

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.

EIGHTEENTH REPORT OF FTI CONSULTING CANADA INC.,
in its capacity as Monitor of the Applicants

May 25, 2011

INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”), Canwest Publishing Inc. / Publications Canwest Inc. (“**CPI**”), Canwest Books Inc. (“**CBI**”), and Canwest (Canada) Inc. (“**CCI**”, and together with CPI and CBI, the “**Applicants**”) obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”). The Initial Order also granted relief in respect of Canwest Limited Partnership / Canwest Societe en Commandite (the “**Limited Partnership**”, and together with the Applicants, the “**LP Entities**”) and appointed FTI Consulting Canada Inc. (“**FTI**”) 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**”.

TERMS OF REFERENCE

2. In preparing this report, FTI has relied upon unaudited financial information of the LP Entities, the LP Entities' books and records, certain financial information prepared by, and discussions with, the LP Entities' management. FTI has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information and accordingly expresses no opinion or other form of assurance on the information contained in this report.
3. Capitalised terms not defined in this report shall have the meanings assigned to them in the AHC Plan (as defined and described below). Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

BACKGROUND

4. Relief in the CCAA Proceedings was obtained on January 8, 2010 by the Canwest entities which carried on, *inter alia*, newspaper and online publishing and digital media businesses.
5. As described in greater detail in the Seventh Report of the Monitor, following review of the bids received during a sale and investor solicitation process, the bid (the "AHC APA") submitted by the *ad hoc* committee of holders of 9.25% senior subordinated notes issued by the Limited Partnership was selected and obtained Court approval on May 17, 2010.
6. As reported in the Tenth Report of the Monitor, on June 14, 2010, affected creditors of the LP Entities voted overwhelmingly in support of the LP Entities' plan of compromise

or arrangement, as amended (the “**AHC Plan**”) and a majority in number and greater than two-thirds in value of the affected creditors present and voting at the creditors’ meeting voted in favour of the AHC Plan.

7. By Order dated June 18, 2010 (the “**AHC Plan Sanction Order**”) this Court sanctioned the AHC Plan. The AHC Transaction was successfully closed and all of the operating assets of the LP Entities were transferred to the purchaser, Postmedia Network Inc. (“**Postmedia**”), on July 13, 2010.
8. On July 6, 2010, Justice Pepall granted an Administrative Reserve and Transition Order (the “**Administrative Reserve Order**”) which, among other things, established the Administrative Reserve and expanded certain powers of the Monitor following the implementation of the AHC Plan.
9. Further background information regarding the LP Entities and the CCAA Proceedings is provided in, among other things, the Pre-filing Report of the Proposed Monitor dated January 7, 2010 and in the affidavit of Thomas Strike sworn January 7, 2010, copies of which (together with other relevant materials, including a copy of the Initial Order) have been posted on the Monitor’s website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/clp>.

PURPOSE OF THIS REPORT

10. The purpose of this eighteenth report of the Monitor (the “**Eighteenth Report**”) is to inform this Honourable Court of the following:

- a) The Monitor's request for an extension of the Final Distribution Date to September 30, 2011;
- b) The Monitor's request for an extension of the Stay Period to September 30, 2011;
- c) The Monitor's activities since February 22, 2011;
- d) The Monitor's and its legal counsel's professional fees; and
- e) The Monitor's conclusions and recommendations.

EXTENSION OF THE FINAL DISTRIBUTION DATE

11. As described in greater detail in the Seventeenth Report (the "**Seventeenth Report**") of the Monitor dated May 12, 2011 (a copy of which (without appendices) is attached as **Appendix "A"**), as at the date of this report, the claims of the Retired Typographers (as defined in the Seventeenth Report) are the only remaining unresolved claims submitted against the LP Entities in the Claims Process. For the reasons outlined in the Seventeenth Report, the Monitor and CEP have been unable to settle the claims of the Retired Typographers.
12. Also as described in the Seventeenth Report, on April 19, 2011, Postmedia brought a motion for an Order declaring, *inter alia*, that the method of calculation of the claims of the Retired Typographers has previously been determined in a commercial arbitration award dated January 21, 2009 and certain other relief (as described in greater detail in Postmedia's notice of motion dated April 19, 2011) ("**Postmedia's Motion**").
13. Justice Pepall heard Postmedia's Motion on May 16, 2011 and reserved her decision with

respect to same.

14. The outcome of Postmedia's Motion will determine whether the previous determination of the method of calculation of the claims of the Retired Typographers is binding on the Retired Typographers and whether their claims are to be determined in Quebec together with the claims of the Assumed Typographers (as defined in the Seventeenth Report). Accordingly, the Monitor has not referred the claims of the Retired Typographers to a claims officer or the Court for resolution pending the hearing and determination of Postmedia's Motion.
15. Under the provisions of the AHC Plan and the Plan Sanction Order, any Disputed Claims that remain unresolved as at the Final Distribution Date will be forever discharged, barred and released without any compensation therefor. Final Distribution Date is defined in the AHC Plan as "*the earlier of (i) December 31, 2010; and (ii) the date which is ten (10) Business Days following the resolution of all Disputed Claims.*" By Orders dated December 30, 2010, February 28, 2011, and March 21, 2011, the Final Distribution Date was extended to May 31, 2011.
16. Depending on the outcome of Postmedia's motion, the Monitor requires additional time to either (a) have the claims of the Retired Typographers settled or referred to be adjudicated by a claims officer or the Court, or (b) bring a motion to put the Shares reserved for the Retired Typographers into escrow and terminate these CCAA Proceedings. Accordingly, the Monitor is requesting an extension of the Final Distribution Date until September 30, 2011. The Monitor intends to proceed expeditiously and intends to return to Court as soon as possible after determination of the

Claims of the Retired Typographers is made or transferred to Quebec.

REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS

17. Pursuant to the Initial Order, Order dated February 2, 2010 and Order dated April 12, 2010, a stay of proceedings was granted and extended until, and including, June 30, 2010 (the “**Stay Period**”). Pursuant to the Sanction Order, the Stay Period was extended until, and including, the Final Distribution Date. By Orders dated December 30, 2010, February 28, 2011, and March 21, 2011, the Final Distribution Date was extended to May 31, 2011.
18. The Monitor requires additional time to administer and attend to distributions to Affected Creditors, as well as attend to other post-plan implementation matters as outlined in the AHC Plan and CCAA. The continuation of the stay of proceedings is necessary to provide the stability needed during that time.
19. Accordingly, the Monitor is seeking an extension of the Stay Period until, and including, September 30, 2011.
20. As all of the operating assets were transferred to Postmedia Networks Inc., the LP Entities have ceased operations on the Plan Implementation Date. Accordingly, they do not have liquidity requirements that need to be satisfied during the requested extension of the Stay Period. The costs of administering the AHC Plan and the estates of the LP Entities continue to be paid out of the Administrative Reserve Account in accordance with the AHC Plan and the Administrative Reserve Order.
21. Based on the information presently available, the Monitor believes that creditors will not

be materially prejudiced by an extension of the Stay Period to September 30, 2011.

22. The Monitor believes that the LP Entities have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.
23. Accordingly, the Monitor respectfully recommends that the Stay of Proceedings be extended until September 30, 2011.

MONITOR'S ACTIVITIES

24. Since its appointment, the Monitor has been involved with numerous aspects of the CCAA Proceedings with a view to fulfilling its statutory and court-ordered duties and obligations, as well as assisting the LP Entities and their stakeholders in addressing restructuring issues. The Monitor has described some of the more significant matters that it was involved in since commencement of the CCAA Proceedings until February 22, 2011 in its previous reports. Since then, the more significant matters the Monitor has undertaken include, but are not limited to, the following:

- a) posting various materials relating to the CCAA Proceedings on its website <http://cfcanada.fticonsulting.com/clp> and continuing to update the website by posting, *inter alia*, the Monitor's reports, motion materials, and Orders granted in the CCAA Proceedings;
- b) maintaining a toll free hotline number 1 888-310-7627 and a dedicated email inbox (CanwestLP@fticonsulting.com) to allow creditors and other interested parties to contact the Monitor to obtain additional information concerning the

CCAA Proceedings and responding in a timely manner to over 1,363 calls and approximately 1,725 e-mails received by the Monitor as of the date of this report;

- c) discussions with various government authorities and representative counsel for some of the LP Entities' former employees with respect to withholding arrangements relating to distributions to employees under the AHC Plan and entering into such arrangements;
- d) effecting distributions pursuant to the AHC Plan, including discussions with the transfer agent with respect to delivery of shares;
- e) resolution of outstanding claims inside of the Claims Procedure; and
- f) responding to enquiries from creditors regarding the Claims Procedure, distributions of shares under the AHC Plan and other issues relating to the CCAA Proceedings.

PROFESSIONAL FEES

25. The Monitor and its counsel have maintained detailed records of their professional costs and time during the course of the CCAA Proceedings (as detailed in the Affidavit of Paul Bishop sworn May 25, 2011 and the Affidavit of Daphne MacKenzie sworn May 25, 2011 (collectively, the "**Fee Affidavits**"). Copies of the Fee Affidavits are attached to this report as **Appendices "B"** and **"C"**).

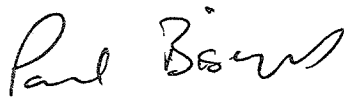
CONCLUSIONS

26. For the reasons described above, the Monitor recommends that the Stay Period be extended to September 30, 2011 and the Final Distribution Date be extended to September 30, 2011.
27. The Monitor respectfully requests that the Court approve its Sixteenth Report, Seventeenth Report and Eighteenth Report and the activities described therein, as well as the fees and disbursements of the Monitor and its counsel (as particularized in the Fee Affidavits).

All of which is respectfully submitted this 25th day of May, 2011.

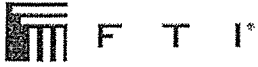
FTI Consulting Canada Inc.,
in its capacity as the Monitor of Canwest Publishing Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc., and Canwest Limited Partnership / Canwest Societe en Commandite

Per



Paul Bishop
Senior Managing Director

TAB 1



CANWEST PUBLISHING INC. / PUBLICATIONS CANWEST
INC., CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

SEVENTEENTH REPORT OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR OF THE APPLICANTS

May 12, 2011

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.

SEVENTEENTH REPORT OF
FTI CONSULTING CANADA INC.,
in its capacity as Monitor of the Applicants

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TAB DOCUMENT

1. Seventeenth Report of the Monitor
 - A. Letter dated July 14, 2010 with all enclosures

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.

SEVENTEENTH REPORT OF FTI CONSULTING CANADA INC.,
in its capacity as Monitor of the Applicants

May 12, 2011

INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”), Canwest Publishing Inc. / Publications Canwest Inc. (“**CPI**”), Canwest Books Inc. (“**CBI**”), and Canwest (Canada) Inc. (“**CCI**”, and together with CPI and CBI, the “**Applicants**”) obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”). The Initial Order also granted relief in respect of Canwest Limited Partnership / Canwest Societe en Commandite (the “**Limited Partnership**”, and together with the Applicants, the “**LP Entities**”) and appointed FTI Consulting Canada Inc. (“**FTI**”) 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**”.

TERMS OF REFERENCE

2. In preparing this report, FTI has relied upon unaudited financial information of the LP Entities, the LP Entities' books and records, certain financial information prepared by, and discussions with, the LP Entities' management. FTI has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information and accordingly expresses no opinion or other form of assurance on the information contained in this report.
3. Capitalised terms not defined in this report shall have the meanings assigned to them in the AHC Plan (as defined and described below). Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

BACKGROUND

4. Relief in the CCAA Proceedings was obtained on January 8, 2010 by the Canwest entities which carried on, *inter alia*, newspaper and online publishing and digital media businesses.
5. As described in greater detail in the Seventh Report, following review of the bids received during a sale and investor solicitation process, the bid (the "AHC APA") submitted by the *ad hoc* committee of holders of 9.25% senior subordinated notes issued by the Limited Partnership was selected and obtained Court approval on May 17, 2010.
6. As reported in the Tenth Report of the Monitor, on June 14, 2010, affected creditors of the LP Entities voted overwhelmingly in support of the LP Entities' plan of compromise or arrangement, as amended (the "AHC Plan") and a majority in number and greater

than two-thirds in value of the affected creditors present and voting at the creditors' meeting voted in favour of the AHC Plan.

