



# GREAT CANADIAN GAMING CORPORATION

## INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three Month and Nine Month Periods Ended  
September 30, 2007

(Unaudited – Prepared by Management)

*(Expressed in millions, except per share information)*

# GREAT CANADIAN GAMING CORPORATION

## Interim Consolidated Statements of Financial Position

(Unaudited - Prepared by Management)

(Expressed in millions, except per share information)

		September 30, 2007	December 31, 2006
<b>ASSETS</b>			
<b>CURRENT</b>			
Cash and cash equivalents	Note 4	\$ 107.8	\$ 56.8
Restricted cash		6.6	2.6
Accounts receivable		10.8	13.3
Income taxes receivable		-	9.9
Due from Nova Scotia Gaming Corporation, current		16.2	17.1
Prepays, deposits and other		13.6	12.9
		<b>155.0</b>	112.6
Property, plant and equipment		562.5	565.8
Intangible assets		194.1	202.0
Goodwill		33.6	30.6
Due from Nova Scotia Gaming Corporation		6.3	17.7
Future income taxes		6.2	10.7
Other assets		5.2	1.3
		<b>\$ 962.9</b>	<b>\$ 940.7</b>
<b>LIABILITIES</b>			
<b>CURRENT</b>			
Accounts payable and accrued liabilities		\$ 63.4	\$ 62.0
Income taxes payable		4.9	-
Long-term debt, deferred credit and other liabilities, current		7.1	3.7
		<b>75.4</b>	65.7
Long-term debt	Note 5	330.8	390.3
Derivative liabilities	Note 6	63.8	-
Deferred credit, other liabilities and non-controlling interests		2.1	3.3
Future income taxes		77.3	86.5
		<b>549.4</b>	545.8
<b>SHAREHOLDERS' EQUITY</b>			
Share capital and contributed surplus	Note 7	342.8	335.9
Accumulated other comprehensive loss	Note 3	(10.5)	(5.3)
Retained earnings		81.2	64.3
		<b>413.5</b>	394.9
		<b>\$ 962.9</b>	<b>\$ 940.7</b>

See Accompanying Notes to the Interim Consolidated Financial Statements

**GREAT CANADIAN GAMING CORPORATION**  
**Interim Consolidated Statements of Earnings (Loss)**

(Unaudited - Prepared by Management)

(Expressed in millions, except per share information)

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
REVENUES	\$ 103.2	\$ 100.2	\$ 296.5	\$ 287.1
EXPENSES				
Human resources	45.1	45.6	134.5	133.5
Property, marketing and administration	27.2	27.6	78.9	80.8
Amortization	9.9	9.7	28.3	30.1
Stock-based compensation	1.8	1.3	5.2	5.0
Restructuring costs	Note 8 0.6	0.4	0.6	3.0
	<b>84.6</b>	<b>84.6</b>	<b>247.5</b>	<b>252.4</b>
EARNINGS FROM OPERATIONS	<b>18.6</b>	15.6	<b>49.0</b>	34.7
Interest and financing costs, net	5.5	34.8	18.9	44.4
Foreign exchange (gain) loss	0.3	(0.1)	0.6	1.6
	<b>5.8</b>	<b>34.7</b>	<b>19.5</b>	<b>46.0</b>
EARNINGS (LOSS) BEFORE INCOME TAXES	<b>12.8</b>	(19.1)	<b>29.5</b>	(11.3)
Income taxes (recovery)	Note 9 (0.2)	(5.6)	5.7	(5.5)
EARNINGS (LOSS) BEFORE NON-CONTROLLING INTERESTS	<b>13.0</b>	(13.5)	<b>23.8</b>	(5.8)
Non-controlling interests	0.4	0.6	1.0	1.3
NET EARNINGS (LOSS)	\$ <b>12.6</b>	\$ (14.1)	\$ <b>22.8</b>	\$ (7.1)
EARNINGS (LOSS) PER COMMON SHARE	Note 10			
Basic	\$ 0.15	\$ (0.16)	\$ 0.26	\$ (0.08)
Diluted	\$ 0.15	\$ (0.16)	\$ 0.26	\$ (0.08)

See Accompanying Notes to the Interim Consolidated Financial Statements

**GREAT CANADIAN GAMING CORPORATION**

(Unaudited - Prepared by Management)

