

August 23, 2016

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

Dear Ms. Walli:

Re: Section 80 Notice of Proposed Transaction re Brookfield Internal Reorganization

We are counsel to Brookfield BRP Holdings (Canada) Inc. (“BRPHC”), Brookfield BRP Canada Corp. (“BBCC”), 2184014 Ontario Limited, 2184016 Ontario Limited, Comber Wind Limited Partnership (“Comber LP”) and related entities. This letter, together with the attached documentation, constitutes a notice of proposed transaction (the “Notice”) under Section 80 of the *Ontario Energy Board Act, 1998* (the “Act”).

We are writing to you in connection with certain proposed transactions that form part of a planned internal reorganization within the Brookfield group of companies. As further described in this Notice, the planned reorganization is comprised of two phases, the second of which may or may not ultimately be implemented. However, regardless of whether Phase 2 proceeds or not, a section 80 filing is required for the reasons set out below. Because Phase 1 and 2 are connected, it is more efficient to consider a notice for both phases contemporaneously. It is currently planned that Phase 1 will take place in early October 2016. Phase 2, if implemented, would follow shortly thereafter. Notice of the proposed transactions is required under section 80 of the Act because each of Phase 1 and Phase 2 involves the acquisition, by affiliates of a transmitter in Ontario (namely Great Lakes Power Transmission LP (“GLPT”)), of interests in generation facilities that are currently owned by Comber LP (a wholly-owned BRPHC subsidiary), or of shares of a corporation with ownership interests in said facilities. We respectfully request that the Board review and make its determination regarding this Notice so as to accommodate the aforementioned timing requirements.

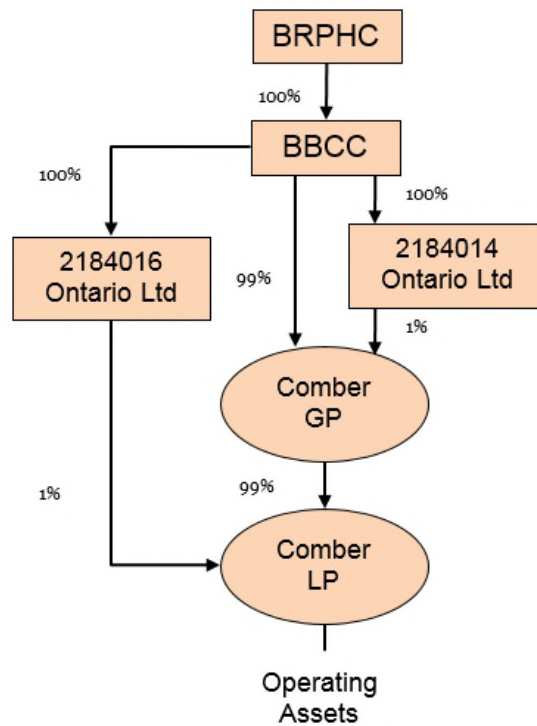
The proposed transactions and the regulatory implications of those transactions, within each phase of the planned reorganization, are discussed below. In addition, we have enclosed a completed “Preliminary Filing Requirements for a Notice of Proposal under sections 80 and 81 of the *Ontario Energy Board Act, 1998*” form for the proposed transactions at **Attachment A**.

The applicants submit that no Board review will be necessary because the proposed transactions, within each of the two phases of the planned reorganization, will not result in any adverse impacts on the development or maintenance of a competitive market or access to transmission or distribution facilities in Ontario. This is because the proposed transactions,

whether including those under Phase 2 or not, (1) do not substantively change the status quo as the generation facilities will still be owned indirectly by BRPHC and operated by a BRPHC affiliate, and (2) will result in the Comber generation facilities continuing to be operated independently from the transmission facilities controlled by the affiliated transmitter, as is the case before the transactions.

1. Current Structures

Comber LP is a licensed generator (EG-2010-0297) that owns and operates the Comber generation facilities, which are known as Comber East C24Z and Comber West C23Z. BRPHC holds 100% of the shares in BBCC, which in turn holds 100% of the shares in 2184016 Ontario Limited and a 99% interest in Comber Wind General Partnership (“Comber GP”). The remaining 1% of Comber GP is held by 2184014 Ontario Ltd., which is also a wholly owned subsidiary of BBCC. Comber GP holds a 99% interest in Comber LP, with the remaining 1% held by 2184016 Ontario Limited. The generation facilities are held by Comber LP. The simplified current organization structure associated with the Comber generation facilities is shown immediately below.



2. Proposed Transactions

The planned internal reorganization is comprised of Phase 1 and Phase 2, the latter of which (as noted above) may or may not ultimately be implemented. The expected outcome of each phase is described as follows and is also illustrated by the two simplified diagrams found below.

- In Phase 1, BRPHC plans to acquire a portion of BBCC’s partnership interest (e.g. 75%) in Comber GP. As part of the intermediate steps to effect this change of control, a holding company, Ontario Wind Holdings Inc. (“Wind Holdco”), will be established under BRPHC to acquire a portion of BBCC’s interest in Comber GP and will then be wound up into BRPHC. This phase will not affect the existing ownership of the Comber generation facilities by Comber LP.

- Phase 2, if implemented, will further result in the transfer of Comber LP's interests in the Comber generation facilities to 2016 Comber Wind Limited Partnership ("2016 Comber LP"), which will be held approximately 98.99% by 2016 Comber Wind General Partnership ("2016 Comber GP") and approximately 1.01% by 2184016 Ontario Limited. In turn, both 2016 Comber GP and 2184016 Ontario Limited will be wholly owned (directly and indirectly) by Ontario Wind LP which, upon completion of Phase 2, will be held approximately 74.9% by BRPHC, approximately 25% by BBCC and 0.1% by Ontario Wind GP Inc. (a wholly owned subsidiary of BBCC). Each of Ontario Wind LP, Ontario Wind GP Inc., 2016 Comber LP and 2016 Comber GP would be established in connection with Phase 2.

