

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

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



Application for an Electricity Retailer Licence

For Office Use Only	
Application Number	EB -
Date Received	

1. The Applicant

Legal Name of the Applicant : TransCanada Energy Ltd.

Name to Appear on Licence: TransCanada Energy Ltd.

Indicate if the name to appear on the licence is the same as the legal name.

Please note that if the name to appear on the licence is not the same as the legal name, the name on the licence must include the legal name of the applicant and the legal name must appear first. The "Name to Appear on Licence" will appear on the notice of application and on the licence.

Business Classification:

- Sole Proprietor
 Partnership
 Corporation
 Other (describe) _____

Date of formation or incorporation: 1/1/1997 formation by amc

Place of formation or incorporation: Canada

Province/state _____

Country Canada

If the applicant is an individual, the applicant must be at least 18 years old.

If the applicant is an individual, is he or she at least 18 years old?

- Yes
 No
 Not applicable - not an individual

2. Licence Primary Contact

As a condition of licensing, the licensee shall designate a person who will act as primary contact with the Board on matters related to the licence.

Mr. <input type="radio"/> Mrs. <input type="radio"/> Miss <input type="radio"/> Ms. <input checked="" type="radio"/> Other <input type="radio"/> _____	Last Name	First Name	Initial
	Palmberg	Kirsten	S
	Title/Position		
	Business Analyst		
Company Name if different from Name to Appear on Licence			
Licence Primary Contact Address:			
55 Yonge Street, 8th Floor			
City	Province/State	Country	Postal/Zip Code
Toronto	Ontario	Canada	M5E 1J4
Phone Number	Toll Free (if available)	Fax Number	E-mail Address
416 869 2161		416 869 2056	kirsten_palmberg@transcanada.com

If the above address is not in Ontario, the applicant must also provide contact information for service purposes in the province of Ontario. Applicants whose offices are not located in Ontario may provide the address of an agent (an individual who is a resident of Ontario and is at least 18 years old, or a corporation that has its head office or registered office in Ontario) as the address of service.

Mr. <input type="radio"/> Mrs. <input type="radio"/> Miss <input type="radio"/> Ms. <input type="radio"/> Other <input type="radio"/> _____	Last Name	First Name	Initial
	Title/Position		
Company Name if different from Name to Appear on Licence			
Address for Service in Ontario (if different than the Licence Primary Contact Address above)			
City	Province	Postal Code	
	ONTARIO		
Phone Number	Toll Free (if available)	Fax Number	E-mail Address

3. Application Primary Contact

Indicate if same as above. If yes, proceed to section 4.

The primary contact for the licence application may be a person within the applicant's organization other than the licence primary contact noted above. An applicant may also choose to designate a consultant, lawyer, etc. to be the primary contact for the licence application. The Board will communicate with this person during the course of the application but with the licence primary contact after a licence is issued.

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Karabetsos	Frank	M
Other <input type="radio"/>		Title/Position		
		Legal Counsel		
Company Name if different from Name to Appear on Licence				
TransCanada PipeLines Limited				
Application Primary Contact Address:				
450 1st Street SW				
City	Province/State	Country	Postal/Zip Code	
Calgary	Alberta	Canada	T2P 5H1	
Phone Number	Toll Free (if available)	Fax Number	E-mail Address	
403 920 6373		403 920 2354	frank_karabetsos@transcanada.com	

4. Customer Complaint or Inquiries Primary Contact

Provide contact information of the person to whom correspondence or communication regarding customer complaints or inquiries should be addressed. The mailing address should be in Ontario and the telephone number should be listed in Ontario. If the applicant intends to retail electricity to low-volume consumers (annually consuming less than 150,000 kilowatt hours of electricity), the applicant should also provide a telephone number which may be reached by the general public without a charge.

Mr. <input type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input checked="" type="radio"/>	Kuntz	Margaret	
Other <input type="radio"/>		Title/Position		
		Regulatory Analyst		
Company Name if different from Name to Appear on Licence				
Customer Complaint or Inquiries Primary Contact Address:				
55 Yonge Street, 8th Floor				
City	Province	Postal Code		
Toronto	ONTARIO	M5E 1J4		
Phone Number	Toll Free	Fax Number	E-mail Address	
416 869 2183		416 869 2114	margaret_kuntz@transcanada.com	

5. Type of Application

- New licence
- Renewal, please provide the licence number and expiry date of the existing licence
 Licence Number: ER- 2004-0510 Expiry Date: February 2, 2010

6. Trade Names

The electricity retailer licence authorizes the licensee to conduct business using the name under which the licence is held. It also provides for the use of trade names by the licensed electricity retailer.