(Expressed in millions, except per share information)

**Interim Consolidated Statements of Retained Earnings**

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Retained earnings, beginning of period	\$ 74.5	\$ 90.0	\$ 64.3	\$ 83.0
Net earnings (loss)	12.6	(14.1)	22.8	(7.1)
Repurchase of common shares	Note 7 (5.9)	-	(5.9)	-
<b>Retained earnings, end of period</b>	<b>\$ 81.2</b>	<b>\$ 75.9</b>	<b>\$ 81.2</b>	<b>\$ 75.9</b>

**Interim Consolidated Statements of Comprehensive Income (Loss) and Accumulated Other Comprehensive Income (Loss)**

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
Net earnings (loss)	\$ 12.6	\$ (14.1)	\$ 22.8	\$ (7.1)
<b>Other comprehensive income (loss), net of tax</b>				
Changes in fair values of derivatives designated as cash flow hedges, net of tax of \$9.5 and \$21.8 respectively	(18.3)	-	(42.0)	-
Loss on derivatives designated as cash flow hedges transferred to net earnings in the current period, net of tax of \$8.2 and \$21.7 respectively	15.8	-	41.9	-
Unrealized effect of foreign currency translation of foreign operations	(2.2)	-	(5.1)	0.5
<b>Other comprehensive income (loss)</b>	<b>(4.7)</b>	<b>-</b>	<b>(5.2)</b>	<b>0.5</b>
<b>Comprehensive income (loss)</b>	<b>\$ 7.9</b>	<b>\$ (14.1)</b>	<b>\$ 17.6</b>	<b>\$ (6.6)</b>
<b>Accumulated other comprehensive loss, beginning of period</b>	<b>\$ (5.8)</b>	<b>\$ (6.7)</b>	<b>\$ (5.3)</b>	<b>\$ (7.2)</b>
Other comprehensive income (loss)	(4.7)	-	(5.2)	0.5
<b>Accumulated other comprehensive loss, end of period</b>	<b>\$ (10.5)</b>	<b>\$ (6.7)</b>	<b>\$ (10.5)</b>	<b>\$ (6.7)</b>

**GREAT CANADIAN GAMING CORPORATION**  
**Interim Consolidated Statements of Cash Flows**

(Unaudited - Prepared by Management)

(Expressed in millions, except per share information)

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	2007	2006
<b>Cash Flows from Operating Activities</b>				
Net earnings (loss)	\$ 12.6	\$ (14.1)	\$ 22.8	\$ (7.1)
Adjustments to reconcile net earnings to net cash provided by operating activities:				
Amortization	9.9	9.7	28.3	30.1
Stock-based compensation and non-cash restructuring costs	1.8	1.3	5.2	6.0
Non-cash interest and financing costs	0.2	6.0	2.2	7.1
Future income taxes	(2.9)	(10.8)	(4.6)	(13.5)
Other	0.8	(0.2)	1.2	1.4
Changes in non-cash operating working capital	Note 11	13.0	0.1	17.2
Net cash provided by (used in) operating activities	35.4	(8.0)	72.3	12.1
<b>Cash Flows from Investing Activities</b>				
Purchase of property, plant and equipment, net of related accounts payable	(11.0)	(17.4)	(20.8)	(44.1)
Funds received from Nova Scotia Gaming Corporation	6.0	5.9	14.8	18.5
Funds due from Nova Scotia Gaming Corporation for purchases of plant and equipment	(1.0)	(1.8)	(2.8)	(15.0)
Restricted cash	(2.6)	0.9	(4.1)	-
Other	(1.5)	1.6	(3.9)	(1.1)
Net cash used in investing activities	(10.1)	(10.8)	(16.8)	(41.7)
<b>Cash Flows from Financing Activities</b>				
Proceeds from long-term debt	-	396.8	402.0	396.8
Repayment of long-term debt	(42.3)	(330.9)	(388.2)	(426.6)
Transaction costs	-	(2.5)	(12.1)	(3.9)
Common shares issued for cash, net of issuance costs	0.2	0.3	4.8	80.4
Purchase of common shares	(9.0)	-	(9.0)	-
Net cash provided by (used in) financing activities	(51.1)	63.7	(2.5)	46.7
Effect of foreign exchange on cash and cash equivalents	(0.9)	0.1	(2.0)	(0.1)
<b>Net Cash Inflow (Outflow)</b>	<b>(26.7)</b>	<b>45.0</b>	<b>51.0</b>	<b>17.0</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>134.5</b>	<b>41.8</b>	<b>56.8</b>	<b>69.8</b>
<b>Cash and cash equivalents, end of the period</b>	<b>\$ 107.8</b>	<b>\$ 86.8</b>	<b>\$ 107.8</b>	<b>\$ 86.8</b>
<b>Supplemental Disclosure</b>				
Interest received	\$ 1.3	\$ 1.3	\$ 4.5	\$ 3.4
Interest paid	\$ 10.4	\$ 37.4	\$ 17.7	\$ 50.5
Income taxes paid (received)	\$ (7.1)	\$ (3.6)	\$ (5.1)	\$ 6.6