Section 80 of the Act provides that no affiliate of a transmitter shall:

- (a) acquire an interest in a generation facility in Ontario,
- (b) construct a generation facility in Ontario, or
- (c) purchase shares of a corporation that owns a generation facility in Ontario,

unless it has first given notice of its proposal to do so to the Board and the Board does not issue a notice of review of the proposal within the specified period or the Board approves the proposal under section 82 of the Act.

The requirement to provide notice pursuant to section 80 arises in connection with the proposed transactions because Brookfield Asset Management Inc. ("BAM"), the parent company of BRPHC (which will also be the ultimate parent company of 2016 Comber LP), also indirectly controls GLPT, a licensed electricity transmitter.

Consequently, certain of the steps involved in Brookfield's planned internal reorganization (under each of Phase 1 and Phase 2) will technically involve "affiliates" of GLPT acquiring interests in a generation facility or shares of a corporation that owns a generation facility in Ontario. More specifically, the affiliate relationships to GLPT are as follows:

- BAM through its ownership of the general partner of Brookfield Infrastructure Partners L.P., whose subsidiary holding limited partnership (Brookfield Infrastructure LP) indirectly owns 100% of GLPT;
- BRPHC through BAM's indirect control (see further details in Attachment B);
- BBCC through BRPHC's 100% ownership;
- In connection with Phase 1, Wind Holdco through BRPHC's 100% ownership; and
- In connection with Phase 2, each of Ontario Wind GP Inc., Ontario Wind LP, 2184014 Ontario Limited, 2184016 Ontario Limited, 2016 Comber GP and 2016 Comber LP through BRPHC's 100% ownership (direct or indirect).

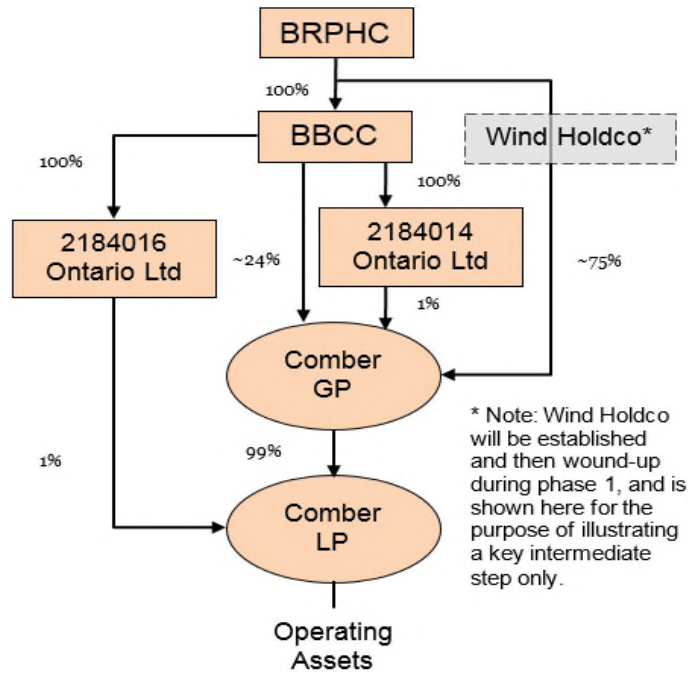
Phase 1 and Phase 2 of the Planned Reorganization

Phase 1

The following general steps are expected to be taken as part of Phase 1 of the planned reorganization:

- (a) BRPHC forms a new subsidiary, Ontario Wind Holdings Inc. (“Wind Holdco”).
- (b) BBCC transfers a portion of its interest (e.g. 75%) in Comber GP to Wind Holdco for preferred shares in Wind Holdco.
- (c) Wind Holdco winds up into its sole shareholder, BRPHC, resulting in BRPHC now holding the former Wind Holdco’s partnership interest in Comber GP.

The organizational structure associated with the Comber generation facilities at the conclusion of Phase 1 is shown immediately below.



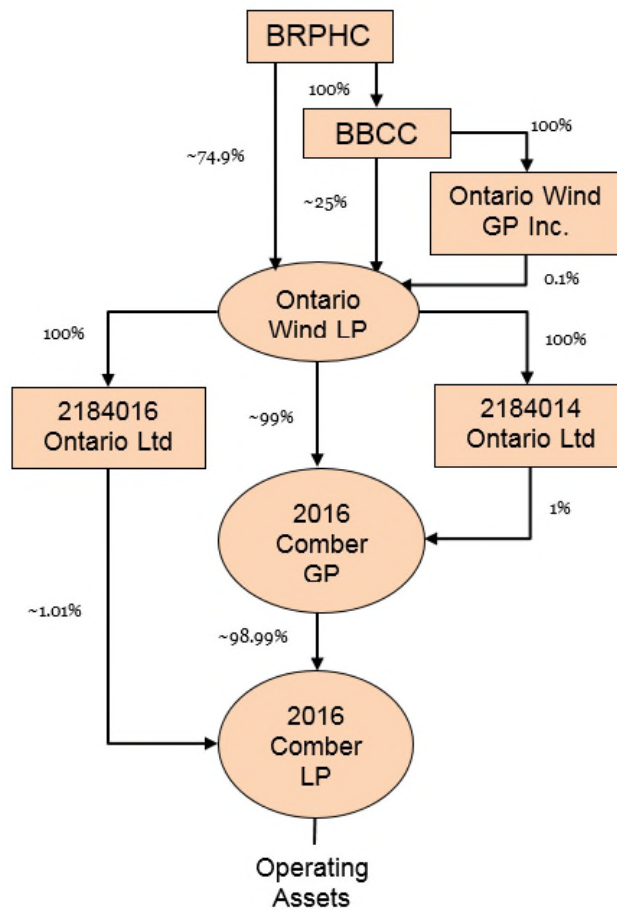
Phase 2

If implemented, Phase 2 of the planned reorganization would be expected to include the following general steps:

