

# APPENDIX

***"D"***

The Honourable Madam Justice Pepall  
Ontario Superior Court of Justice—Commercial List  
393 University Avenue  
Toronto, Ontario

November 14, 2011

**PRIVATE AND CONFIDENTIAL**

Dear Madam Justice Pepall:

Re Sanctioning of Canwest Consolidated Plan of  
Compromise, Arrangement and Reorganization dated  
June 23, 2010 (“The Plan”) under the provisions of the Companies’  
Creditor Arrangement Act R.S.C. C, c36, As Amended

I am writing to you to make you aware of how the court sanctioning and subsequent implementation of certain provisions of The Plan have imposed a very significant and unanticipated financial adverse effect on my limited resources as a retired Canwest employee, placing my family and I in permanent severe hardship.

The provisions of The Plan relating to the intended bankruptcy and dissolution of Canwest Global Communications Corp. (CGCC”), preceded by the redemption, on the Implementation Date of The Plan, of subordinated preferred shares obtained through the reorganization of CGCC’s articles, both have resulted in the unanticipated current taxation of share option employment benefits of almost \$1.1 million, which would otherwise have been deferred and eliminated in the year of my death. This has resulted in the payment of additional income taxes relating to these benefits of approximately a quarter million dollars. These income taxes arise from my previous employment relationship with the Canwest group, and not as a result of being a shareholder.

Canwest senior management, at least one member of the Canwest Board and the Court-appointed Monitor were all aware of the impact that these provisions of The Plan would have on my situation. This results from the non-continuation of CGCC following its dissolution and is exacerbated by the preferred share redemption aspects of the Canwest share reorganization. Nothing was able to be changed or amended, prior to the court sanction of The Plan, to mitigate the impact on my situation, which was effectively outside of my control; nor was any effective recourse available to me at the Creditor meetings held last summer. Further, based upon recent discussions with the Court-appointed Monitor, no successful claim is available to me resulting from my filing under the Restructuring Claim provisions of the Plan as the Monitor classifies this as an Equity Claim resulting from a shareholder and not an employee relationship. In addition, I do not anticipate the Canadian taxation authorities granting any

relief from this burden.

I am despondent over how, through the provisions of two federal statutes, The Income Tax Act of Canada and the Companies' Creditor Arrangement Act, there can be created in concert such an inequitable, unjust and punitive result with no effective legal recourse. It is entirely possible that there are other Canwest employees, retired or otherwise, who find themselves in similar circumstances. Should you feel that this situation merits further action by the Monitor who has knowledge of the relevant details, I would appreciate your directing such appropriate action.

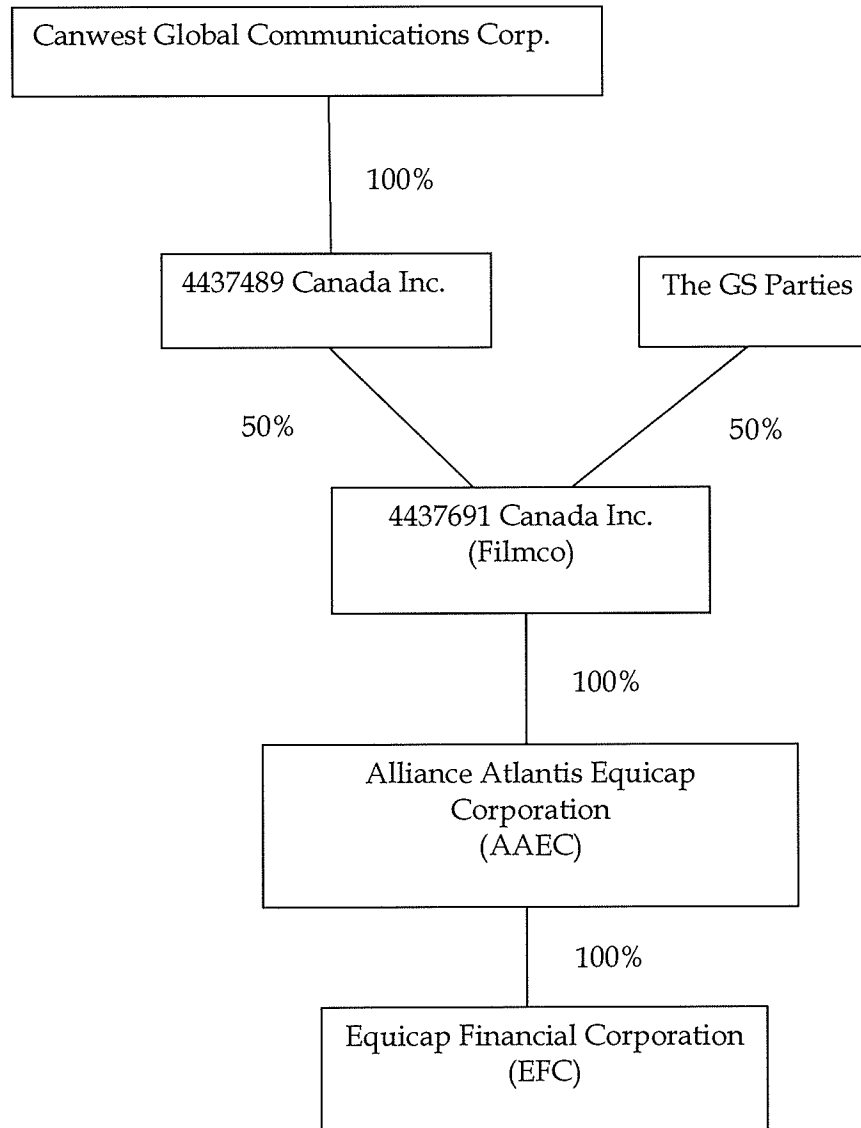
Yours very truly

A Canwest Retiree

# APPENDIX

**"E"**

### Simplified Corporate Organizational Chart



# APPENDIX

***"F"***

Draft October 27, 2010

**LETTER OF INTENT FOR PURCHASE OF ALL SHARES OF  
ALLIANCE ATLANTIS EQUICAP CORPORATION  
BY 7651180 CANADA INC.**

**STRICTLY PRIVATE AND CONFIDENTIAL**

October \_\_\_\_, 2010

**GSCP VI AA Two Holding S.à.r.l**

c/o Goldman Sachs & Co.  
200 West Street  
New York, New York  
10282 U.S.A.

**4437489 Canada Inc.**

3100 Canwest Place  
201 Portage Avenue  
Winnipeg, Manitoba  
Canada R3B 3L7

**CW Media Inc.**

3100 Canwest Place  
201 Portage Avenue  
Winnipeg, Manitoba  
Canada R3B 3L7

Dear Sirs/Mesdames:

**Re: Proposed Purchase of Shares of Alliance Atlantis Equicap Corporation**

This letter of intent (the “**Letter of Intent**”) confirms the discussions to date between CW Media Inc., GSCP VI AA Two Holding S.à.r.l, 4437489 Canada Inc. (together, the “**Vendors**”) and 7651180 Canada Inc. (the “**Purchaser**”) of all of the outstanding shares (the “**Shares**”) in the capital of 4437691 Canada Inc. (the “**Corporation**”), including all subsidiaries (as reflected in

Schedule "A"), whether direct or indirect (together with the Corporation, the "**Equicap Group**"), and the trade name "**Equicap**", all as set forth below (the "**Proposed Transaction**"). It is the Purchaser's understanding that the Vendors are the legal and beneficial owners of the Shares and that the Corporation, or a wholly owned subsidiary thereof, is the legal and beneficial owner of the trade name "**Equicap**".

This Letter of Intent describes in broad terms the basis upon which the Vendors and the Purchaser are prepared to complete the Proposed Transaction by setting out certain non-binding understandings in ARTICLE 1 (the "**Non-Binding Provisions**"), and certain binding agreements in ARTICLE 2 and ARTICLE 3 (the "**Binding Provisions**"); the Binding Provisions include provisions which are intended to survive the termination of this Letter of Intent and provisions which are not.

## **ARTICLE 1 NON-BINDING PROVISIONS**

### **Section 1.1 Non-Binding Provisions.**

The provisions set out in this ARTICLE 1 are intended only to outline the principal terms and conditions upon which the parties will attempt to negotiate the Proposed Transaction and do not create or constitute any legally binding obligations between the parties, nor impose any liability on any party to another.

### **Section 1.2 Definitive Agreement.**

The precise terms of the agreements between the parties relating to the Proposed Transaction will be contained in a definitive agreement of purchase and sale satisfactory to the parties and their respective counsel (the "**Definitive Agreement**"). The Purchaser and its counsel will be responsible for preparing the initial draft of the Definitive Agreement. Subject to the Binding Provisions, no party will have any liability to any other party if the Definitive Agreement is not prepared, authorized, executed or delivered for any reason.

### **Section 1.3 Principal Terms of Purchase.**

- (a) Acquisition of Shares. The Purchaser will purchase from the Vendors all of the Shares.
- (b) Purchase Price. The total purchase price for the Shares will be \$1.00 (the "**Purchase Price**"), payable in full in cash on the Closing Date (as defined below).
- (c) Taxes Owed. Prior to closing, the Vendors shall cause Alliance Atlantis Equicap Corporation ("AAEC") to pay all taxes and interest payable under the *Income Tax Act* (Canada) and the income tax legislation of any province or territory of Canada (including amounts currently under appeal) in respect of the fiscal period of AAEC ending March 31, 2002 (the "**Remitted Amount**"). Following closing neither Purchaser nor any member of the Equicap Group shall cause AAEC to



request, seek or otherwise obtain a refund of any portion of the Remitted Amount unless and until there has been a final determination (in respect of which all appeal rights have expired) of AAEC's liability for taxes and interest under the *Income Tax Act* (Canada) for such fiscal period. For greater certainty, nothing in this Letter of Intent or the Definitive Agreement shall in any way restrict AAEC from contesting AAEC's liability for taxes and interest under the *Income Tax Act* (Canada) for its fiscal period ending March 31, 2002 pursuant to, or in furtherance of, the notice of objection filed with Canada Revenue Agency by AAEC on or about June 10, 2009.

- (d) Indemnification. The Purchaser will indemnify and save harmless the Vendors, CW Media Inc. and their respective affiliates and each of their respective directors, officers, employees, agents and representatives in respect of any obligations and liabilities of the Equicap Group, including any liabilities arising directly or indirectly as a consequence of Section 160 of the *Income Tax Act* (Canada) or any similar provision under the tax legislation of any province or territory of Canada.

#### **Section 1.4 Closing and Conditions of Closing.**

The parties intend that the closing of the Proposed Transaction occur on or before November 18, 2010 (the "**Closing Date**"). The closing of the Proposed Transaction will be subject to a limited number of conditions of closing, each of which will be included in the Definitive Agreement:

- (a) the Purchaser, acting reasonably, will be satisfied that all third party consents (unless waived by the Purchaser) and all requisite approvals of the board of directors and shareholders of the Vendors, Purchaser and Corporation will have been obtained;
- (b) the Shares will be free and clear of all encumbrances;
- (c) the Purchaser, acting reasonably, will be satisfied with its due diligence investigations, which will include, without limitation, a review of (i) all filed tax returns for each member of the Equicap Group since January 1, 2002 set forth in Schedule "B" to this Letter of Intent (the "**Tax Returns**") and (ii) any documents deemed by the Purchaser, acting reasonably, to be necessary to confirm the ownership structure of the Equicap Group;
- (d) customary closing certificates and other usual closing documentation will have been delivered;
- (e) the Purchaser, acting reasonably, will be satisfied that Alliance Atlantis Equicap Corporation ("**Equicap**") has ceased being a party to the separation and distribution agreement between, among others, Equicap and CW Media Inc. dated as of August 15, 2007 and Equicap will have no further obligations thereunder; and

- (f) 4437489 Canada Inc. will have obtained all consents or approvals, if any, required pursuant to any orders made in proceedings under the Companies Creditor Arrangement Act in respect of 4437489 Canada Inc. or any of its affiliates and the Vendors will have obtained all other necessary consents and approvals.

### **Section 1.5 Representations and Warranties.**

The Definitive Agreement will include a limited number of representations and warranties from the Vendors and will generally reflect that the Shares are being purchased on an “as is basis”. Notwithstanding the foregoing, the Definitive Agreement shall include representations and warranties relating to the following:

- (a) claims and, to the knowledge of the Vendors, potential claims relating to the Equicap Group’s operations since January 1, 2002;
- (b) claims and, to the knowledge of the Vendors, potential claims (whether before or after January 1, 2002) relating to the Equicap Group’s relationship/dealings with the Sentinel Hill group of companies;
- (c) the Tax Returns;
- (d) a list of the agreements that to the knowledge of the Vendors were entered into after January 1, 2002 to which any member of the Equicap Group is a party to or bound by;
- (e) ownership of the Shares free and clear of all encumbrances; and
- (f) the power, capacity and authority of the Vendors to enter into the Proposed Transaction.

### **Section 1.6 Indemnities.**

The Definitive Agreement will include standard indemnities by the Vendors in favour of the Purchaser for breaches of the covenants, representations and warranties contained therein.

## **ARTICLE 2 SURVIVING BINDING PROVISIONS**

### **Section 2.1 Survival of Provisions.**

In recognition of the significant costs to be borne by each of the parties in pursuing the Proposed Transaction and in further consideration of their respective undertakings as to the matters described in this Letter of Intent, the provisions set out in this ARTICLE 2 shall be legally binding and enforceable upon execution of this Letter of Intent and shall survive the termination thereof in the event that this Letter of Intent is terminated (the “**Surviving Binding Provisions**”).

## **Section 2.2 Confidentiality.**

Except as and to the extent required by law and other than in connection with its evaluation of the Proposed Transaction, the Purchaser shall not disclose or use, and shall cause its officers, directors, employees, agents and other representatives not to disclose or use, any Confidential Information (as defined below), that may be furnished to it by representatives of the Corporation or representatives of the Vendors, at any time or in any manner. For purposes of this Letter of Intent, “**Confidential Information**” means any information in any form or media with respect to the Corporation or the Vendors; provided that such information, if disclosed in writing, is marked “confidential” or a similar designation, and if disclosed orally or otherwise, is identified as the confidential information of the Corporation and/or the Vendors, as the case may be, at the time of disclosure. The term “**Confidential Information**” shall be deemed to not include information which the Purchaser can demonstrate: (i) is generally available to or known by the public other than as a result of improper disclosure by the Purchaser or any of its representatives or (ii) is obtained by the Purchaser from a source other than the Corporation or the Vendors or any of their representatives bound by a duty of confidentiality to the Corporation or the Vendors, provided that such source was not bound by a duty of confidentiality to the Corporation or the Vendors, or (iii) information required to be disclosed by law or by order of any governmental authority. If the Binding Provisions are terminated pursuant to Section 3.4 below below, the Purchaser shall promptly return to the Corporation or the Vendors, as applicable, any Confidential Information in its possession.

