory Commission (FERC). Unless otherwise indicated, our intentions are to renew or extend these service agreements before they expire.

Transco:

Transco is SJG's largest supplier of long-term gas transmission services which includes both year-round and seasonal firm transportation (FT) service arrangements. When combined, these FT services enable SJG to purchase gas from third parties and have delivered to its city gate stations by Transco a total of 280,525 dts per day (dts/d). Of this total, 133,917 dts/d is long-haul FT (where gas can be transported from the production areas of the Southwest to the market areas of the Northeast) while 146,608 dts/d is market area FT. The terms of SJG's year-round agreements extend for various periods through 2025. The terms of its seasonal agreements vary in length with the longest extending into 2013.

Of the 280,525 dts/d of Transco services mentioned above, SJG has released a total of 89,800 dts/d of its long-haul FT and 25,565 dts/d of its market area FT service. These releases were made in association with SJG's Conservation Incentive Program (CIP) discussed further under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

SJG currently has six long-term gas storage service agreements with Transco that, when combined, are capable of storing approximately 5.0 MMdts. Through these agreements, SJG can inject gas into market and production area storages during periods of low demand and extract gas at a Maximum Daily Withdrawal Quantity (MDWQ) of up to 107,407 dts during periods of high demand. The terms of these storage service agreements extend for various periods from 2009 to 2013. During 2008, SJG released 17,433 dts/d of Transco SS-1 storage demand and 1,353,159 dts of its SS-1 storage capacity (both represent 100 percent of this service) thereby reducing its Transco maximum daily storage withdrawal quantity to 107,407 dts/d, and its storage capacity to approximately 5.0 MMdts. Also released was 17,433 dts/d of winter season firm transportation service associated with SS-1 storage service.

Dominion:

SJG currently subscribes to a single firm transportation service from Dominion under Rate Schedule FTNN. This service facilitates the transportation of up to 5,545 dts/d from various Appalachian aggregation points to Transco's Leidy Line for ultimate delivery to SJG city gate stations during the winter season (November through March) each year. The initial primary term of this agreement extends through October 31, 2010.

SJG also subscribes to a firm storage service from Dominion, under its Rate Schedule GSS. This storage has a MDWQ of 10,000 dts during the period between November 16 and March 31 of each winter season, with an associated total storage capacity of 423,000 dts. Gas withdrawn from Dominion GSS storage is delivered through both the Dominion and Transco (Leidy Line) pipeline systems for delivery to SJG service territory. The primary term of this agreement extends through March 31, 2015.

Columbia:

SJG has two firm transportation agreements with Columbia which, when combined, provide for 45,022 dts/d of firm deliverability and extend through October 31, 2019. In 2009, SJG released 14,714 dts/d of this amount to SJRG in conjunction with its CIP thereby reducing the availability of firm transportation on the Columbia system to 30,308 dts/d.

SJG also subscribes to a firm storage service (FSS) with Columbia under three separate agreements, the longest of which extends through October 31, 2019. When combined, these three FSS storage agreements provide SJG with a winter season MDWQ of 52,891 dts with an associated 3,473,022 dts of storage capacity. During 2009, SJG released to SJRG 17,500 dts of its FSS MDWQ along with 1,249,485 dts of its Columbia FSS storage capacity. In addition, SJG also released to SJRG 17,500 dts of its Columbia SST MDWQ transportation service which is associated with FSS service. Both of these releases were made by SJG in connection with its CIP.

Columbia Gulf:

Entering 2009, SJG had one firm transportation agreement with Columbia Gulf which provided up to 45,985 dts/d of firm deliverability in the winter season and 43,137 dts/d during the summer season. This service facilitates the movement of gas from the production area in southern Louisiana to an interconnect with the Columbia pipeline system at Leach, KY. During 2009, SJG permanently released this capacity to SJRG.

Gas Supplies

SJG no longer has any long-term gas supply agreements with third party producer-suppliers. In recent years, due to increased liquidity in the market place, SJG has replaced its long-term gas supply agreements with short-term agreements and uses financial contracts secured through SJRG to hedge against forward price risk. Short-term agreements typically extend between one day and several months in duration. As such, its long-term contracts were allowed to expire under their terms.

Supplemental Gas Supplies

During 2009, SJG entered into two seasonal Liquefied Natural Gas (LNG) sales agreements with two separate third party suppliers. The term of the first agreement which was used during the 2009 summer season to refill SJG's storage tank, extended through November 30, 2009, and had an associated contract quantity of 250,000 dts. The second agreement was acquired to replenish LNG in storage during the 2009-2010 winter season. This agreement extends through March 31, 2010 and provides SJG with up to 250,000 dts of LNG.

SJG operates peaking facilities which can store and vaporize LNG for injection into its distribution system. SJG's LNG facility has a storage capacity equivalent to 434,300 dts of natural gas and has an installed capacity to vaporize up to 96,750 dts of LNG per day for injection into its distribution system.

Entering 2009, SJG operated a high-pressure pipe storage field at its New Jersey LNG facility which was capable of storing 12,420 dts of gas and injecting up to 10,350 dts/d into SJG's distribution system. During 2009, SJG retired this high-pressure storage field as it was no longer required for peaking services.

Peak-Day Supply

SJG plans for a winter season peak-day demand on the basis of an average daily temperature of 2 degrees Fahrenheit (F). Gas demand on such a design day for the 2009-2010 winter season is estimated to be 459,139 dts. SJG projects that it has adequate supplies and interstate pipeline entitlements to meet its design requirements. SJG experienced its highest peak-day demand for calendar year 2009 of 429,281 dts on January 16th while experiencing an average temperature of 12.22 degrees F that day.

Natural Gas Prices

SJG's average cost of natural gas purchased and delivered in 2009, 2008 and 2007, including demand charges, was \$8.38 per dt, \$9.90 per dt and \$9.07 per dt, respectively.

South Jersey Energy Company

Transportation and Storage Agreements

Access to gas suppliers and cost of gas are significant to the operations of SJE. No material part of the business of SJE is dependent upon a single customer or a few customers. SJE purchases delivered gas only, primarily from SJRG. Consequently, SJE maintains no transportation or storage agreements.

Electric Supply

Due to the liquidity in the market, SJE purchases delivered electric in the day-ahead market through regional transmission organizations and consequently does not own or operate any generation or transmission assets.

South Jersey Resources Group

Transportation and Storage Agreements

National Fuel Gas Supply Corporation:

SJRG has a long term storage service agreement with National Fuel Gas Supply Corporation (National Fuel) which extends through March 31, 2010, under which up to 4,746,000 Mcf of gas may be stored. SJRG has an additional contract for 224,576 Mcf of capacity that expires March 31, 2023. Both agreements carry evergreen continuation clauses on a year by year basis after expiration. Total injection rights under the combined agreements total 29,623 Mcf/d and firm withdrawal rights total 50,042 Mcf/d.

SJRG holds long term firm transportation agreements with National Fuel associated with the above-mentioned agreements. Under these agreements, National Fuel will provide SJRG with a maximum daily injection transportation quantity of 29,623 Mcf/d with primary receipt points from Tennessee Gas Pipeline for delivery into storage, and 50,042 of maximum daily withdrawal transportation quantity with a primary receipt point of storage and a primary delivery point of Transcontinental Gas Pipeline.

Transcontinental Gas Pipeline:

SJRG has a storage agreement with Transco for storage service at Transco's WSS facility which expires in October 2017. Under this evergreen contract, up to 24,500 Mcf/d may be injected and up to 51,837 Mcf/d may be withdrawn. Total storage capacity on the agreement is 4,406,000 Mcf.

SJRG has a storage agreement with Transco for storage service at Transco's SS-1 facility which expires March 31, 2010. Under this evergreen contract, up to 17,433 Mcf/d may be withdrawn in the winter period and up to 7,617 Mcf/d may be injected during the summer period. Total storage capacity under the agreement is 1,353,159 Mcf. This service was released to SJRG by SJG as discussed above.

SJRG has a transportation agreement with Transco associated with the SS-1 storage agreement mentioned above. Under this evergreen agreement, Transco will provide SJRG with a maximum transportation quantity of 17,433 Mcf/d with receipts at Leidy, Pennsylvania and deliveries in Zone 6 New Jersey. This transportation agreement provides service only during the months of November to March each year. This service was released to SJRG by SJG in 2008.

SJRG also has a firm transportation agreement with Transco which expires September 30, 2010. Under this evergreen contract, Transco will provide SJRG with receipts at various production points in Texas and Louisiana and deliveries in New Jersey totaling 89,800 Mcf/d. This service was released to SJRG by SJG as discussed above.

Dominion Gas Transmission:

SJRG has a firm transportation agreement with Dominion which expires October 31, 2022. Under this agreement, Dominion will provide SJRG with 5,000 Mcf/d of deliveries to Leidy, Pennsylvania and receipts at Lebanon, Ohio.

SJRG also has a firm transportation agreement with Dominion related to SJRG's Transco SS-1 storage. Under this contract, Dominion will provide receipts at Leidy, Pennsylvania and deliveries to storage in the amount of 17,432 Mcf/d. This evergreen contract expires March 31, 2011. This service was released to SJRG by SJG in 2008.

Columbia Gas Transmission:

SJRG holds a firm transportation agreement with Columbia. Under this evergreened agreement, Columbia provides receipts at Leach, Kentucky and deliveries of 14,714 Mcf/d to New Jersey.

SJRG holds a storage agreement with Columbia for service under Columbia's FSS rate schedule. Under this evergreen agreement which expires October 31, 2010, Columbia will provide SJRG with storage capacity of 1,249,485 Mcf. Under this agreement, 17,500 Mcf/d may be withdrawn from storage and 9,996 Mcf/d may be injected.

SJRG holds firm transportation related to the above mentioned storage agreement which provides for receipts at storage and deliveries to New Jersey of 17,500 Mcf/d. This evergreen contract expires October 31, 2010. These services with Columbia were released to SJRG by SJG as discussed above.

Columbia Gulf Transmission:

SJRG holds a firm transportation agreement with Columbia Gulf which expires October 31, 2019. Under this evergreen agreement, Columbia provides receipts in Louisiana with deliveries at Leach, Kentucky in the amount of 15,000 Mcf/d. This service was released to SJRG by SJG as discussed above.

Patents and Franchises

South Jersey Gas Company

SJG holds nonexclusive franchises granted by municipalities in the seven-county area of southern New Jersey that it serves. No other natural gas public utility presently serves the territory covered by SJG's franchises. Otherwise, patents, trademarks, licenses, franchises and concessions are not material to the business of SJG.

Seasonal Aspects

South Jersey Gas Company

SJG experiences seasonal fluctuations in sales when selling natural gas for heating purposes. SJG meets this seasonal fluctuation in demand from its firm customers by buying and storing gas during the summer months, and by drawing from storage and purchasing supplemental supplies during the heating season. As a result of this seasonality, SJG's revenues and net income are significantly higher during the first and fourth quarters than during the second and third quarters of the year.

Non-Utility Companies

Among SJI's non-utility activities, wholesale and retail gas marketing have seasonal patterns similar to SJG's. Activities such as energy services and energy project development do not follow seasonal patterns. Other activities such as retail electric marketing and appliance service can have seasonal earnings patterns that are different from the utility. While growth in the earnings contributions from nonutility operations has improved SJI's second and third quarter net income levels, the first and fourth quarters remain the periods where most of SJI's revenue and net income is produced.

Working Capital Practices

Reference is made to "Liquidity and Capital Resources" included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of this report.

Customers

No material part of the Company's business is dependent upon a single customer or a few customers, the loss of which would have a material adverse effect on SJI performance on a consolidated basis. One of SJI's subsidiaries, Marina Energy, does currently receive the majority of its revenues and income from one customer. However, that customer is under a long-term contract through 2027.

Backlog

Backlog is not material to an understanding of SJI's business or that of any of its subsidiaries.

Government Contracts

No material portion of the business of SJI or any of its subsidiaries is subject to renegotiation of profits or termination of contracts or subcontracts at the election of any government.

Competition

Information on competition for SJI and its subsidiaries can be found in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of this report.

Research

During the last three fiscal years, neither SJI nor any of its subsidiaries engaged in research activities to any material extent.

Environmental Matters

Information on environmental matters for SJI and its subsidiaries can be found in Note 14 of the consolidated financial statements included under Item 8 of this report.

Employees

SJI and its subsidiaries had a total of 617 employees as of December 31, 2009. Of that total, 332 employees are unionized. SJG and SJESP employees represented by the International Brotherhood of Electrical Workers ("IBEW") operate under a new collective bargaining agreement that runs through February 2013. The remaining unionized employees are represented by the International Association of Machinists and Aerospace Workers ("IAM"). SJG and SJESP employees represented by the IAM recently agreed to a new collective bargaining agreement that expires in August 2014.

Financial Information About Foreign and Domestic Operations and Export Sales

SJI has no foreign operations and export sales have not been a significant part of SJI's business.

Item 1A. Risk Factors

SJI and its subsidiaries operate in an environment that involves risks, many of which are beyond our control. SJI has identified the following risk factors that could cause SJI's operating results and financial condition to be materially adversely affected. Investors should carefully consider these risk factors and should also be aware that this list is not all inclusive of existing risks. In addition, new risks may emerge at any time, and SJI cannot predict those risks or the extent to which they may affect SJI's businesses or financial performance.

- **SJI is a holding company and its assets consist primarily of investments in subsidiaries.** Should SJI's subsidiaries be unable to pay dividends or make other payments to SJI for financial, regulatory, legal or other reasons, SJI's ability to pay dividends on its common stock could be limited. SJI's stock price could be adversely affected as a result.
- **SJI's business activities are concentrated in southern New Jersey.** Changes in the economies of southern New Jersey and surrounding regions could negatively impact the growth opportunities available to SJI and the financial condition of customers and prospects of SJI.
- **Changes in the regulatory environment or unfavorable rate regulation at its utility may have an unfavorable impact on SJI's financial performance or condition.** SJI's utility business is regulated by the New Jersey Board of Public Utilities which has authority over many of the activities of the business including, but not limited to, the rates it charges to its customers, the amount and type of securities it can issue, the nature of investments it can make, the nature and quality of services it provides, safety standards and other matters. The extent to which the actions of regulatory commissions restrict or delay SJG's ability to earn a reasonable rate of return on invested capital and/or fully recover operating costs may adversely affect its results of operations, financial condition and cash flows.
- **SJI may not be able to respond effectively to competition, which may negatively impact SJI's financial performance or condition.** Regulatory initiatives may provide or enhance opportunities for competitors that could reduce utility income obtained from existing or prospective customers. Also, competitors in all of SJI's business lines may be able to provide superior or less costly products or services based upon currently available or newly developed technologies.

- **Warm weather, high commodity costs, or customer conservation initiatives could result in reduced demand for some of SJI's energy products and services.** While SJI's utility currently has a conservation incentive program clause that protects its revenues and gross margin against usage per customer that is lower than a set level, the clause is currently approved as a pilot program through 2013. Should this clause expire without replacement, lower customer energy utilization levels would likely reduce SJI's net income.
- **High natural gas prices could cause more of SJI's receivables to be uncollectible.** Higher levels of uncollectibles from either residential or commercial customers would negatively impact SJI's income and could result in higher working capital requirements.
- **SJI's net income could decrease if it is required to incur additional costs to comply with new governmental safety, health or environmental legislation.** SJI is subject to extensive and changing federal and state laws and regulations that impact many aspects of its business; including the storage, transportation and distribution of natural gas, as well as the remediation of environmental contamination at former manufactured gas plant facilities.
- **Proposed climate change legislation could impact SJI's financial performance and condition.** Climate change is receiving ever increasing attention from scientists and legislators alike. The debate is ongoing as to the extent to which our climate is changing, the potential causes of this change and its potential impacts. Some attribute global warming to increased levels of greenhouse gases, which has led to significant legislative and regulatory efforts to limit greenhouse gas emissions. The outcome of proposed federal and state actions to address global climate change could result in a variety of regulatory programs including additional charges to fund energy efficiency activities or other regulatory actions. These actions could affect the demand for natural gas and electricity, result in increased costs to our business and impact the prices we charge our customers. Because natural gas is a fossil fuel with low carbon content, it is possible that future carbon constraints could create additional demands for natural gas, both for production of electricity and direct use in homes and businesses. Any adoption by federal or state governments mandating a substantial reduction in greenhouse gas emissions could have far-reaching and significant impacts on the energy industry. We cannot predict the potential impact of such laws or regulations on our future consolidated financial condition, results of operations or cash flows.

- **SJI's wholesale commodity marketing business is exposed to the risk that counterparties that owe money or energy to SJI will not be able to meet their obligations for operational or financial reasons.** SJI could be forced to buy or sell commodity at a loss as a result of such failure. Such a failure, if large enough, could also impact SJI's liquidity.
- **Increasing interest rates will negatively impact the net income of SJI.** Several of SJI's subsidiaries are capital intensive, resulting in the incurrence of significant amounts of debt financing. SJI has issued almost all of its existing long-term debt at fixed rates or has utilized interest rate swaps to mitigate changes in variable rates. However, new issues of long-term debt and all variable rate short-term debt are exposed to the impact of rising interest rates.
- **SJI has guaranteed certain obligations of unconsolidated affiliates and is exposed to the risk that these affiliates will not be able to meet performance and financial commitments.** SJI's unconsolidated affiliates develop and operate on-site energy related projects. SJI has guaranteed certain obligations of these affiliates in connection with the development and operation of the facilities. In the event that these projects do not meet specified levels of operating performance or are unable to meet certain financial obligations as they become due, SJI could be required to make payments related to these obligations.
- **The inability to obtain capital, particularly short-term capital from commercial banks, could negatively impact the daily operations and financial performance of SJI.** SJI uses short-term borrowings under committed and uncommitted credit facilities provided by commercial banks to supplement cash provided by operations, to support working capital needs, and to finance capital expenditures, as incurred. If the customary sources of short-term capital were no longer available due to market conditions, SJI may not be able to meet its working capital and capital expenditure requirements and borrowing costs could increase.
- **A downgrade in SJG's credit rating could negatively affect its ability to access adequate and cost effective capital.** SJG's ability to obtain adequate and cost effective capital depends largely on its credit ratings, which are greatly influenced by financial condition and results of operations. If the rating agencies downgrade SJG's credit ratings, particularly below investment grade, SJG's borrowing costs would increase. In addition, SJG would likely be required to pay higher interest rates in future financings and potential funding sources would likely decrease. To the extent that a decline in SJG's credit rating has a negative effect on SJI, SJI could be required to provide additional support to certain counterparties of the wholesale gas operations.

- **Hedging activities of the company designed to protect against commodity price or interest rate risk may cause fluctuations in reported financial results and SJI's stock price could be adversely affected as a result.** Although SJI enters into various contracts to hedge the value of energy assets, liabilities, firm commitments or forecasted transactions, the timing of the recognition of gains or losses on these economic hedges in accordance with accounting principles generally accepted in the United States of America does not always match up with the gains or losses on the items being hedged. The difference in accounting can result in volatility in reported results, even though the expected profit margin is essentially unchanged from the dates the transactions were consummated.
- **The inability to obtain natural gas would negatively impact the financial performance of SJI.** Several of SJI's subsidiaries have businesses based upon the ability to deliver natural gas to customers. Disruption in the production of natural gas or transportation of that gas to SJI from its suppliers, could prevent SJI from completing sales to its customers.
- **Transporting and storing natural gas involves numerous risks that may result in accidents and other operating risks and costs.** SJI's gas distribution activities involve a variety of inherent hazards and operating risks, such as leaks, accidents, mechanical problems, natural disasters or terrorist activities which could cause substantial financial losses. In addition, these risks could result in loss of human life, significant damage to property, environmental pollution and impairment of operations, which in turn could lead to substantial losses. In accordance with customary industry practice, SJI maintains insurance against some, but not all, of these risks and losses. The occurrence of any of these events not fully covered by insurance could adversely affect SJI's financial position, results of operations and cash flows.
- **Adverse results in legal proceedings could be detrimental to the financial condition of SJI.** The outcomes of legal proceedings can be unpredictable and can result in adverse judgments.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The principal property of SJI consists of SJG's gas transmission and distribution systems that include mains, service connections and meters. The transmission facilities carry the gas from the connections with Transco and Columbia to SJG's distribution systems for delivery to customers. As of December 31, 2009, there were approximately 107.3 miles of mains in the transmission systems and 5,867 miles of mains in the distribution systems.

SJG owns approximately 154 acres of land in Folsom, New Jersey which is the site of SJI's corporate headquarters. Approximately 140 acres of this property is deed restricted. SJG also has office and service buildings at six other locations in the territory. There is a liquefied natural gas storage and vaporization facility at one of these locations.

As of December 31, 2009, SJG's utility plant had a gross book value of \$1.3 billion and a net book value, after accumulated depreciation, of \$961.2 million. In 2009, \$98.7 million was spent on additions to utility plant and there were retirements of property having an aggregate gross book cost of \$7.2 million.

Virtually all of SJG's transmission pipeline, distribution mains and service connections are in streets or highways or on the property of others. The transmission and distribution systems are maintained under franchises or permits or rights-of-way, many of which are perpetual. SJG's properties (other than property specifically excluded) are subject to a lien of mortgage under which its first mortgage bonds are outstanding. We believe these properties are well maintained and in good operating condition.

Nonutility property and equipment with a net book value of \$111.9 million consists primarily of Marina's energy projects, in particular the thermal energy plant in Atlantic City, N.J.

Energy and Minerals Inc. (EMI) owns 235 acres of land in Vineland, New Jersey.

South Jersey Fuel, Inc., an inactive subsidiary, owns land and a building in Deptford Township and owns real estate in Upper Township, New Jersey.

R&T Castellini, Inc., an inactive subsidiary, owns land and buildings in Vineland, New Jersey.

Item 3. Legal Proceedings

SJI is subject to claims arising in the ordinary course of business and other legal proceedings. We accrue liabilities related to these claims when we can determine the amount or range of amounts of probable settlement costs for these claims. Among other actions, SJI is named in certain product liability claims related to our former sand mining subsidiary. Management does not currently anticipate the disposition of any known claims to have a material adverse effect on SJI's financial position, results of operations or liquidity.

Item 4. Submission Of Matters To A Vote of Security Holders

No matter was submitted to a vote of security holders during the fourth quarter of the 2009 fiscal year.

Item 4A. Executive Officers of the Registrant

Set forth below are the names, ages and positions of our executive officers along with their business experience during the past five years. All executive officers of SJI are elected annually and serve at the discretion of the Board of Directors. All information is as of the date of the filing of this report.

Name, age and position with the Company	Period Served
Edward J. Graham, Age 52	
Chairman	April 2005 - Present
Chief Executive Officer	February 2004 - Present
President	January 2003 - Present
David A. Kindlick, Age 55	
Chief Financial Officer	January 2002 - Present
Vice President	June 1997 - Present
Jeffery E. DuBois, Age 51	
Vice President	January 2004 - Present
Michael J. Renna, Age 42	
Vice President	January 2004 - Present
Kevin D. Patrick, Age 49	
Vice President	June 2007 - Present
Albertsons/Super Valu	
Division CFO – Eastern Region	September 2004 – June 2006
Sharon M. Pennington, Age 47	
Vice President	January 2008 - Present
Vice President (SJI Services LLC)	January 2006 – December 2007
Assistant Vice President (SJG)	April 2004 – December 2005
Gina M. Merritt-Epps, Age 42	
Corporate Counsel and Secretary	May 2009 - Present
Assistant General Counsel and Assistant Secretary	December 2007 - April 2009
Director, Legal Affairs (SJI Services LLC)	June 2006 – November 2007
Atlantic County Department of Law	
Assistant County Counsel	October 2002 – May 2006

PART II

**Item 5. Market for the Registrant's Common Equity,
Related Stockholder Matters and Issuer Purchases of Equity Securities**

Market Price of Common Stock and Related Information

Quarter Ended	Market Price Per Share		Dividends Declared Per Share	Quarter Ended	Market Price Per Share		Dividends Declared Per Share						
	2009	High			Low	2008		High	Low				
March 31	\$	40.78	\$	31.98	\$	0.2975	March 31	\$	38.41	\$	31.90	\$	0.2700
June 30	\$	36.20	\$	33.04	\$	0.2975	June 30	\$	39.36	\$	35.31	\$	0.2700
September 30	\$	37.53	\$	33.12	\$	0.2975	September 30	\$	38.99	\$	33.10	\$	0.2700
December 31	\$	40.24	\$	34.07	\$	0.3300	December 31	\$	40.58	\$	25.19	\$	0.2975

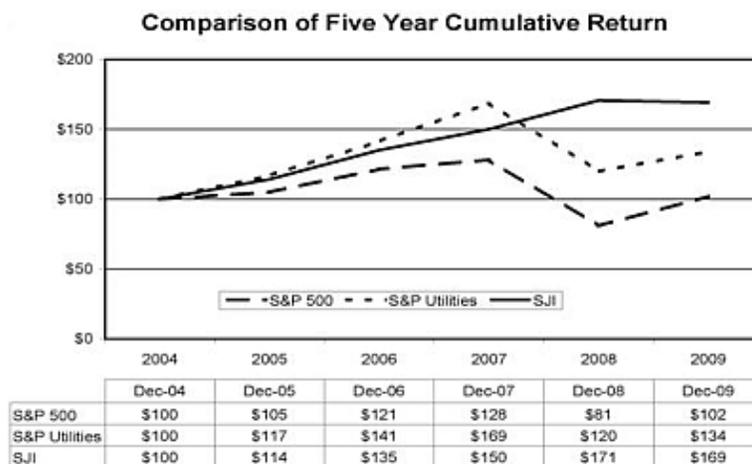
These quotations are based on the list of composite transactions of the New York Stock Exchange. Our stock is traded on the New York Stock Exchange under the symbol SJI. We have declared and expect to continue to declare regular quarterly cash dividends. As of December 31, 2009, the latest available date, our records indicate that there were 7,324 shareholders of record.

Stock Performance Graph

The performance graph below illustrates a five year comparison of cumulative total returns based on an initial investment of \$100 in South Jersey Industries, Inc. common stock, as compared with the S&P 500 Stock Index and the S&P Utility Index for the period 2005 through 2009.

This performance chart assumes:

- \$100 invested on December 31, 2004 in South Jersey Industries, Inc. common stock, in the S&P 500 Stock Index and in the S&P Utility Index; and
- All dividends are reinvested.



Information required by this item is also found in Note 5 of the consolidated financial statements included under Item 8 of this report.

SJI has a stated goal of increasing its dividend by at least 6% to 7% annually.

In January 2009, non-employee members of SJI’s Board of Directors received an aggregate of 9,559 shares of unregistered stock, valued at that time at \$384,893, as part of their compensation for serving on the Board.

Issuer Purchases of Equity Securities

The following table presents information about purchases by SJI of its own common stock during the three months ended December 31, 2009:

Period	Total Number of Shares Purchased ¹	Average Price Paid Per Share ¹	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ²	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs ²
October 2009	29,153	\$ 35.3972	-	-
November 2009	4,740	\$ 35.6414	-	-
December 2009	23,695	\$ 39.9126	-	-
Total	57,588		-	-

¹The total number of shares purchased and the average price paid per share represent shares purchased in open market transactions under the South Jersey Industries Dividend Reinvestment Plan (the “DRP”) by the administrator of the DRP.

²On September 22, 2008, SJI publicly announced a share repurchase program under which the Company can purchase up to 5% of its currently outstanding common stock over the next four years. As of December 31, 2009, no shares have been purchased under this program.

Item 6. Selected Financial Data

2009 HIGHLIGHTS**Five-Year Summary of Selected Financial Data**
(In Thousands Where Applicable)**South Jersey Industries, Inc. and Subsidiaries**
Year Ended December 31,

	2009	2008	2007	2006	2005
Operating Results:					
Operating Revenues	\$ 845,444	\$ 961,977	\$ 956,371	\$ 931,428	\$ 906,016
Operating Income	\$ 111,110	\$ 153,509	\$ 129,623	\$ 145,802	\$ 86,818
Income Attributable to South Jersey Industries, Inc. Shareholders					
Continuing Operations	\$ 58,532	\$ 77,178	\$ 62,659	\$ 72,250	\$ 39,770
Discontinued Operations - Net (1)	(427)	(247)	(391)	(818)	(669)
Net Income Applicable to Common Stock	\$ 58,105	\$ 76,931	\$ 62,268	\$ 71,432	\$ 39,101
Total Assets	\$ 1,782,008	\$ 1,793,427	\$ 1,529,441	\$ 1,573,032	\$ 1,441,712
Capitalization:					
Equity	\$ 544,564	\$ 516,448	\$ 481,520	\$ 443,497	\$ 394,039
Long-Term Debt	312,793	332,784	357,896	358,022	319,066
Total Capitalization	\$ 857,357	\$ 849,232	\$ 839,416	\$ 801,519	\$ 713,105
Ratio of Operating Income to Fixed Charges (2)	5.9x	6.0x	4.8x	5.3x	4.1x
Diluted Earnings Per Common Share Attributable to South Jersey Industries, Inc. Shareholders: (Based on Average Diluted Shares Outstanding):					
Continuing Operations	\$ 1.96	\$ 2.59	\$ 2.12	\$ 2.47	\$ 1.40
Discontinued Operations - Net (1)	(0.02)	(0.01)	(0.02)	(0.03)	(0.02)
Diluted Earnings Per Common Share	\$ 1.94	\$ 2.58	\$ 2.10	\$ 2.44	\$ 1.38
Return on Average Equity (3)	11.0%	15.5%	13.3%	16.9%	12.5%
Share Data:					
Number of Shareholders of Record	7.3	7.5	7.7	7.9	8.1
Average Common Shares	29,785	29,707	29,480	29,175	28,175
Common Shares Outstanding at Year End	29,796	29,729	29,607	29,326	28,982
Dividend Reinvestment Plan:					
Number of Shareholders	5.1	5.1	5.3	5.3	5.3
Number of Participating Shares	2,072	2,102	2,179	2,194	2,722
Book Value at Year End	\$ 18.28	\$ 17.33	\$ 16.26	\$ 15.12	\$ 13.60
Dividends Declared per Common Share	\$ 1.22	\$ 1.11	\$ 1.01	\$ 0.92	\$ 0.86
Market Price at Year End	\$ 38.18	\$ 39.85	\$ 36.09	\$ 33.41	\$ 29.14
Dividend Payout:					
From Continuing Operations	62.2%	42.6%	47.3%	37.2%	60.9%
From Total Net Income	62.7%	42.8%	47.6%	37.6%	62.0%
Market-to-Book Ratio	2.1x	2.3x	2.2x	2.2x	2.1x
Price Earnings Ratio (3)	19.5x	15.4x	17.0x	13.5x	20.8x

(1) Represents discontinued business segments: sand mining and distribution operations sold in 1996 and fuel oil operations with related environmental liabilities in 1986 (See Note 2 to Consolidated Financial Statements).

(2) Calculated as Operating Income divided by Interest Charges.

(3) Calculated based on Income from Continuing Operations.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW — SJI is an energy services holding company that provides a variety of products and services through the following wholly owned subsidiaries:

South Jersey Gas Company (SJG)

SJG, a New Jersey corporation, is an operating public utility company engaged in the purchase, transmission and sale of natural gas for residential, commercial and industrial use. SJG also sells natural gas and pipeline transportation capacity (off-system sales) on a wholesale basis to various customers on the interstate pipeline system and transports natural gas purchased directly from producers or suppliers to their customers. SJG contributed approximately 67.5% of SJI's net income on a consolidated basis in 2009.

SJG's service territory covers approximately 2,500 square miles in the southern part of New Jersey. It includes 112 municipalities throughout Atlantic, Cape May, Cumberland and Salem Counties and portions of Burlington, Camden and Gloucester Counties, with an estimated permanent population of 1.2 million. SJG benefits from its proximity to Philadelphia, PA and Wilmington, DE on the western side of its service territory and Atlantic City, NJ and the popular shore communities on the eastern side. Economic development and housing growth have long been driven by the development of the Philadelphia metropolitan area. In recent years, housing growth in the eastern portion of the service territory increased substantially and currently accounts for approximately half of SJG's annual customer growth. Economic growth in Atlantic City and the surrounding region has been primarily driven by new gaming and non-gaming investments that emphasize destination style attractions. While many of these new projects have been suspended or postponed due to the current economic environment, the casino industry is expected to remain a significant source of regional economic development going forward. The ripple effect from Atlantic City typically produces new housing, commercial and industrial construction. Combining with the gaming industry catalyst has been the ongoing conversion of southern New Jersey's oceanfront communities from seasonal resorts to year round economies. New and expanded hospitals, schools, and large scale retail developments throughout the service territory have contributed to SJG's growth. Presently, SJG serves approximately 65% of households within its territory with natural gas. SJG also serves southern New Jersey's diversified industrial base that includes processors of petroleum and agricultural products; chemical, glass and consumer goods manufacturers; and high technology industrial parks.

As of December 31, 2009, SJG served a total of 343,566 residential, commercial and industrial customers in southern New Jersey, compared with 340,136 customers at December 31, 2008. No material part of SJG's business is dependent upon a single customer or a few customers. Gas sales, transportation and capacity release for 2009 amounted to 98.7 MMdts (million decatherms), of which 51.7 MMdts were firm sales and transportation, 2.3 MMdts were interruptible sales and transportation and 44.7 MMdts were off-system sales and capacity release. The breakdown of firm sales and transportation includes 47.9% residential, 23.2% commercial, 23.9% industrial, and 5.0% cogeneration and electric generation. At year-end 2009, SJG served 320,290 residential customers, 22,802 commercial customers and 474 industrial customers. This includes 2009 net additions of 3,264 residential customers and 166 commercial customers.

SJG makes wholesale gas sales to gas marketers for resale and ultimate delivery to end users. These "off-system" sales are made possible through the issuance of the Federal Energy Regulatory Commission (FERC) Orders No. 547 and 636. Order No. 547 issued a blanket certificate of public convenience and necessity authorizing all parties, which are not interstate pipelines, to make FERC jurisdictional gas sales for resale at negotiated rates, while Order No. 636 allowed SJG to deliver gas at delivery points on the interstate pipeline system other than its own city gate stations and release excess pipeline capacity to third parties. During 2009, off-system sales amounted to 6.3 MMdts and capacity release amounted to 38.4 MMdts.

Supplies of natural gas available to SJG that are in excess of the quantity required by those customers who use gas as their sole source of fuel (firm customers) make possible the sale and transportation of gas on an interruptible basis to commercial and industrial customers whose equipment is capable of using natural gas or other fuels, such as fuel oil and propane. The term "interruptible" is used in the sense that deliveries of natural gas may be terminated by SJG at any time if this action is necessary to meet the needs of higher priority customers as described in SJG's tariffs. In 2009, usage by interruptible customers, excluding off-system customers amounted to 2.3 MMdts, approximately 2.4% of the total throughput.

South Jersey Energy Solutions, LLC

Effective January 1, 2006, SJI established South Jersey Energy Solutions, LLC, (SJES) as a direct subsidiary for the purpose of serving as a holding company for all of SJI's non-utility businesses. The following businesses are wholly owned subsidiaries of SJES:

South Jersey Resources Group, LLC (SJRG)

SJRG markets natural gas storage, commodity and transportation assets on a wholesale basis. Customers include energy marketers, electric and gas utilities and natural gas producers. SJRG's marketing activities occur mainly in the mid-Atlantic and southern regions of the country. SJRG also conducts price risk management activities by entering into a variety of physical and financial transactions including forward contracts, swap agreements, option contracts and futures contracts. In 2009, SJRG transacted 193.3 Bcf of natural gas. SJRG contributed approximately 30.7% of SJI's net income on a consolidated basis.

Marina Energy, LLC (Marina)

Marina develops and operates energy-related projects. Marina's largest operating project provides cooling, heating and emergency power to the Borgata Hotel Casino & Spa in Atlantic City, NJ. Marina added service to Borgata's expanded facilities in July 2006 and service to a new hotel tower in June of 2008. Marina also has a 50% equity interest in LVE Energy Partners, LLC which has entered into a contract to design, build, own and operate a district energy system and central energy center for a planned resort in Las Vegas, Nevada.

Marina's other recent projects include 51% equity interests in AC Landfill Energy, LLC (ACLE) and WC Landfill Energy, LLC (WCLE), which operate a total of 9,200 kilowatts of landfill gas-fired electric production facilities, and 50% equity interests in various partnerships that primarily operate landfill gas-fired electric production facilities and solar projects. Marina contributed approximately 7.8% of SJI's net income on a consolidated basis.

South Jersey Energy Company (SJE)

SJE provides services for the acquisition and transportation of natural gas and electricity for retail end users and markets total energy management services. As of December 31, 2009, SJE marketed natural gas and electricity to approximately 13,600 customers, which consist of approximately 65% residential customers and 35% commercial/industrial customers. Most customers served by SJE are located within southern New Jersey, northwestern Pennsylvania and New England. In 2009, SJE incurred a loss which was approximately (7.4%) of SJI's net income on a consolidated basis.

South Jersey Energy Service Plus, LLC (SJESP)

SJESP installs and services residential and light commercial HVAC systems, provides plumbing services, and services appliances via the sale of appliance service programs as well as on a time and materials basis. SJESP serves southern New Jersey where it is the largest local HVAC service company with nearly 50 experienced, NATE certified technicians and installers. As of December 31, 2009, SJESP had approximately 67,000 service contract customers, representing approximately 157,000 service contracts for the repair and maintenance of major appliances, such as house heaters, water heaters, gas ranges, and electric central air conditioning units. SJESP contributed approximately 1.6% of SJI's net income on a consolidated basis.

Other

SJI Services, LLC provides services such as information technology, human resources, government relations, corporate communications, materials purchasing, fleet management and insurance to SJI and its other subsidiaries.

Energy & Minerals, Inc. (EMI) principally manages liabilities associated with discontinued operations of nonutility subsidiaries.

SJI also has a 50% joint venture investment with Conectiv Solutions, LLC in Millennium Account Services, LLC (Millennium). Millennium provides meter reading services to SJG and Atlantic City Electric Company in southern New Jersey.

Primary Factors Affecting SJI's Business

SJI's stated long-term goals are to: 1) Grow earnings per share from continuing operations by an average of at least 6% to 7% per year; 2) Increase the dividend on common stock by at least 6% to 7% annually; and 3) Maintain a low-to-moderate risk platform. Management established those goals in conjunction with SJI's Board of Directors based upon a number of different internal and external factors that characterize and influence SJI's current and expected future activities.

The following is a summary of the primary factors we expect to have the greatest impact on SJI's performance and ability to achieve long-term goals going forward:

Business Model — In developing SJI's current business model, our focus has been on our core utility and natural extensions of that business. That focus enables us to concentrate on business activities that match our core competencies. Going forward we expect to pursue business opportunities that fit this model.

Customer Growth — Southern New Jersey, our primary area of operations, has not been immune to the issues impacting the new housing market nationally. However, net customers for SJG still grew 1.0% for 2009 as we increased our focus on customer conversions. In 2009, the 3,053 consumers converting their homes and businesses from other heating fuels, such as electric, propane or oil represented over 50% of the total new customer acquisitions for the year. In comparison, conversions over the past five years averaged 2,274 annually. Customers in our service territory typically base their decisions to convert on comparisons of fuel costs, environmental considerations and efficiencies. As such, SJG began a comprehensive partnership with the State's Office of Clean Energy to educate consumers on energy efficiency and to promote the rebates and incentives available to natural gas users.

Regulatory Environment — SJG is primarily regulated by the New Jersey Board of Public Utilities (BPU). The BPU sets the rates that SJG charges its rate-regulated customers for services provided and establishes the terms of service under which SJG operates. We expect the BPU to continue to set rates and establish terms of service that will enable SJG to obtain a fair and reasonable return on capital invested. The BPU approved a Conservation Incentive Program (CIP) effective October 1, 2006, discussed in greater detail under Results of Operations, that protects SJG's net income from reductions in gas used by residential, commercial, and small industrial customers.

