

NATIONAL FUEL GAS CO
Form U-9C-3
August 29, 2003

**United States
Securities and Exchange Commission**

Washington, D.C. 20549

FORM U-9C-3
QUARTERLY REPORT PURSUANT TO RULE 58
For the Quarterly Period Ending June 30, 2003

National Fuel Gas Company
(Name of Registered Holding Company)

10 Lafayette Square
Buffalo, New York 14203
(Name of Principal Executive Officer)

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

James R. Peterson
Assistant Secretary
National Fuel Gas Company
Suite 1500
10 Lafayette Square
Buffalo, New York 14203
(716) 857-7702

ITEM 1 - ORGANIZATION CHART

Name of Reporting Co.	Energy or Gas Related	Date of Organization	State of Organization
National Fuel Gas Company	Holding	1902	New Jersey
Seneca Independence Pipeline Company	Gas	1996	Delaware
Niagara Independence Marketing Company	Holding	1997	Delaware
DirectLink Gas Marketing Company	Gas	1997	Delaware

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Upstate Energy Inc.	Gas	1997	New York
Seneca Resources Corporation	Holding	1913	Pennsylvania
Roystone Gas Processing Plant	Gas	1994	Pennsylvania
Horizon Power, Inc.	Holding	1995	New York
Seneca Energy II, LLC	Energy	2000	New York
Model City Energy, LLC	Energy	2000	New York
Highland Forest Resources, Inc.	Holding	2003	New York
Empire State Pipeline Company LLC	Gas	2003	New York
St. Clair Pipeline Company LLC	Gas	2003	New York
Empire State Pipeline	Gas	2003	New York
Toro Partner LLC (new)	Gas	2003	Delaware
Toro Partners, LP (new)	Gas	1999	Texas
Toro Energy of Indiana, LLC (new)	Gas	2000	Texas
Toro Energy of Kentucky, LLC (new)	Gas	1999	Delaware
Toro Energy of Maryland, LLC (new)	Gas	1999	Texas
Toro Energy of Michigan, LLC (new)	Gas	1999	Delaware
Toro Energy of Missouri, LLC (new)	Gas	1999	Texas
Toro Energy of Ohio, LLC (new)	Gas	1999	Delaware
Toro Energy of Ohio-American, LLC (new)	Gas	2001	Texas
Toro Energy of Ohio-Statewide, LLC (new)	Gas	1999	Delaware

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NARRATIVE DESCRIPTION:

National Fuel Gas Company, Niagara Independence Marketing Company ("Niagara") Seneca Resources", Horizon Power, Inc. ("Power," an exempt wholesale generator) and Highland Forest Res "reporting companies" but are included in this Item 1 because they hold, directly or indirectly, companies as indicated above.

During the quarter ended June 30, 2003, the reporting companies engaged in the following

Seneca Independence Pipeline Company ("SIP") retained its 33 1/3% general partnership in Company, pursuant to approval by the SEC under the Public Utility Holding Company Act of 1935 (see SIP's transactions this quarter are described in its financial statements at Item 6.

Niagara retained its 33 1/3% interest in DirectLink Gas Marketing Company ("DirectLink") transactions this quarter are described in their financial statements at Item 6.

Upstate Energy Inc. ("Upstate") formed Toro Partner LLC pursuant to Rule 58, and Upstate Partners, LP pursuant to Rule 58. Toro Partners, LP engaged in natural gas marketing and related owned limited liability companies.

Roystone Gas Processing Plant ("Roystone") engaged in processing natural gas and selling quarter.

Seneca Energy II, LLC ("Seneca Energy") and Model City Energy, LLC ("Model City"), each Public Utility Regulatory Policies Act of 1978, as amended, engaged in electric generation activi

Empire State Pipeline Company LLC ("ESPC") and St. Clair Pipeline Company LLC ("SCPC") e interest in Empire State Pipeline ("Empire"), which engaged in natural gas transportation activit

ITEM 2 - ISSUANCE OF SECURITIES AND CAPITAL CONTRIBUTIONS

Company Issuing Stock	Type of Security Issued	Principal Amount of Security	Issue or Renewal	Cost o
SIP	Note*	\$ 100,000		
DirectLink	No transactions this quarter			
Niagara	No transactions this quarter			
Upstate	Note*	\$47,700,000		
	Note*	\$ 400,000		
Roystone	No transactions this quarter			
Seneca Energy	No transactions this quarter			
Model City	No transactions this quarter			
Empire	No transactions this quarter			
Toro Partner LLC	LLC membership interest	N/A		
Toro Partner LLC	Promissory Note	\$48,000,000		

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* Represents an increase in the principal balance of borrowings from the National Fuel Gas compared with the balance from the preceding day.

Company Contributing Capital

Company Receiving Capital

Power

Seneca Energy

ITEM 3 - ASSOCIATE TRANSACTIONS

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

Reporting Co. Rendering Services	Associate Co. Receiving Services	Types of Services Rendered	Direct Costs Charged
Roystone	Seneca Resources	Natural gas processing	\$32,530

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

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

Associate Co. Rendering Services	Reporting Co. Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Costs
Supply	SIP	Managerial, financial, legal and other similar services.	\$675	\$0	\$0
Power	Seneca Energy	Accounting services.	\$0	\$0	\$0
Power	Model City	Accounting services.	\$0	\$0	\$0
Power	Model City	Sales brokerage and administrative services.	\$0	\$0	\$0
Supply	Empire	Operational,	\$130,019	\$0	\$0

			maintenance, administrative and similar services.			
Distribution	Empire		Operational, administrative and similar services.	\$274,774	\$0	\$0

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in Energy-Related Companies:

Confidential Treatment requested pursuant to Rule 104(b)

Investments in Gas-Related Companies:

Confidential Treatment requested pursuant to Rule 104(b)

ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business	Other Investment in last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason For Difference in Other Investment
NONE			

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements:

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

Balance Sheet for Empire
Income Statement for Empire

Confidential treatment requested pursuant to Rule 104(b)
Confidential treatment requested pursuant to Rule 104(b)

B. Exhibits:

Operating and Maintenance Agreement between Empire State Pipeline and National Fuel Gas Supply Corporation
(Confidential treatment requested pursuant to Rule 104(b)): EXHIBIT A

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

SIGNATURES

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

Dated: August 29, 2003

NATIONAL FUEL GAS COMPANY

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

EXHIBIT B

NATIONAL FUEL GAS COMPANY
CERTIFICATE

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

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

Pennsylvania Public Utility Commission
P.O. Box 3265

North Office Building
Harrisburg, Pennsylvania 17120

IN WITNESS WHEREOF, I have hereunto set my hand as of the 29th day of August, 2003.

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