

**Toromont Offer for Enerflex
Calculations Supporting Consideration on Tender**

Units Tendered - as at January 20, 2010

Tendered for cash	10,136,610
Tendered for shares & \$0.05	<u>32,087,156</u>
	<u><u>42,223,766</u></u>

Estimated Fully Diluted Units outstanding - as at December 18, 2009

Trust Units	44,295,097	- per Enerflex management
Exchangeable LP Units	2,652,822	- per Enerflex management
Trust Unit options	<u>1,092,447</u>	- per Enerflex management
	<u><u>48,040,366</u></u>	

Toromont ownership of Enerflex - as at January 20, 2010

Units owned by Toromont	3,902,100
Units tendered to January 20, 2010	<u>42,223,766</u> - per Toromont
	<u><u>46,125,866</u></u>

Percentage ownership 96%

Unitholders Tendering on January 20, 2010 Receive

		Total Cash	Total Shares	Cash per Unit	Shares per Unit
Tendering for Cash	10,136,610	\$ 144,446,693	-	\$ 14.250	-
Tendering for Shares	<u>32,087,156</u>	<u>157,453,234</u>	<u>11,362,415</u>	<u>\$ 4.907</u>	<u>0.3541</u>
	<u><u>42,223,766</u></u>	<u><u>\$ 301,899,927</u></u>	<u><u>11,362,415</u></u>	<u><u>\$ 7.150</u></u>	<u><u>0.2691</u></u>

Total Purchase

		Total Cash	Total Shares	Cash per Unit	Shares per Unit
Tendering for Cash	10,136,610	\$ 144,446,693	-	\$ 14.250	-
Tendering for Shares	32,087,156	157,453,234	11,362,415	\$ 4.907	0.3541
Remaining	<u>1,914,500</u>	<u>13,688,675</u>	<u>515,192</u>	<u>\$ 7.150</u>	<u>0.2691</u>
	<u><u>44,138,266</u></u>	<u><u>\$ 315,588,602</u></u>	<u><u>11,877,607</u></u>	<u><u>\$ 7.150</u></u>	<u><u>0.2691</u></u>