

**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 GLOBAL COMMUNICATIONS
CORP. AND THE OTHER APPLICANTS LISTED ON SCHEDULE
"A"

APPLICANTS

**MEMORANDUM OF ARGUMENT
OF THE SPECIAL COMMITTEE**

December 7, 2009

OGILVY RENAULT LLP
Suite 3800
Royal Bank Plaza, South Tower
200 Bay Street
P.O. Box 84
Toronto, Ontario M5J 2Z4

Mario Forte LSUC#: 27293F
Tel: (416) 216-4870

Alan H. Mark LSUC#: 21772U
Tel: (416) 216.4865

Alan B. Merskey LSUC#: 41377I
Tel: (416) 216-4805
Fax: (416) 216-3930

Lawyers for the Special Committee

TO: **THE ATTACHED 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 GLOBAL COMMUNICATIONS
CORP. AND THE OTHER APPLICANTS LISTED ON SCHEDULE
"A"

APPLICANTS

**MEMORANDUM OF ARGUMENT
OF THE SPECIAL COMMITTEE**

PART I – OVERVIEW

1. The Special Committee of the Board of Directors of Canwest (the "Special Committee") file this memorandum in support of the position of Canwest and in opposition to the position of the GS Parties.¹ The stay contained in the Initial Order applies and must continue to apply to the relief sought by the GS Parties.
2. The Special Committee was constituted, among other things, to oversee the restructuring of Canwest. The GS Parties, in collateral support of their motion, wish to conduct extensive oral and documentary examination of the Special Committee and its processes, as well as others.
3. The GS Parties' Motion is properly stayed as it seeks relief against one of Canwest's core properties – the Speciality TV Business. Alleged concerns with respect to hypothetical future repudiations are, as previously recognized by this court, premature. In the circumstances, the GS Parties' motion, including the attendant discovery requests, is an unwarranted imposition on the activities of Canwest and its Special Committee.

¹ Save as may be hereinafter expressly defined, the Special Committee repeat and rely upon the defined terms set out in the factum of Canwest. The Special Committee adopt the arguments set out therein, and do not repeat them here.

PART II – FACTS

The Special Committee

4. The members of the Special Committee are Mr. Derek Burney, Mr. David Kerr, Mr. David Drybrough, Ms. Margot Micallef, and Mr. Frank King.²

5. The Special Committee is a committee of the Board of Directors of Canwest. Its mandate includes, among other things, responsibility for overseeing the implementation of a restructuring with respect to all, or part of the business and/or capital structure of Canwest.³

The Discovery Demands

6. The GS Parties have not directly contacted the Special Committee. However, through correspondence to Canwest's counsel, the GS Parties have demanded the examination of 4 of the 5 members of the Special Committee: Mr. Burney, Mr. Kerr, Mr Drybrough, and Ms. Micallef. The scope and purpose of the examinations for these individuals is not set out.⁴

7. The GS Parties have also demanded an extensive list of documentary production, including:

- (a) all documents considered by the Special Committee and any member of the Special Committee relating to the Matters at Issue (as defined in the demand letter);
- (b) all documents considered by the Board and any member of the Board relating to the Matters at Issue;

² Affidavit of John E. MacGuire, sworn October 5, 2009 ("MacGuire Affidavit"), para 164.

³ MacGuire Affidavit, para 165-167.

⁴ Letter dated November 9, 2009, from Malcom Mercer, Exhibit A to the supplementary affidavit of Gerald J. Cardinale sworn on November 19, 2009.

- (c) all documents evidencing the deliberations, discussions and decisions of the Special Committee and the Board relating to the Matters at Issue;
- (d) all documents sent, or received, by Leonard Asper, Derek Burney, David Drybrough, David Kerr, Richard Leipsic, John Maguire, Margot Micillef, Hap Stephen, and Thomas Strike relating to the Matters at Issue;
- (e) all documents relating to the Matters in Issue received by Leonard Asper, Derek Burney, David Drybrough, David Kerr, Richard Leipsic, John Maguire, Margot Micillef, Hap Stephen, and Thomas Strike from any member of the Ad Hoc Committee; and
- (f) all documents relating to the Matters in Issue sent to Leonard Asper, Derek Burney, David Drybrough, David Kerr, Richard Leipsic, John Maguire, Margot Micillef, Hap Stephen, and Thomas Strike by any member of the Ad Hoc Committee.⁵

