

NATIONAL FUEL GAS CO

Form DEFA14A

January 17, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Filed by the Registrant ☒**

**Filed by a Party other than the Registrant ☐**

**Check the appropriate box:**

- ☐ Preliminary Proxy Statement**
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement**
- ☒ Definitive Additional Materials**
- ☐ Soliciting Material Pursuant to 240.14a-12**

**NATIONAL FUEL GAS COMPANY**  
**(Name of Registrant as Specified In Its Charter)**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

**Payment of Filing Fee (Check the appropriate box):**

- ☒ No fee required.**
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.**
  - (1) Title of each class of securities to which transaction applies:**
  - (2) Aggregate number of securities to which transaction applies:**
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):**
  - (4) Proposed maximum aggregate value of transaction:**
  - (5) Total fee paid:**
- ☐ Fee paid previously with preliminary materials.**

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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National Fuel Gas Company is filing this Schedule 14A to update information provided in its definitive proxy statement, filed January 11, 2008, concerning participants and potential participants in National Fuel Gas Company's solicitation of proxies.

**INFORMATION CONCERNING PARTICIPANTS AND POTENTIAL PARTICIPANTS  
IN THE SOLICITATION OF PROXIES BY NATIONAL FUEL GAS COMPANY**

**Directors and Nominees**

The principal occupations of the directors of National Fuel Gas Company (the Company), each of whom is a participant in the solicitation, are set forth below. The principal business address of the organization of employment for each member of the Board of Directors is: c/o National Fuel Gas Company, 6363 Main St., Williamsville, New York 14221.

**Name and Year  
Became a Director  
of the Company**

**Principal Occupation**

**Directors Whose Terms Expire in 2008**

Robert T. Brady  
1995

Chairman of Moog Inc. since February 1996. Moog is a worldwide designer, manufacturer and integrator of precision control components and systems with a total return of 27%, 82% and 250% for the one, three and five year periods ending September 30, 2007. President and Chief Executive Officer of Moog Inc. since 1988 and Board member since 1984. Director of Astronics Corporation, M&T Bank Corporation and Seneca Foods Corporation. Chairs the regular executive sessions of non-management directors, and is the designated contact for shareholders to communicate with the non-management directors on the Board.

Rolland E. Kidder  
2002

Executive Director of the Robert H. Jackson Center, Inc., in Jamestown, New York, from 2002 until 2006. Founder of Kidder Exploration, Inc., an independent Appalachian oil and gas company; Chairman and President from 1984 to 1994. Mr. Kidder is also a former Director of the Independent Oil and Gas Association of New York and the Pennsylvania Natural Gas Associates both Appalachian-based energy associations. An elected member of the New York State Assembly from 1975 to 1982. Former Trustee of the New York Power Authority. On the Dean's Advisory Council of the University at Buffalo School of Law from 1996 to 2001. Vice President and investment advisor for P.B. Sullivan & Co., Inc. from 1994 until 2001.

John F. Riordan  
1995

President and CEO from April 2000 to December 2005 of GTI (the Gas Technology Institute), the leading research, development and training organization serving the natural gas industry, Des Plaines,

Illinois. President and CEO of MidCon Corporation, a company engaged in interstate and intrastate natural gas transportation as well as wholesale marketing of natural gas, from October 1988 to January 1998. In 1998, Mr. Riordan directed Occidental Petroleum Corporation's divestiture and sale of MidCon to KN Energy, Inc. Vice Chairman of KN Energy from February 1998 to February 1999. Director of Nicor Inc. since 2001. Twice chairman of the Interstate Natural Gas Association of America (INGAA). Former President of the commodity chemical business at Occidental Petroleum and former President of the natural gas liquids business at Cities Service Company. Former director of Occidental Petroleum and former

**Name and Year  
Became a Director  
of the Company**

**Principal Occupation**

director of Chicago Bridge & Iron Company. Former Trustee, Niagara University.

**Directors Whose Terms Expire in 2009**

R. Don Cash  
2003

Chairman Emeritus since May 2003, and Board Director since May 1978, of Questar Corporation (Questar), an integrated natural gas company headquartered in Salt Lake City, Utah. Chairman of Questar from May 1985 to May 2003. Chief Executive Officer of Questar from May 1984 to May 2002 and President of Questar from May 1984 to February 1, 2001. Director of Zions Bancorporation since 1982 and Associated Electric and Gas Insurance Services Limited since 1993. Director of Texas Tech Foundation since November 2003 and TODCO (The Offshore Drilling Company) from May 2004 until July 2007. Former trustee, until September 2002, of the Salt Lake Organizing Committee for the Olympic Winter Games of 2002.

Stephen E. Ewing  
2007

Vice Chairman of DTE Energy, a Detroit-based diversified energy company involved in the development and management of energy-related businesses and services nationwide, from November 1, 2005 until December 31, 2006. Group President, Gas Division, DTE Energy from June 1, 2001 until November 1, 2005. Former president and chief operating officer of MCN Energy Group, Inc. Former president and chief executive officer of Michigan Consolidated Gas Co. (MichCon), a natural gas utility. MichCon is a principal operating subsidiary of DTE Energy as a result of the 2001 merger of DTE Energy and MCN Energy Group, Inc. Chairman of the Board of Directors of the American Gas Association for 2006 and past chairman of the Midwest Gas Association and the Natural Gas Vehicle Coalition.

George L. Mazanec  
1996

Former Vice Chairman, from 1989 until October 1996, of PanEnergy Corporation, Houston, Texas, a diversified energy company (now part of Spectra). Advisor to the Chief Operating Officer of Duke Energy Corporation from August 1997 to 2000. Director of TEPPCO, LP from 1992 to 1997, Director of Northern Border Pipeline Company Partnership from 1993 to 1998 and Director of Westcoast Energy Inc. from 1998 to 2002. Director of Dynegy Inc. since May 2004. Director of the Northern Trust Bank of Texas, NA and Associated Electric and Gas Insurance Services Limited. Former Chairman of the Management Committee of Maritimes & Northeast Pipeline, L.L.C. Member of the Board of Trustees of DePauw University since 1996.

**Directors Whose Terms Expire in 2010**

Philip C. Ackerman  
1994

Chief Executive Officer of the Company since October 2001.  
Appointed as Chairman of the Board effective January 3, 2002.  
President of the Company from July 1999 until February 2006. Senior  
Vice President of the Company from June 1989 until July 1999 and  
Vice President from 1980 to June 1989. President of National Fuel Gas  
Distribution Corporation (1) from October 1995

**Name and Year  
Became a Director  
of the Company**

**Principal Occupation**

until July 1999 and Executive Vice President from June 1989 to October 1995. Executive Vice President of National Fuel Gas Supply Corporation (1) from October 1994 to March 2002. President of Seneca Resources Corporation (1) from June 1989 to October 1996. President of Horizon Energy Development, Inc. (1) since September 1995 and certain other non-regulated subsidiaries of the Company since prior to 1992.

Craig G. Matthews  
2005

Former President, CEO and Director of NUI Corporation, a diversified energy company acquired by AGL Resources Inc. on November 30, 2004, from February 2004 until December 2004. Vice Chairman, Chief Operating Officer and Director of KeySpan Corporation (previously Brooklyn Union Gas Co.) from March 2001 until March 2002. Director of Hess Corporation (formerly Amerada Hess Corporation) since 2002. Chairman of the Board of Trustees, Polytechnic University, and Director since 1996. Board member of Republic Financial Corporation since May 2007.

Richard G. Reiten  
2004

Chairman from September 2000 through February 2005 and Director since March 1996 of Northwest Natural Gas Company, a natural gas local distribution company headquartered in Portland, Oregon. Chief Executive Officer of Northwest Natural Gas Company from January 1997 until December 2002 and President from January 1996 through May 2001. Director of Associated Electric and Gas Insurance Services Limited since 1997. Director of US Bancorp since 1998, Building Materials Holding Corp. since 2001 and IDACORP Inc. since January 2004.

David F. Smith  
2007

President and Chief Operating Officer of the Company since February 2006, Vice President from April 2005 until February 2006. President of National Fuel Gas Supply Corporation (1) since April 2005, Senior Vice President from June 2000 until April 2005. President of National Fuel Gas Distribution Corporation (1) from July 1999 to April 2005, Senior Vice President from January 1993 until July 1999. Also president of Empire State Pipeline (1) and various non-regulated subsidiaries of the Company. Board member of the Interstate Natural Gas Association of America (INGAA), the INGAA Foundation, American Gas Foundation and Chairman of the Northeast Gas Association.

(1) Wholly-owned subsidiary of the Company.



## Executive Officers

The principal occupations of the Company's executive officers who may be deemed participants in the solicitation are set forth below. The principal business address of each such person is that of National Fuel Gas Company, 6363 Main Street, Williamsville, New York 14221.

