

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

THE HONOURABLE MADAM) FRIDAY, THE 5th DAY OF
)
JUSTICE PEPALL) MARCH, 2010

**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, brought by Russell Mills, Blair MacKenzie, Rejean Saumure and Les Bale for an order appointing them as representatives of certain current and former employees of Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc. and Canwest (Canada) Inc. (collectively, the "Applicants") and Canwest Limited Partnership/Canwest Soci t  en Commandite (the "Limited Partnership") (the Applicants and the Limited Partnership each an "LP Entity" or, collectively, the "LP Entities"), and appointing representative counsel, was heard Monday, February 22nd, 2010 on the Commercial List at the courthouse at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Representatives and the Third Report of FTI Consulting Canada Inc. in its capacity as Court-appointed monitor of the LP Entities (the "Monitor") and on hearing the submissions of counsel for the Representatives, the LP Entities,

the Monitor and the Bank of Nova Scotia in its capacity as Administrative Agent for the Senior Lenders to Canwest Limited Partnership (the “Administrative Agent”) and such other counsel as were present, no one else appearing although duly served,

UPON BEING ADVISED by counsel for the Representatives that a Representative is to be appointed unopposed, namely Juliet O’Neill, and who shall therefore be included as a Representative for all purposes described in this Order;

1. **THIS COURT ORDERS** that further service of the Notice of Motion and Motion Record on any party not already served is hereby dispensed with, such that this motion was properly returnable.

2. **THIS COURT ORDERS** that the Russell Mills, Blair MacKenzie, Rejean Saumure, Les Bale and Juliet O’Neill (collectively, and as such members may be replaced from time to time, the “Representatives”) are hereby appointed to represent, in this proceeding under the *Companies’ Creditors Arrangement Act* (Canada) (the “CCAA Proceeding”), a related proceeding under the *Bankruptcy and Insolvency Act* (Canada)(the “BIA”) or any other related proceeding which has or may be brought before this Honourable Court (collectively, the “Proceedings”), the current and former employees and retirees of the LP Entities who are not represented by a union, or were not represented by a union at the time of their separation from employment including for greater certainty but not limited to publishers, editors and department heads of newspapers (a “Current or Former Salaried Employee”), or any person claiming an interest under or on behalf of a Current or Former Salaried Employee including beneficiaries and surviving spouses but excluding any person who is (a) a current director or officer of any of the

Applicants, or an employee of the LP Entities involved in providing instructions to counsel to the LP Entities with respect to the Proceeding; or (b) who has served a notice pursuant to paragraph 10 of this order; or (c) is otherwise represented in the Proceedings (all of whom, other than the excluded parties, being collectively referred to herein as the “Represented Parties” and individually, a “Represented Party”), including, without limitation, for the purpose of settling or compromising claims of the Represented Parties in the Proceedings.

3. **THIS COURT ORDERS** that, Nelligan O’Brien Payne LLP and Shibley Righton LLP are hereby appointed as co-counsel (“Representative Counsel”) for all the Represented Parties in the Proceedings for any issues affecting the Represented Parties in the Proceedings.

4. **THIS COURT ORDERS** that Representative Counsel shall represent the interests of the Represented Parties in all aspects of the Proceedings, without any obligation to consult with or seek instructions from the Represented Parties other than the Representatives, unless otherwise ordered by the Court.

5. **THIS COURT ORDERS** that the LP Entities shall, subject to Representative Counsel executing a confidentiality agreement, provide to Representative Counsel, without charge, the following information to be used only for the purposes of the Proceedings:

- a. the names, last known addresses, phone numbers and last known e-mail addresses (if any) of all the Represented Parties;

- b. upon the reasonable request of Representative Counsel, and subject to any confidentiality obligations of the LP Entities, such documents and data as are relevant to matters relating to the issues affecting the Represented Parties in the Proceedings, including documents and data relating to the various pension, benefit, supplementary pension and other arrangements for group health and life insurance applicable to the Represented Parties, including up-to-date financial information regarding, if applicable, the funding and investments of any of these arrangements and any associated actuarial valuations and reports.

6. **THIS COURT ORDERS** that any Represented Party whose personal information is provided to the Representative Counsel by the LP Entities pursuant to this Order is deemed to have consented for the purposes of any applicable privacy legislation to the LP Entities providing such information and to the collection, use and disclosure by the Representative Counsel of such information, provided that such information will be used or disclosed by the Representative Counsel solely for the purpose of representing the Represented Parties' interests in these Proceedings.

7. **THIS COURT ORDERS** that, subject to such fee arrangements to be agreed to by the LP Entities, the Representatives, Representative Counsel, and the Administrative Agent, or as have been ordered by this Court, all reasonable legal, actuarial and financial expert and advisory fees and all other incidental fees and disbursements, as may be incurred by the Representatives and Representative Counsel in the CCAA Proceeding from and after the date of this Order shall be paid by the LP Entities on a monthly basis, forthwith upon the rendering of accounts to the LP Entities. In the event of any disagreement regarding such fees, such matters may be remitted to

this Court for determination. For greater certainty, the granting of funding is limited to the CCAA Proceeding, and nothing in this Order is intended to provide for the funding of the legal, actuarial and financial expert and advisory fees or other incidental fees and disbursements of the Representatives or Representative Counsel in a related proceeding under the BIA or any other related proceeding.

8. **THIS COURT ORDERS** that, notwithstanding paragraph 7 of this Order, the LP Entities shall not be required to pay for, and neither the Representatives nor Representative Counsel shall include in their accounts submitted for payment, any amounts incurred in investigating, preparing or pursuing any claims contemplated or asserted by the Represented Parties, or any one or more of them, against the current or former directors, deemed directors or officers of the LP Entities (or their predecessors, as applicable).

