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ONTARIO ENERGY BD

18 December 2012

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

Attention: Board Secretary

**RE: Amendment to a License name for Leave To Construct an Electricity
Transmission Line – OEB File No. (EB-2011-0420)**

Dear Board Secretary,

Regional Power OPCO Inc. (RPOI), on behalf of Pic Mobert Hydro Inc. (PMHI) is pleased to submit this letter which provides the Ontario Energy Board (OEB) with the requirements to amend our Leave to Construct Licence (EB-2011-0420) from the names White River Hydro LP (WRHLP) and Gitchi Animki Energy Limited Partnership (GAELP) to PMHI.

As a result of WRHLP and GAELP amending our licence, with a name change from WRHLP and GAELP to PMHI we would like to hereby declare the reason for the amendment is solely for moving our licence to the owner of the facility, PMHI. WRHLP is a subsidiary of RPOI and GAELP is a subsidiary of the Pic Mobert First Nation (PMFN). Together, RPOI and PMFN both own 100% of PMHI. PMHI, as indicated above is the owner of the facility. Attached in Appendix A are corporate organizational charts to help you further understand the relations between all parties. Furthermore, in Appendix B you will find PMHI's Certificate of Incorporation and Articles of Incorporation. Of note, we would wish to have this proceeding completed without a hearing, as set out in section 21(4)(b) of the [Ontario Energy Board Act, 1998](#).

We also hereby declare that as a result of the change in our licence the following criteria as set out by OEB have not changed with our licence being changed from WRHLP and GAELP to PMHI.

- any change of address for the licensee;
- any change in contact name for the licensee;
- any change to the directors and/or officers of the licensee;
- any change in organizational structure; and
- organizational charts before and after the change.

Lastly, both RPOI and PMHI would also like to state that existing customers will not be affected by the change.

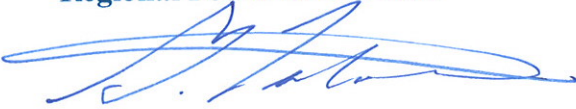
Regional Power OPCO Inc.

6755 Mississauga Road, Ste. 308, Mississauga, ON L5N 7Y2 T: (905)363-4200 Fax: (905)363-4202

If you require any further information or clarification on the above or attached please do not hesitate to contact me at (905) 363-4013.

Yours Sincerely,

Regional Power OPCO Inc.



George Tatolis, C.E.T, M.E.S
Permitting Coordinator
george.tatolis@regionalpower.com

