



REIMAGINE

2010 ANNUAL REPORT

IMAGINE a place where there are no limitations. A place where saying, "We've always done it that way," is not a good enough reason to do something the same way twice.

IMAGINE a place where fair grounds become playgrounds, where a hockey arena transforms into a concert hall, where cowboy boots give way to bridal gowns.

IMAGINE a place where you can reimagine – where the possibilities for creating memories are endless and the potential to give back to the community is limitless.

In 2010, we opened the door to reimagine – to take the very best of everything we do and consider how to make it that much better.

REIMAGINENORTHLANDS

Definition: *reinterpret imaginatively.*

OUR OPERATING VISION

At Northlands, delivering exceptional experiences and creating memorable moments is what we do. We aspire to be known as the industry leader in providing world-class entertainment, business development and agricultural programming in northern Alberta. Northlands will be synonymous with “best in class” for delivering entertainment experiences and business opportunities as a producer, corporate partner, facilitator and host. As a community service based organization, all of our efforts and strategic planning will be built around enriching the quality of life for our community and building prosperity for our city and region.

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FINANCIAL HIGHLIGHTS

		December 31 (\$'000s)	
	2010	2009	2008
<i>Revenues</i>			
Northlands Park	65,198	69,262	76,972
EXPO Centre	13,849	11,381	10,492
Rexall Place	27,832	35,087	31,656
Agriculture and Signature Events	18,606	18,812	20,333
	125,485	134,542	139,453
<i>Event contributions*</i>			
Northlands Park	(6,689)	(7,051)	(4,680)
EXPO Centre	1,840	407	195
Rexall Place	2,689	4,838	4,614
Agriculture and Signature Events	901	1,014	1,271
	(1,259)	(792)	1,400
<i>Net earnings (loss)</i>			
Northlands Park	1,161	1,233	1,044
EXPO Centre	1,256	298	(95)
Rexall Place	2,689	6,197	5,862
Agriculture and Signature Events	617	706	929
Corporate**	(9,008)	(6,379)	(7,174)
	(3,285)	2,055	566
Working capital surplus/(deficiency)	(11,099)	(9,846)	(26,624)
Long-term debt (non-current)	57,259	59,183	2,266
Net assets	36,555	39,840	37,785
Capital expenditures	13,702	54,571	64,831
EBITDA***	6,483	7,418	5,991

* Before grants, interest and depreciation.

** Includes indirect ground and building maintenance, administration and corporate programs, sales and marketing, net grant revenue and other income.

*** Earnings before interest, taxes, depreciation and amortization.

"When I started working people told me I had to watch out for security supervisor Mike Kopichanski because he was the meanest guy around.

When I met Mike I was admittedly nervous as a result of these warnings. Over the years Mike and I developed a great friendship inside and outside of work at Northlands. He came to my wedding and was at the hospital the day my daughter was born. There was never a hint of 'meanness' in this man's heart, he just forced the best out of people and some people couldn't take it.

Sadly, Mike passed away in November, 2010 and ever since, there has been a hole in the casino where a great Northlands leader, friend and father stood. We have been strong ever since he passed but I wanted to share this memory and spread the message of a great man.

From all of us at Northlands Park Security, thank you Mike."

SHAUN PAINTER
SECURITY OFFICER, NORTHLANDS



IMAGINE A
PLACE WHERE
PEOPLE
REALLY
MATTER.

OUR VALUES

The Northlands Leadership Team, staff and volunteers are committed to living our five operating values:

SAFETY

A priority in everything we do.

PEOPLE

We value our people.

SERVICE EXCELLENCE

We will deliver exceptional service-driven experiences in every contact we make – with our guests, vendors, volunteers, corporate partners, co-workers and the community we serve.

INTEGRITY

We work to be transparent in our day-to-day operations – we are committed to “doing what’s right.”

COMMUNITY ENRICHMENT

We are here to serve others – we will use every opportunity and interaction to enhance our community’s quality of life.

2011 KEY STRATEGIC PRIORITIES

1. Drive revenues
2. Brand enhancement
3. Broaden stakeholder and community relations
4. Continuously improve our guest experience
5. Improve facility infrastructure
6. Build on our agricultural roots
7. Formulate our long range development plan

For more information on how we will achieve our 2011 goals, read our Management Discussion & Analysis on page 29.

LETTER FROM EXECUTIVE

Energized! That's how we felt as we saw the economic shift begin to improve towards the end of 2010. For the last two years we've been focused on financial sustainability, which meant rigorously managing and containing costs, so we could manage our cash flow and make it through the world economic crisis that impacted our business like so many others in our community. Northlands is a business reliant on discretionary spending – whether a guest can buy a ticket to the concert they've been waiting to see, bring their family to Capital EX or buy dinner at Northlands Park before heading to an Oilers game at Rexall Place. Our total annual revenue was \$125 million for 2010 representing a decrease of \$9 million over 2009. While Northlands reported a net loss of \$3.2 million in 2010, our cash balance increased \$200 thousand, which we believe is a testament to our business expertise – even when times are challenging.

Innovation reigned in 2010

2010 can best be described as a year of transition, yet innovation is a theme that emerges when you consider how we operated our business last year. Never content to rest on our laurels, our teams identified new strategies to sustain the business and our approach was on target.

- We reorganized Northlands into four Core Business Channels supported by functional Business Units so as to improve collaboration and leverage opportunities across our organization. This change is the impetus for a cultural shift in the way we work together at Northlands.
- We made a major strategic shift mid-year at Northlands Park. With the racing and gaming industry struggling, we reevaluated the use of this 200,000+ sq. ft. venue and now we're looking to develop it as a total entertainment facility. One strategy that proved successful

late in 2010 was having Northlands Park support pre and post event activities across our entertainment complex. We see more opportunities for this in the future.

- Our newly opened Edmonton EXPO Centre outperformed our 2010 revenue target by 15 per cent.
- Our sales team once again exceeded expectations. They identified the right entertainment line-up and scheduling for our arena business and by the end of the year, Rexall Place retained its prestigious 3rd busiest venue in Canada and 31st in the world rating according to Pollstar, the organization considered to be the most credible source of information regarding the concert touring business. This is particularly rewarding as Edmonton is ranked as the 425th largest city in the world.
- Attendance at Capital EX bounced back, reinforcing our approach to focus on families and redesign our mid-way.
- We had an outstanding response to Farmfair International, proving the innovative programming changes we've been making and our investment in international trade missions were the right strategies to take us through a weaker economic climate for agriculture.
- Our volunteers again proved just how far they were willing to go for Northlands – turning up to support our events and working outside for hours during some of the coldest days on record during Hockey Hooky. Some said it was their best volunteer experience ever.
- Simple economics forced us to put off some things last year, mainly capital projects and major maintenance as we completed the expansion of the Edmonton EXPO Centre. 2011 will see a greater commitment to facility maintenance and upgrades as we maintain our entertainment complex as a world-class destination.


We've just come through a year of major transition but we believe it was transformational. We are perfectly positioned to make memorable connections with our guests and drive more revenue that will further enrich the quality of life for our community. To keep us focused we've identified seven key strategic priorities for 2011.

1. Drive revenue – we've set our sights on achieving an ambitious target of \$135 million in revenues. We've identified goals across every Core Business Channel to ensure we meet this target.
2. Brand enhancement – Northlands has a great story to tell and we're going to get better at telling it.
3. Broaden stakeholder and community relations – we will continue to raise awareness of our role and mandate.
4. Continuously improve our guest experience – it's all about creating memorable experiences and giving our guests nothing less than our very best.
5. Improve facility infrastructure – Northlands will get back to maintaining our entertainment complex as a world-class destination.
6. Build on our agricultural roots – we will aim for relevance by redefining what it means to be an agricultural society situated in the heart of an urban community.
7. Formulate our long range development plan – we will develop a facilities vision that establishes Northlands as an entertainment, hospitality and event production leader and deliver a fiscally responsible plan for growth around this.



Our future is about
reimagining the
possibilities for
Northlands

We have a great operating vision and the right team in place to achieve it. When we talk to staff at Northlands, and ask them to define this place, they talk about innovation. We are inspired by change and the potential of Northlands as we reimagine our possibilities – how we can take the best of everything we do and make it even better. None of us is as smart individually as we can be working together. We recognize that communication and collaboration will be the drivers on our road to even greater success in serving our community. We very much look forward to the journey.



Richard L. Andersen, President and CEO



Andrew Huntley, Chair of the Board

IMAGINE A PLACE WHERE DREAMS GET STARTED.

“Watching the start of the very first Canadian Derby Marathon definitely made it into my best memories of 2010.

It was a Sunday morning, after a very successful Canadian Derby the day before. I stood on the bleachers setup on the tarmac outside Northlands Park and watched thousands of runners leave for their half marathons and marathons. It was so emotional – to see so many people on our site heading off to accomplish their goals.”

SANDRA SYMBALUK, MARKETING MANAGER, NORTHLANDS PARK

NORTHLANDS PARK

This year marked a major shift at Northlands Park. In response to a tough racing and gaming market that has shown no signs of recovery, we adjusted our strategy mid-year. We began to think of Northlands Park as an entertainment facility that racing and gaming could be a part of as opposed to a facility exclusively for racing and gaming. This reimagining opened the door to the introduction of unique and surprising programming.

- We hosted crowd pleasing events like the Canadian Derby – at \$1.3 million it was the highest singleday wagering total for live racing in Edmonton.
- We hosted 131 days of the best horse racing in the industry and a riveting competition that saw us crown the Colt of the Year.
- Our total handle reached \$86.7 million (\$87.6 million in 2009), a one per cent decrease from last year. Although this decrease is noteworthy, we managed to generate \$1.2 million in net earnings – no small feat given the challenges we are facing in this struggling sector.
- We were the host site for the start and finish of the Canadian Derby Marathon.
- Fans loved the introduction of Daschund Racing – accompanied of course, by a hot dog eating contest.



IMAGINE A PLACE THAT'S BIGGER AND BETTER THAN EVER.

"Although the EXPO Centre was hosting events by the end of 2009, the official grand opening celebration was held in January 2010. For this event we brought together our many stakeholders including our government partners and our valued clients as a special thank you for all they did to help make this dream of ours a reality. No detail had been left to chance and I remember how very proud I was of the organization for its vision and persistence to see this project through to its completion. It truly took the efforts of our entire team to make it happen and it was a testament to the great things that can happen when an organization unites behind a common goal."

TRISH MACDONALD, VICE PRESIDENT, BUSINESS AND COMMUNITY DEVELOPMENT

EXPO CENTRE

Our newly opened 522,000 sq. ft. Edmonton EXPO Centre was a big success in 2010 earning revenues that were 21.7 per cent higher than 2009. One of Northlands strongest growth areas, the EXPO Centre hosted six concerts, two outdoor music festivals, and added seven new tradeshow to our existing line-up. In the fourth quarter we saw major growth in meetings and catering thanks to our grassroots sales efforts to raise awareness about this beautiful new facility.

- The Edmonton Motorshow was the first event to use the entire facility, all 522,000 sq. ft. Over 60,000 guests enjoyed the show.
- We hosted big and small catered events – serving 2,064 guests at the biggest CFL Grey Cup Gala ever held. CFL Gala attendees are still raving about the menu prepared by our chefs – house-smoked salmon, wine-glazed short rib with prairie mushroom crusted Alberta beef tenderloin, herbed quinoa and roasted root vegetables, topped off with a plate of aged cheddar and port, brie, roasted figs, chevre and walnuts. Nothing short of mouthwatering.
- Scremfest – an annual week long interactive Halloween Festival hosted over 12,000 guests and is expected to become one of Canada's largest festivals.
- 4000 dance enthusiasts all dressed in white packed Hall D for Pure – a Night in White. This DJ'd dance party was a huge success.
- Sonic Boom – an outdoor music festival on the September long weekend helped us set our one day event net contribution record.



IMAGINE A PLACE WHERE MEMORIES ARE MADE.

"For every show at Rexall, Pauline Hughes takes the media into the pit to shoot photos and video. I often join her to make sure the show goes as planned. This particular night – featuring Justin Bieber – was the loudest night ever with 4 to 40 year-olds screaming at the top of their lungs. Young girls were pledging their love and chanting "Justin, Justin." The small percentage of boys who attended sported the Bieber hair, and it was one of these precious boys that made for one of the best memories of my career at Northlands. I go out...I'm watching him perform and I'm thinking – I don't get it. Clearly, I am no tween. Then Bieber began playing a song called U Smile. I turn around and see a boy who appears to be mentally disabled. His eyes are locked on Bieber and he's holding the hand of his mother so tight, and the tears were just rolling down his face – and his mom's. And I got it. They will cherish that memory forever. And I was reminded of why I have the greatest job in the world."

LEANNE SMOLIAK, DIRECTOR OF SALES

REXALL PLACE

Justin Bieber. Need we say more? Despite hosting 45 concerts, nine family shows and over 100 sporting events – this tween sensation was one of our most memorable events of the year. That says a lot when you compare him to the likes of Tom Petty, Iron Maiden and Lady Gaga – each with their own unique performing style and fan base.

- 2010 also saw us take family entertainment to a whole new level. We hosted a range of family shows including Star Wars and Cirque du Soleil performances that proved ideal for all ages.
- We hosted the live airing of the Canadian Country Music Awards that was so successful the association is considering a long term partnership.
- Music-minded fans rocked it out with the Black Eyed Peas, Aerosmith, Nickelback, Motley Crue and Ozzy Osbourne and grooved to John Mayer, Lilith and Reba.
- Over 100 sporting events, featuring the Oilers, Oil Kings and Edmonton Rush, thrilled our sports-minded fans. King of the Cage, Monster Jam and WWE Smackdown were also crowd favorites.



IMAGINE A PLACE WHERE FUN REIGNS.

"The EXPO Centre was opening and we wanted to do something big. I wrote down the words: monster burger on a napkin and took this idea to our culinary group and said, "What could this be?" They built this amazing burger. One kilogram of Alberta produced beef, ½ kg bacon and all the fixings. We thought it could feed 6 to 8 people – mainly families looking for a novelty lunch as part of Capital EX. We didn't actually think anyone could eat it, so we threw out the challenge. Eat it, and it's free – and we'll donate 1 kg of beef to the food bank for every burger ordered. I was scared nobody could do it. Then, the first day this guy comes, he'd been in training for a week to create space for the burger. He'd been drinking litres of water amongst other things. For the first half he looked confident ...the second half conquered. The idea was really what Capital EX is about. Fun, interesting and a bit of excitement all at once – experiencing something you don't get to try every day."

ARLINDO GOMES, DIRECTOR, HOSPITALITY AND CLIENT SERVICES

Arlindo Gomes had to eat his words. To our surprise about 400 people tried the Monster Burger. Fifty people ate it and we sent 400 kg of beef to the food bank.

AGRICULTURE & SIGNATURE EVENTS

Agriculture had a good year in 2010. We made adjustments to our four pillar strategy to better reflect the changing market conditions in this industry and we implemented changes to Farmfair International and the Northlands

Farm and Ranch Show which created excitement in the agriculture and food community. Signature events also saw strong attendance overall, with crowds reacting positively to innovations in programming and production.

The trades team at Northlands had their own Monster Burger challenge but the burger defeated their champion and maintenance repair person, Craig Hessdorfer. "It was certainly a lot of fun and a great tension and stress reliever for our crew, who were all there to see Craig face off with the burger," says Joe Di Pinto, our leadhand plumber/gasfitter, who is pictured here. According to Joe, Craig is in training to take on the challenge again in 2011.



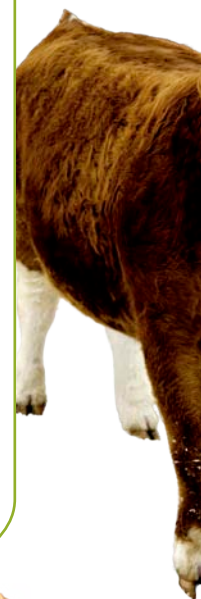


CAPITAL EX

- Ten days of good weather and phenomenal family-oriented programming helped Capital EX attendance climb back up to our five-year average of 747,000.
- We hosted the Northern Star Talent Search, an inspiring competition that sends winners from North/Central Alberta to a national competition. Over the years this event has launched the careers of international recording superstars Michael Buble and Matt Dusk. In our own talent program, we have seen many artists go on and pursue notable professional careers including Stacey Tookey, an internationally recognized choreographer whose work has been featured on America's and Canada's *So You Think You Can Dance* and Kreesha Turner, national pop/hip-hop recording artist.
- We showcased our new mid-way layout with indoor family areas that proved a major hit with guests.
- We awarded our biggest lottery yet with \$1.5 million in prizes given away.
- Northlands launched a Monster Burger promotion that secured major media coverage, sparked a raucous competition amongst our own trades staff and attracted all sorts of foodies who wanted to prove their eating prowess by consuming the massive Monster Burger. In addition to the promotional benefits, the competition also saw us donate 400 kg of Alberta beef to the Edmonton Food Bank.

NORTHLANDS FARM AND RANCH SHOW

- 2010 was the first year Northlands Farm and Ranch Show expanded into the new halls in the EXPO Centre. Additional space allowed us to build new programming and grow our exhibitor base.
- We improved the quality of exhibits by limiting the number of non agricultural exhibits and we themed show halls to make exhibits easier to find.
- Poor weather impacted attendance on days two and three; however in spite of reduced attendance, many exhibitors experienced significant sales growth.
- We once again hosted the guest pleasing Canadian National College Finals Rodeo.



