

Message

From: Mansoori, Nina [nmansoori@torys.com]
Sent: 11/10/2017 7:34:21 PM
To: 'Fullerton, Rick' [RFullerton@osler.com]
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Subject: EXTERNAL – RE: Fair Hydro - Declaration of Trust - October 11 Draft
Attachments: Declaration of Trust - Fair Hydro.docx; Blackline_23163129v6 - 23163129v7.pdf

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Rick - please find attached a further revised draft of the Declaration of Trust blacklined to the July 27th draft previously circulated. This draft incorporates tax comments from OPG and Torys which I understand your tax colleague, Tim Hughes, has signed off on. Please note that the attached remains subject to the continuing review of the working group. Please let me know if you have any further comments. Thank you.

Nina Mansoori

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From: Mansoori, Nina
Sent: July-27-17 7:16 PM

To: 'Fullerton, Rick' <RFullerton@osler.com>; Burrows, Scott - Debt Capital Markets <Scott.Burrows@cibc.com>; Persaud, Donnie - Debt Capital Markets <Donnie.Persaud@cibc.com>; Glass, Callen <Callen.Glass@cibc.com>; Kaczmarek, Alex <Alex.Kaczmarek@cibc.com>; Alvi, Shariq <Shariq.Alvi@cibc.com>; Hume, Tyler <Tyler.Hume@cibc.com>; Daou, Hadi <Hadi.Daou@cibc.com>; Holmes, Sheryl - Corporate Banking <Sheryl.Holmes@cibc.com>; Khanna, Raj - Corporate Banking <Raj.Khanna@CIBC.ca>; Wan, Tiffany - Corporate Banking <Tiffany.Wan@cibc.com>; Mann, Sean <Sean.Mann@cibc.com>; Maciel, Andrew <Andrew.Maciel@cibc.com>; Adalja, Sunil <Sunil.Adalja@cibc.com>; Persad, Nicole <Nicole.Persad@cibc.com>; 'nur.khan@rbccm.com' <nur.khan@rbccm.com>; 'ian.benaiah@rbccm.com' <ian.benaiah@rbccm.com>; 'brent.r.taylor@rbccm.com' <brent.r.taylor@rbccm.com>; 'rob.brown@rbccm.com' <rob.brown@rbccm.com>; 'adam.egberts@rbccm.com' <adam.egberts@rbccm.com>; 'vickie.turnbull@rbccm.com' <vickie.turnbull@rbccm.com>; 'david.dalbello@rbccm.com' <david.dalbello@rbccm.com>; 'kyle.walker@rbccm.com' <kyle.walker@rbccm.com>; 'tim.murray@rbccm.com' <tim.murray@rbccm.com>; 'nirushan.thambirajah@rbccm.com' <nirushan.thambirajah@rbccm.com>; 'keith.helwig@rbccm.com' <keith.helwig@rbccm.com>; 'victoria.mason@rbccm.com' <victoria.mason@rbccm.com>; 'katrina.niehaus@gs.com' <katrina.niehaus@gs.com>; 'patrick.collins@gs.com' <patrick.collins@gs.com>; 'max.mullen@gs.com' <max.mullen@gs.com>; 'serena.shi@gs.com' <serena.shi@gs.com>; 'xin.xue@gs.com' <xin.xue@gs.com>; 'brian.delaney@gs.com' <brian.delaney@gs.com>; 'brian.bolster@gs.com' <brian.bolster@gs.com>; 'yoomin.hong@gs.com' <yoomin.hong@gs.com>; 'erin.cavanagh@gs.com' <erin.cavanagh@gs.com>; 'aditya.puri@gs.com' <aditya.puri@gs.com>; 'akila.raman@gs.com' <akila.raman@gs.com>; 'charles.mcconnell@gs.com' <charles.mcconnell@gs.com>; 'matthew.levy@gs.com' <matthew.levy@gs.com>; 'alex.salton@gs.com' <alex.salton@gs.com>; 'isabelle.voler@gs.com' <isabelle.voler@gs.com>; Sebastiano, Rocco <RSebastiano@osler.com>; Smith, Elliot <ESmith@osler.com>; Innes, Michael <MInnes@osler.com>; Bennett, Christopher <CBennett@osler.com>; Milligan, Peter <PMilligan@osler.com>; King, Richard <rking@osler.com>; Royer, Kate <KRoyer@osler.com>; 'Peric, Christiane' <Christiane.Peric@cibc.com>

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Subject: RE: Fair Hydro - Declaration of Trust - July 27 Draft

All – please find attached a further revised draft of the Declaration of Trust blacklined to the June 30th draft previously circulated. Please note that the attached remains subject to the continuing review of the working group including review by OPG. Please let us know if you have any further comments. Thank you.

Nina Mansoori

From: Fullerton, Rick [<mailto:RFullerton@osler.com>]

Sent: July-19-17 12:09 PM

To: Mansoori, Nina <nmansoori@torys.com>; Burrows, Scott - Debt Capital Markets <Scott.Burrows@cibc.com>; Persaud, Donnie - Debt Capital Markets <Donnie.Persaud@cibc.com>; Glass, Callen <Callen.Glass@cibc.com>; Kaczmarek, Alex <Alex.Kaczmarek@cibc.com>; Alvi, Shariq <Shariq.Alvi@cibc.com>; Hume, Tyler <Tyler.Hume@cibc.com>; Daou, Hadi <Hadi.Daou@cibc.com>; Holmes, Sheryl - Corporate Banking <Sheryl.Holmes@cibc.com>; Khanna, Raj - Corporate Banking <Raj.Khanna@CIBC.ca>; Wan, Tiffany - Corporate Banking <Tiffany.Wan@cibc.com>; Mann, Sean <Sean.Mann@cibc.com>; Maciel, Andrew <Andrew.Maciel@cibc.com>; Adalja, Sunil <Sunil.Adalja@cibc.com>; Persad, Nicole <Nicole.Persad@cibc.com>; 'nur.khan@rbccm.com' <nur.khan@rbccm.com>; 'ian.benaiah@rbccm.com' <ian.benaiah@rbccm.com>; 'brent.r.taylor@rbccm.com' <brent.r.taylor@rbccm.com>

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Subject: RE: Fair Hydro - Trust Indenture and Declaration of Trust - June 30 Drafts

Attached are our comments on the Declaration of Trust. As noted with certain definitions, we are of the view that you should just reference the definitions in the Act where appropriate, rather than repeating the definition from the Act in the DOT, to be consistent with the MTSA.

Regards.

From: Mansoori, Nina [<mailto:nmansoori@torys.com>]

Sent: Friday, June 30, 2017 4:10 PM

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Subject: Fair Hydro - Trust Indenture and Declaration of Trust - June 30 Drafts

All,

Please find attached initial drafts of the Trust Indenture and Declaration of Trust for your review. Please note that the attached remains subject to the continuing review of OPG.

Best Regards,

Nina

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