

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

THE HONOURABLE

MR. JUSTICE

T McEwen

)

THURSDAY, THE 13th

)

DAY OF November 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 PROPOSED PLAN OF COMPROMISE
OR ARRANGEMENT WITH RESPECT TO **HOLLINGER INC.,
4322525 CANADA INC. AND SUGRA LIMITED**

Applicants

ORDER

(Service and Notice re Black Settlement Agreement)

THIS MOTION brought by the Applicants for an Order providing for the notice of this motion and any other motions relating to the release and settlement agreement between Hollinger Inc. ("**Hollinger**"), Conrad M. Black ("**Black**"), Barbara Amiel-Black ("**Amiel-Black**" and together with Black, the "**Blacks**"), and certain private companies owned and controlled by the Blacks being Moffat Management Inc., Black-Amiel Management Inc., Conrad Black Capital Corporation, 1269940 Ontario Limited and 2753421 Canada Limited (collectively, the "**Blacks' Companies**") dated November 10, 2014 (the "**Black Release and Settlement Agreement**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Applicants dated November 12, 2014, and on hearing the submissions of counsel for the Applicants, Black, Amiel-Black and such other counsel as were present, and on being advised that the Service List including all Persons who

filed Notices of Appearance in accordance with the Service and Notice Procedure Order dated November 12, 2010 were served electronically with the Applicants' motion materials:

1. **THIS COURT ORDERS** that the defined terms of this Order adopt the definitions found in this Court's Service and Notice Procedure Order of November 12, 2010 (the "**November 12, 2010 Order**", appended hereto and marked as Schedule "A"), except where otherwise noted.
2. **THIS COURT ORDERS** that the service of this motion and any other motions, orders or materials relating to the Black Release and Settlement Agreement upon the updated Service List (which includes all Persons who have provided a Notice of Appearance in accordance with the November 12, 2010 Order and all Defendants) in accordance with paragraph 6 below shall constitute good and sufficient notice and service upon the Creditors, Defendants, Shareholders and all other affected Persons of the Black Release and Settlement Agreement, the Black settlement approval motion (the "**Approval Motion**") and all related motions and Orders, and that no form of service or notice is required to be provided by any of the Applicants, CRO or the Monitor to any other Person and no other documents or materials need be served on any Person in respect of the Approval Motion.
3. **THIS COURT ORDERS** that any Person who filed a Notice of Appearance in accordance with the November 12, 2010 Order is entitled to participate in the Approval Motion and all motions related thereto.

4. **THIS COURT ORDERS** that any Person who did not file a Notice of Appearance in accordance with the November 12, 2010 Order:
 - (a) Shall not be entitled to appear or be heard at the Approval Motion or any related motions or to receive any notice of, or materials or documentation relating to, arising out of or in conjunction with the Approval Motion or related motions;
 - (b) Shall be bound by the terms of any order issued in relation to the Approval Motion or any related motions;
 - (c) Shall be forever barred and enjoined from making any objection or opposition to, disputing in any manner whatsoever or appealing or moving to set aside or vary the Black Release and Settlement Agreement, any order issued in relation to the Approval Motion, or any other documents, Orders or proceedings with respect to, arising out of or in connection with the Black Release and Settlement Agreement or the Approval Motion.
5. **THIS COURT ORDERS** that the Monitor and the CRO shall have the same protections as those afforded to them in paragraphs 11 and 12, respectively, of the November 12, 2010 Order.
6. **THIS COURT ORDERS** that service pursuant to this Order may be made by forwarding true copies by pre-paid ordinary mail, courier, personal delivery or electronic or digital transmission. Any service by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next business date following the date sent, or if sent by pre-paid ordinary mail, on the fourth business day after mailing.

