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October 2, 2012

Our File No. 121627

Via Courier

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street, 27th Floor
Toronto, ON M4P 1E4

Dear Ms. Walli:

**Re: Section 80 Notice Regarding a Proposed Acquisition of a Generator by an
Affiliate of a Transmitter**

We are counsel to Great Lakes Power Transmission LP ("GLPT LP" or the "Transmitter Licensee") and 2343240 Ontario Inc. ("Acquisitionco"). Acquisitionco is an affiliate of the Transmitter Licensee. The Transmitter Licensee (licence ET-2007-0649) and Acquisitionco are part of the Brookfield group of companies. Acquisitionco intends to acquire the outstanding shares and subordinated debt of Enwave Energy Corporation ("Enwave"). Enwave holds a generation license for a small backup generation facility located in Toronto (licence EG-2007-0600).

This letter, together with the attached documentation, constitutes a notice of the proposed transaction between Acquisitionco and the shareholders of Enwave, under Section 80 of the *Ontario Energy Board Act, 1998* (the "Act"). Notice of the proposed acquisition is required under Section 80 of the Act because the transaction involves the acquisition of shares of a company that owns a generation facility in Ontario by an affiliate of an electricity transmitter in Ontario.

The parties intend, as far as possible, for the proposed transaction to close by October 31, 2012.

We enclose a completed "Preliminary Filing Requirements for a Notice of Proposal under Sections 80 and 81 of the *Ontario Energy Board Act, 1998*" form for the proposed transaction as Attachment A. The organizational structure of the Transmitter Licensee is shown in Attachment B. The proposed post-acquisition organizational structure of Acquisitionco is shown in Attachment C.

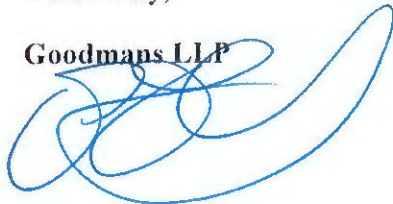
We submit that Board review under Section 82 of the Act with respect to this transaction is not warranted because the proposed transactions will have no adverse impact on the development or maintenance of a competitive market and will not affect access to transmission or distribution

facilities in Ontario. Enwave, the company being acquired, is primarily a supplier of steam, hot water and chilled water. Enwave owns an 11 MW (2 x 5.5 MW) generation facility, licensed by the Board, that we are advised Enwave installed to meet its contractual obligation to the City of Toronto to provide backup power for Enwave's own operations. That generation facility is not yet interconnected with any transmission or distribution system, but interconnection is expected in January 2013 with the distribution facilities of Toronto Hydro-Electric System Ltd. ("Toronto Hydro"). Thereafter back up electrons will be fed internally in the event of a Toronto Hydro outage. Toronto Hydro has agreed that this back-up obligation has priority over its right to call for power from the generator. The acquisition of Enwave does not contemplate any change to this backup supply arrangement. To be clear, power generated from the generation facility has never actually been supplied pursuant to the arrangements described above (power has never been required). Since the generation facility has such a small capacity and very limited purpose, its acquisition will have no adverse impact on the competitive market or distribution/transmission facilities.

If you require any further information concerning the proposed transaction, please do not hesitate to contact us.

Yours truly,

Goodmans LLP



Peter Ruby
Encl.

Copy: Shazia Banduk, Goodmans LLP
James Rickert, Brookfield
Walter Di Cesare, Brookfield
George Vegh, McCarthy Tetrault LLP (counsel for Enwave)

Attachment 'A'

**Preliminary Filing Requirements for a Notice of Proposal Under Sections 80 and 81
of the *Ontario Energy Board Act, 1998***

Ontario Energy Board

**Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the Ontario Energy Board Act, 1998**

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act, 1998* (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of 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.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

Name of Applicant	Board Use Only	
Great Lakes Power Transmission LP ("GLPT LP")		
Address of Head Office 2 Sackville Road, Suite B Sault Ste. Marie, Ontario P6B 6J6	Telephone Number (705) 941-5670	
	Facsimile Number (705) 941-5600	
	E-mail Address Andy.mcphee@brookfieldrenewable.com	
Name of Individual to Contact Andy McPhee	Telephone Number (705) 941-5670	
	Facsimile Number (705) 941-5600	
	E-mail Address Andy.mcphee@brookfieldrenewable.com	

