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By electronic filing

November 7, 2012

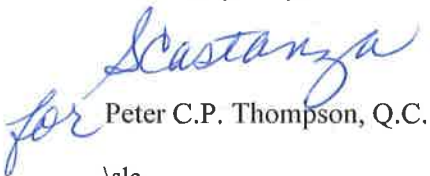
Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
27th floor
Toronto, ON M4P 1E4

Dear Ms Walli,

Hydro One Networks Inc. ("Hydro One")
2013 Electricity Distribution Rate Change
Board File No.: EB-2012-0136
Our File No.: 339583-000143

Pursuant to Procedural Order No. 3 dated November 6, 2012, please find enclosed Declarations and Undertakings signed by Peter Thompson and Vince DeRose, counsel for Canadian Manufacturers & Exporters ("CME").

Yours very truly,


for Peter C.P. Thompson, Q.C.

\slc
enclosure

c. Anne-Marie Reilly (Hydro One)
D.H. Rogers (Rogers Partners LLP)
Intervenors EB-2012-0136
Paul Clipsham

OTT01: 5357318: v1

IN THE MATTER OF the *Ontario Energy Board Act 1998*, S.O. 1998, c. 15, (Schedule B) (the "Act");

AND IN THE MATTER OF an Application filed by Hydro One Networks Inc. for an order or orders approving just and reasonable rates and other charges for electricity distribution effective January 1, 2013.

DECLARATION AND UNDERTAKING

I, Peter C. P. Thompson, Q.C., am counsel of record or a consultant for Canadian Manufacturers & Exporters ("CME").

DECLARATION

I declare that:

1. I have read the *Rules of Practice and Procedure* of the Ontario Energy Board (the "Board") and all Orders of the Board that relate to this proceeding.
2. I am not a director or employee of a party to this proceeding for which I act or of any other person known by me to be a party in this proceeding.
3. I understand that this Declaration and Undertaking applies to all information that I receive in this proceeding and that has been designated by the Board as confidential and to all documents that contain or refer to that confidential information ("Confidential Information").
4. I understand that execution of this Declaration and Undertaking is a condition of an Order of the Board, that the Board may apply to the Superior Court of Justice to enforce it.

UNDERTAKING

I undertake that:

5. I will use Confidential Information exclusively for duties performed in respect of this proceeding.
6. I will not divulge Confidential Information except to a person granted access to such Confidential Information or to the Board.
7. I will not reproduce, in any manner, Confidential Information without the prior written approval of the Board. For this purpose, reproducing Confidential Information includes scanning paper copies of Confidential Information, copying the Confidential Information onto a diskette or other machine-readable media and saving the Confidential Information onto a computer system.

8. I will protect Confidential Information from unauthorized access.
9. I will, promptly following the end of this proceeding or within 10 days after the end of my participation in this proceeding:
 - (a) return to the Board Secretary, under the direction of the Board Secretary, all documents and materials in all media containing Confidential Information, including notes, charts, memoranda, transcripts and submissions based on such Confidential Information; or
 - (b) destroy such documents and materials and file with the Board Secretary a certification of destruction in the form prescribed by the Board pertaining to the destroyed documents and materials.

For this purpose, the end of this proceeding is the date on which the period for filing a review or appeal of the Board's final order in this proceeding expires or, if a review or appeal is filed, upon issuance of a final decision on the review or appeal from which no further review or appeal can or has been taken.

10. I will inform the Board Secretary immediately of any changes in the facts referred to in this Declaration and Undertaking.

Dated at Ottawa, Ontario, this 7th day of November, 2012.

Signature:

Name:



Peter C.P. Thompson, Q.C.

Company/Firm:

Address:

Borden Ladner Gervais LLP

1100-100 Queen Street

Ottawa, ON K1P 1J9

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IN THE MATTER OF the *Ontario Energy Board Act 1998*,
S.O. 1998, c. 15, (Schedule B) (the "Act");

AND IN THE MATTER OF an Application filed by Hydro
One Networks Inc. for an order or orders approving just
and reasonable rates and other charges for electricity
distribution effective January 1, 2013.

DECLARATION AND UNDERTAKING

I, Vincent J. DeRose, am counsel of record or a consultant for Canadian Manufacturers & Exporters ("CME").

DECLARATION

I declare that:

1. I have read the *Rules of Practice and Procedure* of the Ontario Energy Board (the "Board") and all Orders of the Board that relate to this proceeding.
2. I am not a director or employee of a party to this proceeding for which I act or of any other person known by me to be a party in this proceeding.
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10. I will inform the Board Secretary immediately of any changes in the facts referred to in this Declaration and Undertaking.

Dated at Ottawa, Ontario, this 7th day of November, 2012.



Signature:

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Company/Firm: Borden Ladner Gervais LLP

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