7. By Order dated June 18, 2010 (the "**AHC Plan Sanction Order**") this Court sanctioned the AHC Plan. The AHC Transaction was successfully closed and all of the operating assets of the LP Entities were transferred to the purchaser, Postmedia Network Inc. ("**Postmedia**"), on July 13, 2010.
8. On July 6, 2010, Justice Pepall granted an Administrative Reserve and Transition Order (the "**Administrative Reserve Order**") which, among other things, established the Administrative Reserve and expanded certain powers of the Monitor following the implementation of the AHC Plan.
9. Further background information regarding the LP Entities and the CCAA Proceedings is provided in, among other things, the Pre-filing Report of the Proposed Monitor dated January 7, 2010 and in the affidavit of Thomas Strike sworn January 7, 2010, copies of which (together with other relevant materials, including a copy of the Initial Order) have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/clp>.

PURPOSE OF THIS REPORT

10. The limited purpose of this report is to provide information to this Honourable Court in connection with certain issue raised in the motion brought by Postmedia for an Order declaring, *inter alia*, that the method of calculation of the claims of the Retired Typographers (as defined below) has previously been determined in a commercial

arbitration award dated January 21, 2009 and certain other relief (as described in greater detail in Postmedia's notice of motion dated April 19, 2011) ("**Postmedia's Motion**").

CEP TYPOGRAPHERS' CLAIMS

11. On April 12, 2010, the LP Entities obtained an Order (the "**Claims Procedure Order**") establishing a claims procedure for the identification and quantification of certain claims against the LP Entities (the "**Claims Procedure**"). For reasons described in the Monitor's Seventh Report, the Claims Procedure Order was amended by Order of Justice Pepall dated May 17, 2010 (the "**Amended Claims Procedure Order**") to call for certain additional claims, including claims against the directors and officers of the Applicants.
12. On July 14, 2010, the Communications, Energy and Paperworkers Union of Canada ("**CEP**") filed a proof of claim (the "**Proof of Claim**") on behalf of nine of the LP Entities' former typographers (the "**CEP Typographers**"). In the Proof of Claim, CEP claimed \$500,000 in respect of each of the CEP Typographers and did not provide any additional details in connection with their claims (the "**CEP Typographers' Claims**").
13. In the cover letter dated July 14, 2010 enclosing the Proof of Claim, CEP's counsel stated, in part as follows:

Our clients are employees of the Gazette and are owed money for unpaid salary. Please note that an arbitrator is seized of the claim. His latest decision in this regard is enclosed with the present letter. Please note however that this decision is being contested in front of the Superior Court of Quebec.

14. The letter enclosed the decision of arbitrator Andre Sylvestre dated January 21, 2009 which adjudicates a grievance filed by CEP on behalf of the CEP Typographers on June 4, 1996 with respect to the *Montreal Gazette's* refusal to exchange last final and best offers following a breakdown of negotiations for a new collective agreement (the "1996 **Grievance**"). A copy of the letter dated July 14, 2010 with all enclosures is attached as **Appendix "A"**.
15. CEP asserted that the CEP Typographers' Claims were Excluded Claims (as defined in the Amended Claims Procedure Order) and constituted Assumed Liabilities under the AHC APA.
16. The CEP Typographers brought a motion seeking the Court's instructions and directions with respect to the proper characterization of their claims. In his Affidavit sworn December 2, 2010 filed by CEP in support of that motion (a copy of which is attached at Tab "F" of Postmedia's Supplementary Motion Record), Don McKay stated, among other things, as follows:

On July 14, 2010, the Union filed a claim in accordance with the Amended Claims Procedure Order on behalf of 9 typographers employed or formerly employed by the Montreal Gazette (the "Employer") with respect to salary and other benefits lost under the applicable collective bargaining agreement as a result of the Employer's refusal to submit to compulsory arbitration for the renewal of a collective agreement and consequent improper lockout in or around June 3, 1996 (the "Claim").

17. The CEP Typographers' motion was heard on December 10, 2010¹.

¹ The CEP Typographers' motion was heard at the same time as a motion brought by two other LP Entities' former typographers (Eriberto Di Paolo and Rita Blondin) seeking related relief.

18. On January 5, 2011, Justice Pepall released her decision with respect to the claims of the CEP Typographers and the claims of Eriberto Di Paolo and Rita Blondin (the “**January 5 Reasons**”) and held that the claims of four of the CEP Typographers and the claims of Eriberto Di Paolo and Rita Blondin constituted Assumed Liabilities under the AHC APA (the “**Assumed Typographers**”) and the claims of the remaining five CEP Typographers did not (the “**Retired Typographers**”).
19. Subsequent to the release of the January 5 Reasons, counsel for Postmedia and CEP’s counsel engaged in settlement discussions regarding all of the CEP Typographers’ Claims. Any settlement involving the claims of the Retired Typographers was to be subject to the approval of the Monitor. At the request of Postmedia and CEP, the Monitor had agreed to delay commencing separate settlement discussions with respect to the Claims of the Retired Typographers.
20. On or about March 10, 2011, the Monitor was advised by counsel for Postmedia that they had been unable to settle the CEP Typographers’ Claims. CEP’s counsel confirmed same on or about March 14, 2011. Accordingly, the Monitor and CEP commenced settlement discussions with respect to the claims of the Retired Typographers. Failing successful settlement through these direct discussions, the claims of the Retired Typographers must be referred by the Monitor to a claims officer or the Court for resolution.
21. As at the date of this report, the Monitor and CEP have been unable to settle the claims of the Retired Typographers. The outcome of Postmedia’s Motion will determine whether the previous determination of the method of calculation of the claims of the Retired Typographers is binding on the Retired Typographers and whether their claims are to be

determined in Quebec together with the claims of the Assumed Typographers. Accordingly, the Monitor has not referred the claims of the Retired Typographers to a claims officer or the Court for resolution pending the hearing and determination of Postmedia's Motion.

2000 GRIEVANCE

22. On April 5, 2011, during the course of the settlement discussions between the Monitor and CEP commenced in or around March 2011, CEP's counsel delivered a breakdown of the quantum of the Retired Typographers' claims (a copy of which is attached as Exhibit "G" to the Affidavit of Don McKay sworn May 2, 2011 in connection with Postmedia's Motion) ("**CEP Claim Description**").
23. The CEP Claim Description makes reference to two grievances – the 1996 Grievance and another grievance submitted on July 14, 2000 (the "**2000 Grievance**"). According to the CEP Claim Description, CEP is claiming \$417,864 for each of the Retired Typographers in respect of the 1996 Grievance and \$143,208 for each of the Retired Typographers in respect of the 2000 Grievance for a total claim of \$561,072 for each Retired Typographer (in excess of the amount claimed for each CEP Typographer by CEP in its Proof of Claim).
24. The reference to the 2000 Grievance in the CEP Claim Description delivered to the Monitor on a without prejudice basis on April 5, 2011 is first time CEP had mentioned the 2000 Grievance in the context of their claim of \$500,000 per typographer.

25. Based on the Proof of Claim and materials submitted by CEP, among other things, in connection with the December 10, 2010 motion, the Monitor is of the view that the claims of the Retired Typographers in the LP Entities' Claims Process are limited to claims arising from the 1996 Grievance and that any claims related to the 2000 Grievances are claims barred by the provisions of the Amended Claims Procedure Order.

THE DISPUTED CLAIMS RESERVE

26. As mentioned above, CEP claimed \$500,000 in respect of each of the Retired Typographers in the Proof of Claim. CEP did not at any time seek to amend the Proof of Claim.
27. In accordance with the AHC Plan, the Monitor reserved 55,490 Shares in the Disputed Claims Reserve with respect to the claims of the Retired Typographers in the submitted maximum amount of \$500,000 each.
28. As at the date of this report, the claims of the Retired Typographers are the only remaining unresolved claims submitted against the LP Entities in the Claims Process and the Shares reserved in respect of their claims are the only Shares remaining in the Disputed Claims Reserve. The Monitor has effected distributions of all other Shares to Affected Creditors holding Proven Claims over \$1,000 that had not made valid cash elections.

CONCLUSIONS

29. As stated above, since the outcome of Postmedia's Motion will determine whether the previous determination of the method of calculation of the claims of the Retired

Typographers is binding on the Retired Typographers and whether their claims are to be determined in Quebec together with the claims of the Assumed Typographers, the Monitor has not referred the claims of the Retired Typographers to a claims officer or the Court for resolution pending the hearing and determination of Postmedia's Motion.

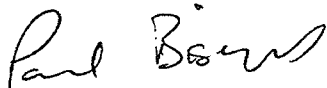
30. The Monitor is of the view that the claims of the Retired Typographers in the LP Entities' Claims Process are limited to claims arising from the 1996 Grievance and that any claims related to the 2000 Grievances are claims barred by the provisions of the Amended Claims Procedure Order. If Postmedia is unsuccessful in obtaining the relief sought in Postmedia's Motion and the Monitor and CEP are unsuccessful in reaching a settlement of the claims of the Retired Typographers, the Monitor will refer the claims of the Retired Typographers to a claims officer or the Court and will be advancing a claims bar defense with respect to the Retired Typographers' claims related to the 2000 Grievance at that time.
31. Under the provisions of the AHC Plan and the Plan Sanction Order, any Disputed Claims that remain unresolved as at the Final Distribution Date will be forever discharged, barred and released without any compensation therefor. Final Distribution Date is defined in the AHC Plan as "*the earlier of (i) December 31, 2010; and (ii) the date which is ten (10) Business Days following the resolution of all Disputed Claims.*" By Orders dated December 30, 2010, February 28, 2011, and March 21, 2011, the Final Distribution Date was extended to May 31, 2011.
32. Depending on the outcome of Postmedia's motion, the Monitor may need to seek an extension of the Final Distribution Date before May 31, 2011 in order to allow the

Monitor time to have the claims of the Retried Typographers referred to and adjudicated
by a claims officer or the Court.

All of which is respectfully submitted this 12th day of May, 2011.

FTI Consulting Canada Inc.,
in its capacity as the Monitor of Canwest Publishing Inc. / Publications Canwest Inc., Canwest
Books Inc., Canwest (Canada) Inc., and Canwest Limited Partnership / Canwest Societe en
Commandite

Per



Paul Bishop
Senior Managing Director

TAB 2

**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 May 25, 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 January 1, 2011¹ to March 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 January 1, 2011 to March 31, 2011 (redacted for confidential information), in the total amount of \$239,891.10.

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 January 1, 2011 to March 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.

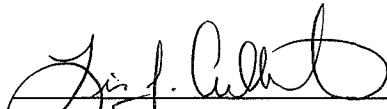
9. Additional professional time will be required to complete the CCAA Proceedings.

¹ Two fee entries included on Invoice No. 29000009 dated January 31, 2011 relate to work performed and disbursements incurred prior to January 1, 2011. These entries were not included in the previous invoices approved by Order of this Honorable Court dated February 28, 2011.

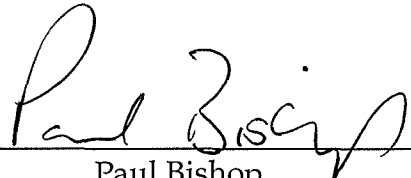
10. FTI requests that the Court approve its accounts for the period of January 1, 2011 to March 31, 2011 for fees in the amount of \$212,246.00, disbursements of \$94.00 and HST of \$27,598.10.

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 May 25, 2011.



Commissioner for Taking Affidavits



Paul Bishop

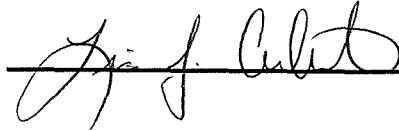
**Lisa Jean Culbert, a Commissioner, O.C.,
Province of Ontario, while a Student at Law.
Expires May 5, 2012.**

EXHIBIT " A "

referred to in the Affidavit of

PAUL BISHOP

Sworn May 25, 2011



**Lisa Jean Culbert, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires May 5, 2012.**



Invoice Summary

Critical thinking at the critical time.

