July 31st 2017

Karen Kharatyan
Manager of Licensing
Nunavut Water Board
P.O. Box 119
Gjoa Haven, NU
X0B 1J0

Re: Water License 2AM-MEL1631 Part D, Items 1&2 - Submission of Final Design and Construction Drawings for Culverts 7-8-10-11-16

Mr. Kharatyan,

Agnico Eagle Mines Limited (Agnico Eagle) is developing the Meliadine Project (the Project), a gold mine located approximately 25 km north of Rankin Inlet, and 80 km southwest of Chesterfield Inlet in the Kivalliq Region of Nunavut. Situated on the western shore of Hudson Bay, the Project site is located on a peninsula between the east, south, and west basins of Meliadine Lake (63°1'23.8'' N, 92°13'6.42"W) on Inuit Owned Land. Agnico Eagle is developing the mine for production in late 2019.

In accordance with Water License 2AM-MEL1631, Part D, Items 1 and 2, please find enclosed with this letter, a copy of the final design and construction drawings for Culverts 7-8-10-11-16.

Should you have any questions regarding this submission, please contact me.

Regards,

Agnico Eagle Mines Limited – Meliadine Division

Manon Turmel
manon.turmel@agnicoeagle.com
819-759-3555 x8136
Environmental Compliance Counselor

DESIGN REPORT FOR
CULVERTS #7, #8, #10, #11, #16
MELIADINE PROJECT, NUNAVUT

PRESENTED TO

Agnico Eagle Mines Ltd.

AUGUST 2017
ISSUED FOR USE
TETRA TECH PROJECT NUMBER: 28920
AGNICO EAGLE DOCUMENT NUMBER: 6515-E-132-005-132-REP-007

Tetra Tech
5100, Sherbrooke street east, suite 400
Montreal, QC H1V 3R9, CANADA
Tel 514.257.1112 Fax 514.257.0717

TABLE OF CONTENTS

APPENDICES

1.0 INTRODUCTION

1.1 Site Location and Access

Agnico Eagle Mines Limited (Agnico Eagle) is developing the Meliadine Project (the Project), a gold mine located approximately 25 km north from Rankin Inlet, and 80 km southwest from Chesterfield Inlet in the Kivalliq Region of Nunavut. The proposed project site is located on the peninsula between the East, South, and West basins of Meliadine Lake (63°01'23.8"N, 92°13'6.42"W) on Inuit Owned Land.

The mine site is accessible from the all-weather gravel road linking the Meliadine mine site with Rankin Inlet.

The culverts covered in this report are located in the Meliadine Site area, more specifically around Portal#2. The site location is shown in figure 1 (Appendix A).

1.2 Existing and future Facilities at the mine site

Current facilities at the Meliadine Project site include the camp located on the shores of Meliadine Lake, approximately 2.3 km east of the Tiriganiaq deposit. The self-contained camp can accommodate up to 520 people. Power for the camp is currently provided by diesel generators. Potable water for the camp is pumped from Meliadine Lake.

Facilities that are planned to be constructed for the operation of the future Meliadine Mine include haul roads, process plant, power plant, maintenance facilities, tank farm for fuel storage, water treatment plant, sewage treatment plant, and a crusher.

The Nunavut Water Board (NWB) has issued Type A Water License 2AM-MEL1631 to Agnico Eagle Mines Limited (Agnico Eagle) for the Meliadine Gold Project site authorizing the use of water and the disposal of waste required by mining and milling and associated uses.

1.3 Scope of Work

Agnico Eagle retained the services of Tetra Tech to carry out the planning and design works associated with the Water Management and Environment and the Civil Works components of the Project. As part of the scope of work, Agnico Eagle asked Tetra Tech to:

- Conduct a detailed design for the haul roads including the crossing culverts;
- Produce construction drawings and specification for the roads and culverts;
- Prepare a design report for the culverts around Portal#2.

This report summarizes the site conditions, design basis, and considerations including the final design and construction drawings for the culverts #7, #8, #10, #11, #16, as specified under Water License 2AM-MEL1631, Part D Item1.

2.0 DESIGN

2.1 Culvert Design Basis and Water Management Strategy

The overall objective of the water management strategy of this project is to develop a practical and feasible site-wide water management plan to minimize the potential negative impacts of mining development on the surrounding environment including habitats for fish and wildlife, and to facilitate mine operation and long-term closure and reclamation of the mine site. To attain this objective, culverts are used to control and divert runoff underneath the road and new facilities.

Culverts #7, #8, #10, #11 and #16 are required to allow the passage of runoff water under the future haul roads around Portal#2. The runoff water from Portal#2 area is flowing downstream into CP1.

The location of the proposed culverts is shown in Appendix B.

2.2 Hydraulic analyses and peak flow calculations

Hydrologic and hydraulic analyses were carried out to determine culvert sizes to accommodate a 25-year peak design flow.

The Rational Method was applied. The Intensity-Duration-Frequency (IDF) curve developed by Environment and Climate Change Canada for Rankin Inlet was used (Environment Canada 2014). A 1 in 25 year rainfall intensity for a duration equivalent to the time of concentration of the catchment area was used to determine the design peak flow for each culvert.

2.3 Culvert Specifications

The culverts that are proposed will be in service for up to 15 years. The standard galvanized, corrugated steel pipe culvert, with a profile of 68x13 mm and a minimum thickness of 2.0 mm is proposed.

The location and layout for the culverts are shown on drawings 65-417-230-201 and 65-417-230-224 presented in Appendix C.

The design haul trucks to be used at the mine site will be CAT AD60 for underground trucks and Komatsu HD465 model or equivalent for open pit trucks. A minimum of fill cover will be placed over the culverts according to the material thickness and the manufacturer's recommendations for heavy traffic on haul roads as shown in the table provided on drawing 65-417-230-203 presented in Appendix C. The backfill around the culverts will be granular fill 0-50 mm, or an approved equivalent, and will be placed in lifts no greater than 0.3 m thick and compacted to a minimum of 95% of Standard Proctor Maximum Dry Density (ASTM D698). Typical cross-section for the culverts are shown on drawing 65-417-230-203 provided in appendix B.

Table 1 presents the main characteristics of the culverts.

