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October 1, 2012

ONTARIO ENERGY BD

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Board Secretary
Ontario Energy Board

P.O Box 2319

2300 Yonge Street, 27th Floor

Toronto, ON M4P 1E4

0400
EB-2012-0399

Re: Emera Energy Inc. Electricity Wholesaler Licence Application

Please find attached two copies of Emera Energy Inc.'s (the "Applicant") application for an Electricity Wholesaler Licence and our \$200.00 cheque payable to the Ontario Energy Board. The Applicant has already paid its \$800.00 annual registration fee.

The Applicant is currently a market participant in the IESO and the holder of an Electricity Wholesaler Licence EW-2007-0754, which expires on **November 29, 2012**. In filing this application, the Applicant is therefore seeking a renewal of its existing licence. To meet the Board's financial requirements as set forth in Section 9 of the Application, the Applicant is relying upon the financial statements of its parent company, Emera Inc., a publicly-traded company (TSX: EMA). Two copies of Emera Inc.'s audited consolidated financial statements as of December 31, 2010 and December 31, 2011 are attached. Emera Inc. has already provided a prudential guarantee in support of the Applicant's financial obligations to the IESO, two copies of which are also attached to this application.

The Applicant also includes two copies of the following attachments:

- Attachment 5(b): Details of Applicant's energy sector affiliates in North America;
- Attachment 8: Description of Applicant's corporate organization
- Attachment 12(b): Details of Key Individuals

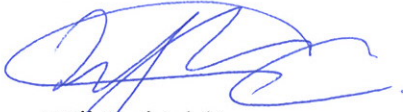


October 1, 2012
"[Recipient's Name]"

As per the template application form, the Applicant understands that the information provided for Sections 8 through 12 of the Application will be treated in confidence by the Board without any formal request for confidentiality as per the Board's Practice Direction on Confidential Filings.

If you have any questions or comments please contact the undersigned.

Yours truly,



Will Szubielski
Commercial & Regulatory Lawyer

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Application for an Electricity Wholesaler Licence

For Office Use Only	
Application Number	EB - 2012-0549
Date Received	Oct. 9/12

1. The Applicant

Legal Name of the Applicant : Emera Energy Incorporated

Name to Appear on Licence: Emera Energy Incorporated

☒ Indicate if the name to appear on the licence is the same as the legal name.

Please note that if the name to appear on the licence is not the same as the legal name, the name on the licence must include the legal name of the applicant and the legal name must appear first. The "Name to Appear on Licence" will appear on the notice of application and on the licence.

Date of formation or incorporation: December 1, 2003

2. Licence Primary Contact

As a condition of licensing, the licensee shall designate a person who will act as primary contact with the Board on matters related to the licence.

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Szubielski	William	V
Other <input type="radio"/>		Title/Position		
		Commercial & Regulatory Lawyer		
		Company Name if different from Name to Appear on Licence		
Licence Primary Contact Address:				
1223 Lower Water Street				
City	Province/State	Country	Postal/Zip Code	
Halifax	NS	Canada	B3L	
Phone Number	Fax Number	E-mail Address		
(902) 474-2557	(902) 428-6118	william.szubielski@emeraenergy.com		

If the above address is not in Ontario, the applicant must also provide contact information for service purposes in the province of Ontario. Wholesalers whose offices are not located in Ontario may provide the address of an agent as the address of service.

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Macfarlane	John	
Other <input type="radio"/>		Title/Position/Company		
		Partner/Osler, Hoskin & Harcourt LLP		
Address for Service in Ontario (if different than the Licence Primary Contact Address above)				
100 King Street West, 1 First Canadian Place, Suite 6100, P.O. Box 50				
City		Province	Postal Code	
Toronto		ONTARIO	M5X 1B8	
Phone Number		Fax Number	E-mail Address	
416.862.4280		416.862.6666	jmacfarlane@osler.com	

3. Application Primary Contact

☒ Indicate if same as above. If yes, proceed to section 4.

