



**CANWEST GLOBAL
COMMUNICATIONS CORP.
AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"**

**FIRST REPORT OF FTI CONSULTING CANADA INC.
IN ITS CAPACITY AS MONITOR
October 9, 2009**

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 GLOBAL COMMUNICATIONS CORP. AND THE OTHER APPLICANTS LISTED ON
SCHEDULE "A"

Applicants

SERVICE LIST

(Updated as of October 9, 2009)

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TAB # 1.

**ONTARIO
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**IN THE MATTER OF THE *COMPANIES' CREDITORS
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**FIRST REPORT OF FTI CONSULTING CANADA INC.
IN ITS CAPACITY AS MONITOR**

October 9, 2009

INTRODUCTION

1. By Order of this Court dated October 6, 2009 (the "**Initial Order**"), Canwest Global Communications Corp. ("**Canwest Global**") and certain of its subsidiaries listed in **Schedule "A"** hereto (collectively the "**Applicants**") obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "**CCAA**"). The Initial Order also granted relief in respect of certain affiliated partnerships of the Applicants listed in **Schedule "B"** hereto (collectively, the "**Partnerships**", and together with the Applicants, the "**CCAA Entities**") and appointed FTI Consulting Canada Inc. ("**FTI**") as monitor (the "**Monitor**") of the CCAA Entities. The proceedings commenced by the CCAA Entities under the CCAA will be referred to herein as the "**CCAA Proceedings**".

2. On October 6, 2009, following the granting of the Initial Order, the Monitor obtained Orders under Chapter 15 of the *U.S. Bankruptcy Code* from the United States Bankruptcy Court (Southern District of New York) temporarily enjoining certain suppliers, including television production studios, distributors and other key suppliers, from taking certain actions against the CCAA Entities, including disrupting the delivery of broadcast signals as a result of the commencement of the CCAA Proceedings.
3. The basis of a plan of arrangement for the CCAA Entities under the CCAA (the “**Recapitalization Transaction**”) is a going concern recapitalization transaction, the terms and conditions of which were agreed upon following intensive and extended negotiations between the CCAA Entities and the ad hoc committee (the “**Ad Hoc Committee**”) of the CMI Senior Subordinated Noteholders (as defined in FTI’s pre-filing report dated October 5, 2009 (the “**Pre-filing Report**”). The terms of the proposed Recapitalization Transaction are set out in the Recapitalization Transaction Term Sheet (the “**Term Sheet**”).
4. Further background information regarding the CCAA Entities and the CCAA Proceedings is provided in the Pre-filing Report and in the affidavit of John E. Maguire sworn October 5, 2009, copies of which have been posted on the Monitor’s website for the CCAA Proceeding at <http://cfcanada.fticonsulting.com/cmi>.

PURPOSE OF THIS REPORT

5. This First Report of the Monitor is provided to this Court in relation to the CCAA Entities’ motion for an Order approving a procedure for the submission, evaluation

and adjudication of claims against the CCAA Entities and claims, if any, against the current and former directors and officers of the CCAA Entities (the “**Claims Procedure**”).

CLAIMS PROCESS

6. The CCAA Entities and the Ad Hoc Committee are of the view that it is important to complete the Recapitalization Transaction and conclude the CCAA Proceedings as soon as possible to minimize any disruption to the CCAA Entities’ business. Accordingly, the Term Sheet contains certain milestones by which various steps in the CCAA Proceedings must be taken, including, *inter alia*: obtaining Creditor approval of Plan by no later than January 30, 2010.
7. The terms of the Claims Procedure were formulated in order to allow the CCAA Entities to proceed with the Recapitalization Transaction efficiently and effectively so that the CCAA Entities can emerge from CCAA protection as soon as possible. The Claims Procedure has been developed by the CMI Entities, with considerable input from the Ad Hoc Committee as part of the negotiations concerning the Recapitalization Transaction, following consultation with the Monitor.

AFFECTED CLAIMS

8. As described in greater detail in the draft Claims Procedure Order attached hereto as **Appendix “A”**, the CCAA Entities are soliciting the following claims:
 - (a) *Pre-filing Claims* – claims against any of the CCAA Entities which existed

prior to or on the Filing Date¹ (“**Pre-Filing Claims**”); and;

(b) *Restructuring Period Claims* – claims against any of the CCAA Entities, arising out of the restructuring, disclaimer, resiliation, termination or breach of any agreement on or after the Filing Date (“**Restructuring Period Claims**”).

9. The Term Sheet contemplates a discharge and release of certain claims against the Directors and Officers as part of the CCAA Plan; accordingly, the CCAA Entities are also seeking to solicit claims against the Directors or Officers that relate to a Pre-Filing Claim or a Restructuring Period Claim for which the Directors or Officers are by law liable to pay in their capacity as Directors or Officers (“**Director Claims**”).

10. The Pre-Filing Claims, Restructuring Period Claims and Director Claims are collectively referred to herein as the “**Claims**”.

11. The following claims will not be compromised by the CCAA Entities (collectively, the “**Excluded Claims**”):

(a) claims secured by any of the court-ordered charges granted by the Initial Order;

(b) claims against Directors that cannot be compromised due to the provisions of subsection 5.1(2) of the CCAA; and

(c) claims arising from causes of action for which the applicable CMI Entities are fully insured.

¹ Capitalized terms not defined herein have the meanings ascribed to them in the draft Claims Procedure Order.

CLAIMS PROCEDURE

12. The Claims Procedure provides different procedures and timelines for dealing with the following groups of creditors of the CCAA Entities:
- (a) CMI Senior Subordinated Noteholders;
 - (b) CMI Known Creditors, which includes, *inter alia*, the following:
 - (i) Claims arising from post-filing repudiation of agreements;
 - (ii) CCAA Entities' employees; and
 - (iii) CMI Intercompany Claims; and
 - (c) CMI Unknown creditors.
13. The key steps of the Claims Procedure in relation to these groups of creditors are summarized below.

Senior Subordinated Noteholders

14. The key dates and steps in the Claims Procedure as it relates to the CMI Senior Subordinated Noteholders are noted in **Appendix "B"** hereto and can be summarized as follows:
- (a) the CCAA Entities will send to, *inter alia*, the indenture trustee (the "Trustee") in respect of the CMI Senior Subordinated Notes (as defined in the Pre-filing Report) a notice stating the accrued amount owing directly by each of the CCAA Entities who have obligations in respect of the CMI Senior

Subordinated Notes (including, in each case, principal and accrued interest thereon) up to the Filing Date by no later than October 21, 2009;

- (b) The Trustee will have 15 Calendar Days following receipt of the CCAA Entities' notice to confirm to the CCAA Entities the amount owing in respect of the CMI Senior Subordinated Notes;
- (c) If confirmed by the Trustee, or in the absence of a response, the accrued amount identified by the CCAA Entities will be deemed to be the accrued amounts owing directly by each of the CCAA Entities who have obligations in respect of the CMI Senior Subordinated Notes for the purposes of voting and distribution under the Plan;
- (d) If the Trustee indicates that it cannot confirm the accrued amounts owing directly by each of the CCAA Entities, such amounts will be determined by the Court for the purposes of voting and distributions under the Plan;
- (e) In the alternative to sub-paragraphs (c) and (d) above, the CCAA Entities, the Ad Hoc Committee and the Trustee may agree on the amounts owing directly by each of the CCAA Entities who have obligations in respect of the CMI Senior Subordinated Notes, in which case such agreement shall govern.

Known Creditors

Claims Arising from Post-filing Repudiation of Agreements

- 15. Any action taken by the CCAA Entities to restructure, disclaim, resiliate, terminate or

breach any agreement to which it is a party and which gives rise to a Restructuring Period Claim must occur on or before 23 Calendar Days prior to the Meeting. Any notices of disclaimer, resiliation, termination or breach sent to a Creditor must be accompanied by a CMI Claims Package.

16. Pursuant to section 32(1) of the CCAA, the CCAA Entities must obtain the Monitor's approval of the proposed disclaimer prior to giving notice of same. In considering any request for approval in relation to a proposed section 32(1) disclaimer or resiliation, the Monitor will be guided by Canadian Association of Insolvency and Restructuring Professionals ("CAIRP"), Standard of Practice No. 09-5, Disclaimer or Resiliation of Agreements approved, ratified and confirmed by CAIRP members on August 21, 2009 (the "Guidelines"). A copy of the Guidelines is attached hereto as **Appendix "C"**.
17. The CCAA Entities (in consultation with the CMI CRA, if applicable), the Monitor and such Creditor shall resolve such claims for voting purposes no later than 2 Calendar Days prior to the date of the Meeting.

Employees

18. Pursuant to the Initial Order, the CCAA Entities are permitted to continue to pay wages and benefits to their current employees after the Filing Date and the CCAA Entities intend to continue do so. Therefore, it is not anticipated that the current CCAA Entities' employees will have claims with respect to wages and benefits. However, the Claims Procedure does provide a process for the CCAA Entities' employees to advance a claim both with respect to wages and benefits and any other

claims against the CCAA Entities.

19. The key dates and steps of the Claims Procedure as it relates to the CCAA Entities' employees are noted in **Appendix "D"** hereto and can be summarized as follows:

Notice of Valuation of Claim

- (a) the CCAA Entities will deliver a CMI Claims Package (which will include the CCAA Entities' valuation of the CMI Employee's Claims) to all CMI Employees by ordinary mail to the last recorded address as set out in the books and records of the CCAA Entities by no later than October 19, 2009;

Disputing CCAA Entities' Valuation of Claim

- (b) in the event that a CMI Employee disputes the amount set out in his CMI Employee Notice of Claim and/or believes that he or she has a Claim other than in respect of Wages and Benefits, the CMI Employee must deliver a CMI Notice of Dispute of Claim, which must be received by the CCAA Entities by no later than 5:00 p.m. on November 13, 2009 (the "**Claims Bar Date**") failing which the CMI Employee will be deemed to have accepted for voting and distribution purposes the valuation set out in the CMI Employee Notice of Claim and any other claims the CMI Employee may have against the CCAA Entities shall be forever extinguished;

Adjudication of Value of Claim for Voting and/or Distribution Purposes

- (c) the CCAA Entities with the assistance of the Monitor, will be required to

review all Notices of Dispute of Claim that are received by the Claims Bar Date and attempt to resolve all disputes, both for voting purposes and for distribution purposes;

- (d) in the event that a CCAA Entity is unable to resolve a dispute, the CCAA Entity, in its sole discretion, in consultation with the CMI CRA, if applicable, may refer the dispute to the Court or a Claims Officer for adjudication;
- (e) the Court or a Claims Officer is to resolve all disputes and notify the CMI Entity, the disputing creditor and the Monitor of the determination of the value of the disputed claim for voting purposes and for distribution purposes by no later than 2 Calendar Days prior to the date of the meeting of creditors called for the purpose of considering and voting in respect of the Plan (the “**Meeting**”);
- (f) if the Court or a Claims Officer has not finally determined the value of a disputed claim by the date of the Meeting, the relevant CCAA Entity (in consultation with the CMI CRA, if applicable) will be required to either:
 - (i) accept the determination of the value of the disputed claim and conduct the vote of the Creditors on that basis subject to a final determination of such claim and in such case the Monitor shall record separately the value of such disputed claim and whether such Creditor voted in favour of or against the Plan;
 - (ii) adjourn the Meeting until a final determination of the disputed claim is

made; or

- (iii) deal with the matter as the Court may otherwise direct or as the relevant CCAA Entity, the Monitor and the disputing Creditor may otherwise agree;

Appeal of Adjudication

- (g) within 7 days of notification of the Claims Officer's determination, the relevant creditor or CCAA Entity (in consultation with the CMI CRA, if applicable) may appeal such determination to the Court and the appeal shall be initially returnable within 10 days of the filing of such notice of appeal and shall be based on the record before the Claims Officer and not be a hearing *de novo*;
- (h) if neither party appeals within the time period described above, the decision of the Claims Officer will be final and binding and there will be no further right of appeal.

CMI Intercompany Claims

20. The key dates and steps of the Claims Procedure as it relates to the CMI Intercompany Claims are noted in **Appendix "E"** hereto and can be summarized as follows:

- (a) CCAA Entities will provide a CMI Claims Package to any of the CCAA Entities that have one or more claims against any of the other CCAA Entities

with a copy to the Monitor and the advisors to the Ad Hoc Committee that appear on the books and records of the CCAA Entities by no later than October 19, 2009;

- (b) all CMI Intercompany Claims will be deemed to be proven for the amounts specified in the applicable CMI General Notice of Claim;
- (c) the advisors of the Ad Hoc Committee will be permitted to contest the quantum of any CMI Intercompany Claim within 15 Calendar Days after receiving notice of such CMI Intercompany Claim;
- (d) the CCAA Entities may not amend, restate, withdraw, settle or discharge or release any CMI Intercompany Claims without the prior written consent of the advisors to the Ad Hoc Committee or a final determination by the Claims Officer or the Court;
- (e) if the advisors of the Ad Hoc Committee contest the quantum of any CMI Intercompany Claim, they must deliver a completed CMI Notice of Dispute of Claim by the CMI Claims Bar Date;
- (f) the adjudication and resolution of any contested CMI Intercompany Claims will be conducted in the manner described in sub-paragraphs 19(c) through 19(h) above.

