

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

Applicant

**APPLICATION UNDER THE *COMPANIES CREDITORS'*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**SUPPLEMENTARY MOTION RECORD
(Returnable on November 8, 2010)**

November 3, 2010

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I N D E X

**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**

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TAB 1

Court File No. 09-8503-00CL

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 IN THE MATTER OF HOLLINGER
CANADIAN PUBLISHING HOLDINGS CO.

Applicant

APPLICATION UNDER THE *COMPANIES CREDITORS'*
***ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED**

NOTICE OF MOTION

(Returnable November 8, 2010)

The Applicant will make a motion to the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (Commercial List) on Monday, November 8, 2010 at 9:30 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING:

The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order, if necessary, abridging the time for service of the Notice of Motion and the Motion Record and that the Notice of Motion is properly returnable on November 8, 2010 and that further service of the Notice of Motion on any interested party, other than those served, may be dispensed with.
2. An Order authorizing HCPH and Representative Counsel to utilize and rely upon Personal Information Statements and supporting documentation in connection therewith that have been delivered, supplemented or updated to November 12, 2010 (collectively the "**Final Personal Information Statements**"), notwithstanding any technical deficiencies therein, without further requirement to complete or verify the information contained therein.
3. An Order authorizing HCPH, the Monitor and Representative Counsel to utilize and rely upon the records of HCPH to the extent that there is inconsistency between the records of HCPH and the Final Personal information Statements, where and to the extent that the Plan Member has failed to deliver adequate supporting documentation or information in respect of the discrepancy.
4. An Order authorizing HCPH, the Monitor and Representative Counsel to disclose to actuaries and Third Party Services Providers the Final Personal Information Statements, together with supporting documentation and the records of HCPH, for purposes of determining liabilities in connection with the Plans and other purposes in connection with these proceedings.
5. An Order that HCPH, the Monitor, Representative Counsel and the Third Party Service Providers shall have no liability in connection with using and relying upon the Final Personal Information Statements and information within the records of HCPH for purposes of determining liabilities in connection with the Plans and other purposes in connection with these proceedings.
6. Such further and other Orders as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

1. On December 10, 2009, the Court granted the initial order in these proceedings (the "Initial Order") wherein a stay of proceedings was granted in favour of the Applicant and the Stay Period was to expire on January 8, 2010.
2. On January 6, 2010, the Court granted an extension of the stay provided for in the Initial Order to April 15, 2010 (the "First Extension Order").
3. On April 15, 2010, the Court granted an extension of the stay provided for in the Initial Order and First Extension Order to August 16, 2010 (the "Second Extension Order").
4. On July 27, 2010, the Court granted an extension of the stay provided for in the Initial Order, First Extension Order and Second Extension Order to October 29, 2010 (the "Third Extension Order").
5. On October 14, 2010 the Court granted a further extension of the stay provided for in the earlier Orders to January 31, 2011 (the "Fourth Extension Order").
6. The Second Extension Order authorized the Audit Survey Process, which was the process by which personal information was obtained from and confirm with Plan Members. The deadline for the submission of Personal Information Statements under the Audit Survey Process was extended pursuant to the Third Extension Order.
7. HCPH together with the Monitor have been reviewing and verifying the Personal Information Statements as received. Certain technical deficiencies have been identified in a limited number of the Personal Information Statements and efforts have been made to remedy those technical deficiencies with the Plan Members. It is believed that at this time the Audit Survey Process and verification of the Personal Information Statements will not advance further.
8. A limited number of discrepancies existed between the information contained within the Personal Information Statements and the records of HCPH. In such instances, Plan Members were afforded an opportunity to deliver supporting documentation to substantiate the claim beyond that identified in HCPH's records. Reconciliation was achieved in most instances, but certain discrepancies remain for which Plan Members have not adequately supported their claim.

9. HCPH wishes to submit the Final Personal Information Statements to actuaries and other Third Party Service Providers necessary to assist in the valuation of the liabilities. The ability to rely upon the information contained in the Personal Information Statements and HCPH's records will be important in the valuation of the liabilities associated with the Plan Members.

10. The Monitor supports the within motion and will file a Fifth Monitor's Report in association herewith.

11. Rules 3.02 and 37.02(1) of the *Rules of Civil Procedure*.

12. Such further and other grounds as counsel may advise and this Honourable Court may permit.

November 3, 2010

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**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

NOTICE OF MOTION

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Lawyers for the Applicant

TAB A

Court File No. 09-8503-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.	)	MONDAY, THE 8 th DAY
	)	
JUSTICE CAMPBELL	)	OF NOVEMBER, 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 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 for direction relating to the Retiree Audit Survey Process and the Personal Information Statements (as such terms are defined in the Order this Court made on April 15, 2010), was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Notice of Motion, the affidavit of Dennis M. Byrd sworn November 3, 2010, the Fifth Report of the Monitor dated November __, 2010 (the "**Monitor's Fifth Report**") and upon hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel,

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record of the Applicant be and it is hereby abridged and that the motion is properly returnable today and further that service thereof upon any interested party other than those served is hereby dispensed with.

