

Ontario Energy Board
P.O. Box 2319
27th. Floor
2300 Yonge Street
Toronto ON M4P 1E4
Telephone: 416- 481-1967
Facsimile: 416- 440-7656
Toll free: 1-888-632-6273

Commission de l'énergie de l'Ontario
C.P. 2319
27e étage
2300, rue Yonge
Toronto ON M4P 1E4
Téléphone: 416- 481-1967
Télécopieur: 416- 440-7656
Numéro sans frais: 1-888-632-6273



BY E-MAIL

May 4, 2018

Brittany Ashby
Supervisor, Business & Regulatory Affairs
Thunder Bay Hydro Electric Distribution Inc.
bashby@tbhydro.on.ca

Janice Robertson
Manager, Finance & Regulatory Affairs
Kenora Hydro Electric Corporation Ltd.
jrobertson@kenora.ca

Dear Applicants:

Re: Application under sections 18, 60, 77(5), and 86(1)(c) of the *Ontario Energy Board Act, 1998 (Act)* for the relief necessary to effect the amalgamation of Thunder Bay Hydro Electricity Distribution Inc. (Thunder Bay Hydro) and Kenora Hydro Electric Corporation Ltd. (Kenora Hydro) and to continue as LDC Mergeco

OEB File Number: EB-2018-0124

The Ontario Energy Board received the subject application on April 12, 2018. We have reviewed your application and determined that it is currently incomplete and will not be processed until the following has been filed:

- 1) As part of the relief sought for the proposed consolidation, the applicants have requested that a new electricity distribution licence be issued for LDC Mergeco under section 60 of the Act but have also stated that a licence application will be filed separately from the current application. Please file the required licence application for LDC Mergeco.
- 2) The application indicates that the distribution assets of Thunder Bay Hydro and Kenora Hydro will be transferred to LDC Mergeco. Please confirm whether the applicants are seeking OEB approval under section 86(1)(a) to transfer the distribution systems of Thunder Bay Hydro and Kenora Hydro to LDC Mergeco as

part of the relief being requested in this application. If not, please explain why the applicants consider that section 86(1)(a) approval is not required.

- 3) The application indicates that three legal agreements filed with the application (Merger Participation Agreement, Amalgamation Agreement, and Unanimous 'LDC Mergeco' Shareholders Agreement) have been redacted.
 - i. Please confirm whether the applicants are requesting confidential treatment for these documents, in accordance with the OEB's *Rules of Practice and Procedure* (Rules) and the OEB's *Practice Direction On Confidential Filings* (Practice Direction).
 - ii. If the applicants are requesting confidential treatment for these documents, please file the documents in accordance with sections 9 and 10 of the Rules and section 5 of the Practice Direction.
- 4) The OEB requires two paper copies of the application, with wet signatures of the individuals certifying the evidence. Please provide these copies, as required under section 9 of the Rules.

The OEB will resume processing your application once the above information is filed and the application is determined to be complete.

Please file two paper copies of the material requested and an electronic version in Word and in searchable Adobe Acrobat (if available) with the Board Secretary. Electronic copies may be submitted by e-mail to boardsec@oeb.ca. All filings to the OEB must quote the file number, **EB-2018-0124**.

Please direct any questions relating to this application to Judith Fernandes, Project Advisor at 416-440-7638 or e-mail, Judith.Fernandes@oeb.ca.

Yours truly,

Original Signed By

Kristi Sebalj
Registrar

c: Ron Clark, rclark@airdberlis.com
Dan Gormley, dgormley@goodmans.ca