

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

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 In re: : Chapter 15  
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 CANWEST GLOBAL COMMUNICATIONS : Case No. 09 - 15994  
 CORP., et al. :  
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 Debtors in a Foreign Proceeding. : Joint Administration Pending  
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**ORDER TO SHOW CAUSE WITH TEMPORARY RESTRAINING ORDER**

Upon the motion (the "Motion")<sup>1</sup> of FTI Consulting Canada Inc., in its capacity as the court-appointed monitor ("Monitor") and foreign representative of Canwest Global Communications Corp. ("Canwest Global"), Canwest Media Inc. ("CMI"), 4501063 Canada Inc. ("4501063"), Canwest Television GP Inc. ("Canwest Television"), and Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc. ("Canwest Broadcasting," and collectively with Canwest Global, CMI, 4501063, and Canwest Television, the "Debtors") in proceedings (the "Canadian Proceedings") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice (Commercial List) at Toronto (the "Canadian Court") and in these cases pursuant to chapter 15 of title 11 of the United States Code (the "Bankruptcy Code"), and pursuant to Rule 65 of the Federal Rules of Civil Procedure (the "Federal Rules"), made applicable to these proceedings through Rule 7065 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and sections 105(a), 1507, 1519, and 1521 of the Bankruptcy Code, for an order to show cause with temporary restraining order and a preliminary injunction; and upon the Verified Petition Pursuant To 11 U.S.C. §§ 105(a), 1504, 1507, 1515, 1517, 1519, And 1521, Commencing Chapter 15

<sup>1</sup> Any capitalized term not otherwise defined in this order will have the meaning ascribed to such term in the Motion.

Cases And Seeking Entry Of An Order Recognizing Foreign Main Proceedings And Granting Further Relief And Additional Assistance (and all exhibits appended thereto) (the "Verified Petition"); and upon the Memorandum Of Law In Support Of the Verified Petition and the Motion (the "Memorandum"); the Court finds and concludes solely for the purposes of this Order pending a hearing on the preliminary injunction as follows:

1. The Monitor commenced a case ancillary to a foreign proceeding on behalf of the Debtors with this Court pursuant to chapter 15 of the Bankruptcy Code;

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157 and venue is proper pursuant to 28 U.S.C. § 1410;

3. This Court, pursuant to sections 105(a), 1507, 1519 and 1521 of the Bankruptcy Code, Rule 7065 of the Bankruptcy Rules, and Rule 65 of the Federal Rules, may issue any order as may be necessary or appropriate to carry out the provisions of the Bankruptcy Code, including but not limited to issuing a temporary restraining order; and

4. From specific facts in the Verified Petition and by the Motion, it appears that

a. immediate and irreparable injury, loss or damage would result to the Debtors before the adverse parties or those parties' attorneys can be heard in opposition;

~~b. without the relief sought the Debtors will suffer litigation prejudice, distraction of key reorganization personnel, and diminution of estate property in the loss of advertising and other revenues from their broadcasting rights; and~~

c. the relief requested is in the best interests of the Debtors, their estates, creditors and other parties in interest.

NOW THEREFORE, IT IS HEREBY ORDERED that a temporary restraining order is issued herefrom, on this 6th day of October, 2009 at 5:00 p.m. without notice, enjoining all Persons (as defined below), and all those acting for or on their behalf, from taking the following actions in the United States and its territories:

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(i) ~~Commencing or continuing any proceeding or taking any action in any court or tribunal (each, a "Proceeding") against the Monitor or the Chapter 15 Entities<sup>2</sup>, to obtain possession of property of the Debtors' estates or of property from the estate or to exercise control over the Debtors, their estates, or their businesses, except with the written consent of the applicable Chapter 15 Entity and the Monitor, or with leave of the Court, and any and all such Proceedings currently under way against or in respect of the Chapter 15 Entities or affecting the Debtors' businesses or property are hereby stayed and suspended pending further order of the Court;~~

and

(ii) Discontinuing, altering, failing to honor, interfering with, repudiating, ceasing to perform, or terminating any oral or written agreement, contract, license, or permit with a Chapter 15 Entity or statutory or regulatory mandate for the supply of goods and/or services, including without limitation all programming supply, computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtors' businesses or a Chapter 15 Entity, on the basis of, or as a result of, the filing of the Chapter 15 cases, the Canadian Proceedings or any amounts outstanding as of the filing of the Chapter 15 cases, and the Chapter 15 Entities shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names; provided, in each case, that the ~~normal~~ prices or charges for all such goods or services received after the date of the Initial CCAA Order are paid by the Chapter 15 Entities in accordance with normal payment practices of the Chapter 15 Entities or such other practices as may be agreed upon by the supplier or service provider, the relevant Chapter 15 Entity and the Monitor, or as may be ordered by the Court;

~~Contractual~~

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*Pending the hearing on*

~~until the Court decides whether to grant~~ the Debtors' request for a preliminary injunction; and it

is further

ORDERED, that pursuant to Rule 7065 of the Bankruptcy Rules, the security provisions of Rule 65(c) of the Federal Rules be, and the same hereby are, waived; and it is further

ORDERED, that service of the Motion, Verified Petition, Memorandum, and this Order on October 7, 2009 by (a) hand delivery on the Office of the United States Trustee and (b) by overnight delivery service, on (i) all parties against whom injunctive relief is being sought pursuant to the relief herein, and (ii) all parties to litigation pending in the United States in which

<sup>2</sup> The Chapter 15 Entities include the Debtors and Canwest Television Limited Partnership, a non-debtor affiliate of the Debtors.

a Debtor is a party at the time of filing of the chapter 15 petitions, shall constitute good and sufficient service and adequate notice of this Order; and it is further

ORDERED that pursuant to Rule 65 of the Federal Rules and Bankruptcy Rule 7065, a hearing on the Monitor's request for a preliminary injunction will be held before the Honorable Chief Judge Stuart M. Bernstein, United States Bankruptcy Judge, in Room 723 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004-1408, on October 15, 2009 (the "Preliminary Injunction Hearing") at 10:00 a.m. EST or as soon thereafter as counsel may be heard; and it is further

ORDERED, that objections, if any, to the Monitor's request for a preliminary injunction must be made in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the objection and the specific grounds therefor, and shall be filed with the Court with a copy to Chambers, together with proof of service thereof, and shall be served in a manner so as to be received by 12:00 p.m. EST on October 14, 2009 by Bracewell & Giuliani LLP, attorneys for the Monitor, 1177 Avenue of the Americas, New York, New York 10036-2714, Attention: Jennifer Feldsher and 225 Asylum Street, Suite 2600, Hartford, Connecticut 06103-1534, Attention: Evan D. Flaschen.

Dated: October 6, 2009  
New York, New York



UNITED STATES BANKRUPTCY JUDGE

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*10/6/09*

*Issued: 5pm*