



**AMENDING AGREEMENT**

**THIS AMENDING AGREEMENT NUMBER 3** is made as of the 11th day of January 2011.

**BETWEEN:**

**NALCOR ENERGY**, a body corporate constituted pursuant to the Energy Corporation Act, S.N. 2007, c. E-11.01 and having its head office at the City of St. John's, Province of Newfoundland and Labrador, (hereinafter referred to as "**Company**") of the first part,

- and -

**RDO CONSULTING LTD.**, a body incorporated under the laws of the Province of Newfoundland and Labrador and having its head office in the City of Portugal Cove-St. Philips in the Province of Newfoundland and Labrador (hereinafter referred to as "**Contractor**") of the second part.

**WHEREAS** an Agreement Number 15538-OB entitled Professional Services (hereinafter called the "Agreement") dated 1<sup>st</sup> of April 2008 was entered into between Company and Contractor;

**AND WHEREAS** the parties wish to amend the Agreement as hereinafter set forth in this Amending Agreement.

**NOW THEREFORE THIS AMENDING AGREEMENT WITNESSES** that, in consideration of the premises and mutual covenants and agreements hereinafter set forth and contained, the parties hereto agree that the Agreement be amended as follows:

1. The text of Article 6.0 to the Agreement, is hereby deleted, and the following is substituted therefore.

'Notwithstanding the date of execution of this Agreement, this Agreement shall commence on the 1<sup>st</sup> day of April, 2008 (hereinafter called the "Effective Date") and shall expire on the 31 March 2012 (hereinafter called the "Expiry Date"). Agreement Term may be extended as mutually agreed in writing.'

2. Article 24.3, Contractor contact information is deleted and the following is substituted therefore:

'CONTRACTOR:

RDO Consulting Ltd.



Attention: Derek Owen

Email:

Phone:

Fax:



3. This Amending Agreement shall be effective from the date hereof and shall remain in full force and effect from such date.
4. This Amending Agreement is supplementary to the Agreement and is read with and construed in accordance with the Agreement, as if this Amending Agreement and the Agreement, as amended, constitute one (1) agreement.
5. Except as this Amending Agreement otherwise provides, the Agreement is in all respects ratified and confirmed and all terms, provisions and covenants thereof shall remain in full force and effect.
6. This Amending Agreement shall be binding upon and enure to the benefit of each of the parties hereto and their respective successors and assigns.

A handwritten signature in black ink, appearing to be 'CS RDO'.

**IN WITNESS WHEREOF** the Parties hereto have executed and delivered this Amending Agreement as of the day and year first above written.

**NALCOR ENERGY**

Per:

*[Handwritten Signature]* for PH

Title:

*Supply Chain Lead.*

**RDO Consulting Ltd.**

Per:

*R. J. Owen*

Title:

*PRESIDENT*

Execution Page to an Amending Agreement between Nalcor Energy and RDO Consulting Ltd. and dated as of the 11th day of January, 2011.

*OK D.J.*