

JS Couillard
Chief Financial Officer
Toronto Hydro Electric-System Limited
14 Carlton Street
Toronto, Ontario M5B 1K5

Telephone: 416.542.3166
Facsimile: 416.542.2662
regulatoryaffairs@torontohydro.com
www.torontohydro.com



RECEIVED

June 28, 2012

JUL 03 2012

MC

ONTARIO ENERGY BD

Sent via courier

EB-2012-0303

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
PO Box 2319
2300 Yonge Street, 27th floor
Toronto, ON M4P 1E4

Dear Ms. Walli:

Re: Application under Section 86(1)(b) of the *Ontario Energy Board Act, 1998*

Toronto Hydro-Electric System Limited ("THESL") is a licensed electricity distributor in the province of Ontario. THESL submits for your consideration the attached application as required under section 86(1)(b) of the *Ontario Energy Board Act, 1998*.

In order to facilitate its renovation and cable re-routing plans, Ontrea Inc. ("Ontrea") must take ownership of certain distribution assets on its own property. THESL therefore seeks Ontario Energy Board ("OEB") approval of the sale of such distribution assets by THESL to Ontrea.

THESL requests that this Application be determined by the OEB without a hearing.

If you have any questions regarding this Application, please contact Colin McLorg, THESL's Manager of Regulatory Policy & Relations, at (416) 542-2513 or at cmclorg@torontohydro.com.

Sincerely,

A handwritten signature in blue ink, appearing to be "JS Couillard", written over a horizontal line.

JS Couillard
Chief Financial Officer
Toronto Hydro-Electric System Limited
regulatoryaffairs@torontohydro.com

:JS/RB

Ontario Energy Board
Commission de l'énergie de l'Ontario



Application Form for Applications under Section 86(1)(b) of the *Ontario Energy Board Act, 1998*

Application Instructions

1. Purpose of this Form

This form is to be used by parties applying under section 86(1)(b) of the *Ontario Energy Board Act, 1998* (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.

2. Completion Instructions

This form is in a writeable PDF format. The applicant may, however, complete responses on additional pages if the space provided is not sufficient. The applicant must either:

- type answers to all questions, print two copies and sign both copies; or
- print a copy of the form, clearly print answers to all questions, make a copy and sign both copies.

Please send both copies of the completed form and two copies of any attachments to:

Board Secretary
Ontario Energy Board
P.O. Box 2319
2300 Yonge Street, 27th Floor
Toronto, ON M4P 1E4

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MC

ONTARIO ENERGY BOARD
OFFICE OF THE BOARD SECRETARY

If you have any questions regarding the completion of this application, please contact the Market Operations Hotline by telephone at 416-440-7604 or 1-888-632-6273 or e-mail at market.operations@oeb.gov.on.ca.

The Board's "Performance Standards for Processing Applications" are indicated on the "Corporate Information and Reports" section of the Board's website at www.oeb.gov.on.ca. Applicants are encouraged to consider the timelines required to process applications to avoid submitting applications too late. If the submitted application is incomplete, it may be returned by the Board or there may be a delay in processing the application.

Ontario Energy
Board
P.O. Box 2319
2300 Yonge Street
27th Floor
Toronto ON M4P 1E4
Telephone: 1-888-632-6273
Facsimile: (416) 440-7656

Commission de l'énergie
l'Ontario
C.P. 2319
2300, rue Yonge
27^e étage
Toronto ON M4P 1E4
Téléphone: 1-888-632-6273
Télécopieur: (416) 440-7656



Application Form for Applications under Section 86(1)(b) of the *Ontario Energy Board Act, 1998*

For Office Use Only	
Application Number	EB - 2012-0303
Date Received	July 3/17

PART I: IDENTIFICATION OF PARTIES

1.1 Name of Applicant

Legal name of the applicant: Toronto Hydro-Electric System Limited ("THESL")

Name of Primary Contact:

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Couillard	JS	
Other <input type="radio"/>		Title/Position		
		Chief Financial Officer		

Address of Head Office:

City	Province/State	Country	Postal/Zip Code
Toronto	Ontario	Canada	M5B 1K5
Phone Number	Fax Number	E-mail Address	
416.542.2729	416.542.3024	regulatoryaffairs@torontohydro.com	

1.2 Other Party to the Transaction (if more than one attach a list)

Name of the other party: Ontrea Inc.

Name of Primary Contact:

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Dyck	Rory	
Other <input type="radio"/>		Title/Position		
		Director, Legal Services		

Address of Head Office:

City	Province/State	Country	Postal/Zip Code
Toronto	Ontario	Canada	M5H 3R4
Phone Number	Fax Number	E-mail Address	
416.598.8240	416.598.8222	rory.dyck@cadillacfairview.com	

1.3 If the proposed recipient is not a licensed distributor or transmitter, is it a distributor or transmitter that is exempted from the requirement to hold a distribution or transmission licence?

