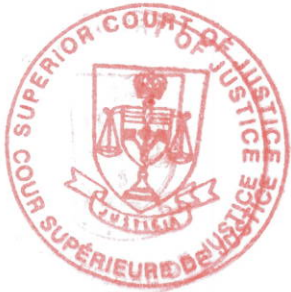


**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

THE HONOURABLE  
MADAM JUSTICE PEPALL  
BETWEEN:

Tuesday, THE 8th  
DAY OF JUNE, 2010

(Court Seal)



HEATHER ROBERTSON

Plaintiff

- and -

PROQUEST INFORMATION AND LEARNING COMPANY,  
CEDROM-SNI INC., TORONTO STAR NEWSPAPERS LTD.,  
ROGERS PUBLISHING LIMITED and  
CANWEST PUBLISHING INC.

Defendants

- and -

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC.,  
CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

Applicants

**NOTICE PROCEDURE ORDER**

**THIS MOTION**, made by Canwest Publishing Inc., for an order substantially in the form included in Canwest's motion record was heard this day at the court house, 330 University Avenue, Toronto, Ontario.

**ON READING** the Applicant's Notice of Motion, , and upon being advised of the consent of the parties and of the Court-appointed Monitor in the CCAA Proceedings, and on hearing the submissions of the lawyers for Canwest Publishing Inc., the Representative Plaintiff Heather Robertson, the Monitor, the Adhoc Committee of 9.25% Senior subordinated Noteholders, and the Applicants in the CCAA Proceedings:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record filed by the Applicants in support of this motion be and it is hereby abridged and validated such that the motion is properly returnable today.

**MONITOR'S ROLE**

2. **THIS COURT ORDERS AND DIRECTS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA and under the terms of the initial order of this Honourable Court made in the CCAA Proceedings as amended and further supplemented, amended or varied from time to time (referred to collectively as the "Initial Order"), is hereby empowered to take such other actions and fulfil such other roles as are authorized by this order, and that in taking such other actions and in fulfilling such other roles, the Monitor shall have the protections given to it in the Initial Order and in this order.

**NOTICE TO PLAINTIFF CLASS**

**3. THIS COURT ORDERS that:**

(a) as soon as practicable but in any event no later than (1) day following the making of this order, the Monitor shall post a copy of the Settlement Agreement and this order, together with such other materials as the Monitor may consider appropriate or desirable, on its website at [www.cfccanada.fticonsulting.com/clp](http://www.cfccanada.fticonsulting.com/clp);

*and cause the same to be posted on the website of Class Counsel, Kestie Minsky LLP, at www.kmlaw.ca.*

(b) as soon as practicable but in any event no later than (2) days following the making of this order, the Monitor shall cause to be published an English version of the Notice Letter attached hereto as Schedule A in the National Post, the Globe and Mail (National Edition), and a French translation of the Notice Letter in La Presse on three (3) consecutive days;

*SNP*

(c) a press release, substantially in the form attached hereto as Schedule B, shall be sent to the Canadian Newswire Group for dissemination to various media outlets; and

(d) the Monitor shall utilize its toll free helpline to respond to inquiries and information requests from members of the Plaintiff Class at 1-888-310-7627.

*Kestie Minsky LLP will also respond to inquiries and information requests from members of the Plaintiff Class at 1-866-77-6343.*

**4. THIS COURT ORDERS** that publication of the Notice Letter substantially in the manner set forth herein shall constitute good and sufficient service upon the members of the Plaintiff Class of notice of the settlement, the Settlement Agreement, the Settlement Approval Order and Judgment, this order, the Notice of Appearance Bar Date and related deadlines and procedures, and that no other form of service or notice need be made by any of the

*SNP*

Representative Plaintiff, the CCAA Applicants or the Monitor to any person, and no other documents or materials need be served on any person in respect of the process detailed herein, except as provided in this order.

5. **THIS COURT ORDERS** that the form and substance of the Notice Letter and Notice of Appearance, substantially in the forms attached hereto as Schedules A and C respectively to this order, are hereby approved, subject to the right of the Applicants and the Monitor to make minor non-material amendments to such forms as the Applicants and the Monitor may consider necessary or desirable.

#### **NOTICE OF APPEARANCE BAR DATE**

6. **THIS COURT ORDERS** that any Notice of Appearance shall be sent to the Monitor, with a copy to the Monitor's counsel, such that the Notice of Appearance is received by the Monitor and its counsel on or before the Notice of Appearance Bar Date being June 15, 2010.

