APPENDIX "A"

Terms & Conditions of Proposed Purchase

Purchase Price: See Confidential Attachment 1

Deposit: \$10.00

Irrevocable Date: May 8, 2009

Due Diligence Period: 45 days (with City having right to extend for an additional

30 days) following acceptance by the City of Toronto

Closing Date: 30 days following satisfaction or waiver of Due Diligence

Condition

Conditions: After acceptance by the City, the City may conduct an

environmental assessment of the Property.