FARMFAIR INTERNATIONAL

- It was a good year for Farmfair International – attendance grew by 14 per cent and revenues increased by 22.5 per cent over 2009.
- We changed our strategy this year and placed greater emphasis on having in-country ambassadors to build momentum and interest in this show really paid off.
- We had a strong response from the international community and great support from the province. Mexico bought a significant amount of product, as did Argentina, the United Kingdom, Ireland and the U.S.
- We launched the Alberta Grows food show to profile local food producers and to make this program more relevant to our urban community.
- We moved our AMAZE-ing Agriculture program into Farmfair to increase its exposure to school children and families.



HONDA INDY EDMONTON

When the City of Edmonton wanted to host an Indy race, they called on Northlands to help make it happen and we stepped up.

- Over the past three years we built an operating model for Indy's success. Each year, it's been a better event.
- This year's Indy came in \$650 thousand under budget. Better yet, there was a 50 per cent increase in attendance of residents outside of Edmonton.
- An estimated 365,000 racing fans viewed the race on TSN.

PERFORMANCE HIGHLIGHTS

CANADIAN FINALS RODEO

- 83,936 fans kicked up their heels for six performances over five days of the best rodeo has to offer in Canada.
- We attracted a younger audience by adding a roaring country music cabaret – The Buckle.
- We introduced a great dinner along with corporate hosting opportunities thanks to new space available at the EXPO Centre.
- We gave away our biggest purse ever – \$1.32 million.
- We supported an emotional tribute to the Canadian Military on Red Friday, and helped Wrangler raise \$40 thousand for the Edmonton Military Family Resource Centre and the Canadian Hero Fund through National Patriot shirt sales.
- We raised over \$60 thousand for the Edmonton Cowboy Benevolent Foundation.



OUR PEOPLE



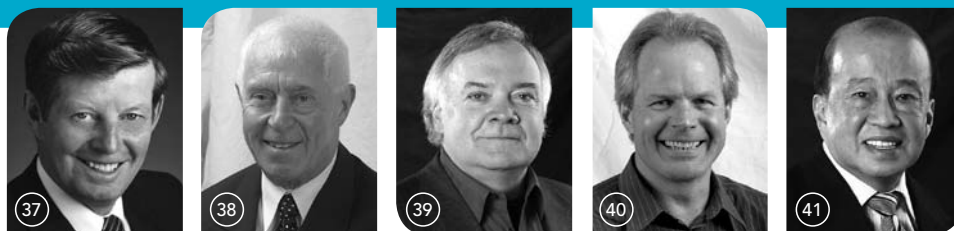
VOLUNTEER BOARD OF DIRECTORS

① **JUDY BATTY** Volunteer since 2001, Member since 2002, Director since 2008
 ② **JERRY BOUMA** (Past-Chair) Volunteer since 1993, Member since 1995, Director since 1999
 ③ **CARLENE VAN BRABANT** Volunteer since 2007, Member since 2009, Director since 2010
 ④ **JENNIFER FISK** Volunteer since 2004, Member since 2006, Director since 2006
 ⑤ **LAURA GADOWSKY** (Second Vice-Chair) Volunteer since 1993, Member since 1995, Director since 2003
 ⑥ **RANDY GARVEY** Volunteer since 2005, Member since 2005, Director since 2005
 ⑦ **JEFF HALEY** Volunteer since 2009, Member since 2009, Director since 2010
 ⑧ **ANDREW HUNTLEY** (Chair) Volunteer since 1972, Member since 2002, Director since 2002
 ⑨ **SCOTT KASHUBA** Volunteer since 2004, Member since 2006, Director since 2008
 ⑩ **HAROLD KINGSTON** FCA, Volunteer since 2000, Member since 2000, Director since 2001
 ⑪ **EARL KAPSTEIN** Volunteer since 1992, Member since 2002, Director since 2006
 ⑫ **BETTY LOREE** Volunteer since 1983, Member since 2008, Director since 2008
 ⑬ **DAVE MAJESKI** Volunteer since 2008, Member since 2008, Director since 2009
 ⑭ **BURKE PERRY** Volunteer since 1970, Member since 1985, Director since 1996-99, 2007
 ⑮ **BOB WALKER**





Volunteer since 1987, Member since 1988, Director since 2007 (16) **JOHN WINDWICK** (First Vice-Chair) Volunteer since 1997, Member since 1997, Director since 2000 **COMMUNITY APPOINTMENTS** (17) **CHIEF CAM ALEXIS** Volunteer since 2008, Member since 2008, Director since 2008 (18) **HOWARD WEIR** Volunteer since 1996, Member since 1996, Director since 1996 **DIRECTORS REPRESENTING THE CITY OF EDMONTON** (19) **COUN. KERRY DIOTTE** Director since 2010 (20) **COUN. ED GIBBONS** Director since 2007, Member since 2009 (21) **MAYOR STEPHEN MANDEL** Director since 2004 **DIRECTOR REPRESENTING THE GOVERNMENT OF ALBERTA** (22) **NARESH BHARDWAJ** MLA, Director since 2008 **DIRECTOR REPRESENTING THE GOVERNMENT OF CANADA** (23) **SUSAN GREEN** Volunteer since 2003, Director since 2007. **BOARD OF GOVERNORS** (24) **JIM CAMPBELL** (25) **DALE COLE** (26) **DON M. HAMILTON** (27) **W.J.M. (BILL) HENNING** (28) **HARRY HOLE** (29) **WARREN HOLTE** (30) **DON F. JACKSON** (31) **DALE LESCHIUTTA** (32) **MIKE MARPLES** (33) **A. ROSS MCBAIN** (34) **H.L.D. (LEN) PERRY** (35) **JR SHAW** (36) **ALLAN A. SHENFIELD** (37) **DON H. SPRAGUE** (38) **DR. ROBERT WESTBURY** (39) **GORDON WILSON** (40) **ERIC YOUNG** (41) **GERRY YUEN**



OUR TEAM

Senior Management

Back row, left to right

OPAL BLACKSTOCK Vice-President – Agriculture **MAJELLA MORIN** Director – Finance **LORRAINE MOSTER** Director – Human Resources **RICHARD L. ANDERSEN** President and CEO **LEANNE SMOLIAK** Director – Sales **TRISH MACDONALD** Vice-President – Business and Community Development **JASON DOUZIECH** Director – Signature Events

Front row, left to right

HARDY MCGILL Director – Northlands Park **CATHY KISS** Director – Government and Public Relations **ARLINDO GOMES** Director – Hospitality and Client Services **MIKE DERBYSHIRE** Director – Risk Management and Security **TIM CARTMELL** (no photo) Director – Facilities and Infrastructure



IMAGINE A PLACE WHERE VOLUNTEERS SHINE.

"My best memory of 2010 was definitely Hockey Hooky. We had arranged for a dozen volunteers to meet children coming off the bus and it was -25°C out with a lot of snow. We were worried the volunteers wouldn't show up, so we called to see if they would still be coming. One senior said excitedly, "Yes. I've got my sealskin boots." That day, I was out watching the volunteers have the most fun they've ever had. Despite the weather, they were out helping those kids for two hours. They told me they had such a good time, they didn't even notice the cold. It was a magnificent representation of how far they were willing to go. It was really fantastic."

VIRGINIA PEGG, VOLUNTEER SERVICES COORDINATOR

OUR VOLUNTEERS

One of the most familiar faces at Northlands is long time volunteer George Gushaty. You might not expect to see a 79 year-old at the Indy races, fishing expos or track and field events, but George loves spending his time working in the hospitality tents and meeting new people.

Even sub-zero temperatures won't keep George away from his love of volunteering. A recent Hockey Hooky event brought bus loads of children to Northlands in the middle of a cold snap. Temperatures dipped below

-25°C, but George never backs down from a commitment, so he bundled up and spent the morning chaperoning students and keeping their spirits high.

George is just one example of the dedication and enthusiasm that our volunteers and members bring to Northlands. We acknowledge and thank them.



Lorraine Abbott-Stein, Elizabeth 'Liz' Acker, Robert 'Rob' Acker, Deana Adams, Janet 'Lynn' Adams⁵, Elizabeth 'Liz' Adolf, Barbara Aguilar, Alan Aldridge, Sean Alexander, Cameron 'Cam' Alexis, Darcy Allen, Robert 'Robb' Allen, Jamie Allen, Jared Allen, Michael Alleyne, Abdulmajeed 'Majeed' Almuayqil, Faris Alshehri, Lolain Alsmo, Aaron Anderson, Amanda Anderson, Brittany Anderson, James Anderson¹⁴, John Anderson, Georgina Andreeff, Chad Andrews, Lenny Andrichuk⁵, Maxine Andrushak, Armando Aninipot, Pablo Ardaya, Nancy 'Linda' Ardiel, Michelle Arklie, Bernice Armstrong, Beverley 'Bev' Armstrong⁵, Victoria 'Vicky' Armstrong, Linda Arnoldussen⁵, Mathieu Arpin, Darrel Ashbacher, Wendy Ashbacher, Branden Ashberry, Nishchay Ashta, Rex Ashton, Georgina Atkin, James Atkinson, Huey Au, Joycelyn Au, Robyn Auld, Ken Awid⁵, Marjorie Awitin, Martine Babcook, Walter Badowsky⁵, Elaine Bagan, William 'Bill' Bagshaw⁵, Douglas Baird, Nancy Baird, Patti Baker, Jodi Bakke⁵, Pamela 'Pam' Bakker⁵, T. Raymond 'Ray' Ball⁵, Victoria 'Vicki' Ball, Kathleen Bamson, Maritess Banares, Linda Banister⁵, Bruce Bannard⁵, Gladys Barabash, Angela Barabash-McCann, Blaine Barber, Alaina Barclay, Katherine Barkwell, Katherine Baronasky, Sandy Barwell, Thelma Bathen, Jane Batty⁵, Judith 'Judy' Batty⁵, Dennis Bavato, Harry Bavato, Hao Be, Gerard 'Gerry' Beauchamp, Victoria 'Vicky' Beauchamp, Bart Becker⁵, Dale Belanger, Dennis Belanger, Virginia Belcourt, MJ Belcourt Moses, Ricky Belsher, John 'Allen' Benbow, Linda 'Ruth' Benbow, Lloyd Benbow⁵, Natalia Bencharsky⁵, Brandon Beniuk, Deanna Beniuk, Dennis Benke, Gary Bennett⁵, John Bennett, Kevin Bennett, Susan Bennett-Wrisdon, David 'Bruce' Bentley⁵, Shannon Berezanski, Ashley Berkholtz, Gwen Berkholtz, Andre 'Andy' Bertholet, Lyle Best⁵, Naresh Bhardwaj, Rakesh Bhat, R. 'Peter' Bidlock⁵, Geraldine Bidulock, Douglas 'Doug' Bienert⁵, Helen Jody Bienert, Lauraine Bijou, Robert Bijou, Kimberlee Billows, Richard Bird, William 'Bill' Bissett⁵, Teresa Bissonnette, Ruth Blair, Daphne Blake-Leavitt, Diane-Ellen Blanchette, Madeleine Blanchette, Marlene Blume, Ursula Blumentrath, Florence 'Flossie' Bodell⁵, Laura Bodell⁵, Lorne Bodell⁵, Monica Bodnar, Alexander Bogdanovich, Gilles Boivin, Rolande Boivin, Lawrence Bokenfohr, Olamide Bolarinwa, Joanne Borle, Tim Boston⁵, Donald Boulton, Gerben 'Jerry' Bouma⁵, Linda Boyce, Dianne Brandson⁵, Erik Brandstadter, Gerald Brandt, Beverley 'Bev' Brechin, Dirk Brewka, Sharon Brewka, Diane Brickner⁵, Daniel Broadfoot, Tracey Broadfoot, Brian Brown, Deborah Brown, Douglas Brown, Kristy Brown, Richard 'Rick' Brown, Ross Brown⁵, Vera Brown, Jeannette Brownlee, James Brownlee¹⁴ HLM, Elaine Bruce, Donald Buchanan⁵, Connie Buck, Georgina Buckle, Harry Bুদ্ধle⁵, Allan Budlong, Chrystin Buffalo, Ivan Buffalo, James Buist, Charmaine Ann Buniel, James Burke, Donald 'Don' Burns⁵, Margaret 'Peggy' Burns, Susan 'Valerie' Burns, Terry Burns, Florence 'Flo' Burwash, Darlene Bush, William 'Bill' Bush, Charles Butche Jr., George Butler⁵, Patricia 'Pat' Butler⁵, Olivia Butti⁵, Richard Byers⁵, Steven Byford, Kim Cable, Ross Cable, Sheldon Caldwell, Jason Cammidge, Amy Campbell, Colin Campbell⁵, Gary Campbell⁵, R. 'Jim' Campbell⁵, Alison Campeau, Camrose Regional Exhibition⁵, Carlo Caputo, Ryan Carbert, Mariesa Carbone⁵, Larry Card, Doreen Cardinal, Yvonne Cardinal, Arnold Carlin, Ruth Carlson, Art Carlyle⁵, Gord Carmichael, John Carrilho, Cindy Carstairs⁵, Gail Carstairs, Kimberly 'Kim' Carstairs, Kristy Carstairs, Richard 'Rick' Carter⁵, Antonio 'Tony' Caterina⁵, June Cavanagh¹⁴, Terrence 'Terry' Cavanagh⁵, Tom Cawson, Warren Champion, Natasha Chand, Doreen Chartier, Danielle Chasse, Germaine Chau, Russell Cherneskey⁵, Dan Cherney⁵, Larry Chmilar, Michelle Choi, Francis 'Frank' Cholak⁵, John Chomiak⁵, Hyon Joo 'Monica' Chon, Doreen Chopp, Suzanne Choquette, Richard Chornoluk, Rosie Chow, Thelma Chowace, Jean Christ⁵, Donald Christiansen⁵, Scott Chubey, Barbara Chudyk, Charles Chupa, Melvin 'Mel' Clark, Cindy Clarke, James 'Jim' Clarke, Jesusa 'Susie' Clarke, Norma Clarke, Donald Clarke C.M.⁵, Dale Cleaver, Dennis Cleaver, Derrick Cleaver, Devin Cleaver, Donald Clipperton⁵, Karen Clipperton⁵, Donna-Rae Coatta, Dale Cole⁵, Fred Colgan, Darlene Collins, Leilani Collins, F. 'Elaine' Collum, David Comer, Eve Comer, Gerald 'Gerry' Connelly⁵, Glenn Connelly⁵, Eleanor Copeland, James 'Jim' Copeland, Sherry Cormier, Debbie Corriveau, Andre Coulombe, Anne Couy, John Couy, Ian Cox, Rebecca Cox, Stephen Crane, Michael Creasey, Beverly Crier, Mary Crier, Donald 'Don' Crockett, Muriel Crowther, James Cumming⁵, Bruce JR Cunningham, Kenneth 'Ken' Cunningham, Adrian Curwen, Chandanee Custnea, Sewsungkur Custnea, Rodney Czuroski, Shannon D'Agnone, Jacqueline Daniel, Kevin Danyluk, Heather David, Robert David, Robert 'Kevin' David, Kenneth 'Ken' Davies⁵, Trevor Davies⁵, Shannon Davis, Linda Davison⁵, Tonya Davison, Courtney Day⁵, Patricia de Champlain, Remi de Champlain, Leticia de Leon, George de Rappard⁵, Maureen Dean⁵, Tracey Dean, William 'Bill' Dean, Deborah Debolt, Alfred 'Fred' Dechaine, Gordon Deeks⁵, Krystal-Lynne Deiter, Roberto del Rosario, Kristina Dembinski, Simone Demers-Collins, Emile deMilliano⁵, Lisa Denesiuk, Allen Dennis, Mike Derenowsky, Wanda Desjardine, Janick Desjardins, Stella Devanthey, Dwight Dibben⁵, Margaret 'Peggy' Dick, Valerie Differenz⁵, Virginia Differenz⁵, Marissa Dingle, Chris Dives, Barbara 'Barb' Dixon⁵, Richard Dmetruk, Janice Dmyterko, Lawrence Dolynchuk, Melody Donais, Annie Dong, Douglas Doolittle⁵, Jillian 'Jill' Doran, Victor Dorian, Matthew Downar, Brenda Downey, Jenny Drouin, Ruth Duckett, Neil Duggan⁵, Ruth Dunbar, Darren Dunford, Jacqueline Dunham, Elton Dunk⁵, Marlene Dunn, Patrick Dunnigan, Hung Duong, Ralph Dyer, Mike Eberhardt, Debrah Ede-Neville, Kenneth Edwards, David Eggen, Ikey Ekpakahok, Trina Elash, Leah Elder, Margaret 'Marg' Elliott⁵, Peter Elzinga⁵, Dwayne Emery, Trevor Emslie, Dennis Erker⁵, Camille Ethier, Romeo Ethier, Chad Evans, Chris Evans, Ivy Evans, Marie Ewanchuk, Nick Ewanchuk, Aaron Falkenberg⁵,



