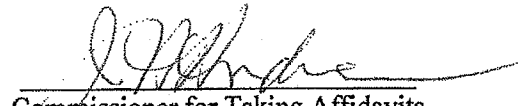


TAB M

This is Exhibit "M" to the
Affidavit of JOHN E. MAGUIRE
sworn before me this 11th day of February, 2010.


Commissioner for Taking Affidavits

JANICE AUDREY ANDERSON
A NOTARY PUBLIC
IN AND FOR THE PROVINCE OF MANITOBA,
APPOINTMENT EXPIRES MAY 14, 2010.

CAVALLUZZO HAYES SHILTON
 McINTYRE & CORNISH LLP

BARRISTERS

SOLICITORS

474 Bathurst Street
 Suite 300
 Toronto, Ontario M5T 2S6
 Telephone: 416-964-1115
 Facsimile: 416-964-5895
 Email: contactus@cavalluzzo.com
 Website: www.cavalluzzo.com

In Association with Patrice F. Band

Please refer to:
 Direct Line:
 Email:
 Assistant:
 Assistant's Email:
 File No.:

Hugh O'Reilly
 (416) 964-5514
horeilly@cavalluzzo.com
 Irene Urbanavicius
iurbanavicius@cavalluzzo.com
 091339

VIA COURIER

November 17, 2009

FTI Consulting Canada Inc. Court Appointed Monitor
 Suite 2733, TD Canada Trust Tower
 161 Bay Street
 Toronto, ON M5J 2S1

Attention: Anna-Liisa Sisask

Dear Ms. Sisak:

Re: Proposed Plan of Compromise or Arrangement of Canwest Global Communications Corp. et al (the "Canwest CCAA Proceeding")

As you know, we are counsel to the Retirees of the CMI Entities, as such Retirees are defined in the Order dated October 27, 2009 of Madam Justice Pepall (the "Retirees").

Under the terms of the Claims Procedure Order, Retirees have received a CMI Claims Package which, amongst other things, sets out the value of the Retiree's claim as determined by the CMI Entities. Pursuant to the terms of the Claims Procedure Order, if the Retiree does not dispute the value of the claim then the Retiree will be deemed to have accepted the claim amount.

Our role as counsel to the Retirees is to make a determination about whether the value assigned to the Retiree claims by the CMI Entities is reasonable. We have made information requests through you to the CMI Entities and believe that the CMI Entities are taking all steps to answer our requests. Unfortunately, we have not yet received all of the information that we require to assess the value of the Retirees' claims.

In addition, there have also been delays in receiving the addresses of the Retirees from the CMI Entities. As a result, we have only recently begun to advise the Retirees that we are their counsel and that they have 30 days to deliver an opt-out notice if they do not wish to be represented by our firm.

-2-

In order to comply with the CMI Claims Bar Date, we have drafted the attached proofs of claim based on the information currently available and, therefore, each proof of claim represents our best estimate of the amount of each Retiree claim. The amount of the claims will change, either upwards or downwards, as additional information becomes available.

Based on the information we have, we have filed the following claims on behalf of the groups set forth below:

- A 1. Salaried (i.e. non-union) Retiree non-pension, post-retirement benefit claims for \$4,311,255. This amount is based on the value placed on these claims by the CMI Entities (the "PRB Claimants") and includes an allowance in favour of the Retirees;
- B 2. Claims for unpaid severance, loss of benefits and diminution of pension entitlements due to loss of employment for \$5,000,000 on the basis that we have no way of valuing the severance claims at this time (the "Severance Claimants"); and
- C 3. Claims that relate to the funding deficiency in the Global Communications Limited retirement plan for CH employees for \$10,244,733 based on the latest actuarial information available on the wind-up deficiency (the "CH Claimants").

Attached to this letter are individual, valued, proofs of claim for the PRB Claimants (Attachment "A"). We have prepared proofs of claim for the CH Claimants, but as the claim is an aggregate one, each claim is not valued. As such, no individualized proofs of claim can be filed at this time (Attachment "B"). We have also prepared individual claim forms for all others we represent at this time, including the Severance Claimants, but no individual amounts can be claimed at this time (Attachment "C").

As further information is obtained it is possible that additional claims may be identified. These claims are subject to modification and are without prejudice to any parties' ability to dispute the legal basis and amount of any claim either before a claims officer or a court of competent jurisdiction, as applicable.

Yours very truly,

CAVALLUZZO HAYES SHILTON
McINTYRE & CORNISH LLP


 Hugh O'Reilly

HOR/iu
 encl.

cc. Anthony Devir, Osler Hoskin & Harcourt LLP (w/o attachments)
 Ashley Taylor, Stikeman Elliott LLP (w/o attachments)

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

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

CMI PROOF OF CLAIM

1. ENTITY AGAINST WHICH YOU ASSERT A CLAIM:

Check only one entity for each Proof of Claim. If you have Claims against more than once entity, you must file a separate Proof of Claim for each.

Canwest Global Communications Corp.	<input type="checkbox"/>	Western Communications Inc.	<input type="checkbox"/>	4501071 Canada Inc.	<input type="checkbox"/>
Canwest Media Inc.	<input type="checkbox"/>	Canwest Finance Inc./Financiere Canwest Inc.	<input type="checkbox"/>	30109, LLC	<input type="checkbox"/>
MBS Productions Inc.	<input type="checkbox"/>	National Post Holdings Ltd.	<input type="checkbox"/>	CanWest MediaWorks (US) Holdings Corp.	<input type="checkbox"/>
Yellow Card Productions Inc.	<input type="checkbox"/>	Canwest International Management Inc.	<input type="checkbox"/>	Canwest Television Limited Partnership	<input type="checkbox"/>
Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.	<input type="checkbox"/>	Canwest International Distribution Limited	<input type="checkbox"/>	Fox Sports World Canada Partnership	<input type="checkbox"/>
Canwest Television GP Inc.	<input type="checkbox"/>	Canwest MediaWorks Turkish Holdings (Netherlands) B.V.	<input type="checkbox"/>	The National Post Company/La Publication National Post	<input type="checkbox"/>
Fox Sports World Canada Holdco Inc.	<input type="checkbox"/>	CGS International Holdings (Netherlands) B.V.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>
Global Centre Inc.	<input type="checkbox"/>	CGS Debenture Holding (Netherlands) B.V.	<input type="checkbox"/>		
Multisound Publishers Ltd.	<input type="checkbox"/>	CGS Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest International Communications Inc.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest Irish Holdings (Barbados) Inc.	<input type="checkbox"/>	4501063 Canada Inc.	<input type="checkbox"/>		

2. PARTICULARS OF CREDITOR:

- a. Full Legal Name of Creditor: ABRAHAM KRIKORIAN
c/o Mrs. Sharon Galley - 12 Cameron St.
- b. Full Mailing Address of Creditor: Cambridge, ON N1R 4G7
- c. Telephone Number of Creditor:
- d. Facsimile Number of Creditor:
- e. Email Address of Creditor:
- f. Attention (Contact Person):

3. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

- a. Have you acquired this Claim by assignment? Yes No. .
(If yes, attach documents evidencing assignment)
- b. Full Legal Name of original creditor(s):

4. PROOF OF CLAIM**THE UNDERSIGNED CERTIFIES AS FOLLOWS:**

- a. That I am a Creditor of/hold the position of _____ of the Creditor and have knowledge of all the circumstances connected with the Claim described herein;
- b. That I have knowledge of all the circumstances connected with the Claim described and set out below;
- c. The CMI Entity was and still is indebted to the Creditor as follows
(Any claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian dollar noon exchange rate in effect over the ten day period preceding the filing of the Plan.)

- i. Prefiling Claims: \$ _____
- ii. Restructuring Period Claims: \$ _____
- iii. Directors/Officers Claims: \$ _____
- iv. TOTAL CLAIM: \$ See attached cover letter.
Total of (i), (ii) and (iii)

5. **NATURE OF CLAIM**
(CHECK AND COMPLETE APPROPRIATE CATEGORY)

- × Unsecured Claim \$ _____
- Secured Claim \$ _____

In respect of this debt, I hold security over the assets of the CMI Entity valued at \$ _____, the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value for which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

6. **PARTICULARS OF THE CLAIM:**

The Particulars of the undersigned's total Claim (including Directors/officers Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

7. **FILING OF CLAIM**

This CMI Proof of Claim must be returned to and received by the Monitor by 5:00 p.m. (Toronto Time) on the CMI Claims Bar Date (November 19, 2009) at the following address:

Former member of CH Employees Pension Plan

FTI Consulting Canada Inc., court appointed Monitor of Canwest Global
Communications Corp. Et al
claims Process
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: ana.sisask@fticonsulting.com

Dated at _____ this _____ day of _____,
2009.

Per: _____

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

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

CMI PROOF OF CLAIM

1. ENTITY AGAINST WHICH YOU ASSERT A CLAIM:

Check only one entity for each Proof of Claim. If you have Claims against more than once entity, you must file a separate Proof of Claim for each.

Canwest Global Communications Corp.	<input type="checkbox"/>	Western Communications Inc.	<input type="checkbox"/>	4501071 Canada Inc.	<input type="checkbox"/>
Canwest Media Inc.	<input type="checkbox"/>	Canwest Finance Inc./Financiere Canwest Inc.	<input type="checkbox"/>	30109, LLC	<input type="checkbox"/>
MBS Productions Inc.	<input type="checkbox"/>	National Post Holdings Ltd.	<input type="checkbox"/>	CanWest MediaWorks (US) Holdings Corp.	<input type="checkbox"/>
Yellow Card Productions Inc.	<input type="checkbox"/>	Canwest International Management Inc.	<input type="checkbox"/>	Canwest Television Limited Partnership	<input type="checkbox"/>
Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.	<input type="checkbox"/>	Canwest International Distribution Limited	<input type="checkbox"/>	Fox Sports World Canada Partnership	<input type="checkbox"/>
Canwest Television GP Inc.	<input type="checkbox"/>	Canwest MediaWorks Turkish Holdings (Netherlands) B.V.	<input type="checkbox"/>	The National Post Company/La Publication National Post	<input type="checkbox"/>
Fox Sports World Canada Holdco Inc.	<input type="checkbox"/>	CGS International Holdings (Netherlands) B.V.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>
Global Centre Inc.	<input type="checkbox"/>	CGS Debenture Holding (Netherlands) B.V.	<input type="checkbox"/>		
Multisound Publishers Ltd.	<input type="checkbox"/>	CGS Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest International Communications Inc.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest Irish Holdings (Barbados) Inc.	<input type="checkbox"/>	4501063 Canada Inc.	<input type="checkbox"/>		

2. **PARTICULARS OF CREDITOR:**

- a. Full Legal Name of Creditor: Alan NELSON
- b. Full Mailing Address of Creditor: 745 Yorkmills Road
1103
Toronto, ON
M3B 1X3
- c. Telephone Number of Creditor:
- d. Facsimile Number of Creditor:
- e. Email Address of Creditor:
- f. Attention (Contact Person):

3. **PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:**

- a. Have you acquired this Claim by assignment? Yes No. .

(If yes, attach documents evidencing assignment)

- b. Full Legal Name of original creditor(s):

4. **PROOF OF CLAIM**

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

- a. That I am a Creditor of/hold the position of _____ of the Creditor and have knowledge of all the circumstances connected with the Claim described herein;
- b. That I have knowledge of all the circumstances connected with the Claim described and set out below;
- c. The CMI Entity was and still is indebted to the Creditor as follows
(Any claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian dollar noon exchange rate in effect over the ten day period preceding the filing of the Plan.)

- i. Prefiling Claims: \$ _____
- ii. Restructuring Period Claims: \$ _____
- iii. Directors/Officers Claims: \$ _____
- iv. TOTAL CLAIM: \$ See attached cover letter.
Total of (i), (ii) and (iii)

5. **NATURE OF CLAIM**
(CHECK AND COMPLETE APPROPRIATE CATEGORY)

- × Unsecured Claim \$ _____
- Secured Claim \$ _____

In respect of this debt, I hold security over the assets of the CMI Entity valued at \$ _____, the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value for which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

6. **PARTICULARS OF THE CLAIM:**

The Particulars of the undersigned's total Claim (including Directors/officers Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

7. **FILING OF CLAIM**

This CMI Proof of Claim must be returned to and received by the Monitor by 5:00 p.m. (Toronto Time) on the CMI Claims Bar Date (November 19, 2009) at the following address:

Non-unionized/ Non-CH/ severance

FTI Consulting Canada Inc., court appointed Monitor of Canwest Global
Communications Corp. Et al
claims Process
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: ana.sisask@fticonsulting.com

Dated at _____ this _____ day of _____,
2009.

Per: _____



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

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

CMi PROOF OF CLAIM

1. ENTITY AGAINST WHICH YOU ASSERT A CLAIM:

Check only one entity for each Proof of Claim. If you have Claims against more than once entity, you must file a separate Proof of Claim for each.

Canwest Global Communications Corp.	<input type="checkbox"/>	Western Communications Inc.	<input type="checkbox"/>	4501071 Canada Inc.	<input type="checkbox"/>
Canwest Media Inc.	<input type="checkbox"/>	Canwest Finance Inc./Financiere Canwest Inc.	<input type="checkbox"/>	30109, LLC	<input type="checkbox"/>
MBS Productions Inc.	<input type="checkbox"/>	National Post Holdings Ltd.	<input type="checkbox"/>	CanWest MediaWorks (US) Holdings Corp.	<input type="checkbox"/>
Yellow Card Productions Inc.	<input type="checkbox"/>	Canwest International Management Inc.	<input type="checkbox"/>	Canwest Television Limited Partnership	<input type="checkbox"/>
Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.	<input type="checkbox"/>	Canwest International Distribution Limited	<input type="checkbox"/>	Fox Sports World Canada Partnership	<input type="checkbox"/>
Canwest Television GP Inc.	<input type="checkbox"/>	Canwest MediaWorks Turkish Holdings (Netherlands) B.V.	<input type="checkbox"/>	The National Post Company/La Publication National Post	<input type="checkbox"/>
Fox Sports World Canada Holdeo Inc.	<input type="checkbox"/>	CGS International Holdings (Netherlands) B.V.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>
Global Centre Inc.	<input type="checkbox"/>	CGS Debenture Holding (Netherlands) B.V.	<input type="checkbox"/>		
Multisound Publishers Ltd.	<input type="checkbox"/>	CGS Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest International Communications Inc.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest Irish Holdings (Barbados) Inc.	<input type="checkbox"/>	4501063 Canada Inc.	<input type="checkbox"/>		

2. **PARTICULARS OF CREDITOR:**

- a. Full Legal Name of Creditor: DANIEL J PODETZ
38 Viewpoint Avenue
- b. Full Mailing Address of Creditor: Hamilton, ON L8V 2S5
- c. Telephone Number of Creditor:
- d. Facsimile Number of Creditor:
- e. Email Address of Creditor:
- f. Attention (Contact Person):

3. **PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:**

- a. Have you acquired this Claim by assignment? Yes No. .
- (If yes, attach documents evidencing assignment)**
- b. Full Legal Name of original creditor(s):

4. **PROOF OF CLAIM**

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

- a. That I am a Creditor of/hold the position of _____ of the Creditor and have knowledge of all the circumstances connected with the Claim described herein;
- b. That I have knowledge of all the circumstances connected with the Claim described and set out below;
- c. The CMI Entity was and still is indebted to the Creditor as follows
(Any claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian dollar noon exchange rate in effect over the ten day period preceding the filing of the Plan.)

- i. Prefiling Claims: \$ _____
- ii. Restructuring Period Claims: \$ _____
- iii. Directors/Officers Claims: \$ _____
- iv. TOTAL CLAIM: \$ See attached cover letter.
Total of (i), (ii) and (iii)

5. **NATURE OF CLAIM**
(CHECK AND COMPLETE APPROPRIATE CATEGORY)

- × Unsecured Claim \$ 37,536 _____
- Secured Claim \$ _____

In respect of this debt, I hold security over the assets of the CMI Entity valued at \$ _____, the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value for which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

6. **PARTICULARS OF THE CLAIM:**

The Particulars of the undersigned's total Claim (including Directors/officers Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

7. **FILING OF CLAIM**

This CMI Proof of Claim must be returned to and received by the Monitor by 5:00 p.m. (Toronto Time) on the CMI Claims Bar Date (November 19, 2009) at the following address:

Former member of CH Employees Pension Plan

FTI Consulting Canada Inc., court appointed Monitor of Canwest Global
Communications Corp. Et al
claims Process
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: ana.sisask@fticonsulting.com

Dated at _____ this _____ day of _____,
2009.

Per: _____

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

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

CMI NOTICE OF REVISION OR DISALLOWANCE

TO: **Cavalluzzo Hayes Hilton McIntyre & Cornish**
474 Bathurst Street, Suite 300
Toronto, ON M5T 2S6

Attn: Hugh O'Reilly
As Court-appointed representative counsel

The CMI Entities have reviewed your CMI Proofs of Claim dated November 17, 2009, (in respect of the funding deficiency in the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan") together with your letter dated November 17, 2009 in respect of such claims. The CMI Entities reject your claim for the following reasons:

The Company's funding obligations in respect of the CH Plan arise pursuant to the federal Pension Benefits Standards Act (the "PBSA"). The CH Plan has been terminated as of August 31, 2009. The PBSA does not require terminal funding in respect of a terminated or wound-up plan. Accordingly, there is no amount required to be paid to the CH Plan on account of any wind-up deficiency.

The foregoing reasons for rejection of your claim are not necessarily exhaustive and accordingly the CMI Entities reserve their right to assert any further legal or factual bases to revise or disallow your claim in the future, including in any adjudication of your claim before a Claims Officer or the Court.

- 2 -

Accordingly, subject to further dispute by you in accordance with the provisions of the CMI Claims Procedure Order, your Claim for voting and distribution purposes is rejected as follows:

CMI Entity	Prefiling Claim per Proof of Claim	Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution	Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution
No specific CMI Entity identified	November 17, 2009 letter estimates claim at \$10,244,733	Entire Claim	\$0	N/A		

Director/ Officer Claim	Related to Prefiling Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution	Related to Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution
N/A						

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than **5:00 p.m. (Toronto Time) on December 23, 2009**, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

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

If you do not deliver a CMI Notice of Dispute of Revision or Disallowance, the value of your Claim shall be deemed to be as set out in this CMI Notice of Revision or Disallowance.

DATED at Toronto, this 9th day of December, 2009.

- 3 -

Schedule "A"

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) B.V.
18. CGS International Holdings (Netherlands) B.V.
19. CGS Debenture Holding (Netherlands) B.V.
20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

- 4 -

Schedule "B"

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

SCHEDULE "T"

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

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

CMJ NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

1. PARTICULARS OF CREDITOR:

- (a) Full Legal Name of Creditor: Former Members of the Global
Communications Ltd. Retirement Plan for
- (b) Full Mailing Address of Creditor: CH Employees asset ^{in attached}
spreadsheet
c/o Hugh O'Reilly
Cavalluzzo Hayes Shilton McIntyre and
Conish LLP
474 Bathurst St, Toronto ON M5T 2S6
- (c) Telephone Number of Creditor: (416) 964 5514
- (d) Facsimile Number of Creditor: (416) 964 5895
- (e) E-mail Address of Creditor: horeilly@cavalluzzo.com
- (f) Attention (Contact Person): _____

2. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

(a) Have you acquired this Claim by assignment? Yes No
(if yes, attach documents evidencing assignment)

(b) Full Legal Name of original creditor(s): _____

3. DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:

(Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)

We hereby disagree with the value of our Claim as set out in the CMI Notice of Revision or Disallowance dated December 9, 2009, as set out below:

(Insert particulars of Claim per CMI Notice of Revision or Disallowance, whether the Claim is disputed for voting and/or distribution purposes, and the value of your Claim as asserted for voting and/or distribution purposes)

4. REASONS FOR DISPUTE:

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

We continue to rely on our claim as set out
in our letter dated November 17, 2009, which is
attached

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than 5:00 p.m. (Toronto Time) on December 23, 2009, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

- 3 -

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

Dated at Toronto this 9th day of December, 2009.

SCHEDULE "A"

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) B.V.
18. CGS International Holdings (Netherlands) B.V.

- 5 -

19. CGS Debenture Holding (Netherlands) B.V.
20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

- 6 -

SCHEDULE "B"

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

LAST NAME	FIRST NAME	UNIT	POSITION	STADUS	ADDRESS	CITY	STATE	POSTAL CODE
CH BAWLOWERS	Lead 1100	Leola	CP	Death of prisoner with surviving spouse	197 Lombard St Drive	Hanilton	ON	L1V 4G3
CH BAWLOWERS	On-site	CHRISTOPHER	NAV	Death of prisoner with surviving spouse				
CH BAWLOWERS	On-site	ALBANE	U	Death of prisoner with surviving spouse				
CH BAWLOWERS	On-site	WILLIAM F	U	Death of prisoner with surviving spouse				
CH BAWLOWERS	Lead 1100	TESEY	CP	Arrest	4374 Alford's Park Drive	Burlington	ON	L7M 4Y7
CH BAWLOWERS	Lead 1100	DAVID	CP	Arrest	P.O. Box 34	Perth	ON	L4S 1U0
CH BAWLOWERS	On-site	DAVID	NAV	Arrest	8887 L. 1819 Fourth Line	Oranburg	ON	N0A 1M0
CH BAWLOWERS	On-site	MEAGAN	NAV	Arrest	183 Finkbe, Fink Road	Oranburg	ON	L0R 0E3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	383 Conchard St	Hanilton	ON	L0N 1J7
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	181 Centre St	Hanilton	ON	L0E 7T1
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	511 Cedar Hill Avenue	Terrebe	ON	N0S 1M8
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	327 Pioneer Avenue	Ancaster	ON	L0E 1V7
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	137 McLaughlin Crescent	Ancaster	ON	L0E 1V7
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	177 Monaghan Drive	Stoney Creek	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	226 Woodgore Drive	Ancaster	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	754 Shandland Avenue	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	5 Woodgore Court	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	1389 9th Ave S	St Catharines	ON	L2R 1V7
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	332 McLaughlin Road	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	1439 Reynolds Ave	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	49 Forest Hill Crescent	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	121 Hunter Street West	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	951 Touque Avenue	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	5 Study Court	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	1 Madry Court	Burlington	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	P.O. Box 245	Perth	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	147 Line 2, 980 42	Perth	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	19 Berthel Avenue	Niagara-On-The-Lake	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	34 Regency Blvd R2 413	Dundas	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	431 Thornbank Cr	Dundas	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	18 Audison St S	Ancaster	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	168 Brimley Road	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	790 Woodway Rd. W.	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	641 Richmond Road West	Stoney Creek	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	3253 Richmond Road	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	36 Mad Street	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	57 Pleasant Ave	Dundas	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	73 Magnolia Drive	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	126 Donaghy St	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	201 Oakley Street West	Caledon	ON	N1W 1A9
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	10 Soule Court	Stoney Creek	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	413 Bay Street North	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	67 Chesley Street	Hanilton	ON	L0S 2G3
CH BAWLOWERS	Lead 1100	MARK	CP	Arrest	540 Perth Hill Place	Burlington	ON	L0S 2G3

EMPL NAME	POSITION	LAST NAME	FIRST NAME	REGION	JOBNO	JOBNO NAME	STATUS	ADDRESS 1	ADDRESS 2	CITY	IND	POSTAL CODE
CH EMPLOYEES	Lead 1100	BRONKH	JOHN C	Urban	CA8E		Feeder	54 Caplan Drive		Hamilton	ON	L8E 6A5
CH EMPLOYEES	Lead 1100	HANNON	A WAYNE	Urban	CA8E		Feeder	170 Smeching Drive		Master	ON	L8E 1A6
CH EMPLOYEES	Lead 1100	KANRATTY	SHEILA	Urban	CA8E		Feeder	80 Madock Road West		Hamilton	ON	L8E 1N1
CH EMPLOYEES	Lead 1100	HARRIS	CHARLES	Urban	CA8E		Feeder	190 Huddington Street		Chedoke	ON	N5W 1E5
CH EMPLOYEES	Lead 1100	HAYMAKER	H.A.	Urban	CA8E		Feeder	600 Egan Road	Unit 606	Stoney Creek	ON	N5W 3U6
CH EMPLOYEES	Lead 1100	HERRSCHER	JOHN I.	Non-Urban	CA8E		Feeder	197 Duke Street	APT. 3104	Hamilton	ON	L8E 4V4
CH EMPLOYEES	Lead 1100	HORTON	ROBERT P.	Urban	CA8E		Feeder	2009 Vesta Road, Rt. 21		Scottdale	ON	N5E 7E5
CH EMPLOYEES	Lead 1100	IMBAND	WILLIAM D.	Urban	CA8E		Feeder	2443 Havelock Road		Waterford	ON	N4E 1D9
CH EMPLOYEES	Lead 1100	ZARETSKY	BERNARD	Urban	CA8E		Feeder	PO Box 256, Unit 2, 47 Main St. N.		Waterford	ON	L0E 2A0
CH EMPLOYEES	Lead 1100	ZARETSKY	JOHN	Non-Urban	CA8E		Feeder	48 Barnfield Drive		Stony Creek	ON	L8E 1T9
CH EMPLOYEES	Lead 1100	SMITH	W.E.	Non-Urban	CA8E		Feeder	1 Bassett Place		Waterford	ON	L0E 2H7
CH EMPLOYEES	Lead 1100	JOHNSON	I.W. MCGOWAN	Urban	CA8E		Feeder	Berrymore West		Thames County Ireland	ON	L8E 1N2
CH EMPLOYEES	Lead 1100	DOUGHT	THOMAS S.	Urban	CA8E		Feeder	183 Jordan Street West		Hamilton	ON	L5A 1M1
CH EMPLOYEES	Lead 1100	KOCH	BELY	Urban	CA8E		Feeder	181 Egan Street		Hamilton	ON	L7E 4F5
CH EMPLOYEES	Lead 1100	KIRKORIAN	ARMYAN	Urban	CA8E		Feeder	2383 Burnham Drive		Cambridge	ON	N1N 4G7
CH EMPLOYEES	Lead 1100	LAKE	URSULA	Urban	CA8E		Feeder	47 Alton, Sherman Rd., 12 Camden St.		Ancaster	ON	L8E 3U8
CH EMPLOYEES	Lead 1100	LAMBERT	ROBERT	Urban	CA8E		Feeder	107 Gorman Crescent		Hamilton	ON	L8N 5V1
CH EMPLOYEES	Lead 1100	LAWSON	STEPHEN T.	Non-Urban	CA8E		Feeder	100 Gorman Avenue South		Hamilton	ON	N1E 5E1
CH EMPLOYEES	Lead 1100	MALIBON	DOAN	Non-Urban	CA8E		Feeder	19 Somerset Drive		Hamilton	ON	L8E 3H7
CH EMPLOYEES	Lead 1100	MALIBON	DOAN	Non-Urban	CA8E		Feeder	173 Bond St N.		Hamilton	ON	L8E 3H7
CH EMPLOYEES	Lead 1100	MARTIN	DAVID P.	Urban	CA8E		Feeder	187 Northshore Blvd. West		Hamilton	ON	L7T 1W2
CH EMPLOYEES	Lead 1100	MCCARTHY	JAMES	Urban	CA8E		Feeder	199 West 3rd Street		Ancaster	ON	L8E 3J8
CH EMPLOYEES	Lead 1100	MCCARTHY	JAMES	Non-Urban	CA8E		Feeder	232 Chestwood Street		Hamilton	ON	L8E 3J8
CH EMPLOYEES	Lead 1100	MCCOY	BERNARD A.	Urban	CA8E		Feeder	250 Erie Avenue		Hamilton	ON	N5E 2T2
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	2 Treway Place Blvd		Hamilton	ON	L0A 1N0
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	Leas - 81 Leasler Ave S.		Hamilton	ON	L8A 3V4
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	15 Clifton Deane Road		Hamilton	ON	L8E 2T1
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	48 Forest Hill Drive		Hamilton	ON	L8E 5V7
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	226 East 7th Street		Hamilton	ON	N4W 1A9
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	1993 Waverley Ave		Ancaster	ON	L9E 5N4
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	47 Barnfield Drive		Dundas	ON	L9E 4E2
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	74 Province St. S.		Hamilton	ON	L8E 2M0
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	39 Old Mill Road	APT. 104	Hamilton	ON	L8E 1E6
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	3 Sula Place		Hamilton	ON	L8E 4V6
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	40 Fernhill Road South		Hamilton	ON	L8E 3Z8
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	416 - 199 Fother David Baum Dr. Linc., W. King		Waterloo	ON	N2L 8L1
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	265 East 37th Street		Hamilton	ON	L8E 4B2
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	25 Queen Street North	APT. 1407	Hamilton	ON	L8E 3T3
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	38 Wendell Avenue		Hamilton	ON	L8E 2S9
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	8 Waverling Drive		Hamilton	ON	L8E 2M0
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	3419 Waverling Drive		Hamilton	ON	L8E 3U8
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	41 Thompson Avenue		Toronto	ON	L8E 3T2
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	9-40 Waverling Drive		Ancaster	ON	L8E 5K7
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	104 Waverling Drive		Ancaster	ON	L8E 5K4
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	83 Fernhill Crescent		Stoney Creek	ON	L8E 5L0
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	202 Alderson Ave		Mississauga	ON	L8E 1M0
CH EMPLOYEES	Lead 1100	MCCOY	ROBIN	Urban	CA8E		Feeder	81 Appleton Road		Hamilton	ON	L8E 3T2

