

July 7, 2009

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
27th Floor
Toronto, ON M4P 1E4

Dear Ms. Walli:

Re: Section 80 Notice re Brookfield Transfer of Generation Assets to Great Lakes Hydro Income Fund / Gosfield Wind LP Application for Electricity Generator Licence (EB-2009-0175)

We are counsel to Brookfield Renewable Power Inc. ("BRPI"), Great Lakes Hydro Income Fund ("GLHIF"), Great Lakes Power Trust ("GLP Trust"), Great Lakes Power Limited ("GLPL") and related entities.¹ This letter, together with the attached documentation, constitutes a notice of proposed transaction and a notice of proposed construction under Section 80 of the *Ontario Energy Board Act, 1998* (the "Act").

First, we are writing to you in connection with the proposed transfer of various generation assets, through a series of transactions, indirectly to GLHIF. GLHIF is owned 50.01% by BRPI on a fully exchanged basis. While the transactions are effectively an internal reorganization within the Brookfield group, notice of the proposed transactions is required under section 80 of the Act because certain aspects of the proposed transactions involve the transfer of generation facilities to affiliates of a distributor in Ontario. GLHIF, GLP Trust and BRPI entered into a purchase agreement dated July 6, 2009 in connection with such transfer.

Second, notice under section 80 is further required in respect of the planned construction of a wind generation facility by one of the entities that is involved in the proposed transactions, Gosfield Wind Limited Partnership ("Gosfield Wind LP"). An application by Gosfield Wind LP for a generation licence is currently before the Board (EB-2009-0175). In filing this section 80 notice, we are responding to the Board's letter of July 2, 2009 in which the Board advises Gosfield Wind LP of the need to file a section 80 notice in connection with its generator licence application.

The generation assets to be transferred, the proposed transactions and the regulatory implications of the transactions are discussed below, along with a description of the proposed

¹ Including: Valerie Falls General Partner Limited, Valerie Falls Power Holdings Corp., Valerie Falls Limited Partnership, Gosfield Wind Limited Partnership, Gosfield Wind General Partnership, Seine River Power Inc., Brookfield Power Wind Corporation and Great Lakes Power Distribution Inc.

construction by Gosfield Wind LP. In addition, we have enclosed a completed “Preliminary Filing Requirements for a Notice of Proposal under sections 80 and 81 of the *Ontario Energy Board Act, 1998*” form for the proposed transactions and the proposed construction at **Attachment A**. A copy of the short form prospectus that will be filed with the Ontario Securities Commission by GLHIF in connection with the financings for the proposed transactions, which may be of assistance to the Board in considering the proposed transaction, will be provided to the Board at the earliest opportunity.

The applicants submit that no Board review will be necessary because the proposed transactions will have no adverse impacts on the development or maintenance of a competitive market and will not affect access to transmission or distribution facilities in Ontario. This is because (1) as the generation facilities will be owned indirectly by GLHIF and managed by a BRPI affiliate, the transactions do not substantively change the status quo, and (2) the generation assets will be operated independently from the distribution assets and transmission assets controlled by the affiliated transmitter or distributor, as is the case before the transactions.

Similarly, Gosfield Wind LP submits that no Board review will be necessary because the proposed construction will have no adverse impacts on the development or maintenance of a competitive market and will not affect access to transmission or distribution facilities in Ontario. Once built, the Gosfield wind generation facility will be operated independently from any distribution or transmission assets controlled by affiliates of Gosfield Wind LP.

1. **Generation Assets and Current Structure**

The proposed transactions involve the transfer to GLHIF of BRPI’s direct and indirect interests in entities that own (a) the Valerie Falls hydroelectric generation facility (“Valerie Falls”), (b) the Gosfield Wind Project (“Gosfield”), and (c) the generation facilities of Great Lakes Power Limited (“GLPL”), all of which are located in Ontario.² These facilities and their associated organizational structures are more particularly described as follows:

(a) Valerie Falls

Valerie Falls consists of a 10 MW hydroelectric generating station on the Seine River, three miles north of Atikokan in northwestern Ontario. Valerie Falls General Partner Limited (“Valerie Falls GP”) is the licensed generator on behalf of Valerie Falls Limited Partnership (“Valerie Falls LP”) pursuant to licence EG-2003-0177. BRPI currently holds a 64.99% limited partnership interest in Valerie Falls LP, with the remaining limited partnership interests being 35% held by Seine River Power Inc. (“SRPI”) and 0.01% held by Valerie Falls GP. SRPI and Valerie Falls GP, in turn, are each wholly owned subsidiaries of BRPI. The current organizational structure associated with Valerie Falls is shown in Figure 1 of **Attachment C**.

(b) Gosfield

Gosfield is a 50 MW capacity wind generation project currently under development in the Town of Kingsville in Essex County. In January 2009, Gosfield was awarded a 20-year power

² As part of the transaction, Brookfield will also transfer BRPI’s direct and indirect interests in the Quebec-based generation facilities owned by Hydro Pontiac Inc. However, this extra-provincial aspect of the transaction is beyond the scope of this section 80 notice.

purchase agreement from the Ontario Power Authority. Detailed engineering work is now underway with a view to beginning construction by late 2009 so as to meet the expected in-service date of August 1, 2010. As noted, a generator license application has been filed with the Board for this project (EB-2009-0175) and the Board has specifically determined that the licence application cannot be processed until a section 80 notice is filed in respect of the proposed construction. The development assets associated with Gosfield are currently owned by Gosfield Wind LP, which is controlled by BRPI through Brookfield Power Wind Corporation ("BPWC"), several numbered Ontario companies and Gosfield Wind General Partnership ("Gosfield Wind GP"), as shown in **Attachment E**.

(c) GLPL

GLPL is a licensed electricity generator pursuant to license EG-2003-0175. GLPL's generation business consists of 12 hydroelectric generating stations on four river systems with a combined capacity of 349 MW. These generating stations are the Clergue, Mackay, Andrews, Scott Falls, McPhail, Gartshore, Hollingsworth, Hogg, Steephill Falls, Harris, Mission Falls, and Robert A. Dunford generating stations. GLPL is currently owned 100% by BRPI. The current organizational structure associated with GLPL is shown in Figure 1 of **Attachment D**.

While GLPL formerly owned and operated transmission and distribution businesses through separate business units within the same company as its generation business, the Board is reminded of the recent efforts that have been made by GLPL for purposes of compliance with section 71 of the Act. In particular, GLPL transferred ownership of its transmission business to Great Lakes Power Transmission Limited Partnership ("GLPTLP") in March 2008. Thereafter, GLPL continued to be a licensed transmitter in order to operate the transmission system on behalf of GLPTLP under a services agreement. In addition, in early 2009, GLPL sought and received Board approval to transfer its distribution business to Great Lakes Power Distribution Inc. ("GLPDI"). This transfer took place on and is effective from July 1, 2009. As such, from July 1, GLPDI owns and operates the distribution assets. As part of the 2009 application, GLPL sought and received approval for license amendments that also took effect as of July 1, 2009. These amendments reflect that GLPTLP has taken over the operation of the transmission system from GLPL. GLPL's transmission licence was accordingly revoked effective July 1, 2009, which was the date that the commercial transaction was completed. While the distribution asset transaction occurred before the transfer of the generation facilities under the currently proposed transaction (such that GLPL is neither a transmitter nor a distributor), GLPDI is a licensed distributor and affiliate of GLHIF, thus triggering Section 80 of the Act.

(d) BRPI and GLHIF

As indicated, the proposed transactions involve the transfer of BRPI's direct and indirect interests in entities that own Valerie Falls, Gosfield and GLPL to GLHIF. GLHIF is a renewable power income fund that owns, operates and manages a portfolio of renewable generation assets that are located in Ontario, Quebec, British Columbia, Maine and New Hampshire. The GLHIF portfolio currently includes 27 hydroelectric generation stations on 9 river systems and one wind generation facility with a total capacity of 1260 MW. These include Carmichael Falls, Prince Wind and the generation facilities held by Mississagi Power Trust, all of which are licenced by the Board. GLHIF is owned 50.01% by BRPI on a fully exchanged basis and is 49.99% publicly owned, with its units listed for trading on the Toronto Stock Exchange under the symbol GLH.UN.

2. **Proposed Transactions and Construction**

The ultimate objective of the proposed transactions is for GLHIF to acquire, indirectly, the generation facilities related to Valerie Falls and the generation facilities owned by GLPL, as well as the development assets related to Gosfield. A series of transactions is required for this objective to be accomplished.

Section 80 of the Act provides that no affiliate of a distributor shall:

- (a) acquire an interest in a generation facility in Ontario,
- (b) construct a generation facility in Ontario, or
- (c) purchase shares of a corporation that owns a generation facility in Ontario,

unless it has first given notice of its proposal to do so to the Board and the Board does not issue a notice of review of the proposal within the specified period or the Board approves the proposal under section 82 of the Act.

The requirement to provide notice pursuant to section 80 arises in connection with the proposed transactions because BRPI, in addition to its direct and indirect controlling interests in GLHIF, Valerie Falls, Gosfield and GLPL, also owns a licensed electricity distributor. Certain of the steps involved in the proposed transaction will, therefore, technically involve an “affiliate” of a distributor acquiring interests in or shares of a corporation that owns a generation facility in Ontario. In addition, the planned construction of Gosfield by Gosfield Wind LP, an affiliate of a distributor, will require notice under Section 80.

As noted, since the transfer of distribution assets from GLPL to GLPDI has occurred, GLPDI is now a licensed distributor.³ Therefore, any affiliate of GLPDI acquiring an interest in generation facilities will trigger Section 80 of the Act. These affiliates include:

- BRPI through its 100% ownership of GLPDI;
- GLHIF through BRPI’s 50.1% interest;
- GLPL and GLPDI as affiliates of each other;
- Gosfield Wind LP through BRPI’s 100% indirect ownership; and
- A new entity to be known as Valerie Falls Power Holdings Corp., which will be 100% owned by BRPI.

³ The sale of GLPL’s distribution system assets to GLPDI was the subject of a notice under section 81 of the Act. The Board issued a letter on May 5, 2009 to GLPL indicating that it would not issue a notice of review for the proposed sale (See EB-2009-0074).