Table 1: Characteristics of the culverts

Culvert	#7	#8	#10	#11	#16
Number of pipes x Ø (mm)	2 x Ø600	1 x Ø600	1 x Ø600	2 x Ø800	4 x Ø1200
Length of each culvert (m)	30	32	34	28	39
Slope (%)	1	1	1	1	0.4
Corrugated profile (mm)	68x13	68x13	68x13	68x13	68x13
Thickness (mm)	2.0	2.0	2.0	2.8	2.8
Minimum cover over culvert (mm)	750	750	750	750	850
Estimated Peak Flow (m^3/s)	0.42	0.05	0.11	0.87	4.98
Culvert Flow Capacity (m^3/s)	0.73	0.33	0.33	1.43	5.63

2.4 Erosion Control

To control erosion, rip rap of diameter 50-300 mm will be installed around the culvert inlet and outlet areas, and on a length of 3 meters minimum. The rip rap material will come from a NPAG source of rock. For the rip rap section, see drawing 65-417-230-203 given in Appendix C.

During the installation of the culverts, if required, straw logs will be used in the work area to prevent total suspended solids from reaching downstream water bodies.

3.0 FIGURES AND DRAWINGS

Figure 1 in appendix A presents the location of the mine site.
Figure 2 in appendix B presents the proposed culverts location.

The following construction drawings are presented in Appendix C and present the details for the culverts construction:

- 65-417-230-201 : Haul Road TIRI-01 – Plan and profile – 1+500 to 2+200
- 65-417-230-224 : North and East Haul Road – Plan and profile
- 65-417-230-203 : Typical section for haul road and culverts

4.0 LIMITATIONS OF REPORT

This report and its contents are intended for the sole use of Agnico Eagle Mines Ltd. and their agents. Tetra Tech does not accept any responsibility for the accuracy of any of the data, the analysis, or the recommendations contained or referenced in the report when the report is used or relied upon by any Party other than Agnico Eagle Mines Ltd., or for any Project other than the proposed development at the subject site. Any such unauthorized use of this report is at the sole risk of the user. Use of this report is subject to the terms and conditions stated in Tetra Tech's Services Agreement.

5.0 CLOSURE

We trust this report meets your present requirements. If you have any questions or comments, please contact the undersigned.

Respectfully submitted,
Tetra Tech

PERMIT TO PRACTICE
TETRA TECH INDUSTRIES, INC.
O/A TETRA TECH
Signature
Date 2017.07.28
PERMIT NUMBER: P 1029
NT/NU Association of Professional Engineers and Geoscientists

INGÉNIEURE · ENGINEER
Solène Moreau
137890
QUÉBEC
28.07.2017

REGISTERED PROFESSIONAL ENGINEER
J.M.I.F. ALARIE
LICENSEE
NT/NU
2017-07-28

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Reviewed by:
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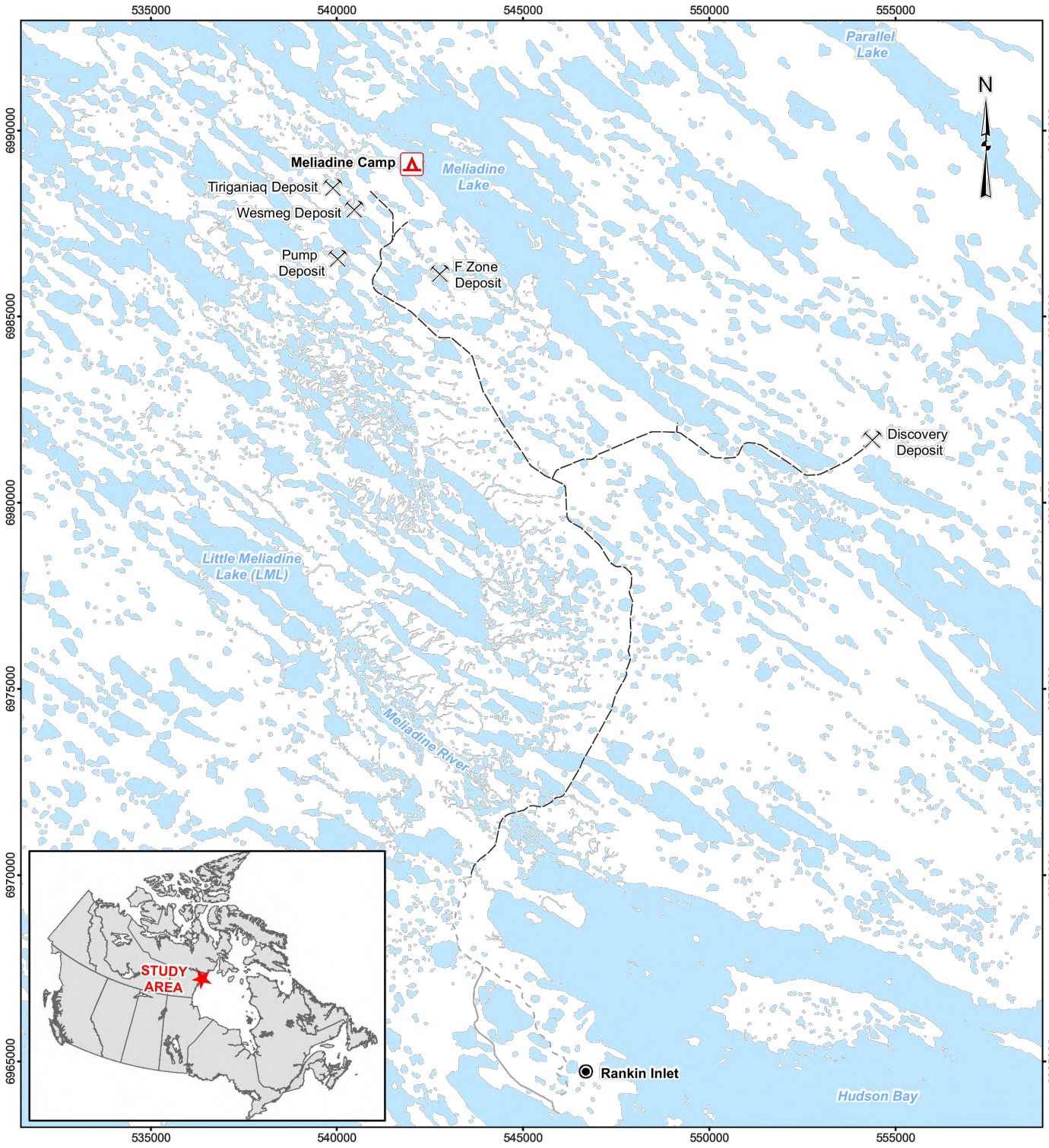
Direct Line: 514.257.2427 x3323
Josee.Alarie@tetratech.com