Does the applicant intend to use trade names?

- Yes, provide a list of trade names the applicant intends to use in the space provided below.
- No, proceed to 7.

7. Applicant's Licensing Status and History

(a) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership) ever been licensed by the Ontario Energy Board? (the *Business Corporations Act* definition for affiliate can be found at www.e-laws.gov.on.ca).

- Yes, provide details of current and expired licences in the table below.
- No, proceed to 7(b).

Licensee Name	Relation to the applicant (e.g., applicant itself, affiliate, partner...etc.)	Licence Number
Please see attached Schedule A.		

(b) Does the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership) have any other application(s) before the Ontario Energy Board?

Yes, provide details in the table below.

No, proceed to 7(c).

Applicant Name	Type of Application	Ontario Energy Board File Number (if applicable)
TransCanada PipeLines Limited	Electricity Wholesaler	

(c) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership) ever undertaken licensed energy sector activity in any other jurisdiction within North America?

Yes, provide details of current and expired licences in the table below

No

Company Name	Jurisdiction	Business Activity	Name of Licensing Body	Licence/Registration No.
Please see attached	Schedule A-1			

8. Officers, Directors and Key Individuals

(a) If the applicant is a corporation, provide as a separate attachment a list of all officers and directors, including name and title.

(b) Provide a list of key individuals below. The individuals listed must be the individuals that are responsible for the following functions for the applicant: regulatory requirements and conduct, financial matters and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors and proprietors.

Note: Please list a minimum of three key individuals. If unable to provide a minimum of three, please explain.

Name of Key Individual	Title/position within applicant's business (or identify company if not the applicant's business)
John B. Cashin	Assistant Secretary
Ronald L. Cook	Vice-President, Taxation
Karl Johannson	Senior Vice-President, Power Commercial

9. Intended Services and Markets

(a) Intended Services: please identify which of the following services the applicant intends to offer. You may select as many as applicable.

- to sell or offer to sell electricity to low-volume consumers (annually consuming less than 150,000 kilowatt hours of electricity) in Ontario.
- to sell or offer to sell electricity to large-volume consumers (annually consuming more than 150,000 kilowatt hours of electricity) in Ontario.
- to act as an agent or broker for a retailer with respect to the sale or offering for sale of electricity to large-volume consumers, or as an agent or broker for large-volume consumers with respect to the sale or offering for sale of electricity in Ontario.
- to act as an agent or broker for a retailer with respect to the sale or offering for sale of electricity to low-volume consumers, or as an agent or broker for low-volume consumers with respect to the sale or offering for sale of electricity in Ontario.

Is the applicant currently providing any of the above listed services?

- Yes, provide a list of the services the applicant is currently providing.

- No, indicate when the applicant intends to provide these services.

TCE will continually monitor the retail electricity market to determine the appropriate time for participation.

(b) Wholesale Market Participation: does the applicant intend to operate in the IESO-administered markets and settle bilateral contracts through the IESO?

- Yes
- No, please explain how the applicant intends to participate.

(c) Retail Market Participation: does the applicant intend to settle the wholesale market cost of electricity consumed by its customers through a distributor's settlement system?

- Yes
- No, please explain how the applicant intends to participate.

16. Notice

The Board is authorized, under section 4.14 of the *Ontario Energy Act, 1998*, to collect personal information for the purpose of carrying out its duties and exercising its powers under the *Ontario Energy Board Act, 1998* or any other Act.

The information provided both on this form and attached to this form is being collected by the Board for the purpose of determining whether the applicant is qualified to receive the licence for which it is applying.

In order to verify the information on this form and/or determine whether the applicant is qualified to receive the licence for which it is applying, it may be necessary for the Board to collect additional information from some or all of the following sources: federal, provincial/state, or municipal governments; licensing bodies; law enforcement agencies; credit bureaus; and banks. Only information relevant to the application or the Board's determination of the application will be collected by the Board.

