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RGC RESOURCES INC  
Form U-3A-2  
February 28, 2003

RGC RESOURCES, INC.  
FILE NO.

FORM U-3A-2

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION  
UNDER RULE U-3A-2 FROM THE PROVISIONS OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

RGC Resources, Inc. hereby files with the Securities and Exchange Commission (the Commission), pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935 (the "Act"), and submits the following information:

1. The Claimant RGC Resources, Inc., a Virginia corporation, is a holding company which directly or indirectly holds interests in the following subsidiaries, each of which is organized under the laws of the Commonwealth of Virginia or the State of West Virginia:

- a. Roanoke Gas Company ("Roanoke Gas"), a public service corporation organized under the laws of the Commonwealth of Virginia;
- b. Diversified Energy Company, a Virginia corporation, d/b/a Highland Propane Company ("Highland Propane") and d/b/a Highland Energy;
- c. Bluefield Gas Company ("Bluefield Gas"), a public service corporation organized under the laws of the State of West Virginia;
- d. RGC Ventures, Inc., a West Virginia Corporation, d/b/a Highland Heating and Cooling; and
- e. RGC Ventures of Virginia, Inc., a Virginia corporation, d/b/a Application Resources, Inc. and d/b/a GIS Resources.

The business address of the Claimant and each of its subsidiaries is:

RGC Resources, Inc.  
519 Kimball Avenue, N.E.  
Roanoke, VA 24016

Roanoke Gas Company  
Diversified Energy Company  
RGC Ventures, Inc.  
RGC Ventures of Virginia, Inc.  
519 Kimball Avenue, N.E.

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Roanoke, VA 24016

Bluefield Gas Company  
4699 East Cumberland Road  
Bluefield, WV 24701

Roanoke Gas is a public service corporation organized and existing in good standing under the laws of the Commonwealth of Virginia. Roanoke Gas distributes natural gas to some 54,708 residential, commercial and industrial customers located in the City of Roanoke and environs and Bluefield, Virginia pursuant to certificates of convenience and necessity at rates and charges issued and prescribed by the State Corporation Commission of Virginia ("Virginia Commission"). Diversified Energy Company, a Virginia corporation, operates as Highland Propane Company ("Highland Propane"), and Highland Energy. Highland Propane, which is not a public utility, is operated under two (2) divisions, Highland Propane-Virginia and Highland Propane-West Virginia. Highland Propane-Virginia is engaged in the business of selling liquefied petroleum gas (propane) in bulk to residential, commercial and industrial customers in and around Roanoke, Virginia and Southwest Virginia. Roanoke Gas provides managerial and other direct labor, goods and services to Highland Propane-Virginia under agreement approved by the Virginia Commission. Highland Propane is not otherwise subject to the regulatory jurisdiction of the Virginia Commission. Highland Propane-West Virginia is engaged in the business of selling liquefied petroleum gas (propane) in bulk to residential, commercial and industrial customers in Southern West Virginia and has offices in Bluefield and Rainelle, West Virginia. Highland Energy is a purchasing and marketing entity that buys fuels on the spot and short-term market and resells to certain end-users.

Bluefield Gas Company ("Bluefield Gas"), a West Virginia public service corporation, is regulated as to rates and service by the Public Service Commission of the State of West Virginia ("West Virginia Commission"). Bluefield Gas provides natural gas service to some 4,337 residential, commercial and industrial customers located in and around Bluefield, West Virginia.

RGC Ventures, Inc., a West Virginia Corporation, operates as Highland Heating and Cooling. Highland Heating and Cooling is headquartered in Rainelle, West Virginia and provides limited repair and maintenance service for heating, ventilation, and air conditioning equipment. RGC Resources, Inc. intends to merge RGC Ventures, Inc. into Diversified Energy Company for the purposes of combining the service functions of both companies in order to improve efficiencies and reduce costs.