Valerie Falls

The following steps, which are depicted by the series of figures at **Attachment C**, will be taken with respect to Valerie Falls:

- (a) Seine River Power Inc. ("SRPI") will incorporate a new subsidiary, Valerie Falls Power Holdings Corp. ("VFPHC").
- (b) VFPHC will acquire all of SRPI's limited partnership interests in Valerie Falls LP. VFPHC would thereby be acquiring an interest in a generation facility or purchasing shares of a corporation that owns a generation facility.
- (c) BRPI will acquire all of SRPI's shares in VFPHC upon the winding up of SRPI into BRPI. BRPI would thereby be acquiring an interest in a generation facility or purchasing shares of a corporation that owns a generation facility.
- (d) VFPHC will acquire BRPI's existing limited partnership interests in Valerie Falls LP. VFPHC would thereby be acquiring an interest in a generation facility or purchasing shares of a corporation that owns a generation facility.
- (e) GLPL will acquire 100% of BRPI's shares in VFPHC. GLPL would thereby be acquiring an interest in a generation facility or purchasing shares of a corporation that owns a generation facility.
- (f) GLPL will also acquire 100% of BRPI's shares in Valerie Falls GP. GLPL would thereby be acquiring an interest in a generation facility or purchasing shares of a corporation that owns a generation facility.

GLPL

GLP Trust, a wholly owned subsidiary of GLHIF, will acquire 100% of BRPI's shares in GLPL. GLP Trust would thereby be acquiring an interest in a number of generation facilities or purchasing shares of a corporation that owns a number of generation facilities. This is depicted by the series of figures at **Attachment D**.

Gosfield

There are two Section 80 aspects related to Gosfield.

As a preliminary step to the proposed transaction, BPWC transferred some of the development assets associated with Gosfield to 2194599 Ontario Limited ("2194599"). 2194599 then transferred those development assets to Gosfield Wind GP, which in turn transferred them to Gosfield LP. All of these steps took place effective June 17, 2009. These transferred development assets, together with the development assets already held by Gosfield Wind LP, comprise all of the development assets associated with Gosfield.

As part of the proposed transaction, BRPI will transfer to GLHIF 100% of its shares in 2194599, 2184019 Ontario Limited and 2184021 Ontario Limited, which together own Gosfield Wind LP and Gosfield Wind GP. These transfers will trigger Section 80 of the Act because GLHIF would thereby be acquiring interests in a generation facility or purchasing shares of a corporation that owns a generation facility. This aspect of the proposed transaction is depicted by the series of figures at **Attachment E**.

Gosfield Wind LP, which is indirectly controlled by BRPI (through BPWC, 2194599, 2184019 Ontario Limited, 2184021 Ontario Limited and Gosfield Wind GP), will be responsible for the development and construction of the Gosfield generation facility. By proposing to construct this generation facility, Gosfield Wind LP, as an affiliate of a distributor, also triggers Section 80 of the Act.

The overall corporate structure of the entities relevant to this Application once all of the above transactions are completed is shown at **Attachment F**.

The Applicants

The applicants in this Notice of Proposal under section 80 are therefore (1) VFPHC, (2) BRPI, (3) GLPL, (4) Gosfield Wind LP, and (5) GLHIF through GLP Trust (together, the “Applicants”). Each of the Applicants will either be maintaining or acquiring an interest in a generation facility and, in respect of Gosfield Wind LP, will be constructing a generation facility in Ontario. Moreover, each of the Applicants is an affiliate of a distributor by virtue of its being directly or indirectly owned or controlled by BRPI, which also owns GLPDI.

3. No Adverse Impact on Competition or Access

In the ordinary course, proposed changes in the ownership of generation facilities and the proposed construction of generation facilities do not require that notice be given to the Board. It is only because of BRPI’s ownership of GLPDI, which is a distributor within the meaning of the Act, that any regulatory issues arise from the proposed transactions. However, despite the applicability of section 80 to certain elements of the proposed transactions, there is no policy rationale or objective underlying the Act that would require the proposed transactions to be reviewed by the Board. This is because, from an energy regulation perspective, there are no adverse impacts and no material changes resulting from the proposed transactions.

The proposed transactions are effectively an internal reorganization within the Brookfield group and do not change the status quo because all of the generation facilities that are being acquired at the various stages of the transactions by affiliates of GLPDI are already owned and operated by affiliates of GLPDI. For example, Valerie Falls is currently owned by Valerie Falls LP, which is controlled by BRPI and is therefore an affiliate of GLPDI. After the transaction, Valerie Falls will be owned by VFPHC, which will be controlled by BRPI through BRPI’s control of GLHIF, GLP Trust and GLPL. A similar situation applies for the other generation assets of GLPL.

Furthermore, because the generation facilities that are the subject of the proposed transactions will continue to be managed and operated independently of any transmission and distribution assets that are owned and operated within the Brookfield group of companies, the transactions will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario and there will be no impact on open access to the distribution or transmission systems owned and operated by GLPDI or GLPTLP.

For these reasons, the Applicants submit that no Board review will be necessary.

If you require any further explanation concerning the transactions or the completed application form, please do not hesitate to contact me.

Yours truly,

A handwritten signature in black ink, appearing to be 'Charles Keizer', with a stylized, flowing script.

Charles Keizer

Tel 416.865.7512
Fax 416.865.7380
ckeizer@torys.com

cc: Patricia Bood, Brookfield

Attachment 'A'

**Preliminary Filing Requirements for Notice of Proposal Under Sections 80 and 81
of the Ontario Energy Board Act, 1998**

Ontario Energy Board

Preliminary Filing Requirements for Notice of Proposal Under Sections 80 and 81 of the Ontario Energy Board Act, 1998

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act, 1998* (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicants

Name of Applicant: Brookfield Renewable Power Inc. ("BRPI")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (416) 363-9491	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

Name of Applicant: Great Lakes Power Limited ("GLPL")	File No: (OEB Use Only)	
Address of Head Office:	Telephone Number: (416) 363-9491	

181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

Name of Other Party: Great Lakes Hydro Income Fund ("GLHIF")	File No: (OEB Use Only)	
Address of Head Office: 480 de la Cité Boulevard Gatineau, Québec J8T 8R3	Telephone Number: (819) 561-2722	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

Name of Applicant: Valerie Falls Power Holdings Corp. ("VFPHC")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (416) 363-9491	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	

	E-mail Address: patricia.bood@brookfieldpower.com	
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Name of Applicant: Gosfield Wind Limited Partnership ("GWLP")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (416) 363-9491	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party: Brookfield Power Wind Corporation ("BPWC")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (416) 363-9491	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

Name of Other Party: Great Lakes Power Trust ("GLP Trust")	File No: (OEB Use Only)	
Address of Head Office:	Telephone Number: (819) 561-2722	

480 de la Cité Boulevard Gatineau, Québec J8T 8R3	Facsimile Number: (819) 561-7188	
Name of Individual to Contact: Patricia Bood	E-mail Address: patricia.bood@brookfieldpower.com	
	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	

Name of Other Party: Great Lakes Power Distribution Inc. ("GLPDI")	File No: (OEB Use Only)	
Address of Head Office 2 Sackville Road Sault Ste. Marie, Ontario P6B 6J6	Telephone Number (705) 759-7600	
	Facsimile Number (705) 941-5600	
	E-mail Address	
Name of Individual to Contact Patricia Bood	Telephone Number (819) 561-8659	
	Facsimile Number (819) 561-7188	
	E-mail Address patricia.bood@brookfieldpower.com	

Name of Other Party: Seine River Power Inc. ("SRPI")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (416) 363-9491	
	Facsimile Number: (819) 561-7188	
	E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	

Name of Other Party: Valerie Falls Limited Partnership ("VFLP")		File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3		Telephone Number: (416) 363-9491	
		Facsimile Number: (819) 561-7188	
		E-mail Address: patricia.bood@brookfieldpower.com	
Name of Individual to Contact: Patricia Bood		Telephone Number: (819) 561-8659	
		Facsimile Number: (819) 561-7188	
		E-mail Address: patricia.bood@brookfieldpower.com	

1.2 Relationship Between Parties to the Transaction or Project

1.2.1	<p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p>APPLICANTS:</p> <p>1. <u>BRPI</u></p> <p>Directors: Jeffrey Blidner Jack Cockwell Harry A. Goldgut James K. Gray Edward C. Kress Allan O. Kupcis Richard Legault Ronald W. Osborne Jamie Wallace</p> <p>Officers: Patricia Bood - Secretary, Vice President of Legal Services and General Counsel Richard Bordeleau - Senior Vice President, Portfolio Management Madeleine Bourdon - Vice President, Human Resources and Organizational Development Lee Butler - Chief Financial Officer, Canadian Operations Colin Clark - Executive Vice President and Chief Technical Officer Brian Cook - Chief Financial Officer, Brookfield Energy Marketing Inc. Harry A. Goldgut - Chairman Kevin Hall - Chief Information Officer Stephane Landry - Senior Vice President, Strategy and Market Development Michel Lecour - Vice President, Asset and Corporate Financings Andre Legault - Chief Operating Officer, Canadian Operations Richard Legault - President and Chief Executive Officer Shaun Logue - Assistant Secretary Julie Morin - Vice President, Finance Felipe Pinel - Senior Vice President, Finance Ralf Rank - Vice President, Corporate Development Donald Tremblay - Executive Vice President and Chief Financial Officer Ben Vaughan - Executive Vice President and Chief Operating Officer, North America</p> <p>Shareholders: Great Lakes Holdings Inc. Brookfield Asset Management Inc.</p>
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2. GLPL

Directors:

Edward C. Kress
Richard Legault
Harry A. Goldgut

Officers:

Richard Legault - President and Chief Executive Officer
Donald Tremblay - Executive Vice President
Colin Clark - Executive Vice President
Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America
Lee Butler - Vice President, Canadian Operations and Chief Financial Officer
Julie Morin - Vice-President, Finance
Normand Perreault - Vice President, Canadian Operations
Patricia Bood - Vice President and Secretary
Walter Di Cesare - Assistant Secretary and Director Legal Services, Canadian Operations
Carole Fortier - Director, Human Resources
Tracy Brason - General Manager, System Control Centre, Canadian Operations
Tim Lavoie - General Manager, Great Lakes Power
Mark Faught - Business Controller, Great Lakes Power
Duane Fecteau - Director of Administration
Jim Deluzio - General Manager, Sault Operations

Shareholder:

Brookfield Renewable Power Inc.