- (d) 2184016 Ontario Limited forms a new subsidiary Comber Wind I LP Corp., which, together with Comber LP, forms 2016 Comber LP (with Comber Wind I LP Corp. and Comber LP being the limited partner and general partner, respectively).
- (e) 2184014 Ontario Limited forms a new subsidiary Comber Wind GP Corp., which, together with Comber GP, forms a new general partnership 2016 Comber GP.
- (f) Comber GP causes the transfer of Comber LP’s ownership interest in the Comber generation facilities to 2016 Comber LP.

- (g) Each of Comber LP and Comber Wind I LP Corp. is wound up, resulting in Comber GP and 2184016 Ontario Limited becoming 2016 Comber LP's general partner and limited partner, respectively.
- (h) Comber GP transfers its general partnership interest in 2016 Comber LP to 2016 Comber GP, followed by the winding-up of Comber GP and Comber Wind GP Corp. This results in 2016 Comber GP becoming 2016 Comber LP's general partner.
- (i) BBCC incorporates a new subsidiary, Ontario Wind GP Inc., which, together with BBCC, forms Ontario Wind LP. BBCC transfers its interests in 2016 Comber GP, 2184014 Ontario Limited and 2184016 Ontario Limited to Ontario Wind LP, and BRPHC transfers its interest in 2016 Comber GP to Ontario Wind LP.

The organizational structure associated with the Comber generation facilities at the conclusion of Phase 2 is shown immediately below.



The Applicants

The applicants in this Notice under section 80 are therefore:

- in connection with Phase 1, BRPHC and Wind Holdco; and
- in connection with Phase 2, 2016 Comber GP, 2016 Comber LP, Ontario Wind GP Inc., 2184016 Ontario Limited and 2184014 Ontario Limited (together, the “Applicants”).

Through certain of the transactions that comprise Phase 1 and Phase 2 of the planned reorganization, each of the Applicants will be acquiring interests in, or purchasing the shares of a corporation that directly or indirectly owns, a generation facility. Each of the Applicants is an affiliate of a transmitter by virtue of it being directly or indirectly owned or controlled by BAM, which also indirectly controls GLPT.

3. **No Adverse Impact on Competition or Access**

In the ordinary course, proposed changes in the ownership of generation facilities do not require that notice be given to the Board. It is only because BAM has indirect control of GLPT, and because GLPT is a transmitter within the meaning of the Act, that any regulatory issues arise from the proposed transactions. However, despite the applicability of section 80 to certain elements of the proposed transactions, there is no policy rationale or objective underlying the Act that would require the proposed transactions to be reviewed by the Board. This is because, from an energy regulation perspective, there are no adverse impacts and no material changes resulting from the proposed transactions.

The proposed transactions effectively comprise an internal reorganization within the Brookfield group and do not change the status quo because all of the generation facilities that are being acquired at the various stages of the planned reorganization by affiliates of GLPT are already owned and operated by affiliates of GLPT.

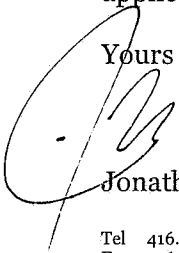
Furthermore, because the generation facilities that are the subject of the proposed transactions will continue to be managed and operated independently of any transmission assets that are owned and operated within the Brookfield group, the transactions will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario and there will be no impact on open access to the transmission systems owned and operated by GLPT.

We further note that there is currently an application before the Board from Hydro One Inc. for the acquisition of GLPT (EB-2016-0050). Subject to the approval and completion of the transaction contemplated in that application, the affiliate relations giving rise to the present application will cease to exist.

For these reasons, the Applicants submit that no Board review will be necessary.

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

Yours truly,



Jonathan Myers

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Fax 416.865.7380
jmyers@torys.com

cc: Jim Deluzio, Brookfield
Walter Di Cesare, Brookfield
Charles Keizer, Torys LLP
Henry Ren, Torys LLP

Attachment '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: Brookfield BRP Holdings (Canada) Inc. ("BRPHC")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Other Party: Ontario Wind Holdings Inc. ("Wind Holdco")	File No: (OEB Use Only)	
Address of Head Office:	Telephone Number: (819) 561-8695	

181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Applicant: 2016 Comber Wind General Partner ("2016 Comber GP")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Applicant: 2016 Comber Wind Limited Partnership ("2016 Comber LP")	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact:	Telephone Number: (819) 561-8695	

Walter Di Cesare	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Applicant: Ontario Wind GP Inc.	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Applicant: 2184016 Ontario Limited	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

Name of Applicant: 2184014 Ontario Limited	File No: (OEB Use Only)	
Address of Head Office: 181 Bay Street, Suite 300 Toronto, Ontario M5J 2T3	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	
Name of Individual to Contact: Walter Di Cesare	Telephone Number: (819) 561-8695	
	Facsimile Number: (819) 561-7188	
	E-mail Address: Walter.DiCesare@brookfieldrenewable.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party: Great Lakes Power Transmission LP ("GLPT")	File No: (OEB Use Only)	
Address of Head Office: 2 Sackville Road, Suite B Sault Ste. Marie, Ontario P6B 6J6	Telephone Number: (705) 254-7444	
	Facsimile Number: (705) 941-5600	
	E-mail Address: jrosenthal@brookfield.com	
Name of Individual to Contact: Jeff Rosenthal	Telephone Number: (416) 956-5145	
	Facsimile Number: (416) 365-9642	
	E-mail Address: jrosenthal@brookfield.com	

