

*This prospectus supplement together with the short form base shelf prospectus to which it relates dated January 23, 2012, as amended or supplemented, and each document deemed to be incorporated by reference in the short form base shelf prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered under this prospectus supplement have not and will not be registered under the United States Securities Act of 1933 and may not be offered or sold within the United States or to U.S. persons.*

*Information has been incorporated by reference in this prospectus supplement from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the office of the Corporate Secretary of the Corporation at P.O. Box 762, Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3, Telephone: (819) 561-2722, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

**PROSPECTUS SUPPLEMENT  
(to a Short Form Base Shelf Prospectus Dated January 23, 2012)**

New Issue

April 24, 2013

# Brookfield

## Renewable Energy Partners

### **BROOKFIELD RENEWABLE POWER PREFERRED EQUITY INC.**

**C\$175,000,000**

#### **7,000,000 Class A Preference Shares, Series 6**

Brookfield Renewable Power Preferred Equity Inc. (the “**Corporation**”) is offering (the “**Offering**”) 7,000,000 Class A Preference Shares, Series 6 (“**Series 6 Shares**”) at a price of C\$25.00 per Series 6 Share (the “**Offering Price**”). The Corporation is a subsidiary of Brookfield Renewable Energy Partners L.P. (the “**Partnership**”). The net proceeds of the Offering will be loaned to the Partnership or one or more of its subsidiaries, which will use proceeds of the loan to repay outstanding indebtedness and for general corporate purposes. See “Use of Proceeds”. As described below, the Series 6 Shares will be guaranteed by the Partnership, Brookfield Renewable Energy L.P. (“**BRELP**”), Brookfield BRP Holdings (Canada) Inc. (“**CanHoldco**”) and BRP Bermuda Holdings I Limited (“**Bermuda Holdco**”, and collectively with the Partnership, BRELP and CanHoldco, the “**Guarantors**”). The holders of Series 6 Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the board of directors (the “**Board of Directors**”) of the Corporation, payable quarterly on the last day of January, April, July and October in each year at an annual rate equal to C\$1.25 per Series 6 Share. The initial dividend, if declared, will be payable July 31, 2013 and will be C\$0.3116 per share, based on the anticipated closing date of May 1, 2013. See “Details of the Offering”.

The Series 6 Shares will not be redeemable by the Corporation prior to July 31, 2018. On and after July 31, 2018, the Corporation may, at its option upon not less than 30 days and not more than 60 days prior notice, redeem for cash the Series 6 Shares, in whole at any time or in part from time to time, at \$26.00 per share if redeemed before July 31, 2019, \$25.75 per share if redeemed on or after July 31, 2019 but before July 31, 2020, \$25.50 per share if redeemed on or after July 31, 2020 but before July 31, 2021, \$25.25 per share if redeemed on or after July 31, 2021 but before July 31, 2022, and \$25.00 per share if redeemed on or after July 31, 2022, in each case, together with all accrued and unpaid dividends up to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation). See “Details of the Offering”.

The Series 6 Shares do not have a fixed maturity date and are not redeemable at the option of the holders thereof. See “Risk Factors”.

The Series 6 Shares will be fully and unconditionally guaranteed, jointly and severally, by the Guarantors as to (i) the payment of dividends, as and when declared, (ii) the payment of amounts due on redemption of the Series 6 Shares, and (iii) the payment of amounts due on the liquidation, dissolution or winding-up of the Corporation. As long as the declaration

or payment of dividends on the Series 6 Shares are in arrears, the Guarantors will not make any distributions or pay any dividends on their respective equity securities. The guarantees by each of the Guarantors will be subordinated to all of the respective senior and subordinated debt of the Guarantor that is not expressly stated to be *pari passu* with or subordinate to the guarantees and will rank senior to the limited partnership units of the Partnership (“**LP Units**”). See “Details of the Offering — Description of the Series 6 Shares — Series 6 Guarantee”.

The Toronto Stock Exchange (the “**TSX**”) has conditionally approved the listing of the Series 6 Shares distributed under this prospectus supplement. The Series 6 Shares will be listed under the symbol “**BRF.PR.F**”. Listing of the Series 6 Shares is subject to the Corporation fulfilling all of the requirements of the TSX on or before July 23, 2013.

**There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus supplement. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”.**

The Corporation’s Class A Preference Shares, Series 1, Series 3 and Series 5 trade on the TSX under the symbols “**BRF.PR.A**”, “**BRF.PR.C**” and “**BRF.PR.E**”, respectively. On April 22, 2013, the last trading day before the public announcement of the Offering, the closing price of the Class A Preference Shares, Series 1, Series 3 and Series 5 on the TSX were C\$26.09, C\$25.69 and C\$25.00, respectively.

---

**Price: C\$25.00 per Series 6 Share to yield 5.00% per annum**

---

Scotia Capital Inc. (“**Scotia**”), CIBC World Markets Inc. (“**CIBC**”), RBC Dominion Securities Inc. (“**RBC**”) and TD Securities Inc. (“**TD**”), as co-lead underwriters, and BMO Nesbitt Burns Inc., National Bank Financial Inc., HSBC Securities (Canada) Inc., Raymond James Ltd., Canaccord Genuity Corp., FirstEnergy Capital Corp., GMP Securities L.P., Laurentian Bank Securities Inc. and Stifel Nicolaus Canada Inc. are acting as underwriters (collectively, the “**Underwriters**”) of this Offering. The Underwriters, as principals, conditionally offer the Series 6 Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Corporation by Torys LLP and on behalf of the Underwriters by Goodmans LLP. See “Plan of Distribution”.

	<u>Price to the Public</u>	<u>Underwriters’ Fee<sup>(1)</sup></u>	<u>Net Proceeds to the Corporation<sup>(2)</sup></u>
Per Series 6 Share .....	C\$25.00	C\$0.75	C\$24.25
Total.....	C\$175,000,000	C\$5,250,000	C\$169,750,000

- (1) The Underwriters’ fee for the Series 6 Shares is C\$0.25 for each such share sold to certain institutions and C\$0.75 per share for all other Series 6 Shares sold by the Underwriters. The Underwriters’ fee indicated in the table assumes that no Series 6 Shares are sold to such certain institutions.
- (2) After deducting the Underwriters’ fee, but before deducting the aggregate expenses of the Offering, estimated to be C\$400,000, which, together with the Underwriters’ fee, will be paid by the Corporation.

