

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AMC

Post-effective amendments for application or declaration

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### FILER

#### **NATIONAL FUEL GAS CO**

CIK: **70145** | IRS No.: **131086010** | State of Incorp.: **NJ** | Fiscal Year End: **0930**  
Type: **POS AMC** | Act: **35** | File No.: **070-09153** | Film No.: **99709659**  
SIC: **4924** Natural gas distribution

Mailing Address  
*10 LAFAYETTE SQ  
10 LAFAYETTE SQ  
BUFFALO NY 14203*

Business Address  
*10 LAFAYETTE SQ  
BUFFALO NY 14203  
7168576980*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM U-1 APPLICATION  
UNDER THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

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National Fuel Gas Company  
10 Lafayette Square  
Buffalo, New York 14203

NFR Power, Inc.  
165 Lawrence Bell Drive, Suite 120  
Williamsville, New York 14221

(Names of companies filing this statement  
and addresses of principal executive offices)

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NATIONAL FUEL GAS COMPANY  
(Name of top registered holding company)

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A. M. Cellino,  
Secretary  
National Fuel Gas Company  
10 Lafayette Square  
Buffalo, New York 14203

R. J. Kreppel,  
President  
NFR Power, Inc.  
165 Lawrence Bell Drive, Suite 120  
Williamsville, New York 14221

(Names and addresses of agents for service of process)

It is requested that the Commission send copies of all  
notices, orders and communications to:

Mark D. Buri, Esq.  
National Fuel Gas Company  
Suite 1500  
10 Lafayette Square  
Buffalo, New York 14203

Item 1. Description of Proposed Transaction.

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Introduction

National Fuel Gas Company ("National") is a public utility holding company registered under the Public Utility Holding Company Act of 1935, as amended (the "Act"). National is solely engaged in the business of owning all of the outstanding stock of its direct subsidiary corporations. These subsidiaries are engaged primarily in natural gas exploration, production, transmission, storage, distribution and marketing as well as other related activities.

Pursuant its order of March 20, 1998 (HCAR No. 26847) ("Original Order"), the Securities and Exchange Commission ("Commission") authorized National and twelve of National's subsidiaries to engage in a money pool arrangement ("Money Pool") through December 31, 2002 ("Authorization Period").

NFR Power, Inc. ("Power"), a New York corporation, is a subsidiary of National and, as a result of a determination of the Federal Energy Regulatory Commission dated March 29, 1996 (Docket No. EG96-47-000), is an exempt wholesale generator as defined in Section 32(a)(1) of the Act. National and Power now request that Power be authorized become a new participant to the Money Pool. Such participation by Power shall comply with the terms and conditions for Money Pool participation which are contained in the Original Order and the Application-Declaration related thereto.

Item 2. Fees, Commissions and Expenses.  
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It is estimated at this time that the fees, commissions and expenses to be incurred in connection with this post-effective amendment will not exceed \$1,000 in miscellaneous expenses.

Item 3. Applicable Statutory Provisions.  
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Money Pool transactions are subject to Sections 6, 7, 9, 10 and 12(b) and (f) of the Act and Rule 45 thereunder, and Money Pool borrowings by Power would be exempt under Rule 52.

If the Commission considers the actions described herein to require any authorization, approval or exemption under any section of the Act or any provision of the rules or regulations thereunder other than those specifically referred to herein, such authorization, approval or exemption is hereby requested.

Item 4. Regulatory Approval.  
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No federal agency, other than the Commission, and no state agency has jurisdiction over this proposal.

Item 5. Procedure.  
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A further Federal Register notice regarding this Post-Effective Amendment is deemed unnecessary due to the fact that this filing does not seek a material change in the Original Order. The applicants respectfully request that an order be issued approving this post-effective amendment as soon as practicable but in no event later than October 8, 1999.

It is submitted that a recommended decision by a hearing or other responsible officer of the Commission is not needed with respect to this proposal. The office of the Division of Investment Management Office of Public Utility Regulation may assist in the preparation of the Commission's decision. There should be no waiting period between the issuance of the Commission's order and the date on which it is to become effective.

