

**Ontario Energy  
Board**

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**Commission de l'énergie  
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**BY WEB POSTING**

December 8, 2016

**To:** All Interested Parties

**Re:** Enbridge Inc. and Spectra Energy Corp.

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Earlier this year, Enbridge Inc. and Spectra Energy Corp. announced that they will combine in a merger transaction (Transaction). Enbridge Inc. indirectly owns Enbridge Gas Distribution Inc. (EGDI), and Spectra Energy Corp. indirectly owns Union Gas Limited (Union). EGDI and Union both operate gas distribution systems in Ontario, and are regulated by the Ontario Energy Board (OEB).

The OEB has received inquiries seeking to understand whether the Transaction requires prior OEB approval. The OEB therefore considers it appropriate to publicly communicate that it is satisfied that the Transaction does not require OEB approval under section 43 of the *Ontario Energy Board Act, 1998* in order to proceed.

The OEB retains independent and robust oversight of EGDI and Union, and will continue to exercise that authority in the public interest.

Yours truly,

*Original signed by*

Kirsten Walli  
Board Secretary