

LABRADOR - ISLAND LINK HOLDING CORPORATION
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
September 30, 2015
(Unaudited)

LABRADOR - ISLAND LINK HOLDING CORPORATION
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(Unaudited)

<i>As at (thousands of Canadian dollars)</i>	Notes	September 30 2015	December 31 2014
ASSETS			
Current assets			
Cash and cash equivalents		21	1,904
Restricted cash		814,304	485,538
Current portion of long-term investments	6	775,594	934,320
Trade and other receivables	4	15,656	13,445
Current portion of advances	7	13,062	5,305
Prepayments		2,184	2,185
Total current assets		1,620,821	1,442,697
Non-current assets			
Property, plant and equipment	5	1,325,276	691,342
Investments	6	151,080	688,441
Advances	7	3,574	3,647
Long-term prepayments		3,978	5,616
Total assets		3,104,729	2,831,743
LIABILITIES AND SHAREHOLDER'S EQUITY			
Current liabilities			
Trade and other payables	8	360,607	163,135
Non-current liabilities			
Long-term debt	9	2,400,600	2,400,618
Deferred revenue		8,000	8,000
Class B limited partnership units	10	152,033	79,403
Contributions		10	10
Other long-term payables		114	107
Total liabilities		2,921,364	2,651,273
Shareholder's equity			
Share capital		1	1
Shareholder contributions	11	184,320	181,459
Deficit		(956)	(990)
Total equity		183,365	180,470
Total liabilities and shareholder's equity		3,104,729	2,831,743

Commitments and contingencies (Note 15)

See accompanying notes

LABRADOR - ISLAND LINK HOLDING CORPORATION
CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Notes	Three months ended		Nine months ended	
		2015	2014	2015	2014
Expenses					
Operating costs		153	3	404	145
Net finance (income) expense	12	(133)	-	(438)	-
Total comprehensive (loss) income for the period		(20)	(3)	34	(145)

See accompanying notes

LABRADOR - ISLAND LINK HOLDING CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
(Unaudited)

<i>(thousands of Canadian dollars)</i>	Notes	Share Capital	Shareholder Contributions	Deficit	Total
Balance at January 1, 2015		1	181,459	(990)	180,470
Total comprehensive income for the period		-	-	34	34
Shareholder contributions	11	-	2,861	-	2,861
Balance at September 30, 2015		1	184,320	(956)	183,365
Balance at January 1, 2014		1	121,380	(121)	121,260
Total comprehensive loss for the period		-	-	(145)	(145)
Balance at September 30, 2014		1	121,380	(266)	121,115

See accompanying notes

LABRADOR - ISLAND LINK HOLDING CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Notes	Three months ended		Nine months ended	
		2015	2014	2015	2014
Cash provided by (used in)					
Operating activities					
(Loss) profit for the period		(20)	(3)	34	(145)
Adjusted for items not involving a cash flow:					
Amortization of long-term prepayments		545	812	1,638	812
Accretion of long-term debt		(6)	(6)	(18)	(18)
Decrease (increase) in advances	7	285	(8,983)	(7,684)	(8,983)
Increase in long-term payables		11	-	7	-
Changes in non-cash working capital balances	16	152,026	104,143	195,262	133,523
Net cash provided from operating activities		152,841	95,963	189,239	125,189
Investing activities					
Additions to property, plant and equipment	5	(298,150)	(156,837)	(628,103)	(301,166)
Decrease in investments	6	201,915	202,068	696,087	396,391
Net cash (used in) provided from investing activities		(96,235)	45,231	67,984	95,225
Financing activities					
Increase in restricted cash		(120,315)	(141,148)	(328,766)	(220,386)
Increase in Class B partnership units	10	58,963	-	66,799	-
Increase in shareholder contributions	11	2,854	-	2,861	-
Net cash used in financing activities		(58,498)	(141,148)	(259,106)	(220,386)
Net (decrease) increase in cash		(1,892)	46	(1,883)	28
Cash and cash equivalents, beginning of period		1,913	1,934	1,904	1,952
Cash and cash equivalents, end of period		21	1,980	21	1,980

Supplementary cash flow information (Note 16)

See accompanying notes

LABRADOR - ISLAND LINK HOLDING CORPORATION
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)

1. DESCRIPTION OF BUSINESS

Labrador-Island Link Holding Corporation (LIL Holdco or the Company) was incorporated under the laws of the Province of Newfoundland and Labrador on July 31, 2012 and is a limited partner in the Labrador-Island Link Limited Partnership (the Partnership or LIL LP). LIL Holdco's head office is located in St. John's, Newfoundland and Labrador.

