

**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.**

APPLICANTS

**MOTION RECORD
(Returnable July 28, 2010)**

July 22, 2010

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Inc., in its capacity as Monitor

**ONTARIO
SUPERIOR COURT OF JUSTICE
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**IN THE MATTER OF THE COMPANIES' CREDITORS
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APPLICANTS

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TAB 1

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.

NOTICE OF MOTION
(returnable July 28, 2010)

FTI Consulting Canada Inc. ("FTI"), in its capacity as monitor (the "Monitor") to the LP Entities (as defined below) will make a motion to a judge of the Commercial List on July 28, 2010, at 10:00 am or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

- (a) an Order, *inter alia*:
 - (i) abridging, if necessary, the time for service of this Notice of Motion and the Motion Record and dispensing with service on any person other than those served;
 - (ii) approving the Ninth Report, Tenth Report, Eleventh Report, Twelfth Report and Thirteenth Report of the Monitor, the supplements thereto and the activities described therein;

- (iii) approving the fees and disbursements of the Monitor and its counsel as set out in the Fee Affidavits (as defined below); and
- (iv) such further and other relief as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) By Order of this Court dated January 8, 2010 (the "Initial Order"), Canwest Publishing Inc./Publications Canada Inc. ("CPI"), Canwest Books Inc. ("CBI"), and Canwest (Canada) Inc. ("CCI", and together with CPI and CBI, the "Applicants") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA"). The Initial Order also granted relief in respect of Canwest Limited Partnership/Canwest Societe en Commandite (the "Limited Partnership", and together with the Applicants, the "LP Entities") and appointed FTI as Monitor of the LP Entities.
- (b) The Initial Order contemplated a plan of arrangement for the LP Entities under the CCAA in a pre-arranged support transaction (the "Support Transaction") with the LP Senior Secured Lenders (as defined in the Pre-Filing Report) pursuant to which an entity to be initially capitalized by the LP Senior Secured Lenders ("AcquireCo") would acquire substantially all of the assets of the LP Entities, assume the liabilities of the LP Entities and offer employment to all or substantially all of the employees of the LP Entities on terms and conditions consistent with their current employment.
- (c) The Support Transaction was to be implemented pursuant to a plan of compromise or arrangement between the LP Senior Secured Lenders,

the Limited Partnership, and CPI (the "Senior Lenders' Plan") and contemplated that the LP Entities' financial advisor, RBC Dominion Securities Inc., would conduct a sale and investor solicitation process (the "SISP") under the supervision of the Monitor in an effort to attract a Superior Offer (as defined in the SISP).

- (d) The Monitor supervised the SISP and determined in its reasonable business judgment that the bid (the "AHC Bid") submitted by the *ad hoc* committee of holders of 9.25% senior subordinated notes issued by the Limited Partnership constituted a Superior Cash Offer. The Monitor further recommended that the AHC Bid be selected and a definitive agreement be negotiated and settled to carry out the transaction contemplated thereby (the "AHC Transaction").
- (e) The Monitor's recommendation to the Special Committee was accepted and by Order dated May 17, 2010 this Court approved the AHC Bid. On May 17, 2010 the LP Entities also obtained an Order conditionally sanctioning the Senior Lenders' Plan.
- (f) On June 14, 2010 the LP Entities called for and held a meeting of their affected creditors (the "Creditors' Meeting") to vote on and, if appropriate, approve a plan of compromise or arrangement, as amended (the "AHC Plan"). The affected creditors voted overwhelmingly in favour of the AHC Plan and a majority in number and greater than two-thirds in value of the affected creditors present and voting at the Creditors' Meeting voted in favour of the AHC Plan.
- (g) By Order dated June 18, 2010 this Court sanctioned the AHC Plan.
- (h) On July 13, 2010, the AHC Transaction was successfully closed. The Monitor delivered and filed with the Court its certificates required

under the AHC Plan stating, *inter alia*, that the Plan Implementation Date has occurred and that all of the LP Entities' right, title and interest in and to the Acquired Assets have vested absolutely in the Purchaser, free and clear of all Encumbrances, other than Permitted Encumbrances (as more fully defined in the AHC Plan).

- (i) On the Plan Implementation Date, the Monitor established various accounts and reserves as required by the AHC Plan, including the Administrative Reserve Account, the Disputed Claims Reserve, and the Unsecured Creditors' Pool (as defined in the AHC Plan).
- (j) The Monitor has been assisting the LP Entities and is now engaged in administrating their estates, as more fully particularized in the reports of the Monitor.
- (k) The fees incurred by the Monitor and its counsel, in assisting the LP Entities and performing its statutory and Court-ordered duties are detailed in the affidavits of Paul Bishop and Daphne MacKenzie, both sworn July 22, 2010 (the "Fee Affidavits").
- (l) The provisions of the CCAA and the inherent jurisdiction of this Honourable Court.
- (m) Rules 1.04, 1.05, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.
- (n) Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

- (a) The Ninth Report of the Monitor, dated June 3, 2010;

- (b) The Tenth Report of the Monitor, dated June 14, 2010;
- (c) The Eleventh Report of the Monitor, dated June 15, 2010;
- (d) The Twelfth Report of the Monitor, dated July 1, 2010;
- (e) The Thirteenth Report of the Monitor, dated July 22, 2010;
- (f) The affidavit of Paul Bishop, sworn July 22, 2010;
- (g) The affidavit of Daphne MacKenzie, sworn July 22, 2010; and
- (h) Such further and other material as counsel may advise and this Honourable Court may permit.

July 22, 2010

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Lawyers for the Monitor

TO: THE SERVICE 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.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**NOTICE OF MOTION
(RETURNABLE JULY 28, 2010)**

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TAB 2

**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**

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PUBLICATIONS CANWEST INC., CANWEST BOOKS
INC., AND CANWEST (CANADA) INC.**

**THIRTEENTH REPORT OF FTI CONSULTING CANADA INC.,
in its capacity as Monitor of the Applicants**

July 22, 2010

INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”) (a copy of which (without schedules) is attached as **Appendix “A”**), Canwest Publishing Inc. / Publications Canwest Inc. (“**CPI**”), Canwest Books Inc. (“**CBI**”), and Canwest (Canada) Inc. (“**CCI**”, and together with CPI and CBI, the “**Applicants**”) obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”). The Initial Order also granted relief in respect of Canwest Limited Partnership / Canwest Societe en Commandite (the “**Limited Partnership**”, and 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**”.

PURPOSE OF THIS REPORT

2. The purpose of this thirteenth report of the Monitor (the “**Thirteenth Report**”) is to inform this Honourable Court of the following:
 - a) status of the CCAA Proceedings, including the Claims Procedure (as defined below);
 - b) summary of the Monitor’s activities since June 14, 2010;
 - c) the Monitor’s and its legal counsel’s professional fees; and
 - d) the Monitor’s conclusions and recommendations.

TERMS OF REFERENCE

3. In preparing this report, FTI has relied upon unaudited financial information of the LP Entities, the LP Entities’ books and records, certain financial information prepared by, and discussions with, the LP Entities’ management. FTI has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information and accordingly expresses no opinion or other form of assurance on the information contained in this report.
4. Capitalised terms not defined in this report shall have the meanings assigned to them in the Pre-filing Report of the Proposed Monitor dated January 7, 2010 (the “**Pre-filing Report**”). Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

BACKGROUND

5. Canwest Global Communications Corp. (“**Canwest**”) carries on business through a number of subsidiaries. Through its ownership of the LP Entities, Canwest is Canada’s largest publisher of English-language paid daily and non-daily newspapers and owns and operates substantial digital media and online businesses. Canwest also directly or indirectly owns, operates and/or holds substantial interests in free-to-air television stations, subscription-based specialty television channels, and websites in Canada.
6. Relief in the CCAA Proceedings was obtained on January 8, 2010 by the Canwest entities which carry on, *inter alia*, newspaper and online publishing and digital media businesses. Not included in the CCAA Proceedings is National Post Inc., a wholly-owned subsidiary of the LP Entities which acquired the business and certain assets that comprised the *National Post* newspaper from The National Post Company / La Publication National Post in October 2009.
7. The Canwest entities that own and operate Canwest’s free-to-air television broadcast business and certain subscription-based specialty television channels in Canada, including Canwest Media Inc. (collectively, the “**CMI Entities**”), applied for and obtained protection under the CCAA in a separate proceeding on October 6, 2009.
8. The Initial Order contemplated a plan of arrangement for the LP Entities under the CCAA in a pre-arranged support transaction (the “**Support Transaction**”) with the LP Senior Secured Lenders (as defined in the Pre-filing Report) pursuant to which (and subject to a successful Court-approved bid as a result of and in accordance with the terms of the SISP (as defined below)) an entity to be initially capitalized by the LP Senior

Secured Lenders as described in the AcquireCo Capitalization Term Sheet (as this term is defined in the Senior Lenders' Plan (as defined below)) ("**AcquireCo**") would acquire substantially all of the assets of the LP Entities, assume the liabilities of the LP Entities and offer employment to all or substantially all of the employees of the LP Entities on terms and conditions consistent with their current employment (other than certain specified liabilities and subject to AcquireCo's right to exclude certain additional liabilities) (the "**Credit Acquisition**").

9. The Support Transaction was to be implemented pursuant to a plan of compromise or arrangement between the LP Senior Secured Lenders, the Limited Partnership, and CPI (the "**Senior Lenders' Plan**").
10. The Support Transaction contemplated that the LP Entities' financial advisor, RBC Dominion Securities Inc., a member of RBC Capital Markets (the "**Financial Advisor**"), would conduct a sale and investor solicitation process (the "**SISP**") under the supervision of the Monitor in an effort to attract a Superior Offer (as defined in the SISP).
11. As described in greater detail in the Seventh Report, following its review of the bids received at the end of Phase 2 of the SISP and in consultation with the Financial Advisor and the LP CRA, the Monitor determined in its reasonable business judgment that the bid (the "**AHC Bid**") submitted by the *ad hoc* committee (the "**Ad Hoc Committee**") of holders of 9.25% senior subordinated notes (the "**9.25% Notes**") issued by the Limited Partnership constitutes a Superior Cash Offer and recommended that the AHC Bid be selected and a definitive agreement be negotiated and settled to carry out the transaction contemplated thereby (the "**AHC Transaction**").

12. The Monitor's recommendation to the Special Committee was accepted and by Order dated May 17, 2010 (the "**AHC Bid Approval Order**"), this Court approved the AHC Bid.
13. Also on May 17, 2010, the LP Entities obtained an Order conditionally sanctioning the Senior Lenders' Plan (the "**Conditional Sanction Order**") (described in greater detail in the Eighth Report).
14. The LP Entities called for and held a meeting of their affected creditors (the "**Creditors' Meeting**") to vote on, and if appropriate, approve a plan of compromise or arrangement, as amended (the "**AHC Plan**"), on June 14, 2010. As reported in the Tenth Report of the Monitor, affected creditors voted overwhelmingly in support of the AHC Plan and a majority in number and greater than two-thirds in value of the affected creditors present and voting at the Creditors' Meeting voted in favour of the AHC Plan.
15. By Order dated June 18, 2010 (the "**AHC Plan Sanction Order**") this Court sanctioned the AHC Plan.
16. Further background information regarding the LP Entities and the CCAA Proceedings is provided in, among other things, the Pre-filing Report and in the affidavit of Thomas Strike sworn January 7, 2010 (the "**Strike Affidavit**"), copies of which (together with other relevant materials, including a copy of the Initial Order) have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/clp>.

STATUS OF THE CCAA PROCEEDINGS

17. On July 13, 2010, the AHC Transaction was successfully closed. The Monitor delivered and filed with the Court its certificates required under the AHC Plan stating, *inter alia*, that the Plan Implementation Date¹ has occurred and that all of the LP Entities' right, title and interest in and to the Acquired Assets have vested absolutely in the Purchaser, free and clear of all Encumbrances, other than Permitted Encumbrances.
18. On the Plan Implementation Date, the Monitor established various accounts and reserves as required by the AHC Plan, including the Administrative Reserve Account, the Disputed Claims Reserve, and the Unsecured Creditors' Pool.
19. On July 20, 2010, the Initial Distribution Date occurred and the Monitor effected distributions of 9,675,271 Shares to Affected Creditors holding Proven Claims over \$1,000 that have not made a valid cash election and \$218,837.06 to Affected Creditors holding Proven Claims equal to or less than \$1,000 that have made or were deemed to have made valid Cash Elections. The Monitor will continue to effect distributions in accordance with the provisions of the AHC Plan.

PAYMENTS OF PRE-FILING AMOUNTS DUE TO CERTAIN SUPPLIERS

20. Pursuant to paragraph 31(b) of the Initial Order, the Monitor is directed to report to this Court with respect to, *inter alia*, any payments made in connection with "amounts owing for goods and services actually supplied to the LP Entities, or to obtain the release of goods contracted for prior to the date of the Initial Order with the prior consent of the

¹ All terms used but not defined in the following sections of the Report shall have the meaning ascribed to them in the AHC Plan.

Monitor if, in the opinion of the LP CRA, in consultation with the LP Entities, the supplier is critical to the LP Business and ongoing operations of any of the LP Entities”.

21. The Monitor reported on the payments made to such “other” critical suppliers since the commencement of the CCAA Proceedings until January 25, 2010 in its Second Report, from January 26, 2010 until March 31, 2010 in its Sixth Report, and from April 1, 2010 until June 8, 2010 in its Tenth Report. As noted in the Monitor’s Sixth Report, the maximum amount payable to critical suppliers was, with the approval of this Honourable Court, increased from \$12 million to \$13 million to allow for the payment of an amount due under a land lease in which the LP Entities held significant equity. Since June 8, 2010 until July 13, 2010, the LP Entities paid an additional total amount of \$90,000 to newsprint, ink, press equipment, outside printers, distributors, carriers, freelancers, contractors and other such critical suppliers in respect of goods and services provided prior to the date of the Initial Order bringing the total paid to such “other” critical suppliers since the Filing Date to \$12.9 million. These suppliers were considered critical in the LP CRA’s opinion, in consultation with the LP Entities, and all payments were made with the prior consent of, and following discussions with, the Monitor.

CLAIMS PROCEDURE

22. On April 12, 2010, the LP Entities obtained an Order (the “**Claims Procedure Order**”) establishing a claims procedure for the identification and quantification of certain claims against the LP Entities (the “**Claims Procedure**”). For reasons described in the Monitor’s Seventh Report, the Claims Procedure Order was amended by Order of Justice Pepall dated May 17, 2010 (the “**Amended Claims Procedure Order**”) to call for

certain additional claims, including claims against the directors and officers of the Applicants.

23. The Monitor reported on the status of the Claims Procedure in, among others, its Twelfth Report. Since then, the Monitor received nine additional claims (by nine claimants asserting related claims) which were not submitted prior to the claims bar date set out in the Amended Claims Procedure Order as they were initially thought to be Excluded Claims (as defined in the Amended Claims Procedure Order). The status of these (and two additional related claims) and their inclusion under the Claims Procedure are currently under review.
24. In addition, since the date of the Twelfth Report, one of the marker claims submitted against the LP Entities has been withdrawn and a creditor which submitted another marker claim attributed a value to its claim. Lastly, three claims for which settlement had been pending at the time of the Twelfth Report have now been finally resolved.
25. A table summarizing the number and value of claims asserted, accepted and disputed as at July 21, 2010 against the LP Entities is attached hereto as **Appendix “B”**. The table is intended to reflect only the claims as called for and asserted under the terms of the Amended Claims Procedure Order and is not intended to provide a commentary on the distribution rights of any such claims, which rights may be affected by, *inter alia*, the provisions of the CCAA.
26. The Monitor will continue to provide ongoing updates on the status of the Claims Procedure in its reports to the Court and updating the table summarizing the number and

value of claims asserted, accepted and disputed against the LP Entities posted on its website for these proceedings.

MONITOR'S ACTIVITIES

27. Since its appointment, the Monitor has been involved with numerous aspects of the CCAA Proceedings with a view to fulfilling its statutory and court-ordered duties and obligations, as well as assisting the LP Entities and their stakeholders in addressing restructuring issues. The Monitor described some of the more significant matters that it was involved in since commencement of the CCAA Proceedings until June 14, 2010 in its Tenth Report. Since then, the more significant matters the Monitor has been involved and assisted with included, but are not limited to, the following:

- a) posting various materials relating to the CCAA Proceedings on its website <http://cfcanada.fticonsulting.com/clp> and continuing to update the website by posting, *inter alia*, the Monitor's reports, motion materials, and Orders granted in the CCAA Proceedings;
- b) maintaining a toll free hotline number 1 888-310-7627 and a dedicated email inbox (CanwestLP@fticonsulting.com) to allow creditors and other interested parties to contact the Monitor to obtain additional information concerning the CCAA Proceedings and responding in a timely manner to over 1,100 calls and approximately 1,400 e-mails received by the Monitor as of the date of this report;
- c) providing assistance to the LP Entities in dealing with suppliers for the continued supply of necessary goods and services;

- d) assisting the LP Entities in dealing with various employee related issues, including, *inter alia*, with respect to various existing retention arrangements;
- e) engaging with and providing regular updates to counsel for the LP Administrative Agent and McMillan Financial Advisor (as defined in the Initial Order);
- f) assisting with the transition of various Shared Services and other reorganizational and transition matters as provided in the Omnibus Transition and Reorganization Agreement between the LP Entities and the CMI Entities approved by this Court on June 8, 2010;
- g) assisting the LP Entities with obtaining Court approval of a class action settlement and delivering a report to the Court in connection with same;
- h) assisting the LP Entities with obtaining Court sanction of the AHC Plan and delivering a report to the Court in connection with same;
- i) analyzing the probable quantum of the various categories of Administrative Reserve Costs and establishing the Administrative Reserve Account (all as defined in the AHC Plan) and assisting with the preparation of the Administrative Reserve Order granted by this Court on July 6, 2010;
- j) assisting the LP Entities with obtaining assignments of certain contracts to the Purchaser;
- k) assisting the LP Entities with preparation for the closing of the AHC Bid;

- l) assisting the LP Entities with the negotiation and finalization of various closing costs necessary to implement the AHC Bid and AHC Plan;
- m) assisting the LP Entities with negotiations regarding the payout of the Senior Lenders;
- n) assisting with the transition of employees and services to the Purchaser;
- o) discussions with various government authorities with respect to withholding arrangements relating to distributions to employees under the AHC Plan;
- p) assisting the LP Entities with preparation for post-closing transition;
- q) effecting distributions pursuant to the AHC Plan, including discussions with the transfer agent with respect to delivery of shares;
- r) assisting the LP Entities with the resolution of various claims asserted in and outside of the Claims Procedure; and
- s) responding to enquiries from creditors regarding the Claims Procedure.

PROFESSIONAL FEES

28. The Monitor and its counsel have maintained detailed records of their professional costs and time during the course of the CCAA Proceedings (as detailed in the Affidavit of Paul Bishop sworn July 22, 2010 and the Affidavit of Daphne MacKenzie sworn July 22, 2010 (collectively, the “**Fee Affidavits**”). Copies of the Fee Affidavits are attached to this report as **Appendices “C” and “D”**).

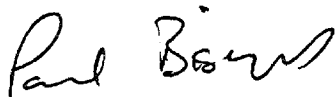
RECOMMENDATION AND CONCLUSIONS

29. The Monitor respectfully requests that the Court approve its Ninth Report, Tenth Report, Eleventh Report, Twelfth Report, Thirteenth Report, the supplements thereto and the activities described therein, as well as the fees and disbursements of the Monitor and its counsel (as particularized in the Fee Affidavits).

All of which is respectfully submitted this 22nd day of July, 2010.

FTI Consulting Canada Inc.,
in its capacity as the Monitor of Canwest Publishing Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc., and Canwest Limited Partnership / Canwest Societe en Commandite

Per



Paul Bishop
Senior Managing Director

APPENDIX "A"



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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM)
JUSTICE PEPALL)
FRIDAY, THE 8TH
DAY OF JANUARY, 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.

INITIAL ORDER

THIS APPLICATION, made by Canwest Publishing Inc./Publications Canwest Inc. ("CPI"), Canwest Books Inc. ("CBI") and Canwest (Canada) Inc. ("CCI"), (together, the "Applicants"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Thomas C. Strike sworn January , 2009 and the Exhibits thereto (the "Strike Affidavit") and the Report of the Proposed Monitor, FTI Consulting Canada Inc. ("FTI Consulting" or the "Monitor") (the "Monitor's Pre-Filing Report"), and on being advised that CIBC Mellon Trust Company and other secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Applicants and Canwest Limited Partnership/Canwest Societe en Commandite (the "Limited Partnership"), the Special Committee, being an existing committee comprised only of independent directors of the Board of Directors of Canwest Global Communications Corp. (the "Special Committee"), FTI Consulting, The Bank of Nova Scotia in its capacity as Administrative Agent (the "Agent") for the senior lenders to the Limited Partnership (collectively, the "Senior Lenders"), and the ad hoc committee of holders of 9.25% senior

subordinated notes issued by the Limited Partnership (the “**Ad Hoc Committee**”) and the directors and officers of the Applicants and on reading the consent of FTI Consulting to act as the Monitor,

PART I – CCAA RELIEF

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPLICATION

2. THIS COURT ORDERS AND DECLARES that the Applicants are companies to which the CCAA applies. Although not an Applicant, the Limited Partnership (together with the Applicants, the “**LP Entities**”) shall enjoy the benefits of the protections and authorizations provided by this Order.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicants have the authority to file the Senior Lenders CCAA Plan (as defined below) with this Court and that, subject to further Order of this Court, one or more of the Applicants, individually or collectively, with the consent of the Monitor and the LP CRA (as defined below), shall have the authority to file and may file with this Court other plans of compromise or arrangement (hereinafter referred to as an “**LP Plan**”) between, *inter alia*, one or more of the LP Entities and one or more classes of their applicable secured and/or unsecured creditors.

POSSESSION OF PROPERTY AND OPERATIONS OF THE LP ENTITIES

4. THIS COURT ORDERS that the LP Entities shall remain in possession and control of their respective current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate, including all proceeds thereof (collectively the “**LP Property**”). Subject to this and further Order of this Court, the LP Entities shall each continue to carry on business in the ordinary course in a manner consistent with the preservation of their

respective businesses (collectively the "**LP Business**") and LP Property. The LP Entities shall each be authorized and empowered to continue to retain and employ the consultants, agents, experts, accountants, counsel and such other persons (collectively "**Assistants**") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order, with the prior approval of the Monitor in consultation with the LP CRA and subject to the provisions on the payment of the Assistants set forth in paragraph 9 hereof. The LP Entities shall each be further authorized and empowered to continue to retain and employ the employees currently employed by them, with liberty to employ such further employees as they deem reasonably necessary or desirable in the ordinary course of business.

5. Mr. Dennis Skulsky, the President of CPI (the "**President of CPI**") shall
 - (a) report directly and solely to the Special Committee;
 - (b) shall keep the Monitor and the LP CRA advised on a timely basis of developments in the operations and financial performance of the LP Entities and shall meet with the Monitor, the LP CRA and the financial advisor to counsel for the Agent (the "**McMillan Financial Advisor**" and collectively with counsel to the Agent and the other advisors to the Agent, the "**Agent's Advisors**") at least once per week, unless otherwise agreed by the McMillan Financial Advisor, to provide an update on operations and financial performance of the LP Entities; and
 - (c) advise the Monitor, the LP CRA and the McMillan Financial Advisor forthwith if the Special Committee disagrees with and precludes the President of CPI from proceeding with any recommended financial or operational initiative which the President of CPI believes is in the best interests of the LP Entities, in which case the Monitor will apply to the court for advice and direction, if the Monitor and the LP CRA are unable to assist the parties in coming to agreement.
6. The LP Entities shall provide the Agent's Advisors with any non-privileged information reasonably requested.
7. THIS COURT ORDERS that the LP Entities shall be entitled to continue to utilize the centralized cash management system currently in place as described in the Strike Affidavit or

replace it with another substantially similar centralized cash management system satisfactory to the LP DIP Lenders (as defined below) and the Agent (the "**LP Cash Management System**"). Any present or future bank providing the LP Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken thereunder, or as to the use or application by the LP Entities of funds transferred, paid, collected or otherwise dealt with in the LP Cash Management System, shall be entitled to provide the LP Cash Management System without any liability in respect thereof to any individual, firm, corporation, governmental body or agency, or any other entity (all of the foregoing, collectively being "**Persons**" and each being a "**Person**") other than the LP Entities, pursuant to the terms of the documentation applicable to the LP Cash Management System, and shall be, in its capacity as provider of the LP Cash Management System, an unaffected creditor in any plan of compromise or arrangement filed by the LP Entities under the CCAA, any proposal filed by the LP Entities under the *Bankruptcy and Insolvency Act of Canada* (the "**BIA**") or any other restructuring with regard to any claims or expenses it may suffer or incur in connection with the provision of the LP Cash Management System. All security interests over the LP Property granted by the LP Entities to The Bank of Nova Scotia to secure obligations under the LP Cash Management System (the "**Cash Management Existing Security**") up to \$7.5 million shall rank *pari passu* with the LP DIP Lenders' Charge (as defined below), in accordance with the terms of the Commitment Letter and the LP DIP Definitive Documents (as each term is hereinafter defined) and pursuant to paragraphs 54 and 56 hereof.