1.2 Relationship Between Parties to the Transaction or Project

1.2.1	Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.	
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APPLICANTS:

1. BRPHC

Directors:

David Mann
Edward Kress
John Van Egmond

Officers:

Edward C Kress - Chairman of the Board
Harry A Goldgut - Chairman of BRE Group
Richard Legault - Chairman of BRE Group
Sachin Shah - Chief Executive Officer
Nicholas Goodman - Chief Financial Officer
Valerie Hannah - Chief Financial Officer, North America
Kevin Hall - Chief Information Officer
Jennifer Mazin - Senior Vice President and Secretary
Madeleine Bourdon - Senior Vice-President
Douglas Christie - Senior Vice-President
Brian Cook - Senior Vice-President
Julian Deschatelets - Senior Vice-President
Josée Guibord - Senior Vice President
Stephane Landry - Senior Vice-President
Felipe Pinel - Senior Vice President
Andrea Rocheleau - Senior Vice-President
Faisal Abdul-Sattar - Vice President
Dan Benoit - Senior Vice-President
Jean Burgess - Vice President
Trevor Carson - Vice President
Mike Forzley - Vice President
Bernard Cardinal - Director, Tax
Trevor Carson - Assistant Treasurer

Shareholders:

Brookfield Renewable Energy L.P.

2. Wind Holdco

Directors:

Bernard Cardinal
Dan Benoit
Micheline Duquette
Walter Di Cesare

Officers:

Richard Legault - Chief Executive Officer
Thomas Deedy - President and Chief Operating Officer
Valerie Hannah - Chief Financial Officer
Josée Guibord - Senior Vice President and Secretary
Dan Benoit - Senior Vice-President
Tom Corbett - Senior Vice-President
Walter Di Cesare - Vice President and Assistant Secretary
Jean Burgess - Vice-President
Kristina Haakman - Vice President
Chris McGarrity - Vice President
Normand Perreault - Vice-President
Vanessa Pilotte - Vice President
Micheline Duquette - Senior Director, Accounting & Reporting
Bernard Cardinal - Director, Tax
Joshua Stayn - Director, Legal

Shareholders:

BRPHC

3. 2016 Comber GP

Officers:

Richard Legault - Chief Executive Officer
Thomas Deedy - President and Chief Operating Officer

