

January 17, 2014

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
Toronto, Ontario, Canada
M4P 1E4

Attention: Ms. Kirsten Walli, Board Secretary

RE: Fort Chicago District Energy Ltd. – Electricity Generation Licence No: EG-2007-0775 (the “Licence”), for London District Energy (the “Facility”) – Amendment to Organizational Structure of Licensee

Dear Ms. Walli,

Fort Chicago District Energy Ltd. (“**FCDE**”) is the current Licensee (“**Licensee**”) pursuant to Electricity Generation Licence No: EG-2007-0075 related to the above mentioned Facility (“**Licence**”). In case the Ontario Energy Board (“**OEB**”) has not already received these records, we attach a copy of the Articles of Amalgamation, effective April 1, 2008, which detail an amalgamation of Countryside London Cogeneration Corp. and another (wholly owned) entity to become FCDE by operation of law.

As FCDE further amalgamated with Veresen Energy Infrastructure Inc. (“**VEI**”), we write to provide notice to the Ontario Energy Board (the “**OEB**”) that the name of the Licensee, by operation of law, is VEI and to request an amendment to the Licence to record such name change. For clarity, we have attached an organization chart detailing the previous and current organization structure of the Licensee in respect of which the OEB should note that:

1. Prior to the amalgamation, FCDE was a wholly owned subsidiary of VEI;
2. FCDE became VEI, *by operation of law*, as a result of the amalgamation and a copy of the Certificate of Amalgamation is attached;
3. The reorganization was undertaken exclusively for tax structuring purposes and was strictly internal to the Veresen group of companies;
4. There is no change to the contact details of the Licensee, or its directors or officers;
5. The reorganization did not (and does not) result in any change to the operation of the Facility, or the staff operating the Facility.

As Fort Chicago Energy Partners L.P. ("**FCEP**") was dissolved, effective January 1, 2014, the current organization structure diagram records this very recent additional change. To be clear, the dissolution of FCEP has no impact on the name of the Licensee.

In accordance with Section 21(4)(b) of the *Ontario Energy Board Act, 1998*, VEI requests, and consents to, this matter being disposed of without a hearing. More specifically, as this was an internal re-organization (involving no third party interests), no person, other than the Licensee, was impacted by the change in organization structure and no person will be adversely affected in any material way by the outcome of this proceeding.

As itemized above, all other information pertaining to the Licensee remains unchanged.

We sincerely apologize for the delay in notification of the change.

Sincerely,

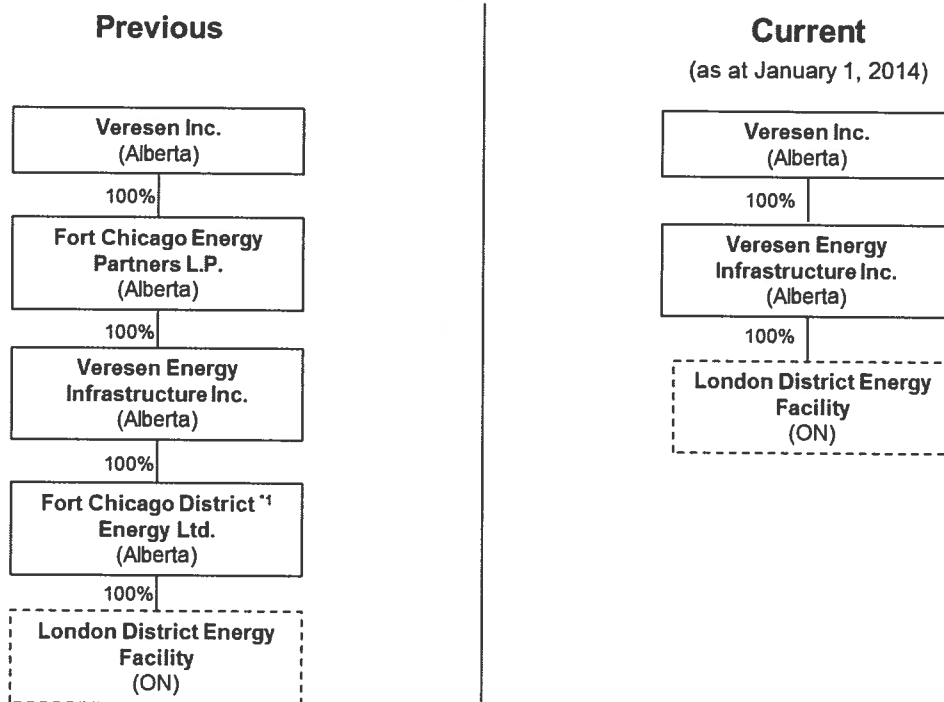
A handwritten signature in black ink, appearing to read 'Julia', with a stylized flourish extending to the right.