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

January 31, 2011
FTI Invoice No. 29000009
FTI Job No. 012660.0008
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through January 31, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	7.3	\$6,059.00
Steven Bissell	Managing Director	\$700.00	15.8	\$11,060.00
Jodi Porepa	Director	\$575.00	9.9	\$5,692.50
Pamela Luthra	Director	\$550.00	66.0	\$36,300.00
Kiarash Vasseghi	Professional Assistant	\$110.00	9.7	\$1,067.00
Ana Arevalo	Administrative Professional	\$110.00	1.5	\$165.00
Total Hours and Fees			110.2	\$60,343.50
HST Registration No. 835718024RT0001				\$7,844.66
Invoice Total for Current Period				\$68,188.16

Canwest Limited Partnership
012660.0008 - January 31, 2011
Invoice #29000009

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
11/15/10	4635	Kiarash Vasseghi	1.60	\$ 176.00	1.60	\$ 176.00	Performing bank reconciliations.	1
12/01/10	4635	Kiarash Vasseghi	0.30	\$ 33.00	0.30	\$ 33.00	Performing bank reconciliations.	1
01/04/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Administrative work related Canwest.	1
01/04/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	[REDACTED] regarding treatment of amounts withheld for withholding purposes.	1
01/04/11	14888	Pamela Luthra	8.00	\$ 4,400.00	8.00	\$ 4,400.00	Preparation of letters regarding employee distributions. Responding to hotline questions. [REDACTED]	1
01/04/11	15532	Jodi Porepa	0.60	\$ 345.00	0.60	\$ 345.00	Follow up with PLuthra and Computershare.	1
01/05/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending December 31, 2010.	1
01/05/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Further discussions with Stikemans [REDACTED]	1
01/05/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Preparation of LP distribution summary.	1
01/05/11	15532	Jodi Porepa	1.30	\$ 747.50	1.30	\$ 747.50	Reading decision. [REDACTED]	1
01/06/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Payments from Administrative Reserve. Review of ruling regarding Montreal Gazette typographers and correspondence regarding [REDACTED]	1
01/06/11	14888	Pamela Luthra	1.60	\$ 880.00	1.60	\$ 880.00	Review of decision regarding typographers. Responding to the monitor's hotline. Updating the monitor's website.	1
01/06/11	15532	Jodi Porepa	3.00	\$ 1,725.00	3.00	\$ 1,725.00	Discussions with Computershare. [REDACTED]	1
01/10/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Administration of Reach retention payments scheduled for January 14th. Correspondence with [REDACTED].	1
01/10/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Updating website. Status update discussions. Follow up with claimant requests for information.	1
01/11/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Update call with Stikemans. Review of decision. Review of tax and distribution matters.	1
01/11/11	14888	Pamela Luthra	0.50	\$ 275.00	0.50	\$ 275.00	Coordination regarding former employee claims.	1
01/11/11	15532	Jodi Porepa	1.40	\$ 805.00	1.40	\$ 805.00	Update with Stikemans. Discussions with Goodmans. Email communication with Computershare.	1
01/12/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Administration regarding payments from Administrative Reserve.	1
01/12/11	14888	Pamela Luthra	1.20	\$ 660.00	1.20	\$ 660.00	Responding to the LP hotline. Coordination regarding claims.	1
01/13/11	14856	Steven Bissell	1.30	\$ 910.00	1.30	\$ 910.00	Preparation of [REDACTED]	1
01/13/11	14888	Pamela Luthra	2.50	\$ 1,375.00	2.50	\$ 1,375.00	Responding to the LP hotline. Coordination regarding claims.	1
01/13/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Responding to the LP hotline. Coordination regarding claims.	1
01/14/11	14856	Steven Bissell	4.00	\$ 2,800.00	4.00	\$ 2,800.00	Preparation of Canada Revenue Agency remittance schedules. Call with [REDACTED] in Winnipeg. Payment administration.	1
01/18/11	14888	Pamela Luthra	5.90	\$ 3,245.00	5.90	\$ 3,245.00	Responding to inquiries on the LP hotline. Follow up on noteholder distributions	1
01/18/11	4635	Kiarash Vasseghi	0.50	\$ 55.00	0.50	\$ 55.00	Performing bank reconciliations.	1
01/18/11	4635	Kiarash Vasseghi	4.50	\$ 495.00	4.50	\$ 495.00	Performing bank reconciliations.	1

01/19/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Administrative work related Canwest.	1
01/19/11	14888	Pamela Luthra	6.40	\$ 3,520.00	6.40	\$ 3,520.00	Respond to inquiries from the LP hotline. Follow up on noteholder distributions. Follow up regarding Statistics Canada request.	1
01/20/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Conference call with Stikemans regarding information requests from creditors and Canada Revenue Agency.	1
01/20/11	14888	Pamela Luthra	4.40	\$ 2,420.00	4.40	\$ 2,420.00	Follow up on inquiries from the LP hotline. Follow up on noteholder distributions inquiries.	1
01/20/11	15532	Jodi Porepa	1.50	\$ 862.50	1.50	\$ 862.50	Conference call with Stikemans. Review of impact of claimants.	1
01/21/11	14888	Pamela Luthra	4.10	\$ 2,255.00	4.10	\$ 2,255.00	LP follow up on noteholder distributions. Coordination with Computershare and Noteholder Trustee. Preparation of employee distributions forecast for Canada Revenue Agency.	1
01/24/11	14888	Pamela Luthra	7.60	\$ 4,180.00	7.60	\$ 4,180.00	Follow up on inquiries via LP hotline. Follow up on noteholder distributions. Preparation of employee distribution forecast for Canada Revenue Agency. Call with Stikemans. Call with BNY Mellon.	1
01/24/11	15532	Jodi Porepa	1.00	\$ 575.00	1.00	\$ 575.00	Discussions with regarding next steps. Call with Stikemans regarding Computershare and bondholders.	1
01/25/11	14800	Paul Bishop	1.70	\$ 1,411.00	1.70	\$ 1,411.00	Creditor correspondence. Dealing with [REDACTED]	1
01/25/11	14856	Steven Bissell	4.50	\$ 3,150.00	4.50	\$ 3,150.00	Review of typographer claims and Jan. 5th Court decision with respect to assessing the impact on future distributions to claimants with proven claims as part of information request from Canada Revenue Agency. Preparation of employee creditor information for Canada Revenue Agency.	1
01/25/11	14888	Pamela Luthra	3.60	\$ 1,980.00	3.60	\$ 1,980.00	Follow up on noteholder distributions. Call with noteholder trustee. Preparation of distribution letter.	1
01/25/11	4635	Kiarash Vasseghi	0.60	\$ 66.00	0.60	\$ 66.00	Performing bank reconciliations.	1
01/26/11	14800	Paul Bishop	1.90	\$ 1,577.00	1.90	\$ 1,577.00	[REDACTED]	1
01/26/11	14856	Steven Bissell	1.80	\$ 1,260.00	1.80	\$ 1,260.00	Review and reconciliation of Canada Revenue Agency prepared T4A and T4 schedules. Bill payments from Administrative Reserve. Discussions with Canada Revenue Agency regarding reporting requirements for employee claimants with proven claims that received distributions in 2010.	1
01/26/11	14888	Pamela Luthra	3.60	\$ 1,980.00	3.60	\$ 1,980.00	Follow up on noteholder distributions. Call with noteholder trustee. Preparation of distribution letter.	1
01/26/11	4635	Kiarash Vasseghi	0.80	\$ 88.00	0.80	\$ 88.00	Performing bank-reconciliations.	1
01/27/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	[REDACTED]	1
01/27/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Conference call with Stikemans regarding [REDACTED] and meeting materials.	1
01/27/11	14888	Pamela Luthra	4.20	\$ 2,310.00	4.20	\$ 2,310.00	Follow up on noteholder distributions. Call with noteholder trustee. Preparation of distribution letter. Update of distribution model for January distributions.	1
01/28/11	14888	Pamela Luthra	5.30	\$ 2,915.00	5.30	\$ 2,915.00	Follow up on noteholder distributions. Call with noteholder trustee. Preparation of distribution letter. Update of distribution model for January distributions. Letter to SERA claimants.	1
01/28/11	4635	Kiarash Vasseghi	0.50	\$ 55.00	0.50	\$ 55.00	Performing bank reconciliations.	1
01/28/11	4635	Kiarash Vasseghi	0.60	\$ 66.00	0.60	\$ 66.00	Performing bank reconciliations.	1
01/31/11	14888	Pamela Luthra	4.90	\$ 2,695.00	4.90	\$ 2,695.00	Preparation of LP distributions. Preparation of cheques to claimants. Preparation of letter to SERA claimants.	1
01/31/11	4635	Kiarash Vasseghi	0.30	\$ 33.00	0.30	\$ 33.00	Performing bank reconciliations.	1
GRAND TOTAL			110.20	\$ 60,343.50	110.20	\$ 60,343.50		

Canwest Limited Partnership
012660.0008 - January 31, 2011
Invoice # XXXX

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
11/15/10	4635	Kiarash Vasseghe	1.60	\$ 176.00	1.60	\$ 176.00	Bank Reconciliations 79912,33017,79319 July, Aug, Sep 1.579211 0.1	1
12/01/10	4635	Kiarash Vasseghe	0.30	\$ 33.00	0.30	\$ 33.00	Bank Reconciliation September follow-up (12793-19)	1
01/04/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Preparing draft invoice for period ending December 31, 2010.	1
01/04/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Discussions with Stikemans re: [REDACTED] in [REDACTED]. Preparation of Distribution Notice to CRA with respect to December 31st distribution. Call with S. Klim from CRA re: treatment of amounts withheld for withho	1
01/04/11	14888	Pamela Luthra	8.00	\$ 4,400.00	8.00	\$ 4,400.00	Preparation of letters regarding employee distributions, responding to hotline questions, preparation of [REDACTED]	1
01/04/11	15532	Jodi Porepa	0.60	\$ 345.00	0.60	\$ 345.00	Follow up with PLuthra and Computershare.	1
01/05/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending December 31, 2010	1
01/05/11	14856	Steven Bissell	0.30	\$ 210.00	0.30	\$ 210.00	Further discussions with Stikemans re: [REDACTED]. Follow-up with respect to Postmedia request re: transfer of [REDACTED]	1
01/05/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Preparation of LP distribution summary	1
01/05/11	15532	Jodi Porepa	1.30	\$ 747.50	1.30	\$ 747.50	Reading decision. Dealing with [REDACTED]	1
01/06/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Payments from Admin Reserve. Review of ruling re: Montreal Gazette typographers and correspondence with J. Porepa re: [REDACTED]	1
01/06/11	14888	Pamela Luthra	1.60	\$ 880.00	1.60	\$ 880.00	Review of decision regarding typographers, responding to the monitor's hotline, updating the monitor's website	1
01/06/11	15532	Jodi Porepa	3.00	\$ 1,725.00	3.00	\$ 1,725.00	Discussions with Computershare. Read through Pepall decision. Discussions with Computershare. Read through Pepall decision.	1
01/10/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Administration of Reach retention payments scheduled for January 14th. Correspondence with CRA re: transfer of amounts held in respect of withholding taxes.	1
01/10/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Updating website. Discussions with Sbisell. Follow up with claimant requests for information.	1
01/11/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Update call with Stikemans, review of decision, review of tax and distribution matters	1
01/11/11	14888	Pamela Luthra	0.50	\$ 275.00	0.50	\$ 275.00	Coordination regarding former employee claims	1
01/11/11	15532	Jodi Porepa	1.40	\$ 805.00	1.40	\$ 805.00	Update with Stikemans. Discussions with Crhea. Email communication with Computershare.	1
01/12/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Administration re: payments from Administrative Reserve and reporting in Ascend.	1
01/12/11	14888	Pamela Luthra	1.20	\$ 660.00	1.20	\$ 660.00	Responding to the LP hotline, coordination regarding claims	1
01/13/11	14856	Steven Bissell	1.30	\$ 910.00	1.30	\$ 910.00	Preparation of CRA remittance support schedules.	1
01/13/11	14888	Pamela Luthra	2.50	\$ 1,375.00	2.50	\$ 1,375.00	Responding to the LP hotline, coordination regarding claims	1
01/13/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Responding to the LP hotline, coordination regarding claims	1
01/14/11	14856	Steven Bissell	4.00	\$ 2,800.00	4.00	\$ 2,800.00	[REDACTED] g. Payment administration.	1
01/18/11	14888	Pamela Luthra	5.90	\$ 3,245.00	5.90	\$ 3,245.00	LP hotline, follow up on noteholder distributions	1
01/18/11	4635	Kiarash Vasseghe	0.50	\$ 55.00	0.50	\$ 55.00	Bank Reconciliation 13188-10 Sep, Oct, Nov 2010	1
01/18/11	4635	Kiarash Vasseghe	4.50	\$ 495.00	4.50	\$ 495.00	Bank Reconciliation 13189-18 September to December 2010 Bank Reconciliation 13190-19 September to December 2010 Bank Reconciliation 13191-16 September to December 2010 Bank Reconciliation 13192-13 September to December 2010 Bank Reconciliation 13193-10 Septem	1



