



79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
P. 416.865.0040 | F. 416.865.7380
www.torys.com
GST / HST Registration R119420685

December 12, 2017

Invoice: 1416185
Matter: 00782-2237

The Toronto-Dominion Bank
Toronto-Dominion Centre, 55 King Street West
P.O. Box 1
Toronto, ON
M5K 1A2

Attention: David Manii
Email: david.manii@td.com

EBILL

Re: Loan to the Independent Electricity System Operator

TO PROFESSIONAL SERVICES RENDERED, for the period ending November 30, 2017 as described on the attached Schedule.

Fee	\$12,431.50
Disbursements Subject to HST	
CYBERBAHN - Online Searches	164.25
HST	<u>1,637.45</u>
TOTAL	<u>\$14,233.20</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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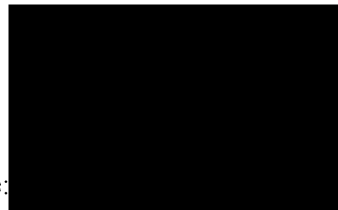
Invoice Number: 1416185
Matter Number: 00782-2237
Invoice Total: **\$14,233.20**

Please mail remittance to:

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:
55 King Street	Bank ID:
West	Branch Number:
Toronto, Ontario	Account (CAD):
M5K 1A2	Account (USD):
Canada	Bank Swift Code:



Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
Bank Swift Code 
ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

00782 - The Toronto-Dominion Bank**Re: 2237 - Loan to the Independent Electricity System Operator**

Date	Lawyer	Description	Hours
01 Nov 2017	J. Weinstock	reviewing closing deliverables and corresponding with the IESO re: the same;	0.7
02 Nov 2017	J. Weinstock	corresponding with the IESO re: amendment to the facilities agreement and revising the same;	0.9
03 Nov 2017	A. C. Balasubramania	reviewing final amendment to facility;	0.5
03 Nov 2017	J. Weinstock	revising the amendment to the facilities agreement and corresponding with the IESO re: the same;	1.4
06 Nov 2017	J. Weinstock	corresponding with TD and the IESO re: closing; finalizing closing documents;	0.5
07 Nov 2017	J. Weinstock	preparing closing books re: amendment to the second amended and restated facilities agreement;	0.6
08 Nov 2017	A. C. Balasubramania	call with client regarding proposed security agreement; initial review of same; various office discussions regarding same;	0.5
08 Nov 2017	J. Weinstock	reviewing a security agreement re: Fair Hydro and corresponding with TD re: the same;	0.8
09 Nov 2017	A. C. Balasubramania	office discussions regarding requested security interest; consideration of same;	0.6
09 Nov 2017	J. Weinstock	conducting research re: "Carrying Costs" and fair hydro;	0.6
10 Nov 2017	A. C. Balasubramania	detailed review of proposed security agreement; reviewing relevant parts of regulations; office discussions regarding same; call with client regarding same	1.5
10 Nov 2017	J. Weinstock	conference call re: Fair Hydro security'	0.6
24 Nov 2017	A. C. Balasubramania	reviewing support agreement from Province and considering same; call with TD regarding same;	0.7

Date	Lawyer	Description	Hours
29 Nov 2017	A. C. Balasubramania	call with TD team regarding amendment to credit agreement; office discussions with Jacob Wienstock regarding same; considering amendment requirements	1.0
29 Nov 2017	J. Weinstock	preparing an amendment to the credit agreement re: Fair Hydro and participating in a conference call re: the same;	2.2
30 Nov 2017	A. C. Balasubramania	reviewing draft amendment; reviewing credit agreement with respect to items requiring amendment; providing comments on draft amendment; office discussions regarding same; reviewing further revised drafts and emails regarding same;	3.0

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total	\$
A. C. Balasubramanian	7.8			CAD
J. Weinstock	8.3			CAD

Bill # 1416185