

[31] The question before me is whether the motion in annulment is in the nature of a review that has not yet been exhausted or abandoned. In its 1999 decision, the Quebec Court of Appeal described the article of the *Quebec Civil Code of Procedure* ("CCP") on which the Retired Typographers' challenge is based.

This article [947 C.C.P.] states that an application for cancellation is the only recourse possible against an award made under an arbitration clause. Cancellation is obtained by motion to the court or by opposition to a motion for homologation. The court to which the application is made cannot enquire into the merits of the dispute (articles 946.2 and 947.2 C.C.P.). It can only cancel or set aside the award if it is established under article 946.4 C.C.P. that:

- (1) one of the parties was not qualified to enter into the arbitration agreement;
- (2) the arbitration agreement is invalid under the law elected by the parties or, failing any indication in that regard, under the laws of Quebec;
- (3) the party against whom the award is invoked was not given proper notice of the appointment of an arbitrator or of the arbitration proceedings or was otherwise unable to present his case;
- (4) the award deals with a dispute not contemplated by or not falling within the terms of the arbitration agreement, or it contains decisions on matters beyond the scope of the agreement; or
- (5) the mode of appointment of arbitrators or the applicable arbitration procedure was not observed.⁸

[32] In the Quebec Court of Appeal's 2003 decision, the Court referred to the motion to annul provision in the Quebec Code of Civil Procedure and noted that article 947 stated that the only possible recourse against an arbitration award was an application for its annulment. By virtue of article 947.2 and 946.2, a court could not enquire into the merits of a dispute. The Court of Appeal stated:

⁸ At page 21.

“By establishing that these legal decisions are final and without appeal the Code reinforces the autonomy of the arbitration procedure and its conduct. By limiting the grounds for annulling or refusing the homologation of an award, the Code reinforces the autonomy of the arbitration process and its outcome.”⁹

[33] As a result of Arbitrator Sylvestre’s September 28, 2000 decision and the Quebec Court of Appeal’s August 6, 2003 decision, clearly CEP and the Retired Typographers are estopped from relitigating the following:

- (i) the description of the heads of damages. They are limited to salaries and benefits set forth in the applicable collective agreement; and
- (ii) the endpoint for the calculation of damages which is January 21, 2000.

[34] In my view, the motion in annulment is in the nature of a review as contemplated by Arbour J. in *Toronto (City) v. CUPE, Local 79*¹⁰. That said, this does not mean that the Retired Typographers are at liberty to relitigate the entire proceedings. Rather, the Claims Officer should be limited by the determination of the nine month period of damages previously established by Arbitrator Sylvestre but subject to consideration of whether the motion in annulment is meritorious based on the evidence presented. If it is meritorious, the Claims Officer would be at liberty to authorize the Retired Typographers to bring a motion before me seeking to lift the stay or to make any other order he felt was appropriate. If the motion in annulment is not meritorious, the Claims Officer would simply quantify the Retired Typographers’ salary and benefits for the period between May, 1999 and January 21, 2000. The claims officer should also consider any appropriate claim for setoff. This is consistent with the broad definition of “claim” and the description of the Claims Officer’s powers found in the Amended Claims Procedure Order. While recognizing that there is some possibility that different results may ensue for the Assumed Typographers on the one hand and the Retired Typographers on the other, it seems to me that this determination is fair and is in keeping with both the objectives of the CCAA and the summary procedure provided for by my earlier orders.

⁹ At para 43.


¹⁰ [2003] 3 S.C.R. 77 at p. 107.

(a) Claim Relating to July, 2000 Grievance

[35] As for the claim relating to the July, 2000 grievance, as submitted by the Monitor, if the CEP claim is submitted to a Claims Officer, the Monitor proposes to take the position that CEP's claim in that regard is barred by the provisions of the Amended Claims Procedure Order. In my view, that is an appropriate procedure.

Conclusion

[36] In conclusion, I have not granted the full relief requested by Postmedia but have provided directions to guide the parties in the resolution of the Retired Typographers' claims. If any other issues need to be addressed, I may be spoken to at a 9:30 am appointment.


Pepall J.

Released: July 28, 2011

CITATION: Canwest Publishing Inc., 2011 ONSC 4518
COURT FILE NO.: CV-10-8533-00CL
DATE: 20110728

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

**IN THE MATTER OF THE COMPANIES'
CREDITORS ARRANGEMENT ACT, R.S.C, 1985,
c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF
COMPROMISE OR ARRANGMENT OF
CANWEST PUBLISHING INC./PUBLICATIONS
CANWEST INC., CANWEST BOOKS INC., AND
CANWEST (CANADA) INC.**

Applicants

REASONS FOR DECISION

Pepall J.

Released: July 28, 2011

D

APPENDIX "D"

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC.,
CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

AFFIDAVIT OF PAUL BISHOP
(sworn September 22, 2011)

I, Paul Bishop, of the City of Toronto, in the Province of Ontario MAKE OATH
AND SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("FTI") and, as such, I have knowledge of the matters to which I hereinafter depose.
2. On January 8, 2010, Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively the "**LP Entities**"), obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended, (the "**CCAA**") pursuant to the initial order granted by the Honourable Madam Justice Pepall (the "**Initial Order**"). FTI was appointed as monitor (the "**Monitor**") of the LP Entities. The proceedings commenced by the LP Entities under the CCAA will be referred to herein as the "**CCAA Proceedings**".
3. This affidavit is made in support of a motion for, *inter alia*, the approval of fees and disbursements of FTI for the period of April 1, 2011 to August 31, 2011.

4. Attached and marked collectively as **Exhibit "A"** to this affidavit are true copies of the accounts rendered to the LP Entities for the period of April 1, 2011 to August 31, 2011 (redacted for confidential information), in the total amount of \$121,103.38.

5. Attached hereto as **Exhibit "B"** is a schedule summarizing each invoice in Exhibit "A", the fees, disbursements, HST and total fees charged for each invoice.

6. Attached hereto as **Exhibit "C"** is a schedule summarizing the billing rates and total amounts billed with respect to each member of FTI that rendered services in the CCAA Proceedings from April 1, 2011 to August 31, 2011.

7. To the best of my knowledge, the rates charged by FTI throughout the course of the CCAA Proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

8. The hours spent on this matter involved monitoring the LP Entities and dealing with a number of CCAA issues (as more particularly described in the Monitor's reports) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.

9. Additional professional time will be required to complete the CCAA Proceedings.

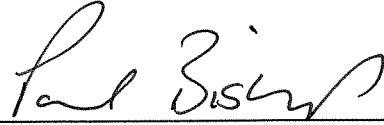
10. FTI requests that the Court approve its accounts for the period of April 1, 2011 to August 31, 2011 for fees in the amount of \$107,135.50, disbursements of \$35.63 and HST of \$13,932.25.

11. This Affidavit is sworn in support of a motion for the approval of the fees and disbursements and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario on September 22, 2011.



Commissioner for Taking Affidavits



Paul Bishop

Michael David Smith, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.

1

THIS IS EXHIBIT "A"

referred to in the Affidavit of

PAUL BISHOP

Sworn September 22, 2011.



A Commissioner for Taking Affidavits

Michael David Smith, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.