The public official who can answer questions about the collection of the information is:

Board Secretary
Ontario Energy Board
P.O. Box 2319
2300 Yonge Street, 27th Floor
Toronto, ON
M4P 1E4

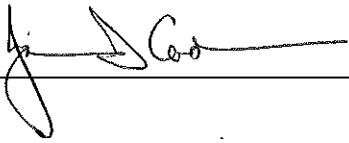
Tel: 416-481-1967 or 1-888-632-6273

Applicants are reminded that the Board is subject to the *Freedom of Information and Protection of Privacy Act* ("FIPPA"). FIPPA addresses circumstances in which the Board may, upon request, be required to release information that is in its custody or under its control, and generally prohibits the Board from releasing personal information. "Personal Information" has the meaning given to it under FIPPA.

17. Certification and Acknowledgement

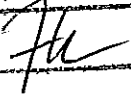
- (a) I certify that the information contained in this application and in the documents provided are true and accurate.
- (b) I understand and acknowledge that, as a licenced electricity retailer, I must provide information as the Board may require from time to time.
- (c) I understand and acknowledge that, as a licenced electricity retailer, I may have to meet requirements to disclose information to consumers in accordance with any government regulation made or standard set by the Board.
- (d) I understand and acknowledge that the issuance of an electricity retailer licence does not guarantee accreditation by the Independent Electricity System Operator (IESO) or distributors.
- (e) I understand and acknowledge that, if I intend to operate in the IESO administered markets and settle bilateral contracts through the IESO, I may have to post security (i.e., financial guarantee bond, security deposit) with the IESO to meet its prudential requirements.
- (f) I understand and acknowledge that, if I choose to settle the wholesale cost of electricity consumed by my customers through a distributor's settlement system, I may have to meet prudential requirements set out in the Retail Settlement Code.

(g) I understand and acknowledge that, as a licensed electricity retailer, I must enter into a service agreement with the distributor before registering customers in a distributor's service area.

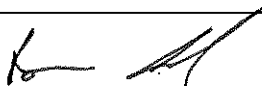
Name	Signature	Date
John B Cashin		Dec 17/09
Ron L Cook		
Karl Johansson		

Must be signed by:

- (a) the proprietor or by at least one partner, officer or director of the organization; and
- (b) each key individual identified in section 8(b)

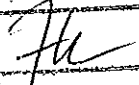
LEGAL	
CONTENT	

(g) I understand and acknowledge that, as a licensed electricity retailer, I must enter into a service agreement with the distributor before registering customers in a distributor's service area.

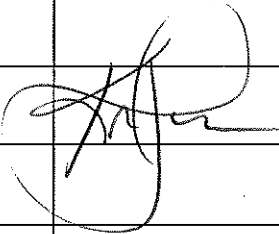
Name	Signature	Date
John B Cashin		
Ron L Cook		
Karl Johannson		

Must be signed by:

- (a) the proprietor or by at least one partner, officer or director of the organization; and
- (b) each key individual identified in section 8(b)

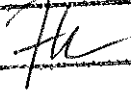
LEGAL	
CONTENT	

(g) I understand and acknowledge that, as a licensed electricity retailer, I must enter into a service agreement with the distributor before registering customers in a distributor's service area.

Name	Signature	Date
John B Cashin		
Ron L Cook		
Karl Johansson		Dec 17/07

Must be signed by:

- (a) the proprietor or by at least one partner, officer or director of the organization; and
- (b) each key individual identified in section 8(b)

LEGAL	
CONTENT	

Checklist (return with application form)

- Two copies of the application form have been included with original signature on both copies.
- A cheque or money order for the non-refundable application fee has been included.
- A list of all officers and directors, including name and title has been attached to the application form.
- A corporate organization chart has been attached to the application form.
- Section 12 has been completed and all relevant financial information has been included.
- Section 15 has been completed for all key individuals.
- Each key individual has provided copies of two documents to support their identity. One of the documents includes a photo.

SCHEDULE A

Licensing History of Applicant and Affiliates with the Ontario Energy Board

Company Name	Business Activity	License No.	Is the License valid? If No, please provide date of expiration.		
			Yes	No	
TransCanada Energy Ltd.	Electricity Retailer	ER-2005-0510	X		
	Electricity Wholesaler	EW-2005-0534	X		
	Gas Marketer	GM-2009-0050	X		
	Electricity Generator	EG-2009-0024	X		
TransCanada Power Marketing Ltd.	Electricity Wholesaler	EW-2006-0122	X		
Bruce Power Inc.	Electricity Generator	EG-2000-0271	X		
Portlands Energy Centre Inc. on behalf of Portlands Energy Centre LP	Electricity Generator	EG-2004-0540	X		

SCHEDULE A-1
Current Electricity Permits and Licences (Outside of Ontario)

Bruce Power Inc.