Noel Fanaeian, Olivia Fanaeian, Tony Fang, Atif Farhat, Helen 'Holly' Farley, Thomas 'Tom' Farnell⁵, Steve Fedoretz⁵, Donna Fedoruk, Athena Fedorus, Georgia Fedynak, Alfred 'Fred' Fehlauer⁵, Crystal Felton, Dannielle 'D.J.' Fenske⁵, Jacqueline 'Jacquie' Fenske⁵, Gail Fenton, Loren Fenton, Bradley 'Brad' Ferguson⁵, Janet Ferguson, Joan Ferguson, Neville Ferguson, Maurice Fernandes, Dena Ferretti, Curtis Ferris, Jacqueline 'Jackie' Fetter⁵, William Fichtner, Debra Fiddler, Carolyn Field, Johanna Fischer, Robert 'Butch' Fischer⁵, Jennifer Fisk⁵, Colette Fitzgerald, Jason Fong, Lois Forbes, Norman 'Muggsy' Forbes⁵, Angela Foster, Ivy Foster, Laura Foster, David Fowler, Sherry Fowler, John 'Jack' Francis⁵, Alan Fraser, Bonnie Frederick, Donald Freeland⁵, Denise Friesen, Dwayne Friesen⁵, Ingeborg 'Hanni' Fritz, Aron Froese⁵, Gordon Fuhr⁵, Ronald Funnell⁵, Alisdair 'Al' Gadowsky, Laura Gadowsky⁵, Salome 'Sally' Galbraith, Merle Gallant, Shirley Galliford, Tomaso 'Tom' Gallotti, Demetrius Garanis, Annmarie Garby, Randell 'Randy' Garvey⁵, Lorna Gauthier, John Geer, Josephine 'Mary' Geeves, Jennifer Gehring, Bernie Gerbrandt, Carly Getzinger, Vahid Ghasem Rashidi, Diana Giang, Carole Gibbon, Robert 'Bob' Gibbon⁵, Edward 'Ed' Gibbons⁵, Diana Gibson, Robert 'Brent' Gibson, Lana Gieck, Randy Gill, James 'Jim' Gillespie⁵, Reginald 'Reg' Gillespie, Barry Gillingham, Stuart 'Gord' Gilroy⁵, Merna Gisler, Susan Godwin, Rodney Goetz, Stephen 'Steve' Goggin, Cathy Gommerud, Lindsay Goossens, Arthur Gorda, Bernice Gordeyko⁵, Heather Gordon, Christine 'Chris' Gordulic, Darlene Goshko, Barbara Gotaas, Rebecca Gouchey, Nelda Gough, Carol Graham, Daniel Graham, Keith Graham, Stephen 'Steve' Graham⁵, Darren Grandish, Cherie Granger, Joshua Gravel, Ron Gravel, Devin Gray⁵, Dinah Gray⁵, Richard Gray, Susan Green⁵, Arthur Greenhalgh, James 'Greg' Greenough⁵, Dorothy Gregg⁵, Catherine Gregoraschuk, Lorne Gregoraschuk, Bruce Greig, Yohanna Groeneweg, Shirley Groleau, Lawrence 'Larry' Grotkowski, Manfred Gruenheidit, Wanda Gruenheidit, Ghada Guirguis, Yajeswaree Gunness, George Gushaty, Corinne Haggerty, Ari Hagisavas, Craig Haight, Jeff Haley⁵, Taylor Halfinger, Richard Halisky, John 'Brian' Hall, Susan Hall, Jerry Halushka, Leon Halushka, Donald Hamilton⁵, Erin Hamilton, Jennifer Harbin, Brian Hardiman, Richard Harris, Norman Harrold, Walter 'Wally' Hartfelder, Connie Hartman, Abby Hartung, June Haudenschild, Robert 'Bob' Haudenschild, Frances 'Betty' Haugen⁵, Alyssa Haunholter⁵, Barrie Hayduk, Yvonne Hayduk, Louise Hayes⁵, Ronald 'Ron' Hayter⁵, Min He, Kevin Heaney, Shawn Hearn, Edgar Heinz, Barbara Henderson, Douglas Henderson, Jean Henderson, Michelle Henderson, Kent Hendricks, Calvin 'Cal' Hennig, Rita Hennig⁵, Shey Hennig, W. 'Bill' Henning⁵, Constance Herter, Jerald Herter, Karen Herzog, Cameron Heslep, Craig Hesse, Dave Hickey, Taylor Hicks, Joan Higgins⁵, Daniel High, Elaine Hille⁵, Brett Hilton, Darlene Hilts, Darren Hipkin, Michael 'Mike' Hittinger, Roy Hnidan, Gerald Hoffe, Dolores Hoffman, Geraldine Hoffman, Richard Hoffman, Bruce Hogle⁵, Harry Hole⁵, Daniel 'Dan' Hollands⁵, John Holmes⁵, Warren Holte⁵, Kathleen Hood, Azucena 'Bebe' Hoover, Russel Horvey, April Houle, Lorne Howell⁵, Myrna Howell, Antoine Hsung, Eugene Hsung, Mike Huculak, George Hughes⁵, Katherine Huising⁵, Keith Hull, William 'Don' Hunt⁵, Andrew 'Andy' Huntley⁵, Jennifer Huntley, Susan 'Sue' Huntley, Charles 'Chuck' Hutchings, Faye Hutchings, Janet Hutchings, Neil Innes, Crystal Inverarity, Derek Inverarity, Yasir Iqbal, Ivan Ivankovich⁵, Donald 'Don' Jackson⁵, Judith 'Judy' Jacobs⁵, Lawrence Jacobs⁵, Kristen Jaleel, Kerry James, Heather Janiten, John Jansen, James Jarvis, Karen Jarvis, William Jarvis⁵, Gary Jefferson, Ha hyun 'Jessica' Jeong, Hara Jeong, Ryan Jewell⁵, J. 'Hilary' Jewett⁵, Barbora Jindrova, Katerina Jindrova, Anita Johnston, Beatrice Johnston, Ken Johnston, Lori Johnston, Nicholas Johnston, Robert Johnston, Angela Jones, Bryn Jones, Cameron Jones, Elaine Jones⁵, Ross Jones, Dale Joslin, Colleen Kachmar, Barbara 'Barb' Kadatz⁵, Anna Kalisvaart, Yash Kalra, Lillian 'Lil' Kaminesky, Wesley 'Wes' Kaminski, Hao Kang, Lisa Kankakeesic, Jean Kapoor⁵, Carol Karbonik, George Karbonik, Scott Kashuba⁵, Shannon Kaulback, Daria Kawecka, Donald Kay, Sharon Kearl, Dennis Keefe, Ralph Keefer, Walter Kehl, Deborah Keller, Helen Kellington, Tracy Kellington, Brandi Kelly, Robert Kendi, Matthew Kennedy, Anita Kenyon, William 'Bill' Kerr, Yvonne 'Irene' Kerr, Shireen Khalil, Faisal Khan, Magdaline Kiarie, Dennis Kilderry, Victoria 'Vikki' Kinash, John 'Jack' King, Samantha King⁵, Harold Kingston⁵ FCA, Lillian 'Betty' Kisilevich, Orest Kisilevich, Jim Kiss⁵, Carla Kit, Gary Kiziak, Earl Klapstein⁵, Marilyn Klein, Ralph Klein⁵, Sandy Klein, Peter Kmech, Sr.⁵, Cherie Knight, Ken Knowles⁵, Franklin 'Frank' Kobie⁵, Margaret 'Liz' Kohle, Larry Kohlruess, Louise Kokotilo, Jeannette Kolewaski, Janice Kolmas, June Kolmas, Beverley 'Bev' Kolstad, Clayton Kolstad, How Kong, Lingye 'Alice' Kong, Quintine Kootenay, Ernie Korchinsky⁵, Sandra Kostiw, Dylan Kostiw, Mikayla Kostiw, Peter 'Bern' Kotelko⁵, Ingrid Kovach, Larry Kowton, Jean Kozak, Katelyn Krupa, Judith Krupp, Kimberley Krushell⁵, Daniela Krusi, Danielle Kucheraway, Dianne Kuhn⁵, Ronald Kuhn⁵, Craig Kumpula, Deborah Kusal, Linda Kusiak, Sylvia Labelle, Bruce Lacon, A. Bryan LaFleche⁵, Diane Laforce, Neil Lakhan, Mary Laliberte, Andrea Lamb, Thach Lang, Victor 'Larry' Langley⁵, Vanessa Laroque⁵, Lorne Larsen, Nancy Laskey, Alexandra 'Sandra' Lastiwka, Michael 'Mike' Lastiwka, Linda Latham, Frank Latour, Joan Laventure, Cameron Lawrence, David Lawrence, Vicki Lawrence, Sylvan 'Ray' Leavitt⁵, Daniel LeBlanc⁵, Alvin Lee, Gerald Lee, Vincent Lee, Rick Legen, Kayla Legge, Francois Lehodey, Betty Leicht, Kenneth Leitch, Eduardo Leite, Rick LeLacheur⁵, Mui Chain Leong, Yoke Leong, Dale Leschiutta⁵, Michael Lester, Jamie LeTourneau, Ken Lettner, Janet Lewis, John 'Ken' Lewis⁵, Maria Lewis, Sandra 'Sandy' Lewis⁵, Vincent Li, Herbert 'Brian' Lightning, Mitchell Lindsay-Larsen, Frances 'Fran' Linklater, Delores Lipon, William 'Bill' Lipon,



Thomas 'Tom' Lipsett⁵, Wayne Lipsett⁵, Anita Lischewski, Nolan Liss, Lynda Littmann, James 'Jim' Litven, Jennifer Livermore, Johanna Livingstone, Linda Livingstone, Sidney 'Sid' Livingstone, Jayme Livinstone, Amy Lock, Ricardo Lodhar, Nathan Loggie, Pedro Lopardo, Brent Lopatka, Sally Lore⁵, Betty Lore⁵, Peggy Louis⁵, Frieda Lovig, Grant Lovig, Richard Lowe, Robert 'Dale' Lowrie, Lawrence Loyek, Alexander 'Alex' Luchak, Clara 'Sue' Luchak, Olga Lukanuk, Hilka Luoma, Allen Lupul, Juliette 'Julie' Lupul, Robert Lupul, Candace Lusok, Thomas Ma, Roderick 'Rod' MacBeth, George MacDonald⁵, Kelly Macdonald, Peter MacInnis, Janet MacKell, Annette MacKinnon, Daniel 'Dan' MacKinnon, Carol MacLean, James 'Jamie' MacLean⁵, Irma MacPherson⁵, Neil MacPherson, Sharon MacPherson, Sarah Magee, George Mah⁴, Robin Mah⁵, Stanley Mah, Nick Mahony, Bernice Majcher, David Majeski⁵, Larry Majeski, Robyn Makarowski, Murray Makowsky, Eric Malkewich, Murray Mallory, Stephen Mandel, Ruby Mandryk, Karen Anne Mann, Chelsea Manning, Naomi Manning, Jasmine Marchand, Ronald 'Ron' Marko, Reg Marler⁵, Kelly Marples⁵, Michael 'Mike' Marples⁵, Dorothy Marshall, Olive Marshall, Robert 'Bob' Marshall, Patricia 'Pat' Martin, Shiron Martin, Eugene 'Gene' Martinuk⁵, Audrey Martyn⁵, John Martyn⁵, Mike Maruschuk, David Marzian, Douglas 'Doug' Maschmeyer⁵, Evelyn 'Lloy' Maschmeyer⁵, Gerald Maschmeyer⁵, Joyce Maskaluk, Bob Mason, Jerome Masse, Brittney Matejka, Andrew 'Andy' Matichuk⁵, Mafuta 'Juliana' Matondo, Don Mazankowski⁴, Samantha Mazarura, Sam McAra, Allan 'Ross' McBain⁵, Mark McBain, Neil McBain⁵, Derek McBurney, Colin McCarten⁵, Shirley McClellan⁴, Michael McCoy, Sharon McCoy, Barry McDonald⁵, Eileen McDonald, John McDonald⁵, Kenneth McDonald, Mike McDonald, Allan McDonnell⁴, John McDonnell⁵, John McDougall⁵, James McFarlane, Bruce McGhan⁵, Marilyn McGhan, Myles McIntosh, Blair McKenney, Judith McKenzie, Miranda McLay, Tylor McLeay, Catherine McLeod, Gemma McMillan, John McNab, Megan McNab, Sandra McNab, Brad McNee, Anna Meakin⁵, Deborah Mears, Mario Melendez De La Cruz, Patricia 'Pat' Melnychuk, Jason Meloche, Valerie Melvin, Raymundo Mendez, Arthur 'Art' Mercer, Lorraine Meroniuk, George Messia, Jo-Anne Middleton, Marianne Miles⁵, Roberta Millar, Gladys Miller⁵, Janice 'Jan' Miller, Wilfred 'Walter' Miller, John Milligan, Stanley Milner⁴, John 'Dale' Milton, Joseph 'Joe' Misura, Lovella Mittelstadt, Bounthavilay Mixap, Nelson Modin⁵, Sharon Moffatt, Mildred 'Lee' Mohler, Hawa Moiba, Alice Mok, Glenda Money, M. Lloyd Monk⁵, Douglas Montgomery⁵, Paris Morin, Priscilla Morin, Irene Mortensen, Charles 'Chuck' Moser, Joseph Mosier, Melissa Mounstephen, John Mulcair, Nicole Murray, Elisee Mwizerwa, Kevin Nanson, Alan Naval, Eugene Ncube, Ernest Neal, Ashley Nealon, Allyn Nelson, Chelsea Nelson, Rita Nelson, Sherry Nelson⁵, Shirley Nelson, Gayle Ness, Joanne Ness, Clarence Newman⁵, Marvin Ngambage, Chuong Nguyen, Joan Nicholson, Marlene Nicoli, William 'Dave' Nicoll⁵, Albert 'Carl' Nieberding, Gordon Nikkel, David Nonay, Wanda Nonay, Brian Norbert, Reginald 'Reg' Norby⁵, Kenneth 'Ken' Nott, William Novasky, Carole O'Connor, Debbie O'Reilly, Haylee O'Reilly, Mark O'Reilly, Doreen Oberik, Ann Ogden, Mark Ohe⁵, Myron Ohlmann, Karen Oko, Albin Okon, Joe Olafson, Lawrence 'Buck' Olsen⁵, Rebecca Omeasoo, Ben Onyschuk, Jakob Onyschuk, Gerald Orobko, Samantha Orobko, Gene Osadchuk, John Osborne⁵, Gordon Ostapchuk, John Ottewell, Marion Owen, William 'Bill' Owen⁵, Betty Ozubko, Guy Packford⁵, John 'Roger' Page⁵, Bernice Pageé, Rene Pageé, Dominique Paille⁵, Loretta 'Lorry' Paisley, Patricia 'Pat' Palahniuk, Nicholas 'Nick' Palamarchuk, Clarence Paly, Mike Panas, Derek Panchyshyn, Francis Pang, Diana Park, Joselito Parlade, Luis Parra, Alan Parsons⁵, Cheryl Pasieka, Bruce Paterson, Gordon Patriquin⁵, Lisa Patterson, William 'Bill' Paul, Helen Paul⁵, Rooth Pawelek⁵, Lois Pawl, Karen Payne, Sherri Pazder, Brian Pearse⁵, Dorene Pearse, Ian Peden, George Pedersen⁵, Harry Pedersen⁵, Samantha Pedersen, Dave Pegg, D. 'Bruce' Pennock⁵, Brad Perkins⁵, Burke Perry⁵, H.L. 'Len' Perry⁴ HLD-HLM, John Peters, Marlene Peters⁵, Mary Ann Peterson, Randolph Peterson, Wayne Petherbridge, Brian Petkau, Cheryl Petruk⁵, Binh Phan, Nha Phan, Danial Phillips, Ellington Phillips, Julie Pierce, Sharon Pierce, Heather Pietramala, Mike Pietramala, Edwin 'Ed' Pietsch, Leona Pietsch, Johnnie Pinter, Peter 'Pete' Plaizier⁵, Katherine 'Kathy' Playdon⁵, Irene Plunkie, Gregory 'Greg' Pointe, Wade Pollard, Sheila Pollock, Allan Pon, Cathy Poon, Shaun Pope, Kyle Porter, Rowena Posadas, John Posthuma, Marie 'Elaine' Posthuma, Haley Potratz, Jimi Potter, Eda Pottruff, Robert 'Bob' Potyok, Raelene Poulin, Bernie Prefontaine, Colleen Prefontaine⁵, Jordan Prefontaine, William 'Bill' Preshing Sr.⁵, Robert 'Bob' Prestage⁵, James 'Jim' Price, Jonathan Prichard, Barbara Primeau, Leona Prokop, Wilfred Prokop, Elizabeth 'Betty' Prokopczak, Wesley Puchyr, Paul 'Roger' Pullishy, Sonia Pullishy, Richard Purcell, William Purcell, William 'Bill' Purdy⁵, Eileen Purschke, Diane Pysch, Irene Pysklywyc, Sharon Quaife, Kelson Quarrie⁵, Alyssa-Marie Rabesca, Daylon Rain, Kevin Rain, Kenneth Ramage, Melanie Ramage, Christie Ramsay, John Ramsey⁵, Twila Randal, Dominic Rankel, Lora May Raro, Annie 'Anne' Rasmussen, Linda Rault, Audrey Reaville, Royal 'Roy' Reaville, Anne Reber, Kenneth 'Ken' Rebryna, Dylan Reid, Shelley Reid, Aphracia Reilly, Patricia Reilly, Barry Reinhardt, Katherine Reith, Yvette Renauld, Caitlin Renema, Janice 'Jan' Reppert, Valerie Reynolds, Edward Rice, Khristine Richardson, George Rife⁵, Gloria Ritchie, El Cecelio Rivera, Katie 'Kay' Roadhouse, Brendan Roberts, Dwayne Robertson, Angele Robinson, Garrett Robinson, Jeffrey 'Jeff' Robinson⁵, Marcel Robinson, Wilf Robinson, Valerie 'Val' Roeeveld, Darlene Roersma, Murray Roeske⁵, Louise Rogucki, Terry Rogucki, Howard Rollans, Peter Romanyshyn, David 'Dave' Ronaldson⁵, Dave Rookes, Gail Rookes, Trina Rookes, Rosemarie Rosenberger⁵, Andrew Ross⁵, Tiffany Ross, Michael Rottger, Luis Ruiz,



