EDGAR Online

NATIONAL FUEL GAS CO

FORM U-1/A

(Amended Application for Public Utility Holding Company)

Filed 02/17/95

Address	6363 MAIN STREET WILLIAMSVILLE, NY 14221-5887
Telephone	716-857-7000
CIK	0000070145
Symbol	NFG
SIC Code	4924 - Natural Gas Distribution
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	09/30

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2014, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

NATIONAL FUEL GAS CO

FORM U-1/A
(Amended Application for Public Utility Holding Company)

Filed 2/17/1995

Address	6363 MAIN STREET
	WILLIAMSVILLE, New York 14221-5887
Telephone	716-857-7000
CIK	0000070145
Industry	Natural Gas Utilities
Sector	Utilities
Fiscal Year	09/30

Generated by **EDGAR Online Pro**
http://pro.edgar-online.com

EDGAR Online

Contact **EDGAR Online**
Customer Service: 203-852-5666
Corporate Sales: 212-457-8200

File No. 70-7519

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

U-1/A
AMENDMENT NO. 1
POST EFFECTIVE
UNDER
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Names of Companies filing this statement and addresses of principal executive offices:

National Fuel Gas Company

10 Lafayette Square
Buffalo, New York 14203

Name of Top Registered Holding Company:

NATIONAL FUEL GAS COMPANY

Names and Addresses of Agent for Service:

Philip C. Ackerman	Gerald T. Wehrlin
Senior Vice President	Controller
National Fuel Gas Company	National Fuel Gas Company
10 Lafayette Square	10 Lafayette Square
Buffalo, New York 14203	Buffalo, New York 14203

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

Kyle G. Storie, Esq.
10 Lafayette Square
Buffalo, New York 14203

Item No. 1. Description of Proposed Transaction

By Order dated July 6, 1988 (HCAR No. 24673) National Fuel Gas Company ("National"), a public utility holding company registered under the Public Utility Holding Company Act of 1935, as amended ("Act"), was authorized to issue and sell from time to time through December 31, 1991, up to one million shares of its authorized but unissued common stock, no par value ("Additional Common Stock"), to Manufacturers Hanover Trust Company (or such other bank or trust company as National may from time to time designate), as agent for the participants in National's Dividend Reinvestment and Stock Purchase Plan, as amended (the "Plan").

Subsequent to the July 6, 1988 Order, National, after receiving the requisite number of votes from its shareholders at an annual meeting of shareholders, changed the designation of its common stock from no par value to $1.00 par value. In addition, Manufacturers Hanover Trust Company has merged with Chemical Bank and Chemical Bank is now the agent under the Plan.

Through December 31, 1991, National issued and sold 714,828 shares of Additional Common Stock under the Plan. The cumulative proceeds from the sale of the Additional Common Stock amounted to $15,697,649.06. Those proceeds were utilized to repay short-term debt from time to time, for interest and dividend requirements, and general corporate purposes.

No shares of Additional Common Stock under the Plan have been issued since December 31, 1991. Rather, cash dividends on all shares of common stock received from, or optional cash payments made by shareholders participating in the Plan have been reinvested solely through open market purchases of National's common stock. Through December 16, 1994, 742,318 shares of Common Stock have been purchased on the open market for distribution under the Plan.

The original registration statement filed with the Commission registered up to 1,000,000 shares of National Common Stock for distribution under the Plan. Because the combined number of originally issued and open market purchased shares had exceeded 1,000,000, the Company filed a new registration statement (No. 33-51881) with the Commission on January 12, 1994, to register 1,000,000 additional shares of the Company's common stock for offer and sale under the Plan. All other aspects of the Plan as set out in the Application-Declaration, as amended remain unchanged.

National wishes to again obtain authority to issue original issue shares of Common Stock under the Plan. National also

reserves the right to invest the cash dividends of shareholders participating in the Plan through open market purchases of National's common stock. National will make such a decision from time to time based upon its needs for Additional Common Stock, and the price and availability of its common stock on the market. Accordingly, National hereby seeks authorization to issue and sell, from time to time through December 31, 2000, up to an additional two million shares of its authorized but unissued common stock, $1.00 par value ("New Additional Common Stock"), to Chemical Bank (or such other bank or trust company as National may from time to time designate) as agent for the participants in the Plan.

Use of Proceeds

Applicant-Declarant intends to continue to use the proceeds from the sale of the New Additional Common Stock to repay existing short-term and long-term debt, to pay interest and dividends and for other corporate purposes. In addition, Applicant proposes to, from time to time, use the proceeds to make additional capital contributions to its wholly owned subsidiaries. Capital contributions to National's subsidiaries from the proceeds of the sale of New Additional Common Stock shall not, in any one year, exceed the amount that the applicable subsidiary is authorized to borrow from National's Money Pool pursuant to HCAR No. 25925 or any subsequent Money Pool authorization. (SEC File No. 70-8297).

