

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

**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" TO THE INITIAL
ORDER (the "Applicants")**

MOTION RECORD OF THE RESPONDING PARTY

October 23, 2009

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TO: SERVICE LIST

**ONTARIO
SUPERIOR COURT OF JUSTICE
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CANWEST GLOBAL COMMUNICATIONS CORP. AND THE OTHER APPLICANTS LISTED ON
SCHEDULE "A"

Applicants

SERVICE LIST

(Updated as of October 15, 2009)

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TAB 1

**ONTARIO
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**AFFIDAVIT OF ROSE STRICKER
(sworn October 22, 2009)**

I, Rose Stricker, of the City of Hamilton in the Province of Ontario, MAKE OATH AND SAY:

1. I am a former employee of one of the Applicants in these proceedings (collectively, with the Partnerships set out in Schedule "B" to the Initial Order, the "CMI Entities"). I swear this affidavit in support of the motion by the CMI Entities for a representative and funding order to appoint Rose Stricker, David Cremasco and Lawrence Schnurr (the "Representatives") as representatives on behalf of:

- (a) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are in receipt of a pension from a registered or unregistered pension plan sponsored by a CMI Entity,
- (b) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are entitled to receive a deferred vested pension

from a registered or unregistered pension plan sponsored by a CMI Entity, and

- (c) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who were, immediately before October 6, 2009 (the "Filing Date"), entitled to receive non-pension benefits from a CMI Entity,

but excluding any former employees of the CMI Entities who were represented by the Communications, Energy and Paperworkers Union while employed and who are not entitled to benefits under the CH Plan, as hereinafter defined (collectively, the "Retirees"), in this CCAA proceeding, in any proceeding under the *Bankruptcy and Insolvency Act (Canada)* or in any other proceeding which has been or may be brought before this Honourable Court, including without limitation, for the purpose of settling or compromising claims by the Retirees in this CCAA proceeding and Cavalluzzo Hayes Shilton McIntyre and Cornish LLP ("CHSMC") as representative counsel to represent the Retirees in this CCAA proceeding.

- 2. As a Retiree, I have knowledge of the matters to which I hereinafter depose except where stated to be based on information and belief.

Background

- 3. I began working with Niagara Television Limited, then owned by Selkirk Holdings, for what became CHCHTV in December 1973. I was employed by Niagara Television Limited, later McLean Hunter, and later Western International Communications ("WIC") until March, 1993 (collectively, "CHCHTV").
- 4. I joined CHCHTV as an associate producer of community programming, specifically a locally focused program called Middy. I was later promoted

to full producer, and my role broadened to producing community programming generally, such as programming to fund raise and raise the profile as groups such as the Canadian Cancer Society, the Ontario Heart and Stroke Foundation, the United Way, and Hamilton Police Services. At various points in my career, I was also an executive producer, director and on-camera interviewer. Among other things, I wrote and produced the award-winning public appeals broadcast, "The Abduction of Kristen French".

5. In 1988, I was promoted to Vice-President of Publicity and Promotion, where I was responsible for strategies to promote public programming, and advocacy on behalf of the station before the CRTC. I left CHTV in 1993, after the acquisition of the station by WIC.
6. Since 1993, I have been involved in media in a number of roles. Currently, I am employed as a Criminal Intelligence Analyst for the Royal Canadian Mounted Police, which has been my employer since 1999.
7. I was not a member of a union during my employment with CHCHTV.
8. As an employee of CHCHTV, I contributed to the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan"). When I left the company, I left my pension entitlement in the CH Plan. As such, I am a deferred vested member with assets remaining the in CH Plan.

Sale of CHCH

9. CHCHTV was acquired by Canwest in 2000, when it purchased WIC's television assets. The CMI Entities owned the station until August 31, 2009, when it was purchased by Channel Zero. As a condition of that sale, Channel Zero did not take responsibility for the CH Plan.

10. Accordingly, the CMI Entities purported to terminate the CH Plan as of August 31, 2009.

Canwest's CCAA Protection

11. On October 6, 2009, the CMI Entities obtained an order pursuant to the CCAA staying all proceedings and claims against them (the "Initial Order"). Pursuant to the Initial Order, Canwest is entitled, but not required, to make payments to the employee and retiree benefits plans.
12. As a deferred vested member with assets remaining the in CH Plan, I have a direct interest in the outcome of Canwest's CCAA restructuring. My pension benefits are at risk in this proceeding. It is my view that as former employees of CHCHTV, we worked in good faith for our employer, and contributed to the pension plan in the belief that our employer would protect our pension and other benefits. It is upsetting that our benefits are at risk in this proceeding, and we as the proposed Representatives would like to assist other Retirees in ensuring that the interests of the Retirees are not forgotten in this proceeding.

Development of the CH Retirees Committee

13. I first became involved with the group of former CHCHTV employees (the "CH Retirees") in April 2009, after I became aware of the CMI Entities' financial situation and the risk to the CH Plan through media reports. After corresponding with Human Resources at CHCHTV, and attending an information session, I attended a CH Retirees meeting, where Hugh O'Reilly of CHSMC was presenting.
14. At that meeting, I volunteered my time and expertise in media relations, in order to assist with the advocacy efforts the retiree group was undertaking.

15. We have recently established a steering committee, the CHCTV Retirees Pension Steering Committee (the "Committee"), consisting of Harry Carson, Kathy Renwald, Ken Smith, Carol Thomas, Bob Ireland, David Cremaso, and me. This steering committee is designed to be as diverse as possible, representing formerly unionized and non-unionized members, deferred vested members, recently retired members and long-term retirees. We have recently made an effort to contact other deferred vested retirees like myself. In total, we represent approximately 100 former employees of CHCHTV.
16. Together as a Committee we have undertaken two major roles: one, to ensure that retirees and other CH Plan members are informed regarding the status of their pension plan, and two, to advocate on behalf of the retirees in the media, to our Members of Parliament, and before OSFI.
17. We have established a website to ensure that CH Retirees are informed at www.chch11retirees.ca. On that website, we have posted a number of informational bulletins, prepared by the Committee with the assistance of our legal counsel, on topics such as pension rights, pension plan terminations, and the Canwest restructuring. We have also issued a number of press releases to the media to raise awareness of the issues faced by the CH Plan.
18. At the time that the CH Plan was purported to be terminated, the CH Plan was underfunded, and Canwest announced that it would not be fully funding the CH Plan on wind-up. The Committee undertook a letter writing campaign to Members of Parliament and to the Federal Finance Minister to address this issue.

The Proposed Representatives and Representative Counsel

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19. Appointing the Representatives and CHSMC as counsel, with their recommended expert advisors, will provide resources for information gathering and distribution to a diverse membership. The Representatives and counsel can attend and advocate for the interests of the Retirees in court proceedings, and ensure that the process is monitored, with regular reports to the membership as necessary. The Representatives and counsel can negotiate with the other stakeholders in the proceeding and provide representation in all areas of the Retirees' interests.

20. I am advised by Hugh O'Reilly and verily believe that if the Representatives are appointed, a larger committee will be established with representatives from each of the relevant major population centers where Retirees affected by this CCAA proceeding reside. A union representative will also be appointed to this committee, as well as the Representatives. Together, this committee will be able to fully reflect the diversity of the Retirees and be representative of and responsive to the concerns of the Retirees.

21. I am advised by Hugh O'Reilly of CHSMC and verily believe that CHSMC, if appointed, will establish a toll-free hotline for the Retirees where the Retirees can call and obtain information regarding the process. This hotline will be monitored and maintained by CHSMC staff.

22. I am advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, will establish a website for the Retirees which the Retirees can visit and obtain information regarding the process. This website will be monitored, updated and maintained by CHSMC staff.

23. I am advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, is willing to undertake travel to each of the relevant major population centers

where Retirees affected by this CCAA proceeding reside to conduct meeting and information sessions regarding this CCAA Proceeding.

