

LABRADOR TRANSMISSION CORPORATION
CONDENSED INTERIM FINANCIAL STATEMENTS
September 30, 2016
(Unaudited)

LABRADOR TRANSMISSION CORPORATION
STATEMENT OF FINANCIAL POSITION
(Unaudited)

<i>As at (thousands of Canadian dollars)</i>	Notes	September 30 2016	December 31 2015
ASSETS			
Current assets			
Restricted cash		152,812	214,615
Current portion of long-term investments	5	19,266	87,764
Trade and other receivables		7,720	11,787
Prepayments		404	404
Total current assets		180,202	314,570
Non-current assets			
Property, plant and equipment	3	766,964	633,782
Intangible assets	4	42	51
Long-term investments	5	-	14,788
Long-term prepayments		373	677
Total assets		947,581	963,868
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables		115,469	128,106
Non-current liabilities			
Long-term debt	6	572,115	624,130
Total liabilities		687,584	752,236
Shareholder's equity			
Share capital		1	1
Shareholder contributions	7	260,673	212,150
Deficit		(677)	(519)
Total equity		259,997	211,632
Total liabilities and equity		947,581	963,868

Commitments and contingencies (Note 12)
Subsequent event (Note 14)

See accompanying notes

LABRADOR TRANSMISSION CORPORATION
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	
		2016	2015	2016	2015
Operating costs		77	44	148	143
Other (income) expense	9	1	-	10	-
Total comprehensive loss for the period		(78)	(44)	(158)	(143)

See accompanying notes

LABRADOR TRANSMISSION CORPORATION
STATEMENT OF CHANGES IN EQUITY
(Unaudited)

<i>(thousands of Canadian dollars)</i>	Notes	Share Capital	Shareholder Contributions	Deficit	Total
Balance at January 1, 2016		1	212,150	(519)	211,632
Total comprehensive loss for the period		-	-	(158)	(158)
Shareholder contributions	7	-	48,523	-	48,523
Balance at September 30, 2016		1	260,673	(677)	259,997
Balance at January 1, 2015		1	135,537	(289)	135,249
Total comprehensive loss for the period		-	-	(143)	(143)
Shareholder contributions		-	12,077	-	12,077
Balance at September 30, 2015		1	147,614	(432)	147,183

See accompanying notes

LABRADOR TRANSMISSION CORPORATION
STATEMENT OF CASH FLOWS
(Unaudited)

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Notes	Three months ended		Nine months ended	
		2016	2015	2016	2015
Cash provided from (used in)					
Operating activities					
Loss for the period		(78)	(44)	(158)	(143)
Adjusted for items not involving a cash flow:					
Amortization of long-term prepayments		101	101	304	303
Accretion of long-term debt		(1)	(2)	(5)	(4)
Changes in non-cash working capital balances	13	21	17	9	23
Net cash provided from operating activities		43	72	150	179
Investing activities					
Additions to property, plant and equipment	3	(45,389)	(71,838)	(133,117)	(219,254)
Additions to intangible assets	4	(12)	-	(56)	-
Decrease (increase) in investments	5	24,642	(7,289)	83,286	78,974
Changes in non-cash working capital balances	13	(7,073)	(9,812)	(8,579)	33,669
Net cash used in investing activities		(27,832)	(88,939)	(58,466)	(106,611)
Financing activities					
Increase (decrease) in long-term debt	6	-	182,039	(52,010)	182,039
Decrease (increase) in restricted cash		5,916	(105,249)	61,803	(87,684)
Increase in shareholder contributions	7	21,873	12,077	48,523	12,077
Net cash provided from financing activities		27,789	88,867	58,316	106,432
Net increase (decrease) in cash and cash equivalents		-	-	-	-
Cash and cash equivalents, beginning of period		-	-	-	-
Cash and cash equivalents, end of period		-	-	-	-
Interest received		755	3,928	2,072	6,165
Interest paid		1	-	11,840	8,880

See accompanying notes

LABRADOR TRANSMISSION CORPORATION
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)

1. DESCRIPTION OF BUSINESS

Labrador Transmission Corporation (Labrador Transco or the Company) was incorporated on November 13, 2013 under the laws of Newfoundland and Labrador. Labrador Transco is a 100% owned subsidiary of Nalcor Energy (Nalcor). Labrador Transco's head office is located at 500 Columbus Drive, St. John's, Newfoundland and Labrador, A1B 0M6, Canada.

Labrador Transco was formed to design, construct, finance, operate and maintain the Labrador Transmission Assets (LTA), which includes two 900 megawatt rated transmission lines connecting the Muskrat Falls hydroelectric plant, the Churchill Falls (Labrador) Corporation hydroelectric facility, the Labrador-Island Link (LIL) and certain other portions of the transmission system in Labrador.