Interpretation

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the earlier Orders of this Court in the within proceedings, unless otherwise indicated.

Approval of Activities

3. **THIS COURT ORDERS** that the Monitor's Fifth Report and all of the activities described therein are hereby approved in their entirety and all of the activities of the Chief Restructuring Officer, described in the affidavit of Dennis M. Byrd sworn November 3, 2010, are hereby approved in their entirety.

Final Personal Information Statements

4. **THIS COURT ORDERS** that HCPH, the Monitor, Representative Counsel and their respective counsel, advisors, officers, directors, employees, partners and agents are hereby authorized to utilize and rely upon Personal Information Statements that have been delivered, supplemented or updated to November 12, 2010, which have been signed and substantially completed (with the exception of the items described in paragraphs • to • of the Fifth Monitor's Report) and for which supporting documentation as required by the Personal Information Statements (with the exception of the items described in paragraphs • to • of the Fifth Monitor's Report) has been provided (collectively the "**Final Personal Information Statements**"), without any further requirement to complete, verify, confirm or update the information contained therein or request or require any further supporting documentation in respect thereof.

5. **THIS COURT ORDERS** that, with the exception of the information described in paragraphs • to • of the Fifth Monitor's Report, where any of the information that has been provided by or on behalf of any Plan Member in a Final Personal Information Statement is inconsistent with the records of HCPH and that has not been verified or confirmed by supporting documentation or otherwise to the satisfaction of HCPH and the Monitor in consultation with Representative Counsel, the information contained in the records of HCPH shall be deemed to be correct and the inconsistent information set out in such Plan Member's Personal Information Statement (with the exception of the information described in paragraphs • to • of the Fifth

Monitor's Report) shall be disregarded and shall be deemed not to be included in such Plan Member's Final Personal Information Statement.

6. **THIS COURT ORDERS AND DECLARES** that the Final Personal Information Statements and supporting documentation and/or information and data derived therefrom and information otherwise contained in the records of HCPH in respect of the Plans and the Plan Members may be provided to and relied upon by actuaries and other Third Party Service Providers retained by HCPH for the purposes of determining liabilities in connection with the Plans and other purposes in connection with these proceedings, provided that nothing herein shall obligate HCPH, the Monitor or Representative Counsel to provide the Final Personal Information Statements or any information or data derived therefrom or any information otherwise contained in the records of HCPH to any person, and further provided that nothing herein shall prevent HCPH, the Monitor and Representative Counsel from updating and supplementing the Final Personal Information Statements and the information and data derived therefrom or any other information otherwise contained in the records of HCPH based upon any new information or documents that may be received by HCPH, the Monitor or Representative Counsel after November 12, 2010, if deemed necessary or advisable by HCPH and the Monitor in consultation with Representative Counsel.

7. **THIS COURT ORDERS AND DECLARES** that HCPH, the Monitor, Representative Counsel, the Third Party Service Providers and their respective counsel, advisors, officers, directors, employees, partners and agents shall have no liability in connection with, relating to or as a result of the use of and reliance upon the Final Personal Information Statements and the information and data derived therefrom or information otherwise contained in the records of HCPH in accordance with this Order and other Orders of this Court, whether made prior to or after the date hereof.

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

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TAB 2

Court File No. 09-8503-00CL

**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**

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Applicant

**APPLICATION UNDER THE *COMPANIES CREDITORS'*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AFFIDAVIT OF DENNIS M. BYRD
(Sworn November 3, 2010)**

Court File No. 09-8503-00CL

**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**

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**APPLICATION UNDER THE *COMPANIES CREDITORS'*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AFFIDAVIT OF DENNIS M. BYRD
(Sworn November 3, 2010)**

I, Dennis M. Byrd of the City of Chicago, in the State of Illinois in the United States of America, **MAKE OATH AND SAY:**

1. I am the Chief Restructuring Officer ("CRO") of the Applicant, Hollinger Canadian Publishing Holdings Co. ("HCPH"). I have personal knowledge of the matters to which I herein depose. To the extent that I do not have such personal knowledge and am advised by others who are identified in this affidavit, I believe such information to be true.

2. I swore an affidavit on October 12, 2010 in relation to a motion returnable October 14, 2010 in the within proceeding. The October 14, 2010 motion proceeded and the relief sought was granted but for the relief identified in paragraph 7 of the draft order attached to the motion record, which was adjourned to be addressed during the week of November 8, 2010.

3. Capitalized terms used herein have the meaning ascribed to them in my October 12, 2010 affidavit unless otherwise defined herein. The Order of October 14, 2010 (the "Fourth Extension Order") together with the associated endorsement of the Honourable Mr. Justice Campbell are attached as Exhibit "A".

4. To conserve resources, HCPH is requesting the Court's direction and approval on certain pension related issues to be dealt with at the same time as the return of the adjourned portion of the October 14, 2010 motion. The Applicant's supplementary motion seeks an order:

- (a) that HCPH, the Monitor and Representative Counsel are authorized to use and rely upon the Personal Information Statements delivered or updated to November 12, 2010, notwithstanding any technical deficiencies therein, without further requirement to complete or verify the information therein;
- (b) that HCPH, the Monitor and Representative Counsel are authorized to use and rely upon the records of HCPH to the extent that there is inconsistency between the records of HCPH and the information provided by Plan Members on their Personal Information Statements, where and to the extent that the Plan Member has failed to deliver adequate supporting documentation or information;
- (c) that HCPH, the Monitor and Representative Counsel are authorized to provide actuaries and Third Party Services Providers with the Personal Information Statements and supporting documentation for purposes of determining liabilities in connection with the Plans and other purposes in connection with these proceedings; and
- (d) that HCPH, the Monitor, Representative Counsel and the Third Party Service Providers shall have no liability in connection with using and relying upon the Personal Information Statements and information within the records of HCPH.

5. The Audit Survey Process was authorized by this Court in the Second Extension Order. The Second Extension Order is dated April 15, 2010 and a copy is attached as Exhibit "B". The Audit Survey Process was the method by which information was updated and confirmed in respect of the individual Plan Members through Personal Information Statements. The individual Plan Member information is required for purposes of the valuation reports or other

required analysis that are to be prepared by actuaries in relation to the Plans.

6. The Audit Survey Process involved the dissemination and return of Personal Information Statements. The deadline of June 18, 2010 for the return of the Personal Information Statements was extended pursuant to the Third Extension Order to July 27, 2010.

7. HCPH, together with the Monitor and Court-appointed Representative Counsel, has been reviewing and attempting to verify the information contained in the Personal Information Statements that have been received. Notwithstanding the efforts to date, certain technical deficiencies remain in a limited number of the Personal Information Statements. The technical deficiencies include issues such as missing witness signatures, missing social insurance numbers and incomplete responses. I understand that the deficiencies will be further detailed in a report to be filed by the Monitor with the Court.

8. Continuing efforts have been made to reconcile the Personal information Statements with the records of HCPH. Where discrepancies existed, Plan Members were asked to provide supporting documentation to substantiate their claims beyond those identified in HCPH's records. Despite follow-up requests for supporting documentation by the Monitor and Representative Counsel over the past several months, not all Plan Members have produced such supporting documentation. At this time, HCPH in consultation with the Monitor and Representative Counsel believes that the Audit Survey Process has been completed to the greatest reasonable extent possible and that Plan Members have been afforded an ample opportunity to substantiate the information within their Personal Information Statements where it is inconsistent with the records of HCPH.

9. To avoid further delay in submitting the Personal Information Statements to the actuaries

- 4 -

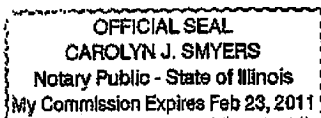
and other Third Party Service Providers for purposes of preparing valuation reports or other required analysis, HCPH, with the support of the Monitor and Representative Counsel, requests that the Court make the requested Order.

10. I swear this affidavit in support of the within supplementary motion and for no other or improper purpose.

SWORN BEFORE ME at the City of)
Chicago, in the State of Illinois this 3rd)
day of November 2010.)

Carolyn J. Smyers
A commissioner of oaths, etc.

Dennis M. Byrd
Dennis M. Byrd

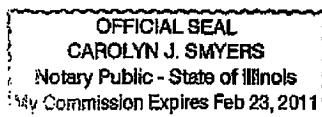


TAB A

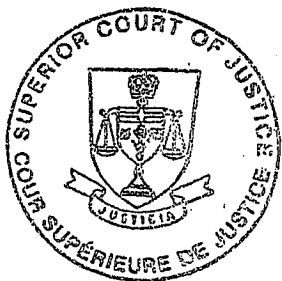
THIS IS EXHIBIT "A" REFERRED TO IN
THE AFFIDAVIT OF DENNIS M. BYRD
SWORN BEFORE ME THIS 3RD DAY
OF NOVEMBER, 2010

Carolyn J. Smyers

A Commissioner for Taking Oaths, etc.



Court File No. 09-8503-00CL



ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.
JUSTICE CAMPBELL

) THURSDAY, THE
) 14th DAY OF OCTOBER, 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 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 extending the Stay Period referred to in the Initial Order (as defined below) and extended by Orders of this Court dated January 6, 2010, April 15, 2010 and July 27, 2010 and for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Notice of Motion, the affidavit of Dennis M. Byrd sworn October 12, 2010, the Fourth Report of the Monitor dated October 13, 2010 (the "Monitor's Fourth Report") and upon hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel (as defined below),

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record of the Applicant be and it is hereby abridged and that the motion is properly returnable today and further that service thereof upon any interested party other than those served is hereby dispensed with.

Interpretation

2. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Initial Order (as defined below) unless otherwise indicated.

Extension of Stay Period

3. **THIS COURT ORDERS** that the Stay Period referred to in paragraph 14 of the Order dated December 10, 2009 (the "**Initial Order**") and extended pursuant to paragraph 2 of the Order dated January 6, 2010, paragraph 2 of the Order dated April 15, 2010 and paragraph 3 of the Order of July 27, 2010, is further extended through to and including January 31, 2011 without prejudice to the Applicant's right to request further extensions should they become necessary.

Approval of Activities

4. **THIS COURT ORDERS** that the Monitor's Fourth Report and all of the activities described therein are hereby approved in their entirety and all of the activities of the Chief Restructuring Officer, described in the affidavit of Dennis M. Byrd sworn October 12, 2010, are hereby approved in their entirety.

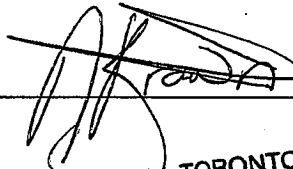
Death Benefit Payments

5. **THIS COURT ORDERS** that HCPH, in its capacity of administrator of the Pension Plans (as defined in the Affidavit of Thomas L. Kram, sworn December 8, 2009), is authorized to make payment of the commuted value of any pre-retirement death benefit payable under and in accordance with the terms of the Pension Plans and applicable

legislation, whether payable before or after the date of this Order.

Pension Plans Wind Up

6. **THIS COURT ORDERS** that HCPH is authorized to wind up the Pension Plans, in the case of each such Pension Plan, with a proposed effective date of December 31, 2010, subject to further order of this Court and, subject to and in accordance with the requirements of the *Pension Benefits Act*, R.S.O. 1990, c. P.8 or other applicable legislation and is further authorized to take all necessary actions in connection with the wind up of the Pension Plans, including without limitation, the issuance of the appropriate wind up notices to the persons required under applicable pension legislation and the preparation by its actuaries and the filing of wind up valuation reports for each of the Pension Plans with the applicable regulatory authorities.


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

OCT 15 2010

PER / PAR:

NB

**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

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ORDER

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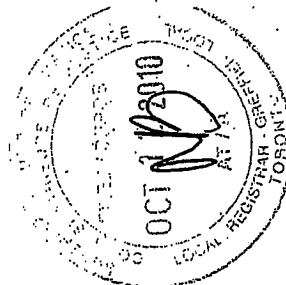
Court File No. 09-8503-00CL

OCT 14/10

Having read the motion record & heard
from counsel I am satisfied that
in circumstances relief sought in
para. 1 to 6 of the draft order issue
paragraph 7 in the draft order is
in respect of that issue adjourned to
be dealt with at a 9:30 during
the week of Nov. 8/10

Otherwise Order to issue in
as I have placed my final

Nov. 21/10 9:30 appointment vacated
DCCampbell



ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

MOTION RECORD

BENNETT JONES LLP
One First Canadian Place
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Toronto, Ontario
M5X 1A4

Derek Bell (LSUC #43420J)
Raj Sahni (LSUC #42942U)
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Tel: 416-863-1200
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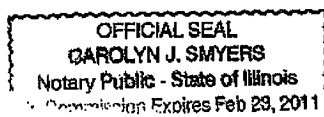
Lawyers for the Applicant

TAB B

THIS IS EXHIBIT "B" REFERRED TO IN
THE AFFIDAVIT OF DENNIS M. BYRD
SWORN BEFORE ME THIS 3RD DAY
OF NOVEMBER, 2010

Carolyn J. Smyers

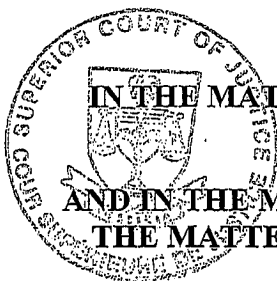
A Commissioner for Taking Oaths, etc.



Court File No. 09-8503-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE
JUSTICE CAMPBELL) 15th DAY OF APRIL, 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 IN
THE MATTER OF HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.**

**ORDER
(Stay Extension)**

THIS MOTION, made by Hollinger Canadian Publishing Holdings Co. (the "Applicant" or "HCPH")), for an Order extending the Stay Period referred to in the Initial Order (defined below) and extended by Order of this Court dated January 6, 2010, and for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario. Any capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Initial Order.

ON READING the Notice of Motion, the affidavit of Dennis M. Byrd sworn April 9, 2010, the Second Report of the Monitor dated April 14, 2010 (the "**Monitor's Second Report**") and on hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel,

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the Factum of the Applicant be and it is hereby abridged and that the motion is properly returnable today and further that service thereof upon any interested party other than those served is hereby dispensed with.

Extension of Stay Period

2. **THIS COURT ORDERS** that the Stay Period referred to in paragraph 14 of the Order dated December 10, 2009 (the "Initial Order") and extended pursuant to paragraph 2 of the Order dated January 6, 2010, is further extended to August 16, 2010.

Certain Payments Relating to Pension Plans

3. **THIS COURT ORDERS** that HCPH is authorized, but not required, to refund employee contributions (plus interest thereon at the prescribed rate as required by the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment) made by non-vested members of registered pension plans of HCPH who are entitled, whether before or after the date of this Order, to a refund of such contributions pursuant to the terms of the applicable pension plan and applicable pension legislation and who have not previously received such refunds.

4. **THIS COURT ORDERS** that HCPH is authorized, but not required, to make retroactive lump-sum payments, without interest, in respect of any missed pension payments to any members of registered pension plans or non-registered pension plans of HCPH who were entitled, whether before or after the date of this Order, to receive payments from such registered or non-registered pension plans and who have not previously received such payments, *subject to further Order of this Court.* *RAC*

5. **THIS COURT ORDERS** that HCPH is authorized, but not required, to make lump-sum payments (plus interest thereon, if any, as required by the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment) of the commuted value of a member's pension in respect of any members of registered pension plans of HCPH who are entitled, whether before or after the date of this Order, to a commuted value payment where the amount of the member's benefit does not exceed the statutory threshold permitted for commutation of benefits pursuant to the terms of the applicable pension plan and the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment and

who have not previously received such payments. For greater certainty, unless otherwise ordered by this Court, HCPH shall not make any commuted value payments in respect of any registered or non-registered pension plans except as permitted above.

HCPH Retirement Plan Cost Certificate and Employer Contributions

6. **THIS COURT ORDERS** that, notwithstanding the requirements of the Ontario *Pension Benefits Act* and regulations thereunder, HCPH and Mercer, as the actuary (the "**Plan Actuary**") of the Hollinger Canadian Publishing Holdings Co. Retirement Plan (the "**HCPH Retirement Plan**") shall not file with the Superintendent of Financial Services an updated cost certificate in respect of the HCPH Retirement Plan and HCPH shall not commence making any employer contributions in respect of the HCPH Retirement Plan during the Stay Period pending further Order of this Court.

Retiree Audit Survey Process

7. **THIS COURT ORDERS** that HCPH, the Monitor and Representative Counsel are hereby authorized and directed to engage in the process set out below (the "**Retiree Audit Survey Process**"), with such modifications as HCPH and the Monitor may deem necessary or advisable, to update and verify HCPH's records in respect of the members of and beneficiaries entitled to receive benefits under HCPH's pension and benefits plans, including registered and unregistered pension and retirement plans and other benefits plans (collectively, the "**Plans**" and all such members of and beneficiaries entitled to receive benefits under any of the Plans collectively referred to as the "**Plan Members**").

8. **THIS COURT ORDERS** that as soon as practicable after the date of this Order, HCPH shall provide to the Monitor a complete list of persons who are Plan Members according to HCPH's books and records (the "**Known Plan Members**"). All persons who have information or records necessary for HCPH to compile the list of Known Plan Members, including the Plan Actuary and any other actuaries or service providers with whom HCPH has contracted to administer or assist with the administration of any of the Plans and who have notice of this Order (collectively, the "**Third Party Service Providers**") are hereby ordered to cooperate forthwith with HCPH and the Monitor and to provide them with such information and records in the

possession or control of such Third Party Service Providers about each Plan Member without requirement to obtain the express consent of the Plan Member to disclose the information to HCPH or the Monitor.

9. **THIS COURT ORDERS** that within five days of receiving the list of Known Plan Members from HCPH, the Monitor shall send to each Known Plan Member, by ordinary prepaid mail at the last known address of such Known Plan Member according to the books and records of HCPH, a copy of the personal information statement (the "**Personal Information Statement**") and accompanying instruction sheet substantially in the form attached as Schedule "A" to this Order, setting out the Plan(s) under which such Known Plan Member is a member.

10. **THIS COURT ORDERS** that within ten days of receiving the list of Known Plan Members from HCPH, the Monitor shall also publish a copy of the notice substantially in the form attached as Schedule "B" to this Order (the "**Retiree Survey Process Notice**") in the Globe and Mail (National Edition) and the National Post for one Business Day and, within five days of receiving such list of Known Plan Members from HCPH, the Monitor shall post the Retiree Survey Process Notice on the Monitor's website (at www.ey.com/ca/hcph) to notify any Plan Members who may not receive the Personal Information Statement of the Retiree Audit Survey Process.

11. **THIS COURT ORDERS** that any Known Plan Member who disputes any of the information set out in the Personal Information Statement sent to it by the Monitor must file a corrected Personal Information Statement with the Monitor by no later than 5:00 p.m. (Toronto time) on June 18, 2010 in accordance with the instructions set out in the Personal Information Statement and accompanying instruction sheet, failing which all information set out in the Personal Information Statement sent to such Known Plan Member will be deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and the Third Party Service Providers, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of Plan Members, and such Plan Member shall be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan

12. **THIS COURT ORDERS** that any person who does not receive a Personal Information Statement from the Monitor and who believes that he or she is a Plan Member may obtain a copy of the Personal Information Statement and accompanying instruction sheet by contacting the Monitor and file the completed Personal Information Statement with the Monitor by no later than 5:00 p.m. (Toronto time) on June 18, 2010 in accordance with the instructions set out in the Personal Information Statement and accompanying instruction sheet, failing which:

- (a) if such person is a Plan Member according to the books and records of HCPH, such Plan Member's information as set out in the books and records of HCPH shall deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and the Third Party Service Providers, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of Plan Members, and such Plan Member shall be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan; or
- (b) if such person is not a Plan Member according to the books and records of HCPH, such person shall be forever barred from asserting any right, claim or entitlement under or in respect of any Plan, shall not be entitled to any further notice in respect of any Plan and shall not be entitled to participate as a Plan Member in these proceedings, provided however, nothing in this Order shall affect or diminish any right or entitlement of any person relating to any surplus in any registered pension plan pursuant to the *Pension Benefits Act* (Ontario) or equivalent legislation in the applicable province where such pension plan is registered or other applicable law.

13. **THIS COURT ORDERS** that HCPH and the Monitor are authorized to collect and utilize all personal information contained in all Personal Information Statements received by the Monitor for the purposes of these proceedings, including without limitation, to confirm and update HCPH's books and records in respect of the Plans and the Plan Members, and HCPH and the Monitor are authorized to share such personal information with each other, their respective counsel and other professional advisors in connection with these proceedings, the Court-

appointed Representative Counsel in these proceedings, any Third Party Service Providers and any other party that this Court may order. Any personal information about Plan Members shared pursuant to this Order may be used by the recipients of that personal information only to the extent necessary and solely for the purpose of ensuring the accuracy of the personal information for valuation purposes and for determining entitlement and potential claims of Plan Members entitled to benefits under or in respect of any Plans.

14. **THIS COURT ORDERS** that HCPH, with the assistance of the Monitor will review all Personal Information Statements returned to the Monitor and attempt to verify the information set out therein. If HCPH and the Monitor are not able to verify such information, they may request additional information from, and attempt to resolve any discrepancies with, the applicable Plan Member(s) and Representative Counsel and may apply to this Court for resolution of such discrepancies or for further directions of this Court with respect thereto. All persons who have information or records necessary for HCPH and the Monitor to verify such information, including any Third Party Service Providers, shall cooperate with HCPH and the Monitor in providing them with such information and records as may be requested by HCPH or the Monitor.

15. **THIS COURT ORDERS** that the provision of the personal information to HCPH and the Monitor as required by this Order and the use and disclosure of that personal information by HCPH and the Monitor in accordance with the terms of this Order shall be pursuant to this Order and are therefore in compliance with all applicable privacy statutes.

Funds in Bank Accounts

16. **THIS COURT ORDERS THAT** Royal Bank of Canada distribute to the Applicant the net position of bank accounts 06702-143-367-1, 01309-103-125-1, 06702-143-372-1, 06702-143-360-6, 06702-143-364-8 and 06702-143-359-8 held by Royal Bank of Canada, identified as being bank accounts of "Southam Inc", following which those bank accounts are to be closed.

17. **THIS COURT ORDERS THAT** Bank of Montreal distribute to the Applicant all funds currently held by Bank of Montreal in account no. 0001 0002-456 identified as being a bank

account of "The Gazette – a Division of Southam Inc.", following which the bank account be closed.

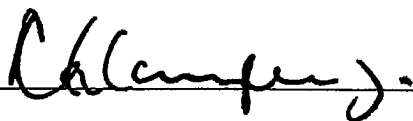
18. **THIS COURT ORDERS THAT** Royal Bank of Canada and Bank of Montreal are hereby fully released from any and all claims that could or may arise in connection with or in relation to any actions they take in respect of this Order and the funds identified herein or any further action taken in compliance with this Order.

Vue Weekly Litigation

19. **THIS COURT ORDERS THAT** the Applicant is not required to participate, seek standing to participate or otherwise take any action in respect of the appeal being brought by the Attorney General of Canada scheduled to be heard by the Alberta Court of Appeal on May 26, 2010 in the action styled *783783 Alberta Ltd. carrying on business as Vue Weekly v. The Attorney General of Canada et al.* and identified as Court File No. 0503 18023 in the Court of Queen's Bench of Alberta, Judicial District of Edmonton.

Approval of Activities

20. **THIS COURT ORDERS** that the Monitor's Second Report and the activities described therein are hereby approved and the activities of the Chief Restructuring Officer, described in the affidavit of Dennis M. Byrd sworn April 9, 2010, are hereby approved.



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

APR 15 2010

PER / PAR: 

SCHEDULE "A"**READ THIS DOCUMENT FIRST****HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.****IMPORTANT INSTRUCTION SHEET****What is this?**

This Personal Information Statement has been sent to you pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated April [15], 2010 (the "April [15] Order"), to confirm information contained in the records of Hollinger Canadian Publishing Holdings Co. ("HCPH") with respect to your participation in one or more pension and/or other post-retirement benefits plans (collectively, the "Plans") currently administered by HCPH.

In accordance with the April [15] Order, HCPH is entitled to rely on the information enclosed for all purposes in HCPH's CCAA Proceedings, including, without limitation, determining your claims or entitlements, if any, in respect of the Plans. Accordingly, it is important that you confirm the accuracy of the information set out below or correct any errors or omissions, and return this form to Ernst & Young Inc. as the Monitor of HCPH (the "Monitor") in accordance with the instructions below, by no later than 5:00 p.m. (EST) on June 18, 2010.

If you do not return this form to the Monitor, the information below will be deemed to be correct and will be relied upon by HCPH in accordance with the April [15] Order. Any changes or corrections you provide relating to the Plans will be subject to verification by HCPH and the Monitor in accordance with the April [15] Order. A copy of the April [15] Order and other public documents relating to these proceedings can be found on the Monitor's website at www.ey.com/ca/hcph.

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Canadian Publishing Holdings Co.
222 Bay Street
P.O. Box 251
Toronto, ON M5K 1J7
Telephone: 1 888 274 4344
Fax: 416 943 3300
Email: hcph.monitor@ca.ey.com
Attention: Franca Mazzulla

In addition, if you have any questions that you wish to discuss with Court-Appointed Representative Counsel, please contact:

Koskie Minsky LLP Suite 900, Box 52
20 Queen Street West Toronto, ON M5H 3R3

Email: hcp@kmlaw.ca

Tel: 1-866-545-9917 or 416-595-2161 (then select option 3)

Website: www.kmlaw.ca/case-central/

What is in here?

In order for HCPH to confirm the accuracy of its records and accurately administer and determine potential claims and entitlements relating to the Plans for which you are currently eligible, please review the information enclosed (Personal Information Statement) and if you believe any changes or corrections are required, then complete sections (A), (B), (C) and (D) and ensure that any required corrections to your pension and other benefit plan information, personal data, spousal information and work history are indicated in the appropriate columns. ***Please complete section (B) if you are a member or other recipient of benefits (e.g. a surviving spouse) under any of the Plans listed below.*** Please complete section (E) ***ONLY*** if it applies to you.

The personal information statement (about yourself or, if applicable, your spouse/beneficiaries) which you provide or confirm to the Monitor and HCPH on this form will be used:

- to communicate with you (or your spouse/beneficiaries),
- to administer any post-retirement benefits (including pension benefits) in which you are currently a participant, arising from your (or your spouse's) employment or former employment with HCPH (or any of its predecessor companies) in accordance with the governing terms of the applicable benefit plans,
- to determine your claims and entitlements, if any, in connection with the Plans, and
- for other purposes in connection with HCPH's CCAA Proceedings.

The personal information statement contained in this form, once finalized, may be shared with HCPH's legal counsel and other professional advisors in connection with the CCAA Proceedings, the Monitor and its counsel, the Court-appointed Representative Counsel, Koskie Minsky LLP, the Court, any actuary retained in connection with the Plans, any third party service providers with whom HCPH has contracted to administer or assist with the administration of the Plans and any other party that the Court may order. If the personal information statement is provided by a Power of Attorney, it will be used for the same purposes and disclosed in the same manner as if the information was provided by the Plan Member.

The Personal Information Statement relates only to your entitlements, if any, under one or more pension and/or OPEB plans administered by HCPH. OPEB refers to post retirement benefits other than the registered pension plan(s) in which you are a member and can include such benefits as unfunded pension benefits, medical, dental or life insurance benefits provided during retirement or benefits provided while on long-term disability. If you believe you have other claims unrelated to a registered pension plan or OPEB plan administered by HCPH, please contact the Monitor at the phone number or email address set out above.

IN THE MATTER OF HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.**CCAA PROCEEDINGS****PERSONAL INFORMATION STATEMENT****Personal Information Statement for:**

«Name»«Address»

Please review the information below and mark any information that is incorrect. Please return this document to the Monitor with either your confirmation or changes by email, fax or mail to the address below, by no later than June 18, 2010 at 5:00 p.m. (EST). If you have any questions, please contact the Monitor at 1-888-274-4344 or email at hcph.monitor@ca.ey.com.

Ernst & Young Inc.
 Court-appointed Monitor of Hollinger Canadian Publishing Holdings Co.
 222 Bay Street
 P.O. Box 251
 Toronto, ON M5K 1J7
 Fax: 416 943 3300
 Attention: Franca Mazzulla

(A) Plans:

HCPH's records indicate that you are a recipient of or entitled to benefits under the following HCPH Plans. Please provide supporting documentation (such as copy of bank statement or correspondence attached to benefit payments received from a plan provider) for any corrections or additions, if applicable:

	Plan Name and Number	Plan Description	Corrections, if any
Registered Pension Plan			
OPEB (Unfunded Pension Plan)			
OPEB (Other)			
OPEB (Other)			
OPEB (Other)			

- 4 -

OPEB (Other)			
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(B) Personal Data:

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Personal Data with supporting documentation if HCPH's records are incorrect
Name			
Address			
Phone Number			
Email			
Date of Birth			
Social Insurance Number			
Gender			
Designated Beneficiary per HCPH's records			

(C) Spousal Information (to be completed if you have a spouse who is entitled to receive benefits under one or more of the above-noted Plans as a surviving spouse):

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Spousal information with supporting documentation if HCPH's records are incorrect
Name of Spouse, if any			
Spouse's Date of Birth			

- 5 -

Surviving Spouse Benefit (Y/N)			
Spouse's Address			
Spouse's Email			
Spouse's Social Insurance Number			

(D) Work History:

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Work History with supporting documentation information if HCPH's records are incorrect
Employment Status (retired, active, LTD)			
Date of retirement			
Name of Employer at the time of retirement			

(E) Section to be completed only if you are a Power Of Attorney ("POA"):

If, as a holder of a valid power of attorney, you have completed and signed this questionnaire on behalf of the retiree, please print below your full name, address, telephone number, and e-mail address. In addition to this questionnaire, please send us a copy of the power of attorney.

Name	
Address	
Phone Number	
E-mail Address	

(F) Confirmation of Personal Information:

I have read this Personal Information Statement and I confirm that (*check one*):

- ☐ the information shown above under sections (A), (B), (C) and (D) are accurate; **OR**
- ☐ I have indicated any required corrections above, in sections (A), (B), (C) and (D); **OR**

- 6 -

- ☐ if I have provided or confirmed personal information of any spouse or beneficiary on this Personal Information Statement, I have the consent of the spouse or beneficiary to provide the personal information.

Signature

Date

Status (e.g. retiree, surviving spouse, POA, other)

Signature of witness (other than the spouse
or children)

Name of witness (print)

()
Telephone
number of
witness

**ONE COPY OF THIS FORM MUST BE RETURNED
TO THE MONITOR, BY NO LATER THAN 5:00 P.M. (EASTERN
STANDARD TIME) ON JUNE 18, 2010**

SCHEDULE "B"**HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.****NOTICE OF RETIREE AUDIT SURVEY PROCESS**

To: Members of pension and post-retirement benefits plans (the "**Plans**") of Hollinger Canadian Publishing Holdings Co. ("**HCPH**").

Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated April [15], 2010 (the "**April [15] Order**"), Ernst & Young Inc., as the Court-appointed Monitor of HCPH (the "**Monitor**") will be sending members of the Plans administered by HCPH a Personal Information Statement in order to confirm information contained in the records of HCPH with respect to the Plans. Upon receiving the Personal Information Statement, it is important that you review it carefully to confirm that all of the information is correct and that you make any corrections and return the Personal Information Statement to the Monitor in accordance with the instructions set out therein by no later than 5:00 p.m. (Toronto time) on June 18, 2010.

If you are receiving any payments or benefits under one or more Plans administered by HCPH or believe that you are entitled to participate in such Plans and you do not receive a Personal Information Statement, you can obtain a Personal Information Statement by contacting the Monitor at the contact information below and you must return the completed Personal Information Statement to the Monitor in accordance with the instructions set out therein by no later than 5:00 p.m. (Toronto time) on June 18, 2010.

If you do not complete and return a copy of the Personal Information Statement to the Monitor by the deadline set out above, your information as set out in the books and records of HCPH (if such books and records show you as being a member of a Plan) shall be deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and HCPH's actuaries and administrators in respect of the Plans, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of members entitled to benefits under or in respect of any of the Plans, and you will be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan. If you do not complete and return a copy of the Personal Information Statement to the Monitor by the deadline set out above and you are not a member of any Plan according to the books and records of HCPH, you will be forever barred from asserting any right, claim or entitlement under or in respect of any Plan, shall not be entitled to any further notice in respect of any Plan and shall not be entitled to participate as a Plan Member in these proceedings.

If you have any questions, please contact the Monitor at:

Tel: 1-888-274-4344
Email: hcp.h.monitor@ca.ey.com
Fax: 416 943 3300 (Attention: Franca Mazzulla)

A copy of the April [15] Order and other public documents relating to these proceedings can be found on the Monitor's website at www.ey.com/ca/hcph

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
(Stay Extension)

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)
Mark Smyth (LSUC #47278L)
Tel: 416-863-1200
Fax: 416-863-1716

Lawyers for the Applicant

15 April 2010

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.

Apr. 15. /10

Court File No. 09-8503-00CL

Having read the Anchen record and the 2nd Report of the monitor & heard from Counsel including Counsel for the Petitioner & representative I am satisfied that the story of tension has been granted & accept that Counsel may return should the issue of winding up ~~be~~ addressed. I am also satisfied that the Anchen. I am also satisfied that the same ~~proposed~~ claim is more likely to be of the same is here by affirmed as is the monitor. In respect of the actual has as well as those of the CAC. all as set out in the story of tension & claim is more likely to be

Calamity

ONTARIO

SUPERIOR COURT OF JUSTICE
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MOTION RECORD

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

Derek Bell (LSUC #434200)

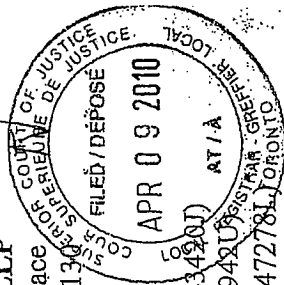
Raj Sahni (LSUC #429420)

Mark Smyth (LSUC #472781)

Tel: 416-863-1200

Fax: 416-863-1716

Lawyers for the Applicant



**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
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Proceedings commenced in Toronto

**AFFIDAVIT OF
DENNIS M. BYRD**

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

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