Harvey Russell, Jack Rutherford⁵, Raman Sahi, Georges Saleh, Pavly Saleh, Raymond 'Ray' Sampert⁵, Singh Sandeep, Doris Sanders, Dylan Sanderson, Melissa Sanderson, Shane Sanderson, Santy Santos, Cynthia Sapara, O. 'Ollie' Sarafinchan, Keith Sarsfield, Frances 'Fran' Savage⁵, Stephanie Savage, Donnie 'Don' Schmermund, Lois Schmermund, Dr. Horst Schmidt⁴, Lois Schmidt⁵, Braydon Schneider, Emily Schneider, Nicole Schneider, Robert 'Bob' Schneider, Wendy Schneider⁵, Makenna Schneider, Hilda Schroeder, Edward 'Ed' Schultz⁵, Yolanda Schultz, Alexandra 'Sandy' Schur, David 'Dave' Schur, Carsten Schwark, Jewell Schwark, Leah Schwark, Gary Scieur QC⁵, Ricardo 'Rico' Sebastianelli⁵, Laura Ann Sedgwick, Timothy 'Tim' Sedgwick, Margaret 'Marge' Segin, Maher Sekla, Linda Sellick, John Semotiuk, Nick Semotiuk⁵, Hasitha Senanayake, Jennifer Seutter, Kimberly Shandro, Catherine 'Cathy' Shanley, Elizabeth Shapka, Paul Sharman, Gwen Shaw, James 'JR' Shaw, Karen Shaw, Robyn Shaw, Glenda Sheard⁵, Allan Shenfield⁵, Kevin Shenfield⁵, Alycia Sherback, Christopher 'Chris' Sherback⁵, Shalina Sherback, Julianna Sherren, Louis 'Lou' Sherren, Georgina Shields, Kenneth Shields, Lyudmyla Shmygelska, Ralph Shockey, Marlen Shustov, Iryna Shustova, Patricia Siame, Bernard 'Bernie' Sibbald, Maryke 'Mary' Sibbald, Jose Silva, Melissa Simaey, Robin Sims, Scott Sinclair, William 'Bill' Skelly⁵, Alan Skoreyko⁵, Dale Skoreyko⁵, Dennis Skrypnik, Helen Skuba, Brenda Sloan, Ollie Sluzar, Ernie Smalian⁴, Else Smart, Brandan Smith, Corey Smith⁵, Darryl Smith⁵, Jennifer Smith, Leigh Smith⁵, MacKenzie 'Mac' Smith, Michael Smith, Ronna Smith, Shelley Smith, Shirley Smith, Warren Smith, William Smith, Carl Sneddon, Heather Snider, Roxane Snow, Maryann Socholotuik, Sherif Soliman, Jason Sommer, Marie Sommer, Daneen Sopel, Paula Sorken⁵, Gloria 'Judy' Spence, Samantha Sperber, Donald Sprague⁵, Carole Spriggs, James 'Jim' Stadelman, Doris Stark, Orville Stark, William 'Bill' Stewart⁵, Lorri Stinson, Jennifer 'Laura' Stoby, Kelly Storrer, Rosemarie 'Rose' Storrer, Andrew Stott, Hugh Stout, Terry Strain⁴, Dianne Stretch-Strang, Joan Stroh, Marguerite 'May' Strynadka, Clay Stumph, James Suraryi, Katelyn Suraryi, Jackie Swain, Alexander Swan, Loreen Swan, Noland Swan, Sarah Swart, Donald Sweet, Shayla Sylvester, Ronald 'Ron' Symic⁵, Karin Szoradi, Benedict 'Ben' Szott, Patricia 'Pat' Szott, Adam Szpacenko, Frank 'John' Szumlas⁵, Affan Tahir, Pirooska 'P.J.' Takacs, Frances Tallon, Robin Tan, Victoria 'Vicki' Tanton, René Tardif⁵, Donald 'Don' Taylor, Rodney Taylor, Wendy Taylor, Temitope Tayo, Jeanette 'Jayne' Tchir, Long Thach, Kenneth Thatcher⁵, Remi Therberge, Trevor Theria, David Thiel, Barbara Thom, Warren Thomas⁵, Cathryn Thompson, William Thompson, Vivian Thut, Laura Thygesen, Patricia Tiffen⁵, Jackie Toma, Kim Tomey, Candace Tomlinson, Robert (Bob) Tondou, Greg Toronchuk, Vanessa Tran, Kayla Trautman, Lisa Trautman, Victoria Trautman, Grzegorz Trela, Ollie Triska, Pat Truckey, Kim Trufyn, Kevin Tsai, Pi Yun 'Asherly' Tsai, Marianna Tsenekos, Numeriana 'Nelly' Tupas, Daniel Turko⁵, Patricia 'Patti' Turko, Barbara Turner⁵, Mary Turner, Dennis Twarog, John Tweddle⁵, Karen Tymchuk, Michelle Tymchuk, Shelly Tysiakiewicz, Laura Underschultz, Craig Urton⁵, Carlene Van Brabant⁵, Walter Van de Walle⁵, Judy Van Hecke, Kasara Van Hecke, Tanysha Van Hecke, Dalin Van Hecke, Patricia 'Pat' Van Meer, Laurie Van Sickle, Bailey Van Sickle, Jeffrey Van Soest, Camilla Van Vianen, Daniel Van Vliet, Gwendolyn Van Zeggelaar, Audrey Vandermeer, Cornelis 'Casey' Vandermeer⁵, Gerrit 'Jerry' Vandermeer⁵, Breanne Vangeerenstein, Sandra 'Sandy' VanRiper, Vegreville Agricultural Society⁵, Agnes Ventura, Fatima Ventura, Francis Ventura, Patrick 'Pat' Verlinde, Bart Verruyt, Rene Victoor, Lawrence Villeneuve, Colin Vince, Louise Violette, Teresita 'Chita' Von Zur Gathen, Allan Wachowich⁵ Q.C., William Waite, Baylea Waldern, Amelia Walker, Cameron Walker, Robert 'Bob' Walker⁵, Wayne Walker⁵, Jerry Wallace, Zuzana Wallace, Adele Walsh, Lorne Walsh, Wendy Wandio, Mona Wankhade, Pooja Wankhade, Shona Wards, Doug Warring, Molly Anne Warring⁵, Valerie Wartman, Ricky Waschuk, J. Angus Watt⁵, Trevor Watt, Christopher Wayne, Lawrence 'Larry' Webb, Micheal Webb⁵, Garry Webber⁵, Manfred 'Fred' Weber, Walter Weber⁵, Cynthia 'Cindy' Wedman, Eva Weir, Howard Weir⁵, Mahlon Weir⁵, Jimmy 'Jim' Weishaar, Loretta 'Lori' Weishaar, Crystal Wengreniuk, Garrett Wengreniuk, Iris Wengreniuk, Terry Weslosky, Elana West, Gerry West, Gordon West, James Tyler 'J.T.' West, Jason West, Lillian 'Lil' West⁵, Terry 'T.J.' West, Robert 'Bob' Westbury⁵, Westerner Exposition Association⁵, Judith 'Judi' Weston⁵, Gary White, Patricia 'Patty' Whiting⁵, James Whitnack, Colleen Whittal, Aaron Wick, Douglas Wickham⁵, Mark Widney⁵, Marjorie Widynowski, Elmer Wifladt, Annette Wilkes, Gregory 'Greg' Wilkes⁵, Penelope 'Penny' Wilkes⁵, Alan Willard, Janice Williams, Kenneth Williams, William 'Bill' Williams, Leocadia 'Leo' Williamson, Robert Williamson, Ronald Wills, C. Gordon Wilson⁵, James Wilson, Marilyn 'Heather' Wilson, Melanie Wilson⁵, Frederick 'Fred' Windwick⁵, John Windwick⁵, Kevin Wirsta, Nicholas Wolanski, Inga Wolf, Bonnie Woloschuk, Deanna Woloschuk, Kelvin Wong, Jennifer Wood⁵, Donna Woodford, Bruce Woodman, Lisa Woywitka, Michael Woywitka, Pamela Woywitka, Stacey Woywitka, Jason Wrubleski, Bo-Han Xing, Styling 'Sarah' Xue, Greg Yacyshyn, Margaret Yakimchuk, Eugene 'Terry' Yakimyshyn, Chun Hsiang 'John' Yang, Ya-Chin 'Jean' Yang, Julius Yankowsky⁵, Boris Yaremko⁵, Teresa Yaremko⁵, Fiona Yates, Kazue 'Kay' Yee, Tony Yee, Luba 'Lil' Yewchuk, Robert 'Ted' Youck⁵, Anne Young, Maureen Young, Robyn Young, Ryan Young, Tyler Young, Eric Young⁵ Q.C., Gerald 'Gerry' Yuen⁵, Katherine 'Katie' Yurkiw, Laurence 'Larry' Yurkiw⁵, Nicole 'Nikki' Yurkiw, Linda Yurkowski, Jesse Zale, Quamru Zaman, Brandon Zelenak, Laurie Zelenak, Michael 'Mike' Zelenak⁵, Sheree Zielke, Colleen Zilinski, Judy Zilinski, Sharon Zilinski, Theodore 'Fred' Zilinski⁵, Connor Zilinski, Jillian Zilinski, Carol Zimmerman, Cynthia Zuby, John Zylstra⁵, Shirley Zylstra.


Members hold voting shares, which cannot receive any dividends or appreciate in value. Shares cannot be held by persons in estates of deceased members. Members must be permanently resident north of Township 34 in the Province of Alberta.

⁵ Shareholder ⁴ Honourary Life Member ⁰ Deceased





REIMAGINE



MANAGEMENT DISCUSSION & ANALYSIS

OUR BUSINESS

The financial review, which has been prepared to provide management's discussion and analysis of our financial condition and results of operations for the year ended December 31, 2010, should be read in conjunction with our audited consolidated financial statements and accompanying notes for the year ended December 31, 2010. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

The information in this financial review contains statements about anticipated future events and financial and operating performance at Northlands that are forward-looking. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. Readers are cautioned not to place undue reliance on forward-looking statements as actual events may differ materially. There is no expectation or obligation by Northlands to update or revise any forward-looking sections as a result of new information, future events or other circumstances that arise following the release of the 2010 annual report.

ABOUT OUR BUSINESS

As a key business and community leader and a vibrant not for profit organization, Northlands is integral to the vitality of Edmonton and Northern Alberta. We deliver diverse exceptional entertainment and event experiences at each of our facilities and throughout our 160 acre entertainment complex. We offer significant and unique economic opportunities for industry and are a catalyst for community development and enrichment. With our rich history dating back 132 years, we are particularly committed to the sustainability and future of agriculture and food as a key industry in the province.

Along with our many significant and specific community service contributions, we at Northlands are also committed to reinvest all of our remaining earnings directly back into our facilities and programs, so we can deliver the diverse range of experiences that create long lasting memories for our guests, stakeholders and staff.

A Change To Our Structure: The Introduction of Four Core Business Channels

After a comprehensive realignment late last fall, Northlands now comprises four Core Business Channels (CBCs) that have specific goals related to our 2011 key strategic priorities. Goals and tactics that collectively support all four CBCs, as well as enhance Northlands corporate operating values, have also been identified and incorporated into 2011 planning.

Northlands Park: Reimagine the Sights and Sounds

Racing and Gaming is responsible for delivering an entertainment experience through live and simulcast horse racing at Northlands Park and at more than forty off-track betting sites throughout Alberta. Racing products provided through a license issued by Horse Racing Alberta are augmented by 632 slot and gaming machines as well as a full selection of food service and entertainment options. Gaming operations are contingent on the operation of live horse racing and are regulated under a Racing Entertainment Centre license from the Alberta Gaming and Liquor Commission. As we identified within our strategic priorities, the viability of horse racing in the province presents a challenge for Racing and Gaming for Northlands.

Edmonton EXPO Centre: The New Big is Here

Northlands operating values and vision are reflected in the mix of events delivered at the Edmonton EXPO Centre. 2011 will be the second full year of operations for the recently completed Centre – which is the largest Canadian trade and conference facility outside Toronto. Our operating vision for the Edmonton EXPO Centre is to maximize the use of this 522,000 sq. ft. facility by attracting a variety of regional and national conferences and trade show events while also providing event production and hosting along with catering services. The EXPO Centre puts us in an ideal position to grow our programs and entertainment offerings.

Rexall Place: A Venue of Choice

Rexall Place is noted as an arena of choice for many artists and promoters thanks to Northlands operational expertise, reputation, and Edmonton's consistently strong live music and entertainment market. In addition to hosting multiple family shows, sporting events and traditionally produced concert events, strategies for the future include adopting a more aggressive approach to self-produced live music and entertainment.

Agriculture and Signature Events: Reaching Out to an Urban Audience

Our revised vision for how we engage and respond to the agriculture and food industry ensures we deliver programs and events that satisfy the demands and expectations of the industry and the markets and consumers it aims

to reach, generate a reasonable rate of return on investment, and build on our core competencies in event hosting and production. We remain fully committed to increasing entertainment value and enhancing our program offerings so as to attract a broader and more diverse group of industry and community participants.

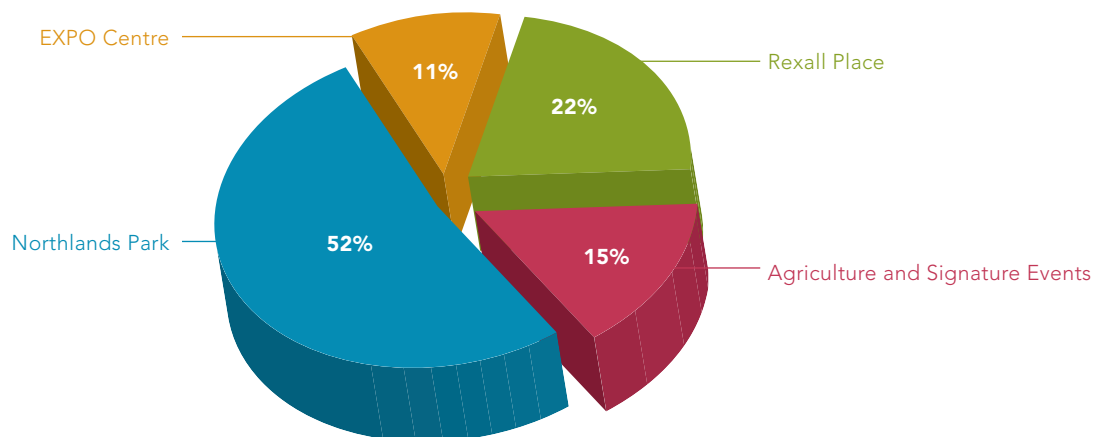
Signature Events is responsible for and dedicated to planning, managing and producing all aspects of our four highly regarded annual events: Northlands Farm and Ranch Show, Capital EX, Farmfair International and the Canadian Finals Rodeo. Signature Events develops partnerships between external service providers, exhibitors, food service providers and internal implementation teams to deliver popular, engaging, well-attended, exciting, unique and efficiently delivered events.

Core Business Units Support Core Business Channels

Supporting Northlands four Core Business Channels are a number of important supporting business units referred to as Core Business Units (CBUs). These CBUs are committed to instilling Northlands operating values and providing the dedicated services and support needed across all four CBCs to execute on our key strategic priorities.

These CBUs include Security & Risk Management, Food & Beverage, Hospitality, Guest Relations, Finance, Sales and Marketing, Corporate Partnerships, Government & Community Relations, Information Technology, Human Resources, Facility & Infrastructure and our Executive Office.

Revenues by Operating Area



"Great governance boards are responsible for the stewardship, strategic direction and supervision of an organization's business and affairs while always working to maintain and seek continuous improvement in reaching high standards of Board governance. Over the past few years, we've seen our Board of Directors migrate from being a management board to a governance board. Through this transition, I can clearly say we continue to be blessed with outstanding leadership and a world class group of board members!"

RICHARD L. ANDERSEN, PRESIDENT & CEO

Governance

Northlands is governed by a Board of Directors consisting of sixteen elected directors (including the Chair of the Board), two directors designated by Edmonton's City Council, the Mayor of the City of Edmonton, one director designated by the Province of Alberta, one director designated by the Federal Government of Canada, and up to three directors jointly appointed by our Board.