The primary contact for the licence application may be a person within the applicant's organization other than the licence primary contact noted above. An applicant may also choose to designate a consultant, lawyer, etc. to be the primary contact for the licence application. The Board will communicate with this person during the course of the application but with the licence primary contact after a licence is issued.

Mr. <input type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>			
Other <input type="radio"/>		Title/Position		
		Company Name if different from Name to Appear on Licence		
Application Primary Contact Address:				
City		Province/State	Country	Postal/Zip Code
Phone Number		Fax Number	E-mail Address	

4. Type of Application

☐ New licence

☒ Renewal, please provide the licence number and expiry date of the existing licence

Licence Number: EW - 2007-0754

Expiry Date: November 29, 2012

5. Applicant's Licensing Status and History

- (a) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership) ever been licensed by the Ontario Energy Board? (the *Business Corporations Act* definition for affiliate can be found at www.e-laws.gov.on.ca).

- ☒ Yes, provide details of current and expired licences in the table below.
☐ No, proceed to 5(b).

Licensee Name	Relation to the applicant (e.g., applicant itself, affiliate, partner...etc.)	Licence Number
Emera Energy Inc.	Applicant	EW-2002-0435
Emera Energy Inc.	Applicant	EW-2007-0754
Emera Energy Inc.	Applicant	ER-2002-0436

- (b) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership) ever undertaken energy sector activity in any other jurisdiction within North America?

- ☒ Yes, provide details of current and expired licences in the table below
☐ No

Licensee Name	Jurisdiction	Business Activity
See attachment 5(b)		

6. Key Individuals

The individuals listed as key individuals must be the individuals that are 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. Identify at least two key individuals. (If the applicant has only one key individual in the organization, identify the one key individual.)

Name of Key Individual	Title/position within applicant's business (or identify company if not the applicant's business)
Judy Steele	Chief Financial Officer
Karen Hutt	VP Commercial
Heidi Leslie	VP Legal & Regulatory Affairs
Heather Keeler-Hurshman	Interim VP Finance

Emera Energy Inc.
Application for an Electricity Wholesaler Licence

Attachment 5(b)

Licensee Name	Jurisdiction(s)	Business Activity
Bangor Hydro-Electric Company www.bhe.com	Maine (MPUC)	Transmission & Distribution Utility
	United States (FERC)	Market-Based Rate Authority (Power)
	ISO-NE/NEPOOL	Market Participant (Transmission Owner)
Bayside Power Limited Partnership (Bayside Power Inc., as its general partner) www.emeraenergy.com	New Brunswick	Generator NBSO Market Participant Single End-User (Natural Gas)
Emera Brunswick Pipeline Company, Limited www.brunswickpipeline.com	Canada (NEB)	Natural gas pipeline operator under NEB-approved Gas Transportation Tariff and Certificate of Public Convenience and Necessity
Emera Energy Incorporated www.emeraenergy.com	Canada (NEB)	Electricity Exports
	Canada (NEB)	Gas Imports/Exports
	Ontario	Electricity Wholesaler
	New Brunswick	Transmission System Customer, Generator, Marketer and Aggregator NBSO Market Participant
Emera Energy Services, Inc. www.emeraenergy.com	Maine (MPUC)	Competitive Energy Provider
	Canada (NEB)	Gas Imports/Exports
	United States (FERC)	Market-Based Rate Authority (Power)
	United States (FERC)	Blanketing Gas Marketing Certificate
	United States (DOE)	Electricity Exports
	United States (DOE)	Gas Imports/Exports
	NYISO	Market Participant
	PJM	Market Participant
	MISO	Market Participant
Emera Energy Services Subsidiary No. 1 LLC www.emeraenergy.com	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports
	ISO-NE/NEPOOL	Market Participant
	NYISO	Market Participant
Emera Energy Services Subsidiary No. 2 LLC www.emeraenergy.com	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports
	ISO-NE/NEPOOL	Market Participant
Emera Energy Services Subsidiary No. 3 LLC www.emeraenergy.com	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports
	ISO-NE/NEPOOL	Market Participant
Emera Energy Services Subsidiary No. 4 LLC	United States (FERC)	Market-Based Rate Authority (Power)