## **Section 2.3 Disclosure/Public Announcements.**

Neither the Purchaser nor the Vendors will make any public announcement concerning the Proposed Transaction or related negotiations without the other party’s prior written approval, except as may be required by law or applicable regulations. Where such an announcement is required by law, the party required to make the announcement will, to the extent permitted by law or applicable regulation, inform the other party of the content of the announcement proposed to be made and the non-announcing party shall have the right to review and approve the content of such announcement.

## **Section 2.4 Responsibility for Fees and Costs.**

The Vendors and the Purchaser shall each be responsible for their own costs, including legal, accounting and other professional fees, incurred in connection with: (i) this Letter of Intent; (ii) the negotiation, preparation and execution of the Definitive Agreement; or (iii) otherwise relating to the Proposed Transaction.

## **Section 2.5 Purchaser’s Counsel**

The Vendors will acknowledge and consent to Heenan Blaikie LLP acting as legal counsel to Mr. Rayman and/or the Purchaser in connection with the Proposed Transaction.

**ARTICLE 3**  
**NON-SURVIVING BINDING PROVISIONS**

**Section 3.1 Non-Surviving Binding Provisions.**

In recognition of the significant costs to be borne by each of the parties in pursuing the Proposed Transaction and in further consideration of their respective undertakings as to the matters described in this Letter of Intent, the provisions set out in this ARTICLE 3 shall be legally binding and enforceable upon execution of this Letter of Intent and will terminate immediately upon termination of this Letter of Intent (the “**Non-Surviving Binding Provisions**”).

**Section 3.2 Due Diligence.**

The Purchaser and its duly authorized representatives shall be entitled to make such investigations of the Corporation as the Purchaser deems advisable upon reasonable notice to, and during regular business hours of, the Vendors.

**Section 3.3 Conduct of Business.**

Until the Definitive Agreement has been duly executed and delivered by all of the parties or the Letter of Intent has been terminated pursuant to Section 3.4, the Vendors shall cause the Corporation to conduct the business of the Corporation only in the ordinary course, except as otherwise approved in writing by the Purchaser.

**Section 3.4 Termination.**

This Letter of Intent will terminate automatically upon the execution of the Definitive Agreement, and may be terminated:

- (a) by mutual written consent of all parties; or
- (b) by written notice from the Purchaser to the Vendors, if it is not satisfied with its due diligence investigation for any reason; or
- (c) by written notice from the Vendors to the Purchaser, if the parties have not entered into a Definitive Agreement on or before November 30, 2010;

provided that the termination of this Letter of Intent will not affect the liability of a party for a breach of any of the Binding Provisions prior to termination or of the Surviving Binding Provisions thereafter. Upon termination of this Letter of Intent, the parties will have no further obligations under this Letter of Intent, except with respect to the Surviving Binding Provisions which will survive in full force and effect, unamended.

**Section 3.5 General.**

- (a) Waiver. No party will be deemed to have waived the exercise of any right that it holds under this Letter of Intent unless such waiver is made in writing. No waiver made with respect to any instance involving the exercise of any right will be

deemed to be a waiver with respect to any other instance involving the exercise of such right or with respect to any other right.

- (b) Counterparts. This Letter of Intent may be executed in any number of counterparts, and all such counterparts taken together shall be deemed to constitute one and the same instrument. Any party delivering an executed counterpart by facsimile shall also deliver a manually executed counterpart of this Letter of Intent.
- (c) Time. Time is of the essence in this Letter of Intent.
- (d) Severability. Each provision of this Letter of Intent is intended to be severable, and if any provision is illegal, invalid or unenforceable in any jurisdiction, this will not affect the legality, validity or enforceability of such provision in any other jurisdiction nor of the remainder of this Letter of Intent.
- (e) Governing Law. This Letter of Intent shall be interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

**[REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]**

To confirm the foregoing, please countersign the enclosed duplicate copy of this Letter of Intent where indicated below and deliver same to the Purchaser. If a countersigned copy of this Letter of Intent is not received by the Purchaser prior to 5:00 p.m. on \_\_\_\_\_, 2010, the proposal set forth herein will expire automatically at such time.

Yours very truly,

**7651180 Canada Inc.**

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

\* \* \* \* \*

This Letter of Intent reflects accurately the understanding and agreement of each of the undersigned with respect to the matters set out above.

Confirmed this \_\_\_ day of \_\_\_\_\_, 2010

**GSCP VI AA TWO HOLDING S.À.R.L.**

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

**4437489 CANADA INC.**

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

**CW MEDIA INC.**

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

## SCHEDULE "A"

### ALLIANCE ATLANTIS EQUICAP CORPORATION – 100%

<b>Entity: Ontario and Federal Companies</b>
1204332 Ontario Inc.
1243083 Ontario Inc.
1999 TV Films No. 2 Inc.
3100961 Canada Limited
3367967 Canada Inc.
AACB Investment Corporation
A.L.A. Production Services Limited
Academy Production Services Inc.
Academy Production Services No. 2 Inc.
Alliance Atlantis Production Management Services Inc.
Alliance Equiventures Corporation
Alliance Equiventures II Corporation
Alliance Equiventures III Corporation
Alliance Production Management Services Inc.
Alliance Production Management Services No. 2 Inc.
APS Productions Inc.
Bait Films Inc.
Black Jack Productions Inc.
Black Jack Productions No. 2 Inc.
Black Jack Productions No. 3 Inc.
Blue Moose Pictures Inc.
Blue Vows Productions Inc.
Brusier Productions GP Inc.
Child In Question Productions Inc.
Child In Question Productions No. 2 Inc.
Cranium Films GP Inc.
Cranium Films Inc.
Dirty Work Production Services Inc.
Equicap Financial (Television) Corporation
Equicap Financial Corporation
Falcone Productions Inc.
Four Water Productions Inc.
G&H Production Services Inc.
Hairy Bird Films (No. 2) Inc.
Hairy Bird Films Inc.
Let's Build Production Services Inc.
LFN Productions Inc.

<b>Entity: Ontario and Federal Companies</b>
LFN (No. 2) Productions Inc.
LKG Production Services Corporation
Loser Productions Inc.
MD Production Services Corporation
Murder At 1600 Inc.
Nero Wolfe Productions Inc.
Penultimate Film Distribution Inc.
PKVM Production Services Inc.
PSP Inc.
Rain Production Services Inc.
Rain Production Services No. 2 Inc.
Spin Services Inc.
Stargate Productions III Inc.
Sweet Moon Productions (No. 2) Inc.
Sweet Moon Productions Inc.
Switching Goals Productions Inc.
The Force Production Services Inc.
Thin Air Productions Inc.
Third Twin Productions (No. 2) Inc.
Third Twin Productions Inc.
Time GP Inc.
TSY Productions Inc.
Two Out Of Three Productions Inc.
UL2 GP Inc.
Woo Productions Inc.
Alliance Lending Company, LLC
<b>Alberta Companies</b>
East West Pictures Ltd.
Alliance Westventures Inc.

**4437691 CANADA INC. GSCP VI AA Two Holdings S.A.R.L.**

**- 50%**

**50%**

437489 Canada Inc.



**4437691 CANADA INC.**

**- 100%**

<b>Entity: Ontario and Federal Companies</b>
Alliance Atlantis Equicap Corporation
Alliance Atlantis Equicap Holdings Inc.
Alliance Entertainment Holdings Inc.
Alliance Film Services Corporation
Alliance Film Services No. 2 Corporation
Alliance Film Services No. 3 Corporation
Alliance Film Services No. 4 Corporation
Alliance Film Services No. 5 Corporation
Alliance Music Royalty Fund Inc.
Alliance Production Services Corporation
HMS Film Holdings Inc.

**ALLIANCE EQUICAP CORPORATION**

**- 100%**

3444678 Canada Inc.
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**ALLIANCE ATLANTIS EQUICAP CORPORATION - 100%**

<b>Entity: Quebec Companies</b>
Little Tree Productions Inc.
Afterglow Production Services Inc.
MN Production Services Inc.
LVC Production Services Inc.
RM Production Services Inc.
Blouse Man Production Services No. 1 Inc.
3357562 Canada Inc.
Renovation and Management Productions II Inc.
Plash Film Productions Inc.

**ALLIANCE ATLANTIS EQUICAP CORPORATION - 100%**

<b>Entity: British Columbia Companies</b>
1999 Mow Productions Inc.
1999 TV Films Inc.
2000 Mow Productions Inc.

<b>Entity: British Columbia Companies</b>
578120 B.C. Ltd.
Aftershock Production Services Inc.
American Dragons Productions, Inc.
AOP Productions Inc.
AWHB Productions Inc.
B&C Productions No. 1 Inc.
Baby 2000 Production Services Inc.
Baby Dance Production Services Inc.
Bones HR Production Svices Inc.
Border Productions Inc.
Boyband Productions Inc.
Breaker Productions, Inc.
Breaker Productions No. 2 Inc.
CF Productions Inc.
Creature Production Services Inc.
Creature Production Services No. 2 Inc.
Cub One Productions GP Inc.
Cub One Productions Inc.
DBR Production Services Inc.
Dog Show Productions Inc.
Doomsday Rock Productions Inc.
Ellen Production Services Inc.
Equiventures B.C. Financial Corporation
Fall Into Darkness Productions Inc.
Fear Production Services Inc.
Fido Productions Inc.
Final Run Productions Corp.
Fire Mountain Productions Inc.
Free Willy Production Services Inc.
Image Production Services Inc.
Image Production Services No. 2 Inc.
Marriage Production Services Inc.
Mulberry Production Services Inc.
Mulberry Production Services No. 2 Inc.
Northern Lights Productions Inc.
Panic Productions Inc.
Perfect Body Production Services Inc.
Poltergeist Production Services Inc.
RMD Productions Canada Inc.
Secret Agent Productions Inc.
Sixth Day Productions GP Inc.
SNE Productions Inc.
Sole Survivor Productions Inc.

<b>Entity: British Columbia Companies</b>
Stargate Production services Inc.
TNM Productions Inc.
TNM Productions No. 2 Inc.
Trixie Productions GP Inc.
VZAS:Fairchild Productions Inc.
Whole Shebang GP Productions Inc.
Winters Tale Productions Inc.
Wrongfully Accused Production Services Inc.
Wrongfully Accused Production Services No. 2 Inc

**1999 TV Films Limited Partnership (1999 TV Films No. 2 Inc. General Partner)**

- 100%

SHOTGUN PRODUCTIONS INC. - BC Company

**1999 TV Films No. 2 Limited Partnership (1999 TV Films Inc. General Partner)**

- 100%

PEOPLE PRODUCTIONS INC. - BC Company

**ALLIANCE ATLANTIS EQUICAP CORPORATION - 100%**

<b>Entity: California Companies</b>
Alliance Atlantis Distribution Services (U.S.) Inc.
Alliance Distribution Services, Inc.
Alliance Distribution Services No. 2 Inc.
Alliance Distribution Services No. 3 Inc.
Alliance Distribution Services No. 4 Inc.
Alliance Distribution Services No. 5 Inc.
Alliance Distribution Services No. 6 Inc.
Alliance Distribution Services No. 7 Inc.
Alliance Distribution Services No. 9 Inc.
Alliance Distribution Services No. 10 Inc.
Alliance Distribution Services No. 11 Inc.
Alliance Equicap Holdings Inc.
Alliance Film Holdings No. 1 Inc.
Alliance Film Holdings No. 2 Inc.
Alliance Film Holdings No. 4 Inc.
Alliance Film Holdings No. 5 Inc.
Alliance Film Holdings No. 6 Inc.
Alliance Film Holdings No. 7 Inc.

<b>Entity: California Companies</b>
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Alliance Film Holdings No. 9 Inc.
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Alliance Film Holdings No. 10 Inc.
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Alliance Film Holdings No. 11 Inc.
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Alliance Film Holdings No. 12 Inc.
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HBdocs - 8316180v10

# APPENDIX

***"G"***

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

AFFIDAVIT OF GREG WATSON  
(sworn December 1, 2011)

I, Greg Watson, of the City of Toronto, in the Province of Ontario, MAKE  
OATH AND SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI**") and, as such, I have knowledge of the matters to which I hereinafter depose.
2. Canwest Global Communications Corporation ("**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 "**CMI Entities**") and appointed FTI as monitor (the "**Monitor**") of the CMI Entities. The proceedings commenced by the CMI Entities under the CCAA will be referred to herein as the "**CCAA Proceedings**".

3. This affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor for the period from September 1, 2011 to October 31, 2011.

4. Attached and marked collectively as **Exhibit "A"** to this affidavit are true copies of the accounts rendered by FTI to the CMI Entities for the period from September 1, 2011 to October 31, 2011, in the total amount of \$603,376.98 including Harmonized Sales Tax ("**HST**") in connection with the CCAA Proceedings, redacted for confidential information.

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

6. Attached hereto as **Exhibit "C"** is a schedule summarizing the billing rates and total amounts billed with respect to each member of FTI that rendered services in the CCAA Proceedings.

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

8. The hours spent on this matter involved monitoring the CMI Entities and dealing with a number of CCAA issues (as more particularly described in the



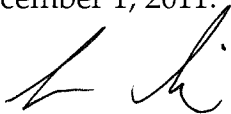
Monitor's reports) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.

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

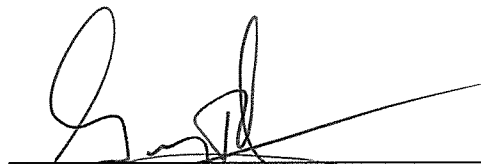
10. FTI requests that the Court approve its accounts for services rendered and recorded from September 1, 2011 to October 31, 2011, for fees in the amount of \$530,303.50, disbursements in the amount of \$3,658.43 and HST in the amount of \$69,415.05.