8. The GS Parties also seek to impose significant discovery demands upon the senior management of Canwest. The Special Committee is concerned by that prospect. As noted by Mr Strike in his affidavit:

The witnesses that the GS Parties propose to examine include the most senior executives of the CMI Entities; those who are most intensely involved in the enormously complex process of achieving a successful going concern restructuring or recapitalization of the CMI Entities. Myself, Mr Stephen, Mr. MacGuire and the others are all working flat out on trying to achieve a successful restructuring or recapitalization of the CMI Entities. Frankly, the last thing we should be doing at this point is preparing for a forensic examination, in minute detail, over events that have taken place over the past several months. At this point in the restructuring/recapitalization process, the proposed examination would be an enormous distraction and would significantly

⁵ Letter dated November 9, 2009, from Malcom Mercer, Exhibit A to the supplementary affidavit of Gerald J. Cardinale sworn on November 19, 2009.

prejudice the CMI Entities' restructuring and recapitalization efforts.⁶

The Canwest Property

9. As set out in the factum of Canwest, the above discovery is sought in connection with relief against the property of Canwest. In particular, the GS Parties:

- (a) seek for themselves the benefit of the Specialty TV Business, owned in joint venture with Canwest, through CW Investments; and
- (b) correspondingly seek a declaration that the interest of the GS Parties in CW Investments cannot be disclaimed or otherwise affected.

PART III – ISSUES AND ARGUMENT

10. At its highest, the position of GS Parties appears to be that their motion constitutes an exception to the stay rules, as being a motion necessary within the CCAA proceeding itself, and related to the conduct thereof. Accordingly, the GS Parties claim to be entitled to the broad discovery sought, and relief, directly or indirectly, against assets of Canwest.

11. The GS Parties assume the premise they wish to establish. To allow the GS Parties' Motion to proceed, the Court must determine if this characterization is in fact accurate. It is not.

12. The primary relief sought by the GS Parties is a declaration that their contracts to and with CW Investments cannot or should not be disclaimed. The debate as to whether 414 could properly be assimilated into CMI is no more than an alternative argument as to why such disclaimer can or cannot occur.

⁶ Affidavit of Thomas C. Strike, sworn November 24, 2009 at para 88.

13. Whether the position of the GS Parties is that their interest cannot be disclaimed because of:

- (a) the criteria of s.32 of the CCAA; or
- (b) because it is argued that the property is not properly that of CMI

is irrelevant. Both positions are premature.

14. There has been no disclaimer. The GS Parties however seek a hypothetical determination, made without the assistance of the Monitor's input, as provided for in the new statutory structure. As this court noted, when the GS Parties previously sought special status in connection with the Claims Procedure Order, it is inappropriate to grant a carve out to the GS Parties, absent special circumstances, from the CCAA proceedings.⁷

15. No such special circumstances are provided for the request for a hypothetical determination. The imposition on the restructuring process in general, and the Special Committee in particular, is unwarranted. Any question as to the propriety of the dealings with 414 can be addressed when and if there is a disclaimer.

16. The pursuit of a declaration regarding a future repudiation is the stated purpose of the GS Parties' Motion. To the extent that the GS Parties are seeking to exercise drag along rights against 414 or CW Investments, such a process is also an impermissible dealing with an asset of the debtor and inimical to the restructuring. Similar attempts to exercise rights against property that may affect the debtor, such as letters of credit or third party proceedings, have long been stayed by the Courts.⁸ There are no circumstances which would justify a lifting of the stay.

⁷ Endorsement of Justice Pepall dated October 14, 2009.