1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See Docket No. ER07-907.
2. National Energy Board Permit No. EPE-299 and EPE-300 to export up to 2,000 MW of combined firm and interruptible power at points on the international boundary between Ontario, Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.

Ocean State Power/Ocean State Power II

1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See Docket Nos. ER08-25 and ER08-26.
2. State of Rhode Island Letter Order granting registration as a non-regulated power producer in Dockets D-96-6(L1) and D-96-6(M1) as per R.I.G.L. Statute 39-1-27.1(c).

TC Ravenswood, LLC

1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued November 10, 2008 in Docket No. ER08-1562.

TransCanada Energy Sales Ltd.

1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued December 19, 2008 in Docket No. ER09-328.

2. National Energy Board Permit No. EPE-270 to export short-term firm power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
3. National Energy Board Permit No. EPE-271 to export interruptible energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
4. United States Department of Energy Order No. EA-98-L issued May 6, 2009, authorizing the export of electricity to Canada, pursuant to section 202(e) of the *Federal Power Act*.
5. Federal Energy Regulatory Commission ("FERC") acceptance of membership changes to the Western Systems Power Pool to include TransCanada Energy Sales Ltd. See order issued August 21, 2009 in Docket No. ER09-1377.
6. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. Docket No. ER07-1274.

TransCanada Hydro Northeast Inc.

1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See Docket No. ER05-111.

TransCanada Maine Wind Development Inc.

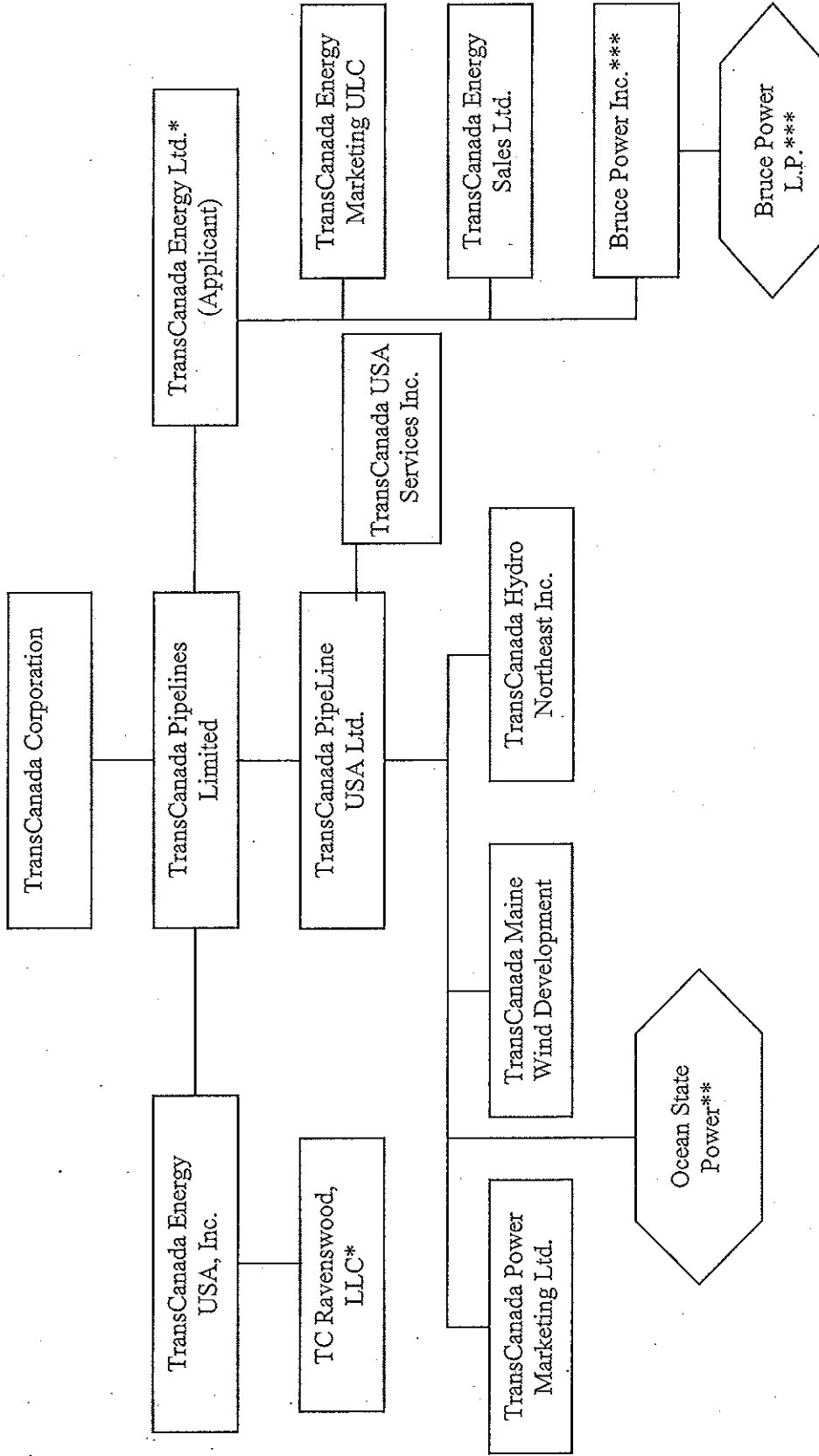
1. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See 110 FERC ¶ 61,203 in Docket No. ER08-685.