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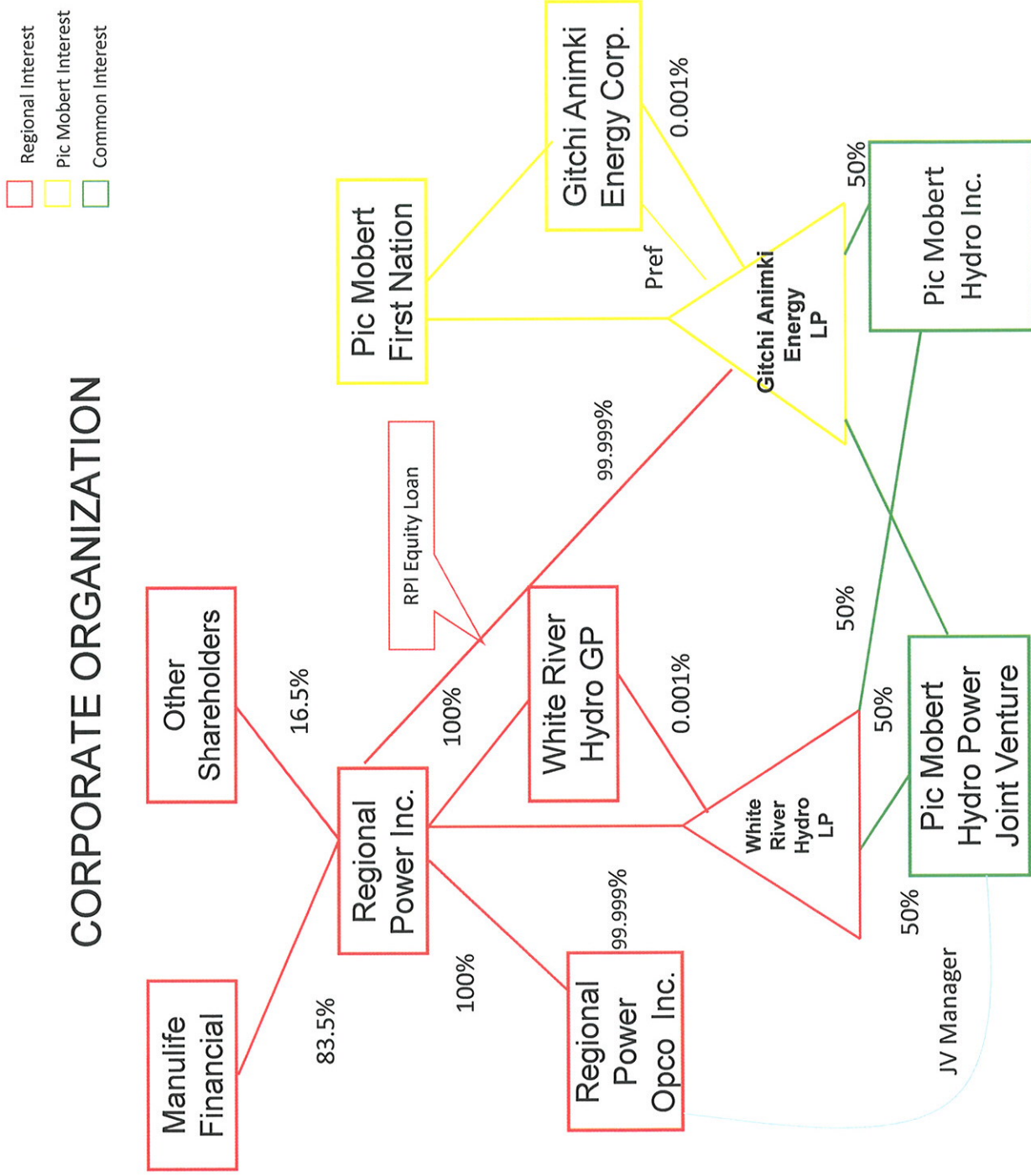
APPENDIX A

- Corporate Organization Charts

Regional Power OPCO Inc.

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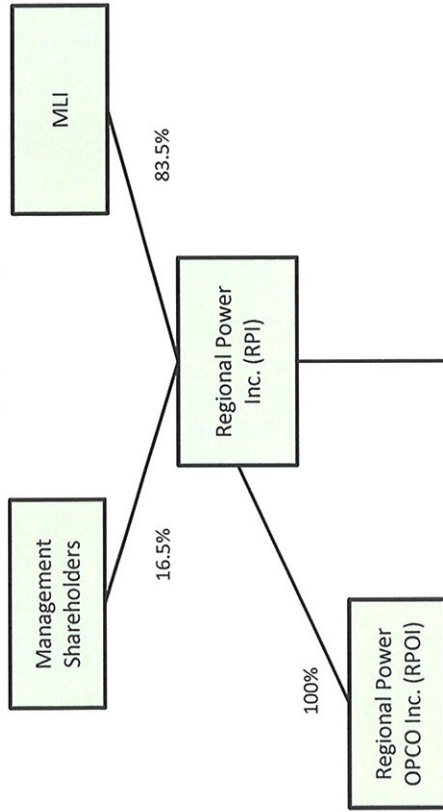
CORPORATE ORGANIZATION



