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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED DECEMBER 31, 2012
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission file number 1-8359

NEW JERSEY RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

New Jersey

(State or other jurisdiction of
incorporation or organization)

22-2376465

(I.R.S. Employer
Identification Number)

1415 Wyckoff Road, Wall, New Jersey 07719

(Address of principal
executive offices)

732-938-1480

(Registrant's telephone number,
including area code)

Securities registered pursuant to Section 12 (b) of the Act:

Common Stock - \$2.50 Par Value

(Title of each class)

New York Stock Exchange

(Name of each exchange on which registered)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes: ☒ **No:** ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes: ☐ **No:** ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer: ☒

Accelerated filer: ☐

Non-accelerated filer: ☐

Smaller reporting company: ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes: ☐ **No:** ☒

The number of shares outstanding of \$2.50 par value Common Stock as of February 5, 2013 was 41,810,073.

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INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained in this report, including, without limitation, statements as to management expectations and beliefs presented in Part I, Item 2. “Management's Discussion and Analysis of Financial Condition and Results of Operations,” Part I, Item 3. “Quantitative and Qualitative Disclosures about Market Risk,” Part II, Item I. “Legal Proceedings” and in the notes to the financial statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can also be identified by the use of forward-looking terminology such as “may,” “intend,” “expect,” “believe,” “will” or “continue” or comparable terminology and are made based upon management's current expectations and beliefs as of this date concerning future developments and their potential effect upon New Jersey Resources Corporation (NJR or the Company). There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management.

The Company cautions readers that the assumptions that form the basis for forward-looking statements regarding customer growth, customer usage, qualifications for federal investment tax credits (ITCs) and solar renewable energy certificates (SRECs), financial condition, results of operations, cash flows, capital requirements, market risk and other matters for fiscal 2013 and thereafter include many factors that are beyond the Company's ability to control or estimate precisely, such as estimates of future market conditions, the behavior of other market participants and changes in the debt and equity capital markets. The factors that could cause actual results to differ materially from NJR's expectations include, but are not limited to, those discussed in Item 1A. *Risk Factors* of NJR's 2012 Annual Report on Form 10-K and Part II, Item 1A of this Form 10-Q, as well as the following:

- weather and economic conditions;
- demographic changes in the New Jersey Natural Gas (NJNG) service territory and their effect on NJNG's customer growth;
- volatility of natural gas and other commodity prices and their impact on NJNG customer usage, NJNG's BGSS incentive programs, NJR Energy Services' (NJRES) operations and on the Company's risk management efforts;
- changes in rating agency requirements and/or credit ratings and their effect on availability and cost of capital to the Company;
- the impact of volatility in the credit markets;
- the ability to comply with debt covenants;
- the impact to the asset values and resulting higher costs and funding obligations of NJR's pension and postemployment benefit plans as a result of downturns in the financial markets, a lower discount rate, and impacts associated with the Patient Protection and Affordable Care Act;
- accounting effects and other risks associated with hedging activities and use of derivatives contracts;
- commercial and wholesale credit risks, including the availability of creditworthy customers and counterparties, liquidity in the wholesale energy trading market;
- the ability to obtain governmental approvals and/or financing for the construction, development and operation of certain non-regulated energy investments;
- risks associated with the management of the Company's joint ventures and partnerships;
- risks associated with our investments in renewable energy projects and our investment in an on-shore wind developer, including the availability of regulatory and tax incentives, logistical risks and potential delays related to construction, permitting, regulatory approvals and electric grid interconnection, the availability of viable projects and NJR's eligibility for ITCs, the future market for SRECs and operational risks related to projects in service;
- timing of qualifying for ITCs due to delays or failures to complete planned solar energy projects and the resulting effect on our effective tax rate and earnings;
- the level and rate at which NJNG's costs and expenses (including those related to restoration efforts resulting from Post Tropical Cyclone Sandy, commonly referred to as Superstorm Sandy) are incurred and the extent to which they are allowed to be recovered from customers through the regulatory process;
- access to adequate supplies of natural gas and dependence on third-party storage and transportation facilities for natural gas supply;
- operating risks incidental to handling, storing, transporting and providing customers with natural gas;
- risks related to our employee workforce, including a work stoppage;
- the regulatory and pricing policies of federal and state regulatory agencies;
- the possible expiration of the NJNG Conservation Incentive Program (CIP);
- the costs of compliance with the proposed regulatory framework for over-the-counter derivatives;
- the costs of compliance with present and future environmental laws, including potential climate change-related legislation;
- risks related to changes in accounting standards;
- the impact of a disallowance of recovery of environmental-related expenditures and other regulatory changes;
- environmental-related and other litigation and other uncertainties; and
- the impact of natural disasters, terrorist activities, and other extreme events on our operations and customers, including any impacts to utility gross margin and restoration costs resulting from Superstorm Sandy.

While the Company periodically reassesses material trends and uncertainties affecting the Company's results of operations and financial condition in connection with its preparation of management's discussion and analysis of results of operations and financial condition contained in its Quarterly and Annual Reports, the Company does not, by including this statement, assume any obligation to review or revise any particular forward-looking statement referenced herein in light of future events.

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended	
	December 31,	
<i>(Thousands, except per share data)</i>	2012	2011
OPERATING REVENUES		
Utility	\$ 218,849	\$ 191,374
Nonutility	517,170	451,037
Total operating revenues	736,019	642,411
OPERATING EXPENSES		
Gas purchases:		
Utility	111,321	85,630
Nonutility	455,427	406,417
Operation and maintenance	40,070	38,945
Regulatory rider expenses	13,982	12,543
Depreciation and amortization	11,303	9,600
Energy and other taxes	16,725	14,058
Total operating expenses	648,828	567,193
OPERATING INCOME	87,191	75,218
Other income	265	527
Interest expense, net of capitalized interest	5,825	5,005
INCOME BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF AFFILIATES	81,631	70,740
Income tax provision	23,980	16,037
Equity in earnings of affiliates	2,555	2,654
NET INCOME	\$ 60,206	\$ 57,357
EARNINGS PER COMMON SHARE		
BASIC	\$1.44	\$1.38
DILUTED	\$1.44	\$1.38
DIVIDENDS PER COMMON SHARE	\$0.40	\$0.38
WEIGHTED AVERAGE SHARES OUTSTANDING		
BASIC	41,695	41,434
DILUTED	41,758	41,651

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended	
	December 31,	
<i>(Thousands)</i>	2012	2011
Net income	\$ 60,206	\$ 57,357
Other comprehensive income, net of tax		
Unrealized (loss) gain on available for sale securities, net of tax of \$221 and \$(600), respectively ⁽¹⁾	\$ (320)	\$ 869
Net unrealized (loss) on derivatives, net of tax of \$6 and \$23, respectively	(10)	(40)
Adjustment to postemployment benefit obligation, net of tax of \$(203) and \$(150), respectively	413	219
Other comprehensive income	\$ 83	\$ 1,048
Comprehensive income	\$ 60,289	\$ 58,405

(1) Available for sale securities are included in other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets.

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(Thousands)	Three Months Ended December 31,	
	2012	2011
CASH FLOWS (USED IN) OPERATING ACTIVITIES		
Net income	\$ 60,206	\$ 57,357
Adjustments to reconcile net income to cash flows from operating activities:		
Unrealized (gain) on derivative instruments	(18,335)	(27,474)
Depreciation and amortization	11,303	9,600
Allowance for equity used during construction	(606)	(42)
Allowance for bad debt expense	562	966
Deferred income taxes	22,233	37,724
Manufactured gas plant remediation costs	(941)	(2,099)
Equity in earnings of affiliates, net of distributions received	1,699	2,711
Cost of removal - asset retirement obligations	(137)	(341)
Contributions to postemployment benefit plans	(21,487)	(21,538)
Changes in:		
Components of working capital	(88,145)	(144,912)
Other noncurrent assets	(14,101)	5,992
Other noncurrent liabilities	2,782	4,591
Cash flows (used in) operating activities	(44,967)	(77,465)
CASH FLOWS (USED IN) INVESTING ACTIVITIES		
Expenditures for		
Utility plant	(32,869)	(19,395)
Solar equipment	(15,320)	(47,611)
Real estate properties and other	(154)	(89)
Cost of removal	(1,276)	(2,323)
Distribution from equity investees	458	—
Withdrawal from restricted cash construction fund	5	28
Cash flows (used in) investing activities	(49,156)	(69,390)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock	5,838	3,248
Tax benefit from stock options exercised	62	62
Proceeds from sale-leaseback transaction	7,076	6,522
Payments of long-term debt	(1,384)	(1,198)
Purchases of treasury stock	—	(3,717)
Payments of common stock dividends	(33,320)	(14,946)
Net proceeds from short-term debt	114,600	157,250
Cash flows from financing activities	92,872	147,221
Change in cash and cash equivalents	(1,251)	366
Cash and cash equivalents at beginning of period	4,509	7,440
Cash and cash equivalents at end of period	\$ 3,258	\$ 7,806
CHANGES IN COMPONENTS OF WORKING CAPITAL		
Receivables	\$ (142,852)	\$ (74,161)
Inventories	(54,993)	1,808
Recovery of gas costs	371	26,444
Gas purchases payable	58,354	(26,728)
Prepaid and accrued taxes	21,993	(1,218)
Accounts payable and other	11,298	(6,740)
Restricted broker margin accounts	13,188	3,468
Customers' credit balances and deposits	(10,897)	(72,625)
Other current assets	15,393	4,840
Total	\$ (88,145)	\$ (144,912)
SUPPLEMENTAL DISCLOSURES OF CASH FLOWS INFORMATION		
Cash paid for:		

Interest (net of amounts capitalized)	\$	966	\$	555
Income taxes	\$	5	\$	135
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING ACTIVITIES				
Accrued capital expenditures	\$	(4,934)	\$	13,200

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

ASSETS

<i>(Thousands)</i>	December 31, 2012	September 30, 2012
PROPERTY, PLANT AND EQUIPMENT		
Utility plant, at cost	\$ 1,602,315	\$ 1,591,532
Construction work in progress	122,949	102,420
Solar equipment, real estate properties and other, at cost	221,060	192,026
Construction work in progress	2,275	20,558
Total property, plant and equipment	1,948,599	1,906,536
Accumulated depreciation and amortization	(422,271)	(421,659)
Property, plant and equipment, net	1,526,328	1,484,877
CURRENT ASSETS		
Cash and cash equivalents	3,258	4,509
Customer accounts receivable		
Billed	266,424	170,543
Unbilled revenues	53,957	7,017
Allowance for doubtful accounts	(5,328)	(4,797)
Regulatory assets	31,194	32,734
Gas in storage, at average cost	315,945	265,193
Materials and supplies, at average cost	12,104	7,863
Prepaid and accrued taxes	10,525	32,029
Derivatives, at fair value	45,498	48,021
Restricted broker margin accounts	8,741	21,929
Deferred taxes	10,850	29,074
Other	18,268	33,229
Total current assets	771,436	647,344
NONCURRENT ASSETS		
Investments in equity investees	163,337	164,595
Regulatory assets	457,880	441,263
Derivatives, at fair value	523	2,328
Other	29,156	29,598
Total noncurrent assets	650,896	637,784
Total assets	\$ 2,948,660	\$ 2,770,005

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

ITEM 1. FINANCIAL STATEMENTS (Continued)

CAPITALIZATION AND LIABILITIES

<i>(Thousands)</i>	December 31, 2012	September 30, 2012
CAPITALIZATION		
Common stock equity	\$ 863,094	\$ 813,865
Long-term debt	530,000	525,169
Total capitalization	1,393,094	1,339,034
CURRENT LIABILITIES		
Current maturities of long-term debt	8,646	7,760
Short-term debt	394,400	279,800
Gas purchases payable	240,768	182,414
Accounts payable and other	74,271	66,765
Dividends payable	—	16,648
Deferred and accrued taxes	5,005	2,072
Regulatory liabilities	—	1,169
New Jersey clean energy program	13,621	5,619
Derivatives, at fair value	22,633	42,440
Customers' credit balances and deposits	37,555	48,452
Total current liabilities	796,899	653,139
NONCURRENT LIABILITIES		
Deferred income taxes	357,068	355,306
Deferred investment tax credits	5,824	5,905
Deferred revenue	5,304	5,502
Derivatives, at fair value	1,727	3,133
Manufactured gas plant remediation	182,000	182,000
Postemployment employee benefit liability	104,590	124,196
Regulatory liabilities	66,743	67,077
Asset retirement obligation	28,312	27,983
Other	7,099	6,730
Total noncurrent liabilities	758,667	777,832
Commitments and contingent liabilities (Note 11)		
Total capitalization and liabilities	\$ 2,948,660	\$ 2,770,005

See Notes to Unaudited Condensed Consolidated Financial Statements

New Jersey Resources Corporation
Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF THE BUSINESS

New Jersey Resources Corporation (NJR or the Company) provides regulated gas distribution services and certain non-regulated businesses primarily through the following subsidiaries:

New Jersey Natural Gas Company (NJNG) provides natural gas utility service to approximately 493,700 retail customers in central and northern New Jersey and is subject to rate regulation by the New Jersey Board of Public Utilities (BPU). NJNG comprises the Natural Gas Distribution segment;

NJR Clean Energy Ventures (NJRCEV) comprises the Clean Energy Ventures segment and reports the results of operations and assets related to the Company's capital investments in renewable energy projects, including commercial and residential solar projects and on-shore wind investments;

NJR Energy Services Company (NJRES) comprises the Energy Services segment that maintains and transacts around a portfolio of natural gas storage and transportation positions and provides wholesale energy and energy management services;

NJR Energy Holdings Corporation (NJREH) primarily invests in energy-related ventures through its subsidiaries, NJNR Pipeline Company (Pipeline), which holds the Company's 5.53 percent ownership interest in Iroquois Gas Transmission L.P. (Iroquois), and NJR Steckman Ridge Storage Company, which holds the Company's 50 percent combined interest in Steckman Ridge GP, LLC and Steckman Ridge, LP (collectively, Steckman Ridge). Iroquois and Steckman Ridge comprise the Energy Holdings segment;

NJR Retail Holdings Corporation (Retail Holdings) has two principal subsidiaries, NJR Home Services Company (NJRHS) and Commercial Realty & Resources Corporation (CR&R). Retail Holdings and NJR Energy Corporation (NJR Energy) are included in Retail and Other operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by NJR in accordance with the rules and regulations of the Securities and Exchange Commission (SEC). The September 30, 2012, Balance Sheet data is derived from the audited financial statements of the Company. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the financial statements and the notes thereto included in NJR's 2012 Annual Report on Form 10-K.

The Unaudited Condensed Consolidated Financial Statements include the accounts of NJR and its subsidiaries. In the opinion of management, the accompanying Unaudited Condensed Consolidated Financial Statements reflect all adjustments necessary, for a fair presentation of the results of the interim periods presented. These adjustments are of a normal and recurring nature. Because of the seasonal nature of NJR's utility and wholesale energy services operations, in addition to other factors, the financial results for the interim periods presented are not indicative of the results that are to be expected for the fiscal year ended September 30, 2013.

Intercompany transactions and accounts have been eliminated.

Gas in Storage

The following table summarizes gas in storage, at average cost by company as of:

(\$ in thousands)	December 31, 2012		September 30, 2012	
	Gas in Storage	Bcf	Gas in Storage	Bcf
NJNG	\$ 123,624	19.8	\$ 145,379	22.2
NJRES	192,321	57.6	119,814	45.5
Total	\$ 315,945	77.4	\$ 265,193	67.7

New Jersey Resources Corporation
Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Available for Sale Securities

Included in Other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets are certain investments in equity securities of a publicly traded energy company that have a fair value of \$10.5 million and \$11 million as of December 31, 2012 and September 30, 2012, respectively. Total unrealized gains associated with these equity securities, which are included as a part of accumulated other comprehensive income, a component of common stock equity, were \$7.8 million (\$4.6 million, after tax) and \$8.3 million (\$4.9 million, after tax) as of December 31, 2012 and September 30, 2012, respectively.

Disposal of Equipment

In October 2012, one of NJRCEV's commercial solar assets sustained damage as a result of Post Tropical Cyclone Sandy, commonly referred to as Superstorm Sandy (Superstorm Sandy). The Company determined that a minor portion of the damaged equipment was irreparable and, therefore, disposed of the affected portion. As a result, during the three months ended December 31, 2012, the Company recognized a pre-tax loss of \$758,000, which is included in other income on the Unaudited Condensed Consolidated Statements of Operations. The Company has insurance coverage that provides for recovery of losses from property damage.

Recent Updates to the Accounting Standards Codification (ASC)

Balance Sheet Offsetting

In December 2011, the FASB issued an amendment to ASC Topic 210, *Balance Sheet*, requiring additional disclosures about the nature of an entity's rights of setoff and related master netting arrangements associated with its financial and derivative instruments. The objective of the disclosures is to facilitate comparison between financial statements prepared on the basis of U.S. generally accepted accounting principles (U.S. GAAP) and those prepared on the basis of International Financial Reporting Standards (IFRS). The amended guidance will become effective for interim and annual periods beginning on or after January 1, 2013, and will be applied retrospectively. The Company has determined that the new guidance will not impact its financial position, results of operations or cash flows upon adoption.

3. REGULATION

NJNG is subject to cost-based regulation, therefore, it is permitted to recover authorized operating expenses and earn a reasonable return on its utility investment based on the BPU's approval, in accordance with accounting guidance applicable to regulated operations. Accordingly, NJNG capitalizes or defers certain costs that are expected to be recovered from its customers as regulatory assets and recognizes certain obligations representing amounts that are probable future expenditures as regulatory liabilities.

New Jersey Resources Corporation
Part I

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Regulatory assets and liabilities included on the Unaudited Condensed Consolidated Balance Sheets are comprised of the following:

<i>(Thousands)</i>	December 31, 2012	September 30, 2012
Regulatory assets-current		
Conservation Incentive Program	\$ 25,681	\$ 25,681
Underrecovered gas costs	5,513	7,053
Total current	\$ 31,194	\$ 32,734
Regulatory assets-noncurrent		
Environmental remediation costs		
Expended, net of recoveries	\$ 56,333	\$ 59,745
Liability for future expenditures	182,000	182,000
Deferred income taxes	11,405	11,405
Energy Efficiency Program	28,762	26,025
New Jersey Clean Energy Program (NJCEP)	13,621	5,619
Postemployment and other benefit costs	140,098	142,495
Deferred Superstorm Sandy costs	14,110	—
Other	11,551	13,974
Total noncurrent	\$ 457,880	\$ 441,263
Regulatory liability-current		
Derivatives, net	\$ —	\$ 1,169
Total current	\$ —	\$ 1,169
Regulatory liabilities-noncurrent		
Cost of removal obligation	\$ 65,382	\$ 65,994
Derivatives, net	966	1,000
Other	395	83
Total noncurrent	\$ 66,743	\$ 67,077

NJNG's recovery of costs is facilitated through its base tariff rates, Basic Gas Supply Service (BGSS) and other regulatory riders. As recovery of regulatory assets is subject to BPU approval, if there are any changes in regulatory positions that indicate recovery is not probable, the related cost would be charged to income in the period of such determination.

