

NATIONAL FUEL GAS CO
Form U-9C-3
March 01, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM U-9C-3
QUARTERLY REPORT PURSUANT TO RULE 58
For the Quarterly Period Ending December 31, 2003

National Fuel Gas Company
(Name of Registered Holding Company)

6363 Main Street
Williamsville, New York 14221
(Address of Principal Executive Offices)

Inquiries concerning this Form U-9C-3 may be directed to:

James R. Peterson
Assistant Secretary
National Fuel Gas Company
6363 Main Street
Williamsville, New York 14221
(716) 857-7702

ITEM 1 ORGANIZATION CHART

| Name of Reporting Co. | Energy or Gas Related | Date of Organization | State of Organization |
|--|------------------------------|-----------------------------|------------------------------|
| National Fuel Gas Company | Holding | 1902 | New Jersey |
| Seneca Independence Pipeline Company | Gas | 1996 | Delaware |
| Niagara Independence Marketing Company | Holding | 1997 | Delaware |
| DirectLink Gas Marketing Company | Gas | 1997 | Delaware |
| Upstate Energy Inc. | Gas | 1997 | New York |
| Seneca Resources Corporation | Holding | 1913 | Pennsylvania |

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| | | | |
|------------------------------------|---------|------|--------------|
| Roystone Gas Processing Plant | Gas | 1994 | Pennsylvania |
| Kane Gas Processing Plant | Gas | 2001 | Pennsylvania |
| Horizon Power, Inc. | Holding | 1995 | New York |
| Seneca Energy II, LLC | Energy | 2000 | New York |
| Model City Energy, LLC | Energy | 2000 | New York |
| Highland Forest Resources, Inc. | Holding | 2003 | New York |
| Empire State Pipeline Company LLC | Gas | 2003 | New York |
| St. Clair Pipeline Company LLC | Gas | 2003 | New York |
| Empire State Pipeline | Gas | 2003 | New York |
| Toro Partner LLC | Gas | 2003 | Delaware |
| Toro Partners, LP | Gas | 1999 | Texas |
| Toro Energy of Indiana, LLC | Gas | 2000 | Texas |
| Toro Energy of Kentucky, LLC | Gas | 1999 | Delaware |
| Toro Energy of Maryland, LLC | Gas | 1999 | Texas |
| Toro Energy of Michigan, LLC | Gas | 1999 | Delaware |
| Toro Energy of Missouri, LLC | Gas | 1999 | Texas |
| Toro Energy of Ohio, LLC | Gas | 1999 | Delaware |
| Toro Energy of Ohio-American, LLC | Gas | 2001 | Texas |
| Toro Energy of Ohio-Statewide, LLC | Gas | 1999 | Delaware |

NARRATIVE DESCRIPTION:

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National Fuel Gas Company, Niagara Independence Marketing Company (Niagara) Seneca Resources Corporation (Seneca Resources), Horizon Power, Inc. (Power, an exempt wholesale generator) and Highland Forest Resources, Inc. (Highland) are not reporting companies but are included in this Item 1 because they hold, directly or indirectly, voting securities issued by reporting companies as indicated above.

During the quarter ended December 31, 2003, the reporting companies engaged in the following activities:

Seneca Independence Pipeline Company (SIP) held a 33 1/3% general partnership interest in Independence Pipeline Company, pursuant to approval by the SEC under the Public Utility Holding Company Act of 1935 (see File 70-9117, HCAR No. 35-26840). SIP's transactions this quarter are described in its financial statements at Item 6. Independence Pipeline Company was dissolved in September 2002 and its affairs wound up during the quarter ended December 31, 2003.

Niagara held a 33 1/3% interest in DirectLink Gas Marketing Company (DirectLink). Niagara's and DirectLink's transactions this quarter are described in their financial statements at Item 6. DirectLink was dissolved and its affairs wound up during the quarter ended December 31, 2003.

Upstate Energy Inc. (Upstate) retained its interest in Toro Partner LLC. Upstate and Toro Partner LLC retained their interests in Toro Partners, LP, which engaged in natural gas marketing and related activities through eight wholly owned limited liability companies.

Roystone Gas Processing Plant (Roystone) and Kane Gas Processing Plant (Kane) engaged in processing natural gas and selling natural gas liquids during the quarter.

Seneca Energy II, LLC (Seneca Energy) and Model City Energy, LLC (Model City), each a qualifying facility under the Public Utility Regulatory Policies Act of 1978, as amended, engaged in electric generation activities.

Empire State Pipeline Company LLC (ESPC) and St. Clair Pipeline Company LLC (SCPC) each held a 50% joint venture interest in Empire State Pipeline (Empire), which engaged in natural gas transportation activities during the quarter.

