ONTARIO ENERGY BOARD

IN THE MATTER OF the Ontario Energy Board Act, 1998, S.O. 1998, c. 15, Sch. B, as amended;

AND IN THE MATTER OF an Application by Talbot Windfarm, LP for an order under section 92 and subsection 96(2) of the *Ontario Energy Board Act, 1998,* granting leave to construct an electricity transmission line and related transmission facilities.

APPLICATION FOR LEAVE TO CONSTRUCT

1. The Applicant, **Talbot Windfarm, LP** is a limited partnership constituted under the laws of the Province of Ontario. Currently, Talbot Windfarm, LP has two general partners: **Talbot Windfarm Holdings Inc.** and **Talbot Windfarm GP Inc.** Both general partners are wholly-owned subsidiaries of **Renewable Energy Systems Canada Inc.** ("RES Canada"). RES Canada was incorporated as a Quebec corporation in 2003, with its head office in the City of Montreal. It, in turn, is a wholly-owned subsidiary of **Renewable Energy Systems Limited** ("RES"), headquartered in London, England. RES is a member of Sir Robert McAlpine group of companies, a British, family-owned firm with over 100 years of experience in construction and engineering. It is one of the fastest growing renewable energy development companies in the world and has been at the forefront of the wind energy industry since it was founded in 1982.

2. On January 14, 2009, RES Canada entered into two Renewable Energy Supply III Contracts ("RES III Contracts") with the Ontario Power Authority ("OPA") in respect of the sale of electricity from two wind farms that RES Canada intended to construct and operate. This Application is in respect of the transmission facilities associated with one such facility, the Talbot Windfarm. RES Canada and the OPA are in the process of transferring the RES III Contract in respect of the Talbot Windfarm, from RES Canada to Talbot Windfarm, LP.

3. Talbot Windfarm, LP proposes to construct the following transmission facilities to connect the Talbot Windfarm to the Independent Electricity System Operator ("IESO") – controlled transmission grid:

   (i) the Talbot Windfarm Substation that will step up the voltage from 34.5 kV to 230 kV and will comprise a HICO equivalent, three-phase 60 Hz 33/44/55 MVA transformer surrounded by a sound-barrier wall;

(ii) the Talbot Windfarm Transmission Line, comprising a single circuit, overhead 230 kV transmission line that will extend from a point of interconnection with the Talbot Windfarm Substation, approximately 10.3 kilometres, to a point of interconnection with the Talbot Windfarm Switching Station; and

(iii) the Talbot Windfarm Switching Station, comprising two disconnect-type switches with a continuous maximum operating voltage of 250 kV and a continuous current rating of 1,200 A as well as type SF6 breakers with a continuous operating voltage of 150 kV.

The above-noted facilities (together, the "Proposed Facilities") are more particularly described in Exhibits C and E.

4. The location of each component of the Proposed Facilities is more particularly described in Exhibit D, Tabs 2 and 3.

5. Construction of the Proposed Facilities is scheduled to commence in the spring of 2010, with an in-service date of October, 2010. Details of the project schedule are provided in Exhibit C, Tab 3, Schedule 1.

6. In order to construct the Proposed Facilities, the Applicant requires certain lease and easement rights over private lands. RES Canada has obtained three of the five required leases and will assign these to Talbot Windfarm, LP, pursuant to the assignment provisions therein. Talbot Windfarm, LP has negotiated the terms of the remaining two leases and expects to execute them shortly. The two forms of leases that have or will be entered into with private landowners are included in Exhibit G, Tab 2, Schedules 3 and 4.

7. RES Canada has obtained the easements that are required in connection with the Proposed Facilities, with the exception of the easement/right-of-entry that is required from Hydro One Networks Inc. ("Hydro One") and from CSX Transportation Inc. ("CSX"). Both of these agreements are expected to be executed shortly. All of the easement agreements, that have or will be executed, are in the name of Talbot Windfarm, LP. The form of agreement that has been entered into with individual owners of private easement lands is included in Exhibit G, Tab 3, Schedule 3. The agreements with Hydro One and CSX will be in the form offered by each of these entities.

8. In addition to leases and easements described above the Applicant will also require:

(i) municipal rights-of-way over roads that are managed by the Municipality of Chatham-Kent; and

(ii) a right-of-way over Highway 401 (managed by the Ontario Ministry of Transportation;

Details of the required municipal and provincial right-of-ways and the timing for the receipt thereto are included in Exhibit G, Tabs 4 and 5, respectively.