Information as of November 30, 2007 (except as otherwise noted) (1)

| Name               | Current Company Positions and Other Material Business<br>Experience During Past Five Years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Philip C. Ackerman | Chairman of the Board of Directors since January 2002; Chief Executive Officer since October 2001; and President of Horizon since September 1995. Mr. Ackerman has served as a Director of the Company since March 1994, and previously served as President of the Company from July 1999 through January 2006.                                                                                                                                                                                                                                                                                                                                              |
| David F. Smith     | President of the Company since February 2006; Chief Operating Officer of the Company since February 2006; President of Supply Corporation since April 2005; President of Empire since April 2005. Mr. Smith previously served as Vice President of the Company from April 2005 through January 2006; President of Distribution Corporation from July 1999 to April 2005; and Senior Vice President of Supply Corporation from July 2000 to April 2005.                                                                                                                                                                                                       |
| Ronald J. Tanski   | Treasurer and Principal Financial Officer of the Company since April 2004; President of Distribution Corporation since February 2006; Treasurer of Distribution Corporation since April 2004; Treasurer of Horizon since February 1997. Mr. Tanski previously served as Controller of the Company from February 2003 through March 2004; Senior Vice President of Distribution Corporation from July 2001 through January 2006; and Controller of Distribution Corporation from February 1997 through March 2004.                                                                                                                                            |
| Matthew D. Cabell  | President of Seneca since December 2006. Prior to joining Seneca, Mr. Cabell served as Executive Vice President and General Manager of Marubeni Oil & Gas (USA) Inc., an exploration and production company, from June 2003 to December 2006. From January 2002 to June 2003, Mr. Cabell served as a consultant assisting oil companies in upstream acquisition and divestment transactions as well as Gulf of Mexico entry strategy, first as an independent consultant and then as Vice President of Randall & Dewey, Inc., a major oil and gas transaction advisory firm. Mr. Cabell's prior employers are not subsidiaries or affiliates of the Company. |
| Karen M. Camiolo   | Controller and Principal Accounting Officer of the Company since April 2004; Controller of Distribution Corporation and Supply Corporation since April 2004; and Chief Auditor of the Company from July 1994 through March 2004.                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Anna Marie Cellino | Secretary of the Company since October 1995; Secretary of Distribution Corporation since September 1999; Senior Vice President of Distribution Corporation since July 2001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Paula M. Ciprich   | General Counsel of the Company since January 2005; Assistant Secretary of Distribution Corporation since February 1997; General Counsel of Distribution Corporation from February 1997 to January 2007.                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Donna L. DeCarolis | Vice President Business Development of the Company since October 2007. Ms. DeCarolis previously served as President of National Fuel Resources (NFR) from January 2005 to October 2007; Secretary of NFR from March 2002 to October 2007; and Vice President of NFR from May 2001 to January 2005.                                                                                                                                                                                                                                                                                                                                                           |

John R. Pustulka  
James D. Ramsdell

Senior Vice President of Supply Corporation since July 2001.  
Senior Vice President of Distribution Corporation since July 2001.

- (1) The executive officers serve at the pleasure of the Board of Directors. The information provided relates to the Company and its principal subsidiaries. Many of the executive officers also have served or currently serve as officers or directors of other subsidiaries of the Company.

### **Certain Employees**

The principal occupations of the Company's employees (other than executive officers) who may be deemed participants in the solicitation are set forth below. The principal business address of each such person is that of National Fuel Gas Company, 6363 Main Street, Williamsville, New York 14221.

| <b>Name</b>            | <b>Principal Occupation</b>                        |
|------------------------|----------------------------------------------------|
| Jason C. Abram         | Supervisor Land                                    |
| Karen M. Anderson      | Human Resources Asst. II                           |
| Julie A. Bachan        | Land Services Manager                              |
| Cynthia M. Battista    | Investor Relations Analyst                         |
| David P. Bauer         | Treasurer of Supply Corporation                    |
| Patrick T. Boyle       | Manager Planning & Tech                            |
| Kathryn M. Bucierka    | Gas Accountant II                                  |
| Carl M. Carlotti       | Senior Vice President of Distribution Corporation  |
| Charles Cino           | Assistant Director                                 |
| Julie C. Cox           | Assistant General Manager Corporate Communications |
| Alice A. Curtiss       | Deputy General Counsel                             |
| Thomas J. Davies       | Manager Security                                   |
| David A. Deck          | Supervisor Facilities Management                   |
| Carol A. Deschenes     | Senior Human Resources Assistant                   |
| Kathleen A. Frank      | Manager Accounting Services.                       |
| Jeffrey F. Hart        | Assistant Vice President Distribution Corporation  |
| Bruce D. Heine         | Vice President of Distribution Corporation         |
| John E. Henninger      | Manager, Systems Development                       |
| Donald J. Herrmann     | Consumer Business Manager                          |
| Mary P. Hood           | Program Coordinator                                |
| Kevin D. House         | General Manager                                    |
| Edward C. Huebert, Jr. | Senior Manager                                     |
| Linda G. Hughes        | General Manager                                    |
| Paul A. Jusko          | General Manager                                    |

| <b>Name</b>            | <b>Principal Occupation</b>                                                          |
|------------------------|--------------------------------------------------------------------------------------|
| Elizabeth S. Kaszubski | Geologist                                                                            |
| Norman A. Klajbor      | Director, Quality Assurance                                                          |
| Richard E. Klein       | Assistant Controller of Distribution Corporation                                     |
| Karl A. Koch           | Senior Manager                                                                       |
| Rosemarie A. Kozar     | Director                                                                             |
| Ronald C. Kraemer      | Vice President of Empire State Pipeline                                              |
| Jay W. Lesch           | Vice President of Distribution Corporation                                           |
| Janet H. LoPresto      | Consumer Business Manager                                                            |
| Joanne E. Maciok       | Consumer Business Manager                                                            |
| Jessica C. Manocchio   | Corporate Communications Associate                                                   |
| Dianna L. McLaughlin   | Assistant Director                                                                   |
| Michael H. McMahon     | Land Services Manager                                                                |
| Elena G. Mendel        | Manager Benefit Services                                                             |
| Mark R. Messina        | Senior Land Services Manager                                                         |
| Suzanne Metzger        | Consumer Business Manager II                                                         |
| Richard J. Miga        | Manager Land Department                                                              |
| Alicia Miliotto        | Credit Analyst III                                                                   |
| Sarah J. Mugel         | Assistant Vice President of Distribution Corporation                                 |
| Paul R. Mundy          | General Energy Consultant                                                            |
| Bonnie J. Nation       | Private Secretary                                                                    |
| Paul P. Pavlovic       | Assistant Manager of Human Resources                                                 |
| Robert J. Penna        | Director, Information Services                                                       |
| James R. Peterson      | Assistant Secretary National Fuel Gas Company, General Counsel of Supply Corporation |
| Robert G. Poole        | Land Services Manager                                                                |
| Michael W. Reville     | Assistant Vice President of Distribution Corporation                                 |
| Keith D. Richards      | Assistant Manager of Human Resources                                                 |
| Ann D. Russell         | Assistant General Manager                                                            |
| Daniel J. Ryan         | Consumer Business Manager II                                                         |
| Jon A. Schulte         | Director Systems Analysis                                                            |
| Amy L. Shiley          | Manager                                                                              |
| Robert C. Smielecki    | Consumer Business Manager I                                                          |
| Marian A. Sobieck      | Senior Manager                                                                       |
| Brenda L. Spillman     | Assistant Director                                                                   |
| John L. Stoll          | Senior Manager                                                                       |

| <b>Name</b>             | <b>Principal Occupation</b>                            |
|-------------------------|--------------------------------------------------------|
| Donald A. Thompson      | Geologist in Charge                                    |
| Mark E. Thornton        | Manager of Plant Accounting                            |
| Christopher M. Trejchel | Assistant General Manager                              |
| Steven Wagner           | Vice President of Distribution Corporation             |
| Frank J. Wakeley        | Engineer                                               |
| Duane A. Wassum         | Assistant Vice President of Horizon Energy Development |
| James C. Welch          | Director Investor Relations                            |
| Ann M. Wegrzyn          | Assistant Vice President of Distribution Corporation   |
| David D. Wolford        | Senior Engineer                                        |
| Valerie L. Zimmerman    | Human Resources Coordinator                            |

**INFORMATION REGARDING OWNERSHIP OF THE COMPANY'S COMMON STOCK BY PARTICIPANTS**

The following table sets forth information concerning beneficial ownership of the common stock ( Common Stock ) of the Company by each person who is or may be deemed to be a participant in the Company's solicitation of proxies for its 2008 Annual Meeting of Stockholders. The Common Stock is the only class of Company equity securities outstanding. Unless otherwise stated, to the best of the Company's knowledge, each person has sole voting and investment power with respect to the shares listed, including shares which the individual has the right to acquire through exercise of stock options but has not done so. All information is as of January 7, 2008, except as otherwise indicated.