1.1.2 Other Parties to the Transaction or Project

Name of Other Party 2343240 Ontario Inc. (" Acquisitionco ")	File No: (Board Use Only)	
Address of Head Office 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number (416) 369-2708	
	Facsimile Number (416) 365-9642	
	E-mail Address James.rickert@brookfield.com	
Name of Individual to Contact James Rickert	Telephone Number (416) 369-2708	
	Facsimile Number (416) 365-9642	
	E-mail Address James.rickert@brookfield.com	
Name of Other Party Enwave Energy Corporation (" Enwave ")	File No: (Board Use Only)	
Address of Head Office 181 University Avenue, 17 th Floor Toronto, Ontario, M5H 3M7 Telephone: (416) 392 6838 Fax: (416) 363 6052	Telephone Number (416) 338-8912	
	Facsimile Number (416) 363 6052	
	E-mail Address dfotinos@enwave.com	
Name of Individual to Contact Dennis Fotinos	Telephone Number (416) 338-8912	
	Facsimile Number (416) 363 6052	
	E-mail Address dfotinos@enwave.com	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	<p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p>APPLICANT: <u>GLPT LP</u> Officers and Directors: Does not have officers or directors.</p> <p>Unitholders: Brookfield Infrastructure Holdings (Canada) Inc. Great Lakes Power Transmission Inc.</p> <p>OTHER PARTIES:</p> <p>1. <u>Acquisitionco</u></p> <p>Directors: Jim Reid Darren Soice Michael Botha</p> <p>Officers: Jim Reid – President Darren Soice – Vice-President Michael Botha – Senior Vice-President and Treasurer James Rickert – Secretary</p> <p>Shareholder: 2343236 Ontario Limited</p> <p>2. <u>Enwave</u></p> <p>Directors: Paul Brown Richard C. Byers Gary Crawford Vitor Fonseca Marian Lawson</p>	
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	<p>Michael J Nobrega</p> <p>Officers: Dennis Fotinos - Chief Executive Officer/President Krishnan Iyer - Secretary/EVP, Company Operations & CFO</p> <p>Shareholders: BPC Penco Corporation City of Toronto</p>	
1.2.2	<p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>Please see Attachment 'B' and Attachment 'C'.</p> <p>Enwave currently has no relationship to the other parties described above.</p>	

1.3 Description of the Businesses of Each of the Parties

1.3.1	<p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licensed under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licensed under the OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p>APPLICANT:</p> <p><u>GLPT LP and, as general partner, Great Lakes Power Transmission Inc. (GLPT Inc.)</u></p> <p>GLPT LP owns and operates, transmission facilities in Northern Ontario. GLPT Inc. and GLPT LP are indirect subsidiaries of Brookfield Infrastructure Partners LP ("BIP"). Brookfield is the general partner, asset manager and largest shareholder of BIP. BIP has securities trading on the New York Stock Exchange under the symbol BIP and on the Toronto Stock Exchange under the symbol BIP.UN. GLPT Inc. is a licensed transmitter on behalf of GLPT LP pursuant to transmission licence ET-2007-0649. GLPT LP's transmission system connects 12 hydroelectric generating stations, 1 wind farm, 1 gas fired generation facility, 5 industrial operations, and 2 local distribution companies – PUC</p>	
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Distribution Inc. (which serves Sault Ste. Marie), and Algoma Distribution's distribution system.

OTHER PARTIES

Acquisitionco

Acquisitionco is a corporation existing under the laws of the Province of Ontario. Brookfield Americas Infrastructure Fund, L.P. (a Cayman limited partnership) currently owns 2343236 Ontario Limited, which in turn owns Acquisitionco. Upon completion of the proposed transaction, Acquisitionco will hold Enwave.

Enwave

Enwave is a corporation existing under the laws of the Province of Ontario that owns a small generation facility located in Toronto. Upon completion of the proposed transaction, Enwave will be a wholly-owned direct subsidiary of Acquisitionco. Enwave is a licensed generator pursuant to license EG-2007-0600.

ELECTRICITY SECTOR AFFILIATES

Brookfield Asset Management Inc. ("Brookfield")

Brookfield is focused on property, power and infrastructure assets, with approximately US\$90 billion of assets under management. Brookfield's securities trade on the Toronto, New York and Euronext Amsterdam stock exchanges under the symbol BAM.A, BAM and BAMA respectively. Brookfield is the ultimate parent company to the electricity sector affiliates mentioned below.