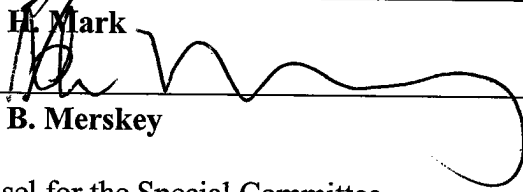
⁸ *Re Woodward's Ltd.* (1993), 17 C.B.R. (3d) 236 (B.C.S.C.).
Campeau v. Olympia & York Developments Ltd. (1992), 14 C.B.R. (3d) 303 (Gen. Div.).

ALL OF WHICH IS RESPECTFULLY SUBMITTED

December 7, 2009



Alan H. Mark



Alan B. Merskey

Counsel for the Special Committee

SCHEDULE "A"

LIST OF AUTHORITIES

1. *Re Woodward's Ltd.* (1993), 17 C.B.R. (3d) 236 (B.C.S.C.).
2. *Campeau v. Olympia & York Developments Ltd.*(1992), 14 C.B.R. (3d) 303 (Gen. Div.).

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 GLOBAL COMMUNICATIONS CORP.
AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"

Applicants

CANWEST SERVICE LIST, DECEMBER 2, 2009

FIRM	SOLICITORS
<p>FTI CONSULTING CANADA INC. TD Canada Trust Tower 161 Bay Street, 27th Floor Toronto, ON M5J 2S1</p> <p>Fax: (416) 572-2201</p> <p>Court-appointed Monitor</p>	<p>Paul Bishop Tel: (416) 572-2208 Email: paul.bishop@fticonsulting.com</p> <p>Greg Watson Tel: (416) 572-2236 Email: greg.watson@fticonsulting.com</p> <p>Jeffrey Rosenberg Tel: (416) 572-2321 Email: jeffrey.rosenberg@fticonsulting.com</p>
<p>STIKEMAN ELLIOTT LLP 5300 Commerce Court West 199 Bay Street Toronto, Ontario M5L 1B9</p> <p>Fax: (416) 947-0866</p> <p>Lawyers for the Court-appointed Monitor</p>	<p>David R. Byers Tel: (416) 869-5697 Email: dbyers@stikeman.com</p> <p>Daphne MacKenzie Tel: (416) 869-5695 Email: dmackenzie@stikeman.com</p> <p>Ashley J. Taylor Tel: (416) 869-5236 Email: ataylor@stikeman.com</p> <p>Maria Konyukhova Tel: (416) 869-5230 Email: mkonyukhova@stikeman.com</p> <p>Jennifer Imrie Tel: (416) 869-6853 Email: jimrie@stikeman.com</p>

FIRM	SOLICITORS
<p>OSLER, HOSKIN & HARCOURT LLP 100 King Street West 1 First Canadian Place Suite 6100, P.O. Box 50 Toronto, ON M5X 1B8</p> <p>Fax: (416) 862-6666</p> <p>Lawyers for the Applicants</p>	<p>Lyndon A.J. Barnes Tel: (416) 862-6679 Email: lbarnes@osler.com</p> <p>Edward A. Sellers Tel: (416) 862-5959 Email: esellers@osler.com</p> <p>Tracy C. Sandler Tel: (416) 862-5890 Email: tsandler@osler.com</p> <p>Jeremy E. Dacks Tel: (416) 862-4923 Email: jdacks@osler.com</p> <p>Shawn Irving Tel: (416) 862-4733 Email: sirving@osler.com</p> <p>Duncan Ault Tel: (416) 862-4210 Email: dault@osler.com</p>
<p>GOODMANS LLP 250 Yonge Street Suite 2400 Toronto, ON M5B 2M6</p> <p>Fax: (416) 979-1234</p> <p>Lawyers for Ad Hoc Committee of 8% Senior Subordinated Noteholders</p>	<p>Benjamin Zarnett Tel: (416) 597-4204 Email: bzarnett@goodmans.ca</p> <p>Robert J. Chadwick Tel: (416) 597-4285 Email: rchadwick@goodmans.ca</p> <p>Logan Willis Tel: (416) 597-6299 Email: lwillis@goodmans.ca</p>
<p>BLAKE, CASSELS & GRAYDON LLP 199 Bay Street, Suite 2800 Commerce Court West Toronto, ON M5L 1A9</p> <p>Fax: (416) 863-2653</p> <p>Lawyers for CIT Business Credit Canada Inc.</p>	<p>Michael R. Harquail Tel: (416) 863-2929 Email: michael.harquail@blakes.com</p> <p>Steven J. Weisz Tel: (416) 863-2616 Email: steven.weisz@blakes.com</p>

