

TERRAFORM GLOBAL, INC.  
Form SC 13D/A  
December 29, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

TerraForm Global, Inc.  
(Name of Issuer)

Common stock, Class A, \$0.01 par value  
(Title of Class of Securities)

88104M101  
(CUSIP Number)

A.J. Silber  
Brookfield Asset Management Inc.  
Brookfield Place  
181 Bay Street, Suite 300  
Toronto, Ontario M5J 2T3  
(416) 363-9491  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 28, 2017  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 88104M101

1 NAMES OF REPORTING PERSONS  
BROOKFIELD ASSET  
MANAGEMENT INC.

2 CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
AF

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
ONTARIO

7 SOLE VOTING POWER

8 NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER  
1

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER  
1

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH

REPORTING PERSON

1

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% <sup>(1)</sup>

14

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(1) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

2

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

PARTNERS LIMITED

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

ONTARIO

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

1

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% <sup>(2)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(2) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

3

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BROOKFIELD ASSET  
MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL  
ADVISER (CANADA), L.P.

2

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

7

SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

1

9

SOLE DISPOSITIVE POWER

10

SHARED DISPOSITIVE POWER

1

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% <sup>(3)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(3) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

4

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1  
BROOKFIELD INFRASTRUCTURE  
FUND III GP LLC

2  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)  
AF

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION  
DELAWARE

7  
SOLE VOTING POWER

8  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
9  
SHARED VOTING POWER  
1

9  
SOLE DISPOSITIVE POWER

10  
SHARED DISPOSITIVE POWER  
1

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% <sup>(4)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

OO

(4) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

5

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

ORION US GP LLC

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

1

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% <sup>(5)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

OO

(5) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

6

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

ORION US HOLDINGS 1 L.P.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

BK

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

1 (6)

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

1 (6)

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1 (6)

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

100.0% (7)

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(6) Orion US Holdings 1 L.P. disclaims beneficial ownership of any shares of Class A common stock of the Surviving Corporation, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person.

(7) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

7

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1  
BROOKFIELD RENEWABLE  
PARTNERS LIMITED

2  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

BERMUDA

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0% <sup>(8)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(8) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

8

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1  
BROOKFIELD RENEWABLE  
PARTNERS L.P.

2  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

BERMUDA

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0<sup>(9)</sup>

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0<sup>(9)</sup>

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 <sup>(9)</sup>

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0% <sup>(10)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(9) Brookfield Renewable Partners L.P. disclaims beneficial ownership of any shares of Class A common stock of the Surviving Corporation, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person.

(10) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

9

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BRP BERMUDA GP LIMITED

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

BERMUDA

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0% <sup>(11)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(11) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

10

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1

BREP HOLDING L.P.

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

BERMUDA

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0% <sup>(12)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(12) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

11

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1  
BROOKFIELD RENEWABLE  
ENERGY L.P.

2  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

AF

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

BERMUDA

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0<sup>(13)</sup>

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0<sup>(13)</sup>

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0<sup>(13)</sup>

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0%<sup>(14)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

PN

(13) Brookfield Renewable Energy L.P. disclaims beneficial ownership of any shares of Class A common stock of the Surviving Corporation, including any shares of Class A common stock that may be deemed to be beneficially owned by any other Reporting Person.

(14) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

12

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CUSIP No. 88104M101

NAMES OF REPORTING PERSONS

1  
BROOKFIELD BRP HOLDINGS  
(CANADA) INC.

2  
CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) (b)

3  
SEC USE ONLY

4  
SOURCE OF FUNDS (SEE  
INSTRUCTIONS)

OO

5  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(D) OR 2(E)

6  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

ONTARIO

SOLE VOTING POWER

7

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

0.0% <sup>(15)</sup>

14 TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

CO

(15) Percentage ownership is based on an aggregate number of shares of Class A common stock of the Surviving Corporation of 1 outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

13

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This Amendment No. 2 (the "Amendment No. 2") to Schedule 13D is being filed by Orion US Holdings 1 L.P., Orion US GP LLC, Brookfield Infrastructure Fund III GP LLC, Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P., Brookfield BRP Holdings (Canada) Inc., Brookfield Renewable Energy L.P., BREP Holding L.P., BRP Bermuda GP Limited, Brookfield Renewable Partners L.P., Brookfield Renewable Partners Limited, Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 30, 2017 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D, filed on December 21, 2017 (as so amended, the "Amended Schedule 13D"), with respect to beneficial ownership of the shares of Class A common stock, \$0.01 par value per share, of TerraForm Global, Inc., a corporation organized under the laws of the state of Delaware.

