

SCHEDULE 12

LANDS

1. GENERAL

1.1 Capitalized Terms

Capitalized terms used in this Schedule have the definitions as set out in the Agreement to Design, Build, Finance and Operate Northwest Anthony Henday Drive, Edmonton (the “DBFO Agreement”) between Her Majesty the Queen in right of Alberta and the Contractor, as defined therein, unless expressed otherwise.

1.2 DBFO Agreement Reference

This Schedule is referenced in Sections 1.1 and 1.3 of the DBFO Agreement.

2. TUC

The TUC is as shown on the attached Schedule 12 Drawings.

The following land is part of the TUC but is not owned by the Province (the “Privately-Owned TUC Land”):

SHORT LEGAL	TITLE NUMBER
The portion of Plan 2648MC in the TUC that is not being acquired by the Province; the 9.86 acre portion more or less of N 1/2 27-53-25-W4 (Plan 2648MC) that is being acquired by the Province is set out in Section 4 below and in Sheet # 1 of Appendix B of this Schedule.	022 203 364

As set out in sections 4.5 and 4.6 of the DBFO Agreement, the Contractor shall not have the use of the Privately-Owned TUC Land unless the Contractor obtains both the permission from the applicable landowner and the corresponding Ministerial Consent.

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SHORT LEGAL	TITLE NUMBER
Plan 8821697 (TUC ROW)	972 000 617+1 892 009 437 922 120 687 912 032 112 892 031 849
SE 28-53-25-4	882 258 195A
Plan 8120864, Block 2, Lot 4	812 162 468
Plan 179HW, Block 6	962 331 207 962 331 207+1
NE 27-53-25-4	952 310 322+5
Plan 1790TR, Block 1, Lot B	962 053 514
Plan 4227NY	862 224 347
Plan 0740090, Block 1, Lot 1	072 686 893
Plan 179HW, Block A, Lot 3	882 289 745 822 248 813A
Lot 2	012 318 672
Lot 1	822 248 813
Plan 810KS, Lot B	912 039 571
Plan 3054HW, Block A, Lot A	012 318 673
SW 35-53-25-4	832 250 589
Plan 7822961, Block 10, Lot 181PUL	072 110 919+9
Plan 8722318, Block A	872 248 175
Plan 7821420, Parcel A	942 194 599
Plan 8822071 (TUC ROW)	012 157 175 922 047 868 012 414 632+1 012 414 408+1 922 004 643 922 004 644
Plan 0220942 (TUC ROW)	032 388 729
SE 2-54-25-4	842 233 171 802 073 236
SW 2-54-25-4	802 073 237
Plan 7520016, Block X	802 073 238
SW 1-54-25-4	022 190 185+1 022 035 173+2
SE 1-54-25-4	022 035 173+3
Plan 8821652 (TUC ROW)	022 201 527+1 022 190 185+2 902 288 563 912 258 885 982 369 108 912 255 827

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SHORT LEGAL	TITLE NUMBER
	912 260 636
NW 1-54-25-4	022 201 527
NE 1-54-25-4	022 190 185+4 922 070 199+1
Plan 0221071, Area "B3" (TUC ROW)	022 119 589
Area "B5"	022 119 304
Area "B6"	022 119 537
Area "B7"	022 119 467
Plan 0220614	022 073 545
SE 7-54-24-4	912 255 827+2
SW 8-54-24-4	912 226 338+1
Plan 8821651 (TUC ROW)	912 274 956 912 102 424+2 912 267 242 912 267 247 912 044 063 912 053 014 912 044 085
SE 8-54-24-4	912 102 424
Plan 1938MC, Lot A	912 035 410
SW, SE 9-54-24-4	912 327 145 872 313 990
Plan 0220615	022 073 582 022 073 562 022 073 630
Plan 1870MC, Block B, Lot 2	762 048 679
Plan 4415MC, Block C, Lot 3	862 240 833
Plan 8821928 (TUC ROW)	912 093 045 912 093 179 912 046 273 912 082 902 912 046 296
Plan 0221202, Area "A" (TUC ROW)	022 102 208 022 102 230 022 104 754 022 104 704 022 104 769 022 104 667
SW 11-54-24-4	912 082 820+2
SE 11-54-24-4	912 046 335
Plan 866MC, Lot A	072 110 919+8
Plan 8822632 (TUC ROW)	912 317 185 022 196 106+1

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SHORT LEGAL	TITLE NUMBER
	922 059 387
	992 215 979
	022 196 106+2
	922 045 362
	922 059 332+1
	912 069 528
	922 044 415
	952 138 220
	922 233 339
	942 254 258
Plan 0220945, Areas “A”&”B” (TUC ROW)	022 102 109
Plan 0223334, Area B	042 010 190
Plan 8922761, Area B	072 110 919+10
Plan 1935HW, RW	012 361 925+1
Plan 1654HW, RW	012 232 092