<p>Valerie Hannah - Chief Financial Officer Josée Guibord - Senior Vice President and Secretary Dan Benoit - Senior Vice-President Tom Corbett - Senior Vice-President Jean Burgess - Vice-President Jim Deluzio - Vice President, Operations (Central) Walter Di Cesare - Vice President and Assistant Secretary Berk Gursoy - Vice President, Operations (Pacific) Kristina Haakman - Vice-President Chris McGarrity - Vice President Normand Perreault - Vice President Vanessa Pilotte - Vice President Bernard Cardinal - Director, Tax Joshua Stayn - Director, Legal Ralph Stefano - Director, Operations Micheline Duquette - Senior Director, Accounting & Reporting</p> <p>Unitholders: 2184014 Ontario Limited Ontario Wind LP</p> <p>4. <u>2016 Comber LP</u></p> <p>Officers: Richard Legault - Chief Executive Officer Thomas Deedy - President and Chief Operating Officer Valerie Hannah - Chief Financial Officer Josée Guibord - Senior Vice President and Secretary Dan Benoit - Senior Vice-President Tom Corbett - Senior Vice-President Jean Burgess - Vice-President Jim Deluzio - Vice President, Operations (Central) Walter Di Cesare - Vice President and Assistant Secretary Berk Gursoy - Vice President, Operations (Pacific) Kristina Haakman - Vice-President Chris McGarrity - Vice President Normand Perreault - Vice President Vanessa Pilotte - Vice President Bernard Cardinal - Director, Tax Joshua Stayn - Director, Legal Ralph Stefano - Director, Operations Micheline Duquette - Senior Director, Accounting & Reporting</p> <p>Unitholders: 2016 Comber GP 2184016 Ontario Limited</p> <p>5. <u>Ontario Wind GP Inc.</u></p> <p>Directors: Bernard Cardinal Dan Benoit Micheline Duquette Walter Di Cesare</p> <p>Officers: Richard Legault - Chief Executive Officer Thomas Deedy - President and Chief Operating Officer Valerie Hannah - Chief Financial Officer Josée Guibord - Senior Vice President and Secretary Dan Benoit - Senior Vice-President Tom Corbett - Senior Vice-President Walter Di Cesare - Vice President and Assistant Secretary Jean Burgess - Vice-President Kristina Haakman - Vice President Chris McGarrity - Vice President Normand Perreault - Vice-President Vanessa Pilotte - Vice President Micheline Duquette - Senior Director, Accounting & Reporting Bernard Cardinal - Director, Tax</p>	
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<p>Joshua Stayn - Director, Legal</p> <p>Shareholders: BBCC</p> <p>6. <u>2184016 Ontario Limited</u></p> <p>Directors: Bernard Cardinal Dan Benoit Micheline Pion-Duquette Walter Di Cesare</p> <p>Officers: Richard Legault - Chief Executive Officer Thomas Deedy - President and Chief Operating Officer Valerie Hannah - Chief Financial Officer Josée Guibord - Senior Vice President and Secretary Dan Benoit - Senior Vice-President Tom Corbett - Senior Vice-President Jean Burgess - Vice-President Jim Deluzio - Vice President, Operations (Central) Walter Di Cesare - Vice President and Assistant Secretary Berk Gursoy - Vice President, Operations (Pacific) Kristina Haakman - Vice-President Chris McGarrity - Vice President Normand Perreault - Vice President Vanessa Pilotte - Vice President Bernard Cardinal - Director, Tax Joshua Stayn - Director, Legal Ralph Stefano - Director, Operations Micheline Duquette - Senior Director, Accounting & Reporting</p> <p>Shareholders: Ontario Wind LP</p> <p>7. <u>2184014 Ontario Limited</u></p> <p>Directors: Bernard Cardinal Dan Benoit Micheline Pion-Duquette Walter Di Cesare</p> <p>Officers: Richard Legault - Chief Executive Officer Thomas Deedy - President and Chief Operating Officer Valerie Hannah - Chief Financial Officer Josée Guibord - Senior Vice President and Secretary Dan Benoit - Senior Vice-President Tom Corbett - Senior Vice-President Jean Burgess - Vice-President Jim Deluzio - Vice President, Operations (Central) Walter Di Cesare - Vice President and Assistant Secretary Berk Gursoy - Vice President, Operations (Pacific) Kristina Haakman - Vice-President Chris McGarrity - Vice President Normand Perreault - Vice President Vanessa Pilotte - Vice President Bernard Cardinal - Director, Tax Joshua Stayn - Director, Legal Ralph Stefano - Director, Operations Micheline Duquette - Senior Director, Accounting & Reporting</p> <p>Shareholders: Ontario Wind LP</p> <p>OTHER PARTIES:</p>	
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	<p>1. GLPT</p> <p>Officers: Does not have officers</p> <p>Unitholders: Great Lakes Power Transmission Holdings II LP Great Lakes Power Transmission Holdings Inc.</p>	
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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 the corporate chart of the organizational structure involving the Comber generation assets in the cover letter.</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 OEB 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 OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p>APPLICANTS:</p> <p><u>BRPHC</u></p> <p>Brookfield Renewable Partners L.P.'s ("BEP") North American operating platform is held through its indirectly owned subsidiary BRPHC. BRPHC indirectly holds all of BEP's North American assets.</p> <p><u>Wind Holdco</u></p> <p>Wind Holdco is a holding company and will not conduct business of its own.</p> <p><u>2016 Comber GP and 2016 Comber LP</u></p> <p>2016 Comber GP is the general partner of 2016 Comber LP. 2016 Comber LP will acquire Comber Wind Limited Partnership's ("Comber LP") ownership interest in the Comber generation facilities, which comprise two wind farms totaling 166 MW in gross nameplate capacity in the Town of Lakeshore in Essex County. In April 2010, Comber LP was awarded long-term power purchase agreements by the former Ontario Power Authority. Comber LP is currently licensed by the Board to own and operate the Comber generation facilities pursuant to electricity generation licence EG-2010-0297. In parallel with the filing of this Notice of Proposal, Comber LP has submitted a section 18(2) application for the leave of the Board to transfer its electricity generation licence to 2016 Comber LP in connection with the proposed transactions.</p> <p><u>Ontario Wind GP Inc.</u></p> <p>Ontario Wind GP Inc. is a holding company and will not conduct business of its own.</p> <p><u>2184016 Ontario Limited</u></p> <p>2184016 Ontario Limited is a holding company and will not conduct business of its own.</p> <p><u>2184014 Ontario Limited</u></p> <p>2184014 Ontario Limited is a holding company and will not conduct business of its own.</p> <p>OTHER PARTIES:</p> <p><u>GLPT and, as general partner, Great Lakes Power Transmission Inc. ("GLPT Inc.")</u></p> <p>GLPT owns and operates transmission facilities in Northern Ontario. GLPT Inc. and GLPT are indirect subsidiaries of BIP. Brookfield Asset Management Inc. ("BAM") is the general partner, asset manager and the 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 GLPT pursuant to transmission licence ET-2007-0649. GLPT's transmission system connects 12 hydroelectric</p>	
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generating stations, 3 wind farms, 1 gas fired generation facility, 4 industrial operations and 2 local distribution companies - PUC Distribution Inc. (which serves Sault Ste. Marie), and Algoma Power Inc's distribution system.

ELECTRICITY SECTOR AFFILIATES:

BAM

BAM is focused on property, power and infrastructure assets, with over US\$225 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.

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. BEP indirectly owns 100% of GLPL on a fully exchanged basis. GLPL is a licensed generator of electricity under OEB licence EG-2003-0175.

Brookfield Energy Marketing Inc. ("BEMI")

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-2015-0149).

Brookfield Energy Marketing LP ("BEM LP")

BEM LP, located in Gatineau, Quebec, is an Ontario limited partnership owned by BRPI as limited partner with 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 acts as power agent for BEP's generators, schedules and sells power into the applicable wholesale electricity markets, and enters into short-term bilateral trading contracts and financial contracts, as well as long-term power purchase agreements on its own behalf and as agent for certain power generation affiliates of BEP. BEM LP is a licensed energy wholesale marketer under OEB licence EW-2015-0150.

Brookfield Renewable Energy Marketing LP ("BREM LP")

BREM LP, located in Gatineau, Quebec, is an Ontario limited partnership which purchases power from certain Canadian power generation affiliates of BEP and sells that power either in the Ontario IESO Administered Markets ("IAM"), or to 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-2015-0121.