APPENDIX A

Figure 1 – Site Location



LEGEND

- Camp
- Proposed Mine Site
- All-weather Access Road (AWAR)
- Road - New
- Road - Existing
- Watercourse
- Waterbody

AGNICO EAGLE – MELIADINE DIVISION

AGNICO EAGLE

TETRA TECH

AGNICO EAGLE – MELIADINE DIVISION

GENERAL PROJECT LOCATION PLAN

No. PROJET PROJECT No.		DATE	2017-05-04
DESSINÉ PAR DRAWN BY	M. SENNADJ		FEUILLE/SHT 1 / 1
APPROUVÉ PAR APPROVED BY	R. PANAZAN		
NO. DESSIN DRAWING NO.	FIGURE 1		REVISION A

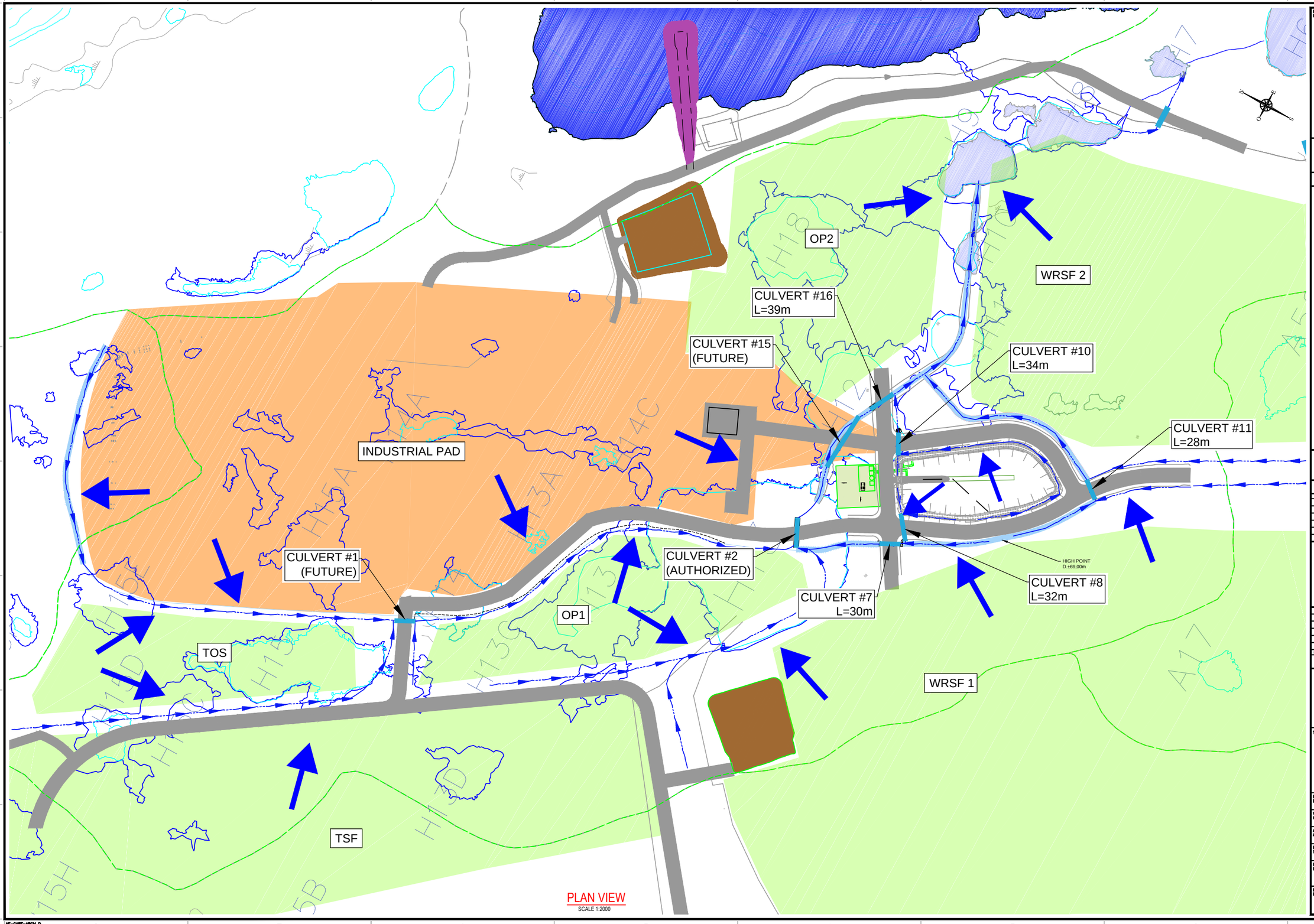
P:\28920\DOC-PROJ\60\60CCL\Infrastructures Josée Alarie\Design Criteria\Culverts\Design Report for culverts 7, 8, 10, 12, 13, 14\Figure 1\Figure 1.dwg FILE NO. .DWG

APPENDIX B

Figure 2 – Proposed Culverts Location

NO. DESSIN
DRAWING NO. PORTAL_2_WATER_MANAGEMENT_Watersheds_JG.dwg

FORMAT ARCH D



PLAN CLÉ
KEY PLAN

NOTES GÉNÉRALES / GENERAL NOTES

DESSINS EN RÉFÉRENCE / REFERENCE DRAWINGS

TITRE / TITLE	# DWG

REV.	DATE	DESCRIPTION	PAR/BY	APP.	CLIENT

REVISIONS

TITRE / TITLE

AGNICO EAGLE – DIVISION
000 – SITE PREP
230 – GENERAL EARTH WORK
PORTAIL #2 AREA
GENERAL WATER MANAGEMENT
PLAN VIEW

DESSINÉ PAR / DRAWN BY	MOURAD SENNADJ	DATE 2017-05-24
VÉRIFIÉ PAR / CHECKED BY	MARCO MELLADO	2017-05-24
APPROUVÉ PAR / APPROVED BY	JOSEE ALARIE	2017-05-24
ÉCHELLE / SCALE	AS SHOWN	DATE 2017-03-14