ITEM 2 ISSUANCE OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company Issuing Stock | Type of Security Issued | Principal Amount of Security | Issue or Renewal | Cost of |
|-----------------------|-------------------------|------------------------------|------------------|---------|
|-----------------------|-------------------------|------------------------------|------------------|---------|

No transactions this quarter

Company Contributing Capital

Company Receiving Capital

No transactions this quarter

ITEM 3 -ASSOCIATE TRANSACTIONS

PART 1 - TRANSACTIONS PERFORMED BY REPORTING COMPANY ON BEHALF OF ASSOCIATE COMPANIES

| Reporting Co. Rendering Services | Associate Co. Receiving Services | Types of Services Rendered | Direct Costs Charged |
|----------------------------------|----------------------------------|----------------------------|----------------------|
|----------------------------------|----------------------------------|----------------------------|----------------------|

PART 1 - TRANSACTIONS PERFORMED BY REPORTING COMPANY ON BEHALF OF ASSOCIATE COMPANIES

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| | | | |
|----------|------------------|------------------------|----------|
| Roystone | Seneca Resources | Natural gas processing | \$0 |
| Kane | Seneca Resources | Natural gas processing | \$10,197 |

Empire provided regulated natural gas transportation services to its associate companies, National Fuel Gas Distribution Corporation (Distribution) and National Fuel Resources, Inc., pursuant to Empire's NYPSC tariff, but such services are exempted transactions pursuant to Rule 81 under the Public Utility Holding Company Act of 1935 (17 CFR Sec. 250.81).

PART 2 TRANSACTIONS PERFORMED BY ASSOCIATE COMPANIES ON BEHALF OF REPORTING COMPANY

| Associate Co. Rendering Services | Reporting Co. Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged |
|---|---|---|-------------------------------------|-----------------------------------|
| Supply | Empire | Managerial, financial, legal and other similar services. | \$4,525 | \$0 |
| Supply | Empire | Operational, maintenance, administrative and similar services. | \$107,060 | \$0 |
| Supply | Toro | Accounting and administrative services. | \$3,733 | \$0 |
| Supply | Upstate | Accounting and administrative services. | \$1,566 | \$0 |
| Distribution | Empire | Operational, administrative and similar services. | \$200,416 | \$0 |
| Distribution | Toro | Accounting and administrative services. | \$17,284 | \$0 |
| Distribution | Upstate | Accounting and administrative services. | \$934 | \$0 |

ITEM 4 SUMMARY OF AGGREGATE INVESTMENT

Investments in Energy-Related Companies:

Confidential Treatment requested pursuant to Rule 104(b)

Investments in Gas-Related Companies:

Confidential Treatment requested pursuant to Rule 104(b)

ITEM 5 OTHER INVESTMENTS

| Major Line of Energy-Related Business | Other Investment in last U-9C-3 Report | Other Investment in This Report |
|--|---|--|
|--|---|--|

NONE

ITEM 6- FINANCIAL STATEMENTS AND EXHIBITS

A. FINANCIAL STATEMENTS:

| | |
|------------------------------------|--|
| Balance Sheet for SIP | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for SIP | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Niagara | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement of Niagara | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for DirectLink | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for DirectLink | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Upstate | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Upstate | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Roystone | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Roystone | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Seneca Energy | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Seneca Energy | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Model City | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Model City | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Empire | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Empire | Confidential treatment requested pursuant to Rule 104(b) |
| Balance Sheet for Kane | Confidential treatment requested pursuant to Rule 104(b) |
| Income Statement for Kane | Confidential treatment requested pursuant to Rule 104(b) |

B. EXHIBITS:

Certificate stating that a copy of the report for the previous quarter has been filed with interested state commissions: EXHIBIT A

SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, National Fuel Gas Company has duly caused this report to be signed and authorized on its behalf by the undersigned.

Dated: March 1, 2004

NATIONAL FUEL GAS COMPANY

By: /s/ James R. Peterson
James R. Peterson
Assistant Secretary

EXHIBIT A

NATIONAL FUEL GAS COMPANY
CERTIFICATE

The undersigned certifies that he is the duly designated and acting Assistant Secretary of National Fuel Gas Company, a New Jersey Corporation, and that the report on Form U-9C-3 for the previous quarter was filed with National Fuel Gas Company's interested State Commissions whose names and addresses are listed below:

State of New York Public Service Commission
3 Empire State Plaza
Albany, New York 12223-1350

Pennsylvania Public Utility Commission P.O. Box 3265
North Office Building
Harrisburg, Pennsylvania 17120

IN WITNESS WHEREOF, I have hereunto set my hand as of the 1st day of March, 2004.

/s/ James R. Peterson
James R. Peterson
Assistant Secretary