KEY NAME	last name	first name	middle name	suffix	honorary name	STATUS	Address	Address 2	CITY	PO	POSTAL CODE
CI BAW/ONES	STORIE	DAVID				Reserve	499 Bernard Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	131 5th Street South		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	131 5th Street South	April 1991	Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	Darius's Place, 1977 Lakeshore Drive 612		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	1048 Bunker Blvd W.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	1048 Bunker Blvd W.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	400 S. 20th St.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	6 Forest Drive		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	2 Oxford Drive		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	1048 Bunker Blvd W.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	11 Western Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	2271 Reginald Rd., 49, 88 9		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	31 Seward Street		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	2318 Bluff Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	22143 1st Street West		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	11661 County Road, 121 88-2		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	66 Dan Eganway, Premier of Athens 42 Park Drive		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	31 Tidwood Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	180 Malcolm Road West		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	141 Cherry Drive		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	5415 Winston Road		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	527 Hesp Lane, rd 8887, box 410		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	276 N.W.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	616 Mill Street		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	315 East 28th Street		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	14 Enoch Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	14 Enoch Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	71 Langley Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	211 Merrispark Ave.		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	39 Merrispark Court		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	21 Venter Avenue		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	Unknown		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	Unknown		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	23 Telogay Mount	491, 2001	Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	1203 - 500 Ocean Blvd		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	Box 394		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	1371 Dagon Crescent		Orange	ON	1291 179
CI BAW/ONES	STORIE	DAVID				Reserve	5 Auzon Crescent		Orange	ON	1291 179

CAVALLUZZO HAYES SHILTON
 MCINTYRE & CORNISH LLP

BARRISTERS

SOLICITORS

474 Bathurst Street
 Suite 300
 Toronto, Ontario M5T 2S6
 Telephone: 416-964-1115
 Facsimile: 416-964-5895
 Email: contactus@cavalluzzo.com
 Website: www.cavalluzzo.com

In Association with Patrice F. Band

Please refer to:
 Direct Line:
 Email:
 Assistant:
 Assistant's Email:
 File No.:

Hugh O'Reilly
 (416) 964-5514
horcilly@cavalluzzo.com
 Marilyn Lidstone
mlidstone@cavalluzzo.com
 091339

VIA FACSIMILE

December 22, 2009

FTI Consulting Canada Inc.
 Court Appointed Monitor
 Suite 2733, TD Canada Trust Tower
 161 Bay Street
 Toronto, ON M5J 2S1

Attention: Anna-Liisa Sisask

Dear Ms. Sisak:

Re: Proposed Plan of Compromise or Arrangement of Canwest Global Communications Corp. et al (the "Canwest CCAA Proceeding")

Further to our letter of November 17, 2009, and yours of December 4 and December 9, 2009, we continue to rely on the claims as set out in our November 17, 2009 letter. We also continue to reserve the right to modify the claims. As we previously stated, these claims are subject to modification and are without prejudice to any parties' ability to dispute the legal basis and amount of any claim either before a claims officer or a court of competent jurisdiction, as applicable.

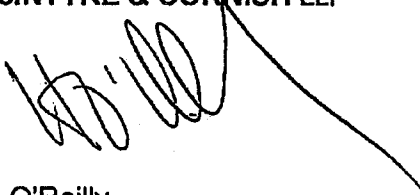
For further clarity, we have prepared a CMI Notice of Dispute for Revision or Disallowance in response to the CMI Notice of Revision of Disallowance with respect to the Global Communications Limited Retirement Plan for CH Employees, which you will find attached. We have not prepared a Notice of Dispute in relation to the other claims, as we were informed that these were known creditors and our prior communications will be treated as a Notice of Dispute.

Please feel free to contact us with any questions or concerns.

Yours very truly,

-2-

**CAVALLUZZO HAYES SHILTON
McINTYRE & CORNISH LLP**

A handwritten signature in black ink, appearing to read "H. O'Reilly", with a long horizontal line extending to the right.

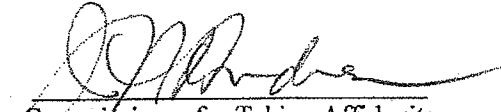
Hugh O'Reilly

HOR/ml
encl.

cc. Anthony Devir, Osler Hoskin & Harcourt LLP *(w/o attachments)*
Ashley Taylor, Stikeman Elliott LLP *(w/o attachments)*

TAB N

This is Exhibit "N" to the
Affidavit of JOHN E. MAGUIRE
sworn before me this 11th day of February, 2010.



Commissioner for Taking Affidavits

JANICE AUDREY ANDERSON
A NOTARY PUBLIC
IN AND FOR THE PROVINCE OF MANITOBA,
APPOINTMENT EXPIRES MAY 14, 2010.

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

RECEIVED

NOV 19 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

CMI PROOF OF CLAIM

I. ENTITY AGAINST WHICH YOU ASSERT A CLAIM:

Check only one entity for each Proof of Claim. If you have Claims against more than once entity, you must file a separate Proof of Claim for each.

Canwest Global Communications Corp.	<input type="checkbox"/>	Western Communications Inc.	<input type="checkbox"/>	4501071 Canada Inc.	<input type="checkbox"/>
Canwest Media Inc.	<input type="checkbox"/>	Canwest Finance Inc./Financiere Canwest Inc.	<input type="checkbox"/>	30109, LLC	<input type="checkbox"/>
MBS Productions Inc.	<input type="checkbox"/>	National Post Holdings Ltd.	<input type="checkbox"/>	CanWest MediaWorks (US) Holdings Corp.	<input type="checkbox"/>
Yellow Card Productions Inc.	<input type="checkbox"/>	Canwest International Management Inc.	<input type="checkbox"/>	Canwest Television Limited Partnership	<input checked="" type="checkbox"/>
Canwest Global Broadcasting Inc./Radiodiffusion Canwest Global Inc.	<input type="checkbox"/>	Canwest International Distribution Limited	<input type="checkbox"/>	Fox Sports World Canada Partnership	<input type="checkbox"/>
Canwest Television GP Inc.	<input type="checkbox"/>	Canwest MediaWorks Turkish Holdings (Netherlands) B.V.	<input type="checkbox"/>	The National Post Company/La Publication National Post	<input type="checkbox"/>
Fox Sports World Canada Holdco Inc.	<input type="checkbox"/>	CGS International Holdings (Netherlands) B.V.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>
Global Centre Inc.	<input type="checkbox"/>	CGS Debenture Holding (Netherlands) B.V.	<input type="checkbox"/>		
Multisound Publishers Ltd.	<input type="checkbox"/>	CGS Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest International Communications Inc.	<input type="checkbox"/>	CGS NZ Radio Shareholding (Netherlands) B.V.	<input type="checkbox"/>		
Canwest Irish Holdings (Barbados) Inc.	<input type="checkbox"/>	4501063 Canada Inc.	<input type="checkbox"/>		

2. PARTICULARS OF CREDITOR:

- (a) Full Legal Name of Creditor: Communications, Energy and Paperworkers Union of Canada
- (b) Full Mailing Address of Creditor: c/o
Caley Wray Labour/Employment Lawyers
1600-65 Queen St. W.
Toronto ON M5H-2M5
- (c) Telephone Number of Creditor: 416 975-4677
- (d) Facsimile Number of Creditor: 416 366-3293
- (e) E-mail Address of Creditor: Kuglerj@caleywray.com
- (f) Attention (Contact Person): Jesse Kugler

3. PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:

- (a) Have you acquired this Claim by assignment?
Yes No
(if yes, attach documents evidencing assignment)
- (b) Full Legal Name of original creditor(s): _____

4. PROOF OF CLAIM

THE UNDERSIGNED CERTIFIES AS FOLLOWS:

- (a) That I am a Creditor of/hold the position of counsel of the Creditor and have knowledge of all the circumstances connected with the Claim described herein;
- (b) That I have knowledge of all the circumstances connected with the Claim described and set out below;
- (c) The CMI Entity was and still is indebted to the Creditor as follows (Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)

(i) Prefiling Claims:
\$ 15,438,739.00 (subject to verification upon receipt of documentation)

(ii) Restructuring Period Claims:
\$ _____

(iii) Directors/Officers Claims:
\$ _____

(iv) TOTAL CLAIM:
\$ 15,438,739.00 (as above)
Total of (i), (ii) and (iii)

5. NATURE OF CLAIM

(CHECK AND COMPLETE APPROPRIATE CATEGORY)

- Unsecured Claim of \$ 15,438,739.00 (as above)
- Secured Claim of \$ _____

In respect of this debt, I hold security over the assets of the CMI Entity valued at \$ _____, the particulars of which security and value are attached to this Proof of Claim form.

(Give full particulars of the security, including the date on which the security was given the value for which you ascribe to the assets charged by your security, the basis for such valuation and attach a copy of the security documents evidencing the security.)

6. PARTICULARS OF CLAIM:

The Particulars of the undersigned's total Claim (including Directors/Officers Claims) are attached.

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed).

See Schedule "A" attached.

7. FILING OF CLAIM

This CMI Proof of Claim must be returned to and received by the Monitor by **5:00 p.m. (Toronto Time) on the CMI Claims Bar Date (November 19, 2009)** at the following address:


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

Dated at Toronto this 17th day of November, 2009.

Per:



Jesse Kugler

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SCHEDULE "A"

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) B.V.
18. CGS International Holdings (Netherlands) B.V.
19. CGS Debenture Holding (Netherlands) B.V.

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20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

SCHEDULE "B"

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

SCHEDULE "A": PARTICULARS OF CLAIM

1. The Communications, Energy and Paperworkers Union of Canada (the "Union") is the certified bargaining agent for approximately 1000 employees employed by the Applicants at various locations across Canada. The Union and the Applicants have negotiated eleven (11) collective agreements, all of which have nominally expired.
2. The Union is the certified bargaining agent of certain employees employed by CHCH-TV. On August 31, 2009, the Applicants sold CHCH-TV to Channel Zero Inc. In conjunction with the aforementioned sale of CHCH-TV to Channel Zero, the Applicants terminated the Global Communications Limited Retirement Plan for CH Employees (the "CH Employees Plan"). Based on a actuarial valuation for the CH Employees Plan as at December 31, 2008, the CH Employees Plan has, on a wind-up basis, assets of \$36,099,667, liabilities of \$46,344,400 (including \$15,438,736 in benefits owed to active members) and therefore a windup deficiency of \$10,244,733. A copy of the actuarial valuation of the CH Employees Plan as at December 31, 2008 is attached hereto.
3. On or about July 20, 2009 the Union filed a grievance against the Applicants claiming that the Applicants' decision to unilaterally windup the CH Employees Plan was in contravention of the parties collective agreement. The grievance further claimed that the Applicants' failure to fully fund any funding deficit in the CH Employees Plan was contrary to the collective agreement. A copy of the grievance is attached.
4. Pursuant to the Order of the Honourable Justice Pepall dated October 27, 2009, the Union is authorized to represent its current and former members in the Applicants' CCAA proceedings, including authority to advance, settle and compromise claims on their behalf. The Union's representational authority includes the representation of its current members, now employees of Channel

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Zero Inc., that have vested benefits in the CH Employees Plan pursuant to section 17 of the *Pension Benefits Standards Act, 1985*. The Union's former members that are retirees under the CH Employees Plan are represented by the law firm Cavalluzzo in the Applicants' CCAA proceedings.

5. The Union files this claim on behalf of its active members and vested beneficiaries in the CH Employees Plan for approximately \$15,438,739, the amount identified in the actuarial report as owing to active members as at December 31, 2008. The Union has requested financial and other documentation from the Applicants in order to accurately value the above-noted claims. To date, the Applicants have refused or ignored the Union's request for same. Accordingly, the Union has assigned a value in accordance with the figures outlined above. The Union reserves its right to file additional particulars and make additional submissions in respect of this claim.
6. The Union has filed this claim out of an abundance of caution and in order to preserve its rights. Filing this claim is without prejudice to the Union's ability to pursue all other remedies available, including pursuing this matter through the Court or the grievance arbitration procedure. Notwithstanding that the Union has filed this claim, it is the Union's position that this claim cannot properly be compromised pursuant to a Plan of Arrangement in these proceedings and must be satisfied in whole by the Applicants. The Union reserves its right to make additional submissions in respect of its position in this regard.