9. The process by which the Proposed Facilities will be connected to the transmission facilities of Hydro One is well underway. The Talbot Windfarm is in the IESO "committed generation" queue. The IESO issued its Part I System Impact Assessment ("SIA") Report in October 2008, indicating that the proposed connection of the Talbot Windfarm to the IESO – controlled grid was acceptable. An updated and joint SIA and Customer Impact Assessment application was submitted to the IESO and to Hydro One, in June 2009, to reflect a decision to change the type of turbines that will be used at the Talbot Windfarm. A Part II SIA is expected to be issued by the IESO in the fall of 2009 followed, thereafter, by the issuance of a Customer Impact Assessment by Hydro One.

10. The Talbot Windfarm is subject to the environmental screening process (Category B) under the Ontario Ministry of the Environment's ("MOE") "*Guide to Environmental Assessment Requirements for Electricity Projects*" (March 2001). A Notice of Commencement for the environmental screening study was issued on July 6, 2007. To ensure that environmental issues were fully considered, RES Canada voluntarily self-elevated its Talbot Windfarm project from an environmental screening to a more detailed environmental review.

11. An Environmental Review Report/Environmental Impact Statement ("ERR") was completed by Dillon Consulting Limited in fulfillment of provincial and federal environmental regulatory requirements. A copy of the ERR is included Exhibit H, Tab 1, Schedule 2.

12. A Notice of Completion of the ERR was released on May 1, 2009. This Notice triggered the beginning of a 30-day review period which expired on June 1, 2009. During this period, a total of 37 requests to elevate the Talbot Windfarm project to an individual environmental assessment under the *Environmental Assessment Act* were received. The MOE is in the process of reviewing these requests and a decision in this regard is imminent. A detailed description of the status of the environmental assessment process is included in Exhibit H, Tab 1, Schedule 1.

13. RES Canada and the applicant, Talbot Windfarm, LP, have conducted extensive consultation with affected parties, including individuals, government agencies and Aboriginal People. Details of this consultation effort are included in the ERR at Exhibit H, Tab 1. Schedule 2.

14. In the result, Talbot Windfarm, LP hereby applies to the Ontario Energy Board pursuant to the *Ontario Energy Board Act, 1998* ("OEB Act") for:

(i) leave to construct the Proposed Facilities pursuant to section 92 and subsection 96(1) of the OEB Act; and

(ii) approval of the forms of lease agreements (included in Exhibit G, Tab 2, Schedules 3 and 4) and easement agreement (included in Exhibit G, Tab 3, Schedule 3), pursuant to section 97 of the OEB Act.

15. The following are the names of RES Canada's authorized representatives and its counsel for the purpose of serving documents on RES in this proceeding:

(a) authorized representatives

Mr. Nicolas Muszynski
Renewable Energy Systems Canada Inc.

Address for personal service and mailing address:	300 Léo-Pariseau, Suite 2516 Montreal, Quebec H2X 4B3
Telephone:	514-525-2113 ext 223
Facsimile:	514-524-9669
E-mail	nicolas.muszynski@res-americas.com

Mr. Peter Clibbon
Talbot Windfarm GP Inc.

Address for personal service and mailing address:	c/o Renewable Energy Systems Canada Inc. 300 Léo-Pariseau, Suite 2516 Montreal, Quebec H2X 4B3
Telephone:	514-525-2113 ext 224
Facsimile:	514-524-9669
E-mail	peter.clibbon@res-americas.com

(b) counsel:

Ms. Helen T. Newland
Fraser Milner Casgrain LLP

Address for Personal service and mailing address:	#3900 1 First Canadian Place

100 King Street West
Toronto, ON
M5X 1B2

Telephone: 416-863-4471
Facsimile: 416-863-4592
E-mail: helen.newland@fmc-law.com

Dated July 20, 2009 at Toronto, Ontario

Talbot Windfarm, LP
by its counsel
Fraser Milner Casgrain LLP

per: _____
H.T. Newland

Ontario Energy Board

Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the *Ontario Energy Board Act,* 1998

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act*, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

<table>
<tr><td>Name of Applicant
Talbot Windfarm, LP</td><td colspan="2">File No: (Board Use Only)</td></tr>
<tr><td rowspan="3">Address of Head Office
c/o Renewable Energy Systems Canada Inc.
300 Leo-Pariseau, Suite 2516
Montreal, Quebec H2X 4B3</td><td>Telephone Number
514-525-2113</td><td rowspan="3"></td></tr>
<tr><td>Facsimile Number
514-524-9669</td></tr>
<tr><td>E-mail Address
peter.clibbon@res-americas.com</td></tr>
<tr><td rowspan="3">Name of Individual to Contact
Peter Clibbon</td><td>Telephone Number
514-524-9669</td><td rowspan="3"></td></tr>
<tr><td>Facsimile Number
514-524-9669</td></tr>
<tr><td>E-mail Address
peter.clibbon@res-americas.com</td></tr>
</table>

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party **Talbot Windfarm LP will construct, own and operate both the Talbot Windfarm and the Talbot Windfarm Transmission Line and associated substation and switching station. No other parties are involved in the project.**	Board Use Only	
Address of Head Office	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	

1.2 Relationship between Parties to the Transaction or Project

1.2.1 Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.