**Each of Scotia, CIBC, RBC, TD, BMO Nesbitt Burns Inc., National Bank Financial Inc. and HSBC Securities (Canada) Inc. is an affiliate of a financial institution each of which is a lender under a corporate credit facility with certain subsidiaries of the Partnership (each a “Credit Facility” and, collectively, the “Credit Facilities”). A portion of the net proceeds of the Offering may be used to reduce the amount outstanding under the Credit Facilities. As a result, the Corporation may be considered to be a “connected issuer” of each of those underwriters under Canadian securities legislation. See “Use of Proceeds”.**

**The earnings coverage ratio of the Partnership for the 12 months ended December 31, 2012 after giving effect to the issuance of Series 6 Shares is less than one-to-one. See “Earnings Coverage Ratios” and “Risk Factors”.**

**Investing in the Series 6 Shares involves risks, certain of which are described under the heading “Risk Factors” on page S-12 of this prospectus supplement, under the headings “Risk Factors — Risks Relating to our Business” and “Risk Factors — Risks Relating to the Preference Shares” in the Corporation’s short form base shelf prospectus dated January 23, 2012 (the “Prospectus”), under the heading “Risk Factors” on pages 31 to 62 of the Partnership’s annual information form dated April 1, 2013 and under the heading “Risk Factors” on pages 42 to 49 of the**

**Partnership's management's discussion and analysis for the year ended December 31, 2012.**

The price of the Series 6 Shares offered hereby was established by negotiation between the Corporation and the Underwriters. In connection with this distribution, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series 6 Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. **The Underwriters may offer the Series 6 Shares at a lower price than stated above. See "Plan of Distribution".**

Subscriptions for the Series 6 Shares will be received by the Underwriters subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will take place on May 1, 2013 or on such other date as the Corporation and the Underwriters may agree, but not later than May 17, 2013 (the "**Closing Date**"). A book entry only certificate representing the Series 6 Shares distributed hereunder will be issued in registered form only to CDS Clearing and Depository Services Inc. or its successor ("**CDS**") or its nominee and will be deposited with CDS on the Closing Date. The Corporation understands that a purchaser of Series 6 Shares will receive only a customer confirmation from the registered dealer who is a CDS participant and from or through whom the Series 6 Shares are purchased. See "Book Entry Only System".

The Corporation's registered office is at P.O. Box 762, Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3. The Partnership's head and registered office is 73 Front Street, 5<sup>th</sup> Floor, Hamilton HM 12, Bermuda.

## TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS .....	S-2	PRIOR SALES .....	S-7
FORWARD-LOOKING STATEMENTS .....	S-2	PLAN OF DISTRIBUTION.....	S-7
DOCUMENTS INCORPORATED BY REFERENCE	S-4	USE OF PROCEEDS .....	S-9
THE CORPORATION .....	S-4	RATINGS.....	S-9
THE PARTNERSHIP.....	S-5	DETAILS OF THE OFFERING .....	S-9
RECENT DEVELOPMENTS .....	S-5	BOOK ENTRY ONLY SYSTEM.....	S-12
CONSOLIDATED CAPITALIZATION OF THE CORPORATION.....	S-5	RISK FACTORS .....	S-12
CONSOLIDATED CAPITALIZATION OF THE PARTNERSHIP .....	S-5	CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	S-13
EARNINGS COVERAGE RATIOS .....	S-6	LEGAL MATTERS .....	S-15
TRADING PRICE AND VOLUME OF THE SECURITIES OF THE PARTNERSHIP .....	S-6	TRANSFER AGENT AND REGISTRAR.....	S-16
TRADING PRICE AND VOLUME OF THE SECURITIES OF THE CORPORATION.....	S-7	PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	S-16
		CERTIFICATE OF THE UNDERWRITERS.....	C-1

## THE PROSPECTUS

	<u>Page</u>		<u>Page</u>
ABOUT THIS PROSPECTUS .....	1	DESCRIPTION OF THE LP UNITS .....	9
EXEMPTIVE RELIEF .....	1	DESCRIPTION OF THE PREFERENCE SHARES.....	9
DOCUMENTS INCORPORATED BY REFERENCE .....	1	DESCRIPTION OF THE DEBT SECURITIES.....	10
SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION .....	2	PLAN OF DISTRIBUTION.....	18
THE PARTNERSHIP.....	2	SELLING UNITHOLDER.....	20
BRP EQUITY .....	3	SERVICE OF PROCESS AND ENFORCEABILITY OF CIVIL LIABILITIES...	20
BRP FINANCE .....	3	EXPERTS.....	21
RECENT DEVELOPMENTS .....	3	LEGAL MATTERS .....	21
DESCRIPTION OF CAPITAL STRUCTURE .....	5	TRANSFER AGENT AND REGISTRAR AND TRUSTEE.....	21
PRO FORMA CONSOLIDATED CAPITALIZATION OF THE PARTNERSHIP ...	5	STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	21
CONSOLIDATED CAPITALIZATION OF BRP EQUITY .....	5	AUDITORS' CONSENTS .....	A-1
PRO FORMA CONSOLIDATED CAPITALIZATION OF BRP FINANCE .....	5	CERTIFICATE OF THE ISSUERS .....	C-1
RISK FACTORS .....	6	CERTIFICATE OF THE GUARANTORS.....	C-2
REASONS FOR THE OFFER AND USE OF PROCEEDS .....	8		

---

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the Prospectus, as they may be amended or supplemented. The Corporation has not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. You should not assume that the information contained in this prospectus supplement or the accompanying Prospectus is accurate as of any date other than the date on the front of this prospectus supplement.**

---

## **IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of the Series 6 Shares. The second part, the accompanying Prospectus, gives more general information, some of which may not apply to the Series 6 Shares.

In this prospectus supplement, unless the context otherwise indicates, references to “**the Corporation**” are to Brookfield Renewable Power Preferred Equity Inc. All references in this prospectus supplement to “**dollars**”, “**\$**” or “**C\$**” are to Canadian dollars. All references to “**US\$**” are to United States dollars.

## **FORWARD-LOOKING STATEMENTS**

This prospectus supplement and the documents incorporated by reference herein contain forward-looking statements and information within the meaning of Canadian securities laws. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Forward-looking statements in this prospectus supplement and the documents incorporated by reference herein include statements regarding the quality of the Partnership’s assets and the resiliency of the cash flow they will generate, the Partnership’s anticipated financial performance, the future growth prospects and distribution profile of the Partnership and the Partnership’s access to capital. Forward-looking statements can be identified by the use of words such as “plans”, “expects”, “scheduled”, “estimates”, “intends”, “anticipates”, “believes”, “potentially”, “tends”, “continue”, “attempts”, “likely”, “primarily”, “approximately”, “endeavours”, “pursues”, “strives”, “seeks” or variations of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Although management believes that the Corporation’s and the Partnership’s anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information in this prospectus supplement and the documents incorporated by reference herein are based upon reasonable assumptions and expectations, management cannot assure you that such expectations will prove to have been correct. You should not place undue reliance on forward-looking statements and information as such statements and information involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to:

- the Partnership’s limited operating history;
- the risk that the Partnership may be deemed an “investment company” under the *Investment Company Act*;
- the risk that the effectiveness of the Partnership’s internal controls over financial reporting could have a material effect on its business;
- changes to hydrology at the Partnership’s hydroelectric stations or in wind conditions at its wind energy facilities;
- the risk that counterparties to the Partnership’s contracts do not fulfill their obligations, and as its contracts expire, the Partnership may not be able to replace them with agreements on similar terms;
- increases in water rental costs (or similar fees) or changes to the regulation of water supply;
- volatility in supply and demand in the energy market;
- the Partnership’s operations are highly regulated and exposed to increased regulation which could result in additional costs;