# **GREAT CANADIAN GAMING CORPORATION**

## **Notes to the Interim Consolidated Financial Statements**

For the Three Month and Nine Month Periods Ended September 30, 2007

(Unaudited – Prepared by Management)

(Expressed in millions, except per share information)

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### **1. NATURE OF BUSINESS**

Great Canadian Gaming Corporation (the “Company”) is a multi-jurisdictional gaming and entertainment operator with operations in British Columbia, Ontario, and Nova Scotia in Canada, and Washington State in the United States of America. The Company operates eleven casinos, a thoroughbred racetrack, four standardbred racetracks (three of which have slot machines), a community gaming centre, a hotel, two show theatres and numerous associated food and beverage and entertainment facilities.

### **2. INTERIM CONSOLIDATED FINANCIAL STATEMENTS – BASIS OF PRESENTATION**

These unaudited interim consolidated financial statements include the accounts of the Company, its subsidiaries and variable interest entities subject to consolidation. The interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements and accordingly, certain information and note disclosures normally included in the audited annual consolidated financial statements have been omitted. As a result, these unaudited interim consolidated financial statements should be read in conjunction with the Company’s audited annual consolidated financial statements for the year ended December 31, 2006 (“Annual Financial Statements”).

These unaudited interim consolidated financial statements have been prepared using the same accounting principles as set out in the Annual Financial Statements of the Company for the year ended December 31, 2006, with the exception of the change in accounting policies described in Note 3.

Certain of the prior period’s comparative figures have been reclassified to conform to the current period’s presentation.

### **3. CHANGE IN ACCOUNTING POLICIES**

#### *a) Financial Instruments*

On January 1, 2007, the Company adopted new accounting policies for financial instruments by adopting the following new standards of the Canadian Institute of Chartered Accountants (“CICA”): Handbook Section 1530 – Comprehensive Income; Handbook Section 3251 – Equity; Handbook Section 3855 – Financial Instruments – Recognition and Measurement; Handbook Section 3861 – Financial Instruments – Disclosure and Presentation; and Handbook Section 3865 – Hedges. These new standards have been applied retrospectively without prior period restatement, except for the presentation of the cumulative unrealized effect of foreign currency translation of foreign operations on the consolidated statements of financial position as a component of accumulated other comprehensive income or loss. The change in accounting policies had no other material impact on the Company’s consolidated financial statements at January 1, 2007.

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**Notes to the Interim Consolidated Financial Statements**  
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**3. CHANGE IN ACCOUNTING POLICIES (Continued)**

a) *Financial Instruments (Continued)*

i) *Comprehensive Income*

CICA Handbook Section 1530 introduces comprehensive income, which consists of net earnings on the consolidated statements of earnings (loss) and other comprehensive income (loss) ("OCI"). OCI represents changes in shareholders' equity in a period arising from the portion of the change in the fair values of the Company's derivatives designated as cash flow hedges that are determined to be effective, gains and losses on derivatives designated as cash flow hedges transferred to net earnings in the current period, and the unrealized effect of foreign currency translation of foreign operations.

ii) *Financial Instruments*

CICA Handbook Sections 3855 and 3861 establish standards for the recognition, measurement, presentation and disclosure of financial instruments. Financial instruments are initially recognized at fair value. The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values of financial instruments are based on independent prices quoted in active markets. In the absence of an active market, fair values are determined based on valuation models such as discounted cash flows, which require the use of assumptions concerning the amount and timing of estimated future cash flows and discount rates. Subsequent measurement depends on management's classification of the financial assets as held-for-trading, available-for-sale, held-to-maturity or as loans and receivables, and financial liabilities as held-for-trading or as other liabilities. The classification of financial instruments depends on the nature of and the purpose of the financial instruments, management's choice and in some circumstances, management's intentions.

