

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C., c. C-36, AS AMENDED**

**AND IN THE MATTER OF
FAIRMONT RESORT PROPERTIES LTD., LAKE OKANAGAN RESORT
VACATION (2001) LTD., LAKE OKANAGAN RESORT (2001) LTD., AND
LL DEVELOPMENTS LTD.**

NOTICE OF MOTION

(Ninth Stay Extension and enhancement of CRO Powers)

TAKE NOTICE that an application will be made on behalf of Fairmont Resort Properties Ltd., Lake Okanagan Resort Vacation (2001) Ltd., Lake Okanagan Resort (2001) Ltd. and LL Developments Ltd. (collectively "Fairmont") before the Honourable Madam Justice B.E.C. Romaine in Chambers at the Court House, in the City of Calgary, in the Province of Alberta, on Tuesday, the 22nd day of June, 2010, at 9:15 o'clock in the forenoon, or so soon thereafter as counsel may be heard, for the following relief:

- (a) abridging time for service, if necessary, of this Notice of Motion and deeming service to be good and sufficient;
- (b) further extending the Stay Period (as that term is defined in paragraph 13 of the March 30, 2009 Order ("the Initial Order") of Madam Justice B.E.C. Romaine in the within proceedings) until and including July 30, 2010 or such other date as directed by this Honourable Court; and
- (c) an Order amending, extending and augmenting the powers of the chief restructuring officer ("CRO") allowing the CRO to make an assignment in bankruptcy and execute all related documents pursuant to section 49 of the *Bankruptcy Insolvency Act* of any or all of the Fairmont corporations;
- (d) such further and other relief as this Honourable Court may deem appropriate.

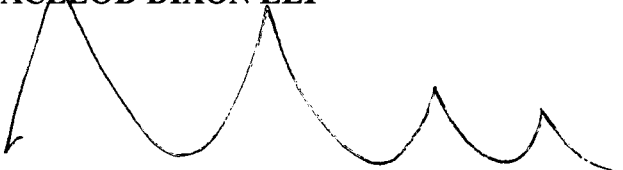
AND TAKE NOTICE that the grounds upon which this application will be made include the following:

- (a) Fairmont had been acting in good faith throughout in these proceedings;
- (b) Fairmont requires the extension of the Stay Period in order to conclude the sale of the assets and to effect the transaction contemplated and authorized by this Court's Order dated April 27, 2010;
- (c) upon concluding the said sales transaction, it may be appropriate for one or more of the Fairmont entities to be assigned into bankruptcy;
- (d) the Monitor is expected to support the proposed Stay Extension and enhancement of the CRO powers; and
- (e) the relief requested herein is just, appropriate and in the best interests of the within CCAA proceedings.

AND FURTHER TAKE NOTICE that in support of this application will be read the pleadings and proceedings filed herein and such further and other material as counsel may advise and this Honourable Court may permit perhaps including a further Affidavit of the CRO and a further Monitor's Report.

DATED at Calgary, Alberta, this 15th day of June, 2010.

MACLEOD DIXON LLP

Per: 

Howard A. Gorman

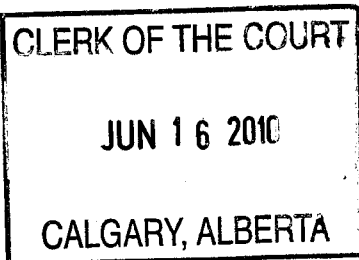
To: Service List
And To: Clerk of the Court

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