

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 15
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CANWEST GLOBAL COMMUNICATIONS : Case No. 09 - 15994
CORP., et al. :
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Debtors in a Foreign Proceeding. : Jointly Administered
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**ORDER GRANTING RECOGNITION
AND RELIEF IN AID OF FOREIGN MAIN PROCEEDINGS**

Hearings having been held before this Court on October 6, 2009, October 15, 2009 and November 3, 2009 (the "Hearings") to consider (1) the Official Form B-1 Petitions (the "Chapter 15 Petitions") and the Verified Petition Pursuant To 11 U.S.C. §§ 105(a), 1504, 1507, 1515, 1517, 1519, 1520 And 1521, Commencing Chapter 15 Cases And Seeking Entry Of An Order Recognizing Foreign Main Proceedings And Granting Further Relief And Additional Assistance (together with all exhibits appended thereto, the "Verified Petition") of Canwest Global Communications Corp. ("Canwest Global"), Canwest Media Inc. ("CMI"), 4501063 Canada Inc. ("4501063"), Canwest Television GP Inc. ("Canwest Television"), and Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc. ("Canwest Broadcasting," and collectively with Canwest Global, CMI, 4501063, and Canwest Television, the "Debtors"), presented by FTI Consulting Canada Inc. as court-appointed monitor and authorized representative ("Monitor") of the Debtors, for recognition of foreign main proceedings (the "Canadian Proceedings") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice (Commercial List) at Toronto (the "Canadian Court"), and seeking enforcement pursuant to sections 105(a), 1504, 1507, 1515, 1517, 1519, 1520, and 1521 of title 11 of the United States Code (the "Bankruptcy"),

Code") of the Initial Order of the Canadian Court dated October 6, 2009 (as it may be amended or extended from time to time by the Canadian Court, the "Initial CCAA Order") in the United States and (2) the Monitor's *Ex Parte* Motion for Order to Show Cause with Temporary Restraining Order and, After Notice and a Hearing, a Preliminary Injunction (the "TRO Motion"); and upon this Court's review and consideration of the Chapter 15 Petitions, the Verified Petition, the TRO Motion, the Affidavit of John E. Maguire annexed to the Verified Petition, the Memorandum of Law in Support of the Verified Petition, the Amended Supplemental Memorandum of Law in Support of Monitor's *Ex Parte* Motion for Order to Show Cause with Temporary Restraining Order and, After Notice and a Hearing, Preliminary Injunction, the Supplemental Declaration of John E. Maguire in support of the TRO Motion, the Declaration of Ashley John Taylor, Esq. in support of the TRO Motion and all other documents filed in support of the Verified Petition and the TRO Motion on behalf of the Debtors; and this Court having concluded that appropriate and timely notice of the filing of the Chapter 15 Petitions, the Verified Petition, and the TRO Motion have been given; and the Hearings having been held; and upon the record of the statements made at the Hearings; and after due deliberation and sufficient cause appearing therefor, this Court finds and concludes as follows:

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).
- C. Venue is properly located in this District pursuant to 28 U.S.C. § 1410.
- D. These chapter 15 cases were properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.

E. The Monitor is a "foreign representative" and a person within the meaning of sections 101(24) and 1517(a)(2) of the Bankruptcy Code; and the Monitor is the duly appointed foreign representative of the Debtors, as required by section 101(24) of the Bankruptcy Code.

F. The Canadian Proceedings currently pending before the Canadian Court for the Debtors constitute "foreign proceedings" within the meaning of section 101(23) of the Bankruptcy Code.

G. The Canadian Proceedings are pending in Canada, which is where the center of main interests of each of the Debtors is located, and each is a "foreign main proceeding" within the meaning of section 1502(4) of the Bankruptcy Code and under section 1517(b)(1) of the Bankruptcy Code.

H. The Chapter 15 Petitions and the Verified Petition meet the requirements of section 1515 of the Bankruptcy Code.

I. The Canadian Proceedings are entitled to recognition as foreign main proceedings under section 1517 of the Bankruptcy Code.

J. **SMB 11/3/09** The Monitor is entitled to all of the relief provided under sections 1520 ~~and 1521~~ of the Bankruptcy Code, without limitation.

K. **SMB 11/3/09** ~~It appears to~~ The Court **concludes** that the Debtors will suffer irreparable harm unless creditors and contractual counterparties are enjoined to the extent provided in this Order.

L. The relief granted hereby is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, and warranted pursuant to sections 1517, 1520 and 1521 of the Bankruptcy Code.

M. **SMB 11/3/09** To the extent not already provided by virtue of sections 105(a), 1517, 1519, **and** 1520 ~~and 1521~~ of the Bankruptcy Code, and as may be necessary to effectuate the Initial CCAA Order in the United States, additional assistance pursuant to section 1507 of the Bankruptcy Code is consistent with the principles of comity as the Canadian Proceedings reasonably assure (1) just treatment of all holders of claims against or interests in the Debtors' property; (2) protection of claim holders in the United States against prejudice and inconvenience in the processing of claims in the Canadian Proceedings; (3) prevention of preferential or fraudulent dispositions of property of the Debtors; and (4) distribution of proceeds of the Debtors' property substantially in accordance with the order prescribed by title 11 of the United States Code.

THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Canadian Proceedings are recognized as foreign main proceedings under section 1517(b)(1) of the Bankruptcy Code.

2. **SMB 11/3/09** All provisions of section 1520 ~~and 1521(a)~~ of the Bankruptcy Code apply in these chapter 15 cases, including, without limitations, the stay under section 362 of the Bankruptcy Code and the provisions of section 363 of the Bankruptcy Code throughout the duration of these chapter 15 cases or until otherwise ordered by this Court.

3. **SMB 11/3/09** ~~Pursuant to sections 1520 and 1521 of the Bankruptcy Code and, as necessary, sections 105(a) and 1507 of the Bankruptcy Code, the Initial CCAA Order is hereby given full force and effect in the United States as to the Debtors so long as such Initial CCAA Order is in effect in the Canadian Proceedings.~~

4. For so long as the Initial CCAA Order is in effect in the Canadian Proceedings or otherwise ordered by this Court, the individuals, firms, corporations and other

entities listed on annexed Exhibit A hereto (all of the foregoing, collectively being "Person" and each being a "Person"), and all those acting for or on their behalf, are hereby enjoined **SMB 11/3/09** and ~~prohibited on a preliminary basis for an indefinite period~~, in the United States and its territories from, discontinuing, altering, failing to honor, interfering with, repudiating, ceasing to perform, or terminating any right, renewal right, contract agreement, license or permit with Canwest Television Limited Partnership ("Television Partnership") for the supply of goods and/or services, including without limitation all programming supply, computer software, communication and other data services to Television Partnership, on the basis of, or as a result of, the filing of the Chapter 15 cases, the Canadian Proceedings or any amounts outstanding as of the filing of the Chapter 15 cases to the same extent as set forth in the Initial CCAA Order as it exists as of this date; provided, in each case, that the contractual prices or charges for all such goods or services received after the date of the Initial CCAA Order are paid by the Debtors or Television Partnership in accordance with normal payment practices of the Debtors or Television Partnership or such other practices as may be agreed upon by the supplier or service provider, the Debtors, Television Partnership and the Monitor, or as may be ordered by the Court. Notwithstanding the foregoing, nothing contained in this Paragraph 4 is intended to nor shall it be construed as preempting, abrogating or otherwise limiting any rights of a Person under the Initial CCAA Order and the CCAA.

5. Nothing in this Order shall be construed to limit in any way any additional relief granted by this Court or any other additional injunctive relief the Court may grant from time to time.

6. **SMB 11/3/09** ~~Notwithstanding anything to the contrary in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or the Federal Rules of Civil Procedure, all~~

~~persons and entities (other than the Monitor and its expressly authorized representatives and agents) are hereby enjoined from invoking, enforcing or relying on the benefits of any statute, rule or requirement of federal, state or local law or regulation requiring the Monitor or the Debtors to establish or post security in the form of a bond, letter of credit or otherwise as a condition of prosecuting or defending any proceeding, and such statute, rules or requirement will be rendered null and void for the purposes of such proceedings.~~

7. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any request for additional relief and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

8. The Monitor shall provide service and notice of this Order by first class mail, postage prepaid, upon (a) all known parties against whom provisional relief is being granted in these chapter 15 cases, **SMB 11/3/09 including all parties listed on Exhibit A** (b) all parties to litigation pending in the United States in which a Debtor is a party at the time of filing of the Chapter 15 Petitions and (c) the United States Trustee, which service and notice shall constitute sufficient service and notice of this Order.

Dated: November 3, 2009
New York, New York

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Issued: 2:22 p.m.

