



BRITISH COLUMBIA
UTILITIES COMMISSION

ORDER
NUMBER G-35-91

IN THE MATTER OF the Utilities Commission
Act, S.B.C. 1980, c. 60, as amended

and

IN THE MATTER OF an Application by
BC Gas Inc.

BEFORE: J.G. McIntyre,)
Chairman;)
J.D.V. Newlands,)
Deputy Chairman;) April 11, 1991
N. Martin,)
Commissioner; and)
W.M. Swanson, Q.C.,)
Commissioner)

O R D E R

WHEREAS:

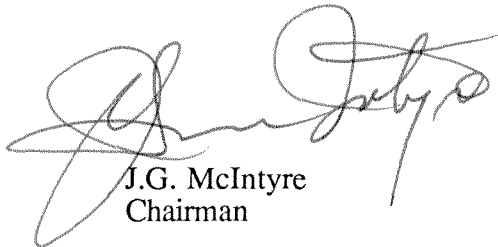
- A. By Application dated April 2, 1991, BC Gas Inc. ("BC Gas") applied, pursuant to Section 57(3) of the Utilities Commission Act ("the Act") for Commission approval of payment of a Conversion Fee on its Exchangeable Bonds; and
- B. The Conversion Fee is equal to the difference between 12 percent and the then current interest rate on the Bonds, in consideration for the irrevocable exercise by the holders of the Bonds, of the exchange right on the Bonds thereby converting the Bonds into the Common Shares of BC Gas on November 1, 1991 at a price of \$14.00 per share; and
- C. The Commission has considered the Application and is satisfied that approval of the payment of the Conversion Fee by BC Gas is necessary and in the public interest.

NOW THEREFORE the Commission hereby orders as follows:

Pursuant to Section 57(3) of the Act, the Commission approves for BC Gas payment of the Conversion Fee on the BC Gas Exchangeable Bonds as set out in its April 2, 1991 Application.

DATED at the City of Vancouver, in the Province of British Columbia, this 16 day of April, 1991.

BY ORDER



J.G. McIntyre
Chairman