

January 31, 2013

EMAIL & COURIER

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

Dear Ms. Walli:

**Re: Section 81 Notice of Proposed Transaction re Great Lakes Power
Transmission LP**

We are counsel to Great Lakes Power Transmission Holdings Inc. (“**GLPTH**”) and Great Lakes Power Transmission LP (“**GLPTLP**”), as well as related entities. This letter, together with the attached documentation, constitutes a notice of proposed transaction under Section 81 of the *Ontario Energy Board Act, 1998* (the “**Act**”).

GLPTLP is a limited partnership and a licensed transmitter. Great Lakes Power Transmission Inc. (“**GLPT Inc.**”) is the general partner of GLPTLP and holds a 0.01% partnership interest. GLPT Inc. is wholly owned and controlled by Brookfield Infrastructure Holdings (Canada) Inc. (“**BIH**”). BIH is also the limited partner of GLPTLP and holds a 99.99% limited partnership interest.

BIH’s partnership interest in GLPTLP will be transferred to Great Lakes Power Transmission Holdings LP (“**GLPTH LP**”). As general partner to GLPTH LP, GLPTH holds a 0.01% interest in GLPTH LP and thereby indirectly acquires an interest in the transmission system of GLPTLP. While the proposed transaction is an internal reorganization, notice of the proposed transaction is required under Section 81 of the Act because GLPTH will be an affiliate of a generator and will acquire an interest (albeit indirectly) in the transmission system of GLPTLP. BIH’s partnership interest that will be transferred to GLPTH LP does not trigger Section 81 since GLPTH LP is not an affiliate of a generator according to the definition of the term affiliate under the *Business Corporations Act* (Ontario).

It is important to note that, from GLPTLP’s perspective, the current general partner of GLPTLP, GLPT Inc., will remain unchanged. It will continue to be wholly owned by BIH and no shares will be transferred. BIH will continue to control GLPT Inc. Furthermore, BIH will continue to hold its partnership interest in GLPTLP indirectly through GLPTH LP and GLPTH, which it will control.

The proposed transaction and its regulatory implications are discussed below. In addition, we have enclosed 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 at **Schedule 'A'**.

It is our submission that Board review under Section 82 of the Act will not be necessary because the proposed transaction 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. The generation facilities will continue to be operated by GLPTH's affiliates independently from the transmission system that is controlled by GLPTLP. As such, the proposed transaction does not substantively change the status quo.

1. **Transmission System and Current Structure**

Brookfield Asset Management Inc. ("**Brookfield**") indirectly controls GLPTLP. GLPTLP is a licensed owner and operator of transmission facilities in Ontario (ET-2007-0649).¹ The current corporate structure associated with GLPTLP is shown in **Schedule 'B'**. Please note that Schedule 'B' has been simplified for purposes of this notice of proposed transaction.

2. **Generation Assets and Current Structure**

Brookfield Renewable Power Inc. ("**BRPI**") is a wholly-owned subsidiary of Brookfield. BRPI owns approximately 68% of Brookfield Renewable Energy Partners L.P. ("**BREP**") on a fully exchanged basis. BRPI also owns the general partners of each of BREP and its subsidiary, Brookfield Renewable Energy L.P. ("**BREL**P"). The BREP assets, which it holds indirectly through BREL P and related entities, include certain interests in Ontario-based electricity generation facilities (hereinafter the "**BREP Generation Assets**"). The BREP Generation Assets are set out in **Appendix 'A'**.

The current organizational structure associated with the BREP Generation Assets is shown in **Schedule 'C'**. Through this structure, Brookfield indirectly controls the BREP Generation Assets. Please note that Schedule 'C' has been simplified for purposes of this notice of proposed transaction. In particular, the individual ownership structures for each of the BREP Generation Assets are not depicted. Rather, the position of the BREP Generation Assets within the overall structure is indicated in Schedule 'C' by the reference to "Operating Entities".

3. **Proposed Transaction**

GLPTH LP is a newly formed Ontario limited partnership. GLPTH is the general partner and holds a 0.01% general partnership interest in GLPTH LP. Both GLPTH and GLPTH LP are wholly owned by BIH.