8. THIS COURT ORDERS that the LP Entities and the CMI Entities (as defined in the Strike Affidavit) shall continue to provide and pay for the shared services, as described in the Agreement on Shared Services and Employees (the "**New Shared Services Agreement**") dated as of October 26, 2009 attached as Exhibit "S" to the Strike Affidavit (collectively, the "**Shared Services**"), to each other and their other affiliated and related entities, in accordance with the New Shared Services Agreement. Notwithstanding any other provision in this Order, neither the LP Entities nor the CMI Entities shall modify, cease providing or terminate the provision of or payment for the Shared Services or any other provision of the New Shared Services Agreement except with the consent of the parties thereto, the Agent, acting in consultation with the Steering Committee, the LP CRA and the Monitor or further Order of this Court.

9. THIS COURT ORDERS that, subject to availability under the LP DIP Facility (as defined below), subject to the LP DIP Definitive Documents and the LP Support Agreement (all as hereinafter defined), and subject to the cash flow forecasts delivered in accordance with the LP DIP Definitive Documents and the LP Support Agreement (the “**Approved Cash Flow**”), the LP Entities shall be entitled but not required to pay the following expenses whether incurred prior to, on or after the date of this Order, to the extent that such expenses are incurred or payable by the LP Entities:

- (a) all outstanding and future wages, salaries, employee and pension benefits (other than in respect of the Southam Executive Retirement Agreements or the CanWest MediaWorks Limited Partnership (now the Limited Partnership) Retirement Compensation Arrangement Plan), vacation pay, bonuses and expenses payable on or after the date of this Order, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements;
- (b) without limiting the generality of paragraph 9(a), all current service, special and similar pension and/or retirement benefit payments (other than in respect of the Southam Executive Retirement Agreements or the CanWest MediaWorks Limited Partnership (now the Limited Partnership) Retirement Compensation Arrangement Plan), commissions and other incentive payments, payments to employees under collective bargaining agreements not otherwise covered by paragraph 9(a) and employee and director expenses and reimbursements, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements, but in the case of director legal expenses, only in accordance with paragraph 37 hereof;
- (c) compensation to employees in respect of any payments made to employees prior to the date of this Order by way of the issuance of cheques or electronic transfers that are subsequently dishonoured due to the commencement of these proceedings, unless such payments are not permitted by this Order;
- (d) with the prior consent of the Monitor, all outstanding and future amounts owing to or in respect of individuals working as independent contractors or freelancers in connection with the LP Business;

- (e) with the prior consent of the Monitor in consultation with the LP CRA, the reasonable fees and disbursements of any Assistants retained or employed by the LP Entities in respect of these proceedings, at their standard rates and charges, including any payments made to Assistants prior to the date of this Order by way of the issuance of cheques or electronic transfers that are subsequently dishonoured due to the commencement of these proceedings;
- (f) any and all sums due and owing to Amex Bank of Canada (“**American Express**”), including, without limitation, amounts due and owing by the LP Entities to American Express in respect of the Corporate Card Program and Central Billed Accounts Program as described in the Strike Affidavit;
- (g) amounts collected in respect of various sales representation agreements under which the LP Entities sell as commissioned agent printed and/or online advertising on behalf of third-party clients; and
- (h) amounts owing for goods and services actually supplied to the LP Entities, or to obtain the release of goods contracted for prior to the date of this Order with the prior consent of the Monitor if, in the opinion of the LP CRA, in consultation with the LP Entities, the supplier is critical to the LP Business and ongoing operations of any of the LP Entities.

For greater certainty, unless otherwise ordered, the LP Entities shall not make (a) any payments to, or in satisfaction of any liabilities or obligations of the CMI Entities, save and except for payments in respect of the New Shared Services Agreement; or (b) any payments on account of change of control or other golden parachute arrangements, severance or termination pay, payment in lieu of notice of termination, claims for wrongful dismissal or other similar obligations.

10. THIS COURT ORDERS that, subject to availability under the LP DIP Facility, and subject to the LP DIP Definitive Documents and the LP Support Agreement, and subject to the Approved Cash Flow, the LP Entities shall be entitled but not required to pay all reasonable expenses incurred by them in carrying on the LP Business in the ordinary course from and after

the date of this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the LP Property or the LP Business including, without limitation, payments on account of insurance (including directors' and officers' insurance), maintenance and security services; and
- (b) payment, including the posting of letters of credit, for goods or services actually supplied or to be supplied to the LP Entities following the date of this Order.

For greater certainty, the LP Entities shall not make any payments to, or in satisfaction of any liabilities or obligations of the CMI Entities, save and except for payments in respect of the New Shared Services Agreement.

11. THIS COURT ORDERS that the LP Entities shall remit, in accordance with legal requirements, or pay:

- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from the LP Entities' employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;
- (b) all goods and services or other applicable sales taxes (collectively, "**Sales Taxes**") required to be remitted by the LP Entities in connection with the sale of goods and services by the LP Entities, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order, and
- (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business, workers' compensation, employer's health tax or other taxes, assessments or levies of any nature or kind which are entitled at law to

be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the LP Business by the LP Entities.

12. THIS COURT ORDERS that, subject to availability under the LP DIP Facility, subject to the LP DIP Definitive Documents and the LP Support Agreement, and subject to the Approved Cash Flow, the LP Entities shall be entitled but not required to make available to National Post Inc. (formerly known as 4513401 Canada Inc.) secured revolving loans pursuant to the terms of the NP Intercompany Loan Agreement as defined and described in greater detail in the Strike Affidavit.

13. THIS COURT ORDERS that until a real property lease is disclaimed or resiliated in accordance with paragraph 18(c) of this Order, the LP Entities shall pay all amounts constituting rent or payable as rent under their respective real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the applicable LP Entity and the relevant landlord from time to time ("**Rent**"), for the period commencing from and including the date of this Order, monthly on the first day of each month, in advance (but not in arrears). On the date of the first of such payments, any arrears relating to the period commencing from and including the date of this Order shall also be paid. Upon delivery of a notice of disclaimer or resiliation under section 32 of the CCAA, the relevant LP Entity shall pay all Rent owing by the applicable LP Entity to the applicable landlord in respect of such lease due for the notice period stipulated in section 32 of the CCAA, to the extent that Rent for such period has not already been paid.

14. THIS COURT ORDERS that, except as otherwise specifically permitted herein, the LP Entities are hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by any one of the LP Entities to any of their creditors as of this date, including interest payable in respect of indebtedness owing by CPI to the Limited Partnership, which interest otherwise payable to the Limited Partnership shall cease to accrue as of the date hereof; (b) to grant no security interests, trusts, liens, charges or encumbrances upon or in respect of any of the LP Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the LP Business.

LP SUPPORT AGREEMENT

15. THIS COURT ORDERS that the LP Support Agreement made as of January 8, 2010 between the LP Entities and the Agent (the “**LP Support Agreement**”) is hereby approved and the LP Entities are hereby authorized and directed to pay and perform all of their indebtedness, liabilities and obligations under and pursuant to the LP Support Agreement. Without limiting the generality of the foregoing, as set forth in the LP Support Agreement, the LP Entities are authorized and directed to (i) make payments of interest on principal outstanding from time to time under the Senior Credit Agreement and the Hedging Agreements (as those terms are defined in the Senior Lenders CCAA Plan) (ii) pay all Recoverable Expenses (as defined in the LP Support Agreement); and (iii) make payments to the Agent of certain fees as contemplated in section 5.1 (i) of the LP Support Agreement.

RESTRUCTURING

16. THIS COURT ORDERS that the Sale and Investor Solicitation Process, on the terms set out in Schedule “A” hereto (the “**SISP**”), is hereby authorized and approved and the LP Entities are hereby directed and authorized to proceed with the SISP.

17. THIS COURT ORDERS that in connection with the SISP and pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, the LP Entities shall disclose personal information of identifiable individuals to prospective bidders under the SISP and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete a sale of the LP Property, or investment in the LP Business (each, a “**Transaction**”). Each prospective bidder to whom such personal information is disclosed shall sign an agreement to maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Transaction, and if it does not complete a Transaction, shall return all such information to the LP Entities, or in the alternative destroy all such information. The Successful Bidder (as defined in the SISP) shall be entitled to continue to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the LP Entities, and shall return all other personal information to the LP Entities, or ensure that all other personal information is destroyed.

18. THIS COURT ORDERS that the LP Entities shall, subject to such requirements as are imposed by the CCAA, subject to the LP DIP Facility, the LP DIP Definitive Documents and the LP Support Agreement and subject to the consent of the Monitor, acting with the assistance of and in consultation with the LP CRA or further Order of this Court, have the right to:

- (a) to the extent not inconsistent with the SISP, to dispose of redundant or non-material assets, and to sell assets or operations not exceeding \$1 million in any one transaction or \$5 million in the aggregate, so long as the proceeds of all such sales are applied to reduce the principal amount owed to the Senior Lenders under the Senior Credit Agreement (as defined below);
- (b) terminate the employment of such of their employees or temporarily lay off such of their employees as the relevant LP Entity deems appropriate in the ordinary course of business;
- (c) in accordance with paragraphs 19 and 20, vacate, abandon or quit the whole but not part of any leased premises and/or disclaim or resiliate any real property lease and any ancillary agreements relating to any leased premises, in accordance with section 32 of the CCAA; and
- (d) disclaim or resiliate, in whole or in part, such of their arrangements or agreements of any nature whatsoever with whomsoever, whether oral or written, as the LP Entities deem appropriate, except the New Shared Services Agreement, the LP Support Agreement, the NP Intercompany Loan Agreement or any other agreements or documents entered into in connection with this Order, in accordance with section 32 of the CCAA and to deal with any claims arising from such disclaimer or resiliation in an LP Plan, if any,

all of the foregoing to permit the LP Entities to proceed with an orderly restructuring of the LP Business. For greater certainty, the LP Entities shall not shut down any of their daily newspapers without further prior Order of the Court.

19. THIS COURT ORDERS that LP Entities shall provide each of the relevant landlords with notice of the relevant LP Entity's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be

entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the LP Entity's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the relevant LP Entity, or by further Order of this Court upon application by the relevant LP Entity on at least two (2) days notice to such landlord and any such secured creditors. If an LP Entity disclaims or resiliates the lease governing such leased premises in accordance with paragraph 18(c) of this Order, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in section 32(5) of the CCAA), and the disclaimer or resiliation of the lease shall be without prejudice to the LP Entity's claim to the fixtures in dispute.

20. THIS COURT ORDERS that if a notice of disclaimer or resiliation is delivered by an LP Entity in respect of a leased premises, then (a) during the notice period prior to the effective time of the disclaimer or resiliation, the relevant landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the relevant LP Entity and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer or resiliation, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the LP Entity in respect of such lease or leased premises and such landlord shall be entitled to notify the LP Entity of the basis on which it is taking possession and to gain possession of and re-lease such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE LP ENTITIES OR THE LP PROPERTY

21. THIS COURT ORDERS that until and including February 5, 2010, or such later date as this Court may order (the "**Stay Period**"), no proceeding or enforcement process in any court or tribunal (each, a "**Proceeding**") shall be commenced or continued against or in respect of the LP Entities, the Monitor or the LP CRA or affecting the LP Business or the LP Property, except with the written consent of the applicable LP Entity, the Monitor and the LP CRA (in respect of proceedings affecting the LP Entities, the LP Property or the LP Business), or with leave of this

Court, and any and all Proceedings currently under way against or in respect of the LP Entities, the Monitor or the LP CRA or affecting the LP Business or the LP Property are hereby stayed and suspended pending further Order of this Court. In the case of the LP CRA, no Proceeding shall be commenced against the LP CRA or its directors and officers without prior leave of this Court on seven (7) days notice to CRS Inc.

NO EXERCISE OF RIGHTS OR REMEDIES

22. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any Person against or in respect of the LP Entities, the Monitor and/or the LP CRA, or affecting the LP Business or the LP Property, are hereby stayed and suspended except with the written consent of the applicable LP Entity, the Monitor and the LP CRA (in respect of the rights and remedies affecting the LP Entities, the LP Property or the LP Business), the LP CRA (in respect of the rights and remedies affecting the LP CRA), or leave of this Court, provided that nothing in this Order shall (i) empower the LP Entities to carry on any business which the LP Entities are not lawfully entitled to carry on, (ii) exempt the LP Entities from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

23. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the LP Entities, except with the written consent of the relevant LP Entity, the LP CRA and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

24. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with an LP Entity or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, computer software, communication and other data services, banking and cash management services, payroll services, insurance, transportation services, utility or other services to the LP Business or an LP Entity, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the

supply of such goods or services as may be required by the LP Entities, and that the LP Entities shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the LP Entities in accordance with normal payment practices of the LP Entities or such other practices as may be agreed upon by the supplier or service provider and the applicable LP Entity, with the consent of the LP CRA and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

25. THIS COURT ORDERS that, notwithstanding anything else contained herein, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the LP Entities. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

26. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers (or their respective estates) of the LP Entities with respect to any claim against such directors or officers that arose prior to, on or after the date hereof and that relates to any obligations of the LP Entities whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the LP Entities, if one is filed, is sanctioned by this Court or is refused by the creditors of the LP Entities or this Court.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

27. THIS COURT ORDERS that the Applicants shall indemnify their directors and officers from all claims, costs, charges and expenses relating to the failure of any of the LP Entities, after the date hereof, to make payments in respect of the LP Entities of the nature referred to in paragraphs 9(a), 11(a), 11(b) and 11(c) of this Order, which they sustain or incur by reason of or

in relation to their respective capacities as directors and/or officers of the Applicants except to the extent that, with respect to any officer or director, such officer or director has actively participated in the breach of any related fiduciary duties or has been grossly negligent or guilty of wilful misconduct. For greater certainty, the indemnity provided by this paragraph 27 shall not indemnify such directors or officers of the Applicants from any costs, claims, charges, expenses or liabilities reasonably attributable to the CMI Entities.

28. THIS COURT ORDERS that the directors and officers of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "**LP Directors' Charge**") on the LP Property, which charge shall not exceed an aggregate amount of \$35 million, as security for the indemnity provided in paragraph 27 of this Order. The LP Directors' Charge shall have the priority set out in paragraphs 54 and 56 herein.

29. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the LP Directors' Charge, and (b) the Applicants' directors and officers shall only be entitled to the benefit of the LP Directors' Charge to the extent they do not have or are unable to obtain coverage under a directors' and officers' insurance policy or to the extent that such coverage is insufficient to pay amounts indemnified pursuant to paragraph 27 of this Order.

APPOINTMENT OF MONITOR

30. THIS COURT ORDERS that FTI Consulting Canada Inc. is hereby appointed pursuant to the CCAA as the Monitor of the LP Entities, an officer of this Court, to monitor the LP Property and the LP Entities' conduct of the LP Business with the powers and obligations set out in the CCAA and as set forth herein and that the LP Entities and their shareholders, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the LP Entities pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

31. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) monitor the LP Entities' receipts and disbursements;

- (b) report to this Court and consult with the Agent's Advisors at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the LP Entities, the LP Property, the LP Business, and such other matters as may be relevant to the proceedings herein and with respect to any payments made pursuant to paragraph 9(h) herein;
- (c) assist the LP Entities, in their dissemination, to the McMillan Financial Advisor, the Agent and the LP DIP Agent (as defined below) and its counsel of financial and other information as agreed to between the LP Entities and the Agent or the LP Entities and the LP DIP Lenders (as defined below) which may be used in these proceedings;
- (d) advise the LP Entities in their preparation of the LP Entities' cash flow statements and reporting required by the LP DIP Lenders or the Agent, which information shall be reviewed with the Monitor and delivered to the McMillan Financial Advisor, the LP DIP Agent and the Agent in compliance with the LP DIP Definitive Documents and the LP Support Agreement, or as otherwise agreed to by the LP DIP Agent or the Agent;
- (e) assist the LP CRA in the performance of its duties set out in the LP CRA Agreement (as defined below);
- (f) advise the LP Entities in their development and implementation of the LP Plan, if any, and any amendments to any such LP Plan;
- (g) assist the LP Entities with the holding and administering of creditors' or shareholders' meetings for voting on any LP Plan, as applicable;
- (h) have full and complete access to the LP Property, including the premises, books, records, data (including data in electronic form), other financial documents of the LP Entities, and management, employees and advisors of the LP Entities, to the extent that is necessary to adequately assess the LP Entities' business and financial affairs or to perform its duties arising under this Order;

- (i) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order;
- (j) monitor and, if necessary, report to the Court on any matters pertaining to the New Shared Services Agreement; and
- (k) perform such other duties as are required by this Order or by this Court from time to time.

32. THIS COURT ORDERS that in addition to its prescribed rights and obligations under the CCAA and the powers granted hereunder, the Monitor shall supervise the SISP and supervise the Financial Advisor (as hereinafter defined) in connection therewith and that the Monitor is hereby empowered, authorized and directed to take such actions and fulfill such roles as are contemplated in the SISP, including:

- (a) working with the Financial Advisor and the LP CRA to develop a list of potential bidders to be contacted;
- (b) working with the Financial Advisor, the LP CRA and counsel for the LP Entities, who at all times are to be instructed by the LP CRA, (together the “SISP Advisors”) on the negotiation of confidentiality agreements;
- (c) working with the SISP Advisors in the preparation and distribution of a confidential information memorandum;
- (d) working with the SISP Advisors in the establishment of and supervision of access to an electronic data room;
- (e) providing the Agent and the Agent’s Advisors with timely and regular updates and information as to the progress of the SISP, subject only to the Monitor reserving its right not to provide information concerning the particulars of any of the Qualified Non-Binding Indications of Interest (as defined in the SISP) or Qualifying Bids (as defined in the SISP) until after the conduct of the vote on the Senior Lenders CCAA Plan;

- (f) in accordance with the terms of the SISP, supervising the conduct of Phase 1, and to the extent applicable Phase 2, of the SISP and exercising the duties, powers and authorities to be exercised by the Monitor under the terms of the SISP;
- (g) presenting such further and other recommendations to the Special Committee as contemplated in the SISP or as may be considered advisable by the Monitor or the LP CRA, it being understood that subject to further Order of this Court, the authorities and obligations of the Special Committee in the SISP and in the operations of the LP Entities to the extent there are any such obligations, and in the restructuring of the LP Entities generally, shall only be to deal with matters brought to it either by the President of CPI as contemplated by paragraph 5 of this Order or by the Monitor as contemplated by this paragraph in the Order; and
- (h) otherwise working with the SISP Advisors on any steps and actions considered necessary or desirable in carrying out the SISP.

33. THIS COURT ORDERS that the Monitor shall not take possession of the LP Property and shall take no part whatsoever in the management or supervision of the management of the LP Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the LP Business or LP Property, or any part thereof.

34. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the LP Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be

in Possession of any of the LP Property within the meaning of any Environmental Legislation, unless it is actually in Possession.

35. THIS COURT ORDERS that that the Monitor shall provide any creditor of the Applicant and the LP DIP Lenders with information provided by the Applicant in response to reasonable requests for information made in writing by such creditor addressed to the Monitor provided that with respect to any Person acting, directly or indirectly, as or on behalf of a bidder or potential bidder involved in the SISP, the Monitor is not required to provide any such information unless the Monitor is satisfied that appropriate internal confidentiality screens are in place. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicant is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the LP Entities may agree.

36. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

37. THIS COURT ORDERS that, subject to the provisions of this paragraph, the Monitor, counsel to the Monitor, counsel to the LP Entities, counsel and financial advisor to the Special Committee, counsel to the directors and officers of the Applicants, the LP CRA, counsel to the LP CRA and the Financial Advisor, shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, or as agreed under contracts, as long as such contracts, which shall include any contracts to obtain fairness opinions, are approved by this Court, whether incurred prior to or subsequent to the date of this Order, by the LP Entities, to the extent that such fees and disbursements relate to services provided to the LP Entities. From the date of this Order, the fees and disbursements paid by the LP Entities to:

- (a) counsel to the Special Committee shall be limited to those incurred in respect of advice given in connection with the authorities and obligations of the Special Committee as set forth in paragraph 32(g) herein; and

- (b) counsel to the directors and officers of the Applicants shall not exceed \$75,000 in total.

The Monitor, counsel to the Monitor, counsel to the LP Entities, counsel and financial advisor to the Special Committee, the LP CRA, counsel to the LP CRA, counsel to the Applicants' directors and officers and the Financial Advisor shall keep separate accounts for services provided in respect of the LP Entities and services provided in respect of the CMI Entities. The LP Entities are hereby authorized and directed to pay the accounts of the Monitor, counsel to the Monitor, counsel to the LP Entities, counsel and financial advisor to the Special Committee on a weekly basis, and the accounts of the LP CRA, counsel to the LP CRA, and counsel to the Applicants' directors and officers and the Financial Advisor on a monthly basis, to the extent that such accounts relate to services provided to the LP Entities. The LP Entities shall not be liable for and shall not pay any expenses, fees, disbursements or retainers of the Monitor, counsel to the Monitor, counsel to the CMI Entities, counsel and financial advisor to the Special Committee, counsel to the Applicants' directors and officers or the Financial Advisor, to the extent that such expenses, fees, disbursements or retainers are not attributable to the LP Entities.

38. THIS COURT ORDERS that the Monitor, counsel to the Monitor, and if so ordered by the Court on motion brought by the Monitor, after consultation with the LP CRA, other counsel whose fees and disbursements are secured by the LP Administration Charge (as defined below), shall pass their accounts from time to time, and for this purpose the accounts of such parties are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

39. THIS COURT ORDERS that the Monitor, counsel to the Monitor, counsel to the LP Entities, counsel and the financial advisor to the Special Committee, the LP CRA, and counsel to the LP CRA shall be entitled to the benefit of and are hereby granted a charge on the LP Property (the "**LP Administration Charge**"), which charge shall not exceed an aggregate amount of \$3 million, as security for their reasonable professional fees and disbursements incurred at their respective standard rates and charges in respect of such services, both before and after the making of this Order in respect of these proceedings. The LP Administration Charge shall have the priority set out in paragraphs 54 and 56 hereof.

40. THIS COURT ORDERS that the RBC Dominion Securities Inc., a member company of RBC Capital Markets (the "**Financial Advisor**") shall be entitled to the benefit of and is hereby

granted a charge on the LP Property (the “**FA Charge**”), which charge shall not exceed an aggregate amount of \$10 million, as security for the fees and disbursements, including a success fee (if any) payable to the Financial Advisor pursuant to the engagement letter dated October 1, 2009 between CPI, the Limited Partnership and Financial Advisor (the “**Financial Advisor Agreement**”). The FA Charge shall have the priority set out in paragraphs 54 and 56 hereof.

CHIEF RESTRUCTURING ADVISOR

41. THIS COURT ORDERS that CRS Inc. (“**CRS**”) be and is hereby appointed as Chief Restructuring Advisor of the LP Entities in accordance with the terms and conditions of the agreement entered into between Canwest Global Communications Corp. (“**Canwest Global**”), the LP Entities and CRS (CRS and its President, Gary F. Colter, are collectively referred to herein as the “**LP CRA**”) dated November 1, 2009 (the “**LP CRA Agreement**”), effective as of the date of this Order.

42. THIS COURT ORDERS that the LP CRA Agreement is hereby approved and given full force and effect and that the LP CRA is hereby authorized to retain counsel as set out in the LP CRA Agreement. The LP CRA Agreement shall not be amended without prior Court approval.

43. THIS COURT ORDERS that the LP Entities are authorized and directed to continue the engagement of the LP CRA on the terms and conditions set out in the LP CRA Agreement.

44. THIS COURT ORDERS that the LP CRA shall not be or be deemed to be a director, officer or employee of any of the LP Entities.

45. THIS COURT ORDERS that the LP CRA and its directors and officers shall incur no liability or obligation as a result of the LP CRA’s appointment or the carrying out of the provisions of this Order, or the provision of services pursuant to the LP CRA Agreement, save and except as may result from gross negligence or wilful misconduct on the part of the LP CRA. In particular, the LP CRA and its directors and officers shall incur no liability, whether statutory or otherwise, as a director or officer of the LP Entities.

46. THIS COURT ORDERS that (i) the indemnification obligations of Canwest Global in favour of the LP CRA and its officers and directors set out in the LP CRA Agreement; and (ii)

the payment obligations set out in the LP CRA Agreement shall be entitled to the benefit of and form part of the LP Administration Charge set out herein.

47. THIS COURT ORDERS that any claims of the LP CRA under the LP CRA Agreement shall be treated as unaffected in any plan of compromise or arrangement filed by the LP Entities under the CCAA, any proposal filed by the LP Entities under the BIA or any other restructuring.