3. GLHIF

Trustee:

CIBC Mellon Trust Company

Officers:

Richard Legault - President and Chief Executive Officer
Donald Tremblay - Executive Vice President and Chief Financial Officer
Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations
Kim Osmars - Chief Operating Officer and Senior Vice President, U.S. Operations
Patricia Bood - Secretary
Shaun Logue - Assistant Secretary
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America

Unitholders:

BRPI (50.01%, on a fully exchanged basis)
Public Unitholders (49.99%)

4. VFPHC

Directors:

Edward C. Kress
Harry A. Goldgut
Richard Legault

Officers:

Patricia Bood - Vice President and Secretary
Lee Butler - Vice President, Canadian Operations and Chief Financial Officer
Colin Clark - Executive Vice President
Jim Deluzio - General Manager, Sault Operations
Walter Di Cesare - Assistant Secretary and Director Legal Services, Canadian Operations
Carole Fortier - Director, Human Resources
André Legault - Chief Operating Officer and Senior Vice President, Canadian Operations
Richard Legault - President and Chief Executive Officer
Julie Morin - Vice President, Finance
Normand Perreault - Vice President, Canadian Operations
Donald Tremblay - Executive Vice President
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America

Shareholders:

SRPI

5. Gosfield Wind LP

Officers:

Patricia Bood - Vice-President and Secretary
Lee Butler - Vice President, Canadian Operations and Chief Financial Officer
Colin Clark - Executive Vice-President
Jim Deluzio - General Manager, Sault Operations
Walter Di Cesare - Assistant Secretary and Director Legal Services, Canadian Operations
Carole Fortier - Director, Human Resources
Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations
Richard Legault - President and Chief Executive Officer
Julie Morin - Vice-President, Finance
Real Morrisette - Controller, Project Development
Normand Perreault - Vice President, Canadian Operations
Donald Tremblay - Executive Vice-President
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America

Unitholders:

Gosfield Wind General Partnership (GP)
2184021 Ontario Limited (LP)

OTHER PARTIES:

1. BPWC

Directors:

Harry A. Goldgut
Edward C. Kress
Richard Legault

Officers:

Patricia Bood - Secretary, Vice President of Legal Services and General Counsel
Lee Butler - Vice President, Canadian Operations and Chief Financial Officer
Colin Clark - Executive Vice President and Chief Technical Officer
Richard Legault - President and Chief Executive Officer
Julie Morin - Vice-President, Finance
Real Morrisette - Controller, Project Development
Donald Tremblay - Executive Vice-President
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America

Shareholders:

BRPI

2. GLP Trust

Trustees:

Andre Bureau
Dian Cohen
Pierre Dupuis
Harry A. Goldgut
Kenneth W. Harrigan
Edward C. Cress
Richard Legault
Saul Shulman

Officers:

Patricia Bood - Secretary, Vice President of Legal Services and General Counsel
Andre Bureau - Chairperson, Chairman of the Governance, Nominating and Compensation Committee
Colin Clark - Executive Vice President and Chief Technical Officer
Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations
Richard Legault - President and Chief Executive Officer
Shaun Logue - Assistant Secretary
Julie Morin - Vice-President, Finance
Kim Osmars - Chief Operating Officer and Senior Vice President, U.S. Operations
Donald Tremblay - Executive Vice President and Chief Financial Officer
Ben Vaughan - Executive Vice President and Chief Operating Officer, North America

Unitholders:

<p>GLHIF</p> <p>3. <u>GLPDI</u></p> <p>Directors: Edward C. Kress Harry A. Goldgut Richard Legault</p> <p>Officers: Patricia Bood - Vice President and Secretary Mark Faught - Business Controller Duane Fecteau - Director of Administration Tim Lavoie - General Manager Richard Legault - President and Chief Executive Officer Jeff Rosenthal - Chief Operating Officer, Canadian Transmission and Distribution Donald Tremblay - Executive Vice President</p> <p>Shareholders: Brookfield Renewable Power Inc.</p> <p>4. <u>SRPI</u></p> <p>Directors: Harry A. Goldgut Edward C. Kress Richard Legault</p> <p>Officers: Patricia Bood - Vice-President and Secretary Lee Butler - Vice President, Canadian Operations and Chief Financial Officer Colin Clark - Executive Vice President Walter Di Cesare - Assistant Secretary and Director Legal Services, Canadian Operations Carole Fortier - Director, Human Resources Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations Richard Legault - President and Chief Executive Officer Julie Morin - Vice-President, Finance Normand Perreault - Vice President, Canadian Operations Donald Tremblay - Executive Vice-President Ben Vaughan - Executive Vice President and Chief Operating Officer, North America</p> <p>Shareholders: BRPI</p> <p>5. <u>VFLP</u></p> <p>VFLP is operated by Valerie Falls General Partner Limited ("Valerie Falls GP").</p> <p>Shareholders: BRPI (LP) SRPI (LP) Valerie Falls GP (GP)</p> <p>6. <u>Valerie Falls GP</u></p> <p>Directors: Harry A. Goldgut Edward C. Kress Richard Legault</p> <p>Officers: Patricia Bood - Vice-President and Secretary Lee Butler - Vice President, Canadian Operations and Chief Financial Officer Colin Clark - Executive Vice-President Walter Di Cesare - Assistant Secretary and Director Legal Services, Canadian Operations Carole Fortier - Director, Human Resources Andre Legault - Chief Operating Officer and Senior Vice President, Canadian Operations Richard Legault - President and Chief Executive Officer Julie Morin - Vice-President, Finance Normand Perreault - Vice President, Canadian Operations</p>	
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	<p>Donald Tremblay - Executive Vice-President Ben Vaughan - Executive Vice President and Chief Operating Officer, North America</p> <p>Shareholders: BRPI</p>	
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1.2.2	<p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>Please see the corporate charts included in the attachments, as follows:</p> <p>Attachment B provides a corporate chart for the Brookfield Renewable Power Group's Ontario operations.</p> <p>Attachment C includes a simplified corporate chart showing the current structure associated with Valerie Falls, as well as a series of charts depicting each of the key stages in the proposed transaction and the final structure in respect of Valerie Falls.</p> <p>Attachment D includes a simplified corporate chart showing the current structure associated with GLPL, as well as a series of charts depicting each of the key stages in the proposed transaction and the final structure in respect of GLPL.</p> <p>Attachment E includes a simplified corporate chart showing the current structure associated with Gosfield, as well as a series of charts depicting each of the key stages in the proposed transaction and the final structure in respect of Gosfield.</p> <p>Attachment F provides a simplified corporate chart showing the overall structure of the relevant entities upon completion of the proposed transaction.</p>	
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1.3 Description of the Businesses of Each of the Parties

1.3.1	<p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licensed under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licensed under the OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p>APPLICANTS:</p> <p><u>BRPI</u> Through its subsidiaries, BRPI owns and operates 162 hydroelectric power generating stations and 1 pumped storage facility located on 63 river systems, 1 wind farm, 2 thermal plants and distribution assets, principally in north eastern North America and South America with a total installed capacity of 4156 megawatts (MW). Some of BRPI's assets are owned through GLHIF, a publicly-traded reporting issuer on the Toronto Stock Exchange (symbol: GLH.UN) of which BRPI owns a 50.01% interest on a fully exchanged basis.</p> <p><u>GLPL</u> BRPI owns 100% of the shares in GLPL, which is a licensed generator of electricity under OEB license EG-2003-0175. GLPL's generation business consists of 12 hydroelectric generating stations with a combined capacity of 349 MW. GLPL's generating stations are located on four river systems. As part of the proposed transaction, BRPI will transfer all of its shares in GLPL to GLP Trust.</p> <p><u>GLHIF (through GLP Trust)</u> GLHIF is a publicly-traded, unincorporated open-ended trust. GLHIF indirectly owns, through its wholly owned subsidiary Great Lakes Power Trust ("GLP Trust"), the Lièvre Power system on the Lièvre River in Québec, the Mississagi Power System located in Northern Ontario, the Carmichael Falls generating station in Northern Ontario, a 49.9% interest in the Powell River Energy system located in British Columbia and hydro facilities located in Maine and New Hampshire, as well as 99% of the Prince Wind Farm in northern Ontario and a 50% joint venture interest in Pingston Creek Hydro in British Columbia. The combined facilities owned and co-owned by GLHIF include 27 hydroelectric generating stations with an installed capacity of 1,260 MW and 1 wind farm with 126 turbines. GLHIF sells its power under long-term power purchase agreements ("PPAs") to either industrial users, public utilities or BRPI (either directly or to its subsidiaries).</p>	
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VFPHC

VFPHC is a corporation established for the initial purpose of acquiring SRPI's limited partnership interests in VFLP and subsequently for acquiring BRPI's limited partnership interests in VFLP at a later stage of the proposed transaction. At different stages of the proposed transaction, VFPHC will be a wholly owned subsidiary of SRPI, BRPI and then GLPL.

Gosfield Wind LP

Gosfield Wind LP is a limited partnership in Ontario that is developing the Gosfield Wind Project ("Gosfield"), which is a 50 MW capacity wind generation project currently under development in the Town of Kingsville in Essex County. In January 2009, Gosfield was awarded a 20-year power purchase agreement from the Ontario Power Authority. Detailed engineering work is now underway with a view to beginning construction by late 2009 so as to meet the expected in-service date of August 1, 2010. A generator license application has been filed with the Board (EB-2009-0175). The development assets associated with Gosfield are all owned by Gosfield Wind LP. Gosfield Wind LP is currently controlled by BRPI through BPWC, several numbered Ontario companies and Gosfield Wind GP. As part of the proposed transaction, BRPI will transfer all of its shares in these entities to GLP Trust.

OTHER PARTIES:

BPWC

Brookfield Power Wind Corporation has been actively involved in the development of wind power projects in Ontario for many years. Brookfield Wind is a licensed electricity generator (EG-2004-0426), but does not currently have any operating generation.

GLP Trust

GLP Trust is a wholly owned subsidiary of GLHIF and a Quebec-based unincorporated open ended trust. (See above).

GLPDI

GLPDI is a corporation duly incorporated in Ontario, which as of July 1, 2009 is the owner and operator of the former GLPL distribution system, which covers an area of approximately 14,200 square kilometres in a remote area of Northern Ontario, north and east of the City of Sault Ste. Marie serving approximately 11,600 customers. It consists of 1,705 pole km of lines and 1,823 circuit km of lines of voltages from 2.4 kV up to 44 kV. There are 13 distribution supply points from the GLPTLP transmission system and 17 sub-transmission distribution substations.

SRPI

SRPI is a wholly owned subsidiary of BRPI, which holds a 35% limited partnership interest in VFLP. This limited partnership interest is initially held directly by SRPI, but in the course of the transaction is transferred to VFPHC, after which SRPI will be wound up into BRPI.

