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BY EMAIL and RESS

August 17, 2016
Our File No. 20160025

Ontario Energy Board
2300 Yonge Street
27th Floor
Toronto, Ontario
M4P 1E4

Attn: Kirsten Walli, Board Secretary

Dear Ms. Walli:

Re: EB-2016-0025 – MergeCo – SEC Technical Conference Areas

We are counsel for the School Energy Coalition. Pursuant to Procedural Order #4, SEC hereby advises that, at the Technical Conference, we will have follow-up questions on each of the Applicants' responses to our interrogatories. In addition, we expect to explore follow-ups to the questions of others, in at least the following areas:

- Calculation of the shareholder and customer benefits, including things like the impact of the Powerstream rate decision, the impact of the deferral of the Enersource cost of service filing, tax impacts, refinancing savings, assumptions with respect to efficiencies, and others.
- Changes to the forecasts resulting from the changed timing of the transactions relative to the original assumptions.
- Payback period and risks for shareholders
- Allocation of, and timing of, benefits as between customers and shareholders, including the length of the deferral period
- The Shareholders Agreement for the merged entity
- The timing of the Board's decision, and any risks that the transactions will not close
- The intention to apply for ICM relief, and the criteria that should apply to those

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applications

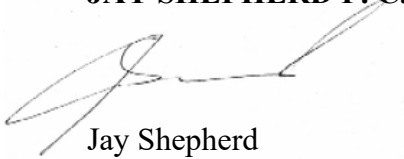
- The planned growth in rate base over the rebasing deferral period, including the lack of a Distribution System Plan for MergeCo

The undersigned has a prior commitment to leave Toronto at no later than 2:00 PM on August 24th, and therefore confirms that we have requested the co-operation of the parties in allowing us to ask our questions first on August 24th. In the event that the Applicants plan multiple witness panels, we would ask them to please provide the details as soon as possible so that we can determine how to address any scheduling issues.

All of which is respectfully submitted.

Yours very truly,

JAY SHEPHERD P. C.



Jay Shepherd

cc: Wayne McNally, SEC (email)
Interested Parties