FIRM	SOLICITORS
<p>CIT BUSINESS CREDIT CANADA INC. 207 Queens Quay West Suite 700 Toronto, Ontario M5J 1A7 Fax: (416) 507-5100</p>	<p>Dennis McCluskey Tel : (416) 507-5216 Email : dennis.mccluskey@cit.com</p> <p>Donald Rogers Tel: (416) 507-5056 Email : donald.rogers@cit.com</p> <p>Joe Arnone Tel: (416) 507-5033 Email: joe.arnone@cit.com</p>
<p>LENCZNER SLAGHT LLP 130 Adelaide Street West Suite 2600 Toronto, ON M5H 3P5 Fax: (416) 865-9010</p> <p>Lawyers for the Management Directors and RBC Capital Markets</p>	<p>Peter Griffin Tel: (416) 865-2921 Email: pgriffin@litigate.com</p> <p>Peter J. Osborne Tel: (416) 865-3094 Email: posborne@litigate.com</p>
<p>OGILVY RENAULT LLP Royal Bank Plaza, South Tower Suite 3800, P.O. Box 84 200 Bay Street Toronto, ON M5J 2Z4 Fax: (416) 216-3930</p> <p>Lawyers for the Special Committee</p>	<p>Mario J. Forte Tel: (416) 216-4870 Email: mforte@ogilvyrenault.com</p> <p>Alan Merskey Tel: (416) 216-4805 Email: amerskey@ogilvyrenault.com</p>
<p>AIRD & BERLIS LLP Brookfield Place Suite 1800, 181 Bay Street Toronto, ON M5J 2T9 Fax: (416) 863-1515</p> <p>Lawyers for Twentieth Century Fox/Incendo Television Distribution Inc. as agent for Twentieth Century Fox Film Corporation, c.o.b in Canada as Twentieth Century Fox Television Canada</p>	<p>Harry Fogul Tel: (416) 865-7773 Email: hfogul@airdberlis.com</p>

FIRM	SOLICITORS
<p>FASKEN MARTINEAU DUMOULIN LLP 66 Wellington Street West Suite 4200, Toronto Dominion Bank Tower Box 20, Toronto-Dominion Centre Toronto ON, M5K 1N6</p> <p>Fax: (416) 364-7813</p> <p>Lawyers for certain members of the Asper family</p>	<p>Jonathan A. Levin Tel: (416) 865-4401 Email: jlevin@fasken.com</p> <p>Edmond F.B. Lamek Tel: (416) 865-4506 Email: elamek@fasken.com</p>
<p>HEENAN BLAIKIE LLP Suite 2900, 333 Bay Street Bay Adelaide Centre P.O. Box 2900 Toronto, ON M5H 2T4</p> <p>Lawyers for CBS International Television Canada, a Division of CBS Canada Holdings Co.</p>	<p>Kenneth D. Kraft Tel: (416) 643-6822 Fax: (416) 360-8425 Email: kkraft@heenan.ca</p>
<p>MCCARTHY TÉTRAULT LLP 66 Wellington Street West Suite 5300, TD Bank Tower Toronto Dominion Centre Toronto, ON M5K 1E6</p> <p>Fax: (416) 868-0673</p> <p>Lawyers for GSCP Capital Partners VI Fund, L.P., GSCP VI AA One Holding S.ar.l., GSCP VI AA One Parallel Holding S.ar.l.</p>	<p>Kevin P. McElcheran Tel: (416) 601-7730 Email: kmcelcheran@mccarthy.ca</p> <p>Malcolm Mercer Tel: (416) 601-7659 Email: mmercerc@mccarthy.ca</p>
<p>MCMILLAN LLP Brookfield Place, Suite 4400 Bay Wellington Tower 181 Bay Street Toronto, ON M5J 2T3</p> <p>Lawyers for the Bank of Nova Scotia in its capacity as cash management services provider to the Applicants</p>	<p>Andrew J.F. Kent Tel: (416) 865-7160 Fax: (647) 722-6715 Email: andrew.kent@mcmillan.ca</p> <p>Hilary E. Clarke Tel: (416) 865-7286 Fax: (416) 865-7048 Email: hilary.clarke@mcmillan.ca</p>