VFLP and VFGP

VFLP is a limited partnership generating electricity through its 10 MW hydroelectric station on the Seine River at Valerie Falls, three miles north of Atikokan in northwestern Ontario. Valerie Falls GP is a licensed generator on behalf of Valerie Falls LP pursuant to license EG-2003-0177. BRPI currently holds 100% of Valerie Falls GP. Valerie Falls LP is currently held 64.99% by BRPI, 0.01% by Valerie Falls GP, and 35% by SRPI.

ELECTRICITY SECTOR AFFILIATES:

Brookfield Asset Management Inc. ("BAM")

BAM is focused on property, power and infrastructure assets, with approximately US\$90 billion of assets under management. BAM's securities trade on the Toronto, New York and Euronext Amsterdam stock exchanges under the symbol BAM.A, BAM and BAMA respectively. BAM is the ultimate parent company to the electricity sector affiliates mentioned below.

Brookfield Energy Marketing Inc. ("BEMI")

BEMI, located in Gatineau, Quebec, is wholly owned by BRPI and conducts most of BRPI's wholesale energy marketing business in Canada and the United States. It manages the scheduling of BRPI's generating assets, sells power into the applicable wholesale electricity markets and enters into short-term financial contracts and power purchase agreements on behalf of the relevant entities. BEMI is a licensed energy wholesale marketer and retailer under OEB licences EW-2005-0471 and ER-2005-0440.

Brookfield Power Wind Prince LP ("BPWP LP")

BPWP LP owns the Prince Wind Energy Project, a wind farm west of Sault Ste. Marie located in the townships of Dennis, Pennefather, Korah, Aweres and Prince, in the District of Algoma in the Province of Ontario. It is owned by BRPI's publicly traded subsidiary, Great Lakes Hydro Income Fund. It is a licensed electricity generator (EG-2006-0130).

Mississagi Power Trust ("MPT")

MPT generates electricity through four hydroelectric facilities: the Aubrey Falls Generating Station, the George W. Rayner Generating Station, the Wells Generating Station and the Red Rock Falls Generating Station. It is owned by Brookfield Renewable Power's publicly traded subsidiary, Great Lakes Hydro Income Fund. MPT is a licensed generator pursuant to OEB licence EG-2002-0276.

Lake Superior Power Inc. ("LSPI")

LSPI's cogeneration facility is located in Sault Ste. Marie, Ontario. Lake Superior Power Limited Partnership ("Lake Superior Power LP") is a limited partnership formed to develop and operate a 110 MW natural gas-fired cogeneration plant in Sault Ste. Marie, Ontario. Brookfield Renewable Power is the sole limited partner in the Lake Superior Power LP. The general partner is LSPI, which holds a 1% interest in the project. Brookfield Renewable Power is the sole shareholder of LSPI. LSPI is a licensed generator on behalf of Lake Superior Power LP pursuant to OEB licence EG-2003-0176.

Beaver Power Corporation ("Beaver Power")

The hydroelectric facilities of Beaver Power are located in northern Ontario. Beaver Power directly and indirectly owns three run-of-river hydro-electric generating facilities. It directly owns the Serpent River Project (7 MW) and the Aux Sables Project (4 MW). It also holds a 99.99% limited partnership interest in Algonquin Power (Nagagami) Limited Partnership ("Algonquin LP") which owns the Nagagami Project (19 MW). The remaining 0.01% of Algonquin LP is held by Algonquin Power General Partner (Nagagami) Inc. ("Algonquin GP"), which is 75% held by Algonquin Power Financial Services (Nagagami) Inc., which is a wholly owned subsidiary of Beaver Power. The balance of Algonquin GP is held by the Matawa First Nations Economic Development Corporation.

Beaver Power and Algonquin LP are licensed generators pursuant respectively to licences EG-2002-0408 and EG-2006-0072.

Carmichael Limited Partnership ("Carmichael LP")

The hydroelectric facility of Carmichael LP is located in northern Ontario. Carmichael LP directly owns Carmichael Falls, a 20 MW generating station on Groundhog River. Carmichael LP is owned by Brookfield Renewable power's publicly traded subsidiary, Great Lakes Hydro Income Fund. Carmichael LP is a licensed generator pursuant to licence EG-2006-0070.

Brookfield Energy Marketing LP ("BEMLP")

Brookfield Energy Marketing LP ("BEMLP"), located in Gatineau, Quebec, is a limited partnership which acts in the same capacity as BEMI. Brookfield Wind is its sole limited partner holding a 99.999% interest and BEMI is its general partner with a 0.001% interest. BEMLP is a licensed energy wholesale marketer under OEB licence EVW-2005-0300.

Great Lakes Power Transmission LP ("GLPTLP")

GLPTLP owns and, as of July 1, 2009 operates, transmission facilities in Northern Ontario. GLPT Inc. and GLPTLP are indirect subsidiaries of Brookfield Infrastructure Partners L.P. ("BIP"). BAM is a major shareholder of BIP. BIP has securities trading on the New York Stock Exchange under the symbol BIP. GLPT Inc. is a licensed transmitter on behalf of GLPTLP pursuant to transmission licence ET-2007-0649. GLPTLP's transmission system connects 12 hydroelectric generating stations, 1 wind farm, 1 gas fired generation facility, 5 industrial operations, and 2 local distribution companies - PUC Distribution Inc. (which serves Sault Ste. Marie), and GLPDI's distribution system.

1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p>APPLICANTS:</p> <p><u>BRPI</u></p> <p>BRPI generates, transmits and distributes electricity through its Electricity Sector Affiliates.</p> <p><u>GLPL</u></p> <p>GLPL's 12 hydroelectric facilities are located on the Magpie River, the Michipicoten River, the Montreal River and the St. Mary's River in the Algoma region of northern Ontario. Output from the GLPL facilities are sold in the IESO Administered Markets ("IAM").</p> <p><u>GLHIF</u></p> <p>GLHIF indirectly owns, through its wholly owned subsidiary GLP Trust, the Lièvre Power system on the Lièvre River in Québec, the Mississagi Power System located in Northern Ontario, the Carmichael Falls generating station in Northern Ontario, a 49.9% interest in the Powell River Energy system located in British Columbia, Prince Wind farm in Northern Ontario, Pingston Creek Hydro in British Columbia, and hydro facilities located in Maine and New Hampshire.</p> <p><u>VFPHC</u></p> <p>VFPHC is an affiliate of BRPI and VFLP and has no additional generation facilities itself.</p> <p><u>Gosfield Wind LP</u></p> <p>Gosfield Wind LP is developing a 50 MW capacity wind generation project in the Town of Kingsville in Essex County, Ontario.</p> <p>OTHER PARTIES:</p> <p><u>BPWC</u></p> <p>BPWC does not serve any geographic region because it is only in the business of developing generation projects, not operating them.</p> <p><u>GLHIF</u></p> <p>GLHIF generates electricity through MPT and Carmichael LP.</p> <p><u>GLPDI</u></p> <p>GLPDI's distribution system covers an area of approximately 14,200 square kilometers in a remote area of Northern Ontario, north and east of the City of Sault Ste. Marie, serving approximately 11,500 customers. GLPL does not serve any distribution customers within the City of Sault Ste. Marie.</p> <p><u>SRPI</u></p> <p>SRPI serves the same geographic region as described for VFLP.</p> <p><u>VFLP</u></p> <p>The Valerie Falls generating station owned by VFLP is located on the Seine River at Valerie Falls, three miles north of Atikokan in northwestern Ontario. Output from Valerie Falls is sold to the OEFC pursuant to a PPA.</p> <p>ELECTRICITY SECTOR AFFILIATES:</p> <p><u>BAM</u></p> <p>BAM generates, transmits and distributes electricity through BRPI.</p> <p><u>GLPTLP</u></p> <p>GLPTLP's transmission system is operated in the same general geographic area as GLPDI's distribution system, described above.</p> <p><u>MPT</u></p> <p>The MPT hydroelectric facilities are located in northern Ontario on the Mississagi River. Output from the MPT generating stations are sold in the IAM.</p> <p><u>LSPI</u></p>
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	<p>LSPI's cogeneration facility is located in Sault Ste. Marie, Ontario. LSPI's electricity production is sold to the OEFC pursuant to a PPA.</p> <p><u>BEMI</u></p> <p>BEMI is headquartered in Gatineau, Québec, but operates in the energy wholesale markets in Canada and the United States.</p> <p><u>BEMLP</u></p> <p>BEMLP is headquartered in Gatineau, Québec, but only sells electricity through the Ontario IAM.</p> <p><u>BPWP LP</u></p> <p>BPWP LP's Prince Wind Project is located west of Sault Ste. Marie, Ontario, in the townships of Dennis, Pennefather, Korah, Aweres and Prince, in the District of Algoma. Output is sold to the OPA pursuant to two PPAs. BPWP LP is held by GLHIF.</p> <p><u>Beaver Power</u></p> <p>The Beaver Power generation facilities are all located in northern Ontario. The Serpent River Project is located at Four Slide Falls on the Serpent River in the Township of Lewis. The Aux River Sable Project is located on the Aux Sables River in the Township of Tennyson. The Nagagami Project is located at the confluence of the Nagagami and the Shekak Rivers in the Township of McMillan in the District of Cochrane. Output from the Beaver Power generation facilities is sold to the OEFC pursuant to PPAs.</p> <p><u>Carmichael LP</u></p> <p>The Carmichael hydroelectric facility is located at the First Falls on the Groundhog River near the Township of Carmichael Falls in northern Ontario. Output is sold to the OEFC pursuant to a PPA. Carmichael LP is held by GLHIF.</p>
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1.3.3	<p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent year end of the existing generation output among the IESO Administered Markets, bilateral contracts, and local distribution companies.</p> <p><u>GLPL</u> Annual Sales C\$ (for 2008): \$89,975,178 (GLPL entities generation only) Annual Sales C\$ (for 2008): \$115,704,274 (including transmission and distribution) MWh (for 2008): 1,591,499</p> <p><u>Valerie Falls</u> Annual Sales C\$ (for 2008): \$4,255,129 MWh (for 2008): 58,121</p> <p><u>MPT</u> (owned by GLHIF) Annual Sales C\$ (for 2008): \$63,889,267 (100%) Annual Sales C\$ (for 2008): \$31,944,633 (50%) MWh (for 2008): 801,624 (100%) MWh (for 2008): 400,812 (50%)</p> <p><u>LSPI</u> Annual Sales C\$ (for 2008): \$70,844,398 MWh (for 2008): 364,497 (output sold to OEFC) MWh (for 2008): 430,172 (gas equivalent) MWh (for 2008): 794,669 (total - including gas equivalent)</p> <p><u>BPWP LP</u> (owned GLHIF) Annual Sales C\$ (for 2008): \$42,532,931 MWh (for 2008): 456,480</p> <p><u>Beaver Power</u> (Excluding Carmichael) Annual Sales C\$ (for 2008): \$8,193,305 MWh (for 2008): 120,266</p> <p><u>Carmichael</u> (owned by GLHIF) Annual Sales C\$ (for 2008): \$9,672,646 (100%) Annual Sales C\$ (for 2008): \$4,836,323 (50%) MWh (for 2008): 84,642 (100%) MWh (for 2008): 42,321 (50%)</p>
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1.3.4	<p>Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Director of Licensing or the Board, or forthcoming. Please include all Board file numbers.</p> <p><u>Licences Held:</u></p> <p>GLPL: EG-2003-0175, ET-2008-0342, ED-2008-0343 Valerie Falls LP: EG-2003-0177 MPT: EG-2002-0276 LSPI: EG-2003-0176 BPWC: EG-2004-0426 BPWP LP: EG-2006-0130 BEMI: EW-2005-0471, ER-2005-0440 BEMPLP: EW-2005-0300 Beaver Power: EG-2002-0408 Algonquin Power (Nagagami) LP: EG-2006-0072 Carmichael LP: EG-2006-0070</p> <p><u>Applications Before the Board or Director of Licensing:</u></p> <p>Gosfield Wind LP - Electricity Generator Licence application (EB-2009-0175)</p>	
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1.4 Current Competitive Characteristics of the Market

