

SETTLEMENT AGREEMENT

MARCH 2, 2010

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PREAMBLE

This Settlement Agreement is filed with the Ontario Energy Board (the "OEB" or the "Board") in connection with the application of Enbridge Gas Distribution Inc. ("Enbridge" or the "Company"), for an order or orders approving or fixing rates for the sale, distribution, transmission, and storage of gas for 2010.

In Procedural Order No. 3, the Board established the process to address this Application. The Issues List for this proceeding was established in Procedural Order No. 4 and was updated in Procedural Order Nos. 5 and 6.

A Settlement Conference was held on February 22 and 23, 2010. Ken Rosenberg acted as facilitator for the Settlement Conference. This Settlement Agreement arises from the Settlement Conference and subsequent discussions.

Enbridge and the following intervenors, as well as Ontario Energy Board technical staff ("Board Staff"), participated in the Settlement Conference:

ASSOCIATION OF POWER PRODUCERS OF ONTARIO (APPrO)
BUILDING OWNERS AND MANAGERS ASSOCIATION OF THE
GREATER TORONTO AREA (BOMA)
CANADIAN MANUFACTURERS & EXPORTERS (CME)
CONSUMERS COUNCIL OF CANADA (CCC)
ENERGY PROBE RESEARCH FOUNDATION (Energy Probe)
INDUSTRIAL GAS USERS ASSOCIATION (IGUA)
ONTARIO ASSOCIATION OF PHYSICAL PLANT ADMINISTRATORS (OAPPA)
SCHOOL ENERGY COALITION (SEC)
VULNERABLE ENERGY CONSUMERS COALITION (VECC)

The Settlement Agreement deals with all of the issues listed at Appendix "A" to the Board's Procedural Order #6, dated February 18, 2010 (the "Issues List").

The description of each issue assumes that all parties participated in the negotiation of the issue, unless specifically noted otherwise. Board Staff takes no position on any issue and, as a result, is not a party to the Settlement Agreement.

It is acknowledged and agreed that none of the completely settled provisions of this Settlement Agreement is severable. If the Board does not, prior to the commencement of the hearing of the evidence in this proceeding, accept the provisions of the Settlement Agreement in their entirety, there is no Settlement Agreement (unless the parties agree that any portion of the Settlement Agreement that the Board does accept may continue as a valid Settlement Agreement).

Best efforts have been made to identify all of the evidence that relates to each settled issue. The supporting evidence for each settled issue is identified individually by reference to its exhibit number in an abbreviated format; for example, Exhibit B, Tab 3, Schedule 1 is referred to as B-3-1. Where appropriate, references to interrogatories include references to the pages of the transcript from the February 11, 2010 Technical Conference where questions were addressed by Enbridge. The identification and listing of the evidence that relates to each settled issue is provided to assist the Board.

The Settlement Agreement describes the agreements reached on the issues. The Settlement Agreement provides a direct link between each settled issue and the supporting evidence in the record to date. In this regard, the parties are of the view that the evidence provided is sufficient to support the Settlement Agreement in relation to the settled issues and, moreover, that the quality and detail of the supporting evidence, together with the corresponding rationale, will allow the Board to make findings agreeing with the proposed resolution of the settled issues. In the event that the Board does not accept the proposed settlement of any issue, further evidence may be required on the issue for the Board to consider it fully.

According to the Board's *Settlement Conference Guidelines* (p. 3), the parties must consider whether a settlement proposal should include an appropriate adjustment mechanism for any settled issue that may be affected by external factors. Enbridge and the other parties who participated in the Settlement Conference consider that no settled issue requires an adjustment mechanism other than those expressly set forth herein.

None of the parties can withdraw from the Settlement Agreement except in accordance with Rule 32 of the *Ontario Energy Board Rules of Practice and Procedure*. Finally, unless stated otherwise, a settlement of any particular issue in this proceeding is without prejudice to the positions parties might take with respect to the same issue in future proceedings during the term of Enbridge's current five year Incentive Regulation ("IR") plan, or thereafter.

