

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

Certificate of compliance with terms by public utility company under Rule 24

Filing Date: **1995-07-28**
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FILER

CONSOLIDATED NATURAL GAS CO

CIK: **23738** | IRS No.: **130596475** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-08415** | Film No.: **95557080**
SIC: **4923** Natural gas transmission & distribution

Business Address
625 LIBERTY AVE CNG
TOWER
PITTSBURGH PA 15222
4122271000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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CONSOLIDATED NATURAL GAS COMPANY	:	CERTIFICATE
Pittsburgh, Pennsylvania	:	of
	:	NOTIFICATION
CNG COAL COMPANY	:	NO. 4
CNG PRODUCING COMPANY	:	
CNG PIPELINE COMPANY	:	TRANSACTIONS
CNG RESEARCH COMPANY	:	DURING PERIOD
CNG STORAGE SERVICE COMPANY	:	<hr/>
CNG ENERGY SERVICES CORPORATION	:	
(Formerly CNG GAS SERVICES CORPORATION	:	April 1, 1995
CNG TRANSMISSION CORPORATION	:	through
CONSOLIDATED NATURAL GAS SERVICE	:	June 30, 1995
COMPANY, INC.	:	
CONSOLIDATED SYSTEM LNG COMPANY	:	
HOPE GAS, INC.	:	
THE EAST OHIO GAS COMPANY	:	
THE PEOPLES NATURAL GAS COMPANY	:	
VIRGINIA NATURAL GAS INC.	:	
WEST OHIO GAS COMPANY	:	
	:	
File No. 70-8415	:	
	:	
(Public Utility Holding Company Act of 1935)	:	
	:	
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TO THE SECURITIES AND EXCHANGE COMMISSION:

By Order dated June 27, 1994 (HCAR No. 26072), the Securities and Exchange Commission permitted the Application-Declaration of Consolidated Natural Gas Company ("Consolidated") and its above-mentioned subsidiaries ("Subsidiaries") to become effective, thereby authorizing Consolidated and its Subsidiaries to engage in various securities transactions to finance said Subsidiary companies through June 30, 1995.

This Certificate is filed in accordance with Rule 24, as a notification that of the various transactions authorized by the Order, the following have been carried out in accordance with the terms and conditions of and for the purposes represented by the Application-Declaration and the Order:

1. Sale of Commercial Paper.

During the period, Consolidated issued and sold commercial paper. The maximum amount of Consolidated's commercial paper outstanding at any time during this period ended June 30, 1995, was \$294,000,000 principal amount.

Amount Outstanding - June 30, 1995 - \$145,000,000

2. Borrowings under Commercial Paper Backup Lines of Credit.

There were no borrowings or repayments during this period.

3. Short-Term Advances to Subsidiaries for Gas Storage and Working Capital.

Short-term advances to Subsidiaries for gas storage and working capital were taken through the Consolidated Natural Gas System Money Pool (SEC File No. 70-7258, HCAR No. 24128).

4. Long Term Loans.

During the period no long-term notes were issued to the subsidiaries.

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5. Sales of Capital Stock by Subsidiaries.

The following capital stock sales occurred during the period:

Shares	Par Value	Amount	
CNG Research Company	10	\$10,000	\$ 100,000

The "past tense" opinion required by paragraph F(2) of the instructions as to exhibits for Form U-1 is attached.

CONSOLIDATED NATURAL GAS COMPANY
CNG COAL COMPANY
CNG PRODUCING COMPANY
CNG PIPELINE COMPANY
CNG RESEARCH COMPANY
CNG STORAGE SERVICE COMPANY
CNG ENERGY SERVICES CORPORATION
CNG TRANSMISSION CORPORATION
CONSOLIDATED NATURAL GAS SERVICE
COMPANY, INC.
CONSOLIDATED SYSTEM LNG COMPANY
HOPE GAS, INC.
THE EAST OHIO GAS COMPANY
THE PEOPLES NATURAL GAS COMPANY
VIRGINIA NATURAL GAS INC.
WEST OHIO GAS COMPANY

J. M. Hostetler
Their Attorney

Dated this 28th day
of July, 1995

July 31, 1995

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

RE: Consolidated Natural Gas Company et al.
S.E.C. File No. 70-8415

Dear Sirs:

This "past tense" opinion is rendered pursuant to the requirements of Paragraph F(2) of the instructions as to exhibits to Form U-1 of the Securities and Exchange Commission ("Commission") with respect to the transactions described in the above-captioned joint application ("Joint Application-Declaration").

In rendering this opinion, I have examined:

1. The certificates of notification heretofore filed and Certificate of Notification No. 4 filed concurrently herewith pursuant to Rule 24 with respect to:

A. the delivery to Consolidated Natural Gas Company ("Consolidated") by each of the following subsidiaries of nonnegotiable, long-term notes in the following amounts in payment of loans:

Hope Gas, Inc.	\$ 6,419,500
CNG Transmission Corporation	27,000,000
West Ohio Gas Company	2,250,000

B. the issuance and sale by the following subsidiaries and purchase by Consolidated, of the aggregate par value of their capital stock, as follows:

CNG Transmission Corporation	\$90,000,000
Hope Gas, Inc.	900,000
The Peoples Natural Gas Company	18,000,000
West Ohio Gas Company	4,900,000
CNG Research Company	100,000

C. the issuance and sale by Consolidated of short-term commercial paper, the maximum amount outstanding at any one time during the period being \$614,400,000.

(The transactions above-described in subparagraphs A through C are herein collectively referred to as the "Transactions.")

2. The Joint Application-Declaration, as amended, of Consolidated and its subsidiaries aforementioned at File No. 70-8415.

3. The Order of the Commission dated June 27, 1994, HCAR No. 26072, granting and permitting the Joint Application-Declaration, to become effective insofar as it is related to the Transactions; and

Based upon the foregoing, including the opinions heretofore filed with the Joint Application-Declaration, and relying thereon, I am of the opinion that:

- (1) Consolidated and the aforementioned subsidiary companies are validly organized and duly existing corporations.
- (2) all state laws applicable to the transactions have been complied with;
- (3) Consolidated has legally acquired the nonnegotiable, long-term notes of the respective subsidiaries, as described in paragraph 1.A above, and said notes are, in accord with their terms, legal and binding obligations of the respective subsidiaries;
- (4) Consolidated has legally acquired the capital stock of the respective subsidiaries, as described in paragraph 1.B above, said stock is validly issued, fully paid and nonassessable, and Consolidated, as the holder thereof, is entitled to the rights and privileges appertaining thereto as set forth in the certificates of incorporation of the respective issues of said stock;
- (5) the short-term commercial paper notes issued by Consolidated were valid and binding obligations of Consolidated in accordance with their terms;
- (6) the consummation of the transactions did not violate the legal rights of the holders of securities issued by Consolidated, or any associate thereof, and
- (7) the transactions have been carried out in accordance with the provisions of the Joint Application-Declaration and the related orders of the Commission.

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I hereby consent to the filing of the opinion with the Commission concurrently with Certificate of Notification No. 4.

Very truly yours,

J. M. Hostetler