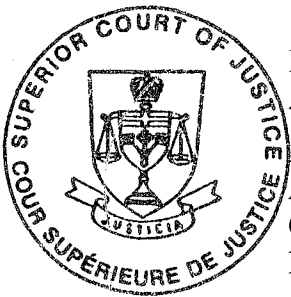


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) TUESDAY, THE 27TH DAY
)
)
MADAM JUSTICE PEPALL) OF OCTOBER, 2009



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

**ORDER
(Appointment of Representative Counsel)**

THIS MOTION, made by Canwest Global Communications Corp. ("Canwest Global") and the other applicants listed on Schedule "A" hereto (collectively, the "Applicants") and the partnerships listed on Schedule "B" hereto (the "Partnerships" and with the Applicants, the "CMI Entities" and each a "CMI Entity"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the CMI Entities, the Affidavit of John E. Maguire sworn October 22, 2009 (the "Maguire Affidavit"), the Affidavit of David Cremasco sworn October 22, 2009, the Affidavit of Rose Stricker sworn October 22, 2009, and the Affidavit of Lawrence Schnurr sworn October 22, 2009 and the Third Report of FTI Consulting Canada Inc. in its capacity as Court-appointed monitor of the CMI Entities (the "Monitor") and on hearing from counsel for the CMI Entities, the Monitor, the Special Committee of the Board of Directors of Canwest Global, the *ad hoc* committee of holders of 8% senior subordinated notes issued by Canwest Media Inc., CIT Business Credit Canada Inc., the Management

Directors of the Applicants, the CH Retirees (as defined in the Maguire Affidavit), the Communications, Energy and Paper-workers Union of Canada (“CEP”), and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service, filed.

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

2. **THIS COURT ORDERS** that David Cremasco, Rose Stricker and Lawrence Schnurr (the “Representatives”) are hereby appointed as representatives of the following persons, whether or not the applicable former employees were represented by a union when they were so employed:

- (a) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are in receipt of a pension from a registered or unregistered pension plan sponsored by a CMI Entity,
- (b) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who are entitled to receive a deferred vested pension from a registered or unregistered pension plan sponsored by a CMI Entity, and
- (c) all former employees of the CMI Entities (or their predecessors, as applicable), or the surviving spouses of such former employees if applicable, who were, immediately before October 6, 2009 (the “Filing Date”), entitled to receive non-pension benefits from a CMI Entity,

but excluding the CEP Retirees (collectively, the “Retirees”), in this CCAA proceeding, including without limitation, for the purpose of settling or compromising claims by the Retirees in this CCAA proceeding. For these purposes, CEP Retirees are former employees of the CMI Entities (or their predecessors, as applicable) who were represented by the CEP when they were so employed and who are not entitled to benefits under the CH Employees Plan (as defined in the

Maguire Affidavit) or the surviving spouses of such former employees, if applicable, subject to any further or other Order of the Court. For greater certainty, other than the CEP Retirees who are participants in the CH Employees Plan, the CEP Retirees shall not be represented by the Representatives or Representative Counsel (as defined below) in this CCAA proceeding, subject to any further or other Order of the Court.

3. **THIS COURT ORDERS** that Cavalluzzo Hayes Shilton McIntyre & Cornish LLP is hereby appointed as counsel (“Representative Counsel”) to represent the Retirees in this CCAA proceeding.

4. **THIS COURT ORDERS** that Representative Counsel shall represent the interests of the Retirees in all aspects of this CCAA proceeding, without any obligation to consult with or seek instructions from the Retirees other than the Representatives, unless otherwise ordered by the Court.

5. **THIS COURT ORDERS** that the CMI Entities shall, subject to Representative Counsel executing a confidentiality agreement, provide to Representative Counsel, without charge, the following information, to only be used for the purposes of this CCAA proceeding:

- (a) the names, last known addresses and last known email addresses (if any) of all the Retirees; and
- (b) upon the reasonable request of Representative Counsel, and subject to any confidentiality obligations of the CMI Entities, such documents and data as are relevant to matters relating to the issues affecting the Retirees in this CCAA proceeding, including documents and data pertaining to the various pension, benefit, supplementary pension, and other arrangements for group health and life insurance, including up to date financial information regarding, if applicable, the funding and investments of any of these arrangements.