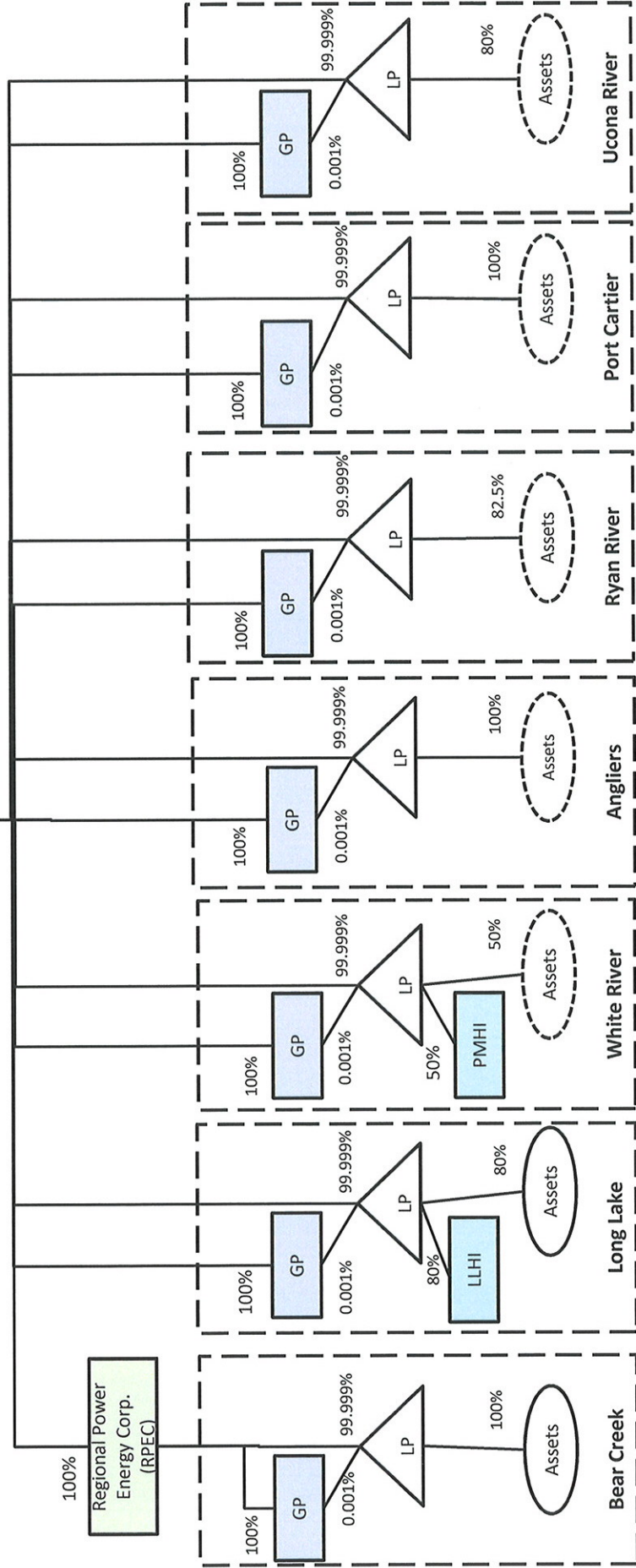


Regional Power Corporate Structure

As of September 7, 2012



Legend	
	Entities that are not project specific. (Note: It is anticipated that other partnerships will eventually be transferred to RPEC for tax purposes).
	General partner for project (corporation)
	Nominee corporation for project
	Limited Partnership (LP)
	Project assets with hydro facilities in operations or under construction
	Project assets with hydro facilities not yet under construction



APPENDIX B

- Pic Mobert Hydro Inc. Certificate of Incorporation
- Pic Mobert Hydro Inc. Articles of Incorporation

Regional Power OPCO Inc.

6755 Mississauga Road, Ste. 308, Mississauga, ON L5N 7Y2 T: (905)363-4200 Fax: (905)363-4202

Request ID: 013890069
Demande n°:
Transaction ID: 046529330
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2012/01/18
Document produit le:
Time Report Produced: 14:41:48
Imprimé à:

Certificate of Incorporation Certificat de constitution

This is to certify that

Ceci certifie que

PIC MOBERT HYDRO INC.

