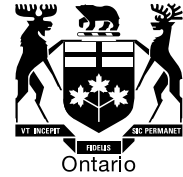


Ontario Energy Board
P.O. Box 2319
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Toronto ON M4P 1E4
Telephone: 416-481-1967
Facsimile: 416-440-7656
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**Commission de l'énergie
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BY E-MAIL

November 7, 2016

Ms. Erin Henderson
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Mr. Michael Engelberg
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Mr. Grant Hipgrave
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Mr. J. Mark Rodger
Incorporated Partner, Borden Ladner Gervais LLP
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LETTER OF DIRECTION

Dear Applicants:

Re: Ontario Energy Board File Number: EB-2016-0276

Share Purchase Application and related approvals - Hydro One Inc. (Hydro One), Orillia Power Distribution Corporation (Orillia), and Hydro One Networks Inc. (Hydro One Networks):

Application under section 86(2)(b) of the *Ontario Energy Board Act, 1998 (Act)* by Hydro One to purchase all of the shares of Orillia

Application under section 78 of the Act by Orillia to include a rate rider in its 2016 OEB-approved rate schedules to give effect to a 1% reduction relative to 2016 base distribution delivery rates

Application under section 86(1)(a) of the Act by Orillia to transfer its distribution system to Hydro One Networks

Application under section 77(5) of the Act by Orillia to cancel its electricity distribution licence

Application under section 74 of the Act by Hydro One Networks to amend its electricity distribution licence authorizing it to serve Orillia's customers

The Ontario Energy Board (OEB) has now issued its Notice of Hearing relating to the share purchase application and related transactions, referenced above (Notice). The Notice will be published by the OEB, in accordance with directions to the OEB's agent which were copied to you. Please note that you must comply with the directions in paragraph 1 below **prior to November 10, 2016**, which is the publication date of the newspaper in which the Notice will appear last. If you are unable to comply with the directions within this timeframe, you must inform the Board Secretary immediately.

You are directed:

1. To make a copy of the Notice, the application and evidence, and any amendments thereto, available for public review at the offices of Hydro One and Orillia and in a prominent place on the websites of Hydro One and Orillia.
2. To file with the OEB an affidavit in both electronic and paper forms proving completion of the matters in paragraph 1 above immediately thereafter.
3. To provide a copy of the Notice, application and evidence, and any amendments thereto, to anyone requesting the material.

Yours truly,

Original signed by

Kristi Sebalj
Registrar

Encl.

cc: Ms. Gayle C. Jackson,
Chief Administrative Officer, City of Orillia
gjackson@orillia.ca

Mr. Patrick J. Hurley
Interim President & CEO, Orillia Power Corporation
phurley@orilliapower.ca