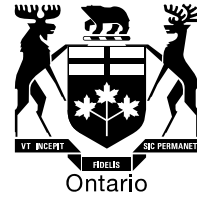


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VIA COURIER

March 15, 2004

Mr. Mike Packer  
Director, Regulatory Affairs  
Union Gas Limited  
50 Keil Drive North  
Chatham, Ontario  
N7M 5M1

**Re: Proposed Amendments to Affiliate Relationship Code for Gas Utilities ("ARC")  
RP-2004-0140**

The Board wishes to advise that it plans to issue for comment proposed amendments to the rules in the ARC.

Before proceeding with public notice of the proposed amendments, the Board is consulting with affected utilities as required under s. 45(10) of the *Ontario Energy Board Act, 1998*.

The proposed amendments are enclosed. In addition, an accompanying draft policy document is provided to assist in understanding the background to the suggested changes.

As you will note, section 1.4.2 proposes to exempt from the transfer pricing rules any utilities that the Board does not rate regulate.

If you wish to provide comments on the proposed amendments please forward three (3) hard copies, and an electronic copy (in WordPerfect or Word) to the Secretary at the address given above by March 25, 2004. If possible, also provide an electronic version in PDF format. Your written comments should quote file number RP-2002-0140.

Please note that any comments received will become part of a public record.

Yours truly,

Paul Pudge  
Assistant Secretary