

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

Filing Date: **1995-07-12**
SEC Accession No. **0000950120-95-000041**

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FILER

NATIONAL FUEL GAS CO

CIK: **70145** | IRS No.: **131086010** | State of Incorporation: **NJ** | Fiscal Year End: **0930**
Type: **35-CERT** | Act: **35** | File No.: **070-08541** | Film No.: **95553355**
SIC: **4924** Natural gas distribution

Business Address
30 ROCKEFELLER PLZ
NEW YORK NY 10112
2125417533

UNITED STATES OF AMERICA
BEFORE THE SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

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-----X
                                     :
      In the Matter of                :
                                     :
NATIONAL FUEL GAS COMPANY            :      CERTIFICATE
NATIONAL FUEL GAS                    :
      DISTRIBUTION CORPORATION        :      PURSUANT TO
NATIONAL FUEL GAS SUPPLY CORPORATION :      RULE 24
SENECA RESOURCES CORPORATION         :      -----
NATIONAL FUEL RESOURCES, INC.       :
UTILITY CONSTRUCTORS, INC.         :
                                     :
      File No. 70-8541                :
                                     :
(Public Utility Holding Company      :
      Act of 1935)                   :
-----X

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This is to certify, pursuant to Rule 24 under the Public Utility Holding Company Act of 1935, that the transactions described below, which were proposed by National Fuel Gas Company ("Company"), National Fuel Gas Distribution Corporation, National Fuel Gas Supply Corporation, Seneca Resources Corporation ("Seneca"), National Fuel Resources, Inc. and Utility Constructors, Inc., in the above file, have been carried out in accordance with the terms and conditions of and for the purposes represented by said joint Application or Declaration, as amended, and pursuant to the order of the Securities and Exchange Commission with respect thereto dated April 20, 1995.

On June 28, 1995, the Company was notified of an offer to purchase \$50,000,000 aggregate principal amount of the Company's Medium-Term Notes, Series C ("MTNs") due July 2, 1998 at an interest rate of 6.08%. On June 28, 1995, the Company accepted the offer by executing a Terms Agreement with Bear, Stearns & Co. Inc., one of the Agents named in the Distribution Agreement dated July 21, 1993, as amended.

On July 3, 1995, the Company issued and sold \$50,000,000 aggregate principal amount of its 6.08% non-redeemable MTNs due July 2, 1998 to Bear, Stearns & Co. Inc.

The proceeds from the sale of the 6.08% non-redeemable MTNs due July 2, 1998 were loaned to Seneca in exchange for long-term unsecured notes issued by Seneca.

Attached hereto and incorporated by reference are:

Exhibit A-1 - Copy of Pricing Supplement No. 6 used in connection with the sale of the MTNs.

Exhibit B-1 - Conformed copy of the Terms Agreement dated June 28, 1995 between the Company and Bear, Stearns & Co. Inc.

Exhibit F-1(a) - Post effective opinion of Reid & Priest LLP.

Exhibit F-2(a) - Post effective opinion of Stryker, Tams & Dill.

Exhibit F-3(a) - Post effective opinion of Richard M. DiValerio, Esq.

IN WITNESS WHEREOF, National Fuel Gas Company has caused this certificate to be executed this 12th day of July, 1995.

NATIONAL FUEL GAS COMPANY

By /s/ Gerald T. Wehrlin

Gerald T. Wehrlin
Controller

NATIONAL FUEL GAS
DISTRIBUTION CORPORATION

By /s/ Gerald T. Wehrlin

Gerald T. Wehrlin
Senior Vice President,
Controller

NATIONAL FUEL GAS SUPPLY

CORPORATION

By /s/ Joseph P. Pawlowski

Joseph P. Pawlowski
Treasurer

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SENECA RESOURCES CORPORATION

By /s/ Gerald T. Werhlin

Gerald T. Werhlin
Controller

NATIONAL FUEL RESOURCES, INC.

By /s/ Robert J. Kreppel

Robert J. Kreppel
President

UTILITY CONSTRUCTORS, INC.

