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Rec. No.: L010-S011-200-170331-00114

File

September 26, 2011

SNC-Lavalin Inc.
272 Torbay Road
St. John's, NL A1A 4E1

Attention: Mr. Normand Bechard

**Subject: Lower Churchill Phase 1 Development
Agreement LC-G-002
Engineering, Procurement and Construction Management (EPCM) Services
Amending Agreement No. 2**

Dear Normand:

We refer to discussion, during the meeting held on 8 September 2011, and your subsequent letter no. S011-L010-200-170330-00099 with respect to the monthly rate for provision of office facilities and services for Company and Company appointed third parties (Reference Exhibit 4, Section 4.3.3 of the Agreement). Company accepts your position that the rate should apply to each of the 68 office and work stations currently provided for Company's use, as opposed to per person as currently stated in Section. 4.3.3 of the Agreement.

In connection with the above, we have prepared Amendment No. 2 to the Agreement to incorporate the necessary change to Section 4.3.3. Duplicate originals of the Amendment, which have been signed on behalf of Nalcor Energy, are attached hereto. Please sign both documents, return one fully executed original to the attention of Clarence Hewitt and retain the second original for your files.

Regarding Company's future office space requirements, as discussed, it is expected that these may decline as the Project progresses. The number of office spaces and work stations required by and assigned to Company will be reduced accordingly, with attendant reduction in the monthly billing to Company.

If you have any questions regarding the above, please contact the undersigned or Clarence Hewitt.

Sincerely,

Ron Power
Project Manager – Generation / Island Link
CH/ch

cc: J.Skinner



AMENDING AGREEMENT

THIS AMENDING AGREEMENT NUMBER 2 is made as of the 16th day of May, 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 -

SNC-LAVALIN INC., a body incorporated under the laws of Canada and having its head office in the City of Montreal, Province of Quebec (hereinafter referred to as "**Consultant**") of the second part.

WHEREAS an Agreement Number LC-G-002 entitled Engineering, Procurement and Construction Management (EPCM) Services (hereinafter called the "Agreement") dated 1st day of February, 2011 was entered into between Company and Consultant;

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. In Exhibit 4, Section 4.3.3 – Office Facilities and Services for Company and Company Appointed Third Parties, the second paragraph is hereby deleted and replaced with the following:

"These office facilities and services are deemed to be included in the monthly rates as follows:
[REDACTED] per office / work station per month."

2. This Amending Agreement shall be effective from the date hereof and shall remain in full force and effect from such date.

3. 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.

4. Except as this Amending Agreement otherwise provides, the Agreement, as previously amended, is in all respects ratified and confirmed and all terms, provisions and covenants thereof shall remain in full force and effect.

5. This Amending Agreement shall be binding upon and enure to the benefit of each of the parties hereto and their respective successors and assigns.

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: _____

Title: _____

SNC-LAVALIN INC.

Per: _____

Title: _____

Execution Page to an Amending Agreement between Nalcor Energy and SNC-Lavalin Inc. and dated as of the 16th day of May, 2011.