

**Toromont Offer for Enerflex
Calculations Supporting Consideration**

Estimated Fully Diluted Units outstanding - as at September 30, 2009

Trust Units	44,240,503	- as at September 30, 2009
Exchangeable LP Units	2,663,422	- as at September 30, 2009
Trust Unit options	1,192,372	- as at December 31, 2008
Trust Unit options granted in 2009	26,420	- as per September interim f/s
Trust Unit options exercised in 2009	(7,860)	- as per September interim f/s
	<u>48,114,857</u>	

Estimated Fully Diluted Units remaining to be purchased - as at September 30, 2009

Fully diluted units outstanding	48,114,857	
Less shares owned by TIL	(3,902,100)	- per Toromont
	<u>44,212,757</u>	

Total purchase value

Number of units remaining to be purchased	44,212,757
Value per share	\$ 13.50
	<u>\$ 596,872,220</u>

Maximum cash

\$0.05 for those choosing shares	22,106,379	\$	0.05	\$	1,105,319
\$13.50 for those choosing cash	22,106,379	\$	13.50	\$	<u>298,436,110</u>
				\$	<u>299,541,429</u>

Maximum shares

0.5098 shares for those choosing shares	22,106,379	0.5098	11,269,832
Based on Toromont volume-weighted average price of		\$26.3839	

The number of Trust Units, Exchangeable LP Units and Options used herein is taken solely from enerflex's public disclosure.