

SECURITIES AND EXCHANGE COMMISSION

FORM SC14D1F/A

Third party tender offer statement filed pursuant to Rule 14d-1(b) by foreign issuers [amend]

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SUBJECT COMPANY

WESTERN WIND ENERGY CORP

CIK: 1271131 | IRS No.: 000000000 | State of Incorporation: A1 | Fiscal Year End: 1231
Type: SC14D1F/A | Act: 34 | File No.: 005-81701 | Film No.: 13522381
SIC: 4911 Electric services

Mailing Address
SUITE 1326 - 885 WEST
GEORGIA STREET
VANCOUVER A1 V6C 3E8

Business Address
SUITE 1326 - 885 WEST
GEORGIA STREET
VANCOUVER A1 V6C 3E8
604-685-9463

FILED BY

Brookfield Renewable Energy Partners L.P.

CIK: 1533232 | IRS No.: 000000000 | State of Incorporation: D0 | Fiscal Year End: 1231
Type: SC14D1F/A
SIC: 4911 Electric services

Mailing Address
73 FRONT STREET
FIFTH FLOOR
HAMILTON D0 HM 12

Business Address
73 FRONT STREET
FIFTH FLOOR
HAMILTON D0 HM 12
441-294-3304

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**AMENDMENT NO. 2
TO
SCHEDULE 14D-1F**

**TENDER OFFER STATEMENT
PURSUANT TO RULE 14d-1(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934**

Western Wind Energy Corp.
(Name of Subject Company)

(Translation of Subject Company's name into English (if applicable))

British Columbia, Canada
(Jurisdiction of Subject Company's Incorporation or Organization)

WWE EQUITY HOLDINGS INC.
an indirect wholly-owned subsidiary of

Brookfield Renewable Energy Partners L.P.
(Bidder)

Common Shares
(Title of Class of Securities)

95988Q108
(CUSIP Number of Class of Securities (if applicable))

Jane Sheere
Brookfield Renewable Energy Partners L.P.
73 Front Street, 5th Floor, Hamilton HM 12, Bermuda
Telephone: 441-295-1443

(Name, address (including zip code) and telephone number (including area code) of person(s) authorized to receive notices and communications on behalf of bidder)

Copy to:
Mile T. Kurta
Torys LLP
1114 Avenue of the Americas
New York, NY 10036
Telephone: 212-880-6000

November 26, 2012

(Date tender offer first published, sent or given to securityholders)

PART I

INFORMATION REQUIRED TO BE SENT TO SHAREHOLDERS

Item 1. Home Jurisdiction Documents

Offer to Purchase and Circular, dated November 26, 2012 and as amended by Amendment No. 1 to Schedule 14D-1F filed with the U.S. Securities and Exchange Commission on December 12, 2012 by the bidders (the “Offer to Purchase and Circular”), as well as the related Letter of Transmittal, Notice of Guaranteed Delivery, and advertisement published in The Globe and Mail on November 26, 2012.¹

Item 2. Informational Legends

See “Notice to Shareholders in the United States” in the Offer to Purchase and Circular.

¹ Previously filed with the bidders’ Schedule 14D-1F filed on November 26, 2012, as amended by Amendment No. 1 to the Schedule 14D-1F filed on December 12, 2012.

PART II

INFORMATION NOT REQUIRED TO BE SENT TO SHAREHOLDERS

The following document is filed as an exhibit to this Schedule:

Exhibit

<u>No.</u>	<u>Description</u>
1	Press release dated November 23, 2012 ²
2	Press release dated January 9, 2013

² Previously filed with the bidders' Schedule 14D-1F filed on November 26, 2012.

PART III

UNDERTAKINGS AND CONSENT TO SERVICE OF PROCESS

1. Undertakings

(a) The bidder undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to this Schedule or to transactions in said securities.