OVERVIEW

In the EB-2007-0615 proceeding, the Board approved a settlement agreement that prescribes the rate setting approach to be used by Enbridge over the five year IR term from 2008 to 2012.¹ This approach involves the use of a Distribution Revenue Requirement per Customer Formula (the "Adjustment Formula") to adjust the amount to be recovered in rates for each year of the IR term.

The IR Settlement Agreement requires Enbridge to file prescribed information by October 1st each year, for the purpose of setting rates for the following year. This information is

¹ EB-2007-0615, Ex. N1-1-1.

used in the Adjustment Formula to determine the Distribution Revenue Requirement (the “DRR”) for the following year. As part of the filing, the Company also sets out the Total Revenue Requirement to be recovered and the allocation of the DRR to its rate classes, and a rate handbook and supporting documentation detailing how rates have been adjusted.

Enbridge filed its 2010 rate adjustment application on September 1, 2009 (as amended on September 14, 2009). Among other things, the updated evidence in support of the Application indicates that the proposed change to its distribution rates for 2010 is an increase of approximately 1.7% or less for all customer classes on a T-service basis (that is, excluding commodity costs).

The impact of this Settlement Agreement, if accepted, is that the average rate increases will be approximately 0.3% or less for all customer classes on a T-service basis. For residential customers, the average T-service increase will be approximately 0.2%, or about \$1 annually.

All intervenors listed above participated in the Settlement Conference and subsequent discussions. Enbridge and all intervenors except for SEC have agreed to the settlement of the issues as described on the following pages. SEC is not a party to this Settlement Agreement. Accordingly, any reference to “parties” in this Settlement Agreement is intended to refer to Enbridge and all intervenors listed on page 4, except for SEC.

Some parties take no position on some issues, as noted in the description of the issues.

If this Settlement Agreement is accepted by the Board, then all issues are completely settled, except as follows:

(a) The Settlement Agreement sets out one issue to be determined by the Board, in Issue 7. That issue relates to the interpretation of the Board’s prior decision in EB-2009-0154 (September 30, 2009). No evidence or argument is required for the Board’s determination of that issue.

(b) There is no agreement on the Board’s Issue 17 (the “ROE Issue”). That matter is currently being addressed following the process set out in Procedural Order No. 6.

THE ISSUES

1 Has Enbridge calculated its proposed distribution revenue requirement, including the assignment of that revenue requirement to the rate classes and the resulting rates, in accordance with the EB-2007-0615 incentive settlement agreement?

For the purposes of settling the issues in this proceeding, all parties agree that Enbridge has calculated its proposed distribution revenue requirement including the assignment of that revenue requirement to the rate classes and resulting rates in accordance with the EB-2007-0615 incentive settlement agreement.

Evidence: The evidence in relation to this issue includes the following:

B-1-1	Rate Adjustment Summary
B-1-2	2010 Revenue per Customer Cap Determination
B-1-3	Inflation Factor
B-1-4	Customer Additions
B-1-5	Gas Volume Budget
B-1-6	Budget Degree Days
B-1-7	Average Use and Economic Assumptions
B-2-1	Y Factor – Power Generation Projects
B-2-2	Y Factor – DSM Program
B-2-5	Y Factors - Other
B-3-1	Z Factor – Pension Funding Commitment
B-3-2	Z Factor – Crossbores/Sewer Laterals
B-4-1	2010 Proposed Rates
B-4-2	Rate Schedules
B-4-3	2009 Revenues by Rate Class
B-4-4	Proposed Volumes and Revenue Recovery by Rate Class
B-4-5	Proposed Billed and Unbilled Revenue
B-4-6	Summary of Proposed Rate Change by Rate Class
B-4-7	Calculation of Gas Supply Charges by Rate Class
B-4-8	Detailed Revenue Calculations
B-4-9	Annual Bill Comparison EB-2009-0172 vs EB-2009-0309
B-4-10	Assignment of Revenue Requirement
B-6-1	Summary of Gas Costs to Operations
B-6-2	Gas Cost Schedules
I-1-1	Board Staff Interrogatory #1
I-3-1 and 9	BOMA Interrogatories #1 and 9
I-6-3 and 5	SEC Interrogatories #3 and 5
I-7-2 and 11 to 14	VECC Interrogatories #2 and 11 to 14
TC Tr 5-16	Technical Conference, February 11, 2010, at pp. 5-16
TCU 1 and 2	Technical Conference Undertakings #1 and 2