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FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

Invoice Remittance

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

April 30, 2011
FTI Invoice No. 29000057
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2011

	<i>CAD (\$)</i>
Professional Services.....	\$25,589.00
Expenses.....	<u>\$16.96</u>
Total Fees and Expenses.....	\$25,605.96
HST Registration No. 835718024RT0001	<u>\$3,328.77</u>
Total Amount Due this Period.....	\$28,934.73
Previous Balance Due.....	<u>\$0.00</u>
Total Amount Due.....	<u><u>\$28,934.73</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Canada Inc.
Beneficiary account number: 476960861715



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Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Invoice Summary

April 30, 2011
FTI Invoice No. 29000057
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	22.8	\$18,924.00
Steven Bissell	Managing Director	\$700.00	3.8	\$2,660.00
Jodi Porepa	Director	\$575.00	6.2	\$3,565.00
Pamela Luthra	Director	\$550.00	0.4	\$220.00
Ana Arevalo	Administrative Professional	\$110.00	2.0	\$220.00
Total Hours and Fees			35.2	\$25,589.00
Other/Miscellaneous				\$16.96
Total Expenses				\$16.96
HST Registration No. 835718024RT0001				\$3,328.77
Invoice Total for Current Period				\$28,934.73

Professional	Standard		Amount
	Hours	Rates	
Paul Bishop	22.80	830	18,924.00
Steven Bissell	3.80	700	2,660.00
Jodi Porepa	6.20	575	3,565.00
Pamela Luthra	0.40	550	220.00
Ana Arevalo	2.00	110	220.00
Total Hours and Fees	35.20		\$ 25,589.00
Expenses			
Airfare			\$ -
Lodging			-
Meals – Incurred in Office			-
Meals – Out of Office			-
Taxi			-
Mileage			-
Parking			-
Auto Rental			-
Attenex Data Processing			-
Purchased Services (advertising of CCAA process)			-
Miscellaneous Expenses			16.96
Total Expenses			\$ 16.96
Total Fees and Expenses			\$ 25,605.96
13% HST #835718024RT0001			\$ 3,328.77
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 28,934.73

Canwest Limited Partnership
012660.0008 - April 30, 2011
Invoice # 29000057

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
04/20/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending April 17, 2011.	1
04/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending March 31, 2011.	1
04/01/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending March 31, 2011.	1
04/27/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending April 24, 2011.	1
04/21/11	14800	Paul Bishop	1.30	\$ 1,079.00	1.30	\$ 1,079.00	Typographer claim analysis.	1
04/20/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Call regarding typographers prepare for same. Review of typographer claims information.	1
04/19/11	14800	Paul Bishop	2.70	\$ 2,241.00	2.70	\$ 2,241.00	Calls and review of materials regarding Postmedia application.	1
04/18/11	14800	Paul Bishop	4.20	\$ 3,486.00	4.20	\$ 3,486.00	Motion material and information regarding Postmedia application.	1
04/01/11	14800	Paul Bishop	1.40	\$ 1,162.00	1.40	\$ 1,162.00	Calls and review of material regarding typographers.	1
04/29/11	14800	Paul Bishop	0.50	\$ 415.00	0.50	\$ 415.00	Correspondence from typographers.	1
04/15/11	14800	Paul Bishop	3.60	\$ 2,988.00	3.60	\$ 2,988.00	Review of Postmedia motion material.	1
04/12/11	14800	Paul Bishop	0.80	\$ 664.00	0.80	\$ 664.00	Review of documents regarding typographers.	1
04/11/11	14800	Paul Bishop	0.70	\$ 581.00	0.70	\$ 581.00	Review of documents regarding typographers.	1
04/06/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Review of claims and distributions.	1
04/05/11	14800	Paul Bishop	1.20	\$ 996.00	1.20	\$ 996.00	Review motion material on typographers and other information.	1
04/04/11	14800	Paul Bishop	1.60	\$ 1,328.00	1.60	\$ 1,328.00	Calls and review of information regarding typographers.	1
04/06/11	14856	Steven Bissell	2.80	\$ 1,960.00	2.80	\$ 1,960.00	[REDACTED]	1
04/19/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Payment of invoices from Administrative Reserve.	1
04/12/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Conference call with [REDACTED] regarding updates on LP Entities case file.	1
04/07/11	14888	Pameia Luthra	0.40	\$ 220.00	0.40	\$ 220.00	Coordination for T4 mailing. Responding to the Monitor's hotline.	1
04/15/11	15532	Jodi Porepa	0.60	\$ 345.00	0.60	\$ 345.00	Coordinating posting online of motion materials. Reviewing website. Reviewing email communication sent from Siikemans.	1
04/11/11	15532	Jodi Porepa	0.80	\$ 460.00	0.80	\$ 460.00	Conference call and calculations.	1
04/21/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Receiving and finalizing motion material documents for website. Following up on website to ensure documents properly posted.	1
04/01/11	15532	Jodi Porepa	0.60	\$ 345.00	0.60	\$ 345.00	Respond to creditor inquiries. Internal FTI update discussions.	1
04/29/11	15532	Jodi Porepa	0.70	\$ 402.50	0.70	\$ 402.50	Discussions regarding [REDACTED] and [REDACTED] Discussions regarding remaining shares.	1
04/07/11	15532	Jodi Porepa	1.00	\$ 575.00	1.00	\$ 575.00	Review and payment of bills related to mailing and most recent court order. Internal FTI discussions. Review email correspondence regarding typographers.	1
04/06/11	15532	Jodi Porepa	0.70	\$ 402.50	0.70	\$ 402.50	Read communication regarding status of typographers.	1
04/05/11	15532	Jodi Porepa	0.70	\$ 402.50	0.70	\$ 402.50	Responding to email. Discussions regarding T4s.	1
GRAND TOTAL			35.20	\$ 25,589.00	35.20	\$ 25,589.00		

\$



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Invoice Remittance

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

May 31, 2011
FTI Invoice No. 29000065
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2011

	CAD (\$)
Professional Services.....	\$55,350.50
Expenses.....	<u>\$8.85</u>
Total Fees and Expenses.....	\$55,359.35
HST Registration No. 835718024RT0001	<u>\$7,196.72</u>
Total Amount Due this Period.....	\$62,556.07
Previous Balance Due.....	<u>\$0.00</u>
Total Amount Due.....	<u><u>\$62,556.07</u></u>

Please Wire Transfer To:

**Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Canada Inc.
Beneficiary account number: 476960861715**



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79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Invoice Summary

May 31, 2011
FTI Invoice No. 29000065
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	44.1	\$36,603.00
Steven Bissell	Managing Director	\$700.00	7.7	\$5,390.00
Jodi Porepa	Director	\$575.00	19.5	\$11,212.50
Pamela Luthra	Director	\$550.00	3.7	\$2,035.00
Ana Arevalo	Administrative Professional	\$110.00	1.0	\$110.00
Total Hours and Fees			76.0	\$55,350.50
Transportation				\$8.85
Total Expenses				\$8.85
HST Registration No. 835718024RT0001				\$7,196.72
Invoice Total for Current Period				\$62,556.07

