

Lancaster, Brooks & Welch LLP
BARRISTERS AND SOLICITORS

original to Barb

PLEASE RESPOND TO WELLAND OFFICE

October 24, 2008

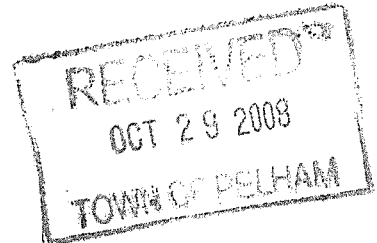
The Corporation of the
Town of Pelham
P. O. Box 400
Fonthill, Ontario
L0S 1E0

2964

Attention: Mr. Craig Larmour

Dear Sir:

**RE: Registration of Amendment to Site Plan Agreement
LPF Realty Retail Inc.
Fonthill Plaza, 20 Highway #20 East**



Further to your letter of July 28, 2008, please find enclosed the following:

- a) Site Plan Agreement, registered on October 24, 2008 as No. SN226452;
- b) Postponement of State Street Trust Company Canada charge to Site Plan Agreement, registered on October 24, 2008 as No. SN226453; and
- c) our account for services rendered, which we trust is satisfactory.

Thank you for letting us assist.

Yours very truly,
LANCASTER BROOKS & WELCH LLP
PER:

[Signature]
R. Bruce Smith

RBS:pm
Encls.

Lancaster, Brooks & Welch

PO Box 790, 80 King Street, Suite 800, St. Catharines, Ontario L2R 6Z1 Tel. 905.641.1551, Fax 905.641.1830
PO Box 67, 247 East Main Street, Welland, Ontario L3B 5N9 Tel. 905.735.5684, Fax 905.735.3340
55 Main Street West, Grimsby, Ontario L3M 1R3 Tel. 905.594.1263, Fax 905.594.1268
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Geoffrey F. Brooks, QC (retired); Robert S. K. Welch, OC, QC, LLD (1928-2000)

*Certified by the Law Society as a Specialist in Corporate and Commercial Law **Certified by the Law Society as a Specialist in Civil Litigation ***Certified by the Law Society as a Specialist in Family Law



Lancaster, Brooks & Welch LLP
BARRISTERS AND SOLICITORS

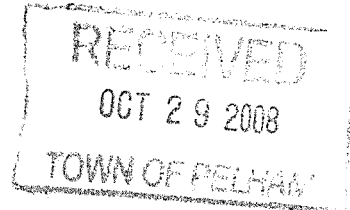
In account with

Lancaster Brooks & Welch LLP

PO Box 67, 247 East Main Street, Welland, Ontario L3B 5N9 Tel. 905.735.5684

October 24, 2008

The Corporation of the
Town of Pelham
P. O. Box 400
Fonthill, Ontario
L0S 1E0



RE: Registration of Amendment to Site Plan Agreement
LPF Realty Retail Inc.
Fonthill Plaza, 20 Highway #20 East

TO OUR FEE for professional services herein, including receiving your instructions; to obtaining PIN printout; to correspondence and e-mails with solicitors for State Street Trust Company Canada regarding postponement; to preparation of Notice of Site Plan Agreement and acknowledgment and direction for signature by the Mayor and Clerk; to preparation of postponement of charge and forwarding to solicitor for signature; to registering site plan agreement and postponement; to reporting to you,

OUR FEE.....\$ 325.00

GST-TAXABLE DISBURSEMENTS

Paid for PIN printout.....\$ 22.00
Paid Teraview registration fee.....\$ 20.00
Paid for fax charges.....\$ 7.70

GST.....\$ 18.74

NON-TAXABLE DISBURSEMENT

Paid to register site plan agreement.....\$ 60.00
Paid to register postponement.....\$ 60.00

TOTAL FEES AND DISBURSEMENTS.....\$ 513.44

THIS IS OUR ACCOUNT

E & O E

PER:

RBS:pm

G.S.T. No. R117996660

"In accordance with Section 35 of the Solicitors Act, interest will be charged at the rate of % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this statement is delivered."

THIS AGREEMENT made in triplicate this 29 day of July, 2008 A.D.

BETWEEN:

LPF REALTY RETAIL INC.