Recent regulatory filings and/or actions include the following:

- In November 2012, the BPU approved new state utilities' funding obligations for NJCEP for the period from January 1, 2013 to June 30, 2013. NJNG's share of the total funding requirement will be approximately \$9.8 million. Accordingly, NJNG recorded the obligation and a corresponding regulatory asset on the Unaudited Condensed Consolidated Balance Sheets.
- On October 23, 2012, the BPU approved the Safety Acceleration and Facility Enhancement (SAFE) program, to include a four-year incremental investment program of \$130 million, exclusive of allowance for funds used during construction (AFUDC) accruals. The approved SAFE Program will include infrastructure costs subject to review in NJNG's next base rate case to be filed no later than November 2015, the deferral of depreciation expense on SAFE investments and recognizes an overall rate of return on infrastructure investments of 6.9 percent. The deferred cost recovery will include accruals for both debt and equity components of AFUDC while construction is in progress. When construction is completed and plant is placed in service, NJNG will accrue an AFUDC rate at 6.9 percent per year until such time that NJNG receives approval for recovery of all costs through base rates.
- On November 19, 2012, NJNG filed a petition with the BPU requesting deferral accounting for uninsured incremental operating and maintenance costs associated with Superstorm Sandy. In addition, NJNG requested the review of and the appropriate recovery period for such deferred expenses be addressed in the Company's next base rate case.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- On November 20, 2012, NJNG filed for Accelerated Infrastructure Programs (AIP) base rate cost recovery, requesting an increase of \$6.9 million, which represents a cumulative impact of \$15.8 million annually, related to AIP I and AIP II infrastructure investments installed in NJNG's distribution and transmission systems through October 31, 2012. The existing weighted average cost of capital remained the same for both AIP I and AIP II. The base rate change is requested to be approved in March 2013.
- On January 1, 2013, a Transitional Energy Facilities Assessment (TEFA) tax reduction went into effect. This is the second of three TEFA rate reductions with the last TEFA rate reduction effective January 2014.
- On January 23, 2013, the BPU approved a stipulation to extend NJNG's current SAVEGREEN Project® (SAVEGREEN) through June 30, 2013. The extension will allow the previously approved SAVEGREEN programs to continue with additional grants, incentives and financing to eligible customers. NJNG's July 9, 2012 petition, for an extension and expansion of the SAVEGREEN programs over a four-year period, remains open.

4. DERIVATIVE INSTRUMENTS

The Company and certain of its subsidiaries are subject to commodity price risk due to fluctuations in the market price of natural gas. To manage this risk, the Company and certain of its subsidiaries enter into a variety of derivative instruments including, but not limited to, futures contracts, physical forward contracts, financial options and swaps to economically hedge the commodity price risk associated with its existing and anticipated commitments to purchase and sell natural gas. In addition, the Company may utilize foreign currency derivatives as cash flow hedges of Canadian dollar denominated gas purchases. These contracts, with a few exceptions as described below, are accounted for as derivatives. Accordingly, all of the financial and certain of the Company's physical derivative instruments are recorded at fair value on the Unaudited Condensed Consolidated Balance Sheets. For a more detailed discussion of the Company's fair value measurement policies and level disclosures associated with the NJR's derivative instruments, see *Note 5. Fair Value*.

Since the Company chooses not to designate its financial commodity and physical forward commodity derivatives as accounting hedges, changes in the fair value of these derivative instruments are recorded as a component of gas purchases or operating revenues, as appropriate for NJRES, on the Unaudited Condensed Consolidated Statements of Operations as unrealized gains or (losses). For NJRES at settlement, realized gains and (losses) on all financial derivative instruments are recognized as a component of gas purchases and realized gains and (losses) on all physical derivatives follow the presentation of the related unrealized gains and (losses) as a component of either gas purchases or operating revenues.

NJRES also enters into natural gas transactions in Canada and, consequently, is exposed to fluctuations in the value of Canadian currency relative to the US dollar. NJRES utilizes foreign currency derivatives to lock in the currency translation rate associated with natural gas transactions denominated in Canadian currency. The derivatives may include currency forwards, futures, or swaps and are accounted for as derivatives. These derivatives are being used to hedge future forecasted cash payments associated with transportation and storage contracts. The Company has designated these foreign currency derivatives as cash flow hedges of that exposure, and expects the hedge relationship to be highly effective throughout the term. Since NJRES designates its foreign exchange contracts as cash flow hedges, changes in fair value of the effective portion of the hedge are recorded in other comprehensive income (OCI). When the foreign exchange contracts are settled, realized gains and (losses) are recognized in gas purchases on the Unaudited Condensed Consolidated Statements of Operations.

As a result of NJRES entering into transactions to borrow gas, commonly referred to as "park and loans," an embedded derivative is created related to potential differences between the fair value of the amount borrowed and the fair value of the amount that may ultimately be repaid, based on changes in forward natural gas prices during the contract term. This embedded derivative is accounted for as a forward sale in the month in which the repayment of the borrowed gas is expected to occur, and is considered a derivative transaction that is recorded at fair value on the Unaudited Condensed Consolidated Balance Sheets, with changes in value recognized in current period earnings.

Changes in fair value of NJNG's financial derivative instruments are recorded as a component of regulatory assets or liabilities on the Unaudited Condensed Consolidated Balance Sheets, as NJNG has received regulatory approval to defer and to recover these amounts through future BGSS rates as an increase or decrease to the cost of natural gas in NJNG's tariff.

The Company elects normal purchase/normal sale (NPNS) accounting treatment on all physical commodity contracts at NJNG. These contracts are accounted for on an accrual basis. Accordingly, gains or (losses) are recognized in earnings when the contract settles and the natural gas is delivered.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During fiscal 2012, NJRCEV began hedging certain of its expected production of solar renewable energy certificates (SRECs) through forward sale contracts. The Company intends to physically deliver the SRECs upon settlement and, therefore, applies NPNS accounting treatment to the contracts and recognizes related revenue upon transfer of the SRECs.

Fair Value of Derivatives

The following table reflects the fair value of NJR's derivative assets and liabilities recognized on the Unaudited Condensed Consolidated Balance Sheets as of:

		Fair Value			
		December 31, 2012		September 30, 2012	
(Thousands)	Balance Sheet Location	Asset Derivatives	Liability Derivatives	Asset Derivatives	Liability Derivatives
Derivatives designated as hedging instruments:					
<u>NJRES:</u>					
Foreign currency contracts	Derivatives - current	\$ 80	\$ 71	\$ 116	\$ 97
	Derivatives - noncurrent	48	—	70	15
Fair value of derivatives designated as hedging instruments		\$ 128	\$ 71	\$ 186	\$ 112
Derivatives not designated as hedging instruments:					
<u>NJNG:</u>					
Financial derivative contracts	Derivatives - current	\$ 2,713	\$ 1,747	\$ 6,203	\$ 5,034
	Derivatives - noncurrent	—	—	1,000	—
<u>NJRES:</u>					
Physical forward commodity contracts	Derivatives - current	13,416	10,423	19,590	9,530
	Derivatives - noncurrent	84	27	658	216
Financial derivative contracts	Derivatives - current	29,289	10,392	22,112	27,779
	Derivatives - noncurrent	391	1,700	600	2,902
Fair value of derivatives not designated as hedging instruments		\$ 45,893	\$ 24,289	\$ 50,163	\$ 45,461
Total fair value of derivatives		\$ 46,021	\$ 24,360	\$ 50,349	\$ 45,573

At December 31, 2012, the gross notional amount of the foreign currency transactions was approximately \$6.8 million, and ineffectiveness in the hedge relationship is immaterial to the financial results of NJR.

NJRES utilizes financial derivatives to economically hedge the gross margin associated with the purchase of physical gas for injection into storage and the subsequent sale of physical gas at a later date. The gains or (losses) on the financial transactions that are economic hedges of the cost of the purchased gas are recognized prior to the gains or (losses) on the physical transaction, which are recognized in earnings when the natural gas is sold. Therefore, mismatches between the timing of the recognition of realized gains or (losses) on the financial derivative instruments and gains or (losses) associated with the actual sale of the natural gas that is being economically hedged along with fair value changes in derivative instruments creates volatility in the results of NJRES, although the Company's intended economic results relating to the entire transaction are unaffected.

The following table reflects the effect of derivative instruments on the Unaudited Condensed Consolidated Statements of Operations as of:

(Thousands)	Location of gain (loss) recognized in income on derivatives	Amount of gain (loss) recognized in income on derivatives	
		Three Months Ended December 31,	
		2012	2011
Derivatives not designated as hedging instruments:			
<u>NJRES:</u>			
Physical commodity contracts	Operating revenues	\$ (5,635)	\$ (11,908)
Physical commodity contracts	Gas purchases	(206)	4,275
Financial derivative contracts	Gas purchases	29,202	62,454
Total unrealized and realized (losses) gains		\$ 23,361	\$ 54,821

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Not included in the previous table, are (losses) associated with NJNG's financial derivatives that totaled \$(6.2) million and \$(19.9) million for the three months ended December 31, 2012 and 2011, respectively. These derivatives are part of NJNG's risk management activities that relate to its natural gas purchasing activities and BGSS incentive programs. As these transactions are entered into pursuant to and recoverable through regulatory riders, any changes in the value of NJNG's financial derivatives are deferred in regulatory assets or liabilities and there is no impact to earnings.

As previously noted, NJRES designates its foreign exchange contracts as cash flow hedges, therefore, changes in fair value of the effective portion of the hedges are recorded in OCI and, upon settlement of the contracts, realized gains and (losses) are reclassified from OCI to gas purchases on the Unaudited Condensed Consolidated Statements of Operations. The following table reflect the effect of derivative instruments designated as cash flow hedges on OCI as of:

(Thousands)	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) ⁽¹⁾		Amount of Gain or (Loss) Reclassified from OCI into Income (Effective Portion)		Amount of Gain or (Loss) Recognized on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended December 31,		Three Months Ended December 31,		Three Months Ended December 31,	
	2012	2011	2012	2011	2012	2011
Derivatives in cash flow hedging relationships:						
Foreign currency contracts	\$ (95)	\$ (76)	\$ 79	\$ 13	\$ —	\$ —

(1) The settlement of foreign currency transactions over the next twelve months is expected to result in the reclassification of \$9,000 from OCI into earnings. The maximum tenor is April 2015.

NJNG and NJRES had the following outstanding long (short) derivatives as of:

		Volume (Bcf)	
		December 31, 2012	September 30, 2012
NJNG	Futures	20.6	16.1
	Swaps	—	3.4
NJRES	Futures	(27.1)	(28.6)
	Swaps	(0.7)	13.2
	Options	—	4.4
	Physical	(12.4)	(3.5)

Broker Margin

Generally, exchange-traded futures contracts require posted collateral, referred to as margin, usually in the form of cash. The amount of margin required is comprised of a fixed initial amount based on the contract and a variable amount based on market price movements from the initial trade price. The Company maintains broker margin accounts for NJNG and NJRES. The balances by company, are as follows:

(Thousands)	Balance Sheet Location	December 31, 2012	September 30, 2012
NJNG	Broker margin - Current assets	\$ 1,011	\$ 1,713
NJRES	Broker margin - Current assets	\$ 7,730	\$ 20,216

Wholesale Credit Risk

NJNG and NJRES are exposed to credit risk as a result of their wholesale marketing activities. As a result of the inherent volatility in the prices of natural gas commodities and derivatives, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If a counterparty failed to perform the obligations under its contract (e.g., failed to deliver or pay for natural gas), then the Company could sustain a loss.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NJR monitors and manages the credit risk of its wholesale marketing operations through credit policies and procedures that management believes reduce overall credit risk. These policies include a review and evaluation of current and prospective counterparties' financial statements and/or credit ratings, daily monitoring of counterparties' credit limits and exposure, daily communication with traders regarding credit status and the use of credit mitigation measures, such as collateral requirements and netting agreements. Examples of collateral include letters of credit and cash received for either prepayment or margin deposit. Collateral may be requested due to NJR's election not to extend credit or because exposure exceeds defined thresholds. Most of NJR's wholesale marketing contracts contain standard netting provisions. These contracts include those governed by the International Swaps and Derivatives Association (ISDA) and the North American Energy Standards Board (NAESB). The netting provisions refer to payment netting, whereby receivables and payables with the same counterparty are offset and the resulting net amount is paid to the party to which it is due.

The following is a summary of gross credit exposures grouped by investment and noninvestment grade counterparties, as of December 31, 2012. Internally-rated exposure applies to counterparties that are not rated by Standard & Poor's (S&P) or Moody's Investors Service, Inc. (Moody's). In these cases, the company's or guarantor's financial statements are reviewed, and similar methodologies and ratios used by S&P and/or Moody's are applied to arrive at a substitute rating. Gross credit exposure is defined as the unrealized fair value of physical and financial derivative commodity contracts plus any outstanding wholesale receivable for the value of natural gas delivered and/or financial derivative commodity contract that has settled for which payment has not yet been received.

The amounts presented below have not been reduced by any collateral received or netting and exclude accounts receivable for NJNG retail natural gas sales and services.

<i>(Thousands)</i>	Gross Credit Exposure
Investment grade	\$ 194,354
Noninvestment grade	2,510
Internally rated investment grade	30,934
Internally rated noninvestment grade	10,174
Total	\$ 237,972

Conversely, certain of NJNG's and NJRES' derivative instruments are linked to agreements containing provisions that would require cash collateral payments from the Company if certain events occur. These provisions vary based upon the terms in individual counterparty agreements and can result in cash payments if NJNG's credit rating were to fall below its current level. NJNG's credit rating, with respect to S&P, reflects the overall corporate credit profile of NJR. Specifically, most, but not all, of these additional payments will be triggered if NJNG's debt is downgraded by the major credit agencies, regardless of investment grade status. In addition, some of these agreements include threshold amounts that would result in additional collateral payments if the values of derivative liabilities were to exceed the maximum values provided for in relevant counterparty agreements. Other provisions include payment features that are not specifically linked to ratings, but are based on certain financial metrics.

Collateral amounts associated with any of these conditions are determined based on a sliding scale and are contingent upon the degree to which the Company's credit rating and/or financial metrics deteriorate, and the extent to which liability amounts exceed applicable threshold limits. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position on December 31, 2012 and September 30, 2012, was \$700,000 and \$1.6 million, respectively, for which the Company had not posted any collateral. If all the thresholds related to the credit-risk-related contingent features underlying these agreements had been invoked on December 31, 2012 and September 30, 2012, the Company would have been required to post an additional \$600,000 and \$1.2 million, respectively, to its counterparties. These amounts differ from the respective net derivative liabilities reflected on the Unaudited Condensed Consolidated Balance Sheets because the agreements also include clauses, commonly known as "Rights of Offset," that would permit the Company to offset its derivative assets against its derivative liabilities for determining additional collateral to be posted.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**5. FAIR VALUE*****Fair Value of Assets and Liabilities***

The fair value of cash and temporary investments, commercial paper and borrowings under revolving credit facilities are estimated to equal their carrying amounts due to the short maturity of those instruments. The estimated fair value of long-term debt, including current maturities and excluding capital leases, is as follows:

<i>(Thousands)</i>	December 31, 2012	September 30, 2012
Carrying value	\$ 479,845	\$ 479,845
Fair market value	\$ 527,371	\$ 530,056

NJR utilizes a discounted cash flow method to determine the fair value of its debt. Inputs include observable municipal and corporate yields, as appropriate for the specific issue and for NJR's credit rating. As of December 31, 2012, NJR discloses its debt within Level 2 of the fair value hierarchy.

Fair Value Hierarchy

NJR applies fair value measurement guidance to its financial assets and liabilities, as appropriate, which include financial derivatives and physical commodity contracts qualifying as derivatives, available for sale securities and other financial assets and liabilities. In addition, authoritative accounting literature prescribes the use of a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based on the source of the data used to develop the price inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to inputs that are based on unobservable market data and include the following:

Level 1 Unadjusted quoted prices for identical assets or liabilities in active markets; NJR's Level 1 assets and liabilities include exchange traded futures and options contracts, listed equities, and money market funds. Exchange traded futures and options contracts include all energy contracts traded on the New York Mercantile Exchange (NYMEX)/Chicago Mercantile Exchange (CME) and the Intercontinental Exchange (ICE) that NJR refers internally to as basis swaps, fixed swaps, futures and options that are cleared through an Futures Commission Merchant (FCM).

Level 2 Price data, which includes both commodity and basis price data other than Level 1 quotes, that is observed either directly or indirectly from publications or pricing services; NJR's Level 2 assets and liabilities include over-the-counter physical forward commodity contracts and swap contracts or derivatives that are initially valued using observable quotes and are subsequently adjusted to include time value, credit risk or estimated transport pricing components for which no basis price is available. Level 2 financial derivatives consist of transactions with non-FCM counterparties (basis swaps, fixed swaps and/or options). For some physical commodity contracts the Company utilizes transportation tariff rates that are publicly available and that it considers to be observable inputs that are equivalent to market data received from an independent source. There are no significant judgments or adjustments applied to the transportation tariff inputs and no market perspective is required. Even if the transportation tariff input was considered to be a "model", it would still be considered to be Level 2 input as:

- 1) The data is widely accepted and public
- 2) The data is non-proprietary and sourced from an independent third party
- 3) The data is observable and published

These additional adjustments are generally not considered to be significant to the ultimate recognized values.

Level 3 Inputs derived from a significant amount of unobservable market data; these include NJR's best estimate of fair value and are derived primarily through the use of internal valuation methodologies.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Assets and liabilities measured at fair value on a recurring basis are summarized as follows:

<i>(Thousands)</i>	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<u>As of December 31, 2012:</u>				
Assets:				
Physical forward commodity contracts	\$ —	\$ 13,500	\$ —	\$ 13,500
Financial derivative contracts - natural gas	32,192	201	—	32,393
Financial derivative contracts - foreign exchange	—	128	—	128
Available for sale equity securities - energy industry ⁽¹⁾	10,469	—	—	10,469
Other ⁽²⁾	211	—	—	211
Total assets at fair value	\$ 42,872	\$ 13,829	\$ —	\$ 56,701
Liabilities:				
Physical forward commodity contracts	\$ —	\$ 10,450	\$ —	\$ 10,450
Financial derivative contracts - natural gas	13,175	664	—	13,839
Financial derivative contracts - foreign exchange	—	71	—	71
Other	—	—	—	—
Total liabilities at fair value	\$ 13,175	\$ 11,185	\$ —	\$ 24,360
<u>As of September 30, 2012:</u>				
Assets:				
Physical forward commodity contracts	\$ —	\$ 20,248	\$ —	\$ 20,248
Financial derivative contracts - natural gas	14,270	15,645	—	29,915
Financial derivative contracts - foreign exchange	—	186	—	186
Available for sale equity securities - energy industry ⁽¹⁾	11,009	—	—	11,009
Other ⁽²⁾	30	—	—	30
Total assets at fair value	\$ 25,309	\$ 36,079	\$ —	\$ 61,388
Liabilities:				
Physical forward commodity contracts	\$ —	\$ 9,746	\$ —	\$ 9,746
Financial derivative contracts - natural gas	16,922	18,793	—	35,715
Financial derivative contracts - foreign exchange	—	112	—	112
Other	—	—	—	—
Total liabilities at fair value	\$ 16,922	\$ 28,651	\$ —	\$ 45,573

(1) Included in Other noncurrent assets on the Unaudited Condensed Consolidated Balance Sheets.

(2) Includes various money market funds.