Held-for-Trading

Financial instruments classified as held-for-trading are measured at fair value with the realized and unrealized changes in fair value recognized each reporting period through interest and financing costs, net on the consolidated statement of earnings. The Company had no transition adjustments at January 1, 2007 for held-for-trading financial instruments, as the Company's held-for-trading financial instruments were already carried at fair value.

Available-for-Sale

Financial assets classified as available-for-sale are measured at fair value with the unrealized changes in fair value recorded each reporting period in OCI. Investments in equity instruments classified as available-for-sale that do not have a quoted price in an active market are recorded at cost. Each reporting period, available-for-sale assets are written down to fair value through interest and financing costs, net on the consolidated statement of earnings to reflect impairments that are considered to be other than temporary. The Company had no transition adjustments at January 1, 2007, as its available-for-sale financial instruments were carried at their fair value of \$nil to reflect an impairment.

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**3. CHANGE IN ACCOUNTING POLICIES (Continued)**

a) *Financial Instruments (Continued)*

ii) *Financial Instruments (Continued)*

Held-to-Maturity, Loans and Receivables and Other Liabilities

Financial instruments classified as held-to-maturity, loans and receivables and other liabilities are measured at amortized cost using the effective interest method. The Company had no material transition adjustments at January 1, 2007 for held-to-maturity financial instruments, loans and receivables, or other liabilities since their carrying value as at January 1, 2007 approximated their amortized cost.

iii) *Embedded derivatives*

The Company assessed the existence of embedded derivatives in its financial instruments. Other than the embedded derivative related to the early redemption option on the Senior Subordinated Notes (Note 6(b)), the Company does not have any material embedded derivatives that require separate accounting. Changes in the fair value of the Company's embedded derivatives are recorded in interest and financing, net on the consolidated statements of earnings.

iv) *Hedges*

CICA Handbook Section 3865 specifies the criteria that must be satisfied in order for a financial instrument to be considered an effective hedge and for hedge accounting to be applied. It also defines the accounting treatment for each of the permitted hedging strategies: fair value hedges, cash flow hedges, and hedges of foreign currency exposures of net investments in self-sustaining foreign operations. The Company assesses the effectiveness of its hedging instruments at each reporting period. Hedge accounting is discontinued prospectively when the hedging relationship no longer qualifies as an effective hedge, or it is terminated upon the early termination of the hedged item. When hedge accounting is discontinued, changes in fair value of these financial instruments are recorded as interest and financing, net on the consolidated statements of earnings.

The Company had no transition adjustments for hedges, as it had no hedging relationships at January 1, 2007.

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**3. CHANGE IN ACCOUNTING POLICIES (Continued)**

*a) Financial Instruments (Continued)*

*iv) Hedges (Continued)*

In anticipation of refinancing the Company's debt on February 14, 2007, the Company entered into cross-currency interest rate swaps (Note 6(a)) to hedge the U.S. dollar exchange rate and interest rate risks associated with the issued debt. The Company designated these cross-currency interest rate swaps as cash flow hedges. These hedging instruments are presented on the consolidated statements of financial position at September 30, 2007 at fair value. The portion of the changes in fair values of the cross-currency interest rate swaps that is determined to be effective is recorded in OCI as changes in fair value of derivatives designated as cash flow hedges, and any ineffective portion is recorded as interest and financing, net in the consolidated statements of earnings. The hedged debt is translated to Canadian dollars at the exchange rate in effect on the last day of the reporting period, and through the application of hedge accounting, the resulting foreign exchange gains or losses included in the foreign exchange (gain) loss line of the consolidated statements of earnings are effectively offset by the gain or loss on derivatives designated as cash flow hedges.