FIRM	SOLICITORS
<p>BRACEWELL & GIULIANI LLP 1177 Avenue of the Americas 19th Floor New York, NY 10036-2714 United States of America</p> <p>Goodwin Square 225 Asylum Street Suite 2600 Hartford CT 06103 United States of America</p> <p>U.S. Lawyers for the Monitor FTI Consulting Canada Inc.</p>	<p>Jennifer Feldsher Tel: (212) 508-6137 Fax: (212) 938-3837 Email: jennifer.feldsher@bgllp.com</p> <p>Ilia M. O'Hearn Tel: (860)256-8536 Fax: (860) 760-6664 Email: ilia.ohearn@bgllp.com</p>
<p>STONECREST CAPITAL INC. Suite 3130, Royal Trust Tower 77 King Street West P.O. Box 33, TD Centre Toronto ON M5K 1B7</p> <p>Fax: (416) 364-7275</p> <p>Chief Restructuring Advisor for the Applicants</p>	<p>Harold S. (Hap) Stephen Tel: (416) 364-0228 Email: hstephen@stonecrestcapital.com</p>
<p>RBC CAPITAL MARKETS Royal Bank Plaza, South Tower 4th Floor, 200 Bay Street, P.O. Box 50 Toronto, ON M5J 2W7</p> <p>Fax: (416) 842-7700</p>	<p>Peter L. Buzzi Tel: (416) 842-7687 Email: peter.buzzi@rbccm.com</p> <p>Richard M. Grudzinski Tel: (416) 842-5676 Email: richard.grudzinski@rbccm.com</p>
<p>CAVALLUZZO HAYES SHILTON MCINTYRE & CORNISH LLP 474 Bathurst Street, Suite 300 Toronto, ON M5T 2S6</p> <p>Fax: (416) 964-5895</p> <p>Lawyers for the CHCH Retirees</p>	<p>Hugh O'Reilly Tel: (416) 964-5514 Email: horeilly@cavalluzzo.com</p> <p>Amanda Darrach Tel: (416) 964-5511 Email: adarrach@cavalluzzo.com</p>
<p>LAX O'SULLIVAN SCOTT LLP 145 King Street West, Suite 1920 Toronto, ON M5H 1J8</p> <p>Fax: (416) 598-3730</p> <p>Lawyers for CRS Inc.</p>	<p>Terrence O'Sullivan Tel: (416) 598-3556 Email: tosullivan@counsel-toronto.com</p> <p>Shaun Laubman Tel: (416) 360-8481 Email: slaubman@counsel-toronto.com</p>

FIRM	SOLICITORS
<p>OFFICE OF THE SUPERINTENDENT OF FINANCIAL INSTITUTIONS Department of Justice Canada 255 Albert Street, 12th Floor Ottawa, ON K1V 6N5</p> <p>Fax: (613) 952-5031</p>	<p>Carol Taraschuk Tel: (613) 990-7496 Email: carol.taraschuk@osfi-bsif.gc.ca</p>
<p>CHAITONS LLP 185 Sheppard Avenue West Toronto, ON M2N 1M9</p> <p>Fax: (416) 218-1849</p> <p>Lawyers for E! Entertainment Television Inc.</p>	<p>Harvey Chaiton Tel: (416) 218-1129 Email: harvey@chaitons.com</p>
<p>BLAKE, CASSELS & GRAYDON LLP 199 Bay Street, Suite 2800 Commerce Court West Toronto, ON M5L 1A9</p> <p>Fax: (416) 863-2653</p> <p>CHAPMAN AND CUTLER LLP 111 West Monroe Street Chicago, IL 60603</p> <p>Fax: (312) 701-2361</p> <p>Lawyers for General Electric Capital Corporation (as Administrative Agent) and GE Canada Finance Holding Company (as Administrative and Collateral Agent)</p>	<p>Pamela L.J. Huff Tel: (416) 863-2958 Email: pamela.huff@blakes.com</p> <p>Michelle Laniel Tel: (416) 863-2443 Email: michelle.laniel@blakes.com</p> <p>Marie C. Oldham Tel: (312) 845-2967 Email: oldham@chapman.com</p>
<p>CALEYWRAY Labour/Employment Lawyers 1600-65 Queen Street West Toronto, ON M5H 2M5</p> <p>Fax: (416) 366-3293</p> <p>Lawyers for the Communications, Energy and Paperworkers Union of Canada</p>	<p>Douglas J. Wray Tel: (416) 775-4673 Email: wrayd@caleywray.com</p> <p>Jesse Kugler Tel: (416) 775-4677 Email: kuglerj@caleywray.com</p>

