



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE) WEDNESDAY, THE 7TH DAY
)
MADAM JUSTICE PEPALL) OF MARCH, 2012

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

THIS MOTION, made by FTI Consulting Canada Inc. in its capacity as the Court-appointed Monitor ("**Monitor**") of Canwest Global Communications Corp. and the other Applicants listed on **Schedule "A"** hereto (other than Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc., Canwest Television GP Inc. & Fox Sports World Canada Holdco Inc.) and The National Post Company/La Publication National Post (collectively, the "**Remaining CMI Entities**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order approving the Minutes of Settlement and Release (the "**Settlement Agreement**") as appended to the Confidential Supplement (the "**Confidential Supplement**") to the Twenty-Seventh Report of the Monitor dated February [28], 2012 (the "**Report**"), was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Report and the Confidential Supplement and on hearing ^{and on consent of} the submissions of counsel for the Monitor, Shaw Media Inc. (formerly 7316712 Canada Inc.) ("SMI"), Shaw Media Global Inc. (formerly 7509014 Canada Inc.) ("New Canwest"), and Canada Revenue Agency on behalf of the Minister of National Revenue ("CRA"), no one appearing for any other person on the service list, although properly served as appears from the affidavit of service, filed:

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1. **THIS COURT ORDERS AND DECLARES** that pursuant to Orders of this Court in these proceedings dated July 28, 2012 ("Plan Sanction Order") and September 27, 2012 the Monitor is authorized, directed and empowered to enter into the Settlement Agreement. Pursuant to these Orders the Monitor is also authorized, directed and empowered to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Settlement Agreement

2. **THIS COURT ORDERS** that, notwithstanding:

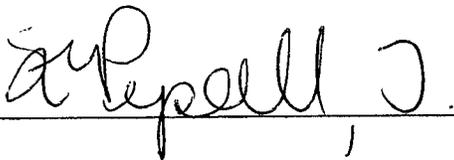
- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Remaining CMI Entities and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Remaining CMI Entities;

the Settlement Agreement shall be binding on any trustee in bankruptcy that may be or has been appointed in respect of any of the Remaining CMI Entities and shall not

be void or voidable by creditors of any of the Remaining CMI Entities, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

3. **THIS COURT ORDERS** that, as the motion to approve the actual Settlement Agreement has been withdrawn, the Monitor need not file the Confidential Supplement with the court and it shall be removed from the court file and returned to the Monitor.

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.



A handwritten signature in cursive script, appearing to read "J. Repall", is written above a horizontal line.

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

MAR 09 2012

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

Court File No: CV-09-8390

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(APPROVAL OF MINUTES OF
SETTLEMENT AND RELEASE)**

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