Talbot Windfarm, LP has two general partners: Talbot Windfarm GP Inc. and Talbot Windfarm Holdings Inc.

The following is the list of directors and officers of Talbot Windfarm GP Inc., a General Partner of Talbot Windfarm, LP.:

DIRECTORS	OFFICERS
Craig Mataczynski	Craig Mataczynski – President and Chief Executive Officer
Brian Evans	Brian Evans – Vice President
Richard Ashby	Matthew Burt – Vice President

	Peter Clibbon – Vice President
	Richard Ashby – Chief Financial Officer and Treasurer
	Marcia Emmons – Secretary
	Hillel W. Rosen – Assistant Secretary

The following is the list of directors and officers of Talbot Windfarm Holdings Inc., a General Partner of Talbot Windfarm, LP.:

DIRECTORS	OFFICERS
Craig Mataczynski	Craig Mataczynski – President and Chief Executive Officer
Brian Evans	Brian Evans – Vice President
Richard Ashby	Matthew Burt – Vice President
	Richard Ashby – Chief Financial Officer and Treasurer
	Marcia Emmons – Secretary
	Hillel W. Rosen – Assistant Secretary

1.2.2 Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.

Please see the attached corporate chart that shows RES Canada's Canadian affiliates and limited partners.

1.3 Description of the Businesses of Each of the Parties

1.3.1 Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario ("Electricity Sector Affiliates").

Talbot Windfarm, LP will be the licensed owner and operator of a 99 MW wind farm known as Talbot Windfarm which will be located in the Municipality of Chatham-Kent. The Talbot Windfarm will be connected to transmission facilities owned and operated by Hydro One Networks Inc., via the nine kilometre, 230 kV Talbot Windfarm Transmission Line proposed to be constructed, owned and operated by Talbot Windfarm, LP.

Talbot Windfarm, LP is affiliated with Renewable Energy Systems Canada Inc., the Canadian arm of the RES Group based in the United Kingdom, an international renewable energy company that has built more than 70 wind farms across the world and was recently called one of the U.S. "50 Best Green Companies".

Talbot Windfarm, LP's affiliate, Greenwich Windfarm, LP proposes to construct a 99-MW wind farm near Thunder Bay, Ontario (the "Greenwich Windfarm"). Greenwich Windfarm, LP is in the process of preparing applications to the Ontario Energy Board for a generator's licence and for leave to construct the required transmission facilities.

1.3.2 Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.

	Talbot Windfarm, LP will own and operate a 99-MW wind farm in the municipality of Chatmam-Kent that will be connected to the IESO-controlled grid by means of the nine kilometre, 230 kV Talbot Windfarm Transmission Line proposed to be constructed, owned and operated by Talbot Windfarm, LP. **As mentioned above, Talbot Windfarm, LP's affiliate, Greenwich Windfarm, LP, will own and operate a similar wind farm located near Thunder Bay, Ontario.**	
1.3.3	Attach a breakdown of the annual sales (in C$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies. **To-date, neither Talbot Windfarm, LP nor any of its affiliates have any generation capacity in the Province of Ontario and, accordingly, have no revenue from the sale of electricity in Ontario. The expected in-service date for both the Talbot and the Greenwich Windfarms is in the last quarter of 2010.**	
1.3.4	Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers. **Concurrently with this Notice of Proposal, Talbot Windfarm, LP is also applying to the Ontario Energy Board for: (i) Leave to Construct the Talbot Windfarm Transmission Line pursuant to section 92 of the *Ontario Energy Board Act, 1998*; and (ii) a generator licence. Board file numbers have yet to be assigned.**	

1.4 Current Competitive Characteristics of the Market

1.4.1	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project. **To-date, neither Talbot Windfarm, LP nor any of its affiliates own or operate any generation facility in the Province of Ontario. Upon completion of the Talbot Windfarm and the Greenwich Windfarm, the RES Group of Companies will have a combined generation capacity of 198 MW in the Province of Ontario.**	
1.4.2	Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project. **Prior to construction and energization of the Talbot Windfarm, Talbot Windfarm, LP will have zero percent market share in the Province of Ontario.** **According to IESO data, the total electricity demand in Ontario, in 2008, was 148 TWh. Accordingly, even after completion of the Talbot Windfarm, Talbot Windfarm, LP's market share will be a fraction of a percent of the annual Ontario electricity demand.**	

