

AMENDMENT AGREEMENT NUMBER 3

This Agreement is made as of October 10, 2007, between

ONTARIO POWER GENERATION INC., a corporation existing
under the laws of Ontario ("**OPG**"),

and

STRABAG INC., a corporation existing under the laws of Ontario (the
"**Inc.**").

RECITALS

- A. OPG and Strabag AG ("**AG**") entered into a design/build agreement dated as of August 18, 2005, (the "**Original Agreement**");
- B. AG has assigned the Original Agreement to Inc., its wholly owned subsidiary;
- C. The Original Agreement has been amended by amendment agreements dated as of March 15, 2006, and July 5, 2006; and
- D. OPG and Inc. (the "**Parties**") have agreed to amend the Original Agreement to allow for certain changes to the Contract Price and the Work described in the Settlement Agreement dated as of September 20, 2007.

For value received, the Parties agree as follows:

1. Interpretation

Any defined term used in this Amendment Agreement (hereinafter the "Agreement") that is not defined in this Agreement has the meaning given to that term in the Original Agreement.

This Agreement supersedes and replaces Project Change Notices 0004, 0005, 0007, 0008, 0009 and 0019 and Project Change Directives 0003, 0005, 0010, 0016 and 0019 in their entirety and is intended to reflect the Contract Price increase and changes to the Work as described in the Settlement Agreement dated September 20, 2007 between the Parties.

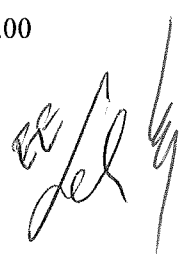
2. Change to Appendix 1.1(j) – Contract Price

In the Breakdown of Contract Price table set out in Appendix 1.1(j) of the Original Agreement, Item 1.6 – Accelerating Wall, Intake Channel and Approach Wall is deleted in its entirety and replaced with the following:

1.6 Accelerating Wall, Intake Channel and Approach Wall	\$1,007,528.00	\$62,362,211.00
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In the Breakdown of Contract Price table set out in Appendix 1.1(j) of the Original Agreement, the Item "Total Contract Price" is deleted in its entirety and replaced with the following:

Total Contract Price	\$14,609,850.00	\$630,135,171.00
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3. Change to Appendix 1.1(h) – Concept Drawings

Concept Drawing NAW130-D0E-29230-0015-05, “Diversion Tunnel – General Arrangement,” is deleted in its entirety and replaced with Concept Drawing NAW130-D0E-29230-0015-06, “Diversion Tunnel – General Arrangement,” as attached to this Agreement.

Concept Drawing NAW130-D0E-29310-0007-05, “Intake Works – Intake Channel and Accelerating Wall Arrangement and Details,” is deleted in its entirety and replaced with Concept Drawing NAW130-D0E-29310-0007-09, “Intake Works – Intake Channel and Accelerating Wall Arrangement and Details,” as attached to this Agreement.

Concept Drawing NAW130-D0E-29310-0008-03, “Intake Works – Modifications to INCW Control Structure,” is deleted in its entirety and replaced with Concept Drawing NAW130-D0E-29310-0008-04, “Intake Works – Modifications to INCW Control Structure,” as attached to this Agreement.

Concept Drawing NAW130-D0E-80000-0014-04, “Construction Facilities – Intake Area Plan and Section,” is deleted in its entirety and replaced with Concept Drawing NAW130-D0E-80000-0014-09, “Construction Facilities – Intake Area Plan and Section,” as attached to this Agreement.

4. Change to Appendix 1.1(sss) – Summary of Work

In Appendix 1.1(sss), Section 1.2.1(x) is deleted in its entirety and replaced with the following:

- 1.2.1(x) in-river approach channel at the intake area including removal of overburden and glacial till from the riverbed, disposal of such overburden and glacial till, and all other ancillary work required to complete the in-river approach channel

In Appendix 1.1(sss), Section 1.2.1(y) is deleted in its entirety and replaced with the following:

- 1.2.1(y) in-river approach wall along the river bank at the intake area including removal of overburden and glacial till from the riverbed, disposal of such overburden and glacial till, supply and placement of tremie concrete below precast concrete units and all other ancillary work required to complete the approach wall

In Appendix 1.1(sss), Section 1.2.1(dd) is deleted in its entirety and replaced with the following:

- 1.2.1(dd) in-river accelerating wall at the intake area, including removal of overburden and glacial till, boulders and other obstructions from the riverbed on the alignment of the accelerating wall, disposal of such overburden and glacial till, boulders and other obstructions, supply and placement of tremie concrete below precast concrete units, and all other ancillary work required to complete the accelerating wall. Also to include installation of navigation strobe light on new wall with associated cabling and connection to power supply at INCW and installation of fall arrest on new wall


5. Original Agreement Remains in Full Force

Except for changes to the Original Agreement set out in this Agreement and any previous Amendment Agreement, the Original Agreement remains in full force, unamended, including the provisions relating to Contract Price and Contract Schedule.


A handwritten signature in black ink, appearing to be 'del' followed by a stylized flourish.


The Parties have duly executed this Agreement.

ONTARIO POWER GENERATION INC.

By: 
Name: Emad Elsayed
Title: VP Hydroelectric Development

STRABAG INC.