11. This Affidavit is sworn in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on December 1, 2011.



\_\_\_\_\_  
Commissioner for Taking Affidavits

  
\_\_\_\_\_  
Greg Watson

**Sean Edward Gibson, a  
Commissioner etc., Province of Ontario,  
while a student-at-law.  
Expires April 12, 2013.**

## 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

**EXHIBIT " A "**

*referred to in the Affidavit of*

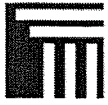
**GREG WATSON**

*Sworn December 1, 2011*



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Shirley Gibson, a  
Commissioner etc., Province of Ontario,  
while a student-at-law.  
**Expires April 12, 2013.**



**F T I**  
CONSULTING

Critical thinking at the critical time.™

FTI Consulting Canada Inc.  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K1G8

**Invoice Remittance**

CanWest Global Communications Corporation  
c/o FTI Consulting Canada Inc.  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

September 30, 2011  
FTI Invoice No. 29000110  
FTI Job No. 012660.0003  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2011

	<i>CAD (\$)</i>
Professional Services.....	\$255,745.50
Expenses.....	\$1,983.43
Total Fees and Expenses.....	\$257,728.93
HST Registration No. 835718024RT0001 .....	\$33,504.76
Total Amount Due this Period.....	\$291,233.69
Previous Balance Due.....	\$0.00
<b>Total Amount Due.....</b>	<b><u>\$291,233.69</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

Critical thinking at the critical time.™

CanWest Global Communications Corporation  
c/o FTI Consulting Canada Inc.  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

September 30, 2011  
FTI Invoice No. 29000110  
FTI Job No. 012660.0003  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2011

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Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$830.00	91.0	\$75,530.00
Jeffrey Rosenberg	Managing Director	\$700.00	163.4	\$114,380.00
Steven Bissell	Managing Director	\$700.00	1.5	\$1,050.00
Jodi Porepa	Director	\$575.00	100.4	\$57,730.00
Peter Taylor	Senior Consultant	\$450.00	0.5	\$225.00
Rachel Gillespie	Senior Consultant	\$435.00	4.3	\$1,870.50
Ana Arevalo	Administrative Professional	\$110.00	1.0	\$110.00
Golnaz Haghiri	Administrative Receptionist	\$100.00	48.5	\$4,850.00
<b>Total Hours and Fees</b>			<b>410.6</b>	<b>\$255,745.50</b>
Telephone				\$112.43
Business Meals				\$509.39
Transportation				\$1,361.61
<b>Total Expenses</b>				<b>\$1,983.43</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$33,504.76</b>
<b>Invoice Total for Current Period</b>				<b>\$291,233.69</b>

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CanWest Global Communications Corporation  
012660.0003 - September 30, 2011  
Invoice # 29000110

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
09/01/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	File administration.	
09/01/11	15014	Rachel Gillespie	1.00	\$ 435.00	1.00	\$ 435.00	Responding to creditor inquiries	
09/01/11	15768	Golnaz Haghiri	7.00	\$ 700.00	7.00	\$ 700.00	Gathering information in respect of [REDACTED] request for [REDACTED]	
09/01/11	15532	Jodi Porepa	6.40	\$ 3,680.00	6.40	\$ 3,680.00	Follow up on [REDACTED]. Responding to creditor inquiries. Review existing items and determining status update. Follow up on other items.	
09/01/11	15092	Jeffrey Rosenberg	4.50	\$ 3,150.00	4.50	\$ 3,150.00	Working on [REDACTED] matters. Follow up on outstanding claim matters. Working on outstanding [REDACTED] matters. Working on court extension matters.	
09/01/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Working on [REDACTED] Working on [REDACTED] matters and updates on same.	
09/02/11	15273	Ana Arevalo	0.50	\$ 55.00	0.50	\$ 55.00	File administration.	
09/02/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Gathering information in respect of [REDACTED] request for [REDACTED]	
09/02/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Preparation of general ledger, bank reconciliations and bank statements to send to CMI in respect of Financial Statements.	
09/02/11	15532	Jodi Porepa	7.20	\$ 4,140.00	7.20	\$ 4,140.00	Follow up on creditor inquiries. Status update. Follow up on [REDACTED].	
09/02/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	Working on [REDACTED] Working on [REDACTED] matters and updates on same.	
09/05/11	14798	Gregory Watson	5.00	\$ 4,150.00	5.00	\$ 4,150.00	Working on [REDACTED] and other general file matters.	
09/06/11	15532	Jodi Porepa	7.20	\$ 4,140.00	7.20	\$ 4,140.00	Post filing claims procedure. Responding to [REDACTED]. Review of claims.	
09/06/11	15092	Jeffrey Rosenberg	8.60	\$ 6,020.00	8.60	\$ 6,020.00	Work with respect to Canwest foundation. Working on creditor matters. Work with respect to Equicap companies. Work on claims.	
09/06/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Working on Equicap and other general file matters.	
09/07/11	15532	Jodi Porepa	7.00	\$ 4,025.00	7.00	\$ 4,025.00	Post filing claims procedure. Work on court report.	
09/07/11	15092	Jeffrey Rosenberg	8.30	\$ 5,810.00	8.30	\$ 5,810.00	Creditor matters. Working on Equicap matters. Review of correspondence. Work on claims.	
09/07/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Working on general file matters. Status update on outstanding items.	
09/08/11	15532	Jodi Porepa	7.20	\$ 4,140.00	7.20	\$ 4,140.00	Post filing claims procedure. Work on court report. Follow up on outstanding claims.	
09/08/11	15092	Jeffrey Rosenberg	8.30	\$ 5,810.00	8.30	\$ 5,810.00	Working on [REDACTED] Working oh claim matters. Working on Equicap matters. Review of correspondence.	
09/08/11	14798	Gregory Watson	4.50	\$ 3,735.00	4.50	\$ 3,735.00	Working on general [REDACTED] and other creditor matters.	
09/09/11	15532	Jodi Porepa	7.10	\$ 4,082.50	7.10	\$ 4,082.50	Responding to creditor calls. Status updates. Discussions with Stikemans. Work on court report.	
09/09/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Work on Equicap matters. Work on Shapco. Work on claims. Work on creditor matters.	
09/09/11	14798	Gregory Watson	2.00	\$ 1,660.00	2.00	\$ 1,660.00	Working on general [REDACTED] and other creditor matters.	
09/12/11	15092	Jeffrey Rosenberg	8.10	\$ 5,670.00	8.10	\$ 5,670.00	Work on former Canwest litigation matters. Work on claims. Work on [REDACTED] matters.	
09/12/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Status update on [REDACTED], Equicap and discussions regarding reporting.	
09/13/11	15092	Jeffrey Rosenberg	8.30	\$ 5,810.00	8.30	\$ 5,810.00	Work on creditor queries. Work on information for [REDACTED]. Work on claims. Review of correspondence.	
09/13/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Update on claims process.	
09/14/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Work on foreign subsidiary matters. Review disbursements.	
09/14/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	General matters and discussions regarding upcoming report and tax return preparation. Working on Equicap outstanding items.	
09/15/11	15092	Jeffrey Rosenberg	8.40	\$ 5,880.00	8.40	\$ 5,880.00	Work on h Equicap matters. Work on [REDACTED] matters. Work on creditor matters. Work on claims matters.	
09/15/11	14798	Gregory Watson	3.00	\$ 2,490.00	3.00	\$ 2,490.00	Update on claims status. Update on Equicap status.	
09/16/11	15768	Golnaz Haghiri	1.50	\$ 150.00	1.50	\$ 150.00	Reviewing and preparing documents for [REDACTED].	

09/16/11	15532	Jodi Porepa	6.80	\$ 3,910.00	6.80	\$ 3,910.00	Follow up with claimant inquiries. Follow up with [REDACTED] and [REDACTED] regarding [REDACTED] request.
09/16/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Settlement of claims. Work on creditor matters. Work on [REDACTED] matters. Work on foreign subsidiary matters.
09/16/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	General and report preparation and discussions.
09/19/11	15532	Jodi Porepa	4.70	\$ 2,702.50	4.70	\$ 2,702.50	Update regarding wind down strategy in respect of the Plan of arrangement. Review status of GST request. Finalize response in respect of Davies inquiry. Post Filing Claims Procedure preparation.
09/19/11	15092	Jeffrey Rosenberg	10.70	\$ 7,490.00	10.70	\$ 7,490.00	Work on court report. Work on creditor matters. Work on claims matters. Review of correspondence.
09/19/11	14798	Gregory Watson	5.00	\$ 4,150.00	5.00	\$ 4,150.00	General and reviewing final court report.
09/20/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Opening and sorting mail. Responding to outstanding creditor enquiries.
09/20/11	15532	Jodi Porepa	6.50	\$ 3,737.50	6.50	\$ 3,737.50	Finalize response in respect of Davies inquiry. Post-filing Claims Procedure review.
09/20/11	15092	Jeffrey Rosenberg	10.80	\$ 7,560.00	10.80	\$ 7,560.00	Work on court report. Work on creditor matters. Review of correspondence.
09/20/11	14798	Gregory Watson	4.50	\$ 3,735.00	4.50	\$ 3,735.00	Working on [REDACTED] matters. Working on Equicap review. Court report preparation and discussions.
09/21/11	15532	Jodi Porepa	6.50	\$ 3,737.50	6.50	\$ 3,737.50	Following up on Davies Request. Preparation for CMI wind down strategy. Coordinating Affidavit signing.
09/21/11	15092	Jeffrey Rosenberg	11.40	\$ 7,980.00	11.40	\$ 7,980.00	Work on court report. Work on [REDACTED] matters. Work on outstanding creditor matters. Review of correspondence.
09/21/11	14798	Gregory Watson	5.50	\$ 4,565.00	5.50	\$ 4,565.00	Perform claims review . Follow up outstanding [REDACTED] issues. Court report preparation.
09/22/11	15768	Golnaz Haghiri	4.00	\$ 400.00	4.00	\$ 400.00	Reviewing and preparing documents for [REDACTED].
09/22/11	15532	Jodi Porepa	7.00	\$ 4,025.00	7.00	\$ 4,025.00	Follow up in respect of tax preparation requirements.
09/22/11	15092	Jeffrey Rosenberg	8.20	\$ 5,740.00	8.20	\$ 5,740.00	Work on court report. Working on winding up subsidiaries. Work on creditor matters.
09/22/11	14798	Gregory Watson	6.00	\$ 4,980.00	6.00	\$ 4,980.00	Review court report. Working on claims resolutions
09/23/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Reviewing and preparing documents for [REDACTED].
09/23/11	15532	Jodi Porepa	6.00	\$ 3,450.00	6.00	\$ 3,450.00	Working on tax matters. Updating banking schedule for quarterly Shaw Report. Update discussions.
09/23/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Information for [REDACTED]. Review of disbursements. Planning for CMI bankruptcies. Review of correspondence. Work on creditor matters.
09/23/11	14798	Gregory Watson	5.00	\$ 4,150.00	5.00	\$ 4,150.00	Status of file. Tax preparation discussions.
09/26/11	15014	Rachel Gillespie	2.00	\$ 870.00	2.00	\$ 870.00	Reviewing Government documents.
09/26/11	15768	Golnaz Haghiri	5.50	\$ 550.00	5.50	\$ 550.00	Reviewing and preparing documents for [REDACTED].
09/26/11	15532	Jodi Porepa	7.00	\$ 4,025.00	7.00	\$ 4,025.00	Draft court report. Conference call regarding next steps for subsidiary wind down. Work on tax matters.
09/26/11	15092	Jeffrey Rosenberg	10.60	\$ 7,420.00	10.60	\$ 7,420.00	Working on [REDACTED] matters. Conference call with [REDACTED] regarding information for [REDACTED]. Conference call with Stikemans regarding the same. Review of files from [REDACTED]. Working on creditor matters. Working on claims matters.
09/26/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	Discussions regarding upcoming stay extension and to review of status of outstanding matters.
09/27/11	15014	Rachel Gillespie	0.30	\$ 130.50	0.30	\$ 130.50	Reviewing Government documents.
09/27/11	15768	Golnaz Haghiri	6.50	\$ 650.00	6.50	\$ 650.00	Reviewing and preparing documents for [REDACTED].
09/27/11	15768	Golnaz Haghiri	1.50	\$ 150.00	1.50	\$ 150.00	Meeting regarding status updates on [REDACTED].
09/27/11	15532	Jodi Porepa	7.50	\$ 4,312.50	7.50	\$ 4,312.50	Follow up in respect of [REDACTED]. Status update discussions. Work on tax matters.
09/27/11	15092	Jeffrey Rosenberg	10.20	\$ 7,140.00	10.20	\$ 7,140.00	Working on foreign subsidiary matters. Working on domestic subsidiary matters. Review of disbursements. Working on [REDACTED] matters. Working on claims matters.
09/27/11	14798	Gregory Watson	4.50	\$ 3,735.00	4.50	\$ 3,735.00	Review of claims and foreign entity status. Review of [REDACTED] documentation assembly and timing for responding to [REDACTED].