Canwest Limited Partnership
012660.0008 - May 31, 2011
Invoice # 29000065

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
05/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending April 30, 2011.	1
05/03/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending April 30, 2011.	1
05/02/11	14800	Paul Bishop	3.10	\$ 2,573.00	3.10	\$ 2,573.00	Read correspondence from [REDACTED]. Draft response.	1
05/03/11	14800	Paul Bishop	3.60	\$ 2,988.00	3.60	\$ 2,988.00	Response to [REDACTED]. Review of Postmedia letter regarding same.	1
05/04/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	Read motion materials.	1
05/05/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Finalize response to [REDACTED]. Review of motion materials.	1
05/06/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Response to [REDACTED]. Review of Postmedia correspondence and motion materials.	1
05/09/11	14800	Paul Bishop	0.90	\$ 747.00	0.90	\$ 747.00	Conference call regarding typographer claims. Read motion material.	1
05/10/11	14800	Paul Bishop	3.70	\$ 3,071.00	3.70	\$ 3,071.00	Responding to [REDACTED] and email correspondence. Calls and emails regarding CEP and typographers review of addendum to motion material.	1
05/11/11	14800	Paul Bishop	4.20	\$ 3,486.00	4.20	\$ 3,486.00	Call regarding typographers. Update regarding telephone conversation with [REDACTED] in. Review of 17th report to court.	1
05/12/11	14800	Paul Bishop	4.30	\$ 3,569.00	4.30	\$ 3,569.00	Review of new motion material and fact. Review of additional material from [REDACTED].	1
05/13/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Further review of motion material and review of information from CEP supporting claim calculation.	1
05/16/11	14800	Paul Bishop	6.20	\$ 5,146.00	6.20	\$ 5,146.00	Court attendance and prepare for same. Follow up on outstanding items.	1
05/17/11	14800	Paul Bishop	2.30	\$ 1,909.00	2.30	\$ 1,909.00	Follow up on matters arising from court appearance. Review fee approval and affidavit.	1
05/24/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Review of report and mails regarding same. Discussions regarding mediation of claims.	1
05/25/11	14800	Paul Bishop	1.90	\$ 1,577.00	1.90	\$ 1,577.00	Finalize report. Finalize and sign fee affidavit.	1
05/26/11	14800	Paul Bishop	0.70	\$ 581.00	0.70	\$ 581.00	Mediation of claims.	1
05/30/11	14800	Paul Bishop	0.70	\$ 581.00	0.70	\$ 581.00	Emails regarding court appearance and review of material and correspondence.	1
05/30/11	14856	Steven Bissell	1.00	\$ 700.00	1.00	\$ 700.00	Attendance at Court for stay extension and final distribution date extension requests. Bill payments and emails regarding outstanding retainers.	1
05/31/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Administration of outstanding retainers.	1
05/03/11	14856	Steven Bissell	2.00	\$ 1,400.00	2.00	\$ 1,400.00	Review of motion materials filed by CEPU on behalf of retired Montreal typographers. Internal FTI meeting regarding May 16th motion, limiting and scope of Monitor's report and status of stay extension.	1
05/05/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Call with Stikemans regarding May 16th motion. Monitor's report and stay extension.	1
05/06/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Discussions with [REDACTED] regarding information request on [REDACTED]. Discussions with Postmedia and email correspondence with Stikeman Elliott regarding same.	1
05/24/11	14856	Steven Bissell	1.00	\$ 700.00	1.00	\$ 700.00	Investigation into [REDACTED]. Review of Monitor's 18th Report.	1
05/26/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Bill payments from Administrative Reserve. Resolution and calls with [REDACTED].	1
05/27/11	14856	Steven Bissell	1.00	\$ 700.00	1.00	\$ 700.00	Reconciliation of Administrative Reserve through May 27, 2011. Posting of motion materials, including Monitor's 18th Report to the Canwest LP Monitor's website.	1
05/09/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Review and follow-up with respect to [REDACTED] request.	1
05/11/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Review letter [REDACTED].	1
05/11/11	14888	Pamela Luthra	0.50	\$ 275.00	0.50	\$ 275.00	Responding to the Monitor's hotline. Review of distribution calculations.	1

05/12/11	14888	Pamela Luthra	0.30	\$	165.00	0.30	\$	165.00	1	Responding to the Monitor's hotline. Review of distribution calculations.
05/04/11	14888	Pamela Luthra	0.50	\$	275.00	0.50	\$	275.00	1	Responding to the Monitor's hotline. Review of distribution calculations.
05/05/11	14888	Pamela Luthra	1.30	\$	715.00	1.30	\$	715.00	1	Coordination and mailing of [REDACTED]
05/24/11	14888	Pamela Luthra	0.70	\$	385.00	0.70	\$	385.00	1	Checking the Monitor's hotline. Preparing data for the Monitor's Report.
05/16/11	14888	Pamela Luthra	0.40	\$	220.00	0.40	\$	220.00	1	Follow up with [REDACTED] regarding document request.
05/16/11	15532	Jodi Porepa	4.90	\$	2,817.50	4.90	\$	2,817.50	1	Attending court for CPEU and Postmedia Motions.
05/02/11	15532	Jodi Porepa	1.40	\$	805.00	1.40	\$	805.00	1	Reviewing [REDACTED] correspondence. Internal FTI discussion. Summary of fees for approval at next Court hearing.
05/03/11	15532	Jodi Porepa	1.00	\$	575.00	1.00	\$	575.00	1	Discussion regarding status. Review billing.
05/04/11	15532	Jodi Porepa	0.50	\$	287.50	0.50	\$	287.50	1	Review of motion material. Discussions with Stikeman regarding status of claims. Review and update fee application.
05/05/11	15532	Jodi Porepa	4.00	\$	2,300.00	4.00	\$	2,300.00	1	Review of motion material. Discussions with Stikeman regarding status of claims. Review and update fee application.
05/06/11	15532	Jodi Porepa	2.00	\$	1,150.00	2.00	\$	1,150.00	1	Call with Stikemans. Review of motion material. Review original Claim.
05/09/11	15532	Jodi Porepa	3.00	\$	1,725.00	3.00	\$	1,725.00	1	Review motion materials submitted.
05/10/11	15532	Jodi Porepa	0.50	\$	287.50	0.50	\$	287.50	1	Conference call with Stikemans [REDACTED]
05/11/11	15532	Jodi Porepa	1.00	\$	575.00	1.00	\$	575.00	1	Review of draft Monitor's report. Provide comments. Consolidate comments.
05/12/11	15532	Jodi Porepa	1.20	\$	690.00	1.20	\$	690.00	1	Reading motion material. Arranging for documents to be posted online.
GRAND TOTAL			76.00	\$	55,350.50	76.00	\$	55,350.50		



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FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

Invoice Remittance

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

June 30, 2011
FTI Invoice No. 29000075
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2011

	<i>CAD (\$)</i>
Professional Services.....	\$14,041.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$14,041.00
HST Registration No. 835718024RT0001	<u>\$1,825.33</u>
Total Amount Due this Period.....	\$15,866.33
Previous Balance Due.....	<u>\$0.00</u>
Total Amount Due.....	<u><u>\$15,866.33</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Canada Inc.
Beneficiary account number: 476960861715



Critical thinking at the critical time.™

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Invoice Summary

June 30, 2011
FTI Invoice No. 29000075
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	14.2	\$11,786.00
Steven Bissell	Managing Director	\$700.00	0.6	\$420.00
Jodi Porepa	Director	\$575.00	3.0	\$1,725.00
Ana Arevalo	Administrative Professional	\$110.00	1.0	\$110.00
Total Hours and Fees			18.8	\$14,041.00

HST Registration No. 835718024RT0001 **\$1,825.33**

Invoice Total for Current Period **\$15,866.33**

Professional	Standard		Amount
	Hours	Rates	
Paul Bishop	14.20	830	11,786.00
Steven Bissell	0.60	700	420.00
Jodi Porepa	3.00	575	1,725.00
Ana Arevalo	1.00	110	110.00
Total Hours and Fees	18.80		\$ 14,041.00
Expenses			
Airfare			\$ -
Lodging			-
Meals – Incurred in Office			-
Meals – Out of Office			-
Taxi			-
Mileage			-
Parking			-
Auto Rental			-
Attenex Data Processing			-
Purchased Services (advertising of CCAA process)			-
Miscellaneous Expenses			-
Total Expenses			\$ -
Total Fees and Expenses			\$ 14,041.00
13% HST #835718024RT0001			\$ 1,825.33
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 15,866.33