LIL Holdco is a 100% owned subsidiary of Nalcor Energy (Nalcor).

LIL Holdco, together with the Labrador-Island Link General Partner Corporation (LIL GP or the General Partner), also a 100% Nalcor-owned subsidiary, represent Nalcor's interests in the Partnership. Emera Newfoundland and Labrador Island Link Inc. (Emera NL) is the remaining limited partner of the Partnership, and when combined with Nalcor's interests, represents 100% of the Partnership. The Partnership is expected to terminate on December 31, 2081, unless terminated earlier or extended in accordance with the Labrador-Island Link Limited Partnership Agreement (the Partnership Agreement or LIL LPA).

The Partnership was formed to carry on the business of designing, engineering, constructing, commissioning, owning, financing, operating and maintaining the assets and property constituting the Labrador-Island Link (LIL). The Partnership has entered into the LIL Assets Agreement, the LIL Lease Agreement and the Transmission Funding Agreement with Labrador-Island Link Operating Corporation (LIL Opco) and Newfoundland and Labrador Hydro (Hydro) both of which are wholly-owned subsidiaries of Nalcor. These agreements effectively provide for a lease of the transmission rights on the LIL to Hydro. LIL Opco will maintain and operate the LIL on behalf of the Partnership.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance and Basis of Measurement

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting and have been prepared using accounting policies consistent with those used in the preparation of the annual audited consolidated financial statements for the year ended December 31, 2014.

These condensed consolidated interim financial statements do not include all of the disclosures normally found in LIL Holdco's annual audited consolidated financial statements and should be read in conjunction with the annual audited consolidated financial statements.

These condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars with all values rounded to the nearest thousand, except when otherwise noted.

3. RESTRICTED CASH

Restricted cash is held in accounts administered by a Collateral Agent for the sole purpose of funding construction costs related to the LIL. The Partnership draws funds from these accounts in accordance with procedures set out in the LIL Project Finance Agreement (LIL PFA). Restricted cash also includes accounts administered by the Trustee of the LIL Construction Project Trust (IT) which are associated with the establishment of the IT.

LABRADOR - ISLAND LINK HOLDING CORPORATION
NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)

4. TRADE AND OTHER RECEIVABLES

The composition of trade and other receivables is as follows:

<i>(thousands of Canadian dollars)</i>	September 30 2015	December 31 2014
Receivables due from related parties	-	558
Other receivables	15,656	12,887
	15,656	13,445

Other receivables are comprised of input tax credits and accrued interest.

5. PROPERTY, PLANT AND EQUIPMENT

Capitalized costs related to the construction of the LIL are shown in the table below:

<i>(thousands of Canadian dollars)</i>	Construction in Progress	
	September 30 2015	December 31 2014
Cost		
Beginning balance	691,342	222,999
Additions	633,934	468,343
Ending balance	1,325,276	691,342

Capitalized Borrowing Costs

The construction of the LIL was sanctioned in December 2012. The construction is being financed, in part, through the issuance of long-term debt. For the nine months ended September 30, 2015, \$50.1 million (December 31, 2014 - \$55.8 million) of borrowing costs were capitalized. The effective interest rate of the debt is 3.83%. The Company also capitalized borrowing costs associated with the Limited B units of \$5.8 million (December 31, 2014 - \$6.4 million) as non-cash additions to property, plant and equipment.

6. INVESTMENTS

In December 2013, the Partnership purchased three structured deposit notes using the proceeds of the advance under the LIL Construction Facility. The investments are restricted in nature and are subject to the provisions contained within the LIL PFA.