The following are Lands that are within the Road Right of Way but outside the TUC:

Plan 0824194, Area A	082 241 644
SW 6-54-23-4	942 302 715 +1

Within Transportation / Utility Corridor Right of Way Plan 8920486

Anthony Henday Drive:

NW 8 & SE 18-53-25-4: Road Plan 9920916
SW 17-53-25-4: Road Plan 9920916, Road Plan 8221560

Outside of Transportation / Utility Corridor Right of Way:

Highway 28 / 195th Avenue / 97th Street:

NE 8-54-24-4: Road Plan 5599LZ, Road Plan 663EU
East / West Government Road Allowance North of NE 8-54-24-4
NW 9 & SE 17 54-24-4: Road Plan 5599LZ
North / South Government Road Allowance West of NW 9-54-24-4

As of February 1, 2008, the Province is still in the process of acquiring some properties required for the construction of the New Infrastructure (the “To Be Acquired Lands”). The short legals and title numbers of To Be Acquired Lands are set out below:

Plan 1938MC, Lot B	082 151 899
Descriptive Plan 0624144, Block 1, Lot	062 321 509

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1, 112 Street and 180 Avenue

9.86 acre portion more or less of N 1/2 022 203 364
27-53-25-W4 (Plan 2648MC) at 153
Ave./ Levasseur Rd. (between 170 Street
& Campbell Road) at St. Albert Trail, as
marked by the shaded red portions
identified in Sheet #1 of Appendix B of
this Schedule

5.14 acre portion more or less of NE8, 802 255 941C, 802 255 941,
NW9&SE17-54-24-W4M (outside TUC) 131X136
Highway 28 @ 195 Avenue, as marked
by the shaded red portions identified in
Sheet #2 of Appendix B of this Schedule

**The following road plans and government road allowances are referred to as the
“City Road Allowances”:**

Within Transportation / Utility Corridor Right of Way Plan 8920486

199th Street:

North / South Government Road Allowance east of NE 7-53-25-4 & SE 18 53-25-4
NE 7-53-25-4: Road Plan 5178TR
NW 8-53-25-4: Road Plan 5178TR
SE 18-53-25-4: Road Plan 8420967, Highway Street Subdivision Plan 6110KS
SW 17-53-25-4: Road Plan 5178TR
NW 17-53-25-4: Road Plan 8120231

118th Avenue:

NE 7-53-25-4: Road Plan 5178TR
NW 8-53-25-4: Road Plan 5178TR
East / West Government Road Allowance north of NE 7-53-25-4 & NW 8-53-25-4
SW 17-53-25-4: Road Plan 5178TR

Within Transportation / Utility Corridor Right of Way Plan 8822941

184th Street:

SE 20-53-25-4: Road on Subdivision Plan 7920382, Road Plan 3427NY
North / South Government Road Allowance east of SE 20 & NE 20-53-25-4

Within Transportation / Utility Corridor Right of Way Plan 8821697

137th Avenue:

SW 28 & SE 28-53-25-4: Road Plan 3752KS
East / West Government Road Allowance south of SW 28 & SE 28-53-25-4

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170th Street:

SE 28-53-25-4: Road Plan 7720787, Road Plan 8820263
NE 28-53-25-4: Road Plan 7720787
North / South Road Allowance east of SE & NE 28-53-25-4
SW 27 & NW 27-53-25-4: Road Plan 7720787

St. Albert Trail:

NE 27-53-25-4: Road Plan 8223194, Road Plan 1707LZ, Road Plan 1460EU,
Road Plan 8220313
SE 34-53-25-4: Road Plan 1707LZ, Road Plan 1460EU, Road Plan 8220313
SW 34-53-25-4: Road Plan 1707LZ, Road Plan 1460EU

156th Street / Campbell Road:

NE 27 & SE 34-53-25-4: Road Plan 8223194
North / South Government Road Allowance east of SE 34-53-25-4
SW 35-53-25-4: Road Plan 8021573

Within Transportation / Utility Corridor Right of Way Plan 8822071
(excepting thereout Plan 0220132)

156th Street:

North / South Government Road Allowance east of NE 34-53-25-4

Campbell Road:

NW 35-53-25-4: Road Plan 8021568
NE 35-53-25-4: Road Plan 8321480
SW 2 & SE 2-54-25-4: Road Plan 8022026

167th Avenue:

East / West Government Road Allowance south of SW 2, SE 2 & SW 1-54-25-4
SE 2-54-25-4: Road Plan 9020178

142nd Street:

North / South Government Road Allowance east of NE 35-53-25-4 & SE 2-54-25-4
SE 2-54-25-4: Road Plan 8022026

Within Transportation / Utility Corridor Right of Way Plan 8821652

127th Street:

North / South Government Road Allowance east of NE 1-54-25-4
NW 6-54-24-4: Road Plan 7721816

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Within Transportation / Utility Corridor Right of Way Plan 8821651