Other Known Creditors

21. The key dates and steps of the Claims Procedure as it relates to all other CMI Known

Creditors are noted in **Appendix “F”** hereto and can be summarized as follows:

- (a) the CCAA Entities will be required to deliver a CMI Claims Package (which will include the CCAA Entities’ valuation of the creditor’s Claim(s)) to each of the CMI Known Creditors (other than the CMI Employees and post-filing repudiation claims) by ordinary mail to the last recorded address as set out in the books and records of the CCAA Entities by no later than October 19, 2009;
- (b) in the event that a CMI Known Creditor disputes the valuation of its claim as set out in its CMI General Notice of Claim, it must deliver a CMI Notice of Dispute of Claim setting out the basis of that dispute, which must be received by the CCAA Entities by no later than the Claims Bar Date, failing which, the creditor will be deemed to have accepted for voting and distribution purposes the valuation set out in the CMI General Notice of Claim;
- (c) the adjudication and resolution of any contested claim of the CMI Known Creditors will be conducted in the manner described in sub-paragraphs 19(c) through 19(h) above.

Unknown Creditors

22. The key dates and steps of the Claims Procedure as it relates to the CMI Unknown Creditors are noted in **Appendix “G”** hereto and can be summarized as follows:

Notices

- (a) Forthwith after the date of the Claims Procedure Order is granted by this Court and, in any event, not later than October 20, 2009, the CCAA Entities or the Monitor will publish a notice to creditors in The Globe and Mail (National Edition), the National Post, La Presse and The Wall Street Journal for at least two business days.
- (b) Upon request, the applicable CCAA Entity will be required to send a CMI Claims Package to any creditor who requests these documents;
- (c) all CMI Unknown Creditors who believe they have a claim against the CCAA Entities will be required to return a completed Proof of Claim form to the CCAA Entities by the Claims Bar Date, failing which, the CMI Unknown Creditor will not be entitled to attend or vote at the Meeting and will not be entitled to receive any distribution from any Plan and its Claim will be forever extinguished and barred without any further act or notification by the CCAA Entities;

Disputing and Adjudication for Voting and/or Distribution Purposes

- (d) the CCAA Entities will be required to notify each CMI Unknown Creditor who has delivered a Proof of Claim by no later than November 25, 2009 as to whether the amount of such CMI Unknown Creditor's Claim has been accepted, revised or rejected for voting purposes and/or for distribution purposes and the reasons therefor by sending a CMI Notice of Revision or

Disallowance to the CMI Unknown Creditor;

- (e) any CMI Unknown Creditor who intends to dispute a Notice of Revision or Disallowance must deliver a CMI Notice of Dispute of Revision or Disallowance by no later than December 4, 2009 setting out the basis of that dispute, failing which the value of the CMI Unknown Creditor Voting Claim or the CMI Unknown Creditor Distribution Claim, as the case may be, will be deemed to be as set out in the Notice of Revision or Disallowance and the CMI Unknown Creditor will be barred from disputing or appealing same;
- (f) the adjudication and resolution of any contested claim of a CMI Unknown Creditor for voting and/or distribution purposes will be conducted in the manner described in sub-paragraphs 19(c) through 19(h) above;

Disputing and Determining Value of Claim for Distribution Purposes

- (g) the relevant CCAA Entities shall notify each CMI Unknown Creditor who filed a CMI Proof of Claim and who did not receive a CMI Notice of Revision or Disallowance for distribution purposes as to whether such CMI Unknown Creditor's Claim as set out in such CMI Unknown Creditor's CMI Proof of Claim has been revised or rejected for distribution purposes, and the reasons therefor, by delivery of a CMI Notice of Revision or Disallowance, failing which, the relevant CCAA Entities and the Monitor shall be deemed to have accepted the amount of such CMI Unknown Creditor's Claim as set out in such CMI Unknown Creditor's CMI Proof of Claim for distribution purposes;

- (h) any CMI Unknown Creditor who intends to dispute a CMI Notice of Revision or Disallowance for distribution purposes must deliver a CMI Notice of Dispute of Revision or Disallowance to the CCAA Entities no later than 21 Calendar Days after receiving CMI Notice of Revision or Disallowance for distribution purposes, failing which, the value of the CMI Unknown Creditor Distribution Claim will be deemed to be as set out in the Notice of Revision or Disallowance and the CMI Unknown Creditor will be barred from disputing or appealing same;
- (i) in the event that a CCAA Entity is unable to resolve a dispute regarding the determination of the value of a CMI Unknown Creditor's claim for the purposes of distribution, the CCAA Entity, in its sole discretion, in consultation with the CMI CRA, if applicable, may refer the dispute to the Court or a Claims Officer for adjudication;
- (j) the Court or a Claims Officer is to resolve all disputes and notify the CMI Entity, the disputing creditor and the Monitor of the determination of the value of the disputed claim for distribution purposes;
- (k) within 7 Calendar Days of notification of the Claims Officer's determination, the relevant creditor or CCAA Entity (in consultation with the CMI CRA, if applicable) may appeal such determination to the Court and the appeal shall be initially returnable within 10 Calendar Days of the filing of such notice of appeal and shall be based on the record before the Claims Officer and not be a hearing *de novo*;

- (l) if neither party appeals within the time period described above, the decision of the Claims Officer will be final and binding and there will be no further right of appeal.

CLAIMS OFFICERS

23. The CCAA Entities propose to appoint the Honourable Ed Saunders, the Honourable Jack Ground, the Honourable Coulter Osborne, or such other Persons as may be appointed by the Court from time to time on application of the CCAA Entities (brought in consultation with the CMI CRA and on the consent of the Monitor) or such other Persons designated by the CCAA Entities (in consultation with the CMI CRA and consented to by the Monitor) (collectively, the “**Claims Officers**”).
24. The Claims Officers will review and determine all claims filed prior to the claims bar dates (as described above) for voting and/or distribution purposes which are in dispute for any reason and have not been consensually resolved between the CCAA Entities, the disputing creditor and the Monitor.
25. As noted above, all appeals from the Claims Officers’ decisions will be based on the records before the Claims Officers and will not be conducted as hearings *de novo*.

ROLE OF THE CMI CRA

26. Pursuant to paragraph 10 of the Claims Procedure Order, the CCAA Entities must consult with the CMI CRA in respect to any Claim that exceeds \$15 million prior to accepting, admitting, settling, resolving, valuing, revising or rejecting such Claim.

ROLE OF THE MONITOR

27. The Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall assist the CCAA Entities in connection with the administration of the Claims Procedure, including, without limitation, in:
- (a) the determination of Claims of Creditors;
 - (b) the referral of a particular Claim to a Claims Officer, as requested by the CCAA Entities from time to time; and
 - (c) approving proposed disclaimer or resiliation of agreements.

RECOMMENDATION

28. The Claims Procedure has been developed by the CMI Entities, with considerable input from the Ad Hoc Committee as part of the negotiations concerning the Recapitalization Transaction, following consultation with the Monitor.
29. The Claims Procedure is designed to enable the CCAA Entities to proceed with the Recapitalization Transaction efficiently and effectively so as to minimize any disruption to the CCAA Entities Business and enable the CCAA Entities to emerge from CCAA protection as soon as possible. It is contemplated that the CCAA Entities will return to this Court to seek further instructions in connection with the Claims Procedure if and to the extent it becomes necessary to do so.
30. Given the overall timeframe of the Recapitalization Transaction, the Monitor believes

that the CMI Entities are proceeding reasonably. Accordingly, the Monitor recommends that this Honourable Court approve the CCAA Entities' proposed claims process.

All of which is respectfully submitted this 9th day of October, 2009.

FTI Consulting Canada Inc.,

in its capacity as the proposed Monitor of Canwest Global Communications Corp. and the other Applicants listed in Schedule "A" and Partnerships listed in Schedule "B"

Per



Greg Watson
Senior Managing Director

Schedule "A"

The Applicants

1. Canwest Global Communications Corp.
2. Canwest Media Inc.
3. 30109, LLC
4. 4501063 Canada Inc.
5. 4501071 Canada Inc.
6. Canwest Finance Inc./Financiere Canwest Inc.
7. Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.
8. Canwest International Communications Inc.
9. Canwest International Distribution Limited
10. Canwest International Management Inc.
11. Canwest Irish Holdings (Barbados) Inc.
12. Canwest MediaWorks Turkish Holdings (Netherlands) B.V.
13. Canwest MediaWorks (US) Holdings Corp.
14. Canwest Television GP Inc.
15. CGS Debenture Holding (Netherlands) B.V.
16. CGS International Holdings (Netherlands) B.V.
17. CGS NZ Radio Shareholding (Netherlands) B.V.
18. CGS Shareholding (Netherlands) B.V.
19. Fox Sports World Canada Holdco Inc.
20. Global Centre Inc.
21. MBS Productions Inc.
22. Multisound Publishers Ltd.
23. National Post Holdings Ltd.
24. Western Communications Inc.
25. Yellow Card Productions Inc.

Schedule "B"

Partnerships

1. Canwest Television Limited Partnership
2. Fox Sports World Canada Partnership
3. The National Post Company/La Publication National Post

TAB A

APPENDIX "A"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"

APPLICANTS

CLAIMS PROCEDURE ORDER

THIS MOTION made by Canwest Global Communications Corp. ("Canwest Global") and the other applicants listed on Schedule "A" (the "Applicants") and the partnerships listed on Schedule "B" (collectively and together with Canwest Global and the Applicants, the "CMI Entities", and each a "CMI Entity"), for an order establishing a claims procedure for the identification and quantification of certain claims against (i) the CMI Entities and (ii) the directors and officers of the Applicants was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, the Affidavit of John Maguire sworn October 8, 2009, the First Report of FTI Consulting Canada Inc. in its capacity as Court-appointed monitor of the CMI Entities (the "Monitor") and on hearing from counsel for the CMI Entities, the Monitor, the Special Committee of the Board of Directors of Canwest Global, the *ad hoc* committee of holders of 8% senior subordinated notes issued by Canwest Media Inc. ("CMI"), CIT Business Credit Canada Inc., and the Management Directors of the Applicants and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed.

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SERVICE

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

DEFINITIONS AND INTERPRETATION

2. **THIS COURT ORDERS** that, for the purposes of this Order establishing a claims process for the CMI Entities and their directors and officers (the "CMI Claims Procedure Order"), in addition to terms defined elsewhere herein, the following terms shall have the following meanings:
 - (a) "Assessments" means Claims of Her Majesty the Queen in Right of Canada or of any Province or Territory or Municipality or any other taxation authority in any Canadian or foreign jurisdiction, including, without limitation, amounts which may arise or have arisen under any notice of assessment, notice of reassessment, notice of appeal, audit, investigation, demand or similar request from any taxation authority;
 - (b) "Business Day" means a day, other than a Saturday, Sunday or a statutory holiday, on which banks are generally open for business in Toronto, Ontario;
 - (c) "Calendar Day" means a day, including Saturday, Sunday and any statutory holidays in the Province of Ontario, Canada;
 - (d) "CCAA" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
 - (e) "CCAA Proceedings" means the proceedings commenced by the CMI Entities in the Court at Toronto under Court File No. CV-09-8396-00CL;
 - (f) "Claim" means:

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- (i) any right or claim of any Person against one or more of the CMI Entities, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind whatsoever of one or more of the CMI Entities in existence on the Filing Date, including on account of Wages and Benefits, and any accrued interest thereon and costs payable in respect thereof to and including the Filing Date, whether or not such right or claim is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, perfected, unperfected, present, future, known, or unknown, by guarantee, surety or otherwise, and whether or not such right is executory or anticipatory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts which existed prior to the Filing Date, and includes any other claims that would have been claims provable in bankruptcy had the applicable CMI Entity become bankrupt on the Filing Date (each, a "Prefiling Claim", and collectively, the "Prefiling Claims");
- (ii) any right or claim of any Person against one or more of the CMI Entities in connection with any indebtedness, liability or obligation of any kind whatsoever owed by one or more of the CMI Entities to such Person arising out of the restructuring, repudiation, termination or breach on or after the Filing Date of any contract, lease or other agreement whether written or oral and whether such restructuring, repudiation, termination or breach took place or takes place before or after the date of this CMI Claims Procedure Order (each, a "Restructuring Period Claim", and collectively, the "Restructuring Period Claims"); and
- (iii) any right or claim of any Person against one or more of the Directors or Officers of one or more of the Applicants or any of them, that relates to a Prefiling Claim or a Restructuring Period Claim howsoever arising for

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which the Directors or Officers of an Applicant are by statute or otherwise by law liable to pay in their capacity as Directors or Officers or in any other capacity (each a "Director/Officer Claim", and collectively, the "Directors/Officers Claims");

provided however, that in any case "Claim" shall not include an Excluded Claim;