- 24. I am also advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, will retain Fred Holmes, an independent benefits consultant with great experience in benefits issues in restructuring, and Teck Go, an actuary with many years of experience in the pension and benefits industry, to assist the Retirees.
- 25. The expert advisors retained by the Representatives can assist the Retirees in understanding the CCAA process and in particular the claims process. Such assistance will allow the Retirees comfort that they may access the claims process with a full understanding of their rights, and the calculations and formulas used to arriving at the values of their claims. Such assistance would not normally be available to individual members of the Retirees without great expense. Without such assistance, many Retirees may be reluctant to make claims or further participate in the process due to the confusing and onerous nature of the process.
- 26. I support the appointment of myself, David Cremasco and Lawrence Schnurr as representatives to Retirees and the appointment of CHSMC as representative counsel for Retirees.
- 27. I make this affidavit in good faith and in support of this motion to appoint myself, David Cremasco and Lawrence Schnurr as representatives for Retirees and CMSMC as representative counsel for Retirees and for no improper purpose.

SWORN BEFORE ME at the City)
 Of Major's ON THE LAKE, in the Province of Ontario,)
 this 22 day of October, 2009.)
Jean-Rodrigue Yobous)
 A Commissioner, etc.)

Rose Stricker
 Rose Stricker

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

**ONTARIO
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Proceedings commenced at Toronto

AFFIDAVIT OF ROSE STRICKER

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TAB 2

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**AFFIDAVIT OF DAVID CREMASCO
(sworn October 22, 2009)**

I, David Cremasco, of the City of Hamilton in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a former employee of one of the Applicants in these proceedings (collectively, with the Partnerships set out in Schedule "B" to the Initial Order, the "CMI Entities"). I swear this affidavit in support of the motion by the CMI Entities for a representative and funding order to appoint Rose Stricker, David Cremasco and Lawrence Schnurr (the "Representatives") as representatives on behalf of:
 - (a) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are in receipt of a pension from a registered or unregistered pension plan sponsored by a CMI Entity,
 - (b) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are entitled to receive a deferred vested pension

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- (c) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who were, immediately before October 6, 2009 (the "Filing Date"), entitled to receive non-pension benefits from a CMI Entity,

but excluding any former employees of the CMI Entities who were represented by the Communications, Energy and Paperworkers Union while employed and who are not entitled to benefits under the CH Plan, as hereinafter defined (collectively, the "Retirees"), in this CCAA proceeding, in any proceeding under the *Bankruptcy and Insolvency Act (Canada)* or in any other proceeding which has been or may be brought before this Honourable Court, including without limitation, for the purpose of settling or compromising claims by the Retirees in this CCAA proceeding and Cavalluzzo Hayes Shilton McIntyre and Cornish LLP ("CHSMC") as representative counsel to represent the Retirees in this CCAA proceeding.

- 2. As a Retiree, I have knowledge of the matters to which I hereinafter depose except where stated to be based on information and belief.

BACKGROUND

- 3. I began working with Niagara Television Limited, then owned by Selkirk Holdings, for what became CHCHTV on August 12, 1968. I was employed by Niagara Television Limited, later McLean Hunter, later Western International Communications ("WIC"), later Canwest Global Communications Corp. until November, 2002 (collectively, "CHCHTV").
- 4. On October 6, 1969, I became a cameraman for CHCHTV, and I remained in that position for the next 33 years. During my time with CHCHTV, I was

heavily involved with our union, the Canadian Association of Broadcast Employees ("CABE"). I rose from shop steward to vice president, to, ultimately, president of CABE, a position I held for over 20 years. I was involved in all aspects of labour relations with CHCHTV, including the negotiation of collective agreements, and the representation of union members in grievances.

5. In 2001, when Global acquired CHCHTV, CABE, in order to best represent our members in negotiations with a large media entity, chose to amalgamate with the Communications, Energy & Paperworkers Union of Canada (the "CEP"), the union that now represents many of the active employees of the Applicants.
6. I retired in November 2002.
7. As an employee of CHCHTV, I contributed to the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan"). I now draw a pension from the CH Plan. In addition, I receive post-retirement benefits, including Dental, Vision, Drug, and Extended Health insurance (the "PRB").
8. Occasionally, I work on a part-time basis as a cameraman for CHCHTV and another local television station in Hamilton, to supplement my retirement income.

Sale of CHCH

9. CHCHTV was acquired by Canwest in 2000, when it purchased WIC's television assets. The CMI Entities kept the station until August 31, 2009, when it was purchased by Channel Zero. As a condition of that sale, Channel Zero did not take responsibility for the CH Plan.

