

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

THE HONOURABLE ) WEDNESDAY, THE 24TH  
 )  
JUSTICE MORAWETZ ) DAY OF APRIL 2013

**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

**ORDER**

**(RE: TERMINATION OF CCAA PROCEEDINGS &  
DISCHARGE OF THE MONITOR)**

**THIS MOTION**, made by FTI Consulting Canada Inc. ("FTI"), in its capacity as monitor ("**Monitor**") to Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., and Canwest (Canada) Inc. (collectively, the "**Applicants**") and Canwest Limited Partnership/Canwest Societe en Commandite (the "**Limited Partnership**", and together with the Applicants, the "**LP Entities**") for an order, among other things, (a) terminating the proceedings (the "**CCAA Proceedings**") of the LP Entities under the Companies Creditors' Arrangement Act (the "**CCAA**"); and (b) discharging and releasing the Monitor, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Twenty-Sixth Report of the Monitor dated April 16, 2013 (the "**Twenty-Sixth Report**"), the Affidavit of Paul Bishop sworn April 16, 2013 (the

“**Bishop Affidavit**”), the Affidavit of Daphne J. MacKenzie sworn on April 16, 2013 (the “**MacKenzie Affidavit**”) and on hearing from counsel for the Monitor and other such counsel as were present, no one else appearing although duly served.

#### **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein, including the Twenty-Sixth Report, is hereby abridged and that the motion is properly returnable today and service upon any interested party other than those parties served is hereby dispensed with.

#### **APPROVAL OF ACTIVITIES**

2. **THIS COURT ORDERS** that the Twenty-First Report of the Monitor dated March 23, 2012, the Twenty-Second Report of the Monitor dated May 24, 2012, the Twenty-Third Report of the Monitor dated July 25, 2012, the Twenty-Fourth Report of the Monitor dated October 24, 2012, the Twenty-Fifth Report of the Monitor dated January 29, 2013 and the Twenty-Sixth Report, and the activities of the Monitor described in each of them, are hereby approved.

#### **APPROVAL OF FEES AND DISBURSEMENTS**

3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor for the period from November 1, 2011 to March 31, 2013, inclusive, and the Monitor’s fees and disbursements, as estimated, to complete its remaining duties and the administration of these CCAA Proceedings, all as set out in the Bishop Affidavit and the Twenty-Sixth Report, are hereby approved.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor’s counsel, Stikeman Elliott LLP (“**Stikeman**”), for the period from October 31, 2011 to January 31, 2013, inclusive, and Stikeman’s fees and disbursements, as estimated, in connection with the completion by the Monitor of its remaining duties and the

administration of these CCAA Proceedings, all as set out in the MacKenzie Affidavit and the Twenty-Sixth Report, are hereby approved.

#### **DISCHARGE OF THE MONITOR**

5. **THIS COURT ORDERS** that FTI is discharged as Monitor of the LP Entities effective immediately and shall have no further duties as Monitor, save and except as set out in paragraph 7 herein and the filing of a certificate with the Court, substantially in the form attached hereto as Schedule "A" (the "**Monitor's Certificate**"), certifying that:

- (a) fees and disbursements of the Monitor and of Stikeman have been paid in full; and
- (b) any and all matters that may be incidental to the termination of the Proceedings or any other matters necessary to complete the CCAA Proceedings as requested by the LP Entities and agreed to by the Monitor have been completed.

6. **THIS COURT ORDERS AND DECLARES** that the Monitor has satisfied all of its obligations pursuant to the CCAA and these CCAA Proceedings and shall have no further obligations, liabilities, responsibilities or duties as Monitor, save and except as set out in paragraph 7 herein and the filing of the Monitor's Certificate.

7. **THIS COURT ORDERS** that, notwithstanding the foregoing, the Monitor shall have the authority from and after the date of this Order to complete any matters that may be incidental to the termination of these CCAA Proceedings or any other matters necessary to complete these CCAA proceedings as requested by the LP Entities and agreed to by the Monitor.