FIRM	SOLICITORS
<p>DEPARTMENT OF JUSTICE ONTARIO REGIONAL OFFICE The Exchange Tower 130 King Street West Suite 3400, Box 36 Toronto, ON M5X 1K6</p> <p>Fax: (416) 973-0809</p> <p>Lawyers for the Attorney General of Canada</p>	<p>Jacqueline Dais-Visca Tel: (416) 952-6010 Email: jacqueline.dais-visca@justice.gc.ca</p> <p>Diane Winters Tel: (416) 973-3172 Email: diane.winters@justice.gc.ca</p> <p>Christopher Lee Tel: (416) 954-8247 Email: christopher.lee@justice.gc.ca</p>
<p>FINANCIAL SERVICES COMMISSION OF ONTARIO, PENSION DIVISION 5160 Yonge Street P.O. Box. 85, 4th Floor Toronto, ON M2N 6L9</p> <p>Fax: (416) 590-7070</p>	<p>Deborah McPhail, Senior Counsel Tel: (416) 226-7764 Email: deborah.mcphail@fscso.gov.on.ca</p>
<p>CHAITONS LLP 185 Sheppard Avenue West Toronto, ON M2N 1M9</p> <p>Fax: (416) 218-1849</p> <p>Lawyers for Alfred Haber Distribution, Inc. and affiliates</p>	<p>Harvey Chaiton Tel: (416) 218-1129 Email: harvey@chaitons.com</p>
<p>THORNTONGROUTFINNIGAN LLP 100 Wellington Street West Suite 3200 Toronto, ON M5K 1K7</p> <p>Fax: (416) 304-1313</p> <p>Lawyers for NBC Universal Television Distribution</p>	<p>Robert I. Thornton Tel: (416) 304-0560 Email: rthornton@tgf.ca</p> <p>Kyla E.M. Mahar Tel: (416) 304-0594 Email: kmahar@tgf.ca</p> <p>Danny Nunes Tel: (416) 304-0592 Email: dnunes@tgf.ca</p>

FIRM	SOLICITORS
<p>LANG MICHENER LLP Brookfield Place 181 Bay Street, Suite 2500 Toronto, ON M5J 2T7</p> <p>Fax: (416) 365-1719</p> <p>Lawyers for Columbia Tristar Media Group of Canada</p>	<p>Sheryl E. Seigel Tel: (416) 307-4063 Email: sseigel@langmichener.ca</p>
<p>SONY PICTURES Corporate Distribution, Legal Affairs 10202 West Washington Boulevard Culver City, California 90232-3195</p> <p>Fax: (310) 244-5774</p> <p>Lawyers for Sony Pictures Television</p>	<p>Cynthia Pinkos Tel: (310) 244-6472 Email: cynthia_pinkos@spe.sony.com</p>
<p>MCCAGUE, PEACOCK, BORLACK, MCINNIS & LLOYD LLP The Exchange Tower Suite 2700, P.O. Box 136 130 King Street West Toronto, ON M5X 1C7</p> <p>Fax: (416) 860-0003</p> <p>Lawyers for Adelt Mechanical Works Ltd.</p>	<p>Stephen Barbier Tel: (416) 860-5243 Email: sbarbier@mwpb.com</p>
<p>HEENAN BLAIKIE Bay Adelaide Centre 333 Bay Street, Suite 2900 P.O. Box 2900 Toronto, ON M5H 2T4</p> <p>Fax: (416) 360-8425</p> <p>Lawyers for The Dalton Company Ltd.</p>	<p>Howard Krupat Tel: (416) 643-6969 Email: hkrupat@heenan.ca</p>
<p>THORNTONGROUTFINNIGAN LLP 100 Wellington Street West Suite 3200 Toronto, ON M5K 1K7</p> <p>Fax: (416) 304-1313</p> <p>Lawyers for the National Academy of Recording Arts & Sciences, Inc.</p>	<p>Leanne M. Williams Tel: (416) 304-0060 Email: lwilliams@tgf.ca</p>