- the risk that the Partnership’s concessions and licenses will not be renewed;
- increases in the cost of operating the Partnership’s plants;
- the Partnership’s failure to comply with conditions in, or its inability to maintain, governmental permits;
- equipment failure;
- dam failures and the costs of repairing such failures;
- exposure to force majeure events;
- exposure to uninsurable losses;
- adverse changes in currency exchange rates;
- availability and access to interconnection facilities and transmission systems;
- health, safety, security and environmental risks;
- disputes and litigation;
- the Partnership’s operations could be affected by local communities;
- losses resulting from fraud, bribery, corruption, other illegal acts, inadequate or failed internal processes or systems, or from external events;
- general industry risks relating to the North American and Brazilian power market sectors;
- advances in technology that impair or eliminate the competitive advantage of the Partnership’s projects;
- newly developed technologies in which the Partnership invests not performing as anticipated;
- labour disruptions and economically unfavourable collective bargaining agreements;
- the Partnership’s inability to finance its operations due to the status of the capital markets;
- the operating and financial restrictions imposed on the Partnership by its loan, debt and security agreements;
- changes in the Corporation’s or the Partnership’s credit ratings;
- changes to government regulations that provide incentives for renewable energy;
- the Partnership’s inability to identify and complete sufficient investment opportunities;
- the growth of the Partnership’s portfolio;
- the Partnership’s inability to develop existing sites or find new sites suitable for the development of greenfield projects;
- risks associated with the development of the Partnership’s generating facilities and the various types of arrangements it enters into with communities and joint venture partners;
- Brookfield Asset Management Inc.’s (“**BAM**”) election not to source acquisition opportunities for the Partnership and the Partnership’s lack of access to all renewable power acquisitions that BAM identifies;
- the Partnership’s lack of control over its operations conducted through joint ventures, partnerships and consortium arrangements;
- the Partnership’s ability to issue equity or debt for future acquisitions and developments will be dependent on capital markets;
- foreign laws or regulation to which the Partnership becomes subject as a result of future acquisitions in new markets;
- the departure of some or all of BAM’s key professionals; and
- other factors described in this prospectus supplement, including those set forth in the under “Risk Factors”.

The foregoing list of important factors that may affect future results is not exhaustive. The forward-looking statements represent management’s views as of the date of this prospectus supplement and the documents incorporated by

reference herein and should not be relied upon as representing management's views as of any date subsequent to such dates. While management anticipates that subsequent events and developments may cause its views to change, the Corporation disclaims any obligation to update the forward-looking statements, other than as required by applicable law. For further information on these known and unknown risks, please see "Risk Factors".

The risk factors included in this prospectus supplement and in the documents incorporated by reference herein could cause the Corporation's and the Partnership's actual results and their plans and strategies to vary from their forward-looking statements and information. In light of these risks, uncertainties and assumptions, the events described by the forward-looking statements and information might not occur. The Corporation qualifies any and all of its forward-looking statements and information by these risk factors. Please keep this cautionary note in mind as you read this prospectus supplement and the documents incorporated by reference herein.

### **DOCUMENTS INCORPORATED BY REFERENCE**

This prospectus supplement is deemed to be incorporated by reference into the accompanying Prospectus solely for the purpose of this Offering. The following documents, which have been filed with the securities regulatory authorities in Canada, are specifically incorporated by reference in this prospectus supplement:

- (a) the annual information form of the Partnership dated April 1, 2013 in respect of the Partnership's financial year ended December 31, 2012 (the "AIF");
- (b) the audited comparative consolidated financial statements of the Partnership and the notes thereto as of and for the years ended December 31, 2012 and 2011, together with the report of the independent auditor thereon; and
- (c) management's discussion and analysis of financial results of the Partnership as of and for the years ended December 31, 2012 and 2011.

Any documents of the Partnership of the type described in Section 11.1 of Form 44-101F1 — *Short Form Prospectus* which are required to be filed with the Canadian securities regulatory authorities on or after the date of this prospectus supplement and prior to the termination of this Offering shall be deemed to be incorporated by reference into this prospectus supplement.

**Any statement contained in this prospectus supplement, the Prospectus or in any document incorporated or deemed to be incorporated by reference in this prospectus supplement or the Prospectus shall be deemed to be modified or superseded, for the purposes of this prospectus supplement, to the extent that a statement contained in this prospectus supplement, or in the Prospectus or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. As noted above, all information, including the historical and pro forma financial statements and other financial information, included in the Special Meeting Circular is hereby expressly superseded by the information contained in the AIF and the annual and interim financial statements of the Partnership specifically incorporated by reference herein.**

### **THE CORPORATION**

The Corporation was established on February 10, 2010 under the *Canada Business Corporations Act*. Other than a receivable from an indirect wholly-owned subsidiary of the Partnership, the Corporation has no significant assets or liabilities, no subsidiaries and no operations of its own. The Corporation's registered office is at P.O. Box 762, Suite 300, Brookfield Place, 181 Bay Street, Toronto, Ontario, Canada, M5J 2T3.

## THE PARTNERSHIP

The Partnership is a Bermuda exempted limited partnership that was established on June 27, 2011 under the provisions of the Exempted Partnerships Act 1992 of Bermuda and the Limited Partnership Act of 1883 of Bermuda. The Partnership's head and registered office is 73 Front Street, 5<sup>th</sup> Floor, Hamilton HM 12, Bermuda.

The Partnership operates one of the largest publicly-traded, pure-play renewable power platforms globally. Its primarily hydroelectric portfolio includes 196 hydropower facilities and 11 wind farms and totals approximately 5,800 MW of installed capacity including projects under construction. Its portfolio is diversified across 70 river systems and 11 power markets in Canada, the United States and Brazil, and generates enough electricity from renewable resources to power three million homes on average each year.

For further information on the Partnership, see "The Partnership" in the Prospectus.

## RECENT DEVELOPMENTS

On March 28, 2013, the Partnership refinanced indebtedness associated with a wind facility in Ontario through a C\$130 million floating credit rate facility.

On April 5, 2013, an affiliate of the Partnership announced the commencement of a change of control offer to purchase for cash all or any portion of the \$125 million outstanding 7.26% notes due 2015 of White Pine Hydro Portfolio, LLC. The change of control offer is being made in connection with the acquisition of a portfolio of 19 hydroelectric generating stations in Maine from a subsidiary of NextEra Energy Resources, LLC ("**White Pine**") on March 1, 2013, which constituted a change of control under the indenture for the notes. The change of control offer will expire on May 3, 2013 and the settlement date is expected to be on or about May 8, 2013.

On April 23, 2013, following the public announcement of the Offering, DBRS Limited ("**DBRS**") removed the Partnership from "under review with Developing Implications" and confirmed the Partnership's credit ratings. On December 31, 2012, DBRS had placed the Partnership "under review with Developing Implications" following the Partnership's announcement that it had entered into an agreement to acquire White Pine.

## CONSOLIDATED CAPITALIZATION OF THE CORPORATION

The following table sets forth the Corporation's consolidated capitalization as at December 31, 2012 (i) on an actual basis, (ii) as adjusted to give effect to the issuance of 7,000,000 Class A Preference Shares, Series 5 (the "**Series 5 Shares**") at a price of C\$25.00 per share for aggregate gross proceeds of \$175,000,000 (the "**Series 5 Offering**") and (iii) as adjusted to give effect to the Series 5 Offering and the sale of the Series 6 Shares under this prospectus supplement.

C\$ millions	As at December 31, 2012	As at December 31, 2012, as adjusted to give effect to the Series 5 Offering	As at December 31, 2012, as adjusted to give effect to the Series 5 Offering and the Offering
<b>Indebtedness:</b>			
<b>Shareholders' equity</b>			
(Common shares: authorized — unlimited; outstanding — one) .....	0	0	0
(Preference shares: authorized — unlimited; outstanding — 27,000,000) .....	500	675	850

## CONSOLIDATED CAPITALIZATION OF THE PARTNERSHIP

The following table sets forth the Partnership's consolidated capitalization as at December 31, 2012 (i) on an actual basis, (ii) as adjusted to give effect to the Series 5 Offering and (iii) as adjusted to give effect to the Series 5 Offering and the sale of the Series 6 Shares under this prospectus supplement. The following should be read with the audited annual consolidated financial statements of the Partnership and the notes thereto incorporated by reference in this prospectus supplement and the associated management's discussion and analysis of financial results incorporated by reference in this prospectus supplement.

