

October 21, 2011

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File No. 10.3033

VIA COURIER AND E-MAIL

Board Secretary
Ontario Energy Board
P. O. Box 2319
2300 Yonge Street
Toronto, Ontario
M4P 1E4

Dear Sirs/Mesdames:

**Re: Atlantic Power Services Canada LP
Application for an Electricity Generation Licence
Board File No. EB-2011-0348**

We are the lawyers for Atlantic Power Services Canada LP ("Atlantic LP"). Pursuant to our letter of October 7, 2011, Atlantic Power Corporation, Atlantic LP's parent, is expected to purchase Capital Power Income LP ("CPILP"), the owner of five power plants in Ontario, on or about November 3, 2011.

The current operator of CPILP's Ontario plants is Capital Power Regional Services LP ("CP Regional"). Pursuant to the above-noted application, Atlantic LP seeks an operating licence for these same plants, to permit it to be the operator of CPILP's plants after the closing of the transaction.


As you are aware, the IESO requires an issued licence by the Board in order to authorize Atlantic LP. Therefore, it is possible that Atlantic LP will be licensed by the Board, but not yet authorized by the IESO, to operate CPILP's plants.

Atlantic LP would like to ensure a seamless transition in operation, and avoid having both Atlantic LP and CP Regional be concurrently licensed to operate CPILP's plants. Accordingly, we ask that, in the event that the Board issues the requested licence to Atlantic LP, it do so with the condition that the licence will not become effective until the date upon which the Board receives written notice from Atlantic LP that it wishes for the licence to become effective.

Please confirm if this proposed condition is acceptable to the Board. Should the Board have any questions or concerns, please do not hesitate to contact the undersigned.

Yours very truly,

GOODMANS LLP

A handwritten signature in dark ink, appearing to read "Daniel Cappe", written over a faint, horizontal, wavy line.

Daniel Cappe
DYC

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