- (g) "Claims Officer" means the individuals designated by the Court pursuant to paragraph 11 of this CMI Claims Procedure Order and such other Persons as may be designated by the CMI Entities and consented to by the Monitor;
- (h) "CMI Claims Bar Date" means 5:00 p.m. on November 13, 2009;
- (i) "CMI Claims Package" means the materials to be provided by the CMI Entities to Persons who may have a Claim which materials shall include:
 - (i) in the case of a CMI Known Creditor (other than a CMI Employee), a CMI General Notice of Claim, a blank CMI Notice of Dispute of Claim, a CMI Instruction Letter, and such other materials as the CMI Entities may consider appropriate or desirable;
 - (ii) in the case of a CMI Employee, a CMI Employee Notice of Claim, a blank CMI Notice of Dispute of Claim, a CMI Employee Instruction Letter, and such other materials as the CMI Entities may consider appropriate or desirable; or
 - (iii) in the case of a CMI Unknown Creditor, a blank CMI Proof of Claim and a CMI Proof of Claim Instruction Letter, and such other materials as the CMI Entities may consider appropriate or desirable;
- (j) "CMI Claims Schedule" means a list of all known Creditors prepared and updated from time to time by the CMI Entities, with the assistance of the Monitor, showing the name, last known address, last known facsimile number, and last known email address of each CMI Known Creditor (except that where a CMI

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Known Creditor is represented by counsel known by the CMI Entities, the address, facsimile number, and email address of such counsel may be substituted) and, to the extent possible, the amount of each CMI Known Creditor's Claim as valued by the CMI Entities for voting and/or distribution purposes;

- (k) "CMI CRA" means Hap. S. Stephen and Stonecrest Capital Inc. in their capacity as the court-appointed Chief Restructuring Advisor of the CMI Entities;
- (l) "CMI Employee Instruction Letter" means the instruction letter to CMI Employees, substantially in the form attached as Schedule "F" hereto, regarding the CMI Employee Notice of Claim, completion of a CMI Notice of Dispute of Claim by a CMI Employee and the claims procedure described herein;
- (m) "CMI Employee Notice of Claim" means the notice referred to in paragraph 18 hereof, substantially in the form attached hereto as Schedule "E", advising each CMI Employee of their Claim, if any, in respect of Wages and Benefits as valued by the CMI Entities for voting and distribution purposes based on the books and records of the CMI Entities;
- (n) "CMI Employees" means all current employees of the CMI Entities as at the Filing Date, and "CMI Employee" means any one of them;
- (o) "CMI General Notice of Claim" means the notice referred to in paragraph 17 hereof, substantially in the form attached hereto as Schedule "C", advising each CMI Known Creditor (other than CMI Employees) of its Claim as valued by the CMI Entities (in consultation with the CMI CRA, if applicable) for voting and distribution purposes based on the books and records of the CMI Entities;
- (p) "CMI Instruction Letter" means the instruction letter to CMI Known Creditors (other than CMI Employees), substantially in the form attached as Schedule "D" hereto, regarding the CMI General Notice of Claim, completion of a CMI Notice of Dispute of Claim by a CMI Known Creditor and the claims procedure described herein;

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- (q) "CMI Known Creditor" means a Creditor, other than a CMI Noteholder in its capacity as a CMI Noteholder or CMI Unknown Creditor, including CMI Employees, former employees of the CMI Entities, and any CMI Entity in its capacity as a Creditor of one or more CMI Entities, whose Claim is included on the CMI Claims Schedule;
- (r) "CMI Note" means a bond or note issued pursuant to the CMI Noteholder Trust Indenture and any bonds or notes issued in substitution or replacement thereof;
- (s) "CMI Noteholder" means a registered or beneficial holder of a CMI Note;
- (t) "CMI Noteholder Trustee" means The Bank of New York as Trustee under the CMI Noteholder Trust Indenture;
- (u) "CMI Noteholder Trust Indenture" means the trust indenture dated November 18, 2004 between CMI (through its predecessor 3815668 Canada Inc.), certain guarantors party thereto and the CMI Noteholder Trustee, as amended by certain supplemental indentures thereto;
- (v) "CMI Notice of Dispute of Claim" means the notice referred to in paragraph 20 hereof, substantially in the form attached as Schedule "G" hereto, which may be delivered to the Monitor by a CMI Known Creditor disputing a CMI General Notice of Claim or a CMI Employee Notice of Claim, as applicable, with reasons for its dispute;
- (w) "CMI Notice of Dispute of Revision or Disallowance" means the notice referred to in paragraphs 33 and 38 hereof, substantially in the form attached as Schedule "I" hereto, which may be delivered to the Monitor by a CMI Unknown Creditor disputing a CMI Notice of Revision or Disallowance, with reasons for its dispute;
- (x) "CMI Notice of Revision or Disallowance" means the notice referred to in paragraphs 32 and 37 hereof, substantially in the form of Schedule "H" advising a CMI Unknown Creditor that the CMI Entities have revised or rejected all or part of such CMI Unknown Creditor's Claim set out in its CMI Proof of Claim;

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- (y) "CMI Notice to Creditors" means the notice for publication by the CMI Entities or the Monitor as described in paragraph 29 hereof, substantially in the form attached hereto as Schedule "J";
- (z) "CMI Proof of Claim" means the Proof of Claim referred to in paragraph 30 hereof to be filed by CMI Unknown Creditors, substantially in the form attached hereto as Schedule "K";
- (aa) "CMI Proof of Claim Instruction Letter" means the instruction letter to CMI Unknown Creditors, substantially in the form attached as Schedule "L" hereto, regarding the completion of a CMI Proof of Claim by a CMI Unknown Creditor and the claims procedure described herein;
- (bb) "CMI Unknown Creditors" means Creditors which are not CMI Known Creditors or CMI Noteholders;
- (cc) "Court" means the Superior Court of Justice (Commercial List) in the City of Toronto in the Province of Ontario;
- (dd) "Creditor" means any Person having a Claim and includes without limitation the transferee or assignee of a Claim transferred and recognized as a Creditor in accordance with paragraph 45 hereof or a trustee, executor, liquidator, receiver, receiver and manager, or other Person acting on behalf of or through such Person;
- (ee) "Director/Officer Claim" has the meaning ascribed to that term in paragraph 2(f)(iii) of this CMI Claims Procedure Order;
- (ff) "Directors" means all current and former directors (or their estates) of the Applicants and "Director" means any one of them;
- (gg) "Distribution Claim" means the amount of the Claim of a Creditor as finally determined for distribution purposes, in accordance with the provisions of this CMI Claims Procedure Order and the CCAA;
- (hh) "Excluded Claim" means (i) claims secured by any of the "Charges", as defined

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in the Initial Order, (ii) any claim against a Director that cannot be compromised due to the provisions of subsection 5.1(2) of the CCAA, and (iii) that portion of a Claim arising from a cause of action for which the applicable CMI Entities are fully insured;

- (ii) "Filing Date" means October 6, 2009;
- (jj) "Initial Order" means the Initial Order of the Honourable Madam Justice Pepall made October 6, 2009, as amended, restated or varied from time to time;
- (kk) "Meeting" means a meeting of Creditors called for the purpose of considering and voting in respect of a Plan;
- (ll) "Officers" means all current and former officers (or their estates) of the Applicants, and "Officer" means any one of them;
- (mm) "Person" means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, unincorporated organization, joint venture, government or any agency or instrumentality thereof or any other entity;
- (nn) "Plan" means any proposed plan(s) of compromise or arrangement to be filed by any or all of the CMI Entities (in consultation with the CMI CRA) pursuant to the CCAA as the same may be amended, supplemented or restated from time to time in accordance with the terms thereof;
- (oo) "Prefiling Claim" has the meaning ascribed to that term in paragraph 2(f)(i) of this CMI Claims Procedure Order;
- (pp) "Restructuring Period Claim" has the meaning ascribed to that term in paragraph 2(f)(ii) of this CMI Claims Procedure Order;
- (qq) "Wages and Benefits" means all outstanding wages, salaries and employee benefits (including, but not limited to, employee medical, dental, disability, life insurance and similar benefit plans or arrangements, incentive plans, share

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compensation plans and employee assistance programs and employee or employer contributions in respect of pension and other benefits) vacation pay, commissions, bonuses and other incentive payments, payments under collective bargaining agreements, 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; and

- (rr) "Voting Claim" means the amount of the Claim of a Creditor as finally determined for voting at the Meeting, in accordance with the provisions of this CMI Claims Procedure Order, and the CCAA.
3. **THIS COURT ORDERS** that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day unless otherwise indicated herein.
 4. **THIS COURT ORDERS** that all references to the word "including" shall mean "including without limitation".
 5. **THIS COURT ORDERS** that all references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

GENERAL PROVISIONS

6. **THIS COURT ORDERS** that the CMI Entities and the Monitor are hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed, and may, where they are satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this CMI Claims Procedure Order as to completion and execution of such forms and to request any further documentation from a Creditor that the CMI Entities or the Monitor may require in order to enable them to determine the validity of a Claim.
7. **THIS COURT ORDERS** that any Claims denominated in a foreign currency shall be converted to Canadian dollars for purposes of any Plan on the basis of the average Bank of Canada United States/Canadian dollar noon exchange rate in effect over the ten day

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period preceding the filing of a Plan.

8. **THIS COURT ORDERS** that interest and penalties that would otherwise accrue after the Filing Date shall not be included in any Claim. Amounts claimed in Assessments issued after the Filing Date shall be subject to this CMI Claims Procedure Order and there shall be no presumption of validity or deeming of the amount due in respect of the Claim set out in any Assessment where such Assessment was issued after the Filing Date.
9. **THIS COURT ORDERS** that copies of all forms delivered hereunder, as applicable, and determinations of Claims by a Claims Officer or the Court, as the case may be, shall be maintained by the CMI Entities and, subject to further order of the Court, such Creditor will be entitled to have access thereto by appointment during normal business hours on written request to the CMI Entities or the Monitor.
10. **THIS COURT ORDERS** that, notwithstanding anything to the contrary in this CMI Claims Procedure Order, in respect of any Claim that exceeds \$15 million, the CMI Entities shall consult with the CMI CRA prior to: accepting, admitting, settling, resolving, valuing (for purposes of a CMI General Notice of Claim, a CMI Employee Notice of Claim, a notice of repudiation or otherwise), revising or rejecting such Claim; referring the determination of such Claim to a Claims Officer or the Court; appealing any determination of such Claim by the Claims Officer; or adjourning any Meeting on account of a dispute with respect to such Claim.

CLAIMS OFFICER

11. **THIS COURT ORDERS** that the Honourable Ed Saunders, the Honourable Jack Ground, the Honourable Coulter Osborne, and such other Persons as may be appointed by the Court from time to time on application of the CMI Entities (in consultation with the CMI CRA), or such other Persons designated by the CMI Entities (in consultation with the CMI CRA) and consented to by the Monitor, be and they are hereby appointed as Claims Officers for the claims procedure described herein.
12. **THIS COURT ORDERS** that, subject to the discretion of the Court, a Claims Officer shall determine the validity and amount of disputed Claims in accordance with this CMI

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Claims Procedure Order and to the extent necessary may determine whether any Claim or part thereof constitutes an Excluded Claim. A Claims Officer shall determine all procedural matters which may arise in respect of his or her determination of these matters, including the manner in which any evidence may be adduced. A Claims Officer shall have the discretion to determine by whom and to what extent the costs of any hearing before a Claims Officer shall be paid.

13. **THIS COURT ORDERS** that, notwithstanding anything to the contrary herein, a CMI Entity may with the consent of the Monitor: (i) refer a CMI Known Creditor's Claim for resolution to a Claims Officer or to the Court for voting and/or distribution purposes; and (ii) refer a CMI Unknown Creditor's Claim for resolution to a Claims Officer or to the Court for voting and/or distribution purposes, where in the CMI Entity's view such a referral is preferable or necessary for the resolution of the valuation of the Claim.

MONITOR'S ROLE

14. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall assist the CMI Entities in connection with the administration of the claims procedure provided for herein, including the determination of Claims of Creditors and the referral of a particular Claim to a Claims Officer, as requested by the CMI Entities from time to time, and is hereby directed and empowered to take such other actions and fulfill such other roles as are contemplated by this CMI Claims Procedure Order.