Pursuant to the special resolution that was passed at an Extraordinary General Meeting in November 2009, the number of elected directors will be reduced from 16 to 14 in 2011 and then to 12 at the 2012 Annual General Meeting. We also have a Board of Governors comprising Honorary Life Directors (Past Chairs and Past Presidents) who act in an advisory capacity to the Board of Directors.

Improving corporate governance continues to be a priority for us and in 2011, our Board plans to focus on a number of governance initiatives. Key priorities include: finalize and implement a competencies and skills matrix for

directors; finalize and implement a revised Board Committee structure that reflects best practice; improve the quality and timing of communications with shareholders; and engage shareholders

in a review of the prerequisites to qualify as a shareholder and the size of the shareholder base to ensure that we reflect the communities that we represent.

Total annual revenues by Core Business Channel

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Northlands Park	65,198	69,262	76,972
EXPO Centre	13,849	11,381	10,492
Rexall Place	27,832	35,087	31,656
Agriculture and Signature Events	18,606	18,812	20,333
TOTAL revenue	125,485	134,542	139,453

Total annual revenues for 2010 were \$125 million, a 6.7 per cent decrease over 2009 and a 10 per cent decrease over 2008.

Changes in revenues from previous year's results:

- Northlands Park – \$4.1 million lower due to a 4.2 per cent decline in racing handle and a 3.4 per cent decrease in slot net win in comparison with 2009.
- EXPO Centre – \$2.5 million higher due to higher utilization of the facility and higher food service sales from catered events.
- Rexall – \$7.2 million decrease largely due to the 2009 World Curling Championship games which were held that year and fewer concerts in 2010 relative to 2009.

Total operating expenses by Core Business Channel

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Northlands Park	71,888	76,313	81,652
EXPO Centre	12,008	10,974	10,297
Rexall Place	25,144	30,249	27,043
Agriculture and Signature Events	17,705	17,798	19,062
TOTAL	126,745	135,334	138,054

Operating expenses were managed to reflect the decline in year-over-year revenues. As noted

earlier, all Core Business Channels experienced declines in revenue except for the EXPO Centre.

Event contributions before grants, interest and depreciation

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Northlands Park	(6,689)	(7,051)	(4,680)
EXPO Centre	1,840	407	195
Rexall Place	2,689	4,838	4,614
Agriculture and Signature Events	901	1,014	1,271
	(1,259)	(792)	1,400

Notwithstanding the decline in total annual revenues, event contributions before grants, interest and depreciation decreased by only \$0.5

million to a loss of \$1.26 million as variable costs for staging events were carefully managed.

Net earnings by Core Business Channel

	Net Increase (Decrease) (\$'000s)	Net Earnings (Loss) (\$'000s)
Northlands Park	(72)	1,161
EXPO Centre	958	1,256
Rexall Place	(3,508)	2,689
Agriculture and Signature Events	(88)	617
Corporate	(2,629)	(9,008)
	(5,340)	(3,285)

Net earnings in 2010 decreased by \$5.3 million largely as a result of a reduction in net earnings at Rexall Place, interest expense during

the construction of the EXPO Centre being capitalized, severance costs and an increase in the provision for contingencies.

Net (loss) earnings by Core Business Channel

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Northlands Park	1,161	1,233	1,044
EXPO Centre	1,256	298	(95)
Rexall Place	2,689	6,197	5,862
Agriculture and Signature Events	617	706	929
Corporate	(9,008)	(6,379)	(7,174)
	(3,285)	2,055	566

Other expenses

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Grounds and building maintenance	4,425	4,341	5,789
Administrative and corporate programs	6,420	6,363	5,353
Sales and marketing	2,647	3,250	3,913
Depreciation and interest expense	9,768	5,364	5,425
	23,260	19,318	20,480

Other expenses remained relatively flat in 2010 relative to 2009 with interest expense being the one exception. In 2009, interest was capitalized

during the construction of the EXPO Centre and commencing in 2010, it is now expensed as the facility is available for use.

Grant income

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Alberta Lottery Fund –			
Agriculture and Economic Initiatives	9,548	10,000	10,000
Horse Racing Alberta	9,236	9,722	7,258
City of Edmonton Support Agreement	2,450	2,444	2,389
	21,234	22,166	19,647

The decrease in grant income from the Alberta Lottery Fund – Agriculture and Economic Initiatives was anticipated at the start of 2010.

The decrease in grant income from Horse Racing Alberta reflects the decline in slot net win during the year.

Net assets and long-term financial liabilities

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Working capital deficiency	(11,099)	(9,846)	(26,624)
Long-term debt (non-current)	57,259	59,183	2,266
Net Assets	36,555	39,840	37,785
Capital Expenditures	13,702	54,571	64,831

At year end our working capital deficit (the excess of current liabilities over current assets) was \$11.1 million compared to a working capital deficit of \$9.8 million in 2009 and \$26.6 million in 2008. Operating with a working capital deficit is a treasury strategy and not indicative of our ability to operate as a going concern. Long-term debt decreased to \$57.3 million due to principle

repayments on debt. Net assets decreased by \$3.3 million to \$36.6 million due to the loss in net earnings. Capital expenditures related primarily to the completion of the EXPO Centre. During the year, the organization's demand operating credit facility was increased from \$7.5 million to \$20 million.



NORTHLANDS CORE BUSINESS CHANNELS

Northlands Park

We continued to feel the effects of oversaturation and the economic downturn in Racing and Gaming. In 2010 we made progress reducing costs in this area. Running live racing remains to be a very expensive sport. Good financial management put us in a position to increase marketing efforts in 2010, and initiatives were aimed at attracting attendance and increasing guest spending. Increased promotions, the introduction of innovative hosting opportunities around big events like the Canadian Derby, the addition of new events like Daschund Racing and better than expected tarp sales with Chuckwagons, were examples of strategies to support revenues.

At Northlands Park, our total handle reached \$86.7 million (\$87.6 million in 2009), a one per cent decrease from last year. Although this decrease is noteworthy, we managed to generate \$2.5 million (\$2.6 million in 2009) in earnings before interest, depreciation and amortization. In 2010 there were 131 racing cards held at Northlands Park and the average handle was \$98.6 thousand, compared with 130 racing cards in 2009 and an average handle of \$105.6 thousand. Slot machine revenues were \$37.5 million in 2010, down 3% from 2009.

In 2011, we will market Northlands Park as a total entertainment facility and work in collaboration across our Core Business Channels to identify opportunities to integrate Northlands Park into our greater events and entertainment offering. This approach will include the introduction of strategies to change perceptions surrounding this venue and increase slot revenue. 2011 goals include:

- Increase cash played at Northlands Park Racing Entertainment Centre by increasing foot traffic by 70,000 guests.
- Increase group sales and bus tours.
- Increase the number of new events designed to attract new, younger customers.

- Increase attendance and revenue associated with the Canadian Derby.
- Prevent further decline in handle \$/card. In 2010, there was a 6.5 per cent decline.
- Expand our off-track betting operations to only include preferred locations.

"Show Producers were not launching new events in 2010, so for us it was about preserving the shows we had and building on existing shows. We got back to the grass-roots business building of the 90's where we met with our existing clients and prospective clients face to face to present creative solutions to decrease their risk, and to give them confidence and convince them how we could make it work for them."

LEANNE SMOLIAK, DIRECTOR OF SALES

Edmonton EXPO Centre

The first full year of operation of the Edmonton EXPO Centre was a financial success, making it clear this venue was a critical addition to the Edmonton tourism product. As anticipated, the social and corporate catered event market proved to be one of our strongest growth areas in 2010 outperforming actual 2009 revenue by 26 per

cent. Net contribution before grants, interest and depreciation totaled \$1.8 million in 2010, up from \$407 thousand in 2009 and \$195 thousand in 2008, a reflection of the increasing utilization of this expanded facility.

Given the economic conditions we faced in 2009, there were some who expressed concern that our 2010 projections may have been too optimistic, yet we managed to exceed expectations. The EXPO Centre hosted six concerts, two outdoor music festivals, and added seven new tradeshows. Our strategy to capture local and short lead business and convince long-term customers to add to what they were offering, filled in gaps in the fourth quarter left by the cancellation of several larger events as a result of the economic slowdown.

For 2011, we will continue to grow the revenue potential of our newly expanded 522,000 sq. ft. Edmonton EXPO Centre. Northlands has the potential to offer a variety of events and experiences to guests of all ages and groups and businesses of all sizes. Specific goals for 2011 include:

- Increase the number of events by nearly 60 per cent
- Increase space utilization to 40 per cent, including signature events
- Increase exhibitor rent contribution
- Increase overall attendance by 18 per cent

Rexall Place

Rexall Place sales in 2010 amounted to \$27.8 million in revenues, \$7.2 million below 2009 revenue results. This is largely attributed to the fact that in 2009 results included revenues from the World Curling Championship games. Although we had a similar number of events in 2010 overall, attendance at concerts dipped slightly. Despite this reduction we still managed to retain our prestigious 3rd busiest venue in Canada rating according to Pollstar.

There is no question the economic climate in the U.S. has a direct impact on the number of shows touring in North America. Though we hosted a diverse range of sporting events and managed to attract a significant number of shows (45 including 16 Cirque du Soleil performances), there were fewer mega shows in 2010 that drew large crowds. We are seeing more artists taking tours into Europe and Asia where there are more densely populated countries to choose from. In 2011, Northlands plans to pilot self-produced live music and entertainment events at Rexall Place, in addition to the following goals:

- Increase revenue by 12 per cent and net contribution by 28 per cent.
- Increase attendance by seven per cent.
- Deliver the 2012 World Junior Hockey Championships in a manner that will fully capitalize on all revenue opportunities.

We will wrap up 2011 hosting the 2012 World Junior Hockey Championships – an event that is projected to attract over 100,000 spectators. Northlands will also leverage this opportunity to build additional revenue focused events around the championships.

As part of our commitment to increased collaboration across our organization, the Rexall team is working closely with Agriculture and Signature Events to cross promote concerts and entertainment during Capital EX.

Agriculture and Signature Events

Restructuring in 2010 led to a natural marriage of Agriculture and Signature Events (Capital EX, Farmfair International, Northlands Farm and Ranch Show and Canadian Finals Rodeo). This combination puts a renewed focus on agriculture and food as a banner for Northlands – positioning agriculture and food in a stronger and broader fashion with both industry and the public. Revenue from Agriculture and Signature

Events in 2010 totaled \$18.6 million, down \$200 thousand from 2009. A significant driver in this total revenue decrease was the Capital EX Lottery where revenues were down 26% over 2009. Major milestones for 2010 were to better define what an urban agriculture society looks like today and to identify our operating vision – to be the stage in which we contribute to the business and growth of Alberta’s agriculture and food industry.

We also adapted our four agriculture pillars:

1. Livestock Pillar - Our operating vision is to provide an opportunity for:
 - The Canadian cattle industry to showcase high quality animals, genetics, products and services, while being recognized as the symbol of excellence by our local, national and international customers.
 - Equine-based events activities to showcase the business, education, competition and entertainment sides of the equine industry, while broadening awareness and appeal of equine activities.
 - A stage upon which other small livestock producers such as pork, turkey, goat, sheep and alpaca producers can connect within their industry sectors and with their consumers.
2. Food and Value-Added Pillar – Northlands wants to be positioned as a responsive, progressive supporter and partner of the food and value-added agriculture industry and for the innovative, industry building opportunities we produce.
3. Technology/Environmental Pillar – Northlands supports key networking and educational opportunities to advance emerging scientific and technological agricultural products and services that support agriculture, producers, processors and consumers.
4. Youth and Education Pillar – create educational programs and imaginative entertainment events that build awareness and engagement with the agriculture and food industry in both urban and rural communities.

CAPITAL EX

In 2010 we were pleased to see Capital EX attendance climb back up to our five-year average of 747,000 (717,245 in 2009). This was the first year in four that we were not under construction during the exhibition, which allowed us to try out our new midway layout and expand the family area for our guests. We believe our strategy of focusing on families and kids is working as our upward earnings trend continued. Weather remains our biggest risk but it cooperated nicely this year. Net earnings were \$1.3 million (\$1.8 million in 2009), notwithstanding that our lottery revenue was \$800 thousand below plan.

CANADIAN FINALS RODEO

Northlands was successful in attracting a younger audience to the Canadian Finals Rodeo in 2010 – attracting 83,936 fans for six performances over five days of the best rodeo action in the country. Adding the Buckle at the EXPO Centre helped, as did the introduction of corporate hosting, which presents an even greater opportunity for 2011. Red Friday and our tribute to the Canadian Military was a highlight, raising \$40 thousand through National Patriot shirt sales. We gave away a record purse of \$1.32 million. Canadian Finals Rodeo contributed \$740 thousand to Northlands earnings, up \$390 thousand from 2009.

FARMAIR INTERNATIONAL

2010 was a good year for Farmfair International – attendance grew by 14 per cent and revenues increased to \$810 thousand (\$660 thousand in 2009). We changed our strategy this year, moving toward in-country ambassadors to build our international participation and interest. We also partnered with the Province of Alberta on their trade mission to Mexico and made inroads that led to enhanced results in 2010. Mexico bought a significant amount of product, as did Argentina, the United Kingdom, Ireland and the U.S. In fact, over \$250 thousand in livestock and genetic sales were generated for Canadian producers.

We are working with the province to identify further partnership opportunities for 2011. 2010 also saw the introduction of Home Grown Alberta, a feature area that highlighted local foods.

NORTHLANDS FARM AND RANCH SHOW

In 2010, many changes were made that enhanced the credibility of the Northlands Farm and Ranch Show within the agricultural and food industry. We improved the integrity of exhibits by limiting the number of non agricultural exhibits and segregated them from other exhibit areas. The show halls were also themed, which made exhibits easier to find and this created an opportunity for dialogue with customers. We utilized three of the new halls for the show in 2010, nearly doubling its footprint.

The 2010 Northlands Farm and Ranch Show featured seminars that focused on a number of areas: farm business management, the business of beef, grains and oilseeds seeding technology and as in past years, environmental topics and women in agriculture programs. 2010 saw the introduction of live cattle handling demonstrations, a beef feature breed showcase (Speckle Park cattle) and an expanded equine program. Programming drives diversity in exhibits and this was proven, with the Speckle Park Breed Showcase in 2010 which has now grown into a Breeders Sale attracting visitors from many provinces, the U.S., the United Kingdom and Australia.

2011 will mark the 45th edition of the Northlands Farm and Ranch Show and it will be bigger than ever. Using the full 522,000 sq. ft. available in the Edmonton EXPO Centre, the show will feature 400 exhibitors, the latest technology and products in support of the agriculture and ranching industries, the Northlands Performance Horse Sale, industry seminars, the Canadian National College Finals Rodeo and more.

HONDA INDY EDMONTON

When the City of Edmonton first wanted to host an Indy race, they called on Northlands and once again we stepped up. Each year, it's been a better event – better run, better managed and in 2010 it was \$650 thousand under budget. The total economic impact (direct, indirect and induced) of the Honda Indy Edmonton event is estimated at \$50 million. This does not include the spending from visitors who live within the greater Edmonton area. This event would not have been possible without the significant financial investment we received from the Government of Canada, the Province of Alberta, the City of Edmonton and our generous corporate partners, and our sincerest thanks go to each of them.

The Honda Indy Edmonton was a great asset to the community, having a positive economic impact and driving tourism, yet it is an expensive event to run and requires much corporate support and partnership to be successful. Northlands played an important role building this event and developing a model for its operating success. For 2011, a new group takes over management of this sporting event and Northlands stands ready to assist, if needed.

Our 2011 goals for Agriculture and Signature Events are to:

- Increase attendance at Capital EX by three per cent.
- Increase ticket sales at the Canadian Finals Rodeo by four per cent.
- Increase exhibit sales at the Northlands Farm and Ranch Show by 10 per cent.
- Increase public attendance at Farmfair International by three per cent.

Northlands Core Business Units

MARKETING, GOVERNMENT AND COMMUNITY RELATIONS

In 2010 we continued to tell our story to government, business and community leaders and strengthen these key relationships. With Northlands at the confluence of many important issues – the future of the arena, racing and gaming, and driving Indy to success – there was a need to keep these partners ever more fully informed on our role and position.

Two of our key strategic priorities for 2011 – Brand Enhancement and Broadening Community and Stakeholder Relations – fit within our Marketing, Government and Community Relations Core Business Unit. Clearly defining who we are to our community, stakeholders and industry partners is a major focus for 2011.

Brand building is an ongoing process that requires a continuous investment to stay relevant and remain significant. Over this next year our efforts will focus on broadening the understanding of our compelling brand promise, and building value and trust in our Northlands brand. Though Northlands is well known, it is time to reposition our brand to better represent our new leadership, renewed operating vision and purpose. Ultimately, Northlands is in the business of making memories – we create an emotional connection with our guests – and our refreshed brand will reflect this contact in a new and exciting way.

The strength of Northlands is highly dependent upon being integrated with our community at all levels. Stakeholder engagement and enhanced community involvement will remain as a defined focus in our strategic communications and marketing efforts for Northlands in 2011. We will continue to build upon the progress that has been achieved in increasing awareness of the organization, its mandate and role in northern Alberta with key government, business and community stakeholders.



“It feels like spring,”
says Lorraine Moster,
Director of Human Resources
when commenting on how
changes in 2010 are being
embraced by Northlands staff.

