

NATIONAL FUEL GAS CO  
Form U5S  
January 28, 2003

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

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## FORM U5S

## ANNUAL REPORT

For the Fiscal Year Ended September 30, 2002

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Filed Pursuant to the

Public Utility Holding Company Act of 1935

by

## National Fuel Gas Company

10 Lafayette Square, Buffalo, N.Y. 14203

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NATIONAL FUEL GAS COMPANY

FORM U5S - ANNUAL REPORT

For the Fiscal Year Ended September 30, 2002

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### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002

Name of Company	Number of Common Shares Owned	Percent of Voting Power	Issuer Book Value	Owner's Book Value
<u>Registrant:</u> <span style="float: right;">(Thousands of Dollars)</span>				
National Fuel Gas Company (Parent, Company or Registrant)	-	-	-	-
<u>Statutory Subsidiaries:</u>				
National Fuel Gas Distribution Corporation (Distribution Corporation) (Note 1)	2,000	100%	\$527,104	\$527,104
Unsecured Debt (Note 9)	-	-	\$379,500	\$379,500
National Fuel Gas Supply Corporation (Supply Corporation) (Note 2)	1,013,802	100%	\$303,809	\$303,809
Unsecured Debt (Note 9)	-	-	\$127,400	\$127,400
Seneca Resources Corporation (Seneca Resources) (Note 3)	100,000	100%	\$ 72,181	\$ 72,181
Unsecured Debt (Note 9)	-	-	\$908,200	\$908,200
National Fuel Exploration Corp. (NFE) (Note 3)	155,104,731	100%	\$ (8,662)	\$ (8,662)
Unsecured Debt (Note 9)			\$212,152	\$212,152
Empire Exploration Company, Empire 1983 Drilling Program, Empire 1983 Joint Venture (Note 10)	N/A	N/A	\$ 970	\$ 970
Highland Forest Resources, Inc. (Highland) (Note 4)	4,500	100%	\$ 8,156	\$ 8,156
Unsecured Debt (Note 9)	-	-	\$ 78,500	\$ 78,500
Data-Track Account Services, Inc. (Data-Track) (Note 5)	1,000	100%	\$ 777	\$ 777

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Leidy Hub, Inc. (Leidy Hub) (Note 6)	4,000	100%	\$ 737	\$ 737
National Fuel Resources, Inc. (NFR) (Note 7)	10,000	100%	\$ 38,637	\$ 38,637
Horizon Energy Development, Inc. (Horizon) (Notes 8 and 11-12)	4,750	100%	\$ 28,834	\$ 28,834
Unsecured Debt (Note 9)	-	-	\$114,400	\$114,400
Sceptre Power Company *(Note 11)	N/A	100%	\$ 3,948	\$ 3,948
Horizon Energy Holdings, Inc. (HEHI) (Note 12)	2,000	100%	\$142,520	\$142,520
Horizon Energy Development B.V. (HED B.V.) (Note 12)	400	100%	\$142,520	\$142,520
Unsecured Debt (Note 9)	-	-	\$ 170	\$ 170
United Energy, a.s. . (UE) (Note 12)	8,475,419	85.16%	\$132,653	\$140,574
Unsecured Debt (Note 9)	-	-	\$ 34,020	\$ 34,020
Teplarna Liberec, a.s. (TL) (Note 12)	70	70%	\$ 11,111	\$ 10,176

**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002 (Continued)**

Name of Company	Number of Common Shares Owned	Percent of Voting Power	Issuer Book Value	Owner's Book Value
<u>Registrant:</u> (Thousands of Dollars)				
Lounske tepelne Hospodarstvi, s.r.o. (LTH) (Note 12)	N/A	100%	\$ -	\$ -
Teplo Branany, s.r.o. (TB) (Note 12)	N/A	49%	\$ 2	\$ 2
ENOP Company, s.r.o. (ENOP) (Note 12)	N/A	100%	\$ 457	\$ 550
Horizon Energy Development, s.r.o. (HED) (Note 12)	N/A	100%	\$ 2,895	\$ 2,895
Upstate Energy Inc. (Upstate) (Note 13)	1,000	100%	\$ 233	\$ 233
Unsecured Debt (Note 9)	-	-	\$ 6,400	\$ 6,400
Seneca Independence Pipeline Company (SIP) (Note 14)	1,000	100%	\$ (9,610)	\$ (9,610)
Unsecured Debt (Note 9)	-	-	\$ 14,100	\$ 14,100
Niagara Independence Marketing Company (NIM) (Note 15)	1,000	100%	\$ 1	\$ 1
Horizon Power, Inc. (Power) (Note 16)	1,000	100%	\$ 5,142	\$ 5,142
Unsecured Debt (Note 9)	-	-	\$ 18,500	\$ 18,500
Seneca Energy II, LLC (Seneca Energy)	N/A	50%	(Note 16)	(Note 16)
Model City Energy, LLC (Model City)	N/A	50%	(Note 16)	(Note 16)
Energy Systems North East, LLC (ESNE)	N/A	50%	(Note 16)	(Note 16)

Notes:

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1. Distribution Corporation is a public utility that sells natural gas and provides gas transportation service in western New York and northwestern Pennsylvania.
2. Supply Corporation is engaged in the transportation and storage of natural gas for affiliated and nonaffiliated companies.
3. Seneca Resources is engaged in the exploration for, and the development and purchase of, natural gas and oil reserves in California, in the Appalachian region of the United States, in Wyoming and in the Gulf Coast region of Texas and Louisiana. Also, exploration and production operations are conducted in the provinces of Manitoba, Alberta and Saskatchewan and British Columbia in Canada by Seneca's wholly-owned subsidiaries, National Fuel Exploration Corp. (NFE), an Alberta, Canada corporation, and Player Resources Ltd. (Player), an Alberta, Canada corporation. Seneca's 100% ownership of NFE and Player is maintained through the ownership of various U.S. and Canadian sub-entities. All of these sub-entities are owned by Seneca. The sub-entities include Seneca Player Corp. (SPC), a U.S. corporation, and 3062782 Nova Scotia Co. (NSULC1) (Formed 12/27/01), a Nova Scotia Unlimited Liability Company in Canada. Seneca owns 100% of the common stock of SPC and NSULC1. The sub-entities also include 3062783 Nova Scotia Co. (NSULC2) (Formed 12/27/01), also a Nova Scotia Unlimited Liability Company in Canada. SPC owns 100% of the common stock of NSULC2. NSULC1 and NSULC2 in turn own 99% and 1%, respectively of Seneca New Brunswick L.P., (SNBLP) a Canadian Limited Partnership (Formed 12/31/01). SNBLP owns 100% of the common stock of NFE. NFE owns 100% of the common stock of Player.

### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002 (Continued)

4. Highland operates several sawmills and kilns in northwestern Pennsylvania and processes timber from north-central Pennsylvania, primarily high quality hardwoods.
5. Data-Track provides collection services (principally issuing collection notices) primarily for the subsidiaries of the Company.
6. Leidy Hub is a New York corporation formed to provide various natural gas hub services to customers in the eastern United States.
7. NFR markets natural gas to industrial, commercial, public authority and residential end-users in western and central New York and northwestern Pennsylvania, offering competitively priced energy and energy management services for its customers.
8. Horizon was formed to engage in foreign and domestic energy projects through investment in various business entities (see Notes 11-12).
9. Unsecured debt is presented on pages 6-7.
10. In December 1983, Empire Exploration, Inc. (which was subsequently merged into Seneca Resources) established a drilling fund through a series of limited partnerships in which it acts as general partner (See File No. 70-6909). Empire Exploration, Inc.'s aggregate investment in all three limited partnerships amounted to \$970,150.
11. Horizon became one of the partners in Sceptre Power Company, a California general partnership, on September 15, 1995. This partnership was dissolved as of December 23, 1996 and is currently winding down operations.

12. Horizon owns 100% of the capital stock of HEHI, a New York corporation which owns 100% of HED B.V. HED B.V. in turn owns 100% of the ownership interests of HED (a Czech limited liability company). During November 2001 the Municipal Court in Prague approved the liquidation of PD. In June 2002, HED B.V. sold its 100% interest in Kromeriz. HED B.V. owns 85.16% of United Energy, a.s. (UE). UE owns 100% of the ownership interests of ENOP and LTH, 70% of the ownership interest of TL and 49% of the ownership interest of TB. All UE subsidiaries are Czech corporations or limited liability companies. HED B.V. and its subsidiaries are primarily engaged in district heating and power generation operations in the Czech Republic. In August 2002, a 100% partnership was formed in Horizon Energy Bulgaria, LTD. No amounts have been capitalized as of September 30, 2002.
13. Upstate is a New York corporation engaged in wholesale natural gas marketing and other energy-related activities.
14. SIP, a Delaware corporation, held a one-third general partnership interest in Independence Pipeline Company (Independence), a Delaware general partnership that had proposed to construct and operate the Independence Pipeline, a 400-mile interstate pipeline system which would transport natural gas from Defiance, Ohio to Leidy, Pennsylvania. Independence was dissolved on September 30, 2002. In June 2002, Independence submitted a motion to the Federal Energy Regulatory Commission (FERC) requesting that FERC vacate the certificate that it had issued to Independence to construct, own and operate the Independence Pipeline. FERC formally vacated the certificate in July 2002.

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002 (Continued)

15. NIM, a Delaware corporation, owns a one-third general partnership interest in DirectLink Gas Marketing Company, which partnership was formed to engage in natural gas marketing and related businesses, in part by subscribing for firm transportation capacity on the proposed Independence Pipeline.
16. Power is a New York corporation designated as an "exempt wholesale generator" under the Public Utility Holding Company Act of 1935 and is developing or operating, through its subsidiaries, mid-range independent power production facilities.

Power owns a 50% limited liability company interest in each of Seneca Energy II, LLC, a New York limited liability company formed in February 2000 (Seneca Energy), Model City Energy, LLC, a New York limited liability company formed in February 2000 (Model City), and Energy Systems North East, LLC, a Delaware limited liability company formed in September 2000 (ESNE). Issuer Book Value and Owner's Book Value for Seneca Energy, Model City and ESNE are filed pursuant to Rule 104(b).

ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002 (Continued)

Note (9) Unsecured Debt

Name of Company (Issuer)	Security Owned by Registrant	Principal Amount Owed	Issuer Book Value	Owner's Book Value
(Thousands of Dollars)				
Distribution Corporation	Intercompany Notes:			
	7.48% Due February 18, 2003	\$ 50,000	\$ 50,000	\$ 50,000
	7.99% Due February 1, 2004	100,000	100,000	100,000

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	6.79% Due September 15, 2022	29,310	29,310	29,310
	7.46% Due March 30, 2023	49,000	49,000	49,000
	8.55% Due July 15, 2024	20,000	20,000	20,000
	7.50% Due June 13, 2025	50,000	50,000	50,000
	6.26% Due August 12, 2027	690	690	690
	2.04% System Money Pool(1)	80,500	80,500	80,500
		-----	-----	-----
		379,500	379,500	379,500
		-----	-----	-----
Supply Corporation	Intercompany Notes:			
	7.99% Due February 1, 2004	25,000	25,000	25,000
	6.95% Due August 1, 2004	50,000	50,000	50,000
	6.79% Due September 15, 2022	9,770	9,770	9,770
	8.55% Due July 15, 2024	30,000	30,000	30,000
	6.26% Due August 12, 2027	230	230	230
	2.04% System Money Pool(1)	12,400	12,400	12,400
		-----	-----	-----
		127,400	127,400	127,400
		-----	-----	-----
Seneca Resources	Intercompany Notes:			
	7.48% Due February 18, 2003	100,000	100,000	100,000
	6.95% Due August 1, 2004	50,000	50,000	50,000
	6.39% Due May 27, 2008	120,000	120,000	120,000
	6.18% Due March 1, 2009	100,000	100,000	100,000
	7.70% Due October 22, 2010	200,000	200,000	200,000
	6.82% Due November 21, 2011	120,000	120,000	120,000
	6.79% Due September 15, 2022	48,850	48,850	48,850
	6.26% Due August 12, 2027	1,150	1,150	1,150
	2.04% System Money Pool(1)	168,200	168,200	168,200
		-----	-----	-----
		908,200	908,200	908,200
		-----	-----	-----
NFE	2.04% Line of Credit	212,152	212,152	212,152
	2.04% Short-Term Bank Loan	9,108	9,108	9,108
		-----	-----	-----
		221,260	221,260	221,260
		-----	-----	-----
Highland	6.82% Due November 21, 2011	30,000	30,000	30,000
	2.04% System Money Pool(1)	48,500	48,500	48,500
		-----	-----	-----
		78,500	78,500	78,500
		-----	-----	-----
Horizon	Intercompany Notes:			
	6.26% Due August 12, 2027	230	230	230
	6.39% Due May 27, 2008	80,000	80,000	80,000
	6.79% Due September 15, 2020	9,770	9,770	9,770
	2.05% Line of credit(2)	24,400	24,400	24,400
		-----	-----	-----
		114,400	114,400	114,400
		-----	-----	-----

**ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF SEPTEMBER 30, 2002 (Concluded)**

Note (10) Unsecured Debt

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Name of Company (Issuer)	Security Owned by Registrant	Principal Amount Owed	Issuer Book Value	Owner's Book Value
(Thousands of Dollars)				
Horizon Energy Development B.V. (HED B.V.)	2.05% Line of Credit (2)	170	170	170
UE	3.56% (3) Payable Quarterly Through June 2006	2,246	2,246	2,246
	3.26% Short-Term Bank Loan	2,278	2,278	2,278
	4.345% (4) Payable Quarterly Through December 2004	13,225	13,225	13,225
	6.35% Payable Quarterly Through September 2006	16,271	16,271	16,271
		34,020	34,020	34,020
Upstate	2.04% System Money Pool (1)	6,400	6,400	6,400
SIP	2.04% System Money Pool (1)	14,100	14,100	14,100
Horizon Power Inc.	2.05% Line of Credit (2)	18,500	18,500	18,500
		\$1,902,450	\$1,902,450	\$1,902,450

1. Interest rate represents weighted average of all short-term securities outstanding at September 30, 2002, pursuant to System money pool arrangement, S.E.C. File No. 70-8297 (Release Nos. 25964, 26076 and 26196).
2. Interest rate represents the rate paid by respective subsidiaries on line of credit amounts outstanding at September 30, 2002.
3. Interest rate is six month PRIBOR (Prague Interbank Offered Rate) plus 0.5%.
4. Interest rate per the debt agreement is six month PRIBOR (Prague Interbank Offered Rate) plus 0.475%.

**ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS**

None during fiscal year ended September 30, 2002.

**ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES**

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1. Name of Issuer: Horizon Energy Development, Inc.  
 Description of Security: Line of Credit Agreement with maximum draw of \$40,000,000  
 Effective Average Interest Rate: 2.26%  
 Name of Person to Whom Issued: National Fuel Gas Company  
 End of Year Balance: \$24,400,000  
 Highest Balance During Year: \$31,900,000  
 Exemption: Rule 52

2. Name of Issuer: National Fuel Exploration Corp.  
 Description of Security: Line of Credit Agreement with maximum draw of \$260,000,000  
 Effective Average Interest Rate: 2.529%  
 Name of Person to Whom Issued: Seneca Resources Corporation  
 End of Year Balance: \$0  
 Highest Balance During Year: \$253,005,372  
 Exemption: Rule 52

Note: As a result of the refinancing of NFE's debt, NFE is no longer utilizing this line of Credit Agreement.