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Canwest's CCAA Protection

11. On October 6, 2009, the CMI Entities obtained an order pursuant to the CCAA staying all proceedings and claims against them (the "Initial Order"). Pursuant to the Initial Order, Canwest is entitled, but not required, to make payments to the employee and retiree benefits plans.
12. As a Retiree with a pension and PRB entitlement, I have a direct interest in the outcome of the CMI Entities' CCAA restructuring. My pension benefits and PRB are at risk in this proceeding. Along with my wife, I have applied for Canada Pension Plan ("CPP") early retirement benefits, with the lifetime reduction that implies, because I need to augment my retirement savings now for fear that my pension will be reduced and my PRB cancelled. I retired with the belief that I would be provided with the pension and other benefits I had worked for, and I simply want to ensure that I receive those benefits.
13. It is my view that as former employees of CHCH TV, we worked in good faith for our employer and contributed to the pension plan in the belief that our employer would protect our pension and other benefits. It is upsetting that our benefits are at risk in this proceeding, and we as the proposed Representatives would like to assist other Retirees in ensuring that the interests of the Retirees are not forgotten in this proceeding.

Development of the CH Retirees Committee

14. When I first became aware in early 2009 that the CH Plan was in financial trouble, I corresponded with two fellow former employees of CHCHTV, Harry Carson and Ken Smith. Together, we determined that a committee should be formed so that retirees of CHCHTV (the "CH Retirees") could take concerted

action to protect our pension benefits, and so that we could ensure that all retirees were kept informed.

15. After our first large group meeting, it was decided that we should seek legal counsel. I was familiar with CHSMC through their extensive involvement in CAFE, and I was aware of their practice in labour, employment and pensions matters. I approached Hugh O'Reilly, who I knew had been involved in the Air Canada and Canadian Press restructurings, and litigation with respect to retiree benefits and pension plans. Hugh had also previously been involved with assisting us in bargaining matters with respect to the CH Plan. Hugh attended the next committee meeting, and presented his views on the situation we faced and his suggested strategy. Before the meeting, other retirees had other suggestions for legal counsel, but at the end of the meeting, we unanimously determined that we would use CHSMC as our counsel. We held several meetings throughout 2009.
16. We have recently established a steering committee, the CHCTV Retirees Pension Steering Committee (the "Committee"), of which I am the Chair, consisting of Harry Carson, Kathy Renwald, Ken Smith, Carol Thomas, Bob Ireland and Rose Stricker. This steering committee is designed to be as diverse as possible, representing formerly unionized and non-unionized members, deferred vested members, recently retired members and long-term retirees. We have recently made an effort to contact deferred vested retirees. In total, we represent approximately 100 former employees of CHCTV.
17. Together as a Committee we have undertaken two major roles: one, to ensure that retirees and other CH Plan members are informed regarding the status of their pension plan, and two, to advocate on behalf of the retirees in the media, to our Members of Parliament, and before OSFI.

18. We have established a website to ensure that CH retirees are informed at www.chch11retirees.ca. On that website, we have posted a number of informational bulletins, prepared by the Committee with the assistance of our legal counsel, on topics such as pension rights, pension plan terminations, and the Canwest restructuring. We have also issued a number of press releases to the media to raise awareness of the issues faced by the CH Plan.
19. At the time that the CH Plan was purported to be terminated, the CH Plan was underfunded, and Canwest announced that it would not be fully funding the CH Plan on wind-up. The Committee undertook a letter writing campaign to Members of Parliament and to the Federal Finance Minister to address this issue.

The Proposed Representatives and Representative Counsel

20. Appointing the Representatives and CHSMC as counsel, with their recommended expert advisors, will provide resources for information gathering and distribution to a diverse membership. The Representatives and counsel can attend and advocate for the interests of the Retirees in court proceedings, and ensure that the process is monitored, with regular reports to the membership as necessary. The Representatives and counsel can negotiate with the other stakeholders in the proceeding and provide representation in all areas of the Retirees' interests.
21. I am advised by Hugh O'Reilly of CHSMC and verily believe that if the Representatives are appointed, a larger committee will be established with representatives from each of the relevant major population centers where Retirees affected by this CCAA proceeding reside. A union representative will also be appointed to this committee, as well as the Representatives. Together, this committee will be able to fully reflect the diversity of the Retirees and be representative of and responsive to the concerns of the Retirees.