NO. DESSIN / DRAWING NO. FIGURE 2

NO. PROJET / PROJECT NO.	REVISION	FEUILLE / SHT
6515 / 28920	A	1 / 1

AE-CART-ARCH D

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FILE NO. PORTAL_2_WATER_MANAGEMENT_Watersheds_JG.dwg

APPENDIX C

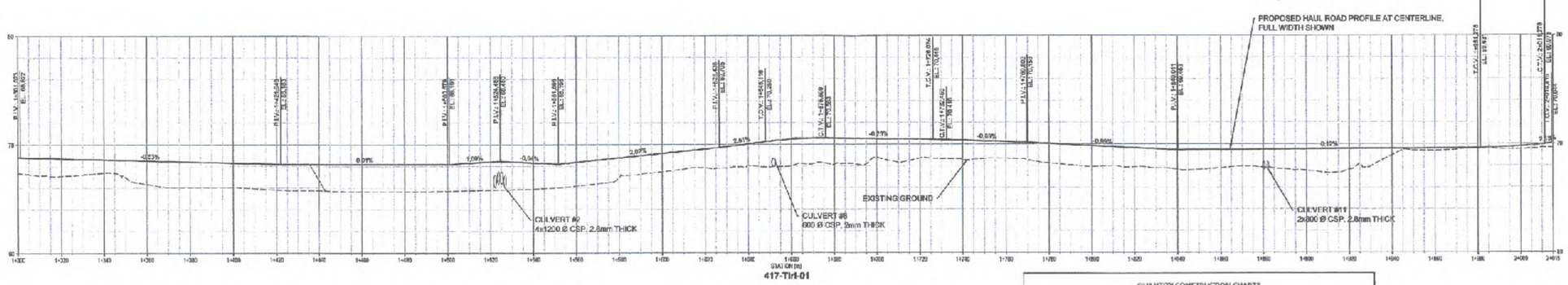
Construction drawings :

- 65-417-230-201
- 65-417-230-224
- 65-417-230-203

NO. DESSIN / DRAWING No. 65-417-230-200_RC-201_R1-202_RC1

FORMAT: ARCH D

POUR CONSTRUCTION
FOR CONSTRUCTION
AGNICO EAGLE
DATE : 2017-07-28



PROFILE VIEW
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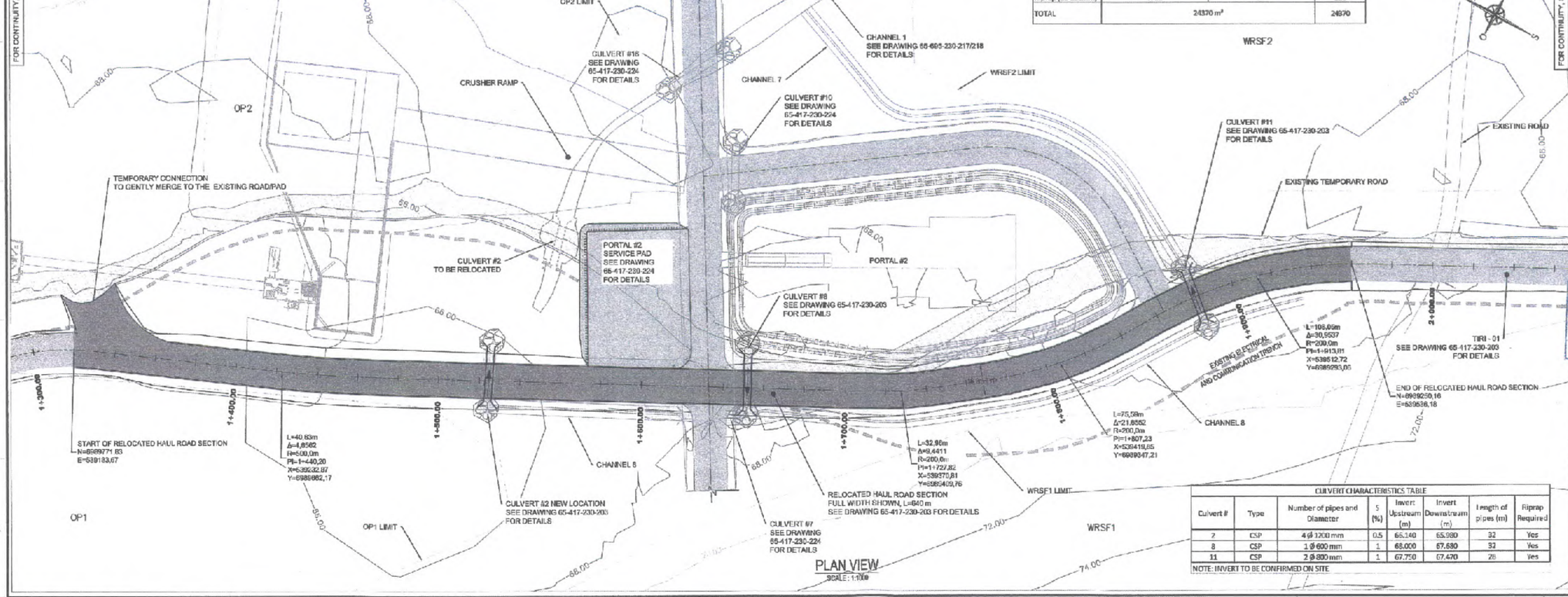


PLAN VIEW
SCALE : 1:1000

FOR CONTINUITY, SEE DRAWING 65-417-230-202

FOR CONTINUITY, SEE DRAWING 65-417-230-201

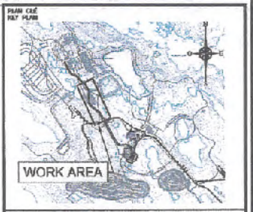
QUANTITY CONSTRUCTION CHART*
* THEORETICAL MEASURES IN PLACE

	RELOCATED HAUL ROAD SECTION (L=640m) 1+320 TO 1+960		TOTAL
Aggregate Material	Thickness (mm)	Required (m³)	Required (m³)
50mm MINUS	200/VAR.	2605	2605
200mm MINUS	800	9850	9850
Borrow Pit CL-A or Run of Mine	VAR. (1200 MIN.)	11795	11795
Riprap (50-300mm)	VAR.	120	120
TOTAL	24370 m³		24370

