

**SECOND AMENDMENT TO
CONSERVATION INVESTMENTS AND INCENTIVES AGREEMENT**

This Second Amendment is entered into effective as of March 3, 2009 in connection with the Conservation Investments and Incentives Agreement dated May 2, 2007 and amended July 21, 2008 (the "CII Agreement") between the Coast Conservation Endowment Fund Foundation (the "Foundation"), the Coast Economic Development Society, The Nature Conservancy, The William and Flora Hewlett Foundation, The Gordon and Betty Moore Foundation, The David and Lucile Packard Foundation, The Rockefeller Brothers Fund, and Tides Canada Foundation. Terms otherwise undefined in this amendment have the meanings set out in the CII Agreement.

Whereas, the designation of Participating First Nations and the allocations of the Foundation Contribution Income among the Participating First Nations in the Private Funder portions of the Financing Table were changed on September 12, 2008 and November 26, 2008 as approved in writing by the two members of the Foundation nominated by the Private Funders.

Whereas, the parties desire to make changes to the Public Funder portion of the Financing Table, which requires an amendment of the CII Agreement.

Whereas, an additional contribution of \$8,325,960.03 CAD was made from the Tides Canada Foundation Great Bear Conservation Investments and Incentive Donor Advised Fund to the Foundation and the parties desire to confirm that \$8,246,410.00 of this contribution should be held as part of the Foundation Contribution, with the balance distributed for the benefit of Participating First Nations as outlined in the attached memorandum from Ross McMillan to the Coast Conservation Endowment Fund Foundation, dated November 26, 2008.

NOW THEREFORE this amendment witnesses that, in consideration of the covenants herein contained, the parties agree to amend the CII Agreement as follows:

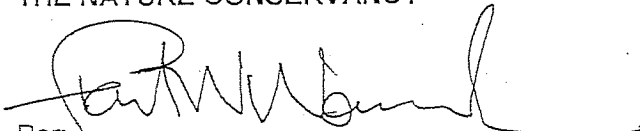
1. Effective as of November 26, 2008, the Financing Table attached as Schedule G to the CII Agreement is deleted and replaced with the attached Schedule G dated November 26, 2008.
2. On or about November 26, 2008, Tides Canada Foundation made an additional contribution of \$8,325,960.03 CAD from the Tides Canada Foundation Great Bear Conservation Investments and Incentive Donor Advised Fund to the Foundation. A total of \$8,246,410.00 of this additional contribution will be held by the Foundation in accordance with of the CII Agreement and will be part of the Foundation Contribution.
3. Except as modified by this amendment and any prior amendments, the terms of the CII Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to the CII Agreement be duly executed as of the day and year first above written.

COAST CONSERVATION ENDOWMENT
FUND FOUNDATION

Per: 
Authorized Signatory

THE NATURE CONSERVANCY

Per: 
Authorized Signatory


THE GORDON AND BETTY MOORE
FOUNDATION

Per: _____
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND

Per: _____
Authorized Signatory

COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory
Beverley Briscoe, Treasurer