DIP FINANCING

48. THIS COURT ORDERS that LP Entities are hereby authorized and empowered to obtain and borrow under a credit facility from The Bank of Nova Scotia as Administrative Agent (the "**LP DIP Agent**") and certain other lenders from time to time party to the LP DIP Definitive Documents (as defined below)(collectively, the "**LP DIP Lenders**") in order to finance the LP Entities' working capital requirements and other general corporate purposes and capital expenditures, provided that borrowings under such credit facility shall not exceed \$25 million unless permitted by further Order of this Court.

49. THIS COURT ORDERS THAT such credit facility shall be on the terms and subject to the conditions set forth in the commitment letter between the LP Entities, the LP DIP Lenders and LP DIP Agent dated as of January 8, 2010 (the "**Commitment Letter**"), filed.

50. THIS COURT ORDERS that the LP Entities are hereby authorized and empowered to execute and deliver such credit agreements, mortgages, charges, hypothecs and security documents, guarantees and other definitive documents (collectively, the "**LP DIP Definitive Documents**"), as are contemplated by the Commitment Letter or as may be reasonably required by the LP DIP Lenders pursuant to the terms thereof, and the LP Entities are hereby authorized and directed to pay and perform all of their indebtedness, interest, fees, liabilities and obligations to the LP DIP Lenders under and pursuant to the Commitment Letter and the LP DIP Definitive Documents as and when the same become due and are to be performed, notwithstanding any other provision of this Order.

51. THIS COURT ORDERS that the LP DIP Lenders shall be entitled to the benefit of and are hereby granted a charge (the "**LP DIP Lenders' Charge**") on the LP Property as security for any and all obligations of the LP Entities under the LP DIP Definitive Documents, which charge shall not exceed the aggregate amount advanced on or after the date of this Order under the LP

DIP Definitive Documents. The LP DIP Lenders' Charge shall have the priority set out in paragraphs 54 and 56 hereof.

52. THIS COURT ORDERS that, notwithstanding any other provision of this Order:

- (a) the LP DIP Lenders or the LP DIP Agent may take such steps from time to time as they may deem necessary or appropriate to file, register, record or perfect the LP DIP Lenders' Charge or any of the LP DIP Definitive Documents;
- (b) upon the occurrence of an event of default under the LP DIP Definitive Documents or the LP DIP Lenders' Charge, the LP DIP Lenders, upon 2 days notice to the LP Entities and the Monitor, may exercise any and all of their rights and remedies against the LP Entities or the LP Property under or pursuant to the Commitment Letter, LP DIP Definitive Documents and the LP DIP Lenders' Charge (except that the right to cease making advances or credit available under the LP DIP Definitive Documents, to set off and/or consolidate any amounts owing by the LP DIP Lenders to the LP Entities against the obligations of the LP Entities to the LP DIP Lenders under the Commitment Letter, the LP DIP Definitive Documents or the LP DIP Lenders' Charge and make demand or accelerate payment thereunder shall be without notice or demand), including, without limitation, to give other notices, or to apply to this Court for the appointment of a receiver, receiver and manager or interim receiver, or for a bankruptcy order against the LP Entities and for the appointment of a trustee in bankruptcy of the LP Entities, and upon the occurrence of an event of default under the terms of the LP DIP Definitive Documents, the LP DIP Lenders shall be entitled to seize and retain proceeds from the sale of the LP Property and the cash flow of the LP Entities to repay amounts owing to the LP DIP Lenders in accordance with the LP DIP Definitive Documents and the LP DIP Lenders' Charge, but subject to the priorities as set out in paragraphs 54 and 56 of this Order; and
- (c) the foregoing rights and remedies of the LP DIP Lenders shall be enforceable against any trustee in bankruptcy, interim receiver, receiver or receiver and manager of the LP Entities or the LP Property.

53. THIS COURT ORDERS AND DECLARES that the LP DIP Lenders shall be treated as unaffected in any plan of compromise or arrangement filed by the LP Entities under the CCAA, any proposal filed by the LP Entities under the BIA or any restructuring with respect to any advances made under the LP DIP Definitive Documents.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

54. THIS COURT ORDERS that the priorities of the LP Directors' Charge, the LP DIP Lenders' Charge, the LP Administration Charge, the FA Charge and the LP MIP Charge (as defined below), shall be as follows:

First – LP Administration Charge

Second – LP DIP Lenders' Charge and the Cash Management Existing Security up to \$7.5 million on a *pari passu* basis;

Third – The FA Charge; and

Fourth – the LP Directors' Charge and the LP MIP Charge on a *pari passu* basis.

55. THIS COURT ORDERS that the filing, registration or perfection of the LP Directors' Charge, LP DIP Lenders' Charge, the LP Administration Charge, the FA Charge or the LP MIP Charge (collectively, the "**Charges**") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

56. THIS COURT ORDERS that the LP Directors' Charge, the LP DIP Lenders' Charge, the LP Administration Charge, the FA Charge and the LP MIP Charge shall constitute a charge on the LP Property and such Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person, notwithstanding the order of perfection or attachment, except for any validly perfected purchase money security interest in favour of any secured creditor or for any statutory Encumbrance existing on the date of this order in favour of any Person that is a "secured creditor" as defined in the CCAA in respect of source deductions from wages, employer health

tax, workers compensation, GST/QST, PST payables, vacation pay and banked overtime for employees, and amounts under the Wage Earners' Protection Program that are subject to a super priority claim under the BIA.

57. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the LP Entities shall not grant any Encumbrances over any LP Property that rank in priority to, or *pari passu* with, any of the LP Directors' Charge, the LP DIP Lenders' Charge, the LP Administration Charge, the FA Charge or the LP MIP Charge, unless the LP Entities also obtain the prior written consent of the Monitor, the beneficiaries of the LP Directors' Charge, the LP DIP Lenders' Charge, the LP Administration Charge, the LP MIP Charge or the FA Charge and the Agent, or upon further Order of this Court.

58. THIS COURT ORDERS that the LP Directors' Charge, the LP DIP Lenders' Charge, the LP Administration Charge, the FA Charge, the LP MIP Charge and the LP Support Agreement shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "**Chargees**") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "**Agreement**") which binds the LP Entities, or any of them, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the execution, delivery or performance of the Commitment Letter, the LP DIP Definitive Documents or the LP Support Agreement shall create or be deemed to constitute a breach by any of the LP Entities of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges

or the execution, delivery or performance of the Commitment Letter or any LP DIP Definitive Documents; and

- (c) the LP Support Agreement, the Commitment Letter, the LP DIP Definitive Documents, payments made by the LP Entities pursuant to this Order, and the granting of the Charges, do not and will not constitute fraudulent preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, settlements or other challengeable, voidable or reviewable transactions under any applicable law.

59. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the relevant LP Entity's interest in such real property leases.

60. THIS COURT ORDERS that, notwithstanding any other provision of this Order, the terms and conditions with respect to any release and discharge of the Charges (as defined herein) shall be subject to the consent of the applicable Chargee and the Monitor or further Order of the Court.

APPROVAL OF FINANCIAL ADVISOR AGREEMENT

61. THIS COURT ORDERS that the Financial Advisor Agreement in the form attached to the Confidential Supplement to the Monitor's Pre-Filing Report (the "**Confidential Supplement**") is hereby approved and the LP Entities are authorized and directed to make the payments contemplated thereunder in accordance with the terms and conditions of the Financial Advisor Agreement.

MANAGEMENT INCENTIVE PLAN

62. THIS COURT ORDERS that the LP Entities' management incentive plan (the "**LP MIP**"), the National Post Inc. management incentive plan (the "**NP MIP**") and employee special arrangements (the "**Special Arrangements**") in the forms attached to the Confidential Supplement are hereby approved and the LP Entities are authorized and directed to make payments contemplated thereunder in accordance with the terms and conditions of the LP MIP, the NP MIP and the Special Arrangements which shall not be amended without the consent of the Agent, acting in consultation with the Steering Committee and further Order of the Court.

63. THIS COURT ORDERS that the key employees referred to in the LP MIP and the beneficiaries of the Special Arrangements shall be entitled to the benefit of and are hereby granted a charge (the “LP MIP Charge”) on the LP Property, which charge shall not exceed an aggregate amount of \$3 million, to secure amounts owing to such key employees under the LP MIP and amounts owing to the beneficiaries of the Special Arrangements.

SEALING OF CONFIDENTIAL SUPPLEMENT

64. THIS COURT ORDERS that the Confidential Supplement be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

PART II – SENIOR LENDERS CCAA PLAN OF ARRANGEMENT

SENIOR LENDERS CCAA PLAN OF ARRANGEMENT

65. THIS COURT ORDERS that capitalized terms used in Parts II, III, and IV of this Order not otherwise defined herein shall have the meanings given to them in the Senior Lenders CCAA Plan.

66. THIS COURT ORDERS that the plan of compromise or arrangement (hereinafter referred to as the “Senior Lenders CCAA Plan”) between the LP Entities and the Senior Secured Creditors, substantially in the form attached as Schedule “B” hereto, be and is hereby accepted for filing, and that the LP Entities are authorized to seek approval of the Senior Lenders CCAA Plan in the manner set forth herein.

67. THIS COURT ORDERS that the Agent is hereby authorized to amend, modify and/or supplement the Senior Lenders CCAA Plan at any time and from time to time prior to the Senior Lenders Meeting (as defined below). The Monitor shall disclose and make available all amendments, modifications and supplements to the Senior Lenders CCAA Plan at the Senior Lenders Meeting.

PART III – SENIOR LENDERS CLAIMS PROCESS

68. THIS COURT ORDERS that for the purposes of voting and distribution under the Senior Lenders CCAA Plan, the Principal amount of the Senior Secured Claims shall be determined in the following manner (the “**Senior Lenders Claims Process**”):

- (a) Within two (2) Business Days of the date hereof (the “**Filing Date**”), the Agent, on behalf of the Senior Lenders, shall send to the LP Entities (with a copy to the Monitor):
 - (i) a notice substantially in the form attached as Schedule “C” hereto, setting out based upon its records: (x) the aggregate Principal amount of the Senior Secured Claims owing directly by each of the LP Entities under the Senior Credit Agreement as at the Filing Date (the “**Syndicate Claims**”) and (y) each Senior Lender’s pro rata share of the Syndicate Claims as at the Filing Date (all of which shall constitute, the “**Notice of Claim - Syndicate Claims and Pro Rata Notice**”).
 - (ii) concurrently with the delivery of the Notice of Claim - Syndicate Claims and Pro Rata Notice to the LP Entities, the Agent shall post a copy of the Notice of Claim - Syndicate Claims and Pro Rata Notice to one of the IntraLinks websites (the “**Senior Lenders Website**”) maintained by the Agent for the benefit of the Senior Lenders.
- (b) The LP Entities shall within five (5) Business Days of receipt of the Notice of Claim - Syndicate Claims and Pro Rata Notice advise the Monitor (with a copy to the Agent) whether the amounts set out therein are consistent with their books and records. If the LP Entities fail to file a notice of dispute substantially in the form attached as Schedule “D” hereto (a “**Notice of Dispute - Syndicate Claims and Pro Rata Notice**”), within the five (5) day period noted above, then the LP Entities shall be deemed to have confirmed the amounts set out in the Notice of Claim - Syndicate Claims and Pro Rata Notice.
- (c) Each of the Senior Lenders holding Syndicate Claims shall within five (5) Business Days of the posting of the Notice of Claim - Syndicate Claims and Pro Rata Notice to the Senior Lenders Website advise the Monitor (with a copy to the Agent) whether such Senior Lender’s pro rata share of the Syndicate Claims set out in the Notice of Claim - Syndicate Claims and Pro Rata Notice is accurate. If a Senior Lender fails to file a Notice of Dispute - Syndicate Claims and Pro Rata Notice within the five (5) day period noted above then such Senior Lender shall be deemed to have confirmed

its pro rata share of the Syndicate Claims as set out in the Notice of Claim - Syndicate Claims and Pro Rata Notice is accurate.

- (d) If the amount of a Senior Lender's Syndicate Claim is: (i) confirmed by the LP Entities pursuant to paragraph 68(b); and (ii) confirmed by such Senior Lender pursuant to paragraph 68(c), then the amount designated in the Notice of Claim - Syndicate Claims and Pro Rata Notice to be such Senior Lender's pro rata share of the Syndicate Claims shall be deemed to be finally determined ("**Finally Determined**") and accepted as the Proven Principal Claim of such Senior Lender for the purposes of voting and for calculating the entitlement to distribution under the Senior Lenders CCAA Plan in respect of the Syndicate Claims.
- (e) Within two (2) Business Days of the Filing Date, the LP Entities shall send to each holder of a Senior Secured Claim under or pursuant to one or more Hedging Agreements (each, a "**Hedging Creditor**") (with a copy to the Monitor and the Agent) a notice, substantially in the form attached as Schedule "E" hereto, setting out the Principal amount of such Hedging Creditor's Senior Secured Claim owing directly by each of the LP Entities and the rate of interest payable on such Principal amount (each, a "**Notice of Claim - Hedging Agreements**").
- (f) Each Hedging Creditor shall within five (5) Business Days of receipt of their respective notices confirm to the Monitor whether the amounts and interest rate set out therein are accurate.
- (g) If the Principal amount and interest rate set out in a Notice of Claim - Hedging Agreements is confirmed by the specified Hedging Creditor or if such Hedging Creditor does not deliver a notice of dispute substantially in the form attached as Schedule "F" hereto (a "**Notice of Dispute - Hedging Agreements**") within five (5) Business Days of receipt of such Notice of Claim - Hedging Agreements, then the Principal amount set out in such Notice of Claim - Hedging Agreements shall be deemed to be Finally Determined and accepted as the Proven Principal Claim of such Hedging Creditor for the purposes of voting and for calculating the entitlement to distributions under the Senior Lenders CCAA Plan and the interest rate set out in the Notice of Claim - Hedging Agreements shall be deemed to be the proper interest rate

for the purposes of calculating the entitlement to distributions under the Senior Lenders CCAA Plan.

- (h) Within five (5) Business Days of receipt (or posting on the Senior Lenders Website) of either the Notice of Claim - Syndicate Claims and Pro Rata Notice or a Notice of Claim - Hedging Agreements, as the case may be, a Senior Lender holding a Syndicate Claim, the LP Entities or a Hedging Creditor (in such circumstances a **“Disputing Claimant”**) may deliver a Notice of Dispute - Syndicate Claims and Pro Rata Notice or a Notice of Dispute - Hedging Agreements to the Monitor (with a copy to the Agent in respect of a Notice of Dispute - Syndicate Claims and Pro Rata Notice) as follows:
- (i) the LP Entities or a Senior Lender holding a Syndicate Claim may deliver a Notice of Dispute - Syndicate Claims and Pro Rata Notice indicating that they dispute the amount set out in the Notice of Claim - Syndicate Claims and Pro Rata Notice. If a Notice of Dispute - Syndicate Claims and Pro Rata Notice is delivered pursuant to the preceding sentence, then the applicable Senior Lender, the Monitor, the LP Entities and the Agent shall have three (3) Business Days to reach an agreement in writing as to the Principal amount of the Senior Secured Claim that is subject to the Notice of Dispute - Syndicate Claims and Pro Rata Notice, in which case such agreement shall govern and the Principal amount of such Senior Secured Claim as agreed shall be deemed to be Finally Determined and accepted as the Senior Lender’s Proven Principal Claim for the purposes of voting and for calculating the entitlement to distributions under the Senior Lenders CCAA Plan in respect of the Syndicate Claims.
 - (ii) a Hedging Creditor may deliver a Notice of Dispute - Hedging Agreements indicating that it disputes the amount or interest rate set out in its Notice of Claim - Hedging Agreements. If a Notice of Dispute - Hedging Agreements is delivered pursuant to the preceding sentence, then the Monitor, the LP Entities and the Agent and the particular Hedging Creditor shall have three (3) Business Days to reach an agreement in writing as to the Principal amount of, and/or interest rate applicable to the Senior Secured Claim that is subject to the Notice of Dispute - Hedging Agreements, in which case such agreement shall govern and the Principal amount as agreed shall be deemed to be Finally Determined and accepted as the Proven Principal Claim of such Hedging Creditor for the purposes of voting and for calculating the entitlement to distributions under the Senior Lenders CCAA Plan and the interest rate, as agreed, shall be deemed to be the proper interest rate for the purposes of calculating the entitlement to distributions under the Senior Lenders CCAA Plan.

- (i) If a Notice of Dispute - Syndicate Claims and Pro Rata Notice or a Notice of Dispute - Hedging Agreements is unable to be resolved in the manner and within the time period set out in paragraph 68(h) above, then the Claim of such Disputing Claimant shall be determined by the Court on a motion for advice and directions brought by the Monitor (the “**Dispute Motion**”) on notice to all interested parties. The Monitor and the Disputing Claimant shall each use reasonable efforts to have the Dispute Motion, and any appeals therefrom, disposed of on an expedited basis with a view to having the Claim of the Disputing Claimant Finally Determined on a timely basis.
- (j) If the Principal amount of a Senior Secured Claim held by a Senior Lender is the subject of a Notice of Dispute - Syndicate Claims and Pro Rata Notice and is not Finally Determined on or before the second Business Day immediately prior to the day of the Senior Lenders Meeting, then for the purposes of voting, such a Senior Lender shall be deemed to have an accepted Senior Secured Claim for voting purposes (an “**Accepted Voting Claim**”) equal to the amount of its pro rata share of the Syndicate Claims set out in the Notice of Claim - Syndicate Claims and Pro Rata Notice.
- (k) If the Principal amount of a Senior Secured Claim held by a Hedging Creditor is the subject of a Notice of Dispute - Hedging Agreements and is not Finally Determined on or before the second Business Day immediately prior to the day of the Senior Lenders Meeting, then for the purposes of voting, such a Hedging Creditor shall be deemed to have an Accepted Voting Claim equal to the amount set out in its Notice of Claim - Hedging Agreements.

69. **THIS COURT ORDERS** that any Senior Lender, who asserts that its Senior Secured Claim as at the Filing Date includes a claim or claims for amounts in addition to a claim for Principal (an “**Additional Claim**”), shall notify the Monitor (with a copy to the Agent and the LP Entities), of such Additional Claim and the amount of such Additional Claim within ten (10) Business Days of the Filing Date. If no such notice is received by the Monitor within ten (10) Business Days of the Filing Date, such Senior Lender’s Additional Claim shall be and is hereby forever extinguished and barred.

70. **THIS COURT ORDERS** that, for the purposes of calculating Senior Secured Claims for voting and distribution purposes, Senior Secured Claims denominated in US dollars shall be converted into Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect on the date of the Initial Order.

71. **THIS COURT ORDERS** that the Agent shall post a copy of this Order on the Senior Lenders Website within two (2) Business Days of the making of the Order.

PART IV – SENIOR LENDERS MEETING

THE SENIOR LENDERS MEETING

72. **THIS COURT ORDERS** that the holding and conduct of a meeting of the Senior Lenders on January 27, 2010 for the purpose of voting on, with or without variation, a resolution to approve the Senior Lenders CCAA Plan (the “**Senior Lenders Meeting**”) is hereby authorized.

73. **THIS COURT ORDERS** that an officer of the Monitor shall preside as the chair of the Senior Lenders Meeting (the “**Chair**”) and, subject to this Order and any further order of this Court, shall decide all matters relating to the conduct of the Senior Lenders Meeting.

74. **THIS COURT ORDERS** that the Chair is authorized to adjourn the Senior Lenders Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Senior Lenders Meeting for the purpose of adjournment). Notice of such adjourned date shall be posted on the Monitor’s website and there shall be no requirement to provide any other notice.

75. **THIS COURT ORDERS** that the only persons entitled to attend the Senior Lenders Meeting shall be the LP Entities, the Monitor, the LP CRA, the Agent and the Senior Lenders entitled to vote at the Senior Lenders Meeting (including, for the purposes of attendance, speaking and voting, their respective proxy holders) and their respective legal counsel. Any other person may be admitted to the Senior Lenders Meeting by the Chair or the LP Entities.

76. **THIS COURT ORDERS** that the only Persons entitled to vote at the Senior Lenders Meeting are Senior Lenders holding Proven Principal Claims or Accepted Voting Claims (collectively “**Accepted Senior Voting Claims**”) on the second Business Day immediately prior to the day of the Senior Lenders Meeting.

77. THIS COURT ORDERS that record date (the “**Record Date**”) for the purposes of voting on the Senior Lenders CCAA Plan shall be the date hereof.

78. THIS COURT ORDERS that if, after the Record Date, the holder of a Senior Secured Claim on the Record Date, or any subsequent holder of the whole of a Senior Secured Claim who has been acknowledged by the Monitor as the Senior Lender (as disclosed in either the Notice of Claim - Syndicate Claims and Pro Rata Notice or an applicable Notice of Claim - Hedging Agreements) in respect of such Senior Secured Claim, transfers or assigns the whole of such Senior Secured Claim to another Person, the Agent, the LP Entities and the Monitor shall not be obligated to give notice to or to otherwise deal with a transferee or assignee of a Senior Secured Claim as the Senior Lender for the purposes of such Person’s entitlement to vote at the Senior Lenders Meeting.

CLASSIFICATION OF CREDITORS AND VOTING

79. THIS COURT ORDERS that for the purpose of voting on the Senior Lenders CCAA Plan there shall be one class of creditors constituted by the Senior Lenders holding Accepted Senior Voting Claims.

80. THIS COURT ORDERS that the quorum required at the Senior Lenders Meeting shall be one Senior Secured Creditor holding an Accepted Senior Voting Claim present at the Senior Lenders Meeting in person or by proxy. If the requisite quorum is not present at the Senior Lenders Meeting, then the Senior Lenders Meeting shall be adjourned by the Chair to such time, date and place as the Chair deems necessary or desirable.

81. THIS COURT ORDERS that the Chair shall direct a vote with respect to a resolution to approve the Senior Lenders CCAA Plan and containing such other related provisions as the Agent, in consultation with the Monitor, may consider appropriate.

82. THIS COURT ORDERS that if any matter other than those referred to in paragraph 81 arises at the Senior Lenders Meeting and requires a vote, such vote shall be conducted in the manner decided by the Chair, and (i) if the Chair decides to conduct such vote by way of show of hands, the vote shall be decided by a majority of the votes given on a show of hands, and (ii) if the Chair decides to conduct such vote by written ballot, the vote shall be decided by a majority in number of Senior Lenders holding Accepted Senior Voting Claims and representing a two-

thirds majority in value of the Accepted Senior Voting Claims present and voting at the Senior Lenders Meeting (the “**Required Majority**”).

83. THIS COURT ORDERS that the Monitor is authorized to accept and rely upon a proxy submitted in the form attached hereto as Schedule “G”, or such other form of proxy as is acceptable to the Monitor, and received by the Monitor by 5:00 p.m. (Toronto time) on January 25, 2010 or 2 days prior to any adjournment of the Senior Lenders Meeting.

84. THIS COURT ORDERS that following the vote at the Senior Lenders Meeting, the Monitor shall tally the votes and determine whether the Senior Lenders CCAA Plan has been accepted by the Required Majority and how the result of the votes, for and against the Senior Lenders CCAA Plan, would have been affected if Senior Lenders had been allowed to vote in respect of the portion of any Senior Secured Claim, including, for greater certainty, any Additional Claim, that had not been Finally Determined at the time of the Senior Lenders Meeting (the “**Unresolved Senior Claims**”).

85. THIS COURT ORDERS that the result of any vote at the Senior Lenders Meeting shall be binding on all Persons affected by the Senior Lenders CCAA Plan, whether or not any such Person is present at the Senior Lenders Meeting.

NOTICE OF SENIOR LENDERS MEETING

86. THIS COURT ORDERS that on or before January 12, 2010, the Monitor shall deliver the following documents (collectively, the “**Meeting Materials**”) to the Agent and the Agent shall forthwith post such documents on the Senior Lenders Website:

- (a) A Notice of Senior Lenders Meeting, substantially in the form attached hereto as Schedule “H”;
- (b) A copy of this Order;
- (c) A copy of the Senior Lenders CCAA Plan, as amended; and
- (d) A form of proxy for use at the Senior Lenders Meeting, substantially in the form attached hereto as Schedule “G”;

87. THIS COURT ORDERS that on or before January 12, 2010, the Monitor shall post the Meeting Materials on the Monitor's website at: [<http://cfcanada.fticonsulting.com/clp>].

88. THIS COURT ORDERS that service of a copy of the Meeting Materials upon the Senior Lenders in the manner set out in paragraph 86 shall constitute good and sufficient service of the Senior Lenders CCAA Plan and this Order and good and sufficient notice of the Senior Lenders Meeting on all the Senior Lenders who may be entitled to receive notice thereof, or of these proceedings, and no other document or material need be served on any Persons in respect of these proceedings.

SANCTION HEARING AND ORDER

89. THIS COURT ORDERS that the Monitor shall file a report to this Court by no later than February 5, 2010, with respect to the results of the vote, including whether:

- (a) the Senior Lenders CCAA Plan was approved by the Required Majority; and
- (b) the votes, for and against the Senior Lenders CCAA Plan, that were cast by Senior Lenders holding Unresolved Senior Claims would affect the result of the vote on the Senior Lenders CCAA Plan.