1.4.1

Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, **prior to the completion of the proposed transaction or project.**

Entity	MW
GLPL	349.0
Valerie Falls LP	10.0
MPT*	488.0
LSPI	110.0
BPWP LP*	189.0
Beaver Power	29.7
Carmichael*	20.4
TOTAL	1196.1

*These entities are owned by GLHIF. BRPI's proportionate share of generation produced by these facilities is therefore 50.01% of the capacity listed.

1.4.2	<p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <table border="1"> <thead> <tr> <th>Entity</th><th>MWh (2008)</th><th>% market share</th></tr> </thead> <tbody> <tr> <td>GLPL</td><td>1,591,499</td><td>●</td></tr> <tr> <td>Valerie Falls LP</td><td>58,121</td><td>●</td></tr> <tr> <td>MPT*</td><td>801,624</td><td>●</td></tr> <tr> <td>LSPI</td><td>794,669</td><td>●</td></tr> <tr> <td>BPWP LP*</td><td>456,480</td><td>●</td></tr> <tr> <td>Beaver Power</td><td>120,266</td><td>●</td></tr> <tr> <td>Carmichael*</td><td>84,642</td><td>●</td></tr> <tr> <td>TOTAL</td><td>3,907,301</td><td>●</td></tr> </tbody> </table> <p>*These entities are owned by GLHIF. BRPI's proportionate share of generation produced by these facilities is therefore 50.01% of the capacity listed.</p> <p>Please note that Annual Primary Demand is no longer calculated by the IESO. As such, we are unable</p>	Entity	MWh (2008)	% market share	GLPL	1,591,499	●	Valerie Falls LP	58,121	●	MPT*	801,624	●	LSPI	794,669	●	BPWP LP*	456,480	●	Beaver Power	120,266	●	Carmichael*	84,642	●	TOTAL	3,907,301	●	
Entity	MWh (2008)	% market share																											
GLPL	1,591,499	●																											
Valerie Falls LP	58,121	●																											
MPT*	801,624	●																											
LSPI	794,669	●																											
BPWP LP*	456,480	●																											
Beaver Power	120,266	●																											
Carmichael*	84,642	●																											
TOTAL	3,907,301	●																											

to calculate the generation market share percentage.

However, since the proposed transaction does not change the generation produced by each affiliate, there will be no change in their respective market shares as a result of the proposed transaction. Moreover, the proposed transaction will not change the total market share of the parties and their Energy Sector Affiliates combined.

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1 Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.

Please see the accompanying cover letter, which includes a detailed description of the proposed transactions.

1.5.2 Describe the generation **capacity** (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, **after** the completion of the proposed transaction or project.

Entity	MW
GLPL	349.0
Valerie Falls LP	10.0
MPT*	488.0
LSPI	110.0
BPWP LP*	189.0
Beaver Power	29.7
Carmichael*	20.4
TOTAL	1196.1

*These entities are owned by GLHIF. BRPI's proportionate share of generation produced by these facilities is therefore 50.01% of the capacity listed.

1.5.3 Describe the generation **market share** based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, **after** the completion of the proposed transaction or project.

Entity	MWh (LTA)**	% market share
GLPL	1,546,932	●
Valerie Falls LP	51,482	●
MPT*	749,952	●
LSPI	850,000	●
BPWP LP*	534,721	●
Beaver Power	126,099	●
Carmichael*	85,988	●
TOTAL	3,945,174	●

*These entities are owned by GLHIF. BRPI's proportionate share of generation produced by these facilities is therefore 50.01% of the capacity listed.

** Long-term average generation figures.

Please note that Annual Primary Demand is no longer calculated by the IESO. As such, we are unable to calculate the generation market share percentage.

However, since the proposed transaction does not change the generation produced by each affiliate, there will be no change in their respective market shares as a result of the proposed transaction. Moreover, the proposed transaction will not change the total market share of the parties and their Energy Sector Affiliates combined.

1.5.4	<p>Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.</p> <p>The proposed transactions will have no impact on competition. The proposed transactions are internal to Brookfield and do not change the status quo because all of the generation facilities that are being acquired at the various stages of the transactions by affiliates of GLPDI are already owned and operated by affiliates of GLPDI. For example, Valerie Falls is currently owned by Valerie Falls LP, which is controlled by BRPI and is therefore an affiliate of GLPDI. After the transaction, Valerie Falls will be owned by VFPHC, which will be controlled by BRPI through BRPI's control of GLHIF, GLP Trust and GLPL. A similar situation applies for the other generation assets in GLPL.</p> <p>Similarly, the proposed construction will have no impact on competition. See response to 2.1 below.</p>	
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1.5.5	<p>Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.</p> <p>The proposed transactions will have no impact on open access. The generation facilities that are the subject of the proposed transactions will continue to be managed and operated independently of the transmission and distribution assets that are owned and operated within the Brookfield group of companies, the transactions will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario and there will be no impact on open access to the distribution or transmission systems owned and operated by GLPDI or GLPTLP.</p> <p>Similarly, the proposed construction will have no impact on open access. The Gosfield facility will be operated independently of any distribution or transmission that may be owned or operated by any affiliates of Gosfield Wind LP.</p>	
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1.6 Other Information

1.6.1	<p>Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.</p> <p>The parties to the transactions and the proposed construction confirm that, to the best of their knowledge, each are in compliance with all licence and applicable code requirements and will continue to comply after the completion of the transactions.</p>	
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PART II: TRANSMITTERS, DISTRIBUTORS ACQUIRING OR CONSTRUCTING GENERATORS - SECTION 80

All applicants filing Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition

2.1.2	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>The only new generation being proposed by this notice is the generation output from the Gosfield Wind Project, the construction of which is being proposed. All of the generation output from the Gosfield Wind Project will be sold at fixed prices to the Ontario Power Authority under a power purchase agreement, under which it will be offered into the IESO Administered Market.</p>	
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2.1.3	<p>Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.</p> <p>The Gosfield Wind Project will be fueled by wind. The facility will have an installed capacity of 50.6 MW, which will be provided by 22 Siemens SWT 2.3 MW turbine units.</p>	
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2.1.4	<p>Provide details on whether the generation facility is expected to be a "must run" facility.</p> <p>The Gosfield Wind Project will not be a "must run" facility.</p>	
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2.1.5	<p>Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.</p> <p>The Gosfield Wind Project will not serve a "load pocket".</p>	
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2.2 System reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under clause 82(2)(b) of the Act.

Not Applicable

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IMO Preliminary System Impact Assessment Report, if completed, and the IMO Final System Impact Assessment Report, if completed. If the IMO is not conducting a System Impact Assessment Report, please explain.	

PART III: GENERATORS ACQUIRE OR CONSTRUCT TRANSMISSION, DISTRIBUTION - SECTION 81

All applicants filing Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

Not Applicable

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed.	
3.1.3	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	

3.1.4	Provide details on whether the generation facilities are expected to be "must-run" facilities.	
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How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

2300 Yonge Street, Suite 2601
Toronto, Ontario M4P 1E4

Telephone:	(416) 481-1967
Fax:	(416) 440-7656
website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

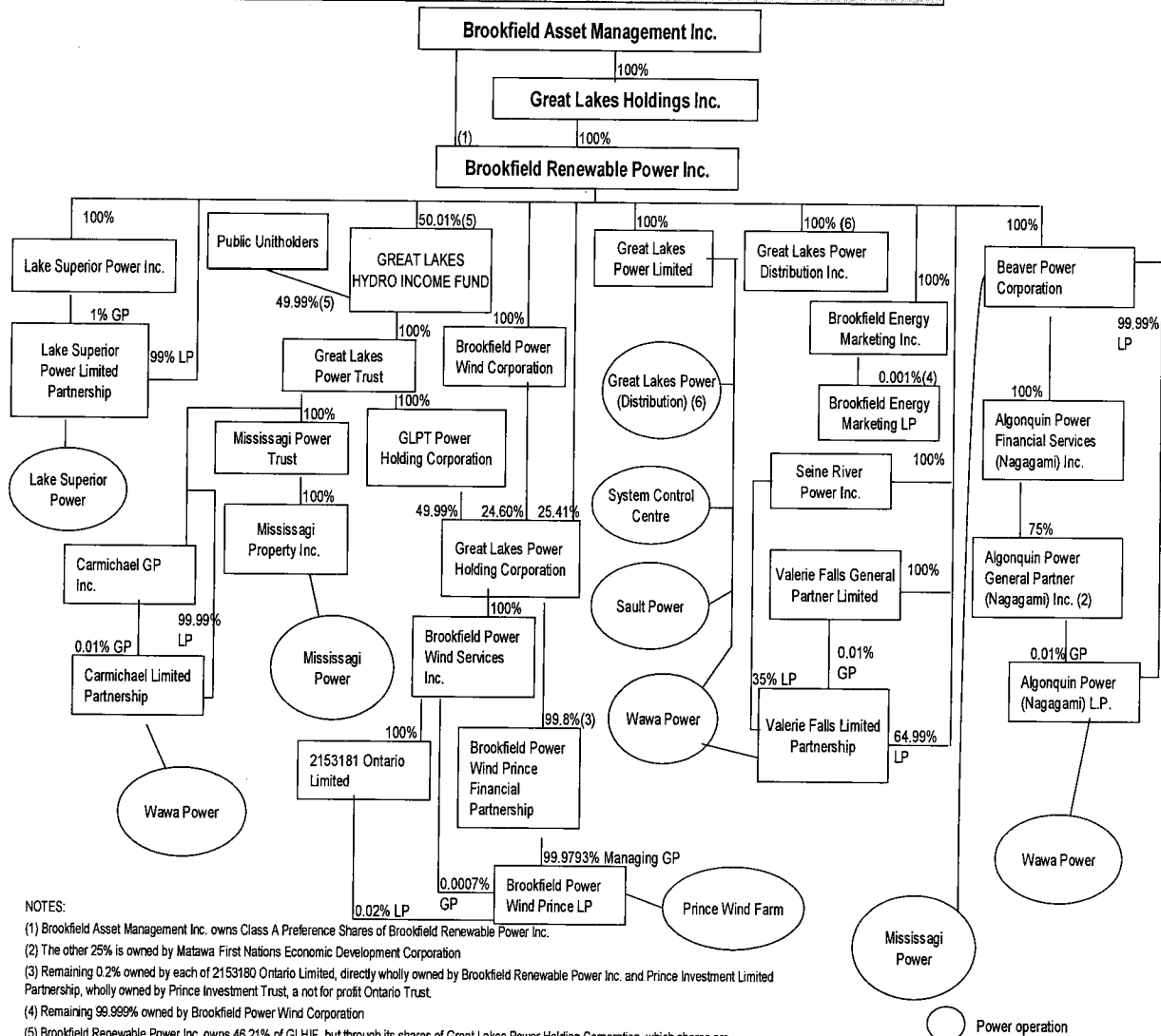
Attachment 'B'