*v) Translation of foreign operations*

As specified in CICA Handbook Section 1530, since transition on January 1, 2007, the Company presented the unrealized effect of foreign currency translation of foreign operations as a component of accumulated OCI for the current and prior periods.

*vi) Transaction costs*

In accordance with CICA Handbook Section 3855, the Company recorded transaction costs for the Term Loan B and the Senior Subordinated Notes (Note 5(a)) as a reduction of the carrying value of the related debt, and amortizes these costs using the effective interest method over the term of the related debt. Transaction costs related to the Revolving Credit Facility are included in other assets on the consolidated statements of financial position and are amortized on a straight-line basis over the term of the Revolving Credit Facility through the interest and financing, net line of the consolidated statements of earnings.

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**4. CASH AND CASH EQUIVALENTS**

	<b>September 30, 2007</b>	December 31, 2006
Cash in bank	\$ 42.8	\$ 30.0
Cash floats	9.8	9.2
Cash equivalents	55.2	17.6
	<b>\$ 107.8</b>	<b>\$ 56.8</b>

**5. LONG-TERM DEBT**

	<b>September 30, 2007</b>	December 31, 2006
Term Loan B, net of unamortized transaction costs of \$3.2	\$ 165.1	\$ -
Senior Subordinated Notes and \$1.9 unamortized premium net of unamortized transaction costs of \$6.7	164.6	-
Hastings Promissory Note	3.0	3.4
Obligations under capital leases and other debt	1.3	1.4
Bridge Credit Facility - Revolving Credit Facility (Note 5(b))	-	95.0
Bridge Credit Facility - Non-Revolving Credit Facility (Note 5(b))	-	250.0
Flamboro Promissory Note (Note 5(c))	-	41.7
	<b>334.0</b>	391.5
Less: current portion	3.2	1.2
	<b>\$ 330.8</b>	<b>\$ 390.3</b>

The expected repayments of long-term debt for the five following twelve month periods ended September 30 are as follows:

2008	\$ 3.2
2009	3.1
2010	2.7
2011	2.7
2012	2.7

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**Notes to the Interim Consolidated Financial Statements**

For the Three Month and Nine Month Periods Ended September 30, 2007

(Unaudited – Prepared by Management)

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**5. LONG-TERM DEBT (Continued)**

*a) Debt refinancing*

On February 14, 2007, the Company completed its debt refinancing. The refinancing consisted of three components: (i) an undrawn \$200.0 Senior Secured Revolving Credit Facility; (ii) a US\$170.0 Senior Secured Term Loan B; and (iii) US\$170.0 of Senior Subordinated Notes. The gross proceeds of the debt refinancing were \$401.9. The net proceeds were \$388.7 after transaction costs of \$13.2, and were used to repay and retire the Bridge Credit Facility, provide cash that was used to repay the Flamboro Promissory Note on July 3, 2007 (Note 5(c)) and provide cash for future capital expenditures and working capital purposes.

The Senior Secured Revolving Credit Facility (the “Revolving Credit Facility”) and the Senior Secured Term Loan B (the “Term Loan B”) are guaranteed and secured by substantially all of the assets of the Company and its subsidiaries. Both the Revolving Credit Facility and the Term Loan B require the Company to comply with certain operational covenants and the following financial covenants (capitalized terms are defined in the underlying debt agreements): Total Debt to Adjusted EBITDA ratio of 5.0 or less; Senior Debt to Adjusted EBITDA ratio of 3.5 or less, and Interest Coverage ratio of greater than 2.0 for the first three years following February 14, 2007 and greater than 2.25 thereafter.

Subject to compliance with all operational and financials covenants, the Company has the option to increase the Revolving Credit Facility or issue additional term loans by up to \$150.0 on the same terms and conditions in the case of the Revolving Credit Facility and on the same terms and conditions except with limitations on the market interest rate margin applicable at that time in the case of the term loans.

The Revolving Credit Facility has a five-year term. The interest rate on advanced amounts and the commitment fee on the unused facility are based on the Company’s Total Debt to Adjusted EBITDA ratio, which is calculated quarterly.