By: 
Name: Ernst Gschnitzer
Title: Project Manager

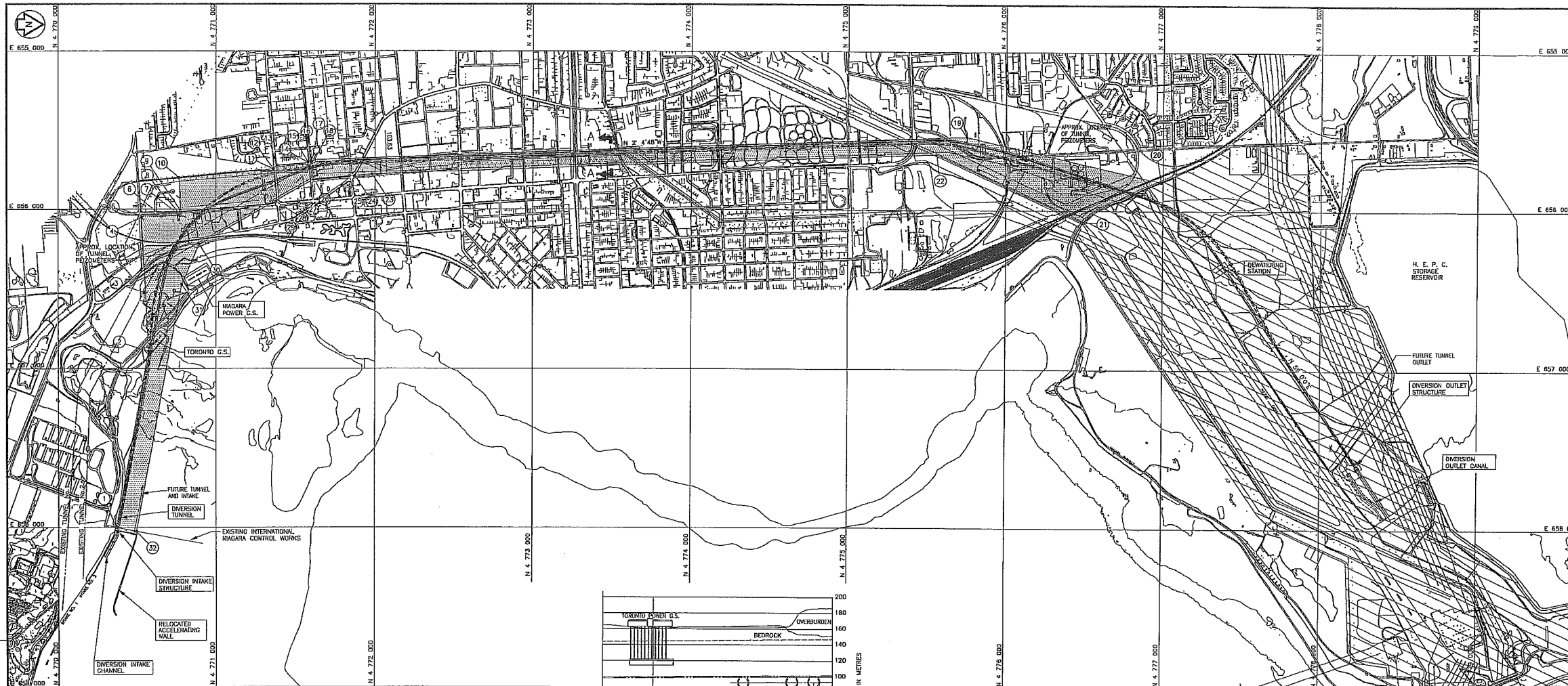
By: 
Name: Robert Radlinger
Title: Finance & Admin. Manager

Strabag AG hereby accepts Amendment Agreement Number 3 as agreed to above by Ontario Power Generation Inc. and Strabag Inc. and acknowledges that it continues to be bound by the Design/Build Agreement between Ontario Power Generation Inc. and Strabag AG dated August 18, 2005, as amended by Amendment Agreement Number 1 dated as of March 15, 2006, Amendment Agreement Number 2 dated as of July 5, 2006, and Amendment Agreement Number 3 above.

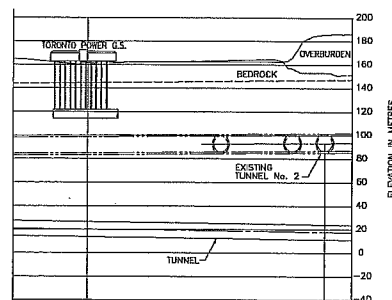
DATED this 10th day of October, 2007.

STRABAG AG

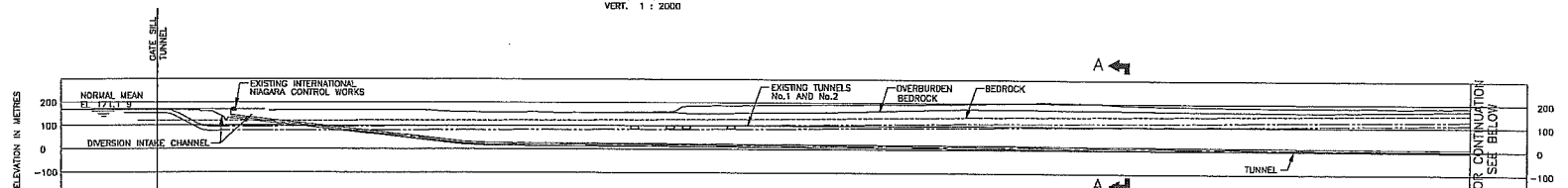
By: 
Name: Ernst Gschnitzer
Title: Project Manager



