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August 27, 2010

BY EMAIL & COURIER

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge St, Suite 2701
Toronto ON M4P 1E4

Dear Ms. Walli:

**Board File No. EB-2010-0042 – Enbridge Gas Distribution Inc.
2009 Earnings Sharing Mechanism and Other Deferral and Variance Accounts Clearance
Comments of Energy Probe**

Pursuant to Procedural Order No. 2, issued on July 8, 2010, in which the Board Ordered a procedural process to hear the stock-based compensation issue (the “SBC Issue”), the following are the Comments of Energy Probe Research Foundation (“Energy Probe”) in this proceeding for the Board’s consideration. An electronic version of this communication will be forwarded in PDF format.

Energy Probe has reviewed the material provided by Enbridge Gas Distribution, its responses to interrogatories and its Argument in Chief on this issue. Energy Probe has discussed this issue with several of the other intervenors in this proceeding over time and was additionally afforded the opportunity to review the draft arguments of both the School Energy Coalition (“SEC”) and the Vulnerable Energy Consumers Coalition (“VECC”), as well as the Final Argument of the Building Owners and Managers Association of the Greater Toronto Area (“BOMA”).

Energy Probe generally supports the analysis and submissions of SEC, VECC and BOMA and adopts the positions taken by them in respect of the treatment that the Board should accord the three types of stock-based compensation claimed by the Applicant: Incentive Stock Options, Restricted Stock Units and Performance Stock Units.

It is the submission of Energy Probe that the Board should pay particular attention to the analysis of those three types of stock-based compensation presented by SEC in its Final Argument and the treatment that each one should be accorded as outlined in Section 6 on Page 13.

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Should you require additional information, please do not hesitate to contact me.

Yours truly,

David S. MacIntosh
Case Manager

cc: Norm Ryckman, Enbridge Gas Distribution (By email)
Fred Cass, Aird & Berlis LLP (By email)
David Stevens, Aird & Berlis LLP (By email)
Intervenors of Record (By email)