CULVERT CHARACTERISTICS TABLE

Culvert #	Type	Number of pipes and Diameter	S (%)	Invert Upstream (m)	Invert Downstream (m)	Length of pipes (m)	Riprap Required
2	CSP	4 Ø 1200 mm	0.5	66.140	65.980	32	Yes
8	CSP	1 Ø 600 mm	1	68.000	67.680	32	Yes
11	CSP	2 Ø 800 mm	1	67.750	67.470	28	Yes

NOTE: INVERT TO BE CONFIRMED ON SITE



TETRA TECH

NOTES GÉNÉRALES / GENERAL NOTES

NOTES:
1. EXISTING GROUND DTM PROVIDED BY AEM.
2. ALL UNITS ARE IN METERS.
3. GRANULAR MATERIAL SHALL BE PLACED IN LIFT NOT EXCEEDING 300mm AND COMPACTED AS INDICATED. BORROW PIT MATERIAL OR RUN OF MINE MATERIAL SHALL BE PLACED IN LIFTS NOT EXCEEDING 600mm AND COMPACTED TO A MIN. OF 95% OF MAXIMUM DRY DENSITY. MOISTURE CONDITIONING MAY BE REQUIRED PRIOR TO COMPACTION.
4. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE SAFETY, SECURITY AND SLOPE OF ALL EXCAVATIONS, BACKFILL AND SHALL ABIDE BY ALL RELEVANT STANDARDS AND REGULATIONS. THE STABILITY, DRAINAGE AND MAINTENANCE OF ALL EXCAVATIONS OR BACKFILL SHALL BE CONTRACTORS RESPONSIBILITY.
5. TYPICAL FILL SLOPE TO BE 1V:2.5H. FILL SLOPE TO BE CONFIRMED IN THE FILED BY GEOTECHNICAL ENGINEER.
6. THE LOCATION ELEVATION AND LENGTH OF CULVERT GROUP SHALL BE CONFIRMED ON SITE.
7. FOR SUMMER CONSTRUCTION GEOTEXTILE SHALL BE INSTALLED BETWEEN THE ORIGINAL GROUND AND THE GRANULAR MATERIAL WHENEVER THE ORIGINAL GROUND IS UNSTABLE TO SUPPORT FILL MATERIAL COMPACTION.

DESSINS EN RÉFÉRENCE / REFERENCE DRAWINGS

NUMÉRO / TITLE	# DWG

AGNICO EAGLE

NO.	DATE	DESCRIPTION	DESSINÉ PAR / DRAWN	VÉRIFIÉ PAR / CHECKED
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D	2017-05-08	ISSUED FOR COMMENT	M.P.	J.A.
C	2015-10-02	ISSUED FOR CONSTRUCTION	A.B.	J.A.
C	2015-09-21	TEMPORARY ROAD ADDED	P.M.	J.A.
B	2015-08-21	ROAD ALIGNMENT CHANGED	P.M.	J.A.
A	2015-08-18	PRELIMINARY	P.M.	J.A.

REVISIONS

PERMIT TO PRACTICE
TETRA TECH INDUSTRIES, INC.
O/A TETRA TECH
Signature
Date 2017.07.27
PERMIT NUMBER: P 1029
NWT/Nunavut Association of Professional Engineers and Geoscientists

PROFESSIONAL ENGINEER
JULIE ALARIE
LICENCE
2017-07-28

TITRE / TITLE
AGNICO EAGLE – DIVISION
417 – HAUL ROAD – INDUSTRIAL SITE TO TIRICANIAK
230 – GENERAL EARTH WORKS
HAUL ROAD TIRI – 01
PLAN / PROFILE
1+500 TO 2+200

DESSINÉ PAR / DRAWN BY	PATRICK MAMEL	DATE: 2015-08-18
VÉRIFIÉ PAR / CHECKED BY	CHRISTOPHER MORIN	2015-08-18
APPROUVÉ PAR / APPROVED BY	JOSEE ALARIE	2015-08-18
ÉCHELLE / SCALE	AS SHOWN	DATE: 2015-08-18

NO. DESSIN / DRAWING NO.
65-417-230-201

NO. PROJET / PROJECT NO.	REVISION	FEUILLE / SHT
6515 / 28920	1	1 / 1

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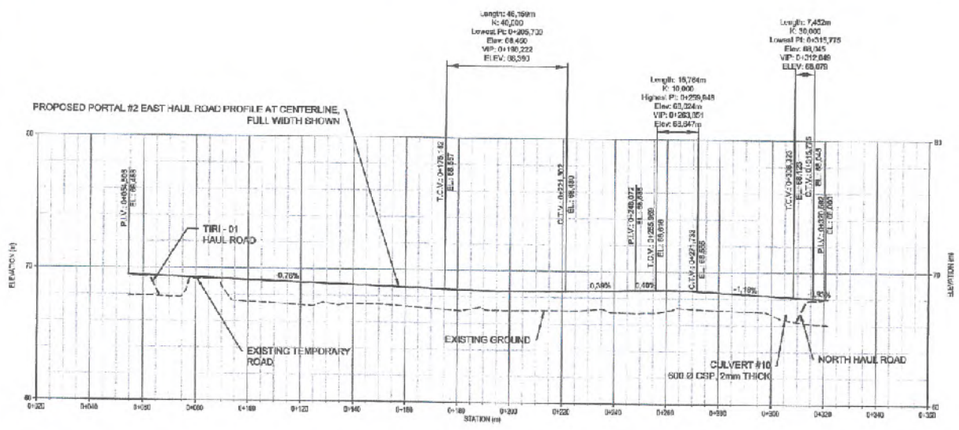