In October 2012, following the implementation of Dodd-Frank, ICE converted its cleared energy “swap” contracts to “futures” contracts and the NYMEX amended their product titles to remove the word “swap” from the titles of their “futures” and “option” contracts. In conjunction with these changes, the Company reviewed its valuation methodology for exchange-traded financial instruments including consideration of credit risk adjustment and discounting. The result of this review is that as of December 31, 2012, exchange-traded/FCM cleared financial derivative contracts, previously categorized as Level 2 Basis Swaps and Fixed Swaps, are categorized as Level 1 Futures. The Company's policy is to recognize transfers in and out at the end of the reporting period.

A summary of transfers between Level 1 and Level 2 is as follows:

<i>(Thousands)</i>	December 31, 2012
Transfers out of Level 2 into Level 1	
Assets:	
Financial derivative contracts - natural gas	\$ 19,564
Liabilities:	
Financial derivative contracts - natural gas	(8,766)
Total	\$ 10,798

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. INVESTMENTS IN EQUITY INVESTEEES

Investment in equity investees includes NJR's equity method and cost method investments.

Equity Method Investments

<i>(Thousands)</i>	December 31, 2012	September 30, 2012
Steckman Ridge	\$ 132,709	\$ 132,931
Iroquois	21,828	22,864
Total	\$ 154,537	\$ 155,795

As of December 31, 2012, the investment in Steckman Ridge includes loans with a total outstanding principal balance of \$70.4 million. The loans accrue interest at a variable rate that resets quarterly and are due December 31, 2017.

NJRES and NJNG have entered into transportation, storage and park and loan agreements with Iroquois and Steckman Ridge. See *Note 13. Related Party Transactions* for more information on these intercompany transactions.

Cost Method Investments

During the fourth quarter of fiscal 2012, NJR invested \$8.8 million in OwnEnergy, a developer of on-shore wind projects. At that time, the investment represented a 19.9 percent equity interest. Under the terms of the investment agreements, other OwnEnergy investors had the opportunity to invest in the same round of equity financing that NJR participated in. As of December 31, 2012, NJR's ownership interest is 18.7 percent and is accounted for in accordance with the cost method of accounting.

7. EARNINGS PER SHARE

The following table presents the calculation of the Company's basic and diluted earnings per share for:

<i>(Thousands, except per share amounts)</i>	Three Months Ended December 31,	
	2012	2011
Net income, as reported	\$ 60,206	\$ 57,357
Basic earnings per share		
Weighted average shares of common stock outstanding-basic	41,695	41,434
Basic earnings per common share	\$1.44	\$1.38
Diluted earnings per share		
Weighted average shares of common stock outstanding-diluted	41,695	41,434
Incremental shares ⁽¹⁾	63	217
Weighted average shares of common stock outstanding-diluted	41,758	41,651
Diluted earnings per common share ⁽²⁾	\$1.44	\$1.38

(1) Incremental shares consist of stock options, stock awards and performance units.

(2) There were no anti-dilutive shares excluded from the calculation of diluted earnings per share for the three months ended December 31, 2012 and 2011.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. DEBT

NJR and NJNG finance working capital requirements and capital expenditures through the issuance of various long-term debt and other financing arrangements, including unsecured credit and private placement debt shelf facilities. Amounts available under credit facilities are reduced by bank or commercial paper borrowings, as applicable, and any outstanding letters of credit. Neither NJNG nor the results of its operations are obligated or pledged to support the NJR credit or debt shelf facilities.

A summary of NJR's and NJNG's debt shelf and credit facilities are as follows:

<i>(Thousands)</i>	December 31, 2012	September 30, 2012	Maturity Dates
NJNG			
Bank credit facility dedicated to EDA Bonds ⁽¹⁾⁽²⁾	\$ 100,000	\$ 100,000	August 2015
Bank credit facilities ⁽¹⁾	\$ 250,000	\$ 200,000	August 2014
Amount outstanding at end of period	\$ 204,800	\$ 135,000	
Weighted average interest rate at end of period	0.19%	0.18%	
Amount available at end of period	\$ 45,200	\$ 65,000	
NJR			
Debt shelf facilities ⁽³⁾⁽⁴⁾	\$ 175,000	\$ 175,000	Various
Amount outstanding at end of period	\$ 100,000	\$ 100,000	
Weighted average interest rate at end of period	2.74%	2.74%	
Amount available at end of period	\$ 75,000	\$ 75,000	
Bank credit facilities ⁽¹⁾	\$ 325,000	\$ 325,000	August 2017
Amount outstanding at end of period	\$ 189,600	\$ 144,800	
Weighted average interest rate at end of period	1.11%	1.16%	
Amount available at end of period ⁽⁵⁾	\$ 116,510	\$ 166,339	

(1) Committed credit facilities, which require commitment fees on the unused amounts.

(2) There were no borrowings outstanding as of December 31, 2012 and September 30, 2012, respectively.

(3) Uncommitted, long-term debt shelf facilities, which require no commitment fees on the unused amounts.

(4) \$100 million debt shelf expires May 2013 and \$75 million debt shelf expires June 2014.

(5) Letters of credit outstanding total \$18.9 million and \$13.9 million as of December 31, 2012 and September 30, 2012, respectively, which reduces amount available.

Other

NJNG received \$7.1 million and \$6.5 million in December 2012 and 2011, respectively, in connection with the sale-leaseback of its natural gas meters. NJNG records a capital lease obligation that is paid over the term of the lease and has the option to purchase the meters back at fair value upon expiration of the lease.

On October 4, 2012, the BPU approved a petition filed by NJNG requesting authorization over a three-year period to issue medium-term debt with a maturity of not more than 30 years, renew its revolving credit facility expiring August 2014, renew its credit facility supporting NJNG's obligations with respect to bonds issued by the New Jersey Economic Development Authority, enter into interest rate risk management transactions and increase the size of its meter leasing program on a permanent basis.

On November 30, 2012, NJNG utilized the accordion option available under its committed revolving syndicated credit facility to increase the amount of credit available from \$200 million to \$250 million.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. EMPLOYEE BENEFIT PLANS

Pension and Other Postemployment Benefit Plans (OPEB)

The components of the net periodic cost for pension benefits, including the Company's Pension Equalization Plan, and OPEB costs (principally health care and life insurance) for employees and covered dependents were as follows:

	Pension		OPEB	
	Three Months Ended		Three Months Ended	
	December 31,		December 31,	
(Thousands)	2012	2011	2012	2011
Service cost	\$ 1,718	\$ 1,344	\$ 1,171	\$ 896
Interest cost	2,235	2,206	1,287	1,283
Expected return on plan assets	(3,706)	(3,171)	(913)	(686)
Recognized actuarial loss	1,911	1,254	964	724
Prior service cost amortization	27	11	7	6
Recognized net initial obligation	—	—	(89)	89
Net periodic benefit cost	\$ 2,185	\$ 1,644	\$ 2,427	\$ 2,312

The Company does not expect to be required to make additional contributions to fund the pension plans over the next three fiscal years based on current actuarial assumptions; however, funding requirements are uncertain and can depend significantly on changes in actuarial assumptions, returns on plan assets, interest rates and changes in the demographics of eligible employees and covered dependents. In addition, as in the past, the Company may elect to make contributions in excess of the minimum required amount to the plans. NJR made discretionary contributions of \$20 million to the pension plans in both December 2012 and 2011.

10. INCOME TAXES

NJR evaluates its tax positions to determine the appropriate accounting and recognition of potential future obligations associated with unrecognized tax benefits. During the three months ended December 31, 2012 and 2011, based on its analysis, the Company determined that there was no need to recognize any liabilities associated with uncertain tax positions.

The effective tax rates for the three months ended December 31, 2012 and 2011, are 28.5 percent and 21.9 percent, respectively. The change in the rate is due primarily to the impact of federal investment tax credits (ITC), net of deferred taxes, of \$6.8 million and \$11.3 million, generated by solar investments placed into service in the three months ended December 31, 2012 and 2011, respectively, and forecasted to be completed before the end of the fiscal year.

To calculate the estimated annual effective tax rate, NJR considers solar projects that are probable of being completed and available for use during the current fiscal year based on the best information available at each reporting period. The estimate includes an assessment of various factors, such as board of director approval, status of contractual agreements, permitting and interconnection. Adjustments to the effective tax rate and management's estimates will occur as information and assumptions change.

11. COMMITMENTS AND CONTINGENT LIABILITIES

Cash Commitments

NJNG has entered into long-term contracts, expiring at various dates through August 2030, for the supply, storage and delivery of natural gas. These contracts include current annual fixed charges of approximately \$94 million at current contract rates and volumes, which are recoverable through BGSS.

For the purpose of securing storage and pipeline capacity, NJRES enters into storage and pipeline capacity contracts, which require the payment of certain demand charges by NJRES to maintain the ability to access such natural gas storage or pipeline capacity, during a fixed time period, which generally ranges from one to five years. Demand charges are based on established rates as regulated by the FERC. These demand charges represent commitments to pay storage providers or pipeline companies for the right to store and transport natural gas utilizing their respective assets.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Commitments as of December 31, 2012, for natural gas purchases and future demand fees for the next five fiscal year periods are as follows:

<i>(Thousands)</i>	2013	2014	2015	2016	2017	Thereafter
NJRES:						
Natural gas purchases	\$ 289,808	\$ 16,049	\$ —	\$ —	\$ —	\$ —
Storage demand fees	24,070	19,916	12,037	7,106	5,035	7,318
Pipeline demand fees	43,518	23,075	10,380	8,755	7,444	9,371
Sub-total NJRES	\$ 357,396	\$ 59,040	\$ 22,417	\$ 15,861	\$ 12,479	\$ 16,689
NJNG:						
Natural gas purchases	\$ 72,749	\$ 102,008	\$ 106,661	\$ 8,921	\$ 113	\$ —
Storage demand fees	21,861	24,825	15,854	11,069	9,990	23,247
Pipeline demand fees	47,484	70,197	35,436	34,558	32,753	221,838
Sub-total NJNG	\$ 142,094	\$ 197,030	\$ 157,951	\$ 54,548	\$ 42,856	\$ 245,085
Total ⁽¹⁾	\$ 499,490	\$ 256,070	\$ 180,368	\$ 70,409	\$ 55,335	\$ 261,774

(1) Does not include amounts related to intercompany asset management agreements between NJRES and NJNG.

NJNG's capital expenditures are estimated at \$131.2 million and \$119.9 million in fiscal 2013 and 2014, respectively, including estimates of \$27.7 million and \$43.4 million, respectively, related to SAFE construction costs. Expenditures consist primarily of NJNG's construction program to support customer growth, maintenance of its distribution system, replacement needed under pipeline safety regulations and costs associated with the restoration of damages to NJNG's infrastructure as a result of Superstorm Sandy. Approximately \$42.3 million has been committed or spent on capital expenditures, including accruals, during the three months ended December 31, 2012. NJNG has committed or spent \$1.1 million related to the SAFE program, \$8.6 million related to AIP II program and \$22.2 million related to restoration from storm damages during the three months ended December 31, 2012.

As of December 31, 2012, total capital expenditures associated with the restoration of the portions of distribution main affected by Superstorm Sandy are estimated to be between \$30 million to \$40 million. NJNG expects to spend between \$20 million to \$27 million during fiscal 2013, with the remainder being spent over the following three fiscal years.

NJRCEV's expenditures include discretionary spending on capital projects that support NJR's goal to promote clean energy. Accordingly, NJRCEV enters into agreements to install solar equipment involving both residential and commercial projects. Total solar-related capital expenditures during the three months ended December 31, 2012 were \$15.3 million. The Company currently estimates solar-related capital expenditures between \$70 million and \$90 million during fiscal 2013, of which \$41.7 million has been committed or spent. Solar-related capital expenditures in fiscal 2014 are also estimated to be between \$70 million and \$90 million. These investments are subject to a variety of factors, such as the identification of appropriate projects, the timing of construction schedules, the permitting and regulatory process and delays related to electric grid interconnection, which may affect our ability to commence operations at these projects on a timely basis, if at all, ability to access capital or allocation of capital to other investments or business opportunities.

Legal Proceedings

Manufactured Gas Plant Remediation

NJNG is responsible for the remedial cleanup of five manufactured gas plant (MGP) sites, dating back to gas operations in the late 1800s and early 1900s that contain contaminated residues from former gas manufacturing operations. NJNG is currently involved in administrative proceedings with the New Jersey Department of Environmental Protection (NJDEP), as well as participating in various studies and investigations by outside consultants to determine the nature and extent of any such contaminated residues and to develop appropriate programs of remedial action, where warranted, under Administrative Consent Orders or Memoranda of Agreement with the NJDEP.

NJNG may, subject to BPU approval, recover its remediation expenditures, including carrying costs, over rolling seven-year periods pursuant to a Remediation Adjustment (RA). On January 18, 2012, the BPU approved the recovery of the remediation

New Jersey Resources Corporation
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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

expenditures incurred through June 30, 2009, which maintained the expected annual recovery at approximately \$20 million. In February 2012, NJNG filed its 2011 SBC filing, requesting approval of its MGP expenditures incurred through June 30, 2011, which would continue its existing overall SBC rate and recovery. As of December 31, 2012, \$56.3 million of previously incurred remediation costs, net of recoveries from customers and insurance proceeds, are included in regulatory assets on the Unaudited Condensed Consolidated Balance Sheets.

In September 2012, NJNG updated an environmental review of the MGP sites, including a review of potential liability for investigation and remedial action. NJNG estimated at the time of the review that total future expenditures to remediate and monitor the five MGP sites for which it is responsible, including potential liabilities for Natural Resource Damages that might be brought by the NJDEP for alleged injury to groundwater or other natural resources concerning these sites, will range from approximately \$159.6 million to \$266.4 million. NJNG's estimate of these liabilities is based upon known facts, existing technology and enacted laws and regulations in place when the review was completed. However, NJNG expects actual costs to differ from these estimates. Where it is probable that costs will be incurred, and the information is sufficient to establish a range of possible liability, NJNG accrues the best estimated amount in the range. If no point within the range is more likely than the other, it is NJNG's policy to accrue the lower end of the range. Accordingly, NJNG has recorded an MGP remediation liability and a corresponding regulatory asset of \$182 million on the Unaudited Condensed Consolidated Balance Sheets, based on the best estimate. The actual costs to be incurred by NJNG are dependent upon several factors, including final determination of remedial action, changing technologies and governmental regulations, the ultimate ability of other responsible parties to pay and any insurance recoveries.

NJNG will continue to seek recovery of MGP-related costs through the RA. If any future regulatory position indicates that the recovery of such costs is not probable, the related non-recoverable costs would be charged to income in the period of such determination. However, because recovery of such costs is subject to BPU approval, there can be no assurance as to the ultimate recovery through the RA or the impact on the Company's results of operations, financial position or cash flows, which could be material.

General

The Company is party to various other claims, legal actions and complaints arising in the ordinary course of business. In the Company's opinion, the ultimate disposition of these matters will not have a material effect on its financial condition, results of operations or cash flows.

12. BUSINESS SEGMENT AND OTHER OPERATIONS DATA

NJR organizes its businesses based on its products and services as well as regulatory environment. As a result, the Company manages the businesses through the following reportable segments and other operations: the Natural Gas Distribution segment consists of regulated energy and off-system, capacity and storage management operations; the Energy Services segment consists of unregulated wholesale energy operations; the Clean Energy Ventures segment consist of capital investments in renewable energy projects; the Energy Holdings segment consists of NJR's investments in natural gas transportation and storage facilities; the Retail and Other operations consist of heating, cooling and water appliance installation and services, commercial real estate development, other investments and general corporate activities.

New Jersey Resources Corporation
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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Information related to the Company's various business segments and other operations is detailed below:

	Three Months Ended	
	December 31,	
<i>(Thousands)</i>	2012	2011
Operating revenues		
Natural Gas Distribution		
External customers	\$ 218,849	\$ 191,374
Clean Energy Ventures		
External customers	3,179	380
Energy Services		
External customers	503,635	441,806
Intercompany	107	194
Segment subtotal	725,770	633,754
Retail and Other		
External customers	10,355	8,852
Intercompany	263	179
Eliminations	(369)	(374)
Total	\$ 736,019	\$ 642,411
Depreciation and amortization		
Natural Gas Distribution	\$ 9,277	\$ 8,632
Clean Energy Ventures	1,831	810
Energy Services	11	16
Energy Holdings	2	1
Segment subtotal	11,121	9,459
Retail and Other	191	141
Eliminations	(9)	—
Total	\$ 11,303	\$ 9,600
Interest income ⁽¹⁾		
Natural Gas Distribution	\$ 167	\$ 246
Energy Services	—	31
Energy Holdings	271	248
Segment subtotal	438	525
Retail and Other	1	—
Eliminations	(232)	(235)
Total	\$ 207	\$ 290

⁽¹⁾ Included in other income on the Unaudited Condensed Consolidated Statements of Operations.

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Three Months Ended	
	December 31,	
<i>(Thousands)</i>	2012	2011
Interest expense, net of capitalized interest		
Natural Gas Distribution	\$ 3,584	\$ 3,737
Clean Energy Ventures	783	142
Energy Services	568	270
Energy Holdings	591	714
Segment subtotal	5,526	4,863
Retail and Other	299	142
Total	\$ 5,825	\$ 5,005
Income tax provision (benefit)		
Natural Gas Distribution	\$ 14,507	\$ 15,596
Clean Energy Ventures	(7,769)	(12,171)
Energy Services	16,164	11,508
Energy Holdings	1,243	1,231
Segment subtotal	24,145	16,164
Retail and Other	(123)	(59)
Eliminations	(42)	(68)
Total	\$ 23,980	\$ 16,037
Equity in earnings of affiliates		
Energy Holdings	\$ 3,491	\$ 3,615
Eliminations	(936)	(961)
Total	\$ 2,555	\$ 2,654
Net financial earnings (loss)		
Natural Gas Distribution	\$ 25,492	\$ 25,974
Clean Energy Ventures	5,305	10,097
Energy Services	3,014	7,615
Energy Holdings	1,785	1,783
Segment subtotal	35,596	45,469
Retail and Other	(94)	(146)
Eliminations	(9)	(15)
Total	\$ 35,493	\$ 45,308
Capital expenditures		
Natural Gas Distribution	\$ 34,145	\$ 21,718
Clean Energy Ventures	15,320	47,611
Segment subtotal	49,465	69,329
Retail and Other	154	89
Total	\$ 49,619	\$ 69,418

New Jersey Resources Corporation
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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The chief operating decision maker of the Company is the Chief Executive Officer (CEO). The CEO uses net financial earnings as a measure of profit or loss in measuring the results of the Company's segments and operations. A reconciliation of consolidated net financial earnings to consolidated net income is as follows:

(Thousands)	Three Months Ended	
	December 31,	
	2012	2011
Consolidated net financial earnings	\$ 35,493	\$ 45,308
Less:		
Unrealized (gain) from derivative instruments and related transactions, net of taxes ^{(1) (2)}	(11,594)	(17,372)
Effects of economic hedging related to natural gas inventory, net of taxes ⁽³⁾	(13,119)	5,323
Consolidated net income	\$ 60,206	\$ 57,357

(1) Excludes unrealized losses related to an intercompany transaction between NJNG and NJRES that have been eliminated in consolidation of approximately \$67,000, and \$118,000 for the three months ended December 31, 2012 and 2011, respectively.

