

**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

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

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

APPLICANTS

**MOTION RECORD OF THE APPLICANTS
(Motion for Approval of the Omnibus Transition
and Reorganization Agreement returnable June 8, 2010)**

June 3, 2010

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TO: THE SERVICE LIST

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)

Applicants

CANWEST LP SERVICE LIST AS OF MAY 18, 2010

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

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

Applicants

**ADDITIONAL SERVICE LIST FOR MOTION TO APPROVE THE OMNIBUS
TRANSITION AND REORGANIZATION AGREEMENT**

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CIBC MELLON TRUST COMPANY, AS COLLATERAL AGENT 320 Bay Street, P.O. Box 1 Toronto, ON M5H 4A6 Attention: Elissa Amighetti Tel: (416) 643-5439 Fax: (416)643-5440 Email: elissa_amighetti@cibcmellon.com
CIBC MELLON TRUST COMPANY 2001 University, 16th Floor Montreal, QC H3A 2A6
GMAC LEASECO CORPORATION 2400 - 10155 102 Street Edmonton, AB T5J 4G8 Tel: (800) 616-4622 Fax: (800) 673-1227 Email: customercare@gmac.ca
GMAC LEASECO CORPORATION 3250 Bloor Street West, 8th Floor Toronto, ON M8X 2Y5

ALBERTA NEWSPRINT COMPANY

2900, 650 West Georgia Street
Vancouver, BC V6B 4N8

Tel: (604) 681-8817

Fax: (604) 681-8861

WEST FRASER NEWSPRINT LTD.

2900, 650 West Georgia Street
Vancouver, BC V6B 4N8

WHITECOURT NEWSPRINT COMPANY LIMITED PARTNERSHIP

2900, 650 West Georgia Street
Vancouver, BC V6B 4N8

Tel: (604) 681-8817

Fax: (604) 681-8861

KONICA MINOLTA BUSINESS SOLUTIONS (CANADA) LTD.

5035 South Service Road
Burlington, ON L7R 4C8

Tel: (905) 890-5171

Fax: (905) 283-2511

KONICA MINOLTA BUSINESS SOLUTIONS (CANADA) LTD.

#100, 1235 North Service Rd. West
Oakville, ON L6M 2W2

HEIDELBERG CANADA GRAPHIC EQUIPMENT LIMITED

6265 Kenway Drive
Mississauga, ON L5T 2L3

Attention: Mary Traverso (Credit Department)

Tel: (905) 362-4400

Fax: (905) 362-0390

BARNES WHEATON PONTIAC BUICK GMC COQUITLAM

1090 Lougheed Highway
Coquitlam, BC V3K 6G9

Attention: Lorne Olichny

Tel: (604) 526-4566

Fax: (604) 526-2897

MCAP LEASING INC.

5575 North Service Rd, Ste 300

Burlington, ON L7L 6M1

Tel: (905) 639-6604
Fax: (905) 639-5902

ROYNAT INC.

Suite 300, 666 Burrard St.
Vancouver, BC V6C 2X8

Attention: John Water (West Coast National Accounts Payable)
Tel: (888) 735-2201
Fax: (866) 687-7091

EPIC INFORMATION SOLUTIONS INC.

730 Taylor Avenue
Winnipeg, MB R3M 2K8

XEROX CANADA LTD

33 Bloor St. E. 3rd Floor
Toronto, ON M4W 3H1

Attention: Dorothy Quann (General Counsel & Corporate Secretary)
Tel: (416) 229-3769
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JOHNSON CONTROLS LP

7400 Birchmount Road
Markham, ON L3R 5V4

Tel: (905) 475-7610
Fax: (905) 415-3299

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P.O. Box 2400
Edmonton, AB T5J 5C7

Attention: Lesleigh (In-House Counsel)
Tel: (905) 845-2511
Fax: (905) 845-8244

G.N. JOHNSTON EQUIPMENT CO. LTD.