This Amendment No. 2 hereby amends Item 1, Item 3, Item 4 and Item 5 of the Amended Schedule 13D as follows:

Item 1. Security and Issuer.

Item 1 of the Amended Schedule 13D is hereby amended by adding the following:

Item 4 of this Amendment No. 2 is incorporated herein by reference.

The class of equity securities to which this statement relates is the Surviving Corporation Class A Share.

Item 3. Source and Amounts of Funds or Other Consideration.

Item 3 of the Amended Schedule 13D is hereby amended by adding the following:

Item 4 of this Amendment No. 2 is incorporated herein by reference.

The Surviving Corporation Class A Share reported to be directly owned by Orion US LP was acquired in connection with the consummation of the Merger. In connection with the consummation of the Merger, an aggregate amount of \$665,156,252.60 (the "Aggregate Consideration") was paid by Orion US LP or the Issuer to holders of Class A Shares (other than Orion US LP, Merger Sub or any other direct or indirect wholly-owned subsidiary of Orion US LP), restricted stock awards and restricted stock units of the Issuer under the Issuer's 2014 Long-Term Incentive Plan and Class B Units (as defined in the Merger Agreement), in each case outstanding as of immediately prior to the effective time of the Merger.

Of the Aggregate Consideration, \$657,525,178.70 was funded from available liquidity of Orion US LP, which includes a revolving syndicated credit facility to which affiliated entities of Orion US LP are parties. As capital is called from committed limited partner investors, such investment capital will be used to repay the revolving credit facility. The revolving credit facility has a stated maturity date of June 21, 2019, a total aggregate principal amount of \$1,200,000,000 and an effective interest rate tied to certain benchmark interest rates plus a margin of up to 1.5%.

The remaining \$7,631,073.90 of the Aggregate Consideration was funded from available liquidity of the Issuer.

Item 4. Purpose of Transaction.

Item 4 of the Amended Schedule 13D is hereby amended by adding the following:



## Consummation of the Merger

On December 28, 2017, pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation in the Merger and a wholly-owned subsidiary of Orion US LP. In connection with the consummation of the Merger, the Issuer notified The NASDAQ Stock Market LLC ("NASDAQ") of the consummation of the Merger and requested that NASDAQ file with the U.S. Securities and Exchange Commission (the "SEC") a Form 25 Notification of Removal from Listing and/or Registration to delist and deregister the Class A Shares under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Issuer also intends to file with the SEC a Form 15 requesting that the Issuer's reporting obligations under Sections 13 and 15(d) of the Exchange Act be suspended.

In connection with the consummation of the Merger, the Class A Shares ceased to be outstanding, were cancelled and ceased to exist (subject to any appraisal rights the holder thereof may have pursuant to Section 262 of the Delaware General Corporation Law, as amended), and each share of common stock, par value \$0.01 per share, of Merger Sub issued and outstanding immediately prior to the effective time of the Merger, of which there was one such share, was converted into one share of Class A common stock (the "Surviving Corporation Class A Share"), par value \$0.01 per share, of the Surviving Corporation. As of the effective time of the Merger, the sole direct holder of the Surviving Corporation Class A Share is Orion US LP.

## Item 5. Interest in Securities of the Issuer.

Item 5(a)-(b) of the Amended Schedule 13D are hereby amended and restated by deleting them in their entirety and substituting the following in lieu thereof:

(a)-(b) The aggregate number and percentage of Surviving Corporation Class A Shares of the Issuer beneficially owned by the Reporting Persons to which this Amended Schedule 13D relates is one share, constituting 100.0% of the Issuer's outstanding Surviving Corporation Class A Shares. The percentage of Surviving Corporation Class A Shares of the Issuer is based on an aggregate number of Surviving Corporation Class A Shares of the Issuer of one outstanding as of the effective time of the Merger on December 28, 2017, pursuant to the Merger Agreement.