The Term Loan B is denominated in U.S. dollars (US\$169.2 as at September 30, 2007) and bears interest at a floating rate (LIBOR plus 1.50%), payable quarterly. The Company has hedged both the currency risk and the floating interest rate risk to effectively result in a principal of \$199.8 as at September 30, 2007 in Canadian dollars and a fixed interest rate of 6.1% per annum. The Term Loan B has a term of 7 years and is repayable without premium or penalty, subject to customary costs, at any time. Principal repayments of \$0.5 in Canadian dollars are required quarterly, with the balance due at maturity on February 13, 2014.

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**5. LONG-TERM DEBT (Continued)**

*a) Debt refinancing (Continued)*

The Senior Subordinated Notes (the “Subordinated Notes”) are unsecured and guaranteed by the Company and substantially all of its subsidiaries. The Subordinated Notes are denominated in U.S. dollars (US\$170.0) and bear interest at a rate of 7.25%, payable semi-annually. The Company has hedged the currency risk to effectively result in a principal of \$201.1 in Canadian dollars at a fixed interest rate of 6.6% per annum. The Subordinated Notes have a term of 8 years with the principal amount of the notes repayable at maturity on February 15, 2015. There are provisions for early redemptions of the Subordinated Notes during defined periods prior to maturity with payment of defined premiums. These provisions for early redemption were recorded at their fair value on February 14, 2007 as a derivative asset and as a premium on the Subordinated Notes (Note 6(b)).

The Subordinated Notes require the Company to comply with operational and financial covenants. The financial covenant requires the Company to maintain a Fixed Charge Coverage Ratio, as defined in the underlying note agreement, of greater than 2.0 and is tested on the occurrence of specified events.

All the debt facilities have: (i) mandatory repayments in the case of proceeds from certain asset sales or receipt of insurance proceeds that are not re-invested by the Company within certain time limits; (ii) restrictions on certain asset sales, acquisitions, and distributions; (iii) limitations on the incurrence of additional debt or indebtedness or liens; and (iv) provisions for the Company to re-purchase and re-issue portions of the Term Loan B and/or Subordinated Notes should the holder be required to register with a gaming authority having jurisdiction over the Company and either refuses or is found to be unsuitable for registration.

The transaction costs of establishing the Term Loan B and the Subordinated Notes were \$10.5 and were recorded as a reduction of the balance of the related debt, and are expensed to interest and financing costs, net on the consolidated statements of earnings over the term of the related debt using the effective interest method. The transaction costs of establishing the Revolving Credit Facility were \$2.7 and are recorded as a component of other assets on the consolidated statements of financial position, and are expensed to interest and financing costs, net on the consolidated statements of earnings over the term of the Revolving Credit Facility.

*b) Bridge Credit Facility*

Using the proceeds from the issuance of the Term Loan B and Subordinated Notes, the Bridge Credit Facility was retired on February 14, 2007. Deferred transaction costs of \$1.6 associated with the Bridge Credit Facility were expensed to interest and financing costs, net on the consolidated statement of earnings during the nine month period ended September 30, 2007.

*c) Flamboro Promissory Note*

On July 3, 2007, the Flamboro promissory note of \$41.7 was repaid using proceeds from the issuance of the Term Loan B and Subordinated Notes.

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**6. DERIVATIVES**

a) *Cross-currency interest rate swaps*

The Company's risk management strategy is to minimize exposure to currencies other than Canadian dollar and, with the exception of revolving lines of credit, to fix substantially all of its floating interest rate debt. The Company's interest rate risk is limited to the floating interest rate risk associated with the Revolving Credit Facility.

In anticipation of issuance of the Company's debt refinancing, the Company entered into a series of cross-currency interest rate swaps that effectively converted both the U.S. dollar floating interest rate Term Loan B and the U.S. dollar fixed interest rate Subordinated Notes into Canadian dollar fixed interest rate debt. The cross-currency interest rate swap agreements are:

Debt	Notional Principal		Interest Rate		Maturity Date
	Receive (USD)	Pay (CAD)	Receive (USD)	Pay (CAD)	
Term Loan B	\$169.2 <sup>(1)</sup>	\$199.8 <sup>(1)</sup>	US LIBOR+1.50%	6.1%	February 13, 2014
Subordinated Notes	\$170.0	\$201.1	7.25%	6.6%	February 15, 2015

<sup>(1)</sup> The Term Loan B cross currency interest rate swap's notional principal reduces by 0.25% of the original principal of \$170.0 USD quarterly to match the scheduled principal reductions on the Term Loan B.