The proposed transaction will involve the transfer of BIH's partnership interest in GLPTLP to GLPTH LP. As general partner to GLPTH LP, GLPTH will thereby indirectly acquire an interest in the transmission system of GLPTLP. BIH will continue to control GLPT Inc. and will indirectly hold, and thereby control, the limited partnership interest in GLPTLP. The final simplified corporate structure associated with GLPTLP following completion of the proposed transaction is shown in **Schedule 'D'**.

Notice of the proposed transaction is required under Section 81 of the Act because, (a) through Brookfield's indirect control of both the BREP Generation Assets and GLPTH, GLPTH will be an

¹ GLPTLP's transmission license was amended by the Board in EB-2009-0075 so as to authorize it as both the owner and operator, rather than just as the owner, of the relevant transmission facilities.

affiliate of Ontario-based licensed electricity generators, and (b) GLPTH will, through GLPTH LP, be acquiring an interest in GLPTLP, which is the licensed owner and operator of transmission facilities in Ontario.

4. The Applicant

The applicant in this Notice of Proposal under Section 81 of the Act consists of that particular entity that is an affiliate of Ontario-based electricity generators and that is acquiring interests in a licensed transmission system in Ontario. As such, the applicant is GLPTH.

5. No Adverse Impact on Competition or Access

It is only because Brookfield will have indirect control of both the BREP Generation Assets and GLPTH, which will be indirectly acquiring an interest in GLPTLP and thereby an interest in GLPTLP's transmission system, that any potential regulatory issues arise from the proposed transaction. However, despite the technical applicability of Section 81 to this proposed internal reorganization, there is no policy rationale or objective underlying the Act that would require the proposed transaction to be reviewed by the Board. From an energy regulatory perspective, there are no adverse impacts and no material changes resulting from the proposed transaction.

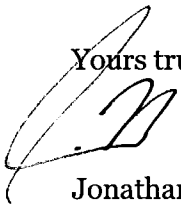
6. Conclusion

The proposed transaction is part of a relatively minor internal reorganization and does not change the status quo because the transmission facilities in which interests are being indirectly acquired will continue to be indirectly owned by BIH. Moreover, the general partner of GLPTLP, being GLPT Inc., will remain unchanged, as will its control. Consequently, the proposed transaction will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario and there will be no impact on open access to the transmission system owned and operated by GLPTLP.

For these reasons, the Applicant submits that no Board review will be necessary under Section 82 of the Act.

If you require any further explanation concerning the proposed transaction or the completed application form, please do not hesitate to contact us.

Yours truly,



Jonathan Myers

Tel 416.865.7532
jmyers@torys.com

cc: Duane Fecteau, BRPI
Charles Keizer, Torys LLP

APPENDIX 'A' - BREP GENERATION ASSETS

The BREP Generation Assets consist of the following:

- 100% of the shares of Beaver Power Corporation, which directly and indirectly owns and operates three run-of-river hydroelectric generating facilities in northern Ontario;
- 100% of the shares of Lake Superior Power Inc., which holds a 1% GP interest in Lake Superior Power Limited Partnership, a 110 MW natural gas-fired cogeneration facility in Sault Ste. Marie, Ontario;
- 100% of the voting securities of Brookfield Power Wind Prince LP, which owns and operates a 189 MW wind farm near Sault Ste. Marie, Ontario.
- 100% of the voting securities of Great Lakes Power Limited, which owns and operates twelve hydroelectric generating stations located on the Magpie, Michipicoten, Montreal and St. Mary's Rivers in the Algoma region of Northern Ontario, having a total installed capacity of approximately 349 MW;
- 100% of the voting securities of Mississagi Power Trust, which owns and operates four hydroelectric generating stations on the Mississagi River (Aubrey Falls, Wells, Rayner and Red Rock Falls) having a total installed capacity of approximately 488 MW;
- 100% of the voting securities of Carmichael Limited Partnership, which owns and operates a 20 MW hydroelectric generating station on the Groundhog River in Northern Ontario;
- 100% of the voting securities of Valerie Falls Limited Partnership, which owns and operates the 10 MW Valerie Falls Generating Station on the Seine River near Atikokan, Ontario;
- 100% of the voting securities of Gosfield Wind Limited Partnership, which owns and operates a 51 MW wind farm near Kingsville, Ontario; and
- 100% of the voting securities of Comber Wind Limited Partnership, which owns and operates a 166 MW wind farm near Lakeshore, Ontario.