5990 Avebury Road
Mississauga, ON L5R 3R2

Attention: James Locker

Tel: (905) 712-6000

Fax: (905) 712-6002

CIT FINANCIAL LTD.

5035 South Service Road
Burlington, ON L7R 4C8

GE CAPITAL CANADA LEASING TRUST

C/O Geclsc 1050 400 Burrard St
Vancouver, BC V6C 3A6

Tel: (866) 340-4323

Fax: (866) 993-1902

IKON OFFICE SOLUTIONS INC.

Ste 200-2300 Meadowvale Blvd
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1090 Lougheed Hwy
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Tel: (800) 665-1326
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THE BANK OF NOVA SCOTIA

Scotia Capital
62nd Floor, Scotia Plaza
40 King Street West
Toronto, ON M5W 2X6

KAL TIRE A CORPORATE PARTNERSHIP

969 Cliveden Avenue
New Westminister, BC V3M 5R6

SOUTHERN LITHOPLATE, INC.

105 Jeffrey Way
Youngsville, NC 27596

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APPLICANTS

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Tab 1

**ONTARIO
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APPLICANTS

**NOTICE OF MOTION
(Approval of Omnibus Transition and Reorganization Agreement)**

Canwest Publishing Inc./Publications Canwest Inc. ("CPI"), Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite ("Canwest LP") (together, the "LP Entities") will make a motion before a judge of the Ontario Superior Court of Justice on June 8, 2010 at 10:00 A.M., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order substantially in the form attached to the Motion Record:
 - (a) if necessary, abridging the time for service of this Notice of Motion and the Motion Record herein, and directing that any further service of the Notice of Motion and Motion Record be dispensed with;
 - (b) approving an agreement (the "Omnibus Transition and Reorganization Agreement") between Canwest Global Communications Corp. ("Canwest Global"), Canwest Media Inc. ("CMI"), Canwest Television Limited Partnership ("CTLP"), The National Post Company, Canwest LP, CPI and

National Post Inc. substantially in the form attached as an Exhibit to the Affidavit of John E. Maguire sworn June 3, 2010 (the “Maguire Affidavit”), which is attached as an Exhibit to the Affidavit of Douglas E.J. Lamb sworn June 3, 2010 (the “Lamb Affidavit”);

- (c) authorizing and directing Kevin Bent or Douglas Lamb to execute the Omnibus Transition and Reorganization Agreement and such additional documents as may be necessary or desirable for the completion of the transactions contemplated by the Omnibus Transition and Reorganization Agreement;
- (d) vesting the Domain Names (as defined in the Maguire Affidavit) in CTLP free and clear of all claims, charges, liens, security interests and encumbrances;
- (e) vesting the LP IT Hardware (as defined in the Maguire Affidavit) in CTLP free and clear of all claims, charges, liens, security interests and encumbrances;
- (f) granting such other relief as may be necessary and incidental to the approval of the Omnibus Transition and Reorganization Agreement;
- (g) sealing the Confidential Supplement (the “Confidential Supplement”) to the Eighth Report of FTI Consulting Canada Inc. (“FTI”) in its capacity as court-appointed monitor of the LP Entities (the “Monitor”) and treating it as confidential pending further Order of this Honourable Court; and

2. Such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. The LP Entities were granted 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 of the Ontario Superior Court of Justice (Commercial List) dated January 8, 2010;

2. Prior to 2005, all of the businesses which were wholly-owned by Canwest Global, including all of the businesses now operated by the CMI Entities (as defined in the Maguire Affidavit) and all of the businesses now operated by the LP Entities, were operated on an integrated basis by a single corporate entity, CanWest MediaWorks Inc. ("MediaWorks") (now CMI). As an integrated business, all business critical and support services, including executive services, information technology, human resources, accounting and finance (collectively, the "Shared Services") were shared between MediaWorks and its subsidiaries;

