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By electronic filing

January 22, 2013

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

Dear Ms Walli,

Ontario Power Generation Inc. ("OPG")
Deferral and Variance Account Clearance and Adoption of USGAAP
Board File No.: EB-2012-0002
Our File No.: 339583-000136

Pursuant to Procedural Order No. 3 dated January 17, 2013, please find enclosed Declarations and Undertakings signed by Peter Thompson and Vince DeRose, counsel for Canadian Manufacturers & Exporters ("CME"), in this proceeding.

Yours very truly,

A handwritten signature in blue ink, appearing to read 'Peter Thompson', is written over a horizontal line.

Peter C.P. Thompson, Q.C.

\slc
enclosure

c. Colin Anderson (OPG)
Carlton Mathias (OPG)
Charles Keizer (Torys)
Paul Clipsham

OTT01: 5475189: 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 by Ontario Power Generation Inc. for an order or orders related to deferral and variance accounts and the adoption of USGAAP for regulatory accounting purposes.

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 18th day of January, 2013.

Signature:

Name:


Peter C.P. Thompson, Q.C.

Company/Firm:

Address:

Borden Ladner Gervais LLP
1100-100 Queen Street
Ottawa, ON K1P 1J9

Telephone:

Fax:

E-mail:

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(613) 230-8842
pthompson@blg.com

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 by Ontario
Power Generation Inc. for an order or orders related to
deferral and variance accounts and the adoption of
USGAAP for regulatory accounting purposes.

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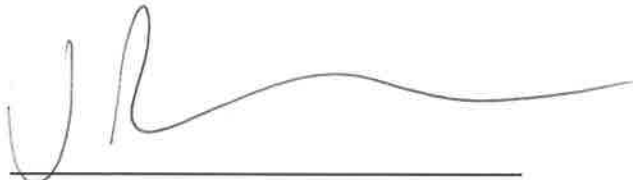
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10. I will inform the Board Secretary immediately of any changes in the facts referred to in this Declaration and Undertaking.

Dated at Ottawa, Ontario, this 18th day of January, 2013.

Signature:

Name:



Vincent J. DeRose

Company/Firm:

Address:

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