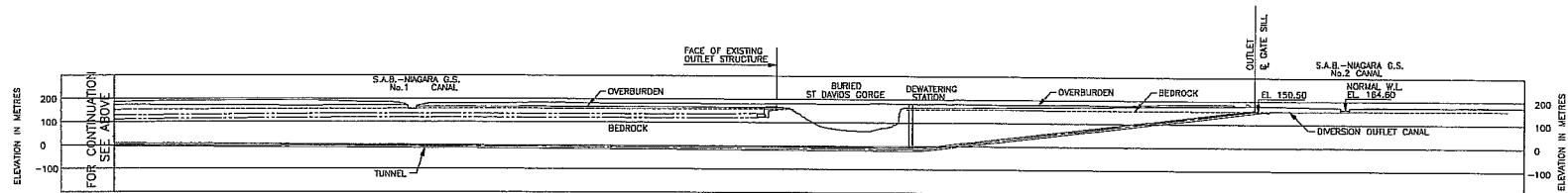
PLAN
SCALE 1 : 10000



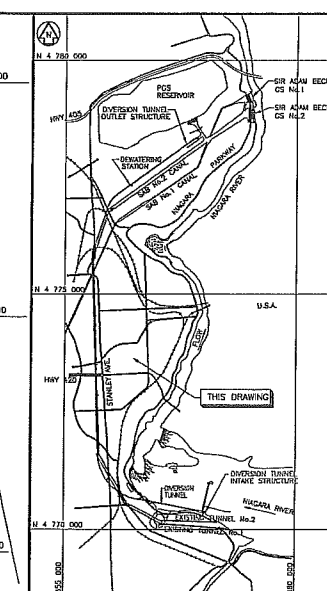
PART PROFILE OF TUNNEL
SCALE HORT. 1 : 5000
VERT. 1 : 2000



PART PROFILE
SCALE HORT. 1 : 10000
VERT. 1 : 10000



PART PROFILE
SCALE HORT. 1 : 10000
VERT. 1 : 10000



- NOTES:
- THIS DRAWING SHALL BE READ IN CONJUNCTION WITH ALL RELEVANT CONCEPT DRAWINGS AND DOCUMENTS FOR THIS PROJECT AND ONTARIO POWER CORPORATION GRANTS FOR THE EXISTING WORKS. DETAILS OF EXISTING CANALS AND SERVICES ARE NOT SHOWN, WHERE APPROPRIATE, FOR CLARITY.
 - ALL DIMENSIONS ARE IN MILLIMETRES AND ELEVATIONS IN METRES UNLESS OTHERWISE NOTED. ELEVATIONS ARE BASED ON NAD83 SYSTEM.
 - THE GRID CO-ORDINATE SYSTEM IS BASED ON NAD83 SYSTEM, SURVEY BASED ON SECOND AND THIRD ORDER CONTROL.
 - ARRANGEMENT SHOWN AND ALL OTHER DIMENSIONS, ELEVATIONS AND SLOPES ARE FOR REFERENCE ONLY, OR TO CONVEY THE CONCEPT OF THE WORK.
 - ARRANGEMENT AND DIMENSIONS ARE SHOWN FOR A 0-12500mm (NOMINAL) INSIDE DIAMETER TUNNEL.
 - ALL DIMENSIONS, ELEVATIONS AND SLOPES INDICATED WITH * SHALL BE MAINTAINED.
 - ALL DIMENSIONS AND ELEVATIONS INDICATED WITH ** SHALL BE ADJUSTED, BASED ON THE FINAL TUNNEL INSIDE DIAMETER (D).