Corporate Structure for the Brookfield Renewable Power Group

- Ontario Operations

BROOKFIELD RENEWABLE POWER GROUP

ONTARIO OPERATIONS - CORPORATE STRUCTURE



NOTES:

(1) Brookfield Asset Management Inc. owns Class A Preference Shares of Brookfield Renewable Power Inc.

(2) The other 25% is owned by Matawa First Nations Economic Development Corporation

(3) Remaining 0.2% owned by each of 2153180 Ontario Limited, directly wholly owned by Brookfield Renewable Power Inc. and Prince Investment Limited Partnership, wholly owned by Prince Investment Trust, a not for profit Ontario Trust.

(4) Remaining 99.999% owned by Brookfield Power Wind Corporation

(5) Brookfield Renewable Power Inc. owns 46.21% of GLHIF, but through its shares of Great Lakes Power Holding Corporation, which shares are exchangeable on a one-for-one basis into trust units of the Fund, on a fully exchanged basis, Brookfield Renewable Power holds a 50.01% ownership interest in the Fund.

(6) Distribution business will be transferred from Great Lakes Power Limited to Great Lakes Power Distribution Inc. on July 1, 2009.

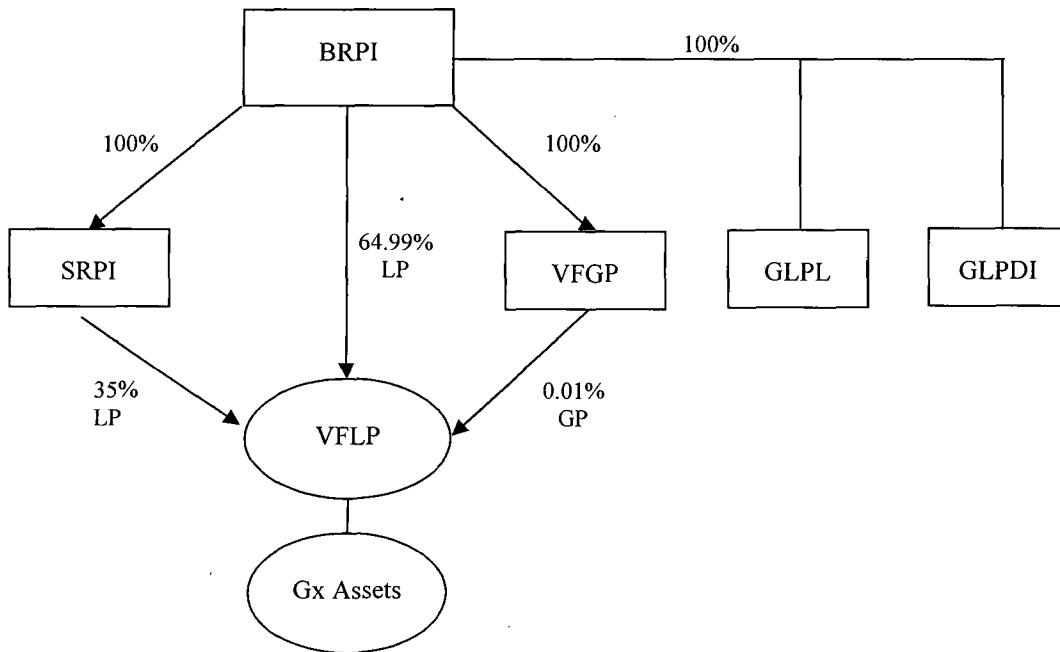
June 25, 2009

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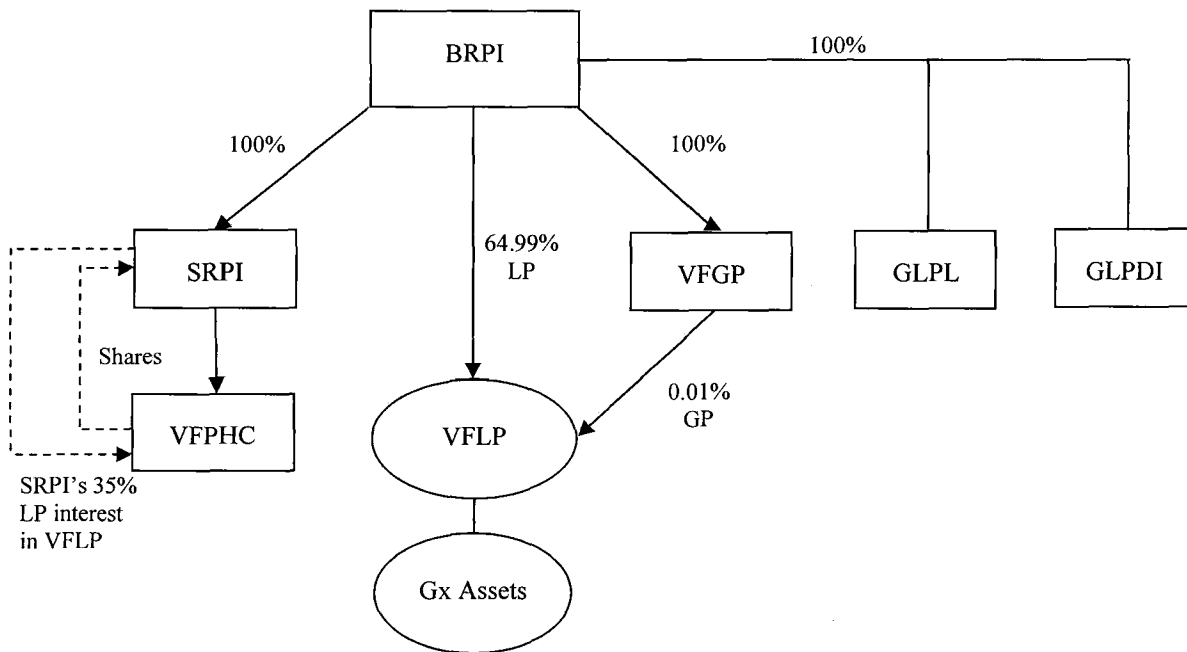
Attachment 'C'

Corporate Structures Associated with Valerie Falls

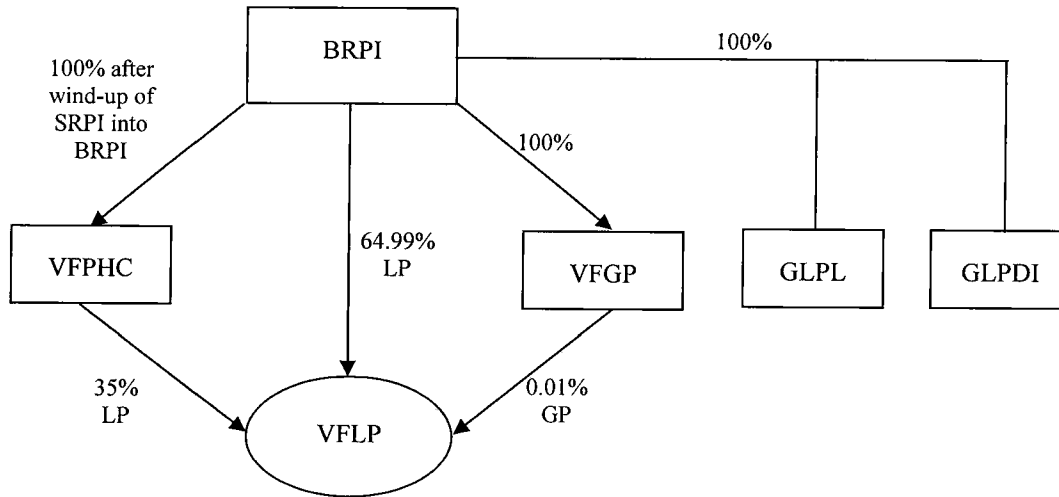
1. **Current Structure Associated with Valerie Falls**



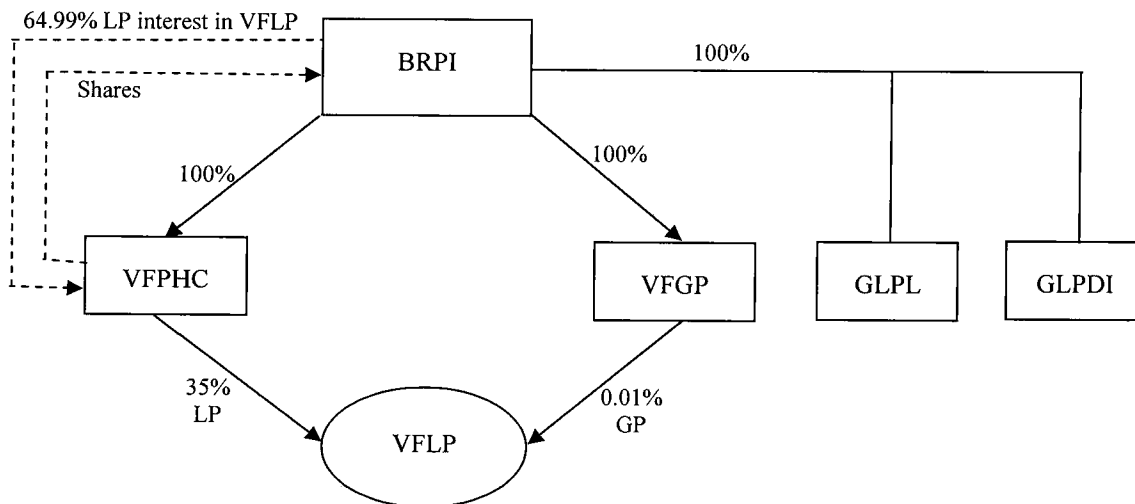
2. **SRPI Transferring LP Interests in VFLP to Newly Incorporated VFPHC**