2 Is the forecast of degree days appropriate?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that the forecast of degree days is appropriate.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-1-6	Budget Degree Days
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3 Is the forecast of average use appropriate?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that the forecast of average use is appropriate.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-1-7	Average Use and Economic Assumptions
I-7-6	VECC Interrogatory #6

4 Is the forecast of customer additions appropriate?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that the forecast of customer additions is appropriate.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-1-4	Customer Additions
I-3-2	BOMA Interrogatory #2
I-4-1 to 3	CCC Interrogatories #1 to 3
I-5-1	CME Interrogatory #1
I-7-3	VECC Interrogatory #3
TCU 2	Technical Conference Undertaking #2

5 Is the gas volume budget appropriate?

For the purposes of settling the issues in this proceeding, all parties agree that the gas volume budget is appropriate.

Evidence: The evidence in relation to this issue includes the following:

B-1-5	Gas Volume Budget
B-4-7	Calculation of Gas Supply Charges by Rate Class
B-6-1	Summary of Gas Costs to Operations
B-6-2	Gas Cost Schedules
I-1-2 to 3	Board Staff Interrogatories #2 and 3
I-3-3 to 4	BOMA Interrogatories #3 and 4
I-4-4	CCC Interrogatory #4
I-5-2	CME Interrogatory #2
I-7-4 to 5	VECC Interrogatories #4 and 5
TC Tr 5-13	Technical Conference, February 11, 2010, at pp. 5-13
TCU 1 and 2	Technical Conference Undertakings #1 and 2

6 Is the amount proposed for the Y factor Power Generation Projects appropriate?

For the purposes of settling the issues in this proceeding, all parties agree that the amount proposed for the Y factor Power Generation Projects is appropriate.

Evidence: The evidence in relation to this issue includes the following:

B-2-1	Y Factor – Power Generation Projects
B-2-5	Y Factors - Other
I-1-4	Board Staff Interrogatory #4
I-3-5 to 6	BOMA Interrogatories #5 and 6
I-5-3	CME Interrogatory #3
I-6-4	SEC Interrogatory #4
I-7-8	VECC Interrogatory #8

7 Is the amount proposed for the Y factor DSM Program appropriate?

With one exception, as set out below, and for the purposes of settling the issues in this proceeding all parties agree that the amount proposed for the Y factor DSM Program is appropriate.

In its EB-2009-0154 Decision and Order, released September 30, 2009, the Board stated the following:

“The Board approves the inclusion of the new industrial pilot program as proposed by Enbridge. The Board notes that it was not its expectation that the 2010 DSM Plan would include new projects. However, the Board finds

that, given the nature of the program, its general acceptance by the intervenor community, and the limitations (set out below) on the use of its outcomes will provide a positive addition to Enbridge's 2010 DSM Plan and the development of knowledge for gas DSM moving forward. The Board confirms that the funding for the program must come from outside of Enbridge's DSM budget, and the outcomes shall not be incorporated into the TRC and SSM calculations." (at p. 7)

The parties have different views as to what the Board intended to be the appropriate source of funding for the new industrial pilot project.

Enbridge's position is that the Board approved the pilot project "as proposed by Enbridge", and that its Application contemplated that funding for the industrial pilot program would be incremental to the \$23.8 million DSM budget for 2010, and that the incremental funding would be recovered in rates through an increase to the otherwise determined DSM Y-factor, allocated to the customer classes qualifying for the program.

Other parties take the position that the Board approved the pilot project but, in response to concerns of some parties noted in the Board's decision, directed that the costs of the program not be added to the \$23.8 million DSM budget for 2010, and thus not be passed through as an increase to the otherwise determined DSM Y-factor, but rather funded from within Enbridge's overall 2010 distribution revenue requirement as otherwise determined.

For the purposes of settling the issues in this proceeding, all parties ask that the Board provide confirmation as to its intention in the EB-2009-0154 Decision regarding the appropriate source of funding for Enbridge's new industrial pilot project.