6. **THIS COURT ORDERS** that, subject to such fee arrangements as have been agreed to by the CMI Entities and Representative Counsel, all reasonable legal, actuarial and financial expert and advisory fees and other incidental fees and disbursements incurred by the Representatives and Representative Counsel shall be paid by the CMI Entities on a monthly

basis, forthwith upon the rendering of accounts to the CMI Entities. In the event of any disagreement regarding such fees, such matters may be remitted to this Court for determination.

7. **THIS COURT ORDERS** that the Representatives and Representative Counsel are authorized to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, including dealing with any Court or any regulatory body, other governmental ministry, department or agency (each a "Governmental Authority"), and to take all such steps as are necessary or incidental thereto, provided adequate notice is given to the CMI Entities before any formal proceedings before a Court or Governmental Authority are commenced.

8. **THIS COURT ORDERS** that a copy of this Order and a letter from Representative Counsel explaining the effect of this Order be delivered forthwith to the Retirees by ordinary mail to the physical address of the Retirees, as last shown in the books and records of the CMI Entities, and posted on the Monitor's website. Any such delivery shall be deemed to have been received by the Retiree on the third business day after mailing within Ontario, the fifth business day after mailing within Canada (other than within Ontario), and the tenth business day after mailing internationally.

9. **THIS COURT ORDERS** that any individual Retiree who does not wish to be represented by Representative Counsel and the Representatives pursuant to the terms of this Order or all other related Orders which may subsequently be made in this CCAA proceeding concerning the Retirees or relating to the appointment of the Representatives and/or Representative Counsel shall, within 30 days of the date of this Order, notify the Monitor, in writing, by facsimile, mail or delivery, and in the form attached as Schedule "C" hereto and shall thereafter not be so represented and shall be represented themselves as an independent individual party to the extent they wish to appear in this CCAA proceeding.

10. **THIS COURT ORDERS** that the Representatives and Representative Counsel shall not be liable for any act or omission in respect of their appointment or the fulfillment of their duties in carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct, and that no action or other proceedings shall be commenced against the Representatives and/or Representative Counsel relating to their acting as such, except with prior leave of this Court, on at least 7 day's notice to the Representatives and Representative Counsel,

and upon further order in respect of security for costs, to be given by the plaintiff for the costs, on a substantial indemnity basis, of the Representatives and/or Representative Counsel in connection with any such action or proceeding.

11. **THIS COURT ORDERS** that Representative Counsel may from time to time apply to this Court for advice and directions in respect of its appointment or the fulfillment of its duties in carrying out the provisions of this Order, upon notice to the CMI Entities and the Monitor and to other interested parties, unless otherwise ordered by the Court.

12. **THIS COURT ORDERS** that Representative Counsel shall be given notice of all motions to which the Retirees are entitled to receive notice in these proceedings and that it shall be entitled to represent those on whose behalf it is hereby appointed in all such proceedings.

13. **THIS COURT ORDERS** that in the event that this Order is later amended by further Order of the Court, the Monitor may post such further Order on the Monitor's website and such posting shall constitute adequate notice to the Retirees of such amended Order.



G. Argyropoulos, Registrar
Superior Court of Justice

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

OCT 29 2009

PER / PAR: TV

Schedule "A"

Applicants

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

Schedule "B"

Partnerships

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

Schedule "C"

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
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LISTED ON SCHEDULE "A"

Applicants

OPT-OUT LETTER

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

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

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

I, _____, am a Retiree of the CMI Entities, as those terms are defined in the Order of the Honourable Madam Justice Pepall dated October [*27], 2009 (the "Order").

Under paragraph 9 of the Order, all Retirees who do not wish Cavalluzzo Hayes Shilton McIntyre & Cornish LLP ("Cavalluzzo LLP") to act as their representative counsel may opt out.

I hereby notify the Monitor that I do not wish to be represented by Cavalluzzo LLP pursuant to the terms of the Order and will be represented as an independent individual party to the extent I wish to appear in this CCAA proceeding.

Date

Signature

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

ORDER

(Appointment of Representative Counsel)

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Lawyers for the Applicants