- LEGEND:
- EXISTING STRUCTURES
 - APPROX. TUNNEL RIGHT OF WAY
 - APPROX. LIMITS OF LAND AT OUTLET AREA

CONCEPT DRAWING

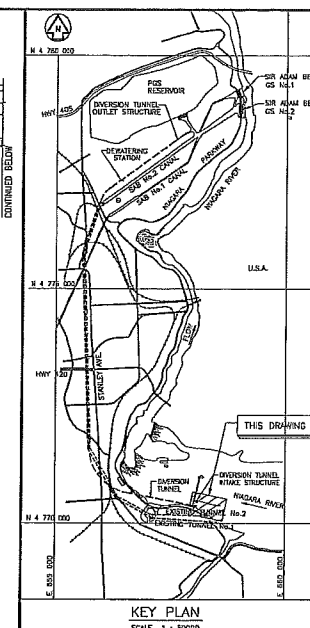
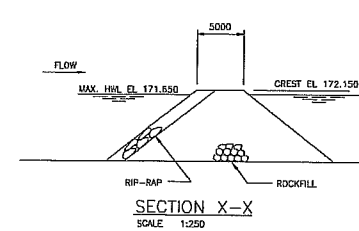
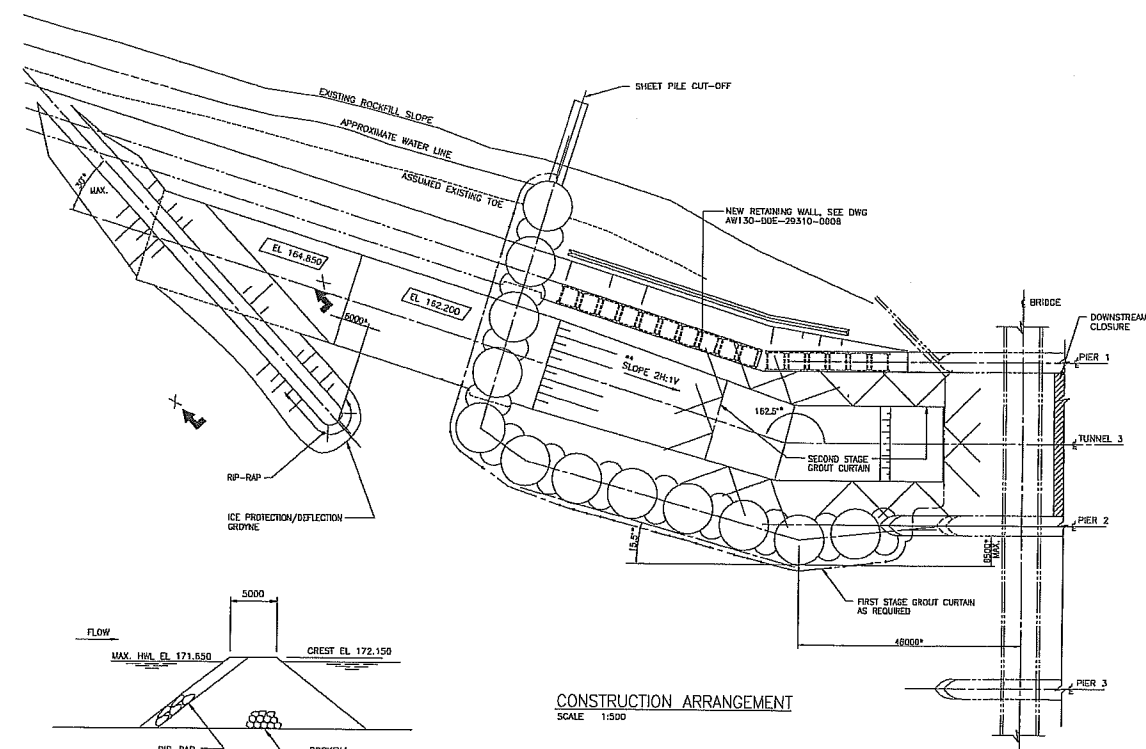
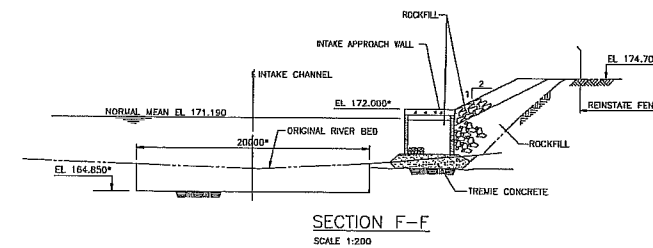
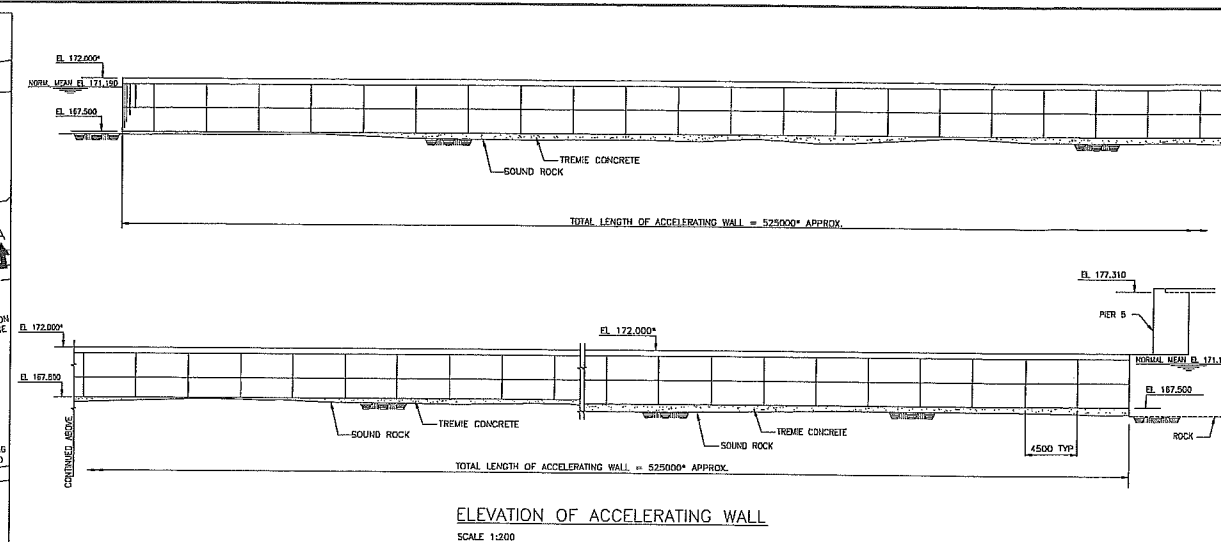
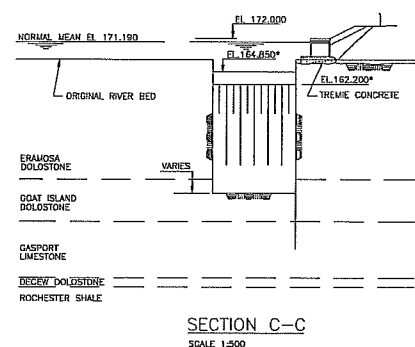
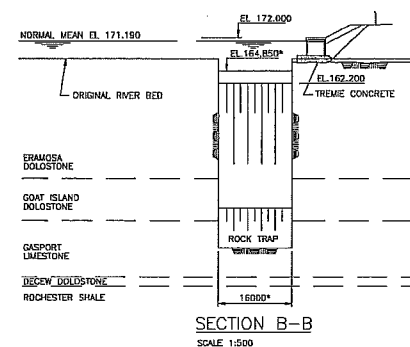