Weather Conditions and Customer Usage Patterns — Usage patterns can be affected by a number of factors, such as wind, precipitation, temperature extremes and customer conservation. SJG's earnings are largely protected from fluctuations in temperatures by the CIP. The CIP has a stabilizing effect on utility earnings as SJG adjusts revenues when actual usage per customer experienced during an annual period varies from an established baseline usage per customer. Our nonutility gas retail marketing business is directly affected by weather conditions, as it does not have regulatory mechanisms that address weather volatility. The impact of different weather conditions on the earnings of our nonutility businesses is dependent on a range of different factors. Consequently, weather may impact the earnings of SJI's various subsidiaries in different, or even opposite, ways. Further, the profitability of individual subsidiaries may vary from year-to-year despite experiencing substantially similar weather conditions.

Changes in Natural Gas Prices — In recent years, prices for natural gas have become increasingly volatile. The utility's gas costs are passed on directly to customers without any profit margin added by SJG. The price the utility charges its periodic customers is set annually, with a regulatory mechanism in place to make limited adjustments to that price during the course of a year. In the event that gas cost increases would justify customer price increases greater than those permitted under the regulatory mechanism, SJG can petition the BPU for an incremental rate increase. High prices can make it more difficult for our customers to pay their bills and may result in elevated levels of bad-debt expense. Among our nonutility activities, the one most likely to be impacted by changes in natural gas prices is our wholesale gas marketing business. Wholesale gas marketing typically benefits from volatility in gas prices during different points in time. The actual price of the commodity does not typically have an impact on the performance of this business line. Our ability to add and retain customers at our retail gas marketing business is affected by the relationship between the price that the utility charges customers for gas and the cost of gas available in the market at specific points in time. However, retail gas marketing accounts for a very small portion of SJI's overall activities.

Energy Project Development — Marina Energy, LLC, SJI's energy project development business, focuses on designing, building, owning and/or operating energy production facilities on, or adjacent to, customer sites. That business is currently involved with several projects that are either operating, or are under development. Based upon our experience to date, market issues that impact the reliability and price of electricity supplied by utilities, and discussions that we are having regarding additional projects, we expect to continue to expand this business. However, the price of natural gas also has a direct effect on the economics of these projects. Further, our largest project opportunities to date have been and are expected to continue to be in the casino gaming industry. Consequently, the economic condition of that industry is important to the near term prospects for obtaining additional projects.

Changes in Interest Rates — SJI has operated in a relatively low interest rate environment over the past several years. Rising interest rates would raise the expense associated with existing variable-rate debt and all issuances of new debt. We have sought to mitigate the impact of a potential rising rate environment by directly issuing fixed-rate debt, or by entering into derivative transactions to hedge against rising interest rates.

Labor and Benefit Costs — Labor and benefit costs have a significant impact on SJI's profitability. Benefit costs, especially those related to pension and health care, have risen in recent years. We sought to manage these costs by revising health care plans offered to existing employees, capping postretirement health care benefits, and changing health care and pension packages offered to new hires. We expect savings from these changes to gradually increase as new hires replace retiring employees. Our workforce totaled 617 employees at the end of 2009, of which 53.8% of that total are under collective bargaining agreements.

Balance Sheet Strength — Our goal is to maintain a strong balance sheet with an average annual equity-to-capitalization ratio of 50%. Our equity-to-capitalization ratio, inclusive of short-term debt, was 50.0% and 47.5% at the end of 2009 and 2008, respectively. A strong balance sheet permits us to maintain the financial flexibility necessary to take advantage of growth opportunities and to address volatile economic and commodity markets while maintaining a low-to-moderate risk platform.

CRITICAL ACCOUNTING POLICIES — ESTIMATES AND ASSUMPTIONS — As described in the notes to our consolidated financial statements, management must make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related disclosures. Actual results could differ from those estimates. Five types of transactions presented in our consolidated financial statements require a significant amount of judgment and estimation. These relate to regulatory accounting, derivatives, environmental remediation costs, pension and other postretirement benefit costs, and revenue recognition.

Regulatory Accounting — SJI's largest subsidiary, SJG, maintains its accounts according to the Uniform System of Accounts as prescribed by the New Jersey Board of Public Utilities (BPU). As a result of the ratemaking process, SJG is required to follow Financial Accounting Standards Board (FASB) ASC Topic 980 – "Regulated Operations." SJG is required under Topic 980 to recognize the impact of regulatory decisions on its financial statements. SJG is required under its Basic Gas Supply Service clause (BGSS) to forecast its natural gas costs and customer consumption in setting its rates. Subject to BPU approval, SJG is able to recover or return the difference between gas cost recoveries and the actual costs of gas through a BGSS charge to customers. SJG records any over/under recoveries as a regulatory asset or liability on the consolidated balance sheets and reflects it in the BGSS charge to customers in subsequent years. SJG also enters into derivatives that are used to hedge natural gas purchases. The offset to the resulting derivative assets or liabilities is also recorded as a regulatory asset or liability on the consolidated balance sheets.

The Conservation Incentive Program (CIP) is a BPU approved pilot program that is designed to eliminate the link between SJG's profits and the quantity of natural gas sold, and foster conservation efforts. With the CIP, SJG's profits are tied to the number of customers served and how efficiently we serve them, thus allowing SJG to focus on encouraging conservation and energy efficiency among our customers without negatively impacting net income. The CIP tracking mechanism adjusts earnings based on weather and also adjusts earnings where actual usage per customer experienced during an annual period varies from an established baseline usage per customer. Utility earnings are recognized during current periods based upon the application of the CIP. The cash impact of variations in customer usage will result in cash being collected from, or returned to, customers during the subsequent CIP year, which runs from October 1 to September 30.

In addition to the BGSS and the CIP, other regulatory assets consist primarily of remediation costs associated with manufactured gas plant sites (discussed below under Environmental Remediation Costs), deferred pension and other postretirement benefit cost, and several other assets as detailed in Note 10 to the consolidated financial statements. If there are changes in future regulatory positions that indicate the recovery of such regulatory assets is not probable, SJG would charge the related cost to earnings. Currently there are no such anticipated changes at the BPU.

Derivatives — SJI recognizes assets or liabilities for contracts that qualify as derivatives that are entered into by its subsidiaries when contracts are executed. We record contracts at their fair value in accordance with FASB ASC Topic 815 – “Derivatives and Hedging.” We record changes in the fair value of the effective portion of derivatives qualifying as cash flow hedges, net of tax, in Accumulated Other Comprehensive Loss and recognize such changes in the income statement when the hedged item affects earnings. Changes in the fair value of derivatives not designated as hedges are recorded in earnings in the current period. In 2007, we changed our policy to no longer designate energy-related derivative instruments as cash flow hedges. Certain derivatives that result in the physical delivery of the commodity may meet the criteria to be accounted for as normal purchases and normal sales if so designated, in which case the contract is not marked-to-market, but rather is accounted for when the commodity is delivered. Due to the application of regulatory accounting principles under GAAP, derivatives related to SJG’s gas purchases that are marked-to-market, are recorded through the BGSS. SJG occasionally enters into financial derivatives to hedge against forward price risk. These derivatives are recorded at fair value with an offset to regulatory assets and liabilities through SJG’s BGSS, subject to BPU approval (See Notes 9 and 10 to the consolidated financial statements). We adjust the fair value of the contracts each reporting period for changes in the market. As discussed in Note 15 of the consolidated financial statements, energy-related derivative instruments are traded in both exchange-based and non-exchange-based markets. Exchange-based contracts are valued using unadjusted quoted market sources in active markets and are categorized in Level 1 in the fair value hierarchy established by FASB ASC Topic 820 – “Fair Value Measurements and Disclosures.” Certain non-exchange-based contracts are valued using indicative non-binding price quotations available through brokers or from over-the-counter, on-line exchanges and are categorized in Level 2. These price quotations reflect the average of the bid-ask mid-point prices and are obtained from sources that management believes provide the most liquid market. Management reviews and corroborates the price quotations with at least one additional source to ensure the prices are observable market information, which includes consideration of actual transaction volumes, market delivery points, bid-ask spreads and contract duration. Derivative instruments that are used to limit our exposure to changes in interest rates on variable-rate, long-term debt are valued using quoted prices on commonly quoted intervals, which are interpolated for periods different than the quoted intervals, as inputs to a market valuation model. Market inputs can generally be verified and model selection does not involve significant management judgment, as a result, these instruments are categorized in Level 2 in the fair value hierarchy. For non-exchange-based derivatives that trade in less liquid markets with limited pricing information, model inputs generally would include both observable and unobservable inputs. In instances where observable data is unavailable, management considers the assumptions that market participants would use in valuing the asset or liability. This includes assumptions about market risks such as liquidity, volatility and contract duration. Such instruments are categorized in Level 3 in the fair value hierarchy as the model inputs generally are not observable. Counterparty credit risk, and the credit risk of SJI, is incorporated and considered in the valuation of all derivative instruments as appropriate. The effect of counterparty credit risk and the credit risk of SJI on the derivative valuations is not significant.

Environmental Remediation Costs —We estimate a range of future costs based on projected investigation and work plans using existing technologies. In preparing consolidated financial statements, SJI records liabilities for future costs using the lower end of the range of future costs because a single reliable estimation point is not feasible due to the amount of uncertainty involved in the nature of projected remediation efforts and the long period over which remediation efforts will continue. We update estimates each year to take into account past efforts, changes in work plans, remediation technologies, government regulations and site specific requirements (See Note 14 to the consolidated financial statements).

Pension and Other Postretirement Benefit Costs — The costs of providing pension and other postretirement employee benefits are impacted by actual plan experience as well as assumptions of future experience. Employee demographics, plan contributions, investment performance, and assumptions concerning mortality, return on plan assets, discount rates and health care cost trends all have a significant impact on determining our projected benefit obligations. We evaluate these assumptions annually and adjust them accordingly. These adjustments could result in significant changes to the net periodic benefit costs of providing such benefits and the related liabilities recognized by SJI. In 2008, a 32 basis point increase in the discount rate, higher than expected returns on plan assets during 2007, and a pension contribution in the first quarter of 2008 reduced such benefit costs in 2008. While the discount rate and expected return on plan assets both decreased slightly in the determination of the 2009 benefit costs, the primary cost driver in 2009 was the erosion of plan assets during 2008. As evidenced by the tables in Note 11, “Pension and Other Postretirement Benefits”, the declines in the equity markets during 2008 resulted in significant unrealized losses in the assets of the plans. Such losses caused the 2009 cost of providing such benefits to more than double.

The recognition of the unrealized losses originating in 2008 over the average remaining service period of active plan participants will continue to cause the cost of providing such plans to remain relatively high in 2010. While additional pension contributions and improvements in equity markets during 2009 should partially offset this increase, a 50 basis point decrease in the expected return on plan assets in 2010 will mitigate that benefit.

Revenue Recognition — Gas and electricity revenues are recognized in the period the commodity is delivered to customers. SJG, SJRG and SJE bill customers monthly. A majority of SJG and SJE customers have their meters read on a cycle basis throughout the month. For SJG and SJE retail customers that are not billed at the end of each month, we record an estimate to recognize unbilled revenues for gas/electricity delivered from the date of the last meter reading to the end of the month. SJG’s and SJE’s unbilled revenue for natural gas is estimated each month based on monthly deliveries into the system; unaccounted for natural gas based on historical results; customer-specific use factors, when available; actual temperatures during the period; and applicable customer rates. SJE’s unbilled revenue for retail electricity is based on customer-specific use factors and applicable customer rates. We bill SJG customers at rates approved by the BPU. SJE and SJRG customers are billed at rates negotiated between the parties.

We recognize revenues related to SJESP's appliance service contracts seasonally over the full 12-month term of the contract. Revenues related to services provided on a time and materials basis are recognized on a monthly basis as the services are provided.

Marina recognizes revenue on a monthly basis as services are provided and for on-site energy production that is delivered to its customers.

The BPU allows SJG to recover gas costs in rates through the Basic Gas Supply Service (BGSS) price structure. SJG defers over/under recoveries of gas costs and includes them in subsequent adjustments to the BGSS rate. These adjustments result in over/under recoveries of gas costs being included in rates during future periods. As a result of these deferrals, utility revenue recognition does not directly translate to profitability. While SJG realizes profits on gas sales during the month of providing the utility service, significant shifts in revenue recognition may result from the various recovery clauses approved by the BPU. This revenue recognition process does not shift earnings between periods, as these clauses only provide for cost recovery on a dollar-for-dollar basis (See Notes 9 and 10 to the consolidated financial statements).

In January 2010, the BPU approved an extension of the Conservation Incentive Program (CIP) through 2013. The CIP may be extended for a one year period in the absence of a Board order taking any affirmative action to the contrary. Each CIP year begins October 1 and ends September 30 of the subsequent year. On a monthly basis during the CIP year, SJG records adjustments to earnings based on weather and customer usage factors, as incurred. Subsequent to each year, SJG makes filings with the BPU to review and approve amounts recorded under the CIP. BPU approved cash inflows or outflows generally will not begin until the next CIP year and have no impact on earnings at that time.

NEW ACCOUNTING PRONOUNCEMENTS — See detailed discussions concerning New Accounting Pronouncements and their impact on SJI in Note 1 to the consolidated financial statements.

RATES AND REGULATION — As a public utility, SJG is subject to regulation by the New Jersey Board of Public Utilities (BPU). Additionally, the Natural Gas Policy Act, which was enacted in November 1978, contains provisions for Federal regulation of certain aspects of SJG's business. SJG is affected by Federal regulation with respect to transportation and pricing policies applicable to pipeline capacity from Transcontinental Gas Pipeline Corporation (SJG's major supplier), Columbia Gas Transmission Corporation, Columbia Gulf Transmission Company, and Dominion Transmission, Inc., since such services are provided under rates and terms established under the jurisdiction of the FERC. SJG's retail sales are made under rate schedules within a tariff filed with and subject to the jurisdiction of the BPU. These rate schedules provide primarily for either block rates or demand/commodity rate structures. SJG's primary rate mechanisms include base rates, the Basic Gas Supply Service Clause, Capital Investment Recovery Tracker (CIRT), Energy Efficiency Tracker (EET) and the Conservation Incentive Program.

Basic Gas Supply Service Clause (BGSS) - In December 2002, the BPU approved the BGSS price structure which gave SJG customers the ability to make more informed decisions regarding their choices of an alternate supplier by having a utility price structure that is more consistent with market conditions. The cost of gas purchased from the utility by periodic consumers is set annually by the BPU through a BGSS clause within the tariff. When actual gas costs experienced are less than those charged to customers under the BGSS, customer bills in the subsequent BGSS period(s) are reduced by returning the overrecovery with interest. When actual gas costs are more than is recovered through rates, SJG is permitted to charge customers more for gas in future periods to recover the shortfall.

Capital Investment Recovery Tracker (CIRT) – In April 2009, the BPU approved an accelerated infrastructure investment program and an associated rate tracker, which allows SJG to accelerate \$103.0 million of capital spending into 2009 and 2010. The CIRT allows SJG to earn a return of, and return on, investment as the capital is spent.

Energy Efficiency Tracker (EET) – In July 2009, the BPU approved an energy efficiency program to invest \$17.0 million over two years in energy efficiency programs for residential, commercial and industrial customers. Under this program, SJG can recover incremental operating and maintenance expenses and earn a return of, and return on, program investments.

Conservation Incentive Program (CIP) - The CIP is a BPU approved pilot program that is designed to eliminate the link between SJG profits and the quantity of natural gas SJG sells, and foster conservation efforts. With the CIP, SJG's profits are tied to the number of customers served and how efficiently SJG serves them, thus allowing SJG to focus on encouraging conservation and energy efficiency among its customers without negatively impacting net income. The CIP tracking mechanism adjusts earnings based on weather, and also adjusts SJG's earnings when actual usage per customer experienced during an annual period varies from an established baseline usage per customer. In January 2010, the BPU approved an extension of the CIP through September 2013. The CIP may be extended for a one year period in the absence of a Board order taking any affirmative action to the contrary with regard to the pilot program.

Utility earnings are recognized during current periods based upon the application of the CIP. The cash impact of variations in customer usage will result in cash being collected from, or returned to, customers during the subsequent CIP year, which runs from October 1 to September 30.

The effects of the CIP on SJG’s net income for the last three years and the associated weather comparisons were as follows (\$’s in millions):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Net Income Benefit:			
CIP – Weather Related	\$ 0.8	\$ 1.6	\$ 1.6
CIP – Usage Related	8.5	9.2	5.9
Total Net Income Benefit	<u>\$ 9.3</u>	<u>\$ 10.8</u>	<u>\$ 7.5</u>
Weather Compared to 20-Year Average	1.1% warmer	4.7% warmer	3.2% warmer
Weather Compared to Prior Year	3.9% colder	1.6% warmer	13.8% colder

As part of the CIP, SJG is required to implement additional conservation programs including customized customer communication and outreach efforts, targeted upgrade furnace efficiency packages, financing offers, and an outreach program to speak to local and state institutional constituents. SJG is also required to reduce gas supply and storage assets and their associated fees. Note that changes in fees associated with supply and storage assets have no effect on SJG’s net income as these costs are passed through directly to customers on a dollar-for-dollar basis.

Earnings accrued and payments received under the CIP are limited to a level that will not cause SJG’s return on equity to exceed 10% (excluding earnings from off-system gas sales and certain other tariff clauses) and the annualized savings attained from reducing gas supply and storage assets.

Other Rate Mechanisms - SJG's tariff also contains provisions permitting the recovery of environmental remediation costs associated with former manufactured gas plant sites, energy efficiency and renewable energy program costs, consumer education program costs and low-income program costs. These costs are recovered from customers through the Societal Benefits Clause.

See additional detailed discussions on Rates and Regulatory Actions in Note 9 to the consolidated financial statements.

ENVIRONMENTAL REMEDIATION — See detailed discussion concerning Environmental Remediation in Note 14 to the consolidated financial statements.

COMPETITION — SJG's franchises are non-exclusive. Currently, no other utility provides retail gas distribution services within SJG's territory. SJG does not expect any other utilities to do so in the foreseeable future because of the extensive investment required for utility plant and related costs. SJG competes with oil, propane and electricity suppliers for residential, commercial and industrial users, with alternative fuel source providers (wind, solar and fuel cells) based upon price, convenience and environmental factors, and with other marketers/brokers in the selling of wholesale natural gas services. The market for natural gas commodity sales is subject to competition due to deregulation. We enhanced SJG's competitive position while maintaining margins by using an unbundled tariff. This tariff allows full cost-of-service recovery when transporting gas for our customers. Under this tariff, SJG profits from transporting, rather than selling, the commodity. SJG's residential, commercial and industrial customers can choose their supplier while we recover the cost of service through transportation service (See Customer Choice Legislation below).

SJRG competes in the wholesale natural gas market against a wide array of competitors on a cost competitive, term of service, and reliability basis. SJRG has been a reliable energy provider in this arena for 14 years. There has been significant consolidation of energy wholesale operations and large financial institutions have also entered the marketplace. We expect this trend to continue in the near term, which could result in downward pressure on the margins available.

Marina competes with other companies that develop and operate on-site energy production. Marina also faces competition from customers' preferences for alternative technologies for energy production, as well as those customers that address their energy needs internally.

SJE competes with utilities and other third-party marketers to sell the unregulated natural gas and electricity commodity to customers. Marketers compete largely on price, which is driven by the commodity market. While the utilities are typically indifferent as to where customers get their gas or electricity, the price they set for the commodity they sell creates competition for SJE. Based on its market share, SJE is one of the largest marketers of natural gas in southern New Jersey as of December 31, 2009. In addition, similar to SJG, SJE faces competition from other energy products.

SJESP competes primarily with smaller, local contractors in southern New Jersey that install residential and commercial HVAC systems and provide major appliance repair and plumbing services. These contractors typically only serve their local communities and do not serve the entire southern part of New Jersey.

CUSTOMER CHOICE LEGISLATION— All residential natural gas customers in New Jersey can choose their natural gas commodity supplier under the terms of the “*Electric Discount and Energy Competition Act of 1999*”. This bill created the framework and necessary time schedules for the restructuring of the state’s electric and natural gas utilities. The Act established *unbundling*, where redesigned utility rate structures allow natural gas and electric consumers to choose their energy supplier. It also established time frames for instituting competitive services for customer account functions and for determining whether basic gas supply services should become competitive. Customers purchasing natural gas from a provider other than the local utility (the “marketer”) are charged for the gas costs by the marketer and charged for the transportation costs by the utility. The total number of customers in SJG’s service territory purchasing natural gas from a marketer averaged 28,379, 28,637 and 25,309 during 2009, 2008 and 2007 respectively.

RESULTS OF OPERATIONS:

SJI operates in several different reportable operating segments. Gas Utility Operations (SJG) consists primarily of natural gas distribution to residential, commercial and industrial customers. Wholesale Gas Operations include SJRG’s activities. SJE is involved in both retail gas and retail electric activities. Retail Gas and Other Operations include natural gas acquisition and transportation service business lines. Retail Electric Operations consist of electricity acquisition and transportation to commercial and industrial customers. On-Site Energy Production consists of Marina’s thermal energy facility and other energy-related projects. Appliance Service Operations includes SJESP’s servicing of appliances via the sale of appliance service programs as well as on a time and materials basis, and the installation of residential and small commercial HVAC systems.

A significant portion of the volatility in operating results is due to the impact of the accounting methods associated with SJRG's storage activities. SJRG purchases and holds natural gas in storage to earn a profit margin from its ultimate sale in the future. SJRG uses derivatives to mitigate commodity price risk in order to substantially lock-in the profit margin that will ultimately be realized. However, gas stored in inventory is accounted for at the lower of average cost or market; the derivatives used to reduce the risk associated with a change in the value of the inventory are accounted for at fair value, with changes in fair value recorded in operating results in the period of change. As a result, earnings are subject to volatility as the market price of derivatives change, even when the underlying hedged value of the inventory is unchanged. This volatility can be significant from period to period. Over time, gains or losses on sale of gas in storage will be offset by losses or gains on the derivatives, resulting in the realization of the profit margin expected when the transactions were initiated.

Net Income in 2009 decreased \$18.8 million, or 24.5%, to \$58.1 million compared with 2008. This decrease was primarily due to:

- a 58.6% decrease in income contribution from SJRG and SJE related to the change in unrealized gains and losses on derivatives used to mitigate price risk on natural gas and electric as discussed above, and under Operating Revenues – Nonutility below, respectively.

Net Income in 2008 increased \$14.7 million, or 23.6%, to \$76.9 million compared with 2007. This increase was primarily due to:

- a 52.4% increase in gross margin generated by SJRG related to the increase in storage and market area transportation assets under contract.

These changes are discussed in more detail below.

Operating Revenues and Throughput— Utility — The following table summarizes the composition of select gas utility data for the three years ended December 31 (in thousands, except for customer and degree day data):

	2009		2008		2007	
Utility Throughput – dth:						
Firm Sales -						
Residential	22,736	23%	21,530	15%	22,523	16%
Commercial	6,063	6%	6,127	4%	6,339	4%
Industrial	331	1%	188	-	193	-
Cogeneration and electric generation	322	-	561	-	1,335	1%
Firm Transportation -						
Residential	2,005	2%	1,988	1%	1,870	1%
Commercial	5,930	6%	5,687	4%	5,927	4%
Industrial	12,002	12%	12,661	9%	12,107	9%
Cogeneration and electric generation	2,290	2%	2,536	2%	3,088	2%
Total Firm Throughput	51,679	52%	51,278	35%	53,382	37%
Interruptible Sales	5	-	35	-	68	-
Interruptible Transportation	2,314	2%	2,716	2%	3,002	2%
Off-System	6,282	7%	9,632	7%	17,686	13%
Capacity Release	38,387	39%	80,665	56%	67,430	48%
Total Throughput - Utility	98,667	100%	144,326	100%	141,568	100%
Utility Operating Revenues:						
Firm Sales-						
Residential	\$ 318,143	66%	\$ 320,401	57%	\$ 342,809	54%
Commercial	71,669	15%	81,914	15%	80,237	13%
Industrial	3,824	1%	5,434	1%	8,381	1%
Cogeneration and electric generation	2,709	1%	7,940	1%	11,722	2%
Firm Transportation -						
Residential	10,491	2%	10,408	2%	8,982	1%
Commercial	19,722	4%	18,286	3%	17,299	3%
Industrial	14,751	3%	12,504	2%	12,229	2%
Cogeneration and electric generation	2,272	-	1,682	-	1,847	-
Total Firm Revenues	443,581	92%	458,569	81%	483,506	76%
Interruptible Sales	89	-	403	-	785	-
Interruptible Transportation	2,122	-	1,786	-	1,970	-
Off-System	32,978	7%	90,430	16%	131,586	22%
Capacity Release	4,282	1%	15,549	3%	11,208	2%
Other	1,324	-	1,309	-	1,492	-
	484,376	100%	568,046	100%	630,547	100%
Less:						
Intercompany Sales	4,112		7,855		19,540	
Total Utility Operating Revenues	480,264		560,191		611,007	
Less:						
Cost of sales	289,740		375,549		433,495	
Conservation recoveries *	7,718		7,741		4,458	
RAC recoveries *	5,189		3,079		2,056	
EET recoveries*	190		-		-	
Revenue taxes	8,836		8,655		8,850	
Utility Margin	\$ 168,591		\$ 165,167		\$ 162,148	
Margin:						
Residential	\$ 104,373	62%	\$ 99,862	61%	\$ 102,077	63%
Commercial and industrial	39,853	24%	38,995	24%	40,036	25%
Cogeneration and electric generation	2,251	1%	1,997	1%	2,212	1%
Interruptible	144	-	143	-	195	-
Off-system & capacity release	1,416	1%	3,349	2%	2,994	2%
Other revenues	2,511	1%	2,440	1%	1,952	1%
Margin before weather normalization & decoupling	150,548	89%	146,786	89%	149,466	92%
CIRT mechanism	2,198	1%	-	-	-	-
CIP mechanism	15,809	10%	18,381	11%	12,682	8%
EET mechanism	36	-	-	-	-	-

Utility Margin	\$ 168,591	100%	\$ 165,167	100%	\$ 165,167	100%
Number of Customers at Year End:						
Residential	320,290	93%	317,026	93%	312,969	93%
Commercial	22,802	7%	22,636	7%	22,220	7%
Industrial	474	-	474	-	474	-
Total Customers	343,566	100%	340,136	100%	335,663	100%
Annual Degree Days:	4,588		4,417		4,488	

* Represents expenses for which there is a corresponding credit in operating revenues. Therefore, such recoveries have no impact on our financial results.

Throughput — Utility - Total gas throughput decreased 45.7 MMdts, or 31.6%, from 2008 to 2009. Off-System sales (OSS) and capacity release volume decreased substantially as SJG's portfolio of assets available for such activities has been reduced in each of the past 3 years under the Conservation Incentive Program, as discussed under "Rates and Regulation." As the majority of profits from OSS and capacity release are returned to the ratepayers via a BPU-approved sharing formula, the resulting impact of such decreased activity on SJG earnings is greatly mitigated, as reflected in the margin table above. Firm throughput increased in the residential market as a result of 3.9% colder weather and the addition of 3,264 residential customers during 2009. Total gas throughput increased 2.8 MMdts, or 1.9%, from 2007 to 2008. This increase was driven by greater capacity release activity during 2008 as market demand for such capacity had increased. Firm throughput declined as a result of warmer weather and customer conservation. As previously discussed, OSS volume decreased substantially as SJG's portfolio of assets available for such activities was reduced. Changes in throughput in other customer categories were not significant.

Operating Revenues - Utility— Revenues decreased \$79.9 million, or 14.3%, during 2009 compared with 2008, primarily due to lower OSS revenue after eliminating intercompany transactions.

OSS and capacity release revenue decreased by \$57.5 million and \$11.3 million, respectively, during 2009 compared with 2008. These decreases were primarily related to continued reductions in SJG's portfolio of assets available for such activities under the provisions of the CIP, as noted above under "Throughput," and a significant decrease in the average cost per unit sold during 2009. The OSS unit sales prices declined from an average of \$9.39 per dt during 2008 to \$5.25 per dt during 2009 due to significant declines in the cost of natural gas during 2009. As reflected in the Margin table above, the impact of lower OSS and capacity release did not have a material impact on earnings as SJG is required to share 85% of the profits of such activity with the ratepayers. Firm sales revenue decreased approximately \$15.0 million during 2009 compared with 2008 also as a result of significantly lower natural gas prices. The average cost of natural gas purchased during 2009 was \$7.52 per dt, representing a 27.5% decrease relative to the average cost of \$10.38 per dt in 2008. This decrease in natural gas costs precipitated a customer refund of over-recovered gas costs through the BPU-approved Basic Gas Supply Service (BGSS) in October 2009 totaling approximately \$20.4 million. While changes in gas costs, BGSS recoveries and refunds, when applicable, may fluctuate from period to period, SJG does not profit from the sale of the commodity. Therefore, corresponding fluctuations in Operating Revenue or Cost of Sales have no impact on Company profitability, as further discussed under "Margin."

Revenues for SJG decreased \$50.8 million during 2008, compared with 2007, primarily due to lower OSS revenue after eliminating intercompany transactions.

OSS revenue decreased \$41.2 million as SJG's portfolio of assets available for OSS has been reduced under the CIP. Total firm revenues decreased during 2008 compared with the same period in the prior year primarily due to warmer weather and lower residential revenues resulting from a lower Basic Gas Supply Service (BGSS) rate in effect during most of 2008. For nearly the entire year, the 2008 BGSS rate was 12.7% lower than the rate in effect during the corresponding period in 2007. SJG reduced its BGSS rate in October 2007 primarily due to a combination of actual and forecasted decreases in wholesale gas costs. As previously stated, the Company does not profit from the sale of the commodity; therefore, the BGSS rate decrease did not have an impact on Company profitability. Finally, the Company experienced lower sales to the region's electric utility, as their demand to consume natural gas to generate electricity during the summer months decreased substantially. Since the majority of the Company's profits from electric generation sales are contractually fixed, the decrease in volume and revenue had little impact on profitability. Partially offsetting these decreases, SJG added 4,473 customers during the 12-month period ended December 31 2008, which represents a 1.3% increase in total customers.

Operating Revenues — Nonutility 2009 vs. 2008 — Combined revenues for SJI's nonutility businesses, net of intercompany transactions, decreased by \$36.6 million in 2009, compared with 2008.

SJE's revenues from retail gas, net of intercompany transactions, decreased by \$65.5 million, or 37.8%, in 2009, compared with 2008 due mainly to a 56.1% decrease in the average monthly NYMEX settle price. The majority of SJE's natural gas customer contracts are market-priced. In addition, as of December 31, 2009, SJE was serving 8,772 residential and 871 commercial customers compared with 10,310 residential and 1,089 commercial customers as of December 31, 2008. Market conditions continue to make it difficult to be competitive in these markets. We continue to focus our marketing efforts on the pursuit of non-heat-sensitive commercial customers in an effort to mitigate price volatility and weather risk.

SJE's revenues from retail electricity, net of intercompany transactions, increased \$57.6 million, or 123.2%, in 2009, compared with 2008. Excluding the impact of the net change in unrealized losses recorded on forward financial contracts due to price volatility of \$10.5 million, revenues increased \$68.1 million or 145.6%. This increase was mainly due to the impact of SJE being the successful bidder on a contract to supply retail electricity to over 400 school districts located throughout the state of New Jersey beginning in April 2009. Partially offsetting this was a 51.9% decrease in the average monthly Locational Marginal Price (LMP) per megawatt hour in 2009 compared with 2008. SJE uses forward financial contracts to mitigate commodity price risk on fixed price electric contracts. In accordance with GAAP, the forward financial contracts are recorded at fair value, with changes in fair value recorded in earnings in the period of change. The related customer contracts are not considered derivatives and therefore are not recorded in earnings until the electric is delivered. As a result, earnings are subject to volatility as the market price of the forward financial contracts change, even when the underlying hedged value of the customer contract is unchanged. Over time, gains or losses on the sale of the fixed price electric under contract will be offset by losses or gains on the forward financial contracts, resulting in the realization of the profit margin expected when the transactions were initiated. Excluding the school bid, essentially all of SJE's retail electric customer contracts are market-priced.

SJRG's revenues, net of intercompany transactions, decreased \$18.0 million in 2009, compared with 2008. Excluding the impact of the net change in unrealized gains and losses recorded on forward financial contracts of \$13.0 million due to price volatility, SJRG's revenues decreased \$5.0 million. A summary of SJRG's revenue is as follows (in millions):

	<u>2009</u>	<u>2008</u>	<u>Change</u>
SJRG Revenue	\$ 97.1	\$ 115.1	\$ (18.0)
Add: Unrealized Losses (Subtract: Unrealized Gains)	<u>4.1</u>	<u>(8.9)</u>	<u>13.0</u>
SJRG Revenue, Excluding Unrealized Losses (Gains)	<u>\$ 101.2</u>	<u>\$ 106.2</u>	<u>\$ (5.0)</u>

The decrease in revenues is mainly attributable to the timing of realized storage hedge gains and losses. See Gross Margin - Nonutility. The decrease is partially offset by a 9.2% increase in sales of storage volumes. As discussed in Note 1 to the Consolidated Financial Statements, revenues and expenses related to the energy trading activities of SJRG are presented on a net basis in Operating Revenues – Nonutility.

Revenues for Marina decreased \$9.9 million, or 21.2%, in 2009 compared with 2008, due mainly to significantly lower sales rates for chilled and hot water. Lower sales rates were driven by lower underlying commodity prices. Volumetric hot water production increased 3.9% and chilled water production increased 1.8% in 2009 compared with 2008. Additional production was mainly attributable to a full year's usage from Borgata's Water Club tower which opened in June 2008. This was offset by lower demand, particularly for chilled water, at Borgata's other facilities mainly driven by the impact of current economic conditions on resort occupancy and significantly cooler temperatures in the summer of 2009 compared with 2008.

Revenues for SJESP decreased \$0.3 million, or 1.5%, in 2009, compared with 2008, due mainly to lower time and materials, plumbing and installation sales that were negatively impacted by current depressed economic conditions. This was mostly offset by revenues from a large commercial installation job and a price increase to our warranty contracts that took effect April 1, 2008.

Operating Revenues — Nonutility 2008 vs. 2007 — Combined revenues for SJI's nonutility businesses, net of intercompany transactions, increased by \$56.4 million in 2008, compared with 2007.

SJE's revenues from retail gas, net of intercompany transactions, increased by \$2.3 million in 2008, compared with 2007 due mainly to a 22% increase in volumes sold by our retail gas marketing division located in northwestern Pennsylvania. We contracted with several producers in the local production area to market their natural gas, the volumes of which increased due to the expansion of drilling activity in the area. This increase was mostly offset by lower residential and commercial customer counts in New Jersey. As of December 31, 2008, we served 10,310 residential customers compared with 13,868 as of December 31, 2007. Market conditions have made it difficult to be competitive. SJE's commercial customer count also declined from 1,608 as of December 31, 2007 compared with 1,089 as of December 31, 2008, driven by the expiration of a large municipal bid early in the fourth quarter of 2008. We continue to focus our marketing efforts on the pursuit of non-heat-sensitive commercial customers in an effort to mitigate price volatility and weather risk.

SJE's revenues from retail electricity, net of intercompany transactions, increased \$5.7 million in 2008, compared with 2007 due mainly to the acquisition of one large customer in New Jersey and several commercial customers in the New England area.

SJRG's revenues, net of intercompany transactions, increased \$39.9 million in 2008, compared with 2007. Excluding the impact of the net change in unrealized gains and losses recorded on forward financial contracts of \$5.1 million due to price volatility, SJRG's revenues increased \$34.8 million. A summary of SJRG's revenue is as follows (in millions):

	<u>2008</u>	<u>2007</u>	<u>Change</u>
SJRG Revenue	\$ 115.1	\$ 75.2	\$ 39.9
Less: Unrealized gains	<u>(8.9)</u>	<u>(3.8)</u>	<u>(5.1)</u>
SJRG Revenue, Excluding unrealized gains	<u>\$ 106.2</u>	<u>\$ 71.4</u>	<u>\$ 34.8</u>

This increase in revenues is mainly attributable to a 28.9% increase in sales of storage volumes in 2008 compared with 2007. As discussed in Note 1 to the Consolidated Financial Statements, revenues and expenses related to the energy trading activities of SJRG are presented on a net basis in Operating Revenues – Nonutility.

Revenues for Marina increased \$6.9 million in 2008, compared with 2007 due mainly to higher rates on chilled and hot water and increased chilled water production. Higher rates were driven by higher underlying commodity prices. The opening of Borgata's new Water Club tower in June and record warm temperatures in June and July were the principal drivers of the increased chilled water production. Our thermal plant produced a total of 27.8 million ton hours of chilled water in 2008 which represents a 4.9% increase when compared with the 26.5 million ton hours produced in 2007.

Revenues for SJESP increased \$2.0 million in 2008, compared with 2007 due mainly to the increase in the number of plumbing, heating and cooling system installation jobs completed and a price increase to our warranty contracts that took effect April 1, 2008.

Margin — Utility — SJG's margin is defined as natural gas revenues less natural gas costs; volumetric and revenue based energy taxes; and regulatory rider expenses. We believe that margin provides a more meaningful basis for evaluating utility operations than revenues since natural gas costs, energy taxes and regulatory rider expenses are passed through to customers, and therefore, have no effect on margin. Natural gas costs are charged to operating expenses on the basis of therm sales at the prices approved by the New Jersey Board of Public Utilities through the BGSS tariff.

Total margin in 2009 increased \$3.4 million, or 2.1%, from 2008 primarily due to customer additions of 3,430 and approval in 2009 of SJG's Capital Investment Recovery Tracker (CIRT), as discussed above under "Rates and Regulation." The CIRT allows SJG to earn a return on approved infrastructure investments made under this program. Partially offsetting these increases was a decrease in OSS and capacity release margins due to continued reductions in SJG's portfolio of assets available for such activities as discussed above.

The CIP protected \$15.8 million of pre-tax margin that would have been lost due to lower customer usage, compared with \$18.4 million in 2008. Of these amounts, \$1.4 million and \$2.7 million were related to weather variations and \$14.4 million and \$15.7 million were related to other customer usage variations in 2009 and 2008, respectively.

Total margin in 2008 increased \$3.0 million, or 1.9%, from 2007 primarily due to customer additions, as noted above, increased margins from OSS and capacity release, and increased profits earned through the Company's Storage Incentive Mechanism (SIM). The SIM allows the Company to retain 20% of storage-related gains and losses as measured against an established benchmark. The balance of these gains and losses are passed through to customers as part of the BGSS.

The CIP protected \$18.4 million of pre-tax margin in 2008 that would have been lost due to lower customer usage, compared with \$12.7 million in 2007. Of these amounts, \$2.7 million and \$2.6 million were related to weather variations and \$15.7 million and \$10.1 million were related to other customer usage variations in 2008 and 2007, respectively.

Gross Margin — Nonutility — Gross margin for the nonutility businesses is defined as revenue less all costs that are directly related to the production, selling and delivery of the company's products and services. These costs primarily include natural gas and electric commodity costs as well as certain payroll and related benefits. On the statements of consolidated income, revenue is reflected in Operating Revenues - Nonutility and the costs are reflected in Cost of Sales - Nonutility. As discussed in Note 1 to the Consolidated Financial Statements, revenues and expenses related to the energy trading activities of SJRG are presented on a net basis in Operating Revenues - Nonutility.

