



EB-2008-0304

NOTICE OF APPLICATION

WESTCOAST ENERGY INC. AND UNION GAS LIMITED

APPLICATION FOR LEAVE OF THE ONTARIO ENERGY BOARD TO TRANSFER A CONTROLLING INTEREST IN UNION GAS LIMITED TO A LIMITED PARTNERSHIP WHOLLY-OWNED BY WESTCOAST ENERGY INC. AND TO DISPOSE OF THE APPLICATION WITHOUT A HEARING

Westcoast Energy Inc. ("WEI") and Union Gas Limited ("Union"), (together the "Applicants") have filed an application, dated September 15, 2008, (the "Application") with the Ontario Energy Board (the "Board") pursuant to section 43(2), of the *Ontario Energy Board Act, 1998*, (the "Act") requesting leave of the Board to transfer a controlling interest in Union from WEI to a limited partnership proposed to be organized under the laws of Ontario. The Applicants seek leave on their own behalf and on behalf of the limited partnership to be so organized.

The Applicants requested that the Board dispose of this application without a hearing pursuant to section 21(4) of the Act. The Applicants also requested that the Board issue a decision not later than November 26, 2008 in order that the Applicants could avail themselves of a forthcoming opportunity to redeem preferred shares callable only every five years.

WEI is a holding company and owner of 100% of the voting shares of Union. WEI is indirectly controlled by Spectra Energy Corp.

The Applicants' prefiled evidence explains the rationale for this application and the additional steps and transactions that are intended to precede and follow the proposed share transfer. It is the share transfer that is the subject of this Application.

The Proposed Share Transfer

WEI is currently the owner of 100% of the voting securities of Union. WEI proposes to incorporate a company to act as the General Partner of a new limited partnership (LP). This new LP, proposed to be organized under the laws of Ontario, will be owned 99.999% by WEI and 0.001% by the General Partner. WEI proposes to transfer 99.999% of its voting securities in Union to the LP and the 0.001% owned by the General Partner also to the LP. Thus the LP will own 100% of the voting securities of Union and will be a wholly owned indirect subsidiary of WEI.

Additional Steps Proposed

The Applicants assert that the additional steps described below do not require Board approval. Prior to the share transfer, the Applicants intend to redeem the outstanding preferred shares in Union. After the share transfer, the Applicants intend to convert Union Gas Limited to a Nova Scotia unlimited liability company under the *Nova Scotia Companies Act*.

The Applicants submit that the Application and additional steps will provide the parent company of WEI, Spectra Energy Corp. ("Spectra") more control over when Union's earnings and profit are moved to WEI for U.S. tax purposes.

The Board has assigned File Number EB-2008-0304 to this application.

Copies of the application and the pre-filed evidence in support of the application will be available for public inspection at the Board's offices and at the head offices of Westcoast Energy Inc. and Union Gas Limited.

The Board is considering disposing of this proceeding without a hearing pursuant to s.21(4) of the Act and invites parties to make submissions as to whether the Board should do so. Parties may object by filing a letter of comment with Board. If you object to the Board proceeding without a hearing, your letter of intervention must include reasons why a hearing is necessary. Your letter of intervention must be received by the Board within **7 calendar days** from the date of service of this Notice of Application (the "Notice").

Union has provided written evidence in support of the proposed changes contained in the Application. Union is directed to serve notice, with the application attached, on all

respondents in Union's recent application for an Incentive Rate Mechanism, Board File No. EB-2007-0606 as well as the Ontario Ministry of Energy. An updated list of intervenors from EB-2007-0606 is attached as Appendix "A" to this order.

If you already have a user ID, please submit your intervention request through the Board's web portal at www.errr.oeb.gov.on.ca. Additionally, two paper copies are required. If you do not have a user ID, please visit the Board's website under e-filings and fill out a user ID password request. For instructions on how to submit and naming conventions please refer to the RESS Document Guidelines found at www.oeb.gov.on.ca, e-Filing Services. The Board also accepts interventions by e-mail, at the address below, and again, two additional paper copies are required. Those who do not have internet access are required to submit their intervention request on a CD or diskette in PDF format, along with two paper copies.

IMPORTANT

IF YOU DO NOT FILE A LETTER STATING YOUR WISH TO PARTICIPATE IN THIS PROCEEDING, THE BOARD MAY PROCEED WITHOUT YOUR PARTICIPATION AND YOU WILL NOT BE ENTITLED TO FURTHER NOTICE OF THE PROCEEDING.

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DATED at Toronto, October 1, 2008

ONTARIO ENERGY BOARD

Original Signed By

Kirsten Walli
Board Secretary

**APPENDIX "A" TO
NOTICE of APPLICATION
APPLICANT & LIST OF INTERVENORS
BOARD FILE NO. EB-2008-0304
DATED October 1, 2008**

EB-2008-0304
UNION GAS LIMITED / WESTCOAST ENERGY INC. MAAD

LIST OF APPLICANTS
EB-2008-0304

AND

LIST OF APPLICANTS AND INTERVENORS
2008 RATES CASE
EB-2007-0606
EB-2007-0615

Updated October 1, 2008

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**EB-2008-0606/EB-2008-0615
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