7. **THIS COURT ORDERS** that any interested party (including the Applicants and the Monitor) may apply to this Court for directions in relation to this Order or to vary or amend this Order on not less than seven days' notice to any other party or parties likely to be affected by the Order sought or upon such other notice, if any, as this Court may order.
8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

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



NOV 13 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 PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
HOLLINGER INC., 4322525 CANADA INC. AND SUGRA LIMITED*

Court File No.: **07-CL-7120**

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

Proceedings commenced at **Toronto**

BLACK SERVICE AND NOTICE ORDER

Thornton Grout Finnigan LLP
Barristers and Solicitors
Suite 3200, P.O. Box 329
Toronto-Dominion Centre
Toronto, Ontario
M5K 1K7

Megan Keenberg (LSUC# 53735G)
Tel: 416-304-1127
Fax: 416-304-1313

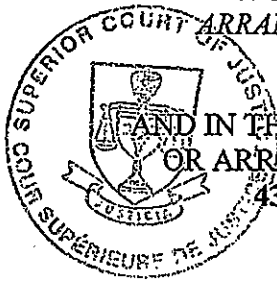
Lawyers for the Applicants

SCHEDULE "A"

Court File No. 07-CL-7120

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

THE HONOURABLE) FRIDAY, THE
MR. JUSTICE CAMPBELL) 12TH DAY 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 PROPOSED PLAN OF COMPROMISE
OR ARRANGEMENT WITH RESPECT TO **HOLLINGER INC.,
4322525 CANADA INC. AND SUGRA LIMITED**

Applicants

SERVICE AND NOTICE PROCEDURE ORDER

THIS MOTION made by the Applicants for an Order, inter alia, establishing a service and notice process in respect of a motion to be brought to approve certain settlements reached for the benefit of the Applicants and their stakeholders regarding certain claims and causes of action in favour of the Applicants was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants' Notice of Motion dated October 29, 2010, the Affidavit of the Chief Restructuring Officer of the Applicants sworn on October 29, 2010 (the "**CRO Affidavit**"), filed, the Fourteenth Report of Ernst & Young Inc. in its capacity as Court-appointed monitor of the Applicants (the "**Monitor**") dated November 2, 2010 (the "**Fourteenth Report**"), filed, the Supplemental Affidavit of the Chief Restructuring Officer of the Applicants

sworn on November 5, 2010, filed and on hearing from counsel for the Applicants, the Monitor and such other counsel as were present and on being advised that the Service List as of November 1, 2010 was served electronically with the Applicants' Motion Record,

DEFINITIONS

1. **THIS COURT ORDERS** that for the purposes of this Order, in addition to the terms defined elsewhere in this Order, the following terms shall have the following meanings:

- (a) **"Business Day"** means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
- (b) **"CCAA"** means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
- (c) **"Claims Order"** means the Order of this Court dated May 21, 2008, as amended by the Order of this Court dated November 26, 2008 and as further amended by the Order of this Court dated November 10, 2009 as such Order may be further supplemented, amended or varied from time to time by this Court;
- (d) **"Court"** means the Ontario Superior Court of Justice (Commercial List);
- (e) **"Creditor"** means any Person having a Claim (as defined in the Claims Order or the Non-Applicant Claims Order) for which they filed a proof of claim against one of the Applicants or Non-Applicants that has not been finally disallowed in full in accordance with those Orders and which term includes, without limitation, any transferee or assignee of a Claim or a trustee, liquidator, receiver, receiver and manager or other Person acting on behalf of such Person;

- (f) **"CRO"** means the Chief Restructuring Officer of the Applicants which is BlueTree Advisors Inc., using the services of its sole officer and director, William E. Aziz, appointed as an officer of this Court pursuant to the Multi-Party Settlement Order;
- (g) **"Defendants"** means all Persons against whom any of the Applicants have commenced legal proceedings or with whom any of the Applicants have entered into tolling agreements and which includes, without limitation, a trustee, liquidator, receiver and manager or other Person acting on behalf of such Person;
- (h) **"Indenture Trustees"** means HSBC Bank USA, National Association and Delaware Trust Company, National Association;
- (i) **"Initial Order"** means the Order of this Court dated August 1, 2007 as such Order may be supplemented, amended or varied from time to time by this Court;
- (j) **"KPMG Settlement"** means the settlement reached among the KPMG Settlement Parties pursuant to the KPMG Settlement Agreement;
- (k) **"KPMG Settlement Agreement"** means the Settlement Agreement dated October 1, 2010, among the KPMG Settlement Parties, a redacted copy of which is attached as Exhibit "C" to the CRO Affidavit;
- (l) **"KPMG Settlement Parties"** means, collectively, the Applicants and their existing subsidiaries (but not including the Chicago Newspapers Liquidation Corp. formerly known as Sun Times Media Group, Inc. and its subsidiaries), the Litigation Trustee and KPMG LLP Canada, KPMG LLP (U.S.), all other member firms of KPMG International and their related or affiliated entities and their

respective past, present and future partners, officers, directors, employees, servants, agents, assigns, insurers and counsel (collectively, the "KPMG Releasees");