For 2009, combined gross margins for the nonutility businesses, net of intercompany transactions, decreased \$36.4 million to \$61.5 million compared with 2008. This decrease is primarily due to the following:

- Gross margin for SJRG decreased \$20.5 million in 2009 compared with 2008. Excluding the impact of the net change in unrealized gains and losses recorded on forward financial contracts as discussed above, gross margin for SJRG decreased \$8.3 million due mainly to the timing of realized hedge gains and losses related to our storage assets. Storage assets allow SJRG to lock in the differential between purchasing natural gas at low current prices and selling equivalent quantities at higher future prices. Gross margin is generated via seasonal pricing differentials. While this margin will be attained over the transaction cycle, the timing of physical injections and withdraws and related hedge settlements can cause earnings fluctuations for accounting purposes due to the volatile nature of wholesale gas prices. During the injection season of 2008, NYMEX prices increased significantly. Typical to our business cycle, we entered into financial hedges designed to protect our ultimate injection prices at a time when NYMEX prices were relatively low. These contracts settled in the injection months when the NYMEX had risen considerably and thus produced significant realized hedge gains which were recorded into earnings. During this period we purchased more expensive physical gas that was injected into storage. During the injection season of 2009, just the opposite occurred as NYMEX prices fell considerably and our hedge contracts were settled at significant losses which were recorded into earnings. However, during this period we were able to purchase physical injection gas at relatively low prices.

Overall, SJRG’s contribution to margin has continued to increase as we have expanded our portfolio of storage and market area transportation assets under contract. However, future margins could fluctuate significantly due to the volatile nature of wholesale gas prices.

Storage and transportation assets under contract as of December 31 are as follows:

	2009	2008	2007
Storage (Bcf)	12.2	12.2	10.0
Transportation (dts/day)	153,000	124,375	69,429

- Gross Margin for Marina decreased \$3.8 million in 2009 compared with 2008. Gross margin as a percentage of Operating Revenues increased 3.9 percentage points due mainly to a decrease in low-margin electric sales to Borgata. As per our contract, the billing rates are designed to recover the underlying commodity costs over time. However during interim periods, certain components of the underlying commodity costs are not adjusted proportionately.
- Gross margin from SJE’s retail gas sales decreased \$2.8 million in 2009, compared with 2008. Excluding the impact of a \$0.6 million change in unrealized gains/losses recorded on forward financial contracts, gross margin decreased \$2.2 million in 2009 compared with 2008 due mainly to lower customer counts (See Operating Revenues – Nonutility) and tighter margins due to increased competition. Also, during the first quarter of 2008, SJE partially recovered losses from a full requirements customer in the commercial market that were recognized in 2006. Gross margin as a percentage of Operating Revenues did not change significantly in 2009 compared with 2008.
- Gross margin from SJE’s retail electricity sales decreased \$8.9 million in 2009 compared with 2008. Excluding the impact of a \$10.5 million increase in unrealized losses recorded on forward financial contracts, gross margin increased \$1.6 million in 2009 compared with 2008. This increase was mainly due to the impact of the school bid as mentioned in Operating Revenues - Nonutility. Excluding the impact of the unrealized losses, gross margin as a percentage of Operating Revenues decreased 2.1 percentage points in 2009 compared with 2008. Margins as a percentage of Operating Revenues declined due to three main factors. First, we recovered some previously expensed costs in 2008. Second, several of our larger higher margin customers consumed significantly fewer volumes in 2009. Third, charges for transmission and marginal losses were substantially higher in 2009.

- Gross margin for SJESP decreased \$0.1 million in 2009 compared with 2008. Gross margin as a percentage of Operating Revenues did not change significantly between years.

For 2008, combined gross margins for the nonutility businesses, net of intercompany transactions, increased \$25.7 million to \$97.9 million compared with 2007. This increase is primarily due to the following:

- Gross Margin for SJRG increased \$19.2 million in 2008, compared with 2007. Excluding the impact of the net change in unrealized gains and losses recorded on forward financial contracts as discussed above, gross margin for SJRG increased \$14.1 million in 2008 compared with 2007. Operationally, margins increased significantly in 2008 due primarily to favorable time spreads on storage and transportation asset positions that were locked in and/or improved upon. Storage assets allow SJRG to lock in the differential between purchasing natural gas at low current prices and selling equivalent quantities at higher future prices. Gross margin is generated via seasonal pricing differentials. Similar to storage, transportation assets allow us to lock in the differential of transporting natural gas from one delivery point to another. Overall, SJRG's contribution to margin has continued to increase as we have expanded our portfolio of storage and market area transportation assets under contract. Storage and transportation assets under contract as of December 31 is as follows:

	2008	2007	2006
Storage (Bcf)	12.2	10.0	9.6
Transportation (dts/day)	124,375	69,429	34,311

However, future margins could fluctuate significantly due to the volatile nature of wholesale gas prices.

- Gross Margin for Marina increased \$3.6 million in 2008 compared with 2007 due mainly to the increase in sales volumes from the thermal plant discussed in Operating Revenues – Nonutility. Gross margin as a percentage of Operating Revenues did not change significantly in 2008 compared with 2007.

- Gross margin from SJE's retail gas sales increased \$2.2 million in 2008, compared with 2007. Excluding the impact of a \$0.6 million increase in unrealized gains recorded on forward financial contracts, gross margin increased \$1.6 million in 2008 compared with 2007. Gross margin as a percentage of Operating Revenues increased 1.3 percentage points in 2008 compared with 2007. Excluding the impact of unrealized gains, this increase is due mainly to two main factors. First, SJE partially recovered losses from a full requirements customer in the commercial market that were recognized in 2006. Second, the 2008 margin reflects the impact of our initiatives to actively capitalize on market volatility which resulted in securing more attractive spreads, particularly in the first and fourth quarters.
- Gross margin from SJE's retail electricity sales were relatively flat in 2008 compared with 2007. Gross margin as a percentage of Operating Revenues decreased 0.9 percentage points in 2008 compared with 2007 due mainly to increased competition.
- Gross Margin for SJESP increased \$0.4 million in 2008, compared with 2007. Gross margin as a percentage of Operating Revenues decreased 2.1 percentage points in 2008 compared with 2007 due mainly to increased competition and higher payroll-related, insurance and fleet costs.

Operations Expense — A summary of net changes in operations expense follows (in thousands):

	<u>2009 vs. 2008</u>	<u>2008 vs. 2007</u>
Utility	<u>\$ 6,422</u>	<u>\$ 4,375</u>
Nonutility:		
Wholesale Gas	865	1,384
Retail Gas and Other	(366)	115
Retail Electricity	584	(73)
On-Site Energy Production	1,311	1,443
Appliance Service	<u>586</u>	<u>(643)</u>
Total Nonutility	2,980	2,226
Intercompany Eliminations and Other	<u>(105)</u>	<u>(409)</u>
Total Operations	<u>\$ 9,297</u>	<u>\$ 6,192</u>

Utility Operations expense increased \$6.4 million during 2009, as compared with 2008. This increase is primarily the result of a \$4.0 million increase in the cost of providing pension and other postretirement benefit plans during 2009 due to significant losses in the assets of those plans during 2008. The Company also experienced moderate increases in insurance, governance, compliance and employee compensation costs during 2009.

Utility Operations expense increased \$4.4 million during 2008, as compared with 2007. This increase is primarily the result of \$3.3 million of increased spending under the New Jersey Clean Energy Program (NJCEP) during 2008 compared to last year. Such costs are recovered on a dollar-for-dollar basis; therefore, SJG experienced an offsetting increase in revenues during the period. The BPU-approved NJCEP allows for full recovery of costs, including carrying costs when applicable. As a result, the increase in expense had no impact on net income. The Company also experienced moderate increases in insurance, governance, compliance and employee compensation costs which were partially offset by lower pension and other cost reductions during 2008.

Nonutility Wholesale Gas Operations expense increased in 2009 and 2008 compared with the previous year due mainly to additional personnel costs and governance and compliance costs to support continued growth.

Nonutility On-Site Energy Production Operations expense increased in 2009 and 2008 compared with the previous year due mainly to higher labor and operating costs at all active projects, costs related to landfill projects and the thermal plant expansion that began operations during 2008.

Nonutility Appliance Service Operations expense decreased in 2008, compared with 2007, due mainly to the benefit of several cost cutting initiatives that were implemented towards the end of 2007.

Other changes in Operations Expense during 2009 and 2008 were not significant.

Other Operating Expenses — A summary of changes in other consolidated operating expenses (in thousands):

	<u>2009 vs. 2008</u>	<u>2008 vs. 2007</u>
Maintenance	\$ 970	\$ 1,554
Depreciation	2,043	1,295
Energy and Other Taxes	(390)	(62)

Maintenance – Maintenance expense increased \$1.0 million during 2009, compared with 2008; and \$1.6 million during 2008, compared with 2007; primarily due to higher levels of Remediation Adjustment Clause (RAC) amortization. These costs are recovered from ratepayers; therefore, SJG experienced an offsetting increase in revenue during 2009 and 2008. There was an additional increase in 2008 as a result of installing safety devices on certain residential meters aimed at preventing unauthorized usage and maintenance of company equipment.

Depreciation Expense - Depreciation increased during 2009 and 2008, compared with the prior year, due mainly to the increased investment in property, plant and equipment by SJG and Marina.

Energy and Other Taxes — Energy and Other Taxes decreased in 2009, compared with 2008, primarily due to a reduction in real estate taxes at a company owned property due to a reduction in assessed value. Energy and Other Taxes increased in 2008 compared with 2007 primarily due to higher energy-related taxes based on increased taxable firm throughput and revenues in 2008. Other changes were not significant.

Other Income and Expense — The change in other income and expense in 2009 and 2008 compared with the prior year was not significant.

Interest Charges — Interest charges decreased by \$6.7 million in 2009 as compared with 2008, and \$1.5 million in 2008 as compared with 2007. The reduction in 2009 was due primarily to lower interest rates on short and long-term debt that more than offset higher average borrowing levels experienced during 2009. Higher borrowings were incurred in 2009 mainly to support increased levels of capital investment. The reduction in interest charges in 2008 as compared with 2007 was due to lower interest rates on short-term debt and lower average levels of short-term debt. Average short-term debt outstanding reduced in 2008 as compared with 2007 due primarily to lower average natural gas inventory levels at our commodity marketing business during 2008. Partially offsetting these factors in 2008 were higher interest rates incurred on SJG's auction-rate debt during the first half of 2008 and \$2.2 million of ineffectiveness on interest rate swaps during the fourth quarter of 2008.

Discontinued Operations — The losses are primarily comprised of environmental remediation and product liability litigation associated with previously disposed of businesses.

LIQUIDITY AND CAPITAL RESOURCES:

Liquidity needs are driven by factors that include natural gas commodity prices; the impact of weather on customer bills; lags in fully collecting gas costs from customers under the Basic Gas Supply Service charge; working capital needs of our energy trading and marketing activities; the timing of construction and remediation expenditures and related permanent financings; the timing of equity contributions to unconsolidated affiliates; mandated tax payment dates; both discretionary and required repayments of long-term debt; and the amounts and timing of dividend payments.

Cash Flows from Operating Activities — Liquidity needs are first met with net cash provided by operating activities. Net cash provided by operating activities totaled \$175.2 million, \$26.4 million and \$147.8 million in 2009, 2008 and 2007, respectively. Net cash provided by operating activities varies from year-to-year primarily due to the impact of weather on customer demand and related gas purchases, customer usage factors related to conservation efforts and the price of the natural gas commodity, inventory utilization and gas cost recoveries. Net cash provided by operating activities in 2009 was positively impacted by lower unit gas costs and the impact of those costs on natural gas inventory balances. The Company also incurred lower environmental remediation costs in 2009 as compared with 2008. The lower environmental remediation costs include a decrease in remediation expenditures as well as increased insurance recoveries during 2009. Net cash provided by operating activities in 2008 was negatively impacted by higher gas prices in the first half of 2008 which resulted in significantly higher costs to fill our natural gas inventories at both our utility and non-utility businesses than experienced in 2007. The company also incurred higher environmental remediation costs in 2008 compared with 2007. In addition, in anticipation of a large transmission pipeline project in 2009, SJG purchased and inventoried \$9.3 million of pipe at the end of 2008. Finally, SJI made a \$5.9 million pension contribution during 2008. No such contribution was made in the prior year. The comparison of net cash provided by operating activities between 2007 and 2006 was significantly impacted by the combination of an increased income stream (excluding unrealized gains), and more favorable inventory and payable positions in 2007. A significant portion of the unrealized gains from 2006 were realized in 2007. Inventory levels declined by a greater amount in 2007 due to a weather induced increase in heating demand at our utility and greater storage withdrawals at our gas marketing business.

Cash Flows from Investing Activities — SJI has a continuing need for cash resources and capital, primarily to invest in new and replacement facilities and equipment. Net cash outflows for construction projects for 2009, 2008 and 2007 amounted to \$109.3 million, \$62.0 million and \$55.5 million, respectively. We estimate the net cash outflows for construction projects for 2010, 2011 and 2012 to be approximately \$167.5 million, \$58.5 million and \$58.3 million, respectively. The increase in the 2009 capital expenditures was a direct result of SJG's CIRT program, which began in 2009. See additional details under "Rates and Regulation."

In support of its risk management activities, SJRG is required to maintain a margin account with a national investment firm as collateral for its forward contracts, swap agreements, options contracts and futures contracts. This margin account is included in Restricted Investments or Margin Account Liability, depending upon the value of the related financial contracts, (the change in the Margin Account Liability is reflected in cash flows from Operating Activities) on the consolidated balance sheets. The required amount of restricted investments changes on a daily basis due to fluctuations in the market value of the related outstanding contracts and are difficult to predict.

During 2009 and 2008, the Company provided advances to unconsolidated affiliates of \$26.8 million and \$7.5 million, respectively. The purpose of the advances was to cover certain project related costs of LVE Energy Partners, LLC (See Commitments and Contingencies), to provide a portion of the financing needed to acquire a central utility plant at a new casino in Pennsylvania and develop several landfill gas-fired electric production facilities.

Cash Flows from Financing Activities — Short-term borrowings under lines of credit from commercial banks are used to supplement cash from operations, to support working capital needs and to finance capital expenditures as incurred. From time to time, short-term debt incurred to finance capital expenditures is refinanced with long-term debt.

Credit facilities and available liquidity as of December 31, 2009 were as follows (in thousands):

<u>Company</u>	<u>Total Facility</u>	<u>Usage (A)</u>	<u>Available Liquidity</u>	<u>Expiration Date</u>
SJG:				
Revolving Credit Facility	\$ 100,000	\$ 85,000	\$ 15,000	August 2011
Line of Credit	40,000	10,000	30,000	December 2010
Uncommitted Bank Lines	<u>55,000</u>	<u>14,400</u>	<u>40,600</u>	Various
Total SJG	<u>195,000</u>	<u>109,400</u>	<u>85,600</u>	
SJI:				
Revolving Credit Facility	\$ 200,000	\$ 162,000	\$ 38,000	August 2011
Uncommitted Bank Lines	<u>30,000</u>	<u>9,300</u>	<u>20,700</u>	Various
Total SJI	<u>230,000</u>	<u>171,300</u>	<u>58,700</u>	
Total	<u>\$ 425,000</u>	<u>\$ 280,700</u>	<u>\$ 144,300</u>	

(A) Includes letters of credit in the amount of \$82.0 million under the SJI revolving credit facility and \$2.1 million under the SJI uncommitted bank lines.

The SJG facilities are restricted as to use and availability specifically to SJG; however, if necessary the SJI facilities can also be used to support SJG's liquidity needs. All committed facilities contain one financial covenant regarding the ratio of total debt to total capitalization, measured on a quarterly basis. SJI and SJG were in compliance with this covenant as of December 31, 2009. Borrowings under these credit facilities are at market rates. The weighted average borrowing cost, which changes daily, was 0.77%, 1.16% and 5.27% at December 31, 2009, 2008 and 2007, respectively. Based upon the existing credit facilities and a regular dialogue with our banks, we believe there will continue to be sufficient credit available to meet our business' future liquidity needs.

SJI supplements its operating cash flow and credit lines with both debt and equity capital. Over the years, SJG has used long-term debt, primarily in the form of First Mortgage Bonds and Medium Term Notes (MTN), secured by the same pool of utility assets, to finance its long-term borrowing needs. These needs are primarily capital expenditures for property, plant and equipment. In September 2009, SJG received approval from the New Jersey Board of Public Utilities to issue up to \$150.0 million in long-term debt by September 2011. SJG intends to borrow \$15.0 million in March 2010 and \$45.0 million by June 2010 in a delayed funding under a private placement. In November 2009, SJG completed an early redemption of \$9.9 million of 6.50% bonds due in 2016. SJG redeemed this debt early to achieve significant interest expense savings due to the low interest rates currently available to SJG.

In June 2008, SJG repurchased \$25.0 million of its auction-rate securities at par by drawing under its lines of credit. That action resulted in a \$25.0 million reduction in long-term debt on SJG's balance sheet. SJG converted these repurchased auction-rate securities to variable rate demand bonds and remarketed them to the public during the third quarter of 2008. No other long-term debt was issued during 2008 or 2009.

SJI raised equity capital over the past three years through its Dividend Reinvestment Plan (DRP). Historically, participants in SJI's DRP received newly issued shares. Through the end of March 2008, we offered a 2% discount on DRP investments as it was the most cost-effective way to raise equity capital in the quantities we were seeking. Due to our continued strong equity position, beginning in April 2008, the 2% discount was not offered and DRP participants began receiving shares purchased in the market. Through the DRP, SJI raised \$2.1 million of equity capital by issuing 60,390 shares in 2008, and \$7.5 million of equity capital by issuing 212,428 shares in 2007. In September 2008, we announced our intent to establish a stock repurchase program for SJI that could result in the repurchase of up to 1.5 million shares of SJI common stock at any time prior to October 2012. No purchases have been made to date.

SJI's capital structure was as follows:

	As of December 31,	
	2009	2008
Equity	50.0%	47.4%
Long-Term Debt	32.0	33.0
Short-Term Debt	18.0	19.6
Total	100.0%	100.0%

SJG's long-term, senior secured debt is rated "A" and "A2" by Standard & Poor's and Moody's Investor Services, respectively. These ratings had not changed in at least the past five years until Moody's Investor Services raised SJG's senior secured debt rating to "A2" from "Baal" in August of 2009.

For 2009, 2008 and 2007, SJI paid quarterly dividends to its common shareholders. SJI has paid dividends on its common stock for 58 consecutive years and has increased that dividend each year for the last ten years. The Company currently looks to grow that dividend by at least 6% to 7% per year and has a targeted payout ratio of between 50% and 60%. In setting the dividend rate, the Board of Directors of SJI considers future earnings expectations, payout ratio, and dividend yield relative to those at peer companies as well as returns available on other income-oriented investments.

COMMITMENTS AND CONTINGENCIES — SJI has a continuing need for cash resources and capital, primarily to invest in new and replacement facilities and equipment and for environmental remediation costs. Net cash outflows for construction and remediation projects for 2009 amounted to \$109.3 million and \$0.4 million, respectively. We estimate net cash outflows for construction projects for 2010, 2011 and 2012, to be approximately \$167.5 million, \$58.5 million and \$58.3 million, respectively. We estimate net cash outflows for remediation projects for 2010, 2011 and 2012 to be approximately \$23.6 million, \$13.8 million and \$9.6 million respectively. As discussed in Notes 9 and 14 to the consolidated financial statements, certain environmental costs are subject to recovery from insurance carriers and ratepayers.

STANDBY LETTERS OF CREDIT — As of December 31, 2009, SJI provided \$84.1 million of standby letters of credit through SJI's revolving credit facility and uncommitted bank line. Letters of credit in the amount of \$62.3 million support variable-rate demand bonds issued through the New Jersey Economic Development Authority (NJEDA) to finance Marina's initial thermal plant project and \$8.7 million was posted to support SJI's guaranty of LVE discussed below. The additional outstanding letters of credit total \$13.1 million, and were posted to enable SJE to market retail electricity and for various construction activities. The Company also provided two additional letters of credit under separate facilities outside of the revolving credit facility. These letters of credit consist of a \$25.2 million letter of credit provided by SJG to support variable-rate demand bonds issued through the NJEDA to finance the expansion of SJG's natural gas distribution system; and a \$30.7 million letter of credit provided by Marina to support a capital contribution obligation as discussed above. These letters of credit expire in August 2010 and November 2010, respectively.

SJG and SJRG have certain commitments for both pipeline capacity and gas supply for which they pay fees regardless of usage. Those commitments as of December 31, 2009, average \$45.5 million annually and total \$189.1 million over the contracts' lives. Approximately 28% of the financial commitments under these contracts expire during the next five years. We expect to renew each of these contracts under renewal provisions as provided in each contract. SJG recovers all prudently incurred fees through rates via the Basic Gas Supply Service clause.

The following table summarizes our contractual cash obligations and their applicable payment due dates as of December 31, 2009 (in thousands):

<u>Contractual Cash Obligations</u>	<u>Total</u>	<u>Up to 1 Year</u>	<u>Years 2 & 3</u>	<u>Years 4 & 5</u>	<u>More than 5 Years</u>
Long-Term Debt	\$ 347,912	\$ 35,119	\$ 27,447	\$ 50,662	\$ 234,684
Interest on Long-Term Debt	233,266	19,354	35,713	32,199	146,000
Capital Contribution/Advances to Affiliates Obligation	42,400	42,400	-	-	-
Operating Leases	1,669	612	738	289	30
Commodity Supply Purchase Obligations	557,847	337,910	111,768	26,888	81,281
New Jersey Clean Energy Program (Note 9)	33,117	9,205	23,912	-	-
Other Purchase Obligations	1,538	1,392	146	-	-
Total Contractual Cash Obligations	<u>\$ 1,217,749</u>	<u>\$ 445,992</u>	<u>\$ 199,724</u>	<u>\$ 110,038</u>	<u>\$ 461,995</u>

SJG's variable rate debt of \$25.0 million has been included in the current portion of long-term debt above. However, interest on long-term debt in the table above includes the related interest obligations through maturity as well as the impact of all interest rate swap agreements. Expected environmental remediation costs, asset retirement obligations and the liability for unrecognized tax benefits are not included in the table above as the total obligation cannot be calculated due to the subjective nature of these costs and the timing of anticipated payments. SJG's regulatory obligation to contribute \$3.6 million annually to its other postretirement benefit plans' trusts, less costs incurred directly by the company, is not included as the duration is indefinite.

Capital Contribution Obligation - In December 2007, Marina and its joint venture partner agreed to each contribute approximately \$30.4 million of equity to LVE as part of its construction period financing (See Note 2 to the consolidated financial statements). Marina's obligation is secured by an irrevocable letter of credit from a bank. The equity contribution is expected to be made in 2010. In September 2009, Marina and its joint venture partner agreed to each contribute an additional \$6.7 million of equity to LVE as discussed below. This equity contribution is expected to be made in 2010, and is also secured by an irrevocable letter of credit from a bank.

Off-Balance Sheet Arrangements — An off-balance sheet arrangement is any contractual arrangement involving an unconsolidated entity under which the company has either made guarantees or has certain other interests or obligations.

The Company has recorded a liability of \$8.8 million which is included in Other Current Liabilities and Other Noncurrent Liabilities with a corresponding increase in Investment in Affiliates on the consolidated balance sheets as of December 31, 2009 for the fair value of the following guarantees:

In April 2007, SJI guaranteed certain obligations of LVE Energy Partners, LLC (LVE), an unconsolidated joint venture in which Marina has a 50% equity interest. LVE entered into a 25-year contract with a resort developer to design, build, own and operate a district energy system and central energy center for a planned resort in Las Vegas, Nevada. LVE began construction of the facility in 2007 and expected to provide full energy services in 2010 when the resort was originally scheduled to be completed. LVE suspended construction of the district energy system and central energy center in January 2009 after the resort developer's August 2008 announcement that it was delaying the completion of construction of the resort due to the difficult environment in the capital markets and weak economic conditions. The resort developer had indicated that it was considering different strategies to move its project forward, including opening its project in phases and obtaining a partner, but that it was unlikely construction would resume during 2009. In October 2009, the resort developer announced that they do not expect to resume construction on the project for three to five years. They stated that they remain committed to having a significant presence on the Las Vegas Strip as part of a long-term growth strategy and continue to view this site as a major strategic asset.

The district energy system and central energy center are being financed by LVE with debt that is non-recourse to SJI. In September 2009, LVE reached an agreement with the banks that are financing the energy facilities to address defaults under the financing agreements. These LVE defaults were caused by the resort developer's construction delay and the termination of an energy services agreement by a hotel operator associated with the project. As a result of these defaults, the banks had previously stopped funding the project. The terms of the new agreement require SJI and its partner in this joint venture to guaranty the payment of future interest costs by LVE through, at the latest, December 2010. SJI and its partner in this joint venture have each provided the banks with a \$2.0 million irrevocable letter of credit from a bank to support this guaranty. The maximum amount of remaining LVE interest costs to be paid by SJI under this guaranty if payments are required, and SJI was the only guarantor, would be approximately \$10.7 million. In addition, SJI and its partner in this joint venture each committed to provide approximately \$8.9 million of additional capital as of September 2009 to cover costs related to the termination of the energy services agreement by a hotel operator and interest costs incurred since August 2008 when the resort developer suspended construction. Of this amount, \$6.7 million was in the form of an irrevocable letter of credit from a bank and the remaining \$2.2 million was provided in cash in 2009. These funds are in addition to the \$30.4 million capital contribution obligation discussed above. In turn, the banks waived all existing defaults under the financing agreements and were relieved of their commitment to provide additional funding. LVE continues to pursue a work around plan to address the project delay by the resort developer and intends to seek additional financing to complete the facility once construction of the resort resumes. The Energy Sales Agreement between LVE and the resort developer includes a payment obligation by the resort developer of certain fixed payments to be made to LVE beginning in the fourth quarter of 2010. A portion of this payment obligation is guaranteed by the parent of the resort developer. As of December 31, 2009, the Company had a net liability of approximately \$7.9 million included in Investment in Affiliates, Other Current Liabilities and Other Noncurrent Liabilities on the consolidated balance sheets related to this project in addition to unsecured Notes Receivable – Affiliate of approximately \$14.2 million due from LVE. As of December 31, 2009, SJI's capital at risk is limited to its equity contributions, contribution obligations and the unsecured notes receivable totaling approximately \$53.9 million. During 2009, SJI and its partner in this joint venture each provided support to LVE of approximately \$12.9 million to cover project related costs.

As a result of the construction delay, management has evaluated the investment in LVE and concluded that the fair value of this investment continues to be in excess of the carrying value as of December 31, 2009.

SJI issued a performance guaranty for up to \$180.0 million to the resort developer to ensure that certain construction milestones relating to the development of the thermal facility are met. As a result of achieving certain milestones, the guaranty was reduced to \$94.0 million as of December 31, 2009. Concurrently, SJI is the beneficiary of a surety bond purchased by the project's general contractor that provides security to SJI in the event of missed construction milestones. LVE has proposed a revised milestone schedule due to delays announced by the resort developer. In addition, SJI has guaranteed the obligations of LVE under certain insurance policies during the construction period. The maximum amount that SJI could be obligated for, in the event that LVE does not have sufficient resources to make deductible payments on future claims under these insurance policies, is approximately \$6.0 million. SJI has also guaranteed certain performance obligations of LVE under the operating agreements between LVE and the resort developer, up to \$20.0 million each year for the term of the agreement, commencing with the first year of operations. SJI and its partner in this joint venture have entered into reimbursement agreements that secure reimbursement for SJI of a proportionate share of any payments made by SJI on these guarantees.

In August 2007, SJI guaranteed certain obligations of BC Landfill Energy, LLC (BCLE), an unconsolidated joint venture in which Marina has a 50% equity interest. BCLE has entered into a 20-year agreement with a county government to lease and operate a facility that will produce electricity from landfill methane gas. The facility went online in the fourth quarter of 2007. Although unlikely, the maximum amount that SJI could be obligated for, in the event that BCLE does not meet minimum specified levels of operating performance and no mitigating action is taken, or is unable to meet certain financial obligations as they become due, is approximately \$4.0 million each year. SJI and its partner in this joint venture have entered into reimbursement agreements that secure reimbursement for SJI of a proportionate share of any payments made by SJI on these guarantees. SJI holds a variable interest in BCLE but is not the primary beneficiary.

Pending Litigation — SJI is subject to claims arising in the ordinary course of business and other legal proceedings. We accrue liabilities related to claims when we can determine the amount or range of amounts of probable settlement costs. SJI has been named in, among other actions, certain product liability claims related to our former sand mining subsidiary. Management does not currently anticipate the disposition of any known claims to have a material adverse effect on SJI's financial position, results of operations or liquidity.

MARKET RISKS:

Commodity Markets Risks — Certain regulated and nonregulated SJI subsidiaries are involved in buying, selling, transporting and storing natural gas and buying and selling retail electricity for their own accounts as well as managing these activities for other third parties. These subsidiaries are subject to market risk due to price fluctuations. To hedge against this risk, we enter into a variety of physical and financial transactions including forward contracts, swaps, futures and options agreements. To manage these transactions, SJI has a well-defined risk management policy approved by our Board of Directors that includes volumetric and monetary limits. Management reviews reports detailing activity daily. Generally, the derivative activities described above are entered into for risk management purposes.

SJG and SJE transact commodities on a physical basis and typically do not enter into financial derivative positions directly. SJRG manages risk in the natural gas markets for these entities as well as for its own portfolio by entering into the types of transactions noted above. As part of its gas purchasing strategy, SJG uses financial contracts through SJRG to hedge against forward price risk. These contracts are recoverable through SJG's BGSS, subject to BPU approval. It is management's policy, to the extent practical, within predetermined risk management policy guidelines, to have limited unmatched positions on a deal or portfolio basis while conducting these activities. As a result of holding open positions to a minimal level, the economic impact of changes in value of a particular transaction is substantially offset by an opposite change in the related hedge transaction.

SJI has entered into certain contracts to buy, sell, and transport natural gas and to buy and sell retail electricity. For those derivatives not designated as hedges, we recorded the net unrealized pre-tax (loss) gain of \$(14.8) million, \$9.3 million and \$3.6 million in earnings during the years 2009, 2008 and 2007, respectively, which are included with realized gains and losses in Operating Revenues — Nonutility. The fair value and maturity of these energy-trading contracts determined under the mark-to-market method as of December 31, 2009 is as follows (in thousands):

Assets

<u>Source of Fair Value</u>	<u>Maturity < 1 Year</u>	<u>Maturity 1 - 3 Years</u>	<u>Maturity Beyond 3 Years</u>	<u>Total</u>
Prices actively quoted	\$ 18,780	\$ 5,104	\$ 48	\$ 23,932
Prices provided by other external sources	16,877	6,379	39	23,295
Prices based on internal models or other valuation methods	<u>855</u>	<u>15</u>	<u>-</u>	<u>870</u>
Total	\$ 36,512	\$ 11,498	\$ 87	\$ 48,097

Liabilities

<u>Source of Fair Value</u>	<u>Maturity < 1 Year</u>	<u>Maturity 1 - 3 Years</u>	<u>Maturity Beyond 3 Years</u>	<u>Total</u>
Prices actively quoted	\$ 13,828	\$ 4,554	-	\$ 18,382
Prices provided by other external sources	5,668	3,973	-	9,641
Prices based on internal models or other valuation methods	<u>8,764</u>	<u>2,283</u>	<u>121</u>	<u>11,168</u>
Total	\$ 28,260	\$ 10,810	\$ 121	\$ 39,191

NYMEX (New York Mercantile Exchange) is the primary national commodities exchange on which natural gas is traded. Basis represents the price of a NYMEX natural gas futures contract adjusted for the difference in price for delivering the gas at another location. Contracted volumes of our NYMEX contracts are 1.4 million decatherms (dts) with a weighted-average settlement price of \$6.55 per dt. Contracted volumes of our basis contracts are 10.0 million dts with a weighted average settlement price of \$0.72 per dt. Contracted volumes of electric are 1.8 million mwh with a weighted average settlement price of \$66.49 per mwh.

A reconciliation of SJI's estimated net fair value of energy-related derivatives follows (in thousands):

Net Derivatives — Energy Related Assets, January 1, 2009	\$ 16,289
Contracts Settled During 2009, Net	(12,307)
Other Changes in Fair Value from Continuing and New Contracts, Net	<u>4,924</u>
Net Derivatives — Energy Related Assets, December 31, 2009	<u>\$ 8,906</u>

Interest Rate Risk — Our exposure to interest-rate risk relates primarily to short-term, variable-rate borrowings. Short-term, variable-rate debt outstanding at December 31, 2009 was \$196.6 million and averaged \$161.1 million during 2009. A hypothetical 100 basis point (1%) increase in interest rates on our average variable-rate debt outstanding would result in a \$1.0 million increase in our annual interest expense, net of tax. The 100 basis point increase was chosen for illustrative purposes, as it provides a simple basis for calculating the impact of interest rate changes under a variety of interest rate scenarios. Over the past five years, the change in basis points (b.p.) of our average monthly interest rates from the beginning to end of each year was as follows: 2009 - 29 b.p. decrease; 2008 - 397 b.p. decrease; 2007 - 45 b.p. decrease; 2006 — 67 b.p. increase; and 2005 — 194 b.p. increase. For December 2009, our average interest rate on variable-rate debt was 0.75%.

We issue long-term debt either at fixed rates or use interest rate derivatives to limit our exposure to changes in interest rates on variable-rate, long-term debt. As of December 31, 2009, the interest costs on all but \$7.1 million of our long-term debt was either at a fixed-rate or hedged via an interest rate derivative. Consequently, interest expense on existing long-term debt is not significantly impacted by changes in market interest rates. However, due to market conditions during 2008, the demand for auction-rate securities was disrupted resulting in increased interest rate volatility for tax-exempt auction-rate debt. As a result, the \$25.0 million of tax-exempt auction-rate debt issued by the Company (and repurchased in June 2008) was exposed to changes in interest rates that were not completely mitigated by the related interest rate derivatives. The auction rate debt was converted to another form of variable rate debt and resold in the public market in August 2008. In addition, during the fourth quarter of 2008 and the first quarter of 2009, as a result of unusual market conditions, the interest rate derivatives on Marina's variable rate demand bonds were not completely effective in mitigating the risks resulting from changes in interest rates. Consequently, the Company discontinued hedge accounting on these interest rate derivatives. All of these interest rate derivatives remain in place and are expected to substantially offset future changes in interest rates on the respective securities.

As of December 31, 2009, SJI's active interest rate swaps were as follows:

Amount	Fixed Interest Rate	Start Date	Maturity	Type	Obligor
\$ 3,900,000	4.795%	12/01/2004	12/01/2014	Taxable	Marina
\$ 8,000,000	4.775%	11/12/2004	11/12/2014	Taxable	Marina
\$ 20,000,000	4.080%	11/19/2001	12/01/2011	Tax-exempt	Marina
\$ 14,500,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 500,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 330,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 7,100,000	4.895%	02/01/2006	02/01/2016	Taxable	Marina
\$ 12,500,000	3.430%	12/01/2006	02/01/2036	Tax-exempt	SJG
\$ 12,500,000	3.430%	12/01/2006	02/01/2036	Tax-exempt	SJG

Credit Risk - As of December 31, 2009, approximately 44.5% of the current and noncurrent Derivatives – Energy Related Assets or \$21.4 million are with a single retail counterparty. This counterparty has contracts with a large number of diverse customers which minimizes the concentration of this risk. A portion of these contracts may be assignable to SJI in the event of a default by the counterparty.

As of December 31, 2009, SJRG had \$58.3 million of Accounts Receivable under sales contracts. Of that total, 91% were with companies rated investment-grade, were guaranteed by an investment-grade-rated parent or were with companies where we have a collateral arrangement or insurance coverage. The remainder of the Accounts Receivable were within approved credit limits.

Item 7A. Quantitative and Qualitative Disclosures about Market Risks

Information required by this item can be found in the section entitled “Market Risks” on page 61 of this report.

Item 8. Financial Statements and Supplementary Data**Statements of Consolidated Income**
(In Thousands Except for Per Share Data)South Jersey Industries, Inc. and Subsidiaries
Year Ended December 31,

	2009	2008	2007
Operating Revenues:			
Utility	\$ 480,264	\$ 560,191	\$ 611,007
Nonutility	365,180	401,786	345,364
Total Operating Revenues	845,444	961,977	956,371
Operating Expenses:			
Cost of Sales - (Excluding depreciation)			
- Utility	289,740	375,549	433,495
- Nonutility	303,648	303,893	273,206
Operations	89,066	79,769	73,577
Maintenance	8,869	7,899	6,345
Depreciation	31,280	29,237	27,942
Energy and Other Taxes	11,731	12,121	12,183
Total Operating Expenses	734,334	808,468	826,748
Operating Income	111,110	153,509	129,623
Other Income and Expense	1,411	890	2,401
Interest Charges	(18,992)	(25,676)	(27,215)
Income Before Income Taxes	93,529	128,723	104,809
Income Taxes	(34,302)	(51,948)	(43,056)
Equity in (Loss) Earnings of Affiliated Companies	(926)	176	885
Income from Continuing Operations	58,301	76,951	62,638
Loss from Discontinued Operations - (Net of tax benefit)	(427)	(247)	(391)
Net Income	57,874	76,704	62,247
Less: Net Loss Attributable to Noncontrolling Interest in Subsidiaries	231	227	21
Net Income - Attributable to South Jersey Industries, Inc. Shareholders	\$ 58,105	\$ 76,931	\$ 62,268
Amounts Attributable to South Jersey Industries, Inc. Shareholders			
Income from Continuing Operations	\$ 58,532	\$ 77,178	\$ 62,659
Loss from Discontinued Operations - (Net of tax benefit)	(427)	(247)	(391)
Net Income - Attributable to South Jersey Industries, Inc. Shareholders	\$ 58,105	\$ 76,931	\$ 62,268
Basic Earnings per Common Share Attributable to South Jersey Industries, Inc. Shareholders:			
Continuing Operations	\$ 1.97	\$ 2.60	\$ 2.13
Discontinued Operations	(0.02)	(0.01)	(0.02)
Basic Earnings per Common Share	\$ 1.95	\$ 2.59	\$ 2.11
Average Shares of Common Stock Outstanding - Basic	29,785	29,707	29,480
Diluted Earnings per Common Share Attributable to South Jersey Industries, Inc. Shareholders:			
Continuing Operations	\$ 1.96	\$ 2.59	\$ 2.12
Discontinued Operations	(0.02)	(0.01)	(0.02)
Diluted Earnings per Common Share	\$ 1.94	\$ 2.58	\$ 2.10

Average Shares of Common Stock Outstanding - Diluted	29,893	29,843	29,593
Dividends Declared per Common Share	\$ 1.22	\$ 1.11	\$ 1.01

The accompanying notes are an integral part of the consolidated financial statements.

