

Action No. 0903-12151

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF EDMONTON

BETWEEN:

BANK OF MONTREAL

Plaintiff

-and-

**CALGARY WEST HOSPITALITY INC., GAMEHOST LIMITED PARTNERSHIP,
GAMEHOST MANAGEMENT INC., DARCY WILL and DAVID WILL**

Defendants

NOTICE OF MOTION

(Employee Retention Program and Retention of Sales Agent)

TAKE NOTICE that an application will be made on behalf of Deloitte & Touche Inc. (the "Receiver") in its capacity as Court appointed Receiver and Manager of Calgary West Hospitality Inc. o/a the Stampede Casino (the "Stampede Casino") before The Honourable Madam Justice M. Bielby in chambers at the Law Courts Building, 1A Sir Winston Churchill Square, Edmonton, Alberta, T5J 0R2, on Friday the 28th day of August, 2009, at the hour of 11:00 o'clock in the forenoon or so soon thereafter as counsel may be heard for the following relief:

1. Abridging time for service, if necessary, and deeming service to be good and sufficient.
2. An Order authorizing and approving the terms of the engagement letter between HLT Advisory Inc. ("HLT") and the Receiver dated August 19, 2009 (the "HLT Engagement Letter") attached as Schedule 1 to the First Report of the Receiver dated August 25, 2009 including the fees contained therein, and authorizing the sales program set out in the HLT Engagement Letter as summarized in the First Report of the Receiver.

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3. Authorizing and approving the proposed key employee retention program ("ERP") in the gross sum of approximately \$106,000 as set out and described in the First Report of the Receiver.
4. Such further and other relief as this Honourable Court may deem appropriate.

AND TAKE NOTICE that the grounds upon which this application will be made include the following:

- (a) the Receiver was appointed as Receiver over the Stampede Casino pursuant to a Receivership Order dated August 13, 2009 with the powers as set out therein;
- (b) the Receiver has concluded that it is appropriate to retain an experienced industry sales agent such as HLT to assist in marketing the business interests of the Stampede Casino;
- (c) the proposed HLT Engagement Letter is in the best interests of the Stampede Casino and its stakeholders in pursuing a potential monetization of the Stampede Casino assets and is supported by the Receiver and the Stampede Casino's primary secured creditor;
- (d) the proposed ERP is just, convenient and necessary to assist the Receiver in maintaining employees necessary and beneficial to assist in ongoing operations and the proposed sales process;
- (e) the proposed payments under the ERP and the triggers with respect to entitlement to such payments are reasonable and appropriate in the circumstances and are supported by the Receiver and the primary secured creditor;
- (f) the relief requested herein is just, appropriate and in the best interests of the within receivership proceedings.

AND FURTHER TAKE NOTICE that in support of this application will be read the pleadings and proceedings filed herein including the First Report of the Receiver dated August 25, 2009 and such further and other materials as counsel may advise and this Honourable Court

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may permit.

DATED at the City of Calgary, in the Province of Alberta, this 25th day of August, 2009.

MacLeod Dixon LLP

Per: _____

Howard A. Gorman
Counsel for Deloitte & Touche Inc. in
its capacity as Court appointed
Receiver and Manager of Calgary
West Hospitality Inc. o/a the
Stampede Casino

To: Service List
And to: Clerk of the Court

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JS
Bielby, M
11:00
Aug 28

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JUDICIAL CENTRE OF EDMONTON

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(Employee Retention Program and Retention
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MACLEOD DIXON LLP

3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta T2P 4H2
Telephone: (403) 267-8222
Fax: (403) 264-5973

File No. 265095