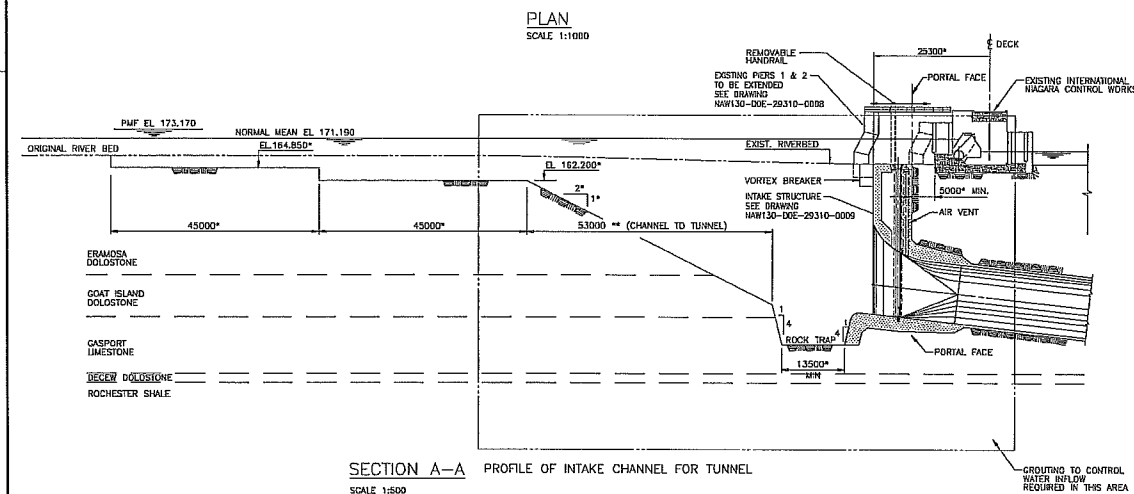
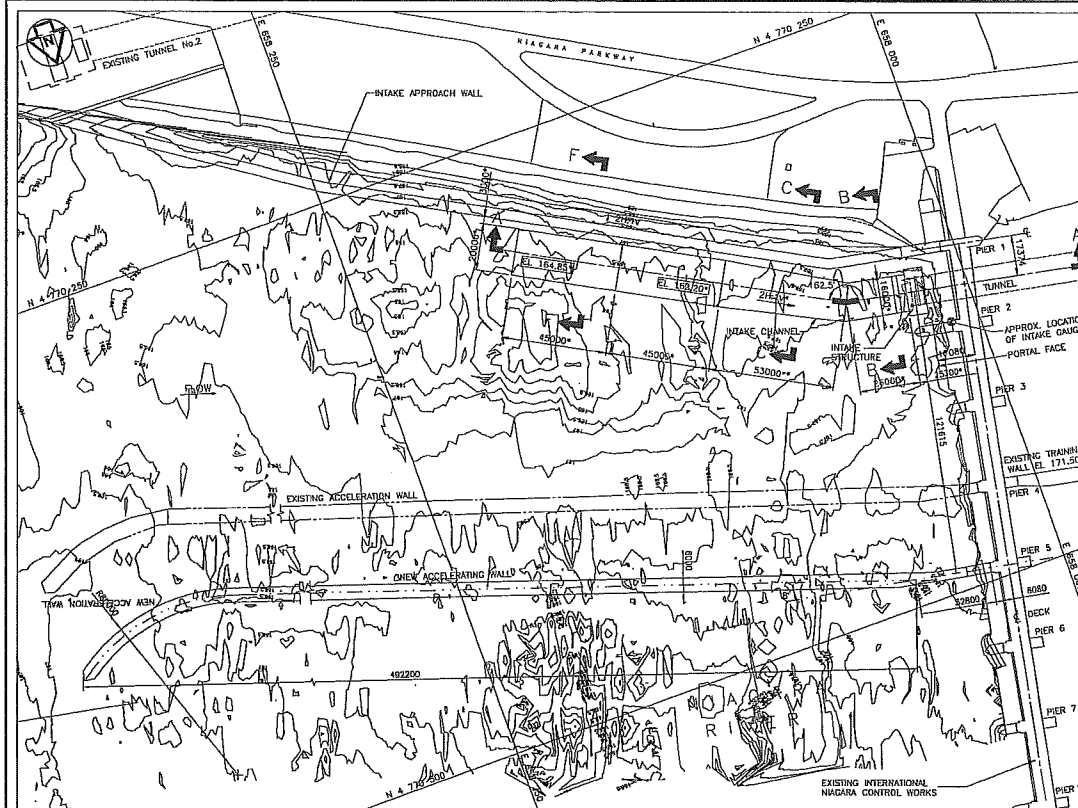
REV	NO.	DATE	DESCRIPTION	BY	CHKD	APPD
06	AUG 21 2007	ISSUED FOR AGREEMENT AMENDMENT 3				
05	AUG 14 2005	ISSUED FOR INCLUSION IN AGREEMENT				
04	APR 14 2005	ISSUED FOR AGREEMENT 4				
03	MAR 16 2005	ISSUED FOR AGREEMENT 3				
02	MAR 7 2005	ISSUED FOR AGREEMENT 2				
01	NOV 17 2004	ISSUED FOR PROPOSAL				
00	NOV 17 2004	ISSUED FOR REVIEW				