Invoice Summary

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

March 31, 2011
FTI Invoice No. 29000047
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	31.3	\$25,979.00
Steven Bissell	Managing Director	\$700.00	8.8	\$6,160.00
Jodi Porepa	Director	\$575.00	24.6	\$14,145.00
Pamela Luthra	Director	\$550.00	7.3	\$4,015.00
Ana Arevalo	Administrative Professional	\$110.00	0.7	\$77.00
Total Hours and Fees			72.7	\$50,376.00
Transportation				\$16.81
Total Expenses				\$16.81
HST Registration No. 835718024RT0001				\$6,551.07
Invoice Total for Current Period				\$56,943.88

Canwest Limited Partnership
012660.0008 - March 31, 2011
Invoice # 29000047

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
03/14/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Calls and emails regarding representative counsel motion review of same. Conference call regarding typographers.	1
03/14/11	15532	Jodi Porepa	2.50	\$ 1,437.50	2.50	\$ 1,437.50	Updating website. Drafting summary for employees with shares. Follow up with [REDACTED] claim representative.	1
03/15/11	14800	Paul Bishop	1.70	\$ 1,411.00	1.70	\$ 1,411.00	Calls and email regarding claims and representative counsel.	1
03/15/11	15532	Jodi Porepa	5.50	\$ 3,162.50	5.50	\$ 3,162.50	Working on [REDACTED] and reviewing corresponding memo. Follow up with Osiers. [REDACTED] and repudiated contracted. Following up with claimants in respect of barred claims.	1
03/16/11	15273	Ana Arevalo	0.70	\$ 77.00	0.70	\$ 77.00	Administration related to Canwest.	1
03/16/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Calls and emails regarding representative counsel Order and information required for representative counsel.	1
03/16/11	15532	Jodi Porepa	4.20	\$ 2,415.00	4.20	\$ 2,415.00	Following up with [REDACTED]. Discussions with Stikemans regarding [REDACTED]. Drafting summary or [REDACTED]. Reviewing Court Report.	1
03/17/11	14800	Paul Bishop	4.20	\$ 3,486.00	4.20	\$ 3,486.00	Review Monitor's report. Prepare multiple emails. Calls regarding Monitor's Report and Order.	1
03/17/11	15532	Jodi Porepa	3.50	\$ 2,012.50	3.50	\$ 2,012.50	Discussions with legal counsel in respect of [REDACTED] drafting summary for representative counsel. Reading court Report submitted. Dealing with getting documents posted online. Discussions with Canwest regarding employees.	1
03/18/11	14800	Paul Bishop	2.70	\$ 2,241.00	2.70	\$ 2,241.00	Finalise Report and Order.	1
03/18/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Communciation with [REDACTED] counsel. Finalizing claim. Updating website with motion material.	1
03/21/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Attend court and prepare for same. Correspondence regarding Postmedia and typographers.	1
03/21/11	15532	Jodi Porepa	1.30	\$ 747.50	1.30	\$ 747.50	Attend court with PBishop for motions.	1
03/22/11	14800	Paul Bishop	1.60	\$ 1,328.00	1.60	\$ 1,328.00	Correspondence regarding typographers and emails regarding same. Review of Postmedia correspondence regarding typographer motion.	1
03/22/11	15532	Jodi Porepa	2.70	\$ 1,552.50	2.70	\$ 1,552.50	Reading order. Preparing lists for counsel. Preparing cheque and cover letter for [REDACTED]. Arranging labels and mailing. Pulling addresses together. Updating website.	1
03/23/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	Email correspondence and calls regarding current outstanding items.	1
03/23/11	15532	Jodi Porepa	1.60	\$ 920.00	1.60	\$ 920.00	Follow up with Rep counsel in respect of Exhibit A to Schedule A. Organize mailing to creditors. Follow up with Rep counsel in respect of enquiries. Follow up with creditor inquiries.	1
03/24/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Conference call regarding typographers and prepare for same. Review of Orders and correspondence regarding same.	1
03/24/11	15532	Jodi Porepa	0.50	\$ 287.50	0.50	\$ 287.50	Updating online postings.	1
03/25/11	14800	Paul Bishop	2.10	\$ 1,743.00	2.10	\$ 1,743.00	Correspondence regarding typographers correspondence regarding Blondin & DiPaolo demand on Monitor. Call with counsel regarding same.	1
03/28/11	14800	Paul Bishop	0.90	\$ 747.00	0.90	\$ 747.00	Correspondence with Blondin counsel.	1
03/28/11	14856	Steven Bissell	3.00	\$ 2,100.00	3.00	\$ 2,100.00	Administrative reserve reconciliation. Payments of professional fees from Administrative Reserve.	1
03/29/11	14800	Paul Bishop	2.20	\$ 1,826.00	2.20	\$ 1,826.00	Correspondence regarding typographers. [REDACTED]	1

03/29/11	14856	Steven Bissell	2.00	\$ 1,400.00	2.00	\$ 1,400.00	Review and preparation of [REDACTED] Review of February 28th Court Order. Typographers' claims status.	1
03/29/11	14888	Pamela Luthra	0.80	\$ 440.00	0.80	\$ 440.00	Responding to the Monitor's hotline. Review of various e-mails.	1
03/30/11	14800	Paul Bishop	2.50	\$ 2,075.00	2.50	\$ 2,075.00	Calls and emails regarding typographers. Review March distribution calculations and finalize.	1
03/30/11	14856	Steven Bissell	1.80	\$ 1,260.00	1.80	\$ 1,260.00	[REDACTED] LP Administrative Reserve estimate through July 2011.	1
03/30/11	14888	Pamela Luthra	4.30	\$ 2,365.00	4.30	\$ 2,365.00	Preparation of March distributions.	1
03/30/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Finalizing master workbook.	1
03/31/11	14800	Paul Bishop	1.70	\$ 1,411.00	1.70	\$ 1,411.00	Distribution and correspondence regarding same.	1
03/31/11	14856	Steven Bissell	2.00	\$ 1,400.00	2.00	\$ 1,400.00	Review of distribution model and preparation of [REDACTED] Preparation of [REDACTED] n. Enquiries into legal fees invoice related to services provided in June 2010.	1
03/31/11	14888	Pamela Luthra	2.20	\$ 1,210.00	2.20	\$ 1,210.00	Preparation of March distributions. Responding to the Monitor's Hotline.	1
03/31/11	15532	Jodi Porepa	0.60	\$ 345.00	0.60	\$ 345.00	Reviewing master distribution spreadsheet. Touching base with FTI team regarding status updates.	1
GRAND TOTAL			72.70	\$ 50,376.00	72.70	\$ 50,376.00		



Invoice Summary

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

March 23, 2011
FTI Invoice No. 29000040
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 13, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	17.3	\$14,359.00
Steven Bissell	Managing Director	\$700.00	1.3	\$910.00
Jodi Porepa	Director	\$575.00	4.5	\$2,587.50
Pamela Luthra	Director	\$550.00	4.3	\$2,365.00
Ana Arevalo	Administrative Professional	\$110.00	1.0	\$110.00
Total Hours and Fees			28.4	\$20,331.50
Transportation				\$8.85
Total Expenses				\$8.85
HST Registration No. 835718024RT0001				\$2,644.25
Invoice Total for Current Period				\$22,984.60

Canwest Limited Partnership
012660.0008 - March 13, 2011
Invoice # 29000040

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
02/28/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Review terms of sale of National Post for information [REDACTED]	1
03/01/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Administrative work related to Canwest.	1
03/01/11	14800	Paul Bishop	2.50	\$ 2,075.00	2.50	\$ 2,075.00	Following up and reviewing various tax matters. Review of distribution. Review of withholdings.	1
03/01/11	14888	Pamela Luthra	2.90	\$ 1,595.00	2.90	\$ 1,595.00	[REDACTED] o. Transition of documents. Monitors hotline. Preparation of replacement distribution cheque. Review and prepare A [REDACTED] forms.	1
03/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Administrative work related to Canwest.	1
03/02/11	14800	Paul Bishop	3.40	\$ 2,822.00	3.40	\$ 2,822.00	[REDACTED] and prepare for same. Finalise distributions and withholdings. Deal with other tax matters.	1
03/02/11	14856	Steven Bissell	0.80	\$ 560.00	0.80	\$ 560.00	Conference call with Postmedia accounting management regarding status of claims procedure.	1
03/02/11	14888	Pamela Luthra	1.40	\$ 770.00	1.40	\$ 770.00	Coordination of February [REDACTED] s. Transition of documents.	1
03/02/11	15532	Jodi Porepa	1.00	\$ 575.00	1.00	\$ 575.00	Follow up with Amanaigre (Postmedia) in respect of her inquiries.	1
03/04/11	15532	Jodi Porepa	0.30	\$ 172.50	0.30	\$ 172.50	Follow up with Amanaigre call. Confirm with Stikemans.	1
03/07/11	14800	Paul Bishop	1.60	\$ 1,328.00	1.60	\$ 1,328.00	Review representative counsel order.	1
03/07/11	15532	Jodi Porepa	0.50	\$ 287.50	0.50	\$ 287.50	Responding to inquiries regarding remaining claimants.	1
03/08/11	14800	Paul Bishop	1.20	\$ 996.00	1.20	\$ 996.00	Review and comment on representative order and changes thereto.	1
03/09/11	14800	Paul Bishop	2.30	\$ 1,909.00	2.30	\$ 1,909.00	Calls and emails re [REDACTED] and representative counsel. Follow up on claims.	1
03/09/11	15532	Jodi Porepa	1.00	\$ 575.00	1.00	\$ 575.00	Follow up on creditor inquiries. Discussions with PBishop regarding outstanding claims. Discussions with new legal counsel for [REDACTED] in respect of their claim.	1
03/10/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Conference call regarding typographers and prepare for same. Review and comment on representative order.	1
03/11/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Review calculations on employee tax, employment insurance and other requirements. Discussions with representative counsel.	1
03/11/11	15532	Jodi Porepa	1.70	\$ 977.50	1.70	\$ 977.50	Discussions with Stikemans regarding employee inquiries. Discussions with Stikemans regarding claims in dispute. Drafting summary for Court Report.	1
03/12/11	14800	Paul Bishop	0.50	\$ 415.00	0.50	\$ 415.00	Emails and review of representative counsel order.	1
GRAND TOTAL			28.40	\$ 20,331.50	28.40	\$ 20,331.50		

\$



FTI
CONSULTING

Invoice Summary

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

February 28, 2011
FTI Invoice No. 29000026
FTI Job No. 012660.0008
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2011

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	55.0	\$45,650.00
Steven Bissell	Managing Director	\$700.00	12.9	\$9,030.00
Jodi Porepa	Director	\$575.00	20.0	\$11,500.00
Pamela Luthra	Director	\$550.00	26.9	\$14,795.00
Ana Arevalo	Administrative Professional	\$110.00	2.0	\$220.00
Total Hours and Fees			116.8	\$81,195.00
Telephone				\$21.34
Total Expenses				\$21.34
HST Registration No. 835718024RT0001				\$10,558.12
Invoice Total for Current Period				\$91,774.46