| NAME                                                                     | Exercisable<br>Stock<br>Options(1) | Shares<br>held in<br>ESOP(2) | Shares<br>Held<br>in 401(k)<br>Plan(3) | Restricted<br>Stock(4) | Shares<br>Otherwise<br>Beneficially<br>Owned(5) |
|--------------------------------------------------------------------------|------------------------------------|------------------------------|----------------------------------------|------------------------|-------------------------------------------------|
| <b><u>Directors</u></b>                                                  |                                    |                              |                                        |                        |                                                 |
| Philip C. Ackerman                                                       | 1,820,972                          | 21,740                       | 17,128                                 | 1,328                  | 587,703(6)                                      |
| Robert T. Brady                                                          | 0                                  | 0                            | 0                                      | 0                      | 11,700                                          |
| R. Don Cash                                                              | 0                                  | 0                            | 0                                      | 0                      | 10,133(7)                                       |
| Stephen E. Ewing                                                         | 0                                  | 0                            | 0                                      | 0                      | 2,346                                           |
| Rolland E. Kidder                                                        | 0                                  | 0                            | 0                                      | 0                      | 24,690(8)                                       |
| Craig G. Matthews                                                        | 0                                  | 0                            | 0                                      | 0                      | 5,881                                           |
| George L. Mazanec                                                        | 0                                  | 0                            | 0                                      | 0                      | 12,500(9)                                       |
| Richard G. Reiten                                                        | 0                                  | 0                            | 0                                      | 0                      | 4,976                                           |
| John F. Riordan                                                          | 0                                  | 0                            | 0                                      | 0                      | 15,700                                          |
| David F. Smith                                                           | 325,000                            | 1,764                        | 12,354                                 | 0                      | 115,918                                         |
| <b><u>Executive Officers</u></b> (other than Mr. Ackerman and Mr. Smith) |                                    |                              |                                        |                        |                                                 |
| Matthew D. Cabell                                                        | 0                                  | 0                            | 116                                    | 40,000                 | 0                                               |
| Karen M. Camiolo                                                         | 65,500                             | 0                            | 4,648                                  | 0                      | 0                                               |
| Anna Marie Cellino                                                       | 152,918                            | 1,047                        | 10,076                                 | 0                      | 83,319                                          |
| Paula M. Ciprich                                                         | 131,660                            | 0                            | 5,213                                  | 0                      | 14,709                                          |
| Donna L. DeCarolis                                                       | 127,660                            | 176                          | 11,137                                 | 0                      | 6,528                                           |
| John R. Pustulka(10)                                                     | 66,082                             | 3,677                        | 12,877                                 | 0                      | 30,392                                          |
| James D. Ramsdell                                                        | 192,000                            | 3,814                        | 11,447                                 | 0                      | 38,125(11)                                      |
| Ronald J. Tanski                                                         | 271,000                            | 2,839                        | 15,364                                 | 0                      | 66,158(12)                                      |
| <b><u>Other Employees</u></b>                                            |                                    |                              |                                        |                        |                                                 |
| Jason C. Abram                                                           | 0                                  | 0                            | 22                                     | 0                      | 0                                               |
| Karen M. Anderson                                                        | 0                                  | 554                          | 817                                    | 0                      | 39                                              |
| Julie A. Bachan                                                          | 0                                  | 451                          | 1,516                                  | 0                      | 48                                              |
| Cynthia M. Battista                                                      | 0                                  | 25                           | 1,997                                  | 0                      | 70(13)                                          |
| David P. Bauer                                                           | 41,500                             | 0                            | 1,037                                  | 0                      | 0                                               |
| Patrick T. Boyle                                                         | 0                                  | 770                          | 5,128                                  | 0                      | 0                                               |
| Kathryn M Bucierka                                                       | 0                                  | 416                          | 5,224                                  | 0                      | 93                                              |
| Carl M. Carlotti                                                         | 132,000                            | 100                          | 7,696                                  | 0                      | 14,572                                          |
| Chuck Cino                                                               | 0                                  | 447                          | 4,226                                  | 0                      | 504                                             |

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|                  |       |       |       |   |           |
|------------------|-------|-------|-------|---|-----------|
| Julie C. Cox     | 0     | 0     | 4,651 | 0 | 0         |
| Alice A. Curtiss | 7,000 | 0     | 4,234 | 0 | 150       |
| Thomas J. Davies | 0     | 1,570 | 5,000 | 0 | 1,616(14) |
| David A. Deck    | 0     | 0     | 0     | 0 | 0         |

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| NAME                   | Exercisable<br>Stock<br>Options(1) | Shares             | Shares<br>Held       | Restricted<br>Stock(4) | Shares<br>Otherwise      |
|------------------------|------------------------------------|--------------------|----------------------|------------------------|--------------------------|
|                        |                                    | held in<br>ESOP(2) | in 401(k)<br>Plan(3) |                        | Beneficially<br>Owned(5) |
| Carol A. Deschenes     | 0                                  | 120                | 1,415                | 0                      | 0                        |
| Kathleen A. Frank      | 0                                  | 2,558              | 7,748                | 0                      | 964                      |
| Jeffrey F. Hart        | 2,000                              | 63                 | 7,789                | 0                      | 0                        |
| Bruce D. Heine         | 66,749                             | 1,120              | 9,747                | 0                      | 8,193                    |
| John E. Henninger      | 0                                  | 1,343              | 1,858                | 0                      | 0                        |
| Donald J. Herrmann     | 0                                  | 4,132              | 7,678                | 0                      | 5,730                    |
| Mary P. Hood           | 0                                  | 2,181              | 41                   | 0                      | 0                        |
| Kevin D. House         | 0                                  | 94                 | 6,226                | 0                      | 0                        |
| Edward C. Huebert, Jr. | 0                                  | 0                  | 478                  | 0                      | 0                        |
| Linda G. Hughes        | 0                                  | 1,315              | 4,138                | 0                      | 4                        |
| Paul A. Jusko          | 0                                  | 1,731              | 5,232                | 0                      | 0                        |
| Elizabeth S. Kaszubski | 0                                  | 436                | 0                    | 0                      | 0                        |
| Norman A. Klajbor      | 0                                  | 583                | 9,328                | 0                      | 106                      |
| Richard E. Klein       | 49,000                             | 4,748              | 14,062               | 0                      | 16,074                   |
| Karl A. Koch           | 0                                  | 191                | 0                    | 0                      | 1,282                    |
| Ronald C. Kraemer      | 34,688                             | 3,045              | 7,697                | 0                      | 9,236                    |
| Rosemarie A. Kozar     | 0                                  | 0                  | 567                  | 0                      | 0                        |
| Jay W. Lesch           | 122,660                            | 417                | 12,279               | 0                      | 9,077(15)                |
| Janet H. LoPresto      | 0                                  | 231                | 7,599                | 0                      | 0                        |
| Joanne E. Maciok       | 0                                  | 187                | 2,731                | 0                      | 0                        |
| Jessica Manocchio      | 0                                  | 0                  | 21                   | 0                      | 0                        |
| Dianna L. McLaughlin   | 0                                  | 0                  | 1,697                | 0                      | 12                       |
| Michael H. McMahon     | 0                                  | 0                  | 557                  | 0                      | 4,277                    |
| Elena G. Mendel        | 0                                  | 0                  | 1,635                | 0                      | 0                        |
| Mark R. Messina        | 0                                  | 998                | 2,820                | 0                      | 386                      |
| Suzanne Metzger        | 0                                  | 0                  | 1,932                | 0                      | 288                      |
| Richard J. Miga        | 0                                  | 1,069              | 3,333                | 0                      | 0                        |
| Alicia Miliotto(16)    | 0                                  | 0                  | 2,354                | 0                      | 23                       |
| Sarah J. Mugal         | 25,435                             | 0                  | 2,947                | 0                      | 3,161                    |
| Paul R. Mundy          | 0                                  | 250                | 4,709                | 0                      | 0                        |
| Bonnie J. Nation       | 0                                  | 1,883              | 704                  | 0                      | 79                       |
| Paul P. Pavlovic       | 0                                  | 0                  | 1,179                | 0                      | 47                       |
| Robert J. Penna        | 0                                  | 26                 | 4,257                | 0                      | 0                        |
| James R. Peterson      | 85,028                             | 0                  | 5,132                | 0                      | 4,090                    |
| Robert G. Poole        | 0                                  | 0                  | 6,421                | 0                      | 0                        |
| Michael W. Reville     | 2,000                              | 0                  | 4,969                | 0                      | 0                        |
| Keith D. Richards      | 0                                  | 4,748              | 1,851                | 0                      | 0                        |