CLAIMS PROCEDURE FOR CMI NOTEHOLDERS

15. **THIS COURT ORDERS** that the CMI Entities shall not be required to send to a CMI Noteholder a CMI General Notice of Claim and neither the CMI Noteholders nor the CMI Noteholder Trustee shall be required to file a CMI Proof of Claim in respect of Claims pertaining to the CMI Notes. Within 15 Calendar Days of the Filing Date, the CMI Entities shall send to the CMI Noteholder Trustee (as representative of the CMI Noteholders' Voting Claim), with a copy to the advisors of the Ad Hoc Committee (as defined in the Initial Order), a notice stating the accrued amounts owing directly by each

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of the CMI Entities under the CMI Noteholder Trust Indenture and the guarantees executed by the CMI Entities in respect of the CMI Notes (including, in each case, principal and accrued interest thereon) up to the Filing Date. The CMI Noteholder Trustee shall confirm whether such amounts are accurate to the Monitor within 15 Calendar Days of receipt of the CMI Entities' notice. If such amounts are confirmed by the CMI Noteholder Trustee, or in the absence of any response by the CMI Noteholder Trustee within 15 Calendar Days of receipt of the CMI Entities' notice, such amounts shall be deemed to be the accrued amounts owing directly by each of the CMI Entities under the CMI Noteholder Trust Indenture and the guarantees executed by the CMI Entities in respect of the CMI Notes for the purposes of voting and for the purposes of distributions under the Plan, unless the amounts of such Claims are otherwise agreed to in writing by the applicable CMI Entities, the Ad Hoc Committee, and the CMI Noteholder Trustee, in which case such agreement shall govern. If the CMI Noteholder Trustee indicates that it cannot confirm the accrued amounts owing directly by each of the CMI Entities under the CMI Noteholder Trust Indenture and the guarantees executed by the CMI Entities in respect of the CMI Notes, such amounts shall be determined by the Court for the purposes of voting and distributions under the Plan, unless the amount of such Claims are otherwise agreed to in writing by the applicable CMI Entities, the Ad Hoc Committee and the CMI Noteholder Trustee, in which case such agreement shall govern.

CLAIMS PROCEDURE FOR CMI KNOWN CREDITORS

(i) Repudiation

16. **THIS COURT ORDERS** that any action taken by the CMI Entities to restructure, repudiate, terminate or breach any contract, lease or other agreement, whether written or oral, pursuant to the terms of the Initial Order, must occur on or before 23 Calendar Days prior to the date of the Meeting. Any notices of repudiation delivered to Creditors in connection with the foregoing shall be accompanied by a CMI Claims Package. The CMI Entities (in consultation with the CMI CRA, if applicable), the Monitor and such Creditor shall resolve such Restructuring Period Claims by two (2) Calendar Days prior to the date of the Meeting for voting purposes.

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(ii) Notice of Claims

17. **THIS COURT ORDERS** that the CMI Entities shall send a CMI Claims Package to each of the CMI Known Creditors (other than CMI Employees who are dealt with in paragraph 18 below) by prepaid ordinary mail to the address as shown on the CMI Claims Schedule before 11:59 p.m. on October 19, 2009. The CMI Entities shall specify in the CMI General Notice of Claim included in the CMI Claims Package the CMI Known Creditor's Claim for voting and distribution purposes as valued by the CMI Entities (in consultation with the CMI CRA, if applicable) based on the books and records of the CMI Entities.

18. **THIS COURT ORDERS** that the CMI Entities shall send a CMI Claims Package to each CMI Employee by prepaid ordinary mail to the address as shown on the CMI Claims Schedule before 11:59 p.m. on October 19, 2009. The CMI Entities shall specify in the CMI Employee Notice of Claim included in the CMI Claims Package the CMI Employee's Claim in respect of Wages and Benefits for voting and distribution purposes as valued by the CMI Entities (in consultation with the CMI CRA, if applicable) based on the books and records of the CMI Entities.

19. **THIS COURT ORDERS** that, on or before 11:59 p.m. on October 19, 2009, the CMI Entities shall provide a CMI General Notice of Claim and a CMI Claims Package to any and all of the CMI Entities that have one or more Claims against any of the CMI Entities (each a "CMI Intercompany Claim"), with a copy to the Monitor and the advisors to the Ad Hoc Committee, with respect to each such CMI Intercompany Claim that appears on the books and records of the CMI Entities. All CMI Intercompany Claims shall be deemed to be proven against such CMI Entities for the amounts specified in the applicable CMI General Notices of Claim, provided that the advisors of the Ad Hoc Committee, on behalf of the CMI Noteholders, may, within 15 Calendar Days of receiving notice of such CMI Intercompany Claims, contest the quantum of any CMI Intercompany Claim in the manner provided for herein with respect to the Claims of CMI Known Creditors. No CMI Intercompany Claim may be amended, restated, withdrawn, settled, discharged or released without the prior written consent of the advisors of the Ad

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Hoc Committee, except where such CMI Intercompany Claim is finally determined by the Claims Officer or the Court in the manner provided for herein.

(iii) Adjudication of Claims

20. **THIS COURT ORDERS** that if a CMI Known Creditor (other than a CMI Employee) disputes the amount of the Claim as set out in the CMI General Notice of Claim, the CMI Known Creditor shall deliver to the Monitor a CMI Notice of Dispute of Claim which must be received by the Monitor by no later than the CMI Claims Bar Date. Such Person shall specify therein whether it disputes the value of the Claim for voting and/or distribution purposes.
21. **THIS COURT ORDERS** that if a CMI Known Creditor (other than a CMI Employee) does not deliver to the Monitor a completed CMI Notice of Dispute of Claim by the CMI Claims Bar Date disputing its Claim as valued by the CMI Entities for voting and distribution purposes, then such CMI Known Creditor shall be deemed to have accepted for voting and distribution purposes the valuation of the CMI Known Creditor's Claim as set out in the CMI Notice of Claim, and such CMI Known Creditor's Claim shall be treated as both a Voting Claim and a Distribution Claim. A CMI Known Creditor may accept a Claim for voting purposes as set out in the CMI Notice of Claim and dispute the Claim for distribution purposes in such CMI Known Creditor's CMI Notice of Dispute of Claim provided that it does so by the CMI Claims Bar Date. A determination of a Voting Claim of a CMI Known Creditor does not in any way affect and is without prejudice to the process to determine such CMI Known Creditor's Distribution Claim.
22. **THIS COURT ORDERS** that if a CMI Employee: (i) disputes the amount of the Claim in respect of Wages and Benefits as set out in the CMI Employee Notice of Claim; and/or (ii) believes that they have a Claim other than in respect of Wages and Benefits, the CMI Employee shall deliver to the Monitor a CMI Notice of Dispute of Claim which must be received by the Monitor by no later than the CMI Claims Bar Date. If such Person disputes the amount of the Claim in respect of Wages and Benefits as set out in the CMI Employee Notice of Claim, such Person shall specify therein whether it disputes the value of such Claim in respect of Wages and Benefits for voting and/or distribution

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purposes.

23. **THIS COURT ORDERS** that if a CMI Employee does not deliver to the Monitor a completed CMI Notice of Dispute of Claim by the CMI Claims Bar Date disputing its Claim in respect of Wages and Benefits as valued by the CMI Entities for voting and distribution purposes or asserting other Claims, then such CMI Employee shall be deemed to have accepted for voting and distribution purposes the valuation of the CMI Employee's Claim as set out in the CMI Employee Notice of Claim, and such CMI Employee's Claim shall be treated as both a Voting Claim and a Distribution Claim and all other Claims of the CMI Employee shall be forever extinguished and barred. A CMI Employee may accept a Claim for voting purposes as set out in the CMI Employee Notice of Claim and dispute the Claim for distribution purposes in such CMI Employee's CMI Notice of Dispute of Claim provided that it does so by the CMI Claims Bar Date. A determination of a Voting Claim of a CMI Employee does not in any way affect and is without prejudice to the process to determine such CMI Employee's Distribution Claim.

(iv) Resolution of Disputed Claims

24. **THIS COURT ORDERS** that in the event that a CMI Entity, with the assistance of the Monitor (in consultation with the CMI CRA, if applicable), is unable to resolve a dispute regarding any Voting Claim with a CMI Known Creditor, the CMI Entity or the CMI Known Creditor shall so notify the Monitor, and the CMI Known Creditor or the CMI Entity, as the case may be. The decision as to whether the CMI Known Creditor's Voting Claim should be adjudicated by the Court or a Claims Officer shall be in the sole discretion of the CMI Entity (in consultation with the CMI CRA, if applicable); provided, however that to the extent a Claim is referred under this paragraph to the Court or a Claims Officer, it shall be on the basis that the value of the Claim shall be resolved or adjudicated both for voting and distribution purposes (and that it shall remain open to the parties to agree that the Creditor's Voting Claim may be settled by the CMI Known Creditor and the CMI Entity (in consultation with the CMI CRA, if applicable) without prejudice to a future hearing by the Court or a Claims Officer to determine the Creditor's Distribution Claim). Thereafter, the Court or a Claims Officer, as the case may be, shall

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resolve the dispute between the CMI Entity and such CMI Known Creditor, and in any event, the Court or a Claims Officer shall, by no later than two (2) Calendar Days prior to the date of the Meeting, notify the CMI Entity, such CMI Known Creditor and the Monitor of the determination of the value of the CMI Known Creditor's Voting Claim and Distribution Claim. Such determination of the value of the Voting Claim and Distribution Claim by the Court or the Claims Officer shall be deemed to be the CMI Known Creditor's Voting Claim and Distribution Claim for voting and distribution purposes.

25. **THIS COURT ORDERS** that where the value of a CMI Known Creditor's Voting Claim has not been finally determined by the Court or a Claims Officer by the date on which a vote is held, the relevant CMI Entity (in consultation with the CMI CRA, if applicable) shall either:
- (a) accept the CMI Known Creditor's determination of the value of their Voting Claim as set out in the applicable CMI Notice of Dispute of Claim only for the purposes of voting, and conduct the vote of the Creditors on that basis subject to a final determination of such CMI Known Creditor's Voting Claim, and in such case the Monitor shall record separately the value of such CMI Known Creditor's Voting Claim and whether such CMI Known Creditor voted in favour of or against the Plan;
 - (b) adjourn the Meeting until a final determination of the Voting Claim(s) is made; or
 - (c) deal with the matter as the Court may otherwise direct or as the relevant CMI Entity, the Monitor and the CMI Known Creditor may otherwise agree.
26. **THIS COURT ORDERS** that in the event that a CMI Entity, with the assistance of the Monitor (in consultation with the CMI CRA, if applicable), is unable to resolve a dispute with a CMI Known Creditor regarding any Distribution Claim, the CMI Entity (in consultation with the CMI CRA, if applicable) or the CMI Known Creditor shall so notify the Monitor, and the CMI Known Creditor or the CMI Entity, as the case may be. The decision as to whether the CMI Known Creditor's Distribution Claim should be

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adjudicated by the Court or a Claims Officer shall be in the sole discretion of the CMI Entity (in consultation with the CMI CRA, if applicable). Thereafter, the Court or a Claims Officer shall resolve the dispute between the CMI Entity and such CMI Known Creditor.

27. **THIS COURT ORDERS** that a CMI Known Creditor or a CMI Entity (in consultation with the CMI CRA, if applicable), may, within seven (7) Calendar Days of notification of a Claims Officer's determination of the value of a CMI Known Creditor's Voting Claim or Distribution Claim, appeal such determination to the Court by filing a notice of appeal, and the appeal shall be initially returnable within ten (10) Calendar Days of the filing of such notice of appeal, such appeal to be an appeal based on the record before the Claims Officer and not a hearing de novo.
28. **THIS COURT ORDERS** that if neither party appeals the determination of value of a Voting Claim or Distribution Claim by a Claims Officer within the time set out in paragraph 27 above, the decision of the Claims Officer in determining the value of a CMI Known Creditor's Voting Claim or Distribution Claim shall be final and binding upon the relevant CMI Entity, the Monitor and the CMI Known Creditor for voting and distribution purposes and there shall be no further right of appeal, review or recourse to the Court from the Claims Officer's final determination of a Voting Claim or Distribution Claim.

CLAIMS PROCEDURE FOR CMI UNKNOWN CREDITORS

(i) Notice of Claims

29. **THIS COURT ORDERS** that forthwith after the date of this CMI Claims Procedure Order and in any event before October 21, 2009, the CMI Entities or the Monitor shall publish the CMI Notice to Creditors, for at least two (2) Business Days in The Globe & Mail (National Edition), the National Post, La Presse and The Wall Street Journal.
30. **THIS COURT ORDERS** that the Monitor shall send a CMI Claims Package to any CMI Unknown Creditor who requests these documents. Such CMI Unknown Creditor must return a completed CMI Proof of Claim to the Monitor by no later than the CMI Claims

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Bar Date.

31. **THIS COURT ORDERS** that any CMI Unknown Creditor that does not return a CMI Proof of Claim to the Monitor by the CMI Claims Bar Date shall not be entitled to attend or vote at any Meeting and shall not be entitled to receive any distribution from any Plan and its Claim shall be forever extinguished and barred without any further act or notification by the CMI Entities.

(ii) **Adjudication of Claims**

32. **THIS COURT ORDERS** that the CMI Entities, with the assistance of the Monitor and in consultation with the CMI CRA, if applicable, shall review all CMI Proofs of Claim received by the CMI Claims Bar Date and shall accept, revise or reject the amount of each Claim set out therein for voting and/or distribution purposes. The CMI Entities shall by no later than 11:59 p.m. on November 25, 2009, notify each CMI Unknown Creditor who has delivered a CMI Proof of Claim as to whether such CMI Unknown Creditor's Claim as set out therein has been revised or rejected for voting purposes (and for distribution purposes, if the CMI Entities (in consultation with the CMI CRA, if applicable), elect to do so), and the reasons therefor, by sending a CMI Notice of Revision or Disallowance. Where the CMI Entities do not send by such date a CMI Notice of Revision or Disallowance to a CMI Unknown Creditor, the CMI Entities shall be deemed to have accepted such CMI Unknown Creditor's Claim in the amount set out in that CMI Unknown Creditor's CMI Proof of Claim as a Voting Claim for voting purposes only, which shall be deemed to be that CMI Unknown Creditor's Voting Claim.