Item 2. Fees, Commissions and Expenses

Expenses related to New Additional Common Stock are as follows:

Filing Fees-- Securities and Exchange Commission	U-1	$2,000
	S-3	$13,552
Listing Fee-- New York Stock Exchange		$1,500

Printing and Engraving	$12,500
Legal Fees	$35,000
Accounting Fees	$10,000
Transfer Agent and Registrar Fee	$76,000
Miscellaneous	$5,000
Total	$155,552

Item 3. Applicable Statutory Provisions.

Sections 6, 7(a), 12(b) and Rules 23 and 45 are applicable to the transactions contemplated hereunder.

Applicable Provisions	Proposed Transaction
Sections 6 and 7(a) Rule 23	Original issuance of registered shares of National Common Stock under the Applicant's Dividend Reinvestment Program
Section 12(b) and Rule 45	Capital contributions to subsidiaries of National from proceeds of sale of New Additional Common Stock

To the extent that the proposals herein are considered by the SEC to require authorization, approval or exemption under any section of the Act or provision of the rule or regulations other than those specifically referred to herein, request for such authorization approval or exemption is hereby made.

Item 4. Regulatory Authority

No federal regulatory authority, other than the SEC, has jurisdiction over the proposals. No state regulatory authority has jurisdiction over the proposed transactions.

Item 5. Procedure

The SEC is requested to issue an order permitting the Application-Declaration to become effective by March 30, 1995, with respect to consummation of the transactions described herein, so that National will be in a position to issue New Additional Common Shares related to its April 15 dividend date.

National respectfully requests that the SEC's orders herein be entered pursuant to the provisions of Rule 23. If a hearing is ordered, Applicant-Declarants waive a recommended decision by a

hearing officer, or any other responsible officer of the SEC, and

agrees that the Division of Investment Management, Office of Public

Utility Regulation may assist in the preparation of the SEC's

decision and/or order.

Item 6. Exhibits and Financial Statements

(a) Exhibits.

*A-4 Certificate of Amendment of Restated Certificate of Incorporation, dated March 17, 1992 (Exhibit EX-3(a), Form 10-K for fiscal year ended September 30, 1992).

*A-5 By-Laws of National, as amended through June 9, 1994 and currently in effect (Exhibit 3.1 to Form 10-K for fiscal year ended September 30, 1994).

*C-2 Registration Statement of National on Form S-3 under the 1933 Act relating to the New Additional Common Stock (File No. 33-51881).

****F-1 Opinion of Stryker, Tams & Dill.**

H-1 Proposed Form of Notice.

****G Financial Data Schedule**

(b) Financial Statements

**** Consolidated Balance Sheet as of December 31, 1994.**

** Consolidated Statement of Income and Earnings Reinvested in the Business for the twelve months ended December 31, 1994.

No material changes not in the ordinary course of business have occurred since December 31, 1994.

* Incorporated by reference. ** To be filed by amendment.

Item 7.

The proposed transactions outlined herein involve no action

which will significantly affect the quality of the environment.

No federal agency has prepared or is preparing an

environmental impact statement with respect to the transactions

proposed in the Application-Declaration.

SIGNATURES

Pursuant to the requirements of the Public Utility Holding

Company Act of 1935, the undersigned companies have duly caused this

Amendment to the application-declaration to be signed on their behalf

by the undersigned thereunto duly authorized.

Dated: February 17, 1995
NATIONAL FUEL GAS COMPANY

By: /s/Geral T. Wehrlin
Gerald T. Wehrlin
Controller

EXHIBIT H-1

[Suggested Form of Notice of Proposed Transaction]

UNITED STATES OF AMERICA
before the
SECURITIES EXCHANGE COMMISSION

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
Release No. _____

In the Matter of

NATIONAL FUEL GAS COMPANY
10 Lafayette Square
Buffalo, New York 14203 File No. 70-7519
( )

NOTICE OF PROPOSAL TO ISSUE ADDITIONAL COMMON STOCK TO DIVIDEND REINVESTMENT PLAN

National Fuel Gas Company ("National"), 10 Lafayette Square, Buffalo, New York 14203, a registered holding company, has filed a declaration pursuant to Sections 6(a), 7, and 12(b) of the Public Utility Holding Company Act of 1935, as amended, and Rules 23 and 45 promulgated thereunder.

Pursuant to the Commission's Order in HCAR No. 24673 issued July 6, 1988, National was authorized to issue and deliver from time to time up to 1,000,000 shares of its authorized but unissued common stock, no par value ("Additional Common Stock"), to the trustee of its Dividend Reinvestment Plan ("DRP"). As of December 31, 1991, 714,828 shares of Additional Common Stock had been issued under the Plan. No shares of Additional Common Stock under the DRP have been issued since December 31, 1991. Rather shares of common stock distributed under the DRP since that time have been purchased on the open market.

National now proposes to resume using original issue shares of common stock, now $1.00 par value, under the DRP (the "New Additional Common Stock") and seeks to issue and sell from time to time through

December 31, 2000, up to two million shares of New Additional Common

Stock.

Jonathan G. Katz

Secretary

End of Filing

Powered By EDGAR Online

© 2005 | EDGAR Online, Inc.