



**Northwest Natural Gas Company
Medium Term Notes, Series B**

August 19, 2011

**Banc of America Securities LLC
One Bryant Park
New York, New York 10036**

**UBS Securities LLC
677 Washington Blvd.
Stamford, Connecticut 06901**

**J.P. Morgan Securities Inc.
270 Park Avenue, 9th Floor
New York, New York 10017**

**Piper Jaffray & Co.
111 SW Fifth Avenue, Suite 1900
Portland, Oregon 97204**

**Wells Fargo Securities, LLC
301 S. College Street, NAC D1053-060
Charlotte, North Carolina 28288-0613**

Ladies and Gentlemen:

Reference is hereby made to Section 18 of the Distribution Agreement, dated March 18, 2009 (the "Distribution Agreement"), between Northwest Natural Gas Company, an Oregon corporation (the "Company"), and each of Banc of America Securities LLC, UBS Securities LLC, J.P. Morgan Securities Inc., Piper Jaffray & Co., and Wells Fargo Securities, LLC, with respect to the issue and sale by the Company of its First Mortgage Bonds, designated Secured Medium Term Notes, Series B, and its Unsecured Medium Term Notes, Series B (collectively, the "Securities"). Capitalized terms used herein without definition shall have the meanings assigned to them in the Distribution Agreement.

As provided for in Section 18 of the Distribution Agreement, the Company hereby provides notice to the Agents of the following amendments to the Distribution Agreement:

1) The term "Registration Statement" is hereby amended to refer to Registration Statement No. 333-171596, filed with the Securities and Exchange Commission on January 7, 2011, as the same may be amended and supplemented from time to time.

2) All references in the Distribution Agreement to the "Preliminary Prospectus" and the Prospectus are hereby deemed to refer to the preliminary prospectus and the prospectus, respectively, included in the Registration Statement referred to in paragraph 1) above, and the term "Prospectus" shall, in any event, include the Company's Prospectus Supplement, dated August 19, 2011.

Very truly yours,
NORTHWEST NATURAL GAS COMPANY

By: 

Title: Senior Vice President and
Chief Financial Officer