33. **THIS COURT ORDERS** that any CMI Unknown Creditor who intends to dispute a CMI Notice of Revision or Disallowance sent pursuant to the immediately preceding paragraph shall, by no later than 5:00 p.m. on December 4, 2009 deliver a CMI Notice of Dispute of Revision or Disallowance to the Monitor.

(iii) **Resolution of Claims**

34. **THIS COURT ORDERS** that where a CMI Unknown Creditor that receives a CMI Notice of Revision or Disallowance pursuant to paragraph 32 above does not file a CMI

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Notice of Dispute of Revision or Disallowance by the time set out in paragraph 33 above, the value of such CMI Unknown Creditor's Voting Claim or Distribution Claim (if the CMI Notice of Revision or Disallowance dealt with the Distribution Claim) shall be deemed to be as set out in the CMI Notice of Revision or Disallowance.

35. **THIS COURT ORDERS** that in the event that a CMI Entity, with the assistance of the Monitor (in consultation with the CMI CRA, if applicable), is unable to resolve a dispute regarding any Voting Claim with a CMI Unknown Creditor, the CMI Entity or the CMI Unknown Creditor shall so notify the Monitor, and the CMI Unknown Creditor or the CMI Entity (in consultation with the CMI CRA, if applicable), as the case may be. The decision as to whether the CMI Unknown Creditor's Voting Claim should be adjudicated by the Court or a Claims Officer shall be in the sole discretion of the CMI Entity; provided, however that to the extent a Claim is referred under this paragraph to the Court or a Claims Officer, it shall be on the basis that the value of the Claim shall be resolved or adjudicated both for voting and distribution purposes (and that it shall remain open to the parties to agree that the Creditor's Voting Claim may be settled by the CMI Unknown Creditor and the CMI Entity (in consultation with the CMI CRA, if applicable) without prejudice to a future hearing by the Court or a Claims Officer to determine the Creditor's Distribution Claim). Thereafter, the Court or a Claims Officer, as the case may be, shall resolve the dispute between the CMI Entity and such CMI Unknown Creditor, and in any event, the Court or a Claims Officer shall, by no later two (2) Calendar Days prior to the date of the Meeting, notify the CMI Entity, such CMI Unknown Creditor and the Monitor of the determination of the value of the CMI Unknown Creditor's Voting Claim and Distribution Claim. Such determination of the value of the Voting Claim and Distribution Claim by the Court or the Claims Officer shall be deemed to be the CMI Unknown Creditor's Voting Claim and Distribution Claim for voting and distribution purposes.
36. **THIS COURT ORDERS** that where the value of a CMI Unknown Creditor's Voting Claim has not been finally determined by the Court or the Claims Officer by the date of the meeting, the relevant CMI Entity shall (in consultation with the CMI CRA, if applicable) either:

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- (a) accept the CMI Unknown Creditor's determination of the value of the Voting Claim as set out in the applicable CMI Notice of Dispute of Revision or Disallowance only for the purposes of voting and conduct the vote of the Creditors on that basis subject to a final determination of such CMI Unknown Creditor's Voting Claim, and in such case the Monitor shall record separately the value of such CMI Unknown Creditor's Voting Claim and whether such CMI Unknown Creditor voted in favour of or against the Plan;
 - (b) adjourn the Meeting until a final determination of the Voting Claim(s) is made; or
 - (c) deal with the matter as the Court may otherwise direct or as the relevant CMI Entity, the Monitor and the CMI Unknown Creditor may otherwise agree.
37. **THIS COURT ORDERS** that the CMI Entities, with the assistance of the Monitor (in consultation with the CMI CRA, if applicable), shall review and consider all CMI Proofs of Claim filed in accordance with this CMI Claims Procedure Order, in order to determine the Distribution Claims. The relevant CMI Entities shall notify each CMI Unknown Creditor who filed a CMI Proof of Claim and who did not receive a CMI Notice of Revision or Disallowance for distribution purposes pursuant to paragraph 32 herein as to whether such CMI Unknown Creditor's Claim as set out in such CMI Unknown Creditor's CMI Proof of Claim has been revised or rejected for distribution purposes, and the reasons therefore, by delivery of a CMI Notice of Revision or Disallowance. Where the relevant CMI Entities do not send a CMI Notice of Revision or Disallowance for distribution purposes to a CMI Unknown Creditor, the relevant CMI Entities and the Monitor shall be deemed to have accepted the amount of such CMI Unknown Creditor's Claim as set out in such CMI Unknown Creditor's CMI Proof of Claim as such CMI Unknown Creditor's Distribution Claim.
38. **THIS COURT ORDERS** that any CMI Unknown Creditor who intends to dispute a CMI Notice of Revision or Disallowance for distribution purposes shall no later than 21 Calendar Days after receiving the notice referred to in paragraph 37, deliver a CMI Notice of Dispute of Revision or Disallowance to the Monitor.

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39. **THIS COURT ORDERS** that where a CMI Unknown Creditor that receives a CMI Notice of Revision or Disallowance pursuant to paragraph 37 above does not return a CMI Notice of Dispute of Revision or Disallowance for distribution purposes to the Monitor by the time set out in paragraph 38 above, the value of such CMI Unknown Creditor's Distribution Claim shall be deemed to be as set out in the CMI Notice of Revision or Disallowance for distribution purposes and the CMI Unknown Creditor will be barred from disputing or appealing same.
40. **THIS COURT ORDERS** that in the event that a CMI Entity (in consultation with the CMI CRA, if applicable) is unable to resolve a dispute with a CMI Unknown Creditor regarding any Distribution Claim, the CMI Entity or the CMI Unknown Creditor shall so notify the Monitor, and the CMI Unknown Creditor or the CMI Entity, as the case may be. The decision as to whether the CMI Unknown Creditor's Distribution Claim should be adjudicated by the Court or a Claims Officer shall be in the sole discretion of the CMI Entity (in consultation with the CMI CRA, if applicable). Thereafter, the Court or a Claims Officer shall resolve the dispute between the CMI Entity and such CMI Unknown Creditor.
41. **THIS COURT ORDERS** that either a CMI Unknown Creditor or a CMI Entity may, within seven (7) Calendar Days of notification of a Claims Officer's determination of the value of a CMI Unknown Creditor's Voting Claim or Distribution Claim, appeal such determination to the Court by filing a notice of appeal, and the appeal shall be initially returnable within ten (10) Calendar Days of the filing of such notice of appeal, such appeal to be an appeal based on the record before the Claims Officer and not a hearing de novo.
42. **THIS COURT ORDERS** that if neither party appeals the determination of value of a Voting Claim or Distribution Claim by a Claims Officer within the time set out in paragraph 41 above, the decision of the Claims Officer in determining the value of a CMI Unknown Creditor's Voting Claim or Distribution Claim shall be final and binding upon the relevant CMI Entity, the Monitor and the CMI Unknown Creditor for voting and distribution purposes and there shall be no further right of appeal, review or recourse to

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the Court from the Claims Officer's final determination of a Voting Claim or Distribution Claim.

SET-OFF

43. **THIS COURT ORDERS** that the CMI Entities may set-off (whether by way of legal, equitable or contractual set-off) against payments or other distributions to be made pursuant to the Plan to any Creditor, any claims of any nature whatsoever that any of the CMI Entities may have against such Creditor, however, neither the failure to do so nor the allowance of any Claim hereunder shall constitute a waiver or release by the CMI Entities of any such claim that the CMI Entities may have against such Creditor.

NOTICE OF TRANSFEREES

44. **THIS COURT ORDERS** that leave is hereby granted from the date of this CMI Claims Procedure Order until ten (10) Business Days prior to the date fixed by the Court for the Meeting to permit a Creditor to provide notice of assignment or transfer of a Claim to the Monitor, subject to paragraph 45.
45. **THIS COURT ORDERS** that if, after the Filing Date, the holder of a Claim transfers or assigns the whole of such Claim to another Person, neither the Monitor nor the CMI Entities shall be obligated to give notice or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received and acknowledged by the relevant CMI Entity and the Monitor in writing and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this CMI Claims Procedure Order prior to receipt and acknowledgement by the relevant CMI Entity and the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any rights of set-off to which a CMI Entity may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set-off, apply, merge, consolidate or

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combine any Claims assigned or transferred to it against or on account or in reduction of any amounts owing by such Person to any of the CMI Entities. No transfer or assignment shall be received for voting purposes unless such transfer shall have been received by the Monitor no later than ten (10) Business Days prior to the date to be fixed by the Court for the Meeting, failing which the original transferor shall have all applicable rights as the "Creditor" with respect to such Claim as if no transfer of the Claim had occurred. Reference to transfer in this CMI Claims Procedure Order includes a transfer or assignment whether absolute or intended as security.

SERVICE AND NOTICES

46. **THIS COURT ORDERS** that the CMI Entities and the Monitor may, unless otherwise specified by this CMI Claims Procedure Order, serve and deliver the CMI Claims Package, any letters, notices or other documents to Creditors or any other interested Person by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery, facsimile transmission or email to such Persons at the physical or electronic address, as applicable, last shown on the books and records of the CMI Entities or set out in such Creditor's CMI Proof of Claim. Any such service and delivery shall be deemed to have been received: (i) if sent by ordinary mail, on the third Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (ii) if sent by courier or personal delivery, on the next Business Day following dispatch; and (iii) if delivered by facsimile transmission or email by 6:00 p.m. on a Business Day, on such Business Day and if delivered after 6:00 p.m. or other than on a Business Day, on the following Business Day.

47. **THIS COURT ORDERS** that any notice or communication required to be provided or delivered by a Creditor to the Monitor or the CMI Entities under this CMI Claims Procedure Order shall be in writing in substantially the form, if any, provided for in this CMI Claims Procedure Order and will be sufficiently given only if delivered by prepaid registered mail, courier, personal delivery, facsimile transmission or email addressed to:

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FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global
Communications Corp. et al
Claims Process

Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

Any such notice or communication delivered by a Creditor shall be deemed to be received upon actual receipt by the Monitor thereof during normal business hours on a Business Day or if delivered outside of normal business hours, the next Business Day.

48. **THIS COURT ORDERS** that if during any period during which notices or other communications are being given pursuant to this CMI Claims Procedure Order a postal strike or postal work stoppage of general application should occur, such notices or other communications sent by ordinary mail and then not received shall not, absent further Order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, facsimile transmission or email in accordance with this CMI Claims Procedure Order.
49. **THIS COURT ORDERS** that in the event that this CMI Claims Procedure Order is later amended by further Order of the Court, the CMI Entities or the Monitor may post such further Order on the Monitor's website and such posting shall constitute adequate notice to Creditors of such amended claims procedure.

MISCELLANEOUS

50. **THIS COURT ORDERS** that notwithstanding any other provisions of this CMI Claims Procedure Order, the solicitation by the Monitor or the CMI Entities of CMI Proofs of

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Claim, and the filing by any Creditor of any CMI Proof of Claim shall not, for that reason only, grant any person any standing in these proceedings or rights under any proposed Plan. The CMI Entities shall not oppose the Ad Hoc Committee and the Noteholder Trustee seeking standing in any proceedings before a Claims Officer, this Court or otherwise in respect of the determination of any Claims.

51. **THIS COURT ORDERS** that nothing in this CMI Claims Procedure Order shall constitute or be deemed to constitute an allocation or assignment of Claims or Excluded Claims by the CMI Entities into particular affected or unaffected classes for the purpose of a Plan and, for greater certainty, the treatment of Claims, Excluded Claims or any other claims is to be subject to a Plan and the classes of creditors for voting and distribution purposes shall be subject to the terms of any proposed Plan or further Order of this Court.
 52. **THIS COURT ORDERS** that in the event that no Plan is approved by this Court, the CMI Claims Bar Date shall be of no effect in any subsequent proceeding or distribution with respect to any and all Claims made by Creditors.
 53. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial regulatory body of the United States and the states or other subdivisions of the United States and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this CMI Claims Procedure Order.
-

SCHEDULE "A"
APPLICANTS

1. Canwest Global Communications Corp.
2. Canwest Media Inc.
3. MBS Productions Inc.
4. Yellow Card Productions Inc.
5. Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.
6. Canwest Television GP Inc.
7. Fox Sports World Canada Holdco Inc.
8. Global Centre Inc.
9. Multisound Publishers Ltd.
10. Canwest International Communications Inc.
11. Canwest Irish Holdings (Barbados) Inc.
12. Western Communications Inc.
13. Canwest Finance Inc./Financiere Canwest Inc.
14. National Post Holdings Ltd.
15. Canwest International Management Inc.
16. Canwest International Distribution Limited
17. Canwest MediaWorks Turkish Holdings (Netherlands) B.V.
18. CGS International Holdings (Netherlands) B.V.

