

## SCHEDULE 4.1(ad) – MATERIAL CONTRACTS

1. Development and Design Build Agreement for Highway 407 Central made as of May 11, 1994 among Ontario Transportation Capital Corporation (“OTCC”), Canadian Highways International Corporation (“CHIC”) and Monenco AGRA Inc., Dufferin Construction Company, The Foundation Company Inc. and Ambro Construction Limited (collectively, the “Constructor Companies”).
2. Development and Design-Build Amending Agreement made as of the 31<sup>st</sup> day of August, 1995, among OTCC, CHIC and the Constructor Companies.
3. Project Partnering Agreement dated May 11, 1994 between OTCC and CHIC.
4. Toll System Supply Agreement made as of August 31, 1995 among OTCC, CHIC, Hughes Aircraft of Canada Limited (“HACL”), Hughes Aircraft Company (“HAC”), Bell Canada and Bell Sygma Inc.
5. Mark IV Electronic Toll Equipment Supply Agreement made as of August 31, 1995 among OTCC, Mark IV Industries Ltd., HACL and CHIC.
6. Escrow and License Agreement made as of the 17<sup>th</sup> day of April, 1996 among HAC, HACL, OTCC and Data Securities International, Inc. (“DSI”).
7. License Agreement made as of August 31, 1995 between HAC and OTCC.
8. Escrow and License Agreement made as of the 17<sup>th</sup> day of April, 1996 among Bell Sygma Inc., OTCC and DSI.
9. License Agreement dated as of August 31, 1995 between Bell Sygma Inc. and OTCC.
10. Escrow and License Agreement made as of the 17<sup>th</sup> day of April, 1996 between Mark IV Industries Ltd. and OTCC.
11. License Agreement dated as of August 31, 1995 between Mark IV Industries Ltd. and OTCC.
12. Indemnity Agreement dated as of August 31, 1995 between OTCC and Mark IV Industries, Inc..
13. Facility Operating, Maintenance, Management and Rehabilitation Agreement made as of the 1<sup>st</sup> day of April, 1997 among OTCC, Canadian Highways Management Corporation (“CHMC”) and CHIC.
14. ATMC Operating, Maintenance, Management and Rehabilitation Agreement made as of April 1, 1997 among OTCC, Advanced Toll Management Corp. (“ATMC”), CHMC, Bell Canada and Raytheon Systems Canada Ltd. (“Raytheon Canada”).

15. Raytheon Maintenance Subcontract made as of April 1, 1997 among ATMC, Raytheon Canada, OTCC and CHMC.
16. CGI Maintenance Subcontract made as of April 1, 1997 among ATMC, CGI Information Systems and Management Consultants Inc., OTCC and CHMC.
17. Mark IV Electronic Toll Equipment Maintenance Agreement dated as of April 1, 1997 among OTCC, Mark IV Industries Ltd. and CHMC.
18. Operations Centre License Agreement made as of April 1, 1997 between OTCC and CHMC.
19. Sublicense of Highway 407 Operations Centre dated as of April 1, 1997 among CHMC, ATMC and OTCC.
20. Patrol Yard License Agreement dated as of April 1, 1997 between OTCC and CHMC.
21. Highway 407 Concession and Ground Lease Agreement made as of April 6, 1999 between the Crown in Right of Ontario, as Represented by the Minister without Portfolio with Responsibility for Privatization and 407 ETR Concession Company Limited.
22. Letter Agreement dated January 25, 1999, between OTCC, Raytheon Canada and Raytheon Company, doing business as Raytheon Systems Company ("Raytheon Systems Company") with respect to disclosure of confidential information and amounts to be paid by OTCC to Raytheon Canada for the toll system extension for the Western and Eastern portion of Highway 407 and the toll system upgrade for the Central portion of Highway 407.
23. Letter Agreement dated March 4, 1999 between OTCC, Raytheon Canada and Raytheon Systems Company with respect to the supply and maintenance of the Western and Eastern portion of Highway 407 and the upgrade for the Central portion of Highway 407.