Schedule 'A'

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

Ontario Energy Board

Preliminary Filing Requirements for 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 Applicants

Name of Applicant: Great Lakes Power Transmission Holdings Inc.	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Patricia.Bood@brookfieldrenewable.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
Facsimile Number: (819) 561-7188		
E-mail Address: Patricia.Bood@brookfieldrenewable.com		

1.1.2 Other Parties to the Transaction or Project

Name of Other Party: Great Lakes Power Transmission Holdings LP	File No: (OEB Use Only)
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Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Patricia.Bood@brookfieldrenewable.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Patricia.Bood@brookfieldrenewable.com	

Name of Other Party: Brookfield Infrastructure Holdings (Canada) Inc.	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Patricia.Bood@brookfieldrenewable.com	
Name of Individual to Contact: Patricia Bood	Telephone Number: (819) 561-8659	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Patricia.Bood@brookfieldrenewable.com	

Name of Other Party: Great Lakes Power Transmission LP	File No: (OEB Use Only)	
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: amcphee@glp.ca	
Name of Individual to Contact:	Telephone Number: (705) 941-5670	

Andy McPhee	Facsimile Number: (705) 941-5600	
	E-mail Address: amcphee@glp.ca	

Name of Other Party: Great Lakes Power Transmission Inc.	File No: (OEB Use Only)	
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: amcphee@glp.ca	
Name of Individual to Contact: Andy McPhee	Telephone Number: (705) 941-5670	
	Facsimile Number: (705) 941-5600	
	E-mail Address: amcphee@glp.ca	

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:</p> <p><u>Great Lakes Power Transmission Holdings Inc.</u></p> <p>Directors:</p> <p>Jeff Rosenthal John Stinebaugh</p> <p>Officers:</p> <p>Jeff Rosenthal - President & Chief Operating Officer, BREP and Transmission Ian Kerr - Senior Vice President and Chief Operating Officer, Canadian Operations Peter Bettle - Vice-President Andrew McPhee - Vice President and General Manager Walter Di Cesare - Secretary, Vice President of Legal Services and General Counsel, Canadian Operations Duane Fecteau - Chief Financial Officer Scott Seabrook - Director of Administration</p> <p>Shareholders:</p> <p>Brookfield Infrastructure Holdings (Canada) Inc.</p>	
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OTHER PARTIES:

Great Lakes Power Transmission Holdings LP

Officers:

Does not have officers.

Unitholders:

Great Lakes Power Transmission Holdings Inc.
Brookfield Infrastructure Holdings (Canada) Inc.

Brookfield Infrastructure Holdings (Canada) Inc.

Directors:

Jeffrey M. Blidner
Michael Botha
Samuel J. B. Pollock

Officers:

Jeffrey M. Blidner - Chairman
Samuel J. B. Pollock - President
Justin Beber - Vice President
Michael Botha - Vice President
David Grosman - Vice President

Shareholders:

Brookfield Infrastructure L.P.
Brookfield Holdings Canada Inc.

Great Lakes Power Transmission LP

Officers:

Does not have officers.

Unitholders:

Great Lakes Power Transmission Inc.
Brookfield Infrastructure Holdings (Canada) Inc.

Great Lakes Power Transmission Inc.

Directors:

Jeff Rosenthal
Basil (Bud) Carruthers
John Stinebaugh

Officers:

Jeff Rosenthal - President & Chief Operating Officer, BREP and Transmission
Ian Kerr - Senior Vice President and Chief Operating Officer, Canadian Operations
Peter Bettel - Vice-President
Andrew McPhee - Vice President and General Manager
Walter Di Cesare - Secretary, Vice President of Legal Services and General Counsel, Canadian Operations
Duane Fecteau - Chief Financial Officer
Scott Seabrook - Director of Administration

Shareholders:

Brookfield Infrastructure Holdings (Canada) Inc.