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities. **Talbot Windfarm project will be wholly owned by Talbot Windfarm, LP. The project will comprise the following:** **(i) the Talbot Windfarm comprising 43 turbines with a total peak generation capacity of 99 MW;** **(ii) the Talbot Windfarm Feeder and Collector System comprising a combination of aboveground and underground 34.5 kV electrical power lines running between the turbines and routed to the Talbot Windfarm Substation;** **(iii) the Talbot Windfarm Substation that will step up the voltage from 34.5 kV to 230 kV and will comprise a HICO equivalent, 3 phase 60 Hz 33/44/55 MVA transformer surrounded by a sound-barrier wall;** **(iv) the Talbot Windfarm Transmission Line, comprising a single circuit, overhead 230 kV transmission line that will extend from a point of interconnection with the Talbot Windfarm Substation, approximately 10.3 kilometres to a point of interconnection with the Talbot Windfarm Switching Station; and** **(v) the Talbot Windfarm Switching Station comprising: (i) two disconnect-type switches with a continuous maximum operating voltage of 250 kV and a continuous current rating of 1,200 A; and (ii) type SF6 breakers with a continuous operating voltage of 150 kV, a rated three-cycle interruption time of 50 ms, a continuous current rating of 1,200 A and a short circuit symmetrical duty of 63 kA.** **All facilities will be located within the Municipality of Chatham-Kent.**	
1.5.2	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project. **Talbot Windfarm, LP will own generation capacity of 99 MW following the completion of the Talbot Windfarm. Upon completion of the Greenwich Windfarm, its affiliate, Greenwich Windfarm, LP, will also own 99 MW of generation capacity.**	
1.5.3	Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project. **According to IESO's demand overview, total electricity demand in 2008 was 148 TWh. Accordingly, Talbot Windfarm, LP's market share following the completion of Talbot Windfarm will comprise a fraction of a percent of the annual Ontario electricity demand. Even following the construction of Greenwich Windfarm by its**	

	affiliate, the RES Group's total share of the Ontario generation market will remain well below one percent.	
1.5.4	Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers. **The project will have little to no impact on competition within the Province of Ontario. Customer choice will not be affected, as Talbot Windfarm is subject to a Power Purchase Agreement with the Ontario Power Authority, and the proposed Talbot Windfarm Transmission Line will be a designated line to connect Talbot Windfarm to the IESO-controlled grid.**	
1.5.5	Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why. **The Talbot Windfarm, LP confirms that Talbot Windfarm and the Talbot Windfarm Transmission Line will not affect open access in any way.**	

1.6 Other Information

1.6.1	Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project. **Talbot Windfarm, LP confirms that it is in compliance with all applicable license and code requirements and will continue to be in compliance after completion of the Talbot Windfarm.**	

PART II: SECTION 80 OF THE ACT – TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition

2.1.1	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
2.1.2	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.	
2.1.3	Provide details on whether the generation facility is expected to sign a “must run” contract with the 1ESO.	

2.1.4	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	

2.2 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

PART III: SECTION 81 OF THE ACT – GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed. **Talbot Windfarm, LP proposes to construct, own and operate the following distribution and transmission facilities:** **(i) the Talbot Windfarm Collector System comprising a combination of aboveground and underground 34.5 kV electrical power lines running between the turbines and routed to the Talbot Windfarm Substation;** **(ii) the Talbot Windfarm Substation that will step up the voltage from 34.5 kV to 230 kV and will comprise a HICO equivalent, 3 phase 60 Hz 33/44/55 MVA transformer surrounded by a sound-barrier wall;** **(iii) the Talbot Windfarm Transmission Line, comprising a single circuit, overhead 230 kV transmission line that will extend from a point of interconnection with the Talbot Windfarm Substation, approximately 10.3 kilometres to a point of interconnection with the Talbot Windfarm Switching Station; and**	