Statements of Consolidated Cash Flows
(In Thousands)South Jersey Industries, Inc. and Subsidiaries
Year Ended December 31,

	2009	2008	2007
Cash Flows from Operating Activities:			
Net Income	\$ 57,874	\$ 76,704	\$ 62,247
Loss from Discontinued Operations	427	247	391
Income from Continuing Operations	58,301	76,951	62,638
Adjustments to Reconcile Income from Continuing Operations to Net Cash Provided by Operating Activities:			
Depreciation and Amortization	39,447	35,665	32,865
Net Unrealized Loss (Gain) on Derivatives - Energy Related	14,815	(9,317)	(3,635)
Unrealized Loss on Derivatives - Other	1,210	2,174	-
Provision for Losses on Accounts Receivable	2,728	2,332	2,603
TAC/CIP Receivable	5,376	2,641	(7,946)
Deferred Gas Costs - Net of Recoveries	(7,910)	5,885	7,755
Deferred SBC Costs - Net of Recoveries	(119)	1,199	3,960
Stock-Based Compensation Expense	1,481	1,263	1,090
Deferred and Noncurrent Income Taxes - Net	21,917	23,014	12,030
Environmental Remediation Costs - Net	(449)	(26,175)	(10,926)
Gas Plant Cost of Removal	(1,678)	(1,463)	(1,275)
Changes in:			
Accounts Receivable	(28,003)	(14,293)	(5,232)
Inventories	68,591	(48,599)	21,459
Prepaid and Accrued Taxes - Net	(4,818)	(7,022)	8,916
Accounts Payable and Other Accrued Liabilities	(8,213)	14,018	(5,036)
Margin Account Liability	-	(4,112)	4,112
Derivatives - Energy Related	12,366	(17,564)	21,050
Other Assets and Liabilities	(345)	(8,931)	3,474
Cash Flows from Discontinued Operations	493	(1,277)	(56)
Net Cash Provided by Operating Activities	175,190	26,389	147,846
Cash Flows from Investing Activities:			
Capital Expenditures	(109,307)	(61,972)	(55,539)
Net Proceeds from Sale of (Purchase of) Restricted Investments in Margin Account	25,883	(29,731)	10,404
Proceeds from Sale of Restricted Investments from Escrowed Loan Proceeds	-	5,170	6,710
Purchase of Restricted Investments with Escrowed Loan Proceeds	-	(77)	(523)
Investment in Long-Term Receivables	(4,730)	(5,558)	(4,123)
Proceeds from Long-Term Receivables	5,399	3,399	3,877
Purchase of Company Owned Life Insurance	(4,444)	(4,287)	(3,917)
Investment in Affiliate	(3,999)	(2,969)	(7,463)
Return of Investment in Affiliate	175	7,470	7,208
Proceeds from Sale of Investment in Affiliate	-	58	-
Advances on Notes Receivable - Affiliate	(26,780)	(7,457)	-
Repayment of Advances on Notes Receivable - Affiliate	2,897	-	-
Net Cash Used in Investing Activities	(114,906)	(95,954)	(43,366)
Cash Flows from Financing Activities:			
Net (Repayments of) Borrowings from Lines of Credit	(15,950)	94,260	(76,310)
Proceeds from Issuance of Long-Term Debt	-	25,000	-
Principal Repayments of Long-Term Debt	(9,985)	(25,106)	(2,389)
Dividends on Common Stock	(36,426)	(32,914)	(29,656)
Proceeds from Sale of Common Stock	-	2,076	7,484
Payments for Issuance of Long-Term Debt	(178)	(320)	-
Other	303	666	137
Net Cash (Used in) Provided by Financing Activities	(62,236)	63,662	(100,734)
Net (Decrease) Increase in Cash and Cash Equivalents	(1,952)	(5,903)	3,746
Cash and Cash Equivalents at Beginning of Year	5,775	11,678	7,932

Cash and Cash Equivalents at End of Year	\$ 3,823	\$ 5,775	\$ 11,678
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Supplemental Disclosures of Cash Flow Information

Cash paid during the year for:

Interest (Net of Amounts Capitalized)	\$ 20,519	\$ 24,253	\$ 27,025
Income Taxes (Net of Refunds)	\$ 11,844	\$ 35,363	\$ 22,461

Supplemental Disclosures of Non-Cash Investing Activities

Capital Expenditures acquired on account but unpaid as of year-end	\$ 19,934	\$ 7,877	\$ 4,797
Guarantee of certain obligations of unconsolidated affiliates	\$ 6,852	\$ -	\$ 1,985

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Balance Sheets
(In Thousands)South Jersey Industries, Inc.
and Subsidiaries
December 31,
2009 2008

Assets

Property, Plant and Equipment:

Utility Plant, at original cost	\$ 1,275,792	\$ 1,172,014
Accumulated Depreciation	(314,627)	(295,432)
Nonutility Property and Equipment, at cost	132,119	121,658
Accumulated Depreciation	(20,212)	(15,632)
Property, Plant and Equipment - Net	1,073,072	982,608

Investments:

Available-for-Sale Securities	5,958	4,859
Restricted	5,215	31,098
Investment in Affiliates	2,483	1,966
Total Investments	13,656	37,923

Current Assets:

Cash and Cash Equivalents	3,823	5,775
Accounts Receivable	141,109	121,683
Unbilled Revenues	58,598	52,907
Provision for Uncollectibles	(6,268)	(5,757)
Notes Receivable - Affiliate	502	-
Natural Gas in Storage, average cost	99,697	162,387
Materials and Supplies, average cost	6,877	12,778
Prepaid Taxes	20,093	14,604
Derivatives - Energy Related Assets	36,512	63,201
Other Prepayments and Current Assets	7,412	7,506
Total Current Assets	368,355	435,084

Regulatory and Other Noncurrent Assets:

Regulatory Assets	240,462	270,434
Derivatives - Energy Related Assets	11,585	19,712
Unamortized Debt Issuance Costs	6,788	7,166
Notes Receivable - Affiliate	30,838	7,457
Contract Receivables	13,544	13,565
Other	23,708	19,478
Total Regulatory and Other Noncurrent Assets	326,925	337,812

Total Assets	\$ 1,782,008	\$ 1,793,427
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Capitalization and Liabilities

Capitalization:

Equity	\$ 544,564	\$ 516,448
Long-Term Debt	312,793	332,784
Total Capitalization	857,357	849,232

Current Liabilities:

Notes Payable	196,600	212,550
Current Portion of Long-Term Debt	35,119	25,112
Accounts Payable	123,921	120,162
Customer Deposits and Credit Balances	14,128	14,449
Environmental Remediation Costs	23,639	13,670
Taxes Accrued	6,518	5,510
Derivatives - Energy Related Liabilities	28,260	50,925
Deferred Income Taxes - Net	19,897	25,009
Deferred Contract Revenues	6,081	5,840

Interest Accrued	6,519	
Pension and Other Postretirement Benefits	1,031	
Other Current Liabilities	17,301	19,130
Total Current Liabilities	478,784	499,907
Deferred Credits and Other Noncurrent Liabilities:		
Deferred Income Taxes - Net	215,346	184,294
Investment Tax Credits	1,518	1,832
Pension and Other Postretirement Benefits	69,141	80,835
Environmental Remediation Costs	49,803	54,495
Asset Retirement Obligations	23,229	22,553
Derivatives - Energy Related Liabilities	10,931	15,699
Derivatives - Other	5,823	14,088
Regulatory Liabilities	50,193	50,447
Other	19,883	20,045
Total Deferred Credits and Other Noncurrent Liabilities	445,867	444,288
Commitments and Contingencies (Note 14)		
Total Capitalization and Liabilities	\$ 1,782,008	\$ 1,793,427

The accompanying notes are an integral part of the consolidated financial statements.

Statements of Consolidated Capitalization
(In Thousands Except for Share Data)South Jersey Industries, Inc.
and Subsidiaries
December 31,

	2009	2008
Equity:		
Common Stock: Par Value \$1.25 per share; Authorized 60,000,000 shares; Outstanding Shares: 29,796,232 (2009) and 29,728,697 (2008)		
Balance at Beginning of Year	\$ 37,161	\$ 37,010
Common Stock Issued or Granted Under Stock Plans	84	151
Balance at End of Year	37,245	37,161
Premium on Common Stock	254,503	252,495
Treasury Stock (at par)	(183)	(176)
Accumulated Other Comprehensive Loss	(19,469)	(24,199)
Retained Earnings	271,505	249,973
Total South Jersey Industries, Inc. Shareholders' Equity	543,601	515,254
Noncontrolling Interest in Subsidiaries	963	1,194
Total Equity	544,564	516,448
Long-Term Debt: (A)		
South Jersey Gas Company:		
First Mortgage Bonds: (B)		
6.12% Series due 2010	10,000	10,000
6.74% Series due 2011	10,000	10,000
6.57% Series due 2011	15,000	15,000
4.46% Series due 2013	10,500	10,500
5.027% Series due 2013	14,500	14,500
4.52% Series due 2014	11,000	11,000
5.115% Series due 2014	10,000	10,000
5.387% Series due 2015	10,000	10,000
5.437% Series due 2016	10,000	10,000
6.50% Series due 2016 (C)	-	9,873
4.60% Series due 2016	17,000	17,000
4.657% Series due 2017	15,000	15,000
7.97% Series due 2018	10,000	10,000
7.125% Series due 2018	20,000	20,000
5.587% Series due 2019	10,000	10,000
7.7% Series due 2027	35,000	35,000
5.55% Series due 2033	32,000	32,000
6.213% Series due 2034	10,000	10,000
5.45% Series due 2035	10,000	10,000
Series A 2006 Bonds at variable rates due 2036 (D)	25,000	25,000
Marina Energy LLC: (E)		
Series A 2001 Bonds at variable rates due 2031	20,000	20,000
Series B 2001 Bonds at variable rates due 2021	25,000	25,000
Series A 2006 Bonds at variable rates due 2036	16,400	16,400
AC Landfill Energy, LLC: (F)		
Bank Term Loan, 6% due 2014	331	442
Mortgage Bond, 4.19% due 2019	1,181	1,181
Total Long-Term Debt Outstanding	347,912	357,896
Less Current Maturities	(35,119)	(25,112)
Total Long-Term Debt	312,793	332,784
Total Capitalization	\$ 857,357	\$ 849,232

(A) The long-term debt maturities and sinking fund requirements for the succeeding five years are as follows:

- 2010, \$10,119; 2011, \$25,126; 2012, \$2,321; 2013, \$27,328 and 2014, \$23,334.
- (B) SJG's First Mortgage dated October 1, 1947, as supplemented, securing the First Mortgage Bonds constitutes substantially all utility plant.
 - (C) In November 2009 SJG retired its 6.5% First Mortgage Bonds at par.
 - (D) On April 20, 2006, SJG issued \$25.0 million of tax exempt, auction rate debt through the New Jersey Economic Development Authority (NJEDA) under its \$150.0 million MTN Program. These bonds were repurchased by the Company in June 2008 and remarketed to the public in August 2008 as variable rate demand bonds with liquidity support provided by a letter of credit from a commercial bank. As of December 31, 2008 and 2009, the respective letter of credit expires in August of the subsequent year. Consequently, these bonds are included in the current portion of long-term debt. Material terms of the original bonds, such as the 2036 maturity date, floating rate interest that resets weekly, and a first mortgage collateral position, remain unchanged.
 - (E) Marina has issued \$61.4 million of unsecured variable-rate revenue bonds through the (NJEDA). The variable rates at December 31, 2009 for the Series A 2001, Series B 2001, and Series A 2006 bonds were 0.25%, 0.28% and 0.25% respectively.
 - (F) The debt of AC Landfill Energy is secured by a first mortgage interest in plant and equipment, and an assignment of rents and leases of the facility.

The accompanying notes are an integral part of the consolidated financial statements.

Statements of Consolidated Changes In Equity
(In Thousands)South Jersey Industries, Inc. and Subsidiaries
Years Ended December 31, 2007, 2008 & 2009

	Common Stock	Premium on Common Stock	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Noncontrolling Interest in Subsidiaries	Total
Balance at January 1, 2007	\$ 36,657	\$ 239,763	\$ -	\$ (7,791)	\$ 173,636	\$ 461	\$ 442,726
Net Income					62,268	(21)	62,247
Other Comprehensive Loss, Net of Tax (a)				(2,524)			(2,524)
Common Stock Issued or Granted Under Stock Plans	353	8,686	(187)		(125)		8,727
Cash Dividends Declared - Common Stock					(29,656)		(29,656)
Balance at December 31, 2007	37,010	248,449	(187)	(10,315)	206,123	440	481,520
Net Income					76,931	(227)	76,704
Other Comprehensive Loss, Net of Tax (a)				(13,884)			(13,884)
Contributions to noncontrolling interest in subsidiaries						981	981
Common Stock Issued or Granted Under Stock Plans	151	4,046	11		(167)		4,041
Cash Dividends Declared - Common Stock					(32,914)		(32,914)
Balance at December 31, 2008	37,161	252,495	(176)	(24,199)	249,973	1,194	516,448
Net Income					58,105	(231)	57,874
Other Comprehensive Income, Net of Tax (a)				4,730			4,730
Common Stock Issued or Granted Under Stock Plans	84	2,008	(7)		(147)		1,938
Cash Dividends Declared - Common Stock					(36,426)		(36,426)
Balance at December 31, 2009	\$ 37,245	\$ 254,503	\$ (183)	\$ (19,469)	\$ 271,505	\$ 963	\$ 544,564

Disclosure of Changes In Accumulated Other Comprehensive Loss Balances (a)

(In Thousands)

	Postretirement Liability Adjustment	Unrealized Gain (Loss) on Derivatives- Other	Unrealized Gain (Loss) on Available- for-Sale Securities	Other Comprehensive Income (Loss) of Affiliated Companies	Accumulated Other Comprehensive Loss
Balance at January 1, 2007	\$ (7,156)	\$ (842)	\$ 207	\$ -	\$ (7,791)
Changes During Year	199	(1,385)	(195)	(1,143)	(2,524)
Balance at December 31, 2007	(6,957)	(2,227)	12	(1,143)	(10,315)
Changes During Year	(6,877)	(1,062)	(730)	(5,215)	(13,884)
Balance at December 31, 2008	(13,834)	(3,289)	(718)	(6,358)	(24,199)
Changes During Year	1,208	958	533	2,031	4,730

Balance at December 31, 2009	\$	(12,626)	\$	(2,331)	\$	(185)	\$	(19,469)
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(a) Determined using a combined statutory tax rate of 41.08%

The accompanying notes are an integral part of the consolidated financial statements.

Statements of Consolidated Comprehensive Income
(In Thousands)

South Jersey Industries, Inc. and Subsidiaries
Year Ended December 31,

	2009	2008	2007
Net Income	<u>\$ 57,874</u>	<u>\$ 76,704</u>	<u>\$ 62,247</u>
Other Comprehensive Income (Loss), Net of Tax: (a)			
Postretirement Liability Adjustment	1,208	(6,877)	199
Unrealized Gain (Loss) on Available-for-Sale Securities	533	(730)	(195)
Unrealized Gain (Loss) on Derivatives - Other	958	(1,062)	(1,385)
Other Comprehensive Income (Loss) of Affiliated Companies	<u>2,031</u>	<u>(5,215)</u>	<u>(1,143)</u>
Other Comprehensive Income (Loss)- Net of Tax (a)	<u>4,730</u>	<u>(13,884)</u>	<u>(2,524)</u>
Comprehensive Income	62,604	62,820	59,723
Less: Comprehensive Loss Attributable to Noncontrolling Interest in Subsidiaries	<u>231</u>	<u>227</u>	<u>21</u>
Comprehensive Income Attributable to South Jersey Industries, Inc. Shareholders	<u>\$ 62,835</u>	<u>\$ 63,047</u>	<u>\$ 59,744</u>

(a) Determined using a combined statutory tax rate of 41.08%.

The accompanying notes are an integral part of the consolidated financial statements.

Notes to Consolidated Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

BASIS OF PRESENTATION — The consolidated financial statements include the accounts of South Jersey Industries, Inc. (SJI or the Company), its wholly owned subsidiaries and subsidiaries in which we have a controlling interest. We eliminate all significant intercompany accounts and transactions. In management's opinion, the consolidated financial statements reflect all normal and recurring adjustments needed to fairly present SJI's financial position and operating results at the dates and for the periods presented.

EQUITY INVESTMENTS — Marketable equity securities that are purchased as long-term investments are classified as Available-for-Sale Securities and carried at their fair value on our consolidated balance sheets. Any unrealized gains or losses are included in Accumulated Other Comprehensive Loss. SJI, through wholly owned subsidiaries, holds significant variable interests in several companies but is not the primary beneficiary. Consequently, these investments are accounted for under the equity method. In the event that losses and/or distributions from these equity method investments exceed the carrying value, and the Company is obligated to provide additional financial support, the excess will be recorded as either a current or non-current liability on the consolidated balance sheets. We include the operations of these affiliated companies on a pre-tax basis in the statements of consolidated income under Equity in Affiliated Companies (See Note 2).

ESTIMATES AND ASSUMPTIONS — We prepare our consolidated financial statements to conform with accounting principles generally accepted in the United States of America (GAAP). Management makes estimates and assumptions that affect the amounts reported in the consolidated financial statements and related disclosures. Therefore, actual results could differ from those estimates. Significant estimates include amounts related to regulatory accounting, energy derivatives, environmental remediation costs, pension and other postretirement benefit costs, and revenue recognition.

REGULATION — South Jersey Gas Company (SJG) is subject to the rules and regulations of the New Jersey Board of Public Utilities (BPU). See Note 9 for a detailed discussion of SJG's rate structure and regulatory actions. SJG maintains its accounts according to the BPU's prescribed Uniform System of Accounts. SJG follows the accounting for regulated enterprises prescribed by FASB ASC Topic 980 - "Regulated Operations." In general, Topic 980 allows for the deferral of certain costs (regulatory assets) and creation of certain obligations (regulatory liabilities) when it is probable that such items will be recovered from or refunded to customers in future periods. See Note 10 for a detailed discussion of regulatory assets and liabilities.

OPERATING REVENUES — Gas and electric revenues are recognized in the period the commodity is delivered to customers. For SJG and South Jersey Energy (SJE) retail customers that are not billed at the end of the month, we record an estimate to recognize unbilled revenues for gas and electricity delivered from the date of the last meter reading to the end of the month. South Jersey Resources Group, LLC's (SJRG) gas revenues are recognized in the period the commodity is delivered. Unrealized gains and losses on energy related derivative instruments are also recognized in operating revenues for SJRG. See further discussion under Derivative Instruments. We recognize revenues related to South Jersey Energy Service Plus, LLC (SJESP) appliance service contracts seasonally over the full 12-month terms of the contracts. Revenue related to services provided on a time and materials basis is recognized on a monthly basis as the jobs are completed. Marina Energy, LLC (Marina) recognizes revenue on a monthly basis as services are provided, as lease income is earned, and for on-site energy production that is delivered to its customers.

REVENUE BASED TAXES — SJI collects certain revenue-based energy taxes from customers. Such taxes include New Jersey State Sales Tax, Transitional Energy Facility Assessment (TEFA) and Public Utilities Assessment (PUA). State sales tax is recorded as a liability when billed to customers and is not included in revenue or operating expenses. TEFA and PUA are included in both utility revenue and cost of sales utility and totaled \$8.8 million, \$8.7 million, and \$8.8 million in 2009, 2008 and 2007, respectively.

ACCOUNTS RECEIVABLE AND PROVISION FOR UNCOLLECTIBLE ACCOUNTS — Accounts receivable are carried at the amount owed by customers. A provision for uncollectible accounts is established based on our collection experience and an assessment of the collectibility of specific accounts.

PROPERTY, PLANT AND EQUIPMENT — For regulatory purposes, utility plant is stated at original cost, which may be different than SJG's cost if the assets were acquired from another regulated entity. Nonutility plant is stated at cost. The cost of adding, replacing and renewing property is charged to the appropriate plant account.

ASSET RETIREMENT OBLIGATIONS — The amounts included under Asset Retirement Obligations (ARO) are primarily related to the legal obligations the Company has to cut and cap gas distribution pipelines when taking those pipelines out of service in future years. These liabilities are generally recognized upon the acquisition or construction of the asset. The related asset retirement cost is capitalized concurrently by increasing the carrying amount of the related asset by the same amount as the liability. Changes in the liability are recorded for the passage of time (accretion) or for revisions to cash flows originally estimated to settle the ARO.

ARO activity was as follows (in thousands):

	<u>2009</u>	<u>2008</u>
AROs as of January 1,	\$ 22,553	\$ 24,604
Accretion	507	441
Additions	193	136
Settlements	(24)	(37)
Revisions in Estimated Cash Flows*	-	(2,591)
ARO's as of December 31,	<u>\$ 23,229</u>	<u>\$ 22,553</u>

*A corresponding reduction was made to Regulatory Assets, thus having no impact on earnings.

DEPRECIATION — We depreciate utility plant on a straight-line basis over the estimated remaining lives of the various property classes. These estimates are periodically reviewed and adjusted as required after BPU approval. The composite annual rate for all depreciable utility property was approximately 2.3% in 2009, 2008, and 2007. The actual composite rate may differ from the approved rate as the asset mix changes over time. Except for retirements outside of the normal course of business, accumulated depreciation is charged with the cost of depreciable utility property retired, less salvage. Nonutility property depreciation is computed on a straight-line basis over the estimated useful lives of the property, ranging up to 50 years. Gain or loss on the disposition of nonutility property is recognized in operating income.

CAPITALIZED INTEREST — SJG capitalizes interest on construction at the rate of return on the rate base utilized by the BPU to set rates in its last base rate proceeding (See Note 9). Marina capitalizes interest on construction projects in progress based on the actual cost of borrowed funds. SJG's amounts are included in Utility Plant and Marina's amounts are included in Nonutility Property and Equipment on the consolidated balance sheets. Interest Charges are presented net of capitalized interest on the consolidated statements of income. The amount of interest capitalized by SJI for the years ended December 31, 2009, 2008 and 2007 was not significant.

IMPAIRMENT OF LONG-LIVED ASSETS — We review the carrying amount of long-lived assets for possible impairment whenever events or changes in circumstances indicate that such amounts may not be recoverable. For the years ended 2009, 2008 and 2007, no significant impairments were identified.

DERIVATIVE INSTRUMENTS — SJI accounts for derivative instruments in accordance with FASB ASC Topic 815 – “Derivatives and Hedging.” We record all derivatives, whether designated in hedging relationships or not, on the consolidated balance sheets at fair value unless the derivative contracts qualify for the normal purchase and sale exemption. In general, if the derivative is designated as a fair value hedge, we recognize the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk in earnings. We currently have no fair value hedges. If the derivative is designated as a cash flow hedge, we record the effective portion of the hedge in Accumulated Other Comprehensive Loss and recognize it in the income statement when the hedged item affects earnings. We recognize ineffective portions of the cash flow hedges immediately in earnings. In 2007, we changed our policy to no longer designate energy-related derivative instruments as cash flow hedges. We formally document all relationships between hedging instruments and hedged items, as well as our risk management objectives, strategies for undertaking various hedge transactions and our methods for assessing and testing correlation and hedge ineffectiveness. All hedging instruments are linked to the hedged asset, liability, firm commitment or forecasted transaction. Due to the application of regulatory accounting principles under FASB ASC Topic 980, gains and losses on derivatives related to SJG's gas purchases are recorded through the BGSS clause.

Initially and on an ongoing basis, we assess whether derivatives designated as hedges are highly effective in offsetting changes in cash flows or fair values of the hedged items. We discontinue hedge accounting prospectively if we decide to discontinue the hedging relationship; determine that the anticipated transaction is no longer likely to occur; or determine that a derivative is no longer highly effective as a hedge. In the event that hedge accounting is discontinued, we will continue to carry the derivative on the balance sheet at its current fair value and recognize subsequent changes in fair value in current period earnings. Unrealized gains and losses on the discontinued hedges that were previously included in Accumulated Other Comprehensive Loss will be reclassified into earnings when the forecasted transaction occurs, or when it is probable that it will not occur.

Certain SJI subsidiaries are involved in buying, selling, transporting and storing natural gas and buying and selling retail electricity for their own accounts as well as managing these activities for other third parties. These subsidiaries are subject to market risk on expected future purchases and sales due to commodity price fluctuations. The Company uses a variety of derivative instruments to limit this exposure to market risk in accordance with strict corporate guidelines. These derivative instruments include forward contracts, swap agreements, options contracts and futures contracts. As of December 31, 2009, the Company had outstanding derivative contracts intended to limit the exposure to market risk on 26.0 MMDts of expected future purchases of natural gas, 23.2 MMDts of expected future sales of natural gas and 1.8 MMmwh of expected future purchases of electricity. These contracts, which have not been designated as hedging instruments under GAAP, are measured at fair value and recorded in Derivatives — Energy Related Assets or Derivatives — Energy Related Liabilities on the consolidated balance sheets. The net unrealized pre-tax gains and losses for these energy related commodity contracts are included with realized gains and losses in Operating Revenues – Nonutility.

SJI structured its subsidiaries so that SJG and SJE transact commodities on a physical basis and typically do not directly enter into positions that financially settle. SJRG performs this risk management function for these entities and enters into the types of financial transactions noted above. As part of its gas purchasing strategy, SJG uses financial contracts through SJRG to hedge against forward price risk. The costs or benefits of these short-term contracts are recoverable through SJG's Basic Gas Supply Service (BGSS) clause, subject to BPU approval. As of December 31, 2009 and 2008, SJG had \$9.2 million and \$29.0 million of costs, respectively, included in its BGSS related to open financial contracts.

Management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in identifying, assessing and controlling various risks. Management reviews any open positions in accordance with strict policies to limit exposure to market risk.

SJI presents revenues and expenses related to its energy trading activities on a net basis in Operating Revenues — Nonutility in the consolidated statements of income consistent with GAAP. This net presentation has no effect on operating income or net income.

The Company has also entered into interest rate derivatives to hedge exposure to increasing interest rates and the impact of those rates on cash flows of variable-rate debt. These interest rate derivatives, some of which have been designated as hedging instruments under GAAP, are measured at fair value and recorded in Derivatives-Other on the consolidated balance sheets. The fair value represents the amount SJI would have to pay the counterparty to terminate these contracts as of those dates. As of December 31, 2009, SJI's active interest rate swaps were as follows:

Notional Amount	Fixed Interest Rate	Start Date	Maturity	Type of Debt	Obligor
\$ 3,900,000	4.795%	12/01/2004	12/01/2014	Taxable	Marina
\$ 8,000,000	4.775%	11/12/2004	11/12/2014	Taxable	Marina
\$ 20,000,000	4.080%	11/19/2001	12/01/2011	Tax-exempt	Marina
\$ 14,500,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 500,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 330,000	3.905%	03/17/2006	01/15/2026	Tax-exempt	Marina
\$ 7,100,000	4.895%	02/01/2006	02/01/2016	Taxable	Marina
\$ 12,500,000	3.430%	12/01/2006	02/01/2036	Tax-exempt	SJG
\$ 12,500,000	3.430%	12/01/2006	02/01/2036	Tax-exempt	SJG

The interest rate derivatives that have been designated as cash flow hedges have been determined to be highly effective. Therefore, the changes in fair value of the effective portion of these swaps along with the cumulative unamortized costs, net of taxes, have been recorded in Accumulated Other Comprehensive Loss. These unrealized gains and losses will be reclassified into earnings when the forecasted cash flows of the related variable-rate debt occurs, or when it is probable that it will not occur. The ineffective portion of these swaps have been included in Interest Charges.

The unrealized gains and losses on the interest rate derivatives that have not been designated as cash flow hedges have also been included in Interest Charges. However, for selected interest rate derivatives at SJG, management believes that, subject to BPU approval, the market value upon termination can be recovered in rates and therefore these unrealized losses have been included in Other Regulatory Assets in the consolidated balance sheets.

The fair values of all derivative instruments, as reflected in the consolidated balance sheets as of December 31, 2009 and 2008, are as follows (in thousands):

Derivatives not designated as hedging instruments under GAAP	2009		2008	
	Assets	Liabilities	Assets	Liabilities
Energy related commodity contracts:				
Derivatives – Energy Related – Current	\$ 36,512	\$ 28,260	\$ 63,201	\$ 50,925
Derivatives – Energy Related – Non-Current	11,585	10,931	19,712	15,699
Interest rate contracts:				
Derivatives - Other	-	3,704	-	10,537
Total derivatives not designated as hedging instruments under GAAP	48,097	42,895	82,913	77,161
Derivatives designated as hedging instruments under GAAP				
Interest rate contracts:				
Derivatives - Other	-	2,119	-	3,551
Total derivatives designated as hedging instruments under GAAP	-	2,119	-	3,551
Total Derivatives	\$ 48,097	\$ 45,014	\$ 82,913	\$ 80,712

The effect of derivative instruments on the consolidated statements of income for 2009, 2008 and 2007 are as follows (in thousands):

Derivatives in Cash Flow Hedging Relationships	Year ended December 31,		
	2009	2008	2007
Interest Rate Contracts:			
Gains or (losses) recognized in OCI on effective portion	\$ 164	\$ (2,739)	\$ (2,431)
Losses reclassified from accumulated OCI into income (a)	\$ (1,462)	\$ (936)	\$ (80)
Gains or (losses) recognized in income on ineffective portion (a)	-	-	-

(a) Included in Interest Charges

Derivatives Not Designated as Hedging Instruments under GAAP	Year ended December 31,		
	2009	2008	2007
Energy related commodity contracts (a)	\$ (14,815)	\$ 9,318	\$ 3,636
Interest rate contracts (b)	1,210	(2,173)	-
Total	\$ (13,605)	\$ 7,145	\$ 3,636

(a) Included in Operating Revenues - Non Utility

(b) Included in Interest Charges

Certain of the Company's derivative instruments contain provisions that require immediate payment or demand immediate and ongoing collateralization on derivative instruments in net liability positions in the event of a material adverse change in the credit standing of the Company. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a liability position on December 31, 2009, is \$25.6 million. If the credit-risk-related contingent features underlying these agreements were triggered on December 31, 2009, the Company would have been required to settle the instruments immediately or post collateral to its counterparties of approximately \$20.4 million after offsetting asset positions with the same counterparties under master netting arrangements.

STOCK-BASED COMPENSATION PLAN — Under the Amended and Restated 1997 Stock-Based Compensation Plan, no more than 2,000,000 shares in the aggregate may be issued to SJI's officers (Officers), non-employee directors (Directors) and other key employees. The plan will terminate on January 26, 2015, unless terminated earlier by the Board of Directors. No options were granted or outstanding during the years ended December 31, 2009, 2008 and 2007 and no stock appreciation rights have been issued under the plan. During the years ended December 31, 2009, 2008 and 2007, SJI granted 41,437, 45,241, and 44,106 restricted shares to Officers and other key employees, respectively. These restricted shares vest over a three-year period and are subject to SJI achieving certain market based performance targets as compared to a peer group average, which can cause the actual amount of shares that ultimately vest to range from between 0% to 150% of the original share units granted. SJI granted 9,559 and 8,667 restricted shares to Directors in January 2009 and 2008 respectively. No shares were granted to Directors in 2007. These shares vest over a three-year service period and contain no performance conditions. As a result, 100% of the shares granted generally vest.

As the vesting requirements for officers and other key employees under the plan are contingent upon market and service conditions, SJI is required to measure and recognize stock-based compensation expense based on the fair value at the date of grant for its share-based awards on a straight-line basis over the requisite service period of each award. In addition, SJI identifies specific forfeitures of share-based awards and compensation expense is adjusted accordingly over the requisite service period. Compensation expense is not adjusted based on the actual achievement of performance goals. The Company estimated the fair value of Officers' restricted stock awards on the date of grant using a Monte Carlo simulation model.

The following table summarizes the nonvested restricted stock awards outstanding at December 31, 2009 and the assumptions used to estimate the fair value of the awards:

	Grant Date	Shares Outstanding	Fair Value Per Share	Expected Volatility	Risk-Free Interest Rate
Officers & Key Employees	Jan. 2008	42,144	\$ 34.030	21.7%	2.9%
	Jan. 2009	38,137	\$ 39.350	28.6%	1.2%
Directors -	Jan. 2008	7,704	\$ 36.355	-	-
	Jan. 2009	8,690	\$ 40.265	-	-

Expected volatility is based on the actual daily volatility of SJI's share price over the preceding three-year period as of the valuation date. The risk-free interest rate is based on the zero-coupon U.S. Treasury Bond, with a term equal to the three-year term of the Officers' and other key employees' restricted shares. As notional dividend equivalents are credited to the holders, which are reinvested during the three-year service period, no reduction to the fair value of the award is required. As the Directors' restricted stock awards contain no performance conditions and notional dividend equivalents are credited to the holder, which are reinvested during the three-year service period, the fair value of these awards are equal to the market value of shares on the date of grant.

The following table summarizes the total stock based compensation cost for the years ended December 31, 2009, 2008 and 2007 (in thousands):

	2009	2008	2007
Officers & Key Employees	\$ 1,322	\$ 1,144	\$ 996
Directors	330	268	209
Total Cost	1,652	1,412	1,205
Capitalized	(171)	(149)	(115)
Net Expense	\$ 1,481	\$ 1,263	\$ 1,090

As of December 31, 2009, there was \$1.8 million of total unrecognized compensation cost related to nonvested share-based compensation awards granted under the restricted stock plans. That cost is expected to be recognized over a weighted average period of 1.7 years.

The following table summarizes information regarding restricted stock award activity during 2009 excluding accrued dividend equivalents:

	Officers & Key Employees	Directors	Weighted Average Grant Date Fair Value
Nonvested Shares Outstanding, January 1, 2009	83,103	17,928	\$ 32.386
Granted	41,437	9,559	\$ 39.522
Vested*	(37,605)	(11,093)	\$ 30.463
Cancelled/Forfeited	(6,654)	-	\$ 35.930
Nonvested Shares Outstanding, December 31, 2009	<u>80,281</u>	<u>16,394</u>	\$ 36.874

*Actual shares expected to be awarded to officers and other key employees during the first quarter of 2010, including dividend equivalents and adjustments for performance measures, total 59,893 shares.

During the years ended December 31, 2009 and 2008, SJI awarded 57,976 shares at a market value of \$2.3 million and 51,838 shares at a market value of \$1.9 million, respectively. The Company has a policy of issuing new shares to satisfy its obligations under these plans; therefore, there are no cash payment requirements resulting from the normal operation of this plan. However, a change in control could result in such shares becoming nonforfeitable or immediately payable in cash. At the discretion of the officers and other key employees, the receipt of vested shares can be deferred until future periods. These deferred shares are included in Treasury Stock on the Statements of Consolidated Capitalization.

GAS EXPLORATION AND DEVELOPMENT - The Company capitalizes all costs associated with gas property acquisition, exploration and development activities under the full cost method of accounting. Capitalized costs include costs related to unproved properties, which are not amortized until proved reserves are found or it is determined that the unproved properties are impaired. All costs related to unproved properties are reviewed quarterly to determine if impairment has occurred. As of December 31, 2009, \$3.5 million related to the acquisition of interests in proved and unproved properties in Pennsylvania is included with Nonutility Property and Equipment on the consolidated balance sheets.

TREASURY STOCK — SJI uses the par value method of accounting for treasury stock. As of December 31, 2009 and 2008, SJI held 146,028 and 140,999 shares of treasury stock respectively. These shares are related to deferred compensation arrangements where the amounts earned are held in the stock of SJI.

INCOME TAXES — Deferred income taxes are provided for all significant temporary differences between the book and taxable basis of assets and liabilities in accordance with FASB ASC Topic 740 - “Income Taxes” (See Note 3). A valuation allowance is established when it is determined that it is more likely than not that a deferred tax asset will not be realized.

CASH AND CASH EQUIVALENTS — For purposes of reporting cash flows, highly liquid investments with original maturities of three months or less are considered cash equivalents.

NEW ACCOUNTING PRONOUNCEMENTS — Other than as described below, no new accounting pronouncement issued or effective during 2009 had, or is expected to have, a material impact on the consolidated financial statements.

In September 2006, the FASB issued new accounting guidance which defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America, and expands disclosures about fair value measurements. In October 2008, the FASB issued additional guidance to provide clarification in a market that is not active and to provide an example to illustrate key considerations in determining the fair value of a financial asset in such a non-active market. This guidance was effective in fiscal years beginning after November 15, 2007. However, for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis, this guidance was effective in fiscal years beginning after November 15, 2008. The adoption of this guidance did not have a material effect on the Company’s consolidated financial statements.

In December 2007, the FASB issued new accounting guidance on noncontrolling interests in consolidated financial statements. The new guidance requires all entities to report noncontrolling (minority) interests in subsidiaries in the same way—as equity in the consolidated financial statements. Moreover, this guidance eliminates the diversity that currently exists in accounting for transactions between an entity and noncontrolling interests by requiring they be treated as equity transactions. This guidance was effective for the first fiscal year beginning after December 15, 2008. As a result of adopting this guidance, we have disclosed on the face of our financial statements the portion of equity and net income attributable to the noncontrolling interests in consolidated subsidiaries. Additionally, we reclassified \$1.2 million of noncontrolling interests from Minority Interest to Equity on the December 31, 2008 consolidated balance sheet. The amount of net income attributable to noncontrolling interests for 2008 and 2007 that was reclassified from Other Income and Expense to Net Loss Attributable to Noncontrolling Interest in Subsidiaries was not material. The adoption of this guidance modified our financial statement presentation, but did not have an impact on our financial statement results.

In March 2008, the FASB issued new accounting guidance on disclosures about derivative instruments and hedging activities. This guidance requires disclosures of how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. This guidance was effective for fiscal years beginning after November 15, 2008. The adoption of this guidance did not have a material effect on the Company's consolidated financial statements. See disclosures above.

In December 2008, the FASB issued new accounting guidance on employers' disclosures about postretirement benefit plan assets. This guidance requires more detailed disclosures about employers' plan assets, including employers' investment strategies, major categories of plan assets, concentrations of risk within plan assets, and valuation techniques used to measure the fair value of plan assets. This guidance is effective for reporting periods ending after December 15, 2009. The adoption of this guidance did not have a material effect on the Company's consolidated financial statements. See disclosures in Note 11.

In December 2008, the Emerging Issue Task Force issued new accounting guidance on equity method investment accounting considerations. In this guidance, the Task Force considered the effects of existing guidance which became effective for fiscal years beginning on or after December 15, 2008, on an entity's application of the equity method. Questions have arisen regarding the application of equity method accounting guidance because of the significant changes to the guidance on business combinations and subsidiary equity transactions and the increased use of fair value measurements. The Task Force reached a consensus clarifying the application of equity method accounting. This guidance was effective for transactions occurring in fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The adoption of this guidance did not have a material effect on the Company's consolidated financial statements.

In June 2009, the FASB issued new accounting guidance on the consolidation of variable interest entities (VIEs). Accordingly, companies will need to carefully reconsider previous conclusions, including (1) whether an entity is a VIE, (2) whether the company is the VIE's primary beneficiary, and (3) what type of financial statement disclosures are required. The new guidance is effective for fiscal years beginning after November 15, 2009. Management does not believe that the adoption of this guidance will have a material effect on the Company's consolidated financial statements.

In June 2009, the FASB issued new accounting guidance on The FASB Accounting Standards Codification™ (the “Codification”) which has become the single official source of authoritative, nongovernmental GAAP. The current GAAP hierarchy consists of four levels of authoritative accounting and reporting guidance. The Codification eliminates this hierarchy and replaces current GAAP (other than rules and interpretive releases of the SEC) as used by all nongovernmental entities, with just two levels of literature: *authoritative* and *nonauthoritative*. The Codification was effective for interim and annual periods ending after September 15, 2009. Calendar year-end companies were required to initially apply the Codification to their third-quarter interim financial statements. The application of the Codification did not have a material effect on the Company’s consolidated financial statements.

In August 2009, the FASB issued new accounting guidance for measuring the fair value of a liability in circumstances in which a quoted price in an active market for the identical liability is not available. In such instances, a reporting entity is required to measure fair value utilizing a valuation technique that uses (i) the quoted price of the identical liability when traded as an asset, (ii) quoted prices for similar liabilities or similar liabilities when traded as assets, or (iii) another valuation technique that is consistent with existing principles, such as an income approach or market approach. The new accounting guidance also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. This guidance was effective for the period ending December 31, 2009 and did not have a material effect on the Company’s consolidated financial statements.

2. DISCONTINUED OPERATIONS, AFFILIATIONS AND CONTROLLING INTERESTS:

DISCONTINUED OPERATIONS — Discontinued Operations consist of the environmental remediation activities related to the properties of South Jersey Fuel, Inc. (SJF) and the product liability litigation and environmental remediation activities related to the prior business of The Morie Company, Inc. (Morie). SJF is a subsidiary of Energy & Minerals, Inc. (EMI), an SJI subsidiary, which previously operated a fuel oil business. Morie is the former sand mining and processing subsidiary of EMI. EMI sold the common stock of Morie in 1996.

SJI conducts tests annually to estimate the environmental remediation costs for these properties.

Summarized operating results of the discontinued operations for the years ended December 31, were (in thousands, except per share amounts):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Loss before Income Taxes:			
Sand Mining	\$ (289)	\$ (227)	\$ (411)
Fuel Oil	(362)	(149)	(95)
Income Tax Benefits	224	129	115
Loss from Discontinued Operations	<u>\$ (427)</u>	<u>\$ (247)</u>	<u>\$ (391)</u>
Earnings Per Common Share from			
Discontinued Operations			
Basic and Diluted	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>

AFFILIATIONS — The following affiliated entities are accounted for under the equity method:

SJI and Conectiv Solutions, LLC formed Millennium Account Services, LLC in which SJI has a 50% equity interest, to provide meter reading services in southern New Jersey.