HUMAN RESOURCES

2010 marked a turning point for morale at Northlands. Staff are feeling energized by change – greater clarity around our operating values and key strategic priorities provides a sense of renewal and purpose. The introduction of a new operating model that includes Core Business Channels, supported by Core Business Units, was embraced by staff who see the opportunities for greater integration and collaboration across work teams. This shift will be reinforced through our new training and customer service standards, which will provide staff with greater clarity around our expectations for the guest experience and result in the delivery of a more consistent guest experience across operations. The reintroduction of training is being well received since a wage freeze had been in place since 2009 and all training opportunities had been put on hold.

In the spring, we were able to reach a mutually beneficial agreement with Local 30 CUPE and later in the year we went through a restructuring. Though any restructuring is always challenging, we are all looking forward to the future at Northlands. In 2011, Human Resources will take advantage of the positive momentum that has been sparked by the organization’s renewed operating vision, and will continue to support staff as they work to achieve the more clearly defined goals for each operating area.

Next year, Northlands will see an estimated \$3 million in increased costs in salaries and wages as a result of new positions added because of the 2010 restructuring to drive revenues. Increased benefit costs such as Canada Pension Plan and Employment Insurance premiums are also anticipated.

VOLUNTEERS

In 2010, our volunteers donated 34,000 hours of amazing service supporting events like the Country Music Awards, Canadian Derby, Capital EX, Hockey Hooky, Farmfair International, the Canadian Finals Rodeo and the Honda Indy Edmonton. To ensure we can meet our future volunteer needs, 2010 saw us focus on recruiting youth and young adults and this will remain a

priority in 2011. There are 1,950 volunteers ready and willing to donate their time to Northlands and provide generous support.

One of the most significant changes to how Northlands manages volunteers was introducing new technology that allows volunteers to manage their own commitment to our organization. The new Volunteer Database lets volunteers update their details, select their own time slots for availability and self-schedule their shifts. This is a major step in automating the volunteer process, eliminating 50 per cent of our requirements to recruit volunteers who spend time phoning hundreds and hundreds of volunteers to make arrangements for specific events. Those hours can now be put toward supporting Agriculture and Signature Events.



OUTLOOK 2011

EXPECTATIONS FOR

THE EVENT AND ENTERTAINMENT INDUSTRY

OUR OUTLOOK

This section contains forward-looking statements based on assumptions and reflects our current expectations for the business through the eyes of management. While these statements are valuable in providing insight into the year ahead, it is important to recognize that with any assumptions or predictions there is always the risk that forward-looking statements will not prove to be accurate.

Northlands anticipated 2010 would be difficult. This was evidenced by our conservative priority around financial sustainability. Toward the end of the year we began to see relief from the economic slowdown that has plagued the global economy for the past two years. Attendance, dollars spent and overall revenues were all down, yet we managed to not decrease our cash reserves. In accordance with our strategic priorities, our primary focus on 2011 will be driving revenue. We have set an ambitious goal of \$135 million (\$125 million in 2010) and have set targets to achieve this growth across all our Core Business Channels (specific targets are outlined in the MD&A).

The global economic landscape remains fragile. Continuing high levels of unemployment, fear of the growing debt burdens of several European governments, and renewed signs of weakness in the U.S. housing market have led to increased market volatility and worries that the global economic recovery may not be sustainable. For Alberta, the signs of an accelerating economy are becoming more prevalent. As the global economy recovers, commodity demand and prices are expected to grow. This trend, currently observed in the energy sector, will expand into other sectors and bodes well for Alberta.

Northlands constantly monitors economic conditions, including interest rates that could affect our cash flow. We continually implement strategies to mitigate risks, ensuring we get the best value for every dollar spent, and adjust our expenditure plans in relation to net earnings.

Northlands Park

The horse racing and gaming industry continues to face challenges. In response to increasing competition, the Alberta Gaming and Liquor Commission has placed a moratorium on the number of casinos in the province.

Statistics Canada reported that net revenue for government-run lotteries, VLTs, casinos and slot machines (not in casinos) rose from \$2.73 billion in 1992 before leveling off and remaining at \$13.7 billion since 2007. From 1992 to 2009, pari-mutuel betting from horse racing dropped from \$532 million to \$378 million. Casino revenues continued to represent approximately one-third of the gambling industry, while revenues were up for lotteries (26 per cent) and down for slots outside of casinos (21 per cent) and VLTs (19 per cent)*.

We recognize that our success at Northlands Park is reliant on a re-envisioned use of this facility – under our new leadership we began to think of Northlands Park as a total entertainment facility as opposed to just a horse racing venue. This reimagining has opened the door to some creative thinking as we consider options to attract a younger base to this facility. We also believe this is a great venue to host pre or post events happening at Rexall or our Edmonton EXPO Centre. Collaborating across our Core Business Channels will be a critical element in driving revenue for Racing and Gaming in 2011.

EXPO Centre & Rexall Place

The competitive offering for entertainment in Edmonton and the region is always increasing – movies are becoming a live entertainment experience in 3D, and there are more live entertainment venues in Edmonton than ever before. Popular festivals narrow our window for programming and events like the Big Valley Jamboree stop us from offering country shows during this prime time in summer. The Edmonton

*Source: Statistics Canada

Events Centre and Shaw Conference Centre host many shows that would be ideal for our EXPO Centre and the Jubilee Auditorium has grown their offering – rolling out a new show every week. We in the entertainment industry are seeing less “iconic bands” that play to 15,000, and more indie bands that play to a few thousand.

This ever-evolving entertainment landscape just means we have to remain nimble in our approach to securing the type of events that attract attendance to our entertainment complex and be innovative in our approach to sales and marketing. We are targeting attendance growth and revenue increases for both Rexall and the Edmonton EXPO Centre.

An exciting part of our business where we see room for 15 per cent growth in 2011 is catered events. We are well positioned to help grow this market. A new state-of-the-art 17,000 sq. ft. kitchen – it is as big as a ballroom – gives us the ability to do a graduation for 2,500, a corporate event for 1,000 or a meeting for 10. Within the kitchen there is a chef’s table where guests can come in and do food sampling. This has gone over very well and is an area where we see even greater opportunity in the future helping us to sign on new business.

Agriculture and Signature Events

The biggest challenge facing Agriculture is determining how to make agriculture and food relevant to urban and rural audiences. Northlands is incredibly proud of its agricultural roots and will continue to encourage and engage both urban and rural communities to support the business and understanding of agriculture and food by developing enriching educational programs and services at each of our facilities.

Programming changes in 2010 proved successful as we saw great support for Farmfair International and the Northlands Farm and Ranch Show. We have taken some steps to incorporate

programming into our existing events that builds connections to the industry through the local food that people buy and eat, and we will look for ways to advance these efforts through 2011. Our Executive Chef at Northlands is a strong supporter of sourcing ingredients and products from local food producers and processors and this will continue in 2011. We will be hosting an event to bring local chefs together to meet local food producers and providers in an effort to further develop the local food movement. In 2011, we will introduce more programming and hosting opportunities to increase attendance at our signature events and meet the needs of our rural constituents, industry stakeholders and urban audiences. Northlands is committed to collaborating with our stakeholders to advance the business of the agriculture and food industry, while also acting as the stage and a conduit for the industry now and into the future.

Financial and Capital Management/Liquidity

Consolidated assets were \$239 million as of December 31, 2010, compared to \$241 million in 2009, representing a decrease of \$2 million. During the year, capital asset additions were \$13.7 million. These additions were financed primarily by an increase in contributions for expansion of facilities to the total of \$11.5 million.

In 2011, we anticipate capital asset additions to amount to \$9.3 million. Much of this is to replace end-of-life mechanical systems and other assets critical to driving revenues, promoting safety and measurably improving guest experience.

During the year, our demand operating credit facility was increased to a maximum of \$20 million from \$7.5 million. Interest on this facility is at prime. The bank holds, as collateral for the operating facility, a first priority security interest on all present and future personal property except for permitted encumbrances related to lease assets.

Consolidated Statement of Cash Flow

	2010 (\$'000s)	2009 (\$'000s)	2008 (\$'000s)
Cash and Cash equivalents, beginning of year	8,748	12,377	18,341
Operating activities	971	10,917	(4,621)
Investing and financial activities	(774)	(14,546)	(1,343)
Cash and Cash equivalents, end of year	8,945	8,748	12,377

During the year, we were successful in managing cash resources. At year-end, total cash and cash equivalent resources totaled \$8.9 million, up \$200 thousand from 2009. Over the year we were able

to maintain our investing and financial activities at a level that was below the cash generated from operating activities.

Risk and Uncertainty

There are a number of risks that may impede our ability to deliver on the business plan and operational budget objectives in 2011. For this reason, it is important to highlight the more significant ones, which include:

- The financial sustainability of the horse racing industry in Alberta.
- Adverse funding level decisions from the City of Edmonton or the Province of Alberta.
- Inclement weather during our signature events.
- Saturated gaming and lottery market in the Edmonton region.
- Concert industry in general has been in decline for past two years.
- Global economic slowdown and level of consumer confidence in recovery efforts.
- Sudden end to the current recovery.
- Competitive environment including other entertainment offerings and discretionary spending.
- Competition with other simultaneously running events.
- Emergence of health related issues or other natural disasters.

Capital Projects and Facilities Management

This year we completed our largest capital project to date – the Edmonton EXPO Centre. We finished this \$148.8 million project on time and under budget, with the entire building open in July. Only a few small exterior projects remain unfinished – primarily landscaping, and will be completed in 2011. The Government of Canada agreed to contribute \$25 million towards the construction costs of the EXPO Centre and as of December 31, 2010, \$19.7 million has been received. The remaining balance will likely be received in 2011.

Although we deferred approximately \$2.6 million of capital expenditures in 2010 to manage cash flow, we did invest \$1.8 million in other capital projects besides the EXPO Centre. Initiatives included: conversion of a bus barn to a parking lot, chattel replacement, equipment purchases, replacing a secondary heat loop at Rexall, fire alarm renovations in Northlands Park and Rexall and a major IT project that involved consolidation of systems and laptop replacements.

\$9.4 million in 2011 capital expenditures are planned and these include:

- An end-of-life mechanical system replacement project (\$3 million).
- Barn renewal program (\$500 thousand).
- Primary electrical feeders to Northlands Park (\$700 thousand).
- A \$700 thousand contribution to upgrade the intersection at 79 St and 112 Ave.

Northlands will continue to move forward with the development of a facilities vision that establishes our organization as an entertainment, hospitality and event production leader as well as a vital

tourism product. Northlands plans on creating exciting and compelling offerings that integrate our arena, trade show and other entertainment venues, while at the same time ensuring our entire site is recognized as providing high quality and beneficial programming for the community.

To meet this facilities vision, Northlands management and the Facilities, Planning and Development Committee is now developing a Site Master Plan. This is a plan that will govern development and the management of the entire entertainment complex over the next 20-25 years.

Major Maintenance

	Major Maintenance (\$'000s)	Capital (\$'000s)	Total Projected Expenditures (\$'000s)
2011	2,756	9,655	12,411
2012	3,532	8,473	12,005
2013	2,359	7,401	9,760
2014	1,652	7,408	9,060
2015	2,745	7,661	10,406

In late 2010, we made the decision to place a higher priority on major building maintenance projects as part of our commitment to maintaining a world-class venue. This shift saw us accelerate

major initiatives in Q4 and add budget to this area in 2011. The table above summarizes the level of expenditures envisioned.

Risk and Security

At Northlands, we have an outstanding safety record and that is because safety is our top priority and a core operating value. Ensuring the well-being of our guests, staff and volunteers, by making our site and our events safe and accessible, is always of the utmost importance.

In 2010 Risk and Security successfully managed an intensive security plan for the Honda Indy Edmonton, renegotiated our insurance renewal with no liability premium increases and participated in the Workers' Compensation Board's (WCB) voluntary Partnerships in Injury and Reduction Program. We also negotiated a new five-year contract with Alberta Paramedical Services that resulted in a 20 per cent decrease in rates and successfully acquired a Security Services and Investigators Act License in response to new provincial requirements.

In 2011, our Security and Risk Management core business unit will:

- Improve effectiveness of Dispatch Centre/ Monitor Room personnel through operational testing and skill enhancements.
- Ensure that all CCTV cameras and related equipment are operational at all times.
- Develop, implement and train key management staff in a new safety inspection program.
- Improve the quality of our security incident reports and implement a quality assurance process for incident reporting to ensure that all reports are completed timely and accurately.
- Submit an application to the Solicitor General of Alberta to employ peace officers to reduce costs while enhancing security across our entertainment complex.
- Develop short, on-the-job training modules for all full-time security personnel and roll-out a consistent uniform across our entertainment complex that complies with provincial legislation to enhance the professionalism of security staff.

Net Funds Generated by Northlands to Federal and Provincial Agencies

	\$ Millions	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	10 Year Cumulative
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
HRA1/ARC2 fees & levies	6.1	6.4	7.0	6.6	6.1	5.7	5.0	4.8	4.8	4.6		57.1
AGLC3 gaming proceeds	31.7	32.8	35.4	36.4	42.7	39.1	36.2	30.6	23.2	13.2		321.3
Federal tax	0.9	0.9	1.0	1.0	0.9	0.8	0.7	0.7	0.7	0.7		8.3
Generated by Northlands	38.7	40.1	43.4	44.0	49.7	45.6	41.9	36.1	28.7	18.5		386.7
Discretionary grant/ pari-mutuel tax rebate	0.0	1.1	0.9	1.2	0.8	0.8	0.7	0.8	0.8	0.8		7.9
HRA Operating Grant	9.2	6.8	7.3	5.4	6.4	5.8	7.4	6.3	4.8	-		59.4
HRA Transitional Funding Grant	0.0	2.9	1.1	0.0	0.0	0.0	0.0	0.0	0.0	-		4.0
HRA Capital Grant	0.0	0.0	0.0	1.1	1.9	2.2	2.0	0.0	0.0	-		7.2
Alberta Lottery grants	9.6	10.1	10.1	10.1	10.1	9.4	7.1	7.1	7.1	7.1		87.8
Received by Northlands	18.8	20.9	19.4	17.8	19.2	18.2	17.2	14.2	12.7	7.9		166.3
Net funds generated by Northlands	19.9	19.2	24.0	26.2	30.5	27.4	24.7	21.9	16.0	10.6		220.4

Excludes City of Edmonton support payments of \$2.3 million per annum which are used solely to fund a portion of the financial concessions given to the Edmonton Oilers.

AGLC gaming proceeds for 1999-2001 are net of funds (2001: \$6.0 million; 2000: \$5.6 million; 1999: \$4.5 million) retained by Northlands to fund racing operations and capital improvements.

¹HRA (Horse Racing Alberta)

²ARC (Alberta Racing Commission)

³AGLC (Alberta Gaming and Liquor Commission)

Edmonton's Arena Discussion

Northlands has been a collaborative participant in the proposed downtown arena discussions to date. We continue to support the downtown arena vision as long as it is financially viable and in the best interest of the community. We continue to run Rexall Place profitably and on this matter, we continue to offer our participation to a made in Edmonton solution.

As event producers for Edmonton's biggest and best events, with unrivalled expertise in arena ownership and operation, Rexall Place has earned a reputation as one of the best arena venues in the world. We have a site lease that extends to 2034.

Environmental Sustainability

Northlands is committed to environmental best practices, reducing our carbon footprint and encouraging our clients and guests to embrace our environmental initiatives, including Code Green at EXPO Centre.

- As an agricultural society, we partner with local food producers who share our operating values of buying fresh, quality products and the fundamental practices of stewardship and sustainability.
- All our organic kitchen waste is composted.
- Code Green recycling containers are featured prominently across our entire entertainment complex (all beverage containers, cooking oil, cardboard and paper are recycled).
- Our facilities are all operated with a building control system (lighting and heating monitored for use to manage).
- All taps have motion control so the water doesn't continuously run.
- We recycle the gravel and sand we use for snow control systems.
- We will divert all plastics and metals to a recycling facility.

Staffing

Northlands knows that our people are the key to achieving success. Our employees and volunteers are personally committed to actively and continuously improving themselves. Every employee and volunteer contributes their own perspective and is accountable to our team for the overall success of the organization. As an employer of choice, we foster an environment that is respectful, cooperative and supportive of constructive conversations to improve performance. And we believe in celebrating success.

In 2011, Human Resources is committed to helping our team members, regardless of title or position, to be the best they can be. Supporting the goals of our 2011 Strategic Initiatives, Human Resources will provide leadership training opportunities, supervisory and coaching programs, and outstanding people processes and benefits that will support each of us as we work together to improve and exceed our guest service levels and deliver exceptional experiences.

Strategic Corporate Partnerships

Northlands corporate sponsorship opportunities are designed with a strong partnership focus. Our goal is to providing customized benefits to our partners that offer solutions with direct impact to their business and expand the marketing of their organization.

Northlands works closely with all our corporate partners to customize opportunities to meet any facet of their business needs and budget to ensure, in the end, significant return and outcome. A large part of our corporate partnership program is building, growing and maintaining relationships that are mutually beneficial. Northlands believes that our corporate partners are partners in the truest sense of the word.

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2010.