Brookfield Power Wind Prince LP ("BPWP LP")

BPWP LP owns the Prince Wind Energy Project, a wind farm west with a capacity of 189MW 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. BEP indirectly owns 100% of BPWP LP on a fully exchanged basis. It is a licensed electricity generator (EG-2006-0130).

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. BEP indirectly owns 100% of MPT on a fully exchanged basis. MPT is a licensed generator (EG-2002-0276).

Lake Superior Power Inc. ("LSPI")

LSPI is the general partner of Lake Superior Power Limited Partnership ("LSPLP"), owner of a 110 MW natural gas-fired cogeneration plant in Sault Ste. Marie, Ontario. LSPI holds a 1% interest in LSPLP. BEP indirectly owns 100% of LSPI on a fully exchanged basis. LSPI is a licensed generator on behalf of LSPLP pursuant to OEB licence EG-2003-0176.

	<p><u>Beaver Power Corporation (“Beaver Power”)</u></p> <p>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.</p> <p><u>Carmichael Limited Partnership (“Carmichael LP”)</u></p> <p>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. BEP indirectly owns 100% of Carmichael LP on a fully exchanged basis. Carmichael LP is a licensed generator pursuant to licence EG-2006-0070.</p> <p><u>Valerie Falls Limited Partnership (“Valerie Falls LP”) and Valerie Falls General Partner Limited (“Valerie Falls GP”)</u></p> <p>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. BEP 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).</p> <p><u>Gosfield Wind Limited Partnership (“Gosfield Wind LP”)</u></p> <p>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. In January 2009, Gosfield Wind LP was awarded a 20-year power purchase agreement from the Independent Electricity System Operator (formerly, Ontario Power Authority) (the “IESO”). BEP 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. BEP 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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<p>1.3.2</p>	<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>APPLICANTS:</p> <p><u>BRPHC</u></p> <p>BRPHC generates electricity through its Electricity Sector Affiliates.</p> <p><u>Wind Holdco</u></p> <p>Wind Holdco does not have its own service territory.</p> <p><u>2016 Comber GP and 2016 Comber LP</u></p> <p>2016 Comber GP and 2016 Comber LP will own and operate the Comber generation facilities, which consist of two wind farms totaling 166 MW in output located in the Town of Lakeshore, in Essex County, Ontario.</p> <p><u>Ontario Wind GP Inc.</u></p> <p>Ontario Wind GP Inc. does not have its own service territory.</p> <p><u>2184016 Ontario Limited</u></p> <p>2184016 Ontario Limited does not have its own service territory.</p>	
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2184014 Ontario Limited

2184014 Ontario Limited does not have its own service territory.

OTHER PARTIES:

GLPT

GLPT owns and operates transmission facilities in Northern Ontario. GLPT'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 Power Inc.'s distribution system.

ELECTRICITY SECTOR AFFILIATES:

BAM

BAM generates, transmits and distributes electricity through BEP.

BEMI

BEMI is headquartered in Gatineau, Québec, and manages BEM LP as general partner.

BEM LP

BEM LP is headquartered in Gatineau, Québec and operates in the energy wholesale markets in Canada and the United States.

BREM LP

BREM LP is headquartered in Gatineau, Québec, and sells electricity either through the IAM or to BEM LP.

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 IESO 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 is the general partner of Lake Superior Power Limited Partnership ("LSPLP"), owner of a 110 MW natural gas-fired cogeneration plant in Sault Ste. Marie, Ontario. LSPI holds a 1% interest in LSPLP. BEP indirectly owns 100% of LSPI on a fully exchanged basis. LSPI is a licensed generator on behalf of LSPLP pursuant to OEB licence EG-2003-0176.