| NAME                    | Exercisable<br>Stock<br>Options(1) | Shares             | Shares<br>Held       | Restricted<br>Stock(4) | Shares<br>Otherwise      |
|-------------------------|------------------------------------|--------------------|----------------------|------------------------|--------------------------|
|                         |                                    | held in<br>ESOP(2) | in 401(k)<br>Plan(3) |                        | Beneficially<br>Owned(5) |
| Ann D. Russell          | 0                                  | 2,960              | 2,013                | 0                      | 0                        |
| Daniel J. Ryan          | 0                                  | 216                | 1,975                | 0                      | 78                       |
| Jon A. Schulte          | 0                                  | 135                | 4,715                | 0                      | 172                      |
| Amy J. Shiley           | 0                                  | 0                  | 2,164                | 0                      | 0                        |
| Robert C. Smielecki     | 0                                  | 2,034              | 1,249                | 0                      | 3,044                    |
| Marian A. Sobieck       | 0                                  | 622                | 7,937                | 0                      | 314                      |
| Brenda L. Spillman      | 0                                  | 0                  | 1,283                | 0                      | 0                        |
| John L. Stoll           | 0                                  | 4,014              | 6,490                | 0                      | 9,636                    |
| Donald A. Thompson      | 0                                  | 2,334              | 7,755                | 0                      | 1,276                    |
| Mark E. Thornton        | 0                                  | 0                  | 1,823                | 0                      | 6                        |
| Christopher M. Trejchel | 0                                  | 0                  | 647                  | 0                      | 0                        |
| Steven Wagner           | 61,000                             | 177                | 13,331               | 0                      | 18,923                   |
| Frank J. Wakeley        | 0                                  | 73                 | 9,007                | 0                      | 0                        |
| Duane A. Wassum(17)     | 87,500                             | 4,971              | 11,488               | 0                      | 6,690                    |
| Ann M. Wegrzyn          | 32,953                             | 152                | 5,061                | 0                      | 3,139                    |
| James C. Welch          | 0                                  | 0                  | 340                  | 0                      | 0                        |
| David D. Wolford        | 0                                  | 0                  | 2,123                | 0                      | 9                        |
| Valerie Zimmerman       | 0                                  | 0                  | 93                   | 0                      | 0                        |

- (1) This column lists shares with respect to which the named individuals have the right to acquire beneficial ownership within 60 days of January 7, 2008, through the exercise of stock options granted under the National Fuel Gas Company 1997 Award and Option Plan. Stock options, until exercised, have no voting power.
- (2) This column lists shares held in the National Fuel Gas Company and Subsidiaries Employee Stock Ownership Plan ( ESOP ). The beneficial owners of these shares have sole voting power with respect to shares held in the ESOP, but do not have investment power respecting most of those shares until they are distributed.
- (3) This column lists shares held in the National Fuel Gas Company Tax-Deferred Savings Plan for Non-Union Employees ( TDSP ), a 401(k) plan. The beneficial owners of these shares have sole voting power and investment power with respect to shares held in the TDSP.
- (4) This column lists shares of restricted stock, certain restrictions on which had not lapsed as of January 7, 2008. Owners of restricted stock have power to vote the shares, but have no investment power with respect to the shares until the restrictions lapse.
- (5) This column includes shares held of record and any shares beneficially owned through a bank, broker or other nominee.
- (6) Includes 1,000 shares held by Mr. Ackerman's wife in trust for her mother, as to which shares Mr. Ackerman disclaims beneficial ownership, and 220 shares with respect to which Mr. Ackerman shares voting and investment power with his wife.

- (7) Includes 3,000 shares held by the Don Kay Clay Cash Foundation, a Utah not-for-profit corporation, of which Mr. Cash, his wife, son and daughter-in-law are directors. Mr. Cash disclaims beneficial ownership of these shares.
- (8) Includes 11,100 shares owned by Mr. Kidder's wife, as to which Mr. Kidder shares voting and investment power.
- (9) Includes 600 shares owned by Mr. Mazanec's wife, as to which Mr. Mazanec shares voting and investment power.
- (10) Mr. Pustulka's information is as of January 7, 2008.
- (11) Shares owned jointly with Mr. Ramsdell's wife, as to which Mr. Ramsdell shares voting and investment power.

- (12) Includes 614 shares owned jointly with Mr. Tanski's wife, as to which Mr. Tanski shares voting and investment power.
- (13) Shares owned jointly with Ms. Battista's husband, as to which Ms. Battista shares voting and investment power.
- (14) Includes shares owned by immediate family members who reside in same household, as to which Mr. Davies shares voting and investment power.
- (15) Includes 8,532 shares owned jointly with Mr. Lesch's wife and 545 shares owned by Mr. Lesch's wife, as to which Mr. Lesch shares voting and investment power.
- (16) Includes shares owned by Ms. Miliotto's spouse who is also an employee of the Company, as to which Ms. Miliotto shares voting and investment power.
- (17) Includes 2,634 shares held in ESOP and 3,953 shares held in 401(k) Plan by Mr. Wassum's wife, a former employee of the Company, as to which Mr. Wassum shares voting and investment power. Also includes 6,175 shares owned jointly with Mr. Wassum's wife and 132 shares owned by Mr. Wassum's wife, as to which Mr. Wassum shares voting and investment power.

Except as may be disclosed in the proxy statement to be filed with the SEC in connection with the solicitation of proxies for the 2008 Annual Meeting, no associate or affiliate of any participant in the solicitation directly or indirectly beneficially owns any securities of the Company.

#### Information Regarding Transactions in the Company's Common Stock by Participants

The following table sets forth purchases or sales of Common Stock during the two years ended January 7, 2008, except as otherwise indicated, by each person who is or may be deemed to be a participant. The following table does not include the monthly Company matching contribution that is invested into the Common Stock fund within the 401(k) plan or dividend reinvestment within the 401(k) plan and the Employee Stock Ownership Plan. Unless otherwise indicated below, all of the following transactions were conducted in open market or privately negotiated transactions, and none of the purchase price or market value of those shares is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities.

| Participant     | Date       | Type & Description (1)(2)           | # of Shares |
|-----------------|------------|-------------------------------------|-------------|
| Robert T. Brady | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 01/02/2007 | Shares acquired per Retainer Policy | 300         |
|                 | 04/02/2007 | Shares acquired per Retainer Policy | 300         |
|                 | 07/02/2007 | Shares acquired per Retainer Policy | 300         |
|                 | 10/01/2007 | Shares acquired per Retainer Policy | 300         |
|                 | 01/02/2008 | Shares acquired per Retainer Policy | 300         |
| R. Don Cash     | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                 | 01/02/2007 | Shares acquired per Retainer Policy | 300         |

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|                  |            |                                     |       |
|------------------|------------|-------------------------------------|-------|
|                  | 04/02/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 07/02/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 10/01/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 01/02/2008 | Shares acquired per Retainer Policy | 300   |
| Stephen E. Ewing | 12/27/2006 | Purchase                            | 1,000 |
|                  | 02/23/2007 | Shares acquired per Retainer Policy | 146   |
|                  | 04/02/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 07/02/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 10/01/2007 | Shares acquired per Retainer Policy | 300   |
|                  | 01/02/2008 | Shares acquired per Retainer Policy | 300   |

| Participant       | Date       | Type & Description (1)(2)           | # of Shares |
|-------------------|------------|-------------------------------------|-------------|
| Rolland E. Kidder | 01/05/2006 | Sale                                | (1,500)     |
|                   | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 11/13/2006 | Sale                                | (4,000)     |
|                   | 01/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 04/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 05/29/2007 | Sale                                | (500)       |
|                   | 07/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 10/01/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 01/02/2008 | Shares acquired per Retainer Policy | 300         |
| Craig G. Matthews | 01/13/2006 | Purchase Dividend Reinvestment      | 9.17        |
|                   | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 04/15/2006 | Purchase Dividend Reinvestment      | 12.34       |
|                   | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 07/17/2006 | Purchase Dividend Reinvestment      | 13.68       |
|                   | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 10/16/2006 | Purchase Dividend Reinvestment      | 16.00       |
|                   | 01/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 01/16/2007 | Purchase Dividend Reinvestment      | 17          |
|                   | 04/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 04/16/2007 | Purchase Dividend Reinvestment      | 17          |
|                   | 07/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 07/16/2007 | Purchase Dividend Reinvestment      | 21.81       |
|                   | 10/01/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 10/15/2007 | Purchase Dividend Reinvestment      | 22          |
|                   | 01/02/2008 | Shares acquired per Retainer Policy | 300         |
| George L. Mazanec | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 01/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 04/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 07/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 10/01/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 01/02/2008 | Shares acquired per Retainer Policy | 300         |
| John F. Riordan   | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 10/02/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 01/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 04/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 07/02/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 10/01/2007 | Shares acquired per Retainer Policy | 300         |
|                   | 01/02/2008 | Shares acquired per Retainer Policy | 300         |
| Richard G. Reiten | 04/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 07/03/2006 | Shares acquired per Retainer Policy | 300         |
|                   | 10/02/2006 | Shares acquired per Retainer Policy | 300         |