3. In 2005, CanWest MediaWorks Limited Partnership (now Canwest LP) was formed to acquire all of MediaWorks' newspaper publishing and digital and online media operations (with the exception of the *National Post* newspaper) and to operate such businesses as part of the creation of a publicly-listed income trust. At that time, a determination was made to continue the Shared Services arrangements that were then in existence, but under various inter-entity agreements (the "Inter-Entity Agreements") which provided for cost/expense reimbursement on commercially reasonable terms;

4. In 2007, Canwest LP effected a going-private transaction of the income trust and, since July 2007, Canwest LP has been a 100% wholly-owned indirect subsidiary of Canwest Global. The LP Entities nonetheless continued to maintain a separate debt structure and credit facilities from the CMI Entities and both the CMI Entities and the LP Entities continued to provide many of the Shared Services to each other pursuant to the Inter-Entity Agreements;

5. The formal process of disentangling the businesses of the CMI Entities and the LP Entities began on October 30, 2009 when this Honourable Court granted an Order approving a Transition and Reorganization Agreement setting forth the terms of a reorganization and realignment of the Shared Services between the CMI Entities and the LP Entities pursuant to a New Shared Services Agreement and providing for the transfer of the assets and business of the *National Post* newspaper from The National Post Company to a new wholly-owned subsidiary of CPI;

6. The CMI Entities and the LP Entities have determined that it is necessary to take additional steps in furtherance of the Transition and Reorganization Agreement by entering into the Omnibus Transition and Reorganization Agreement which will help facilitate independent going concern outcomes for the CMI Entities and the LP Entities;

7. The Omnibus Transition and Reorganization Agreement has three main functions: (i) the transfer, assignment or realignment of certain misaligned contracts, trademarks, domain names, information technology and interests in real estate; (ii) the extension and/or amendment of certain provisions in the New Shared Services Agreement; and (iii) the entering into of four new arms-length arrangements between certain of the CMI Entities and the LP Entities;

8. The steps that are addressed in the Omnibus Transition and Reorganization Agreement are in furtherance of the larger corporate objective of creating a full and final separation of the businesses of the CMI Entities and the LP Entities so that each can function as an autonomous business enterprise;

9. The Confidential Supplement contains a copy of a letter (the "Disclosure Letter") from the LP Entities to the CMI Entities containing certain parts of the Omnibus Transition and Reorganization Agreement that are highly commercially sensitive and/or personally sensitive;

10. Disclosure of the Disclosure Letter would be detrimental to the CMI Entities and the LP Entities and their respective businesses and restructuring efforts;

11. The approval of the Omnibus Transition and Reorganization Agreement substantially in the form attached to the Maguire Affidavit is supported by the Monitor, the Chief Restructuring Advisor to the LP Entities, the Agent to the Senior Lenders of the LP Entities and the *ad hoc* committee of holders of 9.25% senior subordinated notes issued by the LP Entities;

12. The approval of the Omnibus Transition and Reorganization Agreement substantially in the form attached to the Maguire Affidavit is also supported by FTI, in its capacity as Court-appointed Monitor in the CCAA proceeding of the CMI Entities, the Chief Restructuring Advisor to the CMI Entities, the *ad hoc* committee representing certain holders of CMI's Senior Subordinated Notes due 2012, CIBC Asset-Based Lending Inc. (formerly CIT Business Credit Canada Inc.) and Shaw Communications Inc.;

13. The provisions of the CCAA and the inherent and equitable jurisdiction of this Honourable Court;

14. Rules 1.04, 1.05, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended and sections 100 and 137(2) of the *Ontario Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended; and

15. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this motion:

16. The Affidavit of Douglas E.J. Lamb sworn June 3, 2010 and the exhibits thereto;

17. The Eighth Report of the Monitor and the appendices thereto, including the Confidential Supplement; and

18. Such further and other materials as counsel may advise and this Honourable Court may permit.

June 3, 2010

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TO: THE SERVICE LIST

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.