- (m) **"Litigation Trustee"** means John D. Ground, Q.C. (retired judge) appointed as an officer of this Court pursuant to the Multi-Party Settlement Order;
- (n) **"Motion Record"** means the Notice of Motion, the CRO Affidavit, including a redacted version of the KPMG Settlement Agreement and a redacted version of the Torys Settlement Agreement, and the draft Settlement Approval Orders;
- (o) **"Multi-Party Settlement Order"** means the Order of this Court dated May 21, 2008, as amended by the Order of this Court dated July 3, 2008 as such Order may be further supplemented, amended or varied from time to time by this Court;
- (p) **"Non-Applicant Claims Order"** means the Order of this Court dated August 27 2008, as amended by the Order of this Court dated November 26, 2008 and as further amended by the Order of this Court dated November 10, 2009 as such Order may be further supplemented, amended or varied from time to time by this Court;
- (q) **"Notice"** means the notice of the Settlement Approval Motion to the Creditors, the Defendants, the Shareholders and any other affected Person in substantially the form attached as Schedule "A";
- (r) **"Notice of Appearance"** means the notice delivered by a Creditor or Shareholder to the Monitor and its counsel pursuant to paragraph 7, which shall be substantially in the form attached as Schedule "B";

- (s) **"Notice of Appearance Bar Date"** means noon (EST) on December 3, 2010;
- (t) **"Person"** includes any individual, partnership, joint venture, trust, corporation, unlimited liability company, unincorporated organization, government body or agency or instrumentality thereof, or any other judicial entity howsoever designated or constituted;
- (u) **"Service List"** means the most current Service List in these proceedings;
- (v) **"Settlement Approval Motion"** means the motion for, among other things, Court approval of the KPMG Settlement Agreement and the Torys Settlement Agreement and all transactions and documents related thereto, which is to be heard by the Court on a date to be set by the Court at a 9:30 a.m. Scheduling Hearing on December 6, 2010;
- (w) **"Settlement Approval Orders"** means the Orders to be sought from the Court approving, among other things, the KPMG Settlement Agreement and the Torys Settlement Agreement and all transactions and documents relating thereto;
- (x) **"Settlement Document Package"** means a document package that includes a copy of the Notice, Notice of Appearance, Motion Record including a redacted copy of the KPMG Settlement Agreement and a redacted copy of the Torys Settlement Agreement, the draft Settlement Approval Orders, the Fourteenth Report, this Order and such other materials as the Monitor or the CRO may consider appropriate or desirable;

- (y) **"Shareholders"** means the past and present holders of all issued and outstanding shares in the capital stock of the Applicant, Hollinger Inc., whether common or preferred, and including any warrants, options or other rights therein;
- (z) **"Torys Settlement"** means the settlement reached among the Torys Settlement Parties pursuant to the Torys Settlement Agreement;
- (aa) **"Torys Settlement Agreement"** means the Settlement Agreement dated March 26, 2010, among the Torys Settlement Parties, a redacted copy of which is attached as Exhibit "A" to the CRO Affidavit;
- (bb) **"Torys Settlement Parties"** means Hollinger Inc., the Litigation Trustee, Torys LLP (Ontario) and Torys LLP (New York); and
- (cc) **"Website"** means the website of the Monitor at www.ey.com/ca/hollinger.

MONITOR'S ROLE

2. **THIS COURT ORDERS AND DIRECTS** that the Monitor, in addition to its duties under the CCAA, the Initial Order and any other Orders in these proceedings, is hereby empowered to take such other actions and fulfill such other roles as are authorized by this Order and the CCAA and that, in taking such other actions and in fulfilling such other roles, the Monitor shall have the protections given to it in the Initial Order and this Order, including without limitation the protections provided in paragraph 11 of this Order.

