

**Agreement for Resell/Reassignment Of
Reservations For
Point-To-Point Transmission Service**

Whereas, Alcoa Power Generating Inc ("APGI") has entered into an Amended and Restated Acquisition Agreement, dated as of June 29, 2012 ("Acquisition Agreement"), by which it will convey to Brookfield Smokey Mountain Hydropower LLC ("BSMH") the Tapoco Project, FERC No. P-2169, and to Smokey Mountain Transmission LLC ("SMT") certain 161 kV transmission facilities associated with the Tapoco Project;

Whereas, Alcoa Power Marketing LLC ("APM"), an affiliate of APGI, holds certain transmission reservations, set forth in Table A hereto, which, pursuant to the terms of the Acquisition Agreement, APM will transfer BSMH at closing when the Tapoco Project and associated transmission are conveyed to BSMH and SMT, respectively;

Whereas, at said closing, SMT will succeed to the Open Access Transmission Tariff ("Tariff") of APGI, pursuant to the terms of which the above-referenced transmission reservations were made and are maintained; and

Whereas, said closing, currently scheduled for 2400 hours CPT on November 15, 2012, may be delayed or may not occur at all;

Now Therefore, APM, as reseller, and BSMH, as assignee, do hereby agree as follows:

1.0 The transfer of reservations set forth in Table A contemplated herein shall be effective at the above-referenced closing, whenever it may occur. If the above-referenced closing does not occur, then this agreement will be null and void.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their respective authorized officials.

Alcoa Power Marketing LLC:

By: James C. Nixon President _____ November 13, 2012
James C. Nixon Title Date

Brookfield Smokey Mountain Hydropower LLC:

By: Mel Jiganti _____
Name Assistant Secretary and Director Date
Legal Services, U.S. Operations

TABLE A

The following existing transmission reservations on the APCI transmission system will be Reassigned from Alcoa Power Marketing LLC to Brookfield Smoky Mountain Hydropower LLC per section 23 of the Tapoco OATT.

Confirmed Reservation to Reassign

<u>Posting Ref.</u>	<u>Path</u>	<u>Qty</u>	<u>Period</u>	
76036916	TAP to TVA	75MWs	7/1/11 to 7/1/16	will become SMT to TVA
76035786	TAP to TVA	200MWs	8/1/11 to 8/1/14	will become SMT to TVA
76035818	TAP to TVA	40MWs	8/1/11 to 8/1/14	will become SMT to TVA
77550444	TAP to TVA	60MWs	5/1/13 to 6/1/13	will become SMT to TVA
77550441	TAP to TVA	60MWs	4/1/13 to 5/1/13	will become SMT to TVA
77550437	TAP to TVA	60MWs	3/1/13 to 4/1/13	will become SMT to TVA
77550433	TAP to TVA	30MWs	2/1/13 to 3/1/13	will become SMT to TVA
77550426	TAP to TVA	30MWs	1/1/13 to 2/1/13	will become SMT to TVA
77543120	TAP to TVA	33MWs	12/1/12 to 1/1/13	will become SMT to TVA
77069760	TAP to TVA	303MWs	8/1/14 to 8/1/19	will become SMT to TVA
77069609	TAP to TVA	75MWs	7/1/16 to 7/1/21	will become SMT to TVA
77069581	TAP to DUK	50MWs	7/1/14 to 7/1/19	will become SMT to DUK
				Related ref 76036957 redirected

Reservation Study Requests to Reassign

<u>Posting Ref.</u>	<u>Path</u>	<u>Qty</u>	<u>Period</u>	
77550661	TAP to TVA	60MWs	6/1/13 to 6/1/14	will become SMT to TVA – Set to Study
77069591	TAP to DUK	35MWs	7/1/14 to 7/1/19	will become SMT to DUK – Set to Study
76037234	TAP to DUK	250MWs	8/1/14 to 8/1/19	will become SMT to TVA – Set to Study

Please note that the reassignment will also result in use of a new POR of SMT since Smoky Mountain Transmission LLC will become the new transmission provider at the time of transfer and will use SMT as the POR/POD designation for that new system.