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 Schedules 'B', 'C' and 'D'.</p>	
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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 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 Act in Ontario ("Electricity Sector Affiliates").</p> <p>APPLICANT:</p> <p><u>GLPTH</u></p> <p>General Partner of GLPTH LP.</p> <p>OTHER PARTIES:</p> <p><u>GLPTH LP</u></p> <p>Holding company.</p> <p><u>Brookfield Infrastructure Holdings (Canada) Inc. ("BIH")</u></p> <p>Holding company.</p> <p><u>GLPTLP and, as general partner, Great Lakes Power Transmission Inc. (GLPT Inc.)</u></p> <p>GLPTLP owns and operates transmission facilities in Northern Ontario. GLPT Inc. and GLPTLP are indirect subsidiaries of 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 GLPTLP pursuant to transmission licence ET-2007-0649. GLPTLP's transmission system connects 12 hydroelectric generating stations, 1 wind farm, 1 gas fired generation facility, 4 industrial operations and 2 local distribution companies - PUC Distribution Inc. (which serves Sault Ste. Marie), and Algoma Distribution's distribution system.</p> <p>ELECTRICITY SECTOR AFFILIATES:</p> <p><u>Brookfield Asset Management Inc. ("Brookfield")</u></p> <p>Brookfield is focused on property, power and infrastructure assets, with over US\$150 billion of assets under management. Brookfield's securities trade on the Toronto, New York and NYSE 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.</p> <p><u>Brookfield Renewable Energy Partners L.P. ("BREP")</u></p> <p>Through its subsidiaries, BREP, a publically owned Bermuda entity, owns and operates 176 hydroelectric generating stations including 1 pumped storage facility located on 69 river systems and 7 wind farms and 2 thermal plants principally in north eastern North America and South America with a total installed capacity of approximately 5,300 megawatts (MW).</p> <p><u>Brookfield Energy Marketing Inc. ("BEMI")</u></p> <p>BEMI, located in Gatineau, Quebec, is wholly owned by Brookfield Renewable Power Inc. ("BRPI") 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).</p> <p><u>Brookfield Energy Marketing LP ("BEM LP")</u></p> <p>BEM LP, located in Gatineau, Quebec, is an Ontario limited partnership owned by BRPI as limited partner with</p>	
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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 BREP's 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.

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 by the Fund. It is a licensed electricity generator (EG-2006-0130).

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 four 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.

Mississagi Power Trust ("MPT")

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).

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 limited partnership formed to develop and operate a 110 MW natural gas-fired cogeneration plant in Sault Ste. Marie, Ontario. is the sole limited partner in the Lake Superior Power LP. The general partner is LSPI, which holds a 1% interest in the project. BREP indirectly owns 100% of LSPI on a fully exchanged basis. LSPI is a licensed generator on behalf of Lake Superior Power LP pursuant to OEB licence EG-2003-0176.

Beaver Power Corporation ("Beaver Power")

The hydroelectric facilities of Beaver Power are located in northern Ontario. Beaver Power directly and indirectly owns three run-of-river hydro-electric 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.

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.

Valerie Falls General Partner Limited ("Valerie Falls GP")

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 generator on behalf of Valerie Falls LP (EG-2003-0177).

Gosfield Wind Limited Partnership ("Gosfield Wind LP")

Gosfield Wind LP is a limited partnership in Ontario that owns and operates the Gosfield Wind Farm

	<p>("Gosfield"), which is a 51 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 (the "OPA"). BREP indirectly owns 100% of Gosfield Wind LP on a fully exchanged basis. Gosfield is a licenced electricity generator (EG-2009-0175).</p> <p><u>Comber Wind LP</u></p> <p>Comber Wind LP is a limited partnership in Ontario 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 licenced electricity generator(EG-2010-0297).</p>
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1.3.2	<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>GLPTH</u></p> <p>GLPTH will transmit electricity through GLPTLP.</p> <p>OTHER PARTIES:</p> <p><u>GLPTH LP</u></p> <p>GLPTH LP will transmit electricity through GLPTLP.</p> <p><u>Brookfield Infrastructure Holdings (Canada) Inc.</u></p> <p>Holding Company.</p> <p><u>GLPTLP and, as general partner, Great Lakes Power Transmission Inc. (GLPT Inc.)</u></p> <p>GLPTLP owns and operates transmission facilities in Northern Ontario. GLPTLP'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> <p>ELECTRICITY SECTOR AFFILIATES:</p> <p><u>BROOKFIELD</u></p> <p>Brookfield generates electricity through BREP.</p> <p><u>BREP</u></p> <p>BREP generates and transmits electricity through its Electricity Sector Affiliates.</p> <p><u>BEMI</u></p> <p>BEMI is headquartered in Gatineau, Québec, and manages BEM LP as general partner.</p> <p><u>BEM LP</u></p> <p>BEM LP is headquartered in Gatineau, Québec and operates in the energy wholesale markets in Canada and the United States.</p> <p><u>BREM LP</u></p> <p>BREM LP is headquartered in Gatineau, Québec, but sells electricity either through the Ontario IESO Administered Markets ("IAM") or to BEM LP.</p>
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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.

