

MEMORANDUM OF AGREEMENT dated the                      day of December, 2001.

AMONG:

**THE GOVERNMENT OF MANITOBA,**  
Duly represented by the Premier of Manitoba,

(hereinafter referred to as "Manitoba"),

**OF THE FIRST PART,**

- and -

**THE CITY OF WINNIPEG,**

(hereinafter referred to as "Winnipeg"),

**OF THE SECOND PART,**

- and -

**TN ARENA LIMITED PARTNERSHIP,**  
by its general partner, TN Arena Inc.

(hereinafter referred to as "True North"),

**OF THE THIRD PART.**

**WHEREAS** The True North Entertainment Complex Limited Partnership ("TNEC"), Manitoba and Winnipeg, pursuant to a term sheet (the "Term Sheet") dated May 14, 2001, entered into an agreement regarding the principal terms and conditions pursuant to which TNEC agreed to (or cause a related entity to) develop, finance, own and manage a new multi-purpose sports and entertainment complex (the "True North Centre") on the downtown Winnipeg Eaton's Site;

**AND WHEREAS** TNEC and True North are related entities;

**AND WHEREAS** the Term Sheet contemplates that the parties hereto shall enter into certain agreements regarding the development and financing of the True North Centre, including without limitation, this Agreement, setting forth the final terms and conditions with respect to such development and financing;

**NOW THEREFORE** in consideration of the covenants and agreements contained herein, the parties agree as follows: