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NATIONAL FUEL GAS CO

Form 35-CERT

November 10, 2004

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

NATIONAL FUEL GAS COMPANY
NATIONAL FUEL RESOURCES, INC.

FIFTY-FIRST
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, 2004. Also attached as Exhibit "B" is the Balance sheet of NFR as of September 30, 2004.

IN WITNESS WHEREOF, the undersigned companies have duly caused this Certificate to be signed this 10th day of November 2004.

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