Item 6. Exhibits and Financial Statements.  
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The following are made part of this post-effective amendment:

Exhibits  
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B-1 Tentative Draft of Addendum to National Fuel Money Pool Agreement

C Opinion of Counsel (To Be Filed By Amendment)

Financial Statements  
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Financial statements of the applicant-declarants are deemed unnecessary with respect to the proposed authorization sought herein due to the simple nature of this post-effective amendment. However, financial statements will be furnished to the Commission upon request.

Item 7. Information as to Environmental Effects.  
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This proposal does not involve major federal action having a significant effect on the human environment. No federal agency has prepared or is preparing any environmental impact statement with respect to this proposal.

SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this statement to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: September 9, 1999

NATIONAL FUEL GAS COMPANY

By /s/ Anna Marie Cellino

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A. M. Cellino  
Secretary

NFR POWER, INC.

By /s/ Robert J. Kreppel

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R. J. Kreppel  
President

FIRST ADDENDUM  
TO THE  
NATIONAL FUEL GAS COMPANY  
AND PARTICIPATING SUBSIDIARIES  
AGREEMENT REGARDING THE  
OPERATION OF, AND PARTICIPATION IN,  
THE NATIONAL FUEL GAS SYSTEM MONEY POOL

WHEREAS, effective March 23, 1998, National Fuel Gas Company ("National") and the twelve subsidiaries thereof then operating (the "Original Subsidiaries") executed that certain "National Fuel Gas Company and Participating Subsidiaries Agreement Regarding the Operation Of, And Participation In, the National Fuel Gas System Money Pool" ("Agreement") establishing the terms of operation of the Money Pool; and

WHEREAS, on June 23, 1999, National acquired all of the outstanding shares of stock in a new subsidiary, NFR Power, Inc. ("Power"); and

WHEREAS, on \_\_\_\_\_, 1999, the Securities and Exchange Commission issued an Order (HCAR No. \_\_\_\_\_) pursuant to the Public Utility Holding Company Act of 1935, as amended, and the rules thereunder expressly permitting Power to participate in the Money Pool; and

WHEREAS, National, the Original Subsidiaries and Power each desire to have Power admitted to participate in the Money Pool.

NOW, THEREFORE, National, the Original Subsidiaries and Power hereby agree as follows:

1. Addition of Power to the Money Pool. Effective as of the date  
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hereof, Power is admitted as a Participant to the Money Pool.
2. Continuance. Except as modified by this First Addendum, all other  
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terms and conditions of the Agreement shall remain in full force and effect. If an inconsistency exists between the Agreement and this First Addendum, the provisions of this First Addendum shall prevail.
3. Definitions. Any capitalized terms not defined in this First  
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Addendum shall have the meaning ascribed to them in the Agreement.

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

NATIONAL:

NATIONAL FUEL GAS COMPANY

By:

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P. C. Ackerman, President

ORIGINAL SUBSIDIARIES:

NATIONAL FUEL GAS DISTRIBUTION CORPORATION

By:

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D. F. Smith, President

NATIONAL FUEL GAS SUPPLY CORPORATION

By:

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R. Hare, President

SENECA RESOURCES CORPORATION

By:

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J. A. Beck, President

HIGHLAND LAND AND MINERALS, INC.

By:-----  
P. C. Ackerman, President

LEIDY HUB, INC.

By:-----  
W. E. DeForest, President

DATA-TRACK ACCOUNT SERVICES, INC.

By:-----  
P. C. Ackerman, President

HORIZON ENERGY DEVELOPMENT, INC.

By:-----  
P. C. Ackerman, President

NATIONAL FUEL RESOURCES, INC.

By:-----  
R. J. Kreppel, President

UTILITY CONSTRUCTORS, INC.



By:

-----  
J. A. Beck, President

NIAGARA ENERGY TRADING INC.

By:

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J. A. Beck, President

NIAGARA INDEPENDENCE MARKETING COMPANY

By:

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J. A. Beck, President

SENECA INDEPENDENCE PIPELINE COMPANY

By:

-----  
R. Hare, President

POWER:

NFR POWER, INC.

By:

-----  
R. J. Kreppel, President