RGC Ventures of Virginia, Inc., a Virginia corporation, operates as Application Resources, Inc., and GIS Resources. Application Resources, Inc., provides information technology consulting services specific to the utility industry. GIS Resources (Geographic Information Systems) has ceased operating as a provider of mapping services to external customers and has been integrated into Roanoke Gas to focus on internal maintenance of system maps and other related functions.

2. Columbia Gas Transmission Corporation ("Columbia") is Roanoke Gas' primary transporter of natural gas. Columbia historically has transported approximately two-thirds of Roanoke Gas' gas supply and 100% of Bluefield Gas' gas supply. Prior to Federal Energy Regulatory Commission Order 636, Roanoke Gas

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and Bluefield Gas purchased their core market requirements through Demand Purchases, Firm Transportation Service and Firm Storage Service. Additional requirements were met through the use of spot and short-term purchases under contracts with producers and brokers. Under Order 636 the responsibility for obtaining dependable natural gas supplies shifts from the pipeline companies to the local distribution companies and to other "shippers" of natural gas. The Company purchases gas supplies from a variety of producers and marketers. Recent examples of suppliers or marketers include Cabot Oil and Gas Marketing Corporation, Duke Energy Trading and Marketing, and Equitable Energy.

Roanoke Gas' other major transporter is East Tennessee Natural Gas Company ("East Tennessee"), a Duke Energy Company. Historically, East Tennessee has delivered approximately one-third of Roanoke Gas' natural gas supply.

Roanoke Gas receives its gas supply from Columbia at two city gate stations. Each station is connected by a thirty-three mile transmission line to Columbia's system at Gala, Virginia. Roanoke Gas receives its gas supply from East Tennessee at four city gate stations located on East Tennessee's transmission line. The city gate stations are located on the perimeter of a network of distribution mains located in the Cities of Roanoke and Salem, the Towns of Vinton, Fincastle and Troutville, and the Counties of Bedford, Botetourt, Montgomery and Roanoke, Virginia. Also, located on the transmission line in Botetourt County, Virginia is a liquefied natural gas storage facility which has the capacity to hold 200 million cubic feet of natural gas.

Bluefield Gas owns a transmission line extending from Princeton, West Virginia to Bluefield, West Virginia, and a distribution system within the City of Bluefield, West Virginia and the immediate surrounding area of Mercer County, West Virginia. In December 1998, Bluefield Gas Company completed approximately two miles of 4" steel distribution lines to connect to facilities owned by Phoenix Energy Sales Company. A portion of the gas transported by Bluefield Gas is sold at the West Virginia-Virginia State line to Roanoke Gas for resale to its customers through a distribution network in Bluefield, Virginia and the immediate surrounding area of Tazewell County, Virginia.

Highland Propane-West Virginia's principal bulk storage facility, located at its Bluefield, West Virginia facility, is comprised of two 30,000-gallon storage tanks and one 18,000-gallon storage tank. Three 18,000-gallon storage tanks are located at its Rainelle, West Virginia facility, one 30,000-gallon tank is located at Ansted, WV, one 30,000-gallon tank is located near Beckley, WV, and one 30,000-gallon tank is located at Dunmore, WV.

Highland Propane-Virginia owns and operates eleven storage facilities. A facility at Thirlane Road, N.W. in Roanoke, Virginia consists of two 30,000-gallon tanks. A second facility at Fort Chiswell, Virginia consists of two 35,000-gallon tanks. The third facility is located on the property of Consolidated Glass in Galax, Virginia and consists of one 30,000-gallon tank and one 12,000-gallon tank. The fourth facility is located in Craig County, near the town of New Castle, Virginia and consists of one 30,000-gallon tank. The fifth facility, located near the intersection of Routes 221 and 679 in Floyd County, consists of one 30,000-gallon tank. The sixth facility is located on the property of Virginia Forging in Botetourt County, near the Town of Buchanan, Virginia, and consists of one 30,000-gallon tank. The seventh facility is located on the property of Golden West Foods in Bedford, Virginia and consists

