

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
(Sale of Stampede Casino)

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 ("Calgary West") before The Honourable Madam Justice J. Topolniski in chambers at the Law Courts Building, 1A Sir Winston Churchill Square, Edmonton, Alberta, T5J 0R2, on Thursday, the 20th day of May, 2010, at the hour of 3:30 o'clock in the afternoon 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. Authorizing and approving the Asset Purchase Agreement ("APA") and Share Purchase Agreement ("SPA") (collectively the "CES Sale Agreements") in the form substantially as attached to the Third Report of the Receiver dated May 14, 2010 and authorizing and directing the Receiver to take all steps and execute all documents reasonably required to carry out the terms of the CES Sale Agreements.
3. Granting a Vesting Order vesting title in the assets and related interests under the APA and the shares and trust units under the SPA and all other interests under the CES Sale

Agreements to the purchasers thereunder vesting title in such assets and interests free and clear of all claims, liens and encumbrances.

4. Providing such further and other relief, authorizations and directions necessary to carry out the term of the CES Sale Agreements.

AND TAKE NOTICE that the grounds of the application include the following:

- (a) the Receiver was appointed Receiver over the assets of Calgary West pursuant to an Order of this Court effective at 3:00 a.m. on August 17, 2009;
- (b) paragraph 3(l) of the Receivership Order dated August 13, 2009 requires Court approval for any transaction involving Calgary West's assets for consideration in excess of \$100,000;
- (c) the Receiver, and its agents, have conducted an extensive sales process with respect to Calgary West, including investigating the possibility of selling the assets and interests of Calgary West as a going concern;
- (d) the CES Sale Agreements are the best alternatives available to the Receiver to realize upon the Calgary West assets that have the ability to close in a timely fashion;
- (e) the CES Sale Agreements are in the best interests of the Calgary West receivership and are in the best interests of various affected parties including employees;
- (f) the CES Sale Agreements and this application are supported by the Bank of Montreal, the primary secured creditor of Calgary West;
- (g) the relief requested herein is just and appropriate in the circumstances; and
- (h) such further and other grounds as counsel may advise and this Honourable Court may permit.

AND FURTHER TAKE NOTICE that the Applicant will refer to the following at this application:

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- (i) the Third Report of the Receiver dated May 14, 2010;
- (ii) the pleadings and proceedings filed herein including the Receivership Order dated August 13, 2009;
- (iii) the inherent jurisdiction of this Honourable Court;
- (iv) such further and other materials as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 14th day of May, 2010.

Masleod 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

Action No. 0903-12151

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JUDICIAL CENTRE OF EDMONTON

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