22. I am advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, will establish a toll-free hotline for the Retirees where the Retirees can call and obtain information regarding the process. This hotline will be monitored and maintained by CHSMC staff.
23. I am advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, will establish a website for the Retirees which the Retirees can visit and obtain information regarding the process. This website will be monitored, updated and maintained by CHSMC staff.
24. I am advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, is willing to undertake travel to each of the relevant major population centers where Retirees affected by this CCAA proceeding reside to conduct meeting and information sessions regarding this CCAA Proceeding.
25. I am also advised by Hugh O'Reilly and verily believe that CHSMC, if appointed, will retain Fred Holmes, an independent benefits consultant with great experience in benefits issues in restructuring, and Teck Go, an actuary with many years of experience in the pension and benefits industry, to assist the Retirees.
26. The expert advisors retained by the Representatives can assist the Retirees in understanding the CCAA process and in particular the claims process. Such assistance will allow the Retirees comfort that they may access the claims process with a full understanding of their rights, and the calculations and formulas used to arriving at the values of their claims. Such assistance would not normally be available to individual members of the Retirees without great expense. Without such assistance, many Retirees may be reluctant to make claims or further participate in the process due to the confusing and onerous nature of the process.

27. I support the appointment of myself, Rose Stricker and Lawrence Schnurr as representatives to Retirees and the appointment of CHSMC as representative counsel for Retirees.

28. I make this affidavit in good faith and in support of this motion to appoint myself, Rose Stricker and Larry Schnurr as representatives for Retirees and CMSMC as representative counsel for Retirees and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 22 day of October, 2009

Jean-Rodrigue Aman Yoboue
A Commissioner, etc.

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David Cremasco

David Cremasco

Jean-Rodrigue Aman Yoboue, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires June 10, 2012

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" TO THE INITIAL ORDER (the "Applicants")

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at Toronto

AFFIDAVIT OF DAVID CREMASCO

**CAVALLUZZO HAYES SHILTON
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474 Bathurst Street, Suite 300
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**Hugh O'Reilly, LSUC #36271V
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Lawyers for the Retirees

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

**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" TO THE INITIAL
ORDER (the "Applicants")**

**AFFIDAVIT OF LAWRENCE SCHNURR
(sworn October 21, 2009)**

I, LAWRENCE SCHNURR, of the City of Burlington in the Province of Ontario, MAKE OATH AND SAY:

1. I am a former employee of one of the Applicants in these proceedings (collectively, with the Partnerships set out in Schedule "B" to the Initial Order, the "CMI Entities"). I swear this affidavit in support of the motion by the CMI Entities for a representative and funding order to appoint Rose Stricker, David Cremasco and Lawrence Schnurr (the "Representatives") as representatives on behalf of:
 - (a) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are in receipt of a pension from a registered or unregistered pension plan sponsored by a CMI Entity,
 - (b) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are entitled to receive a deferred vested pension

from a registered or unregistered pension plan sponsored by a CMI Entity, and

- (c) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who were, immediately before October 6, 2009 (the "Filing Date"), entitled to receive non-pension benefits from a CMI Entity,

but excluding any former employees of the CMI Entities who were represented by the Communications, Energy and Paperworkers Union while employed and who are not entitled to benefits under the CH Plan, as hereinafter defined (collectively, the "Retirees"), in this CCAA proceeding, in any proceeding under the *Bankruptcy and Insolvency Act (Canada)* or in any other proceeding which has been or may be brought before this Honourable Court, including without limitation, for the purpose of settling or compromising claims by the Retirees in this CCAA proceeding and Cavalluzzo Hayes Shilton McIntyre and Cornish LLP ("CHSMC") as representative counsel to represent the Retirees in this CCAA proceeding.

2. As a Retiree, I have knowledge of the matters to which I hereinafter depose except where stated to be based on information and belief.