Julia Ciccaglione
VP, Regulatory and Government Affairs

Cc: Paul Eastman, VP Operations

Schedule A – Organization Chart

Licensee - Change of Organization



*1 Fort Chicago District Energy Ltd. is an amalgamated Corporation and came into existence on April 1, 2008 as a result of the amalgamation of Countryside London Cogeneration Corp. And Countryside District Energy Corp.

Note the current organization structure includes the amalgamation of FCDE with VEI, effective January 1, 2013, and the dissolution of Fort Chicago Energy Partners L.P., effective January 1, 2014.

CORPORATE ACCESS NUMBER: 2017198512

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**VERESEN ENERGY INFRASTRUCTURE INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2013/01/01.**



Alberta

Articles of Amalgamation

1. Name of Amalgamated Corporation

VERESEN ENERGY INFRASTRUCTURE INC.

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

The attached Schedule of Share Capital is incorporated into and forms part of this form.

3. Restrictions on share transfers (if any):

None.

REGISTERED ON
THE ALBERTA REGISTRIES
CORES SYSTEM

JAN 01 2013

4. Number, or minimum and maximum number of directors:

Not less than one (1) director and not more than fifteen (15) directors.

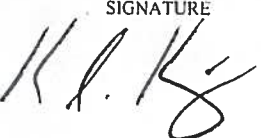
5. If the corporation is restricted FROM carrying on a certain business or restricted TO carrying on a certain business, specify the restriction(s):

None.

6. Other provisions (if any):

The attached Schedule of Other Provisions is incorporated into and forms part of this form.

7. Name of Amalgamating Corporations	Corporate Access Number
Pristine Power Inc.	2017198298
1506279 Alberta Ltd.	2015062793
Swift Power Corp.	2017011020
Fort Chicago District Energy Ltd.	2016982668
Veresen Energy Infrastructure Inc.	2016492494
Eaton Power Corporation	2017197796

4. DATE	SIGNATURE	TITLE
December 18, 2012		Director



1764747

CERTIFICATE

This is to certify that these articles
are effective on

CERTIFICAT

Ceci certifie que les présents statuts
entrent en vigueur le

APRIL 01 AVRIL, 2008

Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Form 4
Business
Corporations
Act

Formule 4
Loi sur les
sociétés par
actions

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):

F	O	R	T		C	H	I	C	A	G	O		D	I	S	T	R	I	C	T		E	N	E	R	G	Y		L
T	D	.																											

2. The address of the registered office is:
Adresse du siège social:

1 First Canadian Place, Suite 3400

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M-5 X 1 A 4

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is:
Nombre d'administrateurs:

Fixed number
Nombre fixe

OR minimum and maximum
OU minimum et maximum

1

20

4. The director(s) is/are: / Administrateur(s):

First name, middle names and surname
Prénom, autres prénoms et nom de famille

Address for service, giving Street & No. or R.R. No., Municipality,
Province, Country and Postal Code
Domicile élu, y compris la rue et le numéro ou le numéro de la R.R.,
le nom de la municipalité, la province, le pays et le code postal

Resident Canadian
State 'Yes' or 'No'
Résident canadien
Oui/Non

Kevan S. King

440, 222 - 3rd Avenue S.W.
Calgary, Alberta T2P 0B4

Yes

Hume D. Kyle

440, 222 - 3rd Avenue S.W.
Calgary, Alberta T2P 0B4

Yes

Stephen H. White

440, 222 - 3rd Avenue S.W.
Calgary, Alberta T2P 0B4

Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionnent ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionnent ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

COUNTRYSIDE DISTRICT ENERGY CORP.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
Countryside District Energy Corp.	1721347	2008	03	28
Countryside London Cogeneration Corp.	2110290	2008	03	28

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of shares of one class, designated as Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The rights of the holders of Common Shares are equal in all respects and include the rights:

- (a) to vote at any meeting of shareholders of the Corporation;
- (b) to receive any dividend declared by the Corporation; and
- (c) to receive the remaining property of the Corporation upon dissolution.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No shares of the Corporation shall be transferred without the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of the directors then in office.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

See page 5A following

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

1. The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
2. Any invitation to the public to subscribe for securities of the Corporation is prohibited.
3. Except in the case of any class or series of shares of the Corporation listed on a stock exchange, the Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
4. The holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.
5. The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

These articles are signed in duplicate.
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

COUNTRYSIDE DISTRICT ENERGY CORP.

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Kevan S. King	Director
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

COUNTRYSIDE LONDON COGENERATION CORP.