THE WILLIAM AND FLORA HEWLETT
FOUNDATION

Per: _____
Authorized Signatory

DAVID AND LUCILE PACKARD FOUNDATION

Per: _____
Authorized Signatory

TIDES CANADA FOUNDATION

Per: _____
Authorized Signatory

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COAST CONSERVATION ENDOWMENT
FUND FOUNDATION

Per: 
Authorized Signatory

Beverly Briscoe, Treasurer

COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory

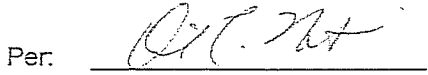
THE NATURE CONSERVANCY

Per: _____
Authorized Signatory

THE WILLIAM AND FLORA HEWLETT
FOUNDATION

Per: _____
Authorized Signatory

THE GORDON AND BETTY MOORE
FOUNDATION

Per: 
Authorized Signatory
Dan Nepstad, Chief Program Officer

DAVID AND LUCILE PACKARD FOUNDATION

Per: _____
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND

Per: _____
Authorized Signatory

TIDES CANADA FOUNDATION

Per: _____
Authorized Signatory


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COAST CONSERVATION ENDOWMENT
FUND FOUNDATION

Per: 
Authorized Signatory

Beverley Briscoe, Treasurer

COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory

THE NATURE CONSERVANCY

Per: _____
Authorized Signatory

THE WILLIAM AND FLORA HEWLETT
FOUNDATION

Per: _____
Authorized Signatory

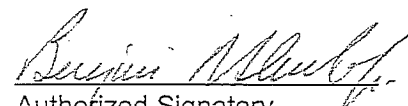
THE GORDON AND BETTY MOORE
FOUNDATION

Per: _____
Authorized Signatory

DAVID AND LUCILE PACKARD FOUNDATION

Per: _____
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND

Per: 
Authorized Signatory
BENJAMIN R. SHUTE, JR.
SECRETARY

TIDES CANADA FOUNDATION

Per: _____
Authorized Signatory


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COAST CONSERVATION ENDOWMENT
FUND FOUNDATION

Per: 
Authorized Signatory

Beverly Briscoe, Treasurer

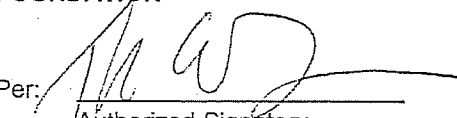
COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory

THE NATURE CONSERVANCY

Per: _____
Authorized Signatory

THE WILLIAM AND FLORA HEWLETT
FOUNDATION

Per: 
Authorized Signatory

THE GORDON AND BETTY MOORE
FOUNDATION

Per: _____
Authorized Signatory

DAVID AND LUCILE PACKARD FOUNDATION

Per: _____
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND

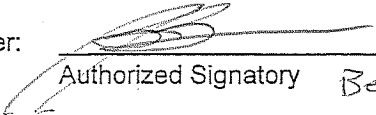
Per: _____
Authorized Signatory

TIDES CANADA FOUNDATION

Per: _____
Authorized Signatory

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to the CII Agreement be duly executed as of the day and year first above written.

COAST CONSERVATION ENDOWMENT
FUND FOUNDATION

Per: 
Authorized Signatory *Beverley Briscoe, Treasurer*

COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory

THE NATURE CONSERVANCY

Per: _____
Authorized Signatory

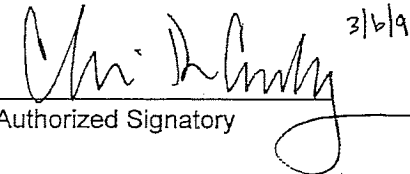
THE WILLIAM AND FLORA HEWLETT
FOUNDATION

Per: _____
Authorized Signatory

THE GORDON AND BETTY MOORE
FOUNDATION

Per: _____
Authorized Signatory

DAVID AND LUCILE PACKARD FOUNDATION

Per:  ^{3/6/9}
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND


Per: _____
Authorized Signatory

TIDES CANADA FOUNDATION

Per: _____
Authorized Signatory

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to the CII Agreement be duly executed as of the day and year first above written.