LABRADOR - ISLAND LINK HOLDING CORPORATION
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Details on the investments are as follows:

<i>(thousands of Canadian dollars)</i>	September 30 2015	December 31 2014
\$75.0 million Floating Rate Deposit Note, with interest paid at the one-month Canadian Dealer Offer Rate (CDOR) plus 0.38%.	75,000	75,000
\$883.5 million Amortizing Floating Rate Deposit Note, with interest paid at the one-month CDOR plus 0.38%.	340,670	619,104
\$1,325.3 million Amortizing Fixed Rate Deposit Note, with interest paid at a rate of 1.6182% per annum	511,004	928,657
	926,674	1,622,761
Less: payments to be received within one year	775,594	934,320
Total long-term investments	151,080	688,441

7. ADVANCES

As at September 30, 2015, amounts recorded as advances consist of advances paid to a contractor on a long-term construction contract in relation to the LIL. Advances are secured by a vendor performance bond. The bond is underwritten by three sureties with Standard and Poor's ratings of A or better.

The composition of advances is as follows:

<i>(thousands of Canadian dollars)</i>	September 30 2015	December 31 2014
Total advances	16,636	8,952
Less: current portion	13,062	5,305
Total long-term advances	3,574	3,647

8. TRADE AND OTHER PAYABLES

The composition of trade and other payables is as follows:

<i>(thousands of Canadian dollars)</i>	September 30 2015	December 31 2014
Trade payables	296,174	144,348
Payables due to related parties	33,764	10,028
Accrued Interest	30,603	7,650
Other payables	66	1,109
	360,607	163,135

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9. LONG-TERM DEBT

Details of the long-term debt are as follows:

	Face Value	Coupon Rate %	Year of Issue	Year of Maturity	September 30 2015	December 31 2014
<i>(thousands of Canadian dollars)</i>						
Tranche A	725,000	3.76	2013	2033	725,276	725,288
Tranche B	600,000	3.86	2013	2045	600,108	600,110
Tranche C	1,075,000	3.85	2013	2053	1,075,216	1,075,220
Total debentures	2,400,000				2,400,600	2,400,618

10. PARTNERSHIP UNITS LIABILITIES

Class B Limited Partnership Unit Liabilities

The components of the change in balances in the Limited B units are as follows:

	Units	September 30 2015	Units	December 31 2014
<i>(thousands of Canadian dollars)</i>				
Class B limited partnership units liabilities at beginning of period	25	79,403	25	72,980
Contributions	-	66,799	-	-
Accrued interest	-	5,831	-	6,423
Class B limited partnership units liabilities at end of period	25	152,033	25	79,403

11. SHAREHOLDER'S EQUITY

Shareholder Contributions

	September 30 2015	December 31 2014
<i>(thousands of Canadian dollars)</i>		
Total shareholder contributions	184,320	181,459

During 2015, Nalcor made contributions to LIL Holdco totaling \$2.9 million (December 31, 2014 - nil). These contributions were used to fund construction activities of the LIL.

12. NET FINANCE (INCOME) EXPENSE

	Three months ended		Nine months ended	
	2015	2014	2015	2014
<i>For the period ended September 30 (thousands of Canadian dollars)</i>				
Finance income				
Interest on investments	3,830	8,179	14,796	26,042
Other interest income	1,615	762	4,437	1,661
	5,445	8,941	19,233	27,703
Finance expense				
Interest on long-term debt	22,952	22,952	68,851	68,904
Interest on Limited B units	2,438	1,635	5,831	4,752
Interest capitalized during construction	(20,078)	(15,646)	(55,887)	(45,953)
	5,312	8,941	18,795	27,703
Net finance (income) expense	(133)	-	(438)	-

LABRADOR - ISLAND LINK HOLDING CORPORATION
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13. FINANCIAL INSTRUMENTS

Fair Value

The estimated fair values of financial instruments as at September 30, 2015 and December 31, 2014 are based on relevant market prices and information available at the time. Fair value estimates are based on valuation techniques which are significantly affected by the assumptions used including the amount and timing of future cash flows and discount rates reflecting various degrees of risk. As such, the fair value estimates below are not necessarily indicative of the amounts that LIL Holdco might receive or incur in actual market transactions.