By /s/ Joseph P. Pawlowski

Joseph P. Pawlowski
Treasurer

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EXHIBIT INDEX

Exhibit

- A-1 Copy of Pricing Supplement No. 6 used in connection with the sale of the MTNs.

- B-1 Conformed copy of the Terms Agreement dated June 28, 1995 between the Company and Bear, Stearns & Co. Inc.

- F-1(a) Post effective opinion of Reid & Priest LLP.

- F-2(a) Post effective opinion of Stryker, Tams & Dill.

- F-3(a) Post effective opinion of Richard M. DiValerio, Esq.

PRICING SUPPLEMENT NO. 6, DATED June 28, 1995
(To Prospectus dated April 15, 1994
and Prospectus Supplement dated April 15, 1994)

NATIONAL FUEL GAS COMPANY

(Medium-Term Notes, Series C)

Trade Date: June 28, 1995

Principal Amount: \$50,000,000

Price to Public: At varying prices as described below

Issue Date: July 3, 1995 (the Offered Notes
will bear interest from July 3, 1995)

Maturity Date: July 2, 1998

Interest Rate: 6.08%

Underwriting Discounts and Commissions: .35%

Proceeds to the Company: \$49,825,000

Redemption Terms: Non-Redeemable

UNDERWRITING

Subject to the terms and conditions set forth in a Terms Agreement, dated June 28, 1995 between Bear, Stearns & Co. Inc. (the "Purchaser") and the Company (the "Terms Agreement"), the Purchaser has agreed to purchase from the Company, and the Company has agreed to sell to the Purchaser, as principal, \$50,000,000 principal amount of the Offered Notes.

The Company has been advised by the Purchaser that it proposes to offer the Offered Notes to one or more investors or other purchasers, including other dealers, from time to time in one or more transactions, including negotiated transactions, at varying prices related to prevailing market prices at the time of resale.

Under the terms and conditions of the Terms Agreement, the Company has agreed that during the period ending on the Issue Date set forth above, it will not offer for sale, issue or sell, or enter into any agreement to offer for sale, issue or sell, any securities of the Company having terms substantially similar to those of the Offered Notes.

COMPANY UNDERTAKING

The Company undertakes to provide without charge to each person, including any beneficial owner, to whom a copy of the accompanying Prospectus has been delivered, on the written or oral request of any such person, a copy of any or all of the documents referred to therein which have been or may be incorporated in the accompanying Prospectus by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests for such copies should be directed to: Curtis W. Lee, General Manager - Finance, National Fuel Gas Company, 10 Lafayette Square, Buffalo, New York 14203, telephone (716) 857-7812.

EXPERTS

The financial statements incorporated in the accompanying Prospectus by reference to the Annual Report on Form 10-K, for the year ended September 30, 1994, have been so incorporated in reliance on the report of Price Waterhouse LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The information incorporated in the accompanying Prospectus by reference to the Company's Annual Report on Form 10-K, for the fiscal year ended September 30, 1994, relating to the oil and gas reserves of Seneca Resources Corporation which has been specifically attributed to Ralph E. Davis Associates, Inc. has been reviewed and verified by that firm and has been included herein in reliance upon the authority of said as an expert.

NATIONAL FUEL GAS COMPANY
Medium-Term Notes, Series C

TERMS AGREEMENT

June 28, 1995

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

Dear Ladies and Gentlemen:

Subject to the terms and conditions set forth herein, Bear, Stearns & Co. Inc. (the "Purchaser") agrees to purchase from National Fuel Gas Company (the "Company"), and the Company agrees to sell to the Purchaser, \$50,000,000 principal amount of the Company's Medium-Term Notes, Series C having the terms set forth below (the "Offered Notes") at a purchase price equal to 99.65% of the principal amount thereof.

Principal Amount:	\$50,000,000
Interest Rate:	6.08%
Price to Public:	See Below
Underwriting Discounts and Commissions:	.35%
Proceeds to the Company:	\$49,825,000
Settlement Date:	July 3, 1995
Redemption Terms:	Non-Redeemable
Date of Maturity:	July 2, 1998
Issue Date:	July 3, 1995 (the Offered Notes will bear interest from July 3, 1995)
Payment Terms:	Wire transfer of immediately available funds
Delivery of Notes:	Through the facilities of The Depository Trust Company

The Purchaser requires that the Company deliver an Officers' Certificate pursuant to Section 7(d) of the Distribution Agreement dated July 21, 1993, as amended, between the Company and each of the Purchaser and the other parties named therein (the "Distribution Agreement").