7. **THIS COURT ORDERS** that if a Notice of Appearance is sent to the Monitor as provided herein and received on or before the Notice of Appearance Bar Date:

- (a) the party delivering such notice shall in appear in person or through that party's own independent counsel at such party's own expense with respect to the settlement approval motion and any other proceedings regarding the settlement in which such party wishes to participate;
- (b) within one (1) day following the Notice of Appearance Bar Date, or June 15, 2010, the Monitor shall provide the Service List with the Notice or Notices of

Appearance so received that have not been withdrawn, by way of a Monitor's Report or otherwise at the discretion of the Monitor; and

- (c) the Monitor shall send copies of the Notice or Notices of Appearance so received and not withdrawn by June 15, 2010 to counsel to the Applicants in the CCAA Proceedings, counsel to Canwest in the action, counsel to the Representative Plaintiff, and counsel to the Adhoc Committee of 9.25 % Senior Subordinated Noteholders.

8. **THIS COURT ORDERS** that any member of the Plaintiff Class or any other party affected by the settlement that does not send a Notice of Appearance as provided for herein on or before the Notice of Appearance Bar Date shall not be entitled to appear or be heard at the settlement approval motion or to receive any further notice of, or materials or documentation relating to, arising out of, or in connection with the settlement approval motion. Further, such party or parties shall be bound by the terms of the settlement, the Settlement Agreement and all of the other documents entered into with respect to or in connection with the settlement and the Settlement Agreement and by the terms of the settlement approval order and all other related orders that may be subsequently made in these proceedings and shall be forever barred and enjoined from making any objection or opposition to, disputing in any manner whatsoever, appealing or moving to set aside or vary, the settlement approval motion, the settlement approval order, the settlement, the Settlement Agreement or any other documents, orders or proceedings with respect to, arising out of, or in connection with the settlement approval motion, the settlement approval order, the settlement and the Settlement Agreement.

9. **THIS COURT ORDERS** that the Applicants in the CCAA Proceeding shall be required to serve the motion materials relating to the settlement approval motion on the Service List in the CCAA Proceedings and on any affected settlement notice party who has filed a Notice of Appearance as provided for herein such that such Notice of Appearance is received by the Monitor and its counsel on or before the Notice of Appearance Bar Date.

10. **THIS COURT ORDERS** that the CCAA Applicants or the Monitor may at any time and with such notice to the affected settlement parties seek directions from this Court with respect to this order and the process set out herein including the forms attached as Schedules.

  
\_\_\_\_\_  
Pepall, J.

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

JUN 08 2010

PER / PAR: 

# SCHEDULE "A"

**NOTICE OF HEARING TO APPROVE SETTLEMENT OF CLASS PROCEEDINGS  
HEATHER ROBERTSON v. CANWEST PUBLISHING INC.**

**AND NOTICE OF HEARING IN RESPECT OF SETTLEMENT OF CLAIM OF  
HEATHER ROBERTSON, IN HER CAPACITY AS REPRESENTATIVE PLAINTIFF,  
MADE IN CCAA PROCEEDINGS OF CANWEST PUBLISHING INC. ET AL**

**If you are a writer, wherever you reside, please read this Notice carefully as it may affect your rights.**

This Notice is addressed to people who may be Class Members in this Class Proceeding and provides information about a hearing before the Ontario Superior Court of Justice on June 16, 2010, in Toronto, when the Court will be asked to approve a proposed settlement of this Action.

In 2003, the Plaintiff, Heather Robertson, commenced an action against ProQuest Information and Learning LLC, CEDROM-SNI Inc., Toronto Star Newspapers Ltd., Rogers Publishing Limited and Canwest Publishing Inc., as Defendants (collectively, the "Defendants"). The Plaintiff alleged that the Defendants infringed the copyright of authors or assignees of original literary works published in print media in Canada (the "Works") by disseminating, or authorizing the dissemination of, copies of the Works using electronic databases, contrary to the Canadian *Copyright Act*. The Defendants denied the Plaintiff's claims. In 2008, the Superior Court of Justice certified this Action as a class proceeding.

In January 2010, Canwest Publishing Inc. and related entities filed for protection from their creditors pursuant to the *Companies' Creditors Arrangement Act* and protection was granted by the Ontario Superior Court of Justice by an initial order made in the CCAA Proceedings on January 8, 2010. The CCAA Proceeding and the Initial Order had the effect of staying the action as against Canwest Publishing Inc. The supervising judge of the CCAA Proceedings made a Claims Procedure Order dated April 12, 2010, pursuant to which Heather Robertson, in her capacity as Representative Plaintiff, filed a claim in the CCAA Proceedings.