Hereinafter called the "Owner"

OF THE FIRST PART

- and -

THE CORPORATION OF THE TOWN OF PELHAM

Hereinafter called the "Town"

OF THE SECOND PART

WHEREAS the Owner represents and warrants that it is the owner of the lands in the Town of Pelham described in Schedule "A" attached hereto (the "Lands");

AND WHEREAS the Town has previously entered into a Site Plan Agreement with The Westerra Equities Corp. which Agreement (the "Site Plan Agreement") is dated February 26th, 2007 and registered against title to the Lands as Instrument No. SN180993 on September 14th, 2007;

AND WHEREAS the Owner has assumed and agreed to be bound by the terms and conditions of the Site Plan Agreement;

AND WHEREAS the Owner is desirous of establishing a new outdoor patio;

AND WHEREAS the Town has agreed to permit the said construction subject to certain terms and conditions;

AND WHEREAS it is necessary to amend the Site Plan Agreement;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the sum of One Dollar (\$1.00) now paid by the Owner to the Town (the receipt whereof is hereby acknowledged), the Parties hereto mutually covenant and agree as follows: -

1. The Site Plan Agreement is hereby amended by deleting Section 21 and replacing it with the following Section:

21. NOTICES

Any notice, demand, acceptance or request provided for in this Agreement shall be in writing and shall be deemed to be sufficiently given if personally delivered or sent by registered mail (postage prepaid) as follows:

To the Town at: Clerk
Town of Pelham
P. O. Box 400
20 Pelham Town Square
Fonthill ON L0S 1E0

To the Owner at: Fengate Capital Management Ltd.
3425 Harvester Road, Suite 105
Burlington, ON L7N 3N1


or as such other address as the party to whom such notice is to be given shall have last notified the party giving the notice in the manner provided in this Section 21. Any notice delivered to the party to whom it is addressed in this Section 21 shall be

deemed to have been given and received on the day it is so delivered at such address. Any notice mailed as aforesaid shall be deemed to have been given and received on the fifth day next following the date of its mailing.

2. The Site Plan Agreement is hereby further amended by deleting Schedules "B", "C", "D" and "D-1" attached thereto and replacing it with Schedules "B", "C" and "D" attached to this Agreement.
3. The Site Plan Agreement is hereby further amended by adding Schedule "E-1" attached to this Agreement.
4. All other terms and conditions of the Site Plan Agreement shall remain in full force and effect except as amended herein and shall apply to this agreement.

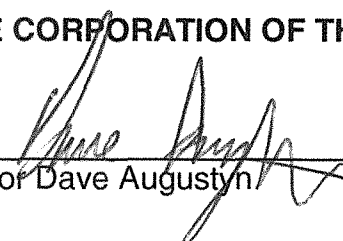
IN WITNESS WHEREOF the parties hereto have executed this agreement as of the date and year first above written.

LPF REALTY RETAIL INC.

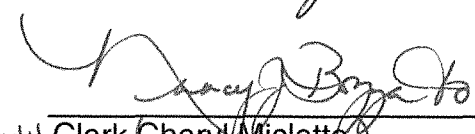


Name: Louis Serafini
I have authority to bind the Corporation

THE CORPORATION OF THE TOWN OF PELHAM



Mayor Dave Augustyn



Deputy Clerk Cheryl Miclette
NANCY J. BOZZATO

SCHEDULE "A"

Part Block C, Plan 717, Fonthill as in RO742786, except Parts 1, 2, 3, 5 and 6 on Plan 59R-12799, S/T RO530009, RO652413, S/T easement in gross over Parts 1 to 7 on Plan 59R-13573 as in SN207428, Pelham.

SCHEDULE "B"

SITE PLAN

Site Plan, Drawing No. 100, rev. 2, prepared by Michaela Weiner, dated January 12, 2007, the original of which is located at the Town at the address shown in Section 21 of this Agreement; and

Proposed Rear Patio Plan and Details, Drawing No. A1, prepared by Todd Barber, dated June 25, 2008, the original of which is located at the Town at the address shown in Section 21 of this Agreement.

SCHEDULE "C"**SITE SERVICING AND GRADING PLAN**

Site Servicing and Grading Plan, drawing 0645-SSGP rev. 5, prepared by Upper Canada Consultants, dated February 09, 2007, the original of which is located at the Town at the address shown in Section 21 of this Agreement.

SCHEDULE "D"**LANDSCAPE PLAN**

Landscaping Plan, drawing 0645-LAND rev. 2, prepared by Upper Canada Consultants, dated January 23, 2007, the original of which is located at the Town at the address shown in Section 21 of this Agreement; and

Proposed Rear Patio Plan and Details, Drawing No. A1, prepared by Todd Barber, dated June 25, 2008, the original of which is located at the Town at the address shown in Section 21 of this Agreement.

