

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

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In the Matter of the Statement and Request) DOCKET NO. UG-_____
For Written Order of)
)
)
NORTHWEST NATURAL GAS COMPANY) STATEMENT AND
) APPLICATION
)
Establishing Compliance With)
RCW 80.08.040 With Respect to the Proposed)
Issuance and Sale of Not More Than)
\$100,000,000 Principal Amount)
of Medium-Term Notes, Series B)
_____)

Northwest Natural Gas Company (“NW Natural” or the “Company”) hereby files this Statement complying with RCW 80.08.040 and requests a written order confirming that the Company has so complied. A form of proposed order is attached as Exhibit A.

On January 8, 2008, the Company filed a universal shelf registration (the “Universal Shelf Registration”) with the Securities and Exchange Commission (the “SEC”) on a Form S-3 registering an unlimited amount of certain debt and equity securities, including, but not limited to: (i) Secured Notes, Series B (First Mortgage Bonds) issued under the Company’s Medium-Term Note Program (the “Secured Notes”); and (ii) Unsecured Notes, Series B Issued under the Company’s Medium-Term Note Program (the “Unsecured Notes” and collectively with the Secured Notes referred to as “Medium-Term Notes”). In accordance with WAC 480-90-242(3), no filing with the Washington Utilities and Transportation Commission (“WUTC”) was necessary upon filing of the Shelf Registration.

The Universal Shelf Registration replaced the Company's shelf registration for which the Company established preliminary compliance with RCW 80.08.040 with respect to the issuance and sale of up to \$160,000,000 of Medium-Term Notes, Series B, in Docket UG-040405. Supplemental written orders of compliance were sought in subsequent issuances of debt securities in Docket No. UG-050522 and Docket No. UG-061346. The Company will not be issuing any additional Medium-Term Notes under any of the prior dockets.

NW Natural now respectfully requests in this Statement and Request for Written Order that the WUTC enter an order establishing compliance with RCW 80.08.040 and WAC 480-90-242 with respect to the Company's proposed issuance and sale of up to \$100,000,000 principal amount of Medium-Term Notes, as follows:

- (1) A description of the purposes for which the issuance will be made, including a certification by an officer authorized to do so, that the proceeds from any such financing is for one or more of the purposes allowed by RCW 80.08.030.**

The Company will use the proceeds from Medium-Term Notes for the acquisition of property, or the construction, completion, extension or improvement of its facilities, or the improvement or maintenance of its service, or the discharge or refunding of its obligations, or the reimbursement of moneys actually expended from income or from any other moneys in the treasury of the Company not secured by or obtained from the issue of stock or stock certificates or other evidence of interest or ownership, or bonds, notes or other evidence of indebtedness of the Company for any of the aforesaid purposes except maintenance of service, in cases where the Company keeps its accounts and vouchers for such expenditures in such manner as to enable the WUTC to ascertain the amount of money so expended and the purpose for which the expenditure was made.

Specifically, the Company expects to use the proceeds of the issue as follows:

- for refunding short-term debt that was incurred in connection with the redemption of \$20,000,000 principal amount of 6.31% Series B Secured Medium-Term Notes at maturity in March 2007, and \$9,500,000 million principal amount of 6.80% Series B Medium-Term Notes at maturity in May 2007; and
- the remaining proceeds of up to \$70,500,000 to be used for refunding the Company's short-term debt incurred in connection with the acquisition of property or the construction, completion, extension or improvement of the Company's facilities, or the improvement or maintenance of service, or the refunding of other long-term debt, or the reimbursement of the Company's treasury for any of the aforementioned purposes except maintenance of service.

Such purposes are permitted by RCW 80.08.030.

In accordance with WAC 480-90-242, the Company will, within 60 days after the issuance of any Medium-Term Notes, file with the WUTC a verified statement (a) outlining the terms and conditions of the transaction; and (b) setting forth actual proceeds from the issuance and, to the extent known, the disposition of proceeds stating the final amount to be used for each purpose allowed by RCW 80.08.030.

(2) A description of the proposed issuance, including the terms of financing.

(a) Type and nature of securities

A full description of the Medium-Term Notes is included in the Company's Form S-3 Registration Statement filed with the SEC on January 8, 2008 a

copy of which is filed as Exhibit B to this Application and in the draft Prospectus Supplement attached hereto as Exhibit C, which the Company intends to file with the SEC prior to issuance of the Medium-Term Notes.

