



SIXTH FLOOR, 900 HOWE STREET, BOX 250
VANCOUVER, B.C. V6Z 2N3 CANADA
web site: <http://www.bcuc.com>

BRITISH COLUMBIA
UTILITIES COMMISSION

ORDER
NUMBER G-9-02

TELEPHONE: (604) 660-4700
BC TOLL FREE: 1-800-663-1385
FACSIMILE: (604) 660-1102

IN THE MATTER OF
the Utilities Commission Act, R.S.B.C. 1996, Chapter 473

and

An Application by Centra Gas British Columbia Inc.
to Register a Transfer of its Common and Preferred Shares to BC Gas Inc.

BEFORE: P. Ostergaard, Chair)
R.D. Deane, Commissioner) January 31, 2002
K.L. Hall, Commissioner)

O R D E R

WHEREAS:

- A. On December 6, 2001, BC Gas Inc. filed an Application for approval to acquire a reviewable interest in the shares of Centra Gas British Columbia Inc. ("Centra BC"), and Centra Gas Whistler Inc. ("Centra Whistler"), both public utilities regulated by the British Columbia Utilities Commission, pursuant to Section 54 of the Utilities Commission Act ("the Act"); and
- B. Centra BC owns and operates a natural gas distribution system in Victoria and other communities on the Sunshine Coast and Vancouver Island, together with a natural gas pipeline that extends from Coquitlam to Victoria; and
- C. On December 7, 2001, pursuant to Section 54(5) of the Act, Centra BC filed an Application for approval to register a transfer of its common and preferred shares to BC Gas Inc.; and
- D. BC Gas Inc. is a public company that is widely held and provides natural gas and propane purchase and delivery services in British Columbia, through its subsidiary, BC Gas Utility Ltd., with total assets in excess of \$3.5 billion; and
- E. Centra BC's parent company, Westcoast Energy Inc., has undertaken a comprehensive stakeholder communication and consultation program in the service area; and
- F. The transaction will not change the jurisdiction of the Commission over Centra BC; and

G. Consent to a change in control of Centra BC is also required from the Province of British Columbia, through amendments to the Vancouver Island Natural Gas Pipeline Act; and

H. The Commission has considered the Application and supporting material and has determined that the users of the service of Centra BC will not be detrimentally affected.

NOW THEREFORE the Commission approves pursuant to Section 54(5) of the Act the registration of a transfer of the common and preferred shares of Centra Gas British Columbia Inc. to BC Gas Inc., subject to the consent of the Province of British Columbia, through amendments to the Vancouver Island Natural Gas Pipeline Act.

DATED at the City of Vancouver, in the Province of British Columbia, this 4th day of February 2002.

BY ORDER

Original signed by:

Peter Ostergaard
Chair