(2) Includes taxes of approximately \$(6.8) million and \$(10.2) million for the three months ended December 31, 2012 and 2011, respectively.

(3) Includes taxes of approximately \$(7.6) million and \$3.1 million for the three months ended December 31, 2012 and 2011, respectively.

The Company uses derivative instruments as economic hedges of purchases and sales of physical gas inventory. For GAAP purposes, these derivatives are recorded at fair value and related changes in fair value are included in reported earnings. Revenues and cost of gas related to physical gas flow is recognized as the gas is delivered to customers. Consequently, there is a mismatch in the timing of earnings recognition between the economic hedges and physical gas flows. Timing differences occur in two ways:

- Unrealized gains and losses on derivatives are recognized in reported earnings in periods prior to physical gas inventory flows; and
- Unrealized gains and losses of prior periods are reclassified as realized gains and losses when derivatives are settled in the same period as physical gas inventory movements occur.

Net financial earnings is a measure of the earnings based on eliminating these timing differences, to effectively match the earnings effects of the economic hedges with the physical sale of gas. Consequently, to reconcile between GAAP and net financial earnings, current period unrealized gains and losses on the derivatives are excluded from net financial earnings as a reconciling item. Additionally, realized derivative gains and losses are also included in current period net income. However, net financial earnings include only realized gains and losses related to natural gas sold out of inventory, effectively matching the full earnings effects of the derivatives with realized margins on physical gas flows.

The Company's assets for the various business segments and business operations are detailed below:

(Thousands)	December 31, 2012	September 30, 2012
Assets at end of period:		
Natural Gas Distribution	\$ 2,105,861	\$ 2,005,520
Clean Energy Ventures	239,057	223,247
Energy Services	437,095	347,406
Energy Holdings	155,850	157,779
Segment subtotal	2,937,863	2,733,952
Retail and Other	48,102	73,298
Intercompany assets ⁽¹⁾	(37,305)	(37,245)
Total	\$ 2,948,660	\$ 2,770,005

(1) Consists of transactions between subsidiaries that are eliminated and reclassified in consolidation.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. RELATED PARTY TRANSACTIONS

NJRES may periodically enter into storage, or park and loan agreements with its affiliated FERC-regulated natural gas storage facility, Steckman Ridge, or transportation agreements with its affiliated FERC-regulated interstate pipeline, Iroquois Gas Transmission. As of December 31, 2012, NJRES has entered into storage and park and loan transactions with Steckman Ridge for varying terms, all of which expire by April 2013. Additionally, NJRES has transportation capacity with Iroquois Gas Transmission that expires by March 2019. Demand fees, net of eliminations, associated with both Steckman Ridge and Iroquois Gas Transmission were \$1.6 million and \$1.7 million during the three months ended December 31, 2012 and 2011, respectively. As of December 31, 2012, NJRES had fees payable of \$210,000 and \$403,000 to Steckman Ridge and Iroquois Gas Transmission, respectively, which are included in gas purchases payable. As of September 30, 2012, fees payable to Steckman Ridge and Iroquois Gas Transmission, were \$170,000 and \$394,000, respectively.

In January 2010, NJNG entered into a ten-year agreement effective April 1, 2010, for 3 Bcf of firm storage capacity with Steckman Ridge. Under the terms of the agreement, NJNG incurs demand fees, at market rates, of approximately \$9.3 million annually, a portion of which is eliminated in consolidation. These fees are recoverable through NJNG's BGSS mechanism and are included in regulatory assets. Additionally, NJNG has transportation capacity with Iroquois Gas Transmission that expires by January 2019. Demand fees, net of eliminations, associated with both Steckman Ridge and Iroquois Gas Transmission were \$1.4 million and \$1.8 million during the three months ended December 31, 2012 and 2011, respectively. NJNG had fees payable to Steckman Ridge in the amount of \$775,000 at both December 31, 2012 and September 30, 2012. As of December 31, 2012, NJNG had fees payable to Iroquois Gas Transmission of \$121,000 and as of September 30, 2012, fees payable were \$61,000.

In December 2009, NJNG and NJRES entered into an asset management agreement that began in January 2010 and ends in March 2014. Under the terms of this agreement, NJNG released certain transportation and storage contracts to NJRES for the entire term of the agreement. NJNG also sold approximately 1 Bcf of natural gas in storage at cost to NJRES. In return, NJNG has the option to purchase index priced gas from NJRES at NJNG's city gate and other delivery locations to maintain operational reliability. In September 2010, NJNG and NJRES entered into another asset management agreement that began in September 2010 and ends October 2014, whereby NJNG released additional transportation contracts to NJRES for the entire term of the agreement and has the option to purchase index priced gas from NJRES at NJNG's city gate.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Overview

New Jersey Resources Corporation (NJRC or the Company) is an energy services holding company providing retail natural gas service in New Jersey and wholesale natural gas and related energy services to customers in states from the Gulf Coast and Mid-Continent regions to the Appalachian and Northeast regions, the West Coast and Canada through two of its subsidiaries, New Jersey Natural Gas (NJNG) and NJR Energy Services (NJRES).

Comprising the Natural Gas Distribution segment, NJNG is a natural gas utility that provides regulated retail natural gas service in central and northern New Jersey and also participates in the off-system sales and capacity release markets. NJNG is regulated by the New Jersey Board of Public Utilities (BPU).

NJR Clean Energy Ventures (NJRCEV) invests in renewable energy projects consisting primarily of residential and commercial rooftop and ground mount solar systems. In addition, NJRCEV has an ownership interest in OwnEnergy that will allow NJRCEV to participate in on-shore wind projects. NJRCEV comprises the Clean Energy Ventures segment.

NJRES comprises the Energy Services segment. NJRES maintains and transacts around a portfolio of physical assets consisting of natural gas storage and transportation contracts. In addition, NJRES provides wholesale energy services to non-affiliated utility and energy companies.

The Energy Holdings segment includes NJR Energy Holdings Corporation (NJREH), which primarily invests in energy-related ventures through its subsidiaries, NJNR Pipeline Company (Pipeline), which holds the Company's 5.53 percent ownership interest in Iroquois Gas Transmission L.P. (Iroquois) and NJR Steckman Ridge Storage Company, which holds the Company's 50 percent combined interest in Steckman Ridge GP, LLC and Steckman Ridge, LP (collectively, Steckman Ridge), a natural gas storage facility in Pennsylvania.

New Jersey Resources Corporation

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The retail and other business operations (Retail and Other) includes: NJR Home Services (NJRHS), which provides service, sales and installation of appliances, as well as solar installation projects; NJR Energy Corporation (NJR Energy), a company that invests in energy-related ventures; NJR Plumbing Services (NJRPS), which provides plumbing repair and installation services; Commercial Realty and Resources (CR&R), which holds and develops commercial real estate; and NJR Service Corporation (NJR Service), which provides support services to the various NJR businesses.

Assets by business segment and operations are as follows:

(Thousands)	December 31, 2012		September 30, 2012	
Assets				
Natural Gas Distribution	\$ 2,105,861	71 %	\$ 2,005,520	72 %
Clean Energy Ventures	239,057	8	223,247	8
Energy Services	437,095	15	347,406	12
Energy Holdings	155,850	5	157,779	6
Retail and Other	48,102	2	73,298	3
Intercompany Assets ⁽¹⁾	(37,305)	(1)	(37,245)	(1)
Total	\$ 2,948,660	100 %	\$ 2,770,005	100 %

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

An increase in the Natural Gas Distribution segment in both accounts receivable and unbilled revenue due to the seasonality of the business and an increase in Energy Services segment in both accounts receivable and gas in storage were the primary contributors to the increase in assets during the three months ended December 31, 2012.

Net income (loss) by business segment and operations are as follows:

	Three Months Ended					
	December 31,					
(Thousands)	2012			2011		
Net Income (Loss)						
Natural Gas Distribution	\$	25,492	42%	\$	25,974	45%
Clean Energy Ventures		5,305	9		10,097	18
Energy Services		27,794	46		19,783	34
Energy Holdings		1,785	3		1,783	3
Retail and Other		(94)	—		(146)	—
Eliminations ⁽¹⁾		(76)	—		(134)	—
Total	\$	60,206	100%	\$	57,357	100%

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

Included in net income are unrealized gains in the Energy Services segment of \$11.7 million and \$17.5 million, after taxes, for the three months ended December 31, 2012 and 2011, respectively and realized gains (losses) of \$13.1 million and \$(5.3) million, after taxes, for the three months ended December 31, 2012 and 2011, respectively, which are related to financial derivative instruments that have settled and are designed to economically hedge natural gas still in inventory.

NJRES accounts for its physical commodity contracts and its financial derivative instruments used to economically hedge the forecasted purchase, sale and transportation of natural gas at fair value on the Unaudited Condensed Consolidated Balance Sheets. Changes in the fair value of these contracts are included in earnings as a component of operating revenues and gas purchases, as appropriate, on the Unaudited Condensed Consolidated Statements of Operations. All physical commodity contracts at NJNG are accounted for under accrual accounting. Accordingly, gains and losses are recognized in earnings when the contract settles and the natural gas is delivered.

Unrealized gains and losses at NJRES are the result of changes in the fair value of derivative instruments. The change in fair value of these derivative instruments at NJRES over periods of time can result in substantial volatility in reported net income. When a financial instrument settles, the result is the realization of these gains or losses. NJRES utilizes certain financial instruments to economically hedge natural gas inventory placed into storage that will be sold at a later date, all of which were contemplated as part of an entire forecasted transaction. Volatility in earnings also occurs as a result of timing differences between the settlement

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

of the financial derivative and the sale of the corresponding natural gas that was hedged with the financial instrument. When the financial instrument settles and the natural gas is placed in inventory, the realized gains and losses associated with the financial instrument are recognized in earnings. However, the gains and losses associated with the economically hedged natural gas are not recognized in earnings until the natural gas inventory is sold.

Management of the Company uses non-Generally Accepted Accounting Principles (non-GAAP) measure, noted as “net financial earnings,” when evaluating the operating results of NJRES. Net financial earnings (NFE) is a measure of the earnings based on eliminating timing differences surrounding the recognition of certain gains or losses as described above, to effectively match the earnings effects of the economic hedges with the physical sale of gas and, therefore, eliminates the impact of volatility to Generally Accepted Accounting Principles (GAAP) earnings associated with the derivative instruments.

Net financial earnings by business segment and operations are as follows:

(\$ in Thousands)	Three Months Ended December 31,					
	2012			2011		
Net Financial Earnings (Loss)						
Natural Gas Distribution	\$	25,492	72%	\$	25,974	57%
Clean Energy Ventures		5,305	15		10,097	22
Energy Services		3,014	8		7,615	17
Energy Holdings		1,785	5		1,783	4
Retail and Other		(94)	—		(146)	—
Eliminations ⁽¹⁾		(9)	—		(15)	—
Total	\$	35,493	100%	\$	45,308	100%

(1) Consists of transactions between subsidiaries that are eliminated in consolidation.

Natural Gas Distribution Segment

Our natural gas distribution segment has approximately 493,700 residential and commercial customers in its service territory. The business is subject to various risks, such as those associated with adverse economic conditions that can negatively impact customer growth, operating and financing costs, fluctuations in commodity prices, which can impact customer usage, customer conservation efforts, certain regulatory actions, environmental remediation and severe weather conditions. It is often difficult to predict the impact of events or trends associated with these risks. NJNG employs certain strategies to mitigate the challenges it faces, including managing the integrity of its infrastructure, pursuing customer conversions from other fuel sources and monitoring new construction markets through contact with developers, utilizing BGSS incentive programs through BPU-approved mechanisms to reduce gas costs, pursuing rate and other regulatory strategies designed to stabilize and decouple margin, and working actively with consultants and the New Jersey Department of Environmental Protection (NJDEP) to manage expectations related to its obligations associated with NJNG's manufactured gas plant (MGP) sites.

In October 2012, high winds, heavy rainfall and the related flooding associated with Post Tropical Cyclone Sandy, commonly referred to as Superstorm Sandy (Superstorm Sandy) caused significant damage to portions of NJNG's distribution system. As a result, NJNG shut off the natural gas infrastructure in certain areas of its service territory that were most heavily damaged, affecting approximately 30,100 of NJNG's customers. As of December 31, 2012, total capital expenditures associated with the restoration of the affected portions of distribution main are estimated to be between \$30 million to \$40 million. NJNG expects to spend between \$20 million to \$27 million during fiscal 2013, with the remainder being spent over the following three fiscal years. As with normal operations, capital costs will be treated as additions to NJNG's rate base on which recovery will be sought in a future base rate case. In addition, on November 19, 2012, NJNG filed a petition with the BPU requesting deferral accounting for uninsured incremental operating and maintenance costs associated with Superstorm Sandy restoration efforts. NJNG also requested the review of and the appropriate amortization period for such deferred expenses be addressed in the Company's next base rate case. However, there can be no assurances that such recovery mechanisms will be available or, if available, no assurances can be given relative to the timing or amount of such recovery. As of December 31, 2012, NJNG has approximately \$14.1 million of deferred costs in regulatory assets on the Unaudited Condensed Consolidated Balance Sheets related to the restoration of its infrastructure and expects that total incremental operating and maintenance costs during fiscal 2013 will approximate between \$15 million to \$20 million.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Conservation Incentive Program (CIP)

The CIP allows NJNG to recover utility gross margin variations related to both weather and customer usage subject to certain conditions. In June 2012, NJNG filed for a decrease in the CIP rate for residential non-heating customers and an increase in the CIP rates for residential heating and commercial customers, which was approved on a provisional basis and went into effect October 12, 2012. See the *Results of Operations* section of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations* for more information on the impact to utility gross margin.

As of December 31, 2012, NJNG has \$27.9 million in regulatory assets on the Unaudited Condensed Consolidated Balance Sheets related to CIP accrued to be recovered in future periods from customers.

Customer growth

In conducting NJNG's business, management focuses on factors it believes may have significant influence on its future financial results. NJNG's policy is to work with all stakeholders, including customers, regulators and policymakers, to achieve favorable results. These factors include the rate of NJNG's customer growth in its service territory, which can be influenced by political and regulatory policies, the delivered cost of natural gas compared with competing fuels, interest rates and general economic conditions.

During the three months ended December 31, 2012 and 2011, NJNG added 1,959 and 2,001 new customers and converted 62 and 104 existing customers to natural gas heat and other services, respectively. This customer growth represents an estimated annual increase of approximately 2.6 Bcf in sales to firm customers, which would contribute approximately \$1 million annually to utility gross margin assuming normal weather and usage. NJNG currently expects to add approximately 12,500 to 14,500 new customers during the two-year period of fiscal 2013 and 2014. We believe that this growth rate would increase utility gross margin under NJNG's base rates by approximately \$3.6 million annually, as calculated under NJNG's CIP tariff. See the *Natural Gas Distribution Results of Operations* section of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations* for a definition of utility gross margin.

Commodity prices

Our natural gas distribution segment is affected by the price of natural gas, which can have a significant impact on our cash flows, short-term financing costs, gas costs recovered from customers, NJNG's ability to collect accounts receivable, which impacts our bad debt expense, and our ability to maintain a competitive advantage over other fuel sources. Natural gas commodity prices may experience high volatility as indicated by New York Mercantile Exchange (NYMEX) settlement prices, which ranged from \$3.02 per MMBtu (Million Metric British thermal unit) to \$3.70 per MMBtu and from \$3.36 per MMBtu to \$3.76 per MMBtu during the three months ended December 31, 2012 and 2011, respectively. As of December 31, 2012, forward natural gas prices for the next twelve months on the NYMEX, which serve as a market indicator, averaged \$3.60 per MMBtu, 5.9 percent higher than the average settlement price of \$3.40 per MMBtu during the three months ended December 31, 2012.

NJNG occasionally adjusts its periodic Basic Gas Supply Service (BGSS) rates for its residential and small commercial customers to reflect changes in the cost of natural gas and can extend credits or refunds to its customers when the commodity cost is trending lower than the current BGSS rate. Accordingly, during the three months ended December 31, 2011, NJNG issued credits of \$24.3 million, to residential and small commercial customers. BGSS rates for its large commercial customers are changed monthly based on NYMEX prices. There were no bill credits issued during the three months ended December 31, 2012.

A more detailed discussion of the impacts of the price of natural gas to operating revenues, gas purchases and cash flows can be found in the *Results of Operations* and *Cash Flow* sections of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

BGSS incentive programs

NJNG is eligible to receive financial incentives for reducing BGSS costs through a series of utility gross margin-sharing programs that include Off-System Sales, Capacity Release, Storage Incentive and Financial Risk Management (FRM) programs. Effective August 18, 2011, the BPU approved an extension of NJNG's BGSS incentive programs for four years through October 31, 2015, maintaining the existing margin-sharing percentages. This agreement also permits the Company to annually propose a process to evaluate and discuss alternative incentive programs, should performance of the existing incentives or market conditions warrant re-evaluation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Utility gross margin from incentive programs was \$2.1 million and \$2.8 million during the three months ended December 31, 2012 and 2011, respectively. A more detailed discussion of the impacts to margin can be found in the *Results of Operations* section of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Environmental remediation

NJNG reviews the costs associated with its MGP annually, at the end of each fiscal year, and adjusts its liability and corresponding regulatory asset as necessary to reflect its expected obligation. As of December 31, 2012, NJNG has recognized a regulatory asset and an obligation of \$182 million, a decrease of \$900,000, or .5 percent, compared with the prior year.

NJNG is currently authorized to recover remediation costs of approximately \$20 million annually. If there are changes in the regulatory position on the recovery of these costs as determined by the BPU, such costs would be charged to income in the period of such determination.

Infrastructure projects

NJNG has significant annual capital expenditures associated with the management of its natural gas distribution and transmission system and its associated pipeline integrity.

NJNG implemented its Accelerated Infrastructure Program (AIP), as approved by the BPU, to enhance the reliability of NJNG's gas distribution system and to support economic development and job growth in New Jersey. Since inception of the program, the BPU has approved total infrastructure investments of \$131 million, including \$70.8 million related to the initial phase of construction projects (AIP I) and \$60.2 million related to the second phase of construction projects (AIP II). NJNG defers the costs associated with the AIP projects, including its weighted cost of capital, and upon regulatory approval recovers these investments through its base rates. The weighted average cost of capital for AIP I and AIP II projects is 7.76 percent and 7.12 percent, respectively, each including a cost of equity of 10.3 percent. On November 20, 2012, NJNG filed for AIP base rate cost recovery, which represented an increase of \$6.9 million to \$15.8 million annually, related to AIP I and AIP II infrastructure investments installed in NJNG's distribution and transmission systems through October 31, 2012. The base rate change is requested to be approved effective March 1, 2013.

On October 23, 2012, NJNG received BPU approval to implement a Safety Acceleration and Facility Enhancement (SAFE) program, whereby NJNG would invest up to \$130 million over a four-year period to replace portions of NJNG's gas distribution bare steel and cast iron infrastructure, exclusive of allowance for funds used during construction (AFUDC) accruals.