NIAGARA TUNNEL FACILITY PROJECT

DIVERSION TUNNEL GENERAL ARRANGEMENT

ONTARIO POWER GENERATION		Electricity Production - Hydroelectric Technical Services	
Hatch Mott MacDonald-Acres			
designed by	designed by	designed by	designed by
date	date	date	date
04/11/02	04/11/02	04/11/02	04/11/02
scale	scale	scale	scale
1:10000	1:10000	1:10000	1:10000
dwg no	dwg no	dwg no	dwg no
NAW130-DOE-29230-0015	NAW130-DOE-29230-0015	NAW130-DOE-29230-0015	NAW130-DOE-29230-0015
06	06	06	06

RIGHT OF WAY COORDINATES		
I.D.	NORTHING	EASTING
1	4 770 383.890	657 999.233
2	4 770 559.747	656 602.033
3	4 770 550.320	656 524.318
4	4 770 524.948	656 048.417
5	4 770 531.590	656 041.526
6	4 770 651.810	656 043.288
7	4 770 767.897	656 038.345
8	4 770 773.964	656 037.715
9	4 770 772.599	656 007.251
10	4 770 763.830	655 799.809
11	4 771 382.802	655 747.532
12	4 771 362.616	655 745.508
13	4 771 354.844	655 722.652
14	4 771 578.573	655 705.850
15	4 771 578.177	655 701.565
16	4 771 600.752	655 699.446
17	4 771 602.306	655 698.564
18	4 771 620.813	655 698.510
19	4 775 749.816	655 530.521
20	4 776 958.567	655 810.333
21	4 776 458.548	656 073.982
22	4 775 959.060	655 649.129
23	4 771 852.267	655 779.039
24	4 771 874.377	655 786.473
25	4 771 836.638	655 780.317
26	4 771 617.107	655 809.320
27	4 771 578.386	655 944.881
28	4 771 378.999	655 951.583
29	4 771 364.346	655 952.842
30	4 770 892.451	656 220.794
31	4 770 760.827	656 470.440
32	4 770 491.996	658 022.984



- NOTES:
1. THIS DRAWING SHALL BE READ IN CONJUNCTION WITH ALL
 PLANT CONCEPT DRAWINGS AND DOCUMENTS FOR THIS
 PROJECT AND ONTARIO POWER GENERATION DRAWINGS FOR
 THE EXISTING WORKS. DETAILS OF EXISTING CANALS AND
 SERVICES ARE NOT SHOWN, WHERE APPROPRIATE, FOR CLARITY.
 2. FOR GENERAL NOTES, SEE DRAWING NAW130-00E-28230-0015
 3. EXISTING OVERBURDEN, Boulders, Debris and Gravel
 TO BE REMOVED TO SOUND ROCK PRIOR TO PLACING TREMIE
 CONCRETE BASE BENEATH ACCELERATING AND APPROACH WALLS.

CONCEPT DRAWING

	09	AUG 21	ISSUED FOR AGREEMENT AMENDMENT 3			
	06	JAN 24	ISSUED FOR PCB NO. 005			
	07	FEB 14	ISSUED FOR PCB NO. 003			
	07	MAY 25	ISSUED FOR INFORMATION FOR LAYOUT OF ICE ACCELERATING WALL			
	06	AUG 04	ISSUED FOR INCLUSION IN AGREEMENT			
	04	APR 14	ISSUED FOR AMENDMENT 4			
	03	MAR 16	ISSUED FOR AMENDMENT 3			
	02	MAR 7	ISSUED FOR AMENDMENT 2			
	01	AUG 17	ISSUED FOR PROPOSAL			
	06	NOV 17	ISSUED FOR REVIEW			
mt	mt	date	particulars	am		sgnd