Newfoundland and Labrador Hydro (Hydro), Muskrat Falls Corporation (Muskrat Falls), and Labrador Transco have entered into the Generator Interconnection Agreement (the GIA), which governs the development and operation of the LTA. Under the terms of the GIA, Labrador Transco will recover all costs associated with the LTA from Muskrat Falls, which in turn will recover all costs incurred under the GIA as part of a power purchase agreement (PPA) with Hydro.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance and Basis of Measurement

These condensed interim financial statements have been prepared in accordance with International Accounting Standards (IAS) 34 Interim Financial Reporting and have been prepared using accounting policies consistent with those used in the preparation of the annual audited financial statements for the year ended December 31, 2015.

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

These condensed 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. The condensed interim financial statements were approved by Labrador Transco's Board of Directors on November 10, 2016.

LABRADOR TRANSMISSION CORPORATION
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)

3. PROPERTY, PLANT AND EQUIPMENT

<i>(thousands of Canadian dollars)</i>	Project Support Assets	Construction in Progress	Total
Cost			
Balance at January 1, 2015	13,314	311,376	324,690
Additions	(32)	315,458	315,426
Balance at December 31, 2015	13,282	626,834	640,116
Additions	45	135,662	135,707
Balance at September 30, 2016	13,327	762,496	775,823
Depreciation			
Balance at January 1, 2015	3,460	-	3,460
Depreciation	2,874	-	2,874
Balance at December 31, 2015	6,334	-	6,334
Depreciation	2,525	-	2,525
Balance at September 30, 2016	8,859	-	8,859
Carrying value			
Balance at January 1, 2015	9,854	311,376	321,230
Balance at December 31, 2015	6,948	626,834	633,782
Balance at September 30, 2016	4,468	762,496	766,964

Capitalized Borrowing Costs

The construction of the LTA was sanctioned in December 2012. The construction is being financed through the issuance of long-term debt and contributed capital. For the period ended September 30, 2016, \$10.5 million (December 31, 2015 - \$23.1 million) of borrowing costs were capitalized. The effective interest rate of the debt is 3.80%.

4. INTANGIBLE ASSETS

<i>(thousands of Canadian dollars)</i>	Computer Software
Cost	
Balance at January 1, 2015	322
Additions	102
Balance at December 31, 2015	424
Additions	56
Balance at September 30, 2016	480
Amortization	
Balance at January 1, 2015	271
Amortization	102
Balance at December 31, 2015	373
Amortization	65
Balance at September 30, 2016	438
Carrying value	
Balance at January 1, 2015	51
Balance at December 31, 2015	51
Balance at September 30, 2016	42

LABRADOR TRANSMISSION CORPORATION
NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)

5. INVESTMENTS

In December 2013, the Company, jointly with Muskrat Falls, purchased three structured deposit notes using the proceeds from the issue of long-term debt. The investments are restricted in nature and are subject to the provisions contained within the Muskrat Falls/Labrador Transmission Assets Project Finance Agreement (MF/LTA PFA). In July 2015, Labrador Transco, Muskrat Falls, the Muskrat Falls/Labrador Transmission Assets Funding Trust (MF/LTA Funding Trust) and the Collateral Agent executed an amendment to the MF/LTA PFA. Under the amended MF/LTA PFA, Labrador Transco recognizes its ratable share of these investments, which is based on its cumulative portion of actual debt drawn for the construction of the LTA. As of September 30, 2016, Labrador Transco's portion was 22% (December 31, 2015 – 24%).

<i>As at (thousands of Canadian dollars)</i>	Year of Maturity	September 30 2016	December 31 2015
\$75.0 million Floating Rate Deposit Note with interest paid at the one-month Canadian Dealer Offer Rate (CDOR) plus 0.38%.	2017	13,556	18,000
\$478.2 million Amortizing Floating Rate Deposit Note, with interest paid at the one-month CDOR plus 0.38%.	2016	1,142	16,910
\$1,912.7 million Amortizing Fixed Rate Deposit Note with interest paid at a rate of 1.5937% per annum.	2016	4,568	67,642
Long-term investments, end of period		19,266	102,552
Less: redemptions to be received within one year		19,266	87,764
		-	14,788

6. LONG-TERM DEBT

The following table represents the value of long-term debt measured at amortized cost:

<i>As at (thousands of Canadian dollars)</i>	Face Value	Coupon Rate %	Year of Issue	Year of Maturity	September 30 2016	December 31 2015
Tranche A	143,000	3.63	2013	2029	143,042	156,049
Tranche B	148,500	3.83	2013	2037	148,521	162,024
Tranche C	280,500	3.86	2013	2048	280,552	306,057
Total debentures	572,000				572,115	624,130

In July 2015, Labrador Transco, Muskrat Falls, the MF/LTA Funding Trust and the Collateral Agent executed an amendment to the MF/LTA PFA. Under the amendment, Labrador Transco continues to be jointly and severally liable for the total credit facility, however Labrador Transco's portion of the ratable share is based on its cumulative portion of actual debt drawn for the construction of the LTA. As of September 30, 2016, Labrador Transco's cumulative portion of actual debt drawn was 22% (December 31, 2015 - 24%).