Canwest Limited Partnership
 012660.0008 - June 30, 2011
 Invoice # 29000075

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
06/01/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending May 31, 2011.	1
06/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending May 31, 2011.	1
06/09/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Review orders and agreements regarding [REDACTED].	1
06/10/11	14800	Paul Bishop	2.20	\$ 1,826.00	2.20	\$ 1,826.00	Review [REDACTED].	1
06/13/11	14800	Paul Bishop	2.30	\$ 1,909.00	2.30	\$ 1,909.00	Review of [REDACTED].	1
06/14/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Various clean up issues and [REDACTED].	1
06/20/11	14800	Paul Bishop	0.90	\$ 747.00	0.90	\$ 747.00	Research regarding [REDACTED].	1
06/21/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	Calls with regarding [REDACTED]. Research regarding same.	1
06/23/11	14800	Paul Bishop	0.90	\$ 747.00	0.90	\$ 747.00	Calls regarding [REDACTED].	1
06/27/11	14800	Paul Bishop	0.80	\$ 664.00	0.80	\$ 664.00	Review documents regarding [REDACTED].	1
06/29/11	14800	Paul Bishop	0.40	\$ 332.00	0.40	\$ 332.00	Calls regarding [REDACTED].	1
06/30/11	14800	Paul Bishop	0.60	\$ 498.00	0.60	\$ 498.00	Review of [REDACTED].	1
06/23/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Processing of payments from Administrative Reserve. Letter correspondence to employees regarding T4A.	1
06/03/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Bill payments from Administrative Reserve. Letter correspondence to employees regarding T4A.	1
06/03/11	15532	Jodi Porepa	0.30	\$ 172.50	0.30	\$ 172.50	Update on file.	1
06/07/11	15532	Jodi Porepa	0.20	\$ 115.00	0.20	\$ 115.00	Updating website for new material.	1
06/23/11	15532	Jodi Porepa	1.50	\$ 862.50	1.50	\$ 862.50	Responding to creditor inquiries.	1
06/27/11	15532	Jodi Porepa	0.50	\$ 287.50	0.50	\$ 287.50	Responding to creditor inquiries.	1
06/30/11	15532	Jodi Porepa	0.50	\$ 287.50	0.50	\$ 287.50	Follow up with Service Canada in respect of employees who received shares.	1
GRAND TOTAL			18.80	\$ 14,041.00	18.80	\$ 14,041.00		

\$



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CONSULTING

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FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

Invoice Remittance

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

July 31, 2011
FTI Invoice No. 29000083
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2011

	CAD (\$)
Professional Services.....	\$1,099.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$1,099.00
HST Registration No. 835718024RT0001	<u>\$142.87</u>
Total Amount Due this Period.....	\$1,241.87
Previous Balance Due.....	<u>\$192,372.84</u>
Total Amount Due.....	<u><u>\$193,614.71</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Canada Inc.
Beneficiary account number: 476960861715



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Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Invoice Summary

July 31, 2011
FTI Invoice No. 29000083
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2011

Name	Title	Rate	Hours	Total
Steven Bissell	Managing Director	\$700.00	0.8	\$560.00
Pamela Luthra	Director	\$550.00	0.7	\$385.00
Ana Arevalo	Administrative Professional	\$110.00	1.4	\$154.00
Total Hours and Fees			2.9	\$1,099.00

HST Registration No. 835718024RT0001 **\$142.87**

Invoice Total for Current Period **\$1,241.87**

Professional	Standard		Amount
	Hours	Rates	
Steven Bissell	0.80	700	560.00
Pamela Luthra	0.70	550	385.00
Ana Arevalo	1.40	110	154.00
Total Hours and Fees	2.90		\$ 1,099.00
Expenses			
Airfare			\$ -
Lodging			-
Meals – Incurred in Office			-
Meals – Out of Office			-
Taxi			-
Mileage			-
Parking			-
Auto Rental			-
Attenex Data Processing			-
Purchased Services (advertising of CCAA process)			-
Miscellaneous Expenses			-
Total Expenses			\$ -
Total Fees and Expenses			\$ 1,099.00
13% HST #835718024RT0001			\$ 142.87
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 1,241.87

Canwest Limited Partnership
 012660.0008 - July 31, 2011
 Invoice # 29000083

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
07/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending June 30, 2011.	1
07/05/11	15273	Ana Arevalo	0.40	\$ 44.00	0.40	\$ 44.00	Finalizing invoice for period ending June 30, 2011.	1
07/14/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft Stikeman invoice regarding CLP invoice for period ending May 31, 2011.	1
07/10/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Preparation of draft letter to [REDACTED] P.P. Bill payments from Administrative Reserve.	1
07/29/11	14888	Pamela Luthra	0.70	\$ 385.00	0.70	\$ 385.00	Responding to calls and e-mails to the Monitor's hotline regarding the stay of proceedings, outstanding invoices, and the claims process.	1
GRAND TOTAL			2.90	\$ 1,099.00	2.90	\$ 1,099.00		

\$



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FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

Invoice Remittance

Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

August 31, 2011
FTI Invoice No. 29000096
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2011

	<i>CAD (\$)</i>
Professional Services.....	\$11,056.00
Expenses.....	<u>\$9.82</u>
Total Fees and Expenses.....	\$11,065.82
HST Registration No. 835718024RT0001	<u>\$1,438.56</u>
Total Amount Due this Period.....	\$12,504.38
Previous Balance Due.....	<u>\$0.00</u>
Total Amount Due.....	<u><u>\$12,504.38</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ON M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Canada Inc.
Beneficiary account number: 476960861715



FTI
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Canwest Limited Partnership
c/o FTI Consulting Canada Inc.
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8

Invoice Summary

August 31, 2011
FTI Invoice No. 29000096
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	7.9	\$6,557.00
Steven Bissell	Managing Director	\$700.00	2.6	\$1,820.00
Jodi Porepa	Director	\$575.00	2.0	\$1,150.00
Pamela Luthra	Director	\$550.00	2.6	\$1,430.00
Ana Arevalo	Administrative Professional	\$110.00	0.9	\$99.00
Total Hours and Fees			16.0	\$11,056.00
Other/Miscellaneous				\$9.82
Total Expenses				\$9.82
HST Registration No. 835718024RT0001				\$1,438.56
Invoice Total for Current Period				\$12,504.38

Professional	Standard		Amount
	Hours	Rates	
Paul Bishop	7.90	830	6,557.00
Steven Bissell	2.60	700	1,820.00
Jodi Porepa	2.00	575	1,150.00
Pamela Luthra	2.60	550	1,430.00
Ana Arevalo	0.90	110	99.00
Total Hours and Fees	16.00		\$ 11,056.00
Expenses			
Airfare			\$ -
Lodging			-
Meals – Incurred in Office			-
Meals – Out of Office			-
Taxi			-
Mileage			-
Parking			-
Auto Rental			-
Attenex Data Processing			-
Purchased Services (advertising of CCAA process)			-
Miscellaneous Expenses			9.82
Total Expenses			\$ 9.82
Total Fees and Expenses			\$ 11,065.82
13% HST #835718024RT0001			\$ 1,438.56
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 12,504.38