GRIEVANCE FORM

103



COMMUNICATIONS, ENERGY AND
PAPERWORKERS UNION OF CANADA

Grievance # \ No. #: 1100-2009-03 (policy)
Grievor's Name: The Union

Date: July 20, 2009
Local: 1100

Nature of Grievance:


The Union grieves that the intention of the Company to unilaterally terminate and/or wind up the retirement plan for CHCH employees is a violation of the Collective Agreement.

The Union further grieves that the Company's intention not to fully fund any shortfall in the retirement plan for CHCH employees on termination and/or wind up is a violation of the Collective Agreement.

Settlement Desired:

The Union demands full redress.

Articles violated: the C.A. including; 4, 18, 20

Signature of Grievor :  _____

November 2009

**Global Communications Limited
Retirement Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

MERCER



MARSH MERCER KROLL
GUY CARPENTER OLIVER WYMAN

Office of the Superintendent of Financial Institutions Registration Number: 55224
Canada Revenue Agency Registration Number: 0281816

Consulting. Outsourcing. Investments.

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Appendix A: Plan Assets

Appendix B: Actuarial Methods and Assumptions

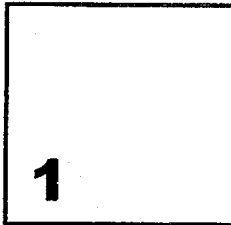
Appendix C: Membership Data

Appendix D: Summary of Plan Provisions

Appendix E: Employer Certification

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008



Summary of Results

Going-Concern Financial Position	31.12.2008	31.12.2006
Market value of assets	\$36,324,667	\$45,983,774
Actuarial liability	\$40,154,397	(\$38,844,626)
Funding excess (unfunded liability)	(\$3,829,730)	\$7,139,148
Solvency Financial Position	31.12.2008	31.12.2006
Market value of assets	\$36,124,667	\$45,888,774
Solvency liability	\$46,344,400	(\$45,037,975)
Solvency (deficit)	(\$10,219,733)	\$850,799
Solvency ratio	77.9%	101.9%
Funding Requirements	01.01.2009 to 31.08.2009	2007
Total current service cost	\$540,624	\$858,587
Estimated members' required contributions	(\$240,565)	(\$369,337)
Estimated employer's current service cost	\$300,059	\$489,250
Employer's current service cost as a percentage of members' required contributions	124.7%	132.5%
Minimum special payments	\$1,529,776	\$0
Estimated minimum employer contribution for the period	\$1,829,835	\$0
Estimated maximum employer contribution for the period	\$14,230,841	\$0

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Introduction

Report on the Actuarial Valuation as at December 31, 2008

To Mr. John Maguire

At your request and at the direction of the Office of the Superintendent of Financial Institutions ("OSFI"), we have conducted an actuarial valuation of the Global Communications Limited Retirement Plan for CH Employees, sponsored by Canwest Media Inc., (the "Company") as at December 31, 2008. We are pleased to present the results of the valuation.

On June 29, 2009, the Company advised OSFI of its intention to terminate the plan effective August 31, 2009. In its August 10, 2009 letter, OSFI directed the Company to file an actuarial valuation for funding purposes as at December 31, 2008. Members participating in this Plan had their employment with the Company terminated as of August 31, 2009.

Accordingly, the purpose of this valuation is to determine:

- the funded status of the plan as at December 31, 2008 on going-concern, solvency, and hypothetical wind-up bases; and
- the minimum funding requirements from January 1, 2009 to August 31, 2009.

The information contained in this report was prepared for the internal use of the Company and for filing with OSFI and with the Canada Revenue Agency, in connection with our actuarial valuation of the plan. This report is not intended or suitable for any other purpose.

This report will be filed with OSFI and with the Canada Revenue Agency.

A separate report on the actuarial valuation for plan termination purposes as at August 31, 2009 will be required, in accordance with the *Pension Benefits Standards Act, 1985*.

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

For purposes of determining the contribution requirements for the period of January 1, 2009 to August 31, 2009, the Plan was treated as a going concern. There is a going-concern unfunded liability of \$3,829,730, and a solvency ratio of 77.9% as at December 31, 2008. As such, the minimum monthly contributions that the Company must make to the plan from January 1, 2009 to August 31, 2009 is as follows:

Monthly Employer Contributions

For current service: 124.7% of members' required contributions

Minimum special payments for unfunded liability: \$33,764

Minimum special payments for solvency deficiency: \$157,458

On the basis of the members' estimated required contributions, we have estimated the minimum total employer contribution from January 1, 2009 to August 31, 2009 to be \$1,829,835 or \$228,729 per month.

The maximum contribution that the Company could make to the plan for the period January 1, 2009 to August 31, 2009 is \$14,230,841 which is comprised of the current service cost plus the greater of the going-concern unfunded liability and the wind-up deficiency calculated on a maximum liability scenario. The maximum contribution assumes that the Company would fund the full deficit and provide all potential subsidies available under the plan.

The minimum contribution requirements based on this report exceed the minimum contribution requirements recommended in the previous valuation report. The Pension Benefits Standards Act and Regulations made under the Act have the effect that, upon filing this report, the employer under the Plan is required to contribute the excess, if any, of the minimum contribution recommended in this report over contributions actually made in respect of the period following December 31, 2008. Any contribution shortfall should be adjusted with interest to reflect the delayed payment.

The plan is not fully funded on a wind-up basis. Even if the sponsor contributes in accordance with the funding requirements described in this valuation report, the assets of the plan may be less than the liabilities of the plan upon wind-up.

Emerging experience, including the growth of wind-up liabilities compared to the plan's assets (including future contributions and investment returns), will also affect the wind-up funded position of the plan.

This valuation reflects the provisions of the plan as at December 31, 2008. Effective January 10, 2008, the plan was amended to change the name of the plan sponsor from CanWest MediaWorks Inc. to Canwest Media Inc. The plan was further amended during 2008 to clarify the definitions of Employee and Employer as well as to clarify provisions for members transferred to and from other divisions of the Employer or to/from affiliated companies. These amendments did not have an impact on the financial position or the current service cost of the plan.

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

A summary of the plan provisions is provided in Appendix D. To the best of our knowledge and belief, the plan documents and amendments that we have on file comprise the full and complete plan text.

We have used the same going-concern valuation assumptions and methods as were used for the valuation as at December 31, 2006, except for:

- The assumed investment return which was increased from 6.70% per year to 6.90% per year;
- The assumed increase in the Consumer Price Index which was decreased from 2.50% per year to 2.20% per year;
- The assumed increase in pensionable earnings which was decreased from 4.50% per year to 4.20% per year; and
- The assumed incidence of mortality before and after retirement was updated from the 1994 Uninsured Pensioner Mortality (UP94) Table statically projected using Scale AA to 2015 to the 1994 Uninsured Pensioner Mortality Table with projection scale AA applied to reflect continuing future improvements in mortality.

These changes have resulted in a net increase in the funded position of \$525,000 and a decrease of 3.7% in the employer service cost expressed as a percentage of members' required contributions.

The Company's funding policy is to contribute no more than is necessary to comply with the requirements of applicable legislation and accepted actuarial practice. However, at the direction of the Company due to the announced plan termination, the minimum funding recommendations disclosed in this report do not reflect all available legislative measures which could produce lower employer required contributions.

The solvency and wind-up assumptions have been updated to reflect market conditions at the valuation date.

The assumptions used for purposes of this valuation are described in Appendix B. All assumptions made for the purposes of the valuation were independently reasonable at the time the valuation was prepared.

A new Canadian Institute of Actuaries Standard of Practice for determining pension commuted values ("CIA Standard") became effective on April 1, 2009. The new CIA Standard changed the assumptions to be used to value the solvency and wind-up liabilities for benefits assumed to be settled through a lump sum transfer. As permitted by the *Pension Benefits Standards Act, 1985*, and as directed by the Company, the financial impact of the new CIA Standard has been reflected in this actuarial valuation.

The Company received a letter from OSFI, dated March 10, 2009, advising the Company that effective immediately under Section 26 of the *Pension Benefits Standards Act, 1985*, no transfer of money upon termination of membership from the Plan, may be made from the Plan without the prior consent of the Superintendent. This restriction will continue to

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
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apply until it is withdrawn or amended, and the restriction does not apply to death benefits, non-vested entitlements or monthly pension in pay.

An employee is eligible to join the plan on the first of the month on or after the completion of one year of continuous service. If the employee elects to join the plan on the first of the month on or after the completion of one year of continuous service, the employee's credited service will include their accrued service prior to becoming a member. The results of our valuation include three members who were hired prior to December 31, 2008 and became members following December 31, 2008 but prior to August 31, 2009 and thus received credited service prior to December 31, 2008.

Our valuation does not account for the plan termination as at August 31, 2009. The impact of the plan termination will be the subject of a separate report.

On October 6, 2009 the Company filed for and was granted protection under the Companies' Creditors Arrangement Act ("CCAA"). The impact on the plan, if any, of any arrangement resulting from the CCAA process is currently unknown.

On October 5, 2009, the Canadian Institute of Actuaries revised their guidance for estimating annuity purchase prices. Under the revised guidance, the spread for non-indexed annuities (relative to Canadian Bond Series V39062) has decreased from 1.4% for valuation dates from October 31, 2008 to July 30, 2009 to 0.5% for valuation dates from July 31, 2009 to December 30, 2009. We have estimated that the effect of this change will be to increase the Plan's solvency liabilities by approximately \$3,972,000.

There have been no changes adopted to the Statement of Investment Policies and Procedures as of the date of this report that affect the asset allocation. The Plan has had favourable investment experience from January 1, 2009 to September 30, 2009. The rate of return net of expenses for this period has been 13.8%. The actual funded status of member benefits may change significantly based on investment returns and changes in annuity purchase rates up to the date of final settlement.

After checking with representatives of Canwest Media Inc., to the best of our knowledge there have been no other events subsequent to the valuation date which, in our opinion, would have a material impact on the results of the valuation.

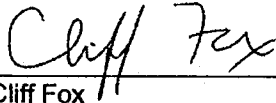
This report has been prepared on the assumption that all of the assets in the pension fund are available to meet all of the claims on the pension plan. We are not in a position to assess the impact that the Ontario Court of Appeal's decision in *Aegon Canada Inc. and Transamerica Life Canada versus ING Canada Inc.*, or similar decisions in other jurisdictions, might have on the validity of this assumption.

This report has been prepared, and our opinions given, in accordance with accepted actuarial practice in Canada. It has also been prepared in accordance with the funding and solvency standards set by the *Pension Benefits Standards Act, 1985*.

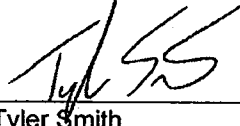
**Global Communications Limited Retirement
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Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

Respectfully submitted,



Cliff Fox
Fellow of the Society of Actuaries
Fellow of the Canadian Institute of Actuaries



Tyler Smith
Fellow of the Society of Actuaries
Fellow of the Canadian Institute of Actuaries

November 4, 2009
Date

November 4, 2009
Date

Global Communications Limited Retirement Plan for CH Employees

Registration number with the Office of the Superintendent of Financial Institutions: 55224

Registration number with the Canada Revenue Agency: 0281816

This valuation report may not be relied upon for any purpose other than those explicitly noted above or by any party other than the Pension Committee, the Management Pension Committee, the Office of the Superintendent of Financial Institutions Canada (OSFI) or the Canada Revenue Agency. Mercer is not responsible for the consequences of any other use. A valuation report is a snapshot of a plan's estimated financial condition at a particular point in time; it does not predict a pension plan's future financial condition or its ability to pay benefits in the future.

Over time, a plan's total cost will depend on a number of factors, including the amount of benefits the plan pays, the number of people paid benefits, the amount of plan expenses, and the amount earned on any assets invested to pay the benefits. These amounts and other variables are uncertain and unknowable at the valuation date.

To prepare this report, *actuarial assumptions*, as described in Appendix B, are used to select a single scenario from the range of possibilities. The results of that single scenario are included in this report. However, the future is uncertain and the plan's actual experience will differ from those assumptions; these differences may be significant or material. In addition, different assumptions or scenarios may also be within the reasonable range and results based on those assumptions would be different. Actuarial assumptions may also be changed from one valuation to the next because of changes in regulatory requirements, plan experience, changes in expectations about the future and other factors.

Because actual plan experience will differ from the assumptions, decisions about benefit changes, investment policy, funding amounts, benefit security and/or benefit-related issues should be made only after careful consideration of alternative future financial conditions and scenarios, and not solely on the basis of a valuation report or reports.

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Financial Position of the Plan

Valuation Results – Going-Concern Basis

When conducting a valuation on a going-concern basis, we determine the relationship between the respective values of assets and accumulated benefits, assuming the plan will be maintained indefinitely.

Financial Position

The results of the valuation as at December 31, 2008, in comparison with those of the previous valuation as at December 31, 2006, are summarized as follows:

Financial Position — Going-Concern Basis

	31.12.2008	31.12.2006
Assets		
Market value of assets	\$36,324,667	\$45,983,774
Actuarial liability		
Present value of accrued benefits for:		
▪ active members	\$14,259,376	\$15,699,467
▪ pensioners and survivors	\$23,679,866	\$20,279,898
▪ deferred pensioners	\$1,149,770	\$1,530,568
▪ disabled members	\$389,432	\$450,674
▪ pending lump sum payments	\$4,279	\$0
▪ flexible contribution balances	\$671,674	\$884,019
Total liability	\$40,154,397	\$38,844,626
Funding excess (unfunded liability)	(\$3,829,730)	\$7,139,148

Reconciliation of Financial Position

The plan's financial position, an unfunded liability of \$3,829,730 as at December 31, 2008, is reconciled with its previous position, a funding excess of \$7,139,148 as at December 31, 2006, as follows:

Reconciliation of Financial Position

Funding excess (unfunded liability) as at 31.12.2006	\$7,139,000
Interest on funding excess at 6.70% per year to 31.12.2008	\$989,000
Net experience gains (losses) over 2007-2008*	(\$11,353,000)
Employer's contributions drawn from previous funding excess	(\$985,000)
Impact of changes in economic assumptions	\$1,000,000
Impact of change in mortality assumption	(\$475,000)
Impact of data changes	(\$262,000)
Programming refinements	\$109,000
Net impact of other elements of gains and losses	\$8,000
Funding excess (unfunded liability) as at 31.12.2008	(\$3,830,000)

* Net experience gains (losses) are detailed on the following page.