Marina and a joint venture partner formed the following entities of which Marina has a 50% equity interest:

BC Landfill Energy, LLC (BCLE) and SC Landfill Energy, LLC (SCLE) which lease and operate facilities to produce electricity from landfill methane gas through 2027 and 2028 respectively.

LVE Energy Partners, LLC (LVE), which has entered into a contract to design, build, own and operate a district energy system and central energy center for a planned resort in Las Vegas, Nevada.

Energenic – US, LLC (Energenic), which will develop and operate on-site, self contained, energy related projects.

During 2009 and 2008, the Company provided advances to unconsolidated affiliates of \$26.8 million and \$7.5 million, respectively. The purpose of the advances was to cover certain project related costs of LVE Energy Partners, LLC (See Note 14), to provide a portion of the financing needed to acquire a central utility plant at a new casino in Pennsylvania and develop several landfill gas-fired electric production facilities. As of December 31, 2009 and 2008, the outstanding balance on these Notes Receivable – Affiliate was \$31.3 million and \$7.5 million respectively. Approximately \$17.1 million of these notes are secured by property, plant and equipment of the affiliates, accrue interest at 7.5% and are to be repaid through 2025. The remaining \$14.2 million of these notes are unsecured, and are either non-interest bearing or accrue interest at variable rates and are to be repaid when the affiliate secures permanent financing.

SJI holds significant variable interests in these entities but is not the primary beneficiary. Consequently, these entities are accounted for under the equity method because the variable interests held by SJI will not absorb a majority of the respective entity's expected losses or receive a majority of the entity's expected residual returns. The net carrying amount of these variable interests held by SJI is approximately \$(4.7) million and is included in Investment in Affiliates, Other Current Liabilities, and Other Noncurrent Liabilities on the consolidated balance sheets as of December 31, 2009. SJI's maximum exposure to loss from these variable interests as of December 31, 2009 is limited to its combined equity contributions and capital contribution obligations of approximately \$39.6 million and the Notes Receivable-Affiliate in the amount of \$31.3 million.

SJRG and a joint venture partner formed Potato Creek, LLC (Potato Creek) in which SJRG has a 30% equity interest. Potato Creek owns and manages the oil, gas and mineral rights of certain real estate in Pennsylvania. The mineral rights have been leased to a third party production company.

CONTROLLING INTERESTS IN JOINTLY OWNED PROJECTS — Marina and a joint venture partner formed AC Landfill Energy, LLC (ACLE) and WC Landfill Energy, LLC (WCLE) to develop and install methane-to-electric power generation systems at certain county-owned landfills. Marina owns a 51% interest in ACLE and WCLE and accounts for these entities as consolidated subsidiaries.

3. INCOME TAXES:

SJI files a consolidated federal income tax return. State income tax returns are filed on a separate company basis in states where SJI has operations and/or a requirement to file. Total income taxes applicable to operations differ from the tax that would have resulted by applying the statutory Federal income tax rate to pre-tax income for the following reasons (in thousands):

	2009	2008	2007
Tax at Statutory Rate	\$ 32,492	\$ 45,194	\$ 37,000
Increase (Decrease) Resulting from:			
State Income Taxes	6,079	8,291	6,767
ESOP	(894)	(818)	(749)
Amortization of Investment Tax Credits	(314)	(318)	(320)
Amortization of Flowthrough Depreciation	664	664	664
Renewable Energy Credits	(3,660)	(391)	(215)
Other - Net	(65)	(674)	(91)
Income Taxes:			
Continuing Operations	34,302	51,948	43,056
Discontinued Operations	(224)	(129)	(115)
Net Income Taxes	<u>\$ 34,078</u>	<u>\$ 51,819</u>	<u>\$ 42,941</u>

The provision for Income Taxes is comprised of the following (in thousands):

	2009	2008	2007
Current:			
Federal	\$ 7,396	\$ 19,684	\$ 23,620
State	5,303	9,568	7,726
Total Current	<u>12,699</u>	<u>29,252</u>	<u>31,346</u>
Deferred:			
Federal	17,867	19,839	9,344
State	4,050	3,175	2,686
Total Deferred	<u>21,917</u>	<u>23,014</u>	<u>12,030</u>
Investment Tax Credits	<u>(314)</u>	<u>(318)</u>	<u>(320)</u>
Income Taxes:			
Continuing Operations	34,302	51,948	43,056
Discontinued Operations	(224)	(129)	(115)
Net Income Taxes	<u>\$ 34,078</u>	<u>\$ 51,819</u>	<u>\$ 42,941</u>

Investment Tax Credits attributable to SJG are deferred and amortized at the annual rate of 3%, which approximates the life of related assets.

The net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting and income tax purposes resulted in the following net deferred tax liabilities (assets) at December 31 (in thousands):

	<u>2009</u>	<u>2008</u>
Current:		
Deferred Gas Costs - Net	\$ 4,122	\$ 4,122
Derivatives / Unrealized Gain	8,818	12,849
Conservation Incentive Program	7,396	9,056
Other	(439)	(1,018)
Current Deferred Tax Liability - Net	<u>\$ 19,897</u>	<u>\$ 25,009</u>
Noncurrent:		
Book versus Tax Basis of Property	\$ 212,452	\$ 182,139
Deferred Gas Costs - Net	7,567	5,470
Environmental	15,712	19,302
Deferred Regulatory Costs	1,259	1,246
Deferred State Tax	(9,369)	(7,692)
Investment Tax Credit Basis Gross-Up	(782)	(944)
Deferred Pension & Other Post Retirement Benefits	28,783	32,311
Pension & Other Post Retirement Benefits	(25,776)	(32,550)
Deferred Revenues	(14,924)	(11,761)
Derivatives/Unrealized Gain	(2,545)	(3,060)
Other	2,969	(167)
Noncurrent Deferred Tax Liability - Net	<u>\$ 215,346</u>	<u>\$ 184,294</u>

On January 1, 2007 SJI adopted new provisions of FASB ASC Topic 740 – “Income Taxes.” As a result, SJI recognized a \$0.8 million reduction to beginning retained earnings as a cumulative effect adjustment and a noncurrent deferred tax asset of \$1.8 million. The total unrecognized tax benefits as of December 31, 2009 and 2008 were \$1.1 million and \$1.7 million respectively, which excludes \$1.0 million and \$1.0 million of accrued interest and penalties respectively.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for the years ended December 31, is as follows (in thousands):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Balance at January 1,	\$ 1,722	\$ 1,926	\$ 2,125
Increase as a result of tax positions taken in prior years	59	253	154
Decrease due to a lapse in the statute of limitations	(683)	(457)	(353)
Balance at December 31,	<u>\$ 1,098</u>	<u>\$ 1,722</u>	<u>\$ 1,926</u>

The amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is not significant. The Company’s policy is to record interest and penalties related to unrecognized tax benefits as interest expense and other expense respectively. These amounts were not significant in 2009, 2008 or 2007. There have been no significant changes to the unrecognized tax benefits during 2009, 2008 or 2007 and the Company does not anticipate any significant changes in the total unrecognized tax benefits within the next 12 months.

The unrecognized tax benefits are primarily related to an uncertainty of state income tax issues and the timing of certain deductions taken on the Company's income tax returns. Federal income tax returns from 2006 forward and state income tax returns primarily from 2005 forward are open and subject to examination.

4. PREFERRED STOCK:

REDEEMABLE CUMULATIVE PREFERRED STOCK — SJI has 2,500,000 authorized shares of Preference Stock, no par value, which has not been issued.

5. COMMON STOCK:

The following shares were issued and outstanding at December 31:

	2009	2008	2007
Beginning of Year	29,728,697	29,607,802	29,325,593
New Issues During Year:			
Dividend Reinvestment Plan	-	60,390	212,428
Stock-Based Compensation Plan	67,535	60,505	69,781
End of Year	<u>29,796,232</u>	<u>29,728,697</u>	<u>29,607,802</u>

The par value (\$1.25 per share) of stock issued was recorded in Common Stock and the net excess over par value of approximately \$2.0 million, \$4.0 million and \$8.7 million, respectively, was recorded in Premium on Common Stock.

EARNINGS PER COMMON SHARE — Basic EPS is based on the weighted-average number of common shares outstanding. The incremental shares required for inclusion in the denominator for the diluted EPS calculation were 107,333, 136,123 and 112,750 shares for the years ended December 31, 2009, 2008 and 2007, respectively. These shares relate to SJI's restricted stock as discussed in Note 1.

DIVIDEND REINVESTMENT PLAN (DRP) — Through April 2008, shares of common stock offered through the DRP have been new shares issued directly by SJI. Beginning in April 2008, shares of common stock offered by the DRP have been purchased in open market transactions.

6. FINANCIAL INSTRUMENTS:

RESTRICTED INVESTMENTS — In accordance with the terms of the Marina and certain SJG loan agreements, unused proceeds are required to be escrowed pending approved construction expenditures. As of December 31, 2009 and 2008, the escrowed proceeds, including interest earned, totaled \$1.4 million.

SJRG maintains a margin account with a national investment firm to support its risk management activities. The balance required to be held in this margin account increases as the net value of the outstanding energy related financial contracts with this investment firm decreases. As of December 31, 2009 and 2008, the balance of this account was \$3.8 million and \$29.7 million, respectively. The carrying amounts of the Restricted Investments and the Margin Account Liability approximate their fair values at December 31, 2009 and 2008.

LONG-TERM RECEIVABLES — SJG provides financing to customers for the purpose of attracting conversions to natural gas heating systems from competing fuel sources. The terms of these loans call for customers to make monthly payments over a period of up to five years with no interest. The carrying amounts of such loans were \$10.8 million and \$10.1 million as of December 31, 2009 and 2008, respectively. The current portion of these receivables is reflected in Accounts Receivable and the non-current portion is reflected in Contract Receivables on the consolidated balance sheets. The carrying amounts noted above are net of unamortized discounts resulting from imputed interest in the amount of \$1.2 million as of both December 31, 2009 and 2008. The annual amortization to interest is not material to the Company's consolidated financial statements. The carrying amounts of these receivables approximate their fair value at December 31, 2009 and 2008.

LONG-TERM DEBT — Marina had previously issued \$16.4 million of tax-exempt, variable-rate bonds through the New Jersey Economic Development Authority (NJEDA), which mature in March 2036. Proceeds of the bonds were used to finance the expansion of Marina's Atlantic City thermal energy plant. The interest rate on all but \$1.1 million of the bonds has been effectively fixed via interest rate swaps at 3.91% until January 2026. However, during the fourth quarter of 2008, these interest rate swaps were not completely effective in mitigating the risks resulting from changes in interest rates. Consequently, the Company incurred approximately \$2.2 million of additional interest expense during 2008 related to the ineffective portion of these interest rate swaps. These swaps remain in place and are expected to substantially offset future changes in interest rates. The variable interest rate on the \$1.1 million portion of the bonds that remain unhedged was 0.25% as of December 31, 2009. These bonds contain no financial covenants.

SJG had previously issued \$25.0 million of secured tax-exempt, auction-rate debt through the NJEDA to finance infrastructure costs that qualify for tax-exempt financing. SJG entered into forward-starting interest rate swap agreements commencing December 1, 2006 through January 2036, under which SJG pays a fixed rate of 3.43% and receives variable rate payments from the swap counterparty at 67% of the LIBOR rate. The debt was issued under SJG's medium-term note program. In June 2008, SJG used \$25.0 million of its revolving credit facility to repurchase these outstanding auction-rate Series A 2006 Bonds at par. Those bonds were remarketed to the public in August 2008 as variable rate demand bonds with liquidity support provided by a letter of credit from a commercial bank as discussed in Note 14. The related borrowings under the revolver were repaid at that time. Material terms of the original bonds, such as the 2036 maturity date, floating rate interest that resets weekly, and a first mortgage collateral position, remain unchanged. These notes contain no financial covenants.

We estimated the fair values of SJI's long-term debt, including current maturities, as of December 31, 2009 and 2008, to be \$394.5 million and \$436.6 million, respectively. Carrying amounts as of December 31, 2009 and 2008, were \$347.9 million and \$357.9 million, respectively. We based the estimates on interest rates available to SJI at the end of each year for debt with similar terms and maturities. SJI retires debt when it is cost effective as permitted by the debt agreements.

CONCENTRATION OF CREDIT RISK - As of December 31, 2009, approximately 44.5% of the current and noncurrent Derivatives – Energy Related Assets or \$21.4 million are with a single retail counterparty. This counterparty has contracts with a large number of diverse customers which minimizes the concentration of this risk. A portion of these contracts may be assigned to SJI in the event of a default by the counterparty.

OTHER FINANCIAL INSTRUMENTS — The carrying amounts of SJI's other financial instruments approximate their fair values at December 31, 2009 and 2008.

7. SEGMENTS OF BUSINESS:

SJI operates in several different reportable operating segments. Gas Utility Operations (SJG) consists primarily of natural gas distribution to residential, commercial and industrial customers. Wholesale Gas Operations include SJRG's activities. SJE is involved in both retail gas and retail electric activities. Retail Gas and Other Operations include natural gas acquisition and transportation service business lines. Retail Electric Operations consist of electricity acquisition and transportation to commercial and industrial customers. On-Site Energy Production consists of Marina's thermal energy facility and other energy-related projects. Appliance Service Operations includes SJESP's servicing of appliances via the sale of appliance service programs as well as on a time and materials basis, and the installation of residential and small commercial HVAC systems. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. Intersegment sales and transfers are treated as if the sales or transfers were to third parties, that is, at current market prices.

Information about SJI's operations in different reportable operating segments is presented below (in thousands):

	2009	2008	2007
Operating Revenues:			
Gas Utility Operations	\$ 484,376	\$ 568,046	\$ 630,547
Wholesale Gas Operations	97,475	115,550	75,747
Retail Gas and Other Operations	109,414	177,342	174,043
Retail Electric Operations	113,606	60,046	51,098
On-Site Energy Production	37,031	46,980	40,084
Appliance Service Operations	18,900	19,184	17,224
Corporate & Services	19,948	18,221	14,778
Subtotal	880,750	1,005,369	1,003,521
Intersegment Sales	(35,306)	(43,392)	(47,150)
Total Operating Revenues	<u>\$ 845,444</u>	<u>\$ 961,977</u>	<u>\$ 956,371</u>
Operating Income:			
Gas Utility Operations	\$ 81,439	\$ 84,417	\$ 83,989
Wholesale Gas Operations	29,601	50,985	33,156
Retail Gas and Other Operations	78	2,718	192
Retail Electric Operations	(7,459)	2,096	2,201
On-Site Energy Production	5,309	10,435	8,406
Appliance Service Operations	1,361	2,040	1,003
Corporate and Services	781	818	676
Total Operating Income	<u>\$ 111,110</u>	<u>\$ 153,509</u>	<u>\$ 129,623</u>
Depreciation and Amortization:			
Gas Utility Operations	\$ 34,507	\$ 31,506	\$ 29,317
Wholesale Gas Operations	304	311	6
Retail Gas and Other Operations	21	18	13
On-Site Energy Production	3,804	3,097	2,955
Appliance Service Operations	306	301	280
Corporate and Services	505	432	294
Total Depreciation and Amortization	<u>\$ 39,447</u>	<u>\$ 35,665</u>	<u>\$ 32,865</u>
Interest Charges:			
Gas Utility Operations	\$ 16,442	\$ 18,938	\$ 20,985
Wholesale Gas Operations	339	956	2,204
Retail Gas and Other Operations	16	111	190
On-Site Energy Production	1,928	5,541	3,698
Corporate and Services	780	1,704	3,772
Subtotal	19,505	27,250	30,849
Intersegment Borrowings	(513)	(1,574)	(3,634)
Total Interest Charges	<u>\$ 18,992</u>	<u>\$ 25,676</u>	<u>\$ 27,215</u>
Income Taxes:			
Gas Utility Operations	\$ 27,104	\$ 26,508	\$ 26,652
Wholesale Gas Operations	12,456	20,738	12,786
Retail Gas and Other Operations	20	1,087	55
Retail Electric	(3,064)	853	883
On-Site Energy Production	(3,138)	1,486	1,851
Appliance Service Operations	601	890	489
Corporate and Services	323	386	340
Total Income Taxes	<u>\$ 34,302</u>	<u>\$ 51,948</u>	<u>\$ 43,056</u>
Property Additions:			
Gas Utility Operations	\$ 110,694	\$ 56,198	\$ 49,061
Wholesale Gas Operations	27	2,707	330
Retail Gas and Other Operations	16	11	74
On-Site Energy Production	9,760	5,911	5,495
Appliance Service Operations	577	86	219
Corporate and Services	290	140	1,381
Total Property Additions	<u>\$ 121,364</u>	<u>\$ 65,053</u>	<u>\$ 56,560</u>
Identifiable Assets:			
Gas Utility Operations	\$ 1,357,062	\$ 1,354,015	

Wholesale Gas Operations	194,989	194,989
Retail Gas and Other Operations	35,506	35,506
Retail Electric Operations	13,433	5,594
On-Site Energy Production	135,288	123,913
Appliance Service Operations	18,832	17,704
Discontinued Operations	1,215	1,409
Subtotal	1,756,325	1,742,061
Corporate and Services	56,543	91,641
Intersegment Assets	(30,860)	(40,275)
Total Identifiable Assets	<u>\$ 1,782,008</u>	<u>1,793,427</u>

8. LEASES:

The Company is considered to be the lessor of certain thermal energy generating property and equipment under an operating lease which expires in May 2027. As of December 31, 2009 and 2008 the carrying costs of this property and equipment under operating lease was \$75.3 million and \$77.4 million, respectively, (net of accumulated depreciation of \$12.6 million and \$10.3 million, respectively) and is included in Nonutility Property and Equipment in the consolidated balance sheets.

Minimum future rentals to be received on non-cancelable leases as of December 31, 2009 for each of the next five years and in the aggregate are (in thousands):

Year ended December 31,	
2010	\$ 5,396
2011	5,396
2012	5,396
2013	5,396
2014	5,396
Thereafter	67,002
Total minimum future rentals	<u>\$ 93,982</u>

Minimum future rentals do not include additional amounts to be received based on actual use of the leased property.

9. RATES AND REGULATORY ACTIONS:

BASE RATES — In July 2004 the BPU approved SJG's current rate structure based on a 7.97% rate of return on rate base that included a 10.0% return on common equity. SJG was also permitted to recover regulatory assets contained in the petition and to reduce the composite depreciation rate from 2.9% to 2.4%. Included in the base rate increase was also a change to the sharing of pre-tax margins on interruptible, off system sales, and transportation. The sharing of pre-tax margins begins from dollar one, with SJG retaining 20% through June 30, 2006. Effective July 1, 2006, the 20% retained by SJG decreased to 15% of such margins.

In January 2010, SJG filed a base rate case with the BPU to increase its base rates in order to obtain a certain level of return on the investment of capital. Management expects the rate case to be concluded during 2010. SJG has not sought a base rate increase from the BPU since the implementation of the base rate case that was approved in July 2004.

RATE MECHANISMS — SJG's tariff, a schedule detailing the terms, conditions and rate information applicable to the various types of natural gas service, as approved by the BPU, has several primary rate mechanisms as discussed in detail below:

Basic Gas Supply Service (BGSS) Clause — The BGSS price structure was approved by the BPU in January 2003, and allows SJG to recover all prudently incurred gas costs. BGSS charges to customers can be either monthly or periodic (annual). Monthly BGSS charges are applicable to large use customers and are referred to as monthly because the rate changes on a monthly basis pursuant to a BPU-approved formula based on commodity market prices. Periodic BGSS charges are applicable to lower usage customers, which include all of SJG's residential customers, and are evaluated at least annually by the BPU. However, to some extent, more frequent rate changes to the periodic BGSS are allowed. SJG collects gas costs from customers on a forecasted basis and defers periodic over/underrecoveries to the following BGSS year, which runs from October 1 through September 30. If SJG is in a net cumulative undercollected position, gas costs deferrals are reflected on the balance sheet as a regulatory asset. If SJG is in a net cumulative overcollected position, amounts due back to customers are reflected on the balance sheet as a regulatory liability. SJG pays interest on net overcollected BGSS balances at the rate of return on rate base of 7.97% utilized by the BPU to set rates in the last base rate proceeding.

Regulatory actions regarding the BGSS were as follows:

- June 2007 – SJG made the annual periodic BGSS filing with the BPU requesting a \$16.9 million, or 5.0%, decrease in gas cost recoveries in response to decreasing wholesale gas costs and a \$5.4 million benefit derived from the Company electing not to extend the terms of two firm transportation contracts beyond their primary terms.
- October 2007 – The BPU approved on a provisional basis, a \$36.7 million, or 11%, annual decrease in gas cost recoveries due to the continuing decrease in wholesale gas costs subsequent to SJG's June 2007 filing.
- May 2008 – SJG made its annual periodic BGSS filing with the BPU requesting a \$73.7 million, or 23%, increase in gas cost recoveries in response to increasing wholesale gas costs.
- November 2008 – The BPU approved on a provisional basis, a \$38.0 million, or 12%, increase in gas costs recoveries reflecting a lower increase in gas costs than originally projected in our May 2008 filing.
- December 2008 – As part of a global settlement, the BPU approved on a provisional basis, a decrease in gas cost recoveries of \$9.0 million, or 3%, due to the continued decline in projections in the wholesale gas market.
- June 2009 - SJG made its annual BGSS filing to the BPU requesting a \$54.7 million reduction, or 17.5% decrease, in gas cost recoveries in response to projected decreases in wholesale gas.
- August 2009 - The BPU issued an Order finalizing the 2008-2009 provisional BGSS rates.
- September 2009 - The BPU approved, on a provisional basis, a \$54.7 million, or 17.5%, decrease in gas cost recoveries.

Conservation Incentive Program (CIP) - The primary purpose of the CIP is to promote conservation efforts, without negatively impacting financial stability and to base SJG's profit margin on the number of customers rather than the amount of natural gas distributed to customers. In October 2006, the BPU approved SJG's CIP as a three year pilot program. In January 2010, the BPU approved an extension of this program through September 2013. Each CIP year begins October 1 and ends September 30 of the subsequent year. On a monthly basis during the CIP year, SJG records adjustments to earnings based on weather and customer usage factors, as incurred. Subsequent to each year, SJG will make filings with the BPU to review and approve amounts recorded under the CIP. BPU approved cash inflows or outflows generally will not begin until the next CIP year.

Regulatory actions regarding the CIP were as follows:

- June 2007 – SJG made the first annual CIP filing, requesting recovery of \$14.3 million in deficiency, of which \$9.6 million was non-weather related.
- October 2007 – The BPU approved on a provisional basis, recovery of \$15.5 million in deficiency, of which \$9.1 million was non-weather related.
- May 2008 – SJG made its annual CIP filing, requesting recovery of \$19.1 million, of which \$14.1 million was non-weather related.
- December 2008 – As part of a global settlement, the BPU approved, on a provisional basis, the recovery of CIP revenue of \$20.4 million, of which \$16.4 million was non-weather related.
- June 2009 - SJG made its annual CIP filing to the BPU requesting recovery of \$13.4 million, which included a \$13.7 million non-weather related recovery, partially offset by a credit of \$0.3 million which was weather related.
- August 2009 - The BPU issued an Order finalizing the 2008-2009 provisional CIP rates.
- September 2009 - The BPU approved, on a provisional basis, the recovery of CIP revenue of \$13.4 million.

Capital Investment Recovery Tracker (CIRT) - In January 2009, SJG made a filing with the BPU requesting approval for an accelerated infrastructure investment program. The purpose of the CIRT was to accelerate \$103.0 million of capital expenditures from five years to two years. The petition requested that the Company be allowed to earn a return of, and a return on, its investment. Under the CIRT, 2009 spending was projected to be \$70.5 million and 2010 spending was projected to be \$32.5 million. On a monthly basis during the CIRT year, SJG records adjustments to earnings based on actual CIRT program expenditures, as incurred. Annually, SJG makes a filing to the BPU for review and approval of expenditures recorded under the CIRT.

- January 2009 - SJG filed a petition with the BPU for approval of an accelerated infrastructure investment program and associated rate tracker as discussed above.
- April 2009 – The BPU approved SJG’s petition for the CIRT, including a first year estimated capital expenditure level of \$70.5 million and estimated revenue of \$3.2 million.
- November 2009 - SJG made its annual CIRT filing, requesting \$10.6 million in additional revenue.
- December 2009 – The BPU approved, on a provisional basis, recovery of an additional \$9.9 million in CIRT revenue.

Energy Efficiency Tracker (EET) - In January 2009, SJG filed a petition with the BPU requesting approval of an energy efficiency program for residential, commercial and industrial customers. Under this program, SJG will invest \$17.0 million over two years in energy efficiency measures to be installed in customer homes and businesses. SJG can recover incremental operating and maintenance expenses and earn a return of, and return on, program investments. 2009 revenue was projected to be \$1.7 million.

- January 2009 – SJG filed a petition with the BPU for approval of an energy efficiency program as noted above.
- July 2009 - The BPU approved SJG’s petition for the EET with a revenue recovery of \$1.3 million.

Societal Benefits Clause (SBC) - The SBC allows SJG to recover costs related to several BPU-mandated programs. Within the SBC are a Remediation Adjustment Clause (RAC), a New Jersey Clean Energy Program (NJCEP), a Universal Service Fund (USF) program and a Consumer Education Program (CEP).

Regulatory actions regarding the SBC, with the exception of USF which requires separate regulatory filings, were as follows:

- December 2007 – SJG made the annual SBC filing, superseding the 2005 and 2006 SBC filings, requesting a \$7.4 million increase in annual SBC recoveries.
- December 2008 – As part of the global settlement, the BPU approved an increase in the RAC portion of the SBC, resulting in an increase in revenue of \$8.5 million. In addition, the BPU approved a reduction in the interest rate utilized to calculate deferred tax on the RAC.

- January 2009 - SJG made its annual 2008-2009 SBC filing requesting \$7.9 million increase in SBC recoveries.
- August 2009 - SJG made its annual 2009-2010 SBC filing, requesting a \$15.5 million increase in SBC recoveries which includes a net increase in Remediation Adjustment Clause, Clean Energy Program Clause and Transportation Initiation Clause.

Remediation Adjustment Clause (RAC) - The RAC recovers environmental remediation costs of 12 former gas manufacturing plants (See Note 14). The BPU allows SJG to recover such costs over seven year amortization periods. The net between the amounts actually spent and amounts recovered from customers is recorded as a regulatory asset, Environmental Remediation Cost Expended - Net. Note that RAC activity affects revenue and cash flows but does not directly affect earnings because of the cost recovery over seven year amortization periods. As of December 31, 2009 and 2008, SJG reflected the unamortized remediation costs of \$42.9 million and \$48.1 million respectively, on the consolidated balance sheets under Regulatory Assets (See Note 10). Since implementing the RAC in 1992, SJG has recovered \$44.1 million through rates as of December 31, 2009.

New Jersey Clean Energy Program (NJCEP) - This mechanism recovers costs associated with SJG's energy efficiency and renewable energy programs. In December 2004, the BPU approved the statewide funding of the NJCEP of \$745.0 million for the years 2005 through 2008. Of this amount, SJG was responsible for approximately \$25.4 million over the four-year period. In August 2008, the BPU approved the statewide funding of the NJCEP of \$1.2 billion for the years 2009 through 2012. Of this amount SJG will be responsible for approximately \$41.5 million over the four-year period. NJCEP adjustments affect revenue and cash flows but do not directly affect earnings as related costs are deferred and recovered through rates on an on-going basis.

Universal Service Fund (USF) - The USF is a statewide program through which funds for the USF and Lifeline Credit and Tenants Assistance Programs are collected from customers of all New Jersey electric and gas utilities. USF adjustments affect revenue and cash flows but do not directly affect earnings as related costs are deferred and recovered through rates on an on-going basis.

Separate regulatory actions regarding the USF were as follows:

- July 2007 – SJG made its annual USF filing, along with the state's other electric and gas utilities, proposing to decrease annual statewide gas revenues to \$78.1 million. This rate proposal was approved by the BPU in October 2007, on an interim basis, and was designed to decrease the annual USF revenues by \$3.4 million for SJG. The revised rates were effective from October 5, 2007 through September 30, 2008.

- June 2008 – SJG made its annual USF filing, along with the state’s other electric and gas utilities, proposing to increase annual statewide gas revenues to \$97.3 million. This proposal is designed to increase the annual USF revenue by \$2.6 million for SJG.
- October 2008 – The BPU approved the statewide budget of \$96.7 million for all of the State’s gas utilities. SJG’s portion of this total is approximately \$8.8 million and increased rates were implemented effective October 27, 2008 resulting in a \$2.5 million increase to our annual USF recoveries.
- June 2009 - SJG made its annual USF filing, along with the state’s other electric and gas utilities, proposing to decrease annual statewide gas revenues by \$39.1 million. This proposal was designed to decrease SJG’s annual USF revenue by \$4.9 million.
- October 2009 – The BPU approved the statewide budget of \$60.1 million for all of the State’s gas utilities. SJG’s portion of this total is approximately \$5.1 million and decreased rates were implemented effective October 12, 2009 resulting in a \$4.1 million decrease to SJG’s annual USF recoveries.

Other Regulatory Matters -

Unbundling - Effective January 10, 2000, the BPU approved full unbundling of SJG’s system. This allows all natural gas consumers to select their natural gas commodity supplier. As of December 31, 2009, 24,807 of SJG’s residential customers were purchasing their gas commodity from someone other than SJG. Customers choosing to purchase natural gas from providers other than the utility are charged for the cost of gas by the marketer. The resulting decrease in utility revenues is offset by a corresponding decrease in gas costs. While customer choice can reduce utility revenues, it does not negatively affect SJG’s net income or financial condition. The BPU continues to allow for full recovery of prudently incurred natural gas costs through the BGSS. Unbundling did not change the fact that SJG still recovers cost of service, including certain deferred costs, through base rates.

Pipeline Integrity - In October 2005, SJG filed a petition with the BPU to implement a Pipeline Integrity Management Tracker (Tracker). The purpose of the Tracker is to recover incremental costs to be incurred by SJG as a result of new federal regulations, which are aimed at enhancing public safety and reliability. The regulations require that utilities use a comprehensive analysis to assess, evaluate, repair and validate the integrity of certain transmission lines in the event of a leak or failure. As of December 31, 2009 and 2008, costs incurred under this program totaled \$1.2 million and \$1.1 million, respectively, and are included in Other Regulatory Assets (see Note 10). SJG continues to engage in settlement negotiations in which we are proposing to modify the original request and provide for deferred accounting treatment of Pipeline Integrity related operating expenses. We have proposed recovery of these deferred costs in our base rate case filed in January 2010.

Filings and petitions described above are still pending unless otherwise indicated.

10. REGULATORY ASSETS & REGULATORY LIABILITIES:

The discussion under Note 9, Rates and Regulatory Actions, is integral to the following explanations of specific regulatory assets and liabilities.

Regulatory Assets at December 31 consisted of the following items (in thousands):

	2009	2008
Environmental Remediation Costs:		
Expended - Net	\$ 42,924	\$ 48,143
Liability for Future Expenditures	69,056	64,093
Income Taxes-Flowthrough Depreciation	1,752	2,729
Deferred Asset Retirement Obligation Costs	22,438	21,901
Deferred Gas Costs - Net	6,519	18,406
Deferred Pension and Other Postretirement Benefit Costs	71,192	80,162
Conservation Incentive Program Receivable	16,672	22,048
Societal Benefit Costs Receivable	1,872	1,753
Premium for Early Retirement of Debt	1,046	1,208
Other Regulatory Assets	6,991	9,991
Total Regulatory Assets	<u>\$ 240,462</u>	<u>\$ 270,434</u>

All regulatory assets are or will be recovered through utility rate charges as detailed in the following discussion. SJG is currently permitted to recover interest on Environmental Remediation Costs and Societal Benefit Costs Receivable while the other assets are being recovered without a return on investment.

Environmental Remediation Costs - SJG has two regulatory assets associated with environmental costs related to the cleanup of 12 sites where SJG or their predecessors previously operated gas manufacturing plants. The first asset, Environmental Remediation Cost: Expended - Net, represents what was actually spent to clean up the sites, less recoveries through the RAC and insurance carriers. These costs meet the deferral requirements of GAAP as the BPU allows SJG to recover such expenditures through the RAC. The other asset, Environmental Remediation Cost: Liability for Future Expenditures, relates to estimated future expenditures required to complete the remediation of these sites. SJG recorded this estimated amount as a regulatory asset with the corresponding current and noncurrent liabilities reflected on the consolidated balance sheets under the captions Current Liabilities and Deferred Credits and Other Noncurrent Liabilities. The BPU allows SJG to recover the deferred costs over seven-year periods after they are spent.

Income Taxes - Flowthrough Depreciation - This regulatory asset was created upon the adoption of FASB ASC Topic 740 "Income Taxes" in 1993. The amount represents unamortized excess tax depreciation over book depreciation on utility plant because of temporary differences for which, prior to adoption, deferred taxes previously were not provided. SJG previously passed these tax benefits through to ratepayers and are recovering the amortization of the regulatory asset through rates until 2011.

Deferred Asset Retirement Obligation Costs - This regulatory asset was created with the adoption of FASB ASC Topic 440 "Commitments" in 2005. This resulted in the recording of asset retirement obligations (ARO's) and additional utility plant, primarily related to a legal obligation SJG has for certain safety requirements upon the retirement of its gas distribution and transmission system. SJG recovers asset retirement costs through rates charged to customers. All related accumulated accretion and depreciation amounts for these ARO's represent timing differences in the recognition of retirement costs that SJG is currently recovering in rates and, as such, SJG is deferring such differences as regulatory assets.

Deferred Gas Costs - Net - Over/under collections of gas costs are monitored through the BGSS mechanism. Net undercollected gas costs are classified as a regulatory asset and net overcollected gas costs are classified as a regulatory liability. Derivative contracts used to hedge SJG's natural gas purchases are also included in the BGSS, subject to BPU approval. See detailed discussion under Derivative Instruments in Note 1.

Deferred Pension and Other Postretirement Benefit Costs - The BPU authorized SJG to recover costs related to postretirement benefits under the accrual method of accounting consistent with GAAP. SJG deferred amounts accrued prior to that authorization and are amortizing them as allowed by the BPU over 15 years through 2012. The unamortized balance was \$1.1 million at December 31, 2009. Upon the adoption of FASB ASC Topic 715 "Compensation - Retirement Benefits" in 2006, SJG's regulatory asset was increased by \$37.1 million representing the recognition of underfunded positions of SJG's pension and other postretirement benefit plans. Subsequent adjustments to this balance occur annually to reflect changes in the funded positions of these benefit plans caused by changes in actual plan experience as well as assumptions of future experience (See Note 11).

Conservation Incentive Program Receivable - The impact of the CIP is recorded as an adjustment to earnings as incurred. The first year of cash recovery under the CIP began October 2007.

Societal Benefit Costs Receivable - At both December 31, 2009 and 2008, this regulatory asset primarily represents cumulative costs less recoveries under the USF program.

Premium for Early Retirement of Debt - This regulatory asset represents unamortized debt issuance costs related to long-term debt refinancings and a call premium associated with the retirement of debt, all occurring in 2005 and 2004. Unamortized debt issuance costs are being amortized over the term of the new debt issue pursuant to regulatory approval by the BPU. The call premium is expected to be approved for recovery through future rate proceedings.

Other Regulatory Assets - Some of the assets included in Other Regulatory Assets are currently being recovered from ratepayers as approved by the BPU. Management believes the remaining deferred costs are probable of recovery from ratepayers through future utility rates.

Regulatory Liabilities at December 31 consisted of the following items (in thousands):

	2009	2008
Excess Plant Removal Costs	\$ 48,715	\$ 48,820
Other	1,478	1,627
Total Regulatory Liabilities	\$ 50,193	\$ 50,447

Excess Plant Removal Costs – Represents amounts accrued in excess of actual utility plant removal costs incurred to date, which SJG has an obligation to either expend or return to ratepayers in future periods.

Other Regulatory Liabilities – All other regulatory liabilities are subject to being returned to ratepayers in future rate proceedings.

11. PENSION AND OTHER POSTRETIREMENT BENEFITS:

SJI has several defined benefit pension plans and other postretirement benefit plans. The pension plans provide annuity payments to the majority of full-time, regular employees upon retirement. Participation in the Company's qualified defined benefit pension plans was closed to new employees beginning in 2003; however, employees who are not eligible for these pension plans are eligible to receive an enhanced version of SJI's defined contribution plan. Certain SJI officers also participate in a non-funded supplemental executive retirement plan (SERP), a non-qualified defined benefit pension plan. The other postretirement benefit plans provide health care and life insurance benefits to some retirees.

Net periodic benefit cost related to the employee and officer pension and other postretirement benefit plans consisted of the following components (in thousands):

	Pension Benefits			Other Postretirement Benefits		
	2009	2008	2007	2009	2008	2007
Service Cost	\$ 3,225	\$ 3,198	\$ 3,324	\$ 893	\$ 968	\$ 976
Interest Cost	8,694	8,320	7,765	3,208	2,957	2,681
Expected Return on Plan Assets	(7,553)	(10,417)	(9,998)	(1,551)	(2,195)	(2,091)
Amortization:						
Prior Service Cost (Credits)	278	292	292	(355)	(355)	(355)
Actuarial Loss	5,405	1,608	1,923	1,896	744	606
Net Periodic Benefit Cost	10,049	3,001	3,306	4,091	2,119	1,817
Capitalized Benefit Costs	(3,798)	(1,073)	(1,131)	(1,676)	(765)	(648)
Total Net Periodic Benefit Expense	\$ 6,251	\$ 1,928	\$ 2,175	\$ 2,415	\$ 1,354	\$ 1,169

Capitalized benefit costs reflected in the table above relate to SJG's construction program.

Companies with publicly traded equity securities that sponsor a postretirement benefit plan are required to fully recognize, as an asset or liability, the overfunded or underfunded status of its benefit plans and recognize changes in the funded status in the year in which the changes occur. Changes in funded status are generally reported in Other Comprehensive Loss; however, since SJG recovers all prudently incurred pension and postretirement benefit costs from its ratepayers, a significant portion of the charges resulting from the recording of additional liabilities under this statement are reported as regulatory assets (See Note 10).