US\$ millions	As at December 31, 2012	As at December 31, 2012, as adjusted to give effect to the Series 5 Offering	As at December 31, 2012, as adjusted to give effect to the Series 5 Offering and the Offering
Credit facilities <sup>(1)</sup> .....	268	570 <sup>(2)</sup>	404 <sup>(3)</sup>
Corporate borrowings <sup>(1)</sup> .....	1,504	1,504	1,504
Subsidiary borrowings <sup>(4)</sup> .....	4,347	4,347	4,347
	6,119	6,421	6,255
Deferred income tax liabilities .....	2,358	2,358	2,358
Non-controlling interests			
Preferred equity .....	500	659	825
Participating non-controlling interests – in operating subsidiaries .....	1,028	1,028	1,028
General partnership interests in a holding subsidiary held by Brookfield .....	63	63	63
Participating non-controlling interests – in a holding subsidiary – Redeemable/Exchangeable units held by Brookfield .....	3,081	3,081	3,081
Limited partners' equity .....	3,158	3,158	3,158

(1) Issued by a subsidiary of Brookfield Renewable and guaranteed by the Partnership (and certain of its subsidiaries). The amounts are unsecured.

(2) Includes estimated indebtedness incurred by the Partnership since December 31, 2012.

(3) Assumes repayment of the indebtedness referred to in (2) above. See "Use of Proceeds".

(4) Issued by a subsidiary of the Partnership and secured against its own assets. The amounts are not guaranteed.

### EARNINGS COVERAGE RATIOS

The Partnership's indirect dividend requirements on all of the Class A Preference Shares for the 12 months ended December 31, 2012 amounted to US\$58 million, after giving effect to the issuance of the Series 6 Shares, the Series 5 Shares and the 10,000,000 Class A Preference Shares, Series 3 (the "**Series 3 Shares**"), as if such issuances had occurred at the beginning of the period, and adjusted to a before tax equivalent using an effective tax rate of 27% (collectively, the "**Dividend Adjustments**").

The Partnership's borrowing cost requirements for the 12 months ended December 31, 2012 amounted to US\$386 million, after giving effect to the issuance by Brookfield Renewable Energy Partners ULC (formerly, BRP Finance ULC) of \$400 million principal amount of 4.79% medium term notes and the issuance of the Series 6 Shares, the Series 5 Shares and the Series 3 Shares, and the application of the net proceeds therefrom, as if such events had occurred at the beginning of the period (collectively, the "**Interest Adjustments**").

The Partnership's income before interest, income taxes, depreciation and amortization, unrealized financial instrument losses, and other non-cash items, which the Partnership views as representative of its ability to cover its ongoing financing requirements, for the 12 months ended December 31, 2012 was US\$840 million, which is 1.9 times the Partnership's aggregate borrowing cost and indirect dividend requirements on all of the Class A Preference Shares for the period after giving effect to the Dividend Adjustments and the Interest Adjustments.

The Partnership's income before interest and income taxes, but including the impact of depreciation and amortization, unrealized financial instrument losses, and other non-cash items, for the 12 months ended December 31, 2012 was US\$300 million, which is 0.7 times the Partnership's aggregate borrowing cost and indirect dividend requirements on all of the Class A Preference Shares for the period after giving effect to the Dividend Adjustments and the Interest Adjustments. In order to achieve an earnings coverage ratio of one-to-one for the 12 months ended December 31, 2012, the Partnership would need to have earned an additional US\$144 million.

### TRADING PRICE AND VOLUME OF THE SECURITIES OF THE PARTNERSHIP

The LP Units are listed on the TSX under the symbol "BEP.UN".

The following table sets forth the reported high and low trading prices and trading volumes of the LP Units as reported by the TSX for the periods indicated.

	High (C\$)	Low (C\$)	Volume
<b>2012</b>			
April.....	27.67	25.70	1,572,901
May.....	28.37	26.50	1,936,705
June.....	28.76	26.41	2,095,218
July.....	29.94	28.12	2,170,318
August.....	31.38	29.00	1,690,375
September.....	30.35	27.25	4,094,821
October.....	29.95	28.30	1,399,669
November.....	30.24	28.18	1,827,392
December.....	30.54	28.78	1,490,769
<b>2013</b>			
January.....	31.37	29.12	2,106,859
February.....	31.29	29.66	1,996,194
March.....	32.02	28.76	4,667,542
April (to April 22).....	30.94	29.72	1,948,941

### TRADING PRICE AND VOLUME OF THE SECURITIES OF THE CORPORATION

The Class A Preference Shares, Series 1, Series 3 and Series 5 of the Corporation are listed on the TSX under the symbol “BRF.PR.A”, “BRF.PR.C” and “BRF.PR.E”, respectively.

The following table sets forth the reported high and low trading prices and trading volumes of the Class A Preference Shares, Series 1, Series 3 and Series 5 of the Corporation as reported by TSX for the periods indicated.

Period	Class A Preference Shares, Series 1			Class A Preference Shares, Series 3 <sup>(1)</sup>			Class A Preference Shares, Series 5 <sup>(2)</sup>		
	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)	Price Per Share (C\$)
<b>2012</b>									
April.....	26.30	25.45	79,571	-	-	-	-	-	-
May.....	26.20	25.50	119,511	-	-	-	-	-	-
June.....	26.18	25.56	48,972	-	-	-	-	-	-
July.....	26.35	25.57	70,065	-	-	-	-	-	-
August.....	26.10	25.71	42,832	-	-	-	-	-	-
September.....	26.10	25.89	68,314	-	-	-	-	-	-
October.....	26.00	25.30	517,358	25.15	24.99	1,384,118	-	-	-
November.....	25.8	25.55	68,961	25.15	25.00	382,690	-	-	-
December.....	25.85	25.62	87,203	25.50	24.09	242,066	-	-	-
<b>2013</b>									
January.....	26.19	25.35	296,704	26.20	25.23	799,183	25.07	24.94	859,593
February.....	26.71	25.69	119,702	25.84	25.32	188,673	25.12	24.85	306,383
March.....	26.78	26.23	208,628	25.71	25.00	266,187	25.02	24.72	147,593
April (to April 22).....	26.73	25.80	120,254	25.93	25.55	163,147	25.22	24.94	681,724

(1) Issued October 11, 2012.

(2) Issued January 29, 2013.

### PRIOR SALES

On October 11, 2012, the Corporation issued 10,000,000 Series 3 Shares at a price of C\$25.00 per Series 3 Share. On January 29, 2013, the Corporation issued 7,000,000 Series 5 Shares at a price of C\$25.00 per Series 5 Share. The Corporation has not issued any other Class A Preference Shares in the 12 month period before the date of this prospectus supplement.