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 four river systems. Output from the GLPL generating stations is sold in the IAM.

MPT

The MPT hydroelectric facilities are located in northern Ontario on the Mississagi River. Output from the MPT generating stations are sold in the IAM.

LSPI

LSPI's cogeneration facility is located in Sault Ste. Marie, Ontario. LSPI's electricity production is sold to Ontario Electricity Financial Corporation (the "OEFC") pursuant to a PPA.

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.

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.

Valerie Falls

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. Output is sold to the OEFC pursuant to a PPA.

Gosfield Wind LP

Gosfield Wind LP is a limited partnership in Ontario that owns and operates the Gosfield Wind Farm which is a 51 MW capacity wind generation facility in the Town of Kingsville in Essex County, Ontario. Output is sold to the OPA pursuant to a PPA.

Comber Wind LP

Comber Wind LP is a limited partnership in Ontario that owns and operates the Comber Wind Farm, which is a 165.6 MW capacity wind generation facility in the Town of Lakeshore, Ontario. Output is sold to the OPA pursuant to two PPAs.

1.3.3

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, bilateral contracts, and local distribution companies.

GLPL

Annual Sales C\$ (for 2012): \$109,525,645
MWh (for 2012): 1,316,173

GLPTLP

Annual Sales C\$ (for 2012): \$37,663,000 (unaudited)
Based on aggregate peak demands of MW (for 2012): 253,564 MW

Valerie Falls

Annual Sales C\$ (for 2012): \$3,710,851
MWh (for 2012): 45,341

MPT

Annual Sales C\$ (for 2012): \$43,118,582
MWh (for 2012): 416,175

LSP1

Annual Sales C\$ (for 2012): \$65,291,802
MWh (for 2012): 830,883

BPWP LP

Annual Sales C\$ (for 2012): \$40,409,518
MWh (for 2012): 477,845

Beaver Power

Annual Sales C\$ (for 2012): \$7,579,706
MWh (for 2012): 100,847

Carmichael

Annual Sales C\$ (for 2012): \$3,500,200
MWh (for 2012): 76,181

Gosfield

Annual Sales C\$ (for 2012): \$16,429,060
MWh (for 2012): 139,611

Comber

Annual Sales C\$ (for 2012): \$65,797,990
MWh (for 2012): 472,938

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> <p>GLPTLP: ET-2007-0649 BEMI: EW-2010-0222 BREM LP: EW-2010-0179 BEMLP: EW-2010-0213 GLPL: EG-2003-0175 Valerie Falls LP: EG-2003-0177 MPT: EG-2002-0276 LSPLP: EG-2003-0176 BPWP LP: EG-2006-0130 Beaver Power: EG-2002-0408 Algonquin Power (Nagagami) LP: EG-2006-0072 Carmichael LP: EG-2006-0070 Gosfield Wind LP: EG-2009-0175 Comber LP: EG-2010-0297</p> <p><u>Applications Before the Board or Director of Licensing:</u></p> <p>n/a</p>
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1.4 Current Competitive Characteristics of the Market