09/28/11	15532	Jodi Porepa	6.30	\$ 3,622.50	6.30	\$ 3,622.50	Work on tax matters. Working on information technology related issues. Communicating with [REDACTED] relating to tax issues. Responding to creditor inquiries.
09/28/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Subsidiary company work. Working on creditor matters. Working on claims matters.
09/28/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	Review correspondence regarding Equicap and [REDACTED] matters. Update on subsidiary wind down strategy and status of subsidiaries in respect of the Plan of Arrangements.
09/29/11	14856	Steven Bissell	1.50	\$ 1,050.00	1.50	\$ 1,050.00	Preparation for, and attendance in Court for hearing to request extension of Stay of Proceedings.
09/29/11	15014	Rachel Gillespie	1.00	\$ 435.00	1.00	\$ 435.00	Responding to creditor inquiries
09/29/11	15768	Golnaz Haghiri	1.00	\$ 100.00	1.00	\$ 100.00	Recording and updating the enquiry tracking sheet.
09/29/11	15768	Golnaz Haghiri	2.50	\$ 250.00	2.50	\$ 250.00	Reviewing and preparing documents for [REDACTED]
09/29/11	15092	Jeffrey Rosenberg	3.00	\$ 2,100.00	3.00	\$ 2,100.00	Working on creditor matters. Review of disbursements. Providing information to Stikemans for Court appearance.
09/29/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Review of [REDACTED] status. Discussions in respect of reaching a resolution.
09/30/11	15768	Golnaz Haghiri	8.00	\$ 800.00	8.00	\$ 800.00	Reviewing and preparing documents for [REDACTED]
09/30/11	15092	Jeffrey Rosenberg	4.00	\$ 2,800.00	4.00	\$ 2,800.00	Working on [REDACTED] matters. Follow up on creditor matters. Working on Equipcap matters. Working on banking matters. Working on Shapco matters.
09/30/11	15120	Brogan Taylor	0.50	\$ 225.00	0.50	\$ 225.00	Correspondence and coordination of incoming USD wire transfer.
09/30/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	General update on status of file. Review of Equicap and foreign entity status.
<b>GRAND TOTAL</b>			<b>410.60</b>	<b>\$ 255,745.50</b>	<b>410.60</b>	<b>\$ 255,745.50</b>	

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

**Invoice Remittance**

CanWest Global Communications Corporation  
c/o FTI Consulting Canada Inc.  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

October 31, 2011  
FTI Invoice No. 29000117  
FTI Job No. 012660.0003  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2011

	<i>CAD (\$)</i>
Professional Services.....	\$274,558.00
Expenses.....	<u>\$1,675.00</u>
Total Fees and Expenses.....	\$276,233.00
HST Registration No. 835718024RT0001.....	<u>\$35,910.29</u>
Total Amount Due this Period.....	\$312,143.29
Previous Balance Due.....	<u>\$291,233.69</u>
<b>Total Amount Due.....</b>	<b><u><u>\$603,376.98</u></u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

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c/o FTI Consulting Canada Inc.  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

October 31, 2011  
FTI Invoice No. 29000117  
FTI Job No. 012660.0003  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2011

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Name	Title	Rate	Hours	Total
Gregory Watson	Senior Managing Director	\$830.00	81.5	\$67,645.00
Jeffrey Rosenberg	Managing Director	\$700.00	186.4	\$130,480.00
Steven Bissell	Managing Director	\$700.00	1.5	\$1,050.00
Jodi Porepa	Director	\$575.00	97.0	\$55,775.00
Peter Taylor	Senior Consultant	\$450.00	25.3	\$11,385.00
Ana Arevalo	Administrative Professional	\$110.00	0.8	\$88.00
Golnaz Haghiri	Administrative Receptionist	\$100.00	77.0	\$7,700.00
Rachel Gillespie	Senior Consultant	\$435.00	1.0	\$435.00
<b>Total Hours and Fees</b>			<b>470.5</b>	<b>\$274,558.00</b>
Other/Miscellaneous				\$1,661.00
Transportation				\$14.00
<b>Total Expenses</b>				<b>\$1,675.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$35,910.29</b>
<b>Invoice Total for Current Period</b>				<b>\$312,143.29</b>

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CanWest Global Communications Corporation  
012660.0003 - October 31, 2011  
Invoice #29000117

Date	TK#	Name	Hours	Amount	Hours	Amount	Narrative	Task Code
10/03/11	15273	Ana Arevalo	0.40	\$ 44.00	0.40	\$ 44.00	File administration.	1
10/03/11	15768	Golnaz Haghiri	8.00	\$ 800.00	8.00	\$ 800.00	Reviewing and preparing documents for ██████████	1
10/03/11	15532	Jodi Porepa	5.60	\$ 3,220.00	5.60	\$ 3,220.00	Follow up with creditor inquiries. Preparing bills for payment from account. Status update on ██████ request with ██████ and ██████. Follow up on status of tax matters and CMI-related wind down strategy. Follow up on post-filing claims procedures.	1
10/03/11	15092	Jeffrey Rosenberg	9.20	\$ 6,440.00	9.20	\$ 6,440.00	Work with respect to Equicap matters. Review of intercompany matters. Working on ██████ matters. Conference call with ██████ and Stikemans regarding ██████ issues.	1
10/03/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Review of status of ██████████ and foreign entities. Discussions regarding status of Canadian Companies and timing of bankruptcies. Outstanding matters with ██████.	1
10/04/11	15014	Rachel Gillespie	0.50	\$ 217.50	0.50	\$ 217.50	Responding to creditor inquiries.	1
10/04/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Reviewing and preparing documents for ██████████	1
10/04/11	15092	Jeffrey Rosenberg	10.30	\$ 7,210.00	10.30	\$ 7,210.00	Dissolution of Global Centre. Conference call with ██████████ regarding same. Conference call with Stikemans regarding latest ██████ letter. Work with respect to ██████ information requests. Review of Canwest Group general ledgers.	1
10/04/11	15120	Brogan Taylor	2.50	\$ 1,125.00	2.50	\$ 1,125.00	Working on convenience class distribution.	1
10/04/11	14798	Gregory Watson	6.00	\$ 4,980.00	6.00	\$ 4,980.00	Review of ██████ letter. Meetings and discussions regarding next steps.	1
10/05/11	15273	Ana Arevalo	0.40	\$ 44.00	0.40	\$ 44.00	File administration.	1
10/05/11	15768	Golnaz Haghiri	4.00	\$ 400.00	4.00	\$ 400.00	Preparing and organizing Bank Reconciliation reports and the general ledger to be provided to ██████████	1
10/05/11	15092	Jeffrey Rosenberg	9.10	\$ 6,370.00	9.10	\$ 6,370.00	Review of historical financial statements for various Canwest subsidiaries. Work on Equicap companies. Review of correspondence and mail.	1
10/05/11	15120	Brogan Taylor	3.00	\$ 1,350.00	3.00	\$ 1,350.00	Working on convenience class distributions. Liaise with Service Canada in respect of convenience class distribution.	1
10/05/11	14798	Gregory Watson	2.00	\$ 1,660.00	2.00	\$ 1,660.00	Further review of ██████ letter and discussions regarding response and next steps.	1
10/05/11	14798	Gregory Watson	6.00	\$ 4,980.00	6.00	\$ 4,980.00	Follow up on outstanding ██████ issues. Follow up on outstanding claims.	1
10/06/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Preparing and organizing Bank Reconciliation reports and general ledger for Financial Reports.	1
10/06/11	15092	Jeffrey Rosenberg	10.20	\$ 7,140.00	10.20	\$ 7,140.00	Review of PIF accounts and bank reconciliations. Conference call with Stikemans and Shaw regarding ██████ matters. Review of correspondence. Work with respect to ██████	1
10/06/11	15120	Brogan Taylor	1.50	\$ 675.00	1.50	\$ 675.00	Working on convenience class distributions. Liaise with Service Canada in respect of convenience class distribution. Begin sorting data for convenience class distributions.	1
10/06/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	Further review of ██████ correspondence and discussions on next steps.	1
10/07/11	15768	Golnaz Haghiri	8.00	\$ 800.00	8.00	\$ 800.00	Preparing and reviewing documents for ██████████	1
10/07/11	15092	Jeffrey Rosenberg	5.80	\$ 4,060.00	5.80	\$ 4,060.00	Working on ██████ matters. Working on disbursements. Work with Equicap matters. Working on creditor matters.	1
10/07/11	15120	Brogan Taylor	5.50	\$ 2,475.00	5.50	\$ 2,475.00	Complete review of duplicate trade claimants for convenience class distribution purposes. Complete consolidation of former employee data and calculations of withholding taxes and EI Overpayments to be remitted to Service Canada.	1

10/07/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	Review of Equicap payout notice. Discussions regarding same. Update on Shapco sale and review of status of claims.	1
10/10/11	15092	Jeffrey Rosenberg	7.20	\$ 5,040.00	7.20	\$ 5,040.00	Review of Shapco deal documents. Obtaining information for [REDACTED]	1
10/11/11	15014	Rachel Gillespie	0.50	\$ 217.50	0.50	\$ 217.50	Responding to creditor inquiries.	1
10/11/11	15092	Jeffrey Rosenberg	8.80	\$ 6,160.00	8.80	\$ 6,160.00	Work on Equicap companies. Conference call with Stikemans regarding the same. Review and issue disbursements. Work on [REDACTED] matters. Work on Shapco transaction.	1
10/11/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Review of correspondence from Heenan and review of options internally. Discussions of same with Stikemans. Review of [REDACTED] status.	1
10/12/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Reviewing and preparing documents for [REDACTED].	1
10/12/11	15092	Jeffrey Rosenberg	9.70	\$ 6,790.00	9.70	\$ 6,790.00	Work on Shapco deal. Call with Shaw regarding information requirements for [REDACTED]. Work on employee claims and distributions. Review of creditor queries.	1
10/12/11	15120	Brogan Taylor	3.50	\$ 1,575.00	3.50	\$ 1,575.00	Coordination of convenience class distributions phase 2. Draft wire instructions and review distributions. Prepare summary listing for cheque preparations,	1
10/12/11	14798	Gregory Watson	4.50	\$ 3,735.00	4.50	\$ 3,735.00	Working on [REDACTED] matters including discussions regarding response to correspondence. Review of support.	1
10/13/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Reviewing and preparing and organizing cheques for distribution.	1
10/13/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Reviewing and preparing documents for [REDACTED].	1
10/13/11	15092	Jeffrey Rosenberg	12.50	\$ 8,750.00	12.50	\$ 8,750.00	Work on court report. Work on foreign subsidiary matters. Conference call with Shaw regarding [REDACTED] matters. Work on creditor distributions. Review and approval of disbursements. Review of draft documents for subsidiary wind down. Working on banking matters. Work on Equicap matters.	1
10/13/11	15120	Brogan Taylor	2.50	\$ 1,125.00	2.50	\$ 1,125.00	Working on banking requirements. Review distribution amounts and summary listings. Draft cover letters and appendix to distribution letters.	1
10/14/11	15768	Golnaz Haghiri	5.00	\$ 500.00	5.00	\$ 500.00	Preparing and printing cheques for distribution.	1
10/14/11	15532	Jodi Porepa	5.50	\$ 3,162.50	5.50	\$ 3,162.50	Status update. Conference call with [REDACTED] and Stikemans regarding upcoming wind down matters and other related items. Follow up with posting of materials. Review and status update.	1
10/14/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Working on foreign subsidiary matters. Review and approve disbursements. Review of draft order. Work on Monitor's report.	1
10/14/11	15120	Brogan Taylor	3.00	\$ 1,350.00	3.00	\$ 1,350.00	Complete convenience class distribution. Assist with mailing.	1
10/16/11	15092	Jeffrey Rosenberg	2.00	\$ 1,400.00	2.00	\$ 1,400.00	Review of emails and correspondence.	1
10/17/11	15768	Golnaz Haghiri	8.00	\$ 800.00	8.00	\$ 800.00	Preparing and reviewing documents for [REDACTED]	1
10/17/11	15532	Jodi Porepa	8.10	\$ 4,657.50	8.10	\$ 4,657.50	Follow up on [REDACTED] st. Follow up on enquiries. Follow up in respect of wind down strategy. Read motion material.	1
10/17/11	15092	Jeffrey Rosenberg	9.80	\$ 6,860.00	9.80	\$ 6,860.00	Review of CMI financial statements. Review of CGI financial statements. Review of Canwest banking matters. Working on [REDACTED] matters. Foreign subsidiary matters.	1
10/17/11	14798	Gregory Watson	6.50	\$ 5,395.00	6.50	\$ 5,395.00	Document review and court preparation.	1
10/18/11	15532	Jodi Porepa	8.30	\$ 4,772.50	8.30	\$ 4,772.50	Follow up on [REDACTED]. Follow up on enquiries. Follow up in respect of wind down strategy. Read motion material.	1
10/18/11	15092	Jeffrey Rosenberg	9.10	\$ 6,370.00	9.10	\$ 6,370.00	Review of 4501063, Global Centre, and MBS financial statements and tax returns. Review of claims. Review of banking matters. Review of CMI financial statements. Working on [REDACTED] matters.	1
10/18/11	14798	Gregory Watson	5.50	\$ 4,565.00	5.50	\$ 4,565.00	Prepare for court and review of outstanding matters.	1
10/19/11	15768	Golnaz Haghiri	8.00	\$ 800.00	8.00	\$ 800.00	Preparing and reviewing documents for [REDACTED].	1
10/19/11	15532	Jodi Porepa	8.00	\$ 4,600.00	8.00	\$ 4,600.00	Follow up on [REDACTED]. Follow up on enquiries. Follow up in respect of wind down strategy.	1
10/19/11	15092	Jeffrey Rosenberg	9.00	\$ 6,300.00	9.00	\$ 6,300.00	Work on wind up matters. Work on [REDACTED] matters. Working on banking matters. Work on draft order for winding up of CMI.	1
10/19/11	14798	Gregory Watson	6.00	\$ 4,980.00	6.00	\$ 4,980.00	Document production and court document review.	1