Beaver Power Corporation ("Beaver Power")

The hydroelectric facilities of Beaver Power are located in northern Ontario. Beaver Power directly and indirectly owns 3 run-of-river hydroelectric generating facilities. It directly owns the Serpent River Project (7 MW) and the Aux Sables Project (4 MW). It also holds a 99.99% limited partnership interest in Algonquin Power (Nagagami) Limited Partnership ("Algonquin LP") which owns the Nagagami Project (19 MW). The remaining 0.01% of Algonquin LP is held by Algonquin Power General Partner (Nagagami) Inc. ("Algonquin GP"), which is 75% held by Algonquin Power Financial Services (Nagagami) Inc., which is a wholly owned subsidiary of Beaver Power. The balance of Algonquin GP is held by the Matawa First Nations Economic Development Corporation.

Beaver Power and Algonquin LP are licensed generators pursuant respectively to licences EG-2002-0408 and EG-2006-0072.

Brookfield Energy Marketing Inc. ("BEMI")

BEMI, located in Gatineau, Quebec, is wholly owned by Brookfield Renewable Power Inc. and is the general partner of Brookfield Energy Marketing LP which conducts a wholesale energy marketing business in Canada and the United States. BEMI is a licensed energy wholesale marketer under OEB licence EW-2010-0222.

Brookfield Energy Marketing LP ("BEM LP")

BEM LP, located in Gatineau, Quebec, is an Ontario limited partnership owned by BRPI as limited partner with a 99.9% interest and BEMI as general partner with a 0.1% interest. BEM LP conducts a wholesale energy marketing business in Canada and the United States. It manages the scheduling of Brookfield Renewable Energy Partners L.P.'s ("BREP") generating assets, sells power into the applicable wholesale electricity markets and enters into short-term financial contracts and power purchase agreements on behalf of certain affiliates of BREP. BEM LP is a licensed energy wholesale marketer under OEB licence EW-2010-0213.

Brookfield Renewable Energy Marketing LP ("BREM LP")

BREM LP, located in Gatineau, Quebec, is an Ontario limited partnership which acts in the same capacity as BEM LP. BRPI is its sole limited partner holding a 99.999% interest and BEMI is its general partner with a 0.001% interest. BREM LP is a licensed energy wholesale marketer under OEB licence EW-2010-0179.

BREP

Through its subsidiaries, BREP, a publically owned Bermuda entity, owns and operates 170 hydroelectric generating stations including 1 pumped storage facility located on 67 river systems and six wind farms and 2 thermal plants principally in north eastern North America and South America with a total installed capacity of approximately 4,800 megawatts (MW).

Brookfield Power Wind Prince LP ("BPWP LP")

BPWP LP owns the Prince Wind Energy Project, a wind farm west of

Sault Ste. Marie located in the townships of Dennis, Pennefather, Korah, Aweres and Prince, in the District of Algoma in the Province of Ontario. BREP indirectly owns 100% of BPWP LP on a fully exchanged basis. BPWP LP is a licensed electricity generator (EG-2006-0130).

Carmichael Limited Partnership ("Carmichael LP")

The hydroelectric facility of Carmichael LP is located in northern Ontario. Carmichael LP directly owns Carmichael Falls, a 20 MW generating station on Groundhog River. BREP indirectly owns 100% of Carmichael LP on a fully exchanged basis. Carmichael LP is a licensed generator pursuant to licence EG-2006-0070.

Comber Wind Limited Partnership ("Comber Wind LP")

Comber Wind LP is a limited partnership that owns and operates the 166 MW Comber Wind Farm near Lakeshore, Ontario. The project achieved commercial operation in late 2011. BREP indirectly owns 100% of Comber Wind LP on a fully exchanged basis. Comber is a licensed electricity generator (EG-2010-0297).

Gosfield Wind Limited Partnership ("Gosfield Wind LP")

Gosfield Wind LP is a limited partnership in Ontario that owns and operates the Gosfield Wind Farm ("Gosfield"), which is a 50 MW capacity wind generation facility in the Town of Kingsville in Essex County. In January 2009, Gosfield was awarded a 20-year power purchase agreement from the Ontario Power Authority. BREP indirectly owns 100% of Gosfield Wind LP on a fully exchanged basis. Gosfield is a licensed electricity generator (EG-2009-0175).