CRO'S ROLE

3. **THIS COURT ORDERS AND DIRECTS** that the CRO, in addition to its prescribed rights and obligations under the Multi-Party Settlement Order and any other Orders in these proceedings, is hereby empowered to take such other actions and fulfill such other

roles as are authorized by this Order and that, in taking such other actions and fulfilling such other roles, the CRO shall have the protections given to it in the Multi-Party Settlement Order and this Order, including without limitation, the protections provided in paragraph 12 of this Order.

NOTICE

4. THIS COURT ORDERS that:

- (a) as soon as practicable, but in any event no later than two (2) days following the making of this Order, the Monitor shall post a copy of the Settlement Document Package on its Website;
- (b) as soon as practicable, but in any event no later than seven (7) days following the making of this Order, the Monitor, with the assistance of the CRO, shall send a copy of the Notice to each of the Creditors to the address provided in their proof of claim filed in accordance with the Claims Order or Non-Applicant Claims Order, as applicable;
- (c) as soon as practicable, but in any event no later than seven (7) days following the making of this Order, the Monitor, with the assistance of the CRO shall send a copy of the Notice to each of the Defendants at their last known address, if any, according to the records of the Applicants;
- (d) as soon as practicable, but in any event no later than seven (7) days following the making of this Order, the Monitor shall cause the Notice to be published in *The Globe and Mail* (National Edition) and the *Wall Street Journal*;

(e) the Applicants shall serve the Motion Record on the Service List by electronic service in a manner described in paragraph 10 herein;

5. **THIS COURT ORDERS** that service by the Applicants of the Motion Record on the Service List, by the Monitor of the Notice on the Creditors and the Defendants, posting of the Settlement Document Package on the Website and publication of the Notice in the manner set forth herein shall constitute good and sufficient service upon the Creditors, the Defendants, the Shareholders and all other affected Persons of notice of the Settlement Approval Motion, the Motion Record, the KPMG Settlement, the KPMG Settlement Agreement, the Torys Settlement, the Torys Settlement Agreement, the Settlement Approval Orders, this Order, the Notice of Appearance Bar Date and related deadlines and procedures set forth herein and that no other form of service or notice need be made by any of the Applicants, the CRO or the Monitor to any other Person and no other documents, or materials need be served on any Person in respect of the Settlement Approval Motion, except as provided in paragraph 10 of this Order.
6. **THIS COURT ORDERS** that the form and substance of each of the Notice and the Notice of Appearance, substantially in the forms as attached as Schedule "A" and "B", respectively, to this Order are hereby approved, subject to the Applicants, the CRO and the Monitor making such minor or non-material amendments to such forms as the Applicants, the CRO and the Monitor consider necessary or desirable.

NOTICE OF APPEARANCE BAR DATE

7. **THIS COURT ORDERS** that any Person intending to file a Notice of Appearance must do so by sending it to the Monitor, with a copy to the Monitor's counsel, Lenczner Slaght

Royce Smith Griffin LLP, so that such Notice of Appearance is received by the Monitor and its counsel on or before the Notice of Appearance Bar Date, as provided for by the terms of the Notice of Appearance.

8. **THIS COURT ORDERS** that, if a Notice of Appearance is sent to the Monitor, with a copy to its counsel, and such Notice of Appearance is received by the Monitor and its counsel on or before the Notice of Appearance Bar Date:

- (a) the parties by so sending the Notice of Appearance may appear in person or through such party's own counsel at such party's own expense with respect to the Settlement Approval Motion;
- (b) upon receipt of each Notice of Appearance, the Monitor shall send the submitting party a receipt acknowledging the filing of such Notice of Appearance;
- (c) within two (2) days following the Notice of Appearance Bar Date, the Monitor shall, by way of a Monitor's Report or otherwise at the discretion of the Monitor, provide the Service List with a list of the Notices of Appearance received in accordance with this Order that have not been withdrawn; and
- (d) the Monitor shall send copies of the Notices of Appearance received in accordance with this Order that have not been withdrawn to the Applicants and counsel for the KPMG Settlement Parties, counsel for the Torys Settlement Parties and counsel for the Indenture Trustees.