### (i) Orion US LP

(a) As of effective time of the Merger on December 28, 2017, Orion US LP may, subject to its disclaimer below, be deemed the beneficial owner of 1 Surviving Corporation Class A Share of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

Orion US LP disclaims beneficial ownership of any Surviving Corporation Class A Shares, including any Surviving Corporation Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

### (ii) Orion US GP

(a) As of effective time of the Merger on December 28, 2017, Orion US GP may be deemed the beneficial owner of 1 Surviving Corporation Class A Share of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

Orion US GP does not have any economic interest in any Surviving Corporation Class A Shares of the Issuer, including any Surviving Corporation Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

15

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(iii) BIF

(a) As of effective time of the Merger on December 28, 2017, BIF may be deemed the beneficial owner of 1 Surviving Corporation Class A Share of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

(iv) BAMPIC Canada

(a) As of effective time of the Merger on December 28, 2017, BAMPIC Canada may be deemed the beneficial owner of 1 Surviving Corporation Class A Share of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

(v) NA Holdco

(a) As of effective time of the Merger on December 28, 2017, NA Holdco may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

(vi) BRELP

(a) As of effective time of the Merger on December 28, 2017, BRELP may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

BRELP disclaims beneficial ownership of any Surviving Corporation Class A Shares, including any Surviving Corporation Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(vii) BRELP GP LP

(a) As of effective time of the Merger on December 28, 2017, BRELP GP LP may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

(viii) BRELP General Partner

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(a) As of effective time of the Merger on December 28, 2017, BRELP General Partner may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

(ix) BEP

(a) As of effective time of the Merger on December 28, 2017, BEP may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

BEP disclaims beneficial ownership of any Surviving Corporation Class A Shares, including any Surviving Corporation Class A Shares that may be deemed to be beneficially owned by any other Reporting Person.

(x) Managing General Partner

(a) As of effective time of the Merger on December 28, 2017, Managing General Partner may be deemed the beneficial owner of 0 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 0.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 0 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 0 Surviving Corporation Class A Share of the Issuer

(xi) Brookfield

(a) As of effective time of the Merger on December 28, 2017, Brookfield may be deemed the beneficial owner of 1 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

(xii) Partners

(a) As of effective time of the Merger on December 28, 2017, Partners may be deemed the beneficial owner of 1 Surviving Corporation Class A Shares of the Issuer, constituting a percentage of 100.0%

(b) Sole voting power to vote or direct vote: 0

Shared voting power to vote or direct vote: 1 Surviving Corporation Class A Share of the Issuer

Sole power to dispose or direct the disposition: 0

Shared power to dispose or direct the disposition: 1 Surviving Corporation Class A Share of the Issuer

Item 5(c) of the Amended Schedule 13D is hereby amended by adding the following:

(c) Schedule VIII filed herewith, which is incorporated herein by reference, describes all of the transactions in Class A Shares and Surviving Corporation Class A Shares of the Issuer that were effected in the past 60 days by the Reporting Persons.

On December 28, 2017, in connection with the consummation of the Merger, the 1,000 Class A Shares held by NA Holdco were converted into the right to receive the per share Merger consideration equal to \$5.10 per Class A Share in cash, without interest, and were cancelled.

Item 5(e) of the Amended Schedule 13D is hereby amended and restated by deleting it in its entirety and substituting the following in lieu thereof:

(e) As a result of the transactions described in Item 5(c) of this Amendment No. 2 above, as of the effective time of the Merger on December 28, 2017, each of NA Holdco, BRELP, BRELP GP LP, BRELP General Partner, BEP and Managing General Partner ceased to be the beneficial owner of more than five percent of the Class A Shares or the Surviving Corporation Class A Shares.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

December 28, 2017

ORION US HOLDINGS  
1 L.P., by its general  
partner,  
ORION US GP LLC

By: /s/ Fred Day  
Name: Fred Day  
Title: Vice President

ORION US GP LLC

By: /s/ Fred Day  
Name: Fred Day  
Title: Vice President

BROOKFIELD  
INFRASTRUCTURE  
FUND III GP LLC

By: /s/ Fred Day  
Name: Fred Day  
Title: Vice President

BROOKFIELD ASSET  
MANAGEMENT  
PRIVATE  
INSTITUTIONAL  
CAPITAL ADVISER  
(CANADA), L.P.,  
by its general partner,  
BROOKFIELD  
PRIVATE FUNDS  
HOLDINGS INC.