Data Changes

The main data changes in the reconciliation of the plan's financial position (\$262,000 loss) above are a result of the changes in the reported earnings at the prior valuation date for two active members. The updated 2006 earnings were higher than the original reported earnings used in determining their December 31, 2006 going concern liabilities.

Programming Refinements

An adjustment was made to the application of the retirement decrements for qualifying for early retirement subsidies. This refinement impacted two active members resulting in a gain of \$109,000.

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

Plan Experience

The main assumptions are compared with actual experience since the previous valuation as at December 31, 2006:

Plan Experience			
	Assumption	Actual 2007-2008	Impact Gain (Loss)
Net investment return	6.7%/year	-7.0%/year	(\$11,785,000)
Increases in pensionable earnings	4.5%/year	4.3%/year	\$169,000
Retirements:			
number	2 retired	12 retired	} (\$48,000)
average age	60.1 years	58.6 years	
Retirement of deferred pensioners	0 retired	5 retired	\$7,000
Terminations of employment	0 terminated	15 terminated	\$35,000
Payout of deferred pensioners			(\$23,000)
Mortality:			
pre-retirement	0.47 deaths	0 deaths	(\$35,000)
post-retirement	5.25 deaths	4 deaths	\$327,000
Net experience gains (losses)			(\$11,353,000)

Valuation Results — Solvency Basis

When conducting a solvency valuation, we determine the relationship between the respective values of the plan's assets and its liabilities on a solvency basis, determined in accordance with the *Pension Benefits Standards Act, 1985*. The values of the plan's assets and liabilities on a solvency basis are related to the corresponding values calculated as though the plan were wound up and settled on the valuation date. The circumstances in which the plan wind up is assumed to have taken place is both the plan and Company wind-up, thereby giving rise to termination benefits for those active, disabled and deferred members not yet eligible to retire and retirement benefits for those active, disabled and deferred members already eligible to retire.

In determining the solvency liabilities of the plan as at December 31, 2008, we have included the value of all benefits that are provided by the Plan, except for the consent benefits described in Appendix D.

As at December 31, 2008, the solvency ratio of the plan, being the ratio of solvency assets to solvency liabilities, is 77.9%. The plan's solvency position as at December 31, 2008, in comparison with that of the previous valuation as at December 31, 2006, is determined as follows:

**Global Communications Limited Retirement
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Solvency Position

	31.12.2008	31.12.2006
Market value of assets	\$36,324,667	\$45,983,774
Termination expenses	(\$200,000)	(\$95,000)
Market value of assets available to provide benefits	\$36,124,667	\$45,888,774
Actuarial liability		
Present value of accrued benefits for:		
▪ active members	\$15,438,736	\$16,956,550
▪ pensioners and survivors	\$28,061,467	\$24,403,973
▪ deferred pensioners	\$1,691,890	\$2,147,779
▪ disabled members	\$476,354	\$645,654
▪ pending lump sum payments	\$4,279	\$0
▪ flexible contribution balances	\$671,674	\$884,019
Total liability	\$46,344,400	\$45,037,975
Solvency excess (deficiency) before adjustment for the present value of special payments for the next five years	(\$10,219,733)	\$850,799
Plus: Present value of special payments for next five years	\$1,804,508	\$0
Solvency excess (deficiency) after adjustment for the present value of special payments for the next five years	(\$8,415,225)	\$950,799
Solvency ratio – market value of assets/total liability	77.9%	101.9%

On October 5, 2009, the Canadian Institute of Actuaries revised their guidance for estimating annuity purchase prices. Under the revised guidance, the spread for non-indexed annuities (relative to Canadian Bond Series V39062) has decreased from 1.4% for valuation dates from October 31, 2008 to July 30, 2009 to 0.5% for valuation dates from July 31, 2009 to December 30, 2009. We have estimated that the effect of this change will be to increase the Plan's solvency liabilities by approximately \$3,972,000.

Payment of Benefits

Since the solvency ratio is less than 100%, the plan administrator should ensure that the monthly special payments are sufficient to meet the requirements of the *Pension Benefits Standards Act, 1985* to allow for the full payment of benefits to terminating members. Otherwise, the plan administrator should take the actions prescribed by the Act. However, the Company received a letter from OSFI, dated March 10, 2009, advising the Company that effective immediately under Section 26 of the *Pension Benefits Standards Act, 1985*, no transfer of money upon termination of membership may be made from the Plan without the prior consent of the Superintendent. This restriction will continue to apply until it is withdrawn or amended, and the restriction does not apply to death benefits, non-vested entitlements or monthly pension in pay.

Financial Position on a Wind-Up Basis

The plan's hypothetical wind-up position as of December 31, 2008, assuming the plan and the Company wind-up on the valuation date and excluding the value of consent benefits described in Appendix D, is determined as follows:

Wind-Up Position	
	31.12.2008
Market value of assets	\$36,324,667
Termination expenses	(\$225,000)
Wind-up assets	\$36,099,667
Present value of accrued benefits for:	
▪ active members	\$15,438,736
▪ pensioners and survivors	\$28,061,467
▪ deferred pensioners	\$1,691,890
▪ disabled members	\$476,354
▪ pending lump sum payments	\$4,279
▪ flexible contribution balances	\$671,674
Total wind-up liability	\$46,344,400
Wind-up excess (deficiency)	(\$10,244,733)

As required by the actuarial standards of practice, we have also considered the hypothetical wind-up scenario that produces the maximum liability. Had the plan wind up been postulated assuming the plan wound up on the valuation date and employment with the Company continued for the purpose of determining eligibility criteria, the wind-up deficit would be \$13,930,782. This scenario also contemplates that consent benefits as described in Appendix D are granted to all eligible members. This scenario would produce the maximum liability on the valuation date.

Impact of Plan Wind Up

In our opinion, the value of the plan's assets would be less than its actuarial liabilities if the plan were to be wound up on the valuation date.

4

Funding Requirements

Current Service Cost

The estimated value of the benefits that will accrue on behalf of the active and disabled members from January 1, 2009 to August 31, 2009, in comparison with the corresponding value determined in the previous valuation as at December 31, 2006, is summarized below:

Employer's Current Service Cost

	01.01.2009 to 31.08.2009	2007
Total current service cost	\$540,624	\$858,587
Estimated members' required contributions	(\$240,565)	(\$369,337)
Estimated employer's current service cost	\$300,059	\$489,250
Employer's current service cost expressed as a percentage of members' required contributions	124.7%	132.5%

An analysis of the changes in the employer's current service cost follows:

Changes in Employer's Current Service Cost

Employer's current service cost as at 31.12.2006	132.5%
Demographic changes	2.6%
Data changes	(2.5%)
Programming refinements	(4.2%)
Changes in assumptions	(3.7%)
Employer's current service cost as at 31.12.2008	124.7%

Special Payments

Going-Concern Basis

No special payments existed in the previous valuation. In accordance with the *Pension Benefits Standards Act, 1985*, the unfunded liability of \$3,829,730 must be amortized over a period not exceeding 15 years. As such, special payments must be established at \$33,764 per month until December 31, 2023 to amortize this unfunded liability.

Solvency Basis

In accordance with the *Pension Benefits Standards Act, 1985*, the solvency deficiency excluding the present value of unfunded liability special payments (the "Total Solvency Deficiency") of \$10,219,733 must be eliminated by special payments within five years. The present value of the unfunded liability special payments due in the next five years is determined as follows:

Minimum Monthly Special Payments

Type of Deficit	Effective Date	Special Payment	Last Payment	Present Value of Remaining Payments in the Next 5 Years as at 12.31.2008
Unfunded liability	December 31, 2008	\$33,764	December 31, 2023	\$1,804,508

Since the present value of the special payments to be made over the next five years is less than the Total Solvency Deficiency, an increase in special payments of \$157,458 per month must be made for the next five years to eliminate the deficiency.

Total Special Payments

The following minimum monthly special payments must be made to the plan to eliminate any unfunded liability and any solvency deficiency as at December 31, 2008, within the periods prescribed by the *Pension Benefits Standards Act, 1985*.

Minimum Monthly Special Payments

Type of Deficit	Effective Date	Special Payment	Last Payment
Unfunded liability	December 31, 2008	\$33,764	December 31, 2023
Solvency deficiency	December 31, 2008	\$157,458	December 31, 2013
Total		\$191,222	

Employer Contributions

There is a going concern unfunded liability of \$3,829,730, and a solvency ratio of 77.9% as at December 31, 2008. As such, the minimum monthly contribution that Canwest Media Inc. must make to the plan from January 1, 2009 to August 31, 2009 is as follows.

Minimum Funding Requirements

The minimum monthly required contributions from January 1, 2009 to August 31, 2009 are as follows:

Monthly Employer Contributions

For current service: 124.7% of members' required contributions

Minimum special payments for unfunded liability: \$33,764

Minimum special payments for solvency deficiency: \$157,458

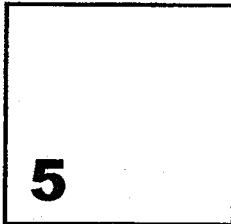
On the basis of the members' estimated required contributions, we have estimated the minimum total employer contribution from January 1, 2009 to August 31, 2009 to be \$1,829,835 or \$228,729 per month.

Contributions for current service must be made no less frequently than quarterly.

The minimum contribution requirements based on this report exceed the minimum contribution requirements recommended in the previous valuation report. Upon filing this report, Canwest Media Inc. must contribute the excess, if any, of the minimum contribution recommended in this report over contributions actually made in respect of the period following December 31, 2008. Any contribution shortfall should be adjusted with interest to reflect the delayed payment.

Maximum Eligible Contributions

The maximum eligible employer contribution is equal to the Company current service cost plus the greater of the going-concern unfunded liability and the wind-up deficiency calculated on a maximum liability scenario. We have estimated the maximum eligible contribution from January 1, 2009 to August 31, 2009 to be \$14,230,841 as at December 31, 2008. The portion of this contribution representing the payment of the wind-up deficiency calculated on a maximum liability scenario (\$13,930,782) can be increased with interest at 4.75% per year, from December 31, 2008 to the date the payment is made.



Actuarial Opinion

**With respect to the Actuarial Valuation as at December 31, 2008
of the Global Communications Limited Retirement Plan for CH Employees**
OSFI Registration 55224
Canada Revenue Agency Registration 0281816

Based on the results of this valuation, we hereby certify that, as at December 31, 2008,

- The employer's current service cost from January 1, 2009 to August 31, 2009 should be calculated as 124.7% of members' required contributions.
- The employer's current service cost contribution from January 1, 2009 to August 31, 2009 is estimated to be \$300,059. Member required contributions from January 1, 2009 to August 31, 2009 are estimated to be \$240,565.
- The plan would be fully funded on a going-concern basis if its assets were augmented by \$3,829,730. In order to comply with the provisions of the *Pension Benefits Standards Act, 1985*, the unfunded liability must be liquidated by monthly special payments at least equal to the amounts indicated, and for the periods set forth, below:

Monthly Unfunded Liability Special Payments

Type of Deficit	Effective Date	Special Payment	Last Payment
Unfunded liability	December 31, 2008	\$33,764	December 31, 2023

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- After taking into account the going concern unfunded liability special payments, the plan would be fully funded on a solvency basis if its assets were augmented by \$8,415,225. In order to comply with the provisions of the *Pension Benefits Standards Act, 1985*, the solvency deficiency must be liquidated by monthly special payments at least equal to the amounts indicated, and for the periods set forth, below:

Monthly Solvency Special Payments

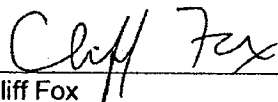
Type of Deficit	Effective Date	Special Payment	Last Payment
Solvency deficiency	December 31, 2008	\$157,458	December 31, 2013

- The solvency ratio of the plan is 77.9%.
- We have not included in the solvency liabilities the value of certain benefits that may be contingent upon the circumstances of the postulated plan wind-up. The circumstances in which the plan wind-up is assumed to have taken place is both the plan and the Company wind-up, thereby giving rise to termination benefits for those active, disabled, and deferred members not yet eligible to retire and retirement benefits for those active, disabled and deferred members eligible to retire. We have excluded consent benefits in the calculation of the solvency liabilities.
- As required by the actuarial standards of practice, we have also considered the hypothetical wind-up scenario that produces the maximum liability. Had the plan wind up been postulated assuming the plan wound up on the valuation date and employment with the Company continued for the purpose of determining eligibility criteria, the wind-up deficit would be \$13,930,782. This scenario also contemplates that consent benefits are granted to all eligible members. This scenario would produce the maximum liability on the valuation date.
- In our opinion,
 - the data on which the valuation is based are sufficient and reliable for the purposes of the valuation,
 - the assumptions are, in aggregate, appropriate for the purposes of determining the funded status of the plan as at December 31, 2008 on going-concern and solvency bases, and determining the minimum funding requirements, and
 - the methods employed in the valuation are appropriate for the purposes of determining the funded status of the plan as at December 31, 2008 on going-concern and solvency bases, and determining the minimum funding requirements.
- This report has been prepared, and our opinions given, in accordance with accepted actuarial practice in Canada.

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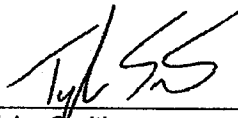
- All assumptions made for the purposes of the valuation were independently reasonable at the time the valuation was prepared.