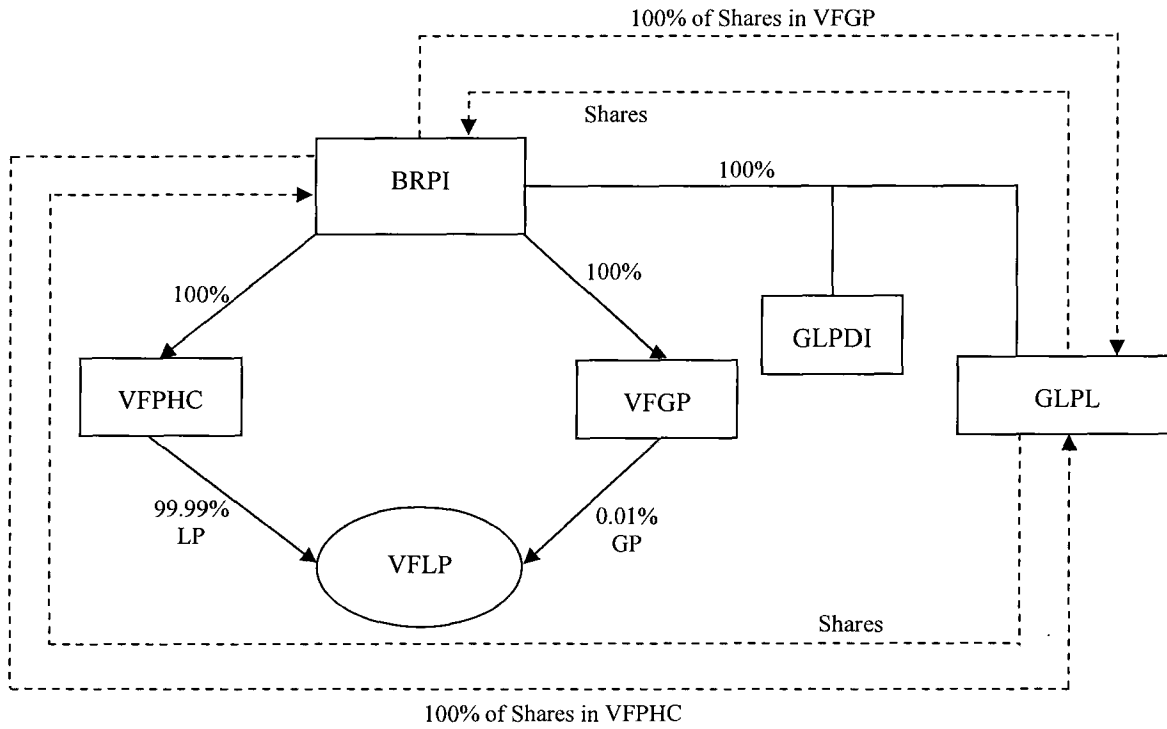
3. **SRPI Being Wound Up Into BRPI**



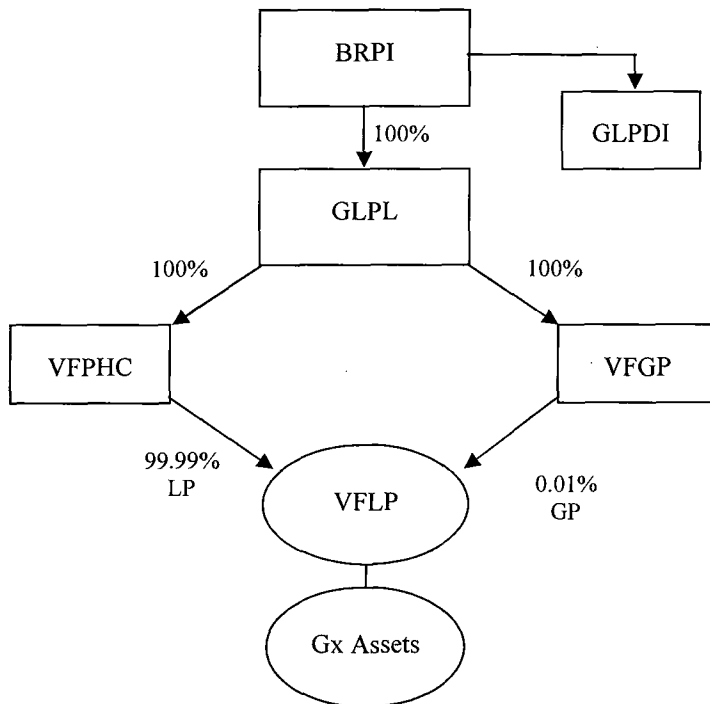
4. **VFPHC Acquiring BRPI's LP Interests in VFLP**



5. **GLPL Acquiring BRPI's Shares in VFPHC and VFGP**



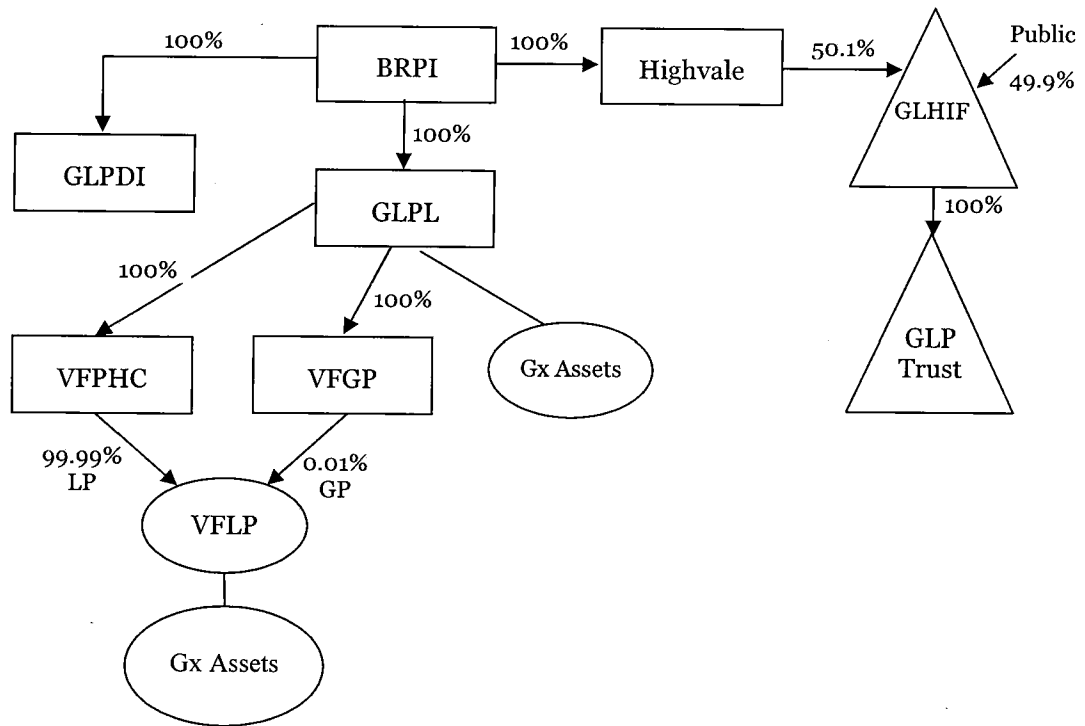
6. **Resulting Structure**



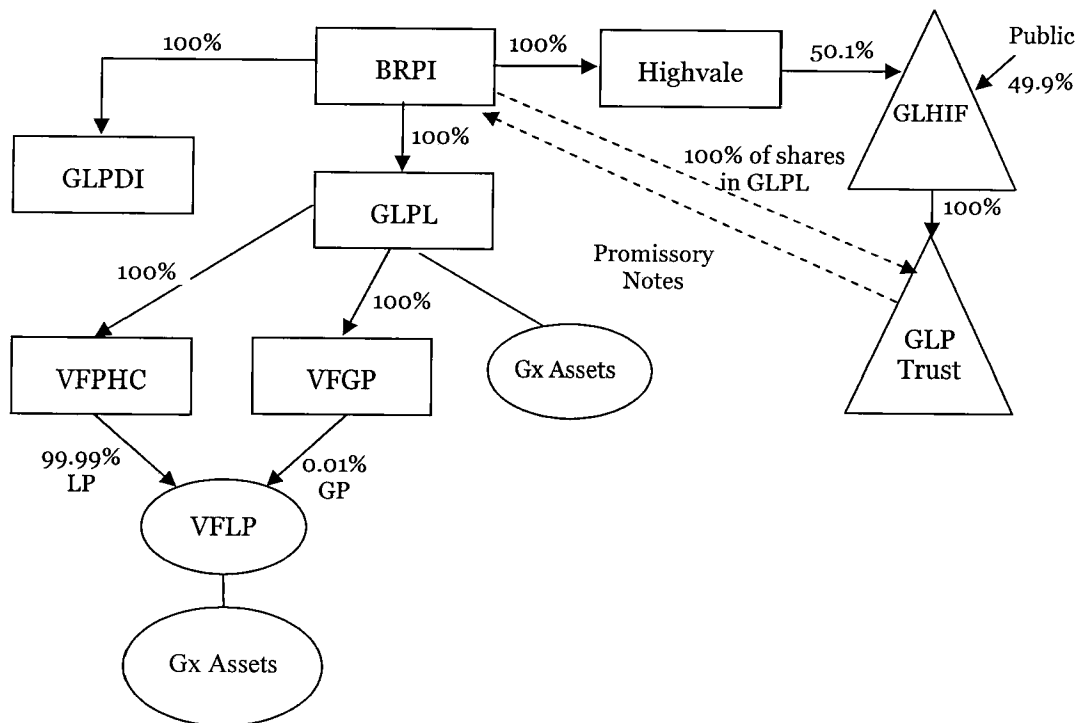
Attachment 'D'