EAST HAUL ROAD

PROFILE VIEW

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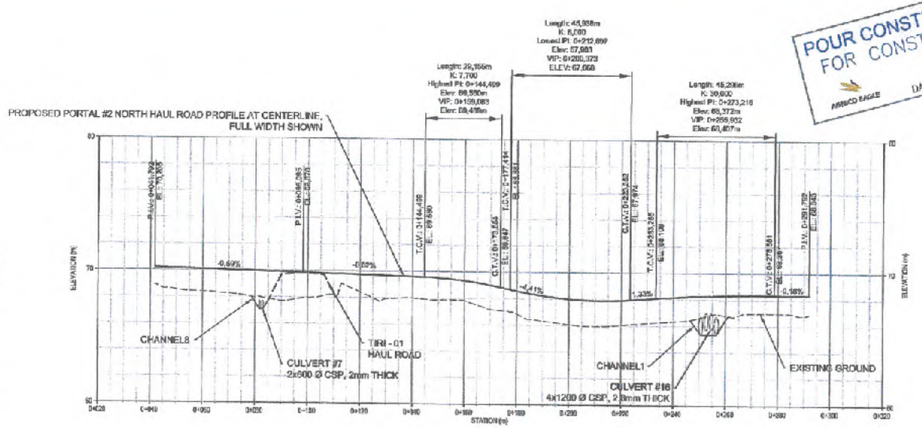
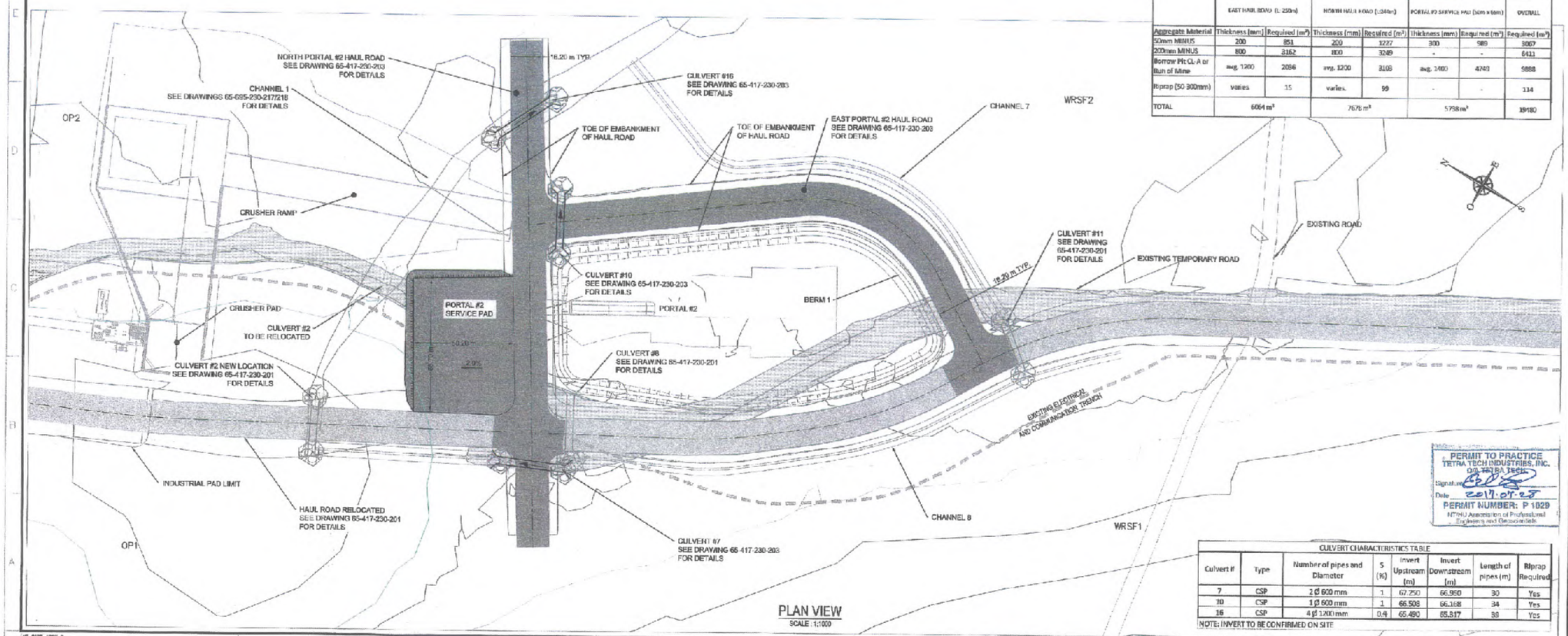


NORTH HAUL ROAD

PROFILE VIEW

SCALE : 1:250 V - 1:1000 H

POUR CONSTRUCTION FOR CONSTRUCTION
AGNICO EAGLE
DATE : 2017-07-25



PLAN VIEW

SCALE : 1:1000

QUANTITY CONSTRUCTION CHART*

* THEORETICAL MEASURES IN SITU

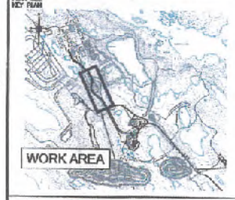
	EAST HAUL ROAD (L 250m)		NORTH HAUL ROAD (L 344m)		PORTAL #2 SERVICE PAD (50m x 64m)		OVERALL
Aggregate Material	Thickness (mm)	Required (m³)	Thickness (mm)	Required (m³)	Thickness (mm)	Required (m³)	Required (m³)
50mm MINUS	200	851	200	1227	300	989	3067
200mm MINUS	800	3162	800	3249	-	-	6411
Borrow Pit CLA or Run of Mine	avg. 1200	2056	avg. 1200	3108	avg. 1400	4248	9888
Riprap (50-300mm)	varies	15	varies	99	-	-	114
TOTAL	6064 m³		7676 m³		5738 m³		19180

CULVERT CHARACTERISTICS TABLE

Culvert #	Type	Number of pipes and Diameter	S (%)	Invert Upstream (m)	Invert Downstream (m)	Length of pipes (m)	Riprap Required
7	CSP	2 Ø 600 mm	1	67.250	66.950	30	Yes
10	CSP	1 Ø 600 mm	1	66.508	66.168	34	Yes
16	CSP	4 Ø 1200 mm	0.4	65.490	65.317	38	Yes

NOTE: INVERT TO BE CONFIRMED ON SITE

PERMIT TO PRACTICE
TETRA TECH INDUSTRIES, INC.
Signature
Date 2017-07-25
PERMIT NUMBER: P 1029
NT(NU) Association of Professional Engineers and Geoscientists