Great Lakes Power Limited ("GLPL")

GLPL's generation business consists of 12 hydroelectric generating stations with a combined capacity of 349.1 MW. GLPL's generating stations are located on 8 river systems. BREP indirectly owns 100% of GLPL on a fully exchanged basis. GLPL is a licensed generator of electricity under OEB license EG-2003-0175.

Lake Superior Power Inc. ("LSPI")

LSPI's cogeneration facility is located in Sault Ste. Marie, Ontario. Lake Superior Power Limited Partnership ("Lake Superior Power LP") is a

	<p>limited partnership formed to develop and operate a 110 MW natural gas-fired cogeneration plant in Sault Ste. Marie, Ontario. BREP indirectly owns 100% of LSPI on a fully exchanged basis. The general partner is LSPI, which holds a 1% interest in the project. LSPI is a licensed generator on behalf of Lake Superior Power LP pursuant to OEB licence EG-2003-0176.</p> <p><u>Mississagi Power Trust ("MPT")</u></p> <p>MPT generates electricity through four hydroelectric facilities: the Aubrey Falls Generating Station, the George W. Rayner Generating Station, the Wells Generating Station and the Red Rock Falls Generating Station. These stations have a combined capacity of 488 MW. BREP indirectly owns 100% of MPT on a fully exchanged basis. MPT is a licensed generator (EG-2002-0276).</p> <p><u>Valerie Falls Power General Partner Limited ("Valerie Falls GP")</u></p> <p>Valerie Falls Limited Partnership ("Valerie Falls LP") is a limited partnership generating electricity through its 10 MW hydroelectric station on the Seine River at Valerie Falls, three miles north of Atikokan in northwestern Ontario. BREP indirectly owns 100% of Valerie Falls LP on a fully exchanged basis. Valerie Falls GP is a licensed electricity generator on behalf of Valerie Falls LP (EG-2003-0177).</p>	
<p>1.3.2</p>	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p>APPLICANT:</p> <p><u>GLPT LP</u></p> <p>GLPT LP owns and operates transmission facilities in Northern Ontario. GLPT LP's transmission system connects 12 hydroelectric generating stations, 1 wind farm, 1 gas fired generation facility, 5 industrial operations, and 2 local distribution companies - PUC Distribution Inc. (which serves Sault Ste. Marie), and Algoma Distribution's distribution system).</p>	

OTHER PARTIES:

Acquisitionco

Acquisitionco currently has no regulated assets, but will acquire Enwave. Enwave's generation facility is located in Toronto.

Enwave

Enwave's generation facility is located at 222 Bremner Boulevard, Toronto, Ontario. The generation facility serves the Simcoe Street Cooling Plant and the John Street Pumping Station.

ELECTRICITY SECTOR AFFILIATES

Brookfield

Brookfield generates, transmits and distributes electricity through BREP.

Beaver Power

The Beaver Power generation facilities are all located in northern Ontario. The Serpent River Project is located at Four Slide Falls on the Serpent River in the Township of Lewis. The Aux River Sable Project is located on the Aux Sables River in the Township of Tennyson. The Nagagami Project is located at the confluence of the Nagagami and the Shekak Rivers in the Township of McMillan in the District of Cochrane. Output from the Beaver Power generation facilities is sold to the OEFC pursuant to PPAs.

BEMI

BEMI is headquartered in Gatineau, Québec, and manages BEM LP as general partner.

BEM LP

BEM LP is headquartered in Gatineau, Québec, but will operate in the energy wholesale markets in Canada and the United States.

BREM LP

BREM LP is headquartered in Gatineau, Québec, but sells electricity

either through the Ontario IESO Administered Markets ("IAM") or to BEM LP.

BPWP LP

BPWP LP's Prince Wind Project is located west of Sault Ste. Marie, Ontario, in the townships of Dennis, Pennefather, Korah, Aweres and Prince, in the District of Algoma. Output is sold to the OPA pursuant to two PPAs.

BREP

BREP generates and transmits electricity through its Electricity Sector Affiliates.

Carmichael LP

The Carmichael hydroelectric facility is located at the First Falls on the Groundhog River near the Township of Carmichael Falls in northern Ontario. Output is sold to the OEFC pursuant to a PPA.