These cross-currency interest rate swaps have been evaluated by the Company and have been designated as effective hedges of the cash flows associated with the Term Loan B and the Subordinated Notes. The Company has applied hedge accounting to these swaps, as it believes hedge accounting to be representative of the economic substance of the underlying transactions.

As at September 30, 2007, the cross-currency interest rate swaps have been recorded as a long-term liability at their fair value of \$63.8. The cross-currency interest rate swaps were determined to be fully effective hedges of the cash flows associated with the Term Loan B and the Subordinated Notes and, accordingly the changes in fair values have been recorded in other comprehensive income.

The fair values of the Company's cross-currency interest rate swaps at September 30, 2007 were determined based on a discounted cash flow model. This model makes assumptions regarding the U.S. dollar exchange rate and discount rates, which are based on the prevailing U.S. dollar exchange rates and prevailing interest rates in Canada and the U.S. at September 30, 2007.

b) *Embedded derivative*

The Company's Subordinated Notes agreement has provisions for early redemption during defined periods prior to maturity with the payment of defined premiums. On issuance of the Subordinated Notes on February 14, 2007, the \$2.1 fair value of this embedded derivative was recorded as a derivative asset in other assets and as a premium on the long-term debt on the consolidated statements of financial position. The fair value of this embedded derivative included in other assets as at September 30, 2007 is \$1.6 and the change in the fair value was recorded in interest and financing, net on the consolidated statements of earnings. The premium is amortized over the term of the Subordinated Notes using the effective interest method.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three Month and Nine Month Periods Ended September 30, 2007  
(Unaudited – Prepared by Management)  
(Expressed in millions, except per share information)

**7. SHARE CAPITAL AND CONTRIBUTED SURPLUS**

a) *Share capital and contributed surplus*

	Common Shares		Contributed Surplus	Share Capital And Contributed Surplus
	Number <sup>(1)</sup>	Amount	Amount	Amount
At December 31, 2005	79,450	\$ 239.9	\$ 7.9	\$ 247.8
Treasury offering, net of tax effected issuance costs of \$0.3	6,206	79.7	-	79.7
Stock based compensation and restructuring costs	-	-	7.4	7.4
Exercise of incentive stock options	491	1.4	(0.4)	1.0
At December 31, 2006	86,147	\$ 321.0	\$ 14.9	\$ 335.9
Stock based compensation	-	-	5.2	5.2
Exercise of incentive stock options	584	6.2	(1.4)	4.8
Common shares cancelled (Note 7(b))	(772)	(2.9)	(0.2)	(3.1)
At September 30, 2007	85,959	\$ 324.3	\$ 18.5	\$ 342.8

<sup>(1)</sup> Share information is presented in thousands of common shares.

b) *Normal course issuer bid*

On July 19, 2007, the Company announced its intention to commence a normal course issuer bid for up to 6.4 million of its common shares, representing approximately 10% of the public float of the common shares of the Company. Purchases will be by way of open market purchases through the facilities of the TSX, and conducted at the market price at the time of acquisition. All shares purchased by the Company will be subsequently cancelled.

The Company received approval from the TSX to commence this bid on July 23, 2007. The bid will end on July 22, 2008 or earlier if the number of common shares sought in the issuer bid have been obtained. The Company has reserved the right to terminate the bid earlier if it feels it is appropriate to do so. Pursuant to TSX policies, daily purchases made by the Company will not exceed 70,103 common shares or 25% of the average daily trading volume of 280,414 common shares on the TSX, subject to certain prescribed exceptions.

During the nine months ended September 30, 2007, the Company acquired and cancelled 772,200 common shares for \$9.0. Of the \$9.0 costs to acquire and cancel these common shares, \$3.1 was deducted from share capital and contributed surplus and the remaining \$5.9 was deducted from retained earnings. Subsequent to September 30, 2007, the Company purchased an additional 424,300 common shares at a cost of \$5.8.