1.4.1	<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 Energy Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <table border="1"> <thead> <tr> <th>Entity</th><th>MW</th></tr> </thead> <tbody> <tr> <td>BREP</td><td>Generates through subs</td></tr> <tr> <td>Comber GP/LP</td><td>165.6</td></tr> <tr> <td>Algonquin LP</td><td>18.6</td></tr> <tr> <td>Brookfield</td><td>Generates through subs</td></tr> <tr> <td>BEMI</td><td>N/A</td></tr> <tr> <td>BEM LP</td><td>N/A</td></tr> <tr> <td>BREM LP</td><td>N/A</td></tr> <tr> <td>GLPL</td><td>349.1</td></tr> <tr> <td>Valerie Falls LP</td><td>10</td></tr> <tr> <td>MPT</td><td>488</td></tr> <tr> <td>LSPI</td><td>110</td></tr> <tr> <td>BPWP LP</td><td>189</td></tr> <tr> <td>Gosfield</td><td>50.6</td></tr> <tr> <td>Beaver Power</td><td>11.1</td></tr> <tr> <td>Carmichael</td><td>20.4</td></tr> <tr> <td>TOTAL</td><td>1412.4</td></tr> </tbody> </table>	Entity	MW	BREP	Generates through subs	Comber GP/LP	165.6	Algonquin LP	18.6	Brookfield	Generates through subs	BEMI	N/A	BEM LP	N/A	BREM LP	N/A	GLPL	349.1	Valerie Falls LP	10	MPT	488	LSPI	110	BPWP LP	189	Gosfield	50.6	Beaver Power	11.1	Carmichael	20.4	TOTAL	1412.4
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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 Energy Sector Affiliates, **prior to completion** of the proposed transaction or project.

Entity	MWh (2012)	% market share
BREP	Generates through subs	
BPWC	Generates through subs	
Comber GP/LP	472.938	
Brookfield	Generates through subs	
BEMI	N/A	
BEM LP	N/A	

BREM LP	N/A	
GLPL***	1,316.173	
Valerie Falls LP***	45.341	
MPT***	416.175	
LSPLP	830.883	
BPWP LP***	477.845	
Gosfield***	139.611	
Beaver Power	100.847	
Carmichael***	76.181	
TOTAL	3,875.994	

Please note that Annual Primary Demand is no longer calculated by the IESO. As such, we are unable to calculate the generation market share percentage.

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

1.5.1 Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.

Please see the accompanying cover letter, which includes a detailed description of the proposed transaction.

1.5.2 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 Energy Sector Affiliates, after the completion of the proposed transaction or project.

There will be no change in the generating capacity of the parties to the proposed transactions, including their respective affiliates.

1.5.3 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 Energy Sector Affiliates, after the completion of the proposed transaction or project.

There will be no change in their respective market shares as a result of the proposed transaction.

1.5.4 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.

As described in the accompanying cover letter, the proposed transaction will have no impact on competition. The proposed transaction is internal to Brookfield and does not change the status quo because the transmission facilities in which limited partnership interests are being acquired by an affiliate of generators controlled by Brookfield are already held by an affiliate of the same generators that are controlled by Brookfield.

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>The proposed transaction will have no impact on open access. The transmission facilities that are the subject of the proposed transaction will continue to be managed and operated independently of the generation assets that are owned and operated within the Brookfield group of companies. The transaction will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario and there will be no impact on open access to the transmission system owned and operated by GLPTLP.</p>	
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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 parties to the proposed transactions confirm that, to the best of their knowledge, each are in compliance with all applicable licence and code requirements and will continue to comply with same after the completion of the transaction.</p>	
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PART II: TRANSMITTERS, DISTRIBUTORS ACQUIRING OR CONSTRUCTING GENERATORS - SECTION 80

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

2.1 Effect on Competition

2.1.2	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>N/A</p>	
2.1.3	<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>N/A</p>	
2.1.4	<p>Provide details on whether the generation facility is expected to be a "must run" facility.</p> <p>N/A</p>	
2.1.5	<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>N/A</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 clause 82(2)(b) of the Act.

Not Applicable

2.2.1	<p>Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.</p>	
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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 IMO Preliminary System Impact Assessment Report, if completed, and the IMO Final System Impact Assessment Report, if completed. If the IMO is not conducting a System Impact Assessment Report, please explain.