By: /s/ James Rickert

Name: James Rickert  
Title: Vice President

BROOKFIELD BRP  
HOLDINGS (CANADA) INC.

By: /s/ Andrea Rocheleau  
Name: Andrea Rocheleau  
Title: Senior Vice President

BROOKFIELD  
RENEWABLE  
ENERGY L.P., by its  
general partner, BREP  
HOLDING L.P., by its  
general partner, BRP  
BERMUDA GP  
LIMITED

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

BREP HOLDING L.P.,  
by its general partner,  
BRP BERMUDA GP  
LIMITED

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

BRP BERMUDA GP  
LIMITED

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

BROOKFIELD  
RENEWABLE  
PARTNERS L.P., by  
its general partner,  
BROOKFIELD

RENEWABLE  
PARTNERS LIMITED

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

BROOKFIELD  
RENEWABLE  
PARTNERS LIMITED

By: /s/ Jane Sheere  
Name: Jane Sheere  
Title: Secretary

BROOKFIELD ASSET  
MANAGEMENT INC.

By: /s/ A.J. Silber  
Name: A.J. Silber  
Title: Vice-President, Legal Affairs

PARTNERS LIMITED

By: /s/ Brian D. Lawson  
Name: Brian D. Lawson  
Title: President

## SCHEDULE I

## ORION US GP LLC

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u>  | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|---|--------------------|
| Keiji Hattori, Associate Vice President         | NBF Hibiya Building 25F,<br>1-1-7 Uchisaiwaicho,<br>Chiyoda-ku,<br>Tokyo 100-0011      | Senior Vice President of<br>Brookfield    | Japan              |
| Scott Peak, Manager                             | 1200 Smith Street<br>Suite 1200<br>Houston, TX 77002                                   | Senior Vice President of<br>Brookfield    | U.S.A              |
| Ralph Klatzkin, Manager and Vice<br>President   | Brookfield Place<br>250 Vesey Street, 15th<br>Floor<br>New York, NY 10281              | Vice President of Brookfield              | U.S.A.             |
| Fred Day, Manager and Vice President            | 1200 Smith Street<br>Suite 1200<br>Houston, TX 77002                                   | Vice President of Brookfield              | U.S.A.             |
| Hadley Peer Marshall, Senior Vice<br>President  | Brookfield Place<br>250 Vesey Street, 15th<br>Floor<br>New York, NY 10281              | Senior Vice President of<br>Brookfield    | U.S.A.             |
| Julian Deschatelets, Senior Vice President      | 181 Bay Street, Suite 300,<br>Brookfield Place,<br>Toronto, Ontario<br>M5J 2T3, Canada | Senior Vice President of<br>Brookfield    | Canada             |
| Andrea Rocheleau, Senior Vice President         | 41 Victoria Street<br>Gatineau, Québec<br>J8X 2A1, Canada                              | Senior Vice President of<br>Brookfield    | Canada             |
| William Fyfe, Assistant Secretary               | 181 Bay Street, Suite 300,<br>Brookfield Place,<br>Toronto, Ontario<br>M5J 2T3, Canada | Legal Counsel of Brookfield               | Canada             |