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 LP and Valerie Falls GP

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

	<p>51 MW capacity wind generation facility in the Town of Kingsville in Essex County, Ontario. Output is sold to the IESO pursuant to a PPA.</p> <p><u>Comber Wind LP</u></p> <p>Comber Wind LP is a limited partnership in Ontario that owns and operates the Comber Wind Farm, which is a 166 MW capacity wind generation facility in the Town of Lakeshore, Ontario. Output is sold to the OEFC pursuant to two PPAs.</p>	
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1.3.3	<p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent year end of the existing generation output among the IESO Administered Markets, bilateral contracts, and local distribution companies.</p> <p><u>GLPT</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 39.9M GWh (for 2015): N/A</p> <p><u>GLPL</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 133,278 GWh (for 2015): 1,563.1</p> <p><u>Valerie Falls LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 3,544 GWh (for 2015): 54.8</p> <p><u>MPT</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 69,915 GWh (for 2015): 669.0</p> <p><u>LSPI</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 0 GWh (for 2015): 0</p> <p><u>BPWP LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 40,936 GWh (for 2015): 404.5</p> <p><u>Beaver Power</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$4,211 GWh (for 2015): 108.0</p> <p><u>Carmichael LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 3,731 GWh (for 2015): 44.11</p> <p><u>Algonquin LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 6,246 GWh (for 2015): 63.89</p> <p><u>Gosfield Wind LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 18,213 GWh (for 2015): 141.6</p> <p><u>Comber Wind LP</u></p> <p>Annual Sales thousands of C\$ (for 2015): \$ 66,832 GWh (for 2015): 469.7</p>	
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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 Director of Licensing or the Board, or forthcoming. Please include all Board file numbers.</p> <p><u>Licences Held:</u></p> <p>GLPL: EG-2003-0175 GLPTI on behalf of GLPT: ET-2007-0649 Valerie Falls LP: EG-2003-0177 MPT: EG-2002-0276 LSPI: EG-2003-0176 BPWC: EG-2004-0426 BPWP LP: EG-2006-0130 BEM: EW-2015-0149 BREM LP: EW-2015-0121 Beaver Power: EG-2002-0408 Algonquin LP : EG-2006-0072 Carmichael LP: EG-2006-0070 Gosfield Wind LP : EG-2009-0175 BEM LP: EW-2015-0150 Comber LP: EG-2010-0297</p> <p><u>Applications Before the Board or Director of Licensing:</u></p> <p>Application for leave to transfer Comber LP electricity generation licence no. EG-2010-0297 to 2016 Comber LP.</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" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Entity</th> <th style="text-align: left;">MW</th> </tr> </thead> <tbody> <tr> <td>BRPHC</td> <td>Generates through subs</td> </tr> <tr> <td>Wind Holdco</td> <td>N/A</td> </tr> <tr> <td>2016 Comber GP/LP</td> <td>0</td> </tr> <tr> <td>Ontario Wind GP Inc.</td> <td>Generates through subs</td> </tr> <tr> <td>2184016 Ontario Limited</td> <td>Generates through subs</td> </tr> <tr> <td>2184014 Ontario Limited</td> <td>Generates through subs</td> </tr> <tr> <td>BBCC</td> <td>Generates through subs</td> </tr> <tr> <td>BAM</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 Wind LP</td> <td>50.6</td> </tr> <tr> <td>Beaver Power</td> <td>11.1</td> </tr> <tr> <td>Carmichael LP</td> <td>20.4</td> </tr> <tr> <td>Comber Wind LP</td> <td>165.6</td> </tr> <tr> <td>Algonquin LP</td> <td>18.6</td> </tr> <tr> <td>TOTAL</td> <td>1412.4</td> </tr> </tbody> </table>	Entity	MW	BRPHC	Generates through subs	Wind Holdco	N/A	2016 Comber GP/LP	0	Ontario Wind GP Inc.	Generates through subs	2184016 Ontario Limited	Generates through subs	2184014 Ontario Limited	Generates through subs	BBCC	Generates through subs	BAM	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 Wind LP	50.6	Beaver Power	11.1	Carmichael LP	20.4	Comber Wind LP	165.6	Algonquin LP	18.6	TOTAL	1412.4
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1.4.2	<p>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.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Entity</th> <th style="text-align: center;">MWh (2009)</th> <th style="text-align: center;">% market share</th> </tr> </thead> <tbody> <tr> <td>BRPHC</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>Wind Holdco</td> <td>N/A</td> <td></td> </tr> <tr> <td>2016 Comber GP/LP</td> <td>0</td> <td></td> </tr> <tr> <td>Ontario Wind GP Inc.</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>2184016 Ontario Limited</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>2184014 Ontario Limited</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>BAM</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>BBCC</td> <td>Generates through subs</td> <td></td> </tr> <tr> <td>BEMI</td> <td>N/A</td> <td></td> </tr> <tr> <td>BEM LP</td> <td>N/A</td> <td></td> </tr> <tr> <td>BREM LP</td> <td>N/A</td> <td></td> </tr> <tr> <td>GLPL</td> <td>1563.1</td> <td></td> </tr> <tr> <td>Valerie Falls LP</td> <td>54.8</td> <td></td> </tr> <tr> <td>MPT</td> <td>669</td> <td></td> </tr> <tr> <td>LSPI</td> <td>0</td> <td></td> </tr> <tr> <td>BPWP LP</td> <td>404.5</td> <td></td> </tr> <tr> <td>Gosfield</td> <td>141.6</td> <td></td> </tr> <tr> <td>Beaver Power</td> <td>44.11</td> <td></td> </tr> <tr> <td>Carmichael</td> <td>86.2</td> <td></td> </tr> <tr> <td>Algonquin LP</td> <td>63.89</td> <td></td> </tr> <tr> <td>Comber LP</td> <td>469.7</td> <td></td> </tr> <tr> <td>TOTAL</td> <td>3,496.9</td> <td></td> </tr> </tbody> </table> <p>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.</p>	Entity	MWh (2009)	% market share	BRPHC	Generates through subs		Wind Holdco	N/A		2016 Comber GP/LP	0		Ontario Wind GP Inc.	Generates through subs		2184016 Ontario Limited	Generates through subs		2184014 Ontario Limited	Generates through subs		BAM	Generates through subs		BBCC	Generates through subs		BEMI	N/A		BEM LP	N/A		BREM LP	N/A		GLPL	1563.1		Valerie Falls LP	54.8		MPT	669		LSPI	0		BPWP LP	404.5		Gosfield	141.6		Beaver Power	44.11		Carmichael	86.2		Algonquin LP	63.89		Comber LP	469.7		TOTAL	3,496.9		
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1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	<p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>Please see the accompanying cover letter, which includes a detailed description of the proposed transactions.</p>	
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1.5.2	<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, after the completion of the proposed transaction or project.</p> <p>The proposed transactions do not change the generation capacity of the Comber generation facilities. Moreover, the proposed transaction will not change the total capacity of the parties and their Energy Sector Affiliates combined.</p>	
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1.5.3	<p>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.</p> <p>Since the proposed transaction does not change the generation produced by each affiliate, there will be no change in their respective market shares as a result of the proposed transaction. Moreover, the proposed transaction will not change the total market share of the parties and their Energy Sector Affiliates combined.</p>	
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1.5.4	<p>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.</p> <p>The proposed transactions will have no impact on competition. The proposed transactions are internal to Brookfield and do not change the status quo because all of the generation facilities that are being acquired at the various stages of the transactions by affiliates of GLPT are already owned and operated by affiliates of GLPT.</p>	
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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 transactions will have no impact on open access. The generation facilities that are the subject of the proposed transactions will continue to be managed and operated independently of the transmission assets that are owned and operated within the Brookfield group of companies, the transactions 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 systems owned and operated by GLPT.</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 transactions confirm that, to the best of their knowledge, each are in compliance with all licence and applicable code requirements and will continue to comply after the completion of the transactions.</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>No new generation is being proposed by this notice. All of the generation output from the Comber generation facilities is sold at fixed prices to the Independent Electricity System Operator under power purchase agreements, under which output is offered into the IESO Administered Market.</p>	
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2.1.3	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. The Comber generation facilities are fueled by wind energy. The facilities have an installed capacity of 166 MW.	
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2.1.4	Provide details on whether the generation facility is expected to be a “must run” facility. The Comber generation facilities are not “must run” facilities.	
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2.1.5	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. The Comber generation facilities do not serve a “load pocket”.	
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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	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
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