3. Name of Issuer: Horizon Energy Development B.V.  
 Description of Security: Line of Credit Agreement with maximum draw of \$200,000  
 Effective Average Interest Rate: 2.27%  
 Name of Person to Whom Issued: Horizon Energy Development, Inc.  
 End of Year Balance: \$170,000  
 Highest Balance During Year: \$170,000  
 Exemption: Rule 52

4. Name of Issuer: Horizon Power, Inc.  
 Description of Security: Line of Credit Agreement with maximum draw of \$35,000,000  
 Effective Average Interest Rate: 2.30%  
 Name of Person to Whom Issued: National Fuel Gas Company  
 End of Year Balance: \$18,500,000  
 Highest Balance During Year: \$18,500,000  
 Exemption: Rule 52

**ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES**  
**FISCAL YEAR ENDED SEPTEMBER 30, 2002**

Name of Issuer and Title of Issue	Name of Company Acquiring, Redeeming or Retiring	Number of Shares or Principal Amount			Consideration
		Acquired	Redeemed	Retired	
(Thousands of Dollars)					

Registered Holding Company:

Registrant:

6.70% Note maturing  
 November 21, 2011

Registrant 150,000



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6.50% Note maturing September 15, 2022	Registrant	97,700		
6.214% Note maturing August 12, 2027*	Registrant	97,700	97,700	

Subsidiaries of Registered Holding Company:

Seneca Resources:				
6.82% Note maturing November 21, 2011	Seneca Resources	120,000	120,000	
6.79% Note maturing September 15, 2022	Seneca Resources	48,850	48,850	
6.26% Note maturing August 12, 2027*	Seneca Resources	48,850	48,850	
Highland:				
6.82% Note maturing November 21, 2011	Highland	30,000	30,000	
Distribution Corporation:				
6.79% Note maturing September 15, 2022	Distribution Corporation	29,310	29,310	
6.26% Note maturing August 12, 2027*	Distribution Corporation	29,310	29,310	
Supply Corporation:				
6.79% Note maturing September 15, 2022	Supply Corporation	9,770	9,770	
6.26% Note maturing August 12, 2027*	Supply Corporation	9,770	9,770	
Horizon:				
6.79% Note maturing September 15, 2022	Horizon	9,770	9,770	
6.26% Note maturing August 12, 2027*	Horizon	9,770	9,770	

\* On August 12, 2002, the holders of this medium-term note issuance exercised a one-time put option. As a result of this exercise, \$97.7 million of the \$100.0 million issuance was redeemed by the Registrant at par. The Registrant also exercised its one-time put option which caused Seneca Resources, Distribution Corporation, Supply Corporation and Horizon to redeem \$48.850 million, \$29.310 million, \$9.770 million and \$9.770, respectively, at par.

### ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES

1. Name of Owner	Number of Persons	Business of Persons	Aggregate Investment
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None.

**ITEM 6. OFFICERS AND DIRECTORS**

**Part I. Names, principal business address and positions held as of September 30, 2002**

		Names of System Companies with Which Connected			
		Registrant	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corp.*
P. C. Ackerman	Buffalo, NY (1)	COB, CEO, D, P, s	D, s	D, s	D, s
B. J. Kennedy	Buffalo, NY (1)	D, df, s	-	-	-
B. S. Lee	Des Plaines, IL (2)	D, df	-	-	-
G. L. Mazanec	Houston, TX (3)	D, df	-	-	-
J. F. Riordan	Des Plaines, IL (17)	D, df	-	-	-
E. T. Mann	Buffalo, NY (1)	D, df	-	-	-
R. T. Brady	Buffalo, NY (4)	D, df	-	-	-
W. J. Hill	Buffalo, NY (1)	D, df	D	-	-
J. V. Glynn	Niagara Falls, NY (9)	D, df	-	-	-
R E. Kidder	Jamestown, NY (24)	D, df	-	-	-
J. R. Peterson	Buffalo, NY (1)	AS, s	-	GC, s	-
J. A. Beck	Houston, TX (5)	-	-	-	D, P, s
D. P. Butler	Houston, TX (5)	-	-	-	S, s
T. L. Atkins	Houston, TX (5)	-	-	-	T, AS, s
D. A. Brown	Houston, TX (5)	-	-	-	VP, s
J. F. McKnight	Houston, TX (5)	-	-	-	VP, s
B. L. McMahon	Santa Paula, CA (6)	-	-	-	SVP, s
A. M. Cellino	Buffalo, NY (1)	S, s	SVP, S, s	D, s	-
P. M. Ciprich	Buffalo, NY (1)	s	AS, GC, s	-	-
W. E. DeForest	Buffalo, NY (1)	-	SVP, D, s	-	-
B. H. Hale	Buffalo, NY (1)	-	-	D, SVP	-

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J. P. Pawlowski	Buffalo, NY (1)	T, s	D, SVP, T, s	T, S, s	s
J. R. Pustulka	Buffalo, NY (1)	-	s	D, SVP, s	-
J. D. Ramsdell	Buffalo, NY (1)	-	D, SVP, s	s	s
D. J. Seeley	Buffalo, NY (1)	-	SVP, s	P, D, s	
D. F. Smith	Buffalo, NY (1)	-	P, D, s	SVP, s	D
R. J. Tanski	Buffalo, NY (1)	-	D, SVP, C, s	s	s
G. T. Wehrlin	Buffalo, NY (1)	C, s	-	-	C
C. M. Carlotti	Erie, PA (16)	-	VP, s	-	-
D. L. DeCarolis	Williamsville, NY (12)	-	-	-	-
J. F. Kronenwetter	Buffalo, NY (1)	-	-	-	-
R. E. Klein	Buffalo, NY (1)	-	AC, s	s	s
S. Wagner	Buffalo, NY (1)	s	AT, s	s	s
B. Heine	Buffalo, NY (1)	-	AVP, s	-	-
J. Lesch	Buffalo, NY (18)	-	AVP, s	s	-
D. Wassum	Buffalo, NY (1)	-	-	-	-
R. C. Kraemer	Buffalo, NY (1)	-	-	-	-

Position Symbol Key

COB - Chairman of the Board of Directors	S - Secretary
CEO - Chief Executive Officer	AS - Assistant Secretary
P - President	C - Controller
EVP - Executive Vice President	AC - Assistant Controller
SVP - Senior Vice President	D - Director
VP - Vice President	s - Salary
AVP - Assistant Vice President	T - Treasurer
GC - General Counsel	AT - Assistant Treasurer
df - Director's Fees	

See page 15 for Notes.

Data-Track Account Inc.	National Fuel Resources, Inc.	Horizon Energy Development, Inc.**	Leidy Hub, Inc.	Upstate Energy Inc.	Niagara Indep. Marketing Co.	Seneca Indep. Pipeline Co.	Horizon Power Inc.***
D, s	s	P, D, s	D	-	D	D	-
-	-	-	-	-	-	-	-

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-	-	AVP, s	-	-	-	-	-
-	-	AVP, s	-	-	-	-	AVP

Notes

1. National Fuel Gas Company, 10 Lafayette Square, Buffalo, New York 14203
2. 9226 E. Champagne Drive, Sun Lakes, AZ 85248
3. 302 Fall River Court, Houston, TX 77024
4. Moog Inc., Plant 24/Seneca at Jamison Rd., East Aurora, NY 14052-0018
5. Seneca Resources Corporation, 1201 Louisiana Street, Suite 400, Houston, Texas 77002
6. Seneca Resources Corporation, P.O. Box 630, Santa Paula, CA 93061-0630
7. Horizon Energy Development, s.r.o., Maiselova 15, Praha 1 - Josefov, 11000, Czech Republic
8. Intra Beheer B.V., Teleportboulevard 140, 1043 EJ, Amsterdam, The Netherlands
9. Maid of the Mist Corporation, 151 Buffalo Avenue, Niagara Falls, New York 14303
10. Teplarna Liberec, a.s., Dr. Milady Horakove 641/34a, 460 01 Liberec 4, Czech Republic
11. Predicor, Tax advisor, Pristavni 2, 170 00 Prague 7, Czech Republic
12. National Fuel Resources, Inc., 165 Lawrence Bell Drive, Williamsville, NY 14221
13. Law Office Rasovsky, Krejci, Cinglos, Spitalka 23 b, 602 00 Brno, Czech Republic
14. United Energy, a.s., Teplarenska no. 2, Komorany, 434 03 Most 3, Czech Republic
15. Teplo Branany, s.r.o., Bilinska 76 Branany, Czech Republic
16. National Fuel Gas Company, 1100 State Street, Erie, PA 16501
17. Gas Technology Institute, 1700 So. Mt. Prospect Road, Des Plaines, IL 60018-1804
18. National Fuel Gas Distribution Corporation, 365 Mineral Springs Road, Building 3, Buffalo, NY 14210
19. National Fuel Exploration Corp., 1000, 550-6th Avenue, S.W., Calgary, Alberta T2P 0S2
20. City of Liberec, nam. Dr. E. Benese 1, 460 59 Liberec 1, Czech Republic
21. Parliament of the Czech Republic, Snemovni 4, 118 26 Prague 1, Czech Republic
22. President of Usti Region, Velka Hradebni 48, 400 01 Usti nad Labem, Czech Republic
23. City of Louny, Mirove namesti 35, 440 33 Louny, Czech Republic
24. The Robert H. Jackson Center, Inc., 305 East Fourth Street, P. O. Box 879, Jamestown, NY 14702
25. Suite 900, 1959 Upper Water Street, P.O. Box 997, Halifax, Nova Scotia B3J 2X2
26. Lounske tepelne hospodarstvi, 17 listopadu, 44001 Louny

Item 6. OFFICERS AND DIRECTORS (Continued)

Part II. Financial connections as of September 30, 2002:

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rule
R. T. Brady	Manufacturers and Traders Trust Company, Buffalo, New York	Director	70 (a)
	M&T Bank Corporation, Buffalo, New York	Director	70 (a)

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G. L. Mazanec	Northern Trust Bank of Texas, Dallas, Texas	Director	70 (a)
J. V. Glynn	Manufacturers and Traders Trust Company, Buffalo, New York	Director	70 (a)
	M&T Bank Corporation, Buffalo, New York	Director	70 (a)

### Part III. Compensation and other related information:

#### a. Compensation of Directors and Executive Officers:

The information required by this item appears under "Directors' Compensation," and "Executive Compensation," on page 6 and pages 11 to 18, respectively, of the National Fuel Gas Company Proxy Statement, dated January 10, 2003, included as Exhibit A (3) to this Form U5S and is incorporated herein by reference.

#### b. Interest of executive officers and directors in securities of System Companies including options or other rights to acquire securities:

The information required by this item appears under "Security Ownership of Certain Beneficial Owners and Management," on pages 8 and 9 of the National Fuel Gas Company Proxy Statement, dated January 10, 2003, included as Exhibit A(3) of this Form U5S and is incorporated herein by reference.

#### c. Contracts and Transactions with System Companies:

The following contracts and transactions with the directors and executive officers of National Fuel Gas Company were disclosed in the Company's Form 10-K for fiscal year 2002.

- ◆ Retirement and Consulting Agreement, dated September 5, 2001, between the Company and Bernard J. Kennedy (Exhibit 10 (iii)(a), Form 8-K dated September 19, 2001 in File No. 1-3880)
- ◆ Pension Settlement Agreement, dated September 5, 2001, between the Company and Bernard J. Kennedy (Exhibit 10(iii)(b), Form 8-K dated September 19, 2001 in File No. 1-3880)
- ◆ Employment Agreement, dated September 17, 1981, between the Company and Bernard J. Kennedy (Exhibit 10.4, Form 10-K for fiscal year ended September 30, 1994 in File No. 1-3880)
- ◆ Tenth Amendment to Employment Agreement between the Company and Bernard J. Kennedy, effective September 1, 1999 (Exhibit 10.1, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)

#### Item 6. OFFICERS AND DIRECTORS (Continued)

- ◆ Agreement dated August 1, 1986, between the Company and Joseph P. Pawlowski (Exhibit 10.1, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Agreement dated August 1, 1986, between the Company and Gerald T. Wehrin (Exhibit 10.2, Form 10-K for fiscal year ended September 30, 1997, in File No. 1-3880)
- ◆ Form of Employment Continuation and Noncompetition Agreements, dated as of December 11, 1998, among the Company, National Fuel Gas Distribution Corporation and each of Philip C. Ackerman,

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Anna Marie Cellino, Walter E. DeForest, Joseph P. Pawlowski, James D. Ramsdell, Dennis J. Seeley, David F. Smith, Ronald J. Tanski and Gerald T. Wehrin (Exhibit 10.1, Form 10-Q for the quarterly period ended June 30, 1999 in File No. 1-3880)

- ◆ Form of Employment Continuation and Noncompetition Agreement, dated as of December 11, 1998, among the Company, National Fuel Gas Supply Corporation and each of Bruce H. Hale and John R. Pustulka (Exhibit 10.2, Form 10-Q for the quarterly period ended June 30, 1999 in File No. 1-3880)
- ◆ Form of Employment Continuation and Noncompetition Agreement, dated as of December 11, 1998, among the Company, Seneca Resources Corporation and James A. Beck (Exhibit 10.3, Form 10-Q for the quarterly period ended June 30, 1999 in File No. 1-3880)
- ◆ National Fuel Gas Company 1983 Incentive Stock Option Plan, as amended and restated through February 18, 1993 (Exhibit 10.2, Form 10-Q for the quarterly period ended March 31, 1993 in File No. 1-3880)
- ◆ National Fuel Gas Company 1984 Stock Plan, as amended and restated through February 18, 1993 (Exhibit 10.3, Form 10-Q for the quarterly period ended March 31, 1993 in File No. 1-3880)
- ◆ Amendment to the National Fuel Gas Company 1984 Stock Plan, dated December 11, 1996 (Exhibit 10.7, Form 10-K for fiscal year ended September 30, 1996 in File No. 1-3880)
- ◆ National Fuel Gas Company 1993 Award and Option Plan, dated February 18, 1993 (Exhibit 10.1, Form 10-Q for the quarterly period ended March 31, 1993 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company 1993 Award and Option Plan, dated October 27, 1995 (Exhibit 10.8, Form 10-K for fiscal year ended September 30, 1995 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company 1993 Award and Option Plan, dated December 11, 1996 (Exhibit 10.8, Form 10-K for fiscal year ended September 30, 1996 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company 1993 Award and Option Plan, dated December 18, 1996 (Exhibit 10, Form 10-Q for the quarterly period ended December 31, 1996 in File No. 1-3880)

### Item 6. OFFICERS AND DIRECTORS (Continued)

- ◆ National Fuel Gas Company 1993 Award and Option Plan, amended through June 14, 2001 (Exhibit 10.1, Form 10-K for fiscal year ended September 30, 2001 in File No. 1-3880)
- ◆ National Fuel Gas Company 1997 Award and Option Plan, amended through June 14, 2001 (Exhibit 10.2, Form 10-K for fiscal year ended September 30, 2001 in File No. 1-3880)
- ◆ National Fuel Gas Company Deferred Compensation Plan, as amended and restated through May 1, 1994 (Exhibit 10.7, Form 10-K for fiscal year ended September 30, 1994 in File No. 1-3880)
- ◆ Amendment to the National Fuel Gas Company Deferred Compensation Plan, dated September 19, 1996 (Exhibit 10.10, Form 10-K for fiscal year ended September 30, 1996 in File No. 1-3880)
- ◆ Amendment to the National Fuel Gas Company Deferred Compensation Plan, dated September 27, 1995 (Exhibit 10.9, Form 10-K for fiscal year ended September 30, 1995 in File No. 1-3880)

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- ◆ National Fuel Gas Company Deferred Compensation Plan, as amended and restated through March 20, 1997 (Exhibit 10.3, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company Deferred Compensation Plan dated June 16, 1997 (Exhibit 10.4, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Amendment No. 2 to the National Fuel Gas Company Deferred Compensation Plan, dated March 13, 1998 (Exhibit 10.1, Form 10-K for fiscal year ended September 30, 1998 in File No. 1-3880)
- ◆ Amendment to the National Fuel Gas Company Deferred Compensation Plan, dated February 18, 1999 (Exhibit 10.1, Form 10-Q for the quarterly period ended March 31, 1999 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company Deferred Compensation Plan, dated June 15, 2001 (Exhibit 10.3, Form 10-K for fiscal year ended September 30, 2001 in File No. 1-3880)
- ◆ National Fuel Gas Company Tophat Plan, effective March 20, 1997 (Exhibit 10, Form 10-Q for the quarterly period ended June 30, 1997 in File No. 1-3880)
- ◆ Amendment No. 1 to the National Fuel Gas Company Tophat Plan, dated April 6, 1998 (Exhibit 10.2, Form 10-K for fiscal year ended September 30, 1998 in File No. 1-3880)
- ◆ Amendment No. 2 to the National Fuel Gas Company Tophat Plan, dated December 10, 1998 (Exhibit 10.1, Form 10-Q for the quarterly period ended December 31, 1998 in File No. 1-3880)
- ◆ Death Benefits Agreement, dated August 28, 1991, between the Company and Bernard J. Kennedy (Exhibit 10-TT, Form 10-K for fiscal year ended September 30, 1991 in File No. 1-3880)