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of one 30,000-gallon tank. The eighth facility is located in the City of Buena Vista, Virginia and consists of two 30,000-gallon tanks. The ninth facility is located in Allegheny County near the Town of Low Moor and consists of one 30,000-gallon tank. The tenth facility is located at Weyers Cave in Augusta County, Virginia and consists of one 30,000-gallon tank. The eleventh facility is located in Nelson County near the town of Lovingston, Virginia and consists of one 30,000-gallon tank

3. The following information for the last calendar year with respect to Roanoke Gas and Bluefield Gas is submitted:

- (a) Roanoke Gas distributed at retail 7,414,811 DTH of gas during the calendar year 2002 for total revenues of \$54,427,830. Bluefield Gas distributed at retail 847,542 DTH of gas in the State of West Virginia during the calendar year 2002 for total revenues of \$5,895,760.
- (b) Neither Roanoke Gas nor Bluefield Gas distributed at retail natural gas outside the state of its incorporation.
- (c) Roanoke Gas did not sell at wholesale natural gas outside the Commonwealth of Virginia. Bluefield Gas sold 270,962 DTH of natural gas at wholesale to Roanoke Gas at the Virginia-West Virginia line for \$1,288,179.
- (d) Roanoke Gas purchased 7,570,639 DTH of natural gas outside the Commonwealth of Virginia during the calendar year 2002 for \$37,914,624. All such gas was transported to Roanoke Gas for resale as system supply by Columbia Gas Transmission Corporation, East Tennessee Natural Gas Company, and Bluefield Gas. Bluefield Gas purchased 1,182,753 DTH of natural gas for \$5,482,167 outside the State of West Virginia. All such gas was transported to Bluefield Gas for resale as system supply by Columbia Gas Transmission Corporation and Phoenix Energy Sales Company. Roanoke Gas transported 2,885,657 DTH of natural gas to its end-users for \$1,671,628 in total transportation fees. Bluefield Gas transported 38,625 DTH of natural gas to its end-users for \$32,649 in transportation fees. Highland Energy purchased and delivered 2,386,347 DTH of natural gas to Roanoke Gas Company and Bluefield Gas Company for delivery to certain end-users for \$10,685,968.

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4. (a through e) Not applicable. The Company holds no interest, directly or indirectly in an exempt wholesale generator (EWG) or foreign utility company.

A consolidating statement of income and surplus and a consolidating balance sheet of RGC Resources, Inc. and its subsidiaries for the 2002 calendar year is attached as Exhibit A and Exhibit A(1).

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February, 2003.

RGC RESOURCES, INC.

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By: s/John B. Williamson, III  
Its President

(SEAL)  
ATTEST:

s/ Howard T. Lyon  
Howard T. Lyon,  
Vice-President, Treasurer & Controller

Notices and correspondence regarding this statement should be addressed to:

Howard T. Lyon  
Vice-President, Treasurer & Controller  
RGC Resources, Inc.  
Post Office Box 13007  
Roanoke, VA 24030

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RGC RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
TWELVE MONTHS ENDED DECEMBER 31, 2002

	RGC Resources	Roanoke Gas Company	Bluefield Gas Company	Highland Propane Company
Operating Revenues:				
Gas utilities		\$56,223,836	\$7,248,178	
Propane operations				12,247,4
Energy marketing				
Other		411,715	16,431	227,4
Total operating revenues	0	56,635,551	7,264,609	12,474,9
Cost of Sales:				
Gas utilities		38,165,357	5,482,167	
Propane operations				6,186,0
Energy marketing				
Other		249,529	10,617	107,5
Total cost of sales	0	38,414,886	5,492,784	6,293,6
Operating Margin	0	18,220,665	1,771,825	6,181,3
Other Operating Expenses:				
Operations	(257)	7,068,982	781,651	3,119,1
Maintenance		1,045,009	86,889	109,3
General taxes	416	929,609	343,603	272,1
Depreciation and amortization		3,349,262	268,286	1,502,7
Impairment loss				