Canwest Limited Partnership
012660.0008 - February 28, 2011
Invoice # 29000026

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
02/01/11	15273	Ana Arevalo	1.00	\$ 110.00	1.00	\$ 110.00	General administrative work related to Canwest.	1
02/01/11	14800	Paul Bishop	2.70	\$ 2,241.00	2.70	\$ 2,241.00	[REDACTED]	1
02/01/11	14888	Pamela Luthra	0.60	\$ 330.00	0.60	\$ 330.00	Follow up with Computershare regarding distributions. Responding to the Monitor's hotline.	1
02/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	Finalizing invoice for period ending January 31, 2011.	1
02/02/11	14800	Paul Bishop	1.90	\$ 1,577.00	1.90	\$ 1,577.00	[REDACTED]	1
02/02/11	14856	Steven Bissell	3.00	\$ 2,100.00	3.00	\$ 2,100.00	Review of [REDACTED] support email from D. [REDACTED] Comparison to previous tax returns. [REDACTED] A. Preparation and reconciliation of T4s to be delivered to LTD employees. Call with [REDACTED] regarding pre-filing claim.	1
02/02/11	14888	Pamela Luthra	0.40	\$ 220.00	0.40	\$ 220.00	Follow up with Computershare regarding distributions.	1
02/03/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	Call regarding [REDACTED]	1
02/03/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Conference call with Stikeman Elliott regarding [REDACTED]	1
02/04/11	14856	Steven Bissell	1.50	\$ 1,050.00	1.50	\$ 1,050.00	Preparation of responses regarding Canada Revenue Agency adjustments to [REDACTED] Review of materials provided by D. Barfuss. Preparation of summary email to P. Bishop and Stikeman Elliott LLP.	1
02/07/11	14800	Paul Bishop	1.40	\$ 1,162.00	1.40	\$ 1,162.00	Deal with tax matters.	1
02/07/11	15532	Jodi Porepa	0.40	\$ 230.00	0.40	\$ 230.00	Discussions about upcoming meeting.	1
02/08/11	14800	Paul Bishop	1.30	\$ 1,079.00	1.30	\$ 1,079.00	Deal with tax matters.	1
02/09/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	General administrative work related to Canwest.	1
02/09/11	14800	Paul Bishop	1.30	\$ 1,079.00	1.30	\$ 1,079.00	Dealing with tax matters.	1
02/09/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Responding to the LP Hotline.	1
02/09/11	15532	Jodi Porepa	0.70	\$ 402.50	0.70	\$ 402.50	Conference call with Stikemans and legal counsel for the Gazette in respect of the typographers.	1
02/10/11	14800	Paul Bishop	2.50	\$ 2,075.00	2.50	\$ 2,075.00	Deal with tax and withholdings items.	1
02/10/11	14856	Steven Bissell	1.80	\$ 1,260.00	1.80	\$ 1,260.00	Call with Stikemans regarding [REDACTED] Conference call with Stikemans regarding Montreal Gazette typographer claims.	1
02/11/11	14800	Paul Bishop	1.20	\$ 996.00	1.20	\$ 996.00	Deal with tax issues. Review calculations in respect of distribution and withholdings. Hold discussions and draft emails in respect of same.	1
02/11/11	14856	Steven Bissell	1.80	\$ 1,260.00	1.80	\$ 1,260.00	Review of T4A prepared by Canada Revenue Agency. Reconciliation of Monitor's bank accounts. [REDACTED]	1
02/14/11	14800	Paul Bishop	2.40	\$ 1,992.00	2.40	\$ 1,992.00	Review tax and withholdings items. Discussion in respect of typographers.	1
02/15/11	14800	Paul Bishop	2.70	\$ 2,241.00	2.70	\$ 2,241.00	Conference call regarding withholdings and typographers. Review of correspondence. Review of orders issued and [REDACTED]	1
02/15/11	14888	Pamela Luthra	1.00	\$ 550.00	1.00	\$ 550.00	Responding to the Monitor's hotline.	1
02/16/11	14800	Paul Bishop	1.70	\$ 1,411.00	1.70	\$ 1,411.00	Read and review correspondence from counsel and counsel to claimants.	1
02/17/11	14800	Paul Bishop	2.80	\$ 2,324.00	2.80	\$ 2,324.00	Draft response to letters regarding Canada Revenue Agency withholding and typographers. R [REDACTED]	1
02/17/11	14888	Pamela Luthra	5.30	\$ 2,915.00	5.30	\$ 2,915.00	Responding to the LP Monitors hotline. Following up on cheque distributions.	1
02/17/11	15532	Jodi Porepa	1.10	\$ 632.50	1.10	\$ 632.50	Respond to creditor requests/inquiries. Review of email in respect of inquiries. Review of bills and send to [REDACTED]	1
02/18/11	14800	Paul Bishop	2.60	\$ 2,158.00	2.60	\$ 2,158.00	Conference calls regarding withholdings and typographers claims review. [REDACTED]	1

02/18/11	14856	Steven Bissell	2.80	\$ 1,960.00	2.80	\$ 1,960.00	Conference call with Stikeman Elliott LLP and counsel in respect of typographers regarding settlement of claims. Review of draft 15th Report of the Monitor. Collection of data points required and comments on same. Conference call of the LP Entities.	1
02/18/11	14888	Pamela Luthra	5.20	\$ 2,860.00	5.20	\$ 2,860.00	Responding to the LP hotline. Preparation of replacement cheque for previous distribution. Preparation of 15th report of the Monitor. Preparation of forms relating to distributions.	1
02/18/11	15532	Jodi Porepa	7.10	\$ 4,082.50	7.10	\$ 4,082.50	Conference call in respect of typographers. Review and update court report.	1
02/20/11	14800	Paul Bishop	2.90	\$ 2,407.00	2.90	\$ 2,407.00	Review report and fee application and provide comments on same.	1
02/20/11	14856	Steven Bissell	1.00	\$ 700.00	1.00	\$ 700.00	Preparation of professional fees descriptions for incorporation into 15th report of the Monitor.	1
02/21/11	14800	Paul Bishop	1.10	\$ 913.00	1.10	\$ 913.00	Finalise report. Draft emails regarding same. Discussions regarding typographers.	1
02/21/11	15532	Jodi Porepa	4.60	\$ 2,645.00	4.60	\$ 2,645.00	Reviewing time dockets and finalizing for fee approval. Reviewing court report.	1
02/22/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Dealing with issue raised by representative counsel regarding share value. Calls and emails. Final review of and send tax returns.	1
02/22/11	14888	Pamela Luthra	1.80	\$ 990.00	1.80	\$ 990.00	Responding to the Monitors hotline. Preparation of T4As for mailing to former employees.	1
02/23/11	14800	Paul Bishop	1.50	\$ 1,245.00	1.50	\$ 1,245.00	Further calls and emails regarding T4s share value.	1
02/24/11	14800	Paul Bishop	3.20	\$ 2,656.00	3.20	\$ 2,656.00	Calls regarding share value issue. Review of materials and reports thereon. Review of Postmedia Financial Statements.	1
02/24/11	15532	Jodi Porepa	0.50	\$ 287.50	0.50	\$ 287.50	Follow up on emails.	1
02/25/11	14800	Paul Bishop	4.40	\$ 3,652.00	4.40	\$ 3,652.00	Calls and email regarding representative counsel motion. Read and review material and discuss same with counsel. Review previous reports and correspondence.	1
02/25/11	14888	Pamela Luthra	2.40	\$ 1,320.00	2.40	\$ 1,320.00	Preparation for February distributions.	1
02/25/11	15532	Jodi Porepa	0.80	\$ 460.00	0.80	\$ 460.00	Dealing with [REDACTED] in respect of Canwest Claims Process.	1
02/25/11	15532	Jodi Porepa	1.70	\$ 977.50	1.70	\$ 977.50	Review of report and update master database.	1
02/26/11	14800	Paul Bishop	5.10	\$ 4,233.00	5.10	\$ 4,233.00	Calls with counsel. Read and review and edit report.	1
02/26/11	14888	Pamela Luthra	1.10	\$ 605.00	1.10	\$ 605.00	Review and comments on the Monitor's 15th report. Various emails regarding the same.	1
02/27/11	14800	Paul Bishop	3.80	\$ 3,154.00	3.80	\$ 3,154.00	Call with Counsel. Read, review and edit report.	1
02/27/11	14856	Steven Bissell	0.50	\$ 350.00	0.50	\$ 350.00	Review and comments on supplement to the Monitor's 15th Report.	1
02/27/11	14888	Pamela Luthra	3.20	\$ 1,760.00	3.20	\$ 1,760.00	Review and comments on the Monitor's 15th report. Preparation of February distributions.	1
02/28/11	14800	Paul Bishop	4.20	\$ 3,486.00	4.20	\$ 3,486.00	Attend court. Preparation for same. Finalise letter and send out T4s.	1
02/28/11	14888	Pamela Luthra	4.80	\$ 2,640.00	4.80	\$ 2,640.00	Preparation of February distributions. Preparation of T4a mailing.	1
02/28/11	15532	Jodi Porepa	3.10	\$ 1,782.50	3.10	\$ 1,782.50	Following up with [REDACTED] reviewing master database. Reviewing distributions. Responding to inquiries about employees.	1
GRAND TOTAL			116.80	\$ 81,195.00	116.80	\$ 81,195.00		

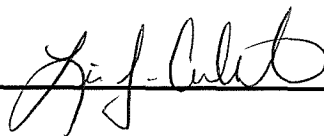
- \$ -

EXHIBIT " B "

referred to in the Affidavit of

PAUL BISHOP

Sworn May 25, 2011



Lisa Jean Culbert, a Commissioner, etc.,
Province of Ontario, while a **Student of Law.**
Expires May 5, 2012.

Exhibit "B"
Summary of FTI Fees
Invoices dated January 31, 2011 to March 31, 2011

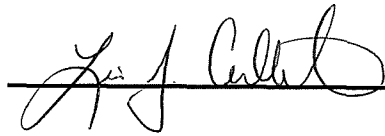
Invoice #	Date	Fees	Charges and Disbursements	HST (on Fees, Charges & Disbursements)	Total
29000009	31-Jan-11	\$ 60,343.50	\$ -	\$ 7,844.66	\$ 68,188.16
29000026	28-Feb-11	\$ 81,195.00	\$ 21.34	\$ 10,558.12	\$ 91,774.46
29000040	13-Mar-11	\$ 20,331.50	\$ 8.85	\$ 2,644.25	\$ 22,984.60
29000047	31-Mar-11	\$ 50,376.00	\$ 16.81	\$ 6,551.07	\$ 56,943.88
TOTALS		\$ 212,246.00	\$ 47.00	\$ 27,598.10	\$ 239,891.10

EXHIBIT " C "

referred to in the Affidavit of

PAUL BISHOP

Sworn May 25, 2011



**Lisa Jean Culbert, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires May 5, 2012.**

EXHIBIT "C"
FTI Summary of Fees
January 31, 2011 to March 31, 2011

NAME	HOURS	HOURLY RATE	TOTAL
P. Bishop	110.9	\$ 830.00	\$ 92,047.00
S. Bissell	38.8	\$ 700.00	\$ 27,160.00
J. Porepa	59	\$ 575.00	\$ 33,925.00
P. Luthra	104.5	\$ 550.00	\$ 57,475.00
K. Vasseghi	9.7	\$ 110.00	\$ 1,067.00
A. Arevalo	5.2	\$ 110.00	\$ 572.00
TOTALS	328.1	\$	212,246.00

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 MAY 25, 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

TAB 3

**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 May 25, 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 January 1, 2011 to March 31, 2011.

4. During the period from January 1, 2011 to March 31, 2011 Stikeman Elliott docketed 280.05 hours in respect of the CCAA Proceedings and billed a total of \$238,141.32 amounting to legal fees of \$206,580.25 and disbursements and other charges of \$4,193.50 plus Harmonized Sales Tax ("**HST**") of \$27,367.57. 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 January 1, 2011 to March 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.

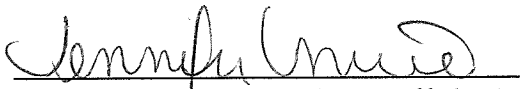
6. Attached hereto as **Exhibit "C"** is a schedule summarizing the billing rates of each of the members of Stikeman Elliott who acted on behalf of the Monitor in the CCAA Proceedings from January 1, 2011 to March 31, 2011.

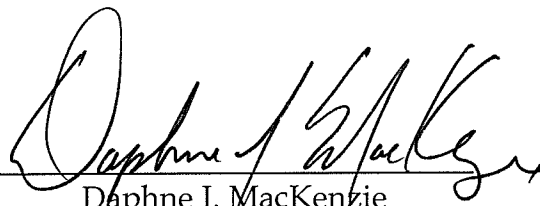
7. The hourly billing rates applied in the invoices of Stikeman Elliott are Stikeman Elliott's normal hourly rates which were in effect from January 1, 2011 to March 31, 2011 and are comparable to the hourly rates charged by Stikeman Elliott for services rendered in relation to similar proceedings.

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 March 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 May 25, 2011.