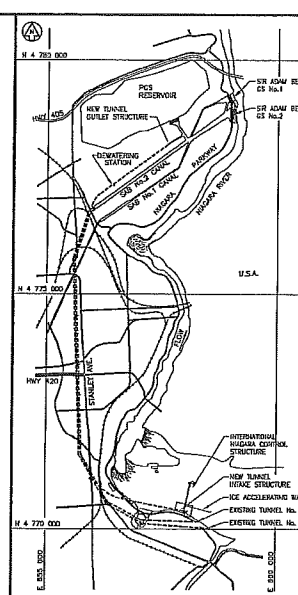
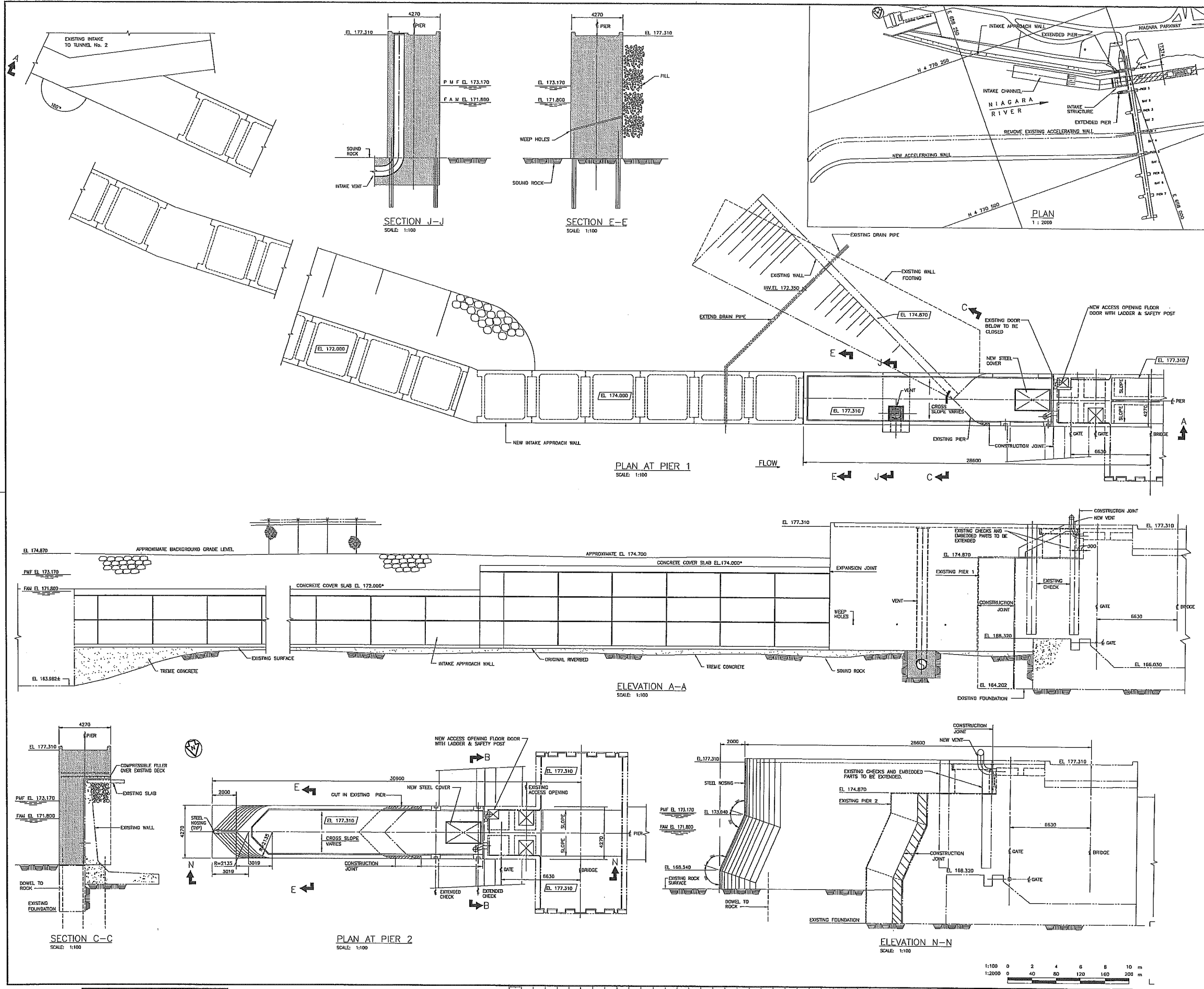
NIAGARA TUNNEL FACILITY PROJECT
INTAKE WORKS
INTAKE CHANNEL AND
ACCELERATING WALL
ARRANGEMENT AND DETAILS

ONTARIO POWER
GENERATION

Hatch Mott MacDonald-Arcis

item	designed by	cad user
chris		
date	design approved	plot scale 1:1 M
04/11/02		det. code
scale	authorized	CAD file type
AS SHOWN		DWG

doc no	ver
NAW130-DOE-29310-0007	09



KEY PLAN
SCALE 1 : 50000

- NOTES:
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 - FOR GENERAL NOTES, SEE DRAWING NAW130-DOE-29230-0015.
 - EXISTING OVERBURDEN, Boulders, Berms and Glacial Till TO BE REMOVED TO SOUND ROCK PRIOR TO PLACING TREMIE CONCRETE BASE BENEATH ACCELERATING AND APPROACH WALLS.

CONCEPT
DRAWING

04	NOV 21 2007	ISSUED FOR AGREEMENT AMENDMENT 3
03	MAY 05 2005	ISSUED FOR INCLUSION IN AGREEMENT
02	MAY 07 2005	ISSUED FOR AMENDMENT 2
01	MAY 17 2004	ISSUED FOR PROPOSAL
00	MAY 17 2004	ISSUED FOR REVIEW

NIAGARA TUNNEL FACILITY PROJECT
INTAKE WORKS
MODIFICATIONS TO INCW
CONTROL STRUCTURE

ONTARIOPOWER
GENERATION

Electricity Production - Hydroelectric
Technical Services

Halch Mott MacDonald-Acres

des	designed by	8
chk	checked by	8
app	approved by	8
date	date	04/11/02
scale	scale	2x1 scale 1:1M
note	note	AS SHOWN
dwg no	dwg no	NAW130-DOE-29310-0008
rev	rev	04

Handwritten signature and initials.



