

Exhibit A: Proposed Form of Order

**BEFORE THE WASHINGTON STATE
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Statement and Request for Written Order)	DOCKET NO. UG-_____
)	
NORTHWEST NATURAL GAS COMPANY,)	ORDER NO.01
)	
Applicant,)	
)	
Establishing Compliance with RCW 80.08.040, with Respect to its Proposal to Issue and Sell up to \$100,000,000 Principal Amount of Medium-Term Notes)	ORDER ESTABLISHING COMPLIANCE WITH RCW 80.08.040
.....)	

BACKGROUND

1. On February ____, 2009, Northwest Natural Gas Company (“NW Natural” or the “Company”) filed a Statement and Request for Written Order (“Statement”) with the Washington Utilities and Transportation Commission (the “Commission”). In its Statement, the Company requested an order affirming that it has complied with the requirements of RCW 80.08.040 for the proposed issuance and sale of up to \$100,000,000 principal amount of its Medium-Term Notes, Series B (the “Notes”). These Notes will be issued under a universal shelf registration (“Shelf Registration”) filed with the Securities and Exchange Commission. The Statement is filed pursuant to Chapter 80.08 RCW and the requirements of WAC 480-90-242.

2. According to the Statement and supporting materials filed by the Company, the proceeds of the financings are for one or more of the purposes allowed by RCW 80.08.030. The Company expects to use the proceeds of the Note issuance

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 Commission to ascertain the amount

FINDINGS AND CONCLUSIONS

3. (1) NW Natural is engaged in the business of natural gas service within the state of Washington. As a public service company, it is subject to the jurisdiction of the Commission under the provisions of Chapter 80.08 RCW.
4. (2) As to form, the Statement and Request for Written Order herein meets the requirements of Chapter 80.08 RCW and the rules and regulations of the Commission adopted pursuant thereto. Chapter 480-90 WAC.
5. (3) The Company's Statement and Request for Written Order in this Docket contains:
(a) 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; (b) a description of the proposed issuances, including the approximate terms of financing; and (c) a statement as to why the proposed transaction is in the public interest.

ORDER

THE COMMISSION ORDERS:

6. (1) Northwest Natural Gas Company has complied with the requirements of RCW 80.08.040 with respect to the proposals set forth in its Statement and Request for Written Order to issue and sell up to \$100,000,000 principal amount of its Medium-Term Notes, Series B.
7. (2) Northwest Natural Gas Company must file a report pursuant to WAC 480-90-242(6) and a Report of Securities Issued as required by WAC 480-90-262. Northwest Natural Gas Company is also required to file verified copies of any agreement entered into in connection with any transaction pursuant to this Order. Finally, Northwest Natural Gas Company shall file a verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this Order.
8. (3) This Order shall in no way affect the authority of this Commission over rates, services, accounts, valuations, estimates, or determination of costs, or any matters whatsoever that may come before it, nor shall anything herein be construed as acquiescence in any estimate or determination of costs, or any valuation of property claimed or asserted.
9. This matter was brought before the Commission at its regularly scheduled open meeting on _____, 2009. The Commissioners, having determined this filing to meet the requirements of Chapter 80.08 RCW, directed the Secretary to enter this Order.

Dated at Olympia, Washington, and effective this ___ day of _____, 2009.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Dave Danner, Secretary