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Total other operating expenses	159	12,392,862	1,480,429	5,003,3
Operating Income	(159)	5,827,803	291,396	1,177,9
Other Expenses, net	(2,130,000)	99,706	2,420	9,7
Interest Expense		1,634,584	144,382	238,5
Income Before Income Taxes	2,129,841	4,093,513	144,594	929,6
Income Tax Expense		1,527,187	62,332	367,5
Net Income	\$2,129,841	\$2,566,326	\$82,262	\$562,1

	Highland Heating & Cooling	Application Resources	Eliminations
Operating Revenues:			
Gas utilities			\$ (1,313,214)
Propane operations			
Energy marketing			
Other	24,777	0	
Total operating revenues	24,777	0	(1,313,214)
Cost of Sales:			
Gas utilities			(1,273,800)
Propane operations			
Energy marketing			
Other	32,123	(557)	
Total cost of sales	32,123	(557)	(1,273,800)
Operating Margin	(7,346)	557	(39,414)
Other Operating Expenses:			
Operations	77,602	6,444	(39,414)
Maintenance	150		
General taxes	9,487	46	
Depreciation and amortization	25,928		(5,853)
Impairment loss	72,008		
Total other operating expenses	185,175	6,490	(45,267)
Operating Income	(192,521)	(5,933)	5,853

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Other Expenses, net	19	1	2,130,000
Interest Expense	20,044	(21)	
-----			
Income Before Income Taxes	(212,584)	(5,913)	(2,124,147)
Income Tax Expense	(84,852)	(1,916)	
-----			
Net Income	\$ (127,732)	\$ (3,997)	\$ (2,124,147)
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RGC RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002

ASSETS	RGC Resources	Roanoke Gas Company	Bluefield Gas Company	Highland Propa Compa
-----				
Current Assets:				
Cash and cash equivalents	\$ 187	\$ (320,185)	\$ (130,260)	\$ 159
Accounts Receivable	(12)	9,280,269	1,057,417	1,933
Intercompany Accounts Receivable	1,248,110	(34,676)	15,932	(518)
Inventories		1,664,687	168,354	281
Prepaid gas service		6,394,186	852,095	
Prepaid income taxes				
Deferred income taxes				
Under-recovery of gas costs		319,439	386,509	
Unrealized gains on marked-to-market transactions				
Other	31,465	572,836	63,156	353
-----				
Total current assets	1,279,750	17,876,556	2,413,203	2,209
-----				
Property, Plant And Equipment:				
Utility plant in service		84,476,740	7,326,586	
Accumulated depreciation and amortization		(34,233,438)	(2,532,976)	
-----				
Utility plant in service, net	-	50,243,302	4,793,610	
Construction work in progress		1,831,240	170,706	
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Utility Plant, Net	-	52,074,542	4,964,316	
-----				
Nonutility property				20,687
Accumulated depreciation and				

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amortization				(8,231)
Nonutility property, net	-	-	-	12,455
Total property, plant and equipment	-	52,074,542	4,964,316	12,455
Investment in Subsidiaries		27,678,079		
Other Assets:				
Intangible assets, net of accumulated amortization				298
Other assets	61,182	637,997	5,956	14
Total other assets	61,182	637,997	5,956	312
Total Assets	\$29,019,011	\$70,589,095	\$7,383,475	\$14,978

