Jay Shepherd
Professional Corporation
2300 Yonge Street,
Suite 806
Toronto, Ontario M4P 1E4

BY EMAIL and RESS

August 3, 2012
Our File No. 20120033

Ontario Energy Board
2300 Yonge Street
27th Floor
Toronto, Ontario
M4P 1E4

Attn: Kirsten Walli, Board Secretary

Dear Ms. Walli:

Re: EB-2012-0033 – Enersource 2013/4 – Confidentiality Claims

We are counsel for the School Energy Coalition. Pursuant to Procedural Order #3 in this proceeding, these are SEC's submissions with respect to the three documents on which the Applicant has claimed confidentiality.

In each case, SEC has compared the confidential version to the redacted version, and only comments below on the redacted portions.

In order to ensure that these submissions do not inadvertently disclose any of the confidential contents, these submissions are being sent directly to the Applicant, Board counsel, and parties who have filed the Declaration and Undertaking, in each case in confidence, pending review by the Applicant to ensure that confidentiality has not been breached. When the Applicant so confirms, SEC will file these comments on the public record.

SEC #3 – Investor Presentation

The only redaction we have been able to find in this document is on page 12. The redaction consists of publicly-available information on other LDCs to which the Applicant is comparing itself. We are unable to discern why this information would be confidential, given that it is all available from other public sources.

Tel: (416) 483-3300 Cell: (416) 804-2767 Fax: (416) 483-3305
jay.shepherd@canadianenergylawyers.com
www.canadianenergylawyers.com

Since this is the only redaction, in our submission this document should not be confidential.

SEC #5 – Shareholders Agreement

The Applicant has proposed that almost all of this document be redacted and treated as confidential.

As a matter of principle, SEC believes that a shareholders' agreement governing ownership and management of a distributor with a public monopoly should be a matter of public record. This document controls the governance of an LDC (through its parent company), and should not be secret.

The bulk of the document deals with management and operation of the parent company and its regulated subsidiary. Restrictions placed on management, both those that limit business flexibility and those that require higher levels of prudence, are of material interest to the Board and the public. Procedures to ensure proper governance and prevent inappropriate transactions are of similar interest. We are unable to find a reason why it would not be in the public interest to have those restrictions and procedures on the public record. Conversely, we are unable to determine any legitimate business reason for keeping those restrictions and procedures confidential. No harm can come to the Applicant, its parent company, or any other person as a result of that public disclosure.

We understand that public filing of Article 3 of the Agreement, which covers restrictions on the transfer and issuance of shares, could in some very limited circumstances have the effect of dampening the value of the shares held by each of the shareholders. If third parties with an interest in purchasing shares are aware of the restrictions on transfer and issuance, that could affect any offer they make for those shares.

However, this is actually a tiny potential impact, since any party able to afford shares in this company will be sophisticated enough to require disclosure of the shareholders' agreement before making any offer. That is normal commercial practice, and it would be highly unusual for an offer for shares to be made in ignorance of the provisions of the shareholders' agreement, i.e. without standard due diligence.

Therefore, on balance SEC believes that this document should be placed on the public record without redaction.

SEC #27 – Customer Care Agreement

The Applicant has redacted the actual signatures of individuals on page 2 of the change order and page 9 of the original agreement. This appears to us to be appropriate.

On the first page of the change order, the Applicant has redacted the current price for the services. We are unable to identify a reason why the current price is redacted, particularly since page 12 of the original agreement sets out, without redaction, the method of pricing. The only new information on page 1 of the change order is the current price per call. That should be on

the public record, and in any case should be calculable by simply dividing the overall cost by the number of calls, both of which are in the public part of the Application.

For the same reason, the redaction on page 12 of the original agreement of the original price per call does not appear to be necessary.

The Applicant has also redacted two other pricing items on pages 12 and 13 of the original agreement, but advises that those services are no longer being provided. Therefore, they would not appear to be necessary, but they also do not appear to be material to the current Application. Therefore, if they are commercially sensitive for the third party, there is no reason to have them on the public record.

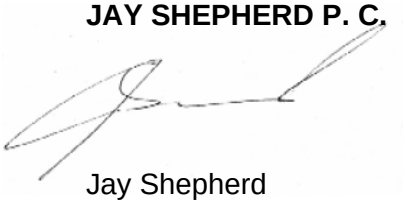
In our submission, the most efficient handling of this document is to allow it to be filed without the original signatures, and redacting the immaterial information on pages 12 and 13, and remove the confidential version from the record.

Conclusion

SEC submits that the documents attached to SEC #3 and #5 should be filed on the public record, without redaction. The document attached to SEC #27 should be redacted as described above and filed on the public record. A confidential version without the redactions would not then be required, as the redacted sections are not material to the Application.

All of which is respectfully submitted.

Yours very truly,
JAY SHEPHERD P. C.



Jay Shepherd

cc: Wayne McNally, SEC (email)
Interested Parties