### Item 6. OFFICERS AND DIRECTORS (Continued)

- ◆ Amendment to Death Benefit Agreement of August 28, 1991, between the Company and Bernard J. Kennedy, dated March 15, 1994 (Exhibit 10.11, Form 10-K for fiscal year ended September 30, 1995 in File No. 1-3880)
- ◆ Amended and Restated Split Dollar Insurance Agreement, effective June 15, 2000 among the Company, Bernard J. Kennedy, and Joseph B. Kennedy, as Trustee of the Trust under the Agreement dated January 9, 1998 (Exhibit 10.1, Form 10-Q for the quarterly period ended June 30, 2000 in File No. 1-3880)
- ◆ Contingent Benefit Agreement effective June 15, 2000 between the Company and Bernard J. Kennedy (Exhibit 10.2, Form 10-Q for the quarterly period ended June 30, 2000 in File No. 1-3880)
- ◆ Amended and Restated Split Dollar Insurance and Death Benefit Agreement dated September 17, 1997 between the Company and Philip C. Ackerman (Exhibit 10.5, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Amendment Number 1 to Amended and Restated Split Dollar Insurance and Death Benefit Agreement by and between the Company and Philip C. Ackerman, dated March 23, 1999 (Exhibit 10.3, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amended and Restated Split Dollar Insurance and Death Benefit Agreement dated September 15, 1997 between the Company and Joseph P. Pawlowski (Exhibit 10.7, Form 10-K for fiscal year ended



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September 30, 1997 in File No. 1-3880)

- ◆ Amendment Number 1 to Amended and Restated Split Dollar Insurance and Death Benefit Agreement by and between the Company and Joseph P. Pawlowski, dated March 23, 1999 (Exhibit 10.5, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Second Amended and Restated Split Dollar Insurance Agreement dated June 15, 1999 between the Company and Gerald T. Wehrlin (Exhibit 10.6, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amended and Restated Split Dollar Insurance and Death Benefit Agreement dated September 15, 1997 between the Company and Walter E. DeForest (Exhibit 10.7, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amendment Number 1 to Amended and Restated Split Dollar Insurance and Death Benefit Agreement by and between the Company and Walter E. DeForest, dated March 29, 1999 (Exhibit 10.8, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amended and Restated Split Dollar Insurance and Death Benefit Agreement dated September 15, 1997 between the Company and Dennis J. Seeley (Exhibit 10.9, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amendment Number 1 to Amended and Restated Split Dollar Insurance and Death Benefit Agreement by and between the Company and Dennis J. Seeley, dated March 29, 1999 (Exhibit 10.10, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)

### Item 6. OFFICERS AND DIRECTORS (Continued)

- ◆ Split Dollar Insurance and Death Benefit Agreement dated September 15, 1997 between the Company and Bruce H. Hale (Exhibit 10.11, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amendment Number 1 to Split Dollar Insurance and Death Benefit Agreement by and between the Company and Bruce H. Hale, dated March 29, 1999 (Exhibit 10.12, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Split Dollar Insurance and Death Benefit Agreement dated September 15, 1997 between the Company and David F. Smith (Exhibit 10.13, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amendment Number 1 to Split Dollar Insurance and Death Benefit Agreement by and between the Company and David F. Smith, dated March 29, 1999 (Exhibit 10.14, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Split Dollar Insurance Agreement, dated March 6, 2001, between the Company and James A. Beck (Exhibit 10.2, Form 10-K for fiscal year ended September 30, 2002 in File No. 1-3880)
- ◆ National Fuel Gas Company and Participating Subsidiaries Executive Retirement Plan as amended and restated through November 1, 1995 (Exhibit 10.10, Form 10-K for fiscal year ended September 30, 1995 in File No. 1-3880)

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- ◆ National Fuel Gas Company and Participating Subsidiaries 1996 Executive Retirement Plan Trust Agreement (II) dated May 10, 1996 (Exhibit 10.13, Form 10-K for fiscal year ended September 30, 1996 in File No. 1-3880)
- ◆ Amendments to National Fuel Gas Company and Participating Subsidiaries Executive Retirement Plan dated September 18, 1997 (Exhibit 10.9, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Amendments to the National Fuel Gas Company and Participating Subsidiaries Executive Retirement Plan dated December 10, 1998 (Exhibit 10.2, Form 10-Q for the quarterly period ended December 31, 1998 in File No. 1-3880)
- ◆ Amendments to National Fuel Gas Company and Participating Subsidiaries Executive Retirement Plan effective September 16, 1999 (Exhibit 10.15, Form 10-K for fiscal year ended September 30, 1999 in File No. 1-3880)
- ◆ Amendment to National Fuel Gas Company and Participating Subsidiaries Executive Retirement Plan, effective September 5, 2001 (Exhibit 10.4, Form 10-K/A for fiscal year ended September 30, 2001 in File No. 1-3880)
- ◆ Retirement Supplement Agreement, dated September 14, 2000, between the Company and Gerald T. Wehrlin (Exhibit 10.5, Form 10-K/A for fiscal year ended September 30, 2001 in File No. 1-3880)
- ◆ Retirement Supplement Agreement, dated January 11, 2002, between the Company and Joseph P. Pawlowski (Exhibit 10.6, Form 10-K/A for fiscal year ended September 30, 2001 in File No. 1-3880)

### Item 6. OFFICERS AND DIRECTORS (Concluded)

- ◆ Administrative Rules with Respect to at Risk Awards under the 1993 Award and Option Plan (Exhibit 10.14, Form 10-K for fiscal year ended September 30, 1996 in File No. 1-3880)
- ◆ Administrative Rules with Respect to at Risk Awards under the 1997 Award and Option Plan (Exhibit A, Definitive Proxy Statement, Schedule 14(A) filed January 10, 2002 in File No. 1-3880)
- ◆ Administrative Rules of the Compensation Committee of the Board of Directors of National Fuel Gas Company, as amended and restated, effective December 10, 1998 (Exhibit 10.3, Form 10-Q for the quarterly period ended December 31, 1998 in File No. 1-3880)
- ◆ Excerpts of Minutes from the National Fuel Gas Company Board of Directors Meeting of February 20, 1997 regarding the Retirement Benefits for Bernard J. Kennedy (Exhibit 10.10, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)
- ◆ Excerpts of Minutes from the National Fuel Gas Company Board of Directors Meeting of March 20, 1997 regarding the Retainer Policy for Non-Employee Directors (Exhibit 10.11, Form 10-K for fiscal year ended September 30, 1997 in File No. 1-3880)

d. Indebtedness to System Companies: None

e. Participation in Bonus and Profit-Sharing Arrangements and Other Benefits:

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The information required by this item appears under Directors Compensation, and Executive Compensation, on page 6 and pages 11 to 18, respectively, of the National Fuel Gas Company Proxy Statement, dated January 10, 2002, included as Exhibit A(3) to this Form U5S and incorporated herein by reference.

f. Rights to Indemnity:

The information required by this item appears in Article II, Paragraph 8 of the National Fuel Gas Company By-Laws as amended through December 12, 2002. Such By-Laws are listed as Exhibit B(1)(ii) to this Form U5S.

The Company also purchases directors and officers liability insurance coverage with an annual aggregate limit of \$135 million, and, in recognition of the scope of the foregoing by-law indemnification, certain other errors and omissions and general liability insurance coverages which are applicable to all employees as insureds, including directors and officers.

**ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS**

Name of Company -----	Name of Recipient or Beneficiary -----	Purpose -----	Accounts Charged Per Books of Disbursing Company -----	Am Fiscal Y Septembe -----
Tabulation showing expenditures, disbursements, or payments during the year, in money, goods or services, directly or indirectly to or for the account of:				
<b>(1) Any political party, candidate for public office or holder of such office, or any committee or organization thereof:</b>				
Distribution Corporation	N/A	*FEDPAC	Misc. Income Deductions	\$ 7,
Distribution Corporation	N/A	*NYPAC	Misc. Income Deductions	\$ 6,
Distribution Corporation	N/A	*PAPAC	Misc. Income Deductions	\$ 5,
Supply Corporation	N/A	*FEDPAC	Misc. Income Deductions	\$ 3,
Supply Corporation	N/A	*NYPAC	Misc. Income Deductions	\$ 2,
Supply Corporation	N/A	*PAPAC	Misc. Income Deductions	\$ 2,

\* Company labor and expenses relating to administration of political action funds.

**(2) Any citizens group or public relations counsel:**

Distribution Corporation	32 Beneficiaries	Civic	Operation Expense	\$ 13,
Seneca Resources	2 Beneficiaries	Civic	Operation Expense	\$

The information called for by instruction 2 to Item 7 was compiled, and memoranda from the applicable System Companies were received and are preserved by the Registrant.

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS**

Part I. Intercompany sales and services

(1) Salaries of officers of the Registrant

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NATIONAL FUEL GAS COMPANY

REPORT OF OFFICERS' SALARIES

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

	Parent	Distribution Corp.	Supply Corp.	Seneca Resources	Highland	Horizon	Data-Track	NFR
P. C. Ackerman	\$68,162	\$268,625	\$268,625	\$111,288	\$7,675	\$41,175	\$ 975	\$ 975
A. M. Cellino	10,712	128,918	74,620	-	-	-	-	-
J. P. Pawlowski	13,525	159,907	76,651	18,245	1,967	-	-	205
G. T. Wehrlin	27,000	-	-	-	-	182,175	-	60,825

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

Part I. Intercompany sales and services (Continued)

(2) Services rendered by Statutory Subsidiaries

DISTRIBUTION CORPORATION

REPORT OF INTERCOMPANY SALES AND SERVICES

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

(THOUSANDS OF DOLLARS)

Common Expenses

Receiving Company	Executive	Purchasing	Corporate Communications	Materials Management	Accounting	Acco Paya
Supply Corporation	\$ 291	\$218	\$145	\$ 8	\$ 863	\$24
Seneca Resources	333	-	42	-	213	
UCI	-	-	-	-	-	
Highland	40	-	5	-	23	
Data-Track	-	-	-	-	-	
NFR	4	-	1	-	2	
Leidy Hub	-	-	-	-	-	
Horizon	-	-	-	-	-	
Parent Company	-	-	-	-	-	
NIM	-	-	-	-	-	
Upstate Energy	-	-	-	-	-	
	\$ 668	\$218	\$193	\$ 8	\$1,101	\$24

Common Expenses

Data Human Government Be

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Receiving Company	Processing	Resources	Legal	Finance	Affair	Se
Supply Corporation	\$101	\$364	\$ 93	\$617	\$38	
Seneca Resources	-	59	107	133	-	
UCI	-	-	-	-	-	
Highland	-	7	13	14	-	
Data-Track	-	-	-	-	-	
NFR	-	1	1	2	-	
Leidy Hub	-	-	-	-	-	
Horizon	-	-	-	-	-	
Parent Company	-	-	-	-	-	
NIM	-	-	-	-	-	
Upstate Energy	-	-	-	-	-	
	====	====	====	====	====	

Common Expenses

Receiving Company	Payroll	Total Common Expense	Total Clearing Charges*	Total Direct Charges*	Convenience or Accommodation Payments*	Statu
Supply Corporation	\$131	\$3,376	\$4,647	\$5,116	\$ 9,782	
Seneca Resources	-	1,070	179	466	662	
UCI	-	-	-	-	4	
Highland	-	124	32	33	186	
Data-Track	-	-	1	3	14	
NFR	-	13	35	158	221	
Leidy Hub	-	-	1	4	-	
Horizon	-	-	156	958	17	
Parent Company	-	-	90	434	4,128	
NIM	-	-	-	-	-	
Upstate Energy	-	-	-	-	-	
	====	====	====	====	====	

\* Analysis of Clearing Charges, Direct Charges & Convenience or Accommodation Payments is present

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

Part I. Intercompany sales and services (Continued)

(2) Services rendered by Statutory Subsidiaries

DISTRIBUTION CORPORATION

REPORT OF INTERCOMPANY SALES AND SERVICES  
 FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
 (THOUSANDS OF DOLLARS)

Clearing Charges

Officer	Material Issue &	Data	Messe
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Receiving Company	Clearing	Transfer	Telecommunications	Rental	Postage	Processing	Expe
Supply Corporation	\$252	\$1,975	\$229	\$41	\$ 3	\$2,035	\$11
Seneca Resources	78	-	29	-	-	70	-
UCI	-	-	-	-	-	-	-
Highland	15	-	-	-	-	8	-
Data-Track	-	-	1	-	-	-	-
NFR	15	-	9	-	-	1	1
Leidy Hub	1	-	-	-	-	-	-
Horizon	156	-	-	-	-	-	-
Parent Company	87	-	-	-	1	2	-
NIM	-	-	-	-	-	-	-
Upstate Energy	-	-	-	-	-	-	-
	====	=====	=====	====	===	=====	====
	\$604	\$1,975	\$268	\$41	\$ 4	\$2,116	\$13

Direct Charges

Receiving Company	Land	MMD	Telecom- munications	Environment Insurance	Operations	Contract Administration	Ac
Supply Corporation	\$386	\$228	\$40	\$422	\$2,263	\$23	-
Seneca Resources	20	-	1	30	11	-	-
UCI	-	-	-	-	-	-	-
Highland	-	-	-	5	-	-	-
Data-Track	-	-	-	-	-	-	-
NFR	-	-	-	1	-	-	-
Leidy Hub	-	-	-	-	-	-	-
Horizon	-	-	-	17	-	-	-
Parent Company	-	-	-	39	5	-	-
NIM	-	-	-	-	-	-	-
Upstate Energy	-	-	-	-	-	-	-
	====	=====	=====	=====	=====	=====	====
	\$406	\$228	\$41	\$514	\$2,279	\$23	-

Direct Charges

Receiving Company	Legal	Government Affairs	Finance	Executive	Rates & Regulation	Human Resources
Supply Corporation	\$47	\$240	\$160	\$1,032	\$-	\$ 29
Seneca Resources	1	1	90	298	1	-
UCI	-	-	-	-	-	-
Highland	1	-	-	27	-	-
Data-Track	-	-	-	3	-	-
NFR	15	-	18	123	-	-
Leidy Hub	-	-	-	4	-	-
Horizon	-	-	233	667	-	-
Parent Company	-	-	66	242	-	-
NIM	-	-	-	-	-	-
Upstate Energy	-	-	-	-	-	-
	====	=====	=====	=====	=====	=====
	\$64	\$241	\$567	\$2,396	\$1	\$ 29

Direct Charges

Benefit

Quality

Gas

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Receiving Company	Services	Engineering	Assurance	DPC	Storage
Supply Corporation	\$21	\$181	\$44	\$ -	\$ -
Seneca Resources	1	-	-	-	7
UCI	-	-	-	-	-
Highland	-	-	-	-	-
Data-Track	-	-	-	-	-
NFR	-	-	-	-	-
Leidy Hub	-	-	-	-	-
Horizon	-	-	-	1	-
Parent Company	8	-	-	-	-
NIM	-	-	-	-	-
Upstate Energy	-	-	-	-	-
	====	====	====	====	====
	\$30	\$181	\$44	\$ 1	\$ 7
	====	====	====	====	====

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

**Part I. Intercompany sales and services (Continued)**

**(2) Services rendered by Statutory Subsidiaries (Continued)**

DISTRIBUTION CORPORATION

ANALYSIS OF CONVENIENCE OR ACCOMMODATION PAYMENTS

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

(THOUSANDS OF DOLLARS)

	Receiving Company							
	Parent Company	Supply Corporation	Seneca Resources	UCI	Data-Track	Highland	NFR	Horizon
Material	\$ (11)	\$ 346	\$ 32	\$ -	\$ -	\$ -	\$ -	\$ 1
Rents	-	-	-	-	-	-	-	-
Transportation	-	31	-	-	-	-	-	-
Utilities	-	1,585	71	-	13	-	14	-
Contractors & Outside Services	547	1,267	42	-	-	7	1	3
Equipment Purchases & Rentals	1	567	-	-	-	-	1	1
Employee Benefits	3,416	2,959	-	-	-	5	112	-
Office Expense	2	449	4	-	-	-	2	6
Dues & Subscriptions	-	282	-	-	-	-	-	-
Other Insurance	-	403	502	-	-	88	22	2
Injuries & Damages	10	119	-	4	-	85	-	-
Other	163	1,749	11	-	1	1	69	4
Advertising	-	6	-	-	-	-	-	-
Postage	-	11	-	-	-	-	-	-
Environmental	-	8	-	-	-	-	-	-
Land Acquisitions	-	-	-	-	-	-	-	-
	====	====	====	====	====	====	====	====
	\$4,128	\$ 9,782	\$ 662	\$ 4	\$14	\$186	\$221	\$17
	====	====	====	====	====	====	====	====