Details of the activity within the Regulatory Asset and Accumulated Other Comprehensive Loss associated with Pension and Other Postretirement Benefits are as follows (in thousands):

	Regulatory Assets		Accumulated Other Comprehensive Loss (pre-tax)	
	Pension Benefits	Other Postretirement Benefits	Pension Benefits	Other Postretirement Benefits
Balance at January 1, 2008	\$ 20,533	\$ 10,263	\$ 11,052	\$ 756
Amounts Arising during the Period:				
Net Actuarial Loss	36,171	13,036	11,015	1,585
Amounts Amortized to Net Periodic Costs:				
Net Actuarial Loss	(691)	(677)	(907)	(61)
Prior Service (Cost) Credit	(239)	254	(52)	94
Balance at December 31, 2008	55,774	22,876	21,108	2,374
Amounts Arising during the Period:				
Net Actuarial (Gain) Loss	(4,188)	610	(357)	72
Prior Service Cost	347	-	60	-
Amounts Amortized to Net Periodic Costs:				
Net Actuarial Loss	(3,641)	(1,746)	(1,729)	(142)
Prior Service (Cost) Credit	(228)	254	(48)	94
Balance at December 31, 2009	\$ 48,064	\$ 21,994	\$ 19,034	\$ 2,398

The estimated costs that will be amortized from Regulatory Assets into net periodic benefit costs in 2010 are as follows (in thousands):

	Pension Benefits	Other Postretirement Benefits
Prior Service Costs (Credits)	\$ 237	\$ (254)
Net Actuarial Loss	\$ 3,137	\$ 1,409

The estimated costs that will be amortized from Accumulated Other Comprehensive Loss into net periodic benefit costs in 2010 are as follows (in thousands):

	Pension Benefits	Other Postretirement Benefits
Prior Service Costs (Credits)	\$ 43	\$ (101)
Net Actuarial Loss	\$ 1,623	\$ 179

A reconciliation of the plans' benefit obligations, fair value of plan assets, funded status and amounts recognized in SJI's consolidated balance sheets follows (in thousands):

	Pension Benefits		Other Postretirement Benefits	
	2009	2008	2009	2008
Change in Benefit Obligations:				
Benefit Obligation at Beginning of Year	\$ 142,672	\$ 133,015	\$ 50,842	\$ 46,651
Service Cost	3,225	3,198	893	968
Interest Cost	8,694	8,320	3,208	2,957
Actuarial Loss	1,943	5,408	4,329	3,552
Retiree Contributions	-	-	193	164
Plan Amendments	407	-	-	-
Benefits Paid	(7,933)	(7,269)	(3,327)	(3,450)
Benefit Obligation at End of Year	<u>\$ 149,008</u>	<u>\$ 142,672</u>	<u>\$ 56,138</u>	<u>\$ 50,842</u>
Change in Plan Assets:				
Fair Value of Plan Assets at Beginning of Year	\$ 88,276	\$ 120,414	\$ 22,815	\$ 31,251
Actual Return on Plan Assets	14,027	(31,745)	5,172	(8,910)
Employer Contributions	11,528	6,876	3,636	3,760
Retiree Contributions	-	-	193	164
Benefits Paid	(7,933)	(7,269)	(3,327)	(3,450)
Fair Value of Plan Assets at End of Year	<u>\$ 105,898</u>	<u>\$ 88,276</u>	<u>\$ 28,489</u>	<u>\$ 22,815</u>
Funded Status at End of Year:				
Amounts Related to Unconsolidated Affiliate	\$ (43,110)	\$ (54,396)	\$ (27,649)	\$ (28,027)
Accrued Net Benefit Cost at End of Year	169	261	340	296
	<u>\$ (42,941)</u>	<u>\$ (54,135)</u>	<u>\$ (27,309)</u>	<u>\$ (27,731)</u>
Amounts Recognized in the Statement of Financial Position Consist of:				
Current Liabilities	\$ (1,109)	\$ (1,031)	\$ -	\$ -
Noncurrent Liabilities	(41,832)	(53,104)	(27,309)	(27,731)
Net Amount Recognized at End of Year	<u>\$ (42,941)</u>	<u>\$ (54,135)</u>	<u>\$ (27,309)</u>	<u>\$ (27,731)</u>
Amounts Recognized in Regulatory Assets				
Consist of:				
Prior Service Costs (Credit)	\$ 1,500	\$ 1,381	\$ (469)	\$ (723)
Net Actuarial Loss	46,564	54,393	22,463	23,599
	<u>\$ 48,064</u>	<u>\$ 55,774</u>	<u>\$ 21,994</u>	<u>\$ 22,876</u>
Amounts Recognized in Accumulated Other Comprehensive Loss Consist of (pre-tax):				
Prior Service Costs (Credit)	\$ 246	\$ 236	\$ (306)	\$ (400)
Net Actuarial Loss	18,788	20,872	2,704	2,774
	<u>\$ 19,034</u>	<u>\$ 21,108</u>	<u>\$ 2,398</u>	<u>\$ 2,374</u>

The projected benefit obligation (PBO) and accumulated benefit obligation (ABO) of SJI's qualified employee pension plans were \$130.5 million and \$117.4 million, respectively, as of December 31, 2009, and \$125.1 million and \$112.1 million, respectively, as of December 31, 2008. The ABO of these plans exceeded the value of the plan assets as of December 31, 2009 and December 31, 2008. The value of these assets can be seen in the table above. The PBO and ABO for SJI's non-funded SERP were \$18.5 million and \$18.3 million, respectively, as of December 31, 2009, and \$17.5 million and \$17.0 million, respectively, as of December 31, 2008. The SERP is reflected in the tables above and has no assets.

The weighted-average assumptions used to determine benefit obligations at December 31 were:

	Pension Benefits		Other Postretirement Benefits	
	2009	2008	2009	2008
Discount Rate	6.22%	6.24%	6.22%	6.24%
Rate of Compensation Increase	3.60%	3.60%	-	-

The weighted-average assumptions used to determine net periodic benefit cost for years ended December 31 were:

	Pension Benefits			Other Postretirement Benefits		
	2009	2008	2007	2009	2008	2007
Discount Rate	6.24%	6.36%	6.04%	6.24%	6.36%	6.04%
Expected Long-Term Return on Plan Assets	8.25%	8.50%	8.75%	6.80%	7.00%	7.25%
Rate of Compensation Increase	3.60%	3.60%	3.60%	-	-	-

All obligations disclosed herein reflect the use of the RP 2000 mortality tables.

The discount rates used to determine the benefit obligations at December 31, 2009 and 2008, which are used to determine the net periodic benefit cost for the subsequent year, were based on a portfolio model of high-quality instruments with maturities that match the expected benefit payments under our pension and other postretirement benefit plans.

The expected long-term return on plan assets (“return”) has been determined by applying long-term capital market projections provided by our pension plan Trustee to the asset allocation guidelines, as defined in the Company’s investment policy, to arrive at a weighted average return. For certain other equity securities held by an investment manager outside of the control of the Trustee, the return has been determined based on historic performance in combination with long-term expectations. The return for the other postretirement benefits plan is determined in the same manner as discussed above; however, the expected return is reduced based on the taxable nature of the underlying trusts.

The assumed health care cost trend rates at December 31 were:

	2009	2008
Medical Care and Drug Cost Trend Rate Assumed for Next Year	9.00%	9.00%
Dental Care Cost Trend Rate Assumed for Next Year	4.75%	6.33%
Rate to which Cost Trend Rates are Assumed to Decline (the Ultimate Trend Rate)	4.75%	5.00%
Year that the Rate Reaches the Ultimate Trend Rate	2019	2012

Assumed health care cost trend rates have a significant effect on the amounts reported for SJI's postretirement health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects (in thousands):

	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on the Total of Service and Interest Cost	\$ 94	(79)
Effect on Postretirement Benefit Obligation	\$ 1,917	(1,722)

PLAN ASSETS — The Company's overall investment strategy for pension plan assets is to achieve a diversification by asset class, style of manager, and sector and industry limits to achieve investment results that match the actuarially assumed rate of return, while preserving the inflation adjusted value of the plans. The Company has implemented this diversification strategy primarily with commingled common/collective trust funds. The target allocations for pension plan assets are 38 percent U.S. equity securities, 15 percent international equity securities, 27 percent fixed income investments, and 20 percent to all other types of investments. Equity securities include investments in large-cap, mid-cap and small-cap companies. Fixed income securities include commingled common/collective trust funds and group annuity contracts for pension payments. Other types of investments include investments in hedge funds, private equity funds, and real estate funds that follow several different strategies.

The strategy recognizes that risk and volatility are present to some degree with all types of investments. We seek to avoid high levels of risk at the total fund level through diversification by asset class, style of manager, and sector and industry limits. Specifically prohibited investments include, but are not limited to, venture capital, margin trading, commodities and securities of companies with less than \$250.0 million capitalization (except in the small-cap portion of the fund where capitalization levels as low as \$50.0 million are permissible). These restrictions are only applicable to individual investment managers with separately managed portfolios and do not apply to mutual funds or commingled trusts.

SJI evaluated its pension and other postretirement benefit plans' asset portfolios for the existence of significant concentrations of credit risk as of December 31, 2009. Types of concentrations that were evaluated include, but are not limited to, investment concentrations in a single entity, type of industry, foreign country, and individual fund. As of December 31, 2009, there were no significant concentrations (defined as greater than 10 percent of plan assets) of risk in SJI's pension and other postretirement benefit plan assets.

GAAP establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques. This hierarchy groups assets into three (3) distinct levels, as fully described in Note 15, that will serve as the basis for presentation throughout the remainder of this Note.

The fair values of SJI's pension plan assets at December 31, 2009 by asset category are as follows (in thousands):

<u>Asset Category</u>	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Cash / Cash Equivalents:				
Common/Collective Trust Funds (a)	\$ 526	\$ -	\$ 526	\$ -
STIF-Type Instrument (b)	1,066	-	1,066	-
Equity securities:				
Common/Collective Trust Funds (a)	49,487	-	49,487	-
U.S. Large-Cap (c)	6,510	6,510	-	-
U.S. Mid-Cap (c)	5,224	5,224	-	-
U.S. Small-Cap (c)	57	57	-	-
International (c)	510	510	-	-
Fixed Income:				
Common/Collective Trust Funds (a)	22,629	-	22,629	-
Guaranteed Insurance Contract (d)	11,677	-	-	11,677
Other types of investments:				
Hedge Funds (e)	1,101	-	-	1,101
Private Equity Fund (f)	2,704	-	-	2,704
Real Estate:				
Common/Collective Trust Fund (g)	4,407	-	-	4,407
Total	\$ 105,898	\$ 12,301	\$ 73,708	\$ 19,889

- (a) This category represents common/collective trust fund investments through a commingled employee benefit trust (excluding real estate). These commingled funds are not traded publicly; however, the underlying assets (stocks and bonds) held in these funds are traded on active markets and prices for these assets are readily observable. Holdings in these commingled funds are classified as Level 2 investments.
- (b) This category represents short-term investment funds held for the purpose of funding disbursement payment arrangements. Underlying assets are valued based on quoted prices in active markets, or where quoted prices are not available, based on models using observable market information. Since not all values can be obtained from quoted prices in active markets, these funds are classified as Level 2 investments.
- (c) This category of equity investments represents a managed portfolio of common stock investments in five sectors: telecommunications, electric utilities, gas utilities, water and energy. These common stocks are actively traded on exchanges and price quotes for these shares are readily available. These common stocks are classified as Level 1 investments.
- (d) This category represents SJI's Group Annuity contracts with a nationally recognized life insurance company. The contracts are the assets of the plan, while the underlying assets of the contracts are owned by the contract holder. Valuation is based on a formula and calculation specified within the contract. Since the valuation is based on the reporting entity's own assumptions, these contracts are classified as Level 3 investments.

- (e) This category represents a collection of underlying funds which are all domiciled outside of the United States. Most of the underlying fund managers are based in the U.S.; however, they do not necessarily trade only in U.S. markets. It is important to note that the SJI Pension Funds are in the process of divesting investments from this fund of funds. The fair value of these funds is determined by the underlying fund's general partner or manager. These funds are classified as Level 3 investments.
- (f) This category represents a limited partnership which includes several investments in U.S. leveraged buyout, venture capital, and special situation funds. Fund valuations are reported on a 90 day lag and, therefore, the value reported herein represents the market value as of September 30, 2009. The fund's investments are stated at fair value, which is generally based on the valuations provided by the general partners or managers of such investments. Fund investments are illiquid and resale is restricted. These funds are classified as Level 3 investments.
- (g) This category represents real estate common/collective trust fund investments through a commingled employee benefit trust. These commingled funds are part of a direct investment in a pool of real estate properties. These funds are valued by investment managers on a periodic basis using pricing models that use independent appraisals from sources with professional qualifications. Since these valuation inputs are not highly observable, the real estate funds are classified as Level 3 investments.

**Fair Value Measurement Using Significant
Unobservable Inputs (Level 3)
(In thousands)**

	<u>Guaranteed Insurance Contract</u>	<u>Hedge Funds</u>	<u>Private Equity Funds</u>	<u>Real Estate</u>	<u>Total</u>
Balance at December 31, 2008	\$ 12,349	\$ 3,069	\$ 2,836	\$ 6,488	\$ 24,742
Actual return on plan assets:					
Relating to assets still held at the reporting date	710	(129)	(275)	(2,081)	(1,775)
Relating to assets sold during the period	23	(441)	-	-	(418)
Purchases, Sales and Settlements	(1,405)	(1,398)	143	-	(2,660)
Balance at December 31, 2009	<u>\$ 11,677</u>	<u>\$ 1,101</u>	<u>\$ 2,704</u>	<u>\$ 4,407</u>	<u>\$ 19,889</u>

As with the pension plan assets, the Company's overall investment strategy for post-retirement benefit plan assets is to achieve a diversification by asset class, style of manager, and sector and industry limits to achieve investment results that match the actuarially assumed rate of return, while preserving the inflation adjusted value of the plans. The Company has implemented this diversification strategy entirely with mutual funds. The target allocations for post-retirement benefit plan assets are 48 percent U.S. equity securities, 15 percent international equity securities, and 37 percent fixed income investments. Equity securities include investments in large-cap, mid-cap and small-cap companies. Fixed income securities include both investment grade and strategic bond mutual funds.

The fair values of SJI's other postretirement benefit plan assets at December 31, 2009 by asset category are as follows (in thousands):

Asset Category	Total	Level 1	Level 2	Level 3
Equity Securities:				
U.S. Large-Cap	\$ 10,295	\$ 10,295	\$ -	\$ -
U.S. Mid & Small-Cap	3,563	3,563	-	-
International	4,277	4,277	-	-
Fixed Income:				
Corporate Bonds	10,354	10,354	-	-
Total	\$ 28,489	\$ 28,489	\$ -	\$ -

All investments above are holdings in mutual funds and actively traded on major stock exchanges.

FUTURE BENEFIT PAYMENTS — The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid during the following years (in thousands):

	Pension Benefits	Other Postretirement Benefits
2010	\$ 7,696	\$ 3,870
2011	\$ 7,767	\$ 4,111
2012	\$ 7,941	\$ 4,103
2013	\$ 8,236	\$ 4,223
2014	\$ 8,584	\$ 4,193
2015 – 2019	\$ 51,223	\$ 22,327

CONTRIBUTIONS — SJI made a contribution of \$10.4 million to its qualified employee pension plans in 2009. SJI has no obligation to make a contribution in 2010. Payments related to the unfunded SERP plan are expected to approximate \$1.0 million in 2010. SJI has a regulatory obligation to contribute approximately \$3.6 million annually to its other postretirement benefit plans' trusts, less costs incurred directly by the Company.

DEFINED CONTRIBUTION PLAN — SJI offers an Employees' Retirement Savings Plan (Savings Plan) to eligible employees. SJI matches 50% of participants' contributions up to 6% of base compensation. For employees who are not eligible for participation in SJI's defined benefit pension plan, we match 50% of participants' contributions up to 8% of base compensation. Employees not eligible for the pension plans also receive a year-end contribution of \$1,000 if 10 or fewer years of service or \$1,500 if more than 10 years of service. The amount expensed and contributed for the matching provision of the Savings Plan approximated \$1.0 million, \$1.0 million, and \$1.1 million for the years ended December 31, 2009, 2008 and 2007, respectively.

12. RETAINED EARNINGS:

SJG is restricted as to the amount of cash dividends or other distributions that may be paid on its common stock by an order issued by the BPU in July 2004 that granted SJG an increase in base rates. Per the order, SJG is required to maintain total common equity of no less than \$289.2 million. SJG's total common equity balance was \$431.5 million at December 31, 2009.

Various loan agreements also contain potential restrictions regarding the amount of cash dividends or other distributions that SJG may pay on its common stock. As of December 31, 2009, these loan restrictions did not affect the amount that may be distributed from either SJG's or SJI's retained earnings.

13. UNUSED LINES OF CREDIT:

Credit facilities and available liquidity as of December 31, 2009 were as follows (in thousands):

<u>Company</u>	<u>Total Facility</u>	<u>Usage (A)</u>	<u>Available Liquidity</u>	<u>Expiration Date</u>
SJG:				
Revolving Credit Facility	\$ 100,000	\$ 85,000	\$ 15,000	August 2011
Line of Credit	40,000	10,000	30,000	December 2010
Uncommitted Bank Lines	<u>55,000</u>	<u>14,400</u>	<u>40,600</u>	Various
Total SJG	<u>195,000</u>	<u>109,400</u>	<u>85,600</u>	
SJI:				
Revolving Credit Facility	\$ 200,000	\$ 162,000	\$ 38,000	August 2011
Uncommitted Bank Lines	30,000	9,300	20,700	Various
Total SJI	<u>230,000</u>	<u>171,300</u>	<u>58,700</u>	
Total	<u>\$ 425,000</u>	<u>\$ 280,700</u>	<u>\$ 144,300</u>	

(A) Includes letters of credit in the amount of \$82.0 million under the SJI revolving credit facility and \$2.1 million under the SJI uncommitted bank lines.

The SJG facilities are restricted as to use and availability specifically to SJG; however, if necessary the SJI facilities can also be used to support SJG's liquidity needs. All committed facilities contain one financial covenant regarding the ratio of total debt to total capitalization, measured on a quarterly basis. SJI and SJG were in compliance with this covenant as of December 31, 2009. Borrowings under these credit facilities are at market rates. The weighted average borrowing cost, which changes daily, was 0.77%, 1.16% and 5.27% at December 31, 2009, 2008 and 2007, respectively.

14. COMMITMENTS AND CONTINGENCIES:

GAS SUPPLY CONTRACTS — In the normal course of business, SJG and SJRG have entered into long-term contracts for natural gas supplies, firm transportation and gas storage service. The earliest that any of these contracts expire is March 2010. The transportation and storage service agreements with interstate pipeline suppliers were made under FERC approved tariffs. SJRG's cumulative obligation for demand charges and reservation fees paid to suppliers for these services is approximately \$135,000 per month. SJG's cumulative obligation for demand charges and reservation fees paid to suppliers for these services is approximately \$4.0 million per month and is recovered on a current basis through the BGSS.

CAPITAL CONTRIBUTION OBLIGATION - In December 2007, Marina and its joint venture partner agreed to each contribute approximately \$30.4 million of equity to LVE as part of its construction period financing. This equity contribution is expected to be made in 2010, and is secured by an irrevocable letter of credit from a bank. In September 2009, Marina and its joint venture partner agreed to each contribute an additional \$6.7 million of equity to LVE as discussed below. This equity contribution is expected to be made in 2010, and is also secured by an irrevocable letter of credit from a bank.

PENDING LITIGATION — SJI is subject to claims arising in the ordinary course of business and other legal proceedings. We accrue liabilities related to these claims when we can reasonably estimate the amount or range of amounts of probable settlement costs or other charges. SJI has been named in, among other actions, certain product liability claims related to our former sand mining subsidiary. Management does not currently anticipate the disposition of any known claims to have a material adverse effect on SJI's financial position, results of operations or liquidity.

COLLECTIVE BARGAINING AGREEMENTS — Unionized personnel represent 54% of our workforce at December 31, 2009. The Company has collective bargaining agreements with two unions that represent these employees: the International Brotherhood of Electrical Workers ("IBEW") Local 1293 and the International Association of Machinists and Aerospace Workers ("IAM") Local 76. SJG and SJESP employees represented by the IBEW operate under a new collective bargaining agreement that runs through February 2013. The remaining unionized employees represented by the IAM operate under a contract that runs through August 2014.

GUARANTEES — As of December 31, 2009, SJI had issued \$492.5 million of parental guarantees on behalf of its subsidiaries. Of this total, \$395.1 million expire within one year, and \$97.4 million expire after one year or have no expiration date. These guarantees were issued to guarantee payment to third parties with whom our subsidiaries have commodity supply contracts and for Marina's construction and operating activities. As of December 31, 2009, these guarantees support future firm commitments and \$56.6 million of the Accounts Payable recorded on our consolidated balance sheet.

The Company has recorded a liability of \$8.8 million which is included in Other Current Liabilities and Other Noncurrent Liabilities with a corresponding increase in Investment in Affiliates on the consolidated balance sheets as of December 31, 2009 for the fair value of the following guarantees:

- In April 2007, SJI guaranteed certain obligations of LVE Energy Partners, LLC (LVE), an unconsolidated joint venture in which Marina has a 50% equity interest. LVE entered into a 25-year contract with a resort developer to design, build, own and operate a district energy system and central energy center for a planned resort in Las Vegas, Nevada. LVE began construction of the facility in 2007 and expected to provide full energy services in 2010 when the resort was originally scheduled to be completed. LVE suspended construction of the district energy system and central energy center in January 2009 after the resort developer's August 2008 announcement that it was delaying the completion of construction of the resort due to the difficult environment in the capital markets and weak economic conditions. The resort developer had indicated that it was considering different strategies to move its project forward, including opening its project in phases and obtaining a partner, but that it was unlikely construction would resume during 2009. In October 2009, the resort developer announced that they do not expect to resume construction on the project for three to five years. They stated that they remain committed to having a significant presence on the Las Vegas Strip as part of a long-term growth strategy and continue to view this site as a major strategic asset.

The district energy system and central energy center are being financed by LVE with debt that is non-recourse to SJI. In September 2009, LVE reached an agreement with the banks that are financing the energy facilities to address defaults under the financing agreements. These LVE defaults were caused by the resort developer's construction delay and the termination of an energy services agreement by a hotel operator associated with the project. As a result of these defaults, the banks had previously stopped funding the project. The terms of the new agreement require SJI and its partner in this joint venture to guaranty the payment of future interest costs by LVE through, at the latest, December 2010. SJI and its partner in this joint venture have each provided the banks with a \$2.0 million irrevocable letter of credit from a bank to support this guaranty. The maximum amount of remaining LVE interest costs to be paid by SJI under this guaranty if payments are required, and SJI was the only guarantor, would be approximately \$10.7 million. In addition, SJI and its partner in this joint venture each committed to provide approximately \$8.9 million of additional capital as of September 2009 to cover costs related to the termination of the energy services agreement by a hotel operator and interest costs incurred since August 2008 when the resort developer suspended construction. Of this amount, \$6.7 million was in the form of an irrevocable letter of credit from a bank and the remaining \$2.2 million was provided in cash in 2009. These funds are in addition to the \$30.4 million capital contribution obligation discussed above. In turn, the banks waived all existing defaults under the financing agreements and were relieved of their commitment to provide additional funding. LVE continues to pursue a work around plan to address the project delay by the resort developer and intends to seek additional financing to complete the facility once construction of the resort resumes. The Energy Sales Agreement between LVE and the resort developer includes a payment obligation by the resort developer of certain fixed payments to be made to LVE beginning in the fourth quarter of 2010. A portion of this payment obligation is guaranteed by the parent of the resort developer. As of December 31, 2009, the Company had a net liability of approximately \$7.9 million included in Investment in Affiliates, Other Current Liabilities and Other Noncurrent Liabilities on the consolidated balance sheets related to this project in addition to unsecured Notes Receivable – Affiliate of approximately \$14.2 million due from LVE. As of December 31, 2009, SJI's capital at risk is limited to its equity contributions, contribution obligations and the unsecured notes receivable totaling approximately \$53.9 million. During 2009, SJI and its partner in this joint venture each provided support to LVE of approximately \$12.9 million to cover project related costs.

As a result of the construction delay, management has evaluated the investment in LVE and concluded that the fair value of this investment continues to be in excess of the carrying value as of December 31, 2009.

SJI issued a performance guaranty for up to \$180.0 million to the resort developer to ensure that certain construction milestones relating to the development of the thermal facility are met. As a result of achieving certain milestones, the guaranty was reduced to \$94.0 million as of December 31, 2009. Concurrently, SJI is the beneficiary of a surety bond purchased by the project's general contractor that provides security to SJI in the event of missed construction milestones. LVE has proposed a revised milestone schedule due to delays announced by the resort developer. In addition, SJI has guaranteed the obligations of LVE under certain insurance policies during the construction period. The maximum amount that SJI could be obligated for, in the event that LVE does not have sufficient resources to make deductible payments on future claims under these insurance policies, is approximately \$6.0 million. SJI has also guaranteed certain performance obligations of LVE under the operating agreements between LVE and the resort developer, up to \$20.0 million each year for the term of the agreement, commencing with the first year of operations. SJI and its partner in this joint venture have entered into reimbursement agreements that secure reimbursement for SJI of a proportionate share of any payments made by SJI on these guarantees.

In August 2007, SJI guaranteed certain obligations of BC Landfill Energy, LLC (BCLE), an unconsolidated joint venture in which Marina has a 50% equity interest. BCLE has entered into a 20-year agreement with a county government to lease and operate a facility that will produce electricity from landfill methane gas. The facility went online in the fourth quarter of 2007. Although unlikely, the maximum amount that SJI could be obligated for, in the event that BCLE does not meet minimum specified levels of operating performance and no mitigating action is taken, or is unable to meet certain financial obligations as they become due, is approximately \$4.0 million each year. SJI and its partner in this joint venture have entered into reimbursement agreements that secure reimbursement for SJI of a proportionate share of any payments made by SJI on these guarantees.

STANDBY LETTERS OF CREDIT — As of December 31, 2009, SJI provided \$84.1 million of standby letters of credit through SJI's revolving credit facility and uncommitted bank lines. Letters of credit in the amount of \$62.3 million support variable-rate demand bonds issued through the New Jersey Economic Development Authority (NJEDA) to finance Marina's initial thermal plant project and \$8.7 million was posted to support SJI's guaranty of LVE discussed above. The additional outstanding letters of credit total \$13.1 million, and were posted to enable SJE to market retail electricity and for various construction activities. The Company also provided two additional letters of credit under separate facilities outside of the revolving credit facility. Those letters of credit consist of a \$25.2 million letter of credit provided by SJG to support variable-rate demand bonds issued through the NJEDA to finance the expansion of SJG's natural gas distribution system; and a \$30.7 million letter of credit provided by Marina to support a capital contribution obligation as discussed above. These letters of credit expire in August 2010 and November 2010, respectively.

ENVIRONMENTAL REMEDIATION COSTS — SJI incurred and recorded costs for environmental cleanup of 12 sites where SJG or its predecessors operated gas manufacturing plants. SJG stopped manufacturing gas in the 1950s. SJI and some of its nonutility subsidiaries also recorded costs for environmental cleanup of sites where SJF previously operated a fuel oil business and Morie maintained equipment, fueling stations and storage.

SJI successfully entered into settlements with all of its historic comprehensive general liability carriers regarding the environmental remediation expenditures at the SJG sites. Also, SJG purchased a Cleanup Cost Cap Insurance Policy limiting the amount of remediation expenditures that SJG will be required to make at 11 of its sites. This policy will be in force until 2024 at 10 sites and until 2029 at one site. The future cost estimates discussed hereafter are not reduced by projected insurance recoveries from the Cleanup Cost Cap Insurance Policy. The policy is limited to an aggregate amount of \$50.0 million, of which SJG has recovered \$36.6 million through December 31, 2009. As discussed in Note 9, the BPU allows SJG to recover environmental remediation costs through the RAC.

Since the early 1980s, SJI accrued environmental remediation costs of \$240.2 million, of which \$166.8 million was spent as of December 31, 2009.

The following table details the amounts expended and accrued for SJI’s environmental remediation during the last two years (in thousands):

	2009	2008
Beginning of Year	\$ 68,165	\$ 77,905
Accruals	16,975	18,649
Expenditures	(11,698)	(28,389)
End of Year	<u>\$ 73,442</u>	<u>\$ 68,165</u>

The balances are segregated between current and noncurrent on the consolidated balance sheets under the captions Current Liabilities and Deferred Credits and Other Noncurrent Liabilities.

Management estimates that undiscounted future costs to clean up SJG's sites will range from \$69.1 million to \$248.6 million. Six of SJG's sites comprise the majority of these estimates, ranging from a low of \$57.3 million to a high of \$202.3 million. SJG recorded the lower end of this range, \$69.1 million, as a liability because a single reliable estimation point is not feasible due to the amount of uncertainty involved in the nature of projected remediation efforts and the long period over which remediation efforts will continue. Recorded amounts include estimated costs based on projected investigation and remediation work plans using existing technologies. Actual costs could differ from the estimates due to the long-term nature of the projects, changing technology, government regulations and site-specific requirements. Significant risks surrounding these estimates include unforeseen market price increases for remedial services, property owner acceptance of remedy selection, regulatory approval of selected remedy and remedial investigative findings.

The remediation efforts at SJG’s six most significant sites include the following:

Site 1 - A remedial action work plan has been approved by the New Jersey Department of Environmental Protection (NJDEP) for approval. Remaining steps to remediate include regulatory permitting, approval and remedy implementation for impacted soil, groundwater, and river sediments as well as acceptance of the access agreements by affected property owners.

Site 2 - Various remedial investigation and action activities, such as completed and approved interim remedial measures and conceptual remedy selection, are ongoing at this site. Remaining steps to remediate include remedy selection, regulatory approval, and implementation for the remaining impacted soil and groundwater.

Site 3 - Remedial investigative activities are ongoing at this site. Remaining steps to remediate include completing the remedial investigation of impacted soil and groundwater in preparation for selecting the appropriate action and implementation and gaining regulatory and property owner approval of the selected remedy.

Site 4 - Remedial action activities associated with groundwater are planned at this site. Remaining steps to remediate include continuing implementation of the NJDEP approved Remedial Action Work Plan of impacted groundwater.

Site 5 – Various remedial investigation and action activities are ongoing at this site. An interim remedial measure has been implemented and a remedial action work plan has been prepared and submitted to the NJDEP for an off site interim remedial measure. Remaining steps to implement the off site interim remedial measure include regulatory approval, remedial investigation of bay sediments, as well as acceptance of the selected remedy by affected property owners. Remaining steps to remediate soil and groundwater include completing the remedial investigation of impacted soil and groundwater in preparation for selecting the appropriate action and implementation and gaining regulatory and property owner approval of the selected remedy.

Site 6 – Remedial investigative activities are ongoing at this site. Remaining steps to remediate include completing the remedial investigation of impacted soil and groundwater in preparation for selecting the appropriate action and implementation and gaining regulatory and property owner approval of the selected remedy.

With Morie's sale, EMI assumed responsibility for environmental liabilities estimated between \$2.7 million and \$8.6 million. The information available on these sites is sufficient only to establish a range of probable liability and no point within the range is more likely than any other. Therefore, EMI has accrued the lower end of the range. Changes in the accrual are included in the statements of consolidated income under Loss from Discontinued Operations.

SJI and SJF estimated their potential exposure for the future remediation of four sites where fuel oil operations existed years ago. Estimates for these sites range from \$1.6 million to \$4.5 million. The lower end of this range has been recorded under Current Liabilities and Deferred Credits and Other Noncurrent Liabilities as of December 31, 2009.

15. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES:

GAAP establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques. The levels of the hierarchy are described below:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.
 Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
 Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of financial assets and financial liabilities and their placement within the fair value hierarchy.

For financial assets and financial liabilities measured at fair value on a recurring basis, information about the fair value measurements for each major category as of December 31, 2009 is as follows (in thousands):

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<u>Assets</u>				
Available-for-Sale Securities (A)	\$ 5,958	\$ 5,958	\$ -	\$ -
Derivatives – Energy Related Assets (B)	48,097	23,933	23,295	869
	<u>\$ 54,055</u>	<u>\$ 29,891</u>	<u>\$ 23,295</u>	<u>\$ 869</u>
<u>Liabilities</u>				
Derivatives – Energy Related Liabilities (B)	\$ 39,191	\$ 18,382	\$ 9,641	\$ 11,168
Derivatives – Other (C)	5,823	-	5,823	-
	<u>\$ 45,014</u>	<u>\$ 18,382</u>	<u>\$ 15,464</u>	<u>\$ 11,168</u>

(A) Available-for-Sale Securities are valued using the quoted principal market close prices that are provided by the trustees of these securities.

(B) Derivatives – Energy Related Assets and Liabilities are traded in both exchange-based and non-exchange-based markets. Exchange-based contracts are valued using unadjusted quoted market sources in active markets and are categorized in Level 1 in the fair value hierarchy. Certain non-exchange-based contracts are valued using indicative price quotations available through brokers or over-the-counter, on-line exchanges and are categorized in Level 2. These price quotations reflect the average of the bid-ask mid-point prices and are obtained from sources that management believes provide the most liquid market. For non-exchange-based derivatives that trade in less liquid markets with limited pricing information, model inputs generally would include both observable and unobservable inputs. In instances where observable data is unavailable, management considers the assumptions that market participants would use in valuing the asset or liability. This includes assumptions about market risks such as liquidity, volatility and contract duration. Such instruments are categorized in Level 3 as the model inputs generally are not observable. Management reviews and corroborates the price quotations to ensure the prices are observable which includes consideration of actual transaction volumes, market delivery points, bid-ask spreads and contract duration.

(C) Derivatives – Other, include interest rate swaps that are valued using quoted prices on commonly quoted intervals, which are interpolated for periods different than the quoted intervals, as inputs to a market valuation model. Market inputs can generally be verified and model selection does not involve significant management judgment.

The changes in fair value measurements of Derivatives – Energy Related Assets and Liabilities at December 31, 2009 using significant unobservable inputs (Level 3) are as follows (in thousands):

Balance at January 1, 2009	\$ 101
Purchases, Sales, Issuances, Settlements, net	(543)
Total gains (realized/unrealized) included in earnings	(9,857)
Transfers in and/or out of Level 3, net	-
Balance at December 31, 2009	<u>\$ (10,299)</u>

Total gains for 2009 included in earnings, that are attributable to the change in unrealized gains relating to those assets and liabilities still held as of December 31, 2009, is \$(9.9) million. These gains are included in Operating Revenues-Nonutility on the statement of consolidated income.

16. AVAILABLE-FOR-SALE SECURITIES:

The Company's portfolio of investments consists of five highly diversified funds which are not used for working capital purposes. These funds are in an unrealized loss position as of December 31, 2009. Due to the nature of the underlying securities, these funds as a whole are susceptible to changes in the economy and have been adversely affected by the economic slowdown, particularly during the fourth quarter of 2008 when the Company's investments became impaired. The Company has evaluated the near-term prospects of the overall funds in relation to the severity and duration of the impairment. Based on that evaluation, the Company recorded an insignificant impairment loss during the fourth quarter of 2008. The Company does not intend to sell the remaining funds, and it is more likely than not it will not have to sell the remaining funds before recovery of its cost basis. The Company does not consider these remaining investments to be other-than-temporarily impaired at December 31, 2009.

The following table shows the gross unrealized losses and fair value of the Company's Available-for-Sale Securities with unrealized losses that are not deemed to be other-than-temporarily impaired (in thousands), aggregated by length of time that the individual funds have been in a continuous unrealized loss position at December 31, 2009.

Marketable Equity Securities	Less than 12 Months		Greater Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
2009	\$ -	\$ -	\$ 4,493	\$ 534	\$ 4,493	\$ 534
2008	\$ 3,609	\$ 1,218	\$ -	\$ -	\$ 3,609	\$ 1,218

As of December 31, 2009 and 2008, the total losses for securities with net losses included in Accumulated Other Comprehensive Loss was \$0.3 million and \$0.7 million, respectively. As of December 31, 2009, securities with net gains of \$0.1 million were included in Accumulated Other Comprehensive Loss. As of December 31, 2008, there were no securities with net gains included in Accumulated Other Comprehensive Loss.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
South Jersey Industries, Inc.
Folsom, New Jersey

We have audited the accompanying consolidated balance sheets and statements of consolidated capitalization of South Jersey Industries, Inc. and subsidiaries (the "Company") as of December 31, 2009 and 2008, and the related statements of consolidated income, cash flows, changes in equity and comprehensive income for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of South Jersey Industries, Inc. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2010 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP
Philadelphia, Pennsylvania
February 26, 2010

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Quarterly Financial Data (Unaudited)

(Summarized quarterly results of SJI's operations, in thousands except for per share amounts)

	2009 Quarter Ended				2008 Quarter Ended			
	March 31	June 30	Sept. 30	Dec. 31	March 31	June 30	Sept. 30	Dec. 31
Operating Revenues	\$ 362,176	\$ 134,483	\$ 127,087	\$ 221,698	\$ 348,047	\$ 135,840	\$ 210,413	\$ 267,677
Expenses:								
Cost of Sales - (Excluding depreciation)	265,508	90,632	95,128	142,120	266,756	123,730	102,259	186,697
Operations and Maintenance Including Fixed Charges	37,621	35,524	35,523	39,539	35,047	33,248	32,926	41,360
Income Taxes	20,218	3,056	(3,206)	14,234	17,164	(9,286)	30,367	13,703
Energy and Other Taxes	5,167	1,667	1,649	3,248	4,866	2,116	1,646	3,493
Total Expenses	328,514	130,879	129,094	199,141	323,833	149,808	167,198	245,253
Other Income and Expense	(1,974)	1,385	(20)	1,094	497	582	584	(597)
Income (Loss) from Continuing Operations	31,688	4,989	(2,027)	23,651	24,711	(13,386)	43,799	21,827
Loss from Discontinued Operations - (Net of tax benefit)	(19)	(23)	(16)	(369)	(24)	(1)	(76)	(146)
Net Income (Loss)	31,669	4,966	(2,043)	23,282	24,687	(13,387)	43,723	21,681
Less: Net (Income) Loss Attributable to Noncontrolling Interest in Subsidiaries	(66)	42	169	86	1	105	59	62
Net Income (Loss) - Attributable to South Jersey Industries, Inc. Shareholders	\$ 31,603	\$ 5,008	\$ (1,874)	\$ 23,368	\$ 24,688	\$ (13,282)	\$ 43,782	\$ 21,743
Amounts Attributable to South Jersey Industries, Inc. Shareholders								
Income (Loss) from Continuing Operations	\$ 31,622	\$ 5,031	\$ (1,858)	\$ 23,737	\$ 24,712	\$ (13,281)	\$ 43,858	\$ 21,889
Loss from Discontinued Operations - (Net of tax benefit)	(19)	(23)	(16)	(369)	(24)	(1)	(76)	(146)
Net Income (Loss) - Attributable to South Jersey Industries, Inc. Shareholders	\$ 31,603	\$ 5,008	\$ (1,874)	\$ 23,368	\$ 24,688	\$ (13,282)	\$ 43,782	\$ 21,743
Basic Earnings Per Common Share Attributable to South Jersey Industries, Inc. Shareholders:								
Continuing Operations	\$ 1.06	\$ 0.17	\$ (0.06)	\$ 0.80	\$ 0.83	\$ (0.45)	\$ 1.48	\$ 0.74
Discontinued Operations	(0.00)	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)	(0.01)	(0.01)
Basic Earnings Per Common Share	\$ 1.06	\$ 0.17	\$ (0.06)	\$ 0.78	\$ 0.83	\$ (0.45)	\$ 1.47	\$ 0.73
Average Shares of Common Stock Outstanding - Basic	29,752	29,796	29,796	29,796	29,640	29,728	29,729	29,729
Diluted Earnings Per Common Share Attributable to South Jersey Industries, Inc. Shareholders:								
Continuing Operations	\$ 1.06	\$ 0.17	\$ (0.06)	\$ 0.79	\$ 0.83	\$ (0.45)	\$ 1.47	\$ 0.73
Discontinued Operations	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)
Diluted Earnings Per Common Share	\$ 1.06	\$ 0.17	\$ (0.06)	\$ 0.78	\$ 0.83	\$ (0.45)	\$ 1.47	\$ 0.73
Average Shares of Common Stock Outstanding - Diluted	29,851	29,902	29,796	29,916	29,764	29,728	29,865	29,886

*The sum of the quarters for 2009 and 2008 do not equal the year's total due to rounding.

NOTE: Because of the seasonal nature of the business and the volatility from energy related derivatives, statements for the 3-month periods are not indicative of the results for a full year.

**Item 9. Changes in and Disagreements with Accountants on
Accounting and Financial Disclosure**

None

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, with the participation of its chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2009. Based on that evaluation, the Company's chief executive officer and chief financial officer concluded that the disclosure controls and procedures employed at the Company are effective.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined under Exchange Act Rules 13a-15(f). The Company's internal control system is designed to provide reasonable assurance to its management and board of directors regarding the preparation and fair presentation of published financial statements. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under that framework, management concluded that our internal control over financial reporting was effective as of December 31, 2009.

The effectiveness of our internal control over financial reporting as of December 31, 2009 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included under this Item 9A.

