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December 23, 2010

Board Secretary
Ontario Energy Board
2300 Yonge St., Suite 2700
Toronto, Ontario M4P 1E4

Attention: Kirsten Walli

Dear Ms. Walli:

Re: EG-2010-0361 – Notice of name change and transfer of Tilbury Solar 2 solar generating facility (the “Facility”)

We are counsel to Sarnia Solar Project L.P. (the “**Partnership**”). As you may be aware, on November 26, 2010 the Partnership submitted an application (the “**Application**”) to the Board for a standard offer program generating licence. In particular, due to an accelerated project development schedule, the Partnership requested an interim licence identifying the Partnership as owner and operator of the Facility, such interim licence to be effective on the date that the Partnership gives notice to the Board that the Facility has changed ownership. In a decision dated December 10, 2010 the Board issued interim generating licence EG-2010-0361 (the “**License**”) in the name of the Partnership. We note however, that the Licence was effective as of the date of issuance as opposed to becoming effective upon notice of transfer.

We wish to inform you that the Facility was transferred to the Partnership on December 22, 2010. A copy of a statutory declaration (the “**Statutory Declaration**”) of the Vice President of the Partnership confirming the transfer of ownership of the Facility to the Partnership is attached.

Subsequent to the submission of the Application, the Partnership changed its name to “Tilbury Solar Project L.P.”. Evidence of registration of the new name of the Partnership is enclosed. All other information about the Partnership remains the same. The Partnership is therefore requesting that the name on the Licence be amended to reflect the recent name change.

The Partnership further requests that this application for amendment be disposed of without a hearing, and submits this letter as evidence of consent of same. The Partnership believes that the requests made in this application meet the test set out in s. 21(4)(b) of the *OEB Act* and that no other person will be adversely affected in a material way should the Board decide to grant the amendment to the interim Licence.

Kindly let us know if you require anything further in order to consider this application.

Yours very truly,

McCarthy Tétrault LLP

Per: Kristyn Annis

A handwritten signature in black ink, appearing to read "D. McGroff". The signature is fluid and cursive, with a large initial "D" and a long horizontal stroke extending to the right.

Enc.

c: Jennifer Strain, Enbridge Inc.
Robert Froelich, MacLeod Dixon LLP

Doc# 9902112

Attention: Kirsten Walli –

December 23, 2010



Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

Page 1 of / de 1

1. Declaration Type: A. [X] New, B. [X] Name Change, C. [] Change, D. [] Renewal Without Name Change, E. [] Renewal With Name Change, F. [] Dissolution, G. [] Withdrawal. BIN (Business Identification No.) 190947846

2. Firm Name / Raison sociale de la société en commandite: TILBURY SOLAR PROJECT LP

3. Mailing Address of Registrant: Street No. / N° de rue 425, Street Name / Nom de la rue 1ST STREET S.W., Suite No. / Bureau n° SUITE 3000, City / Town / Ville CALGARY, Province / Province ALBERTA, Country / Pays CANADA, Postal Code / Code postal T2P 3L8

4. Address of Principal Place of Business in Ontario: [] Same as above, [] Extra-Provincial Limited Partnership without business address in Ontario. Street No. / N° de rue 500, Street Name / Nom de la rue CONSUMERS ROAD, Suite No. / Bureau n° (P.O. Box not acceptable / Case postale non acceptés) M2J 1P8

5. General Nature of Business / Nature générale de l'activité exercée: SOLAR POWER GENERATION

6. Information Regarding General Partner(s) / Renseignements sur le ou les commandités: (A) Individual / Personne physique - Last Name / Nom de famille ALISON T. LOVE, First Name / Prénom ALISON, Middle Name / Autre prénom T. LOVE, (B) Corporation, Partnership etc. / Personne morale, société en nom collectif etc. - Name / Raison sociale 7243341 CANADA INC., Ontario Corporation Number / N° matricule de la personne morale en Ontario 003045051, Address / Adresse Street No. / N° de rue 425, Street Name / Nom de la rue 1ST STREET S.W., Suite No. / Bureau n° SUITE 3000, City / Town / Ville CALGARY, Province / Province ALBERTA, Country / Pays CANADA, Postal Code / Code postal T2P 3L8. Signature of General Partner or Attorney for the General Partner / Signature du commandité ou de son procureur X ALISON T. LOVE, Check if signing as attorney on behalf of the general partner pursuant to s. 32 of the Limited Partnerships Act. Cochez la case ci contre si le signataire est le procureur du commandité (art. 32 de la Loi) []

7. Jurisdiction of Formation / Territoire d'origine: ONTARIO

8. Information Regarding Attorney/Representative for an Extra-Provincial Limited Partnership - (Does not apply to limited partnerships formed in another Canadian jurisdiction that have an office or other place of business in Ontario) / Renseignements sur le procureur / représentant de la société en commandite extraprovinciale - (Ne s'applique pas aux sociétés en commandite d'un autre territoire canadien qui ont un établissement en Ontario)