TETRA TECH

NOTES GÉNÉRALES / GENERAL NOTES

NOTES:
1. EXISTING GROUND DTM PROVIDED BY ACM.
2. ALL UNITS ARE IN METERS.
3. GRANULAR MATERIAL SHALL BE PLACED IN LIFT NOT EXCEEDING 300mm AND COMPACTED AS INDICTED. BORROW PIT MATERIAL OR RUN OF MINE MATERIAL SHALL BE PLACED IN LIFTS NOT EXCEEDING 600mm AND COMPACTED TO A MIN. OF 95% OF MAXIMUM DRY DENSITY. MOISTURE CONDITIONING MAY BE REQUIRED PRIOR TO COMPACTION
4. THE CONTRACTOR SHALL BE RESPONSIBLE FOR THE SAFETY SECURITY AND SLOPE OF ALL EXCAVATIONS, BACKFILL AND SHALL ABIDE BY ALL RELEVANT STANDARDS AND REGULATIONS. THE STABILITY, DEWATERING AND MAINTENANCE OF ALL EXCAVATIONS OR BACKFILL SHALL BE CONTRACTOR'S RESPONSIBILITY.
5. TYPICAL FILL SLOPE TO BE 1V:2H. FILL SLOPE TO BE CONFIRMED IN THE FIELD BY GEOTECHNICAL ENGINEER.
6. THE LOCATION ELEVATION AND LENGTH OF CULVERT GROUP SHALL BE CONFIRMED ON SITE.
7. FOR SUMMER CONSTRUCTION GEOTEXTILE SHALL BE INSTALLED BETWEEN THE ORIGINAL GROUND AND THE GRANULAR MATERIAL WHENEVER THE ORIGINAL GROUND IS UNSTABLE TO SUPPORT FILL MATERIAL COMPACTION.

DESSINS EN RÉFÉRENCE / REFERENCE DRAWINGS

NOMS / TITRE	# DWG
-	-
-	-
-	-
-	-
-	-
-	-

AGNICO EAGLE

REV.	DATE	DESCRIPTION	PREPARED	CHECKED	APPROVED	CLIENT
0	2017-07-25	ISSUED FOR CONSTRUCTION	C.M.	J.A.		
A	2017-06-09	ISSUED FOR COMMENTS	M.S.	J.A.		

REVISIONS

TITRE / TITLE

AGNICO EAGLE – DIVISION
417 – HAUL ROAD – INDUSTRIAL SITE
230 – GENERAL EARTH WORKS
NORTH & EAST PORTAL #2 HAUL ROAD
PLAN / PROFILE

DESSINÉ PAR / DRAWN BY	MOURAD SENNADJ	2017-06-09
VÉRIFIÉ PAR / CHECKED BY	CHRISTOPHER MORIN	2017-06-09
APPROUVÉ PAR / APPROVED BY	ALARIE JOSEE	2017-06-09

ÉCHELLE / SCALE: AS SHOWN — DATE: 2017-06-09

NO. DESSIN / DRAWING NO.: 65-417-230-224

NO. PROJET / PROJECT NO.: 6515 / 28920 — REVISION: 0 — FEUILLE / SHT: 1/1

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FILE NO. 65-417-230-224_R0.dwg

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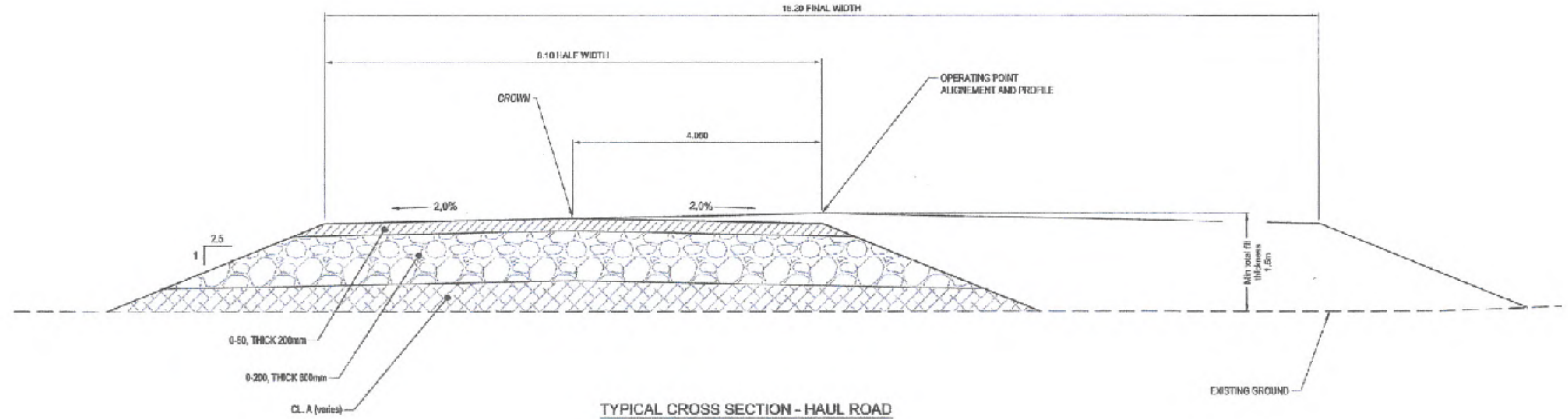

TYPICAL CROSS SECTION - HAUL ROAD

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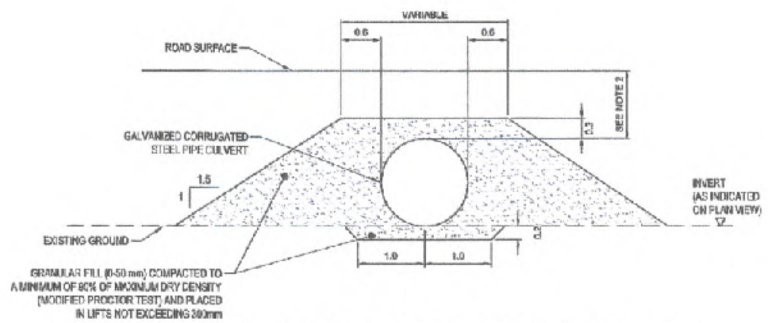