PART III: GENERATORS ACQUIRE OR CONSTRUCT TRANSMISSION, DISTRIBUTION - SECTION 81

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

3.1 Effect on Competition

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed. GLPTLP owns and operates transmission facilities in Northern Ontario. GLPTLP's transmission system connects 12 hydroelectric generating stations, 1 wind farm, 1 gas fired generation facility, 4 industrial operations and 2 local distribution companies - PUC Distribution Inc. (which serves Sault Ste. Marie), and Algoma Distribution's distribution system.
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. GLPTH, which is the company that will be acquiring limited partnership interests in GLPTLP, does not own generation facilities.
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. It is not expected that the affiliated generators will be expected to serve load pockets or are likely to be constrained on due to transmission constraints.
3.1.4	Provide details on whether the generation facilities are expected to be "must-run" facilities. None of the affiliated generators operate must-run facilities.

How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

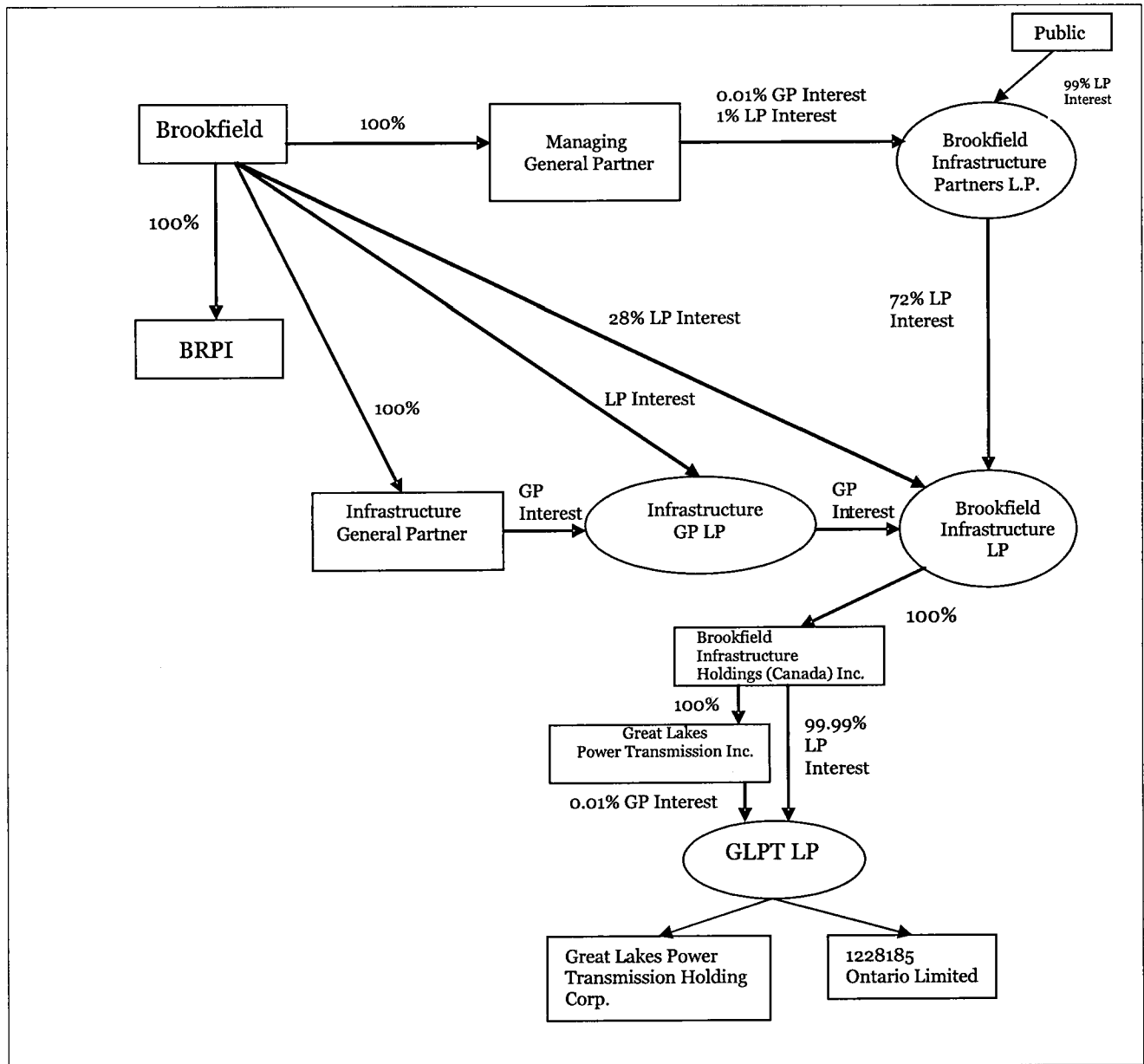
P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

