

AXIUM

INFRASTRUCTURE

EB-2015-0302

October 21, 2015

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

Re: Request for a name & address Change amendment to Electricity Generation Licence EG-2010-0166

To the Board of secretary,

The object of this letter is to request an amendment to change the name that appears on the Electricity Generation Licence EG-2010-0166 from **Fiera Axiom Solar Elmsley East Limited Partnership** to **Axiom Solar Elmsley East Limited Partnership**. The name changes in our project entities was carried out for administrative reasons resulting from the obligation of our US project entities to comply with regulatory constraints associated with the Volcker rule. The name change and address change are effective as of July 23, 2015. Attached with this letter is the RESOP Contract Amending Agreement demonstrating acceptance of this name change by the Independent Electricity System Operator (the "IESO").

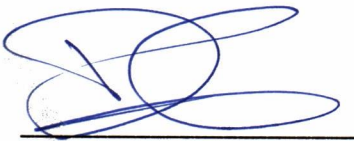
The Partnership wishes to have the proceeding disposed of without a hearing, as per section 21(4)(b), because no person will be adversely affected in any material way by the outcome of the proceeding.

Please note the following changes with respect to the licensee:

Address: 120 Adelaide Street East, suite 425
Toronto, ON
M5H 1T1

Contact Name: Jean-François Poisson, Asset manager
T. 514-954-6586

Please do not hesitate to contact Jean-François Poisson at (514) 954-6586 or by email at jfpoisson@axiuminfra.com should you have further questions.



Dominic Chalifoux
Director, Axiom Solar Elmsley East General Partnership

RESOP CONTRACT AMENDING AGREEMENT

BETWEEN the Independent Electricity System Operator (the "IESO") and the Generator, and effective as of the date that this Amending Agreement has been fully executed ("Effective Date").

RESOP CONTRACT: RESOP CONTRACT #13600 DATED May 4, 2008 BETWEEN THE IESO AND THE GENERATOR, as amended from time to time

GENERATOR: Fiera Axiom Solar Elmsley East Limited Partnership

SECURED LENDER: BNY Trust Company of Canada [AS PER PRIOR WRITTEN NOTICE TO IESO; OTHERWISE, IF NONE, STATE "NONE"]

REQUESTED AMENDMENT: Item # 4 be amended by deleting the existing text, "Fiera Axiom Solar Elmsley East Limited Partnership" and replacing it with the following: "Axiom Solar Elmsley East Limited Partnership".

REASON FOR REQUESTED AMENDMENT: The name changes in our project entities was carried out for administrative reasons resulting from the obligation of our US project entities to comply with regulatory constraints associated with the Volcker rule.

NOW THEREFORE in consideration of these premises and the covenants and agreements hereinafter set forth and contained and for other good and valuable consideration, in receipt and sufficiency of which is hereby irrevocably acknowledged, the parties hereto covenant and agree as set forth below.

1. All terms not otherwise defined shall have the meanings assigned to those terms in the RESOP Contract.
2. The RESOP Contract is amended as set out in the Requested Amendment.
3. The Generator represents to the IESO, and acknowledges that the IESO is relying on such representations in agreeing to this Amendment:
 - a. The representations of the Generator set out at Sections 6.1 and 6.2 of the RESOP Contract are true, complete and accurate as at the date hereof, and are hereby restated and reaffirmed by the Generator as representations made to the IESO as of the date hereof, provided that every occurrence of the term "this Agreement" shall be read to mean "this Agreement and this Amending Agreement".
 - b. All statements, specifications, data, confirmations and information delivered to the IESO in connection with the Requested Amendment are complete and accurate in all material respects.
 - c. The Generator satisfies the eligibility requirements set out in the Program Rules.
 - d. No Generator Event of Default has occurred and is continuing, and, for certainty, the Requested Amendment shall not cause a Generator Event of Default to occur.
 - e. The execution, delivery and performance of this Amending Agreement by the Generator and the consummation of the transactions contemplated hereby will not result in the breach or violation of any of the provisions of, or constitute a default under, or conflict with or cause the termination, cancellation or

acceleration of, its material obligations or any judgment, decree, order or award to which it is subject or any license permit, approval, consent or authorization held by it.

4. The Generator agrees that it is bound by all other provisions of the RESOP Contract in full force and effect.
5. The RESOP Contract together with this Amending Agreement constitute the entire agreement between the Parties pertaining to the subject matter of the RESOP Contract and this Amending Agreement.
6. Each of the Parties shall, from time to time on written request of the other Party, do all such further acts and execute and deliver or cause to be done, executed or delivered all such further acts, deeds, documents, assurances and things as may be reasonably required in order to fully perform and to more effectively implement and carry out the terms of this Amending Agreement.
7. This Amending Agreement shall be binding upon and shall enure to the benefit of the Parties and their respective heirs, executors, administrators, personal and legal representatives, successors and permitted assigns.
8. This Amending Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

IN WITNESS WHEREOF and intending to be legally bound the parties have executed this Amending Agreement.

