

September 29, 2009

**VIA FACSIMILE AND COURIER**

**CONFIDENTIAL**

Kirsten Walli  
P.O. Box 2319  
2300 Yonge Street, 27<sup>th</sup> Floor  
Toronto Ontario M4P 1E4

Attention: Board Secretary

Dear Ms. Walli:

**Re: Application to Amend an Electricity Generating Licence - EG-2009-0016**

On behalf of Sarnia Solar Farm No. 2 L.P. (the "**Partnership**"), we hereby submit this letter applying for an amendment (the "**Application**") to electricity generation licence EG-2009-0016 issued to the Partnership on March 4, 2009 (the "**Licence**").

The Partnership is seeking Board approval for the following two amendments to the Licence:

(i) to revise the descriptions of "Sarnia Solar 2" and "Sarnia Solar 5" (collectively, the "**Facilities**") in the list of licensed facilities in Schedule 1 of the License to be as follows;

2. Sarnia Solar 2, generation facility, owned and operated by the Licensee at Concession 3, Pt Lots 14 and 15, Sarnia, Ontario.

5. Sarnia Solar 5, generation facility, owned and operated by the Licensee at Concession 3, Pt Lots 14 and 15, Sarnia, Ontario.

and

(ii) subsequent to the amendment in (i) above, to remove both of the Facilities from the list of licensed facilities in Schedule 1 of the License.

The Partnership is contemplating a transaction in which it will convey the Facilities to Enbridge Ontario Wind Power L.P. (the "**Purchaser**"). Concurrent with this Application to amend the Licence, the Purchaser is submitting an application to the Board to amend electricity generating licence EG-2006-0009, which was issued to the Purchaser by the Board in a decision and order dated April 6, 2006 (the "**Purchaser's Licence**") to include "Sarnia Solar 2" and "Sarnia Solar 5" in its list of licensed generation facilities. As such, in the event that the Board considers this Application to be in the public interest and decides to amend the Licence, the Partnership is seeking a decision and order from the Board that recognizes that the amendments to the License will become effective the date (the "**Notice Date**") upon which the Board receives notice from the Parties that the Facilities have been transferred to the Purchaser. In discussions with the Board, the Board indicated that this type of application (to amend the Licence of the Partnership and to amend licence EG-2006-0009) should be made jointly. Therefore this Application is being submitted to the Board jointly with the Purchaser's application for a new electricity generation licence.

The Partnership further requests that the joint application be disposed of without a hearing, and submits this letter as evidence of consent of same. The Partnership believes that the current requests made in this joint application meet the test set out in ss. 21(4)(b) of the *Ontario Energy Board Act*, 1998, S.O. c. 15, Sched. B. and that no other person will be adversely affected in a material way by amending the description of the Facilities and having the Facilities transferred from licence EG-2009-0016 to the Licence EG-2006-0009, should the Board decide to issue the latter and approve this Application to amend the Licence.

Kindly let us know if you require anything further in order to consider our request and the associated joint application.

Yours very truly,

Macleod Dixon LLP

Per:



Enc.

c: Kristyn Annis