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The Company agrees that during the period ending on the Settlement Date, it will not offer for sale, issue or sell, or enter into any agreement to offer for sale, issue or sell, any securities of the Company having terms substantially similar to those of the Offered Notes.

The Company has been advised by the Purchaser that it proposes to offer the Offered Notes to one or more investors or other purchasers, including other dealers, from time to time in one or more transactions, including negotiated transactions, at varying prices related to prevailing market prices at the time of resale.

The sale of the Offered Notes to the Purchaser is being made pursuant to the terms of Section 11 of the Distribution Agreement. The provisions of the Distribution Agreement are hereby incorporated by reference herein and shall be deemed to be part of this Terms Agreement to the same extent as if such provisions had been set forth in full herein.

Please accept this offer by signing a copy of this Terms Agreement in the space set forth below and returning the signed copy to us.

BEAR, STEARNS & CO. INC.

By: /s/ Timothy A. O'Neill

Accepted:

NATIONAL FUEL GAS COMPANY

By: /s/ J. P. Pawlowski

Reid & Priest LLP
A New York Registered Limited Liability Partnership
40 West 57th Street
New York, New York 10019

New York, New York
July 12, 1995

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

Re: National Fuel Gas Company
National Fuel Gas Distribution Corporation
National Fuel Gas Supply Corporation
Seneca Resources Corporation
National Fuel Resources, Inc.
Utility Constructors, Inc.
File No. 70-8541

Ladies and Gentlemen:

With reference to the joint application or declaration on Form U-1, as amended, filed on December 29, 1994 by National Fuel Gas Company ("National") and National Fuel Gas Distribution Corporation, National Fuel Gas Supply Corporation, Seneca Resources Corporation ("Seneca"), National Fuel Resources, Inc. and Utility Constructors, Inc., wholly-owned subsidiaries of National, and, in connection therewith, (i) the issuance and sale by National of \$50,000,000 in aggregate principal amount of its non-redeemable 6.08% Medium-Term Notes, Series C, due July 2, 1998 (the "MTNs"), and (ii) the acquisition by National of \$50,000,000 in long-term unsecured notes issued by Seneca (collectively, the "Transactions"), we are of the opinion that:

1. National is a corporation duly organized and validly existing under the laws of the State of New Jersey.
2. The above-described Transactions have been consummated in accordance with the joint

application or declaration, as amended, the order of the Securities and Exchange Commission thereon and, with respect to the issuance and sale of the

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July 12, 1995

MTNs, the registration statement filed as an exhibit to such application or declaration.

3. All state laws applicable to the Transactions (other than so-called "blue-sky" laws or similar laws, upon which we do not pass herein) have been complied with.
4. The MTNs are valid and binding obligations of National enforceable in accordance with their terms, subject as to enforceability to (i) bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar laws affecting the enforcement of creditors' rights and remedies, and (ii) the application of general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), including, without limitation (x) the possible unavailability of specific performance, injunctive relief or any other remedy, and (y) concepts of materiality, reasonableness, good faith, fair dealing and equitable subordination.
5. The legal rights of the holders of any securities issued by National have not been violated by the Transactions.

We are members of the New York Bar and do not hold ourselves out as experts on the laws of any other state. Accordingly, in giving this opinion, we have relied, as to all matters governed by the law of the State of New Jersey, upon the opinion of Stryker, Tams & Dill, New Jersey Counsel for National, which is to be filed as an exhibit to the Certificate pursuant to Rule 24.

We hereby consent to the use and filing of this opinion in connection with and/or as an exhibit to National's Certificate pursuant to Rule 24.