Power of Attorney - Check the box to confirm there is an executed Power of Attorney (Form 4) appointing the person/corporation listed below to be the attorney and representative in Ontario. The attorney/representative is required to keep the executed Form 4 available for inspection at the address set out below. / Procuration - Cochez la case ci-contre pour confirmer qu'il y a une Procuration signée (Formule 4) nommant la personne physique ou morale indiquée ci dessous à titre de procureur et représentant en Ontario. Celui ci doit tenir la Formule 4 signée à disposition aux fins d'inspection à l'adresse ci dessous. [] Attorney / Representative - Procureur / représentant (A) Individual / Personne physique - Last Name / Nom de famille, First Name / Prénom, Middle Name / Autre prénom (B) Corporation, Partnership etc. / Personne morale, société en nom collectif etc. - Name / Raison sociale, Ontario Corporation Number / N° matricule de la personne morale en Ontario, Address / Adresse Street No. / N° de rue, Street Name / Nom de la rue, Suite No. / Bureau n°, City / Town / Ville, Province / Province, Country / Pays, Postal Code / Code postal

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**RESOP ASSIGNMENT AND NOVATION
STATUTORY DECLARATION OF NEW GENERATOR**

TO: THE ONTARIO POWER AUTHORITY (THE "OPA")

RESOP CONTRACT: RESOP CONTRACT # 11905 DATED October 2, 2007 (as amended) BETWEEN THE OPA AND THE ORIGINAL GENERATOR, as amended from time to time

ORIGINAL GENERATOR: First Solar Development (Canada), Inc. (previously OptiSolar Farms Canada Inc.)

NEW GENERATOR: Tilbury Solar Project L.P., by its general partner, 7243341 Canada Inc.

I, John Maniawski [INSERT YOUR NAME], the Vice President [INSERT YOUR OFFICE] of the New Generator's general partner 7243341 Canada Inc., solemnly declare that I have knowledge of the matters herein deposed to, and declare the following:

1. On December 22, 2010 [INSERT DATE], the Original Generator sold, transferred and assigned to the New Generator, and the New Generator purchased from the Original Generator, the Contract Facility.
2. The New Generator is the owner, developer and operator of, and has good title to, the Contract Facility.
3. The following agreements are assigned and novated from the Original Generator to the New Generator:
 - a. The Connection Cost Agreement and the Connection Agreement dated December 14, 2009 and November 16, 2010, respectively, between the Original Generator and Chatham Kent Hydro Inc. is assigned and novated as of December 22, 2010.
 - b. All agreements (leases, options, priority permits, Band Council permissions, etc) submitted by the Original Generator as part of its Application to demonstrate that it is the registered owner of the lands underlying the Contract Facility or has the necessary Access Rights pursuant to section 3.2(c) of the Program Rules, which are the following: [LIST ALL AGREEMENTS SUBMITTED AS PART OF APPLICATION]
 - i. **Not Applicable. See attached Exhibit A**
 - ii. _____
 - iii. _____
4. The Project meets the eligibility requirements set out in Section 2.2 of the Renewable Energy Standard Offer Program Final Program Rules, version 2.0 dated November 22, 2006.

have been assigned and novated as of December 22, 2010 [INSERT DATE].

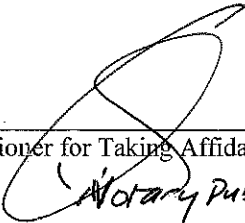
I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

Julm Mamintri
Signature of Deponent

Declared before me: Debra Poon)

At the City of Calgary)

This 27 day of December, 2016)


Commissioner for Taking Affidavits in Alberta
Notary Public

DEBRA J. POON
BARRISTER & SOLICITOR

**Exhibit "A" to a Statutory Declaration of an Authorized Officer of 7243341 Canada Inc.,
the General Partner of Tilbury Solar Project L.P. dated December 22, 2010 re: RESOP
Contract No. 11905**

1. The Original Generator acquired registered ownership of the lands underlying the Contract Facility (as such term is defined in Schedule 2 to RESOP Contract No. 11905) (the "Lands") pursuant to the agreement of purchase and sale (the "Agreement of Purchase and Sale") submitted by the Original Generator as part of its Application (as such term is defined in Schedule 2 to RESOP Contract No. 11905). Upon closing of the purchase transaction contemplated by the Agreement of Purchase and Sale on October 2, 2008, a Transfer of the Lands in favour of the Original Generator was registered in the Land Registry Office for Kent as Instrument No. CK30256.
2. The Original Generator has agreed to transfer registered ownership of the Lands to the New Generator pursuant to a land purchase agreement dated December 22, 2010 between the Original Generator as vendor and the New Generator as purchaser (the "Land Purchase Agreement"). Pursuant to the Land Purchase Agreement, registered ownership of the Lands will be transferred from the Original Generator to the New Generator on December 22, 2010.