Other initiatives

NJNG administers The SAVEGREEN Project® (SAVEGREEN), a BPU approved program, which facilitates home energy audits and provides financing alternatives including rebates and other incentives designed to encourage the installation of high efficiency heating and cooling equipment. Depending on the specific initiative, NJNG recovers costs associated with the programs over a four to ten-year period. On January 18, 2012, the BPU approved the extension of the program through January 18, 2013, with an additional \$10.4 million of investments in customer incentives and rebates, earning a weighted average return of 7.1 percent, including a cost of equity of 10.3 percent. On July 9, 2012, NJNG filed two petitions with the BPU that include the 2012 rate filing to reconcile BPU approved actual costs for programs and an extension of the programs over a four-year period, with modifications to include certain new programs. This petition remains open and we expect to have a BPU decision on the four-year extension by June 30, 2013. As of December 31, 2012, the BPU approved total EE expenditures of \$35.3 million, of which NJNG has spent \$31.2 million. On January 23, 2013, the BPU approved a stipulation to extend NJNG's current SAVEGREEN programs through June 30, 2013. The extension will allow the previously approved SAVEGREEN programs to continue with additional grants, incentives and financing to eligible customers.

On June 18, 2012, the BPU approved a pilot program for NJNG to invest up to \$10 million to build compressed natural gas (CNG) vehicle refueling stations in Monmouth, Ocean and Morris counties. NJNG intends to begin construction of the stations within one year and submit a cost recovery filing to the BPU in the spring of 2013, requesting a base rate change to be effective in the summer of 2013, earning an overall weighted average cost of capital of 7.1 percent, including a cost of equity of 10.3 percent. A portion of the proceeds from the utilization of the CNG equipment, along with any available federal and state incentives, will be credited back to ratepayers to help offset the cost of this investment.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Interest Rate Risk

Due to the capital-intensive nature of NJNG's operations and the seasonal nature of its working capital requirements, significant changes in interest rates can also impact NJNG's results. A more detailed discussion can be found in the *Liquidity and Capital Resources* and *Cash Flow* sections of *Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Clean Energy Ventures Segment

NJRCEV actively pursues opportunities in the solar renewable energy markets and has entered into various agreements to install solar equipment involving both residential and commercial projects. Projects that are placed in service qualify for a 30 percent federal investment tax credit (ITC) and once the projects commence operations, for each Megawatt hour (MWh) of electricity produced, a Solar Renewable Energy Certificate (SREC) is created.

In October 2012, a 1.5 MW rooftop commercial solar array sustained damage as a result of Superstorm Sandy. The Company determined that a minor portion of the damaged equipment was irreparable and, therefore, disposed of the affected portion. As a result, NJRCEV recognized a pre-tax loss of \$758,000 during the three months ended December 31, 2012, which is expected to be recovered through insurance.

NJRCEV's investments are subject to a variety of factors, including logistics associated with the start-up of residential and commercial solar projects, such as timing of construction schedules, the permitting and regulatory process, any delays related to electric grid interconnection, which may affect our ability to commence operations at these projects on a timely basis or, at all, economic trends, unforeseen events and the ability to access capital or allocation of capital to other investments or business opportunities. Projects not placed in service prior to a period end, would result in a failure to qualify for ITCs and SRECs and could have a significant adverse impact on earnings. In addition, since the primary contributors toward the value of qualifying renewable energy projects are the ITC and SRECs, changes in the federal statutes related to the ITC or in the markets surrounding SRECs, which can be traded or sold to load serving entities that need to comply with state renewable energy standards, could also significantly affect earnings.

Energy Services Segment

NJRES provides unregulated wholesale energy services and engages in the business of optimizing natural gas storage and transportation assets. The rights to these assets are contractually acquired in anticipation of delivering natural gas or performing asset management activities for customers or in conjunction with identifying arbitrage opportunities that exist in the marketplace. These arbitrage opportunities occur as a result of price differences between market locations and/or time horizons. These activities are conducted in the areas in which we have expertise and include states from the Gulf Coast and Mid-Continent regions to the Appalachian and Northeast regions, the West Coast and Canada. NJRES' optimization activities are impacted by changes in pricing between geographic locations and/or time periods. Margins are affected by volatility in natural gas markets and as a result NJRES' financial performance can significantly differ during periods of low or high volatility.

More specifically, NJRES activities consist of the following elements, which provide for growth, while focusing on maintaining a low-risk operating and counterparty credit profile:

- Identifying and benefiting from variations in pricing of natural gas transportation and storage assets due to location or timing differences of natural gas prices to generate gross margin;
- Providing natural gas portfolio management services to nonaffiliated utilities, natural gas producers and electric generation facilities;
- Leveraging transactions for the delivery of natural gas to customers by aggregating the natural gas commodity costs and transportation costs in order to minimize the total cost required to provide and deliver natural gas to NJRES' customers by identifying the lowest cost alternative with the natural gas supply, transportation availability and markets to which NJRES is able to access through its business footprint and contractual asset portfolio; and
- Managing economic hedging programs that are designed to mitigate adverse market price fluctuations in natural gas transportation and storage commitments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

NJRES focuses on creating value from natural gas assets, which are typically amassed through contractual rights to natural gas transportation and storage capacity. NJRES has developed a portfolio of natural gas storage and transportation capacity in states in the Northeast, Gulf Coast, Mid-Continent, Appalachian, and West Coast regions of the United States and Canada. These assets become more valuable when prices change between these areas and across time periods. On a forward basis, NJRES may lock in these price differentials through the use of financial instruments. In addition, NJRES seeks to optimize these assets on a daily basis as market conditions change by evaluating all the natural gas supplies and transportation to which it has access. When market conditions allow, NJRES is able to capture geographic pricing differences across these various regions as delivered natural gas prices change. NJRES focuses on earning a margin on a single original transaction and then utilizing that transaction, and the changes in prices across the regions or across time periods, as the basis to further improve the initial result. This strategy is in large part dependent on volatility in natural gas markets, and is more challenging to execute in a period of economic downturn and resulting lower industrial gas consumption.

NJRES transacts with a variety of counterparties including local distribution companies, industrial companies, electric generators, retail aggregators, natural gas producers and other wholesale marketing companies. The physical sales commitments to these counterparties allows NJRES to leverage its transportation and storage capacity. These physical sale commitments are managed in an aggregate fashion, and allows NJRES the ability to extract more value from its portfolio of natural gas storage and pipeline transportation capacity. NJRES' portfolio management customers include nonaffiliated utilities and electric generation plants. Services provided by NJRES include optimization of underutilized natural gas assets and basic gas supply functions.

Beginning in fiscal 2010, there has been a significant expansion of natural gas resources in the Northeast region as a result of drilling in the Marcellus Shale, which caused a general decrease in volatility in natural gas pricing in the Northeast. This has generally reduced the value of transportation and storage capacity in the northeast, a core market for NJRES. This downturn in volatility and capacity values could have a lasting effect on the earnings of NJRES. NJRES has since looked into opportunities to provide asset management services to exploration and production companies working on the development of these natural gas resources.

In conducting its business, NJRES mitigates risk by following formal risk management guidelines, including transaction limits, approval processes, segregation of duties, and formal contract and credit review and approval procedures. NJRES continuously monitors and seeks to reduce the risk associated with its credit exposures with its various counterparties. The Risk Management Committee (RMC) of NJR oversees compliance with these established guidelines.

Energy Holdings Segment

NJR's subsidiary, NJR Energy Holdings Corporation, invests in natural gas assets, such as natural gas transportation and storage facilities. NJR believes that acquiring, owning and developing these midstream assets, which operate under a tariff structure that has either regulated or market-based rates, can provide a growth opportunity for the Company. To that end, NJR has ownership interests in Iroquois, a natural gas pipeline operating with regulated rates, and Steckman Ridge, a storage facility that operates under market-based rates, and is pursuing other potential opportunities that meet its investment and development criteria.

As of December 31, 2012, NJR's investments in Steckman Ridge and Iroquois, including capitalized costs and equity in earnings, net of cash distributions received, were \$132.7 million and \$21.8 million, respectively.

Retail and Other Operations

The financial results of Retail and Other have consisted primarily of the operating results of NJRHS, CR&R, and NJR Energy. NJRHS provides service, sales and installation of appliances to approximately 127,700 customers and has been focused on growing its installation business and expanding its service contract customer base. CR&R seeks additional opportunities to enhance the value of its undeveloped land and building. NJR Energy invests in other energy-related ventures through its operating subsidiaries. Retail and Other operations also include organizational expenses incurred at NJR.

Critical Accounting Policies

A summary of NJR's critical accounting policies is included in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* of its Annual Report on Form 10-K for the period ended September 30, 2012. NJR's critical accounting policies have not changed from those reported in the 2012 Annual Report on Form 10-K.

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Recently Issued Accounting Standards

Refer to *Note 2. Summary of Significant Accounting Policies* for discussion of recently issued accounting standards.

Results of Operations

Consolidated

A summary of the company's consolidated results is as follows:

(Thousands)	Three Months Ended		
	December 31,		
	2012	2011	% change
Operating revenues	\$ 736,019	\$ 642,411	14.6%
Gas purchases	\$ 566,748	\$ 492,047	15.2%
Net income	\$ 60,206	\$ 57,357	5.0%

The primary drivers of the changes noted above, which are described in more detail in the individual segment discussions, are as follows:

Operating revenues and gas purchases increased during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to:

- increased volumes at NJRES, slightly offset by lower average commodity prices, which correlate to the lower average price levels on the NYMEX; and
- bill credits issued to NJNG customers during the three months ended December 31, 2011, that did not recur during the current fiscal period, partially offset by decreases in firm sales to customers impacted by Superstorm Sandy and lower CIP accruals as a result of colder weather during the current three-month period.

Earnings for the three months ended December 31, 2012, were \$1.44 per basic share and \$1.44 per diluted share, compared with \$1.38 per basic share and \$1.38 per diluted share for the three months ended December 31, 2011. Changes in net income were primarily driven by:

- an increase at NJRES due primarily to changes in realized and unrealized derivative gains; partially offset by
- a decrease in investment tax credits associated with solar projects that were completed and placed into service at Clean Energy Ventures; and
- a slight decrease in earnings at NJNG during the current fiscal period due primarily to lower margins from customers whose service was temporarily suspended as a result of Superstorm Sandy.

Natural Gas Distribution Segment

NJNG's business is seasonal by nature, as weather conditions directly influence the volume of natural gas delivered. Specifically, customer demand substantially increases during the winter months when natural gas is used for heating purposes. As a result, NJNG receives most of its gas distribution revenues during the first and second fiscal quarters and is subject to variations in earnings and working capital during the year.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operating Results

NJNG's financial results are as follows:

(Thousands)	Three Months Ended	
	December 31,	
	2012	2011
Utility gross margin		
Operating revenues	\$ 218,849	\$ 191,374
Less:		
Gas purchases	112,161	86,487
Energy and other taxes	14,252	11,883
Regulatory rider expense	13,982	12,543
Total utility gross margin	78,454	80,461
Operation and maintenance expense	25,191	25,940
Depreciation and amortization	9,277	8,632
Other taxes not reflected in utility gross margin	1,242	906
Operating income	42,744	44,983
Other income	839	324
Interest expense, net of capitalized interest	3,584	3,737
Income tax provision	14,507	15,596
Net income	\$ 25,492	\$ 25,974

Utility Gross Margin

NJNG's utility gross margin is a non-GAAP financial measure defined as natural gas revenues less natural gas purchases, sales tax, a Transitional Energy Facilities Assessment (TEFA) and regulatory rider expenses, and may not be comparable to the definition of gross margin used by others in the natural gas distribution business and other industries.

Management believes that utility gross margin provides a more meaningful basis than revenue for evaluating utility operations since natural gas costs, sales tax, TEFA and regulatory rider expenses are included in operating revenues and passed through to customers and, therefore, have no effect on utility gross margin.

Natural gas costs are charged to operating expenses on the basis of therm sales at the prices in NJNG's BGSS tariff approved by the BPU. The BGSS tariff rate includes projected natural gas costs, which include fees paid to pipelines and storage facilities, and the impact of hedging activities and BGSS incentive programs. Any underrecoveries or overrecoveries from the projected amounts are deferred and reflected in the BGSS tariff rate in subsequent years.

TEFA, which is included in energy and other taxes on the Unaudited Condensed Consolidated Statements of Operations, is calculated on a per-therm basis and excludes sales to cogeneration facilities, other utilities and off-system sales. TEFA represents a regulatory allowed assessment imposed on all energy providers in the State of New Jersey. TEFA replaced the previously used utility gross receipts and franchise tax formula. As of January 1, 2012, TEFA is being phased out over a three-year period.

Regulatory rider expenses consist of recovery of state-mandated programs, the Remediation Adjustment (RA) and energy efficiency costs. These expenses are offset by corresponding revenues and are calculated on a per-therm basis.

NJNG's operating revenues and gas purchases increased by \$27.5 million, or 14.4 percent, and by \$25.7 million, or 29.7 percent, respectively, during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, as a result of:

- an increase in operating revenues and gas purchases in the amount of \$24.3 million and \$22.7 million, respectively, due to bill credits, inclusive of sales tax refunds of \$1.6 million, during the three months ended December 31, 2011, that did not occur during the three months ended December 31, 2012; partially offset by

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

- an increase in operating revenues and gas purchases related to firm sales in the amount of \$21.7 million and \$10.1 million, respectively, as a result of higher therm usage due primarily to weather being 18.2 percent colder than the prior year, partially offset by a decrease in operating revenues of \$6.7 million, as a result of lower CIP accruals, along with a decrease of \$4.7 million resulting from lower usage by customers that were impacted by Superstorm Sandy;
- a decrease in operating revenues and gas purchases related to firm sales in the amount of \$4.6 million and \$4.3 million, respectively, as a result of a decrease in the average BGSS rate per therm; and
- a decrease in operating revenues and gas purchases related to off-system sales in the amount of \$2.7 million and \$2.1 million, respectively, due primarily to a 14.3 percent reduction in volumes of natural gas sold as a result of an increase in the utilization of NJNG's transport capacity for capacity release activity, coupled with a 1.8 percent decrease in average cost of natural gas sold.

Sales tax and TEFA, which are presented as both components of operating revenues and energy and other taxes on the Unaudited Condensed Consolidated Statements of Operations, totaled \$14.3 million and \$11.9 million during the three months ended December 31, 2012 and 2011, respectively. The increase in sales tax of \$2.7 million during the three months ended December 31, 2012, correlates directly to the changes in operating revenues from firm sales. TEFA, which is calculated on a per-therm basis, decreased \$328,000 during three months ended December 31, 2012, primarily due to the first of three TEFA tax reductions.

Regulatory rider expenses increased during the three months ended December 31, 2012, which is offset by a corresponding increase in operating revenues, which was due primarily to a 13.1 percent increase in usage, partially offset by 1.4 percent decrease in rates, compared with the three months ended December 31, 2011.

NJNG's utility gross margin is comprised of the following components:

- Utility firm gross margin, which is derived from residential and commercial customers who receive natural gas service from NJNG through either sales or transportation tariffs; Utility firm gross margin is earned from residential and commercial customers who receive natural gas service from NJNG through either sales tariffs, which include a commodity and delivery component, or transportation tariffs, which include a delivery component only.
- BGSS incentive programs, where gross margins generated or savings achieved from BPU-approved off-system sales, capacity release, financial risk management or storage incentive programs are shared between customers and NJNG; and
- Utility gross margin from interruptible customers who have the ability to switch to alternative fuels.

The following table summarizes Utility Gross Margin and Throughput in billion cubic feet (Bcf) of natural gas by type:

	Three Months Ended			
	December 31,			
	2012		2011	
(\$ in thousands)	Margin	Bcf	Margin	Bcf
Utility gross margin/throughput				
Residential	\$ 48,335	11.2	\$ 51,230	10.2
Commercial, industrial and other	12,720	2.2	13,110	2.0
Firm transportation	15,174	4.3	13,180	3.4
Total utility firm gross margin/throughput	76,229	17.7	77,520	15.6
BGSS incentive programs	2,114	32.3	2,839	25.6
Interruptible	111	2.9	102	2.1
Total utility gross margin/throughput	\$ 78,454	52.9	\$ 80,461	43.3

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Utility Firm Gross Margin

Utility firm gross margin is earned from residential and commercial customers who receive natural gas service from NJNG through either sales tariffs, which include a commodity and delivery component, or transportation tariffs, which include a delivery component only. Total utility firm gross margin decreased \$1.3 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, which includes a decrease of approximately \$1.9 million related to the temporary suspension of service to the areas within NJNG's distribution territory that were affected by Superstorm Sandy, partially offset by an improvement in margin of approximately \$600,000 due primarily to customer additions.

Utility firm gross margin from residential sales decreased \$2.9 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011. The decline was primarily due the impacts from Superstorm Sandy, which contributed \$1.6 million to the decrease in residential firm margin. In addition, transfers of residential sales customers into the transportation service contributed to the decrease in utility firm gross margin from residential sales during the three months ended December 31, 2012, compared with the three months ended December 31, 2011.

Utility firm gross margin from transportation service increased \$2 million to \$15.2 million during the three months ended December 31, 2012, from \$13.2 million during the three months ended December 31, 2011. The improvement was due primarily to an increase in customers that transferred to transportation from residential sales, as discussed above, along with customers that transferred from commercial sales, due to marketing activity by third party natural gas providers in NJNG's distribution territory. NJNG had 47,635 and 33,654 residential customers and 9,907 and 8,926 commercial customers using its transportation service at December 31, 2012 and 2011, respectively.

NJNG's total utility firm gross margin includes the following adjustments related to the CIP mechanism:

(Thousands)	Three Months Ended	
	December 31,	
	2012	2011
Weather ⁽¹⁾	\$ 3,232	\$ 8,960
Usage	3,861	4,866
Total	\$ 7,093	\$ 13,826

(1) Compared with the twenty-year average, weather was 4.1 percent warmer-than-normal during the three months ended December 31, 2012, respectively and 19.7 percent warmer-than-normal during the three months ended December 31, 2011, respectively.

BGSS Incentive Programs

Utility gross margin generated by NJNG's BGSS incentive programs decreased \$724,000 during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to a decrease in off-system sales and FRM.

Operating Expenses

Operations and maintenance expense decreased \$749,000 during the three months ended December 31, 2012, due primarily to the deferral of costs, including overtime, associated with the restoration of the portions of NJNG's infrastructure that were damaged by Superstorm Sandy and lower bad debt expense, offset slightly by increased pipeline integrity costs. Depreciation expense during the three months ended December 31, 2012, increased \$645,000 compared with the three months ended December 31, 2011, as a result of additional utility plant being placed into service.

Operating Income

Operating income decreased \$2.2 million, or 5 percent, during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to the decrease in total utility gross margin of \$2 million and an increase in depreciation expense, partially offset by a decrease in operations and maintenance, as previously discussed.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Net Income

Net income decreased \$482,000, or 1.9 percent, to \$25.5 million during the three months ended December 31, 2012 compared with the three months ended December 31, 2011, due primarily to the decrease in operating income as previously discussed, partially offset by a decrease in the income tax provision corresponding to the lower operating income. In addition, the decrease in the income tax provision is partially due to an adjustment to the forecasted effective tax rate resulting from an increase in NJNG's forecasted cost of removal.