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|            |                                     |     |
|------------|-------------------------------------|-----|
| 01/02/2007 | Shares acquired per Retainer Policy | 300 |
| 04/02/2007 | Shares acquired per Retainer Policy | 300 |
| 07/02/2007 | Shares acquired per Retainer Policy | 300 |
| 10/01/2007 | Shares acquired per Retainer Policy | 300 |
| 01/02/2008 | Shares acquired per Retainer Policy | 300 |

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| Participant        | Date            | Type & Description (1)(2)      | # of Shares |
|--------------------|-----------------|--------------------------------|-------------|
| Philip C. Ackerman | 03/14/2006      | (3) Canceled for taxes         | (8,450)     |
|                    | 07/24/2006      | (2) Purchase with stock        | 314,558     |
|                    |                 | (2) Tendered stock for payment | (156,830)   |
|                    |                 | (2) Canceled for taxes         | (68,890)    |
|                    | 08/03/2006      | Gift of Stock Charitable       | (665)       |
|                    | 12/19/2006      | (2) Purchase Cash exercise     | 8,796       |
|                    | 12/27/2006      | Gift of Stock Charitable       | (1,545)     |
|                    | 03/14/2007      | (3) Canceled for taxes         | (8,726)     |
|                    | 04/05/2007      | (2) Purchase with stock        | 395,544     |
|                    |                 | (2) Tendered stock for payment | (196,828)   |
|                    |                 | (2) Canceled for taxes         | (87,036)    |
|                    | 05/23/2007      | Gift of Stock Charitable       | (1,073)     |
|                    | 12/27/2007      | Gift of Stock Charitable       | (1,063)     |
| David F. Smith     | 05/05/2006      | (2) Purchase with stock        | 25,000      |
|                    |                 | (2) Tendered stock for payment | (16,486)    |
|                    |                 | (2) Canceled for taxes         | (2,877)     |
|                    | 05/08/2006      | (2) Purchase                   | 25,000      |
|                    |                 | (2) Sale                       | (25,000)    |
|                    | 06/02/2006      | (2) Purchase with stock        | 25,000      |
|                    |                 | (2) Tendered stock for payment | (15,800)    |
|                    |                 | (2) Canceled for taxes         | (3,109)     |
|                    | 08/04/2006      | (2) Purchase with stock        | 20,660      |
|                    |                 | (2) Tendered stock for payment | (12,430)    |
|                    |                 | (2) Canceled for taxes         | (3,502)     |
|                    | 12/14/2006      | (2) Purchase with stock        | 25,000      |
|                    |                 | (2) Tendered stock for payment | (15,407)    |
|                    |                 | (2) Canceled for taxes         | (4,201)     |
|                    | 12/15/2006      | (2) Purchase                   | 25,000      |
|                    |                 | (2) Sale                       | (21,000)    |
|                    |                 | (2) Canceled for taxes         | (4,000)     |
|                    | 12/20/2006      | Gift of Stock Charitable       | (305)       |
|                    | 02/08/2007      | (2) Purchase with stock        | 45,000      |
|                    |                 | (2) Tendered stock for payment | (29,117)    |
| Ronald J. Tanski   |                 | (2) Canceled for taxes         | (5,398)     |
|                    | 04/04/2007      | (2) Purchase with stock        | 25,000      |
|                    |                 | (2) Tendered stock for payment | (15,581)    |
|                    |                 | (2) Canceled for taxes         | (3,482)     |
|                    | 12/27/2007      | Gift of Stock Charitable       | (256)       |
|                    | 02/07/2007      | (2) Purchase with stock        | 25,000      |
|                    |                 | (2) Tendered stock for payment | (13,050)    |
|                    | 02/08/2007      | (2) Purchase with stock        | 10,396      |
|                    |                 | (2) Tendered stock for payment | (5,036)     |
|                    |                 | (2) Purchase with stock        | 4,804       |
|                    |                 | (2) Tendered stock for payment | (2,327)     |
|                    | Various in 2006 | Purchased through 401(k)       | 120         |
|                    | Various in 2007 | Purchased through 401(k)       | 90          |

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|                   |                 |                          |     |
|-------------------|-----------------|--------------------------|-----|
| Matthew D. Cabell | Various in 2007 | Purchased through 401(k) | 52  |
| Karen M. Camiolo  | Various in 2006 | Purchased through 401(k) | 131 |
|                   | Various in 2007 | Purchased through 401(k) | 106 |

| Participant        | Date            | Type & Description (1)(2)       | # of Shares |
|--------------------|-----------------|---------------------------------|-------------|
| Carl M. Carlotti   | 08/16/2006      | (2) Purchase                    | 30,196      |
|                    |                 | (2) Sale                        | (26,396)    |
|                    |                 | (2) Canceled for taxes          | (3,800)     |
|                    | 04/04/2007      | (2) Purchase with stock         | 4,340       |
|                    |                 | (2) Tendered stock for purchase | (2,241)     |
|                    | 04/05/2007      | (2) Purchase                    | 20,660      |
|                    |                 | (2) Sale                        | (20,660)    |
|                    | Various in 2006 | Purchased through 401(k)        | 138         |
|                    | Various in 2007 | Purchased through 401(k)        | 142         |
| Anna Marie Cellino | 03/28/2006      | (2) Purchase Cash exercise      | 4,082       |
|                    | 06/02/2006      | (2) Purchase                    | 25,000      |
|                    |                 | (2) Sale                        | (25,000)    |
|                    | 03/22/2007      | (2) Purchase                    | 20,660      |
|                    |                 | (2) Canceled for taxes          | (3,242)     |
|                    |                 | (2) Sale                        | (17,418)    |
| Paula M. Ciprich   | 02/03/2006      | (2) Purchase Cash exercise      | 500         |
|                    | 05/30/2006      | (2) Purchase with stock         | 4,304       |
|                    |                 | (2) Tendered stock for payment  | (2,513)     |
|                    |                 | (2) Purchase                    | 20,000      |
|                    |                 | (2) Sale                        | (17,050)    |
|                    |                 | (2) Canceled for taxes          | (2,950)     |
|                    |                 | (2) Purchase Cash exercise      | 4,340       |
|                    | 04/02/2007      | (2) Purchase with stock         | 4,688       |
|                    |                 | (2) Tendered stock for payment  | (2,280)     |
|                    |                 | (2) Purchase Option exercise    | 7,312       |
|                    |                 | (2) Sale Exercise of options    | (7,312)     |
|                    |                 | Purchase Dividend Reinvestment  | 72          |
|                    |                 | Purchase Dividend Reinvestment  | 94          |
|                    | 10/15/2007      | Purchase Dividend Reinvestment  | 91          |
|                    | 12/20/2007      | (2) Purchase Cash exercise      | 1,000       |
| Donna L. DeCarolis | 01/13/2006      | Purchase Dividend Reinvestment  | 11          |
|                    | 04/15/2006      | Purchase Dividend Reinvestment  | 12          |
|                    | 06/26/2006      | Gift of Stock Charitable        | (80)        |
|                    | 07/03/2006      | (2) Purchase with stock         | 2,202       |
|                    |                 | (2) Tendered stock for payment  | (1,298)     |
|                    | 07/17/2006      | Purchase Dividend Reinvestment  | 10          |
|                    | 10/16/2006      | Purchase Dividend Reinvestment  | 18          |
|                    | 01/16/2007      | Purchase Dividend Reinvestment  | 17          |
|                    | 02/28/2007      | (2) Purchase                    | 507         |
|                    | 02/28/2007      | (2) Purchase                    | 2,627       |
|                    |                 | (2) Sale                        | (2,397)     |
|                    |                 | Purchase Dividend Reinvestment  | 19          |
|                    | 05/10/2007      | (2) Purchase                    | 2,627       |
|                    |                 | (2) Sale                        | (1,725)     |
|                    | 07/05/2007      | Gift of Stock Charitable        | (62)        |
|                    | 07/16/2007      | Purchase Dividend Reinvestment  | 27          |

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|            |                                |         |
|------------|--------------------------------|---------|
| 10/15/2007 | Purchase Dividend Reinvestment | 25      |
| 11/28/2007 | (2) Purchase with stock        | 5,086   |
|            | (2) Tendered stock for payment | (2,458) |
|            | 14                             |         |