SCHEDULE "E-1"**COST ESTIMATES FOR PROPOSED REAR PATIO**

The on-site work cost estimates are as follows:

<u>Item</u>	<u>Cost Estimate</u>
1. Site Grading and Preparation	\$12,000.00
2. Fencing	\$8,500.00
3. Landscaping	\$4,000.00
4. Fireplace	\$7,000.00
TOTAL ON-SITE WORKS ESTIMATED COSTS	<u>\$31,500.00</u>

In accordance with Section 14(a) of this Agreement, the amount of the deposit shall be in the amount of Thirty-One Thousand Five Hundred Dollars (\$31,500.00).

Properties

PIN64064 - 0582 LT

DescriptionPT BLK C PL 717 FONTHILL AS IN RO742786; EXCEPT PTS 1, 2, 3, 5 & 6 ON
59R12799; S/T RO530009, RO652413, S/T EASEMENT IN GROSS OVER PTS 1 TO 7
ON 59R13573 AS IN SN207428 ; PELHAM

AddressPELHAM

Consideration

Consideration\$ 1.00

Applicant(s)

The notice is based on or affects a valid and existing estate, right, interest or equity in land

NameTHE CORPORATION OF THE TOWN OF PELHAM

Address for Service20 Pelham Town Square
P. O. Box 400
Fonthill, Ontario
L0S 1E0

I, DAVE AUGUSTYN-MAYOR AND CHERYL MICLETTE-CLERK, have the authority to bind the corporation.

This document is not authorized under Power of Attorney by this party.

Statements

This notice is for an indeterminate period

Schedule: See Schedules

Signed By

Robert Bruce Smith201-247 East Main St. PO Box 67 acting for Signed 2008 10 24
Welland
L3B 5N9 Applicant(s)

Tel9057355684

Fax9057353340

Submitted By

LANCASTER, BROOKS & WELCH (WELLAND)201-247 East Main St. PO Box 67 2008 10 24
Welland
L3B 5N9

Tel9057355684

Fax9057353340

Fees/Taxes/Payment

Statutory Registration Fee\$60.00

Total Paid\$60.00

The applicant(s) hereby applies to the Land Registrar.

yyyy mm dd

Properties

PIN 64064 - 0582 LT
Description PT BLK C PL 717 FONTHILL AS IN RO742786; EXCEPT PTS 1, 2, 3, 5 & 6 ON
 59R12799; S/T RO530009, RO652413, S/T EASEMENT IN GROSS OVER PTS 1 TO 7
 ON 59R13573 AS IN SN207428 ; PELHAM
Address PELHAM

Source Instruments

Registration No.	Date	Type of Instrument
SN129261	2006 07 21	Charge/Mortgage

Party From(s)

Name STATE STREET TRUST COMPANY CANADA
Address for Service c/o Canadian Mortgage Loan Services Limited
 Suite 2150
 1066 West Hastings Street
 Vancouver BC
 V6E 3X2
 Loan No. 3079-OJ

I, George Pergantis and Aaron Segovia, have the authority to bind the corporation.

This document is not authorized under Power of Attorney by this party.

Party To(s)	Capacity	Share
-------------	----------	-------

Name THE CORPORATION OF THE TOWN OF PELHAM
Address for Service P. O. Box 400
 20 Pelham Town Square
 Fonthill, Ontario
 L0S 1E0

Statements

The applicant postpones the rights under the selected instrument to the rights under an instrument registered as number SN226452 registered on 2008/10/24

This document relates to registration no.(s)SN129262, SN129265 and SN129266.

Signed By

Robert Bruce Smith	201-247 East Main St. PO Box 67 Welland L3B 5N9	acting for Party From(s)	Signed	2008 10 24
Tel 9057355684				
Fax 9057353340				
Robert Bruce Smith	201-247 East Main St. PO Box 67 Welland L3B 5N9	acting for Party To(s)	Signed	2008 10 24
Tel 9057355684				
Fax 9057353340				

Submitted By

LANCASTER, BROOKS & WELCH (WELLAND)	201-247 East Main St. PO Box 67 Welland L3B 5N9	2008 10 24
Tel 9057355684		
Fax 9057353340		

The applicant(s) hereby applies to the Land Registrar.

Fees/Taxes/Payment

Statutory Registration Fee	\$60.00
Total Paid	\$60.00