FIRM	SOLICITORS
<p>LAWSON LUNDELL LLP Suite 1600, Cathedral Place 925 West Georgia Street Vancouver, BC V6C 3L2</p> <p>Fax: (604) 694-1957</p> <p>Lawyers for A&E Television Networks</p>	<p>Heather M.B. Ferris Tel: (604) 631-9145 Email: hferris@lawsonlundell.com</p>
<p>SUTTS, STROSBERG LLP 600-251 Goyeau Street Windsor, ON N9A 6V4</p> <p>Fax: 1-866-316-5308</p> <p>Lawyers for Incorporated Broadcasters Limited, Mae Management Corporation, Seymour Epstein and Paul Morton</p>	<p>William V. Sasso Tel: (519) 561-6222 Email: wvs@strosbergco.com</p> <p>Jacqueline A. Horvat Tel: (519) 561-6245 Email: jah@strosbergco.com</p>
<p>BOUGHTON LAW CORPORATION 595 Burrard Street, Suite 700 P.O. Box 49290 Vancouver, BC V7X 1S8</p> <p>Fax: (604) 683-5317</p> <p>Lawyers for Starz Media, LLC</p>	<p>Alan H. Brown Tel: (604) 647-6426 Email: abrown@boughton.ca</p>
<p>AIRD & BERLIS LLP Brookfield Place, Suite 1800 181 Bay Street, Box 654 Toronto, ON M5J 2T9</p> <p>Fax: (416) 863-1515</p> <p>Agents for Vorys, Sate, Seymour and Pease LLP, lawyers for CNN Newsource Sales, Inc.</p>	<p>Sam Babe Tel: (416) 863-1500 Email: sbabe@airdberlis.com</p>
<p>CAVALLUZZO HAYES SHILTON McINTYRE & CORNISH LLP 474 Bathurst Street, Suite 300 Toronto, ON M5T 2S6</p> <p>Fax: (416) 964-5895</p> <p>Lawyers for the Canadian Media Guild</p>	<p>Hugh O'Reilly Tel: (416) 964-1115 Email: horeilly@cavalluzzo.com</p>

FIRM	SOLICITORS
<p>MINDEN GROSS LLP 2200-145 King Street West Toronto, ON M5H 4G2</p> <p>Fax: (416) 864-9223</p> <p>Lawyers for Canadian Film & Television Production Association</p>	<p>David T. Ullmann Tel: (416) 369-4148 Email: dullmann@mindengross.com</p> <p>Melissa J. McCready Tel: (416) 369-4106 Email: mmccready@mindengross.com</p>

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 GLOBAL COMMUNICATIONS CORP. AND THE OTHER APPLICANTS LISTED ON SCHEDULE "A"

APPLICANTS

Court File No: CV-09-8396-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MEMORANDUM OF ARGUMENT
OF THE SPECIAL COMMITTEE**

OGILVY RENAULT LLP

Suite 3800
Royal Bank Plaza, South Tower
200 Bay Street
P.O. Box 84
Toronto, Ontario M5J 2Z4

Mario Forte LSUC#: 27293F
Tel: (416) 216-4870

Alan H. Mark LSUC#: 21772U
Tel: (416) 216.4865

Alan B. Merskey LSUC#: 41377I
Tel: (416) 216-4805
Fax: (416) 216-3930

Lawyers for the Special Committee