Ontario Corporation No.

Numéro matricule de la personne morale en
Ontario

002313686

is a corporation incorporated,
under the laws of the Province of Ontario.

est une société constituée aux termes
des lois de la province de l'Ontario.

These articles of incorporation
are effective on

Les présents statuts constitutifs
entrent en vigueur le

JANUARY 18 JANVIER, 2012



Director/Directrice

Business Corporations Act/Loi sur les sociétés par actions

Request ID / Demande n°
13890069

Ontario Corporation Number
Numéro de la compagnie en Ontario
2313686

FORM 1

FORMULE NUMÉRO 1

BUSINESS CORPORATIONS ACT

LOI SUR LES COMPAGNIES

ARTICLES OF INCORPORATION
STATUTS CONSTITUTIFS

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
PIC MOBERT HYDRO INC.

2. The address of the registered office is: *Adresse du siège social:*

6755 MISSISSAUGA ROAD Suite 308

(Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'édifice à bureau, numéro du bureau)
MISSISSAUGA ONTARIO
CANADA L5N 7Y2
(Name of Municipality or Post Office) (Postal Code/Code postal)
(Nom de la municipalité ou du bureau de poste)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
Minimum 1 Maximum 10

4. The first director(s) is/are: *Premier(s) administrateur(s):*

First name, initials and surname *Resident Canadian State Yes or No*
Prénom, initiales et nom de famille Résident Canadien Oui/Non

Address for service, giving Street & No. *Domicile élu, y compris la rue et le*
or R.R. No., Municipality and Postal Code *numéro, le numéro de la R.R., ou le nom*
de la municipalité et le code postal

* COLIN C.
COOLICAN

YES

6755 MISSISSAUGA ROAD Suite 308

MISSISSAUGA ONTARIO
CANADA L5N 7Y2

Request ID / Demande n°
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5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

None

6. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of Common shares.

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7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être émise en série:*

COMMON SHARES:

The rights, privileges, restrictions and conditions attaching to the Common shares are as follows:

1. Dividends and share in profits and residual assets. Common shareholders shall be entitled, to:
 - a) share in the property, profits and surplus assets of the Corporation, and, in this respect to receive any dividend declared by the Corporation, the amount of which, as well as the date, the time and the terms or manner of payment of which, shall be left to the discretion of the Board of Directors; and
 - b) share the residual assets of the Corporation upon voluntary or involuntary winding-up or liquidation, upon dissolution or upon any other distribution of the property or assets of the Corporation.
2. Right to vote. Common shareholders shall be entitled to receive notice of any meeting of the shareholders of the Corporation, to attend such meeting and to vote thereat, except at meetings where the right to vote shall be restricted to the shareholders of another class of shares, and each common share shall confer unto each shareholder thereof one (1) vote.

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8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

No shares of the Corporation may be transferred unless its transfer complies with the restrictions on the transfer of securities set out in section 9 hereof.

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9. Other provisions, (if any, are):
Autres dispositions, s'il y a lieu:

Except for securities that are subject to restrictions on transfer contained in any security holders' agreements, no security of the Corporation, other than a non-convertible debt security, may be transferred without the consent of the board of directors of the Corporation, expressed by a resolution duly passed at a meeting of the directors.

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10. The names and addresses of the incorporators are
Nom et adresse des fondateurs

First name, initials and last name
or corporate name

*Prénom, initiale et nom de
famille ou dénomination sociale*

Full address for service or address of registered office or of principal place of business
giving street & No. or R.R. No., municipality and postal code
*Domicile élu, adresse du siège social ou adresse de l'établissement principal, y compris
la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

- * COLIN C. COOLICAN
6755 MISSISSAUGA ROAD Suite 308

MISSISSAUGA ONTARIO
CANADA L5N 7Y2