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NATIONAL FUEL GAS CO
Form 35-CERT
November 15, 2001

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

NATIONAL FUEL GAS COMPANY
NATIONAL FUEL RESOURCES, INC.

THIRTY-NINTH
CERTIFICATE
PURSUANT TO
RULE 24

File No. 70-7833

(Public Utility Holding Company Act of 1935)

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 September 30, 2001. Also attached as Exhibit "B" is the Balance sheet of NFR as of September 30, 2001.

IN WITNESS WHEREOF, the undersigned companies have duly caused this Certificate to be signed this 14th day of November, 2001.

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