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January 22, 2010

DELIVERED BY EMAIL AND COURIER

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
Suite 2700
Toronto ON M4P 1E4

Dear Ms. Walli:

**Re: Toronto Hydro-Electric System Limited 2010 EDR Settlement Agreement
OEB File Number EB-2009-0139**

We are counsel to Toronto Hydro-Electric System Limited ("Toronto Hydro") in the above captioned matter. We attach with this letter a copy of a proposed settlement agreement in connection with Toronto Hydro's 2010 EDR application.

Each of the parties to the settlement agreement has reviewed and approved the agreement as described therein. Our intention is to present this settlement agreement to the Board and to answer any of the Board's questions on the agreement during the first day of the oral hearing, now scheduled to commence on Feb. 4, 2010.

Yours truly,

BORDEN LADNER GERVAIS LLP

original signed by Mark Rodger

J. Mark Rodger
JMR/lid
Encl.

copy to:

JS Couillard, Toronto Hydro
Pankaj Sardana, Toronto Hydro
Intervenors of Record

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