(b) The bidder undertakes to disclose in the United States, on the same basis as they are required to make such disclosure pursuant to applicable Canadian federal and/or provincial or territorial law, regulations or policies, or otherwise disclose, information regarding purchases of the issuer's securities in connection with the cash tender offer covered by this Schedule. Such information shall be set forth in amendments to this Schedule.

2. Consent to Service of Process

(a) The bidder has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.³

(b) Any change to the name or address of the registrant's agent for service shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the registrant.

³ Previously filed contemporaneously with the bidders' Schedule 14D-1F filed on November 26, 2012.

PART IV – SIGNATURES

By signing this Schedule, Brookfield Renewable Energy Partners L.P. consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the filing on Schedule 14D-1F or any purchases or sales of any security in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon its designated agent.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 10, 2013

BROOKFIELD RENEWABLE ENERGY PARTNERS L.P.

by its general partner, Brookfield Renewable Partners Limited

By: /s/ Jane Sheere

Name: Jane Sheere

Title: Secretary

By signing this Schedule, WWE Equity Holdings Inc. consents without power of revocation that any administrative subpoena may be served, or any administrative proceeding, civil suit or civil action where the cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the filing on Schedule 14D-1F or any purchases or sales of any security in connection therewith, may be commenced against it in any administrative tribunal or in any appropriate court in any place subject to the jurisdiction of any state or of the United States by service of said subpoena or process upon its designated agent.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 10, 2013

WWE EQUITY HOLDINGS INC.

By: /s/ Patricia Bood

Name: Patricia Bood

Title: Secretary, Senior Vice President Legal Services
and General Counsel

Brookfield Renewable Energy Partners L.P.

Brookfield

News Release

All amounts in Canadian dollars unless otherwise indicated

BROOKFIELD RENEWABLE RESPONDS TO STATEMENTS OF WESTERN WIND ENERGY CORP. REGARDING ALL-CASH OFFER

HAMILTON, Bermuda, January 9, 2013 - Brookfield Renewable Energy Partners L.P. (TSX: **BEP.UN**) ("**Brookfield Renewable**") today announced that it has sent a letter to the Board of Directors of Western Wind Energy Corp. ("**Western Wind**") in response to statements of Western Wind regarding Brookfield Renewable's all-cash offer (the "**Offer**") to acquire the issued and outstanding Common Shares of Western Wind for \$2.50 per share.

Western Wind has asked that shareholders take no action with respect to the Offer but has not provided any indication that an alternative transaction proposal will be presented to shareholders prior to expiry of the Offer. Furthermore, Western Wind has not provided Brookfield Renewable access to information which may support a higher offer.

The full text of the letter Brookfield Renewable sent to the Board of Directors of Western Wind is below.

The Offer will be open until January 28, 2013 at 5:00 p.m. EST. For further information on the Offer, please contact CST Phoenix Advisors, Brookfield Renewable's information agent for the Offer, by toll free phone at 1-800-336-5159 or by email at inquiries@phoenixadvisorscst.com.

Full text of letter sent to the Board of Directors of Western Wind:

January 9, 2013

BY EMAIL

Board of Directors
Western Wind Energy Corp.
Suite 1326, 885 West Georgia Street
Vancouver, BC
V6C 3E8

Gentlemen:

Re: All-Cash Offer to Acquire Western Wind Energy Corp.

As you know, we are a significant shareholder of Western Wind Energy Corp. ("**Western Wind**" or the "**Company**") and have made an offer ("**Offer**") to acquire all of the issued and outstanding common shares of Western Wind for cash consideration of \$2.50 per share. We would like to take this opportunity to comment on certain public statements and information included in your November 30, 2012 Q3 conference call, your Directors' Circular in response to our Offer, and recent

Western Wind news releases. We would also like to reiterate that our preferred approach is to work with the Board of Western Wind and its advisors towards a Board-supported transaction.