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Receiving Company	
-----	
	Total
	-----
Material	\$ 368
Rents	-
Transportation	31
Utilities	1,683
Contractors & Outside Services	1,867
Equipment Purchases & Rentals	570
Employee Benefits	6,492
Office Expense	463
Dues & Subscriptions	282
Other Insurance	1,017
Injuries & Damages	218
Other	1,998
Advertising	6
Postage	11
Environmental	8
Land Acquisition	-
	-----
	\$15,014
	=====

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS**

Part I. Intercompany sales and services (Continued)

(2) Services rendered by Statutory Subsidiaries (Continued)

REPORT OF INTERCOMPANY SALES AND SERVICES  
-----  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
-----  
(THOUSANDS OF DOLLARS)  
-----

Receiving Company	Clearing Accounts						Direct Charges		
	Executive Clearing	DPC Clearing	Production Clearing	Material Issue & Transfer	Rental Clear	Total Clearing Charges	MMD	Interstate Marketing	Fi
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
Distribution Corp.	\$35	\$(1)	\$ -	\$ 926	\$2,754	\$3,714	\$60	\$ 7	\$
Seneca Resources	3	-	176	4	-	183	-	-	-
Horizon	33	-	-	-	44	77	-	25	-
Highland	-	-	-	-	-	-	-	-	-
Data Track	-	-	-	-	-	-	-	-	-
NFR	-	-	-	-	-	-	-	-	-
Leidy Hub	-	-	-	-	-	-	-	-	-
Parent Company	18	-	-	-	8	26	-	-	1
Upstate Energy	-	-	-	-	-	-	-	-	-
NIM	1	-	-	-	-	1	-	-	-



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---	---	----	-----	-----	-----	---	---	---
\$90	\$ (1)	\$176	\$ 930	\$2,806	\$4,001	\$60	\$32	\$1
===	=====	=====	=====	=====	=====	===	===	==

Direct Charges Continued

Receiving Company	Govt. Affairs	Gas Storage	Benefit Services	Engineering	Human Resources	Land	Gas Control	Executive
Distribution Corp.	\$ -	\$ 7	\$578	\$ 40	\$ 64	\$164	\$1,120	\$1,102
Seneca Resources	-	100	21	-	-	55	-	49
Horizon	-	-	16	-	-	2	-	665
Highland	-	-	4	-	16	-	-	7
Data Track	-	-	8	-	-	-	-	10
NFR	-	-	8	-	10	-	-	13
Leidy Hub	-	-	-	-	-	-	-	-
Parent Company	1	-	141	-	-	-	-	352
Upstate Energy	-	-	-	-	-	-	-	-
NIM	-	-	-	-	-	-	-	10
	----	----	----	---	----	----	-----	-----
	\$ 1	\$107	\$776	\$ 40	\$ 90	\$221	\$1,120	\$2,208
	=====	=====	=====	=====	=====	=====	=====	=====

Receiving Company	Operations, Construction & Customer Service	Legal	Total Direct Charges	Total Clearing Charges	Convenience or Accommodation Payments*	Total Services Rendered By Statutory Subsidiaries
Distribution Corp.	\$1,666	\$108	\$4,916	\$3,714	\$1,294	\$ 9,924
Seneca Resources	72	-	297	183	67	547
Horizon	-	85	821	77	6	904
Highland	-	-	27	-	1	28
Data Track	-	-	18	-	2	20
NFR	-	-	31	-	2	33
Leidy Hub	-	-	-	-	-	-
Parent Company	-	15	648	26	1,881	2,555
Upstate Energy	-	-	-	-	-	-
NIM	-	-	10	1	-	11
	-----	-----	-----	-----	-----	-----
	\$1,738	\$208	\$6,768	\$4,001	\$3,253	\$14,022
	=====	=====	=====	=====	=====	=====

\* Analysis of Convenience or Accommodation Payments is presented on page 28.

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

**Part I. Intercompany sales and services (Continued)**

**(2) Services rendered by Statutory Subsidiaries (Continued)**

SUPPLY CORPORATION

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ANALYSIS OF CONVENIENCE OR ACCOMMODATION PAYMENTS

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

(THOUSANDS OF DOLLARS)

	Receiving Company				
	Parent Company	Distribution Corporation	Seneca Resources	Horizon Energy	Highland
Material	\$ 14	\$ 35	\$ -	\$4	\$ -
Rents	-	-	-	-	-
Transportation	-	7	1	-	-
Utilities	-	283	-	-	-
Contractors & Outside Services	74	693	55	1	-
Equipment Purchases & Rentals	-	-	-	-	-
Employee Benefits	1,739	163	6	-	1
Office Expense	-	47	3	1	-
Dues & Memberships	-	34	-	-	-
Other	54	27	2	-	-
Other Insurance	-	-	-	-	-
Postage	-	-	-	-	-
Advertising	-	1	-	-	-
Environmental	-	1	-	-	-
Injuries & Damages	-	3	-	-	-
	-----	-----	---	--	---
	\$1,881	\$1,294	\$67	\$6	\$ 1
	=====	=====	===	==	=====

	Receiving Company					Total
	Data- Track	NFR	Leidy Hub	Upstate Energy	NIM	
Material	\$-	\$ -	\$-	\$-	\$ -	\$ 53
Rents	-	-	-	-	-	-
Transportation	-	-	-	-	-	8
Utilities	-	-	-	-	-	283
Contractors & Outside Services	-	-	-	-	-	823
Equipment Purchases & Rentals	-	-	-	-	-	-
Employee Benefits	2	2	-	-	-	1,913
Office Expense	-	-	-	-	-	51
Dues & Memberships	-	-	-	-	-	34
Other	-	-	-	-	-	83
Other Insurance	-	-	-	-	-	-
Postage	-	-	-	-	-	-
Advertising	-	-	-	-	-	1
Environmental	-	-	-	-	-	1
Injuries & Damages	-	-	-	-	-	3
	---	---	---	---	---	-----
	\$2	\$ 2	\$-	\$-	\$ -	\$3,253

==      ===      ==      ==      ===      =====

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

Part I. Intercompany sales and services (Continued)

(2) Services rendered by Statutory Subsidiaries (Continued)

SENECA RESOURCES				
-----				
REPORT OF INTERCOMPANY SALES AND SERVICES				
-----				
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002				
-----				
(THOUSANDS OF DOLLARS)				
-----				
Receiving Company	Timber Sales	Operations	Convenience or Accommodation Payments	Total Services Rendered By Statutory Subsidiaries
-----	-----	-----	-----	-----
Supply Corporation	\$ -	\$ 670	\$ 74	\$ 744
Highland	15,541	-	-	14,541
NFR	-	-	-	-
Upstate Energy	-	-	-	-
Parent Company	-	-	-	-
NFE	-	-	514	514
Horizon	-	-	4	4
	-----	-----	-----	-----
	\$15,541	\$ 670	\$592	\$15,803
	=====	=====	=====	=====

ANALYSIS OF CONVENIENCE OR ACCOMMODATION PAYMENTS

Receiving Company

-----						
	Highland	Horizon	Supply Corporation	NFR	NFE	Total
	-----	-----	-----	---	-----	-----
Other	\$-	\$4	\$74	\$ -	\$514	\$592
	--	--	---	---	-----	-----
	\$-	\$4	\$74	\$ -	\$514	\$592
	==	==	===	===	=====	=====

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Continued)**

Part I. Intercompany sales and services (Concluded)

(2) Services rendered by Statutory Subsidiaries (Concluded)

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HIGHLAND

REPORT OF INTERCOMPANY SALES AND SERVICES  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

(THOUSANDS OF DOLLARS)

Receiving Company	Operation	Convenience Payments	Total Services Rendered By Statutory Subsidiaries
Seneca Resources	\$204	\$220	\$424
Supply Corporation	-	-	-
	\$204	\$220	\$424
	====	====	====

DATA-TRACK

REPORT OF INTERCOMPANY SALES AND SERVICES  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002

(THOUSANDS OF DOLLARS)

Receiving Company	Collection Services	Total Services Rendered by Statutory Subsidiaries
Distribution Corporation	\$524	\$524
NFR	6	6
	\$530	\$530
	====	====

(3) Services rendered by Registrant

No services were rendered for a charge by the Registrant to any of its subsidiaries for the year ended September 30, 2002

**ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (Concluded)**

Part II. Contracts to purchase services or goods between any System company and any affiliate (other than a System company) and other than as reported in Item 6) at September 30, 2002:

None

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Part III. Employment of any person by any System company for the performance on a continuing basis of management services:

Name -----	Description of Contract and Scope of Services -----	Annual Consideration -----
Robert Davis	Performs management and consulting services for Highland.	\$ 151,990
Joseph Maljovec	Performs management and consulting services for Highland.	\$ 70,488
Enterprise Risk Management, Inc.	Performs financial advisory and consulting services for the Registrant regarding placement of insurance coverages and participates in management or facilitation of claims.	Retainer of \$ 92,450
Enfield Operating, LLC.	Performs production management services for Seneca Resources with respect to Gulf of Mexico properties.	\$1,519,000
Robert C. Williams	Performs management and real estate consulting services for Seneca Resources.	\$ 139,165
Pat Carroll	Perform petroleum engineering services for Seneca Resources with respect to California properties.	\$ 33,338

**ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES**

Part I. A. Interests in Foreign Utility Companies

1. United Energy, a.s. and Teplarna Liberec, a.s.

(a) United Energy, a.s. (UE)  
Komorany u Mostu  
434 03 Most  
Czech Republic

Teplarna Liberec, a.s. (TL)  
Dr. M. Horakove 641/34a  
460 01 Liberec  
Czech Republic

UE generates and supplies steam heat to customers in the Czech Republic and generates electric energy for sale. UE has been designated a utility company because it owns and operates a coal-fired

**ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)**

electric generation plant with generating capacity of 236 MW

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electricity it produces at wholesale. UE has also been designated as a utility company because it owns a 70% interest (common equity designated as a foreign utility company because it owns and operates a gas powered electric generation turbine and sells the produced electricity.

Horizon Energy Development, Inc. (Horizon) owns 100% of the capital stock of Horizon Energy Holdings, Inc. (HEHI), which owns 100% of the capital stock of Horizon Energy Development B.V. (HEDEV). HEDEV owns 85.16% of the capital stock of UE, which owns 70% of the capital stock of TL.

- (b) Horizon owns 100% of the capital stock of HEHI, which investment was valued at \$142,520,000 as of September 30, 2002. HEHI owns 100% of the capital stock of HEDEV, which investment was valued at \$142,520,000 as of September 30, 2002. HEDEV owns 85.16% of the capital stock of UE, and such investment was valued at \$140,574,000 as of September 30, 2002. UE owns 70% of the capital stock of TL, and such investment was valued at \$10,176,000 as of September 30, 2002. The financial statements of Horizon and its subsidiaries are found on pages 57 through 76 of this Form U5S.

There are no debts or other financial obligations of HEHI, HEDEV, or TL, in which there is recourse, directly or indirectly, to the registrant or another system company. There are no direct or indirect guarantees of the securities of UE or TL by the registered holding company. There are no transfers of any assets from any system company to UE or TL.

- (c) The ratio of debt to comprehensive shareholders' equity of UE and TL as of September 30, 2002. TL had no debt outstanding at September 30, 2002. Earnings (loss) of UE and TL for the twelve months ended September 30, 2002 (minority interest) were \$4,044,000 and \$(99,000), respectively. The financial statements of UE and TL are found on pages 57 through 76 of this Form U5S.
- (d) There are management support agreements between Horizon Energy Development, Inc. (HED) and UE and TL. Under these agreements, HED agrees to provide certain services (i.e., strategic, legal, marketing, public relations, and administrative services) to both UE and TL. The agreement with UE calls for payment of CZK 1,975,000 on a monthly basis. The agreement with TL calls for payment of CZK 500,000 to HED.

There is a service agreement between UE and TL calling for payment of CZK 1,630,000 on a monthly basis. The services UE provides include those described above, plus engineering, technical, accounting, and other transactional services.

### ITEM 9. WHOLESale GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

2. Teplarna Kromeriz, a.s.
- (a) Teplarna Kromeriz, a.s. (Kromeriz)  
Na Sadkach 3572  
767 01 Kromeriz  
Czech Republic

Kromeriz generated and supplied steam heat to customers in the Czech Republic. It had been designated as a foreign utility company because it had been liquidated and plans to add a 38 MW simple-cycle electric generating unit on a new site. Due to a general decline in business conditions in the service territory and a dwindling number of customers, HEDEV determined to place Kromeriz into liquidation effective November 15, 2001. The liquidation of Kromeriz was completed on November 17, 2002, when the liquidating agent caused the ownership interest to be sold to a third party, ANDPH, a.s., and HEDEV received approval from the Czech Commercial Register.

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### B. Interests in Exempt Wholesale Generators

#### 1. Horizon Power, Inc.

- (a) Horizon Power, Inc. (Power)  
10 Lafayette Square  
Suite 1100  
Buffalo, New York 14203

Power has been designated as an exempt wholesale generator by the New York State Regulatory Commission and owns a 50% interest in each of Seneca Energy (Seneca Energy), Model City Energy, LLC (Model City) and Energy Systems North East, LLC (ESNE). Seneca Energy has a generating capacity of approximately 100 MW and generates electricity using methane gas obtained from a landfill near Buffalo, New York. Model City has a generating capacity of approximately 100 MW and generates electricity in the same manner, from a landfill near Buffalo, New York. The landfills are owned by outside parties. Seneca Energy sells electricity at wholesale to an unaffiliated public utility. Model City sells electricity at wholesale to the New York Independent System Operator. ESNE has a gas-fired cogeneration power plant located near North East, Pennsylvania and sells electricity at wholesale to the New York Independent System Operator. The Registrant sells thermal energy to a grape processing plant. The Registrant owns the capital stock of Power. Part I(b), Part I(c) and Part I(d) for Power are filed pursuant to Rule 104(b).

#### 2. Energy Systems North East, LLC

- (a) Energy Systems North East, LLC  
10195 Ackerman Lane  
North East, Pennsylvania 16428

## ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Concluded)

ESNE has been designated as an exempt wholesale generator by the New York State Regulatory Commission. ESNE owns an 80 MW natural gas-fired cogeneration plant located near North East, Pennsylvania. ESNE sells electricity at wholesale to the New York Independent System Operator and sells thermal energy to a grape processing plant. The Registrant owns 100% of the capital stock of ESNE and owns 50% of the limited liability company interests of ESNE. Part I(b) and Part I(d) for ESNE are filed pursuant to Rule 104(b).

### Part II. Relationship of Exempt Wholesale Generators and Foreign Utility Companies to System Companies

Organization charts showing the relationships of TL, UE, Power and ESNE to system companies are provided as Exhibits G-1, and G-2 to this Form U5S

### Part III. Aggregate Investment in Exempt Wholesale Generators and Foreign Utility Companies

Part III is filed pursuant to Rule 104(b).

## ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES

-----  
INDEX TO FINANCIAL STATEMENTS

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-----  
 SEPTEMBER 30, 2002  
 -----

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Concluded)

## NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES

## INDEX TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2002

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\* The Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's annual report for the fiscal year ended September 30, 2002, are incorporated herein by reference.

## REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors  
and Shareholders of  
National Fuel Gas Company

In our opinion, the consolidated financial statements listed in the index appearing under Item 10 on Pages 35 and 36 present fairly, in all material respects, the financial position of National Fuel Gas Company and its subsidiaries at September 30, 2002, and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. 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 audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The consolidating information on Pages 38 through 76 is presented for purposes of additional analysis rather than to present financial position, results of operations and cash flows of the individual companies. Accordingly, we do not express an opinion on the financial position, results of operations and cash flows of the individual companies. However, the consolidating information on Pages 38 through 76 has been subjected to the auditing procedures applied

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in the audit of the consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

PricewaterhouseCoopers LLP

Buffalo, New York  
October 23, 2002

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	National Fuel Gas Company	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corporation (Consolidated)	Leidy Hub, Inc.	Hi F Res
<u>ASSETS</u>						
PROPERTY, PLANT & EQUIPMENT	\$ 132	\$1,363,380	\$ 821,895	\$ 1,899,953	\$ -	\$ -
Less: Accumulated Depreciation, Depletion and Amortization	132	403,366	334,103	796,194	-	-
	-	960,014	487,792	1,103,759	-	-
<u>CURRENT ASSETS:</u>						
Cash and Temporary Cash Investments	177	3,601	607	5,638	106	
Notes Receivable -Intercompany	523,000	-	-	44,300	800	
Allowance for Uncollectible Accounts	-	(13,296)	(243)	(199)	-	
Accounts Receivable -Intercompany	27,290	4,428	10,406	5,307	5	
Accounts Receivable	342	57,668	5,586	30,517	-	
Unbilled Utility Revenue	-	15,794	-	-	-	
Dividends Receivable -Intercompany	17,354	-	-	-	-	
Materials and Supplies - at average cost	-	5,150	7,811	2,949	-	
Gas Stored Underground	-	66,423	-	-	-	
Unrecovered Purchased Gas Costs	-	12,431	-	-	-	

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Fair Value of Derivative Financial Instruments	-	-	-	-	-
Prepayments	485	27,709	5,708	7,086	-
	-----	-----	-----	-----	-----
	568,648	179,908	29,875	95,598	911
	-----	-----	-----	-----	-----

OTHER ASSETS:

Recoverable Future Taxes	-	77,440	4,945	-	-
Unamortized Debt Expense	10,613	6,944	5,217	-	-
Other Regulatory Assets	5,358	18,195	2,551	-	-
Deferred Charges	2,153	2,471	1,712	497	-
Other Investments	16,822	-	-	-	-
Investment in Unconsolidated Subsidiaries	-	-	-	-	-
Goodwill	-	-	-	-	-
Investment in Associated Companies	989,716	-	61	-	-
Notes Receivable - Intercompany	1,124,000	-	-	-	-
Other	11,451	3,454	369	61	-
	-----	-----	-----	-----	-----
	2,160,113	108,504	14,855	558	-
	-----	-----	-----	-----	-----
	2,728,761	1,248,426	532,522	1,199,915	911
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	National Fuel Gas Company	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corporation (Consolidated)	Leidy Hub, Inc.	Hi F Res
	-----	-----	-----	-----	-----	-----
<u>CAPITALIZATION AND LIABILITIES</u>						
<u>CAPITALIZATION:</u>						
Common Stock \$1 Par Value; Authorized - 200,000,000 Shares; Issued and Outstanding - 80,264,734 Shares	\$ 80,265	\$ -	\$ -	\$ -	\$ -	\$ -
Capital Stock of						

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Subsidiaries	-	59,170	25,345	500	4
Paid in Capital	446,832	121,668	35,894	104,035	1,365
Earnings Reinvested in the Business	549,397	346,266	242,705	5,920	(632)
-----					
Total Common Shareholder Equity Before Items of Other Comprehensive Income	1,076,494	527,104	303,944	110,455	737
Accumulated Other Comprehensive Income (Loss)	(69,636)	-	(135)	(38,274)	-
-----					
Total Comprehensive Shareholders' Equity	1,006,858	527,104	303,809	72,181	737
Long-Term Debt, Net of Current Portion	1,124,000	163	-	-	-
Notes Payable - Intercompany	-	249,000	115,000	640,000	-
-----					
Total Capitalization	2,130,858	776,267	418,809	712,181	737
-----					
Minority Interest in Foreign Subsidiaries	-	-	-	-	-
-----					
<b>CURRENT AND ACCRUED LIABILITIES:</b>					
Notes Payable to Banks and Commercial Paper	254,000	-	-	9,108	-
Notes Payable - Intercompany	82,900	130,500	12,400	268,200	-
Current Portion of Long-Term Debt	150,000	-	-	-	-
Accounts Payable	52	26,449	14,136	31,521	-
Accounts Payable - Intercompany	938	13,217	814	18,606	37
Dividends Payable - Intercompany	-	8,700	6,154	2,000	-
Fair Value of Derivative Financial Instruments	-	-	-	29,634	-
Other Accruals and Current Liabilities	116,389	8,557	4,222	(10,599)	5
-----					
	604,279	187,423	37,726	348,470	42
-----					
<b>DEFERRED CREDITS:</b>					
Accumulated Deferred Income Taxes	(18,800)	164,579	67,099	135,964	132
Taxes Refundable to Customers	-	18,272	(2,676)	-	-
Unamortized Investment Tax Credit	-	8,637	260	-	-
Other Regulatory Liabs	-	80,110	2,566	-	-
Other Deferred Credits	12,424	13,138	8,738	3,300	-
-----					

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(6,376)	284,736	75,987	139,264	132
-----	-----	-----	-----	-----
\$ 2,728,761	\$ 1,248,426	\$ 532,522	\$ 1,199,915	\$ 911
-----	-----	-----	-----	-----

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	National Fuel Gas Company	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corporation (Consolidated)	Leidy Hub, Inc.	Hi F Res
	-----	-----	-----	-----	-----	-----
<u>OPERATING REVENUE:</u>	\$ -	\$ 794,220	\$ 167,382	\$ 328,230	\$ -	\$ -
	-----	-----	-----	-----	-----	-----
<u>OPERATING EXPENSE:</u>						
Purchased Gas	-	430,191	178	645	-	-
Fuel Used in Heat and Electric Generation	-	-	-	-	-	-
Operation and Maintenance	3,641	168,633	61,314	103,042	10	
Property, Franchise & Other Taxes	501	48,395	10,377	10,304	-	
Depreciation, Depletion and Amortization	1	37,412	23,626	104,375	-	
Income Taxes	46	31,657	23,575	19,480	5	
	-----	-----	-----	-----	-----	-----
	4,189	716,288	119,070	237,846	15	
	-----	-----	-----	-----	-----	-----
Operating Income (Loss)	(4,189)	77,932	48,312	90,384	(15)	
	-----	-----	-----	-----	-----	-----
<u>OPERATIONS OF UNCONSOLIDATED SUBSIDIARIES:</u>						
Income	-	-	-	-	-	-
Impairment of Invest. in Partnership	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
	-	-	-	-	-	-
	-----	-----	-----	-----	-----	-----
<u>OTHER INCOME:</u>						
Unremitted Earnings/(Loss) of Subsidiaries	51,210	-	-	-	-	-
Dividends from Subsidiaries	69,416	-	-	-	-	-
Interest-Intercompany	96,680	7	-	759	18	
Other	254	2,355	1,591	303	4	
	-----	-----	-----	-----	-----	-----

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	217,560	2,362	1,591	1,062	22
Income (Loss) Before Interest Charges and Minority Interest in Foreign Subsidiaries	213,371	80,294	49,903	91,446	7
<b><u>INTEREST CHARGES:</u></b>					
Interest on Long-Term Debt	88,639	-	-	-	-
Interest-Intercompany	1,163	23,636	9,356	54,776	-
Other Interest	5,887	7,154	755	738	-
	95,689	30,790	10,111	55,514	-
Minority Interest in Foreign Subsidiaries	-	-	-	-	-
Net Income (Loss) Available for Common Stock	\$ 117,682	\$ 49,504	\$ 39,792	\$ 35,932	\$ 7

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	National Fuel Gas Company	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corporation (Consolidated)	Leidy Hub, Inc.	Hi F Res
<b><u>EARNINGS REINVESTED IN THE BUSINESS</u></b>						
Balance at Beginning of Year	\$ 513,488	\$ 331,562	\$ 227,528	\$ (22,012)	\$ (639)	
Net Income (Loss)						

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Available for Common Stock	117,682	49,504	39,792	35,932	7
Dividends on Common Stock (2002 - \$1.025 per share)	(81,773)	(34,800)	(24,615)	(8,000)	-
Balance at End of Year	\$ 549,397	\$ 346,266	\$ 242,705	\$ 5,920	\$ (632)

At September 30, 2002

Intercompany Eliminations:

Earnings Reinvested in the Business:

Unremitted Earnings of Subsidiaries Since Acquisition	583,950
Earnings Reinvested in the Business of Subsidiaries at Acquisition	7,095
Consolidating Adjustment	(14,748)
	-----
	\$ 576,297
	=====

Net Income Available for Common Stock:

Subsidiaries-Dividends on Common Stock	69,415
Unremitted Earnings of Subsidiaries	51,210
Consolidating Adjustment	(1,089)
	-----
	119,536
	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

National National Seneca

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	National Fuel Gas Company	Fuel Gas Distribution Corp.	Fuel Gas Supply Corp.	Resources Corporation (Consolidated)	Leidy Hub, Inc.
<u>OPERATING ACTIVITIES:</u>					
amp;					
for Common Stock	\$ 117,682	\$ 49,504	\$ 39,792	\$ 35,932	\$ 7
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Unremitted (Earnings)/Loss of Subsidiaries	(51,210)	-	-	-	-
Depreciation, Depletion and Amortization	2	37,412	23,626	104,375	-
Deferred Income Taxes	49	32,903	8,393	24,234	(1)
Impairment of Investment in Partnership	-	-	-	-	-
(Income) Loss from Unconsolidated Subsidiaries, Net of Cash Distributions	-	-	-	-	-
Minority Interest in Foreign Subsidiaries	-	-	-	-	-
Other	1,598	632	2,701	(1,764)	-
Change in:					
Receivables and Unbilled Utility Revenue	65	33,093	2,576	3,821	-
Accounts Receivable- Intercompany	(348)	4,736	(5,480)	(765)	(2)
Gas Stored Underground and Material and Supplies	-	3,104	(186)	567	-
Unrecovered Purchased Gas Costs	-	(8,318)	-	-	-
Prepayments	46	32	(992)	(707)	-
Accounts Payable	16	(9,517)	1,543	(28,459)	-
Accounts Payable to Customers	-	(51,223)	-	-	-
Accounts Payable-Intercompany	(670)	(1,481)	(6,131)	(749)	3
Other Accruals and Current Liabilities	(2,771)	(32,627)	3,657	(10,998)	5
Other Assets	(3,446)	14,131	11,329	1,983	-
Other Liabilities	11,025	6,609	(5,559)	2,308	(1)
Net Cash Provided by (Used in) Operating Activities	\$ 72,038	\$ 78,990	\$ 75,269	\$ 129,778	\$ 11

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

(Consolidating Statement of Cash Flows continues on pages 48 and 49.)

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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	National Fuel Gas Company	Fuel Gas Distribution Corp.	Fuel Gas Supply Corp.	Resources Corporation (Consolidated)	Leidy Hub, Inc.
<b><u>INVESTING ACTIVITIES:</u></b>					
Capital Expenditures	\$ -	\$ (51,550)	\$ (29,794)	\$ (116,989)	\$ -
Investment in Partnerships	-	-	-	-	-
Change in Notes					
Receivable - Intercompany	1,500	-	-	-	-
Other	-	(41)	573	23,647	-
Net Cash Provided by (Used In) Investing Activities	1,500	(51,591)	(29,221)	(93,342)	-
<b><u>FINANCING ACTIVITIES:</u></b>					
Change in Notes Payable to Banks and Commercial Paper	(205,900)	-	-	(6,595)	-
Change in Notes Payable-Intercompany	50,300	5,900	(21,000)	(16,063)	-
Net Proceeds from Issuance of Long-Term Debt	243,844	-	-	-	-
Reduction of Long-Term Debt	(97,700)	(353)	(136)	-	-
Proceeds from Issuance of Common Stock	17,073	-	-	-	-
Dividends Paid on Common Stock	(80,974)	(34,800)	(24,616)	(8,000)	-
Net Cash Provided by (Used in) Financing Activities	(73,357)	(29,253)	(45,752)	(30,658)	-
Effect of Exchange Rates Cash	-	-	-	(697)	-
Net Increase (Decrease) in Cash and Temporary Cash Investments	181	(1,854)	296	5,081	11
Cash and Temporary Cash Investments at Beginning of Year	(4)	5,455	311	557	95
Cash and Temporary Cash Investments at End of Year	\$ 177	\$ 3,601	\$ 607	\$ 5,638	\$ 106

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

NATIONAL FUEL GAS COMPANY AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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	National Fuel Gas Company	National Fuel Gas Distribution Corp.	National Fuel Gas Supply Corp.	Seneca Resources Corporation (Consolidated)	Leidy Hub, Inc.	Hi F Res
Net Income (Loss) Available for Common Stock	\$ 117,682	\$ 49,504	\$ 39,792	\$ 35,932	\$ 7	
Other Comprehensive Income (Loss), Before Tax:						
Min. Pension Liability Adj.	(52,977)	-	-	-	-	
Foreign Currency Translation Adjustment	24,278	-	-	195	-	
Unrealized Loss on Securities Available for Sale Arising During the Period	(2,086)	-	-	-	-	
Unrealized Gain / (Loss) on Derivative Financial Instruments Arising During the Period	(42,584)	-	(1,230)	(40,434)	-	
Reclassification Adjustment for Realized (Gain)/Loss on Derivative Financial Instruments in Net Income	(20,063)	-	(41)	(22,671)	-	
Other Comprehensive Income (Loss), Before Tax	(93,432)	-	(1,271)	(62,910)	-	
Income Tax Benefit Related to Min. Pension Liability	(18,542)	-	-	-	-	
Income Tax Expense/(Benefit) Related to Unrealized Gain/(Loss) on Securities Available for Sale Arising During the Period	(730)	-	-	-	-	
Income Tax Expense/(Benefit) Related to Unrealized Gain/(Loss) on Derivative Financial Instruments Arising During the Period	(17,341)	-	(476)	(16,477)	-	
Reclassification Adjustment for Income Tax (Expense)/Benefit on Derivative Financial Instru. in Net Income	(8,040)	-	(16)	(8,938)	-	
Income Taxes - Net	(44,653)	-	(492)	(25,415)	-	
Other Comprehensive Income/ (Loss)	(48,779)	-	(779)	(37,495)	-	
Comprehensive Income (Loss)	\$ 68,903	\$ 49,504	\$ 39,013	\$ (1,563)	\$ 7	

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

SENECA RESOURCES CORPORATION

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CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Seneca Resources Corporation	National Fuel Exploration (Consolidated)	Total Before Eliminations	Eliminations	Co S Su
<b><u>ASSETS</u></b>					
<b><u>PROPERTY, PLANT &amp; EQUIPMENT</u></b>	\$ 1,401,936	\$ 498,017	\$ 1,899,953	\$ -	\$
Less: Accumulated DD&A	556,374	239,820	796,194	-	
	845,562	258,197	1,103,759	-	
<b>CURRENT ASSETS:</b>					
Cash and Temporary Cash Investments	5,572	66	5,638	-	
Allowance for Uncollectible Accounts	(195)	(4)	(199)	-	
Notes Receivable - Intercompany	44,300	-	44,300	-	
Accounts Receivable	21,909	12,490	34,399	(3,882)	
Accounts Receivable - Intercompany	43,447	-	43,447	(38,140)	
Materials and Supplies	935	2,014	2,949	-	
Prepayments	6,484	602	7,086	-	
	122,452	15,168	137,620	(42,022)	
<b><u>OTHER ASSETS:</u></b>					
Investment in Associated Company	(8,662)	-	(8,662)	8,662	
Deferred Charges	331	166	497	-	
Notes Receivable - Intercompany	212,152	-	212,152	(212,152)	
Other Assets	61	-	61	-	
	203,882	166	204,048	(203,490)	
<b><u>TOTAL ASSETS</u></b>	<b>\$ 1,171,896</b>	<b>\$ 273,531</b>	<b>\$ 1,445,427</b>	<b>\$ (245,512)</b>	<b>\$</b>
<b><u>CAPITALIZATION &amp; LIABILITIES</u></b>					
<b><u>CAPITALIZATION:</u></b>					
Common Stock	500	-	500	-	
Paid - in - Capital	104,035	111,076	215,111	(111,076)	
Earnings Reinvested in the Business	5,920	(89,351)	(83,431)	89,351	
Total Common Shareholder Equity Before Items of Other Comprehensive Income	110,455	21,725	132,180	(21,725)	
Accumulated Other Comprehensive Loss	(38,275)	(30,387)	(68,662)	30,388	
Total Comprehensive Shareholders' Equity	72,180	(8,662)	63,518	8,663	
Notes Payable-Intercompany	640,000	212,152	852,152	(212,152)	
Total Capitalization	712,180	203,490	915,670	(203,489)	

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<u>CURRENT AND ACCRUED LIABILITIES:</u>				
Notes Payable to Banks and Commercial Paper	-	9,108	9,108	-
Accounts Payable	22,862	12,542	35,404	(3,883)
Notes Payable - Intercompany	268,200	-	268,200	-
Accounts Payable - Intercompany	18,606	38,140	56,746	(38,140)
Dividends Payable - Intercompany	2,000	-	2,000	-
Fair Value of Derivative Fin.Instru.	12,751	16,883	29,634	-
Other Accruals and Current Liabilities	(11,185)	586	(10,599)	-
	313,234	77,259	390,493	(42,023)
<u>DEFERRED CREDITS:</u>				
Accumulated Deferred Income Taxes	143,213	(7,249)	135,964	-
Other Deferred Credits	3,269	31	3,300	-
	146,482	(7,218)	139,264	-
<u>TOTAL CAPITALIZATION &amp; LIABILITIES</u>	<u>\$ 1,171,896</u>	<u>\$273,531</u>	<u>\$ 1,445,427</u>	<u>\$ (245,512)</u>