☒ Yes

☐ No

PART II: DESCRIPTION OF ASSETS TO BE TRANSFERRED

2.1 Please provide a description of the assets that are the subject of the proposed transaction.

The assets to be transferred include circuit breakers, switches, switchgears, conductors, line disconnect fuses, transformers, wiring, a battery and a battery charger (the "Assets").

A detailed listing of the Assets, as required by item 3.2 of this Application, is set out in Schedule 1 to the attached consent letter at Attachment 1.

2.2 Please indicate where the assets are located - whether in the applicant's service area or in the proposed recipient's service area (if applicable). Please include a map of the location.

The Assets are located on a property owned by Ontrea Inc. (the "Recipient"): Sherway Gardens Mall, 25 The West Mall, Toronto, ON, M9C 1B8 (the "Property"). The Assets are the items depicted in red on the map at Attachment 2.

The Property is located within the Applicant's service area.

2.3 Are the assets surplus to the applicant's needs?

☒ Yes

☐ No

If yes, please indicate why the assets are surplus and when they became surplus.

The Recipient is planning to undertake work on the Property that will require a cable re-routing and reconfiguration plan that will ultimately move the point of demarcation such that the Recipient will take over distribution on the Property.

2.4 Are the assets useful to the proposed recipient or any other party in serving the public?

☒ Yes

☐ No

If yes, please indicate why.

By taking ownership of the Assets, the Recipient will be able to proceed with its cable re-routing plan, once ESA approval is obtained. If the Assets are not transferred, the Recipient would be required to purchase equipment with equivalent functionality.

2.5 Please identify which utility's customers are currently served by the assets.

The Applicant's customers are served by the Assets to be transferred.

2.6 Please identify which utility's customers will be served by the assets after the transaction and into the foreseeable future.

Upon completion of the transaction, the Assets will serve only the Recipient. The Assets will serve only the Recipient into the foreseeable future. The Applicant will continue to provide bulk service to the Recipient at the Property under the appropriate customer rate classification.

PART III: DESCRIPTION OF THE PROPOSED TRANSACTION

3.1 Will the proposed transaction be a sale, lease or other?

- ☒ Sale
☐ Lease
☐ Other

If other, please specify. _____

3.2 Please attach the details of the consideration (e.g. cash, assets, shares) to be given and received by each of the parties to the proposed transaction.

3.3 Would the proposed transfer impact any other parties (e.g. joint users of poles) including any agreements with third parties?

- ☐ Yes
☒ No

If yes, please explain how.

3.4 Would the proposed transfer impact distribution or transmission rates of the applicant?

- ☐ Yes
☒ No

If yes, please explain how.

3.5 Will the transaction adversely affect the safety, reliability, quality of service, operational flexibility or economic efficiency of the applicant or the proposed recipient?

- ☐ Yes
☒ No

If yes, please explain how.

PART IV: WRITTEN CONSENT/JOINT AGREEMENT

- 4.1 Please provide the proposed recipient's written consent to the transfer of the assets by attaching:
- a) a letter from the proposed recipient consenting to the transfer of the assets;
 - b) a letter or proposed sale agreement jointly signed by the applicant and the proposed recipient agreeing to the transfer of the assets; or
 - c) the proposed recipient's signature on the application.

PART V: REQUEST FOR NO HEARING

- 5.1 Does the applicant request that the application be determined by the Board without a hearing? If yes, please provide:
- a) an explanation as to how no person, other than the applicant or licence holder, will be adversely affected in a material way by the outcome of the proceeding; and
 - b) the proposed recipient's written consent to dispose of the application without a hearing.

The Applicant and the Recipient jointly request that this application be determined by the Board without a hearing. The Recipient has provided written consent to this effect (see attached letter of consent, Attachment 1). As the Recipient is the only person served by the Assets, their transfer will affect no person other than the Applicant and the Recipient, upon whom it will have no adverse effect.

PART VI: OTHER INFORMATION

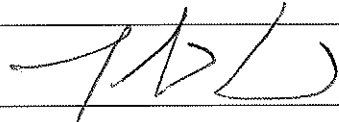
- 6.1 Please provide the Board with any other information that is relevant to the application. When providing this additional information, please have due regard to the Board's objectives in relation to electricity.

The proposed transfer is necessary to facilitate the plans of the Recipient. If the Recipient cannot take ownership of the Assets, it may be forced to delay construction and to incur additional expense.

PART VII : CERTIFICATION AND ACKNOWLEDGMENT

7.1 Certification and Acknowledgment

I certify that the information contained in this application and in documents provided are true and accurate.

Signature of Key Individual	Print Name of Key Individual JS Couillard	Title/Position Chief Financial Officer
	Date 6/28/12	Company THESL

(Must be signed by a key individual. A key individual is one that is responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors or proprietors.)

Attachment 1:
Consent Letter & Detailed Asset List

Ontrea Inc.

June 12, 2012

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
27th Floor
Toronto, ON M4P 1E4

Attention: Board Secretary

Dear Sir/Madam:

**Re: Application by Toronto Hydro for Leave to Sell Distribution
Assets Under Section 86(1)(b) of the Ontario Energy Board Act**

Ontrea Inc. is the proposed recipient of the distribution assets that are the subject of the application filed by Toronto Hydro-Electric System Limited ("Toronto Hydro") under Section 86(1)(b) of the *Ontario Energy Board Act, 1998* (the "Application").