90. THIS COURT ORDERS that if the approval or non-approval of the Senior Lenders CCAA Plan would be altered by the votes in respect of Unresolved Senior Claims, the Monitor shall, in consultation with the LP Entities and the Agent, request the direction of the Court.

91. THIS COURT ORDERS that if the Senior Lenders CCAA Plan has been accepted by the Required Majority, the LP Entities shall bring a motion seeking the Sanction Order (the "**Sanction Hearing**") on a date to be determined by the Monitor in accordance with the SISP and in consultation with the LP CRA and the Agent, or such other date as the Court may set.

92. THIS COURT ORDERS that service of the Meeting Materials and this Order pursuant to paragraphs 86 and 96 hereof shall constitute good and sufficient service of notice of the Sanction Hearing upon all Persons who are entitled to receive such service and no other form of service need be made and no other materials need be served on any Person in respect of the Sanction Hearing.

93. THIS COURT ORDERS that any Person intending to object to the motion seeking the Sanction Order shall serve on counsel to the Monitor, the Agent and the LP Entities and those persons listed on the LP Entities' service list and file with the Court no later than three days before the Sanction Hearing a written notice containing a description of its proposed grounds of contestation.

94. THIS COURT ORDERS that in the event that the Sanction Hearing is adjourned, only those Persons who have filed and served a Notice of Appearance herein are required to be served with notice of the adjourned date.

SERVICE AND NOTICE

95. THIS COURT ORDERS that the LP Entities and the Monitor shall (i) without delay, publish, in each of the National Post, the Globe and Mail and La Presse newspapers, one notice containing the information prescribed under the CCAA, (ii) within five (5) days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the LP Entities of more than \$5,000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims (other than in respect of Senior Lenders holding Senior Secured Claims, as contemplated by the LP Support Agreement), and make it publicly available in the prescribed manner, all in accordance with section 23(1)(a) of the CCAA and the regulations made thereunder, provided that the Monitor shall not make the names and addresses of individual creditors publicly available.

96. THIS COURT ORDERS that the LP Entities and the Monitor be at liberty to serve this Order, any other materials and orders in these proceedings and any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the LP Entities' creditors or other interested parties at their respective addresses as last shown on the records of the LP Entities and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

97. THIS COURT ORDERS that the LP Entities, the Monitor, and any party who has filed a Notice of Appearance may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, in accordance with the E-filing protocol of the Commercial List to the extent practicable, and the Monitor may post a copy of any or all such materials on its website at <http://cfcanada.fticonsulting.com/clp>.

GENERAL

98. THIS COURT ORDERS that the LP Entities, the Monitor or the Agent may from time to time apply to this Court for advice and directions in connection with, *inter alia*, the discharge of powers and duties hereunder.

99. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the LP Entities, the LP Business or the LP Property.

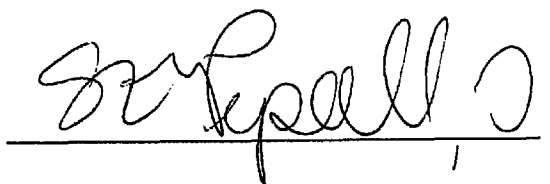
100. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the LP Entities, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the LP Entities and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the LP Entities and the Monitor and their respective agents in carrying out the terms of this Order.

101. THIS COURT ORDERS that each of the LP Entities and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

102. THIS COURT ORDERS that any interested party (including the LP Entities, the Monitor and the Agent) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order, provided however that the LP DIP Lenders shall be entitled to rely on this Order as issued for all advances made under the Commitment Letter and the LP DIP Definitive Documents up to and including the date this Order may be varied or amended.

103. THIS COURT ORDERS that, notwithstanding the immediately preceding paragraph, no order shall be made varying, rescinding or otherwise affecting the provisions of this Order with respect to the Commitment Letter or the LP DIP Definitive Documents, unless notice of a motion for such order is served on the Monitor and the LP Entities, the Agent and the LP DIP Lenders returnable no later than February 11, 2010.

104. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.



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

JAN 15 2010

PER / PAR: JSN Joanne Nicoara
Registrar, Superior Court of Justice

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

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

INITIAL ORDER

Osler, Hoskin & Harcourt LLP
1 First Canadian Place
P.O. Box 50
Toronto, ON M5X 1B8

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Lawyers for the Applicants

F. 1117119

APPENDIX "B"

Appendix

All amounts in CAD '000s ^(a)

LP Entities

	Accepted		Settlement Pending			To Be Resolved		
	<u># of claims</u>	<u>Accepted Value (\$)</u>	<u># of claims</u>	<u>Value as per Creditor (\$)</u>	<u>Tentative Settlement Value (\$)</u>	<u># of claims</u>	<u>Value as per Company (\$)</u>	<u>Value as per Creditor (\$)</u>
LP Noteholder Claim	unknown ^(b)	450,360	0	0	0	0 ^(b)	0	0
LP Subordinated Lenders	11 ^(c)	78,361	0	0	0	0	0	0
Other Claims	731	26,647	0	0	0	271	12,802	184,658

Notes:

(a) USD claims converted to CAD based on the on an F/X rate of 1.0344 based on the Bank of Canada Canadian/US dollar noon exchange rate in effect at the Filing Date.

(b) Number of the 9.25% Noteholders is currently not disclosed.

(c) Number of LP Subordinated Lenders as of July 20, 2010.

APPENDIX "C"

**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.

**AFFIDAVIT OF PAUL BISHOP
(sworn July 22, 2010)**

I, Paul Bishop, of the City of Toronto, in the Province of Ontario MAKE OATH
AND SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI**") and, as such, I have knowledge of the matters to which I hereinafter depose.
2. On January 8, 2010, Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively the "**LP Entities**"), 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 granted by the Honourable Madam Justice Pepall (the "**Initial Order**"). FTI was appointed 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**".
3. This affidavit is made in support of a motion for, *inter alia*, the approval of fees and disbursements of FTI for the period of June 1, 2010 to July 15, 2010. Attached and marked collectively as **Exhibit "A"** to this affidavit are true copies of the

accounts rendered to the LP Entities for the period of June 1, 2010 to July 15, 2010 (redacted for confidential information), in the total amount of \$1,029,916.40, including disbursements, Goods and Services Tax ("GST") and Harmonized Sales Tax ("HST"), as of July 1, 2010.

4. Attached hereto as **Exhibit "B"** is a schedule summarizing each invoice in Exhibit "A", the fees, disbursements, GST, HST and total fees charged for each invoice.

5. Attached hereto as **Exhibit "C"** is a schedule summarizing the billing rates and total amounts billed with respect to each member of FTI that rendered services in the CCAA Proceedings from June 1, 2010 to July 15, 2010.

6. To the best of my knowledge, the rates charged by FTI throughout the course of the CCAA Proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

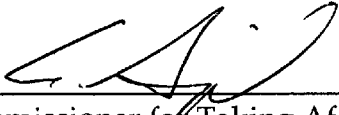
7. The hours spent on this matter involved monitoring the LP Entities and dealing with a number of CCAA issues (as more particularly described in the Monitor's reports) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.

8. Additional professional time will be required to complete the CCAA Proceedings.

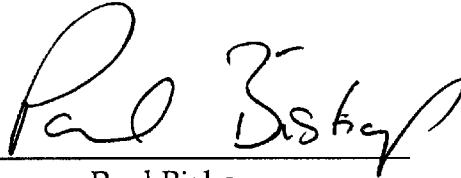
9. FTI requests that the Court approve its accounts for the period of June 1, 2010 to July 15, 2010 for fees in the amount of \$829,701.50, disbursements of \$130,621.47, GST of \$34,530.34 and HST of \$35,063.09.

10. This Affidavit is sworn in support of a motion for the approval of the fees and disbursements and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario on July 22, 2010.



Commissioner for Taking Affidavits




Paul Bishop

Aaron Frederick Sigal, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.

Aaron Frederick Sigal, a
Commissioner etc., Province of Ontario,
while a student-at-law.
Expires April 12, 2013.

**THIS IS EXHIBIT "A" TO
THE AFFIDAVIT OF
PAUL BISHOP
SWORN JULY 22, 2010**



Commissioner for Taking Affidavits



Mr. Doug Lamb
 Canwest Limited Partnership
 1450 Don Mills Road
 Don Mills, ON M3B 2X7

Invoice # 7237756
 FTI Matter # 012660.0008
 GST # 835718024RT0001

Professional	Standard		
	Hours	Rates	Amount
Paul Bishop	87.40	805	70,357.00
Steven Bissell	85.00	680	57,800.00
Jodi Porepa	75.80	550	41,690.00
Pamela Luthra	22.40	500	11,200.00
Lara Nemerov	5.20	355	1,846.00
Colleen McCaughan	92.00	355	32,660.00
Patrick Leimkuehler	85.80	355	30,459.00
Ana Arevalo	1.80	110	198.00
Golnaz Haghiri	2.00	100	200.00
Total Hours and Fees	457.40		\$ 246,410.00
Expenses			
Airfare			\$ 2,971.27
Lodging			1,573.31
Meals – Incurred in Office			-
Meals – Out of Office			495.52
Taxi			195.38
Mileage			-
Parking			-
Auto Rental			-
Purchased Services (advertising of CCAA process)			33,354.00
Miscellaneous Expenses			14.20
Total Expenses			\$ 38,603.68
Total Fees and Expenses			\$ 285,013.68
5% GST #835718024RT0001			14,250.68
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 299,264.36

REMITTANCE COPY – PLEASE WIRE TRANSFER TO:

Bank Name: Bank of Nova Scotia
 Scotia Plaza, 44 King Street West
 Toronto, ONT M5H 1H1

SWIFT Code: NOSCCATT
 Bank Number: 002

Beneficiary name: FTI Consulting Canada, Inc.
 Beneficiary Account Number: 476960861715
 GST #: 835718024RT0001

Please Reference Matter # 012660.0008 and invoice # 7237756 in your remittance.

Canwest Limited Partnership
012660.0008 - June 13, 2010
Invoice # 7237756

Date	TK#	Name	Hours	Amount	Narrative
06/01/10	14856	Steven Bissell	7.00	\$ 4,760.00	Review of draft Monitor's Eighth report and comment on same. Review and comment on Letter of Instruction to Affected Creditors that may receive distributions in shares. Review of outstanding items of P. Luthra and planning for transition of same.
06/01/10	14888	Pamela Luthra	8.20	\$ 4,100.00	Claims administration.
06/01/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED]
06/01/10	14648	Patrick Leimkuehler	8.80	\$ 3,124.00	D&O Certificate work.
06/01/10	14637	Lara Nemerov	0.20	\$ 71.00	Claim updates.
06/01/10	14637	Lara Nemerov	0.50	\$ 177.50	Supporting document attachment error.
06/01/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED]
06/01/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, update claims database system for Letters of Disallowance sent out to creditors. Track all late claims received and begin to create letters of disallowance for all late claims filed.
06/01/10	14638	Colleen McCaughan	3.00	\$ 1,065.00	Complete Letters of Disallowance and send to all creditors who filed late claims.
06/01/10	14800	Paul Bishop	8.40	\$ 6,762.00	Call regarding OTRA, follow up calls and emails with CMI CRA, review of claims disallowances, conference call with Oslers and Stikemans regarding same, call with Stikemans regarding OSB, call with Stikemans regarding costs of AHC deal, calls with Oslers regarding same, call with Oslers.
06/02/10	14800	Paul Bishop	9.90	\$ 7,969.50	Call with Stikemans regarding claims, specifically [REDACTED] and [REDACTED] and [REDACTED] review of communication to [REDACTED] prepared by Stikemans. Read and review plan Letter of Instruction, read review and comment on Monitor's Report, read and review Omnibus agreement.
06/02/10	14638	Colleen McCaughan	10.00	\$ 3,550.00	Letters of Disallowance updated in claims database, hotline emails, update claims database for information received from claimants, discuss logistics of Creditors' Meeting, begin to create outline of information needed for tracking of proxy and cash election forms.
06/02/10	14637	Lara Nemerov	1.00	\$ 355.00	Add revised amount to variance report.
06/02/10	14637	Lara Nemerov	0.50	\$ 177.50	Discussion regarding possible changes to claims site.
06/02/10	14648	Patrick Leimkuehler	10.00	\$ 3,550.00	System updates, Notices of Disallowance and Revisions
06/02/10	14888	Pamela Luthra	8.10	\$ 4,050.00	Claims administration.
06/02/10	15273	Ana Arevalo	1.30	\$ 143.00	Preparing and finalizing invoice for period ending May 31, 2010. Preparing and finalizing Stikemans regarding CLP invoice for period ending May 14, 2010.
06/02/10	14856	Steven Bissell	9.80	\$ 6,864.00	Review of draft Monitor's report and comments on same. Email correspondence with LP Employees [REDACTED]. Review and comments on June 3rd, pre- and post-filing check runs. Review of Affected Creditors' claims summary. Discussions and call regarding retention payments

Canwest Limited Partnership
012660.0008 - June 13, 2010
Invoice # 7237756

Date	TK#	Name	Hours	Amount	Narrative
06/03/10	14856	Steven Bissell	12.80	\$ 8,704.00	Review and comments on the Eighth Report of the Monitor. Review of final CCAA Plan regarding distribution mechanics and timing. Review of draft instruction letter to be sent to Affected Creditors who may receive share distributions. Update call with Senior Management.
06/03/10	14888	Pamela Luthra	6.10	\$ 3,050.00	Claims administration.
06/03/10	14648	Patrick Leimkuehler	11.50	\$ 4,082.50	Claims summary, D&O Certificate, participate in internal meetings.
06/03/10	14838	Colleen McCaughan	11.50	\$ 4,082.50	internal update meeting, send notice of Eighth Monitor's report to all claimants, respond to hotline emails, print proxy forms received to date.
06/03/10	14800	Paul Bishop	8.70	\$ 7,003.50	Review [REDACTED] call with Stikemans D.Lamb regarding shared services and payment of post filing liabilities. Weekly update call with K. Bent, A&M, and DS.
06/04/10	14800	Paul Bishop	8.60	\$ 6,923.00	Conference calls with Stikemans and Oslers regarding withholding issues, follow up call with Stikemans regarding same, further conference call with Stikemans, Oslers & Davies [REDACTED]. Call with Stikemans and Goodmans regarding Mezz and potential removal of same. Review of claim register.
06/04/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time from Toronto, [REDACTED].
06/04/10	14638	Colleen McCaughan	5.00	\$ 1,775.00	Posting to website, respond to hotline emails, begin to enter employee claims received.
06/04/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time from Toronto, [REDACTED].
06/04/10	14648	Patrick Leimkuehler	5.00	\$ 1,775.00	System updates, Creditors' Meeting work.
06/04/10	15532	Jodi Porepa	8.60	\$ 4,730.00	Read through legal materials. Follow up discussions with FTI. Start to draft Claims Register reports.
06/04/10	14856	Steven Bissell	7.00	\$ 4,760.00	Internal discussions regarding claims process and preparation for Creditors' Meeting on June 10th. Follow-up internal discussions regarding the same. Participation on conference call with Stikemans and Oslers regarding changes to the CCAA Plan.
06/05/10	14800	Paul Bishop	1.60	\$ 1,288.00	Consideration of revised structure and assessment of claims impact.
06/06/10	14800	Paul Bishop	1.80	\$ 1,449.00	Claims assessment and review of documents regarding litigation claims.
06/06/10	14638	Colleen McCaughan	7.00	\$ 2,485.00	Enter all employee claims received on 6/3/10.
06/06/10	15532	Jodi Porepa	1.50	\$ 825.00	Read through legal documentation.
06/06/10	14648	Patrick Leimkuehler	5.00	\$ 1,775.00	Continue to enter all employee claims received on 6/3/10.
06/07/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED].
06/07/10	14638	Colleen McCaughan	12.00	\$ 4,260.00	Print proxy forms, Canadian Residency and Cash Election forms, update claims database for late claims received, posting to website, respond to hotline emails. Begin to track all forms received for Creditors' Meeting.

Canwest Limited Partnership
012660.0008 - June 13, 2010
Invoice # 7237756

Date	TK#	Name	Hours	Amount	Narrative
06/07/10	15532	Jodi Porepa	14.00	\$ 7,700.00	Claims Register preparation. Review of legal documentation. Discussions with FTI staff. Review claim details with FTI staff. Conference call with Stikemans. Conference call with Osiers. Review and preparation of material for Monitor's Tenth Court Report.
06/07/10	14856	Steven Bissell	13.50	\$ 9,180.00	Review and comment on pre- and post-filing check runs. Internal discussions regarding claims register and preparation for Meeting of Creditors. Preparation and coordination of notices in papers regarding [REDACTED] settlement hearing.
06/07/10	14800	Paul Bishop	6.60	\$ 5,313.00	Calls and emails regarding change in AHC plan, review of financial terms and changes, impact on unsecured creditors, review of claims summaries, review of letters of instruction, review of employee claims, calls with Goodmans regarding AHC, call with Stikemans regarding same.
06/07/10	14648	Patrick Leimkuehler	12.50	\$ 4,437.50	Complete update of the system, return hotline calls, revise claims summary, enter Notices of Dispute received.
06/07/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED] ([REDACTED]).
06/07/10	14637	Lara Nemerov	1.00	\$ 355.00	Correction of multiple [REDACTED] application.
06/08/10	14637	Lara Nemerov	1.00	\$ 355.00	Assistance to P. Leimkuehler. Explaining columns in variance report. Explaining use of website.
06/08/10	14637	Lara Nemerov	0.50	\$ 177.50	Explanation of how to download reports correctly from website to application users.
06/08/10	14648	Patrick Leimkuehler	11.50	\$ 4,082.50	Talled proxies, cash election, and Canadian declarations, update system, complete other Creditors' Meeting work.
06/08/10	14800	Paul Bishop	8.80	\$ 7,084.00	Claims update, review of employee and other claims, read and review commitment letter, teleconference with JS regarding same, multiple calls with Osiers and Stikemans regarding amendment to plan, conference call with company, CRA, Stikemans and RBC regarding change to AHC plan.
06/08/10	15273	Ana Arevalo	0.50	\$ 55.00	Process Stikeman invoice to be added to FTI WIP.
06/08/10	14638	Colleen McCaughan	11.50	\$ 4,082.50	Respond to hotline emails, prepare notice of adjournment list, begin to create list of all master ballots received and reconcile to master list of noteholders, work on master claim database file.
06/08/10	14856	Steven Bissell	1.00	\$ 680.00	Review and respond to emails, reading and research
06/08/10	15532	Jodi Porepa	13.20	\$ 7,260.00	Review Master Ballots received. Prepare claims register. Review Amended claims register and other amended documents.
06/09/10	15532	Jodi Porepa	13.00	\$ 7,150.00	Claims Register preparation.
06/09/10	14856	Steven Bissell	1.00	\$ 680.00	Review and respond to emails, reading and research
06/09/10	14856	Steven Bissell	7.30	\$ 4,964.00	Preparation and edits to Notice of Adjournment to Affected Creditors. Preparing and coordinating posting updates to Monitor's website. Call with Stikemans and FTI regarding withholding tax issues and CRA. Preparation and presentation of recovery analysis.

Canwest Limited Partnership
012660.0008 - June 13, 2010
Invoice # 7237756

Date	TK#	Name	Hours	Amount	Narrative
06/09/10	14638	Colleen McCaughan	9.50	\$ 3,372.50	Send out Notice of Adjournment of Creditors' Meeting to all affected creditors, postings to website, complete list of master ballots reconciled to list of noteholders, respond to hotline emails, work on master claims database file.
06/09/10	14800	Paul Bishop	9.20	\$ 7,406.00	Review and provide comments on report, call with MW regarding adjournment, calls with Stikemans regarding adjournment notice, review of first release regarding adjournment, review and comment on voting letter, review word language regarding effect of revised AHC plan.
06/09/10	14648	Patrick Leimkuehler	10.00	\$ 3,550.00	Proxy work, variance analysis, disputes of revision.
06/09/10	14637	Lara Nemerov	0.50	\$ 177.50	Resolving several reporting issues.
06/10/10	14648	Patrick Leimkuehler	5.50	\$ 1,952.50	Creditors' Meeting work.
06/10/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED].
06/10/10	15768	Golnaz Haghiri	2.00	\$ 200.00	General administrative duties.
06/10/10	14800	Paul Bishop	8.70	\$ 7,003.50	Phone call with JS regarding press release, review of Creditors' Meeting agenda, conference call with Stikemans, Oslers and Davies regarding changes to Plan, review and comment on multiple version of press release, review revised CCAA Plan, review commitment letter.
06/10/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED].
06/10/10	14638	Colleen McCaughan	5.00	\$ 1,775.00	Review and respond to hotline emails, prepare for Creditors' Meeting.
06/10/10	14856	Steven Bissell	9.30	\$ 6,324.00	Review and comment on External Legal Counsel letter prepared by Osler. Review and comment on claims register in preparation for Creditors' Meeting. Discussions with A. Managire regarding information requests for external auditors related to claims process.
06/10/10	14856	Steven Bissell	2.30	\$ 1,564.00	Review and respond to emails, [REDACTED].
06/10/10	15532	Jodi Porepa	11.70	\$ 6,435.00	Claims Register preparation.
06/11/10	15532	Jodi Porepa	8.00	\$ 4,400.00	Claims Register preparation. Review of legal documents. Discussions with Stikemans Discussions with Oslers and Stikemans regarding disputed claims.
06/11/10	14856	Steven Bissell	7.00	\$ 4,760.00	Review and comments on LP Entities cash flow reforecast. Calls with B. Toombs regarding same. Discussions with creditors filing a late claim. Call with S. Poysa and N. Ramahlo with legal counsel for [REDACTED] regarding status of their employee-related claim
06/11/10	14856	Steven Bissell	1.00	\$ 680.00	Review and respond to emails, reading and research.
06/11/10	14638	Colleen McCaughan	2.00	\$ 710.00	Review and respond to hotline emails, prepare variance analysis for Monitors' Report.
06/11/10	14800	Paul Bishop	8.20	\$ 6,601.00	Review draft of Monitor's Tenth Report, review submissions to Revcan regarding Employee withholdings, conference call with Oslers and Stikemans regarding revcan issues, execute letter regarding withholdings, call with Stikemans regarding same, review of all material for meeting.

Canwest Limited Partnership
 012660.0008 - June 13, 2010
 Invoice # 7237756

Date	TK#	Name	Hours	Amount	Narrative
06/12/10	14800	Paul Bishop	3.60	\$ 2,898.00	Review material regarding [REDACTED] claim, review and comment on report, review and comment on affidavit, review board documents, provide document to board regarding Plan amendments.
06/12/10	15532	Jodi Porepa	1.30	\$ 715.00	Review court report. Review script.
08/13/10	15532	Jodi Porepa	4.50	\$ 2,475.00	Finalization of claims register. Review of specific disputed claims. Review of scrutineer reports.
06/13/10	14800	Paul Bishop	3.30	\$ 2,656.50	Call with M. Wasseman regarding Creditors' Meeting, review of scrutineers report, review of company speaking notes, review of agenda and familiarize with chairman's script, review and approve proposal regarding claim review draft Sanction Order and Vesting Order.
06/13/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED].
06/13/10	14856	Steven Bissell	6.00	\$ 4,080.00	LP Entities cash flow reforecast including reconciliation of positive variance in operating receipts. Review of CF model and suggested changes to B. Toombs. Review of Claims Register prepared by J. Porepa.
GRAND TOTAL			457.40	\$ 246,410.00	





Mr. Doug Lamb
Canwest Limited Partnership
1450 Don Mills Road
Don Mills, ON M3B 2X7

Invoice # 7239690
FTI Matter # 012660.0008
GST # 835718024RT0001

Professional	Hours	Standard Rates	Amount
Paul Bishop	106.00	805	85,330.00
Steven Bissell	83.30	680	56,644.00
Jodi Porepa	143.50	550	78,925.00
Pamela Luthra	53.90	500	26,950.00
Colleen McCaughan	105.00	355	37,275.00
Patrick Leimkuehler	105.50	355	37,452.50
Ivan Gonzalez	12.20	290	3,538.00
Ana Arevalo	7.40	110	814.00
Golnaz Haghiri	10.00	100	1,000.00
Total Hours and Fees	626.80		\$ 327,928.50
Expenses			
Airfare			\$ 13,452.84
Lodging			4,960.55
Meals – Incurred in Office			79.65
Meals – Out of Office			2,609.95
Taxi			1,358.72
Mileage			-
Parking			-
Auto Rental			-
Purchased Services (advertising of CCAA process)			53,254.89
Miscellaneous Expenses			1,948.09
Total Expenses			\$ 77,664.69
Total Fees and Expenses			\$ 405,593.19
5% GST #835718024RT0001			20,279.66
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 425,872.85

REMITTANCE COPY – PLEASE WIRE TRANSFER TO:

Bank Name: Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
SWIFT Code: NOSCCATT
Bank Number: 002
Beneficiary name: FTI Consulting Canada, Inc.
Beneficiary Account Number: 476960861715
GST #: 835718024RT0001

Please Reference Matter # 012660.0008 and invoice # 7239690 in your remittance.