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19. CGS Debenture Holding (Netherlands) B.V.
20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

Draft**SCHEDULE "B"
PARTNERSHIPS**

1. Canwest Television Limited Partnership
2. Fox Sports World Canada Partnership
3. The National Post Company/La Publication National Post

SCHEDULE "C"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"

APPLICANTS

CMI GENERAL NOTICE OF CLAIM

TO: [insert name and address of creditor]

This notice is issued pursuant to the Claims Procedure for Canwest Global Communications Corp. ("Canwest Global") and the other applicants listed on Schedule "A" (the "Applicants"), their Directors and Officers and the partnerships listed on Schedule "B" (collectively and together with Canwest Global and the Applicants, the "CMI Entities") approved by the Order of the Honourable Madam Justice Pepall granted October [14], 2009 in the CCAA Proceedings (the "Order"). Capitalized terms used herein are as defined in the Order unless otherwise noted. A copy of the Order can be obtained from the website of FTI Consulting Canada Inc., the Court-appointed Monitor of the CMI Entities, at <http://cfcanada.fticonsulting.com/cmi>.

The CMI Claims Schedule prepared by the CMI Entities sets your total Claim to be \$ _____, against the following entities:

EntityAmount of Claim

●

\$●

If you agree that the foregoing amount accurately reflects your Claim, you are not required to respond to this CMI General Notice of Claim. If you disagree with the amount of your Claim as set out herein, for either voting and/or distribution purposes, and/or if you believe you have a Director/Officer Claim and/or a Restructuring Period Claim (as defined in the Order) you must deliver a CMI Notice of Dispute of Claim to the Monitor, by no later than **5:00 p.m. (Toronto Time) on November 13, 2009** (the "CMI Claims Bar Date").

You may accept the Claim as set out in this CMI General Notice of Claim for voting purposes without prejudice to your rights to dispute the Claim for distribution purposes. **IF YOU FAIL TO DELIVER A CMI NOTICE OF DISPUTE OF CLAIM** for voting and distribution purposes by the CMI Claims Bar Date, then you shall be deemed to have accepted your Claim as set out in this CMI General Notice of Claim and your Claim as set out in this CMI General Notice of Claim shall be deemed to be both your Voting Claim and Distribution Claim.

DATED at Toronto, this _____ day of ●, 2009.

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process

Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

SCHEDULE "D"**CMI INSTRUCTION LETTER
FOR THE CLAIMS PROCEDURE FOR KNOWN CREDITORS OF
CANWEST GLOBAL COMMUNICATIONS CORP. ("Canwest Global") AND THE
OTHER APPLICANTS LISTED ON SCHEDULE "A" (the "Applicants") AND
PARTNERSHIPS LISTED ON SCHEDULE "B" (collectively and together with Canwest
Global and the Applicants, the "CMI Entities")****CLAIMS PROCEDURE**

By Order of the Honourable Madam Justice Pepall dated October [14], 2009 (as may be amended from time to time, the "CMI Claims Procedure Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), the CMI Entities and their Directors and Officers have been authorized to conduct a claims procedure (the "Claims Procedure"). A copy of the CMI Claims Procedure Order and other public information concerning these proceedings can be obtained from the website of FTI Consulting Canada Inc., the Court-appointed Monitor of the CMI Entities, at <http://cfcanada.fticonsulting.com/cmi>.

This letter provides general instructions for completing the CMI General Notice of Dispute of Claim form. As of the date of this instruction letter, the CMI Entities have not yet filed a plan of arrangement or compromise pursuant to the CCAA. Defined terms not defined within this instruction letter shall have the meaning ascribed thereto in the CMI Claims Procedure Order.

The Claims Procedure is intended for any Person with a Claim of any kind or nature whatsoever, other than an Excluded Claim, against any or all of the CMI Entities or any or all of the Directors or Officers of any or all of the Applicants arising on or prior to October 6, 2009, whether unliquidated, contingent or otherwise. In addition, the Claims Procedure is intended for any Person with any Claim arising after October 6, 2009 against any or all of the Directors or Officers of any or all of the Applicants or against any or all of the CMI Entities as the result of the restructuring, repudiation, termination or breach of any contract, lease or other type of agreement. Please review the CMI Claims Procedure Order for the complete definition of Claim and Excluded Claim.

All notices and inquiries with respect to the Claims Procedure should be directed to the Monitor by prepaid registered mail, courier, personal delivery, facsimile transmission or email at the address below:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

FOR CREDITORS DISPUTING A CMI GENERAL NOTICE OF CLAIM

If you received a CMI General Notice of Claim from any or all of the CMI Entities and you dispute the value of your Claim against any or all of the CMI Entities for voting and/or distribution purposes and/or you believe you have a Restructuring Period Claim and/or a Director/Officer Claim, you must file a CMI Notice of Dispute of Claim form with the Monitor. All CMI Notices of Dispute of Claim **must be received by the Monitor on or before 5:00 pm (Toronto Time) on November 13, 2009**, unless the Monitor and the CMI Entities agree in writing or the Court Orders that the CMI Notice of Dispute Claim be accepted after that date.

All Claims shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.

Additional CMI Notices of Dispute of Claim forms can be obtained from the Monitor's website at <http://cfcanda.fticonsulting.com/cmi> or the CMI Entities' website at ● or by contacting the Monitor and providing the particulars as to your name, address, facsimile number, email address and contact person. Once the Monitor has this information, you will receive, as soon as practicable, additional CMI Notices of Dispute of Claim forms.

DATED this _____ day of _____, 2009.

SCHEDULE "E"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"

APPLICANTS

CMI EMPLOYEE NOTICE OF CLAIM

TO: [insert name and address of employee]

This notice is issued pursuant to the claims procedure for Canwest Global Communications Corp. ("Canwest Global") and the other applicants listed on Schedule "A" (the "Applicants"), their Directors and Officers and partnerships listed on Schedule "B" (collectively and together with Canwest Global and the Applicants, the "CMI Entities") approved by the Order of the Honourable Madam Justice Pepall granted October [14], 2009 in the CCAA Proceedings (the "CMI Claims Procedure Order"). Capitalized terms used herein are as defined in the CMI Claims Procedure Order unless otherwise noted. A copy of the CMI Claims Procedure Order can be obtained from the website of FTI Consulting Canada Inc., the Court-appointed Monitor of the CMI Entities, at <http://cfcanada.fticonsulting.com/cmi>.

The Initial Order of the Honourable Madam Justice Pepall granted October 6, 2009 in the CCAA Proceedings authorizes the CMI Entities to pay, and they shall pay, employees for all Wages and Benefits outstanding as of the Filing Date. Accordingly, you will be paid on the next scheduled date. Therefore, the CMI Claims Schedule prepared by the CMI Entities sets your Claim against the CMI Entities to be \$0 in respect of Wages and Benefits.

If you agree that the foregoing amount accurately reflects your Claim, you are not required to respond to this CMI Employee Notice of Claim. If you believe you have you still have a Claim in respect of Wages and Benefits, or any other Claim, you must deliver a CMI Notice of Dispute of Claim to the Monitor, by no later than **5:00 p.m. (Toronto Time) on November 13, 2009** (the "CMI Claims Bar Date").

You may accept the Claim as set out in this CMI Employee Notice of Claim for voting purposes without prejudice to your rights to dispute the Claim for distribution purposes. **IF YOU FAIL TO DELIVER A CMI NOTICE OF DISPUTE OF CLAIM** for voting and distribution purposes to the Monitor by the CMI Claims Bar Date, then you shall be deemed to have accepted your Claim as set out in this CMI Employee Notice of Claim as your total Claim against the CMI Entities and your Claim as set out in this CMI Employee Notice of Claim shall be deemed to be both your Voting Claim and Distribution Claim.

DATED at Toronto, this _____ day of ● , 2009.

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

SCHEDULE "F"**CMI EMPLOYEE INSTRUCTION LETTER
FOR THE CLAIMS PROCEDURE FOR KNOWN CREDITORS OF
CANWEST GLOBAL COMMUNICATIONS CORP. (the "Canwest Global") AND THE
OTHER APPLICANTS LISTED ON SCHEDULE "A" (the "Applicants") AND
PARTNERSHIP LISTED ON SCHEDULE "B" (collectively and together with Canwest
Global, the "CMI Entities")****CLAIMS PROCEDURE**

By Order of the Honourable Madam Justice Pepall dated October [14], 2009 (as may be amended from time to time, the "CMI Claims Procedure Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), the CMI Entities and their Directors and Officers have been authorized to conduct a claims procedure (the "Claims Procedure"). A copy of the CMI Claims Procedure Order and other public information concerning these proceedings can be obtained from the website of FTI Consulting Canada Inc., the Court-appointed Monitor of the CMI Entities, at <http://cfcanada.fticonsulting.com/cmi>.

This letter provides general instructions for completing the CMI Notice of Dispute of Claim form. As of the date of this instruction letter, the CMI Entities have not yet filed a plan of arrangement or compromise pursuant to the CCAA. Defined terms not defined within this instruction letter shall have the meaning ascribed thereto in the CMI Claims Procedure Order.

The Claims Procedure is intended for any Person with a Claim of any kind or nature whatsoever, other than an Excluded Claim, against any or all of the CMI Entities or against any or all of the Directors or Officers of any or all of the Applicants arising on or prior to October 6, 2009, whether unliquidated, contingent or otherwise. In addition, the Claims Procedure is intended for any Person with any Claim arising after October 6, 2009 against any or all of the Directors or Officers of any or all of the Applicants or against any or all of the CMI Entities as the result of the restructuring, repudiation, termination or breach prior of any contract, lease or other type of agreement. Please review the CMI Claims Procedure Order for the complete definition of Claim and Excluded Claim.

All notices and inquiries with respect to the Claims Procedure should be directed to the Monitor by prepaid registered mail, courier, personal delivery, facsimile transmission or email at the address below:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask
Telephone: 1-888-318-4018
Fax: 416-572-4068
Email: anna.sisask@fticonsulting.com

FOR CMI EMPLOYEES DISPUTING A CMI EMPLOYEE NOTICE OF CLAIM

If you received a CMI Employee Notice of Claim from any or all of the CMI Entities and you believe you have you still have a Claim in respect of Wages and Benefits, or any other Claim, you must file a CMI Notice of Dispute of Claim form with the Monitor. All CMI Notices of Dispute of Claim **must be received by the Monitor on or before 5:00 pm (Toronto Time) on November 13, 2009**, unless the Monitor and the CMI Entities agree in writing or the Court Orders that the CMI Notice of Dispute of Claim be accepted after that date.

All Claims shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.

Additional CMI Notices of Dispute Claim forms can be obtained from the Monitor's website at <http://cfcanda.fticonsulting.com/cmi> or the CMI Entities' website at ● or by contacting the Monitor and providing the particulars as to your name, address, facsimile number, email address and contact person. Once the CMI Entities have this information, you will receive, as soon as practicable, additional CMI Notices of Dispute of Claim forms.

DATED this _____ day of _____, 2009.

SCHEDULE "G"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"**

APPLICANTS

CMI NOTICE OF DISPUTE OF CLAIM

1. PARTICULARS OF CREDITOR:

(a) Full Legal Name of Creditor: _____

(b) Full Mailing Address of Creditor: _____

(c) Telephone Number of Creditor: _____

(d) Facsimile Number of Creditor: _____

(e) E-mail Address of Creditor: _____

(f) Attention (Contact Person): _____

2. **PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:**

(a) Have you acquired this Claim by assignment? Yes No
 (if yes, attach documents evidencing assignment)

(b) Full Legal Name of original creditor(s): _____

3. **DISPUTE OF VALUATION OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:**

(Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)

We hereby disagree with the value of our Claim as set out in the CMI General Notice of Claim / CMI Employee Notice of Claim dated _____, as set out below:

	<u>Claim per Notice of Claim</u>		<u>Disputed for</u>		<u>Claim per Creditor</u>	
	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>
Canwest Global Communications Corp.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest Media Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
MBS Productions Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Yellow Card Productions Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest Television GP Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Fox Sports World Canada Holdco Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Global Centre Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Multisound Publishers Ltd.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest International Communications Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$

	<u>Claim per</u> <u>Notice of Claim</u>		<u>Disputed for</u>		<u>Claim per Creditor</u>	
	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>
Canwest Irish Holdings (Barbados) Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Western Communications Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest Finance Inc./Financiere Canwest Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
National Post Holdings Ltd.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest International Management Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest International Distribution Limited	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Canwest MediaWorks Turkish Holdings (Netherlands) B.V.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
CGS International Holdings (Netherlands) B.V.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
CGS Debenture Holding (Netherlands) B.V.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
CGS Shareholding (Netherlands) B.V.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
CGS NZ Radio Shareholding (Netherlands) B.V.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
4501063 Canada Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
4501071 Canada Inc.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
30109, LLC	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
CanWest MediaWorks (US) Holdings Corp.	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$

	<u>Claim per</u> <u>Notice of Claim</u>		<u>Disputed for</u>		<u>Claim per Creditor</u>	
	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>	<u>Voting</u>	<u>Distribution</u>
Canwest Television Limited Partnership	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
Fox Sports World Canada Partnership	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
The National Post Company/La Publication National Post	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	\$	\$
TOTAL (Consolidated)	\$	\$			\$	\$

4. **REASONS FOR DISPUTE:**

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

5. **RESTRUCTURING PERIOD CLAIMS:**

The undersigned asserts a Claim against any or all of the CMI Entities arising out of the restructuring, repudiation, termination or breach after the Filing Date of any contract, lease or other agreement.