Cliff Fox
Fellow of the Society of Actuaries
Fellow of the Canadian Institute of Actuaries

November 4, 2009

Date



Tyler Smith
Fellow of the Society of Actuaries
Fellow of the Canadian Institute of Actuaries

November 4, 2009

Date



Appendix A

Plan Assets

Sources of Plan Asset Data

The pension fund is held in trust by RBC Dexia Investor Services and is 100% invested in the Global Communications Limited (Formerly WIC) Master Trust Pooled Fund (the "Master Trust"). The assets in the Master Trust are governed by the investment policy.

We have relied upon fund statements prepared by RBC Dexia Investor Services for the period from December 31, 2006 to December 31, 2008.

Reconciliation of Plan Assets

The pension fund transactions for the period from December 31, 2006 to December 31, 2008 are summarized as follows:

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Reconciliation of Plan Assets (Market Value)

	2007	2008
January 1	\$45,955,142	\$44,417,498
PLUS		
Members' required contributions	\$366,312	\$353,477
Members' flex contributions	\$73,592	\$67,490
Company's contributions	(\$172)	\$207,441
Investment income	\$4,472,662	\$2,328,659
Net capital gains (losses)	(\$4,101,969)	(\$7,920,245)
	\$810,425	(\$4,963,178)
LESS		
Pensions paid	\$1,974,130	\$2,224,305
Lump-sum refunds	\$57,943	\$488,048
Investment and administrative expenses	\$315,996	\$343,641
	\$2,348,069	\$3,055,994
December 31	\$44,417,498	\$36,398,326

The year-end asset value is adjusted to reflect in-transit employee contributions of \$23,767, employer contributions of \$25,628, pension payments and lump sum refunds of \$77,671, an asset transfer out of the plan of \$10,534 and expenses of \$34,849. The resulting market value is \$36,324,667.

In addition, we have reconciled the financial position of the RBC Dexia financial statements to the financial statements prepared by Logos Financial Planning Inc. ("Logos"). The Logos statements are the basis for the Plan's audited financial statements prepared and signed by PriceWaterhouseCoopers LLP.

The preliminary financial statements prepared by Logos Financial Planning Inc., disclosed a net asset available for benefits of \$36,351,681 as at December 31, 2008. This amount reflects in-transit benefit payments of \$43,035, expenses of \$56,005 that were incurred in 2008 and not reflected in the fund statements prepared by RBC Dexia Investor Services. In addition, the financial statements prepared by Logos Financial includes in-transit employer contributions of \$25,628, in-transit employee contributions of \$23,767 and other contributions in-transit of \$3,000 that are payable to the plan.

**Global Communications Limited Retirement
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**RBC to Logos Reconciliation of
Asset Value at December 31, 2008**

	31.12.2008
RBC Dexia Investor Services	\$36,398,326
PLUS	
Contributions receivable	\$52,395
Subtotal	\$52,395
LESS	
Benefits payable	\$43,035
Expenses payable	\$56,005
Subtotal	\$99,040
Logos Financial Statements	\$36,351,681

We have tested the pensions paid, the lump-sum refunds and the contributions for consistency with the membership data for the plan members who have received benefits or made contributions. The results of these tests were satisfactory.

Investment Policy

The plan administrator adopted a statement of investment policy and objectives. This policy is intended to provide guidelines for the managers as to the level of risk which is commensurate with the plan's investment objectives. A significant component of this investment policy is the asset mix. All of the Company's pension plans with invested assets have the same asset allocation strategy.

The actual asset mix of the pension fund as at December 31, 2008 determined by RBC Dexia Investor Services is provided for information purposes:

Distribution of the Market Value of the Fund by Asset Class

	Actual Asset Mix as at 31.12.2008
Canadian Equities	32.2%
Non-Canadian Equities	23.6%
Fixed Income / Bonds	39.3%
Cash and cash equivalents	4.9%
	100.0%

The actual asset mix of any of the Company's pension plans may differ at any month end from the asset mix of the entire fund of pension assets of the Company due to the timing of contributions.

As outlined in the investment policy, the constraints on the asset mix are as follows:

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Distribution of the Market Value of the Fund by Asset Class

	Investment Policy		
	Minimum	Target	Maximum
Canadian Equities	25%	35%	45%
Non-Canadian Equities	15%	25%	35%
Fixed Income / Bonds	30%	40%	50%
		100%	

Performance of Fund Assets

The internal rate of return of the assets allocated to this plan from December 31, 2006 to December 31, 2008 as per our calculations (which assume that the net cash flow occurred in the middle of each year), is shown below:

Year	Gross Rate of Return on Market Value of Assets	Net Rate of Return on Market Value of Assets
2007	0.8%	0.1%
2008	(12.9%)	(13.7%)

The return on the market value, net of expenses, since the last valuation at December 31, 2006 was -7.0% per year. This rate is less than the assumed investment return used for the previous valuation at December 31, 2006 of 6.70% by 13.7% per year.

This rate may differ from the rate of return reported by RBC Dexia Investor Services Inc. due to the timing of the cash flows.

Appendix B

Actuarial Methods and Assumptions

Actuarial Valuation Methods – Going-Concern Basis

Valuation of Assets

For this valuation, we have continued to use the market value of assets adjusted for in-transit cashflows for the going-concern valuation.

Valuation of Actuarial Liabilities

Over time, the real cost to the employer of a pension plan is the excess of benefits and expenses over member contributions and investment earnings. The actuarial cost method allocates this cost to annual time periods.

For purposes of the going-concern valuation, we have continued to use the *projected unit credit actuarial cost method*. Under this method, we determine the actuarial present value of benefits accrued in respect of service prior to the valuation date based on projected final average earnings. This is referred to as the *actuarial liability*.

The *funding excess* or *unfunded liability*, as the case may be, is the difference between the actuarial value of assets and the actuarial liability. An unfunded liability will be amortized over no more than 15 years through special payments as required under the *Pension Benefits Standards Act, 1985*. A funding excess may, from an actuarial standpoint, be applied immediately to reduce required employer current service contributions unless precluded by the terms of the plan or by legislation.

This actuarial funding method produces a reasonable matching of contributions with accruing benefits. Because benefits are recognized as they accrue, the actuarial funding method aims at keeping the plan fully funded at all times. This promotes benefit security, once any unfunded liabilities and solvency deficiencies have been funded.

When actuarial liabilities on a solvency basis exceed actuarial liabilities on a going-concern basis and the plan has a solvency deficiency, as are both true in this valuation, contribution requirements will be largely determined by the solvency funded position. This has several implications:

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- Special payments are required to amortize solvency deficiencies over a maximum of 5 years; and
- During the amortization period the plan is not expected to be 100% solvent.

As permitted by legislation, certain benefits that could be payable at the discretion of the Company, if the plan were wound up have been excluded in the determination of solvency liabilities. There is no provision in the minimum funding requirements to fund the benefits which have been excluded in determining the solvency liabilities. Therefore, in the event that the plan is wound up and the benefits that are being excluded from the solvency liabilities become payable, the plan is not expected to have sufficient funds to provide these benefits.

In addition, the growth in solvency liabilities resulting from the additional accrual of benefits and development of the plan membership may be different than the growth of plan assets including future contributions and investment returns. This may result in further losses being revealed in future solvency valuations.

Current Service Cost

The *current service cost* is the actuarial present value of projected benefits to be paid under the plan with respect to service during the year following the valuation date.

The employer's current service cost is the total current service cost reduced by the members' required contributions.

The employer's current service cost has been expressed as a percentage of the members' required contributions to provide an automatic adjustment in the event of fluctuations in membership and/or pensionable earnings.

Under the projected unit credit actuarial cost method, the current service cost for an individual member will increase each year as the member approaches retirement. However, the current service cost of the entire group, expressed as a percentage of the members' required contributions, can be expected to remain stable as long as the average age and pay distribution of the group remains constant.

Employer's Contribution

Accordingly, the employer's contributions for this purpose are determined as follows:

Employer's Contributions

With a funding excess	With an unfunded liability
Current service cost	Current service cost
MINUS	PLUS
Any funding excess applied to cover the employer's current service cost	Payments to amortize any unfunded liability

Actuarial Assumptions — Going-Concern Basis

The actuarial value of benefits is based on economic and demographic assumptions. At each valuation, we determine whether, in our opinion, the actuarial assumptions are still appropriate for the purposes of the valuation, and we revise them, if necessary.

In this valuation, we have used the same assumptions as in the previous valuation except as noted. Emerging experience will result in gains or losses that will be revealed and considered in future actuarial valuations. For this valuation, we have used the following assumptions.

Economic Assumptions**Investment Return**

The Company's funding policy is to contribute no more than is necessary to comply with the requirements of applicable legislation and accepted actuarial practice. Accordingly, we have assumed that the investment return on the market value of the fund will average 6.90% per year over the long term. We have based this assumption on an expected long-term return on the pension fund less an allowance for investment and administrative expenses and less a margin for adverse deviations, as described below.

We have assumed a gross rate of return of 7.90% per year consistent with market conditions applicable on the valuation date based on an expected long-term return on the pension fund determined for the target asset mix specified in the plan's investment policy. We have allowed for investment and administrative expenses of 0.75% per year. The margin for adverse deviation in accordance with the funding policy is 0.25% per year.

Previously, the investment return on the market value of the fund net of investment and administrative expenses was assumed to average 6.70% per year over the long term.

Inflation

The benefits ultimately paid depend on the level of inflation. We assumed inflation will be 2.20% per year. This assumption reflects our best estimate of future inflation considering the Bank of Canada's inflation target and market expectations of long-term inflation implied by the yields on nominal and real return bonds.

Expenses

The assumed Investment Return reflects an implicit provision for the investment and administrative expenses inherent in the ongoing operation of the plan.

Increases in Pensionable Earnings

The benefits ultimately paid will depend on each member's final average earnings. To calculate the pension benefits payable upon retirement, death or termination of employment, we have taken 2008 pensionable earnings for active members and assumed that such pensionable earnings will increase at 4.20% per year.

This is based on:

- an assumed inflation rate of 2.20% per year,
- an assumed productivity component of 0.50% per year, and
- an assumed merit, service, and promotional increases component of 1.50% per year.

The current merit, service, and promotional increases component is based on our best estimate of future merit, service, and promotional increases considering current economic and financial market conditions. The experience indicates that these assumptions remain appropriate.

In accordance with the plan provisions, pensionable earnings for disabled members increase annually at a rate of 80% of the increase in the Consumer Price Index. Pensionable earnings for disabled members are assumed to increase at a rate of 1.76% per year (80% of the assumed inflation rate of 2.20% per year).

In the previous valuation, pensionable earnings were assumed to increase at 4.50% per year for active members and 2.00% per year for disabled members.

Indexation of Pensions in Payment

Certain pensions in payment are increased each year according to a formula related to increases in the Consumer Price Index (CPI).

For this valuation, we have assumed that the CPI will increase at the rate of 2.20% per year. Consequently, the pensions subject to cost of living increases are assumed to increase annually at the rate of 2.20% per year.

Previously, pensions in payment subject to indexation were assumed to increase at the rate of 2.50% per year.

Interest Credited on Employee-Required Contributions

Interest is credited on employee-required at the 5-year personal fixed-term chartered bank deposit rates. For this valuation, we have assumed that the interest rate to be

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credited on employee-required contributions will represent, on average, 4.00% per annum, over the long term.

Demographic Assumptions

Retirement Age

Because early retirement pensions are reduced in accordance with a formula, the retirement age of plan members has an impact on the cost of the plan. We have assumed that members will retire in accordance with the following rates:

Retirement Rates				
Age	> 20 years service		< 20 years service	
	Unreduced	Regular Retirement	Regular Retirement	Regular Retirement
55	5%	0%	0%	0%
56	5%	0%	0%	0%
57	5%	5%	0%	0%
58	5%	5%	0%	0%
59	5%	5%	0%	0%
60	5%	15%	0%	0%
61	5%	15%	0%	0%
62	50%	0%	0%	0%
63	50%	0%	0%	0%
64	50%	0%	0%	0%
65	100%	0%	100%	100%

Retirement rates are typically developed taking into account the past experience of the plan. However, considering the size of the plan, there is no meaningful retirement experience appropriate for predicting the future rates of retirements. Accordingly, the rates of retirement have been developed as our expectation of the best-estimate rates of retirement based on the plan provisions.

Termination of Employment

No allowance has been made for termination of employment prior to retirement on the basis that the impact of including such an assumption would not have a material impact on the valuation results.

Mortality

The actuarial value of the pension depends on the life expectancy of the member.

The 1994 Uninsured Pensioner Mortality Table reflects the mortality experience as of 1994 for a large sample of North American pension plans. Applying projection scale AA provides an allowance for improvements in mortality after 1994. This table is commonly

used for valuations where the membership of a plan is insufficient to assess plan specific experience and where there is no reason to expect the mortality to differ from that of other pension plans. Both are true for this plan.

While there is strong evidence of continuing improvement in mortality, forecasts of the rate of future improvement are very uncertain. We have used the projection scale AA to reflect future improvements in mortality.

We have assumed mortality rates, before and after retirement, in accordance with the Uninsured Pensioner Mortality Table with projection Scale AA applied to reflect continuing future improvements in mortality.

Previously, we assumed mortality rates, before and after retirement, in accordance with the 1994 Uninsured Pensioner Mortality (UP94) Table statically projected using Scale AA to 2015.

Disability

No allowance has been made for disability retirement on the basis that the impact of including such an assumption would not have a material impact on the valuation results. We have assumed that those currently disabled would remain disabled until retirement and would continue to accrue benefits until retirement in accordance with the plan terms.

Family Composition

Benefits in case of death, before and after retirement, depend on the plan member's marital status.

For this valuation, we have assumed that 90% of male plan members and 70% of female plan members will have an eligible spouse on the earlier of death or retirement, and that the male partner will be three years older than the female partner.

Actuarial Valuation Methods and Assumptions — Solvency and Impact of Plan Wind-Up

We have used the market value of the plan's assets in our valuation of the plan for solvency purposes.