Canwest Limited Partnership
012660.0008 - June 30, 2010
Invoice # 7239690

Date	TK#	Name	Hours	Amount	Narrative
06/07/10	4732	Ivan Gonzalez	2.00	\$ 580.00	Requestor: C. McCaughan Task: Added 1 documents to LP website for Responding Motion Record of the Applicants (Motion by Gluskin Sheff). Requestor: C. McCaughan Task: Added 1 documents to LP website for Motion Record of the Applicants re: Approval.
06/08/10	4732	Ivan Gonzalez	0.30	\$ 87.00	Requestor: C. McCaughan Task: Added 1 document to Court Orders section of LP website.
06/08/10	4732	Ivan Gonzalez	1.00	\$ 290.00	Requestor: S. Bissell Task: Created new section on LP website called [REDACTED] Documents. Added 1 documents to [REDACTED] Documents. Updated Schedule A Notice of request with newer version.
06/09/10	4732	Ivan Gonzalez	0.30	\$ 87.00	Requestor: C. McCaughan Task: Added 1 documents to Court Orders section of LP website.
06/09/10	4732	Ivan Gonzalez	1.00	\$ 290.00	Requestor: J. Porepa Task: Updated home page to provide information about rescheduling of Creditor's meeting. Updates Status section with information about rescheduling of Creditor's meeting. Added 1 document to Creditor's Meeting section.
06/10/10	4732	Ivan Gonzalez	1.20	\$ 348.00	Requestor: S. Bissell Task: Posted 1 documents to Creditor's Meeting section. Posted Supplement to 9th report of the monitor.
06/14/10	14800	Paul Bishop	6.80	\$ 5,474.00	Creditors' Meeting and preparation for same, finalization of script, final tally and scrutiny of proxies and claims, review of memo to employees, comment on same, conference call with Stikemans and Oslers regarding Sanction Order, review of fee affidavit.
06/14/10	14856	Steven Bissell	7.80	\$ 5,304.00	Review and comments regarding the Tenth Report of the Monitor. Internal team meeting before Creditors' Meeting. Attendance at Creditors' Meeting. Follow up regarding professional fees of legal counsel to 9.25% Notes Trustee.
06/14/10	15532	Jodi Porepa	15.00	\$ 8,250.00	Preparation for Creditors' Meeting. Attendance at Creditors' Meeting. Review report. Draft Scrutineer Reports. Internal discussions with FTI team. Conference calls with Stikemans and Oslers.
06/14/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED].
06/14/10	14638	Colleen McCaughan	10.00	\$ 3,550.00	Prepare for and participate in Creditors' Meeting, review and respond to hotline emails, gather information to be included in the Ninth Report to the Monitor, update master claims database for new fields to be included.
06/15/10	14638	Colleen McCaughan	9.00	\$ 3,195.00	Begin to enter all information on all claims that have been disallowed or revised into the master claims database, review and print all Letters of Instruction received to date, review and respond to hotline emails, continue to update master claims database.
06/15/10	14648	Patrick Leimkuehler	9.00	\$ 3,195.00	Review and enter all employee claims received.
06/15/10	15532	Jodi Porepa	12.20	\$ 6,710.00	Claims analysis. Review of restructuring claims. Conference call with Oslers and Stikemans regarding restructuring claims.
06/15/10	14856	Steven Bissell	6.00	\$ 4,080.00	Internal discussions regarding claims register. Review of issues with respect to Employee claims filed by Rep Counsel. Review of motion materials for Court hearings on June 16th. Review of [REDACTED] motion materials. Update call with Oslers and FTI.

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Date	TK#	Name	Hours	Amount	Narrative
06/15/10	14800	Paul Bishop	8.20	\$ 6,601.00	Administrative Reserve, review of items to be included therein, taxes, payroll and deductions, MIP, [REDACTED] and [REDACTED] travel to client, meet with client, G. Colter, A&M regarding weekly update, follow up with McMillan regarding GST, review of material filed by ProQuest.
06/15/10	4732	Ivan Gonzalez	0.50	\$ 145.00	Requestor: C. McCaughan Task: Added [REDACTED] document to LP website for Motion by Gluskin Sheff Regarding Stay of Proceedings.
06/15/10	4732	Ivan Gonzalez	1.00	\$ 290.00	Requestor: C. McCaughan Task: Added [REDACTED] document to LP website for Joint Factum of the CMI Entities and the LP Entities (date should be June 14, 2010).
06/15/10	4732	Ivan Gonzalez	1.30	\$ 377.00	Requestor: C. McCaughan Task: Added [REDACTED] document to LP website for Motion Record re: Sanction Order and Vesting Order, returnable June 18, 2010.
06/15/10	15273	Ana Aravalo	1.40	\$ 154.00	Preparing draft invoice for period ending June 13, 2010. Preparing draft invoices for Stikeman regarding CMI invoice for period ending May 29, 2010.
06/16/10	4732	Ivan Gonzalez	0.80	\$ 232.00	Requestor: C. McCaughan Task: Added [REDACTED] document to LP website for Motion Record of ProQuest InformationRequestor: C. McCaughan Task: Added [REDACTED] document to LP website for Responding Motion Record of the Applicants (Re Proquest Motion).
06/16/10	4732	Ivan Gonzalez	0.50	\$ 145.00	Requestor: C. McCaughan Task: Added [REDACTED] document to LP website for 10th report of the Monitor.
06/16/10	14800	Paul Bishop	8.60	\$ 6,923.00	Attend court for Gluskin Sheff matter and regarding class action issues, call with K. Bent regarding employee matter, read and review letters submitted regarding Quebec claim, discussion with Stikemans regarding Quebec claim, call with Oslers regarding section [REDACTED], call with Stikemans regarding section [REDACTED].
06/16/10	14856	Steven Bissell	7.50	\$ 5,100.00	Email to L. McLeod and D. Lamb regarding analysis underlying the Administrative Reserve. Discussions with Senior Management of the Edmonton Journal regarding critical suppliers in distribution network. Internal calls with L. McLeod regarding claims and critical suppliers.
06/16/10	15532	Jodi Porepa	12.50	\$ 6,875.00	Claims analysis. Review of restructuring claims. Conference call with Oslers and Stikemans regarding restructuring claims.
06/16/10	14648	Patrick Leimkuehler	10.00	\$ 3,550.00	Review and enter all Employee claims received, log all Letters of Instruction received.
06/16/10	14638	Colleen McCaughan	12.00	\$ 4,260.00	Continue to enter all information on claims disallowances and revisions sent to date, as well as all disputes received into the master claims database, posting to website, send all employee claims received to Counsel, update master claims database, review and respond to hotline emails.
06/17/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED].
06/17/10	14638	Colleen McCaughan	5.00	\$ 1,775.00	Review and respond to hotline emails, update master claims database, update summary of number and amount of claims per J. Porepa's request, posting to website, enter all claims disputes received to date into master claims database.
06/17/10	14648	Patrick Leimkuehler	10.50	\$ 3,727.50	Log all Notices of Dispute received and upload into system, employee claims analysis, identify claim duplicates in system

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Date	TK#	Name	Hours	Amount	Narrative
06/17/10	15532	Jodi Porepa	12.40	\$ 6,820.00	Claims analysis. Review of claims register. Review of claims to be disallowed. Conference calls with Oslers and Stikemans regarding employee claims.
06/17/10	14856	Steven Bissell	8.50	\$ 5,780.00	Review of Affected Creditor claims and preparation of strategy to resolve same. [REDACTED] Review of Senior Lender holdings as of Senior Lender Claims Bar date for [REDACTED]
06/17/10	14800	Paul Bishop	8.70	\$ 7,003.50	Review of employee claims, review of litigation claims, conference call with Stikemans and Oslers regarding Sanction Order changes, review of same, review of further amendments to order, review of withholding issue, claims review, disallowance review, dispute review.
06/17/10	4732	Ivan Gonzalez	0.50	\$ 145.00	Requestor: C. McCaughan Task: Added [REDACTED] report of the Monitor to LP website Reports section.
06/17/10	4732	Ivan Gonzalez	1.00	\$ 290.00	Requestor: C. McCaughan Task: Added [REDACTED] documents to the Factum of the Applicants (Motion for Sanction of the Amended AHC Plan) section of the LP website.
06/17/10	15273	Ana Arevalo	1.00	\$ 110.00	Finalizing invoice for period ending June 13, 2010. Finalizing Stikemans regarding CLP invoice for period ending May 29, 2010.
06/18/10	15273	Ana Arevalo	2.00	\$ 220.00	Several administrative matters.
06/18/10	15768	Golnaz Haghini	2.00	\$ 200.00	Filing and administrative duties.
06/18/10	14800	Paul Bishop	7.70	\$ 6,198.50	Attendance in court and preparation for same, continued claims and disputes review, call with K. Bent regarding employee matters, multiple emails, review of liabilities to be included in Administrative Reserve.
06/18/10	14856	Steven Bissell	5.00	\$ 3,400.00	Preparation of Senior Lender information [REDACTED] Review and reconciliation of Canadian Affected Creditors claims. Review of Court order regarding Glusken Sheff. Review and analysis of Restructuring claims.
06/18/10	15532	Jodi Porepa	11.00	\$ 6,050.00	Claims analysis. Review of claims register. Review of claims to be disallowed. Conference calls with Oslers and Stikemans regarding employee claims. Conference call with Rep counsel regarding claims. Preparation of wording for Notices of Disallowance.
06/18/10	14648	Patrick Leimkuehler	6.00	\$ 2,130.00	Late and amended claims analysis. Notice of disallowance preparation
06/18/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED]
06/18/10	14638	Colleen McCaughan	2.00	\$ 710.00	Review and respond to hotline emails.
06/19/10	15532	Jodi Porepa	3.00	\$ 1,650.00	Claims analysis. Review of claims register.
06/20/10	15532	Jodi Porepa	1.90	\$ 1,045.00	Claims analysis. Review of claims register.
06/21/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, review and send out Notices of Disallowance or Revision to late and employee claims, make offline revisions to master claims database.

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Date	TK#	Name	Hours	Amount	Narrative
06/21/10	14856	Steven Bissell	6.80	\$ 4,624.00	Review and comments of pre- and post-filing disbursements. Review and preparation of Notices of Disallowance of Restructuring Claims. Weekly update conference call with Stikemans.
06/21/10	15273	Ana Arevalo	3.00	\$ 330.00	Preparing Notice of Disallowance or Revision mail merge for employees and creditors.
06/21/10	15532	Jodi Porepa	11.80	\$ 6,490.00	Preparation of Notices of Disallowance. Calls with Stikemans regarding Notices.
06/21/10	14800	Paul Bishop	6.60	\$ 5,313.00	Claims resolution, Administrative Reserve items, review and calculation, review of closing agenda items, review of MIP and MIP amounts, review of GM issue, call with K. Bent regarding GM, call with Stikemans regarding same issues.
06/21/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	Review and send out Notices of Disallowance to all employees.
06/21/10	4732	Ivan Gonzalez	0.80	\$ 232.00	Requestor: C. McCaughan Task: Added document to LP website in the Court Orders section.
06/22/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificates, respond to hotline calls.
06/22/10	14800	Paul Bishop	9.20	\$ 7,406.00	CRA withholding tax matter, review of letter proposal, further review of employee matter, call with Stikemans to discuss same, meet with Stikemans to review closing agenda, closing costs, Administrative Reserve tax and other matters, call with MW regarding employee matter.
06/22/10	15532	Jodi Porepa	8.00	\$ 4,400.00	Meeting with Stikemans regarding administrative reserve. Review Claims Register.
06/22/10	14888	Pamela Luthra	7.60	\$ 3,800.00	D&O Certificates, claims process.
06/22/10	14856	Steven Bissell	4.80	\$ 3,264.00	Review of post-filing disbursements. Email correspondence with legal counsel and Senior Management. Analysis and preparation of estimate of Administrative Reserve amount. Meeting with Stikemans regarding Administrative Reserve, withholding taxes, CRA issue.
06/22/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Send out Notices of Disallowance and update master claims database for same, review and respond to hotline emails and calls.
06/23/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Respond to hotline calls, review and respond to hotline emails, internal call to discuss best process for certain claims received, update master claims database for new information on claims received.
06/23/10	14856	Steven Bissell	6.80	\$ 4,624.00	Review and comments on pre- and post-filing disbursements. Email correspondence regarding notes to financial statements related to claims process, and Glusken Sheff status within the LP Claims Process. Analysis and preparation of Administrative Reserve amount.
06/23/10	14888	Pamela Luthra	8.10	\$ 4,050.00	Monitor's hotline, claims process, procedure performed on D&O certificates.
06/23/10	15532	Jodi Porepa	8.10	\$ 4,455.00	Review specific disputed claims. Respond to enquiries. Review claims register
06/23/10	14800	Paul Bishop	9.70	\$ 7,808.50	Conference call with company CRA and A&M, Administrative Reserve, claims review, estimation of Administrative Reserve, review of Administrative Order.
06/23/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificate, respond to hotline calls.

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Date	TK#	Name	Hours	Amount	Narrative
06/24/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificate, respond to hotline calls.
06/24/10	14800	Paul Bishop	6.90	\$ 5,554.50	Claims analysis, review [REDACTED], conference call with Stikemans regarding claims, in particular [REDACTED], discussion with Stikemans regarding Administrative Reserve, review of Administrative Reserve Order.
06/24/10	15532	Jodi Porepa	9.00	\$ 4,950.00	Review specific disputed claims. Respond to enquiries. Review claims register. Conference call regarding claims in dispute.
06/24/10	14888	Pamela Luthra	8.30	\$ 4,150.00	Monitor's hotline, claims process, procedure performed on D&O certificates.
06/24/10	14856	Steven Bissell	5.80	\$ 3,944.00	Review and comment on extended cash flow model for reporting under the LP Support Agreement. Conference call with Davies and Stikemans regarding closing agenda. Review of materials and correspondence related to Montreal Gazette claims and discussions with Stikemans.
06/24/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Respond to hotline calls, review and respond to hotline emails, update master claims database for all new information received on claims.
06/25/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, update system for new claimant documents received, update list of Letters of Instruction received, update master claims database for new claimant documents received.
06/25/10	14888	Pamela Luthra	7.80	\$ 3,900.00	Monitor's hotline, claims process, procedure performed on D&O certificates.
06/25/10	15532	Jodi Porepa	7.50	\$ 4,125.00	Review of updated register. Discussions with FTI team regarding updated register. Review of Amended Plan.
06/25/10	14800	Paul Bishop	3.70	\$ 2,978.50	Claims, review of [REDACTED] documents.
06/25/10	15768	Golnaz Haghiri	3.00	\$ 300.00	Respond to hotline calls.
06/25/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificate, respond to hotline calls.
06/26/10	14800	Paul Bishop	1.80	\$ 1,449.00	Claims and Administrative Order review.
06/27/10	14800	Paul Bishop	1.20	\$ 966.00	Review of schedules to sanction, review of Administrative Reserve drafts.
06/27/10	15532	Jodi Porepa	1.50	\$ 825.00	Review Amended Plan. Discussions with FTI team regarding specific disputed claims. Respond to Company enquiries regarding disputed claims
06/28/10	14800	Paul Bishop	8.40	\$ 6,762.00	Claims disallowances, telephone call with Stikemans regarding [REDACTED], Administrative Reserve and Order, review of MIP orders to address points raised by DL, conference call with Stikemans and Oslers regarding Administrative Reserve Order, review of DL affidavits, review of closing costs.
06/28/10	14856	Steven Bissell	7.80	\$ 5,304.00	Review and comment regarding Administrative Reserve Order. Internal discussions regarding claims process. Analysis of closing costs and forecast cash at closing. New Monitor bank accounts for Administrative Reserve and Unsecured Creditors' Cash Pool. Update call with Stikemans.
06/28/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED]

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Date	TK#	Name	Hours	Amount	Narrative
06/28/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Track and enter all notices of disputes received, review and respond to hotline emails, identify all late claims.
06/28/10	14888	Pamela Luthra	8.20	\$ 4,100.00	D&O certificate procedures, internal meeting to discuss deliverables, status call with Stikemans and FTI, review of amended plan.
06/28/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel time [REDACTED].
06/28/10	14648	Patrick Leimkuehler	7.50	\$ 2,662.50	D&O Certificate, Notices of Dispute.
06/28/10	15532	Jodi Porepa	9.00	\$ 4,950.00	Review Amended Claims Register. Respond to Company enquiries. Discussions to reconciled disputed claims with Company. Discussions regarding disputed claims and late claims.
06/29/10	15532	Jodi Porepa	10.20	\$ 5,610.00	Update claims register. Status update on claims process. Identify and follow up on late claims.
06/29/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificate, Notices of Dispute.
06/29/10	14888	Pamela Luthra	7.80	\$ 3,900.00	Review of MIP agreements, call regarding Order with Stikemans and FTI, review of pro forma financial statements, D&O certificate procedures.
06/29/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, track and enter all employee disputes received, update claims system for all employee disputes received.
06/29/10	14856	Steven Bissell	8.50	\$ 5,780.00	Communication with professional legal, financial and other advisory firms regarding submitting invoices prior to planned closing date. Review and comment on the Administrative Reserve Order. Review of contracts to be force assigned to Purchaser.
06/29/10	15768	Golnaz Haghiri	3.00	\$ 300.00	Filing of claims and other claimant documents received.
06/29/10	14800	Paul Bishop	9.30	\$ 7,486.50	Call with Stikemans regarding Administrative Reserve Order and employee liability issues, conference call with K. Bent, G. Colter, A&M regarding weekly update, conference call with Stikemans, Osiers regarding Administrative Reserve Order, read and review standards regarding assignments, review of lease assignment information.
06/30/10	14800	Paul Bishop	6.60	\$ 5,313.00	Review of closing agenda, conference call regarding closing agenda, action items, claims disallowances and summaries, Administrative Reserve, commence report draft, review of lease summaries regarding forced assignments, review of pro formas.
06/30/10	15768	Golnaz Haghiri	2.00	\$ 200.00	General administrative duties.
06/30/10	14856	Steven Bissell	8.00	\$ 5,440.00	Email correspondence regarding pre-filing payments. Review of Administrative Reserve served on 6/29. Review and diligence of real property leases to be force assigned to the Purchaser. Review and analysis of estimated cash on hand and costs at closing.
06/30/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Upload claimant documents to claims website, including all employee disputes received, review and respond to hotline emails, identify late claims filed, update master claims database for new information received.
06/30/10	14800	Paul Bishop	2.60	\$ 2,093.00	Calls with Stikemans regarding Osiers [REDACTED], further call with Stikemans regarding [REDACTED], read and review draft report, provide comments thereon amend tables regarding claims.

Canwest Limited Partnership
012660.0008 - June 30, 2010
Invoice # 7239690

Date	TK#	Name	Hours	Amount	Narrative
06/30/10	14888	Pamela Luthra	6.90	\$ 3,450.00	Review of pro forma financial statements, D&O certificate procedures.
06/30/10	14888	Pamela Luthra	-0.80	\$ (400.00)	Review of pro forma financial statements, D&O certificate procedures.
06/30/10	14648	Patrick Leimkuehler	10.00	\$ 3,550.00	D&O Certificate, Notices of Dispute.
06/30/10	15532	Jodi Porepa	10.40	\$ 5,720.00	Review court report. Update Appendix for court report. Update master register for late claims accepted into process. Discussions with Stikemans regarding status of claims process items. Review claims register.
GRAND TOTAL			626.80	\$ 327,928.50	



Mr. Doug Lamb
Canwest Limited Partnership
1450 Don Mills Road
Don Mills, ON M3B 2X7

Invoice # 7239814
FTI Matter # 012660.0008
HST # 835718024RT0001

Professional	Hours	Standard Rates	Amount
Paul Bishop	92.90	805	74,784.50
Steven Bissell	61.70	680	41,956.00
Jodi Porepa	90.90	550	49,995.00
Pamela Luthra	78.20	500	39,100.00
Colleen McCaughan	70.00	355	24,850.00
Patrick Leimkuehler	66.50	355	23,607.50
Ana Arevalo	2.00	110	220.00
Golnaz Haghiri	8.50	100	850.00
Total Hours and Fees	470.70		\$ 255,363.00
Expenses			
Airfare			\$ 6,627.48
Lodging			4,736.27
Meals – Incurred in Office			-
Meals – Out of Office			994.07
Taxi			693.38
Mileage			-
Parking			-
Auto Rental			-
Attenex Data Processing			-
Purchased Services (advertising of CCAA process)			-
Miscellaneous Expenses			1,301.90
Total Expenses			\$ 14,353.10
Total Fees and Expenses			\$ 269,716.10
13% HST #835718024RT0001			\$ 35,063.09
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 304,779.19

REMITTANCE COPY – PLEASE WIRE TRANSFER TO:

Bank Name: Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
SWIFT Code: NOSCCATT
Bank Number: 002
Beneficiary name: FTI Consulting Canada, Inc.
Beneficiary Account Number: 476960861715
HST #: 835718024RT0001

Please Reference Matter # 012660.0008 and Invoice # 7239814 in your remittance.

Canwest Limited Partnership
012660.0008 - July 15, 2010
Invoice # 7239814

Date	TK#	Name	Hours	Amount	Narrative
07/01/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel
07/01/10	14800	Paul Bishop	3.50	\$ 2,817.50	Finalise 12th report, correspondence from CRA requiring employee information, review of administrative reserve motion material and affidavit, review of emails regrading [REDACTED], review of GS leave to appeal
07/01/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED]
07/02/10	14638	Colleen McCaughan	3.00	\$ 1,065.00	Updated master claims database, review and respond to hotline emails, create claim reports per J. Porepa's request.
07/02/10	14856	Steven Bissell	4.30	\$ 2,924.00	Updates to the withholding tax estimate calculation regarding current and employee Affected Creditors. Participation on conference call regarding employee related matters related to the closing transaction. Email to CRA regarding withholding tax estimate.
07/02/10	14888	Pamela Luthra	6.60	\$ 3,300.00	D&O certificates, preparation of distributions model
07/02/10	15532	Jodi Porepa	5.00	\$ 2,750.00	Drafting summary and following up on status of claims. Finalizing tables for report.
07/02/10	14800	Paul Bishop	3.20	\$ 2,576.00	Conference call with Stikemans, Davies and Osiers regarding administrative reserve amounts, review of withholding tax calculations, review and amend order regarding same, review of Rep Counsel order amendment request and suggested language correspondence with Stikemans regarding same.
07/02/10	14648	Patrick Leimkuehler	4.00	\$ 1,420.00	Review of D&O certificates, Monitor's Call Log.
07/04/10	14800	Paul Bishop	0.90	\$ 724.50	Withholding tax review
07/05/10	15532	Jodi Porepa	9.30	\$ 5,115.00	Reviewing Notices of Dispute. Following up on disputed claims. Walking through claims that require reconciliation.
07/05/10	14888	Pamela Luthra	7.40	\$ 3,700.00	D&O certificates, reconciling disputed claims, preparation of the distribution model, billing.
07/05/10	14800	Paul Bishop	9.80	\$ 7,889.00	Conference call with Stikemans, Osiers and CRA regarding withholding and other issues, preparation for same, review and execute certificate of incumbency, review of comfort letters, further conference call with Stikemans and CRA regarding withholding and comfort letter.
07/05/10	14856	Steven Bissell	8.80	\$ 5,984.00	Review and comments on pre- and post-filing disbursements. Email correspondence regarding Administrative Reserve, Assignment of Contracts and Claims Process. Discussions with J. Porepa regarding claims register. Review and updates to Administrative Reserve.
07/06/10	14856	Steven Bissell	6.50	\$ 4,420.00	Review of Administrative Reserve Order and other preparation prior to Court appearance. Participation on conference call with Department of Justice, Stikemans and Osler regarding [REDACTED] Attendance in Court regarding Administrative Reserve.
07/06/10	14800	Paul Bishop	8.30	\$ 6,681.50	Negotiations regarding order and treatment of claims, attend court, closing agenda and flow of funds review and amend, conference call regarding same review of all monitors certificates, call with D. Lamb regarding closing fees, review calculation of same, call with Stikemans.
07/06/10	14888	Pamela Luthra	8.30	\$ 4,150.00	D&O certificates, follow up on claims to be withdrawn, preparation of the distributions model, reconciliation of disputed claims.
07/06/10	15532	Jodi Porepa	11.10	\$ 6,105.00	Finalizing register. Reviewing cash election amounts.
07/06/10	15273	Ana Arevalo	0.70	\$ 77.00	Finalizing invoice for period ending June 30, 2010.
07/06/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel
07/06/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	D&O Certificates
07/06/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED]
07/06/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, update claims system for correspondence and claim documents received, update master claims database, log Letters of Instruction received, post documents to LP website.
07/07/10	14638	Colleen McCaughan	9.00	\$ 3,195.00	Review and respond to hotline emails, log all withdrawal forms and late proof of claim forms received, review email account for all cash election forms received and confirm number.
07/07/10	14648	Patrick Leimkuehler	9.00	\$ 3,195.00	D&O Certificates; Notices of Disallowance