## SCHEDULE II

## BROOKFIELD INFRASTRUCTURE FUND III GP LLC

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u>  | <u>Principal Occupation or Employment</u> | <u>Citizenship</u> |
|---|--|---|--------------------|
| Justin Beber, President                         | 181 Bay Street, Suite 300,<br>Brookfield Place,<br>Toronto, Ontario<br>M5J 2T3, Canada | Managing Partner of Brookfield            | Canada             |
| Mark Srulowitz, Manager and Vice President      | Brookfield Place<br>250 Vesey Street, 15th<br>Floor<br>New York, NY 10281              | Managing Partner of Brookfield            | U.S.A.             |
| Scott Peak, Manager and Senior Vice President   | 1200 Smith Street<br>Suite 1200<br>Houston, TX 77002                                   | Senior Vice President of<br>Brookfield    | U.S.A.             |
| Keiji Hattori, Associate Vice President         | NBF Hibiya Building 25F,<br>1-1-7 Uchisaiwaicho,<br>Chiyoda-ku,<br>Tokyo 100-0011      | Senior Vice President of<br>Brookfield    | Japan              |
| Ralph Klatzkin, Manager and Vice President      | Brookfield Place<br>250 Vesey Street, 15th<br>Floor<br>New York, NY 10281              | Vice President of Brookfield              | U.S.A.             |
| Fred Day, Manager and Vice President            | 1200 Smith Street<br>Suite 1200<br>Houston, TX 77002                                   | Vice President of Brookfield              | U.S.A.             |

## SCHEDULE III

## BROOKFIELD BRP HOLDINGS (CANADA) INC.

| <u>Name and Position of Officer or Director</u>      | <u>Principal Business Address</u>                                 | <u>Principal Occupation or Employment</u>                     | <u>Citizenship</u> |
|--|---|---|--------------------|
| Edward Kress, Director and Chairman                  | 51 Yonge Street, Suite 400<br>Toronto, Ontario M5E 1J1,<br>Canada | Corporate Director  | Canada             |
| David Mann, Director                                 | 50 McCurdy Drive,<br>Chester, Nova Scotia B0J<br>1J0,<br>Canada   | Corporate Director  | Canada             |
| John Van Egmond, Director                            | 6900 N. Ozona Drive<br>Tuscon, AZ 85718                           | Financial Consultant, Ozona<br>Corporation                    | U.S.A              |
| Harry Goldgut, Chairman<br>BRE Group                 | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada   | Executive Chairman, Infrastructure<br>and Power of Brookfield | Canada             |
| Richard Legault, Chairman<br>BRE Group               | 41 Victoria Street<br>Gatineau, Quebec J8X<br>2A1,<br>Canada      | Executive Chairman,<br>Renewable Power of Brookfield          | Canada             |
| Sachin Shah, Chief Executive Officer                 | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada   | Senior Managing Partner of<br>Brookfield                      | Canada             |
| Nicholas Goodman, Chief Financial<br>Officer         | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada   | Managing Partner of Brookfield                                | United<br>Kingdom  |
| Jennifer Mazin, Senior Vice President<br>& Secretary | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada   | Managing Partner of Brookfield                                | Canada             |
| Andrea Rocheleau, Senior Vice<br>President           | 41 Victoria Street<br>Gatineau, Quebec J8X<br>2A1<br>Canada       | Senior Vice President of Brookfield<br>Canada                 | Canada             |

