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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. 7)\*

**TerraForm Power, Inc.**  
(Name of Issuer)

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

**88104R100**  
(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)

**January 20, 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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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD ASSET MANAGEMENT INC.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> ONTARIO	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 11,075,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 11,075,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 11,075,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 12.12% <sup>(1)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

(1) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> PARTNERS LIMITED	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> ONTARIO	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 11,075,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 11,075,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 11,075,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 12.12% <sup>(2)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

(2) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CANADA), L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> ONTARIO	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,450,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,450,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,450,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 11.44% <sup>(3)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(3) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD INFRASTRUCTURE FUND III GP LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> DELAWARE	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,450,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,450,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,450,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 11.44% <sup>(4)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(4) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> ORION US GP LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> DELAWARE	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,450,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,450,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,450,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 11.44% <sup>(5)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(5) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> ORION US HOLDINGS 1 L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> BK	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> DELAWARE	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,450,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,450,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,450,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 11.44% <sup>(6)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(6) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER (CREDIT) LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> DELAWARE	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 625,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 625,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 625,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 0.68% <sup>(7)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(7) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.



<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD CREDIT OPPORTUNITIES FUND GP, LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> DELAWARE	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 625,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 625,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 625,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 0.68% <sup>(8)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(8) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BROOKFIELD CREDIT OPPORTUNITIES MASTER FUND, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> CAYMAN ISLANDS	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b>
	<b>8</b>	<b>SHARED VOTING POWER</b> 625,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b>
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 625,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 625,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 0.68% <sup>(9)</sup>	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

(9) Percentage ownership is based on an aggregate number of Class A Shares of the Issuer of 91,349,263 outstanding as of November 30, 2016, based on information disclosed by the Issuer in Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, filed December 6, 2016.

This Amendment No. 7 (this "Amendment No. 7") 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 Credit Opportunities Master Fund, L.P., Brookfield Credit Opportunities Fund GP, LLC, Brookfield Asset Management Private Institutional Capital Adviser (Credit) LLC, Brookfield Asset Management Inc. and Partners Limited to amend the Schedule 13D filed on June 29, 2016 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D, filed on July 22, 2016, Amendment No. 2 to the Original Schedule 13D, filed on October 19, 2016, Amendment No. 3 to the Original Schedule 13D, filed on November 10, 2016, Amendment No. 4 to the Original Schedule 13D, filed on November 18, 2016, Amendment No. 5 to the Original Schedule 13D, filed on December 5, 2016, and Amendment No. 6 to the Original Schedule 13D, filed on January 10, 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 Power, Inc., a corporation organized under the laws of the state of Delaware.

The Reporting Persons and Appaloosa are individually filing pursuant to Rule 13d-1(k) under the Act.

This Amendment No. 7 hereby amends Item 4 and Item 6 of the Amended Schedule 13D as follows:

**Item 4. Purpose of Transaction.**

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

In addition to the proposals previously submitted on January 9, 2017 by Brookfield (the "Original Proposals"), Brookfield made an additional oral proposal to the Issuer (the "Additional Proposal") in respect of a potential transaction on alternate terms from the Original Proposals in which Brookfield would purchase 100% of the Issuer for \$12.00 cash per share on a fully diluted basis, conditioned on the purchase by Brookfield of either 100% of GLBL or at least 50% of GLBL in a sponsorship transaction.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Item 6 of the Amended Schedule 13D is hereby amended by adding the following:

On January 20, 2017, Brookfield entered into an exclusivity agreement with the Issuer, pursuant to which the Issuer and Brookfield will work together in respect of the Original Proposals and the Additional Proposal. Brookfield has also entered into an exclusivity agreement with GLBL with respect to a potential transaction involving Brookfield and GLBL. The exclusivity period with respect to the Issuer is scheduled to expire at 11:59 p.m. New York City time on February 21, 2017 and at the same time on March 6, 2017 with respect to GLBL.

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**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.

January 23, 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

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**BROOKFIELD CREDIT OPPORTUNITIES MASTER  
FUND, L.P. by its general partner, BROOKFIELD  
CREDIT OPPORTUNITIES FUND GP, LLC**

By: /s/ Barry Blattman

\_\_\_\_\_  
Name: Barry Blattman

Title: Chairman

**BROOKFIELD CREDIT OPPORTUNITIES FUND  
GP, LLC**

By: /s/ Barry Blattman

\_\_\_\_\_  
Name: Barry Blattman

Title: Chairman

**BROOKFIELD ASSET MANAGEMENT PRIVATE  
INSTITUTIONAL CAPITAL ADVISER (CREDIT)  
LLC**

By: /s/ Barry Blattman

\_\_\_\_\_  
Name: Barry Blattman

Title: President and Treasurer

**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