

ENBRIDGE GAS DISTRIBUTION INC. AND UNION GAS LIMITED

Undertaking of Mr. Redford
To Ms. Girvan

REF: Tr.3 p.68.

To provide the Competition Bureau no-action letter.

Response:

A copy of the Competition Bureau's February 22, 2017 no action letter is provided as Attachment 1. In the letter, the Competition Bureau explains that it does not intend to make an application under section 92 of the Competition Act in respect of the Enbridge-Spectra merger ("Merger") transaction and that, pursuant to section 97 of the Competition Act, it has a one year period following completion of the Merger to bring an application to the Competition Tribunal. In reliance upon this clearance from the Competition Bureau, the Merger closed five days later on February 27, 2017.

As noted in Exhibit C.SEC.3, the Competition Bureau's mandate is to determine whether a proposed merger "prevents or lessens, or is likely to prevent or lessen, competition substantially". The fact that the Competition Bureau issued a no action letter and did not review its decision within the following year represents a clear conclusion that the Merger and resulting common control of the underlying distribution, transmission and storage businesses (including the unregulated storage business) did not have a substantial detrimental competitive impact on market participants.