

ONTARIO ENERGY BOARD

IN THE MATTER OF the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, (Schedule B);

AND IN THE MATTER OF an application by Toronto Hydro-Electric System Limited for an order approving just and reasonable rates and other charges for electricity distribution to be effective May 1, 2011

DECLARATION AND UNDERTAKING

We, Dennis M. O'Leary and David Stevens, are counsel of record for the Smart Sub-metering Working Group.

DECLARATION

We declare that:

1. We have read the *Rules of Practice and Procedure* of the Ontario Energy Board (the "Board") and all Orders of the Board that relate to this proceeding.
2. We are not a director or employee of a party to this proceeding for which we act or of any other person known by us to be a party in this proceeding.
3. We understand that this Declaration and Undertaking applies to all information that we receive in this proceeding and that has been designated by the Board as confidential and to all documents that contain or refer to that confidential information ("Confidential Information").
4. We understand that execution of this Declaration and Undertaking is a condition of an Order of the Board and that the Board may apply to the Superior Court of Justice to enforce it.

UNDERTAKING

We undertake that:

1. We will use Confidential Information exclusively for duties performed in respect of this proceeding.
2. We will not divulge Confidential Information except to a person granted access to such Confidential Information or to the Board.

3. We will not reproduce, in any manner, Confidential Information without the prior written approval of the Board. For this purpose, reproducing Confidential Information includes scanning paper copies of Confidential Information, copying the Confidential Information onto a diskette or other machine-readable media and saving the Confidential Information onto a computer system.
4. We will protect Confidential Information from unauthorized access.
5. We will, promptly following the end of this proceeding or within 10 days after the end of our participation in this proceeding:
 - (a) return to the Board Secretary, under the direction of the Board Secretary, all documents and materials in all media containing Confidential Information, including notes, charts, memoranda, transcripts and submissions based on such Confidential Information; or
 - (b) destroy such documents and materials and file with the Board Secretary a certification of destruction in the form prescribed by the Board pertaining to the destroyed documents and materials.

For this purpose, the end of this proceeding is the date on which the period for filing a review or appeal of the Board's final order in this proceeding expires or, if a review of appeal is filed, upon issuance of a final decision on the review or appeal from which no further review or appeal can or has been taken.

6. We will inform the Board Secretary immediately of any changes in the facts referred to in this Declaration and Undertaking.

Dated at Toronto, this 17th day of January, 2011.



Dennis M. O'Leary
Aird & Berlis LLP
Barristers and Solicitors
Brookfield Place, Box 754
181 Bay Street
Toronto, ON M5J 2T9

Telephone: 416.865-4711
Facsimile: 416.863-1515
Email: doleary@airdberlis.com



David Stevens
Aird & Berlis LLP
Barristers and Solicitors
Brookfield Place, Box 754
181 Bay Street
Toronto, ON M5J 2T9

Telephone: 416.865-7783
Facsimile: 416.863-1515
Email: dstevens@airdberlis.com