Names of Corporations / Dénomination sociale des sociétés		
By / Par	Kevan S. King	Director
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER PURSUANT TO SUBSECTION 178(2) OF THE *BUSINESS CORPORATIONS ACT* (ONTARIO)

I, Kevan S. King, of the City of Calgary, in the Province of Alberta, hereby state as follows:

1. This Statement is made pursuant to subsection 178(2) of the *Business Corporations Act* (Ontario).
2. I am a director of each of Countryside District Energy Corp. and Countryside London Cogeneration Corp. (the "Amalgamating Corporations") and as such have knowledge of their affairs.
3. I have conducted such examinations of the books and records of the Amalgamating Corporations as are necessary to enable me to make the statements set forth below:
4. There are reasonable grounds for believing that:
 - a) the Amalgamating Corporations are, and the corporation to be formed by the amalgamation of the Amalgamating Corporations, will be able to pay their respective liabilities as they become due;
 - b) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - c) no creditor will be prejudiced by such amalgamation.
5. The Amalgamating Corporations have not been notified by any creditor that it objects to the amalgamation.

This Statement is made the 27th day of March, 2008.



Kevan S. King

SCHEDULE "B"

COUNTRYSIDE DISTRICT ENERGY CORP.

DIRECTORS' RESOLUTION

The undersigned, being all of the directors of COUNTRYSIDE DISTRICT ENERGY CORP. (the "Corporation"), hereby sign the following resolution pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario) (the "Act"):

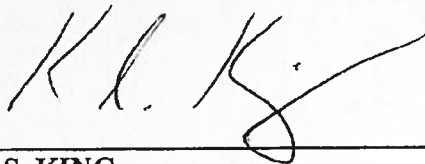
AMALGAMATION

WHEREAS the Corporation and Countryside London Cogeneration Corp. are wholly-owned subsidiaries of Countryside Canada Power Inc. and have agreed to amalgamate pursuant to subsection 177(2) of the Act and continue under the name Fort Chicago District Energy Ltd.;

NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Countryside London Cogeneration Corp. pursuant to subsection 177(2) of the Act is hereby approved.
2. Upon the issue of the Certificate of Amalgamation under the Act, all the shares in the capital of Countryside London Cogeneration Corp., including all shares which have been issued and are outstanding at the date thereof, shall be cancelled without any repayment of capital in respect of those shares.
3. The Articles of Amalgamation and By-laws of the amalgamated corporation shall be the same as the Articles of Incorporation and By-laws of the Corporation.
4. The stated capital of Countryside London Cogeneration Corp. shall be added to the stated capital of the Corporation.
5. Any director or proper officer of the Corporation is hereby authorized and directed to execute all documents and to do all things as he deems necessary and advisable to implement this resolution.

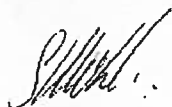
DATED the 28th day of March, 2008.



KEVAN S. KING



HUME KYLE



STEPHEN H. WHITE

COUNTRYSIDE LONDON COGENERATION CORP.

DIRECTORS' RESOLUTION

The undersigned, being all of the directors of COUNTRYSIDE LONDON COGENERATION CORP. (the "Corporation"), hereby sign the following resolution pursuant to subsection 129(1) of the *Business Corporations Act* (Ontario) (the "Act"):

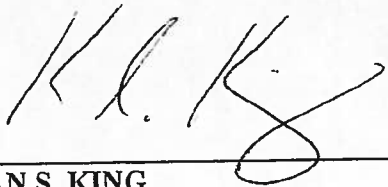
AMALGAMATION

WHEREAS the Corporation and Countryside District Energy Corp. are wholly-owned subsidiaries of Countryside Canada Power Inc. and have agreed to amalgamate pursuant to subsection 177(2) of the Act and continue under the name Fort Chicago District Energy Ltd.;

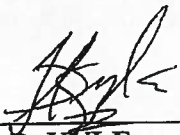
NOW THEREFORE BE IT RESOLVED THAT:

1. The amalgamation of the Corporation and Countryside District Energy Corp. pursuant to subsection 177(2) of the Act is hereby approved.
2. Upon the issue of the Certificate of Amalgamation under the Act, all the shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date thereof, shall be cancelled without any repayment of capital in respect of those shares.
3. The Articles of Amalgamation and By-laws of the amalgamated corporation shall be the same as the Articles of Incorporation and By-laws of Countryside District Energy Corp.
4. The stated capital of the Corporation shall be added to the stated capital of Countryside District Energy Corp.
5. Any director or proper officer of the Corporation is hereby authorized and directed to execute all documents and to do all things as he deems necessary and advisable to implement this resolution.

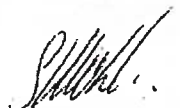
DATED the 28th day of March, 2008.



KEVAN S. KING



HUME D. KYLE



STEPHEN H. WHITE