The Plaintiff and Canwest Publishing Inc. in the class proceeding (the "Action"), and the Applicants and the Representative Plaintiff/Claimant in the CCAA Proceedings, have reached a settlement of the CCAA Claim and the Action, subject to court approval. The terms of the settlement include the following:

- The claim filed by Heather Robertson in the CCAA Claims Process will be valued at \$7,500,000 for voting and distribution purposes in the CCAA Proceeding (the "Settlement Amount");
- Heather Robertson, in her personal capacity and in her capacity as Representative Plaintiff of the Class in the Action will vote in favour of a proposed Plan of Arrangement in the CCAA Proceedings;
- If the Plan of Arrangement is approved by creditors of Canwest Publishing Inc., all unsecured creditors, including the Class, will be entitled to share, on a *pro rata* basis, in a



- Representativi -

distribution of shares in a new company ("Newco"). The Plaintiff will share *pro rata* to the extent of the Settlement Amount with other affected creditors of the LP Entities in the distributions to be made by the LP Entities, if any. Details of such distributions, as well as the conditions precedent to Plan implementation (including creditor and court approval), are contained in the proposed Plan, Management Circular and the Eighth Report of the Monitor, copies of which are available on the Monitor's website for the CCAA Proceedings at <http://cfcanda.fticonsulting.com/clp>. Any recovery from this distribution will be held in trust by Class Counsel, Koskie Minsky LLP pending the resolution of Class Proceeding, either by way of settlement or final judgment, as against the remaining defendants in the Class Proceeding, and will be subject to distribution at the direction of the Court;

- Members of the Class will provide a release of all claims and a license in respect of all Works, published in Print Media by Canwest Publishing Inc.

- as Representative Plaintiffs -

Please note that this Settlement does not resolve Heather Robertson or Class members' claims as against the remaining defendants in the Class Proceeding.

The parties will appear before the Ontario Superior Court of Justice at the Court House located at 330 University Avenue, Toronto, Ontario on June 16, 2010 at 11:00 a.m. to ask the Court to approve the proposed settlement. If any Class Member wishes to attend the hearing, make submissions and/or file materials regarding the proposed settlement, such Class Member must file a Notice of Appearance with the Monitor and its counsel as provided for in the Notice Procedure Order of the Ontario Superior Court of Justice made in the CCAA Proceedings on June 8, 2010, no later than June 15, 2010 on or before 10:30 a.m.

The claims of Class Members who do not file a Notice of Appearance will be barred and extinguished.

If you are a Class Member and you wish to obtain additional information or to object to the proposed settlement, please contact Class Counsel, Koskie Minsky LLP, at the address below:

Koskie Minsky LLP  
Barristers & Solicitors  
Box 52  
900-20 Queen St. W.  
Toronto, ON M5H 3R3

RE: *Robertson v. ProQuest et al.* CCAA Action

Tel: 1.866.777.6323  
[www.kmlaw.ca](http://www.kmlaw.ca)

PLEASE DO NOT CONTACT THE COURT OR THE REGISTRAR OF THE COURT ABOUT THIS CLASS PROCEEDING. THEY ARE NOT ABLE TO ANSWER YOUR QUESTIONS.

Dated: June 8, 2010

## **SCHEDULE "B"**

Press Release: Tentative Settlement Reached in Canwest Copyright Lawsuit

June ●, 2010

A settlement has been reached between freelance writer Heather Robertson and Canwest Publishing Inc. ("Canwest"), which filed for creditor protection in January of 2010, in a class action lawsuit concerning electronic rights of freelance writers. The proposed settlement is subject to court approval.

Under the terms of the proposed settlement, the value of the claims advanced by Heather Robertson against Canwest in the insolvency claims process is set for voting and distribution purposes at \$7,500,000.00. In exchange, Heather Robertson will vote in favour of a Plan of Arrangement in the Canwest Publishing Inc. insolvency proceeding, and members of the Class will grant a license and release in respect of their freelance works to Canwest Publishing Inc.

The Plaintiff will share *pro rata* to the extent of the Settlement Amount with other affected creditors of the LP Entities in the distributions to be made by the LP Entities, if any. On May 21, 2010 the LP Entities filed with the Court a proposed Plan of Compromise and Arrangement which contemplates certain distributions to affected creditors of the LP Entities. Details of such distributions, as well as the conditions precedent to Plan implementation (including creditor and court approval), are contained in the proposed Plan of Compromise and Arrangement, Management Circular and the Eighth Report of the Monitor, copies of which are available on the Monitor's website for the CCAA Proceedings.