In order to allow for rates to be implemented at the first possible opportunity, without having to await any Board Decision on this issue, the parties have agreed that Enbridge may include the \$1.25 million cost of the pilot project in the DSM Y factor. Enbridge agrees that, in the event that its position is not accepted, then Enbridge will credit \$1.25 million to the 2010 DSMVA (and this credit will not impact on any calculation of under or over spending in relation to the 2010 DSM budget).

All parties agree that this initial treatment of the pilot project costs should not be considered by the Board as a factor in its determination of the question raised by the parties.

Evidence: The evidence in relation to this issue includes the following:

B-2-2	Y Factor – DSM Program
I-1-5	Board Staff Interrogatory #5
I-3-7	BOMA Interrogatory #7
I-5-4	CME Interrogatory #4
I-7-7	VECC Interrogatory #7

8 Is the amount proposed for the Y factor for Gas in Storage and related carrying costs appropriate?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that the amount proposed for the Y factor for Gas in Storage and related carrying costs is appropriate.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-2-5 Y Factors - Other

9 Is the amount proposed for the Y factor for CIS Customer Care appropriate?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that the amount proposed for the Y factor for CIS and Customer Care is appropriate.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-2-5 Y Factors - Other
E-2-1 Customer Care and CIS Settlement Template
I-5-5 CME Interrogatory #5

10 Is it appropriate to have a Z factor for the Pension Funding costs and if so, is the amount proposed appropriate? In connection with this issue, is it appropriate to establish a Pension Funding costs variance account ("PFCVA")?

For the purposes of settling the issues in this proceeding, Enbridge has agreed to withdraw its request for the relief sought under this issue. All parties agree that this withdrawal is without prejudice to Enbridge's right to request the same or similar relief in respect of pension costs for 2011 or subsequent years.

Evidence: The evidence in relation to this issue includes the following:

B-3-1 Z Factor – Pension Funding Commitment
C-1-2 Pension Funding Costs Variance Account
I-1-6 to 12 Board Staff Interrogatories #6 to 12
I-2-1 APPrO Interrogatory #1
I-3-8 BOMA Interrogatory #8
I-4-5 to 8 CCC Interrogatories #5 to 8

I-5-6
I-7-9 and 19
TC Tr 18-21

CME Interrogatory #6
VECC Interrogatory #9 and 19
Technical Conference, February 11, 2010, at pp. 18-21

11 Is it appropriate to have a Z factor for the Crossbores/Sewer Laterals and if so, is the proposed amount appropriate? In connection with this issue, is it appropriate to establish a Crossbores/Sewer Laterals costs variance account ("CBSLCVA")?

For the purposes of settling the issues in this proceeding, Enbridge has agreed to withdraw its request for the relief sought under this issue. Except as noted below, all parties agree that this withdrawal is without prejudice to Enbridge's right to request the same or similar relief in respect of crossbores/sewer lateral costs for 2011 or subsequent years.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-3-2	Z Factor – Crossbores/Sewer Laterals
C-1-3	Crossbores / Sewer Lateral Cost Variance Account
I-1-13	Board Staff Interrogatory #13
I-4-9	CCC Interrogatory #9
I-5-7	CME Interrogatory #7
I-7-10 and 19	VECC Interrogatories #10 and 19
TC Tr 25-26	Technical Conference, February 11, 2010, at pp. 25-26

12 Is it appropriate to establish for 2010 the previously agreed upon list of deferral and variance accounts from the Settlement Agreement in the EB-2007-0615 proceeding?

For the purposes of settling the issues in this proceeding, all parties agree that it is appropriate to establish for 2010 the previously agreed upon list of deferral and variance accounts from the Settlement Agreement in the EB-2007-0615 proceeding

Evidence: The evidence in relation to this issue includes the following:

B-7-1	Deferral & Variance Accounts – Actual Balances
C-1-1	Deferral & Variance Accounts
I-5-8	CME Interrogatory #8
I-6-6 to 8	SEC Interrogatories #6 to 8
I-7-15,17 and 18	VECC Interrogatories #15, 17 and 18
TC Tr 18-21	Technical Conference, February 11, 2010, at pp. 18-21

13 Is it appropriate to establish for 2010 the Open Bill Revenue variance account (“OBRVA”) and the Ex-Franchise Third Party Billing Services deferral account (“EFTPBSDA”)?