- NOTES:**
1. THIS DRAWING SHALL BE READ IN CONJUNCTION WITH ALL RELEVANT CONCEPT DRAWINGS AND DOCUMENTS FOR THIS PROJECT AND ONTARIO POWER GENERATION DRAWINGS FOR THE EXISTING WORKS. DETAILS OF EXISTING CANALS AND SERVICES ARE NOT SHOWN WHERE APPROPRIATE FOR CLARITY.
 2. FOR GENERAL NOTES, SEE DRAWING NAW130-DOE-20230-0015.
 3. FENCE TO BE GROUNDING UNDERNEATH TRANSMISSION LINES.
 4. TREES WITHIN "AREAS AVAILABLE TO CONTRACTOR" THAT REQUIRE REMOVAL TO BE RELOCATED, IF PRACTICAL, IN CONSULTATION WITH DPL.

LEGEND:

AREA AVAILABLE FOR CONTRACTORS

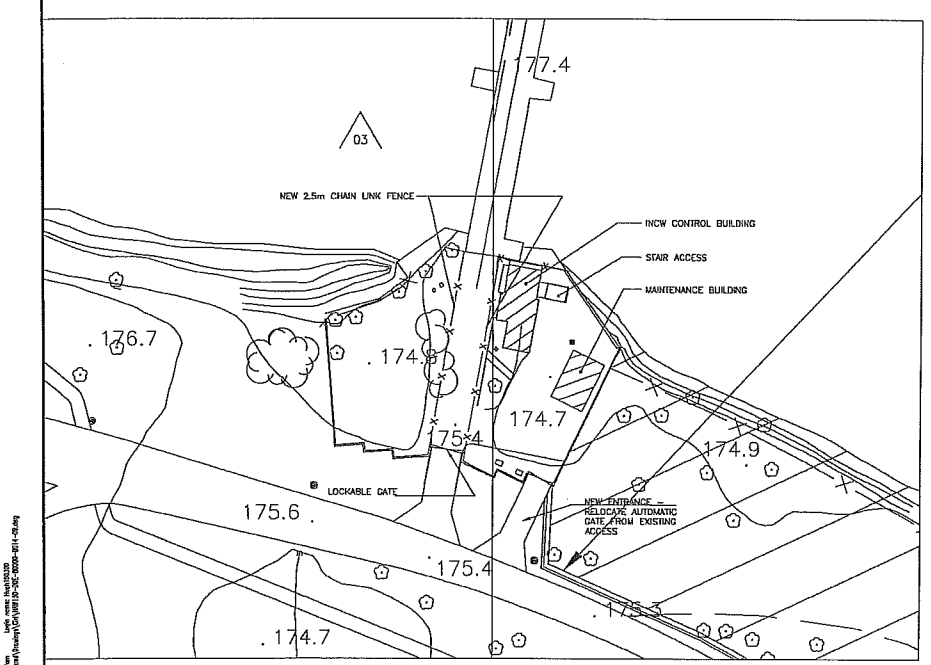
**CONCEPT
DRAWING**

01	AUG 21 2007	ISSUED FOR AGREEMENT 3
02	SEP 30 2008	ISSUED FOR PCO 6012
03	AUG 14 2009	REVISION CANCELED
04	FEB 05 2009	PLAN SCALE AND SCALE DATA REVISED
05	FEB 17 2009	GENERAL REVISION ISSUED FOR PCO 001
06	AUG 03 2009	ADDED FOR INCLUSION IN AGREEMENT
07	MAY 18 2009	ISSUED FOR AGREEMENT 3
08	MAY 18 2009	ISSUED FOR AGREEMENT 2
09	MAY 17 2004	ISSUED FOR PROPOSAL
10	MAY 17 2004	ISSUED FOR REVIEW

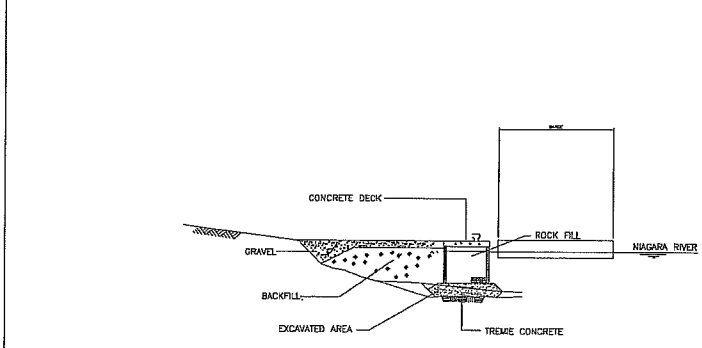
NIAGARA TUNNEL FACILITY PROJECT
CONSTRUCTION FACILITIES
INTAKE AREA
PLAN AND SECTION

ONTARIOPOWER GENERATION Electricity Production - Hydroelectric Technical Services

Hatch Mott MacDonald-Aeres	
designed by	8
checked by	1
date	04/11/05
scale	1:1 M
notes	1:2000
dwg no	NAW130-DOE-80000-0014
rev	09



PLAN A-A AT INCW CONTROL BUILDING
SCALE 1:500



SECTION D-D
SCALE 1:200