Pursuant to Section 4.1 of the Application, Ontrea Inc. consents to the transfer from Toronto Hydro to Ontrea Inc. of those distribution assets that are the subject of the Application, as are more particularly set out in **Schedule 'A'** to this letter. Ontrea Inc. consents to the transfer of such assets for the sum of \$1.00 (inclusive of taxes).

Furthermore, pursuant to Section 5.1 of the Application, Ontrea Inc. consents to the Ontario Energy Board disposing of the Application without a hearing.

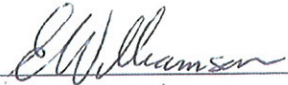
Ontrea Inc.
20 Queen Street West, Toronto, Ontario, Canada M5H 3R4
Telephone 416-598-8200 Fax 516-598-8607

Yours truly,

ONTREA INC.



Name: **Finley McEwen**
Senior Vice President Development
Title:



Name: *Ellen Williamson*
Title: *Authorized Signing Officer*

I/We have the authority to bind the corporation.

cc: Toronto Hydro

SCHEDULE 'A' - DISTRIBUTION ASSETS TO BE TRANSFERRED

Sherway MS Asset List:

Battery Charger – Year 2008

Battery – Year 2008

Switchgear T1-T2SG - Year 1970

Circuit Breaker 52-T1-T2CB - Year 1970

Circuit Breaker 52-T1CB - Year 1970

Circuit Breaker 52-T2CB - Year 1970

Circuit Breaker F1CB - Year 1970

Circuit Breaker F2CB - Year 1970

Circuit Breaker F3CB - Year 1970

Circuit Breaker F4CB - Year 1970

Circuit T1-T2_F1CR

Circuit T1-T2_F2CR

Circuit T1-T2_F3CR

Circuit T1-T2_F4CR

Circuit T1-T2_T1CR

Circuit T1-T2_T2CR

Line Disconnect Switch F1ALDS

Line Disconnect Switch F1BLDS

Line Disconnect Switch F2ALDS

Line Disconnect Switch F2BLDS

Line Disconnect Switch F3ALDS

Line Disconnect Switch F3BLDS

Line Disconnect Switch F4ALDS

Line Disconnect Switch F4BLDS

Line Disconnect Switch T1-LLDS

Line Disconnect Switch T2-LLDS

Primary Fuse STNSERVTR1PRIFUSE

Primary Fuse TR1PRIFUSE

Primary Fuse TR2PRIFUSE

Station Service Transformer STNSERVTR1

Station Power Transformer TR1- Year 1970

Station Power Transformer TR2- Year 1970

Vault YLG

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV – Model
FERRPACK301336 – Year Manufactured 1970

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV– Model
FERRPACK301340 – Year Manufactured 1970

S&C Switchgear

Vault EBS

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671877 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671878 – Year Manufactured 1970

S&C Switchgear

Vault WYN

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671879 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+914750 – Year Manufactured 1975

S&C Switchgear

Vault ZCQ

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV-- Model
WESTING+671874 -- Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV-- Model
WESTING+671881 -- Year Manufactured 1970

S&C Switchgear

Vault GNM

Vault Transformer 1PH 500KVA 120/240V 8KV 1989-- Model
MOLONEY+78661 -- Year Manufactured 1989

Vault Transformer 1PH 500KVA 120/240V 8KV 1989-- Model
MOLONEY+78662 -- Year Manufactured 1989

Vault Transformer 1PH 500KVA 120/240V 8KV 1989-- Model
MOLONEY+78663 -- Year Manufactured 1989

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S&C Mini-Rupter -- Year Manufactured 1988

S&C Mini-Rupter -- Year Manufactured 1988

Vault XMC

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV-- Model
FERRPACK301338 -- Year Manufactured 1970

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV-- Model
FERRPACK301339 -- Year Manufactured 1970

S&C Switchgear

Vault SBV

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV-- Model
WESTING+671876 -- Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV-- Model
WESTING+914748 -- Year Manufactured 1975

S&C Switchgear

Vault EVJ

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV– Model
FERRPACK301335 – Year Manufactured 1970

Vault Transformer 3PH 2500KVA 600/347V 13.8/8KV– Model
FERRPACK301337 – Year Manufactured 1970

S&C Switchgear – Year Manufactured 1994

Vault OAM

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671871 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671875 – Year Manufactured 1970
S&C Switchgear

Vault ZHK

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671873 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+914747 – Year Manufactured 1970

S&C Switchgear

Vault XPY

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671872 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671882 – Year Manufactured 1970

S&C Switchgear

Vault RMT

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+671880 – Year Manufactured 1970

Vault Transformer 3PH 750KVA 208/120V 13.8/8KV– Model
WESTING+914749 – Year Manufactured 1975

S&C Switchgear

Attachment 2:
Map of Assets to be Transferred