7. SHAREHOLDER'S EQUITY

Shareholder Contributions

<i>As at (thousands of Canadian dollars)</i>	September 30 2016	December 31 2015
Total shareholder contributions	260,673	212,150

During 2016, Nalcor made contributions to Labrador Transco in the amount of \$48.5 million (December 31, 2015 - \$76.6 million).

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NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)

8. NET FINANCE (INCOME) EXPENSE

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Three months ended		Nine months ended	
	2016	2015	2016	2015
Finance income				
Interest on investments	129	3,276	(163)	4,763
Other interest income	868	639	1,874	1,401
	997	3,915	1,711	6,164
Finance expense				
Interest on long-term debt	5,426	16,864	12,235	25,743
	5,426	16,864	12,235	25,743
Interest capitalized during construction	(4,429)	(12,949)	(10,524)	(19,579)
	997	3,915	1,711	6,164
Net finance (income) expense	-	-	-	-

9. OTHER (INCOME) EXPENSE

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Three months ended		Nine months ended	
	2016	2015	2016	2015
Realized foreign exchange loss	1	-	13	-
Unrealized foreign exchange gain	-	-	(3)	-
Other (income) expense	1	-	10	-

10. FINANCIAL INSTRUMENTS

Fair Value

The estimated fair values of financial instruments as at September 30, 2016 and December 31, 2015 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 Labrador Transco might receive or incur in actual market transactions.

As a significant number of Labrador Transco'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 Labrador Transco 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).

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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 measurements during the periods ended September 30, 2016 and December 31, 2015.

As at September 30, 2016 and December 31, 2015 the Company did not have any Level 3 instruments.

	Level	Carrying Value	Fair Value	Carrying Value	Fair Value
		September 30, 2016		December 31, 2015	
<i>(thousands of Canadian dollars)</i>					
Financial assets					
Investments	2	19,266	19,288	102,552	102,698
Financial liabilities					
Long-term debt	2	572,115	715,068	624,130	731,728

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

The fair values of Level 2 financial instruments are determined using quoted prices in active markets, which in some cases are adjusted for factors specific to the asset or liability. Level 2 derivative instruments are valued based on observable commodity future curves, broker quotes or other publicly available data. Level 2 fair values of other risk management assets and liabilities and long-term debt are determined using observable inputs other than unadjusted quoted prices, such as interest rate yield curves and currency rates.

11. RELATED PARTY TRANSACTIONS

Labrador Transco enters into various transactions with its parent and other affiliates. These transactions occur in 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 Labrador Transco transacts are as follows:

Related Party	Relationship
Nalcor	100% shareholder of Labrador Transco
Hydro	100% owned subsidiary of Nalcor
Muskrat Falls	100% owned subsidiary of Nalcor
Lower Churchill Management Corporation	100% owned subsidiary of Nalcor
Labrador-Island Link Limited Partnership	Limited partnership between LIL Holding Corporation and Emera Newfoundland and Labrador Island Link Inc.
MF/LTA Funding Trust	Party to the MF/LTA PFA

Routine operating transactions with related parties are settled at prevailing market prices under normal trade terms.

12. COMMITMENTS AND CONTINGENCIES

(a) Labrador Transco has entered into the GIA with Muskrat Falls and Hydro, whereby Labrador Transco has committed to design, construct, operate and maintain the LTA, and provides such other services as agreed to ensure safe and reliable transmission of electricity.

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- (b) As part of the MF/LTA PFA, Labrador Transco has pledged its present and future assets as security to the Collateral Agent.
- (c) Labrador Transco is subject to legal proceedings in the normal course of business. Although the outcome of such actions cannot be predicted with certainty, Management currently believes Labrador Transco's exposure to such claims and litigation, to the extent not covered by insurance policies or otherwise provided for is not expected to materially affect its financial position.
- (d) Outstanding commitments for capital projects, total approximately \$71.0 million as at September 30, 2016 (2015 - \$166.1 million). Outstanding commitments related to pre-funded equity requirements associated with the Project Finance Agreements total approximately \$266.4 million as at September 30, 2016 (2015 - \$86.2 million).

13. SUPPLEMENTARY CASH FLOW INFORMATION

<i>For the period ended September 30 (thousands of Canadian dollars)</i>	Three months ended		Nine months ended	
	2016	2015	2016	2015
Trade and other receivables	(4,277)	(7,354)	4,067	(4,816)
Trade and other payables	(2,775)	(2,441)	(12,637)	38,508
Changes in non-cash working capital balances	(7,052)	(9,795)	(8,570)	33,692
Related to:				
Operating activities	21	17	9	23
Investing activities	(7,073)	(9,812)	(8,579)	33,669
	(7,052)	(9,795)	(8,570)	33,692

14. SUBSEQUENT EVENT

On November 3, 2016 the Government of Canada announced a commitment to provide additional loan guarantees of up to \$2.9 billion to support additional borrowings for the components of the Lower Churchill projects led by Nalcor Energy. The specific conditions of this support will be finalized by Canada, the Government of Newfoundland and Labrador and Nalcor in the near future.