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

Schedule 'B'

Current GLPTLP Corporate Structure

Current GLPTLP Corporate Structure

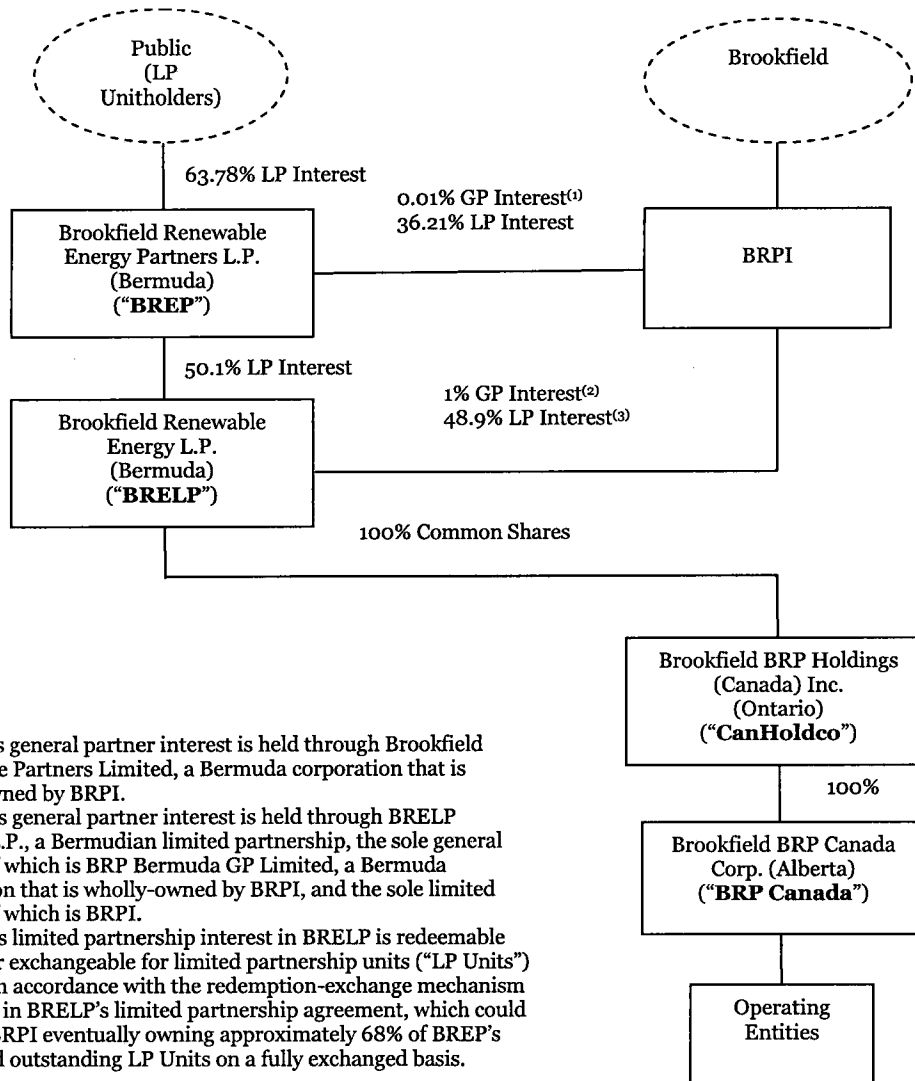


Schedule 'C'

Current BREP Generation Assets Corporate Structure

Current BREP Generation Assets Corporate Structure (Simplified)

Note: The corporate structure presented below has been simplified so as to only show those aspects of the structure that are relevant to this notice of proposed transaction. The BREP Generation Assets are indicated by the reference to “Operating Entities”.



Schedule 'D'

Final GLPTLP Corporate Structure

