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December 5, 2016

***VIA ELECTRONIC FILING***

Public Utility Commission of Oregon  
Attention: Filing Center  
201 High S. SE, Suite 100  
Post Office Box 1088  
Salem, OR 97308-1088

**Re: Northwest Natural Gas Company's Notice of Corporate Reorganization Under  
ORS 757.511**

Attention Filing Center:

Northwest Natural Gas Company, dba NW Natural, hereby provides notice to the Public Utility Commission of Oregon (Commission) of its intent to file an application for approval of a proposed transaction under Oregon Revised Statute 757.511.

The transaction for which NW Natural will seek approval is a corporate reorganization that will result in a holding company structure (Reorganization). Through the Reorganization, a new holding company will be created (HoldCo) and each share of NW Natural's stock will be converted into one share of HoldCo stock. As a result, NW Natural, along with each of its current affiliates, will become a wholly-owned subsidiary of HoldCo.

The Reorganization will not affect the day-to-day operations of the utility, the Commission's ability to effectively regulate NW Natural, or NW Natural's provision of safe and reliable service to its customers.

Under ORS 757.511, this notice must indicate whether the Reorganization is a transaction described in ORS 757.814(1). That provision refers to a proposed transaction that (A) relates to an investor owned utility for which approval of the Commission is required under ORS 757.511, and (B) involves the sale of 50 percent or more of the voting shares of the utility to a person that is not an affiliated interest with the utility. Because HoldCo will be the parent and sole owner of NW Natural, it will be an affiliated interest with the utility. Therefore, the Reorganization is not covered by ORS 757.814(1).

It is currently NW Natural's plan to make its filing for approval of the Reorganization 60 days after the date of this filing. As part of this notice filing, NW Natural requests that the Commission open a docket for this matter to allow for the filing of a motion for protective order and access to the Commission's Huddle website.

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Please address correspondence on this matter to me with copies to the following:

eFiling  
NW Natural Rates & Regulatory Affairs  
220 NW Second Avenue  
Portland, Oregon 97209  
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Please do not hesitate to contact me if you have any questions about this notice filing.

Very truly yours,

NORTHWEST NATURAL GAS COMPANY

*/s/ Zachary D. Kravitz*

Zachary D. Kravitz  
Associate Counsel