The Company will issue the Secured Notes, if any, under its Mortgage and Deed of Trust, dated as of July 1, 1946, as heretofore amended and supplemented by 20 Supplemental Indentures (the "Mortgage"), with Deutsche Bank Trust Company Americas (formerly Bankers Trust Company) and R.G. Page (Stanley Burg, successor), Trustees, which is attached hereto as Exhibit D. The Mortgage constitutes a first mortgage lien on substantially all of the utility property now owned and hereafter acquired by the Company. The Company will issue the Unsecured Notes, if any, under the Indenture dated as of June 1, 1991 (the "Indenture"), which has been entered into with Deutsche Bank Trust Company Americas, as Trustee, which is attached hereto as Exhibit E. The Medium Term Notes will be issued through a Distribution Agreement, which is attached hereto as Exhibit F. The Medium-Term Notes would have maturities of between one and 50 years.

The Medium-Term Notes will be sold in a public offering or on a private placement basis, they will be registered securities, and they may be priced by competitive bid or in a privately negotiated transaction.

(b) Amount of Securities.

The Company seeks immediate authorization to issue up to an aggregate principal amount of \$100,000,000 of Medium-Term Notes.

(c) Interest Rate

The interest rates on Medium-Term Notes would be fixed and payable semi-annually in arrears. The interest rates on Medium-Term Notes will be determined

at the point of sale either from competitive offers communicated by NW Natural's Medium-Term Note agents or from individual negotiations between an agent and the Company, in both cases, based on prevailing rates at the time for U.S. Treasury debt securities of comparable maturities and spreads over those rates reflecting the risk premium for corporate debt with the Company's credit ratings.

(d) Date of Issuance and Maturity

The Company expects to issue the Medium-Term Notes sometime within six months from the date of this Statement and Request for Written Order in varying amounts, not to exceed an aggregate principal amount of \$100,000,000. The Medium-Term Notes may be issued as public offerings or on a private placement basis, they will be publicly registered securities, and they may be priced by competitive bidding or by privately negotiated transactions. The maturities of Medium-Term Notes will be not less than one year and not more than 50 years.

(e) Method of Sale

The Medium-Term Notes will be issued and sold through Merrill Lynch, Pierce, Fenner & Smith Incorporated (now a subsidiary of Bank of America), UBS Securities LLC, J.P. Morgan Securities Inc., Piper Jaffray Inc., or Banc of America Securities, LLC, as agents, or through such other agents as may hereafter be engaged by the Company. Upon the placement of the Medium-Term Notes, such agents will be paid commissions for their services in amounts based on a pre-determined percentage, ranging from 0.125% to 0.750% of the principal amount of the Medium-Term Notes sold, depending upon maturity term for the Medium-Term Notes. The amounts of such commissions will not exceed the customary fee for such services in arm's-length transactions. A table showing the commissions at the various maturities is set forth below.

The agents will provide the Company with information upon request regarding market conditions, interest rate levels and anticipated rate movements. Since offers to sell Medium-Term Notes may be posted on short notice, the Company can respond quickly to changes in market conditions, and interest rates can be readily updated to reflect the aggressiveness with which the Company desires to tap a particular favorable market opportunity.

From time-to-time it may be advantageous to sell Medium-Term Notes to an agent as principal, in which case the Medium-Term Notes will be purchased by the agent at a price equal to 100 percent of the principal amount of the Medium-Term Notes, less a percentage not to exceed the commission applicable to an agency sale of Medium-Term Notes of identical maturity. Such Medium-Term Notes may be resold by the agent to investors and other purchasers at varying prices related to prevailing market prices at the time of resale, as determined by the agent, or at a fixed public offering price. The Company also may sell the Medium-Term Notes directly to investors.

(f) Fees for Services. As described above, the Medium-Term Notes are expected to be issued and sold through agents, which will receive a commission in the form of a discount upon the placement of each of the Notes. The maximum agents' commissions for the issuance and sale of all Medium-Term Notes under this Application and Request for Written Order in a given maturity range are as follows, unless otherwise agreed:

<u>Range of Maturities</u>	<u>Commission (Percentage of Aggregate Principal Amount of Medium-Term Notes Sold)</u>
From 1 year to less than 18 months	.150%
From 18 months to less than 2 years	.200%
From 2 years to less than 3 years	.250%
From 3 years to less than 4 years	.350%
From 4 years to less than 5 years	.450%
From 5 years to less than 6 years	.500%
From 6 years to less than 7 years	.550%
From 7 years to less than 10 years	.600%
From 10 years to less than 15 years	.625%
From 15 years to less than 20 years	.675%
From 20 years to 50 years	.750%

Should the Company sell any portion of the Medium-Term Notes to an agent as principal, the Medium-Term Notes will be purchased by such agent at a price not to exceed 100 percent of the principal amount thereof, less a percentage equal to the commission applicable to an agency sale of Medium-Term Notes of identical maturity.