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| Participant         | Date            | Type & Description (1)(2)       | # of Shares |
|---------------------|-----------------|---------------------------------|-------------|
| Jay W. Lesch        | 05/11/2006      | (2) Purchase                    | 8,196       |
|                     |                 | (2) Sale                        | (8,196)     |
|                     | 05/24/2006      | (2) Purchase with stock         | 4,340       |
|                     |                 | (2) Tendered stock for purchase | (1,310)     |
|                     | 01/13/2006      | Purchase Dividend Reinvestment  | 48          |
|                     | 04/15/2006      | Purchase Dividend Reinvestment  | 51          |
|                     | 07/17/2006      | Purchase Dividend Reinvestment  | 71          |
|                     | 10/16/2006      | Purchase Dividend Reinvestment  | 72          |
|                     | 01/16/2007      | Purchase Dividend Reinvestment  | 69          |
|                     | 04/16/2007      | Purchase Dividend Reinvestment  | 58          |
|                     | 07/16/2007      | Purchase Dividend Reinvestment  | 63          |
|                     | 10/15/2007      | Purchase Dividend Reinvestment  | 60          |
|                     | Various in 2006 | Purchased through 401(k)        | 130         |
|                     | Various in 2007 | Purchased through 401(k)        | 39          |
| John R. Pustulka    | 06/01/2006      | (2) Purchase with stock         | 5,432       |
|                     |                 | (2) Tendered stock for payment  | (2,769)     |
|                     |                 | (2) Purchase with stock         | 14,568      |
|                     |                 | (2) Tendered stock for payment  | (7,428)     |
|                     |                 | (2) Canceled for taxes          | (2,413)     |
|                     | 02/12/2007      | (2) Purchase with stock         | 4,804       |
|                     |                 | (2) Tendered stock for payment  | (2,334)     |
|                     | 02/13/2007      | (2) Purchase                    | 40,196      |
|                     |                 | (2) Sale                        | (40,196)    |
|                     | 12/19/2007      | (2) Purchase with stock         | 9,028       |
|                     |                 | (2) Tendered stock for payment  | (4,182)     |
|                     | 12/19/2007      | (2) Purchase Cash exercise      | 111,890     |
|                     |                 | (2) Canceled for taxes          | (12,000)    |
|                     | 12/27/2007      | Sale                            | (36,100)    |
|                     | 12/28/2007      | Sale                            | (10,000)    |
|                     | 12/31/2007      | Sale                            | (5,000)     |
|                     | 01/02/2008      | Sale                            | (18,000)    |
|                     | 01/03/2008      | Sale                            | (12,000)    |
|                     | 01/04/2008      | Sale                            | (18,790)    |
| James D. Ramsdell   | 03/27/2006      | (2) Purchase with stock         | 5,432       |
|                     |                 | (2) Tendered stock for payment  | (3,079)     |
|                     | 05/19/2006      | (2) Purchase with stock         | 4,804       |
|                     |                 | (2) Tendered stock for payment  | (2,917)     |
|                     | 12/08/2006      | (2) Purchase                    | 15,196      |
|                     |                 | (2) Canceled for taxes          | (2,400)     |
|                     |                 | (2) Sale                        | (12,796)    |
|                     | 04/05/2007      | (2) Purchase                    | 25,000      |
|                     |                 | (2) Sale                        | (25,000)    |
| Cynthia M. Battista | Various in 2006 | Purchased through 401(k)        | 106         |
|                     | Various in 2007 | Purchased through 401(k)        | 84          |
|                     | 05/23/2007      | Exchange within the 401(k)      | (217)       |
| Julie A. Cox        |                 |                                 |             |

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|                |                 |                            |      |
|----------------|-----------------|----------------------------|------|
| James C. Welch | Various in 2006 | Purchased through 401(k)   | 152  |
|                | Various in 2007 | Purchased through 401(k)   | 119  |
|                | Various in 2006 | Purchased through 401(k)   | 21   |
|                | 07/18/2006      | Exchange within the 401(k) | (55) |
|                | Various in 2007 | Purchased through 401(k)   | 8    |
|                | 04/05/2007      | Exchange within the 401(k) | (65) |

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| Participant         | Date            | Type & Description (1)(2)               | # of Shares |
|---------------------|-----------------|-----------------------------------------|-------------|
| Karen M. Anderson   | Various in 2006 | Purchase Dividend Reinvestment Purchase | 1           |
|                     | Various in 2007 | Dividend Reinvestment                   | 1           |
| Patrick T. Boyle    | 02/01/2007      | Exchange within 401(k)                  | (1,223)     |
| Kathryn M. Bucierka | Various in 2006 | Purchased through 401(k)                | 23          |
|                     | Various in 2006 | Purchase Dividend Reinvestment          | 3           |
|                     | Various in 2007 | Purchased through 401(k)                | 19          |
|                     | Various in 2007 | Purchase Dividend Reinvestment          | 3           |
|                     | Various in 2006 | Purchased through 401(k)                | 23          |
| Charles Cino        | Various in 2007 | Purchased through 401(k)                | 18          |
|                     | Various in 2006 | Purchase Dividend Reinvestment Purchase | 16          |
|                     | Various in 2007 | Dividend Reinvestment                   | 14          |
|                     | Various in 2006 | Purchased through 401(k)                | 81          |
| Alice A. Curtiss    | 06/02/2006      | (2) Purchase                            | 3,000       |
|                     |                 | (2) Sale                                | (3,000)     |
|                     | Various in 2007 | Purchased through 401(k)                | 30          |
|                     | Various in 2007 | Purchased through 401(k)                | 35          |
|                     | Various in 2006 | Purchased through 401(k)                | 46          |
|                     | Various in 2007 | Purchased through 401(k)                | 35          |
|                     | Various in 2006 | Purchase Dividend Reinvestment          | 68          |
|                     | 04/07/2006      | Purchase                                | 2           |
|                     | 11/03/2006      | Purchase                                | 2           |
|                     | 05/18/2007      | Purchase                                | 3           |
| Thomas Davies       | 11/09/2007      | Purchase                                | 2           |
|                     | Various in 2007 | Purchase Dividend Reinvestment          | 58          |
|                     | 12/10/2007      | Sale                                    | (500)       |
|                     | Various in 2006 | Purchased through 401(k)                | 57          |
|                     | Various in 2007 | Purchased through 401(k)                | 47          |
|                     | Various in 2006 | Purchase Dividend Reinvestment          | 23          |
|                     | Various in 2007 | Purchase Dividend Reinvestment          | 19          |
|                     | 05/11/2006      | Exchange within 401(k)                  | (661)       |
|                     | 05/26/2006      | Exchange within 401(k)                  | (748)       |
|                     | 05/30/2006      | Exchange within 401(k)                  | (449)       |
| Jeffrey F. Hart     | 07/10/2006      | (2) Purchase                            | 8,000       |
|                     |                 | (2) Sale                                | (8,000)     |