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Interim Consolidated Financial Statements**

For the Three Month and Nine Month Periods Ended September 30, 2007

(Unaudited – Prepared by Management)

(Expressed in millions, except per share information)

**7. SHARE CAPITAL AND CONTRIBUTED SURPLUS (Continued)**

*c) Stock Option Plans*

	Options <sup>(1)</sup>	Weighted-Average Exercise Price
Outstanding at December 31, 2006	5,146	\$ 12.30
Granted	1,948	11.89
Cancelled/Expired	(127)	16.17
Exercised	(584)	8.21
Outstanding at September 30, 2007	6,383	\$ 12.47

<sup>(1)</sup> Options information is presented as options for thousands of common shares.

**8. RESTRUCTURING COSTS**

Restructuring costs of \$0.6 in the third quarter and first nine months of 2007 related primarily to contract termination costs associated with the upcoming November 2007 closure of our Casino on Broadway in Vancouver, BC. In the third quarter and first nine months of 2006, restructuring costs consisted of severances, and other obligations associated with departed employees.

**9. INCOME TAXES (RECOVERY)**

The Company's income tax provision (recovery) is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Basic blended federal and provincial tax at statutory income tax rate	<b>33.09%</b>	34.41%	<b>33.74%</b>	33.61%
Expected income tax provision for the period	<b>\$ 4.2</b>	\$ (6.6)	<b>\$ 9.9</b>	\$ (3.8)
Effect of :				
Non-deductible stock-based compensation	<b>0.6</b>	0.5	<b>1.8</b>	2.1
Tax rate differential on and adjustments related to prior years' income tax provisions	<b>(5.0)</b>	-	<b>(5.0)</b>	-
Change in tax rates on future income taxes	-	-	<b>(1.0)</b>	(5.2)
Non-deductible capital losses	-	0.1	-	1.3
Other	-	0.4	-	0.1
	<b>\$ (0.2)</b>	\$ (5.6)	<b>\$ 5.7</b>	\$ (5.5)

**GREAT CANADIAN GAMING CORPORATION**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three Month and Nine Month Periods Ended September 30, 2007  
(Unaudited – Prepared by Management)  
(Expressed in millions, except per share information)

**10. EARNINGS (LOSS) PER COMMON SHARE**

The following table sets out the computation of basic and diluted earnings per common share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Net earnings (loss), as reported (A)	\$ 12.6	\$ (14.1)	\$ 22.8	\$ (7.1)
Weighted average number of common shares outstanding (B) <sup>(1)</sup>	86,434	86,087	86,502	83,911
Dilutive adjustment for stock options <sup>(1)</sup>	359	-	394	-
Diluted weighted-average number of common shares (C) <sup>(1)</sup>	86,793	86,087	86,896	83,911
Earnings (loss) per common share				
Basic (A/B)	\$ 0.15	\$ (0.16)	\$ 0.26	\$ (0.08)
Diluted (A/C)	\$ 0.15	\$ (0.16)	\$ 0.26	\$ (0.08)

<sup>(1)</sup> Share information is presented in thousands of common shares.

**11. CHANGES IN NON-CASH OPERATING WORKING CAPITAL**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2007	2006	2007	2006
Accounts receivable	\$ 0.2	\$ 0.5	\$ 2.8	\$ 4.9
Income taxes receivable	-	7.4	9.3	1.8
Prepays, deposits and other assets	3.6	(0.8)	(2.1)	(7.1)
Accounts payable and accrued liabilities	(0.1)	(7.8)	1.7	(10.4)
Income taxes payable	9.3	0.8	5.5	(1.1)
	\$ 13.0	\$ 0.1	\$ 17.2	\$ (11.9)

**12. FACILITY DEVELOPMENT COMMISSION APPROVED AMOUNTS**

As at September 30, 2007, the Company has \$348.5 (December 31, 2006 – \$350.4) in Approved Amounts (a term defined in the Company's COSAs with the BCLC) to be recovered by future Facility Development Commission ("FDC") and the Accelerated Facility Development Commission ("AFDC"). Approved Amounts have not been recorded in the consolidated statements of financial position. Since FDC and AFDC are earned as a fixed percentage of gaming win, subject to the Company incurring sufficient Approved Amounts, recovery of Approved Amounts requires that our operating agreements with BCLC remain in good standing.

**13. CONTINGENCIES**

As part of the acquisition agreements related to Chances Gaming Entertainment, Fraser Downs Racetrack and Casino, and Georgian Downs, the Company has agreed to make future contingent payments dependent on operations at these locations.