Yes No

(If Yes, provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

6. DIRECTORS/OFFICERS CLAIMS:

The undersigned asserts a Director/Officer Claim against any or all of the Directors or Officers of any or all of the Applicants.

Yes No

(If Yes, provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

This CMI Notice of Dispute of Claim must be returned to and received by the Monitor by no later than **5:00 p.m. (Toronto Time) on November 13, 2009**, the CMI Claims Bar Date, at the following address or facsimile:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
 Claims Process
 Suite 2733, TD Canada Trust Tower
 161 Bay Street
 Toronto, ON
 M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

Dated at _____ this _____ day of _____, 2009.

Per: _____

SCHEDULE "H"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"**

APPLICANTS

CMI NOTICE OF REVISION OR DISALLOWANCE

TO: [insert name and address of creditor]

The CMI Entities have reviewed your CMI Proof of Claim dated _____, 2009, and have revised or rejected your claim for the following reasons:

Subject to further dispute by you in accordance with the provisions of the CMI Claims Procedure Order, your Claim will be allowed as follows:

CMI Entity	Prefiling Claim per Proof of Claim	Revised/Rejected for Voting/Distribution	Allowed as Revised for Voting/Distribution	Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/Distribution	Allowed as Revised for Voting/Distribution

Director/ Officer Claim	Related to Prefiling Claim per Proof of Claim	Revised/Rejected for Voting/Distribution	Allowed as Revised for Voting/Distribution	Related to Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/Distribution	Allowed as Revised for Voting/Distribution

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than **5:00 p.m. (Toronto Time) on December 4, 2009** for voting purposes (and if the CMI Entities have elected to value your claim for distribution purposes, for distribution purposes) and no later than **21 Calendar Days** after you receive such CMI Notice of Revision or Disallowance for distribution purposes, if the CMI Entities have elected to value your claim for distribution purposes in accordance with paragraph 37 of the CMI Claims Procedure Order, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
 Claims Process
 Suite 2733, TD Canada Trust Tower
 161 Bay Street
 Toronto, ON
 M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018
 Fax: 416-572-4068
 Email: anna.sisask@fticonsulting.com

If you do not deliver a CMI Notice of Dispute of Revision or Disallowance, the value of your Claim shall be deemed to be as set out in this CMI Notice of Revision or Disallowance.

DATED at Toronto, this _____ day of _____, 2009.

SCHEDULE "I"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"**

APPLICANTS

CMI NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

1. PARTICULARS OF CREDITOR:

(a) Full Legal Name of Creditor: _____

(b) Full Mailing Address of Creditor: _____

(c) Telephone Number of Creditor: _____

(d) Facsimile Number of Creditor: _____

(e) E-mail Address of Creditor: _____

(f) Attention (Contact Person): _____

2. **PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:**

(a) Have you acquired this Claim by assignment? Yes No
(if yes, attach documents evidencing assignment)

(b) Full Legal Name of original creditor(s): _____

3. **DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:**

(Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)

We hereby disagree with the value of our Claim as set out in the CMI Notice of Revision or Disallowance dated _____, as set out below:

(Insert particulars of Claim per CMI Notice of Revision or Disallowance, whether the Claim is disputed for voting and/or distribution purposes, and the value of your Claim as asserted for voting and/or distribution purposes)

4. **REASONS FOR DISPUTE:**

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than **5:00 p.m. (Toronto Time) on December 4, 2009** for voting purposes (and if the CMI Entities have elected to value your claim for distribution purposes, for distribution purposes) and no later than **21 Calendar Days** after you receive such CMI Notice of Revision or Disallowance for

distribution purposes, if the CMI Entities have elected to value your claim for distribution purposes in accordance with paragraph 37 of the CMI Claims Procedure Order, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018
Fax: 416-572-4068
Email: anna.sisask@fticonsulting.com

Dated at _____ this _____ day of _____, 2009.

Per: _____

SCHEDULE "J"

NOTICE TO CREDITORS OF Canwest Global Communications Corp., Canwest Media Inc., MBS Productions Inc., Yellow Card Productions Inc., Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc., Canwest Television GP Inc., Fox Sports World Canada Holdco Inc., Global Centre Inc., Multisound Publishers Ltd., Canwest International Communications Inc., Canwest Irish Holdings (Barbados) Inc., Western Communications Inc., Canwest Finance Inc./Financiere Canwest Inc., National Post Holdings Ltd., Canwest International Management Inc., Canwest International Distribution Limited, Canwest MediaWorks Turkish Holdings (Netherlands) B.V., CGS International Holdings (Netherlands) B.V., CGS Debenture Holding (Netherlands) B.V., CGS Shareholding (Netherlands) B.V., CGS NZ Radio Shareholding (Netherlands) B.V., 4501063 Canada Inc., 4501071 Canada Inc., 30109, LLC, CanWest MediaWorks (US) Holdings Corp. (collectively, the "Applicants"), Canwest Television Limited Partnership, Fox Sports World Canada Partnership, and the National Post Company/La Publication National Post (collectively, the "Partnerships, and together with the Applicants, the "CMI Entities") and/or their Directors and Officers

RE: NOTICE OF CLAIMS BAR DATE IN COMPANIES' CREDITORS ARRANGEMENT ACT ("CCAA") PROCEEDINGS

NOTICE IS HEREBY GIVEN that pursuant to an Order of the Ontario Superior Court of Justice made October [14], 2009 (the "Order"), a claims procedure was approved for the determination of all claims, to be affected under the CCAA Proceedings against the CMI Entities and the Directors and Officers of the Applicants.

PLEASE TAKE NOTICE that the claims procedure applies only to Claims of Creditors described in the Order. No other claims are being compromised. A copy of the Order and other public information concerning the CCAA Proceedings can be found at the following website: <http://cfcanada.fticonsulting.com/cmi>.

THE CLAIMS BAR DATE is 5:00 p.m. (Toronto Time) on November 13, 2009. Any creditor who has not received a CMI General Notice of Claim or CMI Employee Notice of Claim and who believes that they have a Claim against one or more of the CMI Entities or a

Director/Officer Claim under the Order, other than a CMI Noteholder, must contact the Monitor in order to obtain a CMI Proof of Claim. CMI Proofs of Claim must be filed with the Monitor on or before the CMI Claims Bar Date.

HOLDERS OF CLAIMS who have not received a CMI Notice of Claim and who do not file a CMI Proof of Claim by the CMI Entities Claims Bar Date shall not be entitled to vote at any meeting of creditors regarding any plan of compromise or arrangement proposed by the CMI Entities or participate in any distribution under such plan and any Claims such Creditor may have against any of the CMI Entities and/or any of the Directors and Officers of the Applicants shall be forever extinguished and barred.

CREDITORS REQUIRING INFORMATION or claim documentation may contact the Monitor at the following address or facsimile:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1
Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018
Fax: 416-572-4068
Email: anna.sisask@fticonsulting.com

SCHEDULE "K"

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST GLOBAL
COMMUNICATIONS CORP. AND THE OTHER APPLICANTS
LISTED ON SCHEDULE "A"

APPLICANTS

CMI PROOF OF CLAIM

1. ENTITY AGAINST WHICH YOU ASSERT A CLAIM:

Check only one entity for each Proof of Claim. If you have Claims against more than once entity, you must file a separate Proof of Claim for each.

- | | | | | | |
|--|--------------------------|---|--------------------------|---|--------------------------|
| Canwest Global Communications Corp. | <input type="checkbox"/> | Western Communications Inc. | <input type="checkbox"/> | 4501071 Canada Inc. | <input type="checkbox"/> |
| Canwest Media Inc. | <input type="checkbox"/> | Canwest Finance Inc./Financiere
Canwest Inc. | <input type="checkbox"/> | 30109, LLC | <input type="checkbox"/> |
| MBS Productions Inc. | <input type="checkbox"/> | National Post Holdings Ltd. | <input type="checkbox"/> | CanWest MediaWorks (US) Holdings
Corp. | <input type="checkbox"/> |
| Yellow Card Productions Inc. | <input type="checkbox"/> | Canwest International Management Inc. | <input type="checkbox"/> | Canwest Television Limited Partnership | <input type="checkbox"/> |
| Canwest Global Broadcasting
Inc./Radiodiffusion Canwest Global Inc. | <input type="checkbox"/> | Canwest International Distribution
Limited | <input type="checkbox"/> | Fox Sports World Canada Partnership | <input type="checkbox"/> |
| Canwest Television GP Inc. | <input type="checkbox"/> | Canwest MediaWorks Turkish Holdings
(Netherlands) B.V. | <input type="checkbox"/> | The National Post Company/La
Publication National Post | <input type="checkbox"/> |
| Fox Sports World Canada Holdco Inc. | <input type="checkbox"/> | CGS International Holdings
(Netherlands) B.V. | <input type="checkbox"/> | CGS NZ Radio Shareholding
(Netherlands) B.V. | <input type="checkbox"/> |
| Global Centre Inc. | <input type="checkbox"/> | CGS Debenture Holding (Netherlands)
B.V. | <input type="checkbox"/> | | |
| Multisound Publishers Ltd. | <input type="checkbox"/> | CGS Shareholding (Netherlands) B.V. | <input type="checkbox"/> | | |
| Canwest International Communications
Inc. | <input type="checkbox"/> | CGS NZ Radio Shareholding
(Netherlands) B.V. | <input type="checkbox"/> | | |
| Canwest Irish Holdings (Barbados) Inc. | <input type="checkbox"/> | 4501063 Canada Inc. | <input type="checkbox"/> | | |

2. PARTICULARS OF CREDITOR:

- (a) Full Legal Name of Creditor: _____
- (b) Full Mailing Address of Creditor: _____

- (c) Telephone Number of Creditor: _____
- (d) Facsimile Number of Creditor: _____
- (e) E-mail Address of Creditor: _____
- (f) Attention (Contact Person): _____

3. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

- (a) Have you acquired this Claim by assignment?
 Yes No
 (if yes, attach documents evidencing assignment)
- (b) Full Legal Name of original creditor(s): _____

4. PROOF OF CLAIM

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

- (a) That I am a Creditor of/hold the position of _____ of _____ the Creditor and have knowledge of all the circumstances connected with the Claim described herein;
- (b) That I have knowledge of all the circumstances connected with the Claim described and set out below;
- (c) The CMI Entity was and still is indebted to the Creditor as follows *(Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)*

(i) Prefiling Claims:

\$ _____

(ii) Restructuring Period Claims:

\$ _____

(iii) Directors/Officers Claims:

\$ _____

(iv) TOTAL CLAIM:

\$ _____

Total of (i), (ii) and (iii)

5. NATURE OF CLAIM

(CHECK AND COMPLETE APPROPRIATE CATEGORY)

Unsecured Claim of \$ _____

Secured Claim of \$ _____

In respect of this debt, I hold security over the assets of the CMI Entity valued at \$ _____, the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value for which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

6. PARTICULARS OF CLAIM:

The Particulars of the undersigned's total Claim (including Directors/Officers Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

7. FILING OF CLAIM

This CMI Proof of Claim must be returned to and received by the Monitor by 5:00 p.m.

(Toronto Time) on the CMI Claims Bar Date (November 13, 2009) at the following address:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications
Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018
Fax: 416-572-4068
Email: anna.sisask@fticonsulting.com

Dated at _____ this _____ day of _____, 2009.

Per: _____

SCHEDULE "L"**CMI PROOF OF CLAIM INSTRUCTION LETTER
FOR THE CLAIMS PROCEDURE FOR UNKNOWN CREDITORS OF
CANWEST GLOBAL COMMUNICATIONS CORP. ("Canwest Global") AND THE
OTHER APPLICANTS LISTED ON SCHEDULE "A" (the "Applicants") AND
PARTNERSHIPS LISTED ON SCHEDULE "B" (collectively and together with Canwest
Global and the Applicants, the "CMI Entities")****CLAIMS PROCEDURE**

By Order of the Honourable Madam Justice Pepall dated October [14], 2009 (as may be amended from time to time, the "CMI Claims Procedure Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 (the "CCAA"), the CMI Entities and their Directors and Officers have been authorized to conduct a claims procedure (the "Claims Procedure"). A copy of the CMI Claims Procedure Order and other public information concerning these proceedings can be obtained from the website of FTI Consulting Canada Inc., the Court-appointed Monitor of the CMI Entities, at <http://cfcanada.fticonsulting.com/cmi>.

This letter provides general instructions for completing the CMI Proof of Claim forms. As of the date of this instruction letter, the CMI Entities have not yet filed a plan of arrangement or compromise pursuant to the CCAA. Defined terms not defined within this instruction letter shall have the meaning ascribed thereto in the CMI Claims Procedure Order.