10/20/11	14856	Steven Bissell	1.50	\$ 1,050.00	1.50	\$ 1,050.00	Email correspondence and investigation regarding creditor information request regarding repayment of secured debt at Canwest Limited Partnership.	1
10/20/11	15768	Golnaz Haghiri	4.00	\$ 400.00	4.00	\$ 400.00	Preparing and reviewing documents for [REDACTED] inquiry.	1
10/20/11	15532	Jodi Porepa	9.00	\$ 5,175.00	9.00	\$ 5,175.00	Follow up on [REDACTED] st. Follow up on enquiries. Follow up in respect of wind down strategy.	1
10/20/11	15092	Jeffrey Rosenberg	12.50	\$ 8,750.00	12.50	\$ 8,750.00	Working on [REDACTED] matters. Preparing for wind down CMI. Working on creditor matters.	1
10/20/11	15120	Brogan Taylor	0.50	\$ 225.00	0.50	\$ 225.00	Correspondence with Cavalluzzo Hayes in regards to convenience class distribution mailing.	1
10/20/11	14798	Gregory Watson	6.00	\$ 4,980.00	6.00	\$ 4,980.00	Review of [REDACTED] outstanding items. Review documents to be provided.	1
10/21/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Preparing and printing cheques for distribution.	1
10/21/11	15532	Jodi Porepa	9.30	\$ 5,347.50	9.30	\$ 5,347.50	Follow up on [REDACTED]. Review Plan of Arrangement for required steps in CCAA.	1
10/21/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Prepare for and attend in court. Review of wind down documents for CMI. Working on [REDACTED] matters.	1
10/21/11	15120	Brogan Taylor	0.30	\$ 135.00	0.30	\$ 135.00	Verify cheques in respect of Convenience Class distribution.	1
10/23/11	15092	Jeffrey Rosenberg	2.50	\$ 1,750.00	2.50	\$ 1,750.00	Prepare for CMI wind down and creditor matters.	1
10/24/11	15532	Jodi Porepa	8.30	\$ 4,772.50	8.30	\$ 4,772.50	Filing in respect of Plan of Arrangement. Updating Draft Report for Shaw. Work on wind down strategy.	1
10/24/11	15092	Jeffrey Rosenberg	8.20	\$ 5,740.00	8.20	\$ 5,740.00	Working with [REDACTED] matters. Working with [REDACTED] matters. Working on Equicap matters. Working on wind downs of companies.	1
10/24/11	14798	Gregory Watson	5.00	\$ 4,150.00	5.00	\$ 4,150.00	General review of file matters. Review of [REDACTED] and status of foreign entities.	1
10/25/11	15768	Golnaz Haghiri	3.00	\$ 300.00	3.00	\$ 300.00	Preparing and reviewing documents for [REDACTED]	1
10/25/11	15532	Jodi Porepa	7.30	\$ 4,197.50	7.30	\$ 4,197.50	Work on wind down strategy. Updating Draft Report for Shaw.	1
10/25/11	15092	Jeffrey Rosenberg	8.70	\$ 6,090.00	8.70	\$ 6,090.00	Work with respect to wind downs. Work on assignment and donation agreement. Work with respect to creditors. Review of correspondence.	1
10/25/11	15120	Brogan Taylor	1.50	\$ 675.00	1.50	\$ 675.00	Verify data points in relation to convenience class distributions for court report. Consolidate convenience class distribution data for final review and comparison to claims register.	1
10/25/11	14798	Gregory Watson	5.50	\$ 4,565.00	5.50	\$ 4,565.00	Review of [REDACTED] and remaining claims. Review of Equicap status.	1
10/26/11	15768	Golnaz Haghiri	6.00	\$ 600.00	6.00	\$ 600.00	Preparing and reviewing documents for [REDACTED] y.	1
10/26/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Meeting regarding [REDACTED]	1
10/26/11	15532	Jodi Porepa	7.50	\$ 4,312.50	7.50	\$ 4,312.50	Work on wind down strategy. Updating Draft Report for Shaw. Working on Bank accounts.	1
10/26/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Review of remaining claims.	1
10/27/11	15532	Jodi Porepa	7.50	\$ 4,312.50	7.50	\$ 4,312.50	Updating Draft Report for Shaw. Working on Bank accounts. Working on [REDACTED]	1
10/27/11	15092	Jeffrey Rosenberg	9.30	\$ 6,510.00	9.30	\$ 6,510.00	Working on foreign subsidiary matters. Report to plan sponsor. Working on [REDACTED] matters. Working on claims matters.	1
10/27/11	14798	Gregory Watson	4.00	\$ 3,320.00	4.00	\$ 3,320.00	Working on [REDACTED] matters. Working on Equicap.	1
10/28/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Sorting and organizing mail.	1
10/28/11	15768	Golnaz Haghiri	1.00	\$ 100.00	1.00	\$ 100.00	Preparing and reviewing documents for [REDACTED] y.	1
10/28/11	15532	Jodi Porepa	5.70	\$ 3,277.50	5.70	\$ 3,277.50	Follow up with [REDACTED] y. Follow up with email inquiries.	1
10/28/11	15092	Jeffrey Rosenberg	8.00	\$ 5,600.00	8.00	\$ 5,600.00	Working on foreign subsidiary matters. Report to plan sponsor. Working on CCAA matters. Conference call with Stikemans, [REDACTED] and [REDACTED] o [REDACTED] matters. Working on [REDACTED] matters and banking matters.	1
10/28/11	15120	Brogan Taylor	1.00	\$ 450.00	1.00	\$ 450.00	Meeting in respect of items for following up.	1
10/28/11	14798	Gregory Watson	2.00	\$ 1,660.00	2.00	\$ 1,660.00	General matters and file update.	1
10/29/11	15092	Jeffrey Rosenberg	1.90	\$ 1,330.00	1.90	\$ 1,330.00	Review of correspondence.	1
10/31/11	15768	Golnaz Haghiri	2.00	\$ 200.00	2.00	\$ 200.00	Preparing and reviewing documents for [REDACTED]	1
10/31/11	15532	Jodi Porepa	6.90	\$ 3,967.50	6.90	\$ 3,967.50	[REDACTED]. Scotiaconnect matters. Preparing disbursements. Set up bank accounts for Scotia and wiring capabilities.	1

10/31/11	15092	Jeffrey Rosenberg	6.60	\$ 4,620.00	6.60	\$ 4,620.00	Working on [REDACTED] matters. Working on [REDACTED]. Working on creditor matters. Reviewing disbursements.	1
10/31/11	15120	Brogan Taylor	0.50	\$ 225.00	0.50	\$ 225.00	Drafting of cross currency wire direction form in regards to CGS international.	1
10/31/11	14798	Gregory Watson	3.50	\$ 2,905.00	3.50	\$ 2,905.00	General [REDACTED] preparation and update.	1
<b>GRAND TOTAL</b>			<b>470.50</b>	<b>\$ 274,558.00</b>	<b>470.50</b>	<b>\$ 274,558.00</b>		

- \$ -

**EXHIBIT " B "**  
*referred to in the Affidavit of*

**GREG WATSON**

*Sworn December 1, 2011*



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**Sean Edward Gibson, a  
Commissioner etc., Province of Ontario,  
while a student-at-law.  
Expires April 12, 2013.**



**Exhibit "B"**

Summary of FTI Fees  
Invoices dated September 30, 2011 to October 31, 2011

<b>Invoice #</b>	<b>Date</b>	<b>Fee</b>	<b>Disbursements</b>	<b>HST</b>	<b>Total</b>
29000110	30-Sep-11	\$ 255,745.50	\$ 1,983.43	\$ 33,504.76	\$ 291,233.69
29000117	31-Oct-11	\$ 274,558.00	\$ 1,675.00	\$ 35,910.29	\$ 312,143.29
<b>TOTAL</b>		<b>\$ 530,303.50</b>	<b>\$ 3,658.43</b>	<b>\$ 69,415.05</b>	<b>\$ 603,376.98</b>

**EXHIBIT " C "**

*referred to in the Affidavit of*

**GREG WATSON**

*Sworn December 1, 2011*



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Sean Edward Gibson, a  
Commissioner etc., Province of Ontario,  
while a student-at-law.  
**Expires April 12, 2013.**

Exhibit "C"

Summary of FTI Fees  
Services Rendered September 1, 2011 to October 31, 2011

Name	Position	Hours	Hourly Rate	Total
G. Watson	Sr. Managing Director	172.5	\$ 830	\$ 143,175.00
J. Rosenberg	Managing Director	349.8	\$ 700	\$ 244,860.00
S. Bissell	Managing Director	3	\$ 700	\$ 2,100.00
J. Porepa	Director	197.4	\$ 575	\$ 113,505.00
P. Taylor	Sr. Consultant	25.8	\$ 450	\$ 11,610.00
R. Gillespie	Sr. Consultant	5.3	\$ 435	\$ 2,305.50
A. Arevalo	Admin. Professional	1.8	\$ 110	\$ 198.00
G. Haghiri	Admin. Receptionist	125.5	\$ 100	\$ 12,550.00
<b>TOTAL</b>		<b>881.1</b>		<b>\$ 530,303.50</b>

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"

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

Applicants

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

Proceeding commenced at Toronto

**AFFIDAVIT OF GREG WATSON  
(SWORN DECEMBER 1, 2011)**

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

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

**Maria Konyukhova** LSUC#: 52880V  
Tel: (416) 869-5230  
Fax: (416) 947-0866

Lawyers for the Monitor

# APPENDIX

**"H"**

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

AFFIDAVIT OF DAPHNE J. MACKENZIE  
(sworn December 1, 2011)

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

1. I am a Partner in the law firm of Stikeman Elliott LLP ("**Stikeman Elliott**"), solicitors for FTI Consulting Canada Inc. ("**FTI**"), in its capacity as the court appointed monitor of Canwest Global Communications Corp. ("**Canwest Global**"), and, as such, I have knowledge of the matters to which I hereinafter depose.

2. 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 "**CMI Entities**") and appointed FTI as monitor (the

“**Monitor**”) of the CMI Entities. The proceedings commenced by the CMI Entities under the CCAA will be referred to herein as the “**CCAA Proceedings**”.

3. This affidavit is made in support of a motion for, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel Stikeman Elliott for accounts rendered from September 22, 2011 to November 14, 2011.

4. During the period from August 1, 2011 to October 31, 2011, Stikeman Elliott docketed 615.4 hours in respect of the CCAA Proceedings, amounting to legal fees in the amount of \$388,933.20 and disbursements and other charges in the amount of \$5,434.96 plus Harmonized Sales Tax (“**HST**”) of \$51,209.88. Attached and marked collectively as **Exhibit “A”** to this affidavit are true copies of the accounts rendered by Stikeman Elliott to the Monitor in connection with the CCAA Proceedings from September 22, 2011 to October 31, 2011, in the total amount of \$445,578.04, redacted for confidential information.

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

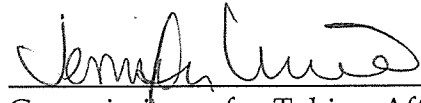
6. Attached hereto as **Exhibit “C”** is a schedule summarizing the billing rates of each of the members of Stikeman Elliott who rendered services in connection with the CCAA Proceedings.

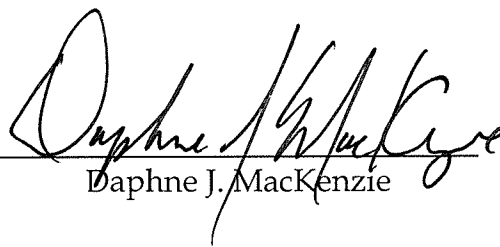
7. The hourly billing rate applied in the invoices of Stikeman Elliott are Stikeman Elliott’s normal hourly rates which were in effect from August 1, 2011 to

October 31, 2011 and are comparable to the hourly rates charged by Stikeman Elliott for services rendered in relation to similar proceedings.

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

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario on December 1, 2011.

  
\_\_\_\_\_  
Commissioner for Taking Affidavits

  
\_\_\_\_\_  
Daphne J. MacKenzie

**Jennifer L. Imrie**



## 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**

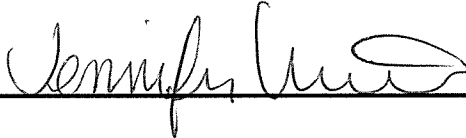
1. Canwest Television Limited Partnership
2. Fox Sports World Canada Partnership
3. The National Post Company/La Publication National Post

**EXHIBIT " A "**

*referred to in the Affidavit of*

**DAPHNE J. MACKENZIE**

*Sworn December 1, 2011*



A handwritten signature in cursive script, appearing to read "Jennifer L. Imrie", is written over a solid horizontal line.

**Jennifer L. Imrie**

# STIKEMAN ELLIOTT

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

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

## Invoice

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

September 22, 2011  
File No. 1096791003

Invoice No. 5007735

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Canwest Media Inc. for the period up to August 31, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 2, 2011	D. Muha	2.00	Consider tax issues and discuss with J. O'Connor; prepare for and attend conference call with working group
	J. O'Connor	2.92	Conference call with [REDACTED] and [REDACTED]; discussions with J. Rosenberg; reviewed revised [REDACTED] and draft returns; revising letter to [REDACTED]; reviewed draft [REDACTED]
	M. Konyukhova	0.50	Correspondence and calls with FTI regarding outstanding issues
Aug 3, 2011	D.J. MacKenzie	0.50	Review correspondence from FTI; exchange emails with J. Lorito; correspondence to FTI
	J.G. Lorito	0.25	Discussion with D. Muha, J. O'Connor
	D. Muha	2.00	Prepare for and attend conference call with working group; call with Darren Barfuss; related matters and internal discussions; review applications for [REDACTED]
	J. O'Connor	3.08	Conference call with M. Lock, FTI and D. Barfuss; conference call with D. Barfuss; reviewing revised claims list, [REDACTED] schedule and draft returns
	M. Konyukhova	0.33	Call with J. Rosenberg regarding Shapco and other matters; call with T. Rangwala with respect to legal fee invoices
	J. Bouchard (Daubney)	0.42	Forward PDF copy of invoice (for services rendered as Saskatchewan agent) to T.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 4, 2011	D.R. Byers	0.17	Rangwala for payment
	D. Muha	0.50	Attend to emails with respect to RBC Report
	J. O'Connor	5.83	Consider various issues Preparation and review of claims list; reviewed tax working papers regarding stub return; reviewed stub returns; conference call with [REDACTED]
Aug 5, 2011	J.G. Lorito	0.75	Review letter; discussion with J. O'Connor
	D. Muha	3.20	Review draft debt forgiveness schedule for FTI; prepare for and attend conference call with working group
	J. O'Connor	7.75	Conference call with FTI, [REDACTED] and [REDACTED] regarding [REDACTED], finalizing letter to [REDACTED] consideration of tax issues; discussions with J. Lorito
Aug 8, 2011	D.R. Byers	1.50	Telephone call to FTI with respect to [REDACTED] issue; email with D. MacKenzie with respect to RBC report requested by [REDACTED]; meeting with D. MacKenzie with respect to [REDACTED] issues; emails to R. Grudzinski with respect to consent to produce RBC Capital presentation to [REDACTED] telephone call with E. Sellers; voicemail message from G. Watson
	D.J. MacKenzie	2.50	Correspondence with [REDACTED]; review requested productions; telephone call with J. Lorito
	J.G. Lorito	0.75	Telephone conversation with D. MacKenzie, D. Muha and J. O'Connor
	J. O'Connor	3.70	Reviewing historical tax returns and financial statements regarding foreign entities; consideration of [REDACTED]
	M. Konyukhova	1.00	Draft letter to creditors concerning Claims Officer hearings; review list of claims; review correspondence with respect to [REDACTED] set-off issue
Aug 9, 2011	D.R. Byers	0.42	Attend to emails from R. Grudzinski and respond to same
	D.J. MacKenzie	2.00	Review correspondence; attend conference call with [REDACTED]; meeting with J. Lorito
	J.G. Lorito	1.25	Conference call with [REDACTED] prepare for meeting
	D. Muha	1.50	Prepare for meeting with [REDACTED] and [REDACTED]; internal discussions with J. Lorito and J. O'Connor

