

This amendment, together with the short form base shelf prospectus dated January 13, 2006, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities to be issued hereunder have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered or sold within the United States or to United States persons.

**AMENDMENT NO. 1 DATED OCTOBER 19, 2007
TO THE SHORT FORM BASE SHELF PROSPECTUS DATED JANUARY 13, 2006**



TORONTO HYDRO CORPORATION

\$1,000,000,000 DEBENTURES

(unsecured)

The short form base shelf prospectus (the "Prospectus") of Toronto Hydro Corporation (the "Corporation") dated January 13, 2006 is hereby amended:

(a) by adding the following as Dealers: BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and TD Securities Inc.; and

(b) as set forth below:

1. On page 2 of the Prospectus, the second paragraph is deleted and replaced by the following:

The Corporation may be considered to be a connected issuer of CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. within the meaning of Canadian securities legislation. CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. are wholly-owned subsidiaries of banks which are currently lenders to the Corporation. See "Plan of Distribution".

2. On page 5 of the Prospectus, the first sentence of the first paragraph under the heading "Plan of Distribution" is deleted and replaced by the following:

Pursuant to the terms of a dealer agreement dated January 13, 2006 and amended October 19, 2007 (the "Dealer Agreement"), the Debentures may be offered for sale severally and on a continuous basis by CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc., Scotia Capital Inc. and TD Securities Inc. and such other dealers as may be selected from time to time by the Corporation (collectively, the "Dealers"), in each case acting as agent of the Corporation or as principal.

3. On page 6 of the Prospectus the last paragraph under the heading "Plan of Distribution" is deleted and replaced by the following:

CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. are wholly-owned subsidiaries of banks which are currently lenders to the Corporation under the terms of a \$500 million revolving credit facility (the "THC Revolving Credit Facility"). Under the terms of the THC Revolving Credit Facility, the Corporation may borrow up to \$500 million, of which up to \$175 million is available in the form of letters of credit. The Corporation also has a bilateral demand line of credit (the "Bilateral Credit Line") for \$20 million with the bank affiliate of RBC Dominion Securities Inc. As at September 30, 2007, no borrowings were outstanding and letters of credit in the amount of \$45.1 million had been issued under the THC Revolving Credit Facility and no amounts had been drawn under the Bilateral Credit Line. Other Dealers selected by the Corporation under the terms of the Dealer Agreement may also be wholly-owned or majority-owned subsidiaries of lenders to the Corporation. Proceeds from the sale of particular series or issues

of Debentures in which CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. and such Dealers are acting as principals or agents may be used to repay indebtedness to the bank affiliates of CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. and such Dealers under the THC Revolving Credit Facility, the Bilateral Credit Line or other bank facilities. Accordingly, the Corporation may be considered to be a connected issuer of CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. and such other Dealers within the meaning of Canadian securities legislation. Other than payment of their portion of the commissions, if applicable, none of the proceeds of offerings of Debentures will be applied, directly or indirectly, for the benefit of CIBC World Markets Inc., BMO Nesbitt Burns Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. or any other Dealer. The decision to file the Prospectus and this Amendment No. 1 and to establish the MTN Program was made solely by the Corporation.

Capitalized terms not otherwise defined in this Amendment No. 1 have the meanings given to them in the Prospectus.

AUDITORS' CONSENT

We have read Amendment No.1 dated October 19, 2007 to the short form base shelf prospectus of Toronto Hydro Corporation (the "Corporation") dated January 13, 2006 (together, the "prospectus") relating to the issuance in an aggregate principal amount of up to \$1,000,000,000 of Debentures of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the prospectus of our report to the shareholder of the Corporation on the consolidated balance sheets of the Corporation as at December 31, 2006 and 2005, and the consolidated statements of income, retained earnings and cash flows for the years ended December 31, 2006 and 2005. Our report is dated February 21, 2007 (except as to note 26, which is as of March 1, 2007)

Toronto, Canada
October 19, 2007

(Signed) Ernst & Young LLP
Chartered Accountants
Licensed Public Accountants

CERTIFICATE OF THE CORPORATION

Dated: October 19, 2007

The short form prospectus dated January 13, 2006 as amended by this amendment, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of all the provinces of Canada. For the purpose of the Province of Quebec, the simplified prospectus dated January 13, 2006 as amended by this amendment, together with documents incorporated by reference and as supplemented by the permanent information record, will contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

(Signed) DAVID O'BRIEN
President and Chief Executive Officer

(Signed) JEAN-SEBASTIEN COUILLARD
Chief Financial Officer

On behalf of the Board of Directors

(Signed) CLARE COPELAND
Director

(Signed) L. ROSS CULLINGWORTH
Director

CERTIFICATE OF THE DEALERS

Dated: October 19, 2007

To the best of our knowledge, information and belief, the short form prospectus dated January 13, 2006 as amended by this amendment, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of all the provinces of Canada. For the purpose of the Province of Quebec, the simplified prospectus dated January 13, 2006 as amended by this amendment, together with documents incorporated by reference and as supplemented by the permanent information record, will contain no misrepresentation that is likely to affect the value or the market price of the securities to be distributed.

CIBC WORLD
MARKETS INC.

BMO NESBITT BURNS
INC.

RBC DOMINION
SECURITIES INC.

SCOTIA CAPITAL INC.

TD SECURITIES INC.

By: (Signed)
CLIFF INSKIP

By: (Signed)
GRANT WILLIAMS

By: (Signed)
TUSHAR KITTUR

By: (Signed)
D. GREGORY LAWRENCE

By: (Signed)
PATRICK SCACE