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October 31, 2014

**RESS, EMAIL & COURIER**

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

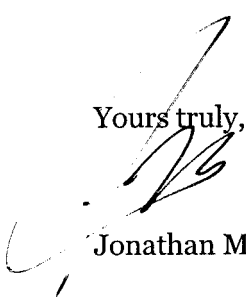
Attention: Ms. K. Walli, Board Secretary

Dear Ms. Wali:

**Re: Applicant Reply Submission - Application by Union Gas for Leave to Acquire  
Under Section 43(2)(a) of the *Ontario Energy Board Act* (EB-2014-0275)**

We are counsel to Union Gas Limited ("Union"), applicant in the above-referenced proceeding.  
On behalf of Union, we are hereby filing the applicant's Reply Submission.

Yours truly,



Jonathan Myers

cc: Mr. M. Murray, Union Gas Limited  
Mr. C. Keizer, Torys LLP

**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 Union Gas Limited for an Order pursuant to Section 43(2)(a) of the *Ontario Energy Board Act, 1998*, granting leave to acquire voting securities of Tipperary Gas Corp.;

**AND IN THE MATTER OF** an application by Tipperary Gas Corp. for an Order pursuant to Section 18(1) of the *Ontario Energy Board Act, 1998* granting leave to transfer the Decision and Order of the Board in EB-2006-0018/-0159/-0279, in respect of the injection, storage and removal of gas from a gas storage area, to Union Gas Limited;

**AND IN THE MATTER OF** a request by Union Gas Limited to cancel the Decision and Order of the Board in EB-2008-0049, in respect of the approval of contract terms between Union Gas Limited and Huron Tipperary Partnership 1 under Section 2.3.1 of the Affiliate Relationships Code for Gas Utilities.

## **APPLICANT REPLY SUBMISSION**

**October 31, 2014**

1. Union Gas Limited ("Union") filed an application with the Ontario Energy Board (the "Board") on August 26, 2014 seeking:
  - (a) leave to acquire, from Tribute Resources Inc. ("Tribute"), 25% of the voting securities of Tipperary Gas Corp. ("Tipperary"), pursuant to section 43(2)(a) of the *Ontario Energy Board Act* (the "Act");
  - (b) leave to transfer, from Tipperary to Union, the Decision and Order of the Board in EB-2006-0018/-0159/-0279 granting authority to operate the Tipperary North Storage Pools and the Tipperary South Storage Pools in the Municipality of Central Huron (the "Storage Pools"), pursuant to section 18(1) of the Act; and
  - (c) cancellation of the Decision and Order of the Board in EB-2008-0049 in respect of the storage services contract between Union and Tipperary.
2. As indicated in the application, Union currently holds the remaining 75% of the voting securities of Tipperary and Union currently operates the Storage Pools under agreement

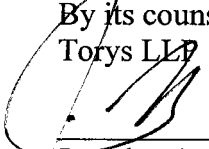
with Tipperary. The application would result in Union having full ownership of Tipperary and full authority to operate the Storage Pools.

3. Notice of Application was published and served in accordance with the Letter of Direction on September 30, 2014. No party requested intervenor status. The only correspondence in the proceeding consisted of the following:
  - (a) by letter of comment dated October 7, 2014 the Tipperary Storage Landowners' Association advised that its members are "fully supportive of Union Gas' application to purchase the remaining shares from Tribute";
  - (b) by letter dated October 21, 2014 counsel to Tribute requested copies of materials in connection with the proceeding; and
  - (c) by letter dated October 22, 2014, Board staff advised that they did not plan to file any interrogatories or pursue any other form of discovery.
4. In their Submissions filed October 29, 2014, Board staff indicated that they have no concerns regarding the impact of the proposed acquisition on Union's ratepayers and that they are satisfied Union will take the steps necessary to ensure this. Board staff also indicated that they have no concerns with the transfer, from Tipperary to Union, of the Decision and Order of the Board in EB-2006-0018/-0159/-0279. Finally, Board staff agreed that, should the Board approve the proposed acquisition, the Decision and Order of the Board in EB-2008-0049 will no longer be applicable.
5. Union has filed a complete application that has thoroughly addressed all potential issues and concerns. No parties intervened in the proceeding and Board staff has no concerns with any aspects of the application. For these reasons, Union requests that its application, and the requests made therein, be granted.

All of which is respectfully submitted this 31st day of October, 2014.

**UNION GAS LIMITED**

By its counsel  
Torys LLP

  
Jonathan Myers