Over five months have elapsed since the announcement of the sales process, and over six weeks have elapsed since the announcement of our Offer. Mr. Ciachurski has criticized our Offer as too low, yet no alternative transaction has been presented to shareholders and we still have not been provided with access to any information that would support our paying a higher offer price. This, notwithstanding Mr. Ciachurski's comment on the November 30th conference call that "we're willing to give [Brookfield] information that they need to...reassess their price..."

As we indicated to the Chairman of the Board of Directors in our November 23, 2012 letter regarding the Offer, we have made our Offer without the benefit of due diligence. We have received no communication from Rothschild since their visit to our office on November 28, 2012 (this, despite a statement that "Rothschild is handling the relationship with Brookfield"), nor have we had any engagement with the Western Wind board or management. If Western Wind provides us with access to the information provided to other potential buyers in the sales process, we may find information on Western Wind that supports our paying a higher price. Please let us know as soon as possible if you are willing to do so as we stand ready to complete this work prior to the expiry of our Offer if you provide us adequate time to do so. We assume you will agree that engaging with us to maximize our offer price is in the best interest of Western Wind shareholders.

We would note the following with respect to the price we have offered:

First, in connection with Western Wind's US\$25 million term loan facility announced on November 19, 2012, the Company issued 400,000 share purchase warrants to the lender at \$2.50 per share. Given the Company's statements that no dilutive securities would be issued, the Company must not believe that issuing shares at \$2.50 per share is too low or a dilutive price.

Secondly, as disclosed in your Directors' Circular, several of your Directors and Officers (including members of your Special Committee overseeing the sales process) sold a significant number of common shares of Western Wind in the three months prior to the announcement of our Offer at prices at or below our offer price. These dispositions were well after Western Wind's July 30, 2012 announcement of its sales process, and, most notably, after our August 29, 2012 announced initial investment in Western Wind at a price of \$2.25 per share.

Thirdly, Mr. Ciachurski indicated that Rothschild was preparing a fairness opinion with respect to the adequacy of our Offer and that an outline of that fairness opinion would be part of the Directors' Circular. No such opinion was included.

Fourthly, in the five months since the sales process began, no third party offers for the Company have been forthcoming at a higher price than our Offer, notwithstanding statements by the Company to the effect that the sales process has been a robust one. As a major shareholder of the Company, we have a significant interest in the outcome of this process.

We have structured our Offer as a "Permitted Bid" under Western Wind's shareholder protection rights plan agreement. Based on statements in your Directors' Circular, we are concerned that you may try to delay completion of our Offer by taking a position that our Offer is not a Permitted Bid, so we have forwarded our take-over bid circular, your Directors' Circular and relevant correspondence to the British Columbia Securities Commission to confirm that our Offer is a Permitted Bid.

Once again, we continue to welcome the opportunity to work with the Board and its advisors towards a Board-supported transaction, but time to do so is rapidly running out as our Offer expires on January 28, 2013.

We look forward to your prompt response.

Yours truly,



Richard Legault

Chief Executive Officer of the manager
of Brookfield Renewable Energy
Partners L.P., BRP Energy Group L.P.

* * * * *

Brookfield Renewable Energy Partners (TSX: BEP.UN) operates one of the largest publicly-traded, pure-play renewable power platforms globally. Its portfolio is primarily hydroelectric and totals approximately 5,300 megawatts of installed capacity. Diversified across 69 river systems and 11 power markets in the United States, Canada and Brazil, the portfolio generates enough electricity from renewable resources to power more than two million homes on average each year. With a virtually fully-contracted portfolio of high-quality assets and strong growth prospects, the business is positioned to generate stable, long-term cash flows supporting regular and growing cash distributions to shareholders. For more information, please visit www.brookfieldrenewable.com.

Investor Contact:

Zev Korman
Director, Investor Relations
E-mail: zev.korman@brookfield.com
Tel: (416) 359-1955

Media Contact:

Andrew Willis
SVP, Communications and Media
E-mail: andrew.willis@brookfield.com
Tel: (416) 369-8236