(g) Price and Proceeds. This application seeks approval for an aggregate principal amount of \$100,000,000 of Medium-Term Notes. To illustrate the price and proceeds, however, the following illustrative example assumes total gross proceeds of \$100,000,000 and calculates the estimated expenses and the net proceeds to the Company from the sale of the Notes:

Estimated Fees and Expenses

<u>Item</u>	<u>Amount</u>
1. Principal amount or Par Value	\$100,000,000
2. Plus Premium or Less Discount	<u>None</u>
3. Gross proceeds estimated	100,000,000
4. Agents' Commissions ³	750,000
5. Securities and Exchange Commission registration fee	15,870
6. State mortgage registration tax	None
7. New York Stock Exchange fee	None
8. State Commission fee	800

9.	Fees for recording indenture	None
10.	United States document tax	None
11.	Printing and engraving expenses	5,000
12.	Trustee's or Registrar's fees	20,000
13.	Counsel's fees	75,000
14.	Accountants' fees	40,000
15.	Bond Rating Agency fees	105,000
16.	Miscellaneous expenses	<u>10,000</u>
17.	Total estimated commissions and expenses	<u>1,021,670</u>
18.	Net estimated amount to be realized	\$98,978,330

These fees and expenses do not include amounts that the Company will pay, or receive, in connection with the settlement of a forward starting interest rate swap entered into by the Company on October 24, 2007 in an effort to hedge the Company's interest rate exposure on its next issuance of Medium-Term Notes.

(h) Corporate Authority

The Company's management and Board of Directors have concluded that the Company will have an opportunity to achieve the most favorable terms, e.g. lowest cost of money with desired issuance maturity and redemption provisions with respect to debt financing through the continued use of its Medium-Term Note Program.

The Board of Directors has authorized the issuance of Medium-Term Notes and has authorized the officers of the Company to seek OPUC and WUTC approval for such issuances. In addition, the Board of Directors has delegated to the Finance Committee of the Board the authority to issue and sell up to an aggregate principal amount of \$300,000,000 in Medium-Term Notes. The Board also authorized the officers of the Company to conduct negotiations with respect to issuance of the Medium-Term Notes. A copy of Certified Board Resolutions is attached hereto as Exhibit G. The OPUC has issued an order authorizing the Company's sale of Medium-Term Notes.

(i) Other Matters

The Medium-Term Notes to be issued as proposed herein will not be issued *pro rata* to existing holders of securities of the Company pursuant to any preemptive right or in connection with any liquidation or reorganization. None of the Medium-Term Notes will have voting privileges. The offering price, agents' commissions, and other terms of each issuance of Medium-Term Notes will be determined at the time of sale in accordance with the Twentieth Supplemental Indenture in the case of the Secured Notes, and in accordance with the Indenture in the case of the Unsecured Notes.

(j) Consistency with Company Financing Plan

The financing plan described in this Statement and Request for Written Order is consistent with NW Natural's objectives to maintain a long-term capital structure consisting of approximately 50 percent common stock equity and approximately 50 percent long-term and short-term debt, and to maintain investment-grade credit ratings. As of the date of this Statement and Request for Written Order, the Company's secured debt is rated "A2" by Moody's Rating and "AA-" by Standard & Poor's (S&P), and the Company's unsecured debt is rated "A3" by Moody's and "A+" by S&P, with a stable credit outlook by Moody's and a negative credit outlook by S&P.

The following table sets forth the Company's capital structure at September 30, 2008, along with its pro forma capital structure assuming the issuance of the full \$100,000,000 of the Medium-Term Notes in accordance with the Company's proposed use of proceeds.

	<u>Capital Structure at September 30, 2008 (\$000)</u>	<u>Percent of Total</u>	<u>Pro Forma Financings (\$000)</u>	<u>Pro Forma Capital Structure with Financings¹ (\$000)</u>	<u>Percent of Total</u>
Common equity	\$604,849	46.8%		\$604,849	46.8%
Long-term debt	512,000	39.7	100,000	612,000	47.4
Long-term debt due within one year	0	0%		0	0%
Short-term notes payable	174,802	13.5%	(100,000)	74,802	5.8%
Total ¹	1,291,651	100.0%	0	1,291,651	100.0%

The pro forma capital structure set forth in the table above is not a projection of the Company's actual capital structure at September 30, 2008; it is for demonstrative purposes only.

(3) A Statement as to why the transaction is in the public interest.