APPLICANTS

**AFFIDAVIT OF DOUGLAS E.J. LAMB
(Sworn June 3, 2010)**

I, Douglas E.J. Lamb, of the City of Toronto, in the Province of Ontario, MAKE
OATH AND SAY:

1. I am a senior employee of Canwest Publishing Inc./Publications Canwest Inc. ("CPI"). I have been closely involved in the efforts to restructure the LP Entities, and I am familiar with the ongoing efforts to separate the operations and other interrelated aspects of the businesses carried on by the LP Entities and the CMI Entities. As such, I have personal knowledge of the matters deposed to herein. Where I have relied upon other sources for information, I have specifically referred to such sources and verily believe them to be true. In preparing this Affidavit, where necessary I have also consulted with other members of Canwest Global Communication Corp. ("Canwest Global")'s senior management team and members of the senior management teams of the Applicants and Canwest Limited Partnership/Canwest Societe en Commandite (the "Limited Partnership").

2. Capitalized terms used herein, unless otherwise indicated, shall have the meaning ascribed to them in the affidavit of John Maguire sworn June 3, 2010 (the "Maguire Affidavit"), a copy of which is attached hereto as Exhibit "A".

3. For many years, the businesses of the CMI Entities and the LP Entities were integrated and shared critical business and support functions (collectively, the "Shared

Services”). Although the CMI Entities and the LP Entities now operate distinct businesses, many legal and functional vestiges of their former relationship remain and the CMI Entities and the LP Entities continue to share many of the Shared Services.

4. As part of the separate restructurings being undertaken by the LP Entities and the CMI Entities, the process of disentangling the two enterprises is continuing. As part of the Initial Order in this proceeding, the LP Entities were required to continue to provide and pay for Shared Services pursuant to the New Shared Services Agreement. That agreement was approved by this Honourable Court by an order made in the CMI Entities’ CCAA proceeding dated October 30, 2009.

5. The CMI Entities and the LP Entities have determined that certain additional steps need to be taken to further the goal of the separation of the two businesses. To that end, the parties have agreed on terms of an Omnibus Transition and Reorganization Agreement. The CMI Entities are bringing a motion seeking approval of the Omnibus Transition and Reorganization Agreement and authorization for the CMI Entities to carry out its terms. On the same day, the LP Entities will be bringing a motion in their CCAA proceeding seeking approval of the Omnibus Transition and Reorganization Agreement and authorization for the LP Entities, for their part, to carry out its terms. I am swearing this affidavit in support of the latter motion.

6. I have reviewed the Maguire Affidavit. Based on my own knowledge of the two enterprises, as well as information provided to me by employees of the LP Entities who have direct involvement in various operational aspects of the disentanglement of the two businesses, I agree with and adopt the description of the Omnibus Transition and Reorganization Agreement, the descriptions of the various matters provided for in the Omnibus Transition and Reorganization Agreement, and the rationale therefor, as set out in the Maguire Affidavit.

7. In the Maguire Affidavit, Mr. Maguire makes several statements concerning the effect of the Omnibus Transition and Reorganization Agreement on the LP Entities. I confirm that, as indicated in the Maguire Affidavit, I was the source of that information, and I confirm its accuracy.

8. I believe that the Omnibus Transition and Reorganization Agreement is in the best interests of the LP Entities and their ongoing restructuring efforts. I also believe that the terms of

the agreement are fair as between the LP Entities and the CMI Entities, and that the various matters provided for therein, both separately and in the aggregate, are appropriate in all of the circumstances.

9. I agree with and adopt Mr. Maguire's rationale for the CMI Entities' request that certain matters provided for in the Omnibus Transition and Reorganization Agreement be included in a confidential supplement to (in this case) a report of the LP Monitor. The matters that are proposed to be included in the confidential supplement are personally and/or financially and commercially sensitive. Disclosure of this information would harm the LP Entities and their ongoing restructuring efforts.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario, on
June 3, 2010.



Commissioner for Taking Affidavits



DOUGLAS E.J. LAMB

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF DOUGLAS E.J. LAMB

SWORN BEFORE ME

ON THIS 3RD DAY OF JUNE, 2010



A COMMISSIONER FOR TAKING AFFIDAVITS



Tab A