Canwest Limited Partnership
012660.0008 - July 15, 2010
Invoice # 7239814

Date	TK#	Name	Hours	Amount	Narrative
07/07/10	15768	Golnaz Haghiri	3.00	\$ 300.00	General Administrative duties
07/07/10	15532	Jodi Porepa	12.30	\$ 6,765.00	Finalizing register. Reviewing and finalizing cash election amounts. Internal discussions on distribution model.
07/07/10	14888	Pamela Luthra	11.40	\$ 5,700.00	Preparation of the distributions model, D&O certificates, administering the claims process, review of late claims
07/07/10	14800	Paul Bishop	9.30	\$ 7,486.50	Weekly management meeting with K. Bent, D. Lamb, G. Colter and A&M, preparation for same. Update meeting on claims deal status and other matters. Calls with stikemans regarding enterprise value, calls with D. Lamb regarding same, review calculation by company and compare to FTI calculation.
07/07/10	14856	Steven Bissell	7.00	\$ 4,760.00	Review and comments regarding pre- and post-filing disbursements. Discussions with J. Porepa regarding claims process and information summaries regarding claims register. Discussions with J. Porepa regarding cash election amounts and reporting of same to legal counsel.
07/08/10	14856	Steven Bissell	6.30	\$ 4,284.00	Continuing work and refining of assumptions regarding forecast closing costs and cash on hand at closing. Call with LP Entities [REDACTED] regarding closing costs and fees to be paid pre-closing. Discussions with J. Porepa regarding cash election amounts.
07/08/10	14800	Paul Bishop	7.90	\$ 6,359.50	Review of OTRA amendment, call with Stikemans regarding [REDACTED], conference call with G. Colter and D. Lamb regarding same, further calls with Stikemans regarding same, call with Osiers regarding same, call with D. Lamb email to D. Lamb. Call with Stikemans regarding vacation pay letter.
07/08/10	14888	Pamela Luthra	6.20	\$ 3,100.00	D&O certificates, administering the claims process, follow up on claimants questions
07/08/10	15532	Jodi Porepa	8.90	\$ 4,895.00	Finalizing register. Discussions regarding employee claims. Revise of cash election amounts. Discussions with J. Swartz. Discussions with Stikemans.
07/08/10	15273	Ana Arevalo	1.30	\$ 143.00	Preparing and finalizing invoice for period ending July 15, 2010. Preparing and finalizing Stikeman regarding LP invoice for period ending June 30, 2010.
07/08/10	15768	Golnaz Haghiri	1.50	\$ 150.00	Filing
07/08/10	14648	Patrick Leimkuehler	8.00	\$ 2,840.00	Withdrawal and Late Notices
07/08/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, complete review of all cash election forms, update master claims database for new claim documents received.
07/09/10	14638	Colleen McCaughan	1.50	\$ 532.50	Travel time [REDACTED]
07/09/10	14638	Colleen McCaughan	5.00	\$ 1,775.00	Review and respond to hotline emails, review outstanding utility amounts against claims received, update list of withdrawn claims.
07/09/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel
07/09/10	14648	Patrick Leimkuehler	5.00	\$ 1,775.00	Disallowed Late Claims
07/09/10	15768	Golnaz Haghiri	2.00	\$ 200.00	Filing and administrative
07/09/10	15532	Jodi Porepa	8.00	\$ 4,400.00	Discussions with FTI team in respect of documenting, recording and maintaining claims for claims process. Discussions regarding disputed claims Follow up with Stikemans. Follow up regarding details of cash transfer from Ad Hoc Committee. Review of verbia
07/09/10	14888	Pamela Luthra	7.10	\$ 3,550.00	Review of Notices of Revision or Disallowance to be sent to late claimants, preparation of the distribution model, reconciliation of disputed claims, review of Canadian Declarations received
07/09/10	14800	Paul Bishop	10.20	\$ 8,211.00	Letter of instruction to trustee, review of payout letter, review of email to [REDACTED], review and execute certificate for Compushare, telconference with BNS regarding opening brokerage account, call with Stikemans and Osiers regarding [REDACTED] fees, review of claims.
07/09/10	14856	Steven Bissell	7.30	\$ 4,964.00	Coordination of brokerage account for FTI as Monitor. Review of Cash Election "confirmation and undertaking" document prepared by legal counsel to the Ad Hoc committee. Discussions regarding Canadian Declaration forms and campaign to remind Affected Creditors.


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Date	TK#	Name	Hours	Amount	Narrative
07/10/10	14800	Paul Bishop	5.60	\$ 4,508.00	Conference call with Stikemans and Oslers regarding [REDACTED], review of order and sections pertaining to Monitor issuance of certificate, review of language drafted to resolve payout issue, emails with stikemans regarding same, call with [REDACTED] regarding fee issue.
07/11/10	14800	Paul Bishop	4.20	\$ 3,381.00	Call with Stikemans [REDACTED], emails with Stikemans and Oslers regarding payout [REDACTED], conference call with Stikemans and oslers regarding [REDACTED], call with G. Colter regarding same, review and approve funds flow memo and changes thereto, review of revised closing agenda, emails.
07/12/10	15768	Golnaz Haghir	1.00	\$ 100.00	Administrative duties
07/12/10	14856	Steven Bissell	9.00	\$ 6,120.00	Review and comments regarding pre- and post-closing distributions. Coordination with LP Entities and review of proof of payment regarding utilities requested by Davies in respect of closing procedures. Confirmation of bank wiring instructions for closing procedures.
07/12/10	15532	Jodi Porepa	11.10	\$ 6,105.00	Conference call with Stikemans, Oslers and Company to discuss employee claims. Review verbiage for late claims. Update claims register.
07/12/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel
07/12/10	14648	Patrick Leimkuehler	9.00	\$ 3,195.00	Sent disallowances for late claims and checked all agreed claims - sent acceptances
07/12/10	14638	Colleen McCaughan	3.00	\$ 1,065.00	Travel time [REDACTED].
07/12/10	14638	Colleen McCaughan	9.00	\$ 3,195.00	Review and respond to hotline emails, prepare and send Notices of Disallowance, update list of Canadian Declaration forms received.
07/12/10	14800	Paul Bishop	15.50	\$ 12,477.50	Negotiation and settlement of [REDACTED], numerous meetings, calls and emails connected therewith, read, review and comment on [REDACTED] motion material and affidavit, review draft responding material other closing items
07/12/10	14888	Pamela Luthra	8.90	\$ 4,450.00	Internal meeting to discuss the distribution model, administering the claims process, follow up on withdrawals, preparation of Notices of Revision and Disallowance for late claims, follow up on Canadian Declaration forms, reconciliation of claims.
07/13/10	14888	Pamela Luthra	6.60	\$ 3,300.00	Preparation of distribution model, claims administration.
07/13/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Review and respond to hotline emails, send out Notices of Revision or Disallowance, log Letter of Instruction forms received.
07/13/10	14800	Paul Bishop	8.00	\$ 6,440.00	Closing, and pre closing
07/13/10	15532	Jodi Porepa	7.00	\$ 3,850.00	Review of Flow of Funds memorandum. Review of [REDACTED] Notice of Motion. Confirming register amounts via follow up with Canwest regarding outstanding amounts to be reconciled.
07/13/10	14648	Patrick Leimkuehler	5.00	\$ 1,775.00	CCAA work
07/13/10	14856	Steven Bissell	7.50	\$ 5,100.00	Attendance at Stikeman Elliott for pre-closing and closing activities.
07/14/10	14856	Steven Bissell	3.00	\$ 2,040.00	Updates to withholding tax model in preparation for discussions with Department of Justice. Conference call with Department of Justice regarding withholding taxes. Updates to withholding tax model.
07/14/10	14648	Patrick Leimkuehler	6.00	\$ 2,130.00	Cash election checks
07/14/10	15532	Jodi Porepa	8.50	\$ 4,675.00	Preparation for Tuesday distribution. Finalizing and review register.
07/14/10	14800	Paul Bishop	3.20	\$ 2,576.00	[REDACTED] claim and other claims review, withholding letter agreement
07/14/10	14638	Colleen McCaughan	4.50	\$ 1,597.50	Review and respond to hotline emails, review hotline email for all documents received from claimants.
07/14/10	14888	Pamela Luthra	8.10	\$ 4,050.00	Preparation of distribution model, claims administration, review of Notices of Revision or Disallowance
07/15/10	14888	Pamela Luthra	7.60	\$ 3,800.00	Preparation of the distribution model, follow up on withdrawn claims.
07/15/10	14638	Colleen McCaughan	8.00	\$ 2,840.00	Prepare certain Notices of Revision or Disallowance, review and respond to hotline emails, prepare claimant documents received and organize late documents received.
07/15/10	14800	Paul Bishop	3.30	\$ 2,656.50	Calls with CRA and MOJ, calls with Stikemans regarding withholding agreement, review and comment on MOJ letter
07/15/10	15532	Jodi Porepa	9.70	\$ 5,335.00	Finalizing and reviewing register. Following up on claims in dispute.
07/15/10	14648	Patrick Leimkuehler	5.00	\$ 1,775.00	CCAA work and Call Log
07/15/10	14648	Patrick Leimkuehler	1.50	\$ 532.50	Travel

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Date	TK#	Name	Hours	Amount	Narrative
07/15/10	14856	Steven Bissell	2.00	\$ 1,360.00	Conference calls with CRA and Department of Justice regarding withholding taxes. Discussions with J. Porepa regarding initial distributions. Follow-up call with D. Winters regarding withholding taxes.
07/15/10	15768	Golnaz Haghiri	1.00	\$ 100.00	General Administrative duties - Filing
GRAND TOTAL			470.70	\$ 255,363.00	

**THIS IS EXHIBIT "B" TO
THE AFFIDAVIT OF
PAUL BISHOP
SWORN JULY 22, 2010**

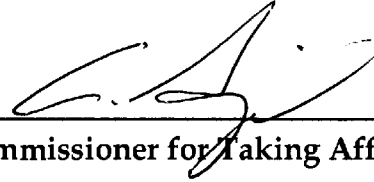


Commissioner for Taking Affidavits

FTI- Summary of Invoices
June 1, 2010 to July 15, 2010

Invoice #	Date	Fee	Disbursements	GST	HST	Total
7237756	June 13, 2010	\$ 246,410.00	\$ 38,603.68	\$ 14,250.68		\$ 299,264.36
7239690	June 30, 2010	\$ 327,928.50	\$ 77,664.69	\$ 20,279.66		\$ 425,872.85
7239814	July 15, 2010	\$ 255,363.00	\$ 14,353.10		\$ 35,063.09	\$ 304,779.19
Total		\$ 829,701.50	\$ 130,621.47	\$ 34,530.34	\$ 35,063.09	\$ 1,029,916.40

**THIS IS EXHIBIT "C" TO
THE AFFIDAVIT OF
PAUL BISHOP
SWORN JULY 22, 2010**



Commissioner for Taking Affidavits

**FTI- Summary of personnel
March 22, 2010 to May 16, 2010**

Name	Hours	Hourly Rate		Total
P. Bishop	286.30	\$	805.00	\$ 230,471.50
S. Bissell	230.00	\$	680.00	\$ 156,400.00
J. Porepa	310.20	\$	550.00	\$ 170,610.00
P. Luthra	154.50	\$	500.00	\$ 77,250.00
L. Nemerov	5.20	\$	355.00	\$ 1,846.00
P. Leimkuehler	257.80	\$	355.00	\$ 91,519.00
C. McCaughan	267.00	\$	355.00	\$ 94,785.00
I. Gonzalez	12.20	\$	290.00	\$ 3,538.00
A. Arevalo	11.20	\$	110.00	\$ 1,232.00
G. Haghiri	20.50	\$	100.00	\$ 2,050.00
Totals	1554.90		\$	829,701.50

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.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP
(SWORN JULY 22, 2010)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697
Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236
Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Fax: (416) 861-0445

Lawyers for the Monitor

APPENDIX "D"

**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.

**AFFIDAVIT OF DAPHNE J. MACKENZIE
(sworn July 22, 2010)**

I, Daphne J. MacKenzie, of the City of Toronto, in the Province of Ontario
MAKE OATH AND SAY:

1. I am a Partner in the law firm of Stikeman Elliott LLP ("**Stikeman Elliott**"), solicitors for FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the court appointed monitor for Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively the "**LP Entities**"), and, as such, I have knowledge to the matters to which I hereinafter depose.
2. On January 8, 2010, the LP Entities 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 granted by the Honourable Madam Justice Pepall (the "**Initial Order**"). FTI was appointed 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**".

3. This affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of Stikeman Elliott for the period from May 30, 2010 to July 15, 2010.

4. During the period from May 30, 2010 to July 15, 2010 Stikeman Elliott docketed 1,063.28 hours in respect of the CCAA Proceeding and billed a total of \$675,845.44, amounting to legal fees of \$618,870.90 and disbursements and other charges of \$9,798.91 plus Goods and Services Tax ("GST") of \$21,594.80 and Harmonized Sales Tax ("HST") of \$25,580.80 as of July 1, 2010. Attached and marked collectively as **Exhibit "A"** to this affidavit are true copies of the accounts rendered to FTI in connection with the CCAA Proceedings for the period of May 30, 2010 to July 15, 2010 (redacted for confidential information).

5. Attached hereto as **Exhibit "B"** is a schedule summarizing each invoice in Exhibit "A", the fees, disbursements, GST, HST and total fees charged for each invoice.

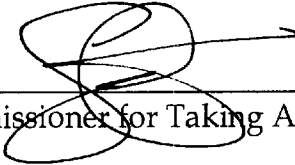
6. Attached hereto as **Exhibit "C"** is a schedule summarizing the billing rates of each of the members of Stikeman Elliott who acted on behalf of FTI in the CCAA Proceedings from May 30, 2010 to July 15, 2010.

7. The hourly billing rates applied in the invoices of Stikeman Elliott are Stikeman Elliott's normal hourly rates which were in effect from May 30, 2010 to July 15, 2010 and are comparable to the hourly rates charged by Stikeman Elliott for services rendered in relation to similar proceedings.

8. The rates charged by Stikeman Elliott throughout the course of the CCAA Proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

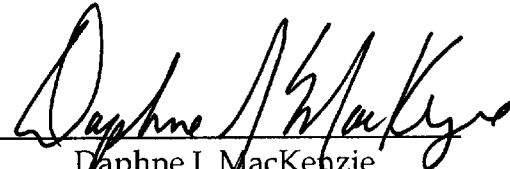
9. Stikeman Elliott's fees and disbursements for the period of July 16, 2010 up to and including the effective date of the Monitor's discharge will be calculated and billed at Stikeman Elliott's standard rates.

SWORN BEFORE ME at the City of Toronto, Province of Ontario on July 22, 2010.



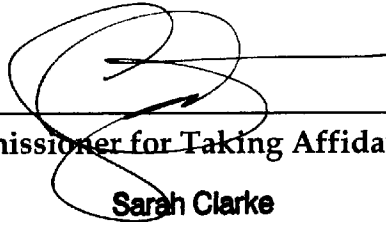
Commissioner for Taking Affidavits

Sarah Clarke



Daphne J. MacKenzie

**THIS IS EXHIBIT "A" TO
THE AFFIDAVIT OF
DAPHNE J. MACKENZIE
SWORN JULY 22, 2010**

A handwritten signature in black ink, appearing to be 'Sarah Clarke', is written over a horizontal line. The signature is stylized and somewhat cursive.

Commissioner for Taking Affidavits

Sarah Clarke

STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors

5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T. NO. 1214111360001

Invoice

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

June 24, 2010
File No.: 1096791004
Invoice No.: 4896218

Attention: Mr. Paul Bishop

FOR PROFESSIONAL SERVICES RENDERED in connection with the **Canwest Limited Partnership** matter for the period May 30 to June 12, 2010, including:

Date	Tkpr Initials	hrs	Description
05/30/10	DJM	1.50	Considering CTRA issues; review motion materials and correspondence
	MK	5.00	Draft and revise Fourteenth Report of the Monitor
05/31/10	DJM	4.00	Review Notices of Revision with respect to claims and OTRA issues; review and comment on Eighth Report of the Monitor
	NR	0.33	Emails from and to S. Poysa; emails from and to M. Konyukhova
	AF	6.05	Review Plan of Arrangement; attend on calls with respect to settlement; telephone call with Canwest, Osler and FTI concerning CRA issues; attend to various tasks; review and revise letter of instruction; draft correspondence
	MK	9.00	Numerous calls and correspondence with respect to settlement of the ██████ claim; various review, calls and correspondence in connection with sending Notices of Revision or Disallowance; telephone calls and correspondence with respect to Fourteenth Report; revise Fourteenth Report; telephone calls with respect to ██████ claims; call with Robertson plaintiffs' counsel with respect to Plan
	MB	10.03	Drafted letter of instruction for affected creditors other than LP Noteholders; meeting with A. Fransen regarding same; email correspondence with A. Fransen and M. Konyukhova regarding same; telephone call with Davies regarding same; draft letter of instruction

STIKEMAN ELLIOTT

			on behalf of LP Noteholders
06/01/10	DRB	3.42	Conference call with L. Barnes; conference call with P. Osborne and L. Barnes; conference call with P. Osborne, L. Barnes and counsel for Robertson; further call with P. Osborne and L. Barnes; review draft settlement documents
	DJM	4.50	Considering Plan amendments and letters of transmittal; attend on update calls and consider OTRA issues
	JGL	1.25	Attend meeting at Osler
	AF	9.50	Review and draft correspondence; call with Trustee's counsel; attend internal meetings; telephone calls with Davies concerning distribution mechanics; telephone call with working group concerning distribution mechanics; update call; attend to various related tasks; review and revise letter of instruction
	MK	8.00	Various revisions to Ninth Report of the Monitor; correspondence with FTI with respect to same; numerous calls and emails with respect to Robertson and [REDACTED] claims; review case law; meeting with P. Luthra to prepare summary of claims table; revise Report and circulate
	MB	10.17	Multiple calls regarding letter of instruction; revised letter of instruction; email correspondence regarding same; reviewed Computershare materials regarding its DRS system; drafted rider regarding amendment to the Plan for the Monitor's cover letter to Affected creditors; meeting with A. Fransen regarding letter of instruction and amendment to the Plan
06/02/10	DRB	6.25	Conference calls with L. Barnes with respect to Robertson claim; conference call with [REDACTED]; review revised settlement documents with respect to Robertson and conference call with L. Barnes with respect to same; various emails with respect to [REDACTED] claim and conference call concerning same with FTI and Osler; review draft Monitor's Report; review and revise draft email to counsel for [REDACTED] review various revisions to Robertson settlement documents
	DJM	2.00	Review Plan amendments, letter of instruction and consider claim issues
	JGL	0.50	Conduct research with respect to withholding obligations; attend to emails
	NR	0.25	Emails from and to S. Poysa
	AF	3.83	Telephone calls concerning settlement of shares to bondholders; internal meetings; review and draft

			correspondence; attend to various related tasks
	MK	5.50	Correspondence with respect to amendment to Plan; review draft letter with respect to same; revise Ninth Report of the Monitor; correspondence with FTI with respect to revisions to same; review Davies' comments; draft Eighth Report of Monitor; attend on call with respect to Robertson claim; various correspondence with respect to same; correspondence and call with respect to [REDACTED] claim and draft correspondence concerning same; various calls and emails concerning claims process issues, Report and Plan amendment
	MB	7.33	Multiple calls regarding letters of transmittal; email correspondence regarding same; revised letters of transmittal and rider for FTI letter
06/03/10	DRB	2.00	Review various emails and amendments to the Robertson settlement documents; review comments on draft Ninth Report of the Monitor and discuss same with FTI; conference call with FTI
	DJM	7.00	Finalize Report; review Plan amendments and letter of instructions; attend on numerous conference calls and meetings; consider withholdings
	JGL	2.25	Review Plan and letter of instructions; telephone calls; attend to emails; discussion with D. MacKenzie
	NR	0.25	Review withdrawal of claims
	AF	4.61	Telephone calls concerning revised Plan; attend internal meetings with respect to amendment to Plan; telephone calls concerning employee liability issue; review and draft correspondence; various tasks
	MK	5.50	Revise Eighth Report; review comments from Goodmans and Davies; telephone call with P. Bishop with respect to response; draft response; telephone call with N. MacParland; compile appendices and finalize same; attend to filing and service prepare Ninth Report and serve; correspondence with FTI concerning notices to go out; telephone call with counsel for [REDACTED] various correspondence with respect to [REDACTED] and Robertson claims
	MB	5.50	Telephone call relating to letter of instructions and amendment to Plan; email correspondence regarding same; reviewed revised Plan; revised letter of instructions and provided comments on amended Plan
	SC	0.50	Review material to be posted on Canwest LP website
	VV	0.50	Attend Court
06/04/10	DRB	3.00	Attend before Justice Pepall with respect to Robertson

STIKEMAN ELLIOTT

			claim; conference call with P. Bishop and R. Chadwick; further conference call with R. Chadwick
	DJM	6.00	Review Plan amendments and letter of instruction issues; conference calls with Davies and Osler concerning withholdings and deductions
	JGL	1.00	Attend meetings
	NR	0.25	Emails from and to S. Poysa
	AF	2.10	Review and draft correspondence; attend to various telephone calls and at internal meetings
	MK	2.50	Attendance at 9:30 a.m. Court appointment with respect to Robertson settlement; attend to emails regarding same; telephone calls and correspondence with respect to [REDACTED] claim; correspondence with respect to next report and preparation for Creditors' Meeting
	MB	3.00	Telephone calls regarding letter of instructions; revised letters of instruction; email correspondence regarding same; meeting with A. Fransen regarding next steps
	SC	0.31	Reviewed motion material, returnable June 8; email to Monitor with respect to website maintenance
06/06/10	DRB	2.25	Review various emails with respect to Robertson settlement and settlement documents; review report from M. Konyukhova with respect to claims; further amendments to draft material
	MK	3.50	Correspondence with respect to [REDACTED] and Robertson claims; review and provide comments on various settlement, notice and motion materials regarding same; attend to publication of notice and translation
	DAA	1.00	Revision - Notice of Hearing to Approve Settlement of Class Proceedings - Heather Robertson v. Canwest Publishing Inc.
	AMR	2.50	Translation - Notice of Hearing to Approve Settlement of Class Proceedings
06/07/10	DRB	4.33	Conference call with L. Barnes with respect to Omnibus Motion; review final documents with respect to Robertson; review email with respect to [REDACTED]; conference call with J. Swartz; conference call with FTI with respect to status and amendments to the CCAA Plan; review Eighth and Ninth Reports of the Monitor and prepare for motion; review McMillan comments on the CCAA Plan
	DJM	8.00	Consider AHC revised structure, Plan amendments and distribution issues
	AF	4.46	Internal meetings; review and draft correspondence;

		telephone calls with FTI; telephone calls with Osler; attend on all parties calls with respect to Plan amendment	
	MK	10.00	Correspondence with Davies with respect to status of claims; correspondence with P. Osborne and FTI with respect to notices to be published, etc. concerning Heather Robertson settlement; review motion materials with respect to Heather Robertson settlement and correspondence with P. Osborne with respect to same; review motion record with respect to OTRA; conference call with FTI with respect to status and proposed amendments to AHC bid and plan; various call with RBC, FTI and Davies with respect to same; correspondence concerning [REDACTED] meeting with M. Wilson concerning CRA distributions and withholding taxes; [REDACTED]
	MB	4.83	Telephone calls with FTI and Osler regarding revised Ad Hoc proposal and status update; revised letters of instruction; reviewed correspondence regarding same and employee withholding issue
	SC	1.25	Meet with A. Timm concerning affidavit of fees; meet with M. Konyukhova with respect to Creditors' Meeting; review Creditors' Meeting Order
	MAW	2.61	Internal meetings and correspondence with respect to CRA claims and withholdings; conduct research with respect to same
	MCM	0.50	Evaluation of Notice for translation and coordinating assignment
	DAA	0.67	Revision - Notice of Hearing to Approve Settlement of Class Proceedings - Heather Robertson v. Canwest Publishing Inc.
	AMR	0.50	Translation - Notice of Hearing to Approve Settlement of Class Proceedings
06/08/10	DRB	4.50	Attend before Justice Pepall with respect to Omnibus Motion; attend to various emails and conference calls with P. Bishop with respect to proposed amendment to capital structure in the CCAA Plan; attend on conference call with FTI, Osler, RBC and Ogilvy with respect to same; conference call with counsel for Ad Hoc Committee; attend to various emails with respect to Notice to Creditors adjourning meeting and comment on draft
	DJM	12.00	Consider Plan issues and CRA issues; attend on conference calls concerning meeting, Asset Purchase Agreement and restructuring; review and revise Plan

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amendments and the Asset Purchase Agreement