For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that it is appropriate to establish for 2010 the Open Bill Revenue variance account (“OBRVA”) and the Ex-Franchise Third Party Billing Services deferral account (“EFTPBSDA”).

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

B-7-1	Deferral & Variance Accounts – Actual Balances
C-1-1	Deferral & Variance Accounts

14 Is it appropriate to establish for 2010 the accounts related to: (i) the International Financial Reporting Standards Transition Costs deferral account (“IFRSTCDA”), (ii) the Purchased Gas Variance Disposition Change Cost variance account (“PGVDCCVA”) and (iii) the Mean Daily Volume Mechanism deferral account (“MDVMDA”).

For the purposes of settling the issues in this proceeding, all parties agree that it is appropriate to establish for 2010 the accounts related to: (i) the International Financial Reporting Standards Transition Costs deferral account (“IFRSTCDA”), (ii) the Purchased Gas Variance Disposition Change Cost variance account (“PGVDCCVA”) and (iii) the Mean Daily Volume Mechanism deferral account (“MDVMDA”). The description of these accounts will be same as for the equivalent 2009 accounts that were approved by the Board.

Evidence: The evidence in relation to this issue includes the following:

B-7-1	Deferral & Variance Accounts – Actual Balances
C-1-1	Deferral & Variance Accounts
I-7-16	VECC Interrogatory #16

15 Is the adjustment to the incremental tax amounts “Y factor” appropriate (Ex. C-1- 4)?

For the purposes of settling the issues in this proceeding, all parties agree that the adjustment to the incremental tax amounts “Y factor” is appropriate.

Enbridge agrees to analyze and determine the impacts of the transition to a harmonized sales tax (HST) starting July 1, 2010 and to bring forward the results for review in 2011. All parties agree that the impact within 2010 of the transition to HST will be recorded in the 2010 TRRCVA, for future disposition along with Enbridge’s other 2010 deferral and variance accounts. As with all other tax-related matters included within the TRRCVA, the parties will seek to agree upon the 2010 impact of the transition to HST to be included in TRRCVA but, in the event that agreement cannot be reached, then the issue will be presented to and determined by the Board.

Evidence: The evidence in relation to this issue includes the following:

C-1-1	Deferral & Variance Accounts
C-1-4	Update of Sharing of Tax Change Savings Forecast Amounts
I-1-14	Board Staff Interrogatory #14
I-2-2	APPrO Interrogatory #2
I-3-10	BOMA Interrogatory #10
I-6-9	SEC Interrogatory #6
TC Tr 17-18	Technical Conference, February 11, 2010, at pp. 17-18

16 Review of the filed results of Enbridge’s Service Quality Requirements Performance and Measurement reports (GDAR) for 2007 and 2008 and a discussion of what, if any, remedial action should be taken.

Parties have reviewed Enbridge’s filed Service Quality Requirements Performance and Measurement reports (GDAR) for 2007 and 2008. Enbridge agrees that during each remaining year of the incentive regulation term, as part of its annual rate adjustment application, it will file Service Quality Requirements Performance and Measurement reports (which include a discussion of any variances from past results) for the most recent reporting period. For the purposes of settling the issues in this proceeding, except as noted below, all parties agree that no other “remedial action” is necessary at this time.

APPrO takes no position on the proposed settlement of this issue.

Evidence: The evidence in relation to this issue includes the following:

C-1-5	Service Quality Requirements
I-1-15	Board Staff Interrogatory #15
I-7-20	VECC Interrogatory #20
TC Tr 26-35	Technical Conference, at pp. 26-35

- 17 Does the calculation of the earnings sharing referred to in Section 10.1 of the IRM Settlement Agreement require the use of an ROE based on the Board's cost of capital policy in effect at the time the IRM Settlement Agreement was entered into, or the 2009 Cost of Capital Report, which is in effect at the time the earnings sharing calculation will be performed? (the "ROE Issue")**

There is no agreement to settle this issue.