Commissioner for Taking Affidavits


Daphne J. MacKenzie

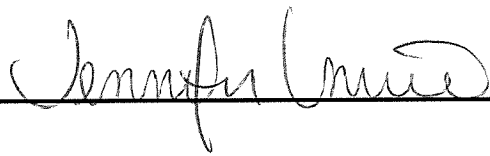
Jennifer L. Imrie

EXHIBIT " A "

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn May 25, 2011



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

February 22, 2011
File No. 1096791004

Invoice No. 4954955

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 5, 2011	D.R. Byers	1.75	Review reasons of Justice Pepall with respect to typographers' motion; conference call with D. MacKenzie with respect to same and attend to emails with client; meeting with M. Konyukhova
	D.J. MacKenzie	3.75	Correspondence with FTI regarding withholding; draft email to CRA; prepare draft letter to City of Calgary; review Orders and Plan; review typographers' decision
	N. Ramalho	0.25	Emails from and to S. Levitt
	M. Konyukhova	0.50	Review decision on typographers' motion; correspondence with FTI regarding same; call with D. MacKenzie regarding next steps
Jan 6, 2011	D.R. Byers	0.50	Meeting with M. Konyukhova with respect to outstanding issues
	D.J. MacKenzie	2.50	Correspondence with PostMedia and City of Calgary regarding residual assets and correspondence with FTI; correspondence with CRA regarding disputed claims; review Madam Justice Pepall's decision
Jan 7, 2011	N. Ramalho	0.25	Email from S. Poysa and draft email to S. Levitt
Jan 10, 2011	D.J. MacKenzie	1.00	Review Department of Justice correspondence regarding withholdings; review withholding agreement
Jan 11, 2011	D.J. MacKenzie	1.75	Review withholding arrangements; conference

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 11, 2011	N. Ramalho	0.25	call with FTI; prepare correspondence to Department of Justice
Jan 12, 2011	D.J. MacKenzie	0.75	Telephone call with S. Levitt [REDACTED]
Jan 13, 2011	N. Ramalho	0.25	Emails from and to S. Levitt
	M. Konyukhova	0.33	Correspondence concerning issuing and entering extension order
Jan 18, 2011	D.R. Byers	0.50	Review Order extending distribution date and discuss next steps with M. Konyukhova; conference call with D. MacKenzie with respect to information requests with respect to extension to resolve claim
	D.J. MacKenzie	1.00	Review tax issues; meeting with J. Lorito; review correspondence from FTI
	J.G. Lorito	0.50	Telephone conversation with D. Barfuss
	N. Ramalho	0.25	Emails from and to S. Levitt
	M. Konyukhova	1.75	Prepare Order extending December 31 deadline; attendance before Justice Pepall with respect to same; correspondence with FTI regarding Order
Jan 19, 2011	M. Konyukhova	0.75	Review reports; review S. Levitt's email with respect to distributions; draft reply; telephone call with S. Levitt regarding same
Jan 20, 2011	D.R. Byers	0.25	Conference call with D. MacKenzie with respect to dissemination of information with respect to distributions
	D.J. MacKenzie	1.75	Review information requests; conference call with FTI; review BNY letter of instruction; correspondence with FTI
	A. Fransen	1.31	Review correspondence related to distribution to bondholders; review and draft correspondence; meeting with D. MacKenzie
Jan 24, 2011	D.J. MacKenzie	1.00	Review pro forma calculations and correspondence to CRA
	A. Fransen	0.67	Various tasks; call with P. Luthra regarding bondholder distribution issues
Jan 25, 2011	D.J. MacKenzie	4.00	[REDACTED] and outstanding issues; telephone call with FTI; considering outstanding claims issues
	A. Fransen	0.42	Review BNY direction; review and draft correspondence
	M. Konyukhova	0.50	Call with D. MacKenzie; email to F. Myers with respect to typographers' claim; call with F. Myers with respect to same; call with D.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Jan 26, 2011	D.J. MacKenzie	1.50	MacKenzie regarding next steps with respect to typographers' claim
Jan 28, 2011	D.J. MacKenzie	1.00	Correspondence with CRA; correspondence with FTI with respect to CRA requests and responses
Jan 31, 2011	D.J. MacKenzie	0.50	Review correspondence regarding distributions; telephone with FTI
	M. Konyukhova	0.33	Correspondence and telephone calls with FTI
			Correspondence with P. Bishop regarding typographers' motion and appeal period; email to F. Myers with respect to discussions with CEP

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	3.00	\$950.00	\$2,850.00
D.J. MacKenzie	20.50	825.00	16,912.50
J.G. Lorito	0.50	975.00	487.50
N. Ramalho	1.25	575.00	718.75
A. Fransen	2.40	525.00	1,260.00
M. Konyukhova	4.16	500.00	2,080.00

FEES

Professional Services	CAD \$24,308.75
HST @ 13.0%	3,160.14
Total Professional Services and Taxes	CAD \$27,468.89

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Photocopies	7.00		7.00
Total charges			7.00
HST @ 13.0%			0.91
Total Charges and Taxes			\$7.91

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Business Meals - In Town	112.00		112.00
Telephone	62.62		62.62
Travel - Taxis	8.85		8.85
Total Disbursements	183.47		183.47
HST @ 13.0%	23.84		23.85
Total Disbursements and Taxes			\$207.32

INVOICE SUMMARY

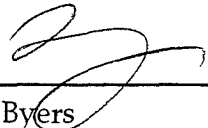
Invoice No. 4954955

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	24,308.75	0.00	\$24,308.75
HST @ 13.0%			3,160.14
Charges	7.00	0.00	7.00
HST @ 13.0%			0.91
Disbursements	183.47	0.00	183.47
HST @ 13.0%			23.85
AMOUNT DUE			<u>CAD \$27,684.12</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 1.00 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

March 15, 2011
File No. 1096791004
Invoice No. 4961449

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited
Partnership for the period up to February 28, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Feb 1, 2011	M. Konyukhova	0.25	Correspondence with respect to typographers' motion; call with D. MacKenzie regarding same
Feb 2, 2011	J.G. Lorito	1.25	Review tax returns, pension agreements; conference call
Feb 3, 2011	J.G. Lorito	0.50	Conference call; review emails
Feb 7, 2011	D.J. MacKenzie	1.00	Consider typographers' claim; corporate issues and filings
Feb 8, 2011	D.R. Byers	0.75	Conference call with D. MacKenzie with respect to F. Myers' attempts to settle typographers' claims and next steps; conference call with respect to content of next Monitor's Report
	D.J. MacKenzie	1.00	Telephone call with F. Myers; correspondence with D. Monet
	A. Fransen	0.65	Review and draft correspondence; review proxies
Feb 9, 2011	D.R. Byers	0.33	Email from T. McRae regarding withholdings and consult with FTI and D. MacKenzie regarding same
	D.J. MacKenzie	1.00	Consider tax issues, Statistics Canada and annual filing; conference call with FTI
	J. Imrie	0.25	Review of previous fee affidavits; requested invoices for same
	C.S. Scott	0.50	Telephone conversation with client; draft email to Statistics Canada
Feb 10, 2011	D.R. Byers	0.17	Attend to emails with respect to SERA

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			withholdings
	D.J. MacKenzie	3.00	Conference call regarding withholdings and tax issues; correspondence to T. McRae; correspondence to CRA; voicemail to Goodmans
	M. Konyukhova	1.50	Correspondence regarding fee affidavits; review materials with respect to typographers' claim; conference call with FTI and D. Monet regarding typographers' claim; call with FTI with respect to same; office conference with D. MacKenzie with respect to next steps
	C.S. Scott	0.25	Telephone conversation with Statistics Canada; email with D. MacKenzie
Feb 11, 2011	D.J. MacKenzie	1.00	Prepare correspondence with respect to tax return; exchange correspondence with CRA and T. McRae
Feb 14, 2011	D.R. Byers	0.25	Meeting with D. MacKenzie regarding conference call with T. McRae and confidentiality issues
	D.J. MacKenzie	2.50	Prepare for and attend conference call with T. McRae regarding withholdings; exchange emails concerning confidentiality restrictions; review CRA correspondence
	J.G. Lorito	0.75	Conference call concerning withholdings
Feb 15, 2011	D.R. Byers	1.25	Correspondence from counsel for Di Paolo and Blondin; attend to emails with respect to same; correspondence from J. Payne and meeting with D. MacKenzie with respect to same; attend on conference call with FTI
	D.J. MacKenzie	3.83	Numerous telephone calls with the Department of Justice concerning withholdings; correspondence with FTI; correspondence with CEP's counsel; review correspondence from National Post; review CRA Agreements
	J.G. Lorito	2.25	Conference call with D. MacKenzie; review letter; [REDACTED]
	M. Konyukhova	3.00	Review Plan provisions regarding distributions; call with D. MacKenzie with respect to same; call regarding stay extension and Report to be prepared; correspondence with CEP counsel with respect to settlement of retired typographers' claims; review correspondence from counsel for Di Paolo and Blondin; correspondence with FTI with respect to settlement call concerning typographers; office

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			conference with D. Byers with respect to motion for stay extension; correspondence with Court concerning scheduling motion date; review previous Report to the Court; conference call with FTI, D. MacKenzie and D. Byers with respect to responding letters to representative counsel and counsel for Di Paolo and Blondin
Feb 16, 2011	D.R. Byers	2.75	Email from employee representative counsel and discuss potential motion with respect to same; attend to emails regarding scheduling stay extension motion; review correspondence from J. Payne [REDACTED] email P. Bishop; review correspondence from [REDACTED] to J. Payne; review and comment on draft letter to J. Payne; review other comments on draft letter to J. Payne and discuss same with D. MacKenzie; review draft correspondence to counsel for some of the typographers; [REDACTED]
	D.J. MacKenzie	3.00	Correspondence with Department of Justice; and conference call with same with respect to withholding arrangements; review correspondence from National Post and Department of Justice; correspondence to claimant's counsel
	J. Lorito	1.25	Review draft letter; attend to emails
	M. Konyukhova	5.25	Correspondence regarding scheduling of motion; office conference with J. Imrie concerning fee affidavits; draft responding letter to J. Payne; draft responding letter to B. Howard; review correspondence with respect to withholding taxes issue; call with D. MacKenzie concerning letter to J. Payne; revise letter; draft Fifteenth Report of the Monitor
	J. Imrie	1.25	Drafting of Fee Affidavits for Stikeman Elliott LLP and FTI Consulting Canada Inc; review of Stikeman Elliott exhibit charts; email to J. Porepa regarding FTI invoices and exhibits
Feb 17, 2011	D.R. Byers	1.50	Email with D. MacKenzie with respect to CRA issues; email from M. Konyukhova and respond to same; review further comments and revisions to draft letter to J. Payne; attend to emails with respect to letter to typographers' counsel and review final form of same; review and comment on email from T. McRae; numerous further emails from [REDACTED] and T. McRae with

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			respect to withholding issues; meeting with D. MacKenzie with respect to same
	D.J. MacKenzie	5.00	Review and comment on Fifteenth Report; exchange correspondence with [REDACTED] regarding CRA matters; prepare and revise correspondence regarding withholdings; conference call with Goodmans; correspondence with respect to transferred employees
	J.G. Lorito	0.50	Review cases; email D. MacKenzie
	J.G. Lorito	1.00	[REDACTED]
	F. Gucciardo	0.50	Discuss reporting requirements with D. Mackenzie; [REDACTED]
	M. Konyukhova	5.50	Correspondence regarding letters to J. Payne and Howard & Associates; revise same; correspondence with respect to Fifteenth Report; draft Fifteenth Report; review comments and revise
Feb 18, 2011	D.R. Byers	2.25	Review draft Fifteenth Report of the Monitor; discuss call with typographers' counsel with D. MacKenzie; review revised draft Report and various comments with respect to same; meeting with D. MacKenzie with respect to her call with Representative Counsel and CRA on withholdings issue
	D.J. MacKenzie	4.00	Numerous calls regarding disputed claims, [REDACTED] withholdings; review Court orders and agreements
	J.G. Lorito	0.75	Telephone conversation with Department of Justice; conference call representative counsel
	M. Konyukhova	4.75	Conference call with CEP counsel with respect to typographers' claims; call with P. Bishop and D. MacKenzie with respect to typographers' claims and the Report; revise Report; office conference with J. Inrie concerning potential motion by employees regarding withholding taxes; review fee affidavits; redact invoices for fee affidavits; call with Commercial List regarding scheduling of motion to extend stay; review comments on Report; correspondence with respect to same; revise Report; [REDACTED]
Feb 20, 2011	D.R. Byers	1.17	Review comments from P. Bishop on draft Report; attend to emails with respect to representative counsel and withholding tax