### PLAN OF DISTRIBUTION

Under an agreement (the “**Underwriting Agreement**”) dated April 24, 2013 between the Corporation, the Guarantors and the Underwriters, the Corporation has agreed to issue and sell, and the Underwriters have agreed to purchase,

on May 1, 2013 or on such other date as may be agreed, but in any event not later than May 17, 2013 subject to compliance with all necessary legal requirements and to the terms and conditions contained in the Underwriting Agreement, 7,000,000 Series 6 Shares at a price of C\$25.00 per share for an aggregate price of C\$175,000,000, payable in cash to the Corporation against delivery. The Underwriting Agreement provides that the Corporation will pay to the Underwriters a fee of C\$0.25 per share for Series 6 Shares sold to certain institutions and C\$0.75 per share for all other Series 6 Shares purchased by the Underwriters, in consideration for their services in connection with the Offering. The aggregate fee payable by the Corporation will be C\$5,250,000 with net proceeds to the Corporation (before expenses) of C\$169,750,000 assuming that no Series 6 Shares are sold to those institutions to which reduced Underwriters' fees apply. The Offering Price and other terms of the Offering for the Series 6 Shares were determined by negotiation between the Corporation and the Underwriters.

The obligations of the Underwriters under the Underwriting Agreement are several and may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated on the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Series 6 Shares offered hereby if any of the Series 6 Shares are purchased under the Underwriting Agreement. If an Underwriter fails to purchase the Series 6 Shares which it has agreed to purchase, any one or more of the other Underwriters may, but is not obligated to (unless the number of Series 6 Shares which an Underwriter or Underwriters fail to purchase amounts to 10% or less of the total number of Series 6 Shares to be purchased by the Underwriters), purchase such Series 6 Shares. The Corporation is not obligated to sell less than all of the Series 6 Shares.

The Underwriters propose to offer the Series 6 Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Series 6 Shares at the Offering Price, the offering price of the Series 6 Shares may be decreased, and further changed from time to time, to an amount not greater than the Offering Price and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Series 6 Shares is less than the gross proceeds paid by the Underwriters to the Corporation.

The TSX has conditionally approved the listing of the Series 6 Shares distributed under this prospectus supplement. The Series 6 Shares will be listed under the symbol "BRF.PR.F". Listing of the Series 6 Shares is subject to the Corporation fulfilling all of the requirements of the TSX on or before July 23, 2013.

Pursuant to the terms of the Underwriting Agreement, subject to certain exceptions, the Corporation has agreed not to sell, or announce its intention to sell, nor authorize or issue, any preference shares of the Corporation, other than the Series 6 Shares, during the period commencing on the date of this prospectus supplement and ending 90 days after the Closing Date, without the prior written consent of Scotia, CIBC, RBC and TD on behalf of the Underwriters, such consent not to be unreasonably withheld.

Pursuant to applicable policy statements of certain Canadian securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase the Series 6 Shares. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Series 6 Shares. These exceptions include bids or purchases permitted under the Universal Market Integrity Rules for Canadian marketplaces of the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities and bids or purchases made for and on behalf of a customer where the order was not solicited during the period of distribution. Pursuant to the first mentioned exception, in connection with this Offering, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series 6 Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Corporation has agreed to indemnify the Underwriters against certain liabilities, including liabilities under applicable Canadian securities legislation.

The Series 6 Shares have not been and will not be registered under the *United States Securities Act of 1933*, as amended or any state securities laws and, subject to certain exceptions, may not be offered or sold within the United States or to U.S. persons.

Certain of the Underwriters and/or their affiliates have performed investment banking and advisory services for the Corporation and its affiliates from time to time for which they have received customary fees and expenses. The Underwriters and/or their affiliates may, from time to time, engage in transactions with, or perform services for, the Corporation and its affiliates in the ordinary course of business and receive fees in connection therewith.

## USE OF PROCEEDS

The net proceeds from the Offering, after deducting fees payable to the Underwriters, will be approximately C\$169,750,000 assuming that no Series 6 Shares are sold to those institutions to which reduced Underwriters' fees apply. The Corporation intends to loan the net proceeds of this Offering to the Partnership or one or more of its subsidiaries, which will use such proceeds to repay outstanding indebtedness (which may include indebtedness outstanding under the Credit Facility) and for general corporate purposes.

The Credit Facilities consist of five US\$90 million and two US\$45 million senior revolving facilities which are repayable on October 31, 2016. Approximately US\$448.9 million is outstanding under the Credit Facilities as of April 22, 2013. The Credit Facilities will remain available to be drawn as needed. Each of Scotia, CIBC, RBC, TD, BMO Nesbitt Burns Inc., National Bank Financial Inc. and HSBC Securities (Canada) Inc. is an affiliate of a financial institution which is a lender under a Credit Facility. As a result, the Corporation may be considered a "connected issuer" of each of those underwriters under Canadian securities legislation.

All obligations of the borrowers under the Credit Facilities are guaranteed by the Partnership and BRELP. The borrowers are in compliance with the terms of each Credit Facility, and there has been no breach of any Credit Facility since such Credit Facility's execution. Except as disclosed in this prospectus supplement and the Prospectus, the financial position of the Corporation and the Partnership has not changed materially since the indebtedness under the Credit Facilities was incurred.

The Offering was not required by Canadian chartered bank affiliates of the Underwriters. The decision to distribute the Series 6 Shares and the determination of the terms of the distribution were made through negotiations between the Corporation and the Underwriters. The Underwriters have participated in the structuring and pricing of the Offering. In addition, the Underwriters have participated in due diligence meetings relating to this prospectus supplement with the Corporation and its representatives, have reviewed this prospectus supplement and have had the opportunity to propose such changes to this prospectus supplement as they considered appropriate. Other than the Underwriters' fee to be paid in connection with the Offering, as described above, the proceeds of the Offering will not be applied for the benefit of the Underwriters.

## RATINGS

The Series 6 Shares have been assigned a provisional rating of "Pfd-3 (high)" by DBRS and a preliminary rating of "P-3 (high)" by Standard & Poor's Ratings Services, a division of McGraw-Hill, Inc. ("S&P"). The DBRS rating of "Pfd-3 (high)" is the highest sub-category within the third highest rating of the five standard categories of ratings utilized by DBRS for preferred shares. "High" and "low" grades may be used to indicate the relative standing within a particular rating category. A "P-3(high)" rating by S&P is the highest of the three sub-categories within the third highest rating of the eight standard categories of ratings utilized by S&P for preferred shares.

Credit ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. The credit ratings assigned to the Series 6 Shares may not reflect the potential impact of all risks on the value of the Series 6 Shares. A rating is therefore not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating agency. Prospective investors should consult the relevant rating organization with respect to the interpretation and implications of the ratings.

The Corporation has paid customary rating fees to DBRS and S&P in connection with the above-mentioned ratings and will pay customary rating fees to DBRS and S&P in connection with the confirmation of such ratings for purposes of this prospectus supplement. In addition, the Corporation and the Partnership have made customary payments in respect of certain other services provided to the Corporation and the Partnership by each of DBRS and S&P during the last two years.

## DETAILS OF THE OFFERING

### Description of the Series 6 Shares

The following is a summary of certain provisions attaching to the Series 6 Shares as a series.

### ***Issue Price***

The Series 6 Shares will have an issue price of C\$25.00 per share.

### ***Dividends***

Holders of the Series 6 Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the last day of January, April, July and October in each year (or if such date is not a business day, the immediately following business day), at an annual rate equal to C\$1.25 per share. The initial dividend, if declared, will be payable July 31, 2013 and will be C\$0.3116 per Series 6 Share, based on the anticipated Closing Date of May 1, 2013.