| Participant            | Date            | Type & Description (1)(2)               | # of Shares |
|------------------------|-----------------|-----------------------------------------|-------------|
| Bruce D. Heine         | 01/13/2006      | Purchase Dividend Reinvestment Purchase | 47          |
|                        | 04/15/2006      | Dividend Reinvestment Purchase Dividend | 49          |
|                        | 07/17/2006      | Reinvestment                            | 45          |
|                        | 07/27/2006      | (2) Purchase with stock                 | 5,704       |
|                        |                 | (2) Tendered stock for payment Purchase | (3,332)     |
|                        | 10/16/2007      | Dividend Reinvestment                   | 65          |
|                        | 11/14/2006      | (2) Purchase                            | 10,000      |
|                        |                 | (2) Sale                                | (9,150)     |
|                        |                 | (2) Canceled for taxes                  | (850)       |
|                        | 01/16/2007      | Purchase Dividend Reinvestment          | 62          |
|                        | 04/16/2007      | Purchase Dividend Reinvestment          | 52          |
|                        | 07/16/2007      | Purchase Dividend Reinvestment          | 56          |
|                        | 10/15/2007      | Purchase Dividend Reinvestment          | 55          |
|                        | 01/02/2008      | (2) Purchase                            | 15,000      |
|                        |                 | (2) Sale                                | (15,000)    |
| John E. Henninger      | 01/30/2007      | Exchange within the 401(k)              | (1,467)     |
|                        | 02/02/07        | Exchange within the 401(k)              | (1,462)     |
|                        | 05/18/2007      | Exchange within the 401(k)              | (432)       |
| Donald J. Herrmann     | 10/01/2007      | Exchange within 401(k)                  | (713)       |
| Mary P. Hood           | Various in 2006 | Purchased through 401(k)                | 308         |
|                        | 10/01/2007      | Exchange within the 401(k)              | (10,702)    |
|                        | Various in 2007 | Purchased through 401(k)                | 235         |
| Edward C. Huebert Jr.  | Various in 2006 | Purchased through 401(k)                | 46          |
|                        | Various in 2007 | Purchased through 401(k)                | 46          |
| Linda G. Hughes        | 01/31/2006      | (2) Purchase                            | 1,000       |
|                        |                 | (2) Sale                                | (1,000)     |
|                        | 09/28/2006      | (2) Purchase                            | 1,000       |
| Paul A. Jusko          |                 | (2) Sale                                | (1,000)     |
|                        | 07/12/2006      | (2) Purchase                            | 1,667       |
|                        |                 | (2) Sale                                | (1,667)     |
|                        | 02/06/2007      | Exchange within the 401(k)              | (2,316)     |
|                        | 03/26/2007      | (2) Purchase                            | 2,000       |
|                        |                 | (2) Sale                                | (2,000)     |
| Elizabeth S. Kaszubski | 01/03/2007      | Exchange within the 401(k)              | (5,009)     |
|                        | 04/19/2007      | Exchange within the 401(k)              | (42)        |
|                        | 05/17/2007      | Exchange within the 401(k)              | (10)        |
|                        | 06/18/2007      | Exchange within the 401(k)              | 662         |
|                        | 07/03/2007      | Exchange within the 401(k)              | (677)       |
|                        | 07/16/2007      | Exchange within the 401(k)              | (10)        |
|                        | 08/17/2007      | Exchange within the 401(k)              | (11)        |
|                        | 09/20/2007      | Exchange within the 401(k)              | (10)        |
|                        | 10/19/2007      | Exchange within the 401(k)              | (10)        |
|                        | 11/28/2007      | Exchange within the 401(k)              | (10)        |
|                        | 12/27/2007      | Exchange within the 401(k)              | (9)         |
| Norman A. Klajbor      | Various in 2006 | Purchase Dividend Reinvestment          | 5           |
|                        | 01/30/2007      | Sale                                    | (45)        |

|                 |                          |                       |    |
|-----------------|--------------------------|-----------------------|----|
| Various in 2007 | Purchase                 | Dividend Reinvestment | 3  |
| Various in 2006 | Purchased through 401(k) |                       | 26 |
|                 | 17                       |                       |    |

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| Participant                    | Date            | Type & Description (1)(2)                  | # of Shares |
|--------------------------------|-----------------|--------------------------------------------|-------------|
| Richard E. Klein               | 03/27/2006      | (2) Purchase                               | 15,000      |
|                                |                 | (2) Sale                                   | (15,000)    |
|                                | 05/09/2006      | (2) Purchase with stock                    | 5,432       |
|                                |                 | (2) Tendered stock for payment             | (2,852)     |
|                                | 11/16/2006      | (2) Purchase                               | 9,660       |
|                                |                 | (2) Sale                                   | (9,660)     |
|                                | 11/30/2006      | (2) Purchase    Cash exercise              | 1,000       |
|                                | 01/30/2007      | (2) Purchase with stock                    | 2,489       |
|                                |                 | (2) Tendered stock for payment             | (1,280)     |
|                                | 02/08/2007      | (2) Purchase with stock                    | 281         |
|                                |                 | (2) Tendered stock for payment             | (136)       |
|                                | 02/09/2007      | (2) Purchase                               | 10,312      |
|                                |                 | (2) Sale                                   | (10,312)    |
|                                | 02/23/2007      | (2) Purchase    Cash exercise              | 2,034       |
|                                | 11/30/2007      | (2) Purchase                               | 10,000      |
|                                |                 | (2) Sale                                   | (10,000)    |
| (2) Purchase with stock        |                 | 9,028                                      |             |
| (2) Tendered stock for payment |                 | (4,190)                                    |             |
| Karl A. Koch                   | Various in 2006 | Purchase    Dividend Reinvestment          | 42          |
|                                | Various in 2007 | Purchase    Dividend Reinvestment          | 35          |
| Ronald C. Kraemer              | 03/15/2006      | (2) Purchase with stock                    | 4,000       |
|                                |                 | (2) Tendered stock for payment             | (2,282)     |
|                                | 03/21/2007      | (2) Purchase with stock                    | 4,000       |
|                                |                 | (2) Tendered stock for payment             | (1,957)     |
|                                | 08/08/2007      | (2) Purchase                               | 8,972       |
|                                |                 | (2) Sale                                   | (8,972)     |
|                                | 08/25/2007      | (2) Purchase with stock                    | 5,086       |
|                                |                 | (2) Tendered stock for payment             | (2,611)     |
| Mark Messina                   | Various in 2006 | Purchase    Dividend Reinvestment Purchase | 13          |
|                                | Various in 2007 | Dividend Reinvestment Purchased through    | 11          |
|                                | Various in 2006 | 401(k)                                     | 17          |
|                                | Various in 2007 | Purchased through 401(k)                   | 13          |
| Suzanne Metzger                | Various in 2006 | Purchase    Dividend Reinvestment Purchase | 9           |
|                                | Various in 2007 | Dividend Reinvestment                      | 8           |
| Alicia Miliotto                | Various in 2006 | Purchase    Dividend Reinvestment Purchase | 1           |
|                                | Various in 2007 | Dividend Reinvestment Exchange within      | 1           |
|                                | 09/13/2007      | the 401(k)                                 | (531)       |

| Participant        | Date            | Type & Description (1)(2)               | # of Shares |
|--------------------|-----------------|-----------------------------------------|-------------|
| Sarah J. Mugel     | 05/10/2006      | (2) Purchase                            | 1,651       |
|                    |                 | (2) Sale                                | (1,651)     |
|                    | 05/18/2006      | (2) Purchase Cash exercise              | 348         |
|                    | 05/26/2006      | (2) Purchase                            | 2,349       |
|                    |                 | (2) Sale                                | (2,349)     |
|                    | 06/01/2006      | (2) Purchase Cash exercise              | 542         |
|                    | 12/05/2006      | (2) Purchase                            | 2,000       |
|                    |                 | (2) Sale                                | (2,000)     |
|                    | 12/06/2006      | (2) Purchase Cash exercise              | 726         |
|                    | 02/08/2007      | (2) Purchase                            | 1,404       |
|                    |                 | (2) Sale                                | (1,404)     |
|                    |                 | (2) Purchase Cash exercise              | 380         |
|                    | 11/29/2007      | (2) Purchase                            | 2,000       |
|                    |                 | (2) Sale                                | (2,000)     |
|                    |                 | (2) Purchase Cash exercise              | 1,165       |
| Bonnie J. Nation   | Various in 2006 | Purchase Dividend Reinvestment Purchase | 4           |
|                    | Various in 2007 | Dividend Reinvestment Exchange within   | 4           |
|                    | 10/29/2007      | the 401(k)                              | (1,058)     |
|                    | 11/02/2007      | Sale                                    | (51)        |
| Paul P. Pavlovic   | Various in 2006 | Purchase Dividend Reinvestment          | 2           |
|                    | Various in 2007 | Purchase Dividend Reinvestment          | 1           |
|                    | 02/06/2007      | Exchange within 401(k)                  | (1,084)     |
| James R. Peterson  | 04/28/2006      | (2) Purchase with stock                 | 3,666       |
|                    |                 | (2) Tendered stock for payment          | (2,500)     |
|                    | 02/08/2007      | (2) Purchase                            | 31,204      |
|                    |                 | (2) Sale                                | (31,204)    |
|                    | 12/05/2007      | (2) Purchase with stock                 | 790         |
|                    |                 | (2) Tendered stock for payment          | (366)       |
| Robert G. Poole    | Various in 2006 | Purchased through 401(k)                | 32          |
|                    | Various in 2007 | Purchased through 401(k)                | 207         |
| Michael W. Reville | 04/05/2006      | (2) Purchase                            | 1,312       |
|                    |                 | (2) Sale                                | (1,312)     |
|                    | 08/08/2006      | (2) Purchase                            | 5,348       |
|                    |                 | (2) Sale                                | (5,348)     |
|                    | 12/21/2006      | (2) Purchase                            | 3,000       |
|                    |                 | (2) Sale                                | (3,000)     |
|                    | Various in 2006 | Purchased through 401(k)                | 42          |
|                    | 02/01/2007      | (2) Purchase                            | 5,000       |
|                    |                 | (2) Sale                                | (5,000)     |
|                    | 02/08/2007      | (2) Purchase                            | 6,000       |
|                    |                 | (2) Sale                                | (6,000)     |
|                    | 03/02/2007      | (2) Purchase                            | 2,000       |
|                    |                 | (2) Sale                                | (2,000)     |
|                    | Various in 2007 | Purchased through 401(k)                | 4           |
| Daniel J. Ryan     | Various in 2006 | Purchase Dividend Reinvestment          | 3           |
|                    | Various in 2006 | Purchase Dividend Reinvestment          | 2           |