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Aug 10, 2011	J. O'Connor	4.03	Preparation for [REDACTED] meeting; discussion with J. Lorito and D. Muha; reviewing transaction documents
	M. Konyukhova	2.25	Review correspondence with respect to [REDACTED] set-off issues and related agreements; review case law with respect to set-off; draft letter to [REDACTED]
	B. Lorusso-Taddeo	0.17	Ordered and obtained copies of articles of continuance for D. Mackenzie
	D.J. MacKenzie	0.50	Attend to corporate matters
	J.G. Lorito	10.00	Attend meeting in Winnipeg
	D. Muha	10.00	Prepare for and attend meeting in [REDACTED] with [REDACTED] A and [REDACTED]
	J. O'Connor	10.00	Travel to and from [REDACTED] meeting with [REDACTED]
Aug 11, 2011	K. Kightley	0.50	Telephone discussion with D. Mackenzie; emails from and to D. Mackenzie; prepared annual returns for 4501063 Canada Inc. and 4501071 Canada Inc.
	D.J. MacKenzie	3.50	Meeting with [REDACTED]; review [REDACTED] correspondence to FTI
	J.G. Lorito	0.25	Discussion with D. MacKenzie
	J.G. Lorito	2.00	Meet with D. MacKenzie, J. O'Connor, A. Kenigsberg
	D. Muha	1.50	Review letter from [REDACTED] discuss strategy with J. Lorito and J. O'Connor; consider [REDACTED]
Aug 12, 2011	A. Kenigsberg	0.67	[REDACTED] research and discussion on [REDACTED] and whether there is a requirement to pay
	J. O'Connor	6.00	Discussions with J. Lorito and D. Muha; reviewing documents
	D.J. MacKenzie	0.50	Review correspondence from [REDACTED] [REDACTED] correspondence with FTI
	A. Kenigsberg	2.08	Research on [REDACTED] e
	M. Konyukhova	2.00	Finalize letter to [REDACTED]; correspondence with [REDACTED] [REDACTED] finalize letters to claimants regarding Claims Officer hearings; correspondence with FTI with respect to same; correspondence with FTI regarding Shapco transaction; correspondence with A. Fransen and T. Rangwala regarding same
	J. O'Connor	2.80	Reviewing tax returns
	T. Rangwala	0.50	Review Shapco Asset Purchase Agreement

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	T. Rangwala	1.72	Reviewing Shapco documents for sale of seismic data and oil and gas rights
Aug 15, 2011	D.R. Byers	0.17	Review correspondence from [REDACTED] and email response to same from D. MacKenzie
	D.J. MacKenzie	2.00	Conference call with FTI; review Plan and tax matters; telephone call with J. Lorito; correspondence regarding dissolution
	J.G. Lorito	0.75	Conference call with D. MacKenzie
	D. Muha	1.40	Consider [REDACTED] and related issues
	J. O'Connor	7.08	Reviewed tax returns regarding [REDACTED] consolidation of [REDACTED] conference call with [REDACTED] and FTI; discussion with D. Muha; consideration of [REDACTED] issue
Aug 16, 2011	K. Kightley	0.50	Emails from and to D. Mackenzie regarding dissolutions; reviewed documents
	D.J. MacKenzie	2.50	Review annual returns; draft response to [REDACTED] exchange correspondence with [REDACTED] and [REDACTED]
	D. Muha	1.50	Analysis of [REDACTED]; related internal discussions.
	J. O'Connor	3.00	Discussion with D. Muha; consideration of settlement options; conference call with [REDACTED] and FTI.
Aug 17, 2011	D.R. Byers	0.25	Conference call with D. MacKenzie with respect to [REDACTED] issues and [REDACTED]
	D.J. MacKenzie	1.75	Meeting with D. Muha; meeting with A. Kenigsberg; review [REDACTED]; corporate returns
	J.G. Lorito	1.75	Review D. MacKenzie email; conference call with Shaw; discussions with D. MacKenzie, A. Kenigsberg, J. O'Connor
	A. Kenigsberg	1.50	Call with J. Rosenberg and review of spreadsheets and trade payables; discussion with D. MacKenzie and J. Lorito; review of invoices
	D. Muha	3.20	Prepare for and attend meeting with Shaw and FTI working group; attend to related matters
	A. Fransen	0.93	Prepare for meeting regarding Shapco; meeting with T. Rangwala and M. Konyukhova regarding Shapco
	M. Konyukhova	1.00	Review draft documents with respect to Shapco sale; meeting with A. Fransen and T. Rangwala

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	J. O'Connor	2.83	regarding sale Conference call with Shaw; discussions with D. Muha; discussions with A. Kenigsberg regarding [REDACTED], consideration of [REDACTED] issues
	K. Kightley	0.25	Emails from and to D. MacKenzie, email to J. Rosenberg regarding 4501071 Canada Inc. annual return filing
Aug 18, 2011	D.J. MacKenzie	0.50	Correspondence regarding dissolutions and [REDACTED] enquiries
	D. Muha	0.60	Various correspondence with working group
	J. O'Connor	1.72	Consideration of [REDACTED] issues; discussion with A. Kenigsberg regarding [REDACTED] issues
	K. Kightley	0.25	Emails from and to J. Rosenberg and D. MacKenzie; faxed the annual return for 4501071 Canada to Industry Canada
Aug 19, 2011	D.R. Byers	0.17	Attend to emails with J. Rosenberg
	D.J. MacKenzie	0.75	Telephone call with K. Jackson; discussion with J. O'Connor; review privacy legislation
	D. Muha	1.40	Continue review of background information regarding [REDACTED] transactions; attend to related matters
	K.E. Jackson	0.25	Telephone call with D. Mackenzie to discuss the exemptions in PIPEDA relating disclosure of personal information without consent; email to D. Mackenzie concerning same
	J. O'Connor	0.87	Reviewing [REDACTED] schedules; provided [REDACTED] information to [REDACTED]
Aug 22, 2011	D.J. MacKenzie	2.00	Review PIPEDA; telephone call with FTI; telephone call with D. Muha; telephone call with K. Jackson; correspondence with [REDACTED]
	D. Muha	1.20	Continue draft letter to [REDACTED] internal discussions regarding [REDACTED] attend to related matters
	K.E. Jackson	0.08	Discussions with D. Mackenzie concerning the privacy issue
	T. Rangwala	0.91	Reviewing Shapco documents for sale of seismic data and oil and gas rights
Aug 23, 2011	D.R. Byers	0.17	Discuss [REDACTED] claim with M. Konyukhova
	D.J. MacKenzie	0.33	Correspondence to [REDACTED]
	N. Ramalho	0.25	Emails from and email to D. Burton
	M. Konyukhova	1.00	Review and revise settlement agreement with



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	J. O'Connor	7.55	respect to CEP claims Reviewing CMI [REDACTED]; drafted letter to [REDACTED] regarding CMI [REDACTED] issues; correspondence with the [REDACTED] regarding claims list
	T. Rangwala	1.00	Reviewing and revising Shapco transfer documents
Aug 24, 2011	D.R. Byers	0.17	Message to R. Grudzinski and email to D. MacKenzie with respect to same
	D. Muha	1.80	Review drafts of [REDACTED]
	M. Konyukhova	0.75	Revise settlement agreement with CEP; correspondence to N. Ramalho; call with T. Rangwala regarding Shapco transaction
	J. O'Connor	1.08	Editing and revising letter to [REDACTED]; discussions with D. Muha
	T. Rangwala	6.50	Reviewing and revising Shapco transfer documents
Aug 25, 2011	D.R. Byers	0.17	Telephone discussion with R. Grudzinski
	J.G. Lorito	0.50	Review letter; discussion with J. O'Connor
	J. O'Connor	1.67	Editing and revising letter to [REDACTED] regarding [REDACTED]
	N. Ramalho	0.25	Review comments made by M. Konyukhova
	T. Rangwala	0.50	Reviewing and revising Shapco transfer documents
Aug 26, 2011	D. Muha	1.17	Continue review of background materials to [REDACTED]; emails to working group
	M. Konyukhova	1.00	Call with C. Johnson regarding claim; correspondence to J. Rosenberg; review letter from S. McGrath; draft letter in response
Aug 29, 2011	D. Muha	2.20	Prepare for and attend conference call with [REDACTED] [REDACTED] call with J. Rosenberg; continue to consider [REDACTED]; attend to related matters and internal discussions with John O Connor
	J. O'Connor	4.83	Conference calls with M. Lock; reviewing and revising [REDACTED] consideration of outstanding [REDACTED] issues regarding CMI
Aug 30, 2011	J.G. Lorito	0.25	Discussion with D. Muha
	D. Muha	4.00	Review background to [REDACTED] transactions [REDACTED] [REDACTED]; call with J. Rosenberg and [REDACTED] k; call with D. Barfuss with respect to [REDACTED] history; review and revise draft letter to [REDACTED] re PIPEDA; review and revise

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			draft letter to D. Winters regarding August 31, 2011 information requests; attend to related matters
Aug 31, 2011	D.R. Byers	0.50	Telephone discussion and prepare draft email to R. Grudzinski
Aug 31, 2011	D. Muha	9.50	Review [REDACTED]; call with J. Rosenberg and [REDACTED], call with [REDACTED] regarding [REDACTED] history; review and revise draft letter to [REDACTED] re PIPEDA; review and revise draft letter to [REDACTED] regarding August 31, 2011 information requests; attend to related matters
Aug 31, 2011	M. Konyukhova	0.75	Correspondence with respect to Shapco deal; review emails from claimants regarding claims resolution; correspondence with J. Rosenberg concerning various issues; email to Justice Pepall with respect to motion for stay extensions, etc.
Aug 31, 2011	J. O'Connor	7.02	Conference calls with M. Lock; discussions with D. Muha; editing and revising [REDACTED] [REDACTED] editing and revising letter to [REDACTED] discussions with Shaw

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	3.69	\$950.00	\$3,505.50
D.J. MacKenzie	19.33	825.00	15,947.25
J.G. Lorito	18.50	975.00	18,037.50
D. Muha	48.67	900.00	43,803.00
A. Kenigsberg	4.25	800.00	3,400.00
K.E. Jackson	0.33	750.00	247.50
N. Ramalho	0.50	575.00	287.50
A. Fransen	0.93	525.00	488.25
M. Konyukhova	10.58	500.00	5,290.00
J. O'Connor	83.76	500.00	41,880.00
T. Rangwala	11.13	375.00	4,173.75
K. Kightley	1.50	325.00	487.50
J. Bouchard (Daubney)	0.42	225.00	94.50
B. Lorusso-Taddeo	0.17	225.00	38.25

FEES

Professional Services

CAD \$137,680.50

HST @ 13.0%	17,898.47
<b>Total Professional Services and Taxes</b>	<b>CAD \$155,578.97</b>

**CHARGES SUMMARY**

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	159.25		159.25
Total Charges	159.25	0.00	159.25
HST @ 13.0%			20.70
<b>Total Charges and Taxes</b>			<b>CAD \$179.95</b>

**DISBURSEMENTS SUMMARY**

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	24.43		24.43
Filing Fees - N/T		207.00	207.00
Travel - Out of Town	3,144.10		3,144.10
Travel - Taxis	115.04		115.04
Total Disbursements	3,283.57	207.00	3,490.57
HST @ 13.0%			426.86
<b>Total Disbursements and Taxes</b>			<b>CAD \$3,917.43</b>

**INVOICE SUMMARY**

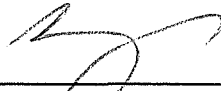
Invoice No. 5007735

Re: Canwest Media Inc.

File No. 1096791003

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	137,680.50	0.00	\$137,680.50
HST @ 13.0%			17,898.47
Charges	159.25	0.00	159.25
HST @ 13.0%			20.70
Disbursements	3,283.57	207.00	3,490.57
HST @ 13.0%			426.86
<b>AMOUNT DUE</b>			<b><u>CAD \$159,676.35</u></b>

**STIKEMAN ELLIOTT LLP**



\_\_\_\_\_  
David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

# STIKEMAN ELLIOTT

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

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

## Invoice

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

October 31, 2011  
File No. 1096791003

Invoice No. 5013876

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Canwest Media Inc. for the period up to September 30, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 1, 2011	D.R. Byers	1.00	Attend to emails with respect to RBC and internally; attend to emails from N. Bacal with attached invoices; conference call with FTI with respect to same; emails to K. McElcheran with respect to Alliance Atlantis companies issues
	D.J. MacKenzie	1.00	Attend to [REDACTED] correspondence and deliveries; discussion with J. O'Connor
	D. Muha	1.50	Finalize letter to [REDACTED]; attend to related matters
	M. Konyukhova	4.00	Correspondence regarding motion to extend stay of proceedings; call to Commercial List with respect to same; review Plan regarding convenience class distributions; review various Orders regarding provisions with respect to same; call with J. Rosenberg concerning convenience class claims; correspondence to N. Ramalho regarding same; call with [REDACTED] regard claim and resolution; review correspondence from [REDACTED] regarding claim; search for and compile all outstanding claims, proofs of claims and dispute forms and correspondence with respect to same; review outstanding claims

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	J. O'Connor	1.83	Finalizing letter to [REDACTED] correspondence with the [REDACTED]
Sep 2, 2011	M. Konyukhova	3.75	Correspondence re outstanding claims; email from [REDACTED] review memo regarding Shapco and draft agreements and comments from A. Fransen and T. Rangwala; review Plan, Plan Emergence Agreement and September 27 Order; email to D. Mackenzie with respect to sale; draft email to A. Fransen and T. Rangwala with questions and comments on the proposed documents and transaction
Sep 6, 2011	D.R. Byers	2.25	Emails with J. Rosenberg; email R. Grudzinski; revise draft and send email to [REDACTED]; conference call with G. Watson and J. Rosenberg; review documents with respect to Alliance Atlantis companies to prepare for call with Shaw
Sep 6, 2011	J.G. Lorito	0.50	Attend on conference call
	J. Imrie	0.53	Review of previous fee affidavits; collection of invoices for fee affidavits; email to FTI requesting the same
	T. Rangwala	0.50	[Review/attend to] sale of Shapco assets
Sep 7, 2011	D.R. Byers	2.00	Conference call with K. McElcheran; prepare for and meeting with G. Watson and J. Rosenberg; attend on conference call with FTI and Shaw
Sep 7, 2011	J.G. Lorito	1.25	Prepare for and attend on conference call
Sep 7, 2011	J. O'Connor	1.80	Discussion with J. Rosenberg; discussion with D. Muha; reviewed [REDACTED] regarding [REDACTED] reconciliation
Sep 8, 2011	D.J. MacKenzie	0.50	Correspondence with J. Rosenberg; revise agreement and circulate
	D. Muha	2.20	Review [REDACTED] regarding plan for [REDACTED]; attend to related internal discussions
	M. Konyukhova	2.00	Draft report for stay extension motion
Sep 9, 2011	D.R. Byers	0.17	Attend to emails with J. Rosenberg
	N. Ramalho	0.25	Emails from and to M. Konyukhova regarding pension matter
	M. Konyukhova	4.00	Call with J. Rosenberg with respect to report for stay extension motion and outstanding claims; correspondence to N. Ramalho and A. Boctor regarding [REDACTED] claim; draft email to [REDACTED] with respect to claim; draft report for stay extension