Changes in Internal Control over Financial Reporting

There has not been any change in the Company's internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the fiscal quarter ended December 31, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
South Jersey Industries, Inc.
Folsom, New Jersey

We have audited the internal control over financial reporting of South Jersey Industries, Inc. and subsidiaries (the "Company") as of December 31, 2009, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2009 of the Company and our report dated February 26, 2010 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP
Philadelphia, Pennsylvania
February 26, 2010

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information concerning Directors may be found under the captions “Director Elections”, “Nominees”, “Directors Continuing in Office”, and “Security Ownership” in our definitive proxy statement for our 2010 Annual Meeting of Shareholders (the “2010 Proxy Statement”), which will be filed within the Commission within 120 days after the close of our fiscal year. Such information is incorporated herein by reference. Information required by this item relating to the executive officers of SJI is set forth in Item 4-A of this report.

Code of Ethics

The Company has adopted a Code of Ethics for its Principal Executive, Financial and Accounting Officers. It is available on SJI's website, www.sjindustries.com by clicking "Investors" and then "Corporate Governance." We will post any amendment to or waiver of the Code to our website.

Item 11. Executive Compensation

Information concerning executive compensation may be found under the captions "Compensation Discussion and Analysis" of our 2010 Proxy Statement. Such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information in our 2010 Proxy Statement set forth under the caption "Security Ownership" is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information in our 2010 Proxy Statement set forth under the caption "The Board of Directors" and the subcaption "Certain Relationships" is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information in our 2010 Proxy Statement set forth under the caption "Audit Committee Report" is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Listed below are all financial statements and schedules filed as part of this report:

1 - The consolidated financial statements and notes to consolidated financial statements together with the report thereon of Deloitte & Touche LLP, dated February 26, 2010, are filed as part of this report under Item 8- Financial Statements and Supplementary Data.

2 - Supplementary Financial Information

Information regarding selected quarterly financial data can be found on page 122 of this report.

Schedule I - Supplemental Schedules as of December 31, 2009 and 2008 and for the three years ended December 31, 2009, 2008, and 2007.

Report of Independent Registered Public Accounting Firm of Deloitte & Touche LLP (page 133).

Schedule II - Valuation and Qualifying Accounts (page 137).

All schedules, other than that listed above, are omitted because the information called for is included in the financial statements filed or because they are not applicable or are not required.

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(b) List of Exhibits (Exhibit Number is in Accordance with the Exhibit Table in Item 601 of Regulation S-K).

Exhibit Number	Description	Reference
(3)(a)(i)	Certificate of Incorporation of South Jersey Industries, Inc., as amended through April 19, 1984.	Incorporated by reference from Exhibit (4)(a) of Form S-2 (2-91515).
(3)(a)(ii)	Amendment to Certificate of Incorporation relating to two-for-one stock split effective as of April 28, 1987.	Incorporated by reference from Exhibit (4)(e)(1) of Form S-3 (33-1320).
(3)(a)(iii)	Amendment to Certificate of Incorporation relating to director and officer liability.	Incorporated by reference from Exhibit (4)(e)(2) of Form S-3 (33-1320).
(3)(a)(iv)	Amendment to Certificate of Incorporation relating to two-for-one stock split effective as of June 30, 2005.	Incorporated by reference from Exhibit 3 of Form 10-Q of SJI filed on May 10, 2005.
(3)(a)(v)	Amendment to Certificate of Incorporation as of April 23, 2009 establishing the annual election of the South Jersey Industries, Inc. directors	Incorporated by reference from Exhibit 99.2 of Form 8-K filed on April 28, 2009.
(3)(b)	Bylaws of South Jersey Industries, Inc. as amended and restated through April 23, 2009. (filed herewith)	
(4)(a)	Form of Stock Certificate for common stock.	Incorporated by reference from Exhibit (4)(a) of Form 10-K for 1985 (1-6364).
(4)(b)(i)	First Mortgage Indenture dated October 1, 1947.	Incorporated by reference from Exhibit (4)(b)(i) of Form 10-K for 1987 (1-6364).
(4)(b)(ii)	Nineteenth Supplemental Indenture dated as of April 1, 1992.	Incorporated by reference from Exhibit (4)(b)(xvii) of Form 10-K for 1992 (1-6364).
(4)(b)(iii)	Twenty-First Supplemental Indenture dated as of March 1, 1997.	Incorporated by reference from Exhibit (4)(b)(xviii) of Form 10-K for 1997(1-6364).
(4)(b)(iv)	Twenty-Second Supplemental Indenture dated as of October 1, 1998.	Incorporated by reference from Exhibit (4)(b)(ix) of Form S-3 (333-62019).
(4)(b)(v)	Twenty-Third Supplemental Indenture dated as of September 1, 2002.	Incorporated by reference from Exhibit (4)(b)(x) of Form S-3 (333-98411).
(4)(b)(vi)	Twenty-Fourth Supplemental Indenture dated as of September 1, 2005.	Incorporated by reference from Exhibit (4)(b)(vi) of Form S-3 (333-126822).
(4)(b)(vii)	Amendment to Twenty-Fourth Supplemental Indenture dated as of March 31, 2006	Incorporated by reference from Exhibit 4 of Form 8-K of SJG as filed April 26, 2006.
(4)(b)(viii)	Loan Agreement by and between New Jersey Economic Development Authority and SJG dated April 1, 2006.	Incorporated by reference from Exhibit 10 of Form 8-K of SJG as filed April 26, 2006.
(4)(c)(i)	Medium Term Note Indenture of Trust dated October 1, 1998.	Incorporated by reference from Exhibit 4(e) of Form S-3 (333-62019).
(4)(c)(ii)	First Supplement to Indenture of Trust dated as of June 29, 2000.	Incorporated by reference from Exhibit 4.1 of Form 8-K of SJG dated July 12, 2001.
(4)(c)(iii)	Second Supplement to Indenture of Trust dated as of July 5, 2000.	Incorporated by reference from Exhibit 4.2 of Form 8-K of SJG dated July 12, 2001.
(4)(c)(iv)	Third Supplement to Indenture of Trust dated as of July 9, 2001.	Incorporated by reference from Exhibit 4.3 of Form 8-K of SJG dated July 12, 2001.
(10)(a)(i)	Gas storage agreement (GSS) between South Jersey Gas Company and Transco dated October 1, 1993.	Incorporated by reference from Exhibit (10)(d) of Form 10-K for 1993 (1-6364).

Exhibit Number	Description	Reference
(10)(a)(ii)	Gas storage agreement (LG-A) between South Jersey Gas Company and Transco dated June 3, 1974.	Incorporated by reference from Exhibit (5)(f) of Form S-7 (2-56223).
(10)(a)(iii)	Gas storage agreement (WSS) between South Jersey Resources Group LLC and Transco dated May 1, 2006.	Incorporated by reference from Exhibit (10)(a)(iii) of Form 10-K for 2008.
(10)(a)(iv)	Gas storage agreement (LSS) between South Jersey Gas Company and Transco dated October 1, 1993.	Incorporated by reference from Exhibit (10)(i) of Form 10-K for 1993 (1-6364).
(10)(a)(v)	Gas storage agreement (SS-1) between South Jersey Gas Company and Transco dated May 10, 1987 (effective April 1, 1988).	Incorporated by reference from Exhibit (10)(i)(a) of Form 10-K for 1988 (1-6364).
(10)(b)(i)	Gas storage agreement (SS-2) between South Jersey Gas Company and Transco dated July 25, 1990.	Incorporated by reference from Exhibit (10)(i)(i) of Form 10-K for 1991 (1-6364).
(10)(b)(ii)	Amendment to gas transportation agreement dated December 20, 1991 between South Jersey Gas Company and Transco dated October 5, 1993.	Incorporated by reference from Exhibit (10)(i)(k) of Form 10-K for 1993 (1-6364).
(10)(b)(iii)	CNJEP Service agreement between South Jersey Gas Company and Transco dated June 27, 2005.	Incorporated by reference from Exhibit (10)(i)(l) of Form 10-K for 2005 (1-6364).
(10)(c)(i)	FTS Service Agreement No. 38099 between South Jersey Gas Company and Columbia Gas Transmission Corporation dated November 1, 1993.	Incorporated by reference from Exhibit (10)(k)(n) of Form 10-K for 1993 (1-6364).
(10)(c)(ii)	NTS Service Agreement No. 39305 between South Jersey Gas Company and Columbia Gas Transmission Corporation dated November 1, 1993.	Incorporated by reference from Exhibit (10)(k)(o) of Form 10-K for 1993 (1-6364).
(10)(c)(iii)	FSS Service Agreement No. 38130 between South Jersey Gas Company and Columbia Gas Transmission Corporation dated November 1, 1993.	Incorporated by reference from Exhibit (10)(k)(p) of Form 10-K for 1993 (1-6364).

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Exhibit Number	Description	Reference
(10)(d)(i)	SST Service Agreement No. 38086 between South Jersey Gas Company and Columbia Gas Transmission Corporation dated November 1, 1993.	Incorporated by reference from Exhibit (10)(k)(q) of Form 10-K for 1993 (1-6364).
(10)(e)(i)*	Deferred Payment Plan for Directors of South Jersey Industries, Inc., South Jersey Gas Company, Energy & Minerals, Inc., R&T Group, Inc. and South Jersey Energy Company as amended and restated October 21, 1994.	Incorporated by reference from Exhibit (10)(l) of Form 10-K for 1994 (1-6364).
(10)(e)(ii)*	Schedule of Deferred Compensation Agreements.	Incorporated by reference from Exhibit (10)(l)(b) of Form 10-K for 1997 (1-6364).
(10)(e)(iii)*	Form of Officer Employment Agreement between certain officers and either South Jersey Industries, Inc. or its subsidiaries.	Incorporated by reference from Exhibit 10(e)(iii) of Form 10-K for 2008.
(10)(e)(iv)*	Schedule of Officer Employment Agreements.	Incorporated by reference from Exhibit 10(e)(iv) of Form 10-K for 2008.
(10)(f)(i)*	Officer Severance Benefit Program for all Officers.	Incorporated by reference from Exhibit (10)(l)(g) of Form 10-K for 1985 (1-6364).
<u>(10)(f)(ii)*</u>	Supplemental Executive Retirement Program, as amended and restated effective January 1, 2009 and Form of Agreement between certain SJI or subsidiary officers. (filed herewith)	
(10)(f)(iii)*	South Jersey Industries, Inc. 1997 Stock-Based Compensation Plan (As Amended and Restated Effective January 26, 2005).	Incorporated by reference from Exhibit 10 of Form 10-Q of SJI as filed May 10, 2005.
(10)(g)(i)	Five-year Revolving Credit Agreement for SJI.	Incorporated by reference from Exhibit 10 of Form 8-K of SJI as filed August 25, 2006.
(10)(g)(ii)	Five-year Revolving Credit Agreement for SJG.	Incorporated by reference from Exhibit 10 of Form 8-K of SJG as filed on August 8, 2006.
(10)(g)(iii)	Letter of Credit Reimbursement Agreement dated December 20, 2007.	Incorporated by reference from Exhibit 10 (g) (iii) of Form 10-K for 2007.
(10)(g)(iv)	Loan Agreement between Toronto Dominion (New York) LLC and SJG dated December 15, 2008.	Incorporated by reference from Exhibit (10)(g)(iv) of Form 10-K for 2008.
<u>(10)(g)(v)</u>	Amendment No. 1 dated December 14, 2009 to the Loan Agreement between Toronto Dominion (New York) LLC and SJG. (filed herewith)	
<u>(12)</u>	Calculation of Ratio of Earnings to Fixed Charges (Before Federal Income Taxes) (filed herewith).	
(14)	Code of Ethics.	Incorporated by reference from Exhibit 14 of Form 10-K for 2007.
<u>(21)</u>	Subsidiaries of the Registrant (filed herewith).	
<u>(23)</u>	Independent Registered Public Accounting Firm's Consent (filed herewith).	
<u>(31.1)</u>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).	
<u>(31.2)</u>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).	
<u>(32.1)</u>	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).	
<u>(32.2)</u>	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).	

* Constitutes a management contract or a compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SOUTH JERSEY INDUSTRIES, INC.BY: /s/ David A. KindlickDavid A. Kindlick
Vice President & Chief Financial OfficerDate: February 26, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Edward J. Graham</u> (Edward J. Graham)	President, Chairman of the Board & Chief Executive Officer (Principal Executive Officer)	February 26, 2010
<u>/s/ David A. Kindlick</u> (David A. Kindlick)	Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2010
<u>/s/ Gina Merritt-Epps</u> (Gina Merritt-Epps)	Corporate Counsel & Secretary	February 26, 2010
<u>/s/ Shirli M. Billings</u> (Shirli M. Billings)	Director	February 26, 2010
<u>/s/ Helen R. Bosley</u> (Helen R. Bosley)	Director	February 26, 2010
<u>/s/ Thomas A. Bracken</u> (Thomas A. Bracken)	Director	February 26, 2010
<u>/s/ Keith S. Campbell</u> (Keith S. Campbell)	Director	February 26, 2010
<u>/s/ W. Cary Edwards</u> (W. Cary Edwards)	Director	February 26, 2010
<u>/s/ Sheila Hartnett-Devlin</u> (Sheila Hartnett-Develin)	Director	February 26, 2010
<u>/s/ Walter M. Higgins, III</u> (Walter M. Higgins, III)	Director	February 26, 2010
<u>/s/ William J. Hughes</u> (William J. Hughes)	Director	February 26, 2010
<u>/s/ Herman D. James</u> (Herman D. James)	Director	February 26, 2010

/s/ Joseph H. Petrowski
(Joseph H. Petrowski)

Director

WPD-6
Screening Date: February 26, 2010
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
South Jersey Industries, Inc.
Folsom, New Jersey

We have audited the consolidated financial statements of South Jersey Industries, Inc. and subsidiaries (the "Company") as of December 31, 2009 and 2008, and for each of the three years in the period ended December 31, 2009, and the Company's internal control over financial reporting as of December 31, 2009, and have issued our reports thereon dated February 26, 2010; such consolidated financial statements and reports are included elsewhere in this Form 10-K. Our audits also included the financial statement schedules of the Company listed in Item 15(a)2. These financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP
Philadelphia, Pennsylvania
February 26, 2010

SCHEDULE I - SOUTH JERSEY INDUSTRIES, INC.
STATEMENTS OF INCOME
(In Thousands)

	2009	2008	2007
Operating Revenues	\$ 10,238	\$ 9,176	\$ 7,045
Operating Expenses:			
Operations	9,005	7,945	6,120
Depreciation	135	139	106
Energy and Other Taxes	258	243	175
Total Operating Expenses	9,398	8,327	6,401
Operating Income	840	849	644
Other Income:			
Equity in Earnings of Subsidiaries	58,531	77,178	62,659
Other	(22)	835	3,076
Total Other Income	58,509	78,013	65,735
Interest Charges	775	1,698	3,762
Income Taxes	42	(14)	(42)
Income from Continuing Operations	58,532	77,178	62,659
Equity in Undistributed Earnings of Discontinued Subsidiaries	(427)	(247)	(391)
Net Income	<u>\$ 58,105</u>	<u>\$ 76,931</u>	<u>\$ 62,268</u>

See South Jersey Industries, Inc. and Subsidiaries Notes to Consolidated Financial Statements under Item 8.

SCHEDULE I - SOUTH JERSEY INDUSTRIES, INC.
STATEMENTS OF COMPREHENSIVE INCOME
(In Thousands)

	2009	2008	2007
Net Income	\$ 58,105	\$ 76,931	\$ 62,268
Other Comprehensive Income (Loss) – Net of Tax*			
Postretirement Liability Adjustment	1,208	(6,877)	(199)
Unrealized Gain (Loss) on Available-for-Sale Securities	533	(730)	(195)
Unrealized Gain (Loss) on Derivatives	2,989	(6,277)	(2,528)
Total Other Comprehensive Income (Loss) – Net of Tax*	4,730	(13,884)	(2,524)
Comprehensive Income	<u>\$ 62,835</u>	<u>\$ 63,047</u>	<u>\$ 59,744</u>

* Determined using a combined statutory tax rate of 41.08%

See South Jersey Industries, Inc. and Subsidiaries Notes to Consolidated Financial Statements under Item 8.

SCHEDULE I - SOUTH JERSEY INDUSTRIES, INC.
STATEMENTS OF RETAINED EARNINGS
(In Thousands)

	2009	2008	2007
Retained Earnings - Beginning	\$ 249,973	\$ 206,123	\$ 174,407
Cumulative Effect Adjustment	-	-	(771)
Retained Earnings – Beginning, as adjusted	249,973	206,123	173,636
Net Income	58,105	76,931	62,268
	<u>308,078</u>	<u>283,054</u>	<u>235,904</u>
Dividends Declared - Common Stock	(36,573)	(33,081)	(29,781)
Retained Earnings - Ending	<u>\$ 271,505</u>	<u>\$ 249,973</u>	<u>\$ 206,123</u>

See South Jersey Industries, Inc. and Subsidiaries Notes to Consolidated Financial Statements under Item 8.

SCHEDULE I - SOUTH JERSEY INDUSTRIES, INC.
STATEMENTS OF CASH FLOWS
FOR THE TWELVE MONTHS ENDED DECEMBER 31,
(In Thousands)

	2009	2008	2007
CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 13,650</u>	<u>\$ 15,454</u>	<u>\$ 20,617</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Net Repayment from (Advances to) Associated Companies	39,030	(40,695)	57,107
Capital Expenditures	(53)	(23)	(50)
Purchase of Company Owned Life Insurance	(4,444)	(4,287)	(3,917)
Other	-	365	-
Net Cash Provided by (Used In) Investing Activities	<u>34,533</u>	<u>(44,640)</u>	<u>53,140</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net Borrowings from Associated Companies	-	-	1,419
Net (Repayments from) Borrowings Lines of Credits	(10,800)	58,050	(51,150)
Dividends on Common Stock	(36,426)	(32,914)	(29,656)
Proceeds from Sale of Common Stock	-	2,076	7,484
Other	-	329	-
Net Cash (Used in) Provided by Financing Activities	<u>(47,226)</u>	<u>27,541</u>	<u>(71,903)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	957	(1,645)	1,854
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>662</u>	<u>2,307</u>	<u>453</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 1,619</u>	<u>\$ 662</u>	<u>\$ 2,307</u>

Dividends received from subsidiaries amounted to \$10.0 million, \$14.9 million, and \$18.7 million, in 2009, 2008, and 2007 respectively. See South Jersey Industries, Inc. and Subsidiaries Notes to Consolidated Financial Statements under Item 8.

SCHEDULE I - SOUTH JERSEY INDUSTRIES, INC.
BALANCE SHEETS
(In Thousands)

	<u>2009</u>	<u>2008</u>
Assets		
Property Plant and Equipment:		
Nonutility Property, Plant and Equipment, at cost	\$ 825	\$ 825
Accumulated Depreciation	(595)	(486)
Property, Plant and Equipment - Net	<u>230</u>	<u>339</u>
Investments:		
Investments in Subsidiaries	590,602	539,551
Available-for-Sale Securities	17	18
Total Investments	<u>590,619</u>	<u>539,569</u>
Current Assets:		
Cash and Cash Equivalents	1,619	662
Receivable from Associated Companies	30,314	70,177
Accounts Receivable	48	21
Other	475	908
Total Current Assets	<u>32,456</u>	<u>71,768</u>
Other Noncurrent Assets	<u>14,076</u>	<u>10,778</u>
Total Assets	<u>\$ 637,381</u>	<u>\$ 622,454</u>
Capitalization and Liabilities		
Equity:		
Common Stock SJI		
Par Value \$1.25 a share		
Authorized - 60,000,000 shares		
Outstanding - 29,728,697 shares and 29,607,802	\$ 37,245	\$ 37,161
Premium on Common Stock	254,503	252,495
Treasury Stock (at par)	(183)	(176)
Accumulated Other Comprehensive Loss	(19,469)	(24,199)
Retained Earnings	271,505	249,973
Total Equity	<u>543,601</u>	<u>515,254</u>
Current Liabilities:		
Notes Payable - Banks	87,200	98,000
Payable to Associated Companies	285	1,118
Accounts Payable	216	239
Other Current Liabilities	2,118	1,444
Total Current Liabilities	<u>89,819</u>	<u>100,801</u>
Other Noncurrent Liabilities	<u>3,961</u>	<u>6,399</u>
Total Capitalization and Liabilities	<u>\$ 637,381</u>	<u>\$ 622,454</u>

See South Jersey Industries, Inc. and Subsidiaries Notes to Consolidated Financial Statements under Item 8.

SOUTH JERSEY INDUSTRIES, INC. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
(In Thousands)

Col. A	Col. B	Col. C		Col. D	Col. E
Classification	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts - Describe (a)	Deductions - Describe (b)	Balance at End of Period
Provision for Uncollectible Accounts for the Year Ended December 31, 2009	\$ 5,757	\$ 2,728	\$ 595	\$ 2,812	\$ 6,268
Provision for Uncollectible Accounts for the Year Ended December 31, 2008	\$ 5,491	\$ 2,332	\$ 279	\$ 2,345	\$ 5,757
Provision for Uncollectible Accounts for the Year Ended December 31, 2007	\$ 5,224	\$ 2,603	\$ 725	\$ 3,061	\$ 5,491

(a) Recoveries of accounts previously written off and minor adjustments.

(b) Uncollectible accounts written off.

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Section 2: EX-3.B (EXHIBIT 3.B)

Exhibit 3b

BYLAWS

(AMENDED AND RESTATED THROUGH APRIL 23, 2009)

SOUTH JERSEY INDUSTRIES, INC.

ARTICLE I

SHAREHOLDERS

1.1 Place of Meetings. Meetings of the shareholders shall be held at such place as may be designated by the Board of Directors in the notice of meeting.

1.2 Annual Meeting. An annual meeting of the shareholders for the election of Directors and for other business shall be held on the next to the last Thursday in April of each year, if not a legal holiday, and if a legal holiday, then on the first day following which is not a legal holiday, or on such other day as may be designated by the Board of Directors.

1.3 Special Meetings. Special meetings of the shareholders may be called at any time by the President or by action of a majority of the Board of Directors. Upon the application of the holder or holders of not less than 10% of all shares entitled to vote at a meeting, the Superior Court, in an action in which the court may proceed in a summary manner, for good cause shown, may order a special meeting of the shareholder to be called and held at such time and place, upon such notice and for the transaction of such business as may be designated in such order.

1.4 Notice. Written notice of the time, place and purpose of every meeting of shareholders shall be given not less than ten nor more than 60 days before such meeting, either personally or by mail, by or at the direction of the Chairman of the Board and Chief Executive Officer, the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at the meeting.

1.5 Quorum. At all meetings of shareholders, a majority of the outstanding shares of capital stock entitled to vote, represented by shareholders in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the shareholders present in person or by proxy by majority vote may adjourn the meeting from time to time without notice other than by oral announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

1.6 Business at Meetings of Shareholders. Except as otherwise provided by law, or in these Bylaws, the business which shall be conducted at any meeting of the shareholders shall (a) have been specified in the written notice of the meeting (or any supplement thereto) given by the Company, or (b) be brought before the meeting at the direction of the Board of Directors or the President, or (c) be brought before the meeting by the presiding officer of the meeting unless either a majority of the Directors then in office or the President object to such business being conducted at the meeting, or (d) have been specified in a written notice given to the Secretary of the Company, by or on behalf of any shareholder entitled to vote at the meeting (the "Shareholder Notice"), in accordance with all of the following requirements:

(1) Each Shareholder Notice must be delivered to, or mailed and received at, the principal executive offices of the Company (i) in the case of an annual meeting that is called for a date that is within 30 days before or after the anniversary date of the immediately preceding annual meeting of shareholders, not less than 60 days nor more than 90 days prior to such anniversary date, (ii) in the case of an annual meeting that is called for a date that is not within 30 days before or after the anniversary date of the immediately preceding annual meeting, not later than the close of business on the tenth day following the day on which notice of the date of the meeting was mailed or public disclosure of the date of the meeting was made, whichever comes first, and (iii) in the case of any special meeting of the shareholders, not less than 60 days nor more than 90 days prior to the date of such meeting; and

(2) Each such Shareholder Notice must set forth with particularity (i) the names and business addresses of the shareholder submitting the proposal (the "Proponent") and all persons acting in concert with the Proponent; (ii) the name and address of the Proponent and the persons identified in clause (i), as they appear on the Company's books (if they so appear); (iii) the class and number of shares of the Company beneficially owned by the Proponent and the persons identified in clause (i); (iv) a description of the Shareholder Proposal containing all material information relating thereto; (v) a representation that the Proponent is a holder of record of the stock of the Company entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to bring the business specified in the notice before the meeting; and (vi) such other information as the Board of Directors reasonably determines is necessary or appropriate to enable the Board of Directors and the shareholders of the Company to consider the shareholder proposal. The presiding officer at any shareholders meeting may determine, in his or her sole discretion, that any shareholder proposal was not made in accordance with the procedures prescribed in these Bylaws or is otherwise not in accordance with law, and if such officer should so determine, such officer shall so declare at the meeting and the shareholder proposal shall be disregarded.

ARTICLE II

DIRECTORS

2.1 Powers, Number, Classification and Election. The business and affairs of the Company shall be conducted and managed by its Board of Directors, which shall have all the powers of the Company except such as are by statute, by the Certificate of Incorporation, or by these Bylaws conferred upon or reserved to the shareholders. The number of Directors constituting the entire Board of Directors shall be (11) eleven. The members of the Board of Directors shall be divided into classes in the manner provided by Article SEVENTH of the Company's Certificate of Incorporation and shall be elected and serve for such terms of office as are provided therein.

2.2 Meetings.

(a) Place of Meetings. Meetings of the Board of Directors shall be held at such place as may be designated by the Board or in the notice of the meeting.

(b) Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates as may be fixed, from time to time, by a majority of the Directors at a meeting or in writing without a meeting.

(c) Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board and Chief Executive Officer or by a majority of the Board of Directors at a meeting or in writing without a meeting.

(d) Notice. Notice of the time and place of every meeting, which need not be in writing, shall be given to each Director at least two days before the meeting.

(e) Quorum. At all meetings of the Board of Directors, or any committee thereof, a majority of the total number of the members shall constitute a quorum for the transaction of business, provided that a quorum shall never be less than two persons. Except in cases in which it is by law, by the Certificate of Incorporation, or by these Bylaws otherwise provided, a majority of members present at a meeting of the full Board or of a committee at which a quorum is present shall decide any questions that may come before the meeting. In the absence of a quorum, the members present by majority vote may adjourn the meeting from time to time without notice other than by oral announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

2.3 Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors. Newly created Directorships shall be assigned by the Board of Directors to one of the classes described in Article SEVENTH of the Company's Certificate of Incorporation in the manner provided in such Article. The person so elected by the Board of Directors to fill a newly created Directorship or a vacancy shall be elected to hold office until the next succeeding annual meeting of shareholders and until his successor shall be duly elected and qualified or until his earlier death, resignation or removal.

2.4 Committees. The Board of Directors may by resolution adopted by a majority of the whole Board designate one or more committees, each committee to consist of three or more Directors, one of whom shall be designated by the Board as Chairman, and such alternate members (also Directors) as may be designated by the Board. The Chairman of the Board and Chief Executive Officer of the Company shall be ex officio a member of each such committee unless the Board shall otherwise direct. The Board may provide by resolution for compensation and payment of expenses to committee members and alternate members. Any such committee, to the extent permitted by law and provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business and affairs of the Company, and shall have power to fix its own rules of procedure. In the absence or disqualification of any member of a committee or other person authorized to act as such, the member or members thereof present and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

2.5 Removal. No member of the Board of Directors may be removed except for cause.

2.6 Nominations by Shareholders. Notwithstanding the provisions of Section 2.1, nominations for the election of the Directors may be made at any annual meeting or any special meeting of shareholders at which Directors are to be elected by any shareholder of record entitled to vote at such meeting; provided, however, that such shareholder must provide timely written notice (the "Nomination Notice") to the Secretary of the Company in accordance with the following requirements:

(1) Each Nomination Notice must be delivered to, or mailed or received at, the principal executive offices of the Company (i) in the case of an annual meeting that is called for a date that is within 30 days before or after the anniversary date of the immediately preceding annual meeting of shareholders, not less than 60 days nor more than 90 days prior to such anniversary date, and (ii) in the case of an annual meeting that is called for a date that is not within 30 days before or after the anniversary date of the immediately preceding annual meeting, not later than the close of business on the tenth day following the day on which notice of the date of the meeting was mailed or public disclosure of the date of the meeting was made, whichever comes first; and (iii) in the case of any special meeting of the shareholders, not less than 60 days nor more than 90 days prior to the date of such meeting; and

(2) Each Nomination Notice must set forth: (i) as to each individual nominated, (A) the name, date of birth, business address and residence address of such individual; (B) the business experience during the past five years of such nominee, including his or her principal occupations and employment during such period, the name and principal business of any corporation or other organization in which such occupations and employment were carried on, and such other information as to the nature of his or her responsibilities and level of professional competence as may be sufficient to permit assessment of his or her prior business experience; (C) whether the nominee is or has ever been at any time a director, officer or owner of 5% or more of any class of capital stock, partnership interests or other equity interest of any corporation, partnership or other entity; (D) any directorships held by such nominee in any company with a class of securities registered pursuant to section 12 of the Securities Exchange Act of 1934, as amended, or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940, as amended; (E) whether, in the last five years, such nominee has been convicted in a criminal proceeding or has been subject to a judgment, order, finding, decree of any federal, state or other governmental entity, concerning any violation of federal, state or other law, or any proceeding in bankruptcy, which conviction, order, finding, decree or proceeding may be material to an evaluation of the ability or integrity of the nominee; (F) a description of all arrangements or understandings between the nominating shareholder (the "Nominating Shareholder") and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the Nominating Shareholder; (G) such other information regarding each nominee as would have been required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, by the Board of Directors; and (H) the consent of each nominee to serve as a Director of the Company if so elected; and (ii) as to the Nominating Shareholder and any person acting in concert with the Nominating Shareholder, (x) the names and business addresses of such Nominating Shareholder and the persons identified in clause (ii); (ii) the name and address of such Nominating Shareholder and the persons identified in clause (ii), as they appear on the Company's books (if they so appear); (iii) the class and number of shares of the Company beneficially owned by such Nominating Shareholder and the persons identified in clause (ii). The presiding officer at any shareholders meeting may determine, in his or her sole discretion, that any nomination of any person was not made in accordance with the procedures prescribed in these Bylaws or is otherwise not in accordance with law, and if such officer should so determine, such officer shall so declare at the meeting and the nomination shall be disregarded.

ARTICLE III

OFFICERS

3.1 Executive Officers. The Executive officers of the Company shall be a President (who may be designated by resolution of the Board as the Chief Executive Officer), one or more Vice Presidents (one or more of whom may be designated as Executive Vice President or Senior Vice President), a Secretary and a Treasurer. The Chairman of the Board may also be elected as an Executive Officer and if so elected by the Board of Directors, may be designated the Chief Executive Officer, in which case the President shall then be the Chief Operating Officer. If the Chairman of the Board is elected as an Executive Officer and is not designated by resolution of the Board as the Chief Executive Officer, the President shall then be the Chief Executive Officer. The Executive officers shall be elected annually by the Board of Directors following the annual meeting of shareholders and each such officer shall hold office until the corresponding meeting next year and until his successor shall have been duly chosen and qualified, or until he shall resign or shall have been removed. Any vacancy in any of the above-mentioned offices may be filled for the unexpired term by the Board of Directors at any regular or special meeting.

3.2 Authority, Duties and Compensation. The Executive officers shall have such authority, perform such duties and serve for such compensation as shall be provided in these Bylaws or as may be determined by resolution of the Board of Directors. The Chairman of the Board and Chief Executive Officer shall preside at all meetings of the Board of Directors and the shareholders at which he is present, shall carry out policies adopted or approved by the Board of Directors, shall have general charge and supervision of the business of the Company, subject to the control of the Board of Directors, and may perform any act and execute any instrument in the conduct of the business of the Company. The other Executive Officers shall have the duties and powers usually related to their offices, except as the Board of Directors or the Chairman of the Board and Chief Executive Officer shall otherwise determine from time to time.

3.3 Assistant and Subordinate Officers. The Board of Directors may choose one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such subordinate Officers as it may deem desirable. Each Assistant and subordinate Officer, if any, shall hold office for such period, shall have such authority and perform such duties, and shall receive such compensation as the Board of Directors or the Chairman of the Board and Chief Executive Officer, or such other Officer as the Board shall so authorize, may prescribe.

3.4 Officers Holding Two or More Offices. Any two of the above-mentioned offices may be held by the same person, but no officers shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument be required by statute, by the Certificate of Incorporation, or by these Bylaws, to be executed, acknowledged, or verified by any two or more officers.

ARTICLE IV

INDEMNIFICATION

4.1 Right to Indemnification. The Company shall indemnify any corporate agent against his expenses and liabilities in connection with any proceedings involving the corporate agent by reason of his being or having been such a corporate agent to the extent that (a) such corporate agent is not otherwise indemnified; and (b) the power to do so has been or may be granted by statute; and for this purpose the Board of Directors may, and on request of any such corporate agent shall be required to, determine in each case whether or not the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

4.2 Prepayment of Expenses. To the extent that the power to do so has been or may be granted by statute, the Company shall pay expenses incurred by a corporate agent in connection with a proceeding in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of such corporate agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified as provided by statute.

4.3 Indemnification Not Exclusive. This indemnification shall not be exclusive of any other rights to which a corporate agent may be entitled, both as to any action in his official capacity or as to any action in another capacity while holding such office, and shall inure to the benefits of the heirs, executors or administrators of any such corporate agent.

4.4 Insurance and Other Indemnification. The Board of Directors shall have the power to (a) purchase and maintain, at the Company's expense, insurance on behalf of the Company and on behalf of others to the extent that power to do so has been or may be granted by statute and (b) give other indemnification to the extent permitted by law.

4.5 Definitions. As used in this Article,

(a) "corporate agent" means any person who is or was a Director, officer, employee or agent of the Company and any person who is or was a Director, officer, trustee, employee or agent of any other enterprise, serving as such at the request of the Company, or the legal representative of any such Director, officer, trustee, employee or agent;

- (b) "other enterprise" means any domestic or foreign corporation, other than the Company, and any partnership, joint venture, sole proprietorship, trust or other enterprise whether or not for profit, served by a corporate agent;
- (c) "expenses" means reasonable costs, disbursements and counsel fees;
- (d) "liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties;
- (e) "proceedings" means any pending, threatened or completed civil, criminal, administrative or arbitratve action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding.

ARTICLE V

SHARE CERTIFICATES AND UNCERTIFICATED SHARES

5.1 Share Certificates. Except as provided in Section 5.4, every shareholder of record shall be entitled to a share certificate representing the shares held by him and such certificates shall conform to all applicable provisions of law.

5.2 Transfer of Shares. The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient and in accordance with law concerning the issue, transfer, and registration of share certificates.

5.3 Mutilated, Lost or Destroyed Certificates. The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Company alleged to have been mutilated, lost or destroyed. When authorizing such issue of a new certificate, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the Company from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

5.4 Uncertificated Shares. The Board of Directors may provide that some or all of the shares of any class or series of stock of the Company shall be represented by uncertificated shares. Within 20 days after the issuance or transfer of uncertificated shares, the Company shall send to the registered owner thereof a written notice stating that the Company is organized under the laws of New Jersey, the name of the person to whom the shares were issued, the number and class, and the designation of the series, if any, of such shares, and containing any other information required by law or deemed advisable by the Company to be included in such notice. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

ARTICLE VI

MISCELLANEOUS

6.1 Fiscal Year. The fiscal year of the Company shall be the calendar year, unless otherwise provided by the Board of Directors.

6.2 Amendments. These Bylaws may be amended or repealed (i) by action of a majority of the Board of Directors at any regular or special meeting of the Board of Directors, provided notice of any such alteration, amendment, or repeal shall be given in the notice of any such meeting, (ii) or except as otherwise provided in Article TENTH of the Certificate of Incorporation of the Company, as amended, by action of the holders of a majority of the outstanding shares of capital stock of the Company entitled to vote generally in the election of Directors, considered for this purpose as one class.

AMENDMENTS

Article I	Section 1.2	Amended March 19, 1970
Article I	Section 1.2	Amended April 16, 1970
Article II	Section 2.1	Amended February 18, 1971
Article II	Section 2.1	Amended June 22, 1972
Article II	Section 2.1	Amended August 23, 1973
Article II	Section 2.1	Amended February 20, 1975
Article II	Section 2.1	Amended February 19, 1976
Article II	Section 2.1	Amended February 17, 1977
Article II	Section 2.1	Amended February 16, 1978
Article II	Section 2.1	Amended February 15, 1979
Article II	Section 2.1	Amended August 23, 1979
Article I	Section 1.3	Amended November 16, 1979
Article I	Section 1.4	Amended November 16, 1979
Article II	Section 2.2 (c)	Amended November 16, 1979
Article II	Section 2.4	Amended November 16, 1979
Article III	Section 3.1	Amended November 16, 1979
Article III	Section 3.2	Amended November 16, 1979
Article III	Section 3.3	Amended November 16, 1979
Article III	Section 3.4	Amended November 16, 1979
Article V	Section 5.1	Amended November 16, 1979
Article II	Section 2.4	Amended October 24, 1980
Article II	Section 2.1	Amended April 22, 1981 (Special Mtg.)
Article II	Section 2.1	Amended October 23, 1981
Article III	Section 3.1, 3.2, and 3.3	Amended October 23, 1981
Article II	Section 2.1, 2.3	Amended January 21, 1983
Article II	Section 2.5	Amended by including new section Jan. 21, 1983
Article IV	Section 6.2	Amended January 21, 1983
Article II	Section 2.1	Amended January 24, 1986
Article I	Section 1.3	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article I	Section 1.4	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article II	Section 2.1	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article II	Section 2.2	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article III	Section 3.1	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article III	Section 3.2	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article V	Section 5.1	Amended April 18, 1989, eff. April 19, 1989 (Spl.Mtg.)
Article V	Section 5.1	Amended November 17, 1989

Article V	Section 5.4	Amended by including new section November 17, 1989
Article II	Section 2.1	Amended October 1, 1990.
Article II	Section 2.1	Amended April 23, 1992.
Article II	Section 2.1	Amended April 22, 1993.
Article II	Section 2.1	Amended September 1, 1993.
Article II	Section 2.1	Amended April 21, 1994.
Article II	Section 2.1	Amended February 17, 1995.
Article I	Section 1.3 and 1.4	Amended April 20, 1995.
Article II	Section 2.2 (c) and 2.4	Amended April 20, 1995.
Article III	Section 3.1, 3.2, and 3.3	Amended April 20, 1995.
Article II	Section 2.1	Amended August 23, 1996.
Article II	Section 2.1	Amended April 17, 1997.
Article I	Section 1.3	Amended October 24, 1997.
Article I	Section 1.6	Amended by adding new section October 24, 1997.
Article II	Section 2.6	Amended by adding new section October 24, 1997.
Article II	Section 2.1	Amended December 30, 1997.
Article III	Section 3.1	Amended December 30, 1997.
Article II	Section 2.1	Amended April 23, 1998.
Article II	Section 2.1	Amended October 23, 1998.
Article III	Section 3.1	Amended October 23, 1998.
Article II	Section 2.1	Amended May 21, 1999.
Article II	Section 2.1	Amended November 19, 1999.
Article II	Section 2.1	Amended November 17, 2000.
Article II	Section 2.1	Amended January 24, 2003.
Article II	Section 2.1	Amended January 28, 2004.
Article II	Section 2.1	Amended April 29, 2004.
Article II	Section 2.1	Amended May 25, 2006.
Article II	Section 2.1	Amended April 18, 2008.
Article II	Section 2.1	Amended April 23, 2009.

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Section 3: EX-10.F.II (EXHIBIT 10.F.II.)

Exhibit 10.f.ii.

SOUTH JERSEY INDUSTRIES, INC.

SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM

Amended and Restated Effective January 1, 2009

Recent History & Purpose of Amendments & Restatements:

This January 1, 2009 amendment and restatement of the Program amends the Program to comply with the applicable requirements of section 409A of the Code.

