

## Liana Murphy

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**From:** Leibel, Robbie <rleibel@torys.com>  
**Sent:** Wednesday, March 28, 2012 3:32 PM  
**To:** Daphne MacKenzie  
**Cc:** slebowitz@glbsm.com; Berman, Guy; Foster, Eric  
**Subject:** Tetris - Schedule K of APA  
**Attachments:** #13500976v2\_TorysAtWork\_ - Schedule K.docx; WS Compare Doc\_13500976\_1-\_13500976\_2.doc

Daphne,

As discussed, I have spoken with Stephen and confirm that the following items may be struck from Schedule K to the Agreement of Purchase and Sale:

1. Lease dated September 30, 2010 between Québec Silicon General Partner Inc. and Bécancour Silicon Inc., in respect of office premises at 6500 Yvon Trudeau, Bécancour, Québec, for a term expiring September 30, 2040.
3. Service Agreement dated October 16, 2007 between Gardium Sécurité and Silicium Bécancour Inc. The Agreement cannot be assigned or transferred without the prior written consent of Gardium Sécurité.
4. Supply Agreement dated May 28, 2008, as amended on January 1, 2011 between Prodair Canada Ltée. and Silicium Bécancour Inc. The Agreement cannot be assigned without the prior written consent of Prodair Canada Ltée.
5. Supply Agreement dated September 24, 2008, as amended on September 27, 2010 and January 1, 2011 between Prodair Canada Ltée. and Silicium Bécancour Inc. The Agreement cannot be assigned without the prior written consent of Prodair Canada Ltée.

For your reference, please find attached a clean and blackline of the updated Schedule K illustrating the changes.

Best regards,  
Robbie

Robbie Leibel  
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## Schedule K Consents and Approvals

The consents, approvals, notifications or waivers from, and filings with, third parties (including any Governmental Authority) which are effective as of the Closing Time.

### *Consents and Approvals related to the Purchased Silicon Metal Assets*

1. DCC Consent
2. Long-Term Supply Agreement dated June 1, 2011, and effective January 1, 2011, between Bécancour Silicon Inc. and Wacker Chemie AG, as amended by Amendment No. 1 thereto dated September 6, 2011. This agreement is not assignable by either party without the prior written consent of the other.

### *Consents and Approvals related to the Purchased Solar Grade Silicon Assets*

1. Nominee Agreement dated September 30, 2010 between Bécancour Silicon Inc. and Québec Silicon General Partner Inc., in respect of the HP2 Property.
2. Certificates of Authorization and Authorizations for the HP1 Property and the HP2 Property issued by the Quebec Ministry of Sustainable Development, Environment and Parks ("MSDEP") pursuant to the *Environment Quality Act* cannot be assigned without the approval and issuance by the MSDEP of a certificate of assignment or modification.

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Document comparison by Workshare Professional on March-28-12 3:33:44 PM

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Description	#13500976v2<TorysAtWork> - Schedule K
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