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

The consolidated financial statements shown on pages 52 through 56 for National Fuel Exploration Resources' Canadian exploration and production activities. As disclosed in Item 1 of this form U5 Seneca Resources and National Fuel Exploration. These entities serve solely as holding companies entities have no operations, the individual financial statements of those entities have not been

SENECA RESOURCES CORPORATION  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Seneca Resources Corporation	National Fuel Exploration (Consolidated)	Total Before Eliminations	Eliminations	Co S Su
<u>OPERATING REVENUE:</u>	\$ 252,288	\$ 75,942	\$ 328,230	\$ -	
<u>OPERATING EXPENSE:</u>					
Purchased Gas	645	-	645	-	
Operation and Maintenance	70,764	32,278	103,042	-	
Property, Franchise & Other Taxes	4,159	6,145	10,304	-	
Depreciation, Depletion and Amortization	82,031	22,344	104,375	-	
Income Taxes	18,832	648	19,480	-	
	176,431	61,415	237,846	-	

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Operating Income (Loss)	75,857	14,527	90,384	-
<u>OTHER INCOME:</u>				
Unremitted Earnings/(Loss) of Subsidiary	2,031	-	2,031	(2,031)
Interest - Intercompany	12,965	-	12,965	(12,206)
Other	79	224	303	-
	15,075	224	15,299	(14,237)
Income (Loss) Before Interest Charges and Minority Interest in Foreign Subsidiary	90,932	14,751	105,683	(14,237)
<u>INTEREST CHARGES:</u>				
Interest - Intercompany	54,776	12,206	66,982	(12,206)
Other Interest	224	514	738	-
	55,000	12,720	67,720	(12,206)
Net Income (Loss) Available for Common Stock	\$ 35,932	\$ 2,031	\$ 37,963	\$ (2,031)

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

SENECA RESOURCES CORPORATION.  
CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Seneca Resources Corporation	National Fuel Exploration (Consolidated)	Total Before Eliminations	Eliminations	Co S Su
<u>EARNINGS REINVESTED IN THE BUSINESS</u>					
Balance at Beginning of Year	\$ (22,012)	\$ (91,382)	\$ (113,394)	\$ 91,382	
Net Income (Loss) Available for Common Stock	35,932	2,031	37,963	(2,031)	
Dividends on Common Stock	(8,000)	-	(8,000)	-	

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Balance at End of Year	\$ 5,920	\$ (89,351)	\$ (83,431)	\$ 89,351
	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

SENECA RESOURCES CORPORATION  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Seneca Resources Corporation	National Fuel Exploration (Consolidated)	Total Before Eliminations	Eliminations
	-----	-----	-----	-----
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES:</u></b>				
Net Income (Loss)	\$ 35,932	\$ 2,031	\$ 37,963	\$ (2,031)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:				
Unremitted (Earnings)/Loss of Subsidiary	(2,031)	-	(2,031)	2,031
Depreciation, Depletion & Amortization	82,031	22,344	104,375	-
Deferred Income Taxes	24,761	(527)	24,234	-
Other	(1,764)	-	(1,764)	-
Change in:				
Receivables and Unbilled Utility Revenue	3,466	(3,528)	(62)	3,883
Accounts Receivable - Intercompany	(22,675)	-	(22,675)	21,910
Materials and Supplies	(96)	663	567	-
Prepayments	(964)	257	(707)	-
Accounts Payable	(20,012)	(3,397)	(23,409)	(5,050)
Accounts Payable - Intercompany	(749)	20,743	19,994	(20,743)
Other Accruals and Current Liabilities	(11,837)	839	(10,998)	-
Other Assets	2,007	(24)	1,983	-
Other Liabilities	(136)	2,444	2,308	-
	-----	-----	-----	-----
Net Cash Provided by Operating Activities	87,933	41,845	129,778	-
	-----	-----	-----	-----
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES:</u></b>				
Capital Expenditures	(89,961)	(27,028)	(116,989)	-
Change in Notes Receivable - Intercompany	7,831	-	7,831	(7,831)
Other	23,617	30	23,647	-
	-----	-----	-----	-----
Net Cash Used in Investing Activities	(58,513)	(26,998)	(85,511)	(7,831)
	-----	-----	-----	-----
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES:</u></b>				
Change in Notes Payable - Intercompany	(16,062)	(7,832)	(23,894)	7,831
Change in Notes Payable to Banks and Commercial Paper	-	(6,595)	(6,595)	-

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Dividends Paid on Common Stock	(8,000)	-	(8,000)	-
Net Cash Used in Financing Activities	(24,062)	(14,427)	(38,489)	7,831
Effect of Exchange Rates on Cash	-	(697)	(697)	-
Net Increase (Decrease) in Cash and Temporary Cash Investments	5,358	(277)	5,081	-
Cash and Temporary Cash Investments at Beginning of Period	214	343	557	-
Cash and Temporary Cash Investments at End of Period	\$ 5,572	\$ 66	\$ 5,638	\$ -

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

SENECA RESOURCES CORPORATION  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Seneca Resources Corporation	National Fuel Exploration (Consolidated)	Total Before Eliminations	Eliminations	Co S Su
Net Income (Loss) Available for Common Stock	\$ 35,932	\$ 2,031	\$ 37,963	\$ (2,031)	
Other Comprehensive Income (Loss), Before Tax:					
Foreign Currency Translation Adjustment	195	195	390	(195)	
Unrealized Loss on Derivative Financial Instruments Arising During the Period	(40,434)	(16,654)	(57,088)	16,654	
Reclassification Adjustment for Realized Gain on Derivative Financial Instruments in Net Income	(22,671)	(2,217)	(24,888)	2,217	
Other Comprehensive Loss, Before Tax	(62,910)	(18,676)	(81,586)	18,676	
Income Tax Benefit Related to Unrealized Loss on Derivative Financial Instru. Arising During the Period	(16,477)	(7,574)	(24,051)	7,574	
Reclassification Adjustment for Income Tax Expense on Derivative Financial Instru. Realized In Net Income	(8,938)	(1,194)	(10,132)	1,194	

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Income Taxes - Net	(25,415)	(8,768)	(34,183)	8,768
Other Comprehensive Loss	(37,495)	(9,908)	(47,403)	9,908
Comprehensive Loss	\$ (1,563)	\$ (7,877)	\$ (9,440)	\$ 7,877

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Development, Inc.	Horizon Energy Holdings (Consolidated)	Sceptre Power Company	Total Before Eliminations	Elimin
<b><u>ASSETS</u></b>					
<b><u>PROPERTY, PLANT &amp; EQUIPMENT</u></b>	\$ -	\$ 330,741	\$ -	\$ 330,741	
Less: Accumulated DD&A	-	123,550	-	123,550	
	-	207,191	-	207,191	
<b><u>CURRENT ASSETS:</u></b>					
Cash and Temporary Cash Investments	22	9,760	11	9,793	
Notes Receivable - Intercompany	370	-	-	370	
Allowance for Uncollectible Accounts	-	(1,494)	-	(1,494)	
Accounts Receivable - Intercompany	993	-	-	993	
Accounts Receivable	-	7,425	10	7,435	
Unbilled Utility Revenue	-	6,124	-	6,124	
Materials and Supplies	-	3,339	-	3,339	
Prepayments	-	51	-	51	
	1,385	25,205	21	26,611	
<b><u>OTHER ASSETS:</u></b>					
Investment in Associated Companies	146,468	-	-	146,468	(14
Goodwill	-	8,255	-	8,255	
Other	-	558	-	558	
Deferred Charges	13	-	-	13	
	146,481	8,813	-	155,294	(14
<b>TOTAL ASSETS</b>	<b>\$ 147,866</b>	<b>\$ 241,209</b>	<b>\$ 21</b>	<b>\$ 389,096</b>	<b>\$ (14</b>
<b><u>CAPITALIZATION &amp; LIABILITIES</u></b>					
<b><u>CAPITALIZATION:</u></b>					
Common Stock	\$ 5	\$ 2	\$ 11,524	\$ 11,531	\$ (1
Paid - in - Capital	38,246	116,756	-	155,002	(11



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Capital Contribution from Horizon	-	-	-	-	
Earnings Reinvested in the Business (13,587)	(13,587)	20,949	(7,576)	(214)	(1)
Accum. Other Comprehensive Income	4,170	4,813	-	8,983	(
	-----	-----	-----	-----	-----
Total Common Stock Equity	28,834	142,520	3,948	175,302	(14
	-----	-----	-----	-----	-----
Long-Term Debt, Net of Current Portion	-	21,178	-	21,178	
Notes Payable - Intercompany	90,000	-	-	90,000	
	-----	-----	-----	-----	-----
Total Capitalization	118,834	163,698	3,948	286,480	(14
	-----	-----	-----	-----	-----
Minority Interest in Foreign Subsidiaries	-	28,785	-	28,785	
	-----	-----	-----	-----	-----
<b><u>CURRENT AND ACCRUED LIABILITIES:</u></b>					
Notes Payable - Intercompany	24,400	170	-	24,570	
Notes Payable to Banks	-	2,278	-	2,278	
Current Portion of Long-Term Debt	-	10,564	-	10,564	
Accounts Payable	113	18,483	15	18,611	
Accounts Payable - Intercompany	2,289	810	-	3,099	
Other Accruals and Current Liabilities	2,027	791	(3,923)	(1,105)	
	-----	-----	-----	-----	-----
	28,829	33,096	(3,908)	58,017	(
	-----	-----	-----	-----	-----
<b><u>DEFERRED CREDITS:</u></b>					
Accumulated Deferred Income Taxes	(1,103)	15,197	(20)	14,074	
Other Deferred Credits	1,306	433	1	1,740	
	-----	-----	-----	-----	-----
	203	15,630	(19)	15,814	
	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION & LIABILITIES	\$ 147,866	\$ 241,209	\$ 21	\$ 389,096	\$ (14
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Development, Inc.	Horizon Energy Holdings (Consolidated)	Sceptre Power Company	Total Before Eliminations	Elimin (Dr)
	-----	-----	-----	-----	-----
<b><u>OPERATING REVENUE:</u></b>	\$ 86	\$ 95,229	\$ -	\$ 95,315	
	-----	-----	-----	-----	-----
<b><u>OPERATING EXPENSE:</u></b>					
Fuel Used in Heat and Electric Generation	-	50,530	-	50,530	

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Operation and Maintenance	6,904	22,770	-	29,674
Property, Franchise & Other Taxes	15	2,339	-	2,354
Depreciation, Depletion and Amortization	7	11,970	-	11,977
Income Taxes	(4,116)	2,086	-	(2,030)
	2,810	89,695	-	92,505
Operating Income (Loss)	(2,724)	5,534	-	2,810
<u>OTHER INCOME:</u>				
Unremitted Earnings of Subsidiaries	3,905	-	-	3,905
Interest - Intercompany	14	-	-	14
Other	500	1,009	-	1,509
	4,419	1,009	-	5,428
Income (Loss) Before Interest Charges and Minority Interest in Foreign Subsidiaries	1,695	6,543	-	8,238
<u>INTEREST CHARGES:</u>				
Interest on Long-Term Debt	-	1,904	-	1,904
Interest-Intercompany	5,678	4	-	5,682
Other Interest	461	1	-	462
	6,139	1,909	-	8,048
Minority Interest in Foreign Subsidiaries	-	(730)	-	(730)
Net Income (Loss) Available for Common Stock	\$ (4,444)	\$ 3,904	\$ -	\$ (540)

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

<u>EARNINGS REINVESTED IN THE BUSINESS</u>	Horizon Energy Development, Inc.	Horizon Energy Holdings (Consolidated)	Sceptre Power Company	Total Before Eliminations	Eliminations (Dr)
Balance at Beginning of Year	\$ (9,143)	\$ 17,045	\$ (7,576)	\$ 326	\$ -

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Net Income (Loss) Available for Common Stock	(4,444)	3,904	-	(540)	(
Balance at End of Year	\$ (13,587)	\$ 20,949	\$ (7,576)	\$ (214)	\$ (1

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Development, Inc.	Horizon Energy Sceptre Holdings (Consolidated) Company	Total Before Eliminations & Adjustments	Elimina & Adjus
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES:</u></b>				
Net Income (Loss)	\$ (4,444)	\$ 3,904	\$ -	\$ (540)
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:				
Unremitted Earnings of Subsidiaries	(3,905)	-	-	(3,905)
Depreciation, Depletion & Amortization	7	11,970	-	11,977
Deferred Income Taxes	(385)	2,453	-	2,068
Minority Interest in Foreign Subsidiaries	-	730	-	730
Other	-	942	-	942
Change in:				
Accounts Receivable - Intercompany Receivables and Unbilled Utility Revenue	126	-	-	126
Material and Supplies	-	(1,820)	-	(1,820)
Prepayments	-	279	-	279
Accounts Payable	-	(18)	-	(18)
Accounts Payable - Intercompany	(13)	4,992	-	4,979
Other Accruals and Current Liabilities	(1,555)	4	-	(1,551)
Other Assets	(1,769)	225	-	(1,544)
Other Liabilities	20	(900)	-	(880)
	830	290	-	1,120
Net Cash Provided by (Used in) Operations	(11,088)	23,051	-	11,963
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES:</u></b>				
Capital Expenditures	-	(4,244)	-	(4,244)
Change in Notes Receivable-Intercompany	550	-	-	550
Other	-	1,106	-	1,106
Net Cash Provided by (Used In) Investing Activities	550	(3,138)	-	(2,588)

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CASH FLOWS FROM FINANCING ACTIVITIES:

Change in Notes Payable to Banks	-	(12,350)	-	(12,350)
Change in Notes Payable - Intercompany	10,700	50	-	10,750
Return of Capital Contribution	-	-	-	-
Net Proceeds from Issuance of Long-Term Debt	-	-	-	-
Reduction of Long-Term Debt	-	(6,023)	-	(6,023)
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>10,700</b>	<b>(18,323)</b>	<b>-</b>	<b>(7,623)</b>
Effect of Exchange Rates on Cash	-	2,232	-	2,232
<b>Net Increase (Decrease) in Cash and Temporary Cash Investments</b>	<b>162</b>	<b>3,822</b>	<b>-</b>	<b>3,984</b>
Cash and Temporary Cash Investments of Beginning of Period	(140)	5,938	11	5,809
<b>Cash and Temporary Cash Investments at End of Year</b>	<b>\$ 22</b>	<b>\$ 9,760</b>	<b>\$ 11</b>	<b>\$ 9,793</b>

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, INC. AND SUBSIDIARIES  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Development, Inc.	Horizon Energy Holdings (Consolidated)	Sceptre Power Company	Total Before Eliminations & Adjustments	Eliminations (Dr)
Net Income (Loss) Available for Common Stock	\$ (4,444)	\$ 3,904	\$ -	\$ (540)	\$ -
Other Comprehensive Income (Loss):					
Foreign Currency Translation Adjustment	24,083	24,083	-	48,166	(2,000)
Unrealized Loss on Derivative Financial Instruments Arising During the Period	(110)	(110)	-	(220)	-
Reclassification Adjustment for Realized Loss on Derivative Financial Instruments in Net Income	602	602	-	1,204	-
Other Comprehensive Income,					

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Before Tax	24,575	24,575	-	49,150	(2)
Income Tax Benefit Related to Unrealized Loss on Derivative Financial Instruments Arising During the Period	(34)	(34)	-	(68)	
Reclassification Adjustment for Income Tax Benefit on Derivative Financial Instruments in Net Income	187	187	-	374	
Income Taxes - Net	153	153	-	306	
Other Comprehensive Income	24,422	24,422	-	48,844	(2)
Comprehensive Income	\$ 19,978	\$ 28,326	\$ -	\$ 48,304	\$ (2)

