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U6-030290 (SF)
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February 28, 2003

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STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

Carole J. Washburn
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive SW
Olympia, Washington 98504-7250

Re: Docket _____ (Issuance of Additional 1,200,000 Shares of Common Stock Pursuant to Restated Stock Option Plan)

Dear Ms. Washburn:

Transmitted herewith for filing with the Commission are an original and one conformed copy of the Application of Northwest Natural Gas Company for an Order Establishing Compliance with RCW 80.08.040 with respect to the proposed issuance of an additional 1,200,000 shares of Common Stock pursuant to the Company's Restated Stock Option Plan (formerly known as the 1985 Stock Option Plan). Also submitted herewith is a recommended order of the Commission, in hard copy and on computer disk, for use in connection with processing the Company's Application.

Please forward to me ten certified copies of the Order of the Commission in this docket. If you have any questions regarding this matter, please call the undersigned at (503) 220-2411.

Sincerely,


C.J. Rue

cc: Bruce R. DeBolt