Clean Energy Ventures Segment

Operating Results

The financial results of NJRCEV are summarized as follows:

(Thousands)	Three Months Ended December 31,	
	2012	2011
Operating revenues	\$ 3,179	\$ 380
Operation and maintenance expense	\$ 2,269	\$ 1,451
Depreciation and amortization	\$ 1,831	\$ 810
Income tax (benefit)	\$ (7,769)	\$ (12,171)
Net income	\$ 5,305	\$ 10,097

NJRCEV enters into agreements to invest, own and operate commercial solar installations in the State of New Jersey. During the three months ended December 31, 2012, NJRCEV placed into service two commercial projects totaling approximately 9.1 MW of solar capacity. There were four commercial projects totaling 20.2 MW placed into service during the three months ended December 31, 2011.

In addition, during the three months ended December 31, 2012, NJRCEV's residential solar leasing program installed approximately .8 MW of capacity on 103 homes. This compares with installations of approximately 1 MW of capacity on 140 homes during the three months ended December 31, 2011.

Operating revenues generated during the three months ended December 31, 2012, consisted primarily of the sale of SRECs. As of December 31, 2012, NJRCEV has 13,019 SRECs available for sale. In addition, during fiscal 2012, NJRCEV began hedging a portion of its expected SREC production through forward sale contracts. As of December 31, 2012, NJRCEV has hedged the expected output of approximately 40 percent of its existing commercial assets for energy years 2013 through 2015.

Operating revenues consist of the following:

(Thousands)	Three Months Ended December 31,	
	2012	2011
SREC sales	\$ 2,912	\$ 309
Energy sales and other	267	71
Total operating revenues	\$ 3,179	\$ 380

Operation and maintenance expense increased by \$818,000 during the three months ended December 31, 2012, as compared with the three months ended December 31, 2011, due primarily to increases in compensation, shared corporate services costs, and a rooftop repair resulting from Superstorm Sandy.

Depreciation expense increased \$1 million during the three months ended December 31, 2012, as compared with the three months ended December 31, 2011, as a result of additional solar projects being placed into service.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The net income tax benefit during the three months ended December 31, 2012 and 2011, includes \$6.8 million and \$11.3 million, respectively, related to ITCs. During the three months ended December 31, 2012, \$28.8 million associated with solar projects was placed into service compared with \$94 million placed into service during the three months ended December 31, 2011.

Net income decreased \$4.8 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to decreased ITCs, increased operation and maintenance and depreciation expenses, and a \$758,000 pre-tax loss associated with the disposal and write-off of a portion of a solar asset that was damaged by Superstorm Sandy, which is expected to be recovered through insurance.

Energy Services Segment

Operating Results

NJRES' financial results are summarized as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Operating revenues	\$ 503,742	\$ 442,000
Gas purchases (including demand charges) ⁽¹⁾	455,754	406,763
Gross margin	47,988	35,237
Operation and maintenance expense	3,215	3,341
Depreciation and amortization	11	16
Other taxes	236	350
Operating income	44,526	31,530
Other income	—	31
Interest expense, net	568	270
Income tax provision	16,164	11,508
Net income	\$ 27,794	\$ 19,783

(1) NJRES recognizes its demand charges, which represent the right to use natural gas pipeline and storage capacity assets of a third-party, over the term of the related natural gas pipeline or storage contract. The term of these contracts vary from less than one year to ten years.

As of December 31, 2012, NJRES' portfolio of financial derivative instruments was comprised of:

- 27.1 Bcf of net short futures contracts and fixed swap positions; and
- 0.7 Bcf of net short basis swap positions.

As of December 31, 2011, NJRES' portfolio of financial derivative instruments was comprised of:

- 39.1 Bcf of net short futures contracts and fixed swap positions; and
- 5.6 Bcf of net long basis swap positions.

Operating revenues and gas purchases

Natural gas commodity prices are the primary factor for changes in operating revenues and gas purchases at NJRES. During the three months ended December 31, 2012, operating revenues increased \$61.7 million and gas purchases increased \$49 million, due primarily to increases in volume, slightly offset by lower average prices, which correlate to the lower price levels on the NYMEX. NYMEX prices averaged \$3.40 per MMBtu during the three months ended December 31, 2012 compared with \$3.55 per MMBtu during the three months ended December 31, 2011.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Gross margin

Gross margin during the three months ended December 31, 2012, was higher by approximately \$12.8 million compared with the three months ended December 31, 2011, due primarily to an increase of \$29.2 million in realized gains as a result of timing differences in the settlement of certain economic hedges, which are described further below, partially offset by a decrease of \$9.2 million in unrealized gains.

NJRES recognizes unrealized gains (losses) associated with its physical commodity and financial derivative contracts that have not yet settled. These unrealized amounts represent the change in price of natural gas from the original hedge price compared with the market price of natural gas at each reporting date. When transactions are settled any previously recognized unrealized amounts related to these transactions are realized.

NJRES also incurs realized gains (losses) relating to the effects of economic hedging related to natural gas inventory. These realized amounts pertain to the settlement of certain purchased futures and fixed swap contracts, which economically hedge planned natural gas purchases. The changes resulted from less favorable settlement prices compared with the prior year.

As these financial contracts settle, the physical gas is purchased and injected into storage. These physical gas injections and the associated financial hedges are part of the NJRES business strategy to subsequently sell the natural gas from storage in the future. The realized amounts are a component of the anticipated financial margin associated with the overall strategy, and as a result of certain accounting requirements, are recognized in current earnings and result in a timing difference until the related gas is sold at which time, NJRES will realize the entire margin on the transaction.

Non-GAAP measures

Management of the Company uses non-GAAP measures, noted as "financial margin" and "net financial earnings," when evaluating the operating results of NJRES. Since NJRES economically hedges its natural gas purchases and sales with derivative instruments, management uses these measures to compare NJRES' results against established benchmarks and earnings targets as it eliminates the impact of volatility to GAAP earnings associated with the derivative instruments. Volatility can occur as a result of timing differences surrounding the recognition of certain gains and losses. These timing differences can impact GAAP earnings in two ways:

- Unrealized gains and losses on derivatives are recognized in reported earnings in periods prior to sales of physical gas inventory flows; and
- Settlement of economic hedges that result in realized gains and losses prior to when the related physical gas inventory movements occur.

Net financial earnings and financial margin are measures of the earnings and margin based on eliminating these timing differences to effectively match the earnings effects of the economic hedges with the physical sale of gas. Consequently, to reconcile from GAAP to both financial margin and net financial earnings, current period unrealized gains and losses on the derivatives are excluded as a reconciling item. Additionally, the effects of economic hedging on the value of our natural gas in storage is also included in current period net loss. However, financial margin and net financial earnings include only realized gains and losses related to natural gas sold out of inventory, effectively matching the full earnings effects of the derivatives with realized margins on physical gas flows.

Management views financial margin and net financial earnings as more representative of the overall expected economic result. To the extent that there are unanticipated changes in the markets or to the effectiveness of the economic hedges, NJRES' non-GAAP results can differ from what was originally planned at the beginning of the transaction.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

The following table is a computation of NJRES' financial margin:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Operating revenues	\$ 503,742	\$ 442,000
Less: Gas purchases	455,754	406,763
Add:		
Unrealized (gain) on derivative instruments and related transactions	(18,441)	(27,661)
Effects of economic hedging related to natural gas inventory	(20,748)	8,418
Financial margin	\$ 8,799	\$ 15,994

A reconciliation of operating income, the closest GAAP financial measurement, to NJRES' financial margin is as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Operating income	\$ 44,526	\$ 31,530
Add:		
Operation and maintenance expense	3,215	3,341
Depreciation and amortization	11	16
Other taxes	236	350
Subtotal - Gross margin	47,988	35,237
Add:		
Unrealized (gain) on derivative instruments and related transactions	(18,441)	(27,661)
Effects of economic hedging related to natural gas inventory	(20,748)	8,418
Financial margin	\$ 8,799	\$ 15,994

A reconciliation of NJRES' net income to net financial earnings is as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Net income	\$ 27,794	\$ 19,783
Add:		
Unrealized (gain) on derivative instruments and related transactions, net of taxes	(11,661)	(17,491)
Effects of economic hedging related to natural gas inventory, net of taxes	(13,119)	5,323
Net financial earnings	\$ 3,014	\$ 7,615

Financial margin decreased \$7.2 million to \$8.8 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011 due primarily to the timing of certain transactions related to storage and narrower price spreads resulting in lower financial margin from transportation assets. A general decrease in opportunities to generate financial margin from the optimization of transportation and storage assets in NJRES' market area remains in the current market climate. The fundamental change in the supply of shale gas and related market volatility is expected to continue to challenge NJRES' financial margin and net financial earnings.

Operating Expenses

Operation and maintenance expense remained relatively flat during the three months ended December 31, 2012, compared with the three months ended December 31, 2011.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Net Financial Earnings

Net financial earnings decreased \$4.6 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to lower financial margin from transportation assets in the current year, compared with the same period last year, partially offset by higher financial margin from storage assets.

Future results are subject to NJRES' ability to maintain and expand its wholesale marketing activities and are contingent upon many other factors, including an adequate number of appropriate counterparties, volatility in the natural gas market, availability of storage arbitrage opportunities, sufficient liquidity in the energy trading market, supply and demand for natural gas and continued access to the capital markets.

Energy Holdings Segment

Operating Results

The financial results of Energy Holdings are summarized as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Equity in earnings of affiliates	\$ 3,491	\$ 3,615
Operation and maintenance expense	\$ 140	\$ 118
Interest expense, net	\$ 320	\$ 466
Net income	\$ 1,785	\$ 1,783

Equity in earnings, which is driven primarily by transportation revenues generated by Iroquois and storage revenues generated by Steckman Ridge is as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Iroquois	\$ 1,176	\$ 1,245
Steckman Ridge	2,315	2,370
Total equity in earnings	\$ 3,491	\$ 3,615

Retail and Other Operations

Operating Results

The consolidated financial results of Retail and Other are summarized as follows:

<i>(Thousands)</i>	Three Months Ended	
	December 31,	
	2012	2011
Operating revenues	\$ 10,618	\$ 9,031
Operation and maintenance expense	\$ 9,497	\$ 8,259
Net (loss)	\$ (94)	\$ (146)

Operating revenues increased \$1.6 million, or 17.6 percent, during the three months ended December 31, 2012, to \$10.6 million compared with \$9 million during the three months ended December 31, 2011. The improvement was due primarily to an increase in NJRHS' installations as well as an expansion of its service territory.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Operation and maintenance expense increased \$1.2 million during the three months ended December 31, 2012, compared with the three months ended December 31, 2011, due primarily to higher labor and equipment costs related to increased installations at NJRHS.

Net loss during the three months ended December 31, 2012, remained relatively flat compared with the three months ended December 31, 2011, due primarily to increased revenues, partially offset by higher operation and maintenance expense, as previously discussed.

Liquidity and Capital Resources

NJR's objective is to maintain an efficient consolidated capital structure that accommodates the different characteristics of each business segment and business operations and provides adequate financial flexibility for accessing capital markets as required.

NJR's consolidated capital structure was as follows:

	December 31, 2012	September 30, 2012
Common stock equity	48%	50%
Long-term debt	30	32
Short-term debt	22	18
Total	100%	100%

Common stock equity

NJR satisfies its external common equity requirements, if any, through issuances of its common stock, including the proceeds from stock issuances under its Direct Stock Purchase and Dividend Reinvestment Plan (DRP), which was amended and restated on January 25, 2013, and proceeds from the exercise of options issued under the Company's long-term incentive program. The DRP allows NJR, at its option, to use shares purchased on the open market, treasury shares or newly issued shares. On January 25, 2013, NJR registered 2 million shares of NJR common stock for issuance under the DRP.

In 1996, the NJR Board of Directors (Board) authorized the Company to implement a share repurchase program, which has been expanded several times since the inception of the program. In January 2010, the Board of Directors authorized an increase in the number of shares of NJR common stock authorized for repurchase under NJR's Share Repurchase Plan by 2 million shares to a total of 8.75 million shares. As of December 31, 2012, the Company repurchased a total of approximately 7.5 million of those shares and may repurchase an additional 1.2 million shares under the approved program.

Debt

NJR and its unregulated subsidiaries generally rely on cash flows generated from operating activities and utilization of committed credit facilities to provide liquidity to meet working capital and external debt-financing requirements. NJR may from time to time look to access the capital markets to fund long-life assets.

NJR believes that its existing borrowing availability and cash flow from operations will be sufficient to satisfy its and its subsidiaries' working capital, capital expenditures and dividend requirements for the foreseeable future. NJR, NJNG, NJRCEV and NJRES currently anticipate that its financing requirements for the next twelve months will be met primarily through the issuance of short-term debt, meter sale-leasebacks, proceeds from the Company's DRP and the issuance of long-term debt from its shelf facilities.

NJR believes that as of December 31, 2012, NJR and NJNG were, and currently are, in compliance with all debt covenants.

Long-Term Debt

NJR has a \$50 million, 6.05 percent senior unsecured note, issued through the private placement market, maturing in September 2017.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

On May 12, 2011, NJR entered into an unsecured, uncommitted \$100 million private placement shelf note agreement (the MetLife Facility) with Metropolitan Life Insurance Company (MetLife). The MetLife Facility, subject to the terms and conditions set forth therein, allows NJR to issue senior notes to MetLife or certain of MetLife's affiliates from time to time during a two-year issuance period ending May 10, 2013, on terms and conditions, including interest rates and maturity dates, to be agreed upon in connection with each note issuance. NJR has issued \$25 million of 1.94 percent senior notes due September 15, 2015, and \$25 million of 2.51 percent senior notes due September 15, 2018 under the MetLife Facility. As of December 31, 2012, \$50 million remains available for borrowing under the MetLife Facility.

On June 30, 2011, NJR entered into an unsecured, uncommitted \$75 million private placement shelf note agreement (the Prudential Facility) with Prudential Investment Management, Inc. (Prudential). The Prudential Facility, subject to the terms and conditions set forth therein, allows NJR to issue senior notes to Prudential or certain of Prudential's affiliates from time to time during a three-year issuance period ending June 30, 2014, on terms and conditions, including interest rates and maturity dates, to be agreed upon in connection with each note issuance. NJR has issued \$50 million of 3.25 percent senior notes due September 17, 2022 under the Prudential Facility. As of December 31, 2012, \$25 million remains available for borrowing under the Prudential Facility.

As of December 31, 2012, NJNG's long-term debt consisted of a \$60 million, 4.77 percent unsecured senior note maturing in March 2014, \$172.8 million in secured fixed rate debt with maturities ranging from 2018 to 2040 and \$97 million in secured variable rate debt with maturities ranging from 2027 to 2041 and \$50.2 million in capital leases with various maturities ranging from 2013 to 2021.

Additionally, NJNG is finalizing documentation with various institutional investors in the private placement market to issue \$50 million in senior secured notes due 2028. We anticipate the notes will be issued during the third fiscal quarter of 2013, subject to the satisfaction of customary closing conditions.

Credit Facilities

NJR uses its short-term borrowings primarily to finance its share repurchases, to satisfy NJRES' short-term liquidity needs and to finance, on an initial basis, unregulated investments. NJRES' use of high-injection, high-withdrawal storage facilities and anticipated pipeline park-and-lease arrangements, combined with related economic hedging activities in the volatile wholesale natural gas market, create significant short-term cash requirements. NJR's short-term debt consists of borrowings under an unsecured \$325 million committed credit facility, which expires on August 22, 2017 (NJR Credit Facility). The NJR Credit Facility also permits an increase to the facility, from time to time, with the existing or new lenders, in a minimum of \$5 million increments up to a maximum \$100 million at the lending banks' discretion. Borrowings under the facility are conditional upon compliance with a maximum leverage ratio, as defined in the NJR Credit Facility, of not more than 0.65 to 1.00 at any time. Depending on borrowing levels and credit ratings, NJR's interest rate can either be, at its discretion, PNC Bank, N.A.'s Prime Rate, the LIBOR or the Federal Funds Open Rate plus an applicable spread and facility fee.

NJNG satisfies its debt needs by issuing short- and long-term debt based upon its own financial profile. The seasonal nature of NJNG's operations creates large short-term cash requirements, primarily to finance natural gas purchases and customer accounts receivable. NJNG obtains working capital for these requirements, and for the temporary financing of construction and MGP remediation expenditures and energy tax payments, through an unsecured \$200 million credit facility that allows for the issuance of commercial paper and short-term bank loans, which expires in August 2014 (NJNG Credit Facility). Depending on borrowing levels and credit ratings, NJNG's interest rate can either be, at its discretion, based upon Prime Rate, the Federal Funds Open Rate or the Daily LIBOR Rate, in each case, plus an applicable spread and facility fee. In addition, borrowings under the NJNG' Credit Facility are conditioned upon compliance with a maximum leverage ratio, as defined in the credit facility, of not more than 0.65 to 1.00 at any time. On November 30, 2012, NJNG utilized the accordion option available under its committed revolving syndicated credit facility to increase the amount of credit available from \$200 million to \$250 million.

Due to the seasonal nature of natural gas prices and demand, NJR and NJNG's short-term borrowings tend to peak in the winter months.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Short-term borrowings were as follows:

<i>(Thousands)</i>	Three Months Ended December 31, 2012
<u>NJR</u>	
Notes Payable to banks:	
Balance at end of period	\$ 189,600
Weighted average interest rate at end of period	1.11%
Average balance for the period	\$ 182,432
Weighted average interest rate for average balance	1.11%
Month end maximum for the period	\$ 200,000

<u>NJNG</u>	
Commercial Paper and Notes Payable to banks:	
Balance at end of period	\$ 204,800
Weighted average interest rate at end of period	0.19%
Average balance for the period	\$ 160,365
Weighted average interest rate for average balance	0.19%
Month end maximum for the period	\$ 204,800

NJR

As noted above, based on its average borrowings during the three months ended December 31, 2012, NJR's average interest rate was 1.11 percent, resulting in interest expense of \$523,200. Based on average borrowings under the NJR Credit Facility of \$182 million during the period, a 100 basis point change in the underlying average interest rate would have caused a change in interest expense of approximately \$460,600 during the three months ended December 31, 2012.

As of December 31, 2012, NJR has four letters of credit outstanding totaling \$18.9 million, which reduces the amount available under the NJR Credit Facility by the same amount.

NJNG

During the three months ended December 31, 2012, based on its average borrowings NJNG's weighted average interest rate under the NJNG Credit Facility was 0.19 percent, resulting in interest expense of \$76,000. Based on average borrowings under the facility of \$160 million during the period, a 100 basis point change in the underlying average interest rate would have caused a change in interest expense of approximately \$410,000 during three months ended December 31, 2012.

Neither NJNG nor its assets are obligated or pledged to support the NJR Credit Facility.

On October 4, 2012, the BPU approved a petition filed by NJNG requesting authorization over a three-year period to issue debt, renew its revolving credit facility expiring August 2014, renew its credit facility supporting NJNG's obligations with respect to bonds issued by the New Jersey Economic Development Authority, enter into interest rate risk management transactions and increase the size of its meter leasing program on a permanent basis.

Sale-Leaseback

NJNG received \$7.1 million and \$6.5 million in December 2012 and 2011, respectively, in connection with the sale-leaseback of its natural gas meters. NJNG expects to continue this sale-leaseback program on an annual basis, subject to market conditions.

