

March 27, 2009

Delivered via email to: Chad.Painchaud@directenergy.com

Direct Energy Marketing Limited

Suite 1000, 111 – 5th Avenue S.W.

Calgary, Alberta

T2P 3Y6

Attention: Chad Painchaud - Manager, Compliance

Dear Sir:

Re: Code Of Conduct Regulation – Compliance Plans

We are responding to your compliance plan filings, seeking approval of changes to the existing plans pursuant to section 33 of the *Code of Conduct Regulation* AR 160/2003 (“Code”). Based upon the materials provided and subject to the conditions set out below in this letter, the Market Surveillance Administrator (“MSA”) hereby approves the following submitted (draft) compliance plans, effective April 1, 2009:

- Direct Energy Regulated Services Electricity and Gas Compliance Plan dated April 1, 2009; and
- Direct Energy Partnership Electricity and Gas Compliance Plan dated April 1, 2009.

This approval remains in effect until amended or revoked by the MSA, or as otherwise determined pursuant to the Code.

Any questions in respect of these matters should be addressed to Douglas Wilson, Legal Counsel, at 403.538.3445 or douglas.wilson@albertamsa.ca; or to Doug Doll, Senior Analyst, at 403.233.6497 or doug.doll@albertamsa.ca.

Yours truly,

“Original Signed”

W.W. (Wayne) Silk,
Vice President, C.O.O.,
Market Surveillance Administrator.