

AGREEMENT made in triplicate this day of June, 2008

BETWEEN:

**THE CORPORATION OF THE TOWN OF INGERSOLL
Hereinafter called the "Corporation",**

OF THE FIRST PART

-and-

INGROX LIMITED

Hereinafter called the "Owner",

OF THE SECOND PART

WHEREAS the Owner is the registered owner of the lands described in Schedule "A" attached hereto, and which lands are known municipally as 129-131 Thames Street, South, (Part of Lot 5, Block 41, Plan 279), Ingersoll, Ontario.

AND WHEREAS Plans 41R-7724 and 41R-7725, discloses that the south wall of the brick building on the subject lands encroaches onto the lands immediately to the south of the property along the entire length of the southerly lot line, by a distance of 0.5 feet at the easterly limit of the lot line and 0.66 feet at the westerly limit of the lot line;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the mutual covenants and agreements hereinafter contained and other good and valuable consideration the Parties hereto mutually agree as follows:

1. The Corporation hereby gives the Owner the right to use and occupy that portion of the south wall of the brick building, which encroaches onto the lands of the Corporation of The Town of Ingersoll by a distance of 0.5 feet at the easterly limit of the lot line and 0.66 feet at the westerly limit of the lot line as identified on Plans 41R-7724 and 41R-7725.
2. The Owner agrees that no addition or alteration shall be made to the said encroachment that would result in a more extended encroachment on the subject property.
3. The Corporation reserves the right to cancel this Agreement at any time upon giving three months' notice to the Owner herein.
4. **THIS AGREEMENT** shall enure to the benefit of and be binding upon each of the Parties hereto, their respective heirs, executors, administrators, successors and assigns.

IN WITNESS WHEREOF the Party of the First Part has hereunto set its corporate seal, duly attested by the hands of its Mayor and Clerk, authorized on its behalf at the Town of Ingersoll, in the County of Oxford this 9th day of June 2008.

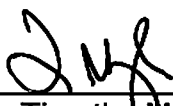
SIGNED, SEALED AND DELIVERED
In the presence of:

**THE CORPORATION OF THE
TOWN OF INGERSOLL**

Per: _____
Paul Holbrough, Mayor

Elaine Clark, Clerk/Deputy Administrator

INGROX

Per:  _____
Timothy McHugh
Authorized Signing Officer
I have the authority to bind the
Corporation

Witness

SCHEDULE 'A'
TO
ENCROACHMENT AGREEMENT
INGROX

Part of Lot 5, Block 41, Plan 279, in the Town of Ingersoll, County of Oxford.