JGL 1.25 Attend meeting; discussion with M. Nixon

MN 1.17 Discussion with J. Lorito; reviewing background plan of compromise documents

AF 9.07 Attend internal meetings with respect to postponing meeting; attend to various matters related to creditor meeting; telephone calls with FTI; telephone calls with working group; review and draft correspondence

MK 18.50 Attendance on motion to approve Heather Robertson Notice Order and approve OTRA; various conference calls and meetings with respect to amendments to Plan and next steps; correspondence with respect to same; draft Notice to Creditors and correspondence with respect to same; attend to rebooking venue; review various deadlines in Claims Procedure and Meeting Orders; office conference with A. Fransen and M. Bassani with respect to Noteholder voting; telephone calls and correspondence with FTI with respect to reporting and preparation for Creditors' Meeting; correspondence with respect to notices, etc. for Heather Robertson settlement; correspondence to and from [REDACTED] with respect to cross-claim; review CRA voting letter and provide comments; review [REDACTED] [REDACTED] Circular and Revised Plan; draft Supplementary Report to Eighth Report of the Monitor

MB 11.00 Telephone call regarding CRA withholding; telephone call with Osler regarding change to AHC bid; revised letters of instruction and circulated same to wider group; telephone call with Davies, FTI, RBC, Osler and Stikeman to discuss next steps; reviewed amended equity commitment letter and compared it to original commitment letter; reviewed J. Swartz' ability to make a proposal at the Creditors' meeting; reviewed Claims Order; Meeting Order and Plan to review voting particulars; reviewed and commented on amended Plan; telephone call; with J. Porepa at FTI to discuss master ballots

MAW 1.86 Conference call concerning withholding tax issues; conduct research concerning submissions to CRA with respect to withholding of shares

SC 5.09 Reviewed Plan of Arrangement, Creditors' Meeting Order and Amended Claims Procedure Order; meet with M. Konyukhova regarding Creditors' Meeting; booked rescheduled Creditors' Meeting; drafted Creditors' Meeting agenda

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	AMR	0.25	Translation - Notice of Hearing to Approve Settlement of Class Proceedings
	DAA	0.17	Revision - Notice of Hearing to Approve Settlement of Class Proceedings - Heather Robertson v. Canwest Publishing Inc.
06/09/10	DRB	4.33	Review Notice to Service List; email to Court; review draft Supplemental Report of the Monitor; telephone conference with ██████████ emails with RBC with respect to statement for Supplemental Report and emails with client with respect to same; conference call with H. Daley and various emails with respect to possible settlement meeting; review ██████████ a ██████████ review revised Supplemental Report of the Monitor
	DJM	13.00	Review and comment on numerous drafts of LP Plan amendments and Asset Purchase Agreement and Supplementary Report; consider and advise on tax withholding issues; consider CRA submission
	JGL	3.25	Review amended Plan , Asset Purchase Agreement and submission; attend on conference call; telephone discussion with D. MacKenzie
	AJT	0.25	Discussion with D. Byers and M. Konyukhova
	NR	0.42	Emails from and to S. Poysa; emails from and to D. Hugo; telephone call with M. Konyukhova
	MN	4.00	Reviewing background documents; drafting submission to the CRA; discussion with J. Lorito; sending emails to J. Lorito and D. MacKenzie
	AF	7.11	Telephone calls with all parties; review Plan; review amendment to Asset Purchase Agreement; attend to various related tasks; review and draft correspondence
	MK	9.50	Attend to Notice with respect to Creditors' Meeting; correspondence with counsel for ██████████ correspondence with respect to Robertson settlement; office conference and correspondence concerning Gluskin Sheff matter; attend to rescheduling Creditors' Meeting; review revised Amended Plan; review CRA letter; telephone call with FTI with respect to same; correspondence with respect to ██████████ etc. claim; attend on conference call concerning Amended Plan; correspondence with respect to Supplement to Eighth Report; revise same; correspondence and telephone discussions concerning current claims, proxies, etc.; consider if any issues for vote; correspondence with representative counsel; draft Tenth Report of the Monitor; office conference with S. Clarke with respect

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to various issues for Creditors' Meeting

	SC	4.68	Revisions to Creditors' Meeting agenda; revisions to deadline chart; preparation of affidavit of fees; met with student regarding adjourned Creditor's Meeting
	MB	4.00	Telephone calls relating to Amended Plan and revised Asset Purchase Agreement; attend internal meetings regarding same; email correspondence with FTI regarding new equity sponsors; telephone call with Laurel Hill regarding beneficial owner ballots
	MAW	4.26	Conference call concerning Amended Plan; review re same conduct research and [REDACTED] attend [REDACTED] to correspondence with respect to same
06/10/10	DRB	4.50	Conference call with Osler concerning claims issues; review revisions to Supplemental Report and Osler comments on sale; review comments and revised CCAA Plan; review draft affidavits with respect to Robertson settlement motion and attend to emails with respect to same; review and finalize amended CCAA Plan; further revisions to and finalization of Supplemental Report
	DJM	10.75	Review and consider Plan amendments; amending agreement; and Supplement to Eighth Report; numerous conference calls and meetings; consider CRA submissions
	JGL	1.25	Telephone conversation with D. MacKenzie, K. Wharram and J. Swartz; revise memorandum
	NR	0.33	Review claims issues
	MN	0.25	Reviewing revised submission to CRA and background documents
	AF	3.62	Attend to various tasks related to preparing for meeting; review and draft correspondence
	MK	19.50	Various telephone calls, correspondence and office conferences with respect to amendments to Plan and related agreements; revisions to Supplement to Eighth Report; draft Ninth Report
	MB	3.50	Telephone calls regarding Amended Plan; reviewed and commented on Amended Plan
	SC	3.22	Draft of script for Creditors' Meeting
	MAW	3.73	Correspondence and research concerning CRA tax claims issues
	AS	2.00	Attended at adjourned Creditor Meeting to inform any attending creditors that meeting had been adjourned to June 14, 2010

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06/11/10	DRB	5.50	Attend meeting with H. Daley and Canwest counsel conference call with J. Swartz; meeting with D. MacKenzie with respect to outstanding issues; prepare for Creditors' Meeting; review draft Tenth Report of the Monitor; review motion materials filed by Proquest and discuss same with Osler and P. Osborne
	DJM	5.00	Consider CRA issues;
	JGL	0.25	Review emails; revise memorandum
	NR	0.75	Telephone call with Ali et al
	AF	7.30	Draft script; conduct research with respect to meeting mechanics; various related tasks; telephone calls with FTI; review and draft correspondence
	MK	3.00	Review voting mechanics; review comments on Tenth Report of the Monitor; revise same; correspondence with respect to voting mechanics; review and correspondence concerning claims and Proquest's motion
	MB	7.50	[REDACTED] review of Supplemental to the Eighth Report; [REDACTED] [REDACTED]
	SC	2.50	[REDACTED] review of Supplement to Eighth Report; [REDACTED]
06/12/10	DJM	1.50	Review and revise Tenth Report of the Monitor; attend to correspondence and telephone calls
	AF	1.00	Review and draft correspondence; attend to various tasks
	MK	3.00	Revise Tenth Report of the Monitor; review and provide comments on Lamb affidavit with respect to motion for sanction of AHC plan; correspondence with FTI, Osler and P. Osborne with respect to [REDACTED] correspondence with respect to meeting procedures
	SC	1.67	Draft fee affidavit of P. Bishop; revisions to Scrutineer's Report

Tkpr Initials	Tkpr Name	Total hrs	@	\$Rate	=	\$hrs x rate
DRB	David Byers	40.08		825.00		33,066.00
DJM	Daphne MacKenzie	75.25		775.00		58,318.75
JGL	John Lorito	11.00		950.00		10,450.00
AJT	Ashley John Taylor	0.25		675.00		168.75
NR	Nancy Ramalho	2.58		575.00		1,483.50
MN	Margaret Nixon	5.42		550.00		2,981.00

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AF	Aaron Fransen	58.65	480.00	28,152.000
MCM	Marie-Claude Milot	0.50	475.00	237.50
MK	Maria Konyukhova	102.50	445.00	45,612.50
MB	Matthew Bassani	66.86	375.00	25,072.50
MAW	Marc-Andre Wilson	12.46	375.00	4,672.50
SC	Sarah Clarke	19.22	345.00	6,630.90
AMR	Assunta Reda	3.25	245.00	796.25
DAA	Daniel Arseneau	1.84	450.00	828.00
VV	Vanessa Voakes	0.50	240.00	120.00
AS	Aaron Sigal	2.00	2.00	400.00

FEEES	CDN\$
Professional Services	218,990.15
Goods and Services Tax on Professional Services	10,949.51

CHARGES	GST Taxable
Photocopies	1,291.75
	<hr/> 1,291.75

Total Charges	1,291.75
Goods and Services Tax on Charges	64.59
Total Fees/Charges and Taxes on Fees/Charges	<hr/> 231,296.00

DISBURSEMENTS	GST Taxable
Business Meals - In Town	239.15
Travel - In Town	8.65
Book Binding / Binders	10.40
Telephones	2.04
Delivery / Mailroom	13.06
	<hr/> 273.30

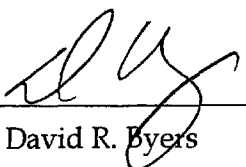
Total Disbursements	273.30
Goods and Services Tax on Disbursements	13.66
Total Disbursements and Taxes on Disbursements	286.96

SUMMARY OF ACCOUNT

STIKEMAN ELLIOTT

Professional Services	218,990.15
Charges	1,291.75
Disbursements	273.30
Goods and Services Tax on Fees and Charges and Disbursements	11,027.76
AMOUNT DUE	<u>231,582.96</u>
NET AMOUNT DUE	CDN\$ <u>231,582.96</u>

STIKEMAN ELLIOTT LLP

Per: 
David R. Byers

STIKEMAN ELLIOTT

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5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
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G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

Invoice

FTI Consulting Canada Inc.
TD Waterhouse Tower
Suite 2010, P.O. Box 104
79 Wellington Street, West
Toronto, ON M5K 1G8
Attention: Paul Bishop

July 7, 2010
File No. 1096791004
Invoice No. 4900046

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited
Partnership for the period up to June 30, 2010.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
June 7, 2010	A. Timm	3.00	Prepare Affidavit of Fees for S. Clarke
June 8, 2010	N. Ramalho	0.25	Email from and to Sven Poysa
	A. Timm	1.00	Review and revise Affidavit of Fees; discussion with S. Clarke regarding Affidavit of Fees; review all billing information and confirm all bills included in the Affidavit
June 11, 2010	M.E. Voore	4.50	Meetings with Aaron Fransen regarding various issues
June 13, 2010	D.R. Byers	3.75	[REDACTED] review form of ballot for creditor meeting; review draft Sanction and Vesting Orders and comments on the same; [REDACTED]
	D.J. MacKenzie	6.00	Review and mark up Sanction and Vesting Order; correspondence and conference calls regarding meetings
	A. Fransen	2.00	Phone calls; review and draft correspondence regarding meeting; [REDACTED] attend to various related tasks in preparation for the meeting
	M. Konyukhova	3.00	Review draft orders; provide comments; review draft Tenth Report; revisions to same; correspondence regarding draft Vesting and Sanction Orders
	S. Clarke	3.00	Phone calls with M. Konyukhova and J. Porepa regarding Scrutineer's Report; emails regarding

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
June 14, 2010	D.R. Byers	3.25	regarding Scrutineer's Report; emails regarding Scrutineer's Report; revisions to Scrutineer's Report; review of tenth report of the Monitor Conference call with FTI; meeting with M. Konyukhova with respect to Creditor Meeting; review comments on draft Tenth Report of the Monitor; conference call with P. Osborne with respect to [REDACTED]; meeting with L. Barnes with respect to [REDACTED]; conference call with P. Bishop; conference call with D. MacKenzie with respect to Plan sanction issues; review draft Gluskin factum from Osler
	D.J. MacKenzie	12.00	Prepare for meeting; numerous calls regarding Sanction and Vesting order; finalize order
	A. Fransen	4.14	Prepare for and attend creditor meeting; mark-up vesting and sanction orders; review and draft correspondence
	M. Konyukhova	15.00	Attendance at creditors' meeting; attendance on conference calls re sanction and vesting orders; review various drafts of same; draft Tenth Report; redact accounts for fee affidavits; work with FTI to prepare Scrutineer Reports; compile report and attend to service and filing; correspondence with FTI re press release re Robertson; correspondence re draft sanction and vesting orders and calls re same; work with FTI re claims update
	S. Clarke	9.22	Finalized fee affidavit of P. Bishop; reviewed Tenth report of the Monitor; prepared draft minutes of the creditors' meeting; attended creditors' meeting; drafting of minutes from creditors' meeting; revisions to affidavit of D. MacKenzie; revisions to Scrutineer Reports; updates to tenth report
	M. Bassani	6.50	Attended affected creditors' meeting; reviewed and commented on minutes from the meeting; email correspondence regarding same
	M.A. Wilson	1.09	Drafted steps checklist for [REDACTED] [REDACTED] Discussion with Aaron Fransen re same
	A. Sigal	0.50	Delivered amended creditor plans to the CanWest LP Creditors' Meeting at the Sutton Place Hotel
	A. Sigal	0.44	Commissioned an affidavit at FTI Consulting Canada Inc. with Paul Bishop

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
June 15, 2010	D.R. Byers	2.75	Telephone call with J. Swartz; conference call and numerous emails with respect to [REDACTED] review Monitor's Report; review draft affidavit and comments with respect to [REDACTED] provide advice and get instructions with respect to potential settlement of [REDACTED] review factum with respect to Robertson claim; review draft report with respect to Robertson; further call and emails with J. Swartz; call Court with respect to status of motions
	D.J. MacKenzie	3.00	Claim issues; withholdings
	J.G. Lorito	6.00	Attend meeting; preparation for meeting
	M. Nixon	1.00	Researching tax issue
	A. Fransen	2.00	Various calls; review and draft correspondence; attend to CRA withholdings issues.
	M. Konyukhova	3.00	Correspondence and calls regarding Robertson action and [REDACTED]; draft report in support of Robertson settlement; telephone calls regarding motion re Robertson and [REDACTED]
	M.A. Wilson	1.69	Drafted CRA withholding tax arrangement agreement; discussion with Aaron Fransen re same
	M. Bassani	1.76	Status call with Osler and FTI; reviewed correspondence
	S. Clarke	1.50	Revisions to Scrutineer Report; revisions to Tenth Report of the Monitor; updated minutes of the creditors' meeting
	June 16, 2010	D.R. Byers	1.25
D.J. MacKenzie		8.00	[REDACTED] er [REDACTED] es
J.G. Lorito		0.25	Discussion with D. MacKenzie
S.M. Hutton		2.00	Call with Canwest and Purchaser [REDACTED] [REDACTED] review background; correspondence with D. MacKenzie and A. Taylor
A.J. Taylor		5.50	Review Robertson material; Robertson Motion; conversation with D. MacKenzie and M. Konyukhova regarding Sanction; emails with D. Byers
M. Nixon		1.50	Discussions with J. Lorito and M.A. Wilson regarding CRA meeting [REDACTED]

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			██████████ ending emails to M.A. Wilson
	N. Ramalho	0.25	Email from and email to M. Konyukhova
	N. Ramalho	1.00	Participate in conference call; telephone call with M. Konyukhova
	A. Fransen	1.54	Review and draft correspondence; internal meetings; attend to various related tasks
	M. Konyukhova	3.00	Attendance at motion regarding Gluskin Sheff and Robertson settlement; call with J. Payne re fees
	M. Bassani	0.67	Email correspondence regarding letters of instruction; reviewed correspondence.
	M.A. Wilson	4.30	Drafted withholding agreement and correspondence with respect to same
	S. Clarke	0.50	Revised minutes of meeting from creditors' meeting; updated website material
June 17, 2010	D.R. Byers	2.00	Emails and conference calls with respect to issues relating to Sanction Motion and review revised Order with respect to same
	D.J. MacKenzie	9.00	Prepare CRA letter agreement; conference calls regarding form of order; review McMillan comments on orders; conference calls with Osler; prepare for sanction hearing
	JGL	1.00	Emails with respect to withholdings; consider applicable rates; review agreement
	A.J. Taylor	8.25	Prepare for Sanction Hearing; all emails, telephone calls and meetings
	S.M. Hutton	0.40	Correspondence with R. Elliot (Davies)
	N. Ramalho	3.17	Review LP claims; telephone call with J. Popera and Steve; telephone call with M. Konyukhova; telephone call with Sven Poysa; participate in conference call
	M. Nixon	1.00	Discussion with J. Lorito; reviewing and commenting on agreement with CRA; sending emails to D. Mackenzie.
	A. Fransen	4.52	Calls regarding Sanction and Vesting Order; meeting with respect to same; phone call to page flip the closing agenda
	M. Konyukhova	2.00	Review materials for Sanction Order Motion; calls and correspondence regarding employee issues
	M.A. Wilson	1.43	Prepared steps outline regarding withholding tax arrangements
	M. Bassani	2.00	Call regarding closing with Stikeman Elliott, Osler, Davies and Goodmans; reviewed closing

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
June 18, 2010	D.R. Byers	0.50	agenda; call with Computershare regarding DRS requirements
	D.J. MacKenzie	6.00	Attend to emails with respect to Sanction Motion and telephone discussion with M. Konyukhova
	A.J. Taylor	7.00	Prepare for and attend sanction hearing; review CRA issues
	M. Konyukhova	6.50	Preparation for and attendance at Sanction Hearing
	M.A. Wilson	0.18	Preparation for and attendance at the Plan Sanction Order motion; attend to service of Order; correspondence regarding employee claims; meeting with N. Ramalho with respect to same
June 21, 2010	S. Clarke	0.13	Prepared steps checklist regarding withholding tax arrangements
	D.R. Byers	1.50	Updated website material
	D.J. MacKenzie	5.00	Review Reasons on Gluskin motion; review Order in H. Robertson matter; attend on conference call with FTI with respect to status update
	J.G. Lorito	0.75	Update; CRA issues; review submission to CRA and comment; administrative reserve issues; closing issues
	N. Ramalho	3.00	Review letters to CRA; discussion with D. MacKenzie
	M. Nixon	0.25	Review LP claims and disclosure wording mentioned by Sven Poysa; telephone call with Sven Poysa; telephone call with Jodi Porepa; telephone call with Hugh O'Reily; telephone call with B. Acton
	A. Fransen	1.35	Status call with FTI; internal meeting regarding next steps
	M. Konyukhova	2.50	Calls with FTI with respect to retention payments for Reach; call with J. Payne regarding rep counsel fees; attendance on status call; office conference with D. MacKenzie concerning reserve costs; correspondence with respect to same
	M.A. Wilson	1.09	Prepared schedule B with respect to employee source deductions
	M. Bassani	0.70	Call with Computershare; meeting with A. Fransen
June 22, 2010	D.J. MacKenzie	6.00	Review administrative cost reserve issues;

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			review employment and financing issues; meetings and conference calls
	J.G. Lorito	0.50	Review emails, amendments to agreement
	A.J. Taylor	0.25	Telephone conversation with D. MacKenzie regarding Plan
	M. Nixon	3.75	Reviewing provincial withholding provisions; reviewing and commenting on agreement with CRA; sending emails to D. Mackenzie, J. Lorito and M.A. Wilson
	A. Fransen	2.40	Meeting with FTI re administrative reserve; tax call with FTI, Davies, Osler and LP
	M.A. Wilson	2.92	Drafted schedule to withholding arrangements agreement; prepared steps summary with respect to withholding arrangements
June 23, 2010	D.R. Byers	2.00	Attend to emails regarding revised capital structure; appear in Chambers before Justice Pepall regarding scheduling issues; conference call with D. MacKenzie concerning outstanding issues
	D.J. MacKenzie	4.50	Revise LP CRA withholding letter agreement; review administrative reserve issues; review [REDACTED]
	J.G. Lorito	0.75	Discussion with M. Nixon, D. MacKenzie
	J.G. Lorito	0.25	Review submissions
	M. Nixon	1.17	Reviewing comments on CRA letter agreement; [REDACTED] discussions with J. Lorito; sending email to D. MacKenzie
	A. Fransen	0.50	Review and draft correspondence; call with D. MacKenzie with respect to [REDACTED]
	M. Konyukhova	1.00	Telephone call with Osler regarding [REDACTED] claims; call with D. MacKenzie re status; review [REDACTED] review Order; correspondence with FTI and Osler with respect to same; review precedents of monitor expansion powers orders; correspondence regarding representative counsel fees
	M.A. Wilson	0.10	Correspondence regarding withholding arrangements
June 24, 2010	D.J. MacKenzie	9.00	Revise and review administrative reserve order; conference calls concerning CRA claim and other claims; correspondence
	J.G. Lorito	0.25	Conference call; review emails
	A. Fransen	2.55	Closing agenda call; internal meeting

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			concerning next steps; review Asset Purchase Agreement and orders with respect to [REDACTED]
	M. Konyukhova	1.00	[REDACTED] Calls and correspondence with D. MacKenzie concerning [REDACTED] and Reserve Order; conference call with FTI regarding [REDACTED] various e-mails
	M.A. Wilson	0.25	Correspondence with A. Fransen with respect to withholding arrangements
	N. Ramalho	0.58	Emails from and to Sven Poysa; telephone call with J. Porepa
	K. Kightley	0.25	Telephone conversation with D. Mackenzie; email to D. Mackenzie
June 26, 2010	D.R. Byers	0.42	Review draft Affidavit with respect to Administrative Reserve
	D.J. MacKenzie	7.50	Revise Administrative Reserve Order; consider bankruptcy and transition issues; meetings and calls
	M. Konyukhova	5.00	Review draft administrative reserve order and precedent orders; conference call with D. MacKenzie with respect to same; review revised order and revise
June 27, 2010	D.J. MacKenzie	3.50	Revise Transition Order; conference calls; correspondence with Osler
June 28, 2010	D.R. Byers	3.25	Review draft affidavit with respect to motion to amend Conditional Sanction Order; conference call with H. Clarke with respect to assignment of contracts; meeting with M. Konyukhova regarding upcoming issues; review agenda for update call and discuss same with D. MacKenzie; emails with respect [REDACTED]
	D.J. MacKenzie	9.50	[REDACTED] discussion with D. MacKenzie regarding tax issues and email with respect to same [REDACTED] revise administrative reserve and transition order; conference calls and meetings with respect to motion materials; contract assignment matters; claims matters
	J.G. Lorito	1.75	Meet with D. MacKenzie
	A. Boctor	1.00	Review letter from OSFI, confer with G. Nachshen; call to M. Konyukhova
	A. Fransen	1.21	Status call with FTI
	M. Konyukhova	5.00	Office conference with S. Dunphy and D. MacKenzie [REDACTED] [REDACTED] review

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
June 29, 2010			administrative reserve order; conference call with FTI and N. Ramalho regarding certain employee claims; office conference with J. Lorito and D. MacKenzie regarding administrative reserve order and next steps; status call with FTI; revise administrative reserve order and circulate; review draft affidavit in support of administrative reserve order; correspondence and calls regarding amending conditional sanction order; call with M. De Lellis regarding administrative reserve order
	M. Bassani	4.00	Drafted incumbency certificate, omnibus direction, and Monitor certificates for closing; status call with FTI and SE
	M.A. Wilson	2.65	Conduct research regarding provincial sales tax administration provisions
	S. Clarke	0.08	Updated website
	D.R. Byers	3.75	Conference call with J. Swartz regarding claims; conference call with M. Konyukhova with respect to same and further call with J. Swartz; attend to various emails regarding withdrawal of [REDACTED] attend to emails regarding Cedrom claim; review Motion Record with respect to Administrative Reserve
	D.J. MacKenzie	8.25	Conference calls with respect to administrative reserve order and transition motion; review CAIRP guidelines; review employment and labour issues; contract assignment matters; finalize motion materials
	J.G. Lorito	0.50	Review rider; telephone conversation with D. MacKenzie
	M. Konyukhova	6.50	Office conference with D. MacKenzie re admin reserve; review CAIRP guidelines re assignment of contracts and circulate; conference calls with Oslers, Davies and FTI with respect to administrative reserve order, assignment of agreements, and various employment issues; internal correspondence and office conferences regarding same; telephone call with N. Ramalho with respect to employment issues; review affidavit in support of motion re administrative reserve order; call with [REDACTED] counsel with respect to withdrawal of claims; correspondence regarding same; correspondence concerning withdrawal or capping [REDACTED]