To determine the solvency actuarial liability, we have valued those benefits that would have been paid had the plan been wound up on the valuation date, with all members fully vested in their accrued benefits. The circumstances in which the plan wind up is assumed to have taken place is both the plan and Company wind-up, thereby giving rise to termination benefits for those active, disabled and deferred members not yet eligible to retire and retirement benefits for those active, disabled and deferred members already eligible to retire. In determining the solvency liabilities of the plan as at December 31, 2008, we have included the value of all benefits provided by the Plan, except the consent benefits described in Appendix D.

We have considered that active, disabled, and deferred members who were not eligible to retire on the valuation date would be entitled to a deferred pension payable from their

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earliest unreduced retirement date. Active, disabled, and deferred members who were eligible to retire on the valuation date and pensioners and survivors are considered to be entitled to an immediate pension, reduced in accordance with the plan rules.

For active, disabled and deferred members not eligible to retire on the valuation date:

- a portion of benefits are assumed to be settled through a lump sum transfer; and
- a portion of benefits are assumed to be settled through the purchase of deferred annuities.

For pensioners and survivors, and active, disabled, and deferred members eligible to retire at the valuation date, benefits are assumed to be settled through the purchase of annuities.

Benefits are expected to be settled in accordance with relevant portability requirements. The value of the benefits accrued on December 31, 2008 assumed to be settled through lump sum transfer are based on the assumptions described in Section 3800 – Pension Commuted Values of the Canadian Institute of Actuaries Standards of Practice applicable for December 31, 2008.¹

Benefits accrued on December 31, 2008 expected to be settled through purchase of immediate and deferred annuities are based on an estimate of the cost of settlement through purchase of annuities. We have estimated the cost of settlement through purchase of immediate and deferred annuities in accordance with the Canadian Institute of Actuaries Educational Note: Assumptions for Hypothetical Wind-up and Solvency Valuations with Effective Dates Between December 31, 2008 and December 30, 2009.

Assumptions are as follows:

¹ A new Canadian Institute of Actuaries Standard of Practice for determining pension commuted values ("CIA Standard") became effective on April 1, 2009. The new CIA Standard changed the assumptions to be used to value the solvency and wind-up liabilities for benefits assumed to be settled through a lump sum transfer. As permitted by the Pension Benefits Standards Act, 1985, Canwest Media Inc. has directed us to use the new CIA Standard for the actuarial valuation. The financial impact of the new CIA standard has therefore been reflected in this actuarial valuation.

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Actuarial Assumptions – Solvency Basis

For benefits to be settled through lump sum transfer:	
▪ Interest rates	4.2% per year for the first 10 years following 31.12.2008, 5.7% per year thereafter
▪ Mortality rates	1994 Uninsured Pensioner Mortality table (UP94) statically projected to year 2020 based on Scale AA
For benefits to be settled through immediate annuity purchase:	
▪ Interest rate	4.85% per year
▪ Mortality rates	1994 Uninsured Pensioner Mortality table (UP94) statically projected to year 2015 based on Scale AA
For benefits to be settled through deferred annuity purchase:	
▪ Interest rate	4.45% per year
▪ Mortality rates	1994 Uninsured Pensioner Mortality table (UP94) statically projected to year 2015 based on Scale AA
Assumed election of settlement for active, disabled and deferred members who are not eligible to retire at 31.12.2008	
▪ settled through deferred annuity purchase	30%
▪ settled through lump sum transfer	70%
Assumed election of settlement for pensioners and survivors, and for active and disabled members who have not commenced their pension but are eligible to retire at 31.12.2008	
▪ settled through immediate annuity purchase	100%
Assumed election of settlement for deferred members who have not commenced their pension but are eligible to retire at 31.12.2008	
▪ settled through deferred annuity purchase	100%
Interest rate used to determine the present value of the special payments:	4.75% per year
Assumed rate of indexation of pensions in payment (where applicable) :	1.95% per year
Maximum pension limit:	\$1,715 per year of credited service
Final average earnings:	Based on actual pensionable earnings over the averaging period
Termination expenses:	
▪ Solvency	\$200,000
▪ Impact of wind-up	\$225,000

In a solvency valuation, the accrued benefits are based on the member's final average earnings on the valuation date; therefore, no salary projection is used. Also, the employment of each member is assumed to have terminated on the valuation date; therefore, no assumption is required for future rates of disability and termination of employment.

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To determine both the solvency and hypothetical wind-up position of the plan, a provision has been made for estimated termination expenses payable from the plan's assets in respect of actuarial and administration expenses that may reasonably be expected to be incurred in terminating the plan and to be charged to the plan.

In addition, but for the sole purpose of determining the financial position of the plan on a hypothetical wind-up basis, termination expenses also include a provision for transaction fees related to the liquidation of the plan's assets and for the reduction in the value of the plan's equity assets resulting from their liquidation. Such fees and liquidation impact are difficult to assess and will vary depending on the nature of the assets held and market conditions at the time assets are liquidated.

Because the settlement of all benefits on wind-up is assumed to occur on the valuation date and is assumed to be uncontested, the provision for termination expenses does not include custodial, investment management, auditing, consulting and legal expenses that would be incurred between the wind-up date and the settlement date or due to the terms of a wind-up being contested. Expenses associated with the distribution of any surplus assets that might arise on an actual wind-up are also not included in the estimated termination expense provisions.

In determining the provision for termination expenses payable from the plan's assets, we have assumed that the plan sponsor would be solvent on the wind-up date. We have also assumed, without analysis, that the plan's terms as well as applicable legislation and court decisions would permit the relevant expenses to be paid from the plan.

Actual fees incurred on an actual plan wind-up may differ materially from the estimates disclosed in this report.

Appendix C

Membership Data

Analysis of Membership Data

The actuarial valuation is based on membership data as at December 31, 2008, provided by Canwest Media Inc.

We have applied tests for internal consistency, as well as for consistency with the data used for the previous valuation. These tests were applied to membership reconciliation, basic information (date of birth, date of hire, date of membership, gender, etc.), pensionable earnings, credited service, contributions accumulated with interest and pensions to retirees and other members entitled to a deferred pension. Contributions, lump sum payments and pensions to retirees were compared with corresponding amounts reported in financial statements. The results of these tests were satisfactory.

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Plan membership data are summarized below. For comparison, we have also summarized corresponding data from the previous valuation.

Membership Data

	31.12.2008	31.12.2006
Active Members		
▪ Number	121	126
▪ Total pensionable earnings	\$7,929,383	\$7,863,518
▪ Average pensionable earnings	\$65,532	\$62,409
▪ Average years of pensionable service	13.4 yrs.	14.4 yrs.
▪ Average age	44.7	44.7
▪ Accumulated flex account balances	\$639,007	\$827,388
▪ Accumulated required contributions with interest	\$5,384,882	\$5,923,363
Disabled Members		
▪ Number	2	2
▪ Total pensionable earnings	\$128,152	\$85,380
▪ Average pensionable earnings	\$64,076	\$42,690
▪ Average years of pensionable service	18.1 yrs.	28.0 yrs.
▪ Average age	53.7	57.5
▪ Accumulated flex account balances	\$0	\$15,928
▪ Accumulated required contributions with interest	\$94,614	\$180,976
Deferred Pensioners		
▪ Number	16	22
▪ Total annual lifetime pension	\$231,492	\$278,179
▪ Total annual temporary pension	\$9,555	\$4,785
▪ Average annual lifetime pension	\$14,468	\$12,644
▪ Accumulated flex account balances	\$32,667	\$40,703
▪ Average age	47.4	50.2
Pensioners and Survivors		
▪ Number	96	81
▪ Total annual lifetime pension ²	\$2,175,784	\$1,834,669
▪ Total annual temporary pension	\$210,845	\$160,730
▪ Average annual lifetime pension	\$22,664	\$22,650
▪ Average age	69.0	69.0

² At December 31, 2008, \$8,553 of the total annual lifetime pension was subject to indexing, compared to \$8,808 at December 31, 2006.

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	31.12.2008	31.12.2006
Pending Lump Sum Payment		
▪ Number	2	0
▪ Total pending lump sum amount	\$4,279	\$0

The membership movement for all categories of membership since the previous actuarial valuation is as follows:

Reconciliation of Membership

	Actives	Disabled	Deferred Vested	Pensioners and Beneficiaries	Pending Lump Sum Payment	Total
Total at 31.12.2006	126	2	22	81	0	231
New entrants	22					22
Disabled	(1)	1				-
Return to active status	1	(1)				-
Terminations:						
▪ transfers/refunds	(11)		(3)			(14)
▪ deferred pensions	(2)		2			-
▪ pending lump sum payments	(2)				2	-
Deaths				(4)		(4)
Retirements	(12)		(5)	17		-
Beneficiaries				2		2
Total at 31.12.2008	121	2	16	96	2	237

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

The distribution of the active members by age and credited service as at December 31, 2008, is summarized as follows:

**Distribution of Active Members by
Age Group and Credited Service as at 31.12.2008**

Age	Years of Credited Service								Total
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35+	
20 - 24	3								3
	\$35,963								\$35,963
25 - 29	8	2							10
	\$39,300	*							\$42,587
30 - 34	2	12	1						15
	*	\$55,276	*						\$59,639
35 - 39	3	7	1						11
	\$53,475	\$71,661	*						\$66,365
40 - 44	3	2	3	3	1				12
	\$81,337	*	\$58,495	\$59,525	*				\$65,084
45 - 49	3	4	4	1	7	2	1		22
	\$87,686	\$58,476	\$84,024	*	\$58,121	*	*		\$66,155
50 - 54	1	3	1	1	3	13			22
	*	\$59,140	*	*	\$61,150	\$67,645			\$64,765
55 - 59	2	4	2		1	4	7		20
	*	\$86,098	*		*	\$71,309	\$58,442		\$82,955
60 - 64	1		1		1			2	5
	*		*		*			*	\$83,760
65+	1								1
	*								*
Total	27	34	13	5	13	19	8	2	121
	\$57,837	\$63,367	\$75,607	\$55,380	\$76,050	\$67,043	\$58,509	*	\$65,532

* Suppressed for confidentiality purposes.

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

The distribution of the inactive members by age as at December 31, 2008, is summarized as follows:

**Distribution of Inactive Members
By Age Group as at 31.12.2008**

Age	Deferred Pensioners			Pensioners and Survivors			
	Number	Average Annual Lifetime Pension	Average Annual Temporary Pension	Number	Average Annual Lifetime Pension	Number	Average Annual Temporary Pension
25 - 29	1	\$3,414					
30 - 34	2	\$5,141					
35 - 39							
40 - 44	2	\$10,800		1	\$3,082		
45 - 49	2	\$21,333					
50 - 54	4	\$15,624					
55 - 59	4	\$17,694	\$4,778*	11	\$21,586	8	\$7,568
60 - 64	1	\$20,254		23	\$27,050	23	\$6,535
65 - 69				21	\$25,051		
70 - 74				17	\$23,945		
75 - 79				13	\$20,278		
80 - 84				3	\$10,275		
85 - 89				4	\$12,580		
90 +				3	\$11,741		
Total	16	\$14,468	\$4,778*	96	\$22,664	31	\$6,801

* 2 deferred pensioners are entitled to a temporary benefit upon retirement.

Appendix D

Summary of Plan Provisions

Introduction

The *Global Communications Limited Retirement Plan for CH Employees* became effective October 6, 1959.

The plan is a defined benefit plan; it provides benefits based on a set formula and is paid for by employer and employee contributions.

This valuation reflects the provisions of the plan as at December 31, 2008. Effective January 10, 2008, the plan was amended to change the name of the plan sponsor from CanWest Mediaworks Inc. to Canwest Media Inc. The plan was further amended during 2008 to clarify the definitions of Employee and Employer as well as to clarify provisions for members transferred to and from other divisions of the Employer or to/from affiliated companies. To the best of our knowledge and belief the plan documents and amendments that we have on file comprise the full and complete plan text.

Eligibility for Membership

An employee is eligible to join the plan on the first of the month on or after the completion of one year of continuous service. Part-time employees may enrol in the plan on the first day of the month following the completion of the earlier of:

- the completion of a specified number of hours of employment based on the class of employee; or
- two consecutive years of employment provided that the employee has earned at least 35% of the YMPE in each of those two years.

The YMPE, or Year's Maximum Pensionable Earnings, refers to the maximum annual amount of earnings upon which an employee and an employer contribute to the Canada/Québec Pension Plan (C/QPP).

Required Contributions

Members are required to contribute 5.0% of earnings per year up to a maximum contribution of \$4,287.50. Contributions are not required after 35 years of Credited Service.

Credited Service means complete years and months of contributory participation in the plan including the period of continuous service before joining the plan (up to a maximum of 12 months) if the member joined the plan when they were first eligible to do so.

Flex Contributions

Members may elect to contribute an additional 1.0% to 9.0% of earnings per year to their Flexi-Post-1989 Contribution Account, subject to Income Tax Act limitations.

Retirement Dates

Normal Retirement Date

The normal retirement date is the first day of the month coincident with or next following the member's 65th birthday.

Early Retirement Date

If a member has been enrolled in the plan for at least two years, the member may choose to retire as early as age 55. If a member has completed at least 20 years of Credited Service, the member may elect to retire as early as age 52.

Unreduced Retirement Date

A member who has completed at least twenty years of Credited Service shall have an unreduced retirement date on the first day of the month coincident with or next following the member's 62nd birthday. In any other case the unreduced retirement date shall be the member's normal retirement date.

Postponed Retirement

An active member may postpone retirement beyond the normal retirement date, but no later than the first day of December in the calendar year in which the member attains age 69.

Retirement Benefits

Normal Retirement

If a member retires on the normal retirement date, the member will be entitled to two percent (2%) of Final Average Earnings times years of Credited Service.

Final Average Earnings is defined as the greater of:

- the average of the Member's highest five full plan years' Earnings, and
- the average of the Member's Earnings in the 60 consecutive months prior to the date of determination.

Earnings are defined to be the member's base salary, bonus, and commission.