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			issue and discuss same with D. MacKenzie; attend to emails with respect to outstanding claims; emails from S. Bissell and J. Porepa with respect to draft Report
Feb 21, 2011	D.R. Byers	0.42	Review correspondence from counsel for typographers and emails with P. Bishop with respect to same; review revised draft Fifteenth Report
	M. Konyukhova	1.00	Review correspondence from typographers; correspondence regarding Report; review revisions
Feb 22, 2011	D.R. Byers	0.75	Attend to emails with respect to finalization of Fifteenth Report of the Monitor and discussion with M. Konyukhova regarding same; review and approve final form of Report and Motion Record
	D.J. MacKenzie	3.50	Review and comment on Fifteenth Report; telephone call with F. Myers; corporate filing issues; correspondence to Department of Justice
	J.G. Lorito	1.00	[REDACTED]; consider [REDACTED]
	M. Konyukhova	4.25	Review and redact FTI invoices; correspondence with Goodmans regarding Report; correspondence with Commercial List with respect to motion; revise Report; attend to compiling and service of motion record
	W. Quan	0.47	Commissioning Paul Bishop's affidavit for M. Konyukhova
Feb 23, 2011	D.J. MacKenzie	0.75	Review correspondence to creditors
Feb 24, 2011	D.R. Byers	0.75	Attend to emails regarding upcoming motion; various emails with respect to representative counsel discussions with CRA and potential motion from representative counsel; discuss representative counsel potential motion with D. MacKenzie
	D.R. Byers	0.17	Review emails regarding conference call with Justice Pepall with respect to typographers' issues
	D.J. MacKenzie	0.75	Review tax issues; correspondence with D. Winters
	M. Konyukhova	1.00	Various correspondence regarding proposed motion and call with Justice Pepall concerning typographers' issues
Feb 25, 2011	D.R. Byers	5.50	Conference with P. Bishop; review Motion Record from representative counsel; conference

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			call with P. Bishop and D. MacKenzie; attend to emails with T. McRae; work on outline of draft Supplement; attend to various emails from and to P. Bishop, D. MacKenzie and J. Imrie with respect to content of Supplemental Report; attend to emails regarding case conference dealing with typographers' issues; conference call with [REDACTED] and D. MacKenzie; conference call with T. McRae, [REDACTED] and D. MacKenzie; conference call with P. Bishop; further conference call with T. McRae; further conference call with P. Bishop and D. MacKenzie
	D.J. MacKenzie	7.00	Numerous telephone calls with representative counsel; numerous telephone calls with FTI; numerous telephone calls with Department of Justice; review responding materials; review reports, agreements and correspondence; prepare report
	J.G. Lorito	0.50	Review motion materials
	M. Konyukhova	5.25	Correspondence regarding representative counsel motion; review and revise Supplement to Fifteenth report; further various correspondence regarding motion by representative counsel
	J. Imrie	6.42	Review of materials relating to withholding agreements with CRA; review of Mills' affidavit; drafting of Monitor's Report in response to Mills' affidavit
	S. Clarke	0.09	Updates to Monitor's website
Feb 26, 2011	D.R. Byers	6.33	Work on Supplement to Fifteenth Report; review various comments on the draft and revise further; attend to emails with T. McRae; various conference calls with P. Bishop and D. MacKenzie
	D.J. MacKenzie	6.00	Review and revise Supplement to Fifteenth Report; correspondence with FTI; review reports, agreements, and correspondence
	M. Konyukhova	1.50	Various correspondence regarding motion by representative counsel; review draft Report and provide comments
	J. Imrie	4.25	Revisions to first draft of Supplement to Fifteenth Report; gathering of appendices to same; revisions to same and re-circulation of revised draft

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Feb 27, 2011	D.R. Byers	7.25	Continue to work on Supplement to the Fifteenth Report; review comments and revise same; attend to emails with representative counsel; conference call with J. Lorito regarding tax issues in draft Supplement; conference call with F. Myers and C. Rhea; further revisions of draft Supplement; receipt report from D. MacKenzie regarding discussions with counsel for CRA; attend to various emails and discussions with respect to "without prejudice" negotiations with representative counsel on expanded role; emails with D. Winters and F. Myers regarding status; prepare for motion
	D.J. MacKenzie	6.00	Revise Supplement; correspondence with Goodmans and Department of Justice; numerous telephone calls with FTL, Goodmans and Department of Justice; prepare for motion
	J.G. Lorito	5.00	Review Monitor's Report; emails; conference call with D. Byers, D. MacKenzie
	M. Konyukhova	1.00	Correspondence with respect to Report for motion by representative counsel; correspondence with respect to service and filing
	J. Imrie	7.17	Revisions to Supplement to Fifteenth Report; circulated revisions for comment; finalized Fifteenth Report; preparation for motion Monday morning
Feb 28, 2011	D.R. Byers	3.25	Attend on motion before Justice Pepall; conference call with D. MacKenzie with respect to upcoming meeting with CRA; emails to and from D. Winters; [REDACTED] and representative counsel comment on the same; meeting with J. Imrie with respect to taking out Order; emails with M. Konyukhova with respect to case conference call with counsel to typographers
	D.J. MacKenzie	3.50	Prepare for and attend Court; [REDACTED] numerous telephone calls with Department of Justice; correspondence with representative counsel
	J. Imrie		Delivery of materials for motion to Court; attendance at motion; circulation of endorsement from motion

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FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	34.84	\$950.00	\$33,098.00
D.J. MacKenzie	52.83	825.00	43,584.75
J.G. Lorito	14.75	975.00	14,381.25
F. Gucciardo	0.50	675.00	337.50
A. Fransen	0.65	525.00	341.25
M. Konyukhova	34.25	500.00	17,125.00
J. Imrie	21.67	400.00	8,668.00
S. Clarke	0.09	400.00	36.00
C.S. Scott	0.75	325.00	243.75
W. Quan	0.47	250.00	117.50

FEES

Professional Services	CAD \$117,933.00
HST @ 13.0%	15,331.29
Total Professional Services and Taxes	CAD \$133,264.29

CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	291.25
HST @ 13.0%	37.86
Total Charges and Taxes	CAD \$329.11

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Filing Fees - N/T	127.00
Telephone	77.09
Travel - Taxis	25.00
Total Disbursements	229.09
HST @ 13.0%	13.27
Total Disbursements and Taxes	CAD \$242.36

STIKEMAN ELLIOTT

INVOICE SUMMARY

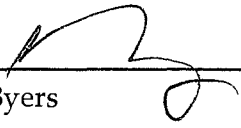
Invoice No. 4961449

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	115,683.00	0.00	\$117,933.00
HST @ 13.0%			15,331.29
Charges	291.25	0.00	291.25
HST @ 13.0%			37.86
Disbursements	102.09	127.00	229.09
HST @ 13.0%			13.27
AMOUNT DUE			<u>CAD \$133,835.76</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

April 15, 2011
File No. 1096791004
Invoice No. 4967615

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

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Mar 1, 2011	D.R. Byers	0.50	Attend on case conference call with Justice Pepall and counsel for typographers and Postmedia and attend to emails reporting with respect to same; attend to emails with respect to form of Order; attend to emails with respect to case conference
	D.J. MacKenzie	0.75	Prepare for [REDACTED]
	M. Konyukhova	0.67	Call with Justice Pepall and counsel for Postmedia and typographers
Mar 2, 2011	D.R. Byers	0.42	Conference call with D. MacKenzie and J. Lorito regarding tax issues and Representative Counsel issue; emails with M. Konyukhova regarding same
	D.J. MacKenzie	3.00	Prepare for and attend meeting
	J.G. Lorito	3.00	Prepare for and attend meeting
	M. Konyukhova	0.50	Correspondence with Justice Pepall's assistant concerning signing Order; emails to J. Imrie with instructions with respect to same
Mar 3, 2011	A.J. Taylor	0.17	Communication with M. Konyukhova with respect to Insured Claims
	N. Ramalho	0.25	Telephone call with [REDACTED] regarding [REDACTED]
	M. Konyukhova	1.50	Discussions concerning Representative Counsel Order; review correspondence concerning settlement of insured litigation; review Plan and

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Orders with respect to authority of Monitor to sign; attend to various correspondence
	J. Imrie	0.75	Attendance with Justice Pepall to sign Order for motion heard February 28; entering of Order for same
Mar 4, 2011	D.R. Byers	0.42	Attending to emails with M. Konyukhova with respect to draft Order; emails with T. McRae with respect to negotiating the Order
	N. Ramalho	0.25	Telephone call with J. Porepa
Mar 6, 2011	M. Konyukhova	0.75	Revise amended Representative Counsel Order; correspondence with D. Byers and D. MacKenzie with respect to same
Mar 7, 2011	D.R. Byers	2.25	Review revised draft Representative Counsel Order and comments on same; provide suggested revisions to same and discussion with M. Konyukhova; attend to various emails and conference calls with respect to status of claims and procedure for dealing with them prior to March 31, 2011; meeting with J. Lorito and D. MacKenzie with respect to proposed expanded role for Representative Counsel and tax issues; conference call with T. McRae
	D.J. MacKenzie	3.50	Draft and revise supplementary Representative Counsel Order; meeting with respect to ITA issues; conference call with Representative Counsel
	J.G. Lorito	0.75	Meet with D. Byers and D. MacKenzie
	N. Ramalho	0.25	Emails from and to J. Porepa
	M. Konyukhova	3.25	Draft supplementary Representative Counsel Order; correspondence and calls with respect to same; office conference with D. MacKenzie and J. Lorito with respect to Order; call with T. McRae and D. Byers with respect to Order; revisions to Order and further correspondence concerning same; correspondence with respect to settlement of certain insured litigation
Mar 8, 2011	D.R. Byers	1.00	Review revised draft Order with respect to Representative Counsel and various comments and questions with respect to same; email T. McRae; review email from F. Myers and revised draft Order attached thereto
	D.J. MacKenzie	1.00	Review Representative Counsel supplementary Order; correspondence with Goodmans
	J.G. Lorito	0.25	Review Order
	M. Konyukhova	2.00	Review and revise draft Representative Counsel

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Order; correspondence with FTI and D. MacKenzie with respect to same; correspondence with Goodmans; further revisions to Order
Mar 9, 2011	D.R. Byers	0.25	Attend to emails with respect to outstanding claims and upcoming motion by Representative Counsel
	M. Konyukhova	0.33	Attend on calls with respect to typographers; correspondence with D. Byers
Mar 10, 2011	D.R. Byers	1.50	Review revised draft Order from T. McRae and meeting with D. MacKenzie and M. Konyukhova with respect to same; emails with F. Myers; conference call with F. Myers and P. Bishop regarding Representative Counsel motion; conference call with P. Bishop regarding claims and Representative Counsel motion
	D.J. MacKenzie	2.00	Review revised Representative Counsel Order; conference call with Goodmans and FTI; conference call with FTI; review Order
	J.G. Lorito	0.50	Discussion with C. Rand; telephone conversation with D. Byers
	C.L. Rand	0.33	Discuss employee withholding issues with J. Lorito
	M. Konyukhova	4.00	Voicemail from F. Myers with respect to typographers; correspondence with D. Byers and D. MacKenzie regarding same; review revised Representative Counsel Order; office conference with D. Byers and D. MacKenzie with respect to typographers' claims and revised Representative Counsel Order; correspondence with F. Myers and P. Bishop with respect to same; revise Representative Counsel Order; conference call with F. Myers and P. Bishop; call with D. Byers, D. MacKenzie and P. Bishop with respect to typographers; further revise Representative Counsel Order; correspondence with D. MacKenzie regarding same
Mar 11, 2011	D.R. Byers	1.75	Review revised draft Order from T. McRae and attend to various emails with FTI, J. Lorito and D. MacKenzie regarding same; meeting with D. MacKenzie and M. Konyukhova; prepare draft email to T. McRae
	D.J. MacKenzie	2.00	Review Representative Counsel Order;