Canwest Limited Partnership
 012660.0008 - August 31, 2011
 Invoice #29000096

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
08/01/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending July 31, 2011.	1
08/02/11	15273	Ana Arevalo	0.40	\$ 44.00	0.40	\$ 44.00	Finalizing invoice for period ending July 31, 2011.	1
08/03/11	14800	Paul Bishop	2.10	\$ 1,743.00	2.10	\$ 1,743.00	Read decision. Conference call to discuss.	1
08/09/11	14800	Paul Bishop	0.60	\$ 498.00	0.60	\$ 498.00	Update regarding [REDACTED]	1
08/10/11	14800	Paul Bishop	1.20	\$ 996.00	1.20	\$ 996.00	Call regarding [REDACTED] and prepare for same. Review of typographer correspondence.	1
08/22/11	14800	Paul Bishop	0.80	\$ 664.00	0.80	\$ 664.00	Calls and emails.	1
08/23/11	14800	Paul Bishop	1.00	\$ 830.00	1.00	\$ 830.00	Calls and emails.	1
08/24/11	14800	Paul Bishop	1.00	\$ 830.00	1.00	\$ 830.00	Calls and emails.	1
08/29/11	14800	Paul Bishop	0.80	\$ 664.00	0.80	\$ 664.00	Review of correspondence and document regarding claims resolution and other matters.	1
08/30/11	14800	Paul Bishop	0.40	\$ 332.00	0.40	\$ 332.00	Review issues regarding claims resolution.	1
08/15/11	14856	Steven Bissell	2.00	\$ 1,400.00	2.00	\$ 1,400.00	Bill payments from Administrative Reserve. Review of outstanding shares held by Monitor and email to Stikemans regarding same. Review of [REDACTED] decision	1
08/03/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Conference call regarding Montreal typographers.	1
08/10/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Conference call with Stikemans regarding [REDACTED].	1
08/09/11	14888	Pamela Luthra	0.30	\$ 165.00	0.30	\$ 165.00	Responding to e-mails sent to the Monitor's hotline.	1
08/03/11	14888	Pamela Luthra	0.30	\$ 165.00	0.30	\$ 165.00	Call regarding typographers.	1
08/16/11	14888	Pamela Luthra	0.80	\$ 440.00	0.80	\$ 440.00	Responding to e-mails and calls to the Monitor's hotline regarding the CCAA proceedings and distributions.	1
08/18/11	14888	Pamela Luthra	1.20	\$ 660.00	1.20	\$ 660.00	Correspondence with Computershare and reconciliation of distributions to Computershare records.	1
08/03/11	15532	Jodi Porepa	2.00	\$ 1,150.00	2.00	\$ 1,150.00	Review of Pepall decision. Status update call. Call regarding typographers.	1
GRAND TOTAL			16.00	\$ 11,056.00	16.00	\$ 11,056.00		

\$

2

THIS IS EXHIBIT "B"

referred to in the Affidavit of

PAUL BISHOP

Sworn September 22, 2011.



A Commissioner for Taking Affidavits

Michael David Smith, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.

Exhibit "B"

Summary of FTI Invoices

Invoices dated April 30, 2011 to August 31, 2011

Invoice #	Date	Fee	Disbursements	HST	TOTAL
29000057	30-Apr-11	\$ 25,589.00	\$ 16.96	\$ 3,328.77	\$ 28,934.73
29000065	31-May-11	\$ 55,350.50	\$ 8.85	\$ 7,196.72	\$ 62,556.07
29000075	30-Jun-11	\$ 14,041.00	\$ -	\$ 1,825.33	\$ 15,866.33
29000083	31-Jul-11	\$ 1,099.00	\$ -	\$ 142.87	\$ 1,241.87
29000096	31-Aug-11	\$ 11,056.00	\$ 9.82	\$ 1,438.56	\$ 12,504.38
TOTAL		\$ 107,135.50	\$ 35.63	\$ 13,932.25	\$ 121,103.38

3

THIS IS EXHIBIT "C"

referred to in the Affidavit of

PAUL BISHOP

Sworn September 22, 2011.



A Commissioner for Taking Affidavits

Michael David Smith, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.

Exhibit "C"

Summary of FTI Fees

Services Rendered from April 1, 2011 to August 31, 2011

Name	Position	Hours	Hourly Rate	TOTAL
P. Bishop	Sr. Managing Director	89.0	\$ 830.00	\$ 73,870.00
S. Bissell	Managing Director	15.5	\$ 700.00	\$ 10,850.00
J. Porepa	Director	30.7	\$ 575.00	\$ 17,652.50
P. Luthra	Director	7.4	\$ 550.00	\$ 4,070.00
A. Arevalo	Admim. Professional	6.3	\$ 110.00	\$ 693.00
TOTAL		148.9		\$ 107,135.50

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST PUBLISHING
INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

Court File No: CV-10-8533-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP
(SWORN SEPTEMBER 21, 2011)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697

Ashley John Taylor LSUC#: 39932E

Tel: (416) 869-5236

Maria Konyukhova LSUC#: 52880V

Tel: (416) 869-5230

Fax: (416) 861-0445

Lawyers for the Monitor

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST PUBLISHING
INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

Court File No: CV-10-8533-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP
(SWORN SEPTEMBER 22, 2011)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697
Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236
Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Fax: (416) 861-0445

Lawyers for the Monitor

E

APPENDIX "E"

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC.,
CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

AFFIDAVIT OF DAPHNE J. MACKENZIE
(sworn September 21, 2011)

I, Daphne J. MacKenzie, of the City of Toronto, in the Province of Ontario
MAKE OATH AND SAY

1. I am a Partner in the law firm of Stikeman Elliott LLP ("**Stikeman Elliott**"), solicitors for FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the court appointed monitor for Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively the "**LP Entities**"), and, as such, I have knowledge to the matters to which I hereinafter depose.

2. On January 8, 2010, the LP Entities obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended, (the "**CCAA**") pursuant to the initial order granted by the Honourable Madam Justice Pepall (the "**Initial Order**"). FTI was appointed as monitor (the "**Monitor**") of the LP Entities. The proceedings commenced by the LP Entities under the CCAA will be referred to herein as the "**CCAA Proceedings**".

3. This affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of Stikeman Elliott for the period from April 1, 2011 to August 31, 2011.

4. During the period from April 1, 2011 to August 31, 2011 Stikeman Elliott docketed 86.10 hours in respect of the CCAA Proceedings and billed a total of \$58,537.07 amounting to legal fees of \$52,315.50 and disbursements and other charges of \$833.08 plus Harmonized Sales Tax (“HST”) of \$6,892.81. Attached and marked collectively as **Exhibit “A”** to this affidavit are true copies of the accounts rendered to FTI in connection with the CCAA Proceedings for the period of April 1, 2011 to August 31, 2011 (redacted for confidential information).

5. Attached hereto as **Exhibit “B”** is a schedule summarizing each invoice in Exhibit “A”, the legal fees, disbursements, HST and total fees charged for each invoice.

6. Attached hereto as **Exhibit “C”** is a schedule summarizing the billing rates of each of the members of Stikeman Elliott who acted on behalf of the Monitor in the CCAA Proceedings from April 1, 2011 to August 31, 2011.

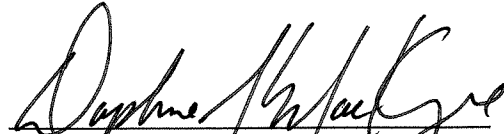
7. The hourly billing rates applied in the invoices of Stikeman Elliott are Stikeman Elliott’s normal hourly rates which were in effect from April 1, 2011 to August 31, 2011 and are comparable to the hourly rates charged by Stikeman Elliott for services rendered in relation to similar proceedings.

8. The rates charged by Stikeman Elliott throughout the course of the CCAA Proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

9. Stikeman Elliott's fees and disbursements for the period of August 31, 2011 up to and including the effective date of the Monitor's discharge will be calculated and billed at Stikeman Elliott's standard rates.