9. **THIS COURT ORDERS** that any Person that does not send a Notice of Appearance as provided for herein which is received by the Monitor and its counsel on or before the Notice of Appearance Bar Date:

- (a) shall not be entitled to appear or be heard at the Settlement Approval Motion, or to receive any further notice of, or materials or documentation relating to, arising out of, or in conjunction with, the Settlement Approval Motion;
 - (b) shall be bound by the terms of the Settlement Approval Orders and all other related Orders as may be subsequently made in these proceedings; and
 - (c) shall be forever barred and enjoined from making any objection or opposition to, disputing in any manner whatsoever or appealing or moving to set aside or vary the Settlement Approval Orders, the KPMG Settlement, the KPMG Settlement Agreement, the Torys Settlement, the Torys Settlement Agreement or any other documents, Orders or proceedings with respect to, arising out of, or in connection with the Settlement Approval Motion, the Settlement Approval Orders, the KPMG Settlement, the KPMG Settlement Agreement, the Torys Settlement and the Torys Settlement Agreement.
10. **THIS COURT ORDERS** that the Applicants shall be required to serve the motion materials relating to the Settlement Approval Motion on the Service List on or before November 26, 2010 and shall be required to serve the motion materials relating to the Settlement Approval Motion on any Person who has filed a Notice of Appearance as provided for herein which was received by the Monitor and its counsel on or before the Notice of Appearance Bar Date, unless such Person has withdrawn the Notice of Appearance, within two days of receipt of the Notice of Appearance and in any event on or before December 3, 2010.

PROTECTIONS FOR THE MONITOR AND CRO

11. **THIS COURT ORDERS** that (i) in carrying out the terms of this Order, the Monitor shall have all of the protections provided for it by the CCAA and the Initial Order or as an officer of this Court, including the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of its duties under this Order, (iii) the Monitor shall be entitled to rely on the books and records of the Applicants, the Proof of Claim filed in accordance with the Claims Order, and any other information provided by the Applicants, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records, Proofs of Claim or information.
12. **THIS COURT ORDERS** that (i) in carrying out the terms of this Order, the CRO shall have all the protections provided for it by the Multi-Party Settlement Order, (ii) the CRO shall incur no liability or obligation as a result of assisting the Monitor in the carrying out of the provisions of this Order, (iii) the CRO shall be entitled to rely on the books and records of the Applicants, the Proofs of Claim filed in accordance with the Claims Order and any other information provided by the Applicants, all without independent investigation, and (iv) the CRO shall not be liable for any claims or damages resulting from any errors or omissions in such books, records, Proofs of Claim or information.

DIRECTIONS

13. **THIS COURT ORDERS** that any Applicant, the CRO or the Monitor may, at any time, and with such notice to the KPMG Settlement Parties, the Torys Settlement Parties, the Indenture Trustees or other Persons as this Court may require, seek directions from the

Court with respect to this Order and the process set out herein, including the forms attached as Schedules hereto.

SERVICE AND NOTICE

14. **THIS COURT ORDERS** that the Monitor, the CRO or the Applicants, as the case may be, are at liberty to deliver the Notice and any letters, notices or other documents to interested Persons by forwarding true copies thereof by pre-paid ordinary mail, courier, personal delivery or electronic or digital transmission. Any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next business day following the date sent or, if sent by pre-paid ordinary mail, on the fourth business day after mailing.
15. **THIS COURT ORDERS** that the Notice of Appearance to be given under this Order by any Person to the Monitor shall be in writing in substantially the form provided for in this Order and will be sufficiently given only if given by pre-paid ordinary mail, courier, personal delivery or electronic or digital transmission and addressed to and received by:

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Inc. and others
222 Bay Street
Toronto, ON M5K 1J7

Attention: Christopher Mediratta
Email: christopher.mediratta@ca.ey.com
Fax: (416) 943-3300

With a copy to:

Lenczner Slaght Royce Smith Griffin LLP
Lawyers for the Monitor of Hollinger Inc. and others
130 Adelaide Street West, Suite 2600
Toronto, Ontario M5H 3P5

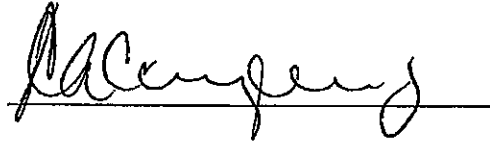
Attention: Peter Griffin

Email: pgriffin@litigate.com
Fax: 416-865-9010

Any such notice or other communication by any Person shall be deemed received only upon actual receipt thereof during normal business hours on a Business Day.