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M. Bassani	1.17	review support agreement re same Internal meeting to discuss distributions to affected creditors
	M.A. Wilson	2.25	Conduct research with respect to tax statutes and drafted order with respect to same; drafted steps memo with respect to withholding arrangements
June 30, 2010	D.R. Byers	1.50	Attend to emails concerning [REDACTED]; conference call with M. Konyukhova with respect to issues raised by Senior Lenders; review Gluskin Leave to Appeal Motion
Jun 30, 2010	D.J. MacKenzie	7.50	Closing calls; administrative motion calls; correspondence with CRA; prepare certificates; CRA issues
Jun 30, 2010	J.G. Lorito	0.50	Review emails; telephone conversation with D. MacKenzie
Jun 30, 2010	S.M. Hutton	0.50	Call from R. Elliott; e-mail update to D. MacKenzie and A. Taylor
Jun 30, 2010	M. Konyukhova	9.75	Draft Twelfth Report; correspondence with FTI re assignment of contracts; calls and e-mails concerning claims summary and table summarizing same; call with H. Clarke concerning administrative reserve order; correspondence with J. Payne concerning administrative reserve order; review comments on Twelfth Report; revise Report; telephone call with J. Porepa with respect to claims status and treatment; further correspondence with respect to Report and claims summary; revise Report; circulate Report; correspondence with respect to leases to be assigned
Jun 30, 2010	M. Bassani	5.50	Call with M. Wilson to discuss steps memo; closing agenda status call; revised certificate of incumbency; email correspondence regarding same; reviewed flow of funds memorandum; compared closing agenda to requirements in the Plan and Asset Purchase Agreement

STIKEMAN ELLIOTT

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
David Byers	25.92	825.00	21,384.00
D.J. MacKenzie	104.75	775.00	81,181.25
J.G. Lorito	12.50	950.00	11,875.00
M.E. Voore	4.50	900.00	4,050.00
S.M. Hutton	2.90	750.00	2,175.00
A.J. Taylor	21.00	675.00	14,175.00
A. Boctor	1.00	585.00	585.00
N. Ramalho	8.25	575.00	4,743.75
M. Nixon	8.67	550.00	4,768.50
A. Fransen	22.21	480.00	10,660.80
M. Konyukhova	63.25	445.00	28,146.25
M.A. Wilson	17.95	375.00	6,731.25
M. Bassani	22.30	\$375.00	\$8,362.50
S. Clarke	14.43	345.00	4,978.35
K. Kightley	0.25	260.00	65.00
A. Sigal	0.94	200.00	188.00
A. Timm	4.00	150.00	600.00

FEES

Professional Services

CAD \$204,669.65

GST @ 5.0%

10,233.48

Total Professional Services and Taxes

CAD \$214,903.13

STIKEMAN ELLIOTT

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	2,184.25		2,475.25
Total Charges	2,184.25	0.00	2,475.25
GST @ 5.0%			123.76
Total Charges and Taxes			CAD \$2,599.01

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	50.00		50.00
Business Meals - In Town	1,724.99		1,724.99
Travel - In Town	47.11		47.11
Travel - Out of Town	1,357.22		1,357.22
Book Binding/Binders	45.10		45.10
Telephone	7.19		7.19
Travel - Taxis	672.59		672.59
Westlaw Research	290.10		290.10
Total Disbursements	4,194.30	0.00	4,194.30
GST @ 5.0%			209.72
Total Disbursements and Taxes			CAD C \$4,404.02

STIKEMAN ELLIOTT

INVOICE SUMMARY

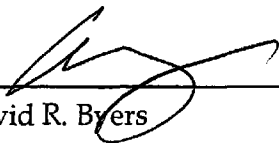
Invoice No. 4900046

Re: Canwest Limited Partnership

File No. 1096791004

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	204,669.65	0.00	\$204,669.65
GST @ 5.0%			10,233.48
Charges	2,475.25	0.00	2,475.25
GST @ 5.0%			123.76
Disbursements	4,194.30	0.00	4,194.30
GST @ 5.0%			209.72
AMOUNT DUE			<u>CAD \$221,906.16</u>

STIKEMAN ELLIOTT LLP



David R. Byers

STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

Invoice

FTI Consulting Canada Inc.
TD Waterhouse Tower
Suite 2010, P.O. Box 104
79 Wellington Street, West
Toronto, ON M5K 1G8
Attention: Paul Bishop

July 15, 2010
File No. 1096791004
Invoice No. 4901153

FOR PROFESSIONAL SERVICES RENDERED in connection with Canwest Limited
Partnership for the period up to July 15, 2010.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
July 1, 2010	D.R. Byers	0.50	Review draft Twelfth Report and comments on same
	D.J. MacKenzie	1.00	Consider tax issues; review correspondence from CRA
	M. Konyukhova	1.00	Compile appendices to Twelfth Report; finalize report and attend to service
	M.A. Wilson	0.59	Correspondence with RBC with respect to brokerage accounts for distributions
July 2, 2010	D.J. MacKenzie	4.25	Conference calls with respect to Administrative Reserve; revise draft Order; consider employee and tax issues
	A. Boctor	0.67	Call with respect to [REDACTED], email correspondence
	N. Ramalho	2.25	Telephone call with D. MacKenzie; participate in conference call regarding LP employee related issues
	M. Konyukhova	6.50	Conference calls and correspondence with respect to Administrative Reserve, employee issues, and tax issues with FTI, Osler, Davies, representative counsel, P. Osborne and internally; various amendments to Administrative Reserve Order and review of comments; correspondence regarding specific claims
July 5, 2010	D.R. Byers	5.33	Conference call with L. Barnes with respect to

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
July 5, 2010			upcoming motion and Gluskin Leave to Appeal; review Motion Record, Twelfth Report of the Monitor and Factum and prepare for motion; meeting with D. MacKenzie with respect to employee and tax issues
	D.J. MacKenzie	9.25	Prepare closing documents; conference calls with CRA and Purchaser with respect to Administrative Reserve Order; prepare for Administrative Reserve motion; employee issues
	P.X. Martel	3.75	Telephone D. MacKenzie, K. Wharram; review draft order; review Administrative. Agreement; telephone Revenu Québec (Ms. Paradis, Me Morency)
	L.A. Cuthbert	0.50	Call with D. MacKenzie regarding termination issues
	A. Boctor	1.17	Call, email correspondence, review letter
	M. Konyukhova	7.00	Call with CRA; various correspondence and conference calls with respect to Administrative Reserve Order, employee issues, and tax issues with CRA, Osler, FTI, Davies, representative counsel and P. Osborne; office conference with D. MacKenzie and N. Ramalho with respect to same
	M. Bassani	2.50	Email correspondence with Computershare relating to certificate of incumbency; call with Computershare to discuss share subscriptions and share transfers relating to distributions; internal email correspondence
	M.A. Wilson	1.00	Conference call with respect to distribution steps; draft summary with respect to distribution steps
July 6, 2010	S. Clarke	0.08	Review and updat website material
	D.R. Byers	4.50	Attend 9:30 a.m. appointment with respect to credit bid; attend motion before Justice Pepall; deal with various issues with respect to closing items; attend to emails with respect to tax issues; meeting with M. Konyukhova concerning closing issues
	D.J. MacKenzie	6.50	Prepare for and attend court; settle Administrative Reserve Order; review tax issues; prepare for closing; consider flow of funds; distribution mechanics
	P.X. Martel	3.25	Discussion with M. Morency (Revenu Québec); telephone I. Paradis (Revenu Québec); e-mails

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	A.J. Taylor	0.25	to D. Mackenzie; e-mails to Steven Bissell Emails regarding motion and; conversation with N. Ramalho
	N. Ramalho	3.00	Telephone call with Joe Morrison; review Order; email from and email to M. Konyukhova.; emails from and to D. MacKenzie; attend court; emails from and to S. Ataogul regarding [REDACTED]s
	A. Fransen	2.42	Working group call re flow of funds; review and draft correspondence
	M. Konyukhova	7.00	Preparation for and attendance at Administrative Reserve motion; draft additional paragraph for Order; further attendance before Justice Pepall regarding Order and endorsement; circulate Order and endorsement
	M.A. Wilson	1.33	Prepared steps with respect to withholding arrangements; correspondence re same
	M. Bassani	5.50	Reviewed revised flow of funds memorandum; drafted Certificate for Plan Implementation Order; email correspondence regarding brokerage account; call regarding flow of funds memorandum; email correspondence with Computershare. Internal email correspondence
July 7, 2010	D.R. Byers	2.00	Review endorsement of Justice Pepall with respect to July 5th motion; meeting with D. MacKenzie with respect to closing issues; review material with respect to [REDACTED]
	D.J. MacKenzie	8.00	Review engagement letter; review CRA issues; review closing documents; employee issues; prepare closing documents
	P.X. Martel	1.00	Telephone from Revenu Québec Me Morency; e-mail Court Order to Revenu Québec; e-mail D. Mackenzie
	N. Ramalho	2.00	Email to J. Porepa regarding Di Paolo assessment; telephone call with group regarding employee claims; review [REDACTED]; telephone call with J. Porepa; review letter to [REDACTED]; emails from and to J. Porepa; review vacation agreement and telephone call with Daphne MacKenzie
	A. Fransen	1.63	Internal meeting regarding distribution mechanics; various tasks; review [REDACTED] engagement letter; call with D. MacKenzie regarding [REDACTED]
	M. Konyukhova	2.50	Correspondence regarding Administrative

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Reserve; conference call regarding employee claims; various correspondence and calls regarding claims
	M.A. Wilson	4.36	Correspondence with S. Bissell and J. Crotin regarding brokerage accounts; correspondence with Computershare regarding DRS accounts; meeting with D. MacKenzie and M. Bassani and regarding same; drafted withholding arrangement steps
	M. Bassani	7.25	Call with FTI to discuss brokerage account and withholding obligations; call with RBC to discuss brokerage account; call with Computershare to discuss DRS mechanics; reviewed revised closing agenda; drafted direction for Computershare; reviewed closing documentation; internal email correspondence
July 8, 2010	D.R. Byers	2.00	Review email with respect to [REDACTED] and comment on same; discussion with D. MacKenzie; email from P. Bishop; various emails and conference calls with respect to potential motion with respect to CRA; call to Court with respect to availability of Justice Pepall
	D.J. MacKenzie	9.00	Prepare for closing; calls regarding closing, flow of funds; review and revise closing documents; CRA issues
	P.X. Martel	0.50	E-mail to D. Mackenzie; telephone conversation with Revenu Québec
	N. Ramalho	0.42	Review offer letters; email from D. MacKenzie; email to J. Morrison; review vacation pay agreement and telephone call with D. MacKenzie
	A. Fransen	2.78	Internal meeting regarding next steps; call concerning closing agenda; various tasks; review and draft correspondence
	M. Konyukhova	1.25	Various correspondence regarding outstanding claims, employee claims and closing issues
	M.A. Wilson	6.08	Correspondence with S. Bissell and J. Crotin regarding brokerage account; internal correspondence regarding same; prepared documents regarding distribution steps and withholding tax arrangements
	M. Bassani	6.50	Call with Computershare to discuss DTC transfer; closing agenda call with Stikeman Elliott, FTI, Davies, Osler, Goodmans and the

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
July 9, 2010			LP Entities; meeting with D. MacKenzie and A. Fransen to discuss next steps. call with FTI to discuss brokerage account; revised and circulated Computershare direction; reviewed closing documentation
	S. Clarke	0.08	Reviewed and updated website material
	D.R. Byers	2.50	Conference call with P. Osborne; conference call with P. Bishop, D. Lamb, M. Wasserman and C. Colter; review material from P. Osborne with respect to [REDACTED] various emails with respect to [REDACTED] and further conference call with P. Bishop, P. Griffin and P. Osborne; discuss required confirmation from Agent as condition of closing
	D.J. MacKenzie	10.00	Prepare for closing; numerous conference calls; review and comment on closing documents; review Vesting Order; revise Monitor confirmations
	N. Ramalho	1.00	Emails from and email to J. Porepa; review employee letters, Asset Purchase Agreement and Administrative Reserve Order; emails from and to P. Luthra; emails from and to S. Poysa
	A. Fransen	6.00	Review and draft correspondence; various tasks in preparation for closing
	M. Konyukhova	0.75	Correspondence and calls regarding outstanding claims and closing issues
	M.A. Wilson	6.54	Prepared documents regarding distribution steps; correspondence concerning brokerage account and Computershare account; internal discussion regarding same
	M. Bassani	7.50	Call with FTI, Stikeman Elliott and Scotia regarding brokerage account; calls with P. Keyes of Computershare regarding distribution mechanics and logistics; calls with Davies regarding same; email correspondence with FTI regarding certified copy of Plan Sanction Order; email correspondence with Davies and Computershare regarding Certificate of Incumbency and certified copy of Plan Sanction Order; call with Gillian at Scotia regarding particulars of brokerage account; email correspondence with Osler regarding forms of letters of transmittal
	K. O'Ferrall	2.32	Retrieving case law [REDACTED]

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
July 10, 2010	D.R. Byers	4.50	Review wording of Sanction Order and Plan with respect to RBC fee and payment to lenders; conference call with Osler and FTI; review calculations with respect to [REDACTED] and analysis of the same; review emails of G. Colter, D. Lamb and P. Bishop; review emails with McMillan with respect to closing documents; discussions with respect to form on Monitor Certificate; further emails with respect to outstanding issues
	D.J. MacKenzie	6.83	Revise Monitor confirmation; exchange correspondence with McMillan; review Vesting Order; discuss with Monitor; revise Vesting Certificate
July 11, 2010	D.R. Byers	3.25	Conference call with Osler and P. Bishop; various emails with respect to RBC issue; email with J Swartz; further review of Plan and Sanction Order; further conference call with Osler and P. Bishop; conference call with P. Bishop, P. Griffin and P Osborne
	D.J. MacKenzie	4.83	Prepare for closing; review Vesting Order and Plan Sanction Order requirements; conference calls with Osler and the Monitor; conference calls with Davies; review closing documents; correspondence with FTI
	A. Fransen	1.50	Review and draft correspondence; review closing documents
July 12, 2010	D.R. Byers	12.50	Meeting with P. Bishop; meeting with G. Colter and RBC; attend meeting at Osler with respect to closing matters; further meeting with RBC; re-attend at Osler with respect to closing matters; [REDACTED]
			[REDACTED] review RBC Motion Record; emails with Justice Pepall; further meetings with respect to [REDACTED], report to Justice Pepall and Service List with respect to RBC Motion
	D.J. MacKenzie	13.00	Prepare for closing; finalize documents; conference calls regarding claims
	L.A. Cuthbert	2.50	Calls with D. MacKenzie, with respect to vacation pay, Record of Employment, revise vacation pay language, consider Record of Employment, vacation pay accrual, revise to contemplate statutory notice period
	N. Ramalho	1.00	Participate in conference call regarding

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			employee claims; emails from and to J. Porepa; emails from and to D. MacKenzie
	A. Fransen	10.61	Various tasks in preparation for closing; attend pre-closing; review and revise documents
	M. Konyukhova	5.50	Review flow of funds memoranda and revised versions; office conference regarding closing preparation; conference calls with CRA and Osler regarding CRA claim; various correspondence with respect to same; review correspondence concerning fee and other closing issues; review Sanction Order and Administrative Reserve Order; review vacation pay agreement and correspondence re same
	M. Bassani	13.50	Logistical matters relating to pre-closing
	M.A. Wilson	1.47	Meeting regarding closing; discussion and correspondence with respect to same; discussion concerning brokerage account
July 13, 2010	D.R. Byers	4.75	Conference call with E. Sellers; meeting with P. Bishop and S. Bissell with respect to closing; deal with closing issues; report to Court with respect to closing; discussion with Davies concerning CRA claim
	D.J. MacKenzie	11.00	Attend closing; review transfer of funds, escrow and deliveries; prepare closing documents
	A.J. Taylor	0.50	Review RBC Affidavit and Notice of Motion; conversation with D. Byers
	A. Fransen	9.90	Attend closing
	M. Konyukhova	1.50	Attend to various closing correspondence and issues; correspondence re claims
	M. Bassani	8.25	Closing
	M.A. Wilson	0.61	Conference call regarding closing; correspondence re brokerage accounts
	K. O'Ferrall	1.25	Reviewing case law [REDACTED]
	S. Gibson	1.33	Filing documents at Court (Commercial List) and getting certified copies of the certificates; delivering originals to Jay Swartz
July 14, 2010	D.R. Byers	0.75	Telephone discussion with J. Swartz; email with A. Kent; discuss CRA issues with D. MacKenzie
	D.J. MacKenzie	6.00	Prepare for and attend call with CRA; review [REDACTED]
			review information requests; discuss with FTI
	P.X. Martel	0.25	E-mail D. Mackenzie
	A. Boctor	3.75	Review materials related to [REDACTED]
	N. Ramalho	0.58	Emails from and to D. MacKenzie; email to M.

STIKEMAN ELLIOTT

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	M. Nixon	2.00	Konyukhova; emails from and to [REDACTED] Discussions with J. Lorito; reviewing [REDACTED] [REDACTED] considering arguments; sending email to J. Lorito
	M. Konyukhova	2.50	Calls with respect to [REDACTED] and CRA withholding arrangements with A. Boctor and CRA; review [REDACTED] correspondence; correspondence with Osler regarding [REDACTED] agreements; calls concerning motion to approve fees and activities; correspondence with respect to same
	M.A. Wilson	0.86	Prepared distribution steps; correspondence with Computershare regarding same
	K. O'Ferrall	1.63	Research regarding [REDACTED], [REDACTED]; email to N. Ramalho
Jul 15, 2010	D.J. MacKenzie	6.00	Conference calls with CRA; prepare submissions; [REDACTED] [REDACTED] conference calls with FTI.
Jul 15, 2010	A. Boctor	1.75	Review materials related to [REDACTED], call with CRA.
Jul 15, 2010	N. Ramalho	0.67	Telephone call with Maria Konyukhova; telephone call with Jesse Kugler; telephone call with J. Kay; review Asset Purchase Agreement
Jul 15, 2010	A. Fransen	1.51	Various post closing tasks; assist with CRA submissions
Jul 15, 2010	M. Konyukhova	1.50	Call with CRA; call with [REDACTED] counsel regarding [REDACTED] claim; e-mail to [REDACTED] counsel; call concerning [REDACTED] claim; correspondence with respect to [REDACTED] correspondence concerning status of claims and next steps; correspondence regarding share attributes
Jul 15, 2010	M.A. Wilson	0.72	Correspondence with respect to brokerage account and Computershare registrations
Jul 15, 2010	S. Clarke	0.50	Phone call from FTI; drafted fee affidavits

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	42.58	825.00	35,128.50

STIKEMAN ELLIOTT

D.J. MacKenzie	95.66	775.00	74,136.50
P.X. Martel	8.75	875.00	7,656.25
A.J. Taylor	0.75	675.00	506.25
L.A. Cuthbert	3.00	650.00	1,950.00
A. Boctor	7.34	585.00	4,293.90
N. Ramalho	10.92	575.00	6,279.00
M. Nixon	2.00	550.00	1,100.00
A. Fransen	36.35	480.00	17,448.00
M. Konyukhova	37.00	445.00	16,465.00
M. Bassani	51.00	375.00	19,125.00
M.A. Wilson	23.56	375.00	8,835.00
S. Clarke	0.66	345.00	227.70
K. O'Ferrall	5.20	345.00	1,794.00
S. Gibson	1.33	200.00	266.00

FEES

Professional Services	CAD \$195,211.10
HST @ 13.0%	25,377.44
Total Professional Services and Taxes	CAD \$220,588.54

CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	1,262.00		1,262.00
Total Charges	1,262.00	0.00	1,262.00
HST @ 13.0%			164.06
Total Charges and Taxes			CAD \$1426.06

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Business Meals - In Town	261.34		261.34
Travel - In Town	19.64		19.64
Book Binding/Binders	21.30		21.30
Telephone	0.03		0.03
Total Disbursements	302.31		302.31
HST @ 13.0%			34.46
Total Disbursements and Taxes			CAD C \$341.61

STIKEMAN ELLIOTT

INVOICE SUMMARY

Invoice No. 4901153

Re: Canwest Limited Partnership

File No. 1096791004

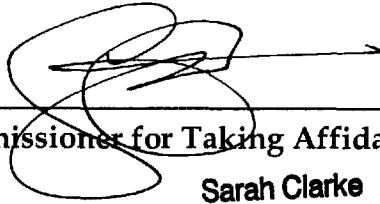
	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	195,211.10	0.00	\$195,211.10
HST @ 13.0%			25,377.44
Charges	1,262.00	0.00	1,262.00
HST @ 13.0%			164.06
Disbursements	302.11		302.31
HST @ 13.0%			39.30
AMOUNT DUE			<u>CDN \$222,356.32</u>
LESS: Unapplied Cash from Prepayment of \$226,000.00			<u>\$222,356.32</u>
BALANCE OWING			<u>\$0.00</u>
Balance remaining in trust to credit of this file			<u>3,643.68</u>

STIKEMAN ELLIOTT LLP


David R. Byers

Disbursements and charges may not have been posted at the date of this account.
Please quote our File number and/or Invoice number when making payment.
Accounts are due when rendered. Interest at the rate of 0.50 percent per annum
will be charged for amounts unpaid 30 days or more.

**THIS IS EXHIBIT "B" TO
THE AFFIDAVIT OF
DAPHNE J. MACKENZIE
SWORN JULY 22, 2010**

A handwritten signature in black ink, appearing to be 'Sarah Clarke', is written over a horizontal line. The signature is stylized and somewhat cursive.

Commissioner for Taking Affidavits

Sarah Clarke

EXHIBIT "B "

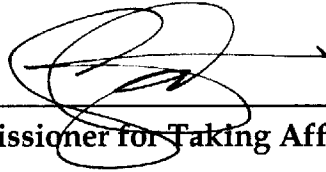
Stikeman Elliott - Summary of Invoices

Invoice #	Date	Fee	Charges and Disbursements	GST (on Fees, Charges & Disbursements)	HST (on Fees, Charges & Disbursements)	Total
4896218	24-Jun-10	\$ 218,990.15	\$ 1,565.05	\$ 11,027.76	N/A	\$ 231,582.96
4900046	7-Jul-10	\$ 204,669.65	\$ 6,669.55	\$ 10,566.96	N/A	\$ 221,906.16
4901153	15-Jul-10	\$ 195,211.10	\$ 1,564.31	N/A	\$ 25,580.80	\$ 222,356.32
TOTALS		\$ 618,870.90	\$ 9,798.91	\$ 21,594.72	\$ 25,580.80	\$ 675,845.44

* Note 1

* Note 1 Due to an inadvertent error in addition, Invoice # 4901153 charged \$0.11 more than the aggregate value of the various items listed on the Invoice.

**THIS IS EXHIBIT "C" TO
THE AFFIDAVIT OF
DAPHNE J. MACKENZIE
SWORN JULY 22, 2010**

A handwritten signature in black ink, appearing to be 'Sarah Clarke', written over a horizontal line. The signature is stylized with loops and a long horizontal stroke extending to the right.

Commissioner for Taking Affidavits

Sarah Clarke

EXHIBIT "C"

Stikeman Elliott Fees - May 30 to July 15, 2010

NAME	POSITION	HOURS	HOURLY RATE	TOTAL
J. Lorito	Sr. Tax Partner	23.50	950 \$	22,325.00
M. Voore	Sr. Corp. Partner	4.50	900 \$	4,050.00
P. Martel	Sr. Tax Partner	8.75	875 \$	7,656.25
D. Byers	Sr. Lit. Partner	108.58	825 \$	89,578.50
D. MacKenzie	Sr. Corp. Partner	275.66	775 \$	213,636.50
S. Hutton	Competition Partner	2.90	750 \$	2,175.00
A. Taylor	Lit. Partner	22.00	675 \$	14,850.00
L. Cuthbert	Employ. Partner	3.00	650 \$	1,950.00
A. Boctor	Employ. Associate	8.34	585 \$	4,878.90
N. Ramalho	Employ. Partner	21.75	575 \$	12,506.25
M. Nixon	Tax Associate	16.09	550 \$	8,849.50
A. Fransen	Corp. Associate	117.21	480 \$	56,260.80
M. Milot	Sr. Translator	0.50	475 \$	237.50
D. Arseneau	Lawyer Reviser	1.84	450 \$	828.00
M. Konyukhova	Lit. Associate	202.75	445 \$	90,223.75
M. Bassani	Corp. Associate	140.16	375 \$	52,560.00
M. Wilson	Corp. Associate	53.97	375 \$	20,238.75
S. Clarke	Lit. Associate	34.31	345 \$	11,836.95
K. O'Ferrall	Employ. Associate	5.20	345 \$	1,794.00
K. Kightley	Corp. Clerk	0.25	260 \$	65.00
A. Reda	Translator	3.25	245 \$	796.25
V. Voakes	Lit. Associate	0.50	240 \$	120.00
A. Sigal	Summer Student	2.94	200 \$	588.00
S. Gibson	Summer Student	1.33	200 \$	266.00
A. Timm	Lit. Clerk	4.00	150 \$	600.00
	TOTAL HOURS	1063.28	TOTAL \$	618,870.90

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.

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

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF DAPHNE J. MACKENZIE
(SWORN JULY 22, 2010)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697

Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Fax: (416) 861-0445

Lawyers for the Monitor

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.

**ONTARIO
SUPERIOR COURT OF JUSTICE COMMERCIAL
LIST**

Proceeding commenced at Toronto

**MOTION RECORD
(RETURNABLE JULY 28, 2010)**

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