113A Street:

North / South government Road Allowance west of SW 8-54-24-4 and also includes said Road Allowance north of Plan 8821651

97th Street:

SE 8-54-24-4: Service Road - Subdivision Plan 1938MC, Road Plan 6037LZ,
Road Plan 663EU
North / South Government Road Allowance east of SE 8-54-24-4
SW 9-54-24-4: Road Plan 6037LZ

Within Transportation / Utility Corridor right of Way Plan 8821928

82nd Street:

North / South Government Road Allowance west of SW 10-54-24-4

66th Street:

North / South Government Road Allowance west of SW 11-54-24-4
SW 11-54-24-4: Main Street – Subdivision Plan 866MC

Within Transportation / Utility Corridor Right of Way Plan 8822632

50th Street:

North / South Government Road Allowance west of NW 1 & SW 12-54-24-4

Manning Drive / 34th Street:

SE 1-54-24-4: Road Plan 1876PX, Road Plan 3344PX
NE 1-54-24-4: Road Plan 3344PX
North / South Road Allowance east of NE & SE 1-54-24-4
NW 6-54-23-4: Road Plan 3344PX
SW 6-54-23-6: Road Plan 3344PX

Outside of Transportation / Utility Corridor Right of Way

Manning Drive:

NW 6 & SW 7: Road Plan 3344PX

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**APPENDIX A
(Section 1.1 – “Identified Encumbrances” (b)(i))**

Province File	Grantee/Lessee	Description	Location	Status
MCE-05-0028	EPCOR Distribution Inc.	3-28kV Underground power cables	NW & NE 27-53-25-W4	Project complete; the engineering certificate and the utility right of way agreement are still outstanding.
936D	Bell Mobility Inc.	Telecommunications Tower	SW 28-53-25-W4	Lease expires on December 31, 2009. Lease includes land required to access the cellular tower site from 184 Street.
937E	The Catholic Archdiocese of Edmonton	Newman College	SE 34-53-25-W4	Lease expires on June 30, 2009. The leased land has an area of 5.04 hectares and is a portion of the land covered by Title # 072 686 893.
937A	M.R.	Residential Lease	Plan 866M.C. Lot A (SW 11-54-25 W4)	Lease expires on May 31, 2008. Thereafter and until September 30, 2008, the Province will retain possession of the land and preclude access by the Contractor for the Province’s rectification of pre-existing environmental contamination in the land.
931G	ATCO Gas	Gas pipeline	SW 34-53-25-W4	License can be terminated on 90 days notice. The Province will terminate the License upon written notice from the Contractor provided such notice sets out where the gas line can be relocated. The license is covered by Instrument # 952 176 828 and is registered on Title #912 032 112.
932V	D.G.	Residential Lease	SW 20-53-25-W4	Residential Lease will not be terminated.
934Z	Rock Placement	Commercial Lease	NE 19-52-25-W4	Commercial lease will not be terminated.

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Province File	Grantee/Lessee Company	Description	Location	Status
928G	G.H.	Residential Lease	SE 18-53-25-W4	Residential lease will not be terminated.
936S	The City of Edmonton	Recreational Lease	W1/2 17-53-25-W4	Recreational lease will remain in place. Land that is within the Road Right of Way, including the Kirk Lake outlet works, will be available without having to terminate the lease. However, if the Contractor notifies the Province that it needs to use a certain portion of such leased land within the Road Right of Way, then the Province may exercise its option to terminate the lease or a portion thereof by providing a 7-day termination notice to The City of Edmonton.
932C	Crown Life Insurance	License	SW 34-53-25-W4	License agreement covers access to the Crown Life Insurance Mall. Tenant maintains the adjacent boulevard.
936J	BELL Mobility	Commercial Lease	SE 1-54-25-W4	BELL Mobility tower and access.
937H	J.P.	Residential Lease	SE 7-54-24-W4	Residential lease will not be terminated.
933H	Microcell (FIDO)	Commercial Lease	SW 8-54-24-W4	Microcell tower and access.
MCE-07-0043	City of St. Albert	750 mm Waterline	From NE 35-53-25-W4 to SE 2-54-25-W4	Project to commence in Spring 2008; the engineering certificate and the utility right of way agreement are still outstanding.

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**APPENDIX B
LANDS TO BE PARTIALLY ACQUIRED BY THE PROVINCE**

Sheet 1 - 153 Ave./ Levasseur Rd. (between 170 Street & Campbell Road) at St.
Albert Trail

Sheet 2 - Highway 28 @ 195 Avenue

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Schedule 12 Drawings 12-01 to 12-05

- 12-01 Cover Sheet
- 12-02 Hwy 16 (West) to East of St. Albert Trail
- 12-03 East of St. Albert Trail to East of 112 Street
- 12-04 East of 112 Street to East of Manning Drive
- 12-05 East of 50 Street to Manning Drive