MANAGEMENT REPORT

The accompanying consolidated financial statements of Edmonton Northlands (operating as Northlands) and all the information in this annual report are the responsibility of Management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared by Management in accordance with Canadian generally accepted accounting principles. When alternative accounting methods exist, Management has chosen those it deems most appropriate in the circumstances. The significant accounting policies used are described in note 2 to the consolidated statements. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the consolidated financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the annual report and has ensured that it is consistent with that in the consolidated financial statements.

Northlands maintains systems of internal accounting and administrative controls of high quality. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that Management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Finance and Audit Committee.

The Finance and Audit Committee is appointed by the Board, which is comprised of eight members, none of which are employees of the Company. The Committee meets periodically with Management and the independent auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements and the auditor's report.

The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholder members. The Committee also considers, for review by the Board and approval by the shareholder members, the engagement or re-appointment of the auditors.

The consolidated financial statements have been audited by Grant Thornton LLP in accordance with generally accepted auditing standards on behalf of the shareholder members. Grant Thornton LLP has full and unrestricted access to the Finance and Audit Committee, with or without management being present.

Richard L. Anderson

President and CEO

L. Ingeborg Jernin

Director, Finance

INDEPENDENT AUDITORS REPORT

To the Members of Edmonton Northlands

We have audited the accompanying consolidated financial statements of Edmonton Northlands (operating as Northlands) (the "Organization"), which comprise the consolidated balance sheet as at December 31, 2010, and the consolidated statement of loss, changes in net assets and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Organization as at December 31, 2010, and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

Edmonton, Canada
March 17, 2011

Grant Thornton LLP

Chartered Accountants

Edmonton Northlands

CONSOLIDATED BALANCE SHEET

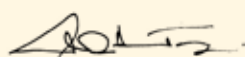
As at December 31

	2010 \$	2009 \$
ASSETS		
Current		
Cash and cash equivalents	8,945,342	8,748,463
Restricted cash <i>[note 2]</i>	—	3,877,163
Accounts receivable	7,575,536	11,993,428
Due from related party <i>[note 20]</i>	5,078,932	2,738,268
Inventories	448,496	386,068
Prepaid expenses	1,095,678	1,048,854
Total current assets	23,143,984	28,792,244
Capital assets <i>[note 5]</i>	215,195,348	211,668,316
Intangible assets <i>[note 6]</i>	237,595	380,153
Goodwill <i>[note 7]</i>	437,214	437,214
	239,014,141	241,277,927
LIABILITIES AND NET ASSETS		
Current		
Bank indebtedness <i>[note 8]</i>	6,893,336	2,443,193
Accounts payable and accrued liabilities	19,932,177	28,529,710
Deferred revenue <i>[note 16]</i>	2,349,250	2,500,000
Funds held for others <i>[note 9]</i>	3,087,102	3,111,696
Current portion of long-term debt <i>[note 10]</i>	1,980,820	2,053,387
Total current liabilities	34,242,685	38,637,986
Long-term debt <i>[note 10]</i>	57,259,250	59,182,769
Contributions for capital assets <i>[note 11]</i>	110,956,911	103,616,681
	202,458,846	201,437,436
Net Assets		
Share capital <i>[note 13]</i>	1,425	1,430
Invested in capital assets	45,449,865	42,486,558
Unrestricted	(8,895,995)	(2,647,497)
Total net assets	36,555,295	39,840,491
	239,014,141	241,277,927

Commitments and contingencies *[note 12]*

See accompanying notes to the consolidated financial statements.

On behalf of the Board:


Director


Director

Edmonton Northlands

CONSOLIDATED STATEMENT OF (LOSS) EARNINGS

Year ended December 31

	2010 \$	2009 \$
Revenues [note 14]	125,485,794	134,541,951
Expenses [note 14]	126,744,562	135,334,247
Event contributions [note 14]	(1,258,768)	(792,296)
Other expenses:		
General grounds and building maintenance	4,424,769	4,341,002
General, administration and corporate programs	6,420,466	6,363,357
Sales and marketing	2,647,071	3,250,620
Depreciation of capital assets, net of amortization of capital contributions	5,989,393	4,499,093
Amortization of intangibles	142,558	142,557
Interest expense [note 15]	3,636,323	721,417
Total other expenses	23,260,580	19,318,046
Operating loss before undernoted	(24,519,348)	(20,110,342)
Grant income [note 16]	21,234,157	22,165,586
Net (loss) earnings [note 14]	(3,285,191)	2,055,244

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

Year ended December 31

	Share Capital \$	Invested in Capital Assets \$	Unrestricted \$	2010 \$	2009 \$
Balance, beginning of year	1,430	42,486,558	(2,647,497)	39,840,491	37,785,222
Net (loss) earnings	—	—	(3,285,191)	(3,285,191)	2,055,244
Purchase of capital assets	—	13,702,066	(13,702,066)	—	—
Depreciation of capital assets	—	(10,175,034)	10,175,034	—	—
Amortization of intangible assets	—	(142,558)	142,558	—	—
Amortization of capital contributions	—	4,179,169	(4,179,169)	—	—
Accounts payable funded capital assets	—	4,922,977	(4,922,977)	—	—
Increase in capital contributions	—	(11,519,399)	11,519,399	—	—
Repayment of long term debt	—	1,996,086	(1,996,086)	—	—
Decrease in share capital	(5)	—	—	(5)	25
Balance, end of year	1,425	45,449,865	(8,895,995)	36,555,295	39,840,491

See accompanying notes to the consolidated financial statements.

Edmonton Northlands

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended December 31

	2010 \$	2009 \$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net (loss) earnings	(3,285,191)	2,055,244
Items not affecting cash:		
Depreciation of capital assets	10,175,034	8,077,903
Amortization of intangible assets	142,558	142,557
Amortization of capital contributions	(4,179,169)	(3,564,326)
	2,853,232	6,711,378
(Increase) decrease in non-cash working capital related to operations:		
Accounts receivable	4,417,892	(3,767,178)
Due from related party	(2,340,664)	3,765,222
Inventories	(62,428)	38,193
Prepaid expenses	(46,824)	2,291,121
Accounts payable and accrued liabilities	(3,674,556)	7,741,140
Deferred revenue	(150,750)	—
Funds held for others	(24,594)	(5,862,696)
Cash provided by operating activities	971,308	10,917,180
INVESTING ACTIVITIES		
Decrease (increase) in cash restricted for a capital project	3,877,163	(3,877,163)
Purchase of capital assets	(13,702,066)	(54,570,624)
Cash used in investing activities	(9,824,903)	(58,447,787)
FINANCING ACTIVITIES		
Increase (decrease) in bank indebtedness	4,450,143	(4,428,507)
(Decrease) increase in accounts payable for the purchase of capital assets	(4,922,977)	(17,222,623)
Contributions for capital assets	11,519,399	8,534,205
Increase in long-term debt	—	58,999,932
Repayment of long-term debt	(1,996,086)	(1,980,643)
(Decrease) increase in share capital	(5)	25
Cash provided from financing activities	9,050,474	43,902,389
Net increase (decrease) in cash and cash equivalents	196,879	(3,628,218)
Cash and cash equivalents, beginning of year	8,748,463	12,376,681
Cash and cash equivalents, end of year	8,945,342	8,748,463

SUPPLEMENTAL CASH FLOW INFORMATION [note 21]

See accompanying notes to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

1. PURPOSE OF THE ORGANIZATION

Edmonton Northlands (operating as Northlands), formerly The Edmonton Exhibition Association Limited which was incorporated in 1908, is the successor to the Edmonton Agricultural Society of 1879 and The Edmonton Industrial Exhibition Association of 1899. Edmonton Northlands is incorporated under Part 9 of the Companies Act of Alberta as a non-for-profit organization. Edmonton Northlands' purpose is to provide programs and facilities to benefit the residents of Northern Alberta in the fields of agriculture, racing and gaming, trade shows, exhibitions, entertainment and community service. The Directors of Edmonton Northlands are elected volunteers who are not paid for their services. The shareholders of Edmonton Northlands, who are also volunteers, cannot receive dividends, nor can their shares appreciate in value. Shares cannot be sold and cannot be held by permanent non-residents of the Province of Alberta, by persons residing south of Township 34 in the Province of Alberta, or by the estates of deceased shareholders. The Organization is a not-for-profit organization within the meaning of the Income Tax Act of Canada and is exempt from income taxes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and reflect the policies set out below. To prepare timely financial statements that conform with GAAP, management must make certain estimates and assumptions to arrive at the reported amounts of assets, liabilities, revenue and expenses. Actual results could differ from those estimates. Significant estimates in these financial statements include the valuation of accounts receivable and related allowance for doubtful accounts, valuation of capital assets and intangibles, the estimated useful life of capital assets and the accruals for contingent liabilities relating to lawsuits.

Principles of consolidation

The consolidated financial statements include the accounts of Edmonton Northlands (the "Organization" or "Northlands"), and the Organization's 100% interest in the Alberta Teletheatre Network ("ATN"). In addition, Northlands has a wholly owned subsidiary, Kirkness Lake Ventures Ltd. ("KLV"), which has not been consolidated in these financial statements as allowed for by CICA Handbook Section 4450 – Reporting Controlled and Related Entities by Non-for-profit Organizations [note 20]. Intercompany transactions are eliminated on consolidation.

Cash and cash equivalents

Cash and cash equivalents include unrestricted balances with banks net of outstanding cheques and highly liquid investments with original maturities of three months or less.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restricted cash

Restricted cash consists of funds received that have been designated for use towards expenditures on a specific capital project. These funds are recorded as restricted as the Organization will not be using them to fund current operations.

Inventory

Inventory is valued at the lower of cost and net realizable value. Net realizable value is defined as estimated selling price less estimated selling cost. Cost is determined using the weighted average cost method. Included in expenses is \$7,738,647 (2009 - \$8,900,823) for the costs of inventory sold during the year.

Capital assets

Capital assets are carried at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the estimated useful lives of the assets as follows:

<u>Assets</u>	<u>Useful life</u>
Rexall Place and EXPO Centre	15 to 50 years
Northlands Park	25 years
Other buildings and improvements	25 years
Equipment	3 to 20 years

Depreciation is not charged on properties acquired for future expansion. Depreciation is provided commencing in the month in which the asset is available for use. For projects under construction funded by long-term debt, interest is capitalized until the project is complete and available for use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired individually or as part of a group of other assets are initially recognized and measured at cost. Intangible assets with finite useful lives are amortized over their useful lives and are reviewed for impairment when events or circumstances indicate that an impairment may exist. Intangible assets with indefinite useful lives are reviewed annually for impairment. The Organization has no intangible assets with indefinite useful lives.

The amortization methods and estimated useful lives of intangibles assets are as follows:

Exhibitor relationships	5 years
Sponsor relationships	5 years
Show name and marketing materials	5 years

Capital leases

Leases that substantially transfer all of the benefits and risks of ownership of property to the Organization are accounted for as capital leases whereby the asset and related obligation are recorded to reflect the acquisition and financing of the capital assets. Equipment recorded under capital leases is depreciated on the same basis as described above.

Goodwill

Goodwill represents the excess of the purchase price of an acquisition over the estimated fair value of the underlying net assets acquired at the date of acquisition. Goodwill arising from an acquisition is not amortized and is tested for impairment annually, or more frequently if events or changes in circumstances indicate the asset might be impaired. Impairment is tested by comparing the carrying amount of the reporting unit, including goodwill, with its fair value. Fair value is determined using the discounted, estimated future operating cash flows of the reporting unit.

When the fair value of the reporting unit exceeds its carrying value, goodwill of the reporting unit is not considered to be impaired. When the carrying value of the reporting unit exceeds its fair value, the implied fair value of the reporting unit's goodwill, determined in the same manner as the value of goodwill is determined in a business combination, is compared with its carrying amount to measure the amount of the impairment loss, if any. A reporting unit comprises business operations with similar economic characteristics and strategies, and is the level of reporting at which goodwill is tested for impairment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of long-lived assets

Long-lived assets are reviewed for impairment annually or whenever events or circumstances raise concerns that their carrying value exceeds the sum of undiscounted cash flows expected from their use and eventual disposal. If an impairment loss is identified, the loss is measured as the amount by which the carrying value of the long-lived assets exceeds its estimated fair value. Estimated fair value is determined using the discounted, estimated future cash flows attributable to the use and eventual disposal of the long-lived assets.

Revenue recognition

Racing and gaming revenues consist of pari-mutuel commissions and gaming wins net of patron winnings. Racing and gaming revenue is recognized at the time amounts are wagered.

Event production revenue is recognized when the event occurs. Proceeds received in advance for events produced by Northlands are recorded as deferred revenue whereas proceeds received in advance for events produced by third parties are recorded as funds held for others.

The Organization follows the deferral method of accounting for grants and contributions. Amounts externally restricted for capital purposes, including the acquisition of property for expansion, construction of facilities or retirement of capital debt, are credited to "Contributions for capital assets" and are amortized into income each year on the same basis as the related assets are depreciated.

Unrestricted contributions are recognized as revenue when received or receivable. Externally restricted grants and contributions are deferred and recognized into income at the time the related expenses are incurred.

Sponsorship revenue is recognized when received or receivable.

Volunteer services

A substantial number of unpaid volunteers make significant contributions of their time in developing the Organization's programs. The value of this contributed time is not reflected in these financial statements since objective measurement or valuation is not readily determinable.

Contributed materials and services

The revenue and expenses resulting from non-monetary transactions have been recorded at the fair market value of the asset or service received, as it is the most readily determinable. During 2010, the Organization provided and received services and products in kind of approximately \$759,651 (2009 - \$460,826).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments

All financial assets are classified as held-to-maturity, loans and receivables, held-for-trading or available-for-sale and all financial liabilities are classified as held-for-trading or other.

Financial instruments classified as held-for-trading are measured at fair value with changes in fair value recognized in net earnings. Financial assets classified as held-to-maturity or as loans and receivables and financial liabilities not classified as held-for-trading are measured at amortized cost. Available-for-sale financial assets are measured at fair value with changes in fair value recognized directly in net assets.

The Organization classified the relevant financial assets and liabilities as follows;

Held for trading

- Cash and cash equivalents
- Restricted cash

Loans and accounts receivable

- Accounts receivable
- Due from related party

Other financial liabilities

- Bank indebtedness
- Accounts payable and accrued liabilities
- Long term debt
- Funds held for others

The Organization has elected to continue using the disclosure and presentation requirements of CICA Handbook Section 3861 – Financial Instruments – Disclosure and presentation, rather than transitioning to the provisions of Section 3862 – Financial Instruments – Disclosure and Section 3863 – Financial Instruments – Presentation. This exemption is specifically allowed for under the provisions of the aforementioned sections.

Pension costs

The Organization participates in a multi-employer plan covering substantially all permanent, full-time employees. The pension plan is accounted for as a defined contribution plan whereby the Organization's required contributions are recognized in the period in which they are incurred. Included in expenses for 2010 is \$1,652,515 (2009 - \$1,701,893) in respect of pension contributions incurred for eligible employees.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

3. CAPITAL DISCLOSURE

The Organization's objectives in managing capital are to safeguard the Organization's ability to continue as a going concern. Capital is defined by the Organization as net assets, long-term debt and contributions for capital assets. In addition to providing financial capacity and flexibility to meet strategic objectives, capital is managed to re-invest excess cash into the Organization's facilities and programs.

In order to facilitate the management of its capital requirements, the Organization prepares annual expenditure budgets, which are approved by the Board of Directors and updated as necessary depending on various factors, including capital deployment and general economic conditions.

Under its current bank credit facility, the Organization cannot incur capital expenditures exceeding a total of 115% of the annual capital budget without the bank's prior consent. There are no financial covenants under this facility and the Organization was in compliance with all negative covenants and reporting requirements at December 31, 2010. The negative covenants apply to capital expenditures, debt restrictions, restrictions on encumbrances, dispositions of property and change of control.

4. FINANCIAL INSTRUMENTS

Financial instruments of Northlands include cash and cash equivalents, restricted cash, accounts receivable, due from related party, bank indebtedness, accounts payable and accrued liabilities, funds held for others and long-term debt.

Fair values of financial assets and liabilities

The fair values of financial instruments excluding long-term debt and due from related party approximate their carrying amount due to the short-term maturity of these instruments. The fair market value of the long term debt at December 31, 2010 has been estimated using year-end blended market rates of 5.96% (2009 – 6.32%). This fair market value, which would result in a gain of \$4,624,311 for 2010 (2009 – gain of \$6,654,934) approximates the amount the Organization would benefit from if the loan agreement was and could be closed out at December 31, 2010. The fair value of the due to related party is not determinable as this instrument is non-interest bearing with no set terms of repayment and there is no secondary market for this instrument.

Credit risk

The Organization's accounts receivable are due from a diverse group of customers and as such, are subject to normal credit risks. At December 31, 2010, 32.5% (2009 – 43.5%) of accounts receivable is due from Horse Racing Alberta "HRA" and an additional 3.8% (2009 – 3.9%) is due from a single third party. The Organization does not anticipate any difficulties in collecting these amounts. The ultimate realization of the due from related party is dependent on the realization of assets and liquidation of liabilities of the related party during the normal course of business [Note 20].

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

4. FINANCIAL INSTRUMENTS (CONTINUED)

Interest rate risk

The Organization is exposed to interest rate cash flow risk on its bank indebtedness, as the required cash flows to service the debt will fluctuate with changes in market rates. The Organization does not utilize derivatives to hedge its exposure to credit risk.