Payments of dividends and other amounts in respect of the Series 6 Shares will be made by the Corporation to CDS, or its nominee, as the case may be, as registered holder of the Series 6 Shares. As long as CDS, or its nominee, is the registered holder of the Series 6 Shares, CDS, or its nominee, as the case may be, will be considered the sole owner of the Series 6 Shares for the purposes of receiving payment on the Series 6 Shares.

### ***Series 6 Guarantee***

Each Series 6 Share will be fully and unconditionally guaranteed, jointly and severally, by the Guarantors as to (i) the payment of dividends, as and when declared, (ii) the payment of amounts due on redemption of the Series 6 Shares, and (iii) the payment of the amounts due on the liquidation, dissolution and winding-up of the Corporation (the “**Series 6 Guarantee**”). As long as the declaration or payment of dividends on the Series 6 Shares are in arrears, the Guarantors will not make any distributions or pay any dividends on their respective equity securities or make any distributions or pay any dividends on securities of any successor entity to the Guarantors. The Series 6 Guarantee will be subordinated to all of the respective senior and subordinated debt of the Guarantors that is not expressly stated to be *pari passu* with or subordinate to the Series 6 Guarantee and will rank senior to the equity securities of the Guarantors. The Series 6 Guarantee will rank on a *pro rata* and *pari passu* basis with the obligations of the Guarantors under similar guarantees that may be provided by the Guarantors in respect of other Class A Preference Shares of the Corporation.

The rights, obligations and liabilities of a Guarantor pursuant to the Series 6 Guarantee will terminate upon the conveyance, distribution, transfer or lease of all or substantially all of its properties, securities and assets to another Guarantor. A Guarantor may not otherwise convey, distribute, transfer or lease all or substantially all of its properties, securities and assets to another person, unless the person which acquires the properties, securities and assets of such Guarantor assumes such Guarantor’s obligations under the Series 6 Guarantee.

### ***Redemption***

The Series 6 Shares will not be redeemable by the Corporation prior to July 31, 2018. On and after July 31, 2018, the Company may, at its option upon not less than 30 days and not more than 60 days prior notice, redeem for cash the Series 6 Shares, in whole at any time or in part from time to time, at \$26.00 per share if redeemed before July 31, 2019, \$25.75 per share if redeemed on or after July 31, 2019 but before July 31, 2020, \$25.50 per share if redeemed on or after July 31, 2020 but before July 31, 2021, \$25.25 if redeemed on or after July 31, 2021 but before July 31, 2022, and \$25.00 per share if redeemed on or after July 31, 2022, in each case, together with all accrued and unpaid dividends up to but excluding the date fixed for redemption (less any tax required to be deducted and withheld by the Corporation).

If less than all of the outstanding Series 6 Shares are to be redeemed, the shares to be redeemed shall be selected on a *pro rata* basis disregarding fractions or, if such shares are at such time listed on such exchange, with the consent of the TSX, in such manner as the Board of Directors in its sole discretion may, by resolution, determine.

For so long as the Series 6 Guarantee remains in full force and effect, if, in contravention of the Series 6 Guarantee, there is a liquidation, dissolution or winding-up of the Partnership, whether voluntary or involuntary, or any other distribution of assets by the Partnership to its securityholders for the purpose of winding-up its affairs, the Series 6 Shares shall be redeemed by the Corporation by payment in cash of a per share sum equal to C\$25.00, together with all accrued and unpaid dividends up to but excluding the date of payment or distribution (less any tax required to be deducted and withheld by the Corporation).

The Series 6 Shares do not have a fixed maturity date and are not redeemable at the option of the holders of Series 6 Shares. See “Risk Factors”.

### ***Purchase for Cancellation***

Subject to applicable law and to the provisions described under “Description of the Series 6 Shares — Restrictions on Dividends and Retirement and Issue of Shares” below, the Corporation may at any time purchase for cancellation the whole or any part of the Series 6 Shares at the lowest price or prices at which, in the opinion of the Board of Directors, such shares are obtainable.

### ***Rights on Liquidation***

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the Series 6 Shares will be entitled to receive C\$25.00 per share, together with all accrued and unpaid dividends up to but excluding the date of payment or distribution (less any tax required to be deducted and withheld by the Corporation), before any amount is paid or any assets of the Corporation are distributed to the holders of any shares ranking junior as to capital to the Series 6 Shares. Upon payment of such amounts, the holders of the Series 6 Shares will not be entitled to share in any further distribution of the assets of the Corporation.

### ***Priority***

The Series 6 Shares rank senior to the Class B Preference Shares, common shares and all other shares of the Corporation ranking junior to the Class A Preference Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs. The Series 6 Shares rank on a parity with every other series of Class A Preference Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or in the event of any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

### ***Restrictions on Dividends and Retirement and Issue of Shares***

So long as any of the Series 6 Shares are outstanding, the Corporation will not, without the approval of the holders of the Series 6 Shares:

- (a) declare, pay or set apart for payment any dividends (other than stock dividends payable in shares of the Corporation ranking as to capital and dividends junior to the Series 6 Shares) on shares of the Corporation ranking as to dividends junior to the Series 6 Shares;
- (b) except out of the net cash proceeds of a substantially concurrent issue of shares of the Corporation ranking as to return of capital and dividends junior to the Series 6 Shares, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any shares of the Corporation ranking as to capital junior to the Series 6 Shares;
- (c) redeem or call for redemption, purchase, or otherwise pay off or retire for value or make any return of capital in respect of less than all of the Series 6 Shares then outstanding; or
- (d) except pursuant to any purchase obligation, sinking fund, retraction privilege or mandatory redemption provisions attaching thereto, redeem or call for redemption, purchase or otherwise pay off, retire or make any return of capital in respect of any Class A Preference Shares, ranking as to the payment of dividends or return of capital on a parity with the Series 6 Shares;

unless, in each such case, all accrued and unpaid dividends up to and including the dividend payable for the last completed period for which dividends were payable on the Series 6 Shares and on all other shares of the Corporation ranking prior to or on a parity with the Series 6 Shares with respect to the payment of dividends have been declared and paid or set apart for payment.

## ***Shareholder Approvals***

In addition to any other approvals required by law, the approval of all amendments to the rights, privileges, restrictions and conditions attaching to the Series 6 Shares as a series and any other approval to be given by the holders of the Series 6 Shares may be given by a resolution carried by an affirmative vote of at least 66 2/3% of the votes cast at a meeting at which the holders of at least 25% of the outstanding Series 6 Shares are present or represented by proxy or, if no quorum is present at such meeting, at an adjourned meeting at which the holders of Series 6 Shares then present would form the necessary quorum. At any meeting of holders of Series 6 Shares as a series, each such holder shall be entitled to one vote in respect of each Series 6 Share held.

## ***Voting Rights***

The holders of the Series 6 Shares will not (except as otherwise provided by law and except for meetings of the holders of Class A Preference Shares as a class and meetings of all holders of Series 6 Shares as a series) be entitled to receive notice of, attend, or vote at, any meeting of shareholders of the Corporation unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series 6 Shares, whether or not consecutive and whether or not such dividends have been declared and whether or not there are any monies of the Corporation properly applicable to the payment of dividends. In the event of such non-payment, and for only so long as any such dividends remain in arrears, the holders of the Series 6 Shares will be entitled to receive notice of and to attend each meeting of the Corporation's shareholders, other than meetings at which only holders of another specified class or series are entitled to vote, and to one vote in respect of each C\$25.00 of issue price of the Series 6 Shares held by such holder.