Background

3. I began working with Niagara Television Limited, then owned by Selkirk Holdings, for what became CHCHTV in 1961. I was employed by Niagara Television Limited, later McLean Hunter, later Western International Communications ("WIC") until 1997 (collectively, "CHCHTV").
4. I joined CHCHTV in 1961 as a Television Assistant, a unionized position. Later, I began working as a producer of television and commercial programming, and was no longer part of the union, nor was I a member of

the union at the time of my retirement. In 1985, I was promoted to Manager of Production Services, and in 1987, to Program Manager. I was later promoted to Vice-President of Production, and, ultimately, Vice-President of Promotion and Programming, the position I held when I retired.

5. As an employee of CHCHTV, I contributed to the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan"). I now draw a pension from the CH Plan. In addition, I receive post-retirement benefits, including Dental, Vision, Drug, and Extended Health insurance (the "PRB").

Sale of CHCH

6. CHCHTV was acquired by the CMI Entities in 2000, when it purchased WIC's television assets. The CMI Entities owned the station until August 31, 2009, when it was purchased by Channel Zero. As a condition of that sale, Channel Zero did not take responsibility for the CH Plan.
7. Accordingly, the CMI Entities purported to terminate the CH Plan as of August 31, 2009.

Canwest's CCAA Protection

8. On October 6, 2009, the CMI Entities obtained an order pursuant to the CCAA staying all proceedings and claims against them (the "Initial Order"). Pursuant to the Initial Order, the CMI Entities are entitled, but not required, to make payments to the employee and retiree benefits plans.
9. As a Retiree and recipient of PRB, I have a direct interest in the outcome of Canwest's CCAA restructuring. My pension from the CH Plan and other benefits are at risk in this proceeding. I have recently been informed that my PRB will be terminated effective November 13, 2009.

10. It is my view that as former employees of CHCH TV, we worked in good faith for our employer, and contributed to the pension plan in the belief that our employer would protect our pension and other benefits. It is upsetting that our benefits are at risk in this proceeding, and we as the proposed Representatives would like to assist other Retirees in ensuring that the interests of the Retirees are not forgotten in this proceeding.

Development of the CH Retirees Committee

11. I first became involved with a group of former employees of CHCHTV (the "CH Retirees") in July 2009, after I became aware of the CMI Entities' financial situation and the risk to the CH Plan through communications with fellow retirees. I began attending the CH Retirees meetings.
12. The CH Retirees have recently established a steering committee, the CHCTV Retirees Pension Steering Committee, consisting of Harry Carson, Kathy Renwald, Ken Smith, Carol Thomas, Bob Ireland, David Cremaso, and Rose Stricker. This steering committee is designed to be as diverse as possible, representing formerly unionized and non-unionized members, deferred vested members, recently retired members and long-term retirees. We have recently made an effort to contact other deferred vested retirees. In total, approximately 100 former employees of CHCHTV are involved.
13. The CH Retirees group has undertaken two major roles: one, to ensure that retirees and other CH Plan members are informed regarding the status of their pension plan, and two, to advocate on behalf of the retirees in the media, to our Members of Parliament, and before OSFI.
14. A website has been established to ensure that CH retirees are informed at www.chch11retirees.ca. On that website, a number of informational bulletins, prepared by the Committee with the assistance of our legal counsel, on topics such as pension rights, pension plan terminations, and

the Canwest restructuring, have been posted. As well, a number of press releases have been issued to the media to raise awareness of the issues faced by the CH Plan.

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23. I support the appointment of myself, Rose Stricker and David Cremasco as representatives to Retirees and the appointment of CHSMC as representative counsel for Retirees.

24. I make this affidavit in good faith and in support of this motion to appoint myself, Rose Stricker and David Cremasco as representatives for Retirees and CMSMC as representative counsel for Retirees and for no improper purpose.

SWORN BEFORE ME at the City
Of ^{Burlington} ~~Burlington~~, in the Province of Ontario,
this 22 day of October, 2009.

Jean-Rodrigue Aman Yoboua
A Commissioner, etc.

Lawrence Schnurr
Lawrence Schnurr

**Jean-Rodrigue Aman Yoboua, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires June 10, 2012.**

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.
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IN THE MATTER OF THE COMPANIES' CREDITORS' ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED
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Court File No. CV-09-8396-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceedings commenced at Toronto

**MOTION RECORD OF THE
RESPONDING PARTY**
(Motion Returnable October 27, 2009)

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