The settlement does <sup>- not -</sup> terminate Heather Robertson's lawsuit against the remaining defendants in her copyright class action against Proquest Information and Learning LLC, CEDROM-SNI Inc., Toronto Star Newspapers Ltd., and Rogers Publishing Limited. sp

On June 16, 2010, Heather Robertson and Canwest will seek the Court's approval of the proposed settlement.

Further information concerning the proposed settlement can be found obtained on the Court appointed Monitor's website, at [www.cfccanada.fticonsulting.com/clp](http://www.cfccanada.fticonsulting.com/clp), or by calling the Monitor, toll free, at 1-888-310-7627, <sup>or on the website of Koskie Minsky LLP at www.kmlaw.ca,</sup> or by calling Koskie Minsky LLP at 1-866-777-6213. sp

## **SCHEDULE "C"**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

B E T W E E N:

HEATHER ROBERTSON

Plaintiff

- and -

PROQUEST INFORMATION AND LEARNING COMPANY,  
CEDROM-SNI INC., TORONTO STAR NEWSPAPERS LTD.,  
ROGERS PUBLISHING LIMITED and  
CANWEST PUBLISHING INC.

Defendants

- and -

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF CANWEST PUBLISHING INC./PUBLICATIONS  
CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA)  
INC.

Applicants

**NOTICE OF APPEARANCE**

TO:	FTI CONSULTING INC. Court-appointed Monitor of Canwest Publishing Inc. & others TD Waterhouse Tower, 79 Wellington Street West Toronto, Ontario Canada M5K 1G8	WITH A COPY TO:	Stikeman Elliott LLP Lawyers for the Court-appointed Monitor in the <i>CCAA</i> Proceedings 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9
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Attention: Canwest Robertson Settlement

Attention: Maria Konyukhova

I, \_\_\_\_\_, am a Class Member or am otherwise an affected notice party.

Under the Order of Madam Justice Pepall dated June 8, 2010, affected notice parties and Class Members who wish to appear and be heard to oppose a motion currently scheduled for June 16, 2010 (the "Settlement Approval motion") to approve a settlement described in the Notice Letter sent to such parties (the "Settlement") may do so by filing this Notice of Appearance with the Monitor and Stikeman Elliott LLP by way of fax/email/regular mail/courier provided that such Notice of Appearance is received by the Monitor and Stikeman Elliott LLP on or before 10:30 a.m. (prevailing Eastern Time) on June 15, 2010.

I hereby notify the Monitor that: (a) I intend to appear at the Settlement Approval Motion to oppose the Settlement Approval Motion; and (b) I will appear in person or through my own independent counsel at my own expense at the Settlement Approval Motion and to the extent I wish to appear in any other proceedings relating to the Settlement. I oppose the Settlement for the following reasons (briefly describe your reasons for opposing in the space provided below):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Failure to file a notice of Appearance with the Monitor and Stikeman Elliott LLP on or before 10:30 a.m. (prevailing Eastern Time) on June 15, 2010 will result in you being bound by all terms of the Settlement, the Settlement Agreement and the Settlement Approval Order and in you being forever barred and enjoined from objecting to, opposing disputing in any manner whatsoever, appealing or moving to set aside or vary the Settlement, the Settlement Agreement and the Settlement Approval Order.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
My contact information for service is as follows:

\_\_\_\_\_  
My solicitor's address for service is as follows:

\_\_\_\_\_  
(please insert an email address for service or a street address if you do not have an email address)

\_\_\_\_\_  
(please complete the above information for the solicitor, if any, you have retained to represent you at the Settlement Approval Motion)

My contact phone number is as follows:

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HEATHER ROBERTSON  
Plaintiff

-and-

PROQUEST INFORMATION AND LEARNING COMPANY et al.  
Defendants

Court File No. 03-CV-252945CP  
Court File No. CV-10-8533-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT TORONTO

**NOTICE PROCEDURE ORDER**

**LENCZNER SLAGHT ROYCE  
SMITH GRIFFIN LLP**

Barristers  
Suite 2600  
130 Adelaide Street West  
Toronto ON M5H 3P5

Peter J. Osborne (33420C)  
Tel: (416) 865-3094

Katherine M. McGrann (55604O)  
Tel: (416) 865-2892

Tel: (416) 865-9500  
Fax: (416) 865-9010

Lawyers for the Defendant,  
Canwest Publishing Inc.