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			correspondence to FTI; telephone call with J. Lorito; conference calls
	J. Lorito	0.50	Review revised Representative Counsel motion; telephone discussion with D. MacKenzie
	M. Konyukhova	2.00	Correspondence with respect to draft Representative Counsel Order; office conference with D. MacKenzie and D. Byers concerning Order; further correspondence and review draft Order
Mar 12, 2011	D.R. Byers	1.17	Review emails from T. McRae and M. Konyukhova regarding draft Order; attend to emails with FTI regarding same; email to D. Winters; meeting with D. MacKenzie regarding call with T. McRae
	D.J. MacKenzie	0.75	Conference call with Representative Counsel; exchange correspondence with FTI with respect to Order
	M. Konyukhova	0.50	Conference call with T. McRae and D. MacKenzie regarding Representative Counsel Order; call with D. MacKenzie; emails with respect to same
Mar 13, 2011	M. Konyukhova	0.42	Review and revise Representative Counsel Order; correspondence with T. McRae regarding provision of information by the Monitor
Mar 14, 2011	D.R. Byers	3.25	Emails with Representative Counsel regarding their request ██████████ attend to emails regarding Representative Counsel motion; attend to emails with respect to motion by Monitor to extend date for resolving claims and meeting with M. Konyukhova regarding content of Monitor's report; call from Commercial List office; attend to emails regarding dealing with insured claims once Monitor is discharged; review Representative Counsel motion record and discuss same with M. Konyukhova; attend to emails regarding call with typographers' counsel
	D. MacKenzie	1.25	Correspondence with respect to Representative Counsel Order; conference call with CRA; review; review motion materials
	J.G. Lorito	0.50	Attend on conference call with CRA
	M. Konyukhova	6.25	Correspondence with Representative Counsel and CRA concerning Representative Counsel Order; conference call with CRA regarding

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			same; call with counsel for CEP typographers regarding settlement of claims; draft Sixteenth Report of the Monitor; review motion record of Representative Counsel
Mar 15, 2011	D.R. Byers	1.25	Attend to emails with respect to CRA issues with Representative Counsel motion; review and provide comments on draft Sixteenth Report of the Monitor; review CRA proposed revisions to draft Order
	D.J. MacKenzie	1.00	Correspondence with Department of Justice; review Department of Justice comments
	M. Konyukhova	2.25	Revise Report; correspondence regarding same; correspondence with Representative Counsel and CRA with respect to form of Order
Mar 16, 2011	D.R. Byers	2.00	Attend to emails with F. Myers regarding Representative Counsel motion; attend to emails with respect to [REDACTED] [REDACTED] emails with respect to draft Sixteenth Report; numerous emails with respect to requests for information from Representative Counsel; [REDACTED] review FTI comments on draft Report; review draft letter to [REDACTED] and comments on the same; review revisions to draft Order proposed by Representative Counsel in response to proposed amendments from CRA; review amendments to draft Order prepared
	D.J. MacKenzie	0.75	Correspondence regarding claims and Representative Counsel; review revised Order
	M. Konyukhova	3.25	Various correspondence with respect to form of Order; call with counsel for Heather Robertson; revise Sixteenth Report and circulate; draft letter to [REDACTED] regarding claim; correspondence with J. Porepa with respect to [REDACTED] claim; correspondence with FTI and D. Byers and D. MacKenzie concerning draft Representative Counsel Order and Sixteenth Report; correspondence with CRA and Representative Counsel; revise Report and obtain comments
Mar 17, 2011	D.R. Byers	0.75	Emails with M. Konyukhova with respect to form of draft Order; attend to emails concerning revisions to Sixteenth Report; finalize Report; review further emails with Representative Counsel
	D.J. MacKenzie	1.50	Conference call with Department of Justice and

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			FTI regarding representtive counsel motion; review and comment on supplementary Order and Sixteenth Report; correspondence with Representative Counsel
	J.G. Lorito	0.50	Attend on conference call; review emails
	M. Konyukhova	2.75	Call with Department of Justice with respect to Representative Counsel affidavit; revise Sixteenth Report; attend to finalizing and service of same; various correspondence with respect to finalizing representative counsel Order
Mar 18, 2011	D.R. Byers	0.75	Emails with Representative Counsel and CRA regarding motion and form of Order; emails with respect to typographers; voicemail message from F. Myers
Mar 19, 2011	D.J. MacKenzie	0.50	Prepare for Representative Counsel motion; correspondence with respect to Info deliveries
Mar 20, 2011	D.R. Byers	1.50	Emails with T. McRae and M. Konyukhova; review Representative Counsel Motion Record and Monitor's Motion Record; prepare for motion
Mar 21, 2011	D.R. Byers	3.25	Attend motions before Justice Pepall; meeting with D. MacKenzie regarding same and next steps; conference call with F. Myers and report on same to Monitor; email from F. Myers and discuss same with M. Konyukhova
	M. Konyukhova	3.00	Preparation for motion; attendance at motion; attend to entering the Orders and service; correspondence regarding typographers and Postmedia's motion
Mar 22, 2011	D.R. Byers	0.17	Correspondence from DiPaolo and Blondin
	D.J. MacKenzie	0.25	Considering claims issues
	M. Konyukhova	0.75	Various correspondence regarding Representative Counsel issues; correspondence from Di Paulo/Blondin; correspondence regarding typographers' motion
Mar 23, 2011	D.R. Byers	0.33	Attend to emails regarding restrictions on share transfer
	A. Fransen	0.25	Review and draft correspondence
Mar 24, 2011	D.R. Byers	1.75	Telephone call with P. Bishop; telephone call with counsel for Postmedia and counsel for retired typographers; conference call with counsel for typographers; conference call with counsel for Postmedia; conference call with P. Bishop

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Mar 25, 2011	D.R. Byers	0.17	Attend to emails with P. Bishop, M. Konyukhova with respect to typographers and review correspondence from new counsel for Di Paolo
Mar 28, 2011	D.R. Byers	0.42	Attend to emails with P. Bishop and discuss next steps with M. Konyukhova; review and comment on draft letter to counsel for Di Paolo
	D.J. MacKenzie	0.50	Correspondence regarding ██████████ review Asset Purchase Agreement; correspondence with S. Pasternak
Mar 28, 2011	M. Konyukhova	0.75	Prepare letter to Blondin and Di Paolo; review comments and revise
Mar 29, 2011	C.L. Rand	0.50	Discuss with D. Muha tax issues and process
Mar 30, 2011	D.R. Byers	0.17	Review and sign off on revised letter

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	25.02	\$950.00	\$23,769.00
A. Fransen	0.25	525.00	131.25
J. Imrie	0.75	400.00	300.00
M. Konyukhova	34.92	500.00	17,460.00
J.G. Lorito	6.00	975.00	5,850.00
D.J. MacKenzie	18.75	825.00	15,468.75
N. Ramalho	0.75	575.00	431.25
C.L. Rand	0.83	975.00	809.25
A.J. Taylor	0.17	700.00	119.00

FEES

Professional Services	CAD \$64,338.50
HST @ 13.0%	8,364.01
Total Professional Services and Taxes	CAD \$72,702.51

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	75.50		75.50
Total Charges	75.50	0.00	75.50
HST @ 13.0%			9.82
Total Charges and Taxes			CAD \$85.32

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	50.00		50.00
Business Meals - In Town	20.76		20.76
Filing Fees - N/T		127.00	127.00
Travel - Out of Town	3,109.83		3,109.83
Book Binding/Binders	6.85		6.85
Delivery/Mailroom	9.83		9.83
Telephone	82.92		82.92
Total Disbursements	3,280.19	127.00	3,407.19
HST @ 13.0%			426.42
Total Disbursements and Taxes			CAD \$3,833.61

INVOICE SUMMARY

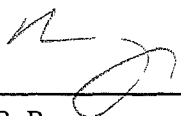
Invoice No. 4967615

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	64,338.50	0.00	\$64,338.50
HST @ 13.0%			8,364.01
Charges	75.50	0.00	75.50
HST @ 13.0%			9.82
Disbursements	3,280.19	127.00	3,407.19
HST @ 13.0%			426.42
AMOUNT DUE			<u>CAD \$76,621.44</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.

EXHIBIT " B "

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn May 25, 2011

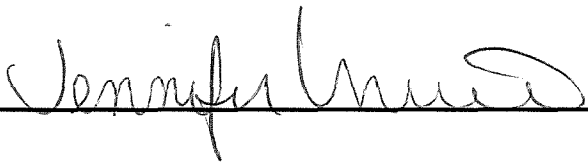


EXHIBIT "B"

Summary of Stikeman Elliott Invoices
Invoices dated from February 22, 2011 to April 15 2011

Invoice #	Invoice Date	Fees	Expenses	HST	Total
4954955	22-Feb-11	\$ 24,308.75	\$ 190.47	\$ 3,184.90	\$ 27,684.12
4961449	15-Mar-11	\$ 117,933.00	\$ 520.34	\$ 15,382.42	\$ 133,835.76
4967615	15-Apr-11	\$ 64,338.50	\$ 3,482.69	\$ 8,800.25	\$ 76,621.44
TOTAL		\$ 206,580.25	\$ 4,193.50	\$ 27,367.57	\$ 238,141.32

EXHIBIT " C "

referred to in the Affidavit of

DAPHNE J. MACKENZIE

Sworn May 25, 2011

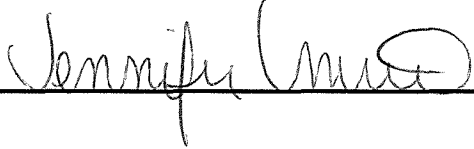


Exhibit "C"

Summary of Stikeman Elliott Fees
 Services Rendered from January 1, 2011 to March 31, 2011

NAME	POSITION	TOTAL HOURS	HOURLY RATE	TOTAL
A. Fransen	Corp. Associate	3.30	525	\$ 1,732.50
A.J. Taylor	Lit. Partner	0.17	700	\$ 119.00
D. Byers	Sr. Lit. Partner	62.86	950	\$ 59,717.00
D. MacKenzie	Sr. Corp. Partner	92.08	825	\$ 75,966.00
C.L. Rand	Tax Partner	0.83	975	\$ 809.25
C.S. Scott	Corp. Clerk	0.75	325	\$ 243.75
F. Gucciardo	Tax Associate	0.50	675	\$ 337.50
J. Imrie	Lit. Associate	22.42	400	\$ 8,968.00
J. Lorito	Sr. Tax Partner	21.25	975	\$ 20,718.75
M. Konyukhova	Lit. Associate	73.33	500	\$ 36,665.00
N. Ramalho	Employ. Partner	2.00	575	\$ 1,150.00
S. Clarke	Lit. Associate	0.09	400	\$ 36.00
W. Quan	Articling Student	0.47	250	\$ 117.50
TOTAL		280.05		\$ 206,580.25

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 MAY 25, 2011)**

STIKEMAN ELLIOTT LLP
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Lawyers for the Monitor

TAB III

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE 30TH
)
MADAM JUSTICE PEPALL) DAY OF MAY, 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.**

ORDER

THIS MOTION, made by FTI Consulting Canada Inc. ("FTI"), in its capacity as monitor (the "Monitor") to Canwest Publishing Inc./Publications Canwest Inc. ("CPI") Canwest Books Inc. ("CBI"), and Canwest (Canada) Inc. ("CCI", and together with 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) was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Sixteenth Report of the Monitor dated March 17, 2011, the Seventeenth Report of the Monitor dated May 12, 2011,

and the Eighteenth Report of the Monitor dated May 25, 2011, the Affidavit of Paul Bishop sworn May 25, 2011 (the "**Bishop Affidavit**") and the Affidavit of Daphne MacKenzie sworn May 25, 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 (the "**Plan**"), as amended by Order dated December 30, 2010, Order dated February 28, 2011 and Order dated March 21, 2011 is hereby amended to read as follows:

"Final Distribution Date" means September 30, 2011.

3. **THIS COURT ORDERS** that the Sixteenth Report of the Monitor dated March 17, 2011, the Seventeenth Report of the Monitor dated May 12, 2011, and the Eighteenth Report of the Monitor dated May 25, 2011 and the activities of the Monitor described therein are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, Stikeman Elliott LLP, for the period of January 1, 2011 to March 31, 2011, all as particularized in the Bishop Affidavit and the MacKenzie Affidavit (attached to the Eighteenth Report of the Monitor), 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**

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

Proceeding commenced at Toronto

ORDER

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Lawyers for the Monitor

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

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

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.

**ONTARIO
SUPERIOR COURT OF JUSTICE COMMERCIAL
LIST**

Proceeding commenced at Toronto

**MOTION RECORD
(RETURNABLE MAY 30, 2011)**

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