SWORN BEFORE ME at the City of Toronto, Province of Ontario on September 21, 2011.


Commissioner for Taking Affidavits


Daphne J. MacKenzie

Jennifer L. Imrie

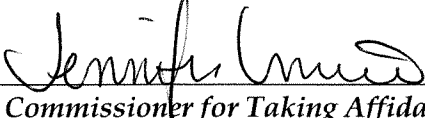
1

THIS IS EXHIBIT "A"

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn September 21, 2011.


A Commissioner for Taking Affidavits

Jennifer L. Imrie

STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

Invoice

FTI Consulting Canada Inc.
TD Waterhouse Tower
Suite 2010, P.O. Box 104
79 Wellington Street, West
Toronto, ON M5K 1G8
Attention: Paul Bishop

May 25, 2011
File No. 1096791004
Invoice No. 4978190

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited
Partnership for the period up to April 30, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Apr 5, 2011	D.R. Byers	0.25	Email from counsel for typographers and conference call with M. Konyukhova with respect to same
Apr 6, 2011	D.R. Byers	0.42	Review material from counsel for typographers with respect to calculation of their claim and attend to emails with respect to same
Apr 6, 2011	D.J. MacKenzie M. Konyukhova	0.25 1.25	Correspondence regarding [REDACTED] Review correspondence regarding typographers; correspondence with FTI; review correspondence concerning representative counsel fees; review invoice
Apr 11, 2011	D.R. Byers M. Konyukhova	1.17 3.50	Call with F. Myers; meeting with M. Konyukhova with respect to typographers' claims; conference call with P. Bishop; review calculations from FTI with respect to typographers' claims Calls and correspondence regarding outstanding typographers' claims; calls with counsel for retired typographers with respect to settlement, details regarding claim calculation and related issues; conference call with counsel for Postmedia; calls and correspondence with FTI regarding same; review claim materials
Apr 12, 2011	D.R. Byers	0.33	Attend to emails with P. Bishop and M. Konyukhova with respect to typographer

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			issues; telephone discussion with D. MacKenzie with respect to insured claim issues
	M. Konyukhova	1.25	Correspondence regarding ██████████ and ██████████ ██████████ claims; calls and emails with FTI and counsel for retired typographers; email to Justice Pepall regarding appearance
Apr 13, 2011	M. Konyukhova	0.33	Correspondence with court and other counsel with respect to appearance before Justice Pepall
	M. Konyukhova	0.75	Correspondence with representative counsel regarding accounts; correspondence with FTI
Apr 14, 2011	D.J. MacKenzie	0.75	Review ██████████ prepare correspondence to ██████████
Apr 15, 2011	D.R. Byers	0.75	Review Motion Record of Postmedia with respect to typographers
Apr 18, 2011	D.R. Byers	0.42	Review emails of F. Myers and J. Kugler; attend to emails with M. Konyukhova with respect to case conference
	N. Ramalho	0.42	Review material and meeting with A. Muha
	M. Konyukhova	0.50	Various correspondence concerning motion regarding typographers
Apr 19, 2011	D.R. Byers	0.50	Attend to emails with client and M. Konyukhova; meeting with M. Konyukhova with respect to case conference; attend to email from F. Myers
	D.J. MacKenzie	0.50	Review Quebec return and notice of assessment; correspondence with S. Bissell; telephone call with J. Lorito
	J.G. Lorito	0.25	Review Quebec assessment
	M. Konyukhova	1.50	Attendance at 9:30 before Justice Pepall on Postmedia's motion; correspondence with FTI regarding attendance; email from F. Myers with respect to typographers; correspondence with FTI regarding same
Apr 20, 2011	D.R. Byers	0.75	Conference call with P. Bishop; meeting with M. Konyukhova with respect to outstanding matters; review email to F. Myers
	D.J. MacKenzie	0.25	Attend to typographers' issues
	M. Konyukhova	1.08	Call with P. Bishop and D. Byers concerning email from F. Myers and typographers; correspondence to and from F. Myers regarding typographers; correspondence with D. MacKenzie concerning ██████████
Apr 27, 2011	D.R. Byers	0.17	Attend to emails with F. Myers
Apr 29, 2011	D.J. MacKenzie	0.50	Correspondence regarding MRQ assessment; exchange emails with S. Bissell

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	4.76	\$950.00	\$4,522.00
D.J. MacKenzie	2.25	825.00	1,856.25
J.G. Lorito	0.25	975.00	243.75
N. Ramalho	0.42	575.00	241.50
M. Konyukhova	10.16	500.00	5,080.00

FEES

Professional Services	CAD \$11,943.50
HST @ 13.0%	1,552.66
Total Professional Services and Taxes	CAD \$13,496.16

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	2.50		2.50
Telecopier	0.75		0.75
Total Charges	3.25	0.00	3.25
HST @ 13.0%			0.42
Total Charges and Taxes			CAD \$3.67

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	110.00		110.00
Telephone	11.25		11.25
Travel - Taxis	59.30		59.30
Total Disbursements	180.55	0.00	180.55
HST @ 13.0%			23.47
Total Disbursements and Taxes			CAD \$204.02

INVOICE SUMMARY

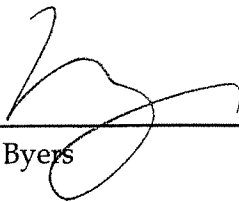
Invoice No. 4978190

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	11,943.50	0.00	\$11,943.50
HST @ 13.0%			1,552.66
Charges	3.25	0.00	3.25
HST @ 13.0%			0.42
Disbursements	180.55	0.00	180.55
HST @ 13.0%			23.47
AMOUNT DUE			<u>CAD \$13,703.85</u>

STIKEMAN ELLIOTT LLP



David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

Invoice

FTI Consulting Canada Inc.
TD Waterhouse Tower
Suite 2010, P.O. Box 104
79 Wellington Street, West
Toronto, ON M5K 1G8
Attention: Paul Bishop

June 29, 2011
File No. 1096791004

Invoice No. 4984530

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited Partnership for the period up to May 31, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 2, 2011	D.R. Byers	0.25	Review correspondence from [REDACTED] and [REDACTED] attend to various emails with respect to same
	M. Konyukhova	1.00	Correspondence from [REDACTED] and [REDACTED]
May 3, 2011	D.R. Byers	0.33	Review Responding Motion Record of CEP with respect to Postmedia motion
	M. Konyukhova	0.50	Attend to various correspondence with respect to typographers' claims
May 4, 2011	D.R. Byers	0.42	Review emails from M. Konyukhova and from [REDACTED] telephone discussion with M. Konyukhova with respect to same; review and revise draft letter to [REDACTED]
	D.J. MacKenzie	0.50	Comments on typographers' correspondence
	M. Konyukhova	2.50	Correspondence with respect to typographers; draft letter to [REDACTED] review comments; review materials with respect to May 16 motions
May 5, 2011	D.R. Byers	1.17	Review correspondence from F. Myers; review proposed edits from P. Bishop on letter to [REDACTED] review further material from M. Konyukhova and F. Myers; review emails from Blondin and Di Paolo and draft response