Amy Shiley

02/08/2007

Exchange within the 401(k)

(463)

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| Participant         | Date            | Type & Description (1)(2)      | # of Shares |
|---------------------|-----------------|--------------------------------|-------------|
| Robert C. Smielecki | 01/13/2006      | Purchase Dividend Reinvestment | 25          |
|                     | 04/15/2006      | Purchase Dividend Reinvestment | 26          |
|                     | 07/17/2006      | Purchase Dividend Reinvestment | 24          |
|                     | 10/16/2006      | Purchase Dividend Reinvestment | 24          |
|                     | 01/16/2007      | Purchase Dividend Reinvestment | 23          |
|                     | 04/16/2007      | Purchase Dividend Reinvestment | 19          |
|                     | 07/16/2007      | Purchase Dividend Reinvestment | 21          |
|                     | 10/15/2007      | Purchase Dividend Reinvestment | 20          |
|                     |                 |                                |             |
| John L. Stoll       | 01/13/2006      | Purchase Dividend Reinvestment | 81          |
|                     | 04/15/2006      | Purchase Dividend Reinvestment | 85          |
|                     | 07/17/2006      | Purchase Dividend Reinvestment | 77          |
|                     | 10/16/2006      | Purchase Dividend Reinvestment | 78          |
| Steven Wagner       | 04/25/2006      | (2) Purchase with stock        | 4,804       |
|                     |                 | (2) Tendered stock for payment | (3,024)     |
|                     | 05/12/2006      | (2) Purchase                   | 3,000       |
|                     |                 | (2) Sale                       | (3,000)     |
|                     | 05/15/2006      | (2) Purchase                   | 3,000       |
|                     |                 | (2) Sale                       | (3,000)     |
|                     | 05/16/2006      | (2) Purchase                   | 2,000       |
|                     |                 | (2) Sale                       | (2,000)     |
|                     | 05/17/2006      | (2) Purchase                   | 2,000       |
|                     |                 | (2) Sale                       | (2,000)     |
|                     | 08/01/2006      | (2) Purchase with stock        | 4,340       |
|                     |                 | (2) Tendered stock for payment | (2,689)     |
|                     | 12/05/2006      | (2) Purchase                   | 20,660      |
|                     |                 | (2) Sale                       | (16,365)    |
|                     |                 | (2) Canceled for taxes         | (2,886)     |
|                     | 03/08/2006      | (2) Purchase with stock        | 4,688       |
|                     |                 | (2) Tendered stock for payment | (2,418)     |
|                     | Various in 2006 | Purchased through 401(k)       | 170         |
|                     | 04/04/2007      | (2) Purchase                   | 20,312      |
|                     |                 | (2) Sale                       | (20,312)    |
|                     | Various in 2007 | Purchased through 401(k)       | 138         |
| Frank J. Wakeley    | Various in 2006 | Purchased through 401(k)       | 207         |
|                     | Various in 2007 | Purchased through 401(k)       | 168         |
|                     |                 |                                |             |
| Duane A. Wassum     | 01/13/2006      | Purchase Dividend Reinvestment | 3           |
|                     | 04/05/2006      | (2) Purchase cash exercise     | 5,000       |
|                     | 04/15/2006      | Purchase Dividend Reinvestment | 3           |
|                     | 07/17/2006      | Purchase Dividend Reinvestment | 3           |
|                     | 10/16/2006      | Purchase Dividend Reinvestment | 3           |
|                     | Various in 2006 | Purchased through 401(k)       | 86          |
|                     | 01/16/2007      | Purchase Dividend Reinvestment | 3           |
|                     | 04/16/2007      | Purchase Dividend Reinvestment | 2           |
|                     | 07/16/2007      | Purchase Dividend Reinvestment | 3           |
|                     | 10/15/2007      | Purchase Dividend Reinvestment | 2           |
|                     | 12/10/2007      | Gift of Stock Charitable       | (225)       |

Various in 2007      Purchased through 401(k)  
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| Participant      | Date            | Type & Description (1)(2)       | # of Shares |
|------------------|-----------------|---------------------------------|-------------|
| Ann M. Wegrzyn   | 01/13/2006      | Purchase Dividend Reinvestment  | 8           |
|                  | 04/15/2006      | Purchase Dividend Reinvestment  | 8           |
|                  | 07/17/2006      | Purchase Dividend Reinvestment  | 8           |
|                  | 10/02/2006      | (2) Purchase with stock         | 1,473       |
|                  |                 | (2) Tendered stock for payment  | (930)       |
|                  | 10/16/2006      | Purchase Dividend Reinvestment  | 8           |
|                  | 01/05/2007      | Exchange within the 401(k) Plan | (218)       |
|                  | 01/16/2007      | Purchase Dividend Reinvestment  | 12          |
|                  | 04/16/2007      | Purchase Dividend Reinvestment  | 10          |
|                  | 07/16/2006      | Purchase Dividend Reinvestment  | 11          |
|                  | 10/15/2006      | Purchase Dividend Reinvestment  | 10          |
|                  | 10/31/2007      | (2) Purchase with stock         | 3,067       |
|                  |                 | (2) Tendered stock for payment  | (1,468)     |
|                  | 11/20/2007      | (2) Purchase                    | 660         |
|                  |                 | (2) Sale                        | (660)       |
| David D. Wolford | Various in 2006 | Purchased through 401(k)        | 100         |
|                  | Various in 2007 | Purchased through 401(k)        | 81          |
|                  | 01/05/2006      | Exchange within the 401(k)      | (2,594)     |
|                  | 12/11/2007      | Exchange within the 401(k)      | (2,110)     |

- (1) For Shares acquired per Retainer Policy, this line item refers to the Company's Retainer Policy for Non-Employee Directors. The above non-employee directors were paid 300 shares of Common Stock each quarter. Common Stock issued to non-employee directors is nontransferable until the later of two years from issuance or six months after the recipient's cessation of service as a director of the Company. For Purchase Dividend Reinvestment, the director/employee elected to reinvest the dividends paid on the Common Stock to purchase shares of common stock. For Purchased through 401(k), the employee elected to purchase, via monthly contributions, Common Stock as one of their investment choices within the 401(k). For Exchange within the 401(k), the employee elected to rebalance their 401(k) investments by either an exchange out of or into the Common Stock investment fund.
- (2) Represents the exercise of stock options that were awarded under the 1993 Award and Option Plan or the 1997 Award and Option Plan. Payment of the exercise price and taxes, if applicable, may be in cash or by tendering shares of Common Stock. For example, on February 7, 2007, Mr. Tanski elected to exercise 25,000 nonqualified stock options and pay the exercise cost with shares he already owned and elected to pay cash for his tax liability. He gave the Company 13,050 shares to receive 25,000 shares back. His Common Stock ownership increased by the net new shares of 11,950 (25,000 less shares he tendered of 13,050).
- (3) Represents shares that were used to pay tax liability due upon the vesting of shares of restricted stock. Mr. Ackerman had 25,000 shares of restricted stock vest on March 14, 2006 and 25,000 shares of restricted stock vest on March 14, 2007.

### Information Regarding Arrangements with Certain Participants

The Company's officers are parties to employment continuation and noncompetition agreements with the Company. As described in further detail in the proxy statement, these agreements may require the Company to make or provide

certain payments and benefits to officers in the event of a change in control. Further detail regarding the employment continuation and noncompetition agreements is included in the proxy statement under the heading Potential Payments Upon Termination or Change-in-Control.

Except as may be described in the proxy statement, to the best of the Company's knowledge, neither any participant nor any of their respective associates or affiliates (together, the Participant Affiliates), is either a party to any transaction or series of transactions since October 1, 2006, (i) to which the Company or any of its subsidiaries was or is to be a party, (ii) in which the

amount involved exceeds \$120,000, and (iii) in which any participant or any Participant Affiliate had, or will have, a direct or indirect material interest. Furthermore, except as may be described in the proxy statement, to the best of the Company's knowledge, no participant nor any Participant Affiliate has entered into any agreement or understanding with any person respecting any future employment by the Company or any of its affiliates or any future transactions to which the Company or any of its affiliates will or may be a party.

Except as may be described in the proxy statement, to the best of the Company's knowledge, there are no contracts, arrangements or understandings by any of the participants or any Participant Affiliate within the past year with any person with respect to any of the Company's securities, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantee against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies. Except as may be described in the proxy statement, to the best of the Company's knowledge, no participant nor any Participant Affiliate has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting.