

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) MONDAY, THE 12th
JUSTICE MCEWEN) DAY OF MAY, 2014

**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 IN THE MATTER OF HOLLINGER CANADIAN
PUBLISHING HOLDINGS CO.**

ORDER

THIS MOTION, made by Hollinger Canadian Publishing Holdings Co. (the
"Applicant" or "HCPH"), for an order:

- (a) Authorizing and directing the Applicant to act as Disbursing Agent and to make an Interim Distribution in accordance with the CCAA Plan (each such terms defined below);
- (b) Authorizing and directing the Applicant, with the assistance of the Monitor, to withhold and remit Taxes (as defined in the CCAA Plan) from the Interim Distribution in accordance with applicable law, ~~treating such distribution as ordinary employment income for withholding purposes~~, and to otherwise take any

and all actions as may be necessary or appropriate to comply with applicable withholding and reporting requirements in making the Interim Distribution;

- (c) Authorizing and directing the Applicant, with the assistance of the Monitor, to deal with any Unclaimed Distributions (as defined in the CCAA Plan) with respect to the Interim Distribution in the manner set out in Section 5.08 of the CCAA Plan;
- (d) Authorizing and directing the Applicant, the Monitor and Representative Counsel to take the steps set out in paragraphs 7 to 10 of this Order to issue a notice, substantially in relation to the Applicant's upcoming motion that seeks to wind up the Pacific Press Trust (defined below) and to distribute the remaining assets of the Pacific Press Trust; and
- (e) Such further and certain other relief as this Honorable Court deems just;

was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Motion Record of the Applicant, including the Notice of Motion of the Applicant, the Affidavit of Michael Krupa (the "CRO"), sworn May 6, 2014 (the "**Motion Record**") and the Twentieth Report of the Monitor, and upon hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel, no one appearing for any other party on the service list in these CCAA Proceedings, although duly served,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record is hereby

abridged such that this motion is properly returnable today and that service of the Motion Record is hereby validated in all respects and no other or further service thereof is required.

INTERPRETATION

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Initial Order or the Applicant's Plan of Compromise and Arrangement dated May 24, 2012 (the "**CCAA Plan**") unless otherwise indicated.

INTERIM DISTRIBUTION

3. **THIS COURT ORDERS AND DIRECTS** the Applicant to act as Disbursing Agent (as defined in the CCAA Plan) and to provide an interim distribution of \$3,000,000 (the "**Interim Distribution**") on a pro-rata basis to the holders of OPEB Claims and other Non-Pension Affected Claims (as defined in the CCAA Plan), in respect of such Creditors Proven Non-Pension Affected Claims, in accordance with the CCAA Plan, which Interim Distribution shall be made *as soon as reasonably practicable* on or after June 13, 2014.

4. **THIS COURT ORDERS AND AUTHORIZES** the Applicant, with the assistance of the Monitor, to withhold and remit Taxes from the Interim Distribution in accordance with applicable law, and to otherwise take any and all actions as may be necessary or appropriate to comply with applicable withholding and reporting requirements in making the Interim Distribution.

5. **THIS COURT ORDERS AND AUTHORIZES** the Applicant, with the assistance of the Monitor, to deal with any Unclaimed Distributions arising from the Interim Distribution in the manner set out in Section 5.08 of the CCAA Plan.

6. **THIS COURT ORDERS** that the CRO and the Applicant, in carrying out the role as Disbursing Agent under the CCAA Plan, and the Monitor in providing the assistance required by this Order, shall have all of the protections given to them by the CCAA and the Initial Order and that the Applicant, the CRO and the Monitor shall incur no liability or obligation as a result of the carrying out of their obligations under this Order.

NOTICE FOR PACIFIC PRESS MOTION

7. **THIS COURT ORDERS AND DIRECTS** the Applicant to issue a notice, substantially in the form attached hereto as Appendix "A" (the "**Notice**") or in such other form agreed upon by the Applicant, the Monitor and Representative Counsel, in relation to the upcoming motion that seeks to wind up the Pacific Press Trust and to distribute the remaining assets to holders of OPEB Claims and other Non-Pension Affected Claims (the "**Pacific Press Motion**").

8. **THIS COURT ORDERS AND DIRECTS** the Applicant to serve a copy of the Notice along with the motion record for the Pacific Press Motion to the current trustees of the Pacific Press Trust at their last known address according to HCPH's books and records;

9. **THIS COURT ORDERS AND AUTHORIZES** the Applicant and Representative Counsel to take the following steps to reasonably ascertain the contact information for the former beneficiaries of the Pacific Press Trust (the "**Former Beneficiaries**"):

- (a) The Applicant is authorized to contact the Pacific Newspaper Group to determine whether they maintain contact information for the Former Beneficiaries, and if Pacific Newspaper Group provides such information to HCPH, such disclosure shall be deemed to be required "by law" pursuant to section 7(3)(i) of the *Personal*

Information Protection and Electronic Documents Act, S.C. 2000, c. 5 and section 15(1)(h) of the *Personal Information Protection Act*, SBC 2003, c. 63 (collectively, the "**Privacy Legislation**");

- (b) The Applicant is authorized to provide the list of names and any contact information it has received in respect of the Former Beneficiaries to Representative Counsel and the provision of such information shall constitute disclosure required "by law" under the Privacy Legislation;
- (c) Representative Counsel is authorized, but not required, to engage and retain a third party investigative service company to locate contact information for the Former Beneficiaries, with all such use and disclosure of information constituting use and/or disclosure required "by law" under the Privacy Legislation; and
- (d) Representative Counsel is authorized to use any contact information to contact the Former Beneficiaries and to consult with them regarding the Pacific Press Motion, and such use shall constitute use and/or disclosure required "by law" under the Privacy Legislation.

10. **THIS COURT ORDERS AND DIRECTS** the Monitor and the Representative Counsel to post a copy of the Notice on the Monitor's and Representative Counsel's websites, respectively.

11. **THIS COURT ORDERS** that the Monitor's Eighteenth Report, Nineteenth Report, and Twentieth Report and all of the activities described therein are hereby approved in their entirety

and all of the activities of the CRO, described in the affidavit of Michael Krupa, sworn May 6, 2014, are hereby approved in their entirety.

A handwritten signature in black ink, appearing to read "McEurt", is written over a horizontal line.

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

MAY 12 2014

Handwritten initials "MB" in black ink.

APPENDIX "A"

NOTICE RE: HOLLINGER CANADIAN PUBLISHING HOLDINGS CO. - PROPOSED DISTRIBUTION OF THE PACIFIC PRESS TRUST PROCEEDS

Dear Sir/Madam,

BACKGROUND

On December 10, 2009, Hollinger Canadian Publishing Holdings Co. ("**HCPH**") commenced court-supervised restructuring proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). Ernst & Young Inc. has been appointed by the court as monitor in HCPH's CCAA proceedings ("**Monitor**") pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made on December 10, 2009.

UPCOMING MOTION

Pursuant to an order granted by the Court on May 12, 2014, HCPH is required to provide notice and service in relation to its upcoming motion (the "**Motion**") that seeks to wind up the Pacific Press Trust and to distribute the remaining funds in the trust account to holders of OPEB Claims and Non-Pension Affected Claims (as such terms are defined in the HCPH's Plan of Compromise and Arrangement dated May 24, 2012).

NOTICE

THIS NOTICE IS BEING SENT TO YOU because the records of HCPH indicate that you were a former beneficiary of the Pacific Press Trust.

DOCUMENTS

The following relevant documents regarding the Motion are available on the Monitor's website at <http://documentcentre.eycan.com/Pages/Main.aspx?SID=131> :

1. The Order of the Superior Court of Justice dated May 12, 2014;
2. The affidavit of Michael Krupa sworn May 6, 2014;
3. The draft Order for the Motion; and
4. Monitor's Twentieth Report.

All public information concerning these CCAA proceedings can be found on the Monitor's website at <http://www.ey.com/ca/hcph>. If you have any further questions in respect of the upcoming motion, you may contact the Monitor at 1-888-274-4344.

Yours very truly,

ERNST & YOUNG INC .

In its capacity as Court-appointed Monitor Of
Hollinger Canadian Publishing Holding Co.

**IN THE MATTER OF THE *COMPANIES CREDITORS' ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED AND
IN THE MATTER OF HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.**

Court File No. 09-8503-00CL

***ONTARIO*
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced in Toronto

**ORDER
(Interim Distribution Motion)**

BENNETT JONES LLP

One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, Ontario
M5X 1A4

Derek Bell (LSUC #43420J))

Raj Sahni (LSUC#42942U)

Tel: 416-863-1200

Fax: 416-863-1716

Lawyers for the Applicant