TYPICAL CULVERT DETAIL - CONFIGURATION WITH 1 CULVERT

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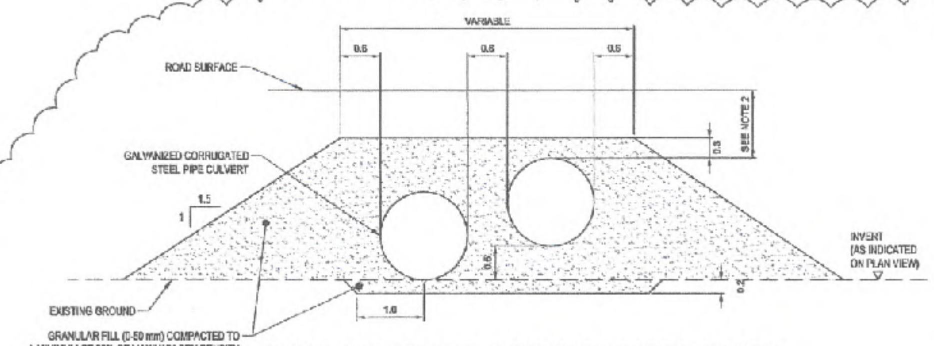

TYPICAL CULVERT DETAIL - CONFIGURATION WITH 2 CULVERTS

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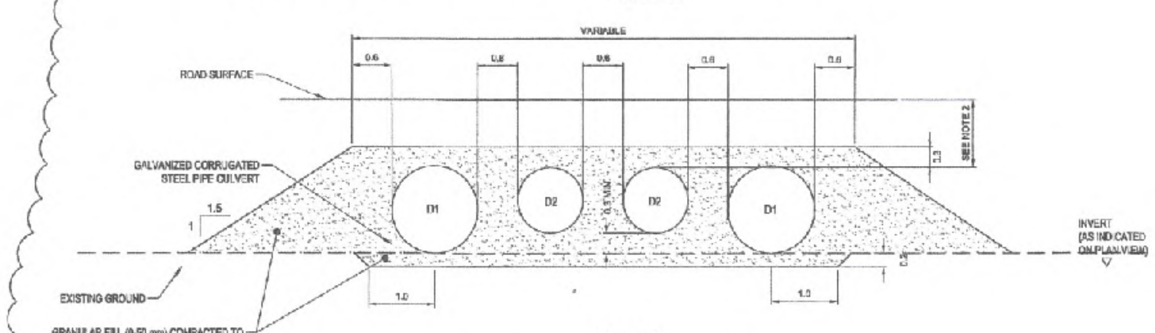

TYPICAL CULVERT DETAIL - CONFIGURATION WITH 4 CULVERTS

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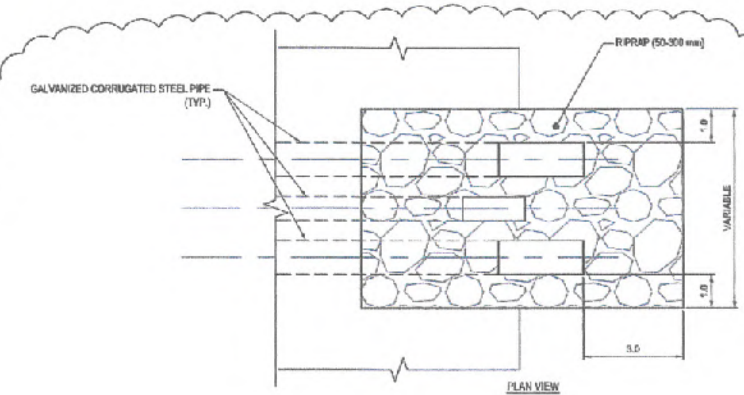

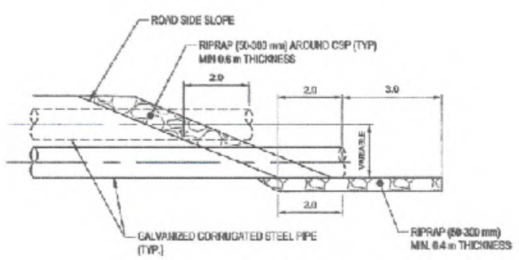

CROSS SECTION

TYPICAL DETAIL - CULVERT RIPRAP FOR BOTH INLET AND OUTLET

SCALE = N.T.S

Notes:

1. Culverts are provided by AEM. Culverts will be Galvanized Corrugated Pipes, with a profile of 68x13 mm.

2. At any time, the minimum backfill cover indicated in the table below shall be respected.

CULVERT DIAMETER (mm)	GAUGE (mm)	PROFILE (mm)	Min COVER (mm) (required at any time)
600	2	68x13	750
700	2	68x13	800
800	2.8	68x13	825
900	2.8	68x13	825
1000	2.8	68x13	850
1200	2.8	68x13	850

3. The installation of the culverts shall be conform to the Manufacturer instructions.

4. The maximum allowable slope for culverts is 6%. Install RipRap to fill the gap between the pipe bottom and the existing ground if required.

TETRA TECH

NOTES GÉNÉRALES / GENERAL NOTES

POUR CONSTRUCTION FOR CONSTRUCTION DATE : 2017-07-28

DESSINS EN RÉFÉRENCE / REFERENCE DRAWINGS

AGNICO EAGLE

REV.	DATE	DESCRIPTION	PAR/BY	APP.	CLIENT
2	2017-07-28	ISSUED FOR CONSTRUCTION	S.M.	J.A.	
1	2017-02-28	[illegible]	M.L.P.	J.A.	
0	2015-10-07	ISSUED FOR CONSTRUCTION	A.B	J.A.	
B	2015-08-20	REVISED LAYERS	P.H.	J.A.	
A	2015-08-18	PRELIMINARY	P.H.	J.A.	

REVISIONS

PERMIT TO PRACTICE
TETRA TECH INDUSTRIES, INC. O/A TETRA TECH
Signature
Date 2017.07.28
PERMIT NUMBER: P 1029
NT/NU Association of Professional Engineers and Geoscientists

TITRE / TITLE
AGNICO-EAGLE - DIVISION
417 - HAUL ROAD - INDUSTRIAL SITE TO TIRIGANIAK
230-GENERAL EARTH WORKS
TYPICAL SECTION
HAUL ROAD

DESSINÉ PAR / DRAWN BY	PATRICK HAMEL	2015-08-14
VERIFIÉ PAR / CHECKED BY	SOLÈNE MOREAU	2015-08-18
APPROUVÉ PAR / APPROVED BY	JOSÉE ALARIE	2015-08-18

ÉCHELLE / SCALE 1:50 — DATE 2015-08-14

NO. DESSIN / DRAWING NO. 65-417-230-203

NO. PROJET / PROJECT NO. 6515/28920 — REVISION 2 — FEUILLE / SHT /