## SCHEDULE IV

## BRP BERMUDA GP LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u>  | <u>Principal Occupation or Employment</u>  | <u>Citizenship</u> |
|---|--|--|--------------------|
| Jeffrey M. Blidner, Director                    | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada                                    | Vice Chairman of Brookfield  | Canada             |
| Eleazar de Carvalho Filho, Director             | Rua Joaquim Floriano<br>1120 - 6th floor - Cj. 61<br>Itaim Bibi, São Paulo, SP<br>04534-004 Brazil | Founder of Virtus BR Partners<br>and Corporate Director,<br>Founder of Sinfonia Consultoria<br>e participações | Brazil             |
| David Mann, Director                            | 50 McCurdy Drive,<br>Chester<br>Nova Scotia B0J 1J0,<br>Canada                                     | Corporate Director   | Canada             |
| Lou Maroun, Director                            | 20 South Road, Warwick<br>WK 02 Bermuda  | Chairman of Sigma Real<br>Estate Advisors/Sigma Capital<br>Corporation   | Canada             |
| Lars Josefsson, Director                        | Contributor AB<br>Bilblioteksgatan 1, 4 tr<br>111 46 Stockholm,<br>Sweden                          | Managing Director,<br>Contributor AB   | Sweden             |
| John Van Egmond, Director                       | 6900 N. Ozona Drive<br>Tuscon, AZ 85718  | Financial Consultant, Ozona<br>Corporation   | U.S.A.             |
| Patricia Zuccotti, Director                     | 4612 105 <sup>th</sup> Avenue NE,<br>Kirkland, WA 98033  | Corporate Director   | U.S.A.             |
| Gregory E.A. Morrison, President                | 73 Front Street, Hamilton<br>HM 12 Bermuda   | President, Brookfield Bermuda  | Canada             |
| Gregory N. McConnie, Vice<br>President          | Wildey Business Park<br>2 <sup>nd</sup> Floor, Wildey<br>St. Michael Barbados<br>14006             | President and Chief Executive<br>Officer<br>Brookfield International Bank Inc.                                 | Barbados           |
| Jane Sheere, Secretary                          | 73 Front Street, Hamilton<br>HM 12 Bermuda   | Manager - Corporate Services<br>of Brookfield Bermuda  | United<br>Kingdom  |
| Anna Knapman-Scott, Assistant<br>Secretary      | 73 Front Street, Hamilton<br>HM 12 Bermuda   | Operations Manager & Legal<br>Counsel  | United<br>Kingdom  |



## SCHEDULE V

## BROOKFIELD RENEWABLE PARTNERS LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u>  | <u>Principal Occupation or Employment</u>  | <u>Citizenship</u> |
|---|--|--|--------------------|
| Jeffrey M. Blidner, Director                    | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3<br>Canada                                    | Vice Chairman of Brookfield  | Canada             |
| Eleazar de Carvalho Filho, Director             | Rua Joaquim Floriano<br>1120 - 6th floor - Cj. 61<br>Itaim Bibi, São Paulo, SP<br>04534-004 Brazil | Founder of Virtus BR Partners<br>and Corporate Director,<br>Founder of Sinfonia Consultoria<br>e participações | Brazil             |
| David Mann, Director                            | 50 McCurdy Drive,<br>Chester<br>Nova Scotia B0J 1J0,<br>Canada                                     | Corporate Director   | Canada             |
| Lou Maroun, Director                            | 20 South Road, Warwick<br>WK 02 Bermuda  | Chairman of Sigma Real<br>Estate Advisors/Sigma Capital<br>Corporation   | Canada             |
| Lars Josefsson, Director                        | Contributor AB<br>Bilblioteksgatan 1, 4 tr<br>111 46 Stockholm,<br>Sweden                          | Managing Director,<br>Contributor AB   | Sweden             |
| John Van Egmond, Director                       | 6900 N. Ozona Drive<br>Tuscon, AZ 85718  | Financial Consultant, Ozona<br>Corporation   | U.S.A.             |
| Patricia Zuccotti, Director                     | 4612 105 <sup>th</sup> Avenue NE,<br>Kirkland, WA 98033  | Corporate Director   | U.S.A.             |
| Gregory E.A. Morrison, President                | 73 Front Street, Hamilton<br>HM 12 Bermuda   | President, Brookfield Bermuda  | Canada             |
| Gregory N. McConnie, Vice<br>President          | Willey Business Park<br>2 <sup>nd</sup> Floor, Willey<br>St. Michael Barbados<br>14006             | President and Chief Executive<br>Officer<br>Brookfield International Bank Inc.                                 | Barbados           |
| Jane Sheere, Secretary                          | 73 Front Street, Hamilton<br>HM 12 Bermuda   | Manager - Corporate Services<br>of Brookfield Bermuda  | United<br>Kingdom  |
| Anna Knapman-Scott,<br>Assistant Secretary      | 73 Front Street, Hamilton<br>HM 12 Bermuda   | Operations Manager & Legal<br>Counsel  | United<br>Kingdom  |