Early Retirement Pension

If a member retires early, the member will be entitled to a pension that is calculated the same way as for a normal retirement. The lifetime pension payable will be reduced by a given percentage for each month before the normal retirement date, as follows:

Early Retirement Reduction

Prior to attaining 20 years of Credited Service or age 55:

Actuarial equivalent of pension payable at Unreduced Retirement Date

After attainment of 20 years of Credited Service and age 55:

For the first 36 months prior to age 65	0% per month
For each month from age 60 to 62	1/4% per month
For each month prior to age 60	1/2% per month

In addition, a member who retires following the attainment of age 57 and completion of 20 years of Credited Service is entitled to receive a monthly bridge benefit payable to age 65 in the amount of \$15.00 per year of credited service up to a maximum of 35 years.

Consent Benefits

The Company, with the approval of the Board of Directors, may waive:

- the early retirement reduction in respect of a member who has attained age 55 and whose attained age plus Credited Service total at least 85; and
- the eligibility conditions for the bridge benefit (age 57 with 20 years of Credited Service) in respect of a member who has attained age 55 and whose attained age plus Credited Service total at least 85.

Postponed Retirement Pension

A member may elect to postpone retirement. In that case, the amount of the member's retirement income is calculated based on Earnings and Credited Service at the member's postponed retirement date.

Maximum Pension

The total annual pension payable from the plan upon retirement, death, termination of employment or termination of the plan cannot exceed the lesser of:

- 2% of the average of the best three consecutive years of total compensation paid to the member by the Company, multiplied by total Credited Service not exceeding 35 years; and
- \$1,715 multiplied by the member's total Credited Service not exceeding 35 years.

Survivor Benefits

Death Before Retirement

If a member dies before the normal retirement date and before any pension payments have begun, the member's spouse is entitled to a lump sum settlement for service on and after January 1, 1987 equal to the value of the benefits to which the member would have been entitled had employment terminated on the date of death. If the member was eligible for early retirement at the date of death, the member's spouse is entitled to a lifetime pension equal to 60% of the reduced early retirement benefit determined at the date of death for service on and after January 1, 1987. The death benefit for service prior to January 1, 1987 is a refund of the member's required contributions with interest.

If the member is not survived by a spouse or has not completed two years of participation in the plan, the beneficiary is entitled to a cash payment equal to the member's required contributions with interest.

Death After Retirement

The normal form of payment is a lifetime pension guaranteed for five years. The member may elect to receive an optional form of pension on an actuarial equivalent basis.

Termination Benefits

If a member's employment terminates for reasons other than death or retirement, the benefits payable from the plan will depend on the member's length of plan membership, as follows:

Benefits in the Event of Termination of Employment

If member has:	The plan will pay:
Less than two years of service for benefits accrued on or after January 1, 1987 or less than ten years of service for benefits accrued prior to January 1, 1987	A refund of the member's contributions with interest.
More than two years of service for benefits accrued on or after January 1, 1987 and more than ten years of service for benefits accrued prior to January 1, 1987	A deferred lifetime pension based on the member's Earnings, contributions and Credited Service up to the date of termination.

Deferred pensions are payable commencing at the member's unreduced retirement date. However, a member who is within 120 months of his unreduced retirement date may elect to receive an actuarially reduced early retirement pension.

**Global Communications Limited Retirement
Plan for CH Employees**

Report on the Actuarial Valuation for
Funding Purposes as at December 31, 2008

Appendix E

Employer Certification

With respect to the report on the actuarial valuation of the *Global Communications Limited Retirement Plan for CH Employees*, as at December 31, 2008, I hereby certify that, to the best of my knowledge and belief:

- the Company's funding policy is to contribute no more than is necessary to comply with the requirements of applicable legislation and accepted actuarial practice,
- notwithstanding the Company's funding policy, the actuary was directed to use the market value of assets in determining the plan's funded status on a solvency basis;
- a copy of the official plan documents and of all amendments made up to December 31, 2008, were provided to the actuary,
- the membership data provided to the actuary included a complete and accurate description of every person who is entitled to benefits under the terms of the plan for service up to December 31, 2008, and
- all events subsequent to December 31, 2008 that may have an impact on the results of the valuation have been communicated to the actuary.

Nov 4/09

Date



Signed

JOHN MAGUIRE

Name

MERCER



MARSH MERCER KROLL
GUY CARPENTER OLIVER WYMAN

Mercer (Canada) Limited
One Lombard Place
Suite 1410
Winnipeg, Manitoba R3B 0X5
204 947 0055

Consulting. Outsourcing. Investments.

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

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

CMi NOTICE OF REVISION OR DISALLOWANCE

TO: **Caley Wray**
1600-65 Queen Street West
Toronto, ON M5H 2M5

Attn: Jesse Kugler

On behalf of Communications, Energy and Paper Workers Union ("CEP")

The CMI Entities have reviewed your CMI Proof of Claim dated November 17, 2009, in respect of the wind-up deficiency under the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan"), filed on behalf of CEP's active and vested beneficiaries of the CH Plan, based on grievance # 1100-2009-03. The CMI Entities reject your claim for the following reasons:

There was no violation of the applicable Collective Agreement.

The notice of intention to terminate the CH Plan effective August 31, 2009 was properly given to CH Plan members.

Nothing in the applicable Collective Agreement restricts the CH Plan from being terminated effective August 31, 2009.

There is no obligation under the applicable Collective Agreement for the CMI Entities to fund the CH Plan. The funding obligations in respect of the CH Plan are as set out in the federal Pension Benefits Standards Act, which does not require a plan to be fully funded on plan termination or wind-up. Accordingly, no amounts are owing to the CH Plan in respect of the wind-up deficiency or otherwise in respect of the CH Plan.

The foregoing reasons for the rejection of your claim are not necessarily exhaustive and accordingly the CMI Entities reserve their right to assert any further legal or factual bases to revise or disallow your claim in the future, including in any adjudication of your claim before a Claims Officer or the Court.

- 2 -

Accordingly, subject to further dispute by you in accordance with the provisions of the CMI Claims Procedure Order, your Claim for voting and distribution purposes is rejected as follows:

CMI Entity	Prefiling Claim per Proof of Claim	Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution	Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution
Canwest Television Limited Partnership	\$15,438,739 (subject to verification)	\$15,438,739 (subject to verification)	\$0	N/A		

Director/ Officer Claim	Related to Prefiling Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution	Related to Restructuring Period Claim per Proof of Claim	Revised/Rejected for Voting/ Distribution	Allowed as Revised for Voting/ Distribution
N/A						

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than **5:00 p.m. (Toronto Time) on December 23, 2009**, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

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

If you do not deliver a CMI Notice of Dispute of Revision or Disallowance, the value of your Claim shall be deemed to be as set out in this CMI Notice of Revision or Disallowance.

DATED at Toronto, this 9th day of December, 2009.

- 3 -

Schedule "A"

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) B.V.
18. CGS International Holdings (Netherlands) B.V.
19. CGS Debenture Holding (Netherlands) B.V.
20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

- 4 -

Schedule "B"

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

DEC 2 2009

SCHEDULE "T"

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

ONTARIO
 SUPERIOR COURT OF JUSTICE
 COMMERCIAL LIST

DEC 2 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

CMI NOTICE OF DISPUTE OF REVISION OR DISALLOWANCE

1. **PARTICULARS OF CREDITOR:**

- (a) Full Legal Name of Creditor: Communications, Energy and Paperworkers Union c/o
- (b) Full Mailing Address of Creditor: Caley Wray
Labour/Employment Lawyers
1600-65 Queen St. W.
Toronto ON M5H-2M5
- (c) Telephone Number of Creditor: 416-775-4677
- (d) Facsimile Number of Creditor: 416-366-3293
- (e) E-mail Address of Creditor: kuglerj@caleywray.com
- (f) Attention (Contact Person): Jesse Kugler

2. **PARTICULARS OF ORIGINAL CREDITOR FROM WHOM YOU ACQUIRED CLAIM, IF APPLICABLE:**

(a) Have you acquired this Claim by assignment? Yes No
(if yes, attach documents evidencing assignment)

(b) Full Legal Name of original creditor(s): _____

3. **DISPUTE OF REVISION OR DISALLOWANCE OF CLAIM FOR VOTING AND/OR DISTRIBUTION PURPOSES:**

(Any Claims denominated in a foreign currency shall be converted to Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect over the ten day period preceding the filing of a Plan.)

We hereby disagree with the value of our Claim as set out in the CMI Notice of Revision or Disallowance dated Dec. 9, 2009, as set out below:

(Insert particulars of Claim per CMI Notice of Revision or Disallowance, whether the Claim is disputed for voting and/or distribution purposes, and the value of your Claim as asserted for voting and/or distribution purposes)

4. **REASONS FOR DISPUTE:**

(Provide full particulars of the Claim and supporting documentation, including amount, description of transaction(s) or agreement(s) giving rise to the Claim, name of any guarantor(s) which has guaranteed the Claim, and amount of Claim allocated thereto, date and number of all invoices, particulars of all credits, discounts, etc. claimed.)

See attached Reasons for Dispute

If you intend to dispute this CMI Notice of Revision or Disallowance, you must, no later than **5:00 p.m. (Toronto Time) on December 23, 2009**, notify the Monitor of such intent by delivery of a CMI Notice of Dispute of Revision or Disallowance in accordance with the CMI Claims Procedure Order at the following address or facsimile:

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

Dated at Toronto this 9th day of December, 2009.

SCHEDULE "A"

1. Canwest Global Communications Corp.
2. Canwest Media Inc.
3. MBS Productions Inc.
4. Yellow Card Productions Inc.
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14. National Post Holdings Ltd.
15. Canwest International Management Inc.
16. Canwest International Distribution Limited
17. Canwest MediaWorks Turkish Holdings (Netherlands) B.V.
18. CGS International Holdings (Netherlands) B.V.

- 5 -

19. CGS Debenture Holding (Netherlands) B.V.
20. CGS Shareholding (Netherlands) B.V.
21. CGS NZ Radio Shareholding (Netherlands) B.V.
22. 4501063 Canada Inc.
23. 4501071 Canada Inc.
24. 30109, LLC
25. CanWest MediaWorks (US) Holdings Corp.

- 6 -

SCHEDULE "B"

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

REASONS FOR DISPUTE

CEP disputes the Notice of Revision or Disallowance on, *inter alia*, the following basis:

1. The parties' collective agreement, and the pension plan incorporated thereunder, provide for a schedule of benefits payable upon the discontinuance of the plan. As a result of the plan's unfunded liabilities, the plan is unable to satisfy the payment of those benefits. The failure to fully satisfy such benefit obligations constitutes a breach of the parties' collective agreement; and
2. The *Pension Benefits Standards Act* requires that, upon plan termination, the CH Plan shall be funded to provide for the payment of all pension benefits and other benefits required under the terms of the pension plan. The pension plan provides for the payment of a specific schedule of benefits that cannot be satisfied at the plan's current solvency status. This constitutes a breach of the collective agreement and the *Act*.

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 JOHN E. MAGUIRE
(Declarations Regarding CH Plan Claims)**

OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8

Lyndon A.J. Barnes (LSUC#: 13350D)

Tel: (416) 862-6679

Edward A. Sellers (LSUC#: 30110F)

Tel: (416) 862-5959

Alexander Cobb (LSUC#: 45363F)

Tel: (416) 862-5964

Fax: (416) 862-6666

Lawyers for the Applicants

F. 1114233

TAB 3

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) _____ DAY, THE ____ DAY
)
 MADAM JUSTICE PEPALL) OF _____, 2010

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
(Declarations Regarding CH Plan Claims)**

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, together with the Applicants, the "CMI Entities"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") 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 February 11, 2010 (the "Maguire Affidavit"), and on hearing from counsel for the CMI Entities, FTI Consulting Canada Inc. in its capacity as court-appointed monitor of the CMI Entities (the "Monitor"), the *ad hoc* committee of holders of 8% senior subordinated notes issued by Canwest Media Inc., CIT Business Credit Canada Inc., the Communications, Energy and Paperworkers Union of Canada ("CEP") on behalf of active members of the Global Communications Limited Retirement Plan for CH Employees (the "CH Plan"), the court-appointed representative for certain retired employees of the CMI Entities on behalf of CH Plan

retirees and other persons with benefit entitlements under the CH Plan, 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 any further service of the Notice of Motion and the Motion Record is hereby dispensed with.

2. **THIS COURT ORDERS** and declares that, except for any outstanding payments required to be made in respect of current service and special payments that have accrued to August 31, 2009 (the date of the termination of the CH Plan) and amounts, if any, deducted by the CMI Entities from the remuneration of members of the Plan which has not been remitted to the CH Plan, the CMI Entities are not required to make any contributions to the CH Plan, even if the liabilities payable from the CH Plan are greater than the assets of the CH Plan (a "Terminal Deficiency").

3. **THIS COURT ORDERS** and declares that the Proof of Claim filed by CEP on November 17, 2009 on behalf of active CH Plan members in the approximate amount of \$15,438,739 pursuant to the Claims Procedure Order of this Honourable Court dated October 14, 2009 (the "Claims Procedure Order") is rejected in its entirety and that the amount of such claim both as a Voting Claim and as a Distribution Claim is zero.

4. **THIS COURT ORDERS** and declares that the Proof of Claim filed on November 17, 2009 on behalf of certain CH Plan retirees and other persons with benefit entitlements under the CH Plan in the approximate amount of \$10,244,733 pursuant to the Claims Procedure Order is rejected in its entirety and that the amount of such claim both as a Voting Claim and as a Distribution Claim is zero.

TAB A

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.

TAB B

Schedule "B"**Partnerships**

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

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
(Declarations Regarding CH Plan Claims)**

OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
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Lyndon A.J. Barnes (LSUC#: 13350D)

Tel: (416) 862-6679

Edward A. Sellers (LSUC#: 30110F)

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Alexander Cobb (LSUC#: 45363F)

Tel: (416) 862-5964

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Lawyers for the Applicants

F. 1114233

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

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

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

**MOTION RECORD OF THE APPLICANTS
(Declarations Regarding CH Plan Claims)**

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