Evidence: The evidence in relation to this issue includes the following:

E-3-1	Return on Equity
I-4-10	CCC Interrogatory #10
I-6-2	SEC Interrogatory #2
I-7-20	VECC Interrogatory #21

- 18 How should the new rates be implemented?**

For the purposes of settling the issues in this proceeding, all parties agree that Enbridge will implement the new 2010 rates arising from this Settlement Agreement at its earliest opportunity, and ideally at the same time as the April 1, 2010 QRAM rate adjustment is implemented. This would be effected through a Revenue Adjustment Rider (Rider E) that would capture the difference in revenue between interim and final rates for the period between January 1, 2010 and April 1, 2010 or July 1, 2010 (depending on when final 2010 rates are implemented). The Company would clear Rider E on a one month prospective basis over the month of April or July 2010. All parties agree that Enbridge is entitled to recover the full year impact of the rate changes arising from this Settlement Agreement, regardless of the timing of the implementation of the new rates.

Evidence: The evidence in relation to this issue includes the following:

I-6-1	SEC Interrogatory #1
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**2010 REVENUE PER CUSTOMER CAP, DISTRIBUTION AND
TOTAL REVENUE DETERMINATION**

Row	Col. 1 Updated ExB.T1.S2 2010	Col. 2 Settlement Agreement Adjustments	Col. 3 2010 Ex. N1 App. A
1. 2009 Total Approved Revenue	3,363.8		3,363.8
2. Gas Costs to operations (at Oct. 1, 2008 ref. price)	2,389.7		2,389.7
3. 2009 Approved Distribution Revenue	974.1		974.1
4. 2009 Gas in storage related carrying costs (at Oct. 1, 2008 ref. price)	(50.4)		(50.4)
5. DSM 2009 amount	(24.3)		(24.3)
6. CIS / Cust. Care 2009 amount	(94.1)		(94.1)
7. Power generation projects 2009 amount	(3.2)		(3.2)
8. Distribution Revenue Sub-total	802.1		802.1
9. Ratepayer 50% share of 2010 incremental tax amounts (Ex.C,T1,S4)	(6.6)		(6.6)
10. Distribution Revenue base (subject to the escalation formula, \$millions)	795.5		795.5
11. Average Number of Customers (Beginning)	1,906,437		1,906,437
12. Distribution Revenue per Customer 2010 (Beginning)	\$ 417.27		\$ 417.27
13. GDP IPI FDD	2.73%		2.73%
14. Inflation Coefficient (allowed % of GDP IPI FDD)	55.00%		55.00%
15. Escalation Factor, 100 plus (GDP IPI FDD multiplied by the inflation coeff.)	101.50%		101.50%
16. Distribution Revenue per Customer 2010 (Ending)	\$ 423.53		\$ 423.53
17. Average Number of Customers (Ending)	1,931,528		1,931,528
18. Distribution Revenue (resulting from the escalation formula, \$millions)	818.06		818.06
Y-Factors			
19. 2010 Gas in storage related carrying costs (at Oct. 1, 2009 ref. price)	36.70		36.70
20. 2010 DSM Y-factor amount	26.70		26.70
21. CIS / Customer Care 2010 approved amount	95.70		95.70
22. Power generation projects 2010 amount	3.60		3.60
23. Green energy initiatives amount	-		-
24. Total 2010 Y-Factors	162.70		162.70
Z-Factors			
25. 2010 Pension funding requirement	18.90	(18.90)	- ¹
26. 2010 Sewer Lateral / Cross Bore program requirement	3.60	(3.60)	- ²
27. Total 2010 Z-Factors	22.50	(22.50)	-
28. Total 2010 Distribution Revenues	1,003.26	(22.50)	980.76
29. 2010 Gas Costs to operations (at Oct. 1, 2009 ref. price)	1,453.50		1,453.50
30. 2010 Total Revenue	2,456.76	(22.50)	2,434.26

Notes:

1. Adjustment as per the terms of the settlement of Issue 10 in the Settlement Agreement.
2. Adjustment as per the terms of the settlement of Issue 11 in the Settlement Agreement.