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY HOLDINGS  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Holdings	Horizon Energy Development B V (Consolidated)	Total Before Eliminations	Eliminations	Consolidated Horizon Energy and Subsidiaries
<b>ASSETS</b>					
<b>PROPERTY, PLANT &amp; EQUIPMENT</b>	\$ -	\$ 330,741	\$ 330,741	\$ -	\$ 330,741
Less: Accumulated DD&A	-	123,550	123,550	-	123,550
	-	207,191	207,191	-	207,191
<b>CURRENT ASSETS:</b>					
Cash and Temporary Cash Investments	-	9,760	9,760	-	9,760
Allowance for Uncollectible Accounts	-	(1,494)	(1,494)	-	(1,494)
Accounts Receivable	-	7,425	7,425	-	7,425
Unbilled Utility Revenue	-	6,124	6,124	-	6,124
Materials and Supplies	-	3,339	3,339	-	3,339
Prepayments	-	51	51	-	51
	-	25,205	25,205	-	25,205
<b>OTHER ASSETS:</b>					
Investment in Associated Companies	142,520	-	142,520	(142,520)	142,520
Goodwill	-	8,255	8,255	-	8,255
Other Assets	-	558	558	-	558

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	142,520	8,813	151,333	(142,520)	
TOTAL ASSETS	\$ 142,520	\$ 241,209	\$ 383,729	\$ (142,520)	\$ 241,209
<u>CAPITALIZATION &amp; LIABILITIES?</u>					
<u>CAPITALIZATION:</u>					
Common Stock	\$ 2	\$ 29	\$ 31	\$ (29)	
Paid - in - Capital	116,756	111,621	228,377	(111,621)	111,621
Earnings Reinvested in the Business	20,949	26,699	47,648	(26,699)	20,949
Accum. Other Comprehensive Income	4,813	4,171	8,984	(4,171)	
Total Common Stock Equity	142,520	142,520	285,040	(142,520)	142,520
Long-Term Debt, Net of Current Portion	-	21,178	21,178	-	21,178
Notes Payable - Intercompany	-	-	-	-	
Total Capitalization	142,520	163,698	306,218	(142,520)	163,698
Minority Interest in Foreign Subsidiaries	-	28,785	28,785	-	28,785
<u>CURRENT AND ACCRUED LIABILITIES:</u>					
Notes Payable - Intercompany	-	170	170	-	
Notes Payable to Banks	-	2,278	2,278	-	
Current Portion of Long-Term Debt	-	10,564	10,564	-	
Accounts Payable	-	18,483	18,483	-	
Accounts Payable - Intercompany	-	810	810	-	
Other Accruals and Current Liabilities	-	791	791	-	
	-	33,096	33,096	-	33,096
<u>DEFERRED CREDITS:</u>					
Accumulated Deferred Income Taxes	-	15,197	15,197	-	
Other Deferred Credits	-	433	433	-	
	-	15,630	15,630	-	15,630
TOTAL CAPITALIZATION & LIABILITIES	\$ 142,520	\$ 241,209	\$ 383,729	\$ (142,520)	\$ 241,209

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY HOLDINGS  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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	Energy Holdings	Development B V (Consolidated)	Total Before Eliminations	Eliminations (Dr) Cr	Holdi Subsi
<u>OPERATING REVENUE:</u>	\$ -	\$ 95,229	\$ 95,229	\$ -	\$ 9
<u>OPERATING EXPENSE:</u>					
Fuel Used in Heat and Electric Generation	-	50,530	50,530	-	5
Operation and Maintenance	-	22,770	22,770	-	2
Property, Franchise & Other Taxes	-	2,339	2,339	-	
Depreciation, Depletion and Amortization	-	11,970	11,970	-	1
Income Taxes	-	2,086	2,086	-	
	-	89,695	89,695	-	8
Operating Income (Loss)	-	5,534	5,534	-	
<u>OTHER INCOME:</u>					
Unremitted Earnings of Subsidiaries	3,905	-	3,905	(3,905)	
Interest - Intercompany	-	-	-	-	
Other	-	1,009	1,009	-	
	3,905	1,009	4,914	(3,905)	
Income (Loss) Before Interest Charges and and Minority Interest in Foreign Subsidiaries	3,905	6,543	10,448	(3,905)	
<u>INTEREST CHARGES:</u>					
Interest on Long-Term Debt	-	1,904	1,904	-	
Interest-Intercompany	-	4	4	-	
Other Interest	-	1	1	-	
	-	1,909	1,909	-	
Minority Interest in Foreign Subsidiaries	-	(730)	(730)	-	
Net Income (Loss) Available for Common Stock	\$ 3,905	\$ 3,904	\$ 7,809	\$ (3,905)	\$

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY HOLDINGS  
CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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<u>EARNINGS REINVESTED IN THE BUSINESS</u>	Horizon Energy Holdings	Horizon Energy Development B V (Consolidated)	Total Before Eliminations	Eliminations (Dr) Cr	Conso Horizo Holdi Subsi
Balance at Beginning of Year	\$ 17,044	\$ 22,795	\$ 39,839	\$ (22,794)	\$ 1
Net Income (Loss) Available for Common Stock	3,905	3,904	7,809	(3,905)	
Balance at End of Year	\$ 20,949	\$ 26,699	\$ 47,648	\$ (26,699)	\$ 2

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY HOLDINGS  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Holdings	Horizon Energy Development B V (Consolidated)	Total Before Eliminations & Adjustments	Eliminations	Consolida Horizon En Holdings Subsidiar
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>					
Net Income	\$ 3,905	\$ 3,904	\$ 7,809	\$ (3,905)	\$ 3,904
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Unremitted Earnings of Subsid.	(3,905)	-	(3,905)	3,905	-
Depreciation, Depletion & Amortization	-	11,970	11,970	-	11,970
Deferred Income Taxes	-	2,453	2,453	-	2,453
Minority Interest in Foreign Subsidiaries	-	730	730	-	730
Other	-	942	942	-	942
Change in:					
Receivables and Unbilled Utility Revenue	-	(1,820)	(1,820)	-	(1,820)
Material and Supplies	-	279	279	-	279
Prepayments	-	(18)	(18)	-	(18)
Accounts Payable	-	4,992	4,992	-	4,992
Accounts Payable - Intercompany	-	4	4	-	4
Other Accruals and Current Liabilities	-	225	225	-	225
Other Assets	-	(900)	(900)	-	(900)
Other Liabilities	-	290	290	-	290
Net Cash Provided by Operations	-	23,051	23,051	-	23,051



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CASH FLOWS FROM INVESTING ACTIVITIES:

Capital Expenditures	-	(4,244)	(4,244)	-	(4,244)
Other	-	1,106	1,106	-	1,106
Net Cash Used In Investing Activities	-	(3,138)	(3,138)	-	(3,138)

CASH FLOWS FROM FINANCING ACTIVITIES:

Change in Notes Payable to Banks	-	(12,350)	(12,350)	-	(12,350)
Change in Notes Payable - Intercompany	-	50	50	-	50
Reduction of Long-Term Debt	-	(6,023)	(6,023)	-	(6,023)
Net Cash Used in Financing Activities	-	(18,323)	(18,323)	-	(18,323)
Effect of Exchange Rates on Cash	-	2,232	2,232	-	2,232
Net Increase in Cash and Temporary Cash Investments	-	3,822	3,822	-	3,822
Cash and Temporary Cash Investments of Beginning of Period	-	5,938	5,938	-	5,938
Cash and Temporary Cash Investments at End of Year	\$ -	\$ 9,760	\$ 9,760	\$ -	\$ 9,760

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY HOLDINGS  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon Energy Holdings	Horizon Energy Development B V (Consolidated)	Total Before Eliminations & Adjustments	Eliminations (Dr) Cr	Consolidated Subs
Net Income (Loss) Available for Common Stock	\$ 3,905	\$ 3,904	\$ 7,809	\$ (3,905)	\$
Other Comprehensive Income (Loss):					
Foreign Currency Translation Adjustment	24,083	24,083	48,166	(24,083)	2
Unrealized Loss on Derivative Financial Instruments Arising During the Period	(110)	(110)	(220)	110	
Reclassification Adjustment for Realized Loss on					

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Derivative Financial Instruments in Net Income	602	602	1,204	(602)	
Other Comprehensive Income (Loss), Before Tax	24,575	24,575	49,150	(24,575)	2
Income Tax Benefit Related to Unrealized Loss on Derivative Financial Instruments Arising During the Period	(34)	(34)	(68)	34	
Reclassification Adjustment for Income Tax Benefit on Derivative Financial Instruments in Net Income	187	187	374	(187)	
Income Taxes - Net	153	153	306	(153)	
Other Comprehensive Income	24,422	24,422	48,844	(24,422)	2
Comprehensive Income	\$ 28,327	\$ 28,326	\$ 56,653	\$ (28,327)	\$ 2

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, B.V.  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	United Energy, a.s. (UE)	Horizon Energy Development s.r.o.	Total Before Eliminations	Eliminati
Horizon B.V. (Consolidated)				
<u>ASSETS</u>				
<u>PROPERTY, PLANT &amp; EQUIPMENT</u>	\$ -	\$ 330,534	\$ 207	\$ 330,741
Less: Accumulated DD&A	-	123,367	183	123,550
	-	207,167	24	207,191
<u>CURRENT ASSETS:</u>				
Cash and Temp. Cash Invest.	62	7,560	2,138	9,760
Notes Receivable-Intercompany	18	-	-	18
Allowance for Uncollect. Accounts	-	(1,494)	-	(1,494)
Accounts Receivable-Intercompany	-	-	134	134
Accounts Receivable	-	7,358	67	7,425
Unbilled Utility Revenue	-	6,124	-	6,124
Materials and Supplies	-	3,339	-	3,339
Prepayments	-	48	3	51
	80	22,935	2,342	25,357

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OTHER ASSETS:

Invest. in Assoc. Companies	143,469	-	-	143,469	(143,
Goodwill	-	7,921	334	8,255	
Other Assets	(40)	365	233	558	
	-----	-----	-----	-----	-----
	143,429	8,286	567	152,282	(143,
	-----	-----	-----	-----	-----
TOTAL ASSETS	\$ 143,509	\$ 238,388	\$ 2,933	\$ 384,830	\$ (143,
	=====	=====	=====	=====	=====

CAPITALIZATION & LIABILITIES

CAPITALIZATION:

Common Stock	\$ 29	\$ 59,770	\$ 1,779	\$ 61,578	\$ (61,
Paid - in - Capital	111,621	50,822	-	162,443	(50,
Earn. Reinvest. in the Bus.	26,699	25,664	898	53,261	(26,
Accum. Other Comp. Income	4,171	4,318	218	8,707	(4,
	-----	-----	-----	-----	-----
Total Common Stock Equity	142,520	140,574	2,895	285,989	(143,
	-----	-----	-----	-----	-----
Long-Term Debt, Net of Current Portion	-	21,178	-	21,178	
	-----	-----	-----	-----	-----
Total Capitalization	142,520	161,752	2,895	307,167	(143,
	-----	-----	-----	-----	-----
Minority Interest in Foreign Subsidiaries	-	28,785	-	28,785	
	-----	-----	-----	-----	-----

CURRENT AND ACCRUED LIABILITIES:

Notes Payable - Intercompany	170	-	-	170	
Notes Payable to Banks	-	2,278	-	2,278	
Current Portion of Long-Term Debt	-	10,564	-	10,564	
Accounts Payable	-	18,580	55	18,635	(
Accounts Payable-Intercompany	810	-	-	810	
Other Accruals and Current Liabilities	9	799	(17)	791	
	-----	-----	-----	-----	-----
	989	32,221	38	33,248	(
	-----	-----	-----	-----	-----

DEFERRED CREDITS:

Accum. Deferred Income Taxes	-	15,197	-	15,197	
Other Deferred Credits	-	433	-	433	
	-----	-----	-----	-----	-----
	-	15,630	-	15,630	
	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION & LIABILITIES	\$ 143,509	\$ 238,388	\$ 2,933	\$ 384,830	\$ (143,
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, B.V.  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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	Horizon B.V.	UE (Consolidated)	Kromeriz	Horizon Energy Development s.r.o.	Total Before Eliminations
<u>OPERATING REVENUE:</u>	\$ -	\$ 94,630	\$ 602	\$ 998	\$ 96,230
<u>OPERATING EXPENSE:</u>					
Fuel Used in Heat and Electric Generation	-	50,224	306	-	50,530
Operation and Maintenance	26	22,738	247	760	23,771
Property, Franchise & Other Taxes	20	2,220	1	98	2,339
Depreciation, Depletion and Amortization	-	11,922	27	21	11,970
Income Taxes	-	1,996	-	90	2,086
	46	89,100	581	969	90,696
Operating Income (Loss)	(46)	5,530	21	29	5,534
<u>OTHER INCOME:</u>					
Unremitted Earnings of Subsidiaries	4,190	-	-	-	4,190
Other	(234)	1,141	3	99	1,009
	3,956	1,141	3	99	5,199
Income (Loss) Before Interest Charges and and Minority Interest in Foreign Subsidiaries	3,910	6,671	24	128	10,733
<u>INTEREST CHARGES:</u>					
Interest on Long-Term Debt	-	1,897	7	-	1,904
Interest-Intercompany	4	-	-	-	4
Other Interest	1	-	-	-	1
	5	1,897	7	-	1,909
Minority Interest in Foreign Subsidiaries	-	(730)	-	-	(730)
Net Income (Loss) Available for Common Stock	\$ 3,905	\$ 4,044	\$ 17	\$ 128	\$ 8,094

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, B.V.

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CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon B.V.	UE (Consolidated)	Power Development	Kromeriz	Horizon Energy Development s.r.o.
<u>EARNINGS REINVESTED IN THE BUSINESS</u>					
Balance at Beginning of Year	\$ 22,794	\$ 21,620	\$ (258)	\$ (1,642)	\$ 770
Net Income (Loss) Available for Common Stock	3,905	4,044	-	17	128
Elim. of Power Development and Kromeriz Earn. Reinvest. in Business due to liquidation of Power Development and sale of Kromeriz	-	-	258	1,625	-
Dividends on Common Stock	-	-	-	-	-
Balance at End of Year	\$ 26,699	\$ 25,664	\$ -	\$ -	\$ 898

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, B.V.  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	Horizon B.V.	UE (Consolidated)	Power Development	Kromeriz	Horizon Energy Development s.r.o.
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>					
Net Income	\$ 3,905	\$ 4,044	\$ -	\$ 17	\$ 128
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Unremt. Earn. of Subs.	(4,190)	-	-	-	-
Depreciation, Depletion & Amortization	-	11,922	-	27	21
Deferred Income Taxes	-	2,453	-	-	-
Minority Interest in Foreign Subsidiaries	-	730	-	-	-
Other	233	686	-	-	23
Change in:					
Accounts Receivable-Intercompany	-	-	-	-	(19)

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Receivables and Unbilled Utility					
Revenue	-	(1,498)	-	(359)	37
Material and Supplies	-	279	-	-	-
Prepayments	-	(17)	-	(1)	-
Accounts Payable	-	4,293	-	403	3
Accounts Payable - Intercompany	4	-	-	-	-
Other Accruals and Current					
Liabilities	9	275	-	37	(96)
Other Assets	(5)	(706)	-	(189)	-
Other Liabilities	-	290	-	-	-
	-----	-----	-----	-----	-----
Net Cash Provided by (Used in)					
Operations	(44)	22,751	-	(65)	97
	-----	-----	-----	-----	-----
<u>CASH FLOWS FROM INVESTING ACTIVITIES:</u>					
Capital Expenditures	-	(4,240)	-	-	(4)
Change in Notes					
Receivable - Intercompany	-	-	-	-	148
Other	22	1,079	-	26	60
	-----	-----	-----	-----	-----
Net Cash Provided by (Used In)					
Investing Activities	22	(3,161)	-	26	204
	-----	-----	-----	-----	-----
<u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>					
Change in Notes Payable to Banks	-	(12,350)	-	-	-
Change in Notes Payable-Intercompany	50	-	-	164	-
Reduction of Long-Term Debt	-	(6,023)	-	-	-
	-----	-----	-----	-----	-----
Net Cash Provided by (Used in)					
Financing Activities	50	(18,373)	-	164	-
	-----	-----	-----	-----	-----
Effect of Exchange Rates on Cash	-	1,917	-	(52)	367
	-----	-----	-----	-----	-----
Net Increase in Cash					
and Temporary Cash Investments	28	3,134	-	73	668
Cash and Temporary Cash Investments					
of Beginning of Period	34	4,426	2	6	1,470
	-----	-----	-----	-----	-----
Cash and Temporary Cash					
Investments at End of Year	\$ 62	\$ 7,560	\$ 2	\$ 79	\$ 2,138
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