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Part I

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Contractual Obligations

In conjunction with NJR's goal to promote clean energy, NJR has entered into various agreements to install solar equipment involving both residential and commercial projects. The capital expenditures related to these projects are subject to a variety of factors, including logistics associated with the start-up of residential and commercial solar projects, such as timing of construction schedules, the permitting and regulatory process and any delays related to electric grid interconnection, which may affect our ability to commence operations at these projects on a timely basis or, at all. Total solar-related capital expenditures during the three months ended December 31, 2012 were \$15.3 million. The Company currently estimates solar-related capital expenditures between \$70 million and \$90 million during fiscal 2013, of which \$41.7 million has been committed or spent. Solar-related capital expenditures in fiscal 2014 are also estimated to be between \$70 million and \$90 million.

In October 2012, Superstorm Sandy caused significant damage to portions of NJNG's distribution infrastructure. As of December 31, 2012, total capital expenditures associated with the restoration of the affected portions of distribution main are estimated to be between \$30 million to \$40 million. NJNG expects to spend between \$20 million to \$27 million during fiscal 2013, with the remainder being spent over the following three fiscal years. As with normal operations, capital costs will be treated as additions to NJNG's rate base on which recovery will be sought in a future base rate case. In addition, on November 19, 2012, NJNG filed a petition with the BPU requesting deferral accounting for uninsured incremental operating and maintenance costs associated with Superstorm Sandy. NJNG also requested the review of and the appropriate amortization period for such deferred expenses be addressed in the Company's next base rate case. However, there can be no assurances that such recovery mechanisms will be available or, if available, no assurances can be given relative to the timing or amount of such recovery. As of December 31, 2012, NJNG has approximately \$14.1 million of deferred costs in regulatory assets on the Unaudited Condensed Consolidated Balance Sheets related to the restoration of its infrastructure and expects that total incremental operating and maintenance costs during fiscal 2013 will approximate between \$15 million to \$20 million.

NJNG's total capital expenditures are estimated at \$131.2 million and \$119.9 million in fiscal 2013 and 2014, respectively, and consist primarily of its construction program to support customer growth, maintenance of its distribution and transmission system and replacement needed under pipeline safety regulations. Capital expenditures in fiscal 2013 and 2014, include an estimated \$27.7 million and \$43.4 million, respectively, related to SAFE construction costs. As of December 31, 2012, NJNG's capital expenditures spent or committed were \$42.3 million, of which, \$8.6 million was related to AIP II, \$1.1 million was related to SAFE and approximately \$22.2 million was related to restoration from storm damages.

Effective October 2011, NJNG is recovering in base rates approximately \$8.9 million annually, based on AIP expenditures incurred through August 31, 2011. On November 20, 2012, NJNG filed for AIP base rate cost recovery, requesting an increase of \$6.9 million, which represents a cumulative impact of \$15.8 million annually, related to AIP I and AIP II infrastructure investments installed in NJNG's distribution and transmission systems through October 31, 2012.

In November 2012, the BPU approved new state utilities' funding obligations for New Jersey Clean Energy Program (NJCEP) for the period from January 1, 2013 to June 30, 2013. NJNG's share of the total funding requirement will be approximately \$9.8 million. Accordingly, NJNG recorded the obligation and a corresponding regulatory asset on the Unaudited Condensed Consolidated Balance Sheets.

NJNG has sufficient liquidity to meet our current obligations and to fund restoration efforts from a combination of cash on hand and available capacity under revolving credit facilities.

Off-Balance-Sheet Arrangements

The Company does not have any off-balance-sheet arrangements, with the exception of guarantees covering approximately \$325.9 million of natural gas purchases and demand fee commitments and outstanding letters of credit totaling \$18.9 million, as noted above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

*Cash Flow*Operating Activities

As presented on the Unaudited Condensed Consolidated Statements of Cash Flows, cash flow used in operating activities totaled \$45 million during the three months ended December 31, 2012, compared with \$77.5 million during the three months ended December 31, 2011. Operating cash flows are primarily affected by variations in working capital, which can be impacted by the following:

- seasonality of NJR's business;
- fluctuations in wholesale natural gas prices;
- timing of storage injections and withdrawals;
- the deferral and recovery of gas costs;
- changes in contractual assets utilized to optimize margins related to natural gas transactions;
- timing of the collections of receivables and payments of current liabilities; and
- volumes of natural gas purchased and sold.

In addition to the factors noted above, the decrease of \$32.5 million in cash used in operations during the three months ended December 31, 2012 as compared with the three months ended December 31, 2011, was impacted by:

- credits of \$24.3 million issued to NJNG's customers during fiscal 2012 for overrecovered gas costs that did not recur in fiscal 2013; and
- cash distributions totaling \$17.9 million due primarily to the sale of NJRES' MF Global bankruptcy claim; partially offset by
- additional expenditures of approximately \$14.1 million related to Superstorm Sandy restoration efforts that have been deferred as a regulatory asset.

Investing Activities

Cash flow used in investing activities totaled \$49.2 million during the three months ended December 31, 2012, compared with \$69.4 million during the three months ended December 31, 2011. The decrease was due primarily to lower capital expenditures at NJRCEV related to its solar projects, partially offset by higher capital expenditures at NJNG related to Superstorm Sandy.

Financing Activities

Financing cash flows generally are seasonal in nature and are impacted by the volatility in pricing in the natural gas markets. NJNG's inventory levels are built up during its natural gas injection season (April through October) and reduced during withdrawal season (November through March) in response to the supply requirements of its customers. Changes in financing cash flows can also be impacted by the funding needs of the gas management and marketing functions at NJRES and renewable energy investments at NJRCEV.

Cash flow generated from financing activities totaled \$92.9 million during the three months ended December 31, 2012, compared with \$147.2 million used during the three months ended December 31, 2011. The decrease is due primarily to lower short-term borrowings at NJNG and higher dividend payments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Credit Ratings

The table below summarizes NJNG's current credit ratings issued by two rating entities, Standard and Poor's (S&P) and Moody's Investors Service, Inc. (Moody's):

	Standard and Poor's	Moody's
Corporate Rating	A	N/A
Commercial Paper	A-1	P-1
Senior Secured	A+	Aa3
Ratings Outlook	Stable	Stable

NJNG is not party to any lending agreements that would accelerate the maturity date of any obligation caused by a failure to maintain any specific credit rating. If such ratings are downgraded below investment grade, borrowing costs could increase, as would the costs of maintaining certain contractual relationships and future financing. Even if ratings are downgraded without falling below investment grade, NJR and NJNG could still face increased borrowing costs under their credit facilities. A rating set forth above is not a recommendation to buy, sell or hold the Company's or NJNG's securities and may be subject to revision or withdrawal at any time. Each rating set forth above should be evaluated independently of any other rating.

The timing and mix of any external financings will target a common equity ratio that is consistent with maintaining the Company's current short-term and long-term credit ratings.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Financial Risk Management

Commodity Market Risks

Natural gas is a nationally traded commodity. Its prices are determined effectively by the NYMEX and over-the-counter markets. The prices on the NYMEX/CME, ICE and over-the-counter markets generally reflect the national balance of natural gas supply and demand, but are also significantly influenced from time to time by other events.

The regulated and unregulated natural gas businesses of NJR and its subsidiaries are subject to market risk due to fluctuations in the price of natural gas. To economically hedge against such fluctuations, NJR and its subsidiaries have entered into forwards, futures contracts, options agreements and swap agreements. To manage these derivative instruments, NJR has well-defined risk management policies and procedures that include daily monitoring of volumetric limits and monetary guidelines. NJR's natural gas businesses are conducted through three of its operating subsidiaries. NJNG is a regulated utility that uses futures, options and swaps to economically hedge against price fluctuations, and its recovery of natural gas costs is governed by the BPU. NJRES uses futures, options, swaps and physical contracts to economically hedge purchases and sales of natural gas and NJR Energy from time to time may enter into energy-related ventures. Financial derivatives have historically been transacted on an exchange and cleared through a Futures Commission Merchant (FCM), thus requiring daily cash margining for a majority of NJRES' and NJNG's positions. As a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank), certain of NJRES and NJNG other transactions that were previously executed in the over-the-counter markets are now cleared through an FCM, resulting in increased margin requirements. The related cash flow impact from the increased requirements is expected to be minimal. Non-financial (physical) derivatives utilized by the Company have received statutory exclusion from similar Dodd-Frank provisions due to the element of physical settlement.

The following table reflects the changes in the fair market value of financial derivatives related to natural gas purchases and sales from September 30, 2012 to December 31, 2012:

	Balance	Increase	Less	Balance
<i>(Thousands)</i>	September 30, 2012	(Decrease) in Fair Market Value	Amounts Settled	December 31, 2012
NJNG	\$ 2,169	\$ (6,200)	\$ (4,997)	\$ 966
NJRES	(7,969)	26,186	629	17,588
Total	\$ (5,800)	\$ 19,986	\$ (4,368)	\$ 18,554

There were no changes in methods of valuations during the year ended December 31, 2012.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

The following is a summary of fair market value of financial derivatives at December 31, 2012, excluding foreign exchange contracts discussed below, by method of valuation and by maturity for each fiscal year period:

<i>(Thousands)</i>	2013	2014	2015 - 2017	After 2017	Total Fair Value
Price based on NYMEX/CME	\$ 8,617	\$ 479	\$ —	\$ —	\$ 9,096
Price based on ICE	11,279	(1,378)	(443)	—	9,458
Total	\$ 19,896	\$ (899)	\$ (443)	\$ —	\$ 18,554

The following is a summary of financial derivatives by type as of December 31, 2012:

	Volume Bcf	Price per MMBtu	Amounts included in Derivatives (Thousands)
NJNG	Futures 20.6	\$3.16 - \$4.24	\$ 966
NJRES	Futures (27.1)	\$2.83 - \$7.00	18,051
	Swaps (0.7)	\$3.34 - \$4.37	(463)
Total			\$ 18,554

The following table reflects the changes in the fair market value of physical commodity contracts from September 30, 2012 to December 31, 2012:

<i>(Thousands)</i>	Balance September 30, 2012	Increase (Decrease) in Fair Market Value	Less Amounts Settled	Balance December 31, 2012
NJRES - Prices based on other external data	\$ 10,502	(6,626)	826	\$ 3,050

The Company's market price risk is predominately related to changes in the price of natural gas at Henry Hub, which is the delivery point for the NYMEX natural gas futures contracts. As the fair value of futures and our fixed swaps is derived from this location, the price sensitivity analysis below has been prepared for all open Henry Hub natural gas futures and fixed swap positions. Based on this, an illustrative 10 percent movement in Henry Hub natural gas futures contract prices for example, increases (decreases) the reported derivative fair value of all open, unadjusted Henry Hub natural gas futures and fixed swap positions by approximately \$17.6 million. This analysis does not include potential changes to reported credit adjustments embedded in the \$14 million reported fair value.

Derivative Fair Value Sensitivity Analysis

<i>(Thousands)</i>	Henry Hub Futures and Fixed Price Swaps				
Percent increase in NYMEX natural gas futures prices	0%	5%	10%	15%	20%
Estimated change in derivative fair value	\$ —	\$ (8,803)	\$ (17,606)	\$ (26,408)	\$ (35,211)
Ending derivative fair value	\$ 13,966	\$ 5,163	\$ (3,640)	\$ (12,442)	\$ (21,245)
Percent decrease in NYMEX natural gas futures prices	0%	(5)%	(10)%	(15)%	(20)%
Estimated change in derivative fair value	\$ —	\$ 8,803	\$ 17,606	\$ 26,408	\$ 35,211
Ending derivative fair value	\$ 13,966	\$ 22,769	\$ 31,572	\$ 40,374	\$ 49,177

Wholesale Credit Risk

The following is a summary of gross and net credit exposures, grouped by investment and noninvestment grade counterparties, as of December 31, 2012. Gross credit exposure is defined as the unrealized fair value of derivative and energy trading contracts plus any outstanding wholesale receivable for the value of natural gas delivered and/or financial derivative commodity contract that has settled for which payment has not yet been received. Net credit exposure is defined as gross credit exposure reduced by collateral received from counterparties and/or payables, where netting agreements exist. The amounts presented below exclude accounts receivable for NJNG retail natural gas sales and services.

New Jersey Resources Corporation
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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK (Continued)

NJRES' counterparty credit exposure as of December 31, 2012, is as follows:

<i>(Thousands)</i>	Gross Credit Exposure	Net Credit Exposure
Investment grade	\$ 180,697	\$ 135,796
Noninvestment grade	2,509	307
Internally rated investment grade	28,855	13,551
Internally rated noninvestment grade	10,056	346
Total	\$ 222,117	\$ 150,000

NJNG's counterparty credit exposure as of December 31, 2012, is as follows:

<i>(Thousands)</i>	Gross Credit Exposure	Net Credit Exposure
Investment grade	\$ 13,657	\$ 12,364
Noninvestment grade	1	—
Internally rated investment grade	2,079	1,129
Internally rated noninvestment grade	118	7
Total	\$ 15,855	\$ 13,500

Due to the inherent volatility in the prices of natural gas commodities and derivatives, the market value of contractual positions with individual counterparties could exceed established credit limits or collateral provided by those counterparties. If a counterparty failed to perform the obligations under its contract (for example, failed to deliver or pay for natural gas), the Company could sustain a loss. This loss would comprise the loss on natural gas delivered but not paid for and/or the cost of replacing natural gas not delivered or received at a price that is unfavorable to the price in the original contract. Any such loss could have a material impact on the Company's financial condition, results of operations or cash flows.

Information regarding NJR's interest rate risk can be found in *Item 7A. Quantitative and Qualitative Disclosures About Market Risks Management's Discussion and Analysis of Financial Condition and Results of Operations* of its Annual Report on Form 10-K for the period ended September 30, 2012 and the *Liquidity and Capital Resources - Debt* section of *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Effects of Inflation

Although inflation rates have been relatively low to moderate in recent years, any change in price levels has an effect on operating results due to the capital-intensive and regulated nature of the Company's utility subsidiary. The Company attempts to minimize the effects of inflation through cost control, productivity improvements and regulatory actions when appropriate.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including the principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) (the Exchange Act), as of the end of the period covered by this report. Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that, as of end of the period covered by this report, the Company's disclosure controls and procedures are effective, to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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Changes in Internal Control over Financial Reporting

There has been no change in internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) that occurred during the quarter ended December 31, 2012, that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

New Jersey Resources Corporation

Part II

ITEM 1. LEGAL PROCEEDINGS

Information regarding reportable legal proceedings is contained in Part I, “Item 3. Legal Proceedings” in NJR’s Annual Report on Form 10-K for the year ended September 30, 2012, and is set forth in *Part I, Item 1, Note 11. Commitment and Contingent Liabilities-Legal Proceedings* on the Unaudited Condensed Consolidated Financial Statements. No legal proceedings became reportable during the quarter ended December 31, 2012, and there have been no material developments during such quarter regarding any previously reported legal proceedings, which have not been previously disclosed.

ITEM 1A. RISK FACTORS

While NJR attempts to identify, manage and mitigate risks and uncertainties associated with its business to the extent practical, under the circumstances, some level of risk and uncertainty will always be present. *Part I, Item 1A. Risk Factors* of NJR’s 2012 Annual Report on Form 10-K includes a detailed discussion of NJR’s risk factors. Those risks and uncertainties have the potential to materially affect NJR’s financial condition and results of operations. NJR does not believe that there have been any material changes from the risk factors as previously disclosed by NJR in the 2012 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALE OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth NJR’s repurchase activity for the quarter ended December 31, 2012:

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
10/01/12 - 10/31/12	—	\$ —	—	1,242,870
11/01/12 - 11/30/12	—	\$ —	—	1,242,870
12/01/12 - 12/31/12	—	\$ —	—	1,242,870
Total	—	\$ —	—	1,242,870

(1) The stock repurchase plan, which was authorized by our Board of Directors, became effective in September 1996 and includes 8,750,000 shares of common stock for repurchase, of which, as of December 31, 2012, 1,242,870 shares remained for repurchase. The stock repurchase plan will expire when we have repurchased all shares authorized for repurchase thereunder, unless the repurchase plan is earlier terminated by action of our Board of Directors or further shares are authorized for repurchase.

New Jersey Resources Corporation
Part II

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description
10.1+	2007 Stock Award and Incentive Plan Form of Deferred Stock Retention Award Agreement (FY 2013)
31.1+	Certification of the Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act
31.2+	Certification of the Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act
32.1+ †	Certification of the Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act
32.2+ †	Certification of the Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act
101+	Interactive Data File (Form 10-Q, for the fiscal period ended December 31, 2012, furnished in XBRL (eXtensible Business Reporting Language)).

+ Filed herewith.

† This certificate accompanies this report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by NJR for purposes of Section 18 or any other provision of the Securities Exchange Act of 1934, as amended.

New Jersey Resources Corporation
Part II

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEW JERSEY RESOURCES CORPORATION

(Registrant)

Date: February 7, 2013

By:/s/ Glenn C. Lockwood

Glenn C. Lockwood
Executive Vice President and
Chief Financial Officer



NEW JERSEY RESOURCES CORPORATION

Deferred Stock Retention Award Agreement

This Deferred Stock Retention Award Agreement (the "Agreement"), which includes the attached "Terms and Conditions of Deferred Stock," confirms the grant on November 13, 2012 (the "Grant Date"), by New Jersey Resources Corporation, a New Jersey corporation ("NJR"), to _____ ("Employee"), under Section 6(e) of the 2007 Stock Award and Incentive Plan (the "Plan"), of Deferred Stock as follows:

Based upon his or her contribution to the success of NJR in fiscal year 2012, Employee is hereby awarded a deferred stock award and dividend equivalents (collectively, the "Retention Award") of _____ deferred stock units of NJR common stock issued under the Plan ("Deferred Stock"). Until the Deferred Stock is distributed to Employee or otherwise forfeited, dividend equivalents equal to the per share dividend paid on NJR common shares will be accumulated on behalf of Employee and paid as described herein.

The Retention Award will be paid to Employee on October 15, 2015 ("Award Date"), subject to the terms and conditions set forth herein.

Upon the Award Date, the payout of the Deferred Stock will be in the form of fully transferable shares of NJR common stock and the payout of the dividend equivalents will be in cash, subject to the terms and conditions set forth herein. Prior to October 15, 2015, if not previously forfeited, the Retention Award will be paid in full upon a Change in Control, and will be immediately paid upon the occurrence of certain events relating to Employee's Disability and death to the extent provided in Section 3 of the Terms and Conditions attached hereto as Exhibit "A," and subject to the terms and conditions set forth herein.

Conditions to Retention Award: Employee is not required to continue his/her employment with NJR in order to receive distribution of the Retention Award. However, NJR's obligation to pay the Retention Award and Employee's right to distribution of the Retention Award will be forfeited immediately upon the occurrence of any one or more of the following events (defined terms are attached hereto as Exhibit "B"):

- (a) Competitive Employment. In the event that Employee, during the Restricted Period and within the Restricted Territory, directly or indirectly, whether on Employee's own behalf or on behalf of any other person or entity, performs services of the type which are the same as or similar to those conducted, authorized, offered or provided by Employee to NJR within the 24 months prior to Employee's termination or resignation, and which support business activities which compete with the Business of NJR.
- (b) Recruitment of NJR Employees and Contractors. In the event that Employee, during the Restricted Period, directly or indirectly, whether on Employee's own behalf or on behalf of any other person or entity, solicits or induces any employee or independent contractor of NJR with whom Employee had Material Contact to terminate or lessen such employment or contract with NJR.
- (c) Solicitation of NJR Customers. In the event that Employee, during the Restricted Period, directly or indirectly, whether on Employee's own behalf or on behalf of any other person or entity, solicits any actual or prospective customers of NJR with whom Employee had Material Contact for the purpose of selling any products or services which compete with the Business of NJR.