Very truly yours,

REID & PRIEST LLP

By: /s/ Sean S. Macpherson

Sean S. Macpherson

Stryker, Tams & Dill
Two Penn Plaza East
Newark, New Jersey 07105

July 12, 1995

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: National Fuel Gas Company
National Fuel Gas Distribution Corporation
National Fuel Gas Supply Corporation
Seneca Resources Corporation
National Fuel Resources, Inc.
Utility Constructors, Inc.
File No. 70-8541

Ladies and Gentlemen:

With reference to the above-referenced joint application or declaration on Form U-1, as amended (the "Application-Declaration"), filed on December 29, 1994 by National Fuel Gas Company ("National") and its subsidiary corporations, National Fuel Gas Distribution Corporation, National Fuel Gas Supply Corporation, Seneca Resources Corporation ("Seneca"), National Fuel Resources, Inc. and Utility Constructors, Inc., and, in connection therewith, (i) the issuance and sale by National of \$50,000,000 in aggregate principal amount of its non-redeemable 6.08% Medium-Term Notes, Series C, due July 2, 1998 (the "MTNs"), and (ii) the acquisition by National of \$50,000,000 in long-term unsecured notes issued by Seneca (the "Seneca Notes"), we are of the opinion that:

1. National is a corporation duly organized and validly existing under the laws of the State of New Jersey.

2. The above-described transactions have been consummated in accordance with the Application-Declaration, the order of the Securities and Exchange Commission thereon, and with respect to the issuance and sale of the MTNs, the registration statement of National on Form S-3 relating thereto (No. 33-49401), filed as an

exhibit to the Application-Declaration.

3. All laws of the State of New Jersey applicable to the above-described transactions (other than the New Jersey Uniform

Securities & Exchange Commission

July 12, 1995

Securities Law, as amended, upon which we do not opine herein) have been complied with.

4. Insofar as New Jersey law is applicable, the MTNs are valid and binding obligations of National, enforceable against National in accordance with their terms, except as limited by (x) bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar laws of general application relating to or affecting creditors' rights and remedies and (y) general principles of equity (whether such enforceability is considered in a proceeding in equity or at law), including, without limitation, the possible unavailability of specific performance, injunctive relief or any other equitable remedy and the concepts of materiality, commercial reasonableness, good faith, fair dealing and equitable subordination.

5. Insofar as New Jersey law is applicable, National has legally acquired the Seneca Notes.

6. The legal rights of the holders of any securities issued by National have not been violated.

In rendering the opinions expressed in paragraphs 2, 4 and 6 hereof, we have assumed that the MTNs were duly authenticated and delivered by The Bank of New York (formerly "Irving Trust Company"), as Trustee (the "Trustee"), in accordance with the provisions of that certain Indenture dated as of October 15, 1974, between National and the Trustee, as amended and supplemented, pursuant to which the MTNs were issued. We have further assumed in this connection that the agreed upon consideration for the MTNs was paid by the purchaser, as contemplated by the Distribution Agreement dated as of July 21, 1993, as amended, between National and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Bear, Stearns & Co. Inc., Chase Securities, Inc., Goldman, Sachs & Co., Lehman Brothers Inc. and PaineWebber Incorporated, as Agents, and the Terms Agreement dated June 28, 1995 between National and Bear, Stearns & Co. Inc.

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July 12, 1995

In rendering the opinion expressed in paragraph 5 hereof, we have assumed that the Seneca Notes were lawfully issued by Seneca; that all authorizations and approvals (corporate, governmental and otherwise) required in connection with the issuance and sale of the Seneca Notes have been duly obtained by Seneca; and that the Seneca Notes have been duly issued and delivered for the consideration contemplated and constitute the legal, valid, binding and enforceable obligations of Seneca.

We have also received and, in connection with the opinions expressed in paragraphs 5 and 6 hereof, have relied upon the representations set forth in the letter of Curtis W. Lee, Esq., General Manager - Finance, of National, dated July 7, 1995, a copy of which is attached hereto; and those opinions are qualified accordingly.

We consent to the use and filing of this opinion in connection with or as an exhibit to National's Certificate pursuant to Rule 24.

Reid & Priest LLP is hereby authorized to rely upon this opinion as to matters governed by New Jersey law to the same extent as if it were addressed to them.

