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June 30, 2010

Via E-Mail

File: 09-801

Osler, Hoskin & Harcourt LLP
1 First Canadian Place
Toronto, ON M5X 1B8

Attention: Marc S. Wasserman

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Attention: Maria Konyukhova

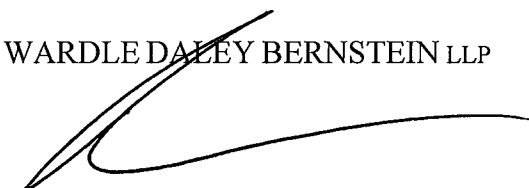
Dear Counsel:

Re: Gluskin Sheff + Associates Inc. v. Canwest Media Inc. and Canwest Publishing Inc.

Enclosed is our Notice of Motion for leave to appeal which is served on you pursuant to the *Rules of Civil Procedure*.

Yours truly,

WARDLE DALEY BERNSTEIN LLP



Daniel Bernstein
DB/lh
Enclosure

cc. Service List

COURT OF APPEAL FOR ONTARIO

IN THE MATTER of Section 11 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 other Applicants

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

NOTICE OF MOTION

Gluskin Sheff + Associates Inc. (“GS+A”) will make a motion which will be heard by the Court in writing 36 days after service of GS+A’s motion record and factum or on filing of GS+A’s reply factum, if any, whichever is earlier.

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

THE MOTION IS FOR:

1. An order granting leave to appeal the following orders of the Honourable Justice Pepall made June 17, 2010:

- (a) an order that the claims made by GS+A in the action in the Superior Court of Justice known as Court File No. 10-8547-00CL (the “**Action**”) naming Canwest Media Inc. and Canwest Publishing Inc. (collectively, “**Canwest**”) as defendants in representative capacities are in respect of debts of Canwest and subject to compromise in the Canwest CCAA proceedings;

- (b) an order that the claims in the Action are caught by the stays of proceeding in the Canwest CCAA proceedings (the “**Stays**”); and
- (c) an order lifting the Stays only for the claims in the Action made in respect of services provided by GS+A after Canwest’s CCAA filings.

THE GROUNDS FOR THE MOTION ARE:

- (a) The Action concerns unpaid fees in respect of investment services provided by GS+A to certain registered pension plans to which Canwest acted as administrator / trustee (the “**Plans**”);
- (b) Justice Pepall erred and exceeded her jurisdiction on the motion by concluding that the claims in the Action represent Canwest debts rather than debts of the Plans;
- (c) The claims in the Action are pleaded against the Plans and their assets, not Canwest, and are premised on an investment management agreement made explicitly with Canwest on behalf of the Plans. Canwest is a named defendant in the Action solely in its representative capacity as administrator of the Plans, in accordance with Rule 9.01(1) of the *Rules of Civil Procedure*;
- (d) Justice Pepall erred in concluding that the claims in the Action are caught by the Stays;

- (e) The Stays pertain to proceedings, rights and remedies “against or in respect of” Canwest or “affecting” Canwest’s business or property;
- (f) The Action advances no such rights and claims no such remedies. The Action pertains to GS+A’s rights and remedies against the Plans and their members – not against Canwest. It affects the Plans’ assets – not Canwest’s assets or business;
- (g) Justice Pepall erred in concluding that the Stays should only be lifted for the claims in the Action made in respect of the services provided by GS+A after Canwest’s CCAA filings;
- (h) An appeal of Justice Pepall’s orders is *prima facie* meritorious;
- (i) The issues for which leave is sought to appeal are of real and significant interest to the parties, the insolvency practice and these proceedings, and would not unduly hinder the progress of these proceedings.

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

- (a) Relevant excerpts from the record before Justice Pepall;
- (b) Such other evidence as counsel may advise and the Honourable Court may permit.

June 30, 2010

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Attention: Maria Konyukhova

Lawyers for the Monitor

AND TO: SERVICE LIST

IN THE MATTER of Section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended

Court File No.

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COURT OF APPEAL FOR ONTARIO

Proceeding commenced at Toronto

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