As a significant number of LIL Holdco's assets and liabilities do not meet the definition of a financial instrument, the fair value estimates below do not reflect the fair value of LIL Holdco as a whole.

Establishing Fair Value

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the nature of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. For assets and liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. There were no transfers between Level 1, 2 and 3 fair value measurement during the period ended September 30, 2015 and the year ended December 31, 2014.

	Level	Carrying Value	Fair Value	Carrying Value	Fair Value
		September 30, 2015		December 31, 2014	
<i>(thousands of Canadian dollars)</i>					
Financial assets					
Cash and cash equivalents	1	21	21	1,904	1,904
Restricted cash	1	814,304	814,304	485,538	485,538
Trade and other receivables	1	15,656	15,656	13,445	13,445
Investments	2	926,674	928,752	1,622,761	1,623,626
Advances	2	16,636	16,636	8,952	8,952
Financial liabilities					
Trade and other payables	1	360,607	360,607	163,135	163,135
Long-term debt	2	2,400,600	2,885,245	2,400,618	2,871,521
Other long-term payables	2	114	114	107	107
Class B limited partnership units	3	152,033	152,033	79,403	79,403
Contributions	1	10	10	10	10

The fair value of cash and cash equivalents, restricted cash, trade and other receivables, and trade and other payables approximate their carrying values due to their short-term maturity.

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The table below sets forth a summary of changes in fair value of the Company's level 3 financial liabilities given a percent change in the discount rate while holding other variables constant:

<i>(thousands of Canadian dollars)</i>	1% increase in discount rate	1% decrease in discount rate
Class B limited partnership units	(2,136)	2,103

14. RELATED PARTY TRANSACTIONS

LIL Holdco enters into various transactions with its parent and other affiliates. These transactions occur within the normal course of operations and are measured at the exchange amount, which is the amount of consideration agreed to by the related parties. Related parties with which LIL Holdco transacts are as follows:

Related Party	Relationship
Emera NL	Limited Partner holding 25 Class B limited partnership units of LIL LP
Nalcor	100% shareholder of LIL Holdco
LIL Opco	Wholly-owned subsidiary of Nalcor
LIL GP	General partner of LIL LP, wholly-owned subsidiary of Nalcor
Lower Churchill Management Corporation	Wholly-owned subsidiary of Nalcor
Labrador Transmission Corporation	Wholly-owned subsidiary of Nalcor
Muskkrat Falls Corporation	Wholly-owned subsidiary of Nalcor

(a) As at September 30, 2015, LIL Holdco has related party payables of \$33.8 million (December 31, 2014 - \$10.0 million) and related party receivables for nil (December 31, 2014 - \$0.6 million). These payables/receivables consist of various intercompany operating and construction costs.

15. COMMITMENTS AND CONTINGENCIES

(a) As part of the LIL PFA, the Partnership has pledged its current and future assets as security to the Collateral Agent. Under the terms and conditions of the IT PFA, the Partnership has also provided a guarantee of the IT's payment obligations to the Collateral Agent for the benefit of the Labrador-Island Link Funding Trust. The Company has pledged the escrow account, where the \$60.1 million in pre-funded equity contribution has been deposited, as security to the Collateral Agent.

(b) Under the terms and conditions of the Partnership Agreement, LIL Holdco has committed to fund its share of the capital expenditures of the LIL.

(c) As at September 30, 2015, the Partnership had outstanding commitments for construction costs related to the LIL of \$1,828.3 million (December 31, 2014 - \$1,659.0 million).

16. SUPPLEMENTARY CASH FLOW INFORMATION

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Three months ended		Nine months ended	
	2015	2014	2015	2014
Trade and other receivables	1,729	4,836	(2,211)	(3,371)
Prepayments	-	-	1	643
Trade and other payables	150,297	99,307	197,472	136,251
Changes in non-cash working capital balances	152,026	104,143	195,262	133,523
Interest received	5,428	8,806	19,089	28,997
Interest paid	3	2	45,906	42,118

17. COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to the presentation adopted during the current reporting period.