The Claims Procedure is intended for any Person with a Claim of any kind or nature whatsoever, other than an Excluded Claim, against any or all of the CMI Entities or any or all of the Directors or Officers of any or all of the Applicants arising on or prior to October 6, 2009, whether unliquidated, contingent or otherwise. In addition, the Claims Procedure is intended for any Person with any Claim arising after October 6, 2009 against any or all of the Directors or Officers of any or all of the Applicants or against any or all of the CMI Entities as the result of the restructuring, repudiation, termination or breach of any contract, lease or other type of agreement. Please review the CMI Claims Procedure Order for the complete definition of Claim and Excluded Claim.

All notices and inquiries with respect to the Claims Procedure should be directed to the Monitor by prepaid registered mail, courier, personal delivery, facsimile transmission or email at the address below:

FTI Consulting Canada Inc., Court-appointed Monitor of Canwest Global Communications Corp. et al
Claims Process
Suite 2733, TD Canada Trust Tower
161 Bay Street
Toronto, ON
M5J 2S1

Attention: Anna-Liisa Sisask

Telephone: 1-888-318-4018

Fax: 416-572-4068

Email: anna.sisask@fticonsulting.com

FOR CREDITORS SUBMITTING A CMI PROOF OF CLAIM FORM

If you believe that you have a Claim against any or all of the CMI Entities or a Director/Officer Claim, you must file a CMI Proof of Claim form with the Monitor. All CMI Proofs of Claim for Claims arising prior to October 6, 2009 against any or all of the CMI Entities or Directors/Officers Claims **must be received by the Monitor on or before 5:00 pm (Toronto Time) on November 13, 2009**, unless the Monitor and the CMI Entities agree in writing or the Court Orders that the CMI Proof of Claim be accepted after that date. **IF YOU DO NOT FILE A CMI PROOF OF CLAIM BY THE CMI ENTITIES CLAIMS BAR DATE**, you shall not be entitled to vote at any meeting of creditors regarding any plan of compromise or arrangement proposed by the CMI Entities or participate in any distribution under such plan and any Claims you may have against any of the CMI Entities and/or any of the Directors and Officers of the Applicants shall be forever extinguished and barred.

All Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.

ADDITIONAL FORMS

Additional CMI Proof of Claim forms can be obtained from the Monitor's website at <http://cfcanada.fticonsulting.com/cmi> or the CMI Entities' website at ● by contacting the Monitor and providing the particulars as to your name, address, facsimile number, email address and contact person. Once the CMI Entities have this information, you will receive, as soon as practicable, additional CMI Proof of Claim forms.

DATED this _____ day of _____, 2009.

TAB B

APPENDIX "B"

Appendix "B"

Timeline for CMI Senior Subordinated Noteholders

Required Action	Deadline
CCAA Entities to send a notice stating the accrued amount owing directly by each of the CCAA Entities who have obligations in respect of the CMI Senior Subordinated Notes to the Trustee	October 21, 2009
Confirmation of amount of Claim by the Trustee	15 Calendar Days from receipt of notice

TAB C

APPENDIX "C"

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In this Standard, words importing the singular number or the masculine gender only include more persons, parties or things of the same kind than one, and females as well as males and the converse.

1.00 SCOPE AND PURPOSE

- 1.01 The purpose of this Standard is to provide guidance to a Monitor fulfilling its statutory responsibilities under the **Companies' Creditors Arrangement Act (CCAA) R.S.C. 1985, c. C-36, as amended**, in respect of a Monitor's report on the disclaimer or resiliation by a Company of any Agreement to which the Company is a party pursuant to the Act.
- 1.02 The **Act** does not specifically state that the Monitor must file a report in respect of a disclaimer or resiliation of an Agreement. Notwithstanding, one of the factors to be considered by the court is whether the Monitor approves of the proposed disclaimer or resiliation. The Monitor may therefore be required to file a report to the court in this regard.
- 1.03 The Monitor's duties and obligations in respect of a particular **CCAA** proceeding shall be governed by the **Act**, the applicable orders issued by the court, and this Standard where applicable. To the extent that this Standard conflicts with any order issued by the Court, the Monitor shall be governed by the order.

2.00 DEFINITIONS

2.01 In this Standard:

"**May**" means the Standard is simply intended to be helpful and the Monitor has full discretion to follow it or not.

"**Should**" means it is appropriate to do so in most circumstances. Where a Monitor judges it appropriate to do otherwise, the Monitor should consider the advisability of documenting the reasons for its decision.

"**Shall**" means the Standard is mandatory and the Monitor must follow it.

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2.02 In this Standard:

"**Act**" means the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended;

"**Agreement**" means an agreement to which a Company is privy that the Company wishes to disclaim or resiliate, but excluding, for greater certainty, those agreements set out in Section 32(9) of the **Act**;

"**Association**" means Canadian Association of Insolvency and Restructuring Professionals / Association canadienne des professionnels de l'insolvabilité et de la réorganisation;

"**CCAA Plan**" or "**Plan of Compromise or Arrangement**" means a plan of compromise or arrangement prepared by or in respect of a Company in accordance with the **Act**;

"**Claims Agent**" means the Company, the Monitor or any other person authorized by the court to review, admit or disallow claims in the course of the Company's proceedings under the **Act**;

"**Company**" means a debtor company, as defined in Section 2 of the **Act**, that intends to commence or has commenced, as the case may be, a proceeding under the **Act** or in respect of whom a proceeding under the **Act** has been commenced;

"**Monitor**" in respect of a Company, means the person appointed by the court pursuant to Section 11.7 of the **Act** to monitor the business and financial affairs of the Company; and

"**Monitor's Report**" means a report in respect of the disclaimer or resiliation of an Agreement issued by the Monitor in accordance with the requirements of this Standard.

3.00 ASSISTING THE COMPANY

3.01 The Monitor **may** assist the Company in reviewing the Agreements to which the Company is a party for the purpose of determining which Agreements, if any, are to be disclaimed or resiliated as a part of the Company's proceedings under the **Act**. The Monitor **may** assist

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the Company in quantifying the claims against the Company that may result from the disclaimer or resiliation of an Agreement.

- 3.02 The Monitor **may** assist the Company in negotiating the terms and conditions of the disclaimer or resiliation of an Agreement with the counterparty to such Agreement.
- 3.03 The Monitor **should** advise the Company that the responsibility for the disclaimer or resiliation of an Agreement (using the prescribed form of notice of disclaimer) and providing appropriate information for the court's consideration in determining whether to make an order disclaiming or resiliating an Agreement rests with the Company.
- 3.04 The Monitor **should** advise the Company that any information given by the Company to the Monitor may be disclosed to the court and the creditors.
- 3.05 The Monitor **should** advise the Company that the court may authorize a disclaimer or resiliation of an Agreement whether or not the Monitor approves the proposed disclaimer or resiliation, and that the court in considering whether or not to grant authorization to disclaim the Agreement will consider whether the resiliation or disclaimer has been approved by the Monitor.
- 3.06 The Monitor **should** advise management that, in the event a co-contracting party objects to the disclaimer or resiliation of an Agreement, the Company is required to provide reasons in writing to the co-contracting party, for the proposed resiliation or disclaimer.

4.00 DOCUMENTATION

- 4.01 The review performed by the Monitor **shall** be documented.

5.00 MONITOR'S REVIEW

- 5.01 The Monitor **should** gain an understanding of the reasons/purpose of the proposed disclaimer or resiliation, the benefits and costs to the Company resulting from such disclaimer or resiliation, and the impact of the disclaimer or resiliation, or the absence of

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such disclaimer or resiliation, as the case may be, on the Company and its proceedings under the Act.

- 5.02 The Monitor **should** consider whether the disclaimer or resiliation of an Agreement would enhance the prospects of a viable compromise or arrangement being made in respect of the Company or otherwise benefit the Company's stakeholders as a whole.
- 5.03 The review **shall** be performed by an individual or individuals having, when considered as a whole, adequate technical training and proficiency, with due care and with an objective state of mind.
- 5.04 The review **shall** be adequately planned and properly executed and if assistants are employed, they **shall** be properly supervised.

6.00 MONITOR'S REPORT

- 6.01 Where the Monitor is required to report on a proposed disclaimer or resiliation of an Agreement, the Monitor's Report **should** include the following:
- (a) An appropriate disclaimer / notice to reader, summarizing the scope of the Monitor's review, the documents or information on which it relied, and the possible limitations of such information;
 - (b) An overview of the Agreement;
 - (c) The identity of the counterparty to the Agreement;
 - (d) The reason a disclaimer or resiliation of the Agreement is being sought;
 - (e) A statement whether, in the Monitor's opinion, the disclaimer or resiliation of the Agreement enhances the prospect of the Company making a viable compromise or arrangement, or whether the disclaimer or resiliation is expected to otherwise benefit the Company or its stakeholders as a whole;
 - (f) Where a person objects to the proposed disclaimer or resiliation of an Agreement, the Monitor **may** include in the Monitor's Report observations with respect to the objection.

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6.02 The Monitor's Report **should** state the Monitor's position on the proposed disclaimer or resiliation, and the reasons therefore.

7.00 CLAIMS

7.01 In the event that a disclaimer or resiliation is proposed by the Company and is **not** objected to or is authorized by the court notwithstanding any objection, as the case **may** be, the Monitor **shall** notify the counterparty to the disclaimed or resiliated Agreement of its right to assert a claim for the loss related to the disclaimer or resiliation in the Company's proceedings under the **Act** or any subsequent proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3.

7.02 On receipt of a claim from counterparty to an Agreement relating to the disclaimer or resiliation of the Agreement, the Monitor **shall** ask the Claims Agent to review same with a view to determining the validity and quantification of such claim, whether for the purposes of voting on a Plan of Compromise or Arrangement pursuant to the **Act**, receiving a distribution in connection therewith or otherwise. The Monitor **shall** communicate forthwith to the counterparty to the Agreement the status of its claim and the review of same by the Claims Agent, including whether additional information is required in respect of the claim and any determination by the Claims Agent as to the validity or quantification of the claim.

TAB D

APPENDIX "D"

Appendix "D"

Timeline for Employee Claims

Required Action	Deadline
CCAA Entities to deliver General Notice of Claim and CMI Claims Package to all CMI Employees	October 19, 2009
Receipt of CMI Notice of Dispute of Claim by CCAA Entities	5:00 p.m. on November 13, 2009
Adjudication of Claim Disputes	2 Calendar Days before the Meeting
Appeal of Adjudication	Within 7 days of notification of claim determination (Appeal is initially returnable within 10 days of the filing of notice)

TAB E

APPENDIX "E"

Appendix “E”

Timeline for CMI Intercompany Claims

Required Action	Deadline
CCA Entities to deliver CMI General Notice of Claim and CMI Claims Package	October 19, 2009
Ad Hoc Committee to contest the quantum of any CMI Inter-Company Claim	Within 15 Calendar Days after receipt of CMI General Notice of Claim
Adjudication of Claim Disputes	2 Calendar Days before the Meeting
Appeal of Adjudication of Claim Disputes	Within 7 days of notification of dispute determination (Appeal is initially returnable within 10 days of the filing of notice)

TAB F

APPENDIX "F"

Appendix "F"

Timeline for Other Known Creditors

Required Action	Deadline
CMI Entities to deliver CMI General Notice of Claim and CMI Claims Package by ordinary mail	October 19, 2009
Receipt of CMI Notice of Dispute of Claim by CMI Entities	5:00 p.m. on November 13, 2009
Adjudication of Claim Disputes	2 Calendar Days before the Meeting
Appeal of Adjudication of Claim Disputes	Within 7 days of notification of dispute determination (Appeal is initially returnable within 10 days of the filing of notice)

TAB G

APPENDIX "G"

Appendix "G"

Timeline for Unknown Creditors

Required Action	Deadline
CMI Notice to Creditors published in newspapers	Forthwith after Claim Procedure Order obtained, and in any event, not later than October 20, 2009
CMI Entities to deliver CMI Claims Package to Unknown Creditor	To be sent upon request
Receipt CMI Proof of Claim by CMI Entities	5:00 p.m. on November 13, 2009
CMI Entities to deliver CMI Notice of Revision or Disallowance	November 25, 2009
Receipt of CMI Notice of Dispute of Revision or Disallowance by CMI Entities	December 4, 2009
Adjudication of Claim disputes	2 Calendar Days before the Meeting
Appeal of Adjudication for voting and/or distribution purposes	Within 7 days of notification of dispute determination (Appeal is initially returnable within 10 days of the filing of notice)
CMI Entities to deliver CMI Notice of Revision or Disallowance for distribution purposes	No deadline
Receipt of CMI Notice of Dispute of Revision or Disallowance for distribution purposes by CMI Entities	21 Calendar Days after receiving notice
Adjudication of Claim disputes for distribution purposes	No deadline
Appeal of Adjudication	Within 7 Calendar Days of notification of dispute determination (Appeal is initially returnable within 10 days of the filing of notice)