Not Applicable

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
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.	
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.	
3.1.4	Provide details on whether the generation facilities are expected to be “must-run” facilities.	

How to Contact Us at the Ontario Energy Board

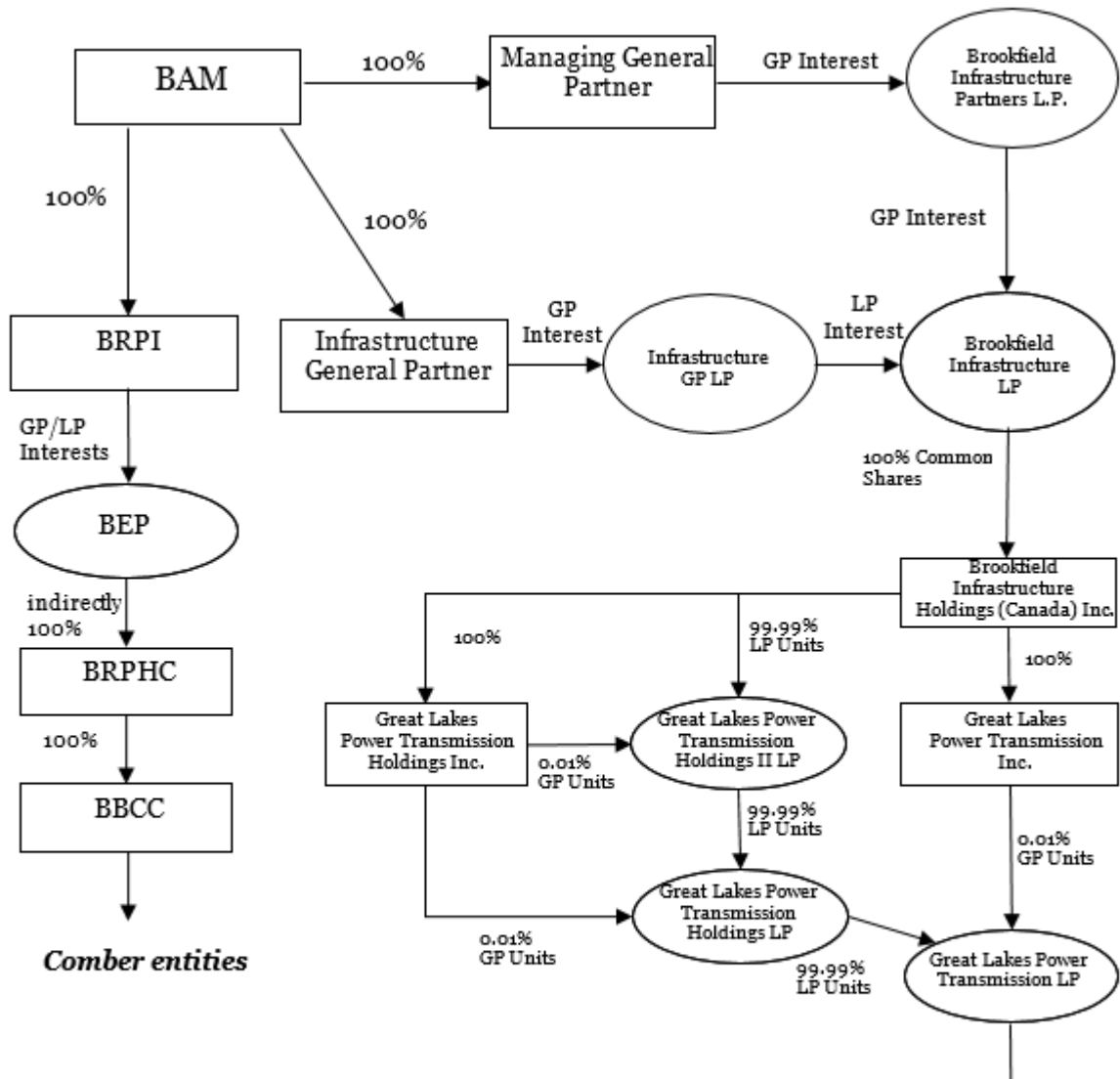
The Ontario Energy Board is located at:

2300 Yonge Street, Suite 2601
Toronto, Ontario M4P 1E4

Telephone:	(416) 481-1967
Fax:	(416) 440-7656
website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

Attachment 'B'

Corporate Structure Chart Showing Affiliate Relationship to GLPT



NOTE: Brookfield Asset Management Inc. (“BAM”), indirectly through its wholly-owned subsidiary Brookfield Renewable Power Inc. (“BRPI”), owns: (i) an approximate 61% interest in Brookfield Renewable Partners L.P. (“BEP”) on a fully-exchanged basis; and (ii) all general partnership interests in BEP, representing a 0.01% interest.

Transmission