

CALL FOR TENDERS

A.H. (MTL) INC., A.H. (T.R.) INC., A.H. (AYL) INC., A.H. (QUÉ) INC., A.H. ROYALE INC., LES IMMEUBLES A.H. (ST-BASILE) INC., LES IMMEUBLES A.H. (AYLMER) INC., LES IMMEUBLES A.H. (TROIS-RIVIÈRES) INC., A.H.Q. (GESTION) INC., the Debtors/ Petitioners, and ATTRACTIONS HIPPIQUES (MONTREAL) S.E.C., ATTRACTIONS HIPPIQUES (TROIS-RIVIÈRES) S.E.C., ATTRACTIONS HIPPIQUES (AYLMER) S.E.C., ATTRACTIONS HIPPIQUES (QUÉBEC) S.E.C., the Mises-en-cause, (hereinafter "Attractions Hippiques", "AH", the "Company" or the "Vendors")

Attractions Hippiques is the owner, manager and/or operator of hippodromes offering live horse racing and simulcast wagering, as well as of a horse training center and a network of 16 off-track betting locations in the Province of Québec, Canada.

On June 26, 2008, pursuant to the Motion filed by AH, the Honourable Justice Chantal Corriveau of the Québec Superior Court (the "Court") issued an Initial Order in accordance with the provisions of the *Companies' Creditors Arrangement Act* ("CCAA") and appointed RSM Richter Inc. as Monitor (the "Monitor").

On April 28, 2009, the Court approved a sale process of all the assets (the "Assets") of the Company under the control and supervision of RSM Richter Inc. in its capacity as Court-appointed Monitor.

RSM Richter Inc. as Court-appointed Monitor

is hereby requesting offers to purchase the Assets of Attractions Hippiques on an "en bloc" or "lot by lot" basis.

All the Assets are located in the Province of Québec, Canada. The Assets offered for sale include the following:

- **Québec City Hippodrome:** rights to the land and buildings lease, leasehold improvements, racetrack equipment, rolling stock, machinery and tools, furniture and fixtures, computer equipment and software, audio/video equipment as well as any rights to the contracts with suppliers relating to pari-mutuel activities;
- **Trois-Rivières Hippodrome:** land and buildings, restaurant equipment, racetrack equipment, rolling stock, machinery and tools, furniture and fixtures, computer equipment and software, audio/video equipment as well as any rights to the contracts with suppliers relating to pari-mutuel activities;
- **Aylmer Hippodrome:** land and buildings, restaurant equipment, racetrack equipment, rolling stock, machinery and tools, furniture and fixtures, computer equipment and software, audio/video equipment as well as any rights to the contracts with suppliers relating to pari-mutuel activities;
- **Des Chênes Training Center (St-Basile-Le-Grand):** land, buildings and rolling stock;
- **Pari-Mutuel Activities:** Rights to the contracts with 16 off-track betting locations and suppliers, including telephone and computer account wagering activities (call center);
- **Miscellaneous:** leasehold improvements, restaurant equipment, racetrack equipment, rolling stock, machinery and tools, furniture and fixtures, computer equipment and software as well as audio/video equipment located at the Montreal Hippodrome.

It should be noted that all licenses and permits issued by government agencies relating to the pari-mutuel, the video lottery terminals and the racing activities are excluded from the sale of Assets and thereby do not form part of the Assets being offered for sale. All bidders must conform with existing legislation and apply and qualify for all necessary licenses and permits, if applicable.

A detailed information package, including the identification of the Assets and of the terms and conditions of the sale, will be available following transmission to RSM Richter Inc. of an acceptable letter of interest and the signature of a confidentiality agreement. **All confidentiality agreements shall be executed no later than May 22, 2009.** The conditions of sale form an integral part of this solicitation for offers and it is the responsibility of each Offeror to provide an offer respecting such conditions.

Offers must be received at the offices of RSM Richter Inc. no later than June 23, 2009 at noon (Montréal time). Preference will be given to offers which allow the Company to continue operating its business affairs as a going concern.

If you wish to obtain information relating to this Call for Tenders, please communicate with one of the following representatives of the Monitor:

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