HORIZON ENERGY DEVELOPMENT, B.V.  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

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	Horizon B.V.	UE (Consolidated)	Power Development	Kromeriz	Horizon Energy Development s.r.o.
Net Income (Loss) Available for Common Stock	\$ 3,905	\$ 4,044	\$ -	\$ 17	\$ 128
Other Comprehensive Income (Loss) :					
Foreign Currency Translation Adjustment	24,083	23,353	713	299	432
Unrealized Loss on Derivative Financial Instruments Arising During the Period	(110)	(110)	-	-	-
Reclassification Adjustment for Realized Loss on Derivative Financial Instruments in Net Income	602	602	-	-	-
Other Comprehensive Income (Loss), Before Tax	24,575	23,845	713	299	432
Income Tax Benefit Related to Unrealized Loss on Derivative Financial Instruments Arising During the Period	(34)	(34)	-	-	-
Reclassification Adjustment for Income Tax Benefit on Derivative Financial Instruments in Net Income	187	187	-	-	-
Income Taxes - Net	153	153	-	-	-
Other Comprehensive Income	24,422	23,692	713	299	432
Comprehensive Income	\$ 28,327	\$ 27,736	\$ 713	\$ 316	\$ 560

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

UNITED ENERGY, a.s.  
CONSOLIDATING BALANCE SHEET  
AT SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	UE	Teplarna Liberec	ENOP	Total Before Eliminations	Elimin
<u>ASSETS</u>					

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<u>PROPERTY, PLANT &amp; EQUIPMENT</u>	\$ 311,127	\$ 19,369	\$ 38	\$ 330,534	
Less: Accumulated DD&A	116,710	6,642	15	123,367	
	194,417	12,727	23	207,167	
<u>CURRENT ASSETS:</u>					
Cash and Temporary Cash Investments	4,519	2,645	396	7,560	
Notes Receivable - Intercompany	-	-	-	-	
Allowance for Uncollectible Accounts	(901)	(589)	(4)	(1,494)	
Accounts Receivable - Intercompany	-	-	-	-	
Accounts Receivable	5,338	2,012	8	7,358	
Unbilled Utility Revenue	5,897	227	-	6,124	
Materials and Supplies	3,217	122	-	3,339	
Prepayments	36	12	-	48	
	18,106	4,429	400	22,935	
<u>OTHER ASSETS:</u>					
Investment in Assoc. Companies	10,726	-	-	10,726	(1)
Goodwill	8,763	(935)	93	7,921	
Other Assets	355	10	-	365	
	19,844	(925)	93	19,012	(1)
TOTAL ASSETS	\$ 232,367	\$ 16,231	\$ 516	\$ 249,114	\$ (1)
<u>CAPITALIZATION &amp; LIABILITIES</u>					
<u>CAPITALIZATION:</u>					
Common Stock	\$ 59,770	\$ 17,004	\$ 3	\$ 76,777	\$ (1)
Paid - in - Capital	50,822	(5,723)	883	45,982	
Earnings Reinvested in the Business	25,664	54	(305)	25,413	
Accum. Other Comprehensive Income	4,318	(1,159)	(31)	3,128	
Total Common Stock Equity	140,574	10,176	550	151,300	(1)
Long-Term Debt, Net of Current Portion	21,178	-	-	21,178	
Total Capitalization	161,752	10,176	550	172,478	(1)
Minority Interest in Foreign Subsidiaries	24,012	4,773	-	28,785	
<u>CURRENT AND ACCRUED LIABILITIES:</u>					
Notes Payable - Intercompany	-	-	-	-	
Notes Payable to Banks	2,278	-	-	2,278	
Current Portion of Long-Term Debt	10,564	-	-	10,564	
Accounts Payable	17,309	1,192	68	18,569	
Accounts Payable - Intercompany	11	-	-	11	
Other Accruals and Current Liabilities	823	(49)	25	799	
	30,985	1,143	93	32,221	
<u>DEFERRED CREDITS:</u>					
Accumulated Deferred Income Taxes	15,185	139	(127)	15,197	
Other Deferred Credits	433	-	-	433	



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	15,618	139	(127)	15,630	
	-----	-----	-----	-----	-----
TOTAL CAPITALIZATION & LIABILITIES	\$ 232,367	\$ 16,231	\$ 516	\$ 249,114	\$ (1
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

UNITED ENERGY, a.s.  
CONSOLIDATING STATEMENT OF INCOME  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	UE	Teplarna Liberec	ENOP	Total Before Eliminations	Elimin (Dr)
	-----	-----	-----	-----	-----
<u>OPERATING REVENUE:</u>	\$ 79,711	\$ 17,626	\$ 2	\$ 97,339	\$ (
	-----	-----	-----	-----	-----
<u>OPERATING EXPENSE:</u>					
Fuel Used in Heat and Electric Generation	38,844	11,381	(1)	50,224	
Operation and Maintenance	20,146	5,267	34	25,447	(
Property, Franchise & Other Taxes	1,861	359	-	2,220	
Depreciation, Depletion and Amortization	11,211	1,000	(289)	11,922	
Income Taxes	2,000	(66)	62	1,996	
	-----	-----	-----	-----	-----
	74,062	17,941	(194)	91,809	(
	-----	-----	-----	-----	-----
Operating Income (Loss)	5,649	(315)	196	5,530	
	-----	-----	-----	-----	-----
<u>OTHER INCOME:</u>					
Unremitted Earnings of Subsidiaries	123	-	-	123	
Other	967	148	26	1,141	
	-----	-----	-----	-----	-----
	1,090	148	26	1,264	
	-----	-----	-----	-----	-----
Income (Loss) Before Interest Charges and and Minority Interest in Foreign Subsidiaries	6,739	(167)	222	6,794	
	-----	-----	-----	-----	-----
<u>INTEREST CHARGES:</u>					
Interest on Long-Term Debt	1,897	-	-	1,897	
Interest-Intercompany	-	-	-	-	
Other Interest	-	-	-	-	
	-----	-----	-----	-----	-----
	1,897	-	-	1,897	
	-----	-----	-----	-----	-----
Minority Interest in					

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Foreign Subsidiaries	(798)	68	-	(730)	
	-----	-----	-----	-----	-----
Net Income (Loss) Available for Common Stock	\$ 4,044	\$ (99)	\$ 222	\$ 4,167	\$
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

UNITED ENERGY, a.s.  
CONSOLIDATING STATEMENT OF EARNINGS REINVESTED IN THE BUSINESS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	UE	Teplarna Liberec	ENOP	Total Before Eliminations	Elimin (Dr)
	-----	-----	-----	-----	-----
<u>EARNINGS REINVESTED IN THE BUSINESS</u>					
Balance at Beginning of Year	\$ 21,620	\$ 153	\$ (527)	\$ 21,246	
Net Income (Loss) Available for Common Stock	4,044	(99)	222	4,167	
	-----	-----	-----	-----	-----
Balance at End of Year	\$ 25,664	\$ 54	\$ (305)	\$ 25,413	
	=====	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

UNITED ENERGY, a.s.  
CONSOLIDATING STATEMENT OF CASH FLOWS  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	UE	Teplarna Liberec	ENOP	Total Before Eliminations & Adjustments	Elimin
	-----	-----	-----	-----	-----
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>					
Net Income (Loss)	\$ 4,044	\$ (99)	\$ 222	\$ 4,167	\$
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Unremitted Earnings of Subsidiaries	(123)	-	-	(123)	
Depreciation, Depletion & Amortization	11,211	1,000	(289)	11,922	

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Deferred Income Taxes	2,304	87	62	2,453
Minority Interest in Foreign Subsidiaries	798	(68)	-	730
Other	738	(58)	6	686
Change in:				
Receivables and Unbilled Utility Revenue	(1,715)	104	113	(1,498)
Material and Supplies	281	(2)	-	279
Prepayments	(14)	(3)	-	(17)
Accounts Payable	4,887	(581)	(9)	4,297
Accounts Payable - Intercompany	(4)	-	-	(4)
Other Accruals and Current Liabilities	52	242	(19)	275
Other Assets	(539)	(134)	(33)	(706)
Other Liabilities	290	-	-	290
	-----	-----	-----	-----
Net Cash Provided by (Used in) Operations	22,210	488	53	22,751
	-----	-----	-----	-----
<b><u>CASH FLOWS FROM INVESTING ACTIVITIES:</u></b>				
Capital Expenditures	(3,325)	(915)	-	(4,240)
Other	1,016	22	41	1,079
	-----	-----	-----	-----
Net Cash Provided by (Used In) Investing Activities	(2,309)	(893)	41	(3,161)
	-----	-----	-----	-----
<b><u>CASH FLOWS FROM FINANCING ACTIVITIES:</u></b>				
Change in Notes Payable to Banks	(12,350)	-	-	(12,350)
Reduction of Long-Term Debt	(6,023)	-	-	(6,023)
	-----	-----	-----	-----
Net Cash Used in Financing Activities	(18,373)	-	-	(18,373)
	-----	-----	-----	-----
Effect of Exchange Rates on Cash	1,104	745	68	1,917
	-----	-----	-----	-----
Net Increase in Cash and Temporary Cash Investments	2,632	340	162	3,134
Cash and Temporary Cash Investments of Beginning of Period	1,887	2,305	234	4,426
	-----	-----	-----	-----
Cash and Temporary Cash Investments at End of Year	\$ 4,519	\$ 2,645	\$ 396	\$ 7,560
	=====	=====	=====	=====

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

UNITED ENERGY, a.s.  
CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

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FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2002  
(THOUSANDS OF DOLLARS)

	UE	Teplarna Liberec	ENOP	Total Before Eliminations	Elimin (Dr)
	-----	-----	-----	-----	-----
Net Income (Loss) Available for Common Stock	\$ 4,044	\$ (99)	\$ 222	\$ 4,167	\$
Other Comprehensive Income (Loss):					
Foreign Currency Translation Adjustment	23,354	2,088	85	25,527	(
Unrealized Loss on Derivative Financial Instruments Arising During the Period	(110)	-	-	(110)	
Reclassification Adjustment for Realized Loss on Derivative Financial Instruments in Net Income	602	-	-	602	
Other Comprehensive Income (Loss), Before Tax	23,846	2,088	85	26,019	(
Income Tax Benefit Related to Unrealized Loss on Derivative Financial Instruments Arising During the Period	(34)	-	-	(34)	
Reclassification Adjustment for Income Tax Benefit on Derivative Financial Instruments in Net Income	187	-	-	187	
Income Taxes - Net	153	-	-	153	
Other Comprehensive Income	23,693	2,088	85	25,866	(
Comprehensive Income	\$ 27,737	\$ 1,989	\$ 307	\$ 30,033	\$ (

See Notes to Consolidated Financial Statements included in Item 8 of National Fuel Gas Company's Form 10-K for the fiscal year ended September 30, 2002, incorporated herein by reference.

EXHIBITS

- A. \* (1) Annual Report on Form 10-K for fiscal year ended September 30, 2002 filed December 10, 2002.
- (2) National Fuel Gas Company 2002 Annual Report to Shareholders (paper copy submitted on Form SE).
- \* (3) National Fuel Gas Company Proxy Statement, dated and filed January 10, 2003 (Filed on Form DEF 141).
- B. Articles of Incorporation, By-Laws and Partnership Agreements.

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- (1) National Fuel Gas Company
- \*i Restated Certificate of Incorporation of National Fuel Gas Company, dated September 30, 1998 (Exhibit 3.1, Form 10-K for fiscal year ended September 30, 1998 in File No. 99-1 for EDGAR purposes).
  - ii National Fuel Gas Company By-Laws as amended on December 12, 2002, designated as Exhibit 3.2, Form U5S for fiscal year ended September 30, 1999.
- (2) National Fuel Gas Distribution Corporation
- \*i By-Laws, as amended March 11, 1998. (Exhibit (2)i, designated as Exhibit 3.1, Form U5S for fiscal year ended September 30, 1999.)
  - \*ii Restated Certificate of Incorporation of National Fuel Gas Distribution Corporation dated May 9, 1988 (Exhibit B-1 in File No. 70-7478).
- (3) National Fuel Gas Supply Corporation
- \*i By-Laws, as amended (Exhibit (3)i, Form U5S for fiscal year ended September 30, 1984).
  - \*ii Articles of Incorporation of United Natural Gas Company, dated February 1, 1984 (Exhibit (3)ii, Form U5S for fiscal year ended September 30, 1984).
  - \*iii Certificate of Merger and Consolidation dated January 2, 1951 (Exhibit (3)iii, Form U5S for fiscal year ended September 30, 1984).
  - \*iv Joint Agreement and Plan of Merger, dated June 18, 1974 (Exhibit (3)iv, Form U5S for fiscal year ended September 30, 1987).
  - \*v Certificate of Merger and Plan of Merger of Penn-York Energy Corporation and National Fuel Gas Supply Corporation dated April 1, 1994 (Exhibit (3)v, designated as Exhibit 3.5, Form U5S for fiscal year ended September 30, 1994).

\* Incorporated herein by reference as indicated.

\* Incorporated herein by reference as indicated.

### SIGNATURE

The undersigned System company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

NATIONAL FUEL GAS COMPANY

By: /s/Joseph P. Pawlowski  
Joseph P. Pawlowski, Treasurer  
and Principal Accounting Officer

Date: January 28, 2003

### EXHIBIT INDEX

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ex99-1 National Fuel Gas Company By-Laws as amended on December 12, 2002

ex99-2 Notarial Deed, dated April 24, 2002 that adopted new Founder's Deed, dated April Development, s.r.o.

ex99-3 Founders Deed, dated November 15, 1994, as amended on December 13, 2001, of Louns

ex99-4 Founders Deed, dated December 19, 1995, as amended on December 13, 2001, of ENOP,

ex99-5 Articles of Association, dated April 28, 1992, as amended on June 28, 2001 as ame Energy, a.s.

ex99-6 Ratification and Joinder Agreement, dated September 1, 2002, of Roystone Gas Proo

ex99-7 By-Laws as amended January 2, 2002, of Niagara Independence Marketing Company

ex99-8 Certificate of Amendment and Registration of Restated Articles dated 10/31/02, of

ex99-9 Articles of Amendment dated 10/1/02, of National Fuel Exploration Corp.

ex99-10 Certificate of Amendment and Registration of Restated Articles dated 8/2/02, of N

ex99-11 Articles of Amendment dated 8/2/02, of National Fuel Exploration Corp.

ex99-12 Certificate of Amendment and Registration of Restated Articles dated 7/30/02, of

ex99-13 Articles of Amendment dated July 29, 2002, of National Fuel Exploration Corp.

ex99-14 Certificate of Amendment and Registration of Restated Articles dated 8/2/02, of P

ex99-15 Articles of Amendment dated 8/2/02, of Player Resources Ltd.

ex99-16 Certificate of Amendment and Registration of Restated Articles dated 7/29/02, of

ex99-17 Articles of Amendment dated 7/29/02, of Player Resources Ltd.

ex99-18 Certificate of Incorporation of JN Acquisition Corp. dated October 26, 1999, of S

ex99-19 Certificate of Amendment of Certificate of Incorporation of Seneca Player Corp. d Player Corp.

ex99-20 Certificate of Incorporation dated December 27, 2001, of 3062782 Nova Scotia Comp

ex99-21 Memorandum and Articles of Association of 306782 Nova Scotia Company dated Decemb Company

ex99-22 Certificate of Incorporation dated December 27, 2001, of 3062783 Nova Scotia Comp

ex99-23 Memorandum and Articles of Association of 3062783 Nova Scotia Company dated Decem Company

ex99-24 Declaration of Limited Partnership, of Seneca New Brunswick Limited Partnership

ex99-25 Limited Partnership Agreement dated December 31, 2001, between 3062783 Nova Scoti Company, of Seneca New Brunswick Limited Partnership

ex99-26 Articles of Association of One-Man Limited Liability Company dated August 25, 200

ex99-27 Tax Allocation Agreement pursuant to Rule 45(c)

ex99-28 United Energy, a.s. Audited Financial Statements for the Calendar Year Ended Dece

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ex99-29 Teplarna Liberec, a.s. Audited Financial Statements for the Calendar Year Ended D

ex99-30 Teplarna Kromeriz, a.s. Audited Financial Statements for the Calendar Year Ended

ex99-31 Horizon Power, Inc. Audited Financial Statements for the Fiscal Year Ended Septem

ex99-32 Energy Systems North East, LLC Unaudited Financial Statements for the Fiscal Year