

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

In the Matter of the Application of
NORTHWEST NATURAL GAS
COMPANY
For an Order Approving a Corporate
Reorganization to Create a Holding
Company, Northwest Natural Holdco, in
Connection with the Acquisition of Portland
General Electric Company by Northwest
Natural Holdco.

DOCKET NO. UG-01 _____

NORTHWEST NATURAL GAS COMPANY

EXHIBIT 3 OF BRUCE R. DeBOLT

December 4, 2001

Senior Credit Facilities

(\$ in millions)

HoldCo	Amount	Tenor	Initial Margin ^(a) (LIBOR +)	Anticipated Rating
Revolving Credit Facility	\$100	6.0 years	300 bps	Baa3/BB+
Term Loan A	300	6.0 years	300 bps	Baa3/BB+
Term Loan B	500	7.5 years	350 bps	Baa3/BB+
Term Loan C	300	8.5 years	375 bps	Baa3/BB+
Capital Markets Tranche	450	1.0 year	300 bps	Baa3/BB+
Total	\$1,650			
NWN	Amount	Tenor	Drawn Cost ^(b) (LIBOR +)	Anticipated Rating
Revolving Credit Facility	\$150	5 years	125 bps	Baa1/BBB-
PGE	Amount	Tenor	Drawn Cost ^(b) (LIBOR +)	Anticipated Rating
Revolving Credit Facility	\$300	5 years	125 bps	Baa1/BBB-
Total	\$2,100			

(a) To be reduced by 25 bps upon the refinancing of the Capital Markets Tranche with a senior notes issue. The pricing will be subject to a ratings-based grid that takes effect the later of refinancing of the Capital Markets Tranche and 6 months after closing.

(b) The pricing will be subject to a ratings-based grid to take effect 6 months after closing.