Comber Wind Limited Partnership

Comber Wind LP is a limited partnership in Ontario that owns and operates Comber Wind Farm, which is a 166 MW capacity wind generation facility in the Town of Lakeshore, Ontario.

Gosfield Wind LP

Gosfield Wind LP is a limited partnership in Ontario that owns and operates the Gosfield Wind Farm ("Gosfield"), which is a 50 MW capacity wind generation facility in the Town of Kingsville in Essex County, Ontario.

GLPL

GLPL is a licensed generator of electricity under OEB license EG-2003-0175. GLPL's generation business consists of 12 hydroelectric generating stations with a combined capacity of 349.1 MW. GLPL's generating stations are located on 8 river systems.

LSPI

LSPI's cogeneration facility is located in Sault Ste. Marie, Ontario. LSPI's electricity production is sold to the OEFC pursuant to a PPA.

	<p><u>MPT</u></p> <p>The MPT hydroelectric facilities are located in northern Ontario on the Mississagi River. Output from the MPT generating stations are sold in the IAM.</p> <p><u>Valerie Falls</u></p> <p>Valerie Falls LP is a limited partnership generating electricity through its 10 MW hydroelectric station on the Seine River at Valerie Falls, three miles north of Atikokan in northwestern Ontario.</p>	
1.3.3	<p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.</p> <p><u>GLPL</u></p> <p>Annual Sales C\$ (for 2011): \$74,279,404.00 MWh (for 2011): 1,110,201</p> <p><u>GLPT LP</u></p> <p>Annual Sales C\$ (for 2011): \$ 35,694,300.00.</p> <p><u>Valerie Falls</u></p> <p>Annual Sales C\$ (for 2011): \$3,041,624 MWh (for 2011): 36,908</p> <p><u>MPT</u></p> <p>Annual Sales C\$ (for 2011): \$35,670,920 MWh (for 2011): 505,410</p> <p><u>LSPI</u></p> <p>Annual Sales C\$ (for 2011): \$62,131,666 MWh (for 2011): 682,525</p> <p><u>BPWP LP</u></p> <p>Annual Sales C\$ (for 2011): \$40,561,051 MWh (for 2011): 437,714</p> <p><u>Beaver Power</u></p> <p>Annual Sales C\$ (for 2011): \$3,613,380 MWh (for 2011): 39,768</p> <p><u>Carmichael</u></p> <p>Annual Sales C\$ (for 2011): \$9,063,573 MWh (for 2011): 67,243</p>	

	<p><u>Gosfield</u> Annual Sales C\$ (for 2011): \$18,343,470 MWh (for 2011): 147,301</p> <p><u>Comber Wind LP</u> Annual Sales C\$ (for 2011): \$10,909,646 MWh (for 2011): 100,713</p> <p><u>Enwave</u> Enwave has never dispatched to the grid. The steam turbines are exclusively used to back up Enwave at the Simcoe Street Cooling Plant and the City-Owned equipment at the John Street Pumping Station.</p>																															
1.3.4	<p>Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers.</p> <p><u>Licences Held:</u></p> <table border="1"> <tr><td>GLPT LP</td><td>ET-2007-0649</td></tr> <tr><td>Enwave</td><td>EG-2007-0600</td></tr> <tr><td>Algonquin Power (Nagagami) Limited Partnership</td><td>EG-2006-0072</td></tr> <tr><td>Beaver Power</td><td>EG-2002-0408</td></tr> <tr><td>BEMI</td><td>EW-2010-0222</td></tr> <tr><td>BEM LP</td><td>EW-2010-0213</td></tr> <tr><td>BREM LP</td><td>EW-2010-0179</td></tr> <tr><td>BPWP LP</td><td>EG-2006-0130</td></tr> <tr><td>Carmichael LP</td><td>EG-2006-0070</td></tr> <tr><td>Comber Wind LP</td><td>EG-2010-0297</td></tr> <tr><td>Gosfield Wind LP</td><td>EG-2009-0175</td></tr> <tr><td>GLPL</td><td>EG-2003-0175</td></tr> <tr><td>LSPI</td><td>EG-2003-0176</td></tr> <tr><td>MPT</td><td>EG-2002-0276</td></tr> <tr><td>Valerie Falls LP</td><td>EG-2003-0177</td></tr> </table> <p><u>Applications Before the Board or Director of Licensing:</u></p> <p>GLPT has a rate application before the Board. The file number is EB 2012 0300. The rate application was filed on June 29, 2012.</p>	GLPT LP	ET-2007-0649	Enwave	EG-2007-0600	Algonquin Power (Nagagami) Limited Partnership	EG-2006-0072	Beaver Power	EG-2002-0408	BEMI	EW-2010-0222	BEM LP	EW-2010-0213	BREM LP	EW-2010-0179	BPWP LP	EG-2006-0130	Carmichael LP	EG-2006-0070	Comber Wind LP	EG-2010-0297	Gosfield Wind LP	EG-2009-0175	GLPL	EG-2003-0175	LSPI	EG-2003-0176	MPT	EG-2002-0276	Valerie Falls LP	EG-2003-0177	
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Carmichael LP	EG-2006-0070																															
Comber Wind LP	EG-2010-0297																															
Gosfield Wind LP	EG-2009-0175																															
GLPL	EG-2003-0175																															
LSPI	EG-2003-0176																															
MPT	EG-2002-0276																															
Valerie Falls LP	EG-2003-0177																															