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	D.J. MacKenzie	0.33	Review draft letter to typographers and comment
	M. Konyukhova	2.58	Revise letter to [REDACTED], email to FTI; call with S. Bissell and J. Porepa with respect to May 31, 2011 deadline and status of typographers' claims; call with F. Myers with respect to second grievance being advanced by CEP; review materials concerning same; emails to FTI; correspondence from [REDACTED]
May 6, 2011	D.R. Byers	1.33	Prepare for and attend on conference call with P. Bishop and M. Konyukhova with respect to typographers; review email from counsel for Postmedia and draft response to same; review draft email to counsel for CEP
	D.J. MacKenzie	0.75	Correspondence with D. Muha and S. Bissell concerning [REDACTED]
May 6, 2011	M. Konyukhova	3.75	Review CEP's Motion Record; review previous motion records with respect to typographers' claims; conference call with FTI and D. Byers with respect to next steps; draft correspondence to CEP; draft correspondence to F. Myers; correspondence with FTI with respect to same
May 9, 2011	D.R. Byers	0.25	Review Supplemental Motion Record of Postmedia
	D.J. MacKenzie	1.50	Correspondence concerning [REDACTED] with FTI; prepare letter to [REDACTED] correspondence with respect to typographers' matter
	M. Konyukhova	0.75	Attend to various correspondence with respect to Postmedia's motion with respect to typographers and related issues; correspondence with Di Paolo and Goodmans
May 10, 2011	D.R. Byers	0.17	Attend to email from CEP counsel and emails with M. Konyukhova and P. Bishop with respect to same
	D.J. MacKenzie	2.00	Prepare letter to [REDACTED] review tax issues with J. Lorito and M. Konyukhova; circulate letter
	M. Konyukhova	5.50	Call with J. Porepa and [REDACTED] correspondence from J. Kugler; correspondence with FTI with respect to claims of typographers; draft Seventeenth Report; correspondence to J. Kugler; review letter to [REDACTED] office conference with S. Dunphy; call with D. Mackenzie with respect to same
May 10, 2011	J. Imrie	0.33	Review of last Fee Approval Affidavits;

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 11, 2011	D.R. Byers	0.42	requested invoices for Fee Affidavits Comment on draft Seventeenth Report of the Monitor
	M. Konyukhova	4.75	Review Motion Records and materials with respect to May 16 Motion; draft Seventeenth Report of the Monitor; correspondence with Commercial List Office concerning arrangements for motion; review comments on Report; revise Report; correspondence with FTI with respect to same; various correspondence from typographers and F. Myers concerning May 16 Motion
May 12, 2011	D.R. Byers	1.33	Attend to emails with M. Konyukhova with respect to draft Monitor's Report; review Di Paolo Motion Record; attend to various emails regarding same; review Postmedia Factum; review CEP Factum
	D.J. MacKenzie	0.33	Attend to correspondence concerning [REDACTED]
	M. Konyukhova	3.50	Attend to finalizing and service of Monitor's Report; attend to filing; review motion materials from typographers; attend to filing and delivery of same to Justice Pepall; correspondence with F. Myers with respect to typographers' motions; correspondence with FTI and D. Byers concerning same
May 13, 2011	J. Imrie	0.42	Drafting of Fee Affidavits
	M. Konyukhova	3.50	Correspondence with Di Paolo with respect to Monday, May 16 hearing; review materials in preparation for motion; review claim breakdown provided by CEP
May 16, 2011	D.R. Byers	0.17	Attend to emails with M. Konyukhova with respect to Postmedia
	M. Konyukhova	6.50	Review materials for motions; attendance at motions with respect to typographers' claims; attend to amending Order and having same issued and entered
May 17, 2011	D.R. Byers	0.25	Attend to emails with P. Bishop, M. Konyukhova and D. MacKenzie with respect to potential Mediation and Motion to Extend the Stay Period
	M. Konyukhova	0.75	Telephone call with D. MacKenzie with respect to typographers; correspondence from J. Kugler concerning breakdown of typographers' claims; correspondence with FTI with respect to same

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
May 17, 2011	J. Imrie	0.40	Work on Fee Affidavits and exhibits; sent to M. Konyukhova for review
May 20, 2011	M. Konyukhova	1.75	Draft Eighteenth Report of the Monitor
May 23, 2011	M. Konyukhova	1.75	Review and [REDACTED]; review and revise Fee Affidavits
May 24, 2011	D.R. Byers	1.50	Review and comment on draft Eighteenth Report of the Monitor; review claim calculation material from J. Kugler; meeting with M. Konyukhova with respect to same and with respect to Motion to Extend Stay and approve fees
	M. Konyukhova	2.25	Revise Report; prepare Notice of Motion and Order; correspondence with FTI with respect to same; correspondence regarding settlement conference with respect to typographers' claims; arrange for scheduling; attend to scheduling motion to extend final distribution date
May 25, 2011	D.R. Byers	0.33	Attend to emails with respect to potential Mediation
	M. Konyukhova	1.50	Finalize and attend to service and filing of Eighteenth Report; correspondence with respect to settlement conference concerning typographers' claims
	J. Imrie	0.95	Revisions to Fee Affidavit; coordinating swearing of affidavits
	L. Culbert	0.92	Attended at client's office to commission an Affidavit
May 26, 2011	D.J. MacKenzie	1.50	Meeting with J. Lorito, D. Muha, and J. Connor; telephone call with FTI; review [REDACTED]
	M. Konyukhova	0.75	Correspondence concerning typographers' claims; attend to correspondence with Court offices
May 27, 2011	M. Konyukhova	1.00	Correspondence with respect to settlement conference; attend to telephone calls with respect to same
May 30, 2011	M. Konyukhova	2.50	Review Sixteenth, Seventeenth and Eighteenth Reports; attendance before Justice Pepall; circulate previous Order; attend to having Order entered; correspondence to and from typographers
May 31, 2011	D.J. MacKenzie	0.33	Correspondence from [REDACTED]

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	7.92	\$950.00	\$7,524.00
D.J. MacKenzie	7.24	825.00	5,973.00
M. Konyukhova	47.08	500.00	23,540.00
J. Imrie	2.10	400.00	840.00
L. Culbert	0.92	250.00	230.00

FEES	
Professional Services	CAD \$38,107.00
HST @ 13.0%	4,953.51
Total Professional Services and Taxes	CAD \$43,060.91

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	96.50		96.50
Telecopier	1.00		1.00
Total Charges	97.50	0.00	97.50
HST @ 13.0%			12.67
Total Charges and Taxes			CAD \$110.17

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	240.00		240.00
Business Meals - In Town	8.85		8.85
Filing Fees - N/T		127.00	127.00
Book Binding/Binders	2.68		2.68
Telephone	4.68		4.68
Travel - Taxis	47.57		47.57
Total Disbursements	303.78	127.00	430.78
HST @ 13.0%			39.49
Total Disbursements and Taxes			CAD \$470.27

INVOICE SUMMARY

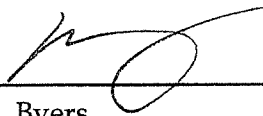
Invoice No. 4984530

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	38,107.00	0.00	\$38,107.00
HST @ 13.0%			4,953.91
Charges	97.50	0.00	97.50
HST @ 13.0%			12.67
Disbursements	303.78	127.00	430.78
HST @ 13.0%			39.49
AMOUNT DUE			<u>CAD \$43,641.35</u>

STIKEMAN ELLIOTT LLP



David R. Byers

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STIKEMAN ELLIOTT

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Telecopier	1.25		1.25
Total Charges	1.25	0.00	1.25
HST @ 13.0%			0.16
Total Charges and Taxes			CAD \$1.41

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	117.00		117.00
Total Disbursements	117.00	0.00	117.00
HST @ 13.0%			15.21
Total Disbursements and Taxes			CAD \$132.21

STIKEMAN ELLIOTT

INVOICE SUMMARY

Invoice No. 4991633

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	936.50	0.00	\$936.50
HST @ 13.0%			121.75
Charges	1.25	0.00	1.25
HST @ 13.0%			0.16
Disbursements	117.00	0.00	117.00
HST @ 13.0%			15.21
AMOUNT DUE			<u>CAD \$1,191.87</u>