## ***Tax Election***

The Corporation will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada) (the "**Tax Act**"), to pay or cause payment of the tax, under Part VI.1 at a rate such that the corporate holders of Series 6 Shares will not be required to pay tax under Part IV.1 of the Tax Act on dividends received on such shares.

## **BOOK ENTRY ONLY SYSTEM**

Registration of interests in and transfers of the Series 6 Shares will be made only through a book entry only system administered by CDS. On the Closing Date, the Corporation will deliver to CDS a global certificate or certificates evidencing the aggregate number of Series 6 Shares purchased under the Offering. Series 6 Shares must be purchased, transferred and surrendered for redemption through a participant in CDS (a "**CDS Participant**"). All rights of an owner of Series 6 Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds Series 6 Shares. Upon purchase of any Series 6 Shares, the owner will receive only the customary confirmation. References in this prospectus supplement to a holder of Series 6 Shares mean, unless the context otherwise requires, the owner of the beneficial interest in such shares.

The ability of a beneficial owner of Series 6 Shares to pledge the Series 6 Shares, or otherwise take action with respect to such owner's interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

The Corporation has the option to terminate registration of the Series 6 Shares through the book entry only system in which case certificates for Series 6 Shares in fully registered form will be issued to beneficial owners of such shares or their nominees.

## **RISK FACTORS**

An investment in the Series 6 Shares is subject to a number of risks. Before deciding whether to invest in the Series 6 Shares, investors should consider carefully the risks relating to the Corporation and the Partnership described below and under the headings "Risk Factors — Risks Relating to our Business" and "Risk Factors — Risks Relating to the Preference Shares" in the Prospectus, under the heading "Risk Factors" on pages 31 to 62 of the AIF and under the heading "Risk Factors" on pages 42 to 49 of the Partnership's management's discussion and analysis for the year ended December 31, 2012.

## **Risk Factors Specific to the Series 6 Shares**

Prevailing yields on similar securities will affect the market value of the Series 6 Shares. Assuming all other factors remain unchanged, the market value of the Series 6 Shares would be expected to decline as prevailing yields for similar securities rise and would be expected to increase as prevailing yields for similar securities decline. Spreads over the Government of Canada Yield, T-Bill Rate and comparable benchmark rates of interest for similar securities will also affect the market value of the Series 6 Shares in an analogous manner.

The Series 6 Shares do not have a fixed maturity date and they are not redeemable at the option of the holders of Series 6 Shares. The ability of a holder to liquidate its holdings of Series 6 Shares may be limited.

There is no market through which the Series 6 Shares may be sold and purchasers of Series 6 Shares may not be able to resell the securities purchased under this prospectus supplement. There can be no assurance that an active trading market will develop for the Series 6 Shares after the Offering or, if developed, that such a market will be sustained at the offering price of the Series 6 Shares. This may affect the trading price of the Series 6 Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Series 6 Shares.

The Corporation may choose to redeem the Series 6 Shares from time to time, in accordance with its rights described under “Details of the Offering — Description of the Series 6 Shares — Redemption”, including when prevailing interest rates are lower than the yields borne by the Series 6 Shares. If prevailing rates are lower at the time of redemption, a purchaser would not be able to reinvest the redemption proceeds in a comparable security at an effective yield as high as the yields on the Series 6 Shares. The Corporation’s redemption right also may adversely impact a purchaser’s ability to sell Series 6 Shares as the optional redemption date or period approaches.

The value of Series 6 Shares will be affected by the general creditworthiness of the Corporation and the Guarantors. The Partnership’s management discussion and analysis for the year ended December 31, 2012 is incorporated by reference in this prospectus supplement and discusses, among other things, known material trends and events, and risks or uncertainties that are reasonably expected to have a material effect on the business, financial condition or results of operations of the Guarantors. See also the discussion under “Earnings Coverage Ratios”, which ratios are relevant to an assessment of the risk that the Corporation will be unable to pay dividends on the Series 6 Shares or that the Guarantors will be unable to pay under the Series 6 Guarantee.

The credit ratings applied to the Series 6 Shares are an assessment, by the rating agencies, of the Corporation’s ability to pay its obligations. The credit ratings are based on certain assumptions about the future performance and capital structure of the Corporation or the Guarantors that may or may not reflect the actual performance or capital structure of the Corporation or the Guarantors. Changes in the credit ratings of the Series 6 Shares may affect the market price or value and the liquidity of the Series 6 Shares. We cannot assure you that any credit rating assigned to the Series 6 Shares will remain in effect for any given period of time or that any rating will not be lowered or withdrawn entirely by the relevant rating agency.

## **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Torys LLP, counsel to the Corporation, and of Goodmans LLP, counsel to the Underwriters, the following is a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser of Series 6 Shares pursuant to this prospectus supplement (a “**Holder**”) who, for purposes of the Tax Act and at all relevant times, is or is deemed to be a resident of Canada, deals at arm’s length with and is not affiliated with the Corporation, holds the Series 6 Shares as capital property and is not exempt from tax under Part I of the Tax Act.

Generally, the Series 6 Shares will be capital property to a purchaser provided the purchaser does not hold such shares in the course of carrying on a business of trading or dealing in securities and does not acquire them as part of an adventure or concern in the nature of a trade. Certain purchasers who might not otherwise be considered to hold Series 6 Shares as capital property may, in certain circumstances, be entitled to have them and every other “Canadian security”, as defined in the Tax Act, owned by such purchasers in the taxation year of the election or any subsequent taxation year, deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act.

This summary is not applicable to a purchaser: (i) that is a “financial institution” for the purposes of the “mark-to-market property” rules; (ii) an interest in which would be a “tax shelter investment” (as defined in the Tax Act); (iii) that has elected to report its “Canadian tax results” (as defined in the Tax Act) in a currency other than the Canadian currency; or (iv) that enters into a “synthetic disposition arrangement” or a “derivative forward agreement” (as such terms are defined in the proposed amendments to the Tax Act contained in the Notice of Ways & Means Motion that accompanied the federal budget

tabled by the Minister of Finance (Canada) on March 21, 2013) in respect of the Series 6 Shares. Such purchasers should consult their own tax advisors. Furthermore, this summary is not applicable to a purchaser that is a “specified financial institution”, as defined in the Tax Act, that receives or is deemed to receive, alone or together with persons with whom it does not deal at arm’s length, in the aggregate dividends in respect of more than 10% of the Series 6 Shares outstanding at the time the dividend is received. This summary also assumes that all issued and outstanding Series 6 Shares are listed on a designated stock exchange (which currently includes the TSX) in Canada (as defined in the Tax Act) at such times as dividends (including deemed dividends) are paid or received on such shares. This summary also assumes that no payments to a Holder in respect of the Series 6 Shares are made by the Guarantors pursuant to the guarantees.

**This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular purchaser. Accordingly, prospective purchasers should consult their own tax advisors with respect to their particular circumstances.**

This summary is based upon the current provisions of the Tax Act, the regulations thereunder (the “**Regulations**”), all specific proposals to amend the Tax Act and the Regulations publicly announced by the Minister of Finance prior to the date hereof (the “**Proposals**”) and counsel’s understanding of the current published administrative and assessing policies and practices of the Canada Revenue Agency (the “**CRA**”). This summary does not otherwise take into account or anticipate any change in law, whether by legislative, governmental or judicial action, nor does it take into account or consider any provincial, territorial or foreign income tax legislation or considerations. No assurances can be given that the Proposals will be enacted as proposed or at all.