1.4 Current Competitive Characteristics of the Market

1.4.1 Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.

Entity	MW
Enwave	11
BREP	Generates through subs
Algonquin Power (Nagagami) Limited Partnership	18.6
Beaver Power	11.1
BEMI	N/A
BEM LP	N/A
BREM LP	N/A
BPWP LP	189
Carmichael LP	20.4
Comber Wind LP	165.6
Gosfield Wind LP	50.6
GLPL	349.1
LSPI	110
MPT	488
Valerie Falls LP	10
TOTAL	1,423.40

1.4.2 Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project.

Entity	MWh (2011)	% market share
Enwave*	0	0%
Beaver Power	39,768	0.028%
BPWP LP	437,714	0.309%
Carmichael	67,243	0.048%
Comber Wind LP	100,713	0.071%
Gosfield Wind LP	147,031	0.104%
GLPL	1,110,201	0.785%
LSPI	682,525	0.482%
MPT	505,410	0.357%
Valerie Falls LP	36,908	0.026%
TOTAL	3,127,513	2.210%

* Enwave has never dispatched to the grid.

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	<p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>Please see the accompanying cover letter, which includes a description of the proposed transaction.</p>	
1.5.2	<p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>There will be no change in the generating capacity of the parties to the proposed acquisition, including their respective affiliates.</p>	
1.5.3	<p>Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>As described in the accompanying cover letter, to our knowledge, the facility has never actually supplied power under its existing arrangements.</p>	
1.5.4	<p>Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.</p> <p>As described in the accompanying cover letter, the proposed transaction will have no impact on competition.</p>	
1.5.5	<p>Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.</p> <p>As described in the accompanying cover letter, the proposed transaction will have no impact on open access to the transmission or distribution system of the parties or their affiliates.</p>	

1.6 Other Information

1.6.1	<p>Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.</p> <p>The Brookfield-related parties to the proposed transaction confirm, and Enwave advises that it confirms, that they are in compliance with all licence and applicable code requirements and will continue to comply after the completion of the transactions.</p>	
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PART II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition

2.1.1	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>Primarily for own use.</p>	
2.1.2	<p>Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.</p> <p>See attached cover letter.</p>	
2.1.3	<p>Provide details on whether the generation facility is expected to sign a "must run" contract with the IESO.</p> <p>Not applicable.</p>	
2.1.4	<p>Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.</p> <p>Only anticipated use is as a load-balancing or peaking facility.</p>	

2.2 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

Not applicable.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

PART III: SECTION 81 OF THE ACT – GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

Not applicable.

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed.	
3.1.3	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	
3.1.4	Provide details on whether the generation facilities are expected to sign a "must run" contract with the IESO.	