TIMETABLE FOR SETTLEMENT APPROVAL MOTION

16. **THIS COURT ORDERS** that a 9:30 a.m. Scheduling Hearing shall be held on December 6, 2010 to set a date for the Settlement Approval Motion and establish a timetable for the exchange of materials prior to the Settlement Approval Motion.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
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SCHEDULE "A"
(NOTICE FORM ATTACHED)

**NOTICE CONCERNING HOLLINGER INC., 4322525 CANADA INC.
AND SUGRA LIMITED
(hereinafter collectively referred to as the "Applicants")**

RE: NOTICE OF SETTLEMENT OF CLAIMS AND CAUSES OF ACTIONS IN FAVOUR OF THE APPLICANTS INVOLVING KPMG LLP CANADA (THE "KPMG SETTLEMENT"), TORYS LLP (ONTARIO) AND TORYS LLP (NEW YORK) (THE "TORYS SETTLEMENT"), AND NOTICE OF A BAR DATE RELATING TO THE KPMG SETTLEMENT AND THE TORYS SETTLEMENT AND AN ORDER APPROVING THESE SETTLEMENTS

The Applicants and the Court-appointed Litigation Trustee have entered into two settlement agreements (collectively, the "Settlements") in respect of which Court Orders will be sought.

The KPMG Settlement Agreement settles all claims and causes of action advanced by Hollinger Inc. on its own behalf and on behalf of all other CCAA applicants and their subsidiaries other than Chicago Newspaper Liquidation Corp. (formerly known as Sun-Times Media Group) and its subsidiaries. In return for payment by KPMG of the settlement amount and withdrawal of KPMG's claims against the Applicants, Hollinger is seeking a Court ordered release in favour of KPMG LLP Canada, KPMG LLP (U.S.), all other member firms of KPMG International and their related or affiliated entities and their respective past, present and future partners, officers, directors, employees, servants, agents, assigns, insurers and counsel (collectively, the "KPMG Releasees"). The intent of the release is to eliminate any basis for any direct or indirect claim by any Person against the KPMG Releasees in any way relating to the subject matter of the KPMG Settlement, save and except claims based on a final judgment that a plaintiff suffered damages or, if under civil law, prejudice as a direct result of the plaintiff's reliance on express fraudulent misrepresentation made by any or all of the KPMG Releasees or their agents when any or all the KPMG Releasees had actual knowledge that the misrepresentation was false.

The Torys Settlement Agreement settles all claims and causes of action advanced by Hollinger Inc. on its own behalf and on behalf of all other CCAA applicants and their subsidiaries other than Chicago Newspaper Liquidation Corp. (formerly known as Sun-Times Media Group) and its subsidiaries. In return for payment by Torys of the settlement amount and Torys agreement that it will not file any claims against the estates of any of the Applicants, Hollinger is seeking a Court ordered release in favour of Torys and its past, present and future partners, employees, directors, officers, affiliates, agents, advisors, insurers and their predecessors, successors and assigns (collectively, the "Torys Releasees"). The intent of the release is to eliminate any basis for any direct or indirect claim by any Person against the Torys Releasees in any way relating to the subject matter of the Torys Settlement, save and except claims based on a final judgment that a plaintiff suffered damages or, if under civil law, prejudice as a direct result of the plaintiff's reliance on express fraudulent misrepresentation made by any or all of the Torys Releasees or their agents when any or all the Torys Releasees had actual knowledge that the misrepresentations was false.

The Settlements and the Settlement Approval Orders sought contain terms and provisions that may compromise, limit or release certain of your rights. Please consult the Settlement Document Package for more details at the Monitor's website www.ey.com/ca/hollinger.

This Notice is being published pursuant to an Order of the Superior Court of Justice (the "Court") made November 12, 2010 (the "Service and Notice Procedure Order"). This Notice has been approved by the Court pursuant to the Service and Notice Procedure Order. A copy of this Notice will be sent to Creditors and Defendants (as defined in the Service and Notice Procedure Order) on or before November 19, 2010 in accordance with the Service and Notice Procedure Order. Persons may obtain a Settlement Document Package, including the forms of the Settlement Approval Orders, further details of the KPMG Settlement Agreement and the Torys Settlement Agreement and a form of Notice of Appearance (the "Notice of Appearance"), from the Monitor's website at www.ey.