The advantages of the Medium-Term Note Program are that it enables the Company to: (1) issue small tranches of debt at rates which may be below those required for larger underwritten issues; (2) enter the market on short notice to take advantage of favorable yield and credit spread opportunities; (3) manage its financing program in light of market changes; (4) balance the maturities of its debt securities; and (5) achieve a potentially lower average interest cost while managing interest rate risk. In short, the Medium-Term Note Program gives the Company optimum flexibility to take advantage of favorable markets and attractive debt terms.

The Medium-Term Note Program provides the Company with the ability to raise funds at specific maturities in the intermediate and long-term range. Decisions can be made with the benefit of an immediate evaluation of financing costs. The Medium-Term Notes can be issued precisely when funds are required, mitigating the need for interim financing in the floating rate markets and the reinvestment risk associated with financing in anticipation of capital requirements when market conditions are less attractive. At any point during the life of the Medium-Term Note Program prior

to issuance, the Company may decide to suspend the solicitation of sales of Medium-Term Notes or to revise previously posted or negotiated terms.

The Company's ability to enter or depart the market quickly, and to adjust previously posted or negotiated rates, enables it to press the market for the lowest rates possible. In view of the volatility of interest rates, the opportunity to take immediate advantage of fixed-rate market "windows" has proven beneficial to the Company. Such a program serves as an alternative to the risk of fixing the interest rate for a large offering in a less than optimal market.

The market for our Medium-Term Notes is comprised of a broad mix of money center and regional institutions. These represent money market and corporate bond investors including banks, bank trust departments, insurance companies, investment companies, municipalities, pension funds and others, including individual investors. The depth of the market is significant. For more than 15 years, utilities and other corporate issuers have found a strong acceptance for their debt securities in this market.

NW Natural believes that the facts set forth herein and in the Statement and Request for Order show that the proposed issuance and sale of the Medium-Term Notes is for a lawful object within the corporate purposes of the Company and is compatible with the public interest; that said object is necessary or appropriate for or consistent with the proper performance by the Company of service as a public utility; and that the issuance and sale of the Medium-Term Notes is reasonably necessary or appropriate for such purpose.

As a public utility, the Company is obligated to secure sufficient gas supplies and maintain sufficient distribution capacity to serve its customers reliably at


the lowest reasonable cost. The Company believes that the Medium-Term Note Program described herein will effectively manage the overall financing costs and risks associated with the Company's public utility obligations. Therefore, the Company believes that the Medium-Term Notes are for a lawful object within the corporate purposes of the Company; are compatible with the public interest; that said object is necessary or appropriate for and consistent with the proper performance by the Company of service as a public utility; will not impair the Company's ability to perform such service; and is reasonably appropriate for such purposes.

Accordingly, pursuant to RCW 80.08.040(4), the Company respectfully requests a written order establishing the Company's compliance with RCW 80.08.040 and WAC 480-90-242, so that it may undertake an issuance or issuances of securities within the parameters described in this Application.

The undersigned hereby states, "I certify (or declare) under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct."

DATED at Portland, Oregon this 18th day of February 2009.

NORTHWEST NATURAL GAS COMPANY

By 
Stephen P. Feltz
Title: Treasurer and Controller

EXHIBITS

- Exhibit A Proposed Form of Order
- Exhibit B Registration Statement on Form S-3 filed with the Securities and Exchange Commission on January 8, 2008
- Exhibit C Draft Prospectus Supplement related to the Medium-Term Notes, which will be filed immediately prior to the Company's issuance of Medium-Term Notes. Any additional Prospectus Supplements issued in connection with the Company's Medium-Term Note Program will be filed with the Commission upon issuance under such Prospectus Supplement
- Exhibit D Copy of the Mortgage and Deed of Trust, dated as of July 1, 1946, as heretofore amended and supplemented by 20 Supplemental Indentures, to Deutsche Bank Trust Company Americas (formerly Bankers Trust Company) and R.G. Page (Stanley Burg, successor), Trustees
- Exhibit E Copy of Indenture, dated as of June 1, 1991, between the Company and Deutsche Bank Trust Company Americas, as Trustee
- Exhibit F Draft Distribution Agreement to be entered into immediately prior to the issuance of Medium-Term Notes. An executed copy of the Distribution Agreement will be filed with the WUTC upon the first issuance of the Medium-Term Notes
- Exhibit G A certified excerpt of minutes of the Board of Directors meeting held December 20, 2007 approving the issuance of up to \$300,000,000 of Medium-Term Notes
- Exhibit H A copy of the Company's Restated Article of Incorporation, as amended
- Exhibit I A copy of the Company's Bylaws, as amended