

Appendix "A"
Terms and Conditions of Offer to Purchase

Subject Property: Sale of a portion of the Public Lane at the rear of 860-862 Richmond Street West

Legal Description: Part of PIN 21244-0204 (R)
Part of the Lane, Plan 733 City West, designated as Part 2 on Plan 63R-2538, City of Toronto

Purchaser: King Lofts Toronto I Ltd. (the "Purchaser")

Purchase Price: \$106,000.00, plus GST, if applicable

Deposit: \$10,600.00

Balance: Certified cheque on closing

Irrevocable Date: April 2, 2009

Closing Date: 30 days following enactment of the by-law permanently closing the Lane as a public highway

Lane Closing Requirements and Sale Conditions:

1. Purchaser represents and warrants that it is the sole registered owner of the lands abutting the Lane to the north and south and that it shall be the sole registered owner of such lands on closing;
2. Purchaser agrees to accept the Lane in "as is" condition and, on closing shall execute and deliver a release in favour of the City, in a form satisfactory to the City Solicitor, in respect of all loss, costs, damages, liability or actions relating to the environmental condition of the Lane;
3. Purchaser indemnifies the City against all loss, costs, damages or actions including injurious affection claims, resulting from the closure of the Lane as a public highway; and
4. Purchaser shall pay all out-of-pocket expenses that may be incurred by the City as a result of the closure and sale of the Lane and Purchaser shall pay the cost of registering the closing by-law and any other documents necessary or incidental to the closure and sale.