The February 1, 2003 amendment changed the definition of “Final Average Compensation” to clarify that for the purposes of the Program’s benefit calculation, annual cash will be considered as part of compensation in the year earned, without regard to when that annual cash might be actually paid or deferred.

The December 1, 2001 amendment modified the definition of “Company” so that Officers elected on or after December 1, 2001, other than officers elected in South Jersey Industries and/or South Jersey Gas Company, would not be covered by the Program. The Accrued Benefit for Officers of other subsidiary companies, who attained eligible status by reaching fifty (50) years of age while an Officer of any of the companies listed under the pre December 1, 2001 amendment, remain eligible for Program benefits and are unaffected by this modification.

SOUTH JERSEY INDUSTRIES, INC.

SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM

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SOUTH JERSEY INDUSTRIES, INC.

SUPPLEMENTAL EXECUTIVE RETIREMENT PROGRAM

I. **PURPOSE.** The Company previously established this Program for the purpose of providing retirement income benefits to designated Officers of the Company. The Program was originally effective October 1, 1983, and amended and restated effective January 1, 1989, September 1, 1991, July 1, 1997, December 1, 2001, February 1, 2003 and January 1, 2009. The intention of the Company is that the Program be at all times maintained on an unfunded basis for federal income tax purposes under the Code and administered as a “top hat” plan exempt from the substantive requirements of ERISA. Except as otherwise provided, all capitalized terms shall have the meanings set forth in Section II below.

The Program is hereby amended and restated effective January 1, 2009 to comply with the applicable requirements of section 409A of the Code. The portion of an Officer’s Accrued Benefit attributable to amounts earned and vested for purposes of section 409A of the Code as of December 31, 2004 are intended to be grandfathered for purposes of section 409A of the Code. Pursuant to section 409A of the Code, this portion is calculated as the present value of the amount to which the Officer would have been entitled under the Program if the Officer voluntarily terminated services without cause on December 31, 2004 and received a payment of the benefits available under the Program on the earliest possible date allowed under the Program to receive a payment of benefits following the termination of services and received the benefits in the form with the maximum value. The portion of an Officer’s Accrued Benefit attributable to amounts that were not earned and vested for purposes of section 409A of the Code as of December 31, 2004 and the portion of an Officer’s Accrued Benefit attributable to amounts accrued on and after January 1, 2005 are subject to section 409A of the Code and shall administered and interpreted in compliance with section 409A of the Code.

II. **DEFINITIONS.**

- (a) “Accrued Benefit” shall mean a vested right to benefits under the Program which shall commence upon an Officer’s attaining age fifty (50) while employed by the Company or death after attaining age fifty (50) and while employed by the Company. The “Accrued Benefit” shall be equivalent to two percent (2%) of Final Average Compensation per Year of Service (inclusive of both the Pension Plan and the Program) up to the maximum stipulated in Section III (a)(1) below, plus an additional five percent (5%) of Final Average Compensation.
 - (b) “Actuarial Equivalent” shall mean that all benefit forms payable under this Program shall be the actuarial equivalent of a life annuity with six years guaranteed. The actuarial factors used in making those determinations shall be the applicable actuarial factors specified in the Pension Plan.
 - (c) “Board” shall mean the Board of Directors of South Jersey Industries, Inc.
 - (d) “Change in Control” for the exclusive purposes of this Program, shall mean any of the following: (1) approval by the shareholders of the Company without the recommendation and approval of the Board of any plan or proposal for the consolidation, merger, liquidation, dissolution or acquisition of the Company or all or substantially all of its assets; (2) election to the Board who constitute a majority of the directors, different from the individuals who as of the Effective Date constituted the entire Board (the “original Board”), unless those individuals were recommended for election as directors by a majority of the original Board, or by successor directors recommended by the original Board; or (3) the acquisition by any person of twenty percent (20%) or more of the stock of the Company having general voting rights in the election of directors (for purposes of this clause (3), the term “person” shall include any individual or entity or any combination of two or more individuals or entities acting as a group within the meaning of section 13(d) of the Securities Exchange Act of 1934, as amended for the purpose of acquiring, holding or disposing of stock of the Company).
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- (e) “Code” shall mean the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.
- (f) “Committee” shall mean the Compensation/Pension Committee as appointed by the Board to administer the Program pursuant to Section VI (a) hereunder.
- (g) “Company” shall mean South Jersey Industries, Inc., South Jersey Energy Solutions, LLC and South Jersey Gas Company.
- (h) “Effective Date” shall mean January 1, 2009, the effective date of this amendment and restatement of the Program. The Program was originally effective October 1, 1983, and previously amended and restated effective January 1, 1989, September 1, 1991, July 1, 1997, December 1, 2001, and February 1, 2003.
- (i) “ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended.
- (j) “Final Average Compensation” shall mean an Officer’s average total cash compensation (salary plus annual incentive bonus earned and paid before any reduction for amounts deferred by the Officer pursuant to a defined contribution plan maintained by the Company that qualifies under section 401(a) of the Code and satisfies the requirements of section 401(k) or section 125 of the Code, or pursuant to any other nonqualified plan which permits the voluntary deferral of compensation) for the highest thirty-six (36) consecutive calendar months of the final sixty (60) months prior to the earliest of the Officer’s actual retirement, death or disability.
- (k) “Grandfathered Amount” shall mean the portion of an Officer’s Accrued Benefit attributable to amounts earned and vested for purposes of section 409A of the Code as of December 31, 2004. Pursuant to section 409A of the Code, this portion is calculated as the present value of the amount to which the Officer would have been entitled under the Program if the Officer voluntarily terminated services without cause on December 31, 2004 and received a payment of the benefits available under the Program on the earliest possible date allowed under the Program to receive a payment of benefits following the termination of services and received the benefits in the form with the maximum value.

- (l) “Officer” shall mean Chief Executive Officer, President, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Secretary, Assistant Secretaries, Treasurer, Assistant Treasurers, Controller and Assistant Controllers of the Company, or other officers as prescribed by the Bylaws of the Company from time to time, who have attained the age of fifty (50) and who have executed the Supplemental Executive Retirement Agreement, substantially in the form attached hereto as Attachment “A”.
- (m) “Pension Plan” shall mean the Retirement Plan for Employees of South Jersey Industries, Inc. as identified in the plan document for the Pension Plan.
- (n) “Program” shall mean the Supplemental Executive Retirement Program of the Company as set forth in this document, including any and all amendments hereto and restatements hereof.
- (o) “Separation from Service” shall mean an Officer’s “separation from service” with the Company within the meaning of such term under section 409A of the Code.
- (p) “Year of Service” shall mean any calendar month of service during which the employee was working at a rate which would yield 1,000 hours of service for the year measured from anniversaries of date of hire.

III. DETERMINATION OF PROGRAM BENEFITS.

The Company agrees to pay a Program benefit to an Officer under the following circumstances and conditions:

- (a) Normal Retirement Benefit. Subject to Section III (b) below, the benefit payable to an Officer eligible under this Program shall be as follows:
 - (1) A benefit of two percent (2%) of the Officer’s Final Average Compensation, multiplied by the Officer’s Years of Service (not to exceed thirty (30) years), inclusive of the Pension Plan benefit; except in the instance where the Pension Plan benefit yields a percentage of Final Average Compensation calculated on the basis of a life annuity with six years guaranteed in excess of sixty percent (60%), whereas, in such case, the higher qualified Pension Plan benefit shall be payable, plus an additional five percent (5%) of the Final Average Compensation. (See Attachment “B”.)
 - (2) An Officer’s Accrued Benefit under this Section III (a) attributable to the Grandfathered Amount shall be paid at the same time and in the same form as the Officer’s accrued benefit under the Pension Plan. An Officer’s Accrued Benefit under this Section III (a) attributable to the non-Grandfathered Amount shall commence on the later of the first day of the month immediately following (A) the Officer’s Separation from Service or (B) the date on which the Officer attains age fifty-five (55), and shall be paid (I) in the form of a life annuity with six years guaranteed to an Officer who is unmarried as of the date payment is to commence and (II) in the form of a fifty percent (50%) joint and survivor annuitant option for the spouse of the Officer without any actuarial reduction, for both the Program and the Pension Plan, for an Officer who is married as of the date payment is to commence. Notwithstanding the foregoing, at the time payment is to commence under this Section III (a)(2), an Officer shall be permitted to choose from among such Actuarial Equivalent optional forms of annuity payment in lieu of the automatic form of payment described in the preceding sentence as the Company may offer.

- (3) An Officer's Accrued Benefit under this Section III (a) shall be supplemented to the extent necessary to ensure that the Officer receives a benefit under this Program which is at least equal to the benefit that would have been paid to the Officer under the Pension Plan had that benefit been determined without regard to the limit on compensation taken into account under the Pension Plan imposed by section 401(a)(17) of the Code and without regard to the limit on benefits payable under the Pension Plan imposed by section 415 of the Code.
- (4) To the extent permitted under section 409A of the Code, an Officer may defer the date on which payment of his Accrued Benefit attributable to non-Grandfathered Amounts is to commence up to two times by submitting a deferred payment election form to the Committee in such form and manner as the Committee may determine. An Officer's election to defer the payment commencement date shall be effective only if: (A) the Committee receives the deferred payment election form at least twelve (12) full months before payment of the Officer's Accrued Benefit under the Program is to commence, (B) the deferred payment election is not effective for a period of twelve (12) months from the date made, (C) the date on which payment of the Officer's Accrued Benefit is deferred for a period of five years from the date payment of the Officer's Accrued Benefit otherwise would have commenced and (D) the deferred payment election does not result in an impermissible acceleration of payment as described in section 409A of the Code.
- (b) Early Retirement Reduction. Notwithstanding any provision of the Program to the contrary, if an Officer commences receiving payment prior to his attainment of age sixty (60), unless the Board determines otherwise, the amount of the Officer's annual benefit shall be equal to the normal retirement benefit, as calculated under Section III (a) above, multiplied by one hundred percent (100%) minus one-sixth of one percent (1/6%) for each month by which the date on which the date of commencement of payment of the Officer's Accrued Benefit precedes the Officer's sixtieth (60th) birthday.

With respect to an Officer's Accrued Benefit under the Program, the Board at the recommendation of the Committee may waive all or a portion of the early retirement penalty stipulated in this Section III (b). In such instance, when the Board has waived early retirement penalties, all early retirement penalties or reductions shall be eliminated under the Program and the Pension Plan and the Officer shall be made whole through the Program. The offset for Pension Plan benefits will, however, be net of any applicable early retirement reductions imposed under the Pension Plan.

- (c) Disability Benefit. If an Officer receives disability benefits under insurance provided by the Company, the Officer shall continue to accumulate service for purposes of the Program benefit as calculated under Section III (a) above until the first day following the expiration of the six month period beginning on the date of the Officer's disability at which time the Officer shall be deemed to have incurred a Separation from Service. Notwithstanding the preceding sentence, if the Officer's Separation from Service occurs prior to the Officer's attainment of age 55, the Officer shall continue to accumulate service for purposes of the Program benefit as calculated under Section III (a) above until the earlier of the date on which the Officer recovers from his disability or the date on which the Officer attains age 55. The benefit shall be based on Final Average Compensation determined to the date of disability. An Officer's Accrued Benefit under this Section III (c) at the time specified in Section III (a)(2) above.
- (d) Death Benefit. If an Officer dies after attaining age fifty (50) while employed by the Company, but before commencement of payment of the Officer's Accrued Benefit hereunder, the Officer's surviving spouse shall be entitled to an annual survivor pension equal to fifty percent (50%) of the Officer's Accrued Benefit calculated in accordance with Section III (a) above, and without the application of any early retirement penalty reduction as described in Section III (b) above. The benefit payable to the surviving spouse under this Section III (d) attributable to the Grandfathered Amount shall commence at the same time and in the same form as the death benefit under the Pension Plan. The benefit payable to the surviving spouse under this Section III (d) attributable to the non-Grandfathered Amount shall be paid to the surviving spouse in a lump sum in an amount that is Actuarially Equivalent to the benefit described under this Section III (d) within sixty (60) days following the date of the Officer's death.
- (e) Six Month Delay for Specified Employees. Notwithstanding any provision of this Program to the contrary, if an Officer is a "specified employee" of the Company within the meaning of such term under section 409A of the Code at the time of the Officer's Separation from Service and if payment of any benefit under the Program attributable to non-Grandfathered Amounts is required to be postponed for a period of six months after Separation from Service pursuant to section 409A of the Code, payment of such amount shall be postponed as required by section 409A of the Code, and the accumulated postponed amount shall be credited with interest at the prime rate published in the *Wall Street Journal* on date of the Officer's Separation from Service for the period beginning on the first day of the month following the Officer's Separation from Service and ending on the date payment is made. Payment of the accumulated postponed amount plus interest shall be paid in a lump sum payment within ten (10) days after the end of the six (6)-month period. If the Officer dies during the postponement period prior to the payment of postponed amount, the amounts withheld on account of section 409A shall be paid to the Officer's surviving spouse or their authorized designee within sixty (60) days after the date of the Officer's death. A "specified employee" shall mean an employee who, at any time during the twelve (12)-month period ending on the identification date, is a "specified employee" under section 409A of the Code, as determined by the Board or its delegate. The determination of specified employees, including the number and identity of persons considered specified employees and the identification date, shall be made by the Board or its delegate in accordance with the provisions of sections 416(i) and 409A of the Code.

IV. PROTECTION OF CONFIDENTIAL INFORMATION: NONCOMPETITION.

In view of the fact that the Officer's work with the Company brings the Officer in close contact with many confidential affairs of the Company, including matters of a business nature such as information about costs, profits, markets, sales, plans for future development and other information not readily available to the public, the Officer who agrees to participate in the Program also agrees:

- (a) to keep confidential during and after the Officer's employment by the Company all matters of and information relating to the Company, and not to disclose them to anyone outside of the Company under any circumstances, or to anyone within the Company who is not in a position where the Officer needs to know such information;
- (b) to deliver promptly to the Company on termination of the Officer's employment, or at any time that the Company may so request, all memoranda, notes, records, reports and other documents (and all copies thereof) relating to the business of the Company which the Officer may then possess or have under the Officer's control; and
- (c) during the term of the Officer's employment and for a period of ten (10) years thereafter, not directly or indirectly to (1) enter the employ of, or render any services to, any person, firm or corporation engaged in any business competitive with the business of the Company in any area serviced by the Company or in which the Company does business; (2) engage in such business for the Officer's own account; or (3) become interested in any such business as an individual, partner, director, Officer, principal, agent, employee, trustee, consultant or in any other relationship or capacity. Anything to the contrary herein notwithstanding, the Officer may be retained as an independent advisor and consultant to the President of the Company as to such matters as the President of the Company may from time to time request; provided that in the event the Officer is retained as an independent advisor and consultant, no payment shall be made to such Officer under the Program unless such Officer has a Separation from Service.

V. CLAIMS PROCEDURES.

- (a) Claim. Any person or entity claiming a benefit, requesting an interpretation or ruling under the Program (hereinafter referred to as “claimant”), or requesting information under the Program shall present the request in writing to the Committee, which shall respond in writing as soon as practical.
- (b) Denial of Claim. If the claim or request is denied, the written notice of denial shall state:
- (1) The reason(s) for denial;
 - (2) Reference to the specific Program provisions on which the denial is based;
 - (3) A description of any additional material or information required and an explanation of why it is necessary; and
 - (4) An explanation of the Program’s claim review procedures and the time limits applicable to such procedures, including the right to bring a civil action under section 502(a) of ERISA.
- (c) Review of Claim. Any claimant whose claim or request is denied or who has not received a response within sixty (60) days may request a review by notice given in writing or in electronic form to the Committee. Such request must be made within sixty (60) days after receipt by the claimant of the written notice of denial, or in the event the claimant has not received a response, sixty (60) days after receipt by the Committee of the claimant’s claim or request. The claim or request shall be reviewed by the Committee which may, but shall not be required to, grant the claimant a hearing. On review, the claimant may have representation, examine pertinent documents, and submit issues and comments in writing.
- (d) Final Decision. The decision on review shall normally be made within sixty (60) days after the Committee’s receipt of claimant’s claim or request. If an extension of time is required for a hearing or other special circumstances, the claimant shall be notified and the time limit shall be one hundred twenty (120) days. The decision shall be in writing or in electronic form and shall:
- (1) state the specific reason(s) for the denial;
 - (2) reference the relevant Program provisions;
 - (3) state that the claimant is entitled to receive, upon request and free of charge, and have reasonable access to and copies of all documents, records and other information relevant to the claim for benefits; and
 - (4) state that the claimant may bring an action under section 502(a) of ERISA.

All decisions on review shall be final and binding on all parties concerned.

VI. MISCELLANEOUS.

- (a) Administration of Program. The Program shall be administered by the Committee. The Committee shall have full power, discretion and authority to recommend interpretation, construction and administration of the Program and any part thereof to the Board. The Committee may recommend to the Board employment of legal counsel, consultants, actuaries and agents, as it deems desirable, in the administration of the Program, and may rely on the opinion(s) of such counsel, the advice of such consultants, and the computations of such actuary(ies). The Committee shall have such rights, duties and privileges under the Program as are allocated to the Trust Committee under the Pension Plan.
- (b) Arbitration. Any controversy or claim arising out of or related to this Program that remains after exhaustion of the claims procedures set forth in Section V above, including any rights to benefits which have accrued under this Program, or the interpretation, construction or administration of the Program, shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the Arbitrators is binding and may be entered in any Court having jurisdiction thereof.
- (1) The arbitration panel shall consist of three arbitrators, one appointed by each party, and a third, neutral arbitrator appointed by the first two arbitrators.
 - (2) Each party shall appoint its arbitrator within fourteen days after the filing of the Demand for Arbitration, and the third arbitrator shall be appointed within ten days thereafter.
 - (3) The third, neutral arbitrator, shall serve as chairman of the arbitration panel.
 - (4) All decisions of the arbitration panel, including the award, must be by at least a majority.
- (c) Amendment, Suspension and Termination. The Program may be amended, suspended, or terminated in whole or in part at any time and from time to time by the Board. No such amendment, suspension or termination shall retroactively impair or otherwise adversely affect the rights of any person to whom benefits are payable under this Program that have accrued prior to that date.
- (d) Change in Control. Upon a Change in Control, the Company shall, as soon as possible, but in no event longer than forty-five (45) days following the Change in Control, make an irrevocable contribution to a Rabbi Trust or, other comparable funding vehicle in an amount that is equal to one hundred twenty percent (120%) of the amount necessary to pay each program participant or beneficiary the benefits accrued for the Program participants and their beneficiaries under the terms of the Program on the date of the Change in Control, determined using the same actuarial assumptions and methods as are used in funding the Pension Plan.

- (e) Proof of Date of Birth. In order to be eligible to receive payments under this Program, the Officer, or the Officer's surviving spouse seeking benefits under Section III (d) of this Program shall provide written proof of the date of birth of the Officer to the Committee.
- (f) Notices. Each Officer or surviving spouse or their authorized designee shall be responsible for furnishing the Committee with the current and proper address for the mailing of notices, reports and benefit payments. Any notice required or permitted to be given shall be deemed given if directed to the person to whom addressed at such address and mailed by regular United States mail, first-class and prepaid. If any check mailed to such address is returned as undeliverable to the addressee, mailing of checks will be suspended until the Officer or surviving spouse furnishes proper address.
- (g) Nonalienation of Benefits. All amounts payable under the Program shall be made only to the person or persons designated by the Program and not to any other person or corporation. No part of an Officer's benefit shall be liable for the debts, contracts, or engagements of any Officer, the Officer's surviving spouse, or successors in interest and, except as hereinafter provided with respect to family disputes, the rights of any Officer under this Program are personal and may not be subject to execution by levy, attachment, or garnishment or by any other legal or equitable proceeding. In addition, the Officer, the Officer's surviving spouse, or successors in interest, shall have no right to assign, anticipate, commute, transfer, pledge or encumber any Program benefits or payments in any manner whatsoever. If any Officer, surviving spouse or successor in interest is adjudicated bankrupt or purports to anticipate, alienate, sell, transfer, assign, pledge, encumber, or charge any distribution or payment from the Program, voluntarily or involuntarily, the Committee, in its discretion, may cancel such distribution or payment (or any part thereof) to or for the benefit of such Officer, the Officer's surviving spouse or successor in interest in such manner, as the Committee shall direct. The provisions of the Program shall inure to the benefit of each Officer and the Officer's surviving spouse, heirs, executors, administrators or successors in interest. In cases of family disputes, the Company will observe the terms of the Program unless and until ordered to do otherwise by a state or federal court. As a condition of participation, an Officer agrees to hold the Company harmless from any claim that arises out of the Company's obeying the final order of any state or federal court, whether such order effects a judgment of such court or is issued to enforce a judgment or order of another court. For purposes of this Section VI (g), "family dispute" means a dispute relating to provision of child support, alimony payments, or marital property rights to a spouse, former spouse or other dependent of the Officer.
- (h) Withholding. The Company may make such provisions and take such actions as it may deem necessary or appropriate for the withholding of federal, state or local taxes with respect to amounts payable under this Program, including the withholding of appropriate amounts from benefits payable to an Officer or the Officer's surviving spouse or their authorized designee. The Officer, the Officer's surviving spouse or their authorized designee shall be responsible for the payment of all individual tax liabilities relating to any benefits.

- (i) Reliance on Data. The Company, the Committee and all other persons associated with the Program's operation shall have the right to rely on the veracity and accuracy of any required written data provided by the Officer or the surviving spouse including representation of age, health and marital status.
- (j) No Contract of Employment. Neither the establishment of the Program, nor any modification thereof, nor the payment of any benefits shall be construed as giving any Officer the right to be retained in the service of any entity constituting the Company, and all Officers shall remain subject to discharge to the same extent as if the Program had never been adopted.
- (k) Unfunded Status of Program. The Program is intended to constitute an "unfunded" deferred compensation plan for the Officers. Nothing contained in the Program, and no action taken pursuant to the Program, shall create or be construed to create a trust of any kind. The Company shall reflect on its books each Officer's interest hereunder, but neither an Officer, the Officer's surviving spouse, their designees nor any other person shall under any circumstances acquire any property interest in any specific assets of the Company. Nothing contained in this Program and no action taken pursuant hereto shall create or be construed to create a fiduciary relationship between the Company and an Officer or any other person. An Officer's right to receive payments under the Program shall be no greater than the right of an unsecured general creditor of the Company. All payments shall be made from the general funds of the Company, and no special or separate fund shall be established and no segregation of assets shall be made to assure payment.
- (l) Severability of Provisions. If any provision of this Program shall be held invalid or unenforceable, such invalidity or unenforceability shall not affect any other provisions hereof, and this Program shall be construed and enforced as if such provisions had not been included.
- (m) Controlling Law. This Program shall be construed and enforced according to the laws of the State of New Jersey without reference to the principles of conflict of laws, to the extent not preempted by federal law, which shall otherwise control.
- (n) Effect on Other Plans. Any benefit payable under the Program shall not be deemed salary or other compensation for the purpose of computing benefits under any employee benefit plans or other arrangements of the Company for the benefit of its employees.

- (o) Section 409A of the Code. The Program is intended to comply with the applicable requirements of section 409A of the Code, and shall be administered in accordance with section 409A of the Code. Notwithstanding provision of the Program to the contrary, distributions under the Program shall only be made in a manner, and upon an event, permitted by section 409A of the Code. If a payment is not made by the designated payment date under the Program, the payment shall be made by December 31 of the calendar year in which the designated date occurs. Distributions upon termination of employment shall only be made upon an Officer's "separation from service" within the meaning of such term under section 409A of the Code. To the extent that any provision of the Program would cause a conflict with the requirements of section 409A of the Code, or would cause the administration of the Program to fail to satisfy the requirements of section 409A of the Code, such provision shall be deemed null and void to the extent permitted by applicable law. An Officer shall not designate the calendar year of a payment except in accordance with the rules relating to payment elections under section 409A of the Code.

ATTACHMENT "A"

SOUTH JERSEY INDUSTRIES, INC.

SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

This Agreement dated _____ between South Jersey Industries, Inc., a New Jersey Corporation, (hereinafter Referred to as the "Company"), and _____, an Officer of the Company who resides at _____.

WITNESSETH:

In consideration of the Officer's employment by the Company hereinafter and of the covenants hereinafter set forth, it is mutually agreed as follows:

2. **OFFICER'S SERVICES.** The **OFFICER** shall faithfully, and to the best of the Officer's ability, devote all of the Officer's working time exclusively to the performance of such services for the **COMPANY** as may be assigned to the Officer from time to time under written employment agreements or otherwise and the **OFFICER** shall not, for remuneration or profit, directly or indirectly render any service to, or undertake any employment for, any other person, firm or corporation, without first obtaining the written consent of the President and Chief Executive Officer of the **COMPANY**.
3. **PROGRAM RETIREMENT INCOME.** The **COMPANY** agrees to provide the **OFFICER** with a Supplemental Executive Retirement Program as outlined in the Program documents attached as Exhibit A.

4. **ASSIGNABILITY.** This Agreement shall inure to the benefit of any assignee of the **COMPANY**, and the **OFFICER** specifically agrees, on demand, to execute any and all necessary documents reasonably requested in connection therewith.

5. **ENTIRE AGREEMENT.** This Agreement (including Exhibit A) constitutes the entire understanding between the parties hereto with reference to the subject matter hereof and shall not be changed or modified except by a written instrument signed by both parties. This agreement amends and restates all prior agreements between the **COMPANY** and the **OFFICER** relating to the Supplemental Executive Retirement Program. Otherwise, all existing contracts of employment between the **COMPANY** and the **OFFICER** shall survive the making of this Agreement and, except to the extent amended hereby, remain in full force and effect.

IN WITNESS WHEREOF, the **COMPANY** has caused this Agreement to be executed in duplicate by a proper and duly authorized representative thereof, and the **OFFICER** has signed this Agreement in duplicate, as of the day and year first above written.

SOUTH JERSEY INDUSTRIES, INC.

OFFICER

By: _____
Title: _____

By: _____
Title: _____

ATTACHMENT "B"

SAMPLE CALCULATION

**OFFICER RETIREMENT PROJECTION
 AT RETIREMENT DATE OF 1/1/08**

I. FINAL AVERAGE COMPENSATION

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Base Salary	225,000	215,000	200,000
Annual Cash	45,000	43,000	40,000
Totals	270,000	258,000	240,000
FAC			\$ 256,000.00

II. YEARS OF SERVICE @ RETIREMENT DATE

doh	9/3/72	term	12/31/07	
dor	1/01/08			35.33

III. ANNUAL PENSION BENEFIT

(from Pension Plan & Program)

Years of Service @ 2% for each service year	0.7066
With incremental 5% Program benefit	0.7566
Program maximum w/5% increment	0.65
Pension Benefit Before Early Retirement Penalty	\$ 166,400.00
Less: 0% Early Retirement Penalty	\$ 0.00
Annual Pension Benefit	\$ 166,400.00
Monthly Pension Benefit	\$ 13,866.67

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Section 4: EX-10.G.V. (EXHIBIT 10.G.V.)

Exhibit 10.g.v.

**AMENDMENT
 TO LOAN AGREEMENT**

THIS AMENDMENT TO LOAN AGREEMENT (this "Agreement") is made and entered into as of this 14th day of December, 2009, among SOUTH JERSEY GAS COMPANY, a New Jersey corporation (the "Borrower") and TORONTO DOMINION (NEW YORK) LLC, as lender ("Lender").

WITNESSETH:

WHEREAS, the Borrower and the Lender are parties to that certain Loan Agreement, dated as of December 15, 2008, (as amended, restated, modified and supplemented from time to time, the "Loan Agreement") pursuant to which the Lender extended certain financial accommodations to the Borrower under the terms and conditions stated therein; and

WHEREAS, the Borrower has requested that the Lender amend certain provisions in the Loan Agreement as more specifically set forth below; and

WHEREAS, the Lender is willing to consent to the Borrower's requests upon and subject to the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties hereto agree that all capitalized terms used herein which are not otherwise defined herein shall have the meanings ascribed thereto in the Loan Agreement, and further agree as follows:

1. Amendments.

(a) Section 1.1 of the Loan Agreement, Defined Terms, is hereby amended by deleting the definition of “Applicable Margin” set forth therein in its entirety and substituting the following in lieu thereof:

“Applicable Margin” – For any Loan made to Borrower on any date, the rate per annum as set forth below, determined by reference to the Corporate Credit Ratings:

Level	Corporate Credit Rating	Applicable Base Rate Margin	Applicable LIBOR Margin
I	Greater than BBB-/Baa3	0.000%	1.75%
II	Less than or equal to BBB-/Baa3 or no rating	0.000%	2.00%

Any change in the Applicable Margin will be effective as of the date on which the applicable Selected Rating Agent, as the case may be, announces the applicable change in the Corporate Credit Ratings. Borrower shall notify Lender in writing promptly after becoming aware of any change in the Corporate Credit Ratings.

For purposes of the foregoing, (i) if the Corporate Credit Ratings established or deemed to have been established by the Selected Rating Agencies shall fall within different "Levels", the lower rating will apply; (ii) if only one of the Selected Rating Agencies maintains Corporate Credit Ratings, then the rating of such single rating agency will apply; and (iii) if the rating system of Moody's, S&P or Fitch shall change, or if Moody's, S&P or Fitch shall cease to be in the business of providing Corporate Credit Ratings, Borrower and Lender shall negotiate in good faith to amend this definition to reflect such changed rating system or the unavailability of ratings from Moody's, S&P or Fitch, and, pending the effectiveness of any such amendment, the Corporate Credit Ratings shall be determined by reference to the Corporate Credit Ratings most recently in effect prior to such change or cessation."

(b) Section 1.1 of the Loan Agreement, Defined Terms, is hereby further amended by deleting the definition of "Revolving Credit Maturity Date" as set forth therein in its entirety and substituting the following in lieu thereof:

"Revolving Credit Maturity Date" – December 13, 2010."

(c) Section 2.7 of the Loan Agreement, Fees and Charges, is hereby amended by deleting subsection (b) thereof in its entirety and by substituting in lieu thereof the following:

"b. Borrower hereby agrees to pay to Lender a facility fee (the "Facility Fee") equal to the average daily amount of the Unused Revolving Credit Commitment during the preceding calendar quarter (or such shorter period ending on the Revolving Credit Maturity Date) multiplied by a rate per annum equal to one quarter of one percent (0.250%), payable quarterly in arrears on January 1, April 1, July 1 and October 1, and on the Revolving Credit Maturity Date. The Facility Fee due to Lender shall cease to accrue on the Revolving Credit Maturity Date. The Facility Fee payable on January 1, 2010 shall be calculated for the period (1) from (and including) October 1, 2009 through (but not including) December 14, 2009 at a rate per annum equal to one eighth of one percent (0.125%) and (2) from (and including) December 14, 2009, through and including December 31, 2009 at a rate per annum equal to one quarter of one percent (0.250%)."

(d) Section II of the Loan Agreement, The Loans, is hereby further amended by inserting the following new Section 2.15 immediately following the end of Section 2.14 thereof:

“Section 2.15. Incremental Facility. So long as no Default or Event of Default has occurred and is continuing, the Borrower may at any time during the term of this Agreement request that the Maximum Revolving Credit Amount be increased by an amount not to exceed \$10,000,000. Lender may, but shall not be obligated to, in its sole discretion (including, without limitation, obtaining internal credit approval) agree to all or any portion of the requested increase. In the event that the Lender agrees to an increase to the Maximum Revolving Credit Amount, the Borrower shall execute such amendments and additional documents (including opinions of counsel) as may reasonably be requested by the Lender to give effect to such increase.”

(e) Section 6.15 of the Loan Agreement, Replacement Financing, is hereby amended by deleting such Section in its entirety and by substituting the following in lieu thereof:

“6.15. [Reserved].”

2. Strict Compliance. Except for the amendments set forth in Section 1 above, the text of the Loan Agreement shall remain unchanged and in full force and effect. The amendments agreed to herein shall not constitute a modification of the Loan Agreement or a course of dealing with the Lender at variance with the Loan Agreement such as to require further notice by the Lender to require strict compliance with the terms of the Loan Agreement in the future.

3. Representations and Warranties. The Borrower hereby represents and warrants to and in favor of the Lender as follows:

(a) Each representation and warranty set forth in Article V of the Loan Agreement is hereby restated and affirmed as true and correct in all material respects as of the date hereof, except to the extent waived hereby or previously fulfilled in accordance with the terms of the Loan Agreement and to the extent relating specifically to the Closing Date or otherwise inapplicable;

(b) There does not exist any Default or Event of Default or any event with the passage of time would become a Default or Event of Default, in each case, both before and after giving effect to this Agreement;

(c) The Borrower has the corporate power and authority (i) to enter into this Agreement and (ii) to do all acts and things as are required or contemplated hereunder to be done, observed and performed by it;

(d) As of the date of this Agreement, the Borrower and each of its Subsidiaries will be Solvent;

(e) This Agreement has been duly authorized, validly executed and delivered by one or more authorized officers of the Borrower, and each of this Agreement and the Loan Agreement as amended hereby constitutes the legal, valid and binding obligations of the Borrower, enforceable against the Borrower in accordance with its terms, except as may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws of general application relating to or affecting the rights and remedies of creditors and by general principles of equity; and

(f) The execution and delivery of this Agreement and performance by the Borrower under the Loan Agreement, as amended hereby, does not and will not require the consent or approval of any regulatory authority or governmental authority or agency having jurisdiction over the Borrower which has not already been obtained, nor be in contravention of or in conflict with the certificate of incorporation of the Borrower, or any provision of any statute, judgment, order, indenture, instrument, agreement, or undertaking, to which the Borrower is party or by which the Borrower's assets or properties are bound.

4. Conditions Precedent to Effectiveness of this Agreement. This Agreement, shall be effective as of the date hereof subject to:

(a) all of the representations and warranties of the Borrower under Section 3 hereof which are made as of the date hereof, being true and correct in all material respects;

(b) receipt by the Lender of a duly executed signature page to this Agreement from the Borrower;

(c) receipt by the Lender of an amendment fee in the amount of \$40,000, and

(d) receipt of any other documents or instruments that the Lender may reasonably request, certified or executed by an authorized officer of the Borrower if so requested.

5. Condition Subsequent. On or prior to [December 31, 2009], the Borrower shall cause Cozen O'Connor, counsel to the Borrower, to deliver to the Lender a duly executed legal opinion with respect to this Agreement and the transactions contemplated hereby in substantially the form of the legal opinion delivered to the Lender on the Closing Date. The Borrower acknowledges and agrees that failure to comply with the terms of this Section 5 shall be an Event of Default under the Loan Agreement without any cure or notice periods.

6. Fees and Expenses. The Borrower agrees to promptly pay all reasonable fees and expenses of the Lender in connection with the preparation, execution and delivery of this Agreement, including without limitation the reasonable fees and expenses of Jones Day, counsel to the Lender.

7. Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

8. Law of Contract. This Agreement shall be construed and enforced in accordance with the internal laws (and not the law of conflicts) of the State of New York for contracts made and to be performed within the State of New York.

9. Loan Document. This Agreement shall constitute a Loan Document.

10. Amendment to Loan Documents. All of the Loan Documents are hereby amended to the extent necessary to give full force and effect to the amendments contained in this Agreement.

11. Severability. Any provision of this Agreement which is prohibited or unenforceable shall be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof in that jurisdiction or affecting the validity or enforceability of such provision in any other jurisdiction.

12. Execution by Electronic Means. Delivery by any party hereto of an executed counterpart of this Agreement by facsimile or electronic transmission shall be as valid and effective as such party's original executed counterpart.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

BORROWER:

SOUTH JERSEY GAS COMPANY

By: _____
Name: _____
Title: _____

LENDER:

TORONTO DOMINION (NEW YORK) LLC

By: _____
 Name: _____
 Title: _____

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Section 5: EX-12 (EXHIBIT 12)

Exhibit 12

SOUTH JERSEY INDUSTRIES, INC.
Calculation of Ratio of Earnings from Continuing Operations to
Fixed Charges (Before Income Taxes)
 (IN THOUSANDS)

	Fiscal Year Ended December 31,				
	2009	2008	2007	2006	2005
Net Income*	\$ 58,532	\$ 77,178	\$ 62,659	\$ 72,250	\$ 39,770
Income Taxes	34,302	51,948	43,056	49,683	27,619
Fixed Charges**	19,314	25,828	27,719	28,640	22,521
Capitalized Interest	(322)	(152)	(504)	(969)	(1,571)
Total Available	\$ 111,826	\$ 154,802	\$ 132,930	\$ 149,604	\$ 88,339
Total Available Fixed Charges	5.8x	6.0x	4.8x	5.2x	3.9x

* Income from Continuing Operations.

** Includes interest and preferred dividend requirement of a subsidiary. Preferred dividend requirements totaled \$45,100 in 2005 (rentals are not material).

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Section 6: EX-21 (EXHIBIT 21)

Exhibit 21

SOUTH JERSEY INDUSTRIES, INC.
SUBSIDIARIES OF REGISTRANT
AS OF DECEMBER 31, 2009

The following is a list of the significant subsidiaries of South Jersey Industries, Inc.

Percentage of

	Voting Securities Directly or Indirectly Owned by Immediate Parent	Relationship	State of Incorporation
South Jersey Industries, Inc.	Registrant	Parent	New Jersey
South Jersey Gas Company	100	(1)	New Jersey
Marina Energy LLC	100	(5)	New Jersey
South Jersey Energy Company	100	(5)	New Jersey
South Jersey Resources Group, LLC	100	(5)	Delaware
South Jersey Energy Service Plus, LLC	100	(5)	New Jersey
SJ EnerTrade, Inc.	100	(2)	New Jersey
Energy & Minerals, Inc.	100	(1)	New Jersey
R&T Group, Inc.	100	(1)	New Jersey
South Jersey Fuel, Inc.	100	(3)	New Jersey
South Jersey Energy Solutions, LLC	100	(1)	New Jersey
SJI Services, LLC	100	(1)	New Jersey
AC Landfill Energy, LLC	51	(4)	New Jersey
WC Landfill Energy, LLC	51	(4)	New Jersey

- (1) Subsidiary of South Jersey Industries, Inc.
- (2) Subsidiary of South Jersey Energy Company
- (3) Subsidiary of Energy & Minerals, Inc.
- (4) Subsidiary of Marina Energy LLC
- (5) Subsidiary of South Jersey Energy Solutions, LLC

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Section 7: EX-23 (EXHIBIT 23)

[Exhibit 23](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 33-27132 and 333-110731 on Form S-8 and Registration Statement No. 333-128343 on Form S-3 of our reports dated February 26, 2010, relating to the consolidated financial statements and financial statement schedules of South Jersey Industries, Inc. and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2009.

/s/ Deloitte & Touche LLP
 Philadelphia, Pennsylvania
 February 26, 2010

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CERTIFICATION

I, Edward J. Graham, certify that:

1. I have reviewed this report on Form 10-K for the period ended December 31, 2009, of South Jersey Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15 d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial report

South Jersey Industries, Inc.

Date: February 26, 2010

By: /s/ Edward J. Graham

Edward J. Graham

Chairman, President & Chief Executive Officer

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Section 9: EX-31.2 (EXHIBIT 31.2)

CERTIFICATION

I, David A. Kindlick, certify that:

1. I have reviewed this report on Form 10-K for the period ended December 31, 2009, of South Jersey Industries, Inc.; Page 1663 of 2401

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15 d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

South Jersey Industries, Inc.

Date: February 26, 2010

By: /s/ David A. Kindlick

David A. Kindlick
Vice President & Chief Financial Officer

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Section 10: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Annual Report on Form 10-K of South Jersey Industries, Inc. (the "Company") for the period ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward J. Graham, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Edward J. Graham

Name: Edward J. Graham
Title: Chief Executive Officer
February 26, 2010

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Section 11: EX-32.2 (EXHIBIT 32.2)

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Annual Report on Form 10-K of South Jersey Industries, Inc. (the "Company") for the period ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David A. Kindlick, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David A. Kindlick

Name: David A. Kindlick
Title: Chief Financial Officer
February 26, 2010

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