## **Dividends**

Dividends (including deemed dividends) received on the Series 6 Shares by an individual (other than certain trusts) will be included in the individual’s income and generally will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by individuals from taxable Canadian corporations, including the gross-up and enhanced dividend tax credit rules applicable to any dividends designated by the Corporation as “eligible dividends” in accordance with the Tax Act.

Dividends (including deemed dividends) received on the Series 6 Shares by a corporation will be included in computing the corporation’s income and will generally be deductible in computing the taxable income of the corporation.

The Series 6 Shares will be “taxable preferred shares” as defined in the Tax Act. The terms of the Series 6 Shares require the Corporation to make the necessary election under Part VI.1 of the Tax Act so that corporate Holders will not be subject to tax under Part IV.1 of the Tax Act on dividends received (or deemed to be received) on the Series 6 Shares.

Dividends received by an individual (including certain trusts) may give rise to a liability for alternative minimum tax.

A “private corporation”, as defined in the Tax Act, or any other corporation controlled by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), will generally be liable to pay refundable tax under Part IV of the Tax Act of 33 1/3% on dividends received (or deemed to be received) on the Series 6 Shares to the extent such dividends are deductible in computing its taxable income. The refundable tax is generally refunded when such corporation pays taxable dividends at a rate of \$1 of refund for every \$3 of taxable dividends paid while it is a “private corporation” (as defined in the Tax Act).

## **Dispositions**

A Holder who disposes of or is deemed to dispose of Series 6 Shares will generally realize a capital gain (or sustain a capital loss) to the extent that the proceeds of disposition, net of any reasonable costs of disposition, exceed (or are less than) the adjusted cost base of such shares to such Holder. The amount of any deemed dividend arising on the redemption or acquisition by the Corporation of Series 6 Shares will not generally be included in computing the proceeds of disposition to a Holder for purposes of computing the capital gain or capital loss arising on the disposition of such shares. If the Holder is a corporation, any such capital loss arising may in certain circumstances be reduced by the amount of any dividends, including deemed dividends, which have been received on such shares to the extent and under the circumstances prescribed by the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary.

Generally, one-half of any capital gain (a “taxable capital gain”) will be included in computing the Holder’s income as a taxable capital gain. One-half of any capital loss (an “allowable capital loss”) realized in a taxation year must be

deducted from the Holder's taxable capital gains realized in that year in accordance with the rules contained in the Tax Act. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act. Capital gains realized by an individual (including certain trusts) may give rise to a liability for alternative minimum tax under the Tax Act. Taxable capital gains of a Canadian-controlled private corporation, as defined in the Tax Act, may be subject to an additional refundable tax.

### **Redemption**

If the Corporation redeems or otherwise acquires Series 6 Shares, other than by a purchase in the open market in the manner in which shares are normally purchased by a member of the public in the open market, the Holder will be deemed to have received a dividend equal to the amount, if any, paid by the Corporation in excess of the paid-up capital (as determined for purposes of the Tax Act) of such shares at such time. Generally, the difference between the amount paid by the Corporation and the amount of the deemed dividend will be treated as proceeds of disposition for the purposes of computing the capital gain or capital loss arising on the disposition of such shares. In the case of a corporate Holder, it is possible that in certain circumstances all or part of the deemed dividend may be treated as proceeds of disposition and not a dividend.

### **Eligibility for Investment**

In the opinion of Torys LLP, counsel to the Corporation, and Goodmans LLP, counsel to the Underwriters, based on the current provisions of the Tax Act, provided that the Series 6 Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the TSX), the Series 6 Shares, if issued on the date of this prospectus supplement, would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a registered education savings plan, a deferred profit sharing plan, a registered disability savings plan and a tax-free savings account ("TFSA"), all as defined in the Tax Act.

Notwithstanding the foregoing, a holder of a TFSA or an annuitant under an RRSP or RRIF, as the case may be, will be subject to a penalty tax if the Series 6 Shares held in the TFSA, RRSP or RRIF are a "prohibited investment" as defined in the Tax Act for the TFSA, RRSP or RRIF.

The Series 6 Shares will not generally be a "prohibited investment" for a trust governed by a TFSA, RRSP or RRIF, as the case may be, on such date provided the holder of the TFSA or the annuitant under the RRSP or RRIF, as the case may be, (i) deals at arm's length with the Corporation for purposes of the Tax Act and (ii) does not have a "significant interest" (as defined in the Tax Act) in (A) the Corporation or (B) a corporation, partnership or trust with which the Corporation does not deal at arm's length for purposes of the Tax Act. The Department of Finance (Canada) released Proposals on December 21, 2012 that will delete the condition in (ii)(B) above and will exclude certain "excluded property" (as defined in the Proposals) from being a "prohibited investment". Generally, the Series 6 Shares will be "excluded property" (i.e., not a "prohibited investment") to the holder of a TFSA or the annuitant under an RRSP or RRIF, as the case may be, if at the relevant time at least 90% of the fair market value of all the equity of the Corporation is owned by persons dealing at arm's length with such holder or annuitant, as the case may be, and their investment in the Corporation meets the other criteria set forth in such Proposals. Individuals who hold or intend to hold the Series 6 Shares in a TFSA, RRSP or RRIF should consult their own tax advisors regarding the application of the foregoing prohibited investment rules in their particular circumstances.

## **LEGAL MATTERS**

Certain legal matters relating to the Series 6 Shares offered by this prospectus supplement will be passed upon at the Closing Date by Torys LLP with respect to matters on behalf of the Corporation and by Goodmans LLP with respect to matters on behalf of the Underwriters.

As of April 23, 2013 (i) the partners and associates of Torys LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Corporation; and (ii) the partners and associates of Goodmans LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Corporation.

## **TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar for the Series 6 Shares will be Computershare Investor Services Inc. at its principal office in Toronto, Ontario.

## **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

## CERTIFICATE OF THE UNDERWRITERS

Date: April 24, 2013

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

**SCOTIA CAPITAL  
INC.**

(Signed) Thomas I.  
Kurfurst

**CIBC WORLD  
MARKETS INC.**

(Signed) David H.  
Williams

**RBC DOMINION  
SECURITIES INC.**

(Signed) Robert  
Nicholson

**TD SECURITIES  
INC.**

(Signed) Harold R.  
Holloway

**BMO NESBITT  
BURNS INC.**

(Signed) James A.  
Tower

**NATIONAL BANK  
FINANCIAL INC.**

(Signed) Chris  
Dale

**HSBC SECURITIES  
(CANADA) INC.**

(Signed) Casey  
Coates

**RAYMOND JAMES  
LTD.**

(Signed) Lucas  
Atkins

**CANACCORD  
GENUITY CORP.**

(Signed) Steven  
Winokur

**FIRSTENERGY  
CAPITAL CORP.**

(Signed) Erik B.  
Bakke

**GMP SECURITIES  
L.P.**

(Signed) Alfred  
Avanessy

**LAURENTIAN  
BANK SECURITIES  
INC.**

(Signed) Barry  
Calhoun

**STIFEL NICOLAUS  
CANADA INC.**

(Signed) Daniel  
Phaure