Corporate Structures Associated with Great Lakes Power Limited

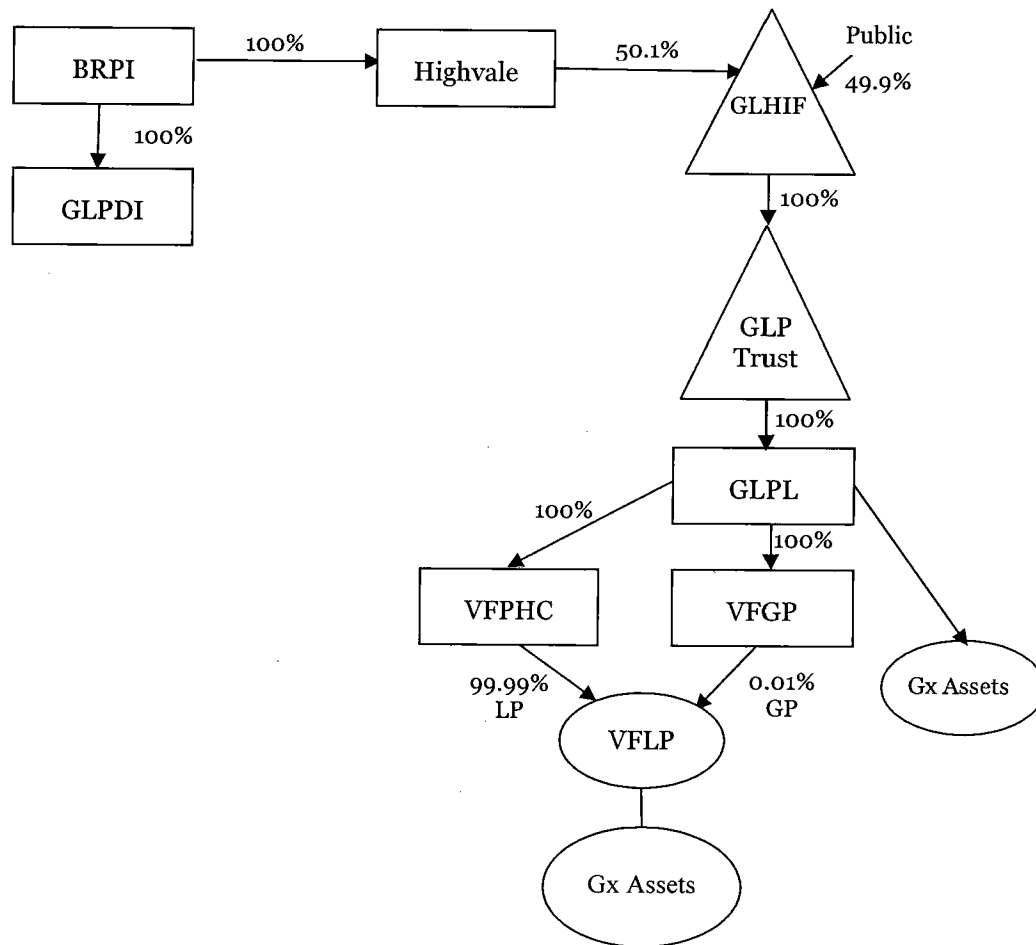
1. **Current Structure**



2. **GLP Trust Acquiring BRPI's Shares in GLPL**



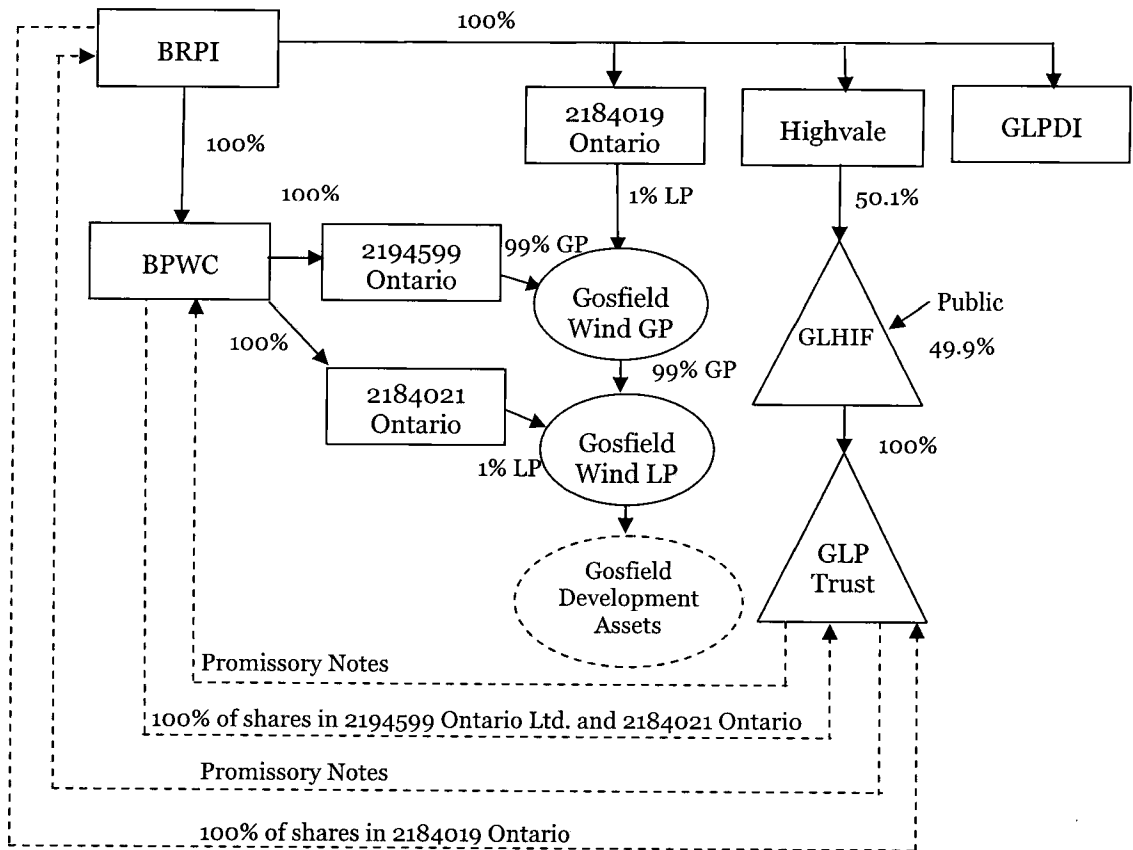
3. Resulting Structure



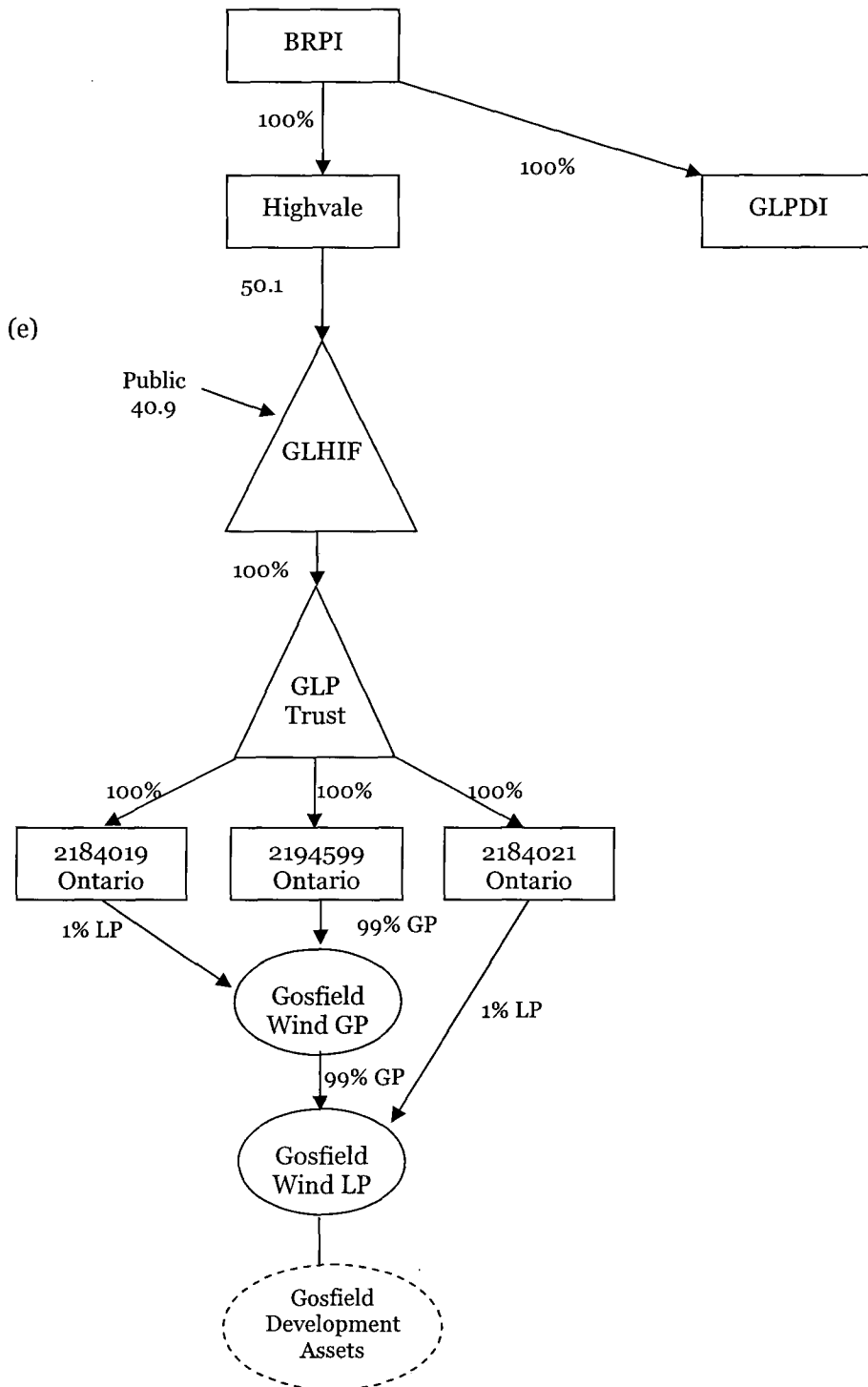
Attachment 'E'

Corporate Structures Associated with Gosfield

1. **GLP Trust Acquires Shares in Numbered Companies from BRPI and BPWC**



2. Resulting Structure Associated with Gosfield



Attachment 'F'

Post-Transaction Corporate Structure for Relevant Entities