8. **THIS COURT ORDERS** that, in addition to the protections in favour of the Monitor as set out in the Initial Order, in any other Order of this Court in the CCAA

Proceedings or the CCAA, FTI, whether in its capacity as Monitor or otherwise, Stikeman, and their respective affiliates and officers, directors, partners, employees and agents (collectively, the “**Released Parties**”) are hereby released and discharged from any and all claims that any person may have or be entitled to assert against the Released Parties, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence existing or taking place on or prior to the date of this Order in any way relating to, arising out of or in respect of these CCAA Proceedings (collectively, the “**Released Claims**”), and any such Released Claims are hereby released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, provided that the Released Claims shall not include any claim or liability arising out of any gross negligence or willful misconduct on the part of the Released Parties.

9. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against FTI in any way arising from or related to its capacity or conduct as Monitor except with prior leave of this Court on at least seven days’ prior written notice to FTI and upon further order securing, as security for costs, the full indemnity costs of the Monitor in connection with any proposed action or proceeding as the Court hearing the motion for leave to proceed may deem just and appropriate.

10. **THIS COURT ORDERS** that, notwithstanding any provision of this Order, nothing contained in this Order shall affect, vary, derogate from or amend any of the protections in favour of the Monitor at law or pursuant to the Initial Order.

#### **STAY EXTENSION**

11. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 21 of the Initial Order) is hereby extended until and including the date on which the Monitor’s Certificate is filed with the Court.

**TERMINATION OF CCAA PROCEEDING**

12. **THIS COURT ORDERS** that the CCAA Proceedings shall be and are hereby terminated upon the Monitor's filing with this Court of the Monitor's Certificate.

13. **THIS COURT ORDERS** that following the Monitor's filing of the Monitor's Certificate, the Court-ordered charges set forth in the Initial Order shall be discharged and released.

14. **THIS COURT ORDERS AND REQUESTS** the aid and recognition (including assistance pursuant to Section 17 of the CCAA) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or territory or any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of and giving effect to this Order.



A handwritten signature in black ink, appearing to read "A. H. ...", is written over a horizontal line.

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



A small, stylized handwritten mark or signature, possibly initials, located below the registration information.

APR 25 2013

**SCHEDULE "A"**  
**Monitor's Certificate**

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

**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.**

**MONITOR'S CERTIFICATE**  
**(RE: DISCHARGE OF MONITOR)**

**RECITALS**

A. Pursuant to the Order of this Honourable Court dated January 8, 2010, Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., and Canwest (Canada) Inc. (collectively, the "**Applicants**") obtained 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 Justice Pepall (the "**Initial Order**"). The Initial Order also granted relief in respect of Canwest Limited Partnership / Canwest Societe en Commandite (together with the Applicants, the "**LP Entities**") and appointed FTI Consulting Canada Inc. ("**FTI**") as monitor (the "**Monitor**") of the LP Entities. The proceedings commenced by the LP Entities under the CCAA will be referred to herein as the "**CCAA Proceedings**".

B. The CCAA Proceedings have been completed in accordance with the Orders of this Court and under the supervision of the Monitor.

C. Pursuant to the Order of this Court dated April [24], 2013, the Monitor may be discharged and the CCAA Proceedings may be terminated upon filing of this Monitor's Certificate with the Court.

**THE MONITOR CERTIFIES** the following:

1. The fees and disbursements of the Monitor and of the Monitor's counsel, Stikeman Elliott LLP, have been paid in full.
2. The Monitor has completed any and all matters that may be incidental to the termination of the CCAA Proceedings or any other matters necessary to complete the CCAA Proceedings as requested by the LP Entities and agreed to by the Monitor.

**DATED** at Toronto, Ontario this \_\_\_\_ day of \_\_\_\_\_, 2013.

**FTI CONSULTING INC.**, solely in its capacity as  
Monitor of the LP Entities and not in its personal  
or corporate capacity

By: \_\_\_\_\_

Name: Paul Bishop  
Title: Senior Vice President

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

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Applicants

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

Proceeding commenced at Toronto

**ORDER**

**STIKEMAN ELLIOTT LLP**  
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Lawyers for the Monitor