www.emeraenergy.com	United States (DOE)	Electricity Exports
	ISO-NE/NEPOOL	Market Participant
Emera Energy Services Subsidiary No. 5 LLC www.emeraenergy.com	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports
Emera Energy U.S. Subsidiary No. 1, Inc. www.emeraenergy.com	ISO-NE/NEPOOL	Market Participant
	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports
Emera Energy U.S. Subsidiary No. 2, Inc. www.emeraenergy.com	NYISO	Market Participant
	United States (FERC)	Market-Based Rate Authority (Power)
	United States (DOE)	Electricity Exports (no longer active)
Grand Bahama Power Company Ltd. www.gb-power.com	NYISO	Market Participant
	Grand Bahama Port Authority	Regulated Electric Utility
Maine Public Service Company www.mainepublicservice.com	Maine (MPUC)	Transmission & Distribution Utility
	Northern Maine ISA	Transmission Owning Member
	United States (FERC)	Transmission Provider under FERC approved OATT
	ISO-NE/NEPOOL	Market Participant (Transmission Owner)
Nova Scotia Power Inc. www.nspower.ca	Nova Scotia (NSUARB)	Public Utility
	Canada (NEB)	Electricity Exports
	New Brunswick	NBSO Market Participant
The Barbados Light & Power Company Limited www.blpc.com.bb	Barbados Fair Trading Commission	Regulated Electric Utility

Notes:

1. Market-Based Rate Authority (Power) applications have been submitted to FERC and are pending for the following Affiliates of the Applicant, which Affiliates do not carry on any business activities at this time:
 - o Emera Energy Services Subsidiary No. 6 LLC
 - o Emera Energy Services Subsidiary No. 7 LLC
 - o Emera Energy Services Subsidiary No. 8 LLC
 - o Emera Energy Services Subsidiary No. 9 LLC
 - o Emera Energy Services Subsidiary No. 10 LLC
2. ENL Maritime Link Inc., a wholly-owned indirect subsidiary of Emera Inc., the Applicant's parent company, is proposing to design, consult, obtain environmental assessment and regulatory approvals, develop and operate the Maritime Link Transmission Project between the Island of Newfoundland and Cape Breton, Nova Scotia. The Project will be subject to the regulatory oversight of the Nova Scotia Utility and Review Board. ENL Maritime Link Inc. anticipates being regulated as a "public utility" under the *Public Utilities Act* (Nova Scotia).

13. Notice

The Board is authorized, under section 4.14 of the *Ontario Energy Board Act, 1998*, to collect personal information for the purpose of carrying out its duties and exercising its powers under the *Ontario Energy Board Act, 1998* or any other Act.

The information provided both on this form and attached to this form is being collected by the Board for the purpose of determining whether the applicant is qualified to receive the licence for which it is applying.

In order to verify the information on this form and/or determine whether the applicant is qualified to receive the licence for which it is applying, it may be necessary for the Board to collect additional information from some or all of the following sources: federal, provincial/state, or municipal governments; licensing bodies; law enforcement agencies; credit bureaus; and banks. Only information relevant to the application or the Board's determination of the application will be collected by the Board.

The public official who can answer questions about the collection of the information is:

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

Tel: 416-481-1967 or 1-888-632-6273

Applicants are reminded that the Board is subject to the *Freedom of Information and Protection of Privacy Act* ("FIPPA"). FIPPA addresses circumstances in which the Board may, upon request, be required to release information that is in its custody or under its control, and generally prohibits the Board from releasing personal information. "Personal Information" has the meaning given to it under FIPPA.

14. Certification and Acknowledgment

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

I understand and acknowledge that, as a licensed electricity wholesaler, I must provide information as the Board may require from time to time.

Note: The issuance of an electricity wholesaler licence does not guarantee accreditation by the IESO or distributors.

Print Name of Key Individual <i>Karen Hunt</i>	Signature of Key Individual <i>[Signature]</i>	Date <i>Dec 4 / 12</i>
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(Must be signed by one of the key individuals identified in section 6)