**COAST CONSERVATION ENDOWMENT
FUND FOUNDATION**

Per: 
Authorized Signatory *Beverly Briscoe*

COAST ECONOMIC DEVELOPMENT SOCIETY

Per: 
Authorized Signatory
Treasurer

THE NATURE CONSERVANCY

Per: _____
Authorized Signatory

**THE WILLIAM AND FLORA HEWLETT
FOUNDATION**

Per: _____
Authorized Signatory

**THE GORDON AND BETTY MOORE
FOUNDATION**

Per: _____
Authorized Signatory

DAVID AND LUCILE PACKARD FOUNDATION

Per: _____
Authorized Signatory

THE ROCKEFELLER BROTHERS FUND

Per: _____
Authorized Signatory

TIDES CANADA FOUNDATION

Per: 
Authorized Signatory

Schedule G
Notional Allocations for First Nations under CIII - November 26, 2008

Participating First Nations - All Funders - For the purposes of the private funder contribution to the Foundation Contribution, a First Nation that has entered into a Land Use Planning Agreement covering all of its Traditional Territory that is a part of the Project Area or a First Nation that has entered into a treaty and has accepted EBM for all of its Traditional Territory that is a part of the Project Area; for the purposes of Canada's contribution to the Society, a First Nation that has Traditional Territory within the Project Area; for the purposes of BC's contribution to the Society, a First Nation that has signed a Land Use Planning Agreement or treaty respecting some or all of its Traditional Territory within the Project Area - See CII Agreement as amended from time to time.	Private Funders Foundation Contribution	Public Funders Society Contribution	Total Funding
Campbell River	\$458,053.00	\$836,980.00	\$1,295,033.00
Cape Mudge	\$129,590.00	\$244,285.00	\$373,875.00
Gitga'at	\$3,748,978.00	\$2,875,819.00	\$6,624,797.00
Haida	\$11,517,146.00	\$10,679,433.00	\$22,196,579.00
Haisla	\$3,755,508.00	\$3,938,130.00	\$7,693,638.00
Heiltsuk	\$9,240,250.00	\$7,830,895.00	\$17,071,145.00
Homalko	\$456,842.00	\$830,367.00	\$1,287,209.00
Kitasoo	\$5,942,889.00	\$3,915,305.00	\$9,858,194.00
Kitkatla/Gitxaala	\$2,164,054.00	\$2,909,264.00	\$5,073,318.00
Kitselas	\$119,063.00	\$226,089.00	\$345,152.00
Lax Kw'alaams	\$3,267,217.00	\$4,075,037.00	\$7,342,254.00
Metlakatla	\$2,178,145.00	\$2,716,691.00	\$4,894,836.00
Nanawakolas/KNT (Da'naxda'xw, Gwa'Sala-Nakaxa'xw, Kwiakah, Mamalikikula-Que'Qwa'Sot'Em, Namgis, Tlowitsis, Comox)	\$4,215,339.00	\$5,055,113.00	\$9,270,452.00
Nisga'a	\$1,338,960.00	\$2,180,445.00	\$3,519,405.00
Nuxalk	\$4,639,882.00	\$4,536,860.00	\$9,176,742.00
Wuikinuxw	\$2,656,699.00	\$2,141,215.00	\$4,797,914.00
Subtotal	\$55,828,615.00	\$54,991,928.00	\$110,820,543.00

Regional Initiatives	Private Funders	Public Funders	Total
Subtotal	\$2,000,000.00	\$2,000,000.00	\$4,000,000.00

Participating First Nations (From Canada's contribution to the Society - See CII Agreement as amended from time to time).	Public Funders (Canada)	Total
Gitanyow	\$6,311.50	\$6,311.50
Gwawaaineuk	\$144,694.00	\$144,694.00
Kwicksutaineuk	\$355,131.00	\$355,131.00
Tsawataineuk	\$420,997.00	\$420,997.00
Ulkatcho	\$576,901.50	\$576,901.50
Subtotal	\$1,504,035.00	\$1,504,035.00

Possible Participating First Nations (From BC's contribution to the Society - See Performance and Accountability Agreement and CII Agreement as amended from time to time.)	Public Funders (BC)	Total
Gitanyow	\$6,311.50	\$6,311.50
Gwawaaineuk	\$144,694.00	\$144,694.00
Kwicksutaineuk	\$355,131.00	\$355,131.00
Tsawataineuk	\$420,997.00	\$420,997.00
Ulkatcho	\$576,901.50	\$576,901.50
Subtotal	\$1,504,035.00	\$1,504,035.00

Totals	\$57,828,615.00	\$59,999,998.00	\$117,828,613.00
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