ASSETS	Highland Heating & Cooling	Application Resources	Eliminations	Co
Current Assets:				
Cash and cash equivalents	\$ 1,428		\$ 574,904	\$
Accounts Receivable	50,119		1,760,868	
Intercompany Accounts Receivable	(931,017)	46,439		
Inventories	1,134			
Prepaid gas service				
Prepaid income taxes				
Deferred income taxes			1,323,677	
Under-recovery of gas costs			(589,739)	
Unrealized gains on marked-to-market transactions			1,531,050	
Other	427		(1,300)	
Total current assets	(877,909)	46,439	4,599,460	
Property, Plant And Equipment				
Utility plant in service			(1,636,290)	
Accumulated depreciation and amortization	-	-	1,632,305	(
Utility plant in service, net	-	-	(3,985)	
Construction work in progress				
Utility Plant, Net	-	-	(3,985)	
Nonutility property	142,500		(209,764)	
Accumulated depreciation and amortization	(8,078)		214,192	



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Nonutility property, net	134,422	-	4,428
Total property, plant and equipment	134,422	-	443
Investment in Subsidiaries			(27,678,079)
Other Assets:			
Intangible assets, net of accumulated amortization			
Other assets	-	-	-
Total other assets	-	-	-
Total Assets	\$ (743,487)	\$46,439	\$ (23,078,176)

RGC RESOURCES, INC. AND SUBSIDIARIES  
CONSOLIDATING BALANCE SHEET  
DECEMBER 31, 2002

LIABILITIES AND STOCKHOLDERS' EQUITY	RGC Resources	Roanoke Gas Company	Bluefield Gas Company	High Pro Com
Current Liabilities:				
Current maturities of long-term debt		\$1,030,673	\$1,175,000	
Borrowings under lines of credit	204,000	9,712,000	3,134,000	2,5
Dividends payable	562,437	-		
Accounts payable	121,843	4,606,073	463,722	6
Income taxes payable	(427,253)	909,987	(171,530)	(
Customer deposits		523,240	49,810	
Accrued expenses	368,086	2,588,801	290,922	5
Refunds from suppliers - due customers		42,015	760	
Overrecovery of gas costs		-		
Unrealized losses on marked to market transactions				
Total current liabilities	829,113	19,412,789	4,942,684	3,7
Long-term Debt, Excluding Current Maturities		24,044,482		4,2
Deferred Credits:				
Deferred income taxes	(84,761)	2,236,788	323,869	1,1
Deferred investment tax credits		282,646	9,588	

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Total deferred credits	(84,761)	2,519,434	333,457	1,1
Stockholders' Equity:				
Common Stock	9,861,600	8,603,965	49,704	1
Preferred Stock				
Capital in excess of par value	11,529,733	7,178,754	220,564	1,2
Retained earnings	6,883,326	8,829,671	1,837,066	4,4
Accumulated comprehensive income				
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Total stockholders' equity	28,274,659	24,612,390	2,107,334	5,8
Total Liabilities and Stockholders' Equity	\$ 29,019,011	\$ 70,589,095	\$ 7,383,475	\$ 14,9

LIABILITIES AND STOCKHOLDERS' EQUITY	Highland Heating & Cooling	Application Resources	Elimin
Current Liabilities:			
Current maturities of long-term debt			
Borrowings under lines of credit			
Dividends payable			
Accounts payable	(2,551)	-	2,335
Income taxes payable	(64,053)	(2,776)	
Customer deposits	750		
Accrued expenses	10,822		
Refunds from suppliers - due customers			
Overrecovery of gas costs			761
Unrealized losses on marked to market transactions			213
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Total current liabilities	(55,032)	(2,776)	3,310
Long-term Debt, Excluding Current Maturities			
Deferred Credits:			
Deferred income taxes	(117,823)		1,312
Deferred investment tax credits			
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Total deferred credits	(117,823)	-	1,312
Stockholders' Equity:			
Common Stock			(8,850)
Preferred Stock			
Capital in excess of par value	903,225		(9,516)
Retained earnings	(1,473,857)	49,215	(9,312)
Accumulated comprehensive income			(22)
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Total stockholders' equity	(570,632)	49,215	(27,701)
Total Liabilities and Stockholders' Equity	\$ (743,487)	\$ 46,439	\$ (23,078)

EXHIBIT B

Not Applicable.