TransCanada Power Marketing Ltd.

1. National Energy Board Permit No. EPE-184 to export interruptible power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.
2. National Energy Board Permit No. EPE-184 to export firm power and energy at points on the international boundary between Canada and the United States of America, pursuant to section 119.03 of the *National Energy Board Act*.

3. United States Department of Energy Order No. EA-262-B, authorizing the export of electricity to Canada, pursuant to section 202(e) of the *Federal Power Act*.
4. Federal Energy Regulatory Commission market-based rate authority authorizing wholesale sales of energy and capacity at negotiated, market-based rates, pursuant to section 205 of the *Federal Power Act* and 18 C.F.R. Part 35. See letter order issued March 2, 1998 in Docket No. ER98-564.
5. State of Maine Public Utilities Commission Authorization in Docket No. 200-881 to operate as a competitive electricity provider in Maine, granted under Chapter 205 of the Public Utilities Commission's rules.
6. Department of Telecommunications and Energy Competitive Supplier License CS-017 for the State of Massachusetts.
7. State of New Hampshire Letter Order granting Competitive Energy Supplier Authorization as per NH PUC DR 98-012.
8. State of Rhode Island Letter Order granting registration as a non-regulated power producer in Docket D-96-6(N1) as per R.I.G.L. Statute 39-1-27.1(c).
9. Competitive Electric Supplier for the State of Connecticut issued in Docket No. 02-04-05.
10. State of New York letter order granting registration as a retail electric service provider.
11. FERC letter order issued in Docket No. ER98-3540 approving membership in NEPOOL as per 18 CFR 378.308.

TRANSCANADA ENERGY LTD.
 (Certain Subsidiaries and Affiliates)



*Held through one or more wholly-owned subsidiaries
 **Ocean State Power and Ocean State Power II are partnerships of wholly-owned subsidiaries of TransCanada PipeLine USA Ltd.
 ***Owned approximately one-third by TransCanada subsidiaries

TRANSCANADA ENERGY LTD.
Officers and Directors as of December 8, 2009

Officer	Position
Harold N Kvisle	Director
Sean D McMaster	Director
Brandon M Anderson	Vice-President, Power Acquisitions and Gas Storage
John B Cashin	Assistant Secretary
Ronald L Cook	Vice-President, Taxation
Donald J DeGrandis	Vice-President Secretary
Corey J Goulet	Vice-President, Energy Projects
Finn Grefflund	Vice-President, Power Development
Andrew K Jenkins	Vice-President, Major Projects
Karl Johannson	Senior Vice-President, Power Commercial
David M Kohlenberg	Deputy General Counsel, Corporate Development and Finance Law
Kenneth W Kunz	Vice-President, Western Region
Garry E Lamb	Vice-President, Risk Management
Donald R Marchand	Treasurer Vice-President, Finance
Henry W Petranik	Vice-President, LNG and Electricity Transmission
Alexander J Pourbaix	President
Amin Rawji	Vice-President, Gas Storage
Murray J Samuel	Deputy General Counsel, Energy, Operations and Engineering
Steven C Schock	Vice-President, Project Management
Kenneth R Tate	Vice-President, Power Acquisitions