	(iv) the Talbot Windfarm Switching Station comprising: (i) two disconnect-type switches with a continuous maximum operating voltage of 250 kV and a continuous current rating of 1,200 A; and (ii) type SF6 breakers with a continuous operating voltage of 150 kV, a rated three-cycle interruption time of 50 ms, a continuous current rating of 1,200 A and a short circuit symmetrical duty of 63 kA.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed. **Both the generation facility and the transmission line will be owned by Talbot Windfarm, LP and will be connected to one another. The proposed Talbot Windfarm Transmission Line will be a designated line to connect Talbot Windfarm to the IESO-controlled grid.**	
3.1.3	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints. **The Talbot Windfarm is not expected to serve as a load pocket and is not likely to be "constrained on" due to transmission constraints.**	
3.1.4	Provide details on whether the generation facilities are expected to sign a "must run" contract with the IESO. **The Talbot Windfarm will comprise 43 turbines that will run intermittently according to prevailing wind conditions, with a maximum peak total capacity of 99 MW. The Talbot Windfarm is operated pursuant to a Power Purchase Agreement with the Ontario Power Authority. It is not a "must run" facility.**	

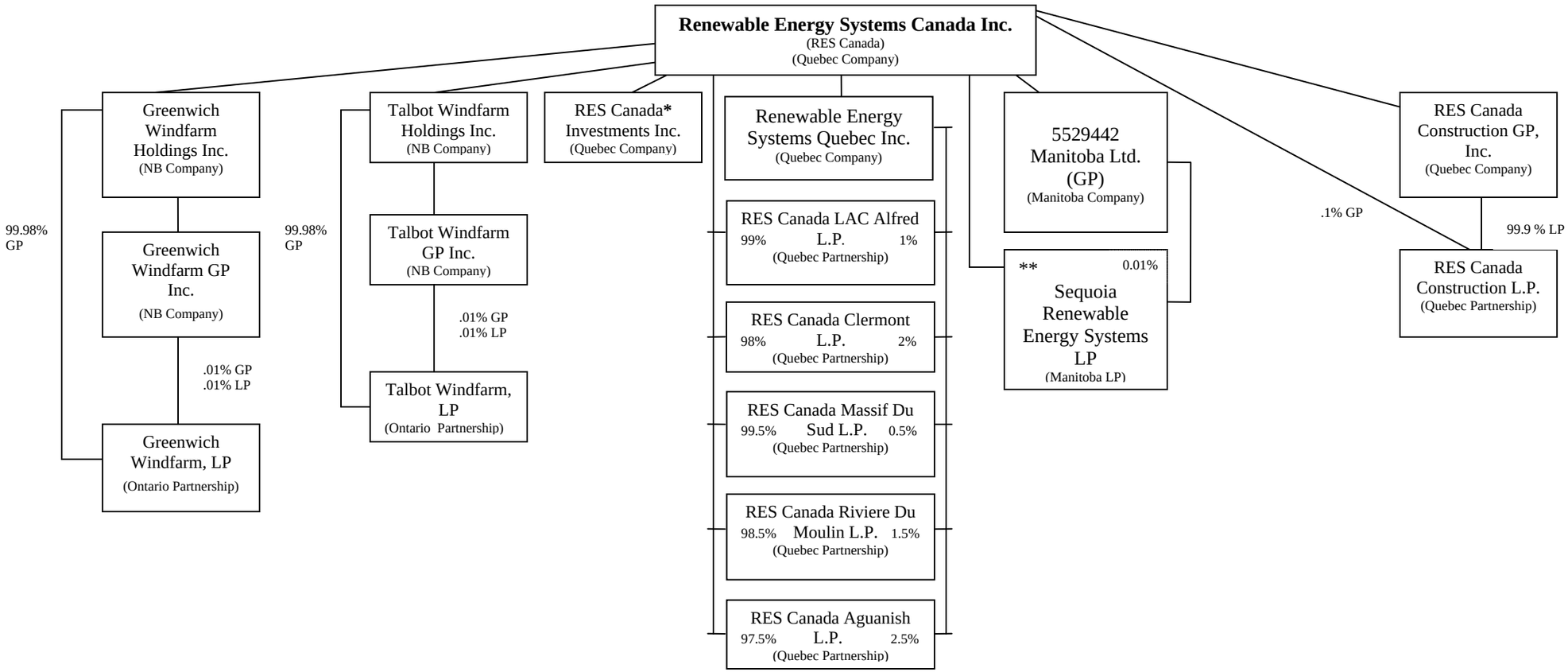
How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.qov.on.ca

RENEWABLE ENERGY SYSTEMS CANADA INC. STRUCTURE CHART
June 19, 2009



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* RES Canada will transfer its LP interest in 5 Quebec Windfarm partnerships to RES Canada Investments, if necessary for financing purposes.
** RES Canada together with a third party, Sequoia Energy Inc., together own 99.99% of Sequoia Renewable Energy Systems LP.