Currency risk

The Organization holds a USD bank account and processes payments to US vendors through the account, mitigating the risk associated with large changes in the exchange rate. In 2010 the loss on foreign exchange was \$11,863 (2009 – loss of \$38,951).

5. CAPITAL ASSETS

	2010		2009	
	Cost \$	Accumulated depreciation \$	Cost \$	Accumulated depreciation \$
Rexall Place	31,276,537	23,492,647	31,276,536	22,617,606
EXPO Centre	188,703,748	25,806,924	176,613,043	21,960,236
Northlands Park	40,202,774	28,947,309	40,202,774	27,700,911
Other buildings and improvements	23,981,268	17,547,312	23,981,268	16,721,311
Equipment	54,877,447	43,460,165	53,381,906	40,079,259
Properties acquired for future expansion	15,407,931	—	15,292,112	—
	354,449,705	139,254,357	340,747,639	129,079,323
Net book value	215,195,348		211,668,316	

Included in capital assets for EXPO Centre is equipment under capital lease with a cost of \$813,238 (2009 - \$813,238) and accumulated depreciation of \$32,529 (2009 - \$16,265). The total net gain on the disposal of capital assets in 2010 was \$6,506 (2009 – gain of \$14,484). Included in the cost of capital assets is interest capitalized during the year for an amount of \$nil (2009 - \$2,284,657).

During the year, \$12,090,707 (2009 - \$86,022,300) was transferred from construction in progress to the capital cost of the EXPO Centre.

Edmonton Northlands

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

5. CAPITAL ASSETS (CONTINUED)

In 2009, Northlands entered into capital lease agreements for \$813,238. The sale and lease back agreements commenced on January 12, 2009, with an effective interest rate of 6.97%.

City of Edmonton land lease

The land that the Organization's facilities are located on, including properties acquired for future expansion, is held in the name of the City of Edmonton (the "City") and leased to the Organization for a rent of \$1 per year. The lease expires in 2034. At the expiration or earlier termination of the lease, the buildings and improvements on the leased lands will revert to the City. Provided that the Organization is in good standing, the City is obligated to grant a renewal lease for a further term of 15 years at a cost, and upon other terms and conditions, to be agreed upon by the parties.

6. INTANGIBLE ASSETS

	2010		2009	
	Cost	Accumulated amortization	Cost	Accumulated amortization
	\$	\$	\$	\$
Exhibitor relationships	456,960	304,640	456,960	213,248
Sponsor relationships	39,421	26,281	39,421	18,397
Show name and marketing materials	216,405	144,270	216,405	100,988
	712,786	475,191	712,786	332,633
Net book value	237,595		380,153	

7. GOODWILL

	2010	2009
	\$	\$
Balance, beginning and end of year	437,214	437,214

8. BANK INDEBTEDNESS

	2010	2009
	\$	\$
Bank indebtedness	6,893,336	2,443,193

The Organization has a demand operating facility with interest at prime to a maximum of \$20,000,000 (2009 – \$7,500,000). The bank holds, as collateral for the operating facility, a first-priority security interest on all present and future personal property save for permitted encumbrances relating to leased assets.

At December 31, 2010 the prime bank lending rate was 3.00% (2009 – 2.25%). The Organization has issued \$615,000 (2009 - \$1,715,000) in letters of credit under this facility.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

9. FUNDS HELD FOR OTHERS

Funds held for others include advance ticket sales, telephone account betting deposits, employee savings plan deposits, and other amounts held on behalf of other parties. In 2010, the employee savings plan was refunded to participants. While in effect, the employee savings plan deposits had an interest at prime less 1.5% and were collateralized by a letter of credit from the Organization's bank in the amount of \$1,100,000. The Organization holds a total of \$3,087,102 (2009 - \$3,111,696) on behalf of third parties.

10. LONG-TERM DEBT

	2010 \$	2009 \$
City of Edmonton loan for the Rexall Place scoreboard due September 30, 2021, interest rate 6.0%, annual installments of \$270,272 principal and interest. The City of Edmonton loan for the Rexall Place scoreboard is collateralized by the scoreboard which has a net book value of \$1,782,500 (2009 - \$1,937,500).	2,131,602	2,265,918
City of Edmonton loan for the EXPO Centre due March 15, 2034, interest rate 5.066%, bi-annual installments of \$2,022,984 principal and interest.	55,218,094	56,420,826
City of Edmonton loan for the EXPO Centre due March 15, 2014, interest rate 2.538%, bi-annual installments of \$214,223 principal and interest.	1,426,251	1,811,157
Term bank loan primarily for Northlands Park, interest at prime, monthly installments until December 30, 2009 of \$75,000 plus interest, with a balloon payment due by February 28, 2010 for the balance outstanding [note 8].	-	100,000
Capital lease obligations with terms of 48 months (2009 - 48 months), interest rates at 6.97% (2009 - 6.97%), and average total monthly payments of \$16,640 (2009 - \$16,688).	464,123	638,255
	59,240,070	61,236,156
Amount due within one year	(1,980,820)	(2,053,387)
	57,259,250	59,182,769

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

10. LONG-TERM DEBT (CONTINUED)

The City of Edmonton loans for the EXPO Centre are collateralized by the building that has a net book value of \$162,896,824 [note 5].

The principal repayments of these borrowings to continue under the terms:

	Long-term debt \$	Capital lease obligations \$	Total \$
2011	1,801,546	205,227	2,006,773
2012	1,885,038	243,407	2,128,445
2013	1,972,628	55,296	2,027,924
2014	1,850,301	—	1,850,301
2015	1,724,309	—	1,724,309
Thereafter	49,542,125	—	49,542,125
	58,775,947	503,930	59,279,877
Less related interest	—	(39,807)	(39,807)
	58,775,947	464,123	59,240,070

11. CONTRIBUTIONS FOR CAPITAL ASSETS

Accumulated restricted contributions received less amounts amortized are summarized as follows:

	2010 \$	2009 \$
Grants and contributions		
Province of Alberta - lotteries	66,811,405	66,811,405
Province of Alberta - other	80,857,380	80,857,380
Horse Racing Alberta	6,215,680	6,215,680
Government of Canada	28,835,886	17,848,043
City of Edmonton	6,342,696	5,811,140
Total grants and contributions received	189,063,047	177,543,648
Accumulated amortization	(78,106,136)	(73,926,967)
Unamortized grants and contributions	110,956,911	103,616,681

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

12. COMMITMENTS AND CONTINGENCIES

Operating leases

The Organization is party to equipment operating leases with terms up to two years and is party to a sub-lease with a remaining term of two years. Minimum lease payments for future years are:

	\$
2011	201,278
2012	34,767

Litigation

During the normal course of business activity the Organization is occasionally involved in litigation proceedings. At December 31, 2010, certain lawsuits and other claims were pending against the Organization. As these arise, the Organization makes appropriate accruals for such matters. While the outcome of these matters is subject to future resolution, management's evaluation and analysis of such matters indicates that, individually and in the aggregate, the probable ultimate resolution of such matters will not have a material effect on the Organization's consolidated financial statements.

Other

Northlands has an agreement with the City of Edmonton regarding the sharing of profits from the operations of Rexall Place. The agreement specifies that Northlands will share operating profits from Rexall Place based on a formula wherein the City will receive 20% of the excess of the current year's net earnings of Rexall Place less the average of the previous 5 year's net earnings, adjusted for inflation, of Rexall Place. The total profit share paid to the City for fiscal 2004 to 2010 is \$2,752,044. Per the agreement with the City, the proceeds are held in reserve, then drawn down to assist in funding facility capital improvements at Rexall Place. At the end of 2010, the balance of the reserve is \$189,768 (2009 - \$nil)

13. SHARE CAPITAL

	2010 \$	2009 \$
Authorized		
300 Shares of \$5 each		
Issued		
285 Shares (2009 - 286 shares)	1,425	1,430

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

14. CORE BUSINESS CHANNELS

In 2010, the Organization realigned itself into four core business channels based on the nature of the products, services and events provided [Note 22].

	2010 \$	2009 \$
Revenues		
Northlands Park	65,198,264	69,262,157
EXPO Centre	13,848,837	11,381,096
Rexall	27,832,433	35,086,817
Agriculture and Signature Events	18,606,260	18,811,881
	125,485,794	134,541,951
Expenses		
Northlands Park	71,887,538	76,313,317
EXPO Centre	12,007,861	10,974,242
Rexall	25,143,906	30,249,285
Agriculture and Signature Events	17,705,257	17,797,403
	126,744,562	135,334,247
Net contributions by core business channel		
Northlands Park	(6,689,274)	(7,051,160)
EXPO Centre	1,840,976	406,854
Rexall	2,688,527	4,837,532
Agriculture and Signature Events	901,003	1,014,478
	(1,258,768)	(792,296)
Net (loss) earnings by core business channel		
Northlands Park	1,160,539	1,233,043
EXPO Centre	1,256,117	297,675
Rexall	2,688,527	6,197,422
Agriculture and Signature Events	617,746	705,768
Corporate	(9,008,120)	(6,378,664)
	(3,285,191)	2,055,244

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

15. INTEREST EXPENSE

	2010 \$	2009 \$
Long-term debt interest	3,458,674	442,277
Short-term debt interest and interest income earned	177,649	279,140
	3,636,323	721,417

In 2009, interest of \$2,284,657 incurred during construction of the EXPO Centre was capitalized. Commencing in 2010, interest on loans related to the EXPO Centre is being expensed as the building is available for use.

16. GRANT INCOME

	2010 \$	2009 \$
Alberta Lottery Fund – Agricultural and Economic Initiatives	9,547,750	10,000,000
Horse Racing Alberta [note 18]	9,235,790	9,722,275
City of Edmonton Support Agreement	2,450,617	2,443,311
	21,234,157	22,165,586

Alberta Lottery Fund

Each year, the Organization receives financial support by way of an unconditional grant from the Alberta Lottery Fund in recognition of Northlands' contribution to the economy and its efforts to enhance and promote initiatives in the province through Alberta's agricultural societies. These funds are generally received in advance of a calendar quarter and are recorded as deferred revenue along with proceeds received in advance for events produced by Northlands.

<i>Deferred Revenue</i>	2010 \$	2009 \$
Balance, beginning of year	2,500,000	2,500,000
Add: funds received		
Alberta Lottery Fund	9,397,000	10,000,000
Signature Events	3,654,396	3,100,402
	15,551,396	15,600,402
Less: income recognized	(13,202,146)	(13,100,402)
	2,349,250	2,500,000

Edmonton Northlands

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

16. GRANT INCOME (CONTINUED)

City of Edmonton Support Agreement

The City of Edmonton Support Agreement provides a contribution towards Rexall Place operating cost of \$183,333 per month or \$2,200,000 per year until May 12, 2013. The \$2,200,000 is adjusted for inflation annually, commencing January 1, 2005. The Organization will be required to renegotiate the agreement with the City if there is a material change in the financial status of Northlands or Rexall Place during the term of the agreement.

Other Grants

Northlands also receives additional funding from various levels of Government which are included in Revenues. Grants received during the year are applied as follows:

Nature of Grant	Applied to	2010 \$	2009 \$
Agricultural Grants	Agricultural and Commercial Events	311,533	345,791
Alberta Lottery Fund	Canadian Finals Rodeo (Northlands Major Events)	250,000	250,000
		561,533	595,791

17. RACING ENTERTAINMENT CENTRE ("REC")

The Organization has a Racing Entertainment Centre Agreement ("RECA") with the Alberta Gaming Liquor Commission ("AGLC") which provides for an 85% AGLC, 15% Northlands net slot win split, with the Organization's share of the proceeds to offset expenses of the slot operations. As part of the RECA the Organization is required to maintain a Class 'A' racing license as well as conduct a minimum of 100 days of live racing. The RECA contains a seven day termination clause that may be exercised at AGLC's discretion.

During the year the Organization's REC had a net slot win of \$35,755,697 (2009 - \$37,022,498) which is applied to Northlands Park revenues. Of this balance, \$30,374,488 (2009 - \$31,400,119) was remitted to the AGLC and is included in Northlands Park expenses.

The slot net win from the Organization's REC operation was distributed as follows:

	2010	2009
Northlands	15.00%	15.00%
Alberta Gaming and Liquor Commission	33.33%	33.33%
Horse Racing Alberta	51.67%	51.67%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

18. HORSE RACING ALBERTA (“HRA”)

HRA general fees, levies and gaming commissions paid by the Organization total \$4,661,587 (2009 - \$4,712,631) and are included in Northlands Park expenses. The discretionary grant received from HRA of 0.95% of the gross handle totals \$nil (2009 - \$832,020) and is included in Northlands Park revenues. Gross handle is the total amount of money wagered by patrons.

During the year the Organization received an operating grant based on 26.00% (2009 – 18.33%) of slot net win totaling \$9,235,790 (2009 - \$6,824,820). The operating grant is received to offset the expenses of ongoing racing activities. In addition, a transitional grant of \$nil was received in 2010 (2009 – \$2,897,455).

19. REXALL SPORTS CORPORATION LICENSE

On June 30, 2008, Rexall Sports Corporation (“RSC”) purchased the Edmonton Oilers from the Edmonton Investors Group Limited. The purchase included a License Agreement which expires June 30, 2014. Under the terms of this agreement, Northlands continues the management and operations of Rexall Place. The License Agreement grants RSC the right to receive all Oiler game day revenues, including net Oiler food and beverage contributions. RSC is also entitled to all building advertising and sponsorship revenues, suite rental revenues, Oiler ticket surtax revenues as well the Rexall Place parking lot revenue for the day of the game. Northlands is responsible for building operating and capital costs, including the building event costs related to the playing of professional hockey. Under the Agreement, Northlands receives from RSC building rent of \$1 per annum plus a contribution towards operating costs of \$73,180 per month or \$878,166 per annum for the period July 1, 2004 to June 30, 2014 (2010 - \$1,056,600; 2009 - \$1,060,895). The RSC contributions are adjusted annually based on the Consumer Price Index.

The License Agreement includes an additional annual contribution of \$270,272 for the use of the scoreboard until September 30, 2021. RSC has agreed to pay a lesser amount should the Edmonton Oilers cease to play hockey in Rexall Place during the term of the Scoreboard loan held by the Organization *[Note 10]*.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

20. DUE FROM RELATED PARTY

On January 23, 2008, Northlands entered into an agreement to acquire the assets of City Centre Raceway GP Ltd. related to the Edmonton Grand Prix. The assets acquired include contracts, intellectual property, and licenses applicable to the Edmonton Grand Prix racing event. The purchase price was \$3,277,000 and was financed from grant monies received. The assets purchased were assigned to Kirkness Lake Ventures Inc. ("KLV") effective February 15, 2008. Northlands controls KLV by virtue of the fact that it is a wholly owned subsidiary. KLV was established as a not for profit organization to acquire the assets and manage the business of City Centre Raceway GP Ltd., related to the Edmonton Grand Prix. KLV was incorporated under Part 9 of the Companies Act of Alberta and under the Income Tax Act is exempt from income taxes. Northlands has not consolidated Kirkness Lake Ventures into their financial statements.

	2010 \$	2009 \$
Due from related party	5,078,932	2,738,268

The related party transactions are incurred during the normal course of operations and are recorded at their exchange amounts, which is the amount of consideration established and agreed to by the related parties.

A financial summary of the unconsolidated entity as at December 31, 2010 and for the year then ended is as follows:

Kirkness Lake Ventures Inc., as at December 31

Financial Position	2010 \$	2009 \$
Current Assets	5,303,476	3,042,139
Current Liabilities	6,000,147	4,383,963
Net Assets	(696,671)	(1,341,824)

Kirkness Lake Ventures Inc., for the year ended December 31

Results of Operations		
Revenues, including grant income	13,020,023	13,875,568
Expenses	(12,374,870)	(14,160,450)
Net earnings (loss)	645,153	(284,882)

Cash Flows

Cash from operating	517,864	208,323
Cash from investing and financing	(190,761)	(198,936)
Bank indebtedness, beginning of period	829	(8,558)
Cash, end of period	327,932	829

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2010

20. DUE FROM RELATED PARTY (CONTINUED)

On January 7, 2011, an Asset Purchase Agreement was executed between KLV and Octane Motorsports Events Inc. whereby substantially all of the physical capital assets and certain intellectual property of KLV were sold. Upon winding-up or liquidation of KLV, all remaining assets otherwise available shall be transferred or paid to the Organization or one of its not for profit affiliates as the Directors may determine. The financial statements of KLV have been prepared on a going concern basis which contemplates the realization of assets and liquidation of liabilities during the normal course of business. While there are uncertainties that may cast doubt on the validity of this assumption, the financial statements for KLV do reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and the balance sheet classifications that would be necessary were the going concern assumption be inappropriate.

21. SUPPLEMENTAL CASH FLOW INFORMATION

	2010 \$	2009 \$
Cash items in investing and financing activities		
Cash interest paid	3,045,347	1,794,685
Non cash items in investing and financing activities		
Purchase of assets under capital lease	—	(813,238)

22. COMPARATIVE FIGURES

Certain of prior year's figures have been reclassified to conform to the current year's presentation.



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PO BOX 1480 EDMONTON ALBERTA T5J 2N5 TOLL FREE: 888.800.7275 PHONE: 780.471.7210 FAX: 780.471.8195

