

NATIONAL FUEL GAS CO  
Form 35-CERT  
May 14, 2003

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

---

In the Matter of

NATIONAL FUEL GAS COMPANY  
NATIONAL FUEL RESOURCES, INC.

File No. 70-7833

(Public Utility Holding Company Act of 1935)

---

FORTY-FIFTH  
CERTIFICATE  
PURSUANT TO  
RULE 24

In accordance with the terms of the Order dated December 20, 1991 issued to National Fuel Gas Company ("National") authorizing National to acquire the common stock of National Fuel Resources, Inc. ("NFR") (File No. 70-7833, HCAR No. 35-25437), attached as Exhibit "A" is an Income Statement of NFR for the Three and Twelve Months ended March 31, 2003. Also attached as Exhibit "B" is the Balance sheet of NFR as of March 31, 2003.

IN WITNESS WHEREOF, the undersigned companies have duly caused this Certificate to be signed this 13th day of May 2003.

NATIONAL FUEL RESOURCES, INC.

By: /s/ Donna L. DeCarolis  
Donna L. DeCarolis, Vice President

NATIONAL FUEL GAS COMPANY

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