NOTE: If the Generator is a corporation

[GENERATOR]

By: _____

Name:

Title:

Date:

I have the authority to bind the corporation.

NOTE: If the Generator is a Limited Partnership.

Axium Solar Elmsley East Limited Partnership
(formerly known as Fiera Axium Solar Elmsley East
LP, by its general partner Axium Solar Elmsley East
GP Inc. (formerly known as Fiera Axium Solar Elmsley
East GP Inc.

By: _____

Name: Dominic Chaliteux

Title: Vice President

Date: Sep 23/15

I have the authority to bind the corporation.

NOTE: If the Generator is a natural person.

Name: [GENERATOR]

Witness:

NOTE: If the Generator is a General Partnership


[GENERATOR], by its [INDICATE "managing" or
DELETE] general partner [GENERAL PARTNER]

By: _____
Name:
Title:
Date:

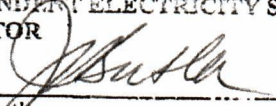
I have the authority to bind the corporation.

The Secured Lender hereby consents to this assignment and novation pursuant to Section
9.1(2) of the RESOP Contract

BNY Trust Company of Canada, as Collateral Agent
on behalf of the Secured Party Beneficiaries

By: 
Name: _____
Title: Henry Hamilton II
Authorized Signatory
Date: Sept. 24, 2015

INDEPENDENT ELECTRICITY SYSTEM
OPERATOR

By: 
JoAnne Butler
Vice President, Markets and Resource Development
Date: October 01, 2015

I have the authority to bind the corporation.



Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

1. Declaration Type / Type de déclaration

A. New / Nouvelle
B. Name Change / Modification de la raison sociale
C. Change (other than name change) / Changement (autre que modification de la raison sociale)

D. Renewal Without Name Change / Renouvellement sans modification de la raison sociale
E. Renewal With Name Change / Renouvellement avec modification de la raison sociale
F. Dissolution / Dissolution
G. Withdrawal / Retrait

Enter the Business Identification Number (BIN) for all Declaration Types except Type A. / Entrez le n° d'identification de l'entreprise (NIE) pour tous les types de déclaration, sauf pour le type A. BIN (Business Identification No.) / NIE N° d'identification de l'entreprise: 181211525

2. Firm Name / Raison sociale de la société en commandite

A X I U M S O L A R E L M S L E Y E A S T
L I M I T E D P A R T N E R S H I P

3. Mailing Address of Registrant / Adresse postale de registrant

120 ADELAIDE STREET WEST 425
TORONTO ONTARIO CANADA M5H 1S1

4. Address of Principal Place of Business in Ontario / Adresse de l'établissement principal en Ontario

Same as above / Comme ci-dessus
 Extra-Provincial Limited Partnership without business address in Ontario / Société en commandite extraprovinciale sans établissement en Ontario

Street No. / N° de rue: 120
Street Name / Nom de la rue: ADELAIDE STREET WEST
Suite No. / Bureau n° (PO Box not acceptable) / CP non acceptés: 425
City / Town / Ville: TORONTO
Province / Province: ONTARIO
Country / Pays: CANADA
Postal Code / Code postal: M5H 1S1

5. General Nature of Business / Nature générale de l'activité exercée

Management, & Develop. of solar project.

6. Information Regarding General Partner(s) / Renseignements sur le ou les commandités

(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: 001784242

A X I U M S O L A R E L M S L E Y E A S T G P I N C.

Street No. / N° de rue: 120
Street Name / Nom de la rue: ADELAIDE STREET WEST
Suite No. / Bureau n°: 425
City / Town / Ville: TORONTO
Province / Province: ONTARIO
Country / Pays: CANADA
Postal Code / Code postal: M5H 1T1

Signature of General Partner or Attorney for the General Partner(s) / Signature de commandité ou de son procureur: X [Signature]
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)

First Name of signatory / Nom du signataire en lettres majuscules: PIERRE ANCTIL

For a new Declaration, name change or renewal, Item 6 must be completed and signed by all the general partners or their attorneys. / Pour une nouvelle Déclaration, une modification de la raison sociale ou un renouvellement, il faut remplir la section 6 pour chaque commandité, et chaque commandité ou son procureur doit signer la section 6. S'il y a plus d'un commandité, entrez le nombre total de commandités dans la case ci-contre et remplissez et joignez une ou des annexes.

Number of General Partners / Nombre de commandités: 1

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

Extra-Provincial Limited Partnership Carrying on Business in Ontario / Société en commandite extraprovinciale menant des activités en 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. / 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, Ontario Corporation Number / N° matricule: MINISTRY USE ONLY - RESERVE AU MINISTÈRE

Street No. / N° de rue: Street Name / Nom de la rue: Suite No. / Bureau n°: BIN/EIN: 181211525
City / Town / Ville: Province / Province: NAME/
Country / Pays: Postal Code / Code postal: NOM: AXIUM SOLA
REG/ENR: 2015-07-23
EXP/EXP: 2028-11-23