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SENT BY ELECTRONIC MAIL BoardSec@ontarioenergyboard.ca

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

Dear Ms Walli:

**TransAlta Generation Partnership ("TAGP")
Leave to Transfer Electricity Generation Licence EG-2009-0287
Leave to Transfer Electricity Retailer Licence ER-2014-0374
Subsection 18(2) of OEB Act**

We are counsel to TAGP. TAGP is licensed by the Ontario Energy Board ("OEB") to generate electricity (EG-2009-0287) at its Sarnia Regional Cogeneration Plant ("SRCP"). TransAlta is also licensed by the OEB to retail electricity to large volume consumers (ER-2014-0374).

As part of a corporate re-organization within the TransAlta family of companies, TAGP will be transferring its generation assets associated with EG-2009-0287 to a limited partnership (TransAlta (SC) L.P.), the general partner of which will be TransAlta (SC) Inc. The broader corporate re-organization results in certain of TransAlta's Corporation's assets being moved into stand-alone partnerships in order to create a more efficient and flexible corporate structure to support future corporate initiatives.

The change is purely one of legal structure. As the OEB is aware, a limited partnership is comprised of at least one general partner and at least one limited partner. The general partner, TransAlta (SC) Inc. in this case, will have unlimited liability for partnership liabilities, and is responsible for managing the business of the limited partnership. The directors and officers of TransAlta (RC) Inc. will ultimately be made up of individuals that currently serve as directors and officers of other TransAlta entities with operations in Ontario (and licensed by the OEB as electricity generators).

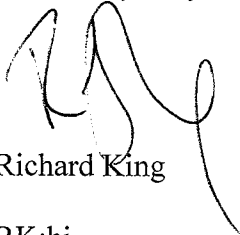
This re-organization will have no impact on the day-to-day operations of the SRCP. The personnel operating the SRCP and responsible for the retailing will continue to operate the SRCP and retailing function after the re-organization.

Therefore, pursuant to subsection 18(2) of the *Ontario Energy Board Act, 1998* (“OEB Act”), TAGP hereby applies for leave to transfer its Electricity Generation Licence (EG-2009-0287) and its Electricity Retailer Licence (ER-2014-0374) to “**TransAlta (SC) Inc. on behalf of TransAlta (SC) L.P.**”. No change is required to the description of the generation facilities in Schedule 1 to the existing Electricity Generation Licence (EG-2009-0287). The new licensed entity will be responsible for meeting all legal and regulatory requirements within the OEB’s jurisdiction.

Given that no one will be adversely affected in a material way by the Board’s decision in this application, TAGP requests that the OEB exercise its authority under paragraph 21(4)(b) of the OEB Act to dispose of this application without a hearing.

Finally, the corporate reorganization is scheduled to take place on **May 1, 2015**, TAGP respectfully requests that the OEB dispose of this matter by that date, and that the effective date of the transfer be **May 1, 2015**. Please contact the undersigned if you have any questions in regard to the foregoing.

Yours very truly,



Richard King

RK:hi

c: S. Jeffers (TransAlta)
I. Kuznetsova (OEB)