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	J. Imrie	1.17	Review of charts prepared as exhibits for fee affidavits and changes thereto
Sep 10, 2011	J. Imrie	1.58	Continued to review and make corrections to exhibits to fee affidavits
Sep 12, 2011	D.R. Byers	0.25	Meeting with M. Konyukhova with respect to draft Report
	D.J. MacKenzie	0.50	Review [REDACTED] correspondence; telephone call with M. Konyukhova; e-mail correspondence to M. Konyukhova regarding report
	A. Fransen	1.50	Review Shapco documents; prepare for meeting
	M. Konyukhova	1.00	Attend to emails regarding Shapco; office conference with D. Byers with respect to report; call with D. MacKenzie with respect to report and bankrupting CMI; attend to emails regarding [REDACTED]
	J. O'Connor	0.13	Correspondence with [REDACTED]
	T. Rangwala	1.36	Review of Shapco material, meeting with A. Fransen
Sep 13, 2011	A. Fransen	0.75	Attend Shapco meeting
	M. Konyukhova	0.75	Meeting with A. Fransen and T. Rangwala regarding Shapco; emails with A. Quesnel with respect to Shapco; attend to emails with respect to [REDACTED]
	J. O'Connor	0.58	Consideration of [REDACTED] regarding asset disposition
	J. Imrie	1.10	Completed draft fee affidavits and exhibits
	T. Rangwala	1.85	Drafting and revising Shapco documents
Sep 14, 2011	D.R. Byers	0.17	Emails with J. Rosenberg
	D.J. MacKenzie	0.50	Review draft report; correspondence with M. Konyukhova, D. Muha and J. Lorito
	D. Muha	1.20	Internal discussions with respect to timing of responses to outstanding [REDACTED] information requests and stay extension order
	J. O'Connor	2.33	Consideration of tax issues regarding asset dispositions; discussion with D. Muha
Sep 15, 2011	D. Muha	0.70	Attend to internal emails and discussion with respect to status of outstanding [REDACTED] information requests
	M. Konyukhova	2.75	Call with A. Quesnel regarding Shapco; correspondence with J. Rosenberg; correspondence with N. Ramalho with respect to outstanding claims; draft report for stay extension; correspondence with D. MacKenzie regarding certain portions of report

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 16, 2011	M. Konyukhova	4.25	Telephone call with Shaw with respect to ██████ set off; office conference with J. Rosenberg regarding outstanding issues; call with ██████ with respect to claim; draft report
Sep 16, 2011	T. Rangwala	1.32	Drafting and revising Shapco documents
Sep 19, 2011	D.R. Byers	1.33	Review draft Twenty-Third Report of the Monitor and meeting with M. Konyukhova with respect to same
	D. Muha	0.50	Attend to internal discussions
	M. Konyukhova	1.25	Calls with ██████; review claims register; call with J. Rosenberg with respect to same; correspondence with respect to report and motion record
	J. Imrie	1.38	Completed draft motion record, notice of motion and order for stay extension motion
	T. Rangwala	2.00	Drafting and revising Shapco documents
	D.R. Byers	0.50	Message to counsel for Shaw and telephone call with client; telephone call with R. Schwill
	A. Boctor	0.67	Email to M. Konyukhova
	N. Ramalho	0.25	Telephone call with M. Konyukhova
	M. Konyukhova	4.25	Preparation of materials for fee approval; calls with J. Rosenberg regarding ██████ and other claims; correspondence with claimants; correspondence with A. Boctor with respect to claims; call with N. Ramalho with respect to ██████ draft correspondence regarding ██████
Sep 21, 2011	T. Rangwala	5.00	Drafting and revising Shapco documents
	D.J. MacKenzie	0.33	Attend to report issues; review affidavit
	D. Muha	2.00	Review status of outstanding requests for information; draft email to working group; attend to internal discussions with respect to same.
	M. Konyukhova	1.75	Correspondence with creditors with respect to claims; revisions to Report and correspondence regarding same; calls with J. Rosenberg
	J. O'Connor	0.47	Discussion with J. Rosenberg; discussion with D. Muha; follow up regarding outstanding items
	J. Imrie	0.97	Revisions to fee affidavits; review of exhibits and redactions; making arrangements to have affidavits sworn
Sep 22, 2011	T. Rangwala	2.97	Drafting and revising Shapco documents
	D.R. Byers	2.50	Emails with client with respect to Alliance



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Atlantis companies and potential costs of bankruptcies; attend to email with respect to bankruptcy of CMI and other entities; conference call with D. MacKenzie with respect to same; attend meeting with respect to wind-up issues; review and approve final form of Motion Record
	D.J. MacKenzie	5.00	Conference call with FTI and J. Lorito regarding outstanding tax issues; review various Orders and memos regarding wind-up strategy; meeting with J. Lorito and D. Muha; meeting with D. Byers, M. Konyukhova, T. Rangwala and K. Knightley; review dissolution documents; review corporate statute
	J.G. Lorito	1.50	Attend on conference call; email I. MacGregor; meet with D. MacKenzie and D. Muha
	D. Muha	3.80	Follow up on outstanding [REDACTED] information requests; attend to related matters; meet with J. Lorito and D. Mackenzie regarding potential CMI bankruptcy and related consequences
	M. Konyukhova	5.25	Attend to finalizing and serving motion record; attend to filing; call with H. O'Reilly regarding [REDACTED]; calls with D. MacKenzie concerning bankruptcy of CMI and next steps; review Plan and various Orders regarding Monitor's powers; review wind-up strategy; review orders for transition and concurrent CCAA and BIA proceedings; meeting with D. Byers, D. MacKenzie and T. Rangwala regarding next steps; meeting with T. Rangwala regarding Shapco; correspondence concerning [REDACTED] claim
	J. Imrie	1.01	Revisions to motion materials; compiling motion record
	T. Rangwala	2.50	Drafting Shapco conveyance documentation, dissolution documents collection for Global Centre
	K. Kightley	0.50	Meeting with D. Mackenzie and others; discussions with D. Mackenzie
	M.D. Smith	0.30	Commissioned an affidavit
Sep 23, 2011	J. O'Connor	0.25	Consideration of [REDACTED] issues; discussion with D. Muha
Sep 23, 2011	T. Rangwala	1.00	Drafting Shapco conveyance documentation, dissolution documents collection for Global

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Sep 26, 2011	D.R. Byers	0.17	Centre
	D. Muha	4.20	Attend to emails with respect to Shapco claim
	J. O'Connor	5.25	Follow up on various outstanding information requests; consider structure for dealing with [REDACTED]; meeting with J. O'Connor regarding same.
Sep 27, 2011	T. Rangwala	1.67	Meeting with D. Muha regarding bankruptcy issues; discussion with J. Rosenberg and [REDACTED]; drafted letter to [REDACTED]; filed letter regarding [REDACTED]
	J.G. Lorito	0.50	Drafting Shapco conveyance documentation, dissolution documents collection for Global Centre
	N. Ramalho	0.42	Discussion with J. O'Connor, D. MacKenzie
Sep 28, 2011	J. O'Connor	6.08	Revise agreement to incorporate changes made by M. Konyukhova
	D.R. Byers	2.25	Consideration / research regarding wind-up issues; drafting memorandum regarding wind-up issues; discussions with D. Muha and J. Lorito
	D.J. MacKenzie	1.00	Prepare for motion and conference call with client with respect to same
Sep 29, 2011	N. Ramalho	0.25	Prepare for motion; review motion record; telephone call with D. Byers
	J. Imrie	0.25	Email to J. Rosenberg
	J. O'Connor	5.58	Telephone call to Commercial List office with respect to motion returnable September 29; preparing for attendance at court
Sep 29, 2011	C.S. Scott	0.17	Discussion with C. Scott regarding wind-up issues; reviewing historical Canwest public disclosure documents regarding outstanding receivables; drafting memorandum regarding wind-up issues; consideration of [REDACTED] regarding [REDACTED] queries
	D.R. Byers	1.75	Discussion with J. O'Connor regarding dissolution
	D.J. MacKenzie	1.50	Attend on motion before Justice Pepall and meeting with respect to [REDACTED] matters thereafter
Sep 29, 2011	D. Muha	1.00	Prepare for and attend motion regarding stay extension
	A. Fransen	0.18	Consider technical issues regarding [REDACTED]; discuss issues with J. O'Connor
			Review and draft correspondence

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
	J. Imrie	1.53	Attendance at motion; entered Orders with Commercial List office; transcribe transcript of handwritten endorsement; sent copies of Order and endorsement to FTI
	J. O'Connor	3.75	Finalized memorandum regarding wind-ups; discussion with [REDACTED]; consideration of [REDACTED] queries
Sep 30, 2011	D.R. Byers	0.25	Discuss proposed email to [REDACTED]s with D. MacKenzie
	D.J. MacKenzie	1.50	Correspondence with [REDACTED]; correspondence with FTI regarding outstanding deliveries and [REDACTED] claim

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	14.59	950.00	13,860.50
D.J. MacKenzie	11.83	825.00	9,759.75
J.G. Lorito	3.75	975.00	3,656.25
D. Muha	17.10	900.00	15,390.00
A. Boctor	0.67	610.00	408.70
N. Ramalho	1.17	575.00	672.75
A. Fransen	2.43	525.00	1,275.75
M. Konyukhova	35.00	500.00	17,500.00
J. O'Connor	28.05	500.00	14,025.00
J. Imrie	9.52	400.00	3,808.00
T. Rangwala	20.17	375.00	7,563.75
K. Kightley	0.50	325.00	162.50
C.S. Scott	0.17	325.00	55.25
M.D. Smith	0.30	250.00	75.00

FEES	
Professional Services	CAD \$88,213.20
HST @ 13.0%	11,467.72
<b>Total Professional Services and Taxes</b>	<b>CAD \$99,680.92</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	416.75		416.75
Total Charges	416.75	0.00	416.75
HST @ 13.0%			54.17
<b>Total Charges and Taxes</b>			<b>CAD \$470.92</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	30.00		30.00
Business Meals - in Town	34.24		34.24
Filing Fees - N/T		87.00	87.00
Book Binding/Binders	11.20		11.20
Telephone	67.56		67.56
Total Disbursements	108.76	87.00	230.00
HST @ 13.0%			18.59
<b>Total Disbursements and Taxes</b>			<b>CAD \$248.59</b>

**INVOICE SUMMARY**

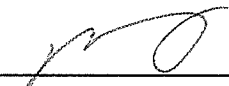
Invoice No. 5013876

Re: Canwest Media Inc.

File No. 1096791003

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	88,213.20	0.00	\$88,213.20
HST @ 13.0%			11,467.72
Charges	416.75	0.00	416.75
HST @ 13.0%			54.17
Disbursements	143.00	87.00	230.00
HST @ 13.0%			18.59
<b>AMOUNT DUE</b>			<b><u>CAD \$100,400.43</u></b>

**STIKEMAN ELLIOTT LLP**

  
\_\_\_\_\_  
David R. Byers

Disbursements and charges may not have been posted at the date of this account. Please quote our File number and/or Invoice number when making payment. Accounts are due when rendered. Interest at the rate of 1.30 percent per annum will be charged for amounts unpaid 30 days or more.

# STIKEMAN ELLIOTT

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

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

## Invoice

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

November 14, 2011  
File No. 1096791003

Invoice No. 5023791

**FOR PROFESSIONAL SERVICES RENDERED** in connection with Canwest Media Inc. for the period up to October 31, 2011.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 2, 2011	D.R. Byers	0.17	Attend to emails from Heenan Blaikie and J. Lorito with respect to Atlantis Alliance company issues
Oct 3, 2011	D.R. Byers	0.17	Attend to emails with J. Lorito with respect to Alliance Atlantis and Equicap
	D.J. MacKenzie	1.00	Review correspondence from [REDACTED] [REDACTED] review dissolution steps and outstanding issues
	J.G. Lorito	0.25	Telephone conversation with N. Boccia, and J. Rosenberg
	D. Muha	1.80	Internal discussions regarding [REDACTED] [REDACTED] and approach to responding; attend to related matters
	J. O'Connor	2.35	Consideration of [REDACTED] issues regarding asset dispositions; consideration of [REDACTED] issues regarding [REDACTED]
	K. Kightley	0.25	Telephone discussion with T. Rangwala and D. Mackenzie
Oct 4, 2011	D.R. Byers	2.33	Review letter from [REDACTED] attend on conference call with CMI with respect to outstanding issues, particularly [REDACTED] issues; review outstanding [REDACTED] issues needed to complete file; email to counsel for Shaw; emails with J. Rosenberg with respect to completion of financial statements
	D.J. MacKenzie	2.00	Conference call with FTI; telephone call with G.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			Watson and J. Rosenberg; correspondence regarding dissolution
	J.G. Lorito	0.75	Review letter; conference call; discussion with D. Muha
	D. Muha	4.00	Prepare for and attend call with working group; internal discussions re dissolutions of CMI subsidiaries; prepare for call with FTI working group re outstanding information requests and [REDACTED] issues; related matters
	J. O'Connor	4.03	Conference call with FTI; reviewing [REDACTED] conference call with [REDACTED] and J. Rosenberg; meeting with D. Muha; consideration of [REDACTED]
	K. Kightley	1.25	Email from and to D. Mackenzie; filed articles of dissolution online; updated public record
Oct 5, 2011	D.R. Byers	0.25	Attend to emails with client and telephone discussion with A. Taylor with respect to Equicap bankruptcy budget
	A.J. Taylor	2.50	Conversation with D. Byers; telephone conversation with J. Rosenberg; review memorandum
	J. O'Connor	5.58	Consideration of [REDACTED] issues; draft letter to the CRA regarding additional queries
	K. Kightley	0.25	Email from and to J. Rosenberg regarding Articles of Dissolution
Oct 6, 2011	D.R. Byers	1.00	Telephone discussion with A. Taylor with respect to budget to bankrupt Equicap companies; review; review schedule from [REDACTED] as attached to letter from D. Winters; email with R. Schwill and to client
	D. Muha	4.00	Review [REDACTED] correspondence and consider approach to responding; prepare for and attend conference call with working group; follow-up calls with Jeffery Rosenberg and [REDACTED] regarding status of responses to information requests; related matters
	A.J. Taylor	0.75	Telephone conversation with D. Byers; Bankruptcy issues
	J. O'Connor	3.67	Conference call with FTI and Shaw; discussions with D. Muha; drafted letter regarding [REDACTED] correspondence with D. MacKenzie; editing and revising letter to [REDACTED] consideration of tax issue
	K. Kightley	0.25	Sent request to Ministry of Revenue for consent for dissolution
Oct 7, 2011	D. Muha	3.00	Review and revise draft letter to [REDACTED]