- (d) Solicitation of NJR Vendors. In the event that Employee, during the Restricted Period, directly or indirectly, whether on Employee's own behalf or on behalf of any other person or entity, solicits any actual or prospective vendor of NJR with whom Employee had Material Contact for the purpose of purchasing products or services to support business activities which compete with the Business of NJR.
- (e) Breach of Confidentiality. In the event that Employee, at any time, directly or indirectly, divulges or makes use of any Confidential Information of NJR other than in the performance of Employee's duties for NJR. This provision does not limit the remedies available to NJR under common or statutory law as to trade secrets or other forms of confidential information, which may impose longer duties of non-disclosure and provide for injunctive relief and damages.
- (f) Return of Property and Information. In the event that Employee fails to return all of NJR's property and information (whether confidential or not) within Employee's possession or control within seven (7) calendar days following the termination or resignation of Employee from employment with NJR. Such property and information includes, but is not limited to, the original and any copy (regardless of the manner in which it is recorded) of all information provided by NJR to Employee or which Employee has developed or collected in the scope of Employee's employment with NJR, as well as all NJR-issued equipment, supplies, accessories, vehicles, keys, instruments, tools, devices, computers, cell phones, pagers, materials, documents, plans, records, notebooks, drawings, or papers. Upon request by NJR, Employee shall certify in writing that Employee has complied with this provision, and has permanently deleted all NJR information from any computers or other electronic storage devices or media owned by Employee. Employee may only retain information relating to the Employee's benefit plans and compensation to the extent needed to prepare Employee's tax returns.
- (g) Disparagement. In the event that Employee makes any statements, either verbally or in writing, that are disparaging with regard to NJR or any of its subsidiaries or their respective executives and Board members.
- (h) Termination for Cause. In the event that Employee's employment with NJR and its subsidiaries is terminated for Cause.
- (i) Failure to Provide Information. In the event that Employee fails to promptly and fully respond to requests for information from NJR regarding Employee's compliance with any of the foregoing conditions.

If it is determined by the Leadership Development and Compensation Committee of the NJR Board of Directors, in its sole discretion, that any of the foregoing events have occurred prior to full distribution of the Retention Award, any unpaid portion of the Retention Award will be forfeited without any compensation therefor.

By signing below, Employee expressly agrees that the foregoing Conditions to Retention Award shall apply to any unpaid awards under any pre-existing Deferred Stock Retention Award Agreements between Employee and NJR. To the extent that there is any conflict between the conditions contained in such pre-existing agreements and the Conditions to Retention Award contained in this Agreement, the Conditions to Retention Award in this Agreement shall control.

The value of the Retention Award will not be taxable to Employee for income tax purposes until it is distributed and will, at that time, be equal to the aggregate value of the then current fair market value of the shares of NJR common stock and cash distributed to Employee. Required income tax withholdings will be deducted first from the cash paid with respect to the accumulated dividend equivalents and then in the form of shares from the share payout as described in Section 7(c) of the attached Terms and Conditions, unless Employee has elected at least 90 days prior to payout to satisfy the tax obligations by other means. Employee will be responsible for satisfying any employment tax withholdings attributable to the Deferred Stock and any related dividend equivalents, which Employee may satisfy by (i) delivering to the Company cash equal to the required withholdings or (ii) directing the Company to withhold such amounts from any other cash compensation the Company will pay Employee contemporaneously with the time the withholdings are required hereunder.

The Retention Award will not be considered as compensation for purposes of any pension or retirement plan, or other plan that provides for benefits based on Employee's level of compensation.

The Retention Award and the granting thereof shall not constitute or be evidence of any agreement or understanding, express or implied, that Employee has a right to continue as an officer of employee of NJR or any of its subsidiaries for any period of time, or at any particular rate of compensation.

The validity, construction, and effect of this Agreement and the Retention Award shall be determined in accordance with the laws (including those governing contracts) of the state of New Jersey, without giving effect to principles of conflicts of laws, and applicable federal law.

If any provision in this Agreement is held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will in no way be affected or impaired thereby. In the event that any provision of this Agreement is not enforceable in accordance with its terms, such provision shall be reformed to make it enforceable in a manner which provides NJR and its subsidiaries the maximum rights permitted by law.

The terms of this Retention Award are governed by the Plan and this Agreement, including the attached Terms and Conditions. Capitalized terms used in this Agreement but not defined herein shall have the same meanings as in the Plan.

Employee acknowledges and agrees that (i) receipt of a copy of the Plan and agrees to be bound by all the terms and provisions thereof, (ii) the Deferred Stock is nontransferable, except as provided in Section 2 of the attached Terms and Conditions and Section 11(b) of the Plan, (iii) the Deferred Stock is subject to forfeiture as described above in certain limited circumstances prior to payout, and (iv) sales of the shares following payout of the Deferred Stock will be subject to the Company's policy governing the purchase and sale of NJR securities.

IN WITNESS WHEREOF, NEW JERSEY RESOURCES CORPORATION has caused this Agreement to be executed by its officer thereunto duly authorized, and Employee has duly executed this Agreement, by which each has agreed to the terms of this Agreement.

LAURENCE M. DOWNES
Chairman and Chief Executive Officer

Acknowledged and Agreed:

EMPLOYEE Date

EXHIBIT A - TERMS AND CONDITIONS OF DEFERRED STOCK RETENTION AWARD

The following Terms and Conditions apply to the Deferred Stock Retention Award granted to Employee by NEW JERSEY RESOURCES CORPORATION (either the "Company" or "NJR"), as specified in the Deferred Stock Retention Award Agreement (of which these Terms and Conditions form a part). Certain terms and conditions of the Retention Award, including the number of shares granted and payment date(s), are set forth on the preceding pages, which are an integral part of this Agreement.

1. **General.** The Retention Award is granted to Employee under the Company's 2007 Stock Award and Incentive Plan (the "Plan"), a copy of which has been previously delivered to Employee and/or is available upon request to the Human Resources Department. All of the applicable terms, conditions and other provisions of the Plan are incorporated by reference herein. Capitalized terms used in this Agreement but not defined herein shall have the same meanings as in the Plan. If there is any conflict between the provisions of this document and mandatory provisions of the Plan, the provisions of the Plan govern. Employee agrees to be bound by all of the terms and provisions of the Plan (as presently in effect or later amended), the rules and regulations under the Plan adopted from time to time, and the decisions and determinations of the Leadership Development and Compensation Committee of the Company's Board of Directors (the "Committee") made from time to time.

2. **Nontransferability.** Until such time as the Retention Award has been distributed in accordance with the terms of this Agreement, Employee may not transfer either the Deferred Stock or any rights hereunder (including those with respect to the accumulated dividend equivalents) to any third party other than by will or the laws of descent and distribution except for transfers to a Beneficiary or as otherwise permitted and subject to the conditions under Section 11(b) of the Plan. This restriction on transfer precludes any sale, assignment, pledge, or other encumbrance or disposition of the shares of Deferred Stock (or any rights thereunder, including those with respect to the accumulated dividend equivalents, except for forfeitures to the Company).

3. **Early Payment Provisions.** The following provisions will govern the payment of any Retention Award that is outstanding, and has not been forfeited previously, at the time of Employee's death or Disability:

(a) **Death.** In the event of Employee's death, the unpaid Retention Award will be paid as soon as administratively practicable (and no later than ninety (90) days) following Employee's death to the Employee's Beneficiary.

(b) **Disability.** In the event of Employee's Disability (as defined below), the unpaid Retention Award will be paid to the Employee on the 31st day after Employee's Disability.

"Disability" means Employee is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months. The Company and Employee shall agree on the identity of a physician to resolve any question as to Employee's disability. If the Company and Employee cannot agree on the physician to make such determination, then the Company and Employee shall each select a physician and those physicians shall jointly select a third physician, who shall make the determination. The determination of any such physician shall be final and conclusive for all purposes of this Agreement.

4. **Dividends and Adjustments.**

(a) **Dividends.** No dividends or distributions on NJR Common Stock will be paid with respect to the Deferred Stock at the time such dividends are paid to the shareholders generally. However, dividend equivalents equal to any dividend or distribution with respect to NJR common stock will be accumulated and distributed in cash on the Award Date and on the same terms as the Deferred Stock to which the dividends or distributions relate as set forth above.

(b) **Adjustments.** The number and kind of shares of Deferred Stock, the number of such shares to be distributed and other terms and conditions of Deferred Stock or otherwise contained in this Agreement, other than the time and form of payment of the Deferred Stock, shall be appropriately adjusted, in order to prevent dilution or enlargement of Employee's rights hereunder, to reflect any changes in the number of outstanding shares of Common Stock resulting from any event referred to in Section 11(c) of the Plan, taking

into account any Deferred Stock or other amounts paid or credited to Employee in connection with such event under Section 4(a) hereof, in the sole discretion of the Committee subject to the requirements of Code Section 409A. The Committee may determine how to treat or settle any fractional share resulting under this Agreement.

5. **409A Award.** The Retention Award payable under the Agreement is a 409A Award and is subject to all applicable terms and conditions set forth in Section 11(k) of the Plan. All provisions of the Agreement shall be interpreted in a manner as to comply with Section 11(k) of the Plan and Code Section 409A.

6. Other Terms of Deferred Stock.

(a) *Voting and Other Shareholder Rights.* Employee shall not be entitled to vote Deferred Stock on any matter submitted to a vote of holders of Common Stock, and shall not have all other rights of a shareholder of the Company, unless and until the Deferred Stock is distributed to Employee as described in the Agreement.

(b) *Consideration for Grant of Deferred Stock.* Employee shall not be required to pay cash consideration for the grant of the Deferred Stock and dividend equivalents, but Employee's performance of services to the Company prior to the payout of the Deferred Stock shall be deemed to be consideration for this grant of Deferred Stock and dividend equivalents.

(c) *Insider Trading Policy Applicable.* Employee acknowledges that sales of shares resulting from Deferred Stock that have been distributed will be subject to the Company's policies governing the purchase and sale of Company securities.

(d) *Certificates Evidencing Deferred Stock.* On the date any Deferred Stock subject to the Retention Award becomes payable (the "Payment Date"), such Deferred Stock shall be paid by the Company delivering to the Employee, a number of shares of NJR common stock equal to the number of shares of Deferred Stock that become payable upon that Payment Date, subject to any applicable withholding requirements described above. The Company shall issue the shares either (i) in certificate form or (ii) in book entry form, registered in the name of the Employee. Delivery of any certificates will be made to the Employee's last address reflected on the books of the Company unless the Company is otherwise instructed in writing. The Company shall pay the accumulated dividend equivalents in cash, subject to any applicable withholding requirements described above. Neither the Employee nor any of the Employee's successors, heirs, assigns or personal representatives shall have any further rights or interests in any Deferred Stock and dividend equivalents that are so paid.

(e) *Stock Powers.* Employee agrees to execute and deliver to the Company one or more stock powers, in such form as may be specified by the General Counsel, authorizing the transfer of the Deferred Stock to the Company, at the Grant Date or upon request at any time thereafter.

7. **Employee Representations and Warranties and Release.** As a condition to any non-forfeiture of the Retention Award that would be distributed to Employee upon Disability, the Company may require Employee (i) to make any representation or warranty to the Company as may be required under any applicable law or regulation, and (ii) to execute a release from claims against the Company arising at or before the date of such release, in such form as may be specified by the Company, all within thirty (30) days of Employee's Disability.

8. Miscellaneous.

(a) *Binding Agreement; Written Amendments.* This Agreement shall be binding upon the heirs, executors, administrators and successors of the parties. This Agreement constitutes the entire agreement between the parties with respect to the Retention Award, and supersedes any prior agreements (either verbal or written) or documents with respect to the Retention Award. No amendment or alteration of this Agreement which may impose any additional obligation upon the Company shall be valid unless expressed in a written instrument duly executed in the name of the Company, and no amendment, alteration, suspension or termination of this Agreement which may materially impair the rights of Employee with respect to the Retention Award shall be valid unless expressed in a written instrument executed by Employee. All amendments must comply with the requirements of Code Section 409A.

(b) *Governing Law.* The validity, construction, and effect of this Agreement shall be determined in accordance with the laws (including those governing contracts) of the state of New Jersey, without giving effect to principles of conflicts of laws, and applicable federal law.

(c) *Mandatory Tax Withholding.* Unless otherwise determined by the Committee, or unless Employee has elected at least 90 days prior to payout to satisfy the tax obligations by other means, at the time of payment of the Retention Award to Employee, the Company will withhold first from any accumulated dividend equivalents any cash payable and then from any Shares deliverable, in accordance with Section 11(d)(i) of the Plan, the number of Shares having a value nearest to, but not exceeding, the amount of income and employment taxes required to be withheld under applicable local laws and regulations (after withholding of any cash payable with respect to the accumulated dividend equivalents), and pay the amount of such withholding taxes in cash to the appropriate taxing authorities. Employee will be responsible for any withholding taxes not satisfied by means of such mandatory withholding and for all taxes in excess of such withholding taxes that may be due upon payment of the Retention Award.

(e) *Notices.* Any notice to be given the Company under this Agreement shall be addressed to the Company at its principal executive offices, in care of the Vice President, Corporate Services, and any notice to Employee shall be addressed to Employee at Employee's address as then appearing in the records of the Company.

(f) *Shareholder Rights.* Employee and any Beneficiary shall not have any rights with respect to Deferred Shares (including voting rights) and accumulated dividend equivalents covered by this Agreement prior to the settlement and distribution of the Deferred Shares and the accumulated dividend equivalents as specified herein.

EXHIBIT B - DEFINITIONS

- a. "Business of NJR" means the following areas of its business which are selected below, which Employee acknowledges are areas of NJR's business in which Employee has responsibilities:

(check as applicable)

- ___ Natural Gas Distribution: Consists of New Jersey Natural Gas Company, a natural gas utility company that provides regulated retail natural gas service to residential and commercial customers in central and northern New Jersey and participates in the off-system sales and capacity release markets.
- ___ Energy Services: Maintains and transacts around a portfolio of physical assets consisting of natural gas storage and transportation contracts and also provides wholesale energy management services to other energy companies and natural gas producers in market areas including states from the Gulf Coast and Mid-continent regions to the Appalachian and Northeast regions, the West Coast and Canada.
- ___ Clean Energy Ventures: Investor, owner, and operator in the renewable energy sector, including investments in wind and residential and commercial rooftop and ground mount solar systems.
- ___ Midstream Assets: Includes investments in natural gas transportation and storage assets and is comprised of an equity investment in Iroquois, which is a 416-mile natural gas pipeline from the New York-Canadian border to its terminus in Hunts Point in Bronx, New York and Steckman Ridge, which is a partnership that owns and operates a 17.7 Bcf natural gas storage facility, with up to 12 Bcf working capacity, in western Pennsylvania that is 50 percent owned by an NJR Subsidiary.
- ___ Home Services: Consists of NJR Home Services Company, which provides Heating, Ventilating, and Air Conditioning (HVAC) service, sales and installation of appliances, as well as installation of solar equipment.

- b. "Cause" has the same meaning as in any employment or similar agreement between NJR and the Employee or, if no such agreement or definition exists, then "Cause" means: (A) conviction of a felony or the entering by Employee of a plea of nolo contendere to a felony charge, (B) Employee's gross neglect, willful malfeasance or willful gross misconduct in connection with Employee's employment hereunder which has had a significant adverse effect on the business of NJR or any of its subsidiaries, unless Employee reasonably believed in good faith that such act or non-act was in or not opposed to the best interests of NJR or any of its subsidiaries, or (C) repeated material violations by Employee of his or her obligations under any applicable employment agreement or policy of NJR or any of its subsidiaries, which have continued after written notice thereof from NJR or any of its subsidiaries, which violations are demonstrably willful and deliberate on Employee's part and which result in material damage to NJR or any of its subsidiaries' business or reputation.
- c. "Confidential Information" means all valuable and/or proprietary information (in oral, written, electronic or other forms) belonging to or pertaining to NJR, its customers and vendors, that is not generally known or publicly available, and which would be useful to competitors of NJR or otherwise damaging to NJR if disclosed. Confidential Information may include, but is not necessarily limited to: (i) the identity of NJR's customers or potential customers, their purchasing histories, and the terms or proposed terms upon which NJR offers or may offer its products and services to such customers, (ii) the identity of NJR's vendors or potential vendors, and the terms or proposed terms upon which NJR may purchase products and services from such vendors, (iii) technology used by NJR to provide its services, (iv) the terms and conditions upon which NJR employs its employees and independent contractors, (v) marketing and/or business plans and strategies, (vi) financial reports and analyses regarding the revenues, expenses, profitability and operations of NJR, and (vii) information provided to NJR by customers and other third parties under a duty to maintain the confidentiality of such information. Notwithstanding the foregoing, Confidential Information does not include information that: (i) has been voluntarily disclosed to the public by Company or Employer, except where such public disclosure has been made by Employee without authorization from Company or Employer; (ii) has been independently developed and disclosed by others, or (iii) which has otherwise entered the public domain through lawful means.

- d. "Material Contact" means contact in person, by telephone, or by paper or electronic correspondence, or the supervision of those who have such conduct, and which is done in furtherance of the business interests of NJR and within the last 36 months of Employee's employment with NJR.
- e. "Restricted Period" means the period while Employee is employed by NJR and for 36 months following the termination or resignation of Employee from employment with NJR.
- f. "Restricted Territory" consists of the following areas, to the extent such areas have been identified as applicable to the definition of the "Business of NJR" above:

Natural Gas Distribution: The State of New Jersey and for those employees engaged in or supervising off system sales, the States of New Jersey, New York and Pennsylvania.

Energy Services: The Continental United States and within a 100 mile radius of the Dawn Storage Hub in Canada.

Clean Energy Ventures: The State of New Jersey.

Midstream Assets: The States of New Jersey, New York, Connecticut and Pennsylvania.

Home Services: The State of New Jersey.

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Laurence M. Downes, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of New Jersey Resources Corporation;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2013

By: /s/ Laurence M. Downes

Laurence M. Downes

Chairman, President & Chief Executive Officer

**CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Glenn C. Lockwood, certify that:

- 1) I have reviewed this quarterly report on Form 10-Q of New Jersey Resources Corporation;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2013

By: /s/ Glenn C. Lockwood

Glenn C. Lockwood

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Laurence M. Downes hereby certifies as follows:

- (a) I am the Chief Executive Officer of New Jersey Resources Corporation;
- (b) To the best of my knowledge, this quarterly report on Form 10-Q for the period ended December 31, 2012, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (c) To the best of my knowledge, based upon a review of this report, the information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: February 7, 2013

By: /s/ Laurence M. Downes

Laurence M. Downes

Chairman, President and Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Glenn C. Lockwood hereby certifies as follows:

- (a) I am the Chief Financial Officer of New Jersey Resources Corporation;
- (b) To the best of my knowledge, this quarterly report on Form 10-Q for the period ended December 31, 2012, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (c) To the best of my knowledge, based upon a review of this report, the information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: February 7, 2013

By: /s/ Glenn C. Lockwood

Glenn C. Lockwood

Executive Vice President and Chief Financial Officer