How to Contact the Ontario Energy Board

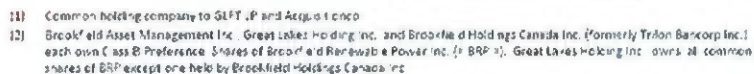
The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

Attachment 'B'

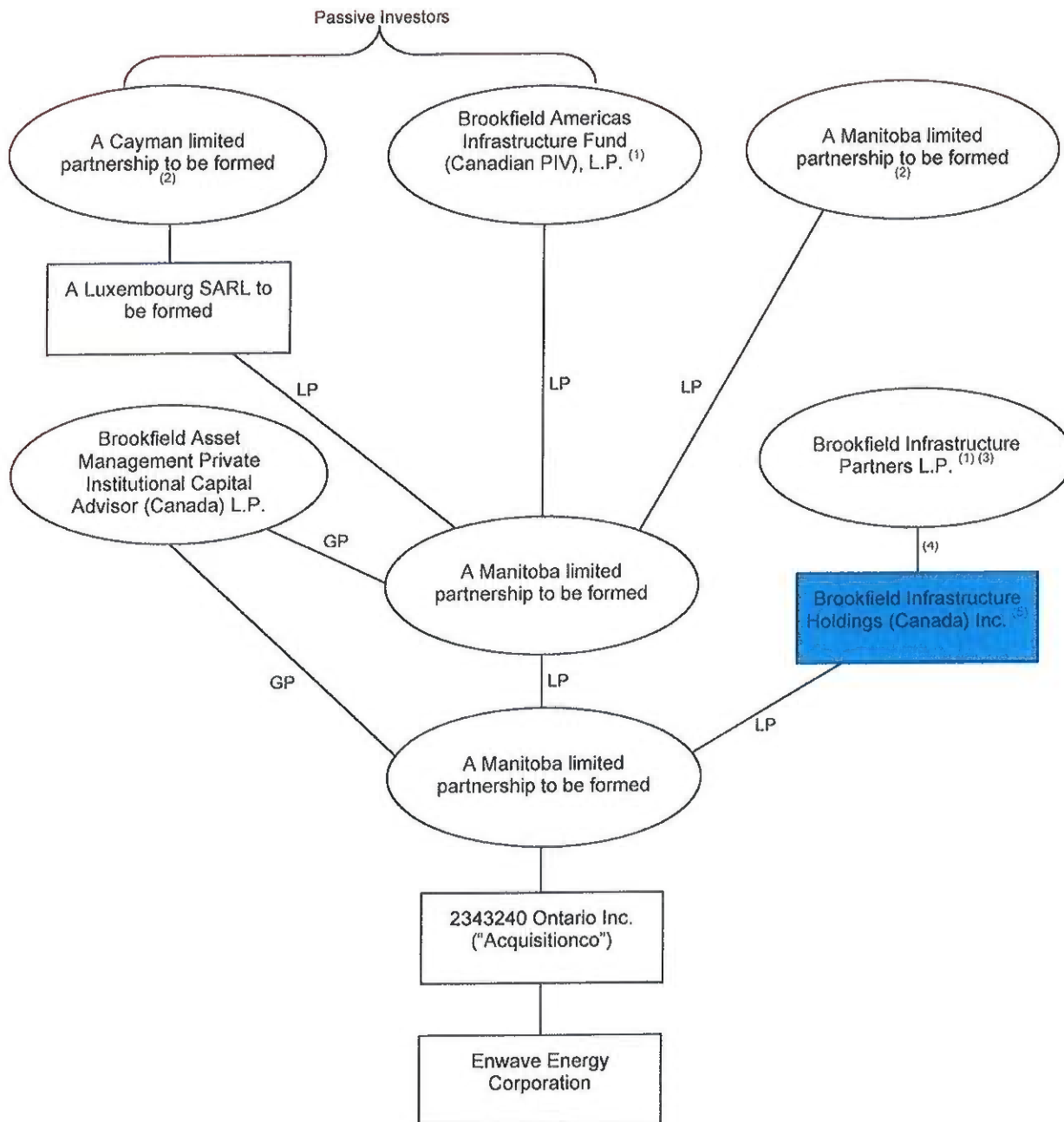
Corporate Structure of the Transmitter Licensee



All ownership is 100% unless otherwise indicated

Attachment 'C'

**Proposed Post-Acquisition Corporate Structure of
Acquisitionco and the Transmitter Licensee**



- 1) General Partner is an indirect wholly-owned subsidiary of Brookfield Asset Management Inc.
- 2) General Partner will be an indirect wholly-owned subsidiary of Brookfield Asset Management Inc. upon completion of the proposed transaction.
- 3) LP Units are publicly traded on the TSX (BIP.UN) and NYSE (BIP).
- 4) This interest is held indirectly.
- 5) Common holding company to GLPT LP and Acquisitionco.