STIKEMAN ELLIOTT LLP

David R. Byers

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STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

Invoice

FTI Consulting Canada Inc.
TD Waterhouse Tower
Suite 2010, P.O. Box 104
79 Wellington Street, West
Toronto, ON M5K 1G8
Attention: Paul Bishop

August 31, 2011
File No. 1096791004

Invoice No. 4999369

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited
Partnership for the period up to July 31, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jul 5, 2011	D.J. MacKenzie	0.33	Review plan and share classifications; voice-mail from P. Bishop
Jul 13, 2011	D.R. Byers	0.33	Email from T. McRae, P. Bishop and D. MacKenzie
Jul 20, 2011	D.J. MacKenzie	0.25	Review correspondence [REDACTED]
Jul 28, 2011	D.R. Byers	0.17	Review email from M. Konyukhova
Jul 28, 2011	M. Konyukhova	0.75	Review Reasons of Justice Pepall with respect to typographers' claim; email to P. Bishop with respect to same; call with F. Myers regarding Reasons

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	0.50	\$950.00	\$475.00
M. Konyukhova	0.75	500.00	375.00
D.J. MacKenzie	0.58	825.00	478.50

FEES

Professional Services	CAD \$1,328.50
HST @ 13.0%	172.71
Total Professional Services and Taxes	CAD \$1,501.21

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	2.75		2.75
Total Charges	2.75	0.00	2.75
HST @ 13.0%			0.36
Total Charges and Taxes			CAD \$3.11

INVOICE SUMMARY

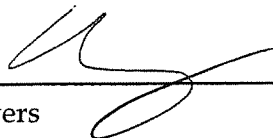
Invoice No. 4999369

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	1,328.50	0.00	\$1,328.50
HST @ 13.0%			172.71
Charges	2.75	0.00	2.75
HST @ 13.0%			0.36
Disbursements	0.00	0.00	0.00
HST @ 13.0%			0.00
AMOUNT DUE			<u>CAD \$1,504.32</u>

STIKEMAN ELLIOTT LLP



David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

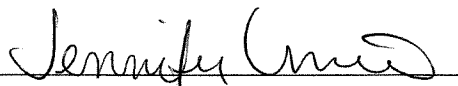
2

THIS IS EXHIBIT "B"

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn September 21, 2011.


A Commissioner for Taking Affidavits

Jennifer L. Imrie

EXHIBIT "B"

**Summary of Stikeman Elliott Invoices
Invoices dated from May 25, 2011 to August 31, 2011**

Invoice #	Date	Fees	Expenses	HST	TOTAL
4978190	25-May-11	\$ 11,943.50	\$ 183.80	\$ 1,576.55	\$ 13,703.85
4984530	29-Jun-11	\$ 38,107.00	\$ 528.28	\$ 5,006.07	\$ 43,641.35
4991633	7-Jul-11	\$ 936.50	\$ 118.25	\$ 137.12	\$ 1,191.87
4999369	31-Aug-11	\$ 1,328.50	\$ 2.75	\$ 173.07	\$ 1,504.32
TOTAL		\$ 52,315.50	\$ 833.08	\$ 6,892.81	\$ 58,537.07

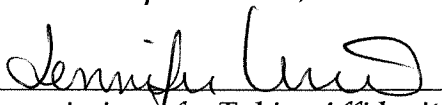
3

THIS IS EXHIBIT "C"

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn September 21, 2011.


A Commissioner for Taking Affidavits

Jennifer L. Imrie

Exhibit "C"

Summary of Stikeman Elliott Fees
 Services Rendered from April 1, 2011 to August 31, 2011

Name	Position	Total Hours	Hourly Rate	TOTAL
D. Byers	Sr. Litigation Partner	13.60	950	\$ 12,920.00
J. Lorito	Sr. Tax Partner	0.25	975	\$ 243.75
D. MacKenzie	Sr. Corporate Partner	10.57	825	\$ 8,720.25
N. Ramalho	Labour & Employ. Partner	0.42	575	\$ 241.50
M. Konyukhova	Litigation Associate	58.24	500	\$ 29,120.00
J. Imrie	Litigation Associate	2.10	400	\$ 840.00
L. Culbert	Articling Student	0.92	250	\$ 230.00
TOTAL		86.10		\$ 52,315.50

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST PUBLISHING
INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

Court File No: CV-10-8533-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF DAPHNE J. MACKENZIE
(SWORN SEPTEMBER 21, 2011)**

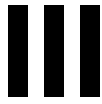
STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697

Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Fax: (416) 861-0445

Lawyers for the Monitor



ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) THURSDAY, THE 29TH
)
MADAM JUSTICE PEPALL) DAY OF SEPTEMBER, 2011

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF CANWEST PUBLISHING INC./ PUBLICATIONS CANWEST INC.,
CANWEST BOOKS INC., AND
CANWEST (CANADA) INC.

Applicants

ORDER

THIS MOTION, made by FTI Consulting Canada Inc. ("**FTI**"), in its capacity as monitor ("**Monitor**") to Canwest Publishing Inc./Publications Canwest Inc. ("**CPI**"), Canwest Books Inc. ("**CBI**"), and Canwest (Canada) Inc. ("**CCI**"), and together with the CPI and CBI, the "**Applicants**") and Canwest Limited Partnership/Canwest Societe en Commandite (the "**Limited Partnership**", and together with the Applicants, the "**LP Entities**") for an order, *inter alia*, extending the Final Distribution Date (as defined below) and approving the activities of the Monitor and the fees and disbursements of the Monitor and its counsel was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Nineteenth Report of the Monitor dated September 22, 2011, the Affidavit of Paul Bishop, sworn September 22, 2011 (the "**Bishop Affidavit**"), the Affidavit of Daphne J. MacKenzie, sworn September 21, 2011 (the "**MacKenzie Affidavit**") and on hearing from counsel for the Monitor and other such counsel as were present, no one else appearing although duly served.

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein is hereby abridged and that the motion is properly returnable today

and service upon any interested party other than those parties served is hereby dispensed with.

2. **THIS COURT ORDERS** that the definition of "Final Distribution Date" contained in section 1.1 of the consolidated plan of compromise concerning, affecting and involving the LP Entities dated as of May 20, 2010, as amended by Order dated December 30, 2010, Order dated February 28, 2011, Order dated March 21, 2011 and Order dated May 30, 2011 is hereby amended to read as follows:

"Final Distribution Date" means December 31, 2011.

3. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 21 of the Initial Order of the Honourable Madam Justice Pepall dated January 8, 2010) is hereby extended until and including December 31, 2011.

4. **THIS COURT ORDERS** that the Nineteenth Report of the Monitor dated September 22, 2011 and the activities described therein are hereby approved.

5. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Stikeman Elliott LLP for the period of April 1, 2011 to August 31, 2011, all as particularized in the Bishop Affidavit and the MacKenzie Affidavit are hereby approved.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST
PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST
(CANADA) INC.

Court File No: CV-10-8533-00CL

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230

Jennifer Imrie LSUC#: 56812H
Tel: (416) 869-6853
Fax: (416) 647-0866

Lawyers for the Monitor

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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**MOTION RECORD
(RETURNABLE SEPTEMBER 29, 2011)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230

Jennifer Imrie LSUC#: 56812H
Tel: (416) 869-6853

Fax: (416) 647-0866

Lawyers for FTI Consulting Canada Inc., in its capacity as Monitor