9. **THIS COURT ORDERS** that notice of the granting of this Order be provided to the Represented Parties by advertisement in an edition of the national edition of the *National Post* and other such LP Entity newspapers as may be agreed by the Representatives, the LP Entities and the Monitor, in such form and under such terms as shall be agreed upon by the Representatives, the LP Entities and the Monitor, and that a notice substantially in the form attached as Schedule "A" hereto, together with a French translation thereof (the "Notice"), shall also be provided to the Represented Parties by (i) e-mailing an electronic copy of the Notice as soon as practicable after the granting of this Order to Current Salaried Employees; (ii) mailing a copy of the Notice to Former Salaried Employees by ordinary mail to the physical address of the Former Salaried Employees, as last shown in the books and records of the LP Entities; and (iii) posting a copy of the Notice on the Monitor's website.

10. **THIS COURT ORDERS** that the Representatives, or Representative Counsel on their behalf, are authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court, regulatory body and other government ministry, department or agency, and to take all such steps as are necessary or incidental thereto.

11. **THIS COURT ORDERS** that any individual Represented Party who does not wish to be represented by the Representatives or Representative Counsel pursuant to the terms of this Order or all other related Orders which may subsequently be made in the Proceedings concerning the Represented Parties or relating to the appointment of the Representatives and/or Representative Counsel shall, no later than April 16, 2010, notify the Monitor, in writing, by facsimile, mail or delivery, and in the form attached as Schedule "B" hereto and shall thereafter not be so represented and shall be represented themselves as an independent individual party to the extent they wish to appear in the Proceedings.

12. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall have no liability as a result of their respective appointment or the fulfilment of their duties in carrying out the provision of this Order save and except for any gross negligence or wilful misconduct on their part and that no action or other proceedings shall be commenced against the Representatives and/or Representative Counsel relating to their acting as such, except with prior leave of this Court, on at least 7 day's notice to the Representatives and Representative Counsel and upon further order in respect of security for costs, to be given by the plaintiff for the costs on a substantial indemnity basis, of the Representatives and Representative Counsel in connection with any such action or proceeding.

13. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Represented Parties are entitled to receive notice in the Proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such motions.

14. **THIS COURT ORDERS** that the Representatives shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of their powers and duties upon notice to the LP Entities and the Monitor and to other interested parties, unless otherwise ordered by the Court.

15. **THIS COURT ORDERS** that any of the Representatives may resign and that, on notice to the LP Entities and the Monitor, the remaining Representatives may appoint any other individual Represented Party as a replacement, which replacement will have all of the rights and obligations of the resigning Representative as though they had been named in this Order. If there is any disagreement concerning the appropriateness of a replacement Representative, it may be remitted to the Court for determination.

16. **THIS COURT ORDERS** that in the event that this Order is later amended by further Order of the Court, the Monitor may post such further Order on the Monitor's website and such posting shall constitute adequate notice to the Represented Parties of such amended Order.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAR 22 2010

PER / PAR:





SCHEDULE "A"

Pursuant to an order of the Ontario Superior Court of Justice dated March 5, 2010 in the CCAA proceeding (the "Proceeding") commenced by Canwest Publishing Inc. and certain other entities (the "LP Entities"), Russell Mills, Blair MacKenzie, Rejean Saumure, Les Bale and Juliet O'Neill have been appointed as representatives of the current and former salaried (i.e. non-unionized) employees of the LP Entities, and persons claiming on their behalf or through them (the "Represented Parties"). Nelligan O'Brien Payne LLP and Shibley Righton LLP were jointly appointed as counsel for the Represented Parties. A copy of the Order is attached.

Subject to fee arrangements that have been agreed to by the LP Entities, the representatives and their counsel, the LP Entities will be responsible for the reasonable legal fees incurred by the court-appointed counsel in carrying out their prescribed mandate. Accordingly, **you are not required to contribute to the fees of counsel for the Represented Parties.**

If you do not wish to be bound by this order, you must notify the court-appointed Monitor, FTI Consulting Canada Inc., in writing, by mail, e-mail or delivery on or before April 16, 2010. Your notice that you do not wish to be bound by this order must be in the form of a fully completed "Opt-Out Letter" substantially in the form attached to this Notice.

Additional information concerning the Proceedings, including previous orders granted in the Proceedings, can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/clp>.

Represented Parties may contact Nelligan O'Brien Payne in confidence directly at – CSER@nelligan.ca (use your personal email) or by telephone to Ms. Leigh Norton 613-231-8216 or 1-888-565-9912.

SCHEDULE "B"

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

**ONTARIO
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BOOKS INC. AND CANWEST (CANADA) INC.

OPT-OUT LETTER

**FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8**

**Attention: Pamela Luthra
Tel: 1 888- 310-7627
Fax: 416-649-8101
Email: CanwestLP@fticonsulting.com**

I, _____, am a current or former employee or retiree of the
LP Entities, as defined in the Order of Madam Justice Pepall dated March 5, 2010.

Under Paragraph 8 of that Order, any current or former employee or retiree who does not
wish Nelligan O'Brien Payne LLP and Shibley Righton LLP to act as their representative
counsel may opt out.

I hereby notify the Monitor that I do not wish to be bound by the Order and will be
represented as an independent individual party at my own expense to the extent I wish to
appear in these proceedings.

Date

Signature

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.

APPLICANTS

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

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