## SCHEDULE VI

## BROOKFIELD ASSET MANAGEMENT INC.

| <u>Name and Position of Officer or Director</u>                                  | <u>Principal Business Address</u>  | <u>Principal Occupation or Employment</u>  | <u>Citizenship</u> |
|--|--|--|--------------------|
| M. Elyse Allan, Director   | 2300 Meadowvale Road,<br>Mississauga,<br>Ontario,<br>L5N 5P9, Canada             | President and Chief Executive Officer of General Electric Canada Company Inc.  | Canada & U.S.A.    |
| Jeffrey M. Blidner, Director and Vice Chairman                                   | 181 Bay Street,<br>Suite 300<br>Toronto, Ontario<br>M5J 2T3,<br>Canada           | Vice Chairman of Brookfield  | Canada             |
| Angela F. Braly, Director  | 832 Alverna Drive,<br>Indianapolis,<br>Indiana 46260                             | President & Founder of The Braly Group, LLC  | U.S.A.             |
| Jack L. Cockwell, Director   | 51 Yonge Street,<br>Suite 400,<br>Toronto, Ontario<br>M5E 1J1,<br>Canada         | Corporate Director   | Canada             |
| Marcel R. Coutu, Director  | 335 8th Avenue<br>SW, Suite 1700<br>Calgary, Alberta<br>T2P 1C9, Canada          | Former President and Chief Executive Officer of Canadian Oil Sands Limited   | Canada             |
| Maureen Kempston Darkes, Director  | 10 Avoca Avenue,<br>Unit 1904<br>Toronto, Ontario<br>M4T 2B7, Canada             | Corporate Director of Brookfield and former President, Latin America, Africa and Middle East of General Motors Corporation | Canada             |
| Murilo Ferreira  | Rua General<br>Venâncio Flores<br>50 Cob 01<br>Leblon, Rio de<br>Janeiro, Brazil | Corporate Director   | Brazil             |
| J. Bruce Flatt, Director and Senior Managing Partner and Chief Executive Officer | 181 Bay Street,<br>Suite 300,<br>Toronto, Ontario<br>M5J 2T3,                    | Senior Managing Partner and Chief Executive Officer of Brookfield  | Canada             |

Canada

|  |   |  |        |
|--|---|--|--------|
| Robert J. Harding, Director  | 181 Bay Street,<br>Suite 300,<br>Brookfield Place,<br>Toronto, Ontario<br>M5J 2T3, Canada | Chairman, Brookfield Global Infrastructure<br>Advisory Board         | Canada |
| David W. Kerr, Director  | c/o 51 Yonge<br>Street, Suite 400,<br>Toronto, Ontario<br>M5E 1J1,<br>Canada              | Corporate Director   | Canada |
| Brian W. Kingston, Senior<br>Managing Partner                              | 250 Vesey Street,<br>15th Floor,<br>New York, NY<br>10281                                 | Senior Managing Partner of Brookfield                                | Canada |
| Brian D. Lawson, Senior<br>Managing Partner<br>and Chief Financial Officer | 181 Bay Street,<br>Suite 300<br>Toronto, Ontario<br>M5J 2T3, Canada                       | Senior Managing Partner and Chief Financial<br>Officer of Brookfield | Canada |