Very truly yours,

/s/ Stryker, Tams & Dill

STRYKER, TAMS & DILL

Attachment

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

July 7, 1995

Stryker, Tams & Dill
Two Penn Plaza East
Newark, NJ 07105

Att: Charles H. Friedrich, III, Esq.

RE: National Fuel Gas Company
National Fuel Gas Distribution Corporation
National Fuel Gas Supply Corporation
Seneca Resources Corporation
National Fuel Resources, Inc.
Utility Constructors, Inc.
SEC File No. 70-8541

Dear Mr. Friedrich:

In connection with the above referenced application or declaration on Form U-1, as amended, filed with the Securities and Exchange Commission, and the Medium-Term Note, Series C, financing, we confirm the following.

- I. The capital stock of National Fuel Gas Company ("National") issued and outstanding on the date of this letter consists solely of common stock.
- II. Stryker, Tams & Dill has participated in obtaining the authorizations for the issuance of all outstanding debentures of National.
- III. Stryker, Tams & Dill has participated in obtaining the authorizations for the issuance by National of all commercial paper, short-term notes, and/or long-term notes outstanding at the date of this letter.
- IV. The securities set forth in paragraph 1, 2, and 3 herein, respectively comprise all of the securities of National outstanding at the date of this letter.
- V. The issuance and sale by National of \$50,000,000 in aggregate principal amount of its non-redeemable 6.08% Medium-Term Notes, Series C due July 2, 1998, was in compliance with Section 6.05 of the Indenture dated as of October 15, 1974 from National to The Bank of

Stryker, Tams & Dill
Charles H. Friedrich, III, Esq.

July 7, 1995

New York (formerly Irving Trust Company), as Trustee,
as amended and supplemented to date, and parallel or
analogous sections of all other Indentures heretofore
entered into by National under which debentures have
been issued and are outstanding as of the date of this
letter.

Very truly yours,

/s/ Curtis W. Lee

Curtis W. Lee
General Manager, Finance

cc. Michael F. Fitzpatrick, Jr.

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

July 12, 1995

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

Re: National Fuel Gas Company
National Fuel Gas Distribution Corporation
National Fuel Gas Supply Corporation
Seneca Resources Corporation
National Fuel Resources, Inc.
Utility Constructors, Inc.
File No. 70-8541

Ladies and Gentlemen:

This opinion relates to the joint application or declaration on Form U-1, as amended, filed on December 29, 1994 by National Fuel Gas Company ("National"), National Fuel Gas Distribution Corporation ("Distribution Corporation"), National Fuel Gas Supply Corporation ("Supply"), Seneca Resources Corporation ("Seneca"), National Fuel Resources, Inc. ("NFR") and Utility Constructors, Inc. ("Utility Constructors") and the acquisition by National of \$50,000,000 in long-term unsecured notes issued by Seneca (the "Seneca Notes").

I am of the opinion that:

1. Seneca is a corporation validly organized and duly existing under the laws of the State of Pennsylvania.
2. The foregoing transactions have been consummated in accordance with the application or declaration, as amended, and the order of the Securities and Exchange Commission thereon.

3. All state laws applicable to the transactions have been complied with.

Securities & Exchange Commission

July 12, 1995

4. The Seneca Notes are valid and binding obligations of Seneca Corporation enforceable in accordance with their terms, subject as to enforceability to (i) bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar laws affecting the enforcement of creditors' rights and remedies, and (ii) the application of general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law), including, without limitation (a) the possible unavailability of specific performance, injunctive relief or any other remedy, and (b) concepts of materiality, reasonableness, good faith and fair dealing and equitable subordination.
5. National has legally acquired the Seneca Notes.
6. The legal rights of the holders of any securities issued by National, Distribution Corporation, Supply, Seneca, NFR and Utility Constructors have not been violated by the transactions.

I am a member of the Bar of the States of New York and Pennsylvania and do not hold myself out as an expert of the laws of any other state. Accordingly, this opinion is expressly limited to the laws of such jurisdictions as they relate to the matters covered herein.

I hereby consent to the use of this opinion as an exhibit to the Certificate pursuant to Rule 24.

Very truly yours,

/s/ Richard M. DiValerio

Richard M. DiValerio

