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Reply To: Lori Prokopich
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Our File No. 14/4658

VIA EMAIL

Ontario Energy Board
P.O. Box 2319
27th Floor
2300 Yonge Street
Toronto, ON M4P 1E4

Attention: Board Secretary

Dear Board Secretary:

Re: Transfer of Electricity Generation Licence EG-2008-0039, as amended - Board File No. EB-2014-0376

Further to our letter of April 29, 2015 in connection with the decision and order of the Ontario Energy Board (the "**Board**") dated March 12, 2015 pursuant to which the Board granted the transfer of the above-referenced generation licence (the "**Licence**") to Seaclyﬀ Energy Corp. ("**SEC**") subject to the condition that the Board receives confirmation in writing that the Independent Electricity System Operator (the "**IESO**") has assigned the May 9, 2008 RESOP Contract No. 13231 (as amended by a FIT Amendment dated January 2, 2010 and as assigned and novated on October 21, 2010, the "**RESOP Contract**") presently held by Seaclyﬀ Energy Ltd. ("**SEL**") to SEC, please find enclosed a copy of the duly executed RESOP Contract Assignment and Novation Agreement dated April 30, 2015.

Yours truly,

FOGLER, RUBINOFF LLP

Lori Prokopich
LP/bb

c.c. Roland Austrup, Seaclyﬀ Energy Corp.
Ronald Clark, Aird & Berlis LLP