|  |  |  |                    |
|--|--|--|--------------------|
| Cyrus Madon, Senior Managing Partner                               | 181 Bay Street, Suite 300<br>Toronto, Ontario M5J 2T3,<br>Canada   | Senior Managing Partner of Brookfield  | Canada             |
| Frank J. McKenna, Director   | TD Bank Group, P.O.<br>Box 1, TD Centre,<br>66 Wellington St. West,<br>4th Floor, TD Tower,<br>Toronto, Ontario<br>M5K 1A2, Canada | Chair of Brookfield and Deputy Chair of TD Bank Group  | Canada             |
| Rafael Miranda   | C/Santiago de Compostela 100,<br>28035 Madrid, Spain   | Chairman, Acerinox   | Spain              |
| Youssef A. Nasr, Director  | P.O. Box 16 5927,<br>Beirut, Lebanon   | Corporate Director of Brookfield and former Chairman and CEO of HSBC Middle East Ltd. and former President of HSBC Bank Brazil | Lebanon and U.S.A. |
| Lord Augustine Thomas O'Donnell, Director                          | P.O. Box 1, TD Centre,<br>66 Wellington St. W.,<br>4th Floor, TD Tower<br>Toronto, Ontario<br>M5K 1A2, Canada                      | Chairman of Frontier Economics and Strategic Advisor of TD Bank Group  | United Kingdom     |
| Samuel J.B. Pollock, Senior Managing Partner                       | 181 Bay Street, Suite 300<br>Toronto, Ontario<br>M5J 2T3, Canada   | Senior Managing Partner of Brookfield  | Canada             |
| Ngee Huat Seek, Director   | 501 Orchard Road<br>#08-01 Wheelock Place<br>Singapore 238880  | Former Chairman of the Latin American Business Group, Government of Singapore Investment Corporation                           | Singapore          |
| Diana L. Taylor, Director  | Solera Capital L.L.C<br>625 Madison Avenue,<br>3rd Floor<br>New York, N.Y. 10022   | Vice Chair of Solera Capital LLC   | U.S.A              |
| A.J. Silber, Vice-President, Legal Affairs and Corporate Secretary | 181 Bay Street, Suite 300<br>Toronto, Ontario<br>M5J 2T3, Canada   | Vice-President, Legal Affairs and Corporate Secretary of Brookfield  | Canada             |

## SCHEDULE VII

## PARTNERS LIMITED

| <u>Name and Position of Officer or Director</u> | <u>Principal Business Address</u>   | <u>Principal Occupation or Employment</u>                                 | <u>Citizenship</u> |
|---|---|---|--------------------|
| Jack L. Cockwell, Director and Chairman         | 51 Yonge Street, Suite 400,<br>Toronto, Ontario<br>M5E 1J1, Canada  | Corporate Director  | Canada             |
| David W. Kerr, Director                         | 51 Yonge Street, Suite 400,<br>Toronto, Ontario M5E 1J1,<br>Canada  | Corporate Director  | Canada             |
| Brian D. Lawson, Director and President         | Brookfield Asset Management,<br>Inc.,<br>181 Bay Street,<br>Brookfield Place, Suite 300<br>Toronto, Ontario<br>M5J 2T3, Canada  | Senior Managing Partner and Chief<br>Financial Officer<br>of Brookfield   | Canada             |
| George E. Myhal, Director                       | Partners Value Investments,<br>181 Bay Street, Brookfield Place,<br>Suite 300,<br>Toronto, Ontario<br>M5J 2T3, Canada           | Director, Chairman, President and CEO<br>of<br>Partners Value Investments | Canada             |
| Timothy R. Price, Director                      | 51 Yonge Street,<br>Suite 400<br>Toronto, Ontario M5E 1J1,<br>Canada  | Chairman, Brookfield Funds  | Canada             |
| Tony E. Rubin, Treasurer                        | 51 Yonge Street,<br>Suite 400<br>Toronto, Ontario M5E 1J1,<br>Canada  | Accountant  | Canada             |
| Lorretta Corso, Secretary                       | Brookfield Asset Management,<br>Inc.,<br>181 Bay Street,<br>Brookfield Place, Suite 300,<br>Toronto, Ontario<br>M5J 2T3, Canada | Corporate Secretarial Administrator,<br>Brookfield                        | Canada             |

SCHEDULE VIII

TRADING IN SHARES

The Reporting Persons effected the following transactions in Surviving Corporation Class A Shares of the Issuer during the past 60 days.

| <u>Party</u> | <u>Trade Date</u> | <u>Buy / Sell</u> | <u>Number of Shares</u> | <u>Trade Price</u> |
|--------------|-------------------|-------------------|-------------------------|--------------------|
| Orion US LP  | December 28, 2017 | Buy               | 1                       | N/A                |

The Reporting Persons effected the following transactions in Class A Shares of the Issuer during the past 60 days.

| <u>Party</u> | <u>Trade Date</u> | <u>Buy / Sell</u> | <u>Number of Shares</u> | <u>Trade Price</u> |
|--------------|-------------------|-------------------|-------------------------|--------------------|
| Orion US LP  | December 28, 2017 | Sell              | 19,535,004              | N/A                |
| NA Holdco    | December 28, 2017 | Sell              | 1,000                   | \$5.10             |