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			[REDACTED] related matters and internal discussions
	A.J. Taylor	2.50	Telephone conversation with J. Rosenberg; draft letter; further conversation with J. Rosenberg; attend to all emails
	J. O'Connor	2.58	Editing and revising letter to [REDACTED] consideration of tax issues regarding outstanding queries
Oct 10, 2011	D.R. Byers	1.33	Review email from N. Bacal's office and revise draft response to the same; email client; finalize and send response to N. Bacal; review draft letter to [REDACTED] review and consider proposals with respect to Equicap prepared by A. Taylor
	J.G. Lorito	0.75	Review J. O'Connor memo, letter to [REDACTED]
Oct 11, 2011	D.R. Byers	1.25	Prepare for and attend on conference call with client with respect to Equicap; meeting with A. Taylor; email and telephone call to counsel for Goldman; discuss potential motion with M. Konyukhova; conference call with D. MacKenzie with respect to potential motion regarding bankruptcy and telephone conference with respect to same
	D.J. MacKenzie	1.00	Telephone call with J. Rosenberg; telephone call with M. Konyukhova regarding court motion; consider [REDACTED]
	J.G. Lorito	0.25	Discussion with J. O'Connor regarding MB sound
	D. Muha	1.00	Attend to various issues
	A.J. Taylor	0.67	Conference call with FTI and D. Byers; conversation with D. Byers
	A. Fransen	1.65	Prepare for meeting with FTI regarding sale of Shapco; meeting with FTI; review documents; meetings with T. Rangwala
	M. Konyukhova	6.50	Review correspondence from various creditors; review orders; calls with D. MacKenzie regarding next steps; calls with A. Fransen and T. Rangwala regarding Shapco transactions; call with J. Rosenberg with respect to same; draft Order for transition to dual CCAA and bankruptcy re CMI; draft report re same
	J. O'Connor	4.25	Consideration of tax issues regarding [REDACTED]; discussion with T. Rangwala; consideration of tax issues regarding [REDACTED]



<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 12, 2011	T. Rangwala	6.20	Revising all Shapco deal documents
	D.R. Byers	0.17	Email with M. Konyukhova
	J.G. Lorito	0.50	Telephone conversation with J. Rosenberg; discussion with D. MacKenzie
	D. Muha	0.80	Meet with John O'Connor to discuss outstanding issues
	A. Fransen	0.50	Meetings with T. Rangwala regarding Shapco transaction; review documents
	M. Konyukhova	8.00	Revise Order re dual bankruptcy and CCAA proceeding; draft report concerning same; draft report regarding sale of the Oil & Gas and other interests; correspondence with A. Fransen and T. Rangwala re same
Oct 13, 2011	J. O'Connor	0.85	Discussions with D. Muha; consideration of tax issues
	T. Rangwala	3.31	Review of Shapco deal documents
	D.J. MacKenzie	6.25	Review and comment on draft order; review monitor's report; conference call with Shaw and Davies; correspondence with [REDACTED] [REDACTED] conference calls with FTI; review oil and gas transaction
	J.G. Lorito	2.50	Conference call; further conference call; email D. MacKenzie; discussion with respect to Seismic sale; telephone conversation with BDP
	D. Muha	2.50	Prepare for and attend conference call with Shaw and FTI working group
	A. Kenigsberg	0.58	Tax questions on natural resources; review of APAs. (Asset Purchase Agreements?)
	A.J. Taylor	0.50	Emails D. Byers; telephone conversation with K. McElcheran; email with FTI
	A. Fransen	3.58	Conference calls with FTI to discuss tax issues on Shapco; calls with BDP; internal meetings regarding Shapco transaction; various related tasks
	M. Konyukhova	6.25	Revise report; review comments; office conferences and calls with respect to tax consequences of Shapco deal; calls with FTI with respect to same; review Plan and related documents; revisions to Order and report
	J. O'Connor	6.50	Conference call with Shaw; discussions with SE team; conference call with BDP; discussion with J. Lorito
Oct 14, 2011	T. Rangwala	7.00	Review of Shapco deal documents
	D.R. Byers	2.67	Attend to emails with A. Taylor and K. McElcheran; review draft Bankruptcy Order;

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			review draft Monitor Report with respect to Oil and Gas interests sale; review revised draft Order; review Twenty-Fourth Report of the Monitor
	D.J. MacKenzie	3.00	Review report and bankruptcy issues; review tax issues regarding oil and gas transaction; meetings with FTI; review and comment on draft Report and order
	J.G. Lorito	1.25	Discussion with J. O'Connor; meet with D. MacKenzie
	A. Kenigsberg	0.25	Attend on call with respect to [REDACTED] e on agreement
	A. Fransen	3.34	Review Shapco documents; meeting with tax advisors; calls with BDP; call with FTI
	M. Konyukhova	6.00	Office conference re tax consequences of Shapco deal; calls and emails re Shapco deal; revise Report and Order regarding bankruptcy of CMI; attend to finalizing and service of same; calls and emails with respect to bankruptcy of CMI and related issues
	J. O'Connor	3.17	Discussions with J. Lorito; meeting with D. MacKenzie and A. Fransen; consideration of tax issues
Oct 17, 2011	T. Rangwala	3.08	Review of Shapco deal documents
	D.R. Byers	1.75	Attend to emails with respect to Equicap meeting; telephone discussion with R. Schwill; telephone discussion with M. Konyukhova; review emails with D. MacKenzie and others with respect to [REDACTED] issues; review revised draft letter to [REDACTED]
	D.J. MacKenzie	1.00	Prepare for and hold call with [REDACTED] [REDACTED] correspondence to FTI; revise letter to [REDACTED]
	D. Muha	0.50	Various internal discussions with respect to status of file
	A.J. Taylor	0.17	Attend to emails with respect to Equicap meeting
	A. Fransen	2.33	Review Shapco transaction documents; various related tasks; review and draft correspondence
	M. Konyukhova	1.75	Calls and emails regarding various issues with respect to motion regarding CMI bankruptcy and tax claim; correspondence re resolution of various claims
	J. O'Connor	4.33	Editing and revising letter to [REDACTED] reviewing background materials; discussions with A.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Oct 26, 2011	D.R. Byers	0.42	Attend to email from [REDACTED] with respect to [REDACTED] issues and emails with D. MacKenzie with respect to the same and discussion with D. MacKenzie; review Certificate regarding bankruptcy
	J.G. Lorito	0.25	Review emails; discussion with D. Muha and J. O'Connor
	D. Muha	1.42	Discuss status of information requests with J. O'Connor; emails and calls with J. Rosenberg regarding status of outstanding information requests; consider issues raised by CMI bankruptcy filing; attend to various related matters
	A. Fransen	0.75	Review and draft correspondence; calls regarding Shapco; calls with client
	M. Konyukhova	0.75	Correspondence regarding CMI bankruptcy; circulate Order of Justice Pepall
	J. O'Connor	1.68	Consideration of tax issues regarding [REDACTED] return; discussion with D. Muha and J. Rosenberg
Oct 27, 2011	D. Muha	1.60	Internal discussions regarding [REDACTED] information requests and [REDACTED] begin review of CMI tax returns
Oct 28, 2011	M. Konyukhova	0.50	Review Q4 report and provide comments; correspondence with J. Rosenberg regarding same
	J. O'Connor	0.65	Conference call with D. Barfuss, M. Lock and J. Rosenberg
Oct 29, 2011	J. O'Connor	6.33	Reviewing [REDACTED]; reviewing responses to [REDACTED] queries; consideration of tax issues
Oct 30, 2011	T. Rangwala	2.94	Attend to Shapco deal documentation
Oct 31, 2011	J. O'Connor	5.13	Reviewing tax returns and queries; consideration of tax issues
Oct 31, 2011	T. Rangwala	2.55	Attend to Shapco deal documentation

#### FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
D.R. Byers	24.18	\$950.00	\$22,971.00
D.J. MacKenzie	21.25	825.00	17,531.25
J.G. Lorito	8.50	975.00	8,287.50
D. Muha	26.92	900.00	24,228.00
A. Kenigsberg	0.83	800.00	664.00

A.J. Taylor	9.09	700.00	6,363.00
A. Fransen	17.95	525.00	9,423.75
M. Konyukhova	49.25	500.00	24,625.00
J. O'Connor	67.35	500.00	33,675.00
J. Imrie	7.10	400.00	2,840.00
T. Rangwala	30.48	375.00	11,430.00
K. Kightley	2.58	325.00	838.50
M.D. Smith	0.65	250.00	162.50

FEES			
Professional Services			CAD \$163,039.50
HST @ 13.0%			21,195.14
<b>Total Professional Services and Taxes</b>			<b>CAD \$184,234.64</b>

#### CHARGES SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Photocopies	470.25		470.25
Total Charges	470.25	0.00	470.25
HST @ 13.0%			61.13
<b>Total Charges and Taxes</b>			<b>CAD \$531.38</b>

#### DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Taxable</u>	<u>Non - Taxable</u>	<u>Total</u>
Agents' Fees	65.00		65.00
Filing Fees - N/T		152.00	152.00
Postage	9.35		9.35
Book Binding/Binders	32.25		32.25
Telephone	397.37		397.37
Travel - Taxis	12.17		12.17
Total Disbursements	516.14	152.00	668.14
HST @ 13.0%			67.10
<b>Total Disbursements and Taxes</b>			<b>CAD \$735.24</b>

**INVOICE SUMMARY**

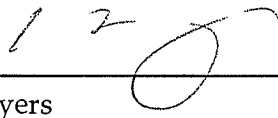
Invoice No. 5023791

Re: Canwest Media Inc.

File No. 1096791003

	<u>Taxable</u>	<u>Non-Taxable</u>	<u>Total</u>
Professional Services	163,039.50	0.00	\$163,039.50
HST @ 13.0%			21,195.14
Charges	470.25	0.00	470.25
HST @ 13.0%			61.13
Disbursements	516.14	152.00	668.14
HST @ 13.0%			67.10
<b>AMOUNT DUE</b>			<b><u>CAD \$185,501.26</u></b>

**STIKEMAN ELLIOTT LLP**

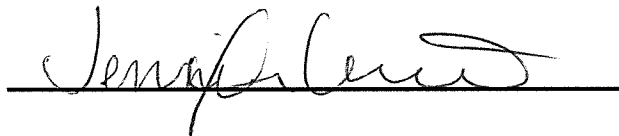
  
\_\_\_\_\_  
David R. Byers

**EXHIBIT " B "**

*referred to in the Affidavit of*

**DAPHNE J. MACKENZIE**

Sworn December 1, 2011

A handwritten signature in cursive script, appearing to read "Jennifer L. Imrie", is written over a solid horizontal line.

**Jennifer L. Imrie**

EXHIBIT "B"

Summary of Stikeman Elliott Invoices  
Invoices dated September 22, 2011 to November 14, 2011

Invoice #	Date	Fees	Expenses	HST	Total
5007735	22-Sep-11	\$ 137,680.50	\$ 3,649.82	\$ 18,346.03	\$ 159,676.35
5013876	31-Oct-11	\$ 88,213.20	\$ 646.75	\$ 11,540.48	\$ 100,400.43
5023791	14-Nov-11	\$ 163,039.50	\$ 1,138.39	\$ 21,323.37	\$ 185,501.26
<b>TOTAL</b>		<b>\$ 388,933.20</b>	<b>\$ 5,434.96</b>	<b>\$ 51,209.88</b>	<b>\$ 445,578.04</b>

**EXHIBIT " C "**

*referred to in the Affidavit of*

**DAPHNE J. MACKENZIE**

Sworn December 1, 2011

A handwritten signature in cursive script, appearing to read "Jennifer L. Imrie", is written over a solid horizontal line.

**Jennifer L. Imrie**



Exhibit "C"

Summary of Stikeman Elliott Fees  
 Services Rendered from August 1, 2011 to October 31, 2011

NAME	POSITION	TOTAL HOURS	HOURLY RATE	TOTAL
J. Lorito	Sr. Tax Partner	30.75	975	\$ 29,981.25
D. Byers	Sr. Litigation Partner	42.46	950	\$ 40,337.00
D. Muha	Tax Partner	92.69	900	\$ 83,421.00
D. MacKenzie	Sr. Corporate Partner	52.41	825	\$ 43,238.25
A. Kenigsberg	Tax Partner	5.08	800	\$ 4,064.00
K.E. Jackson	Corporate Partner	0.33	750	\$ 247.50
A.J. Taylor	Litigation Partner	9.09	700	\$ 6,363.00
A. Boctor	Employ. Associate	0.67	610	\$ 408.70
N. Ramalho	Employ. Partner	1.67	575	\$ 960.25
A. Fransen	Corporate Associate	21.31	525	\$ 11,187.75
J. O'Connor	Corporate Associate	179.16	500	\$ 89,580.00
M. Konyukhova	Litigation Associate	94.83	500	\$ 47,415.00
J. Imrie	Litigation Associate	16.62	400	\$ 6,648.00
T. Rangwala	Corporate Associate	61.78	375	\$ 23,167.50
K. Kightley	Corporate Clerk	4.58	325	\$ 1,488.50
C.S. Scott	Corporate Services Law Clerk	0.17	325	\$ 55.25
M.D. Smith	Articling Student	0.95	250	\$ 237.50
B. Lorusso-Taddeo	Corporate Clerk	0.17	225	\$ 38.25
J. Bouchard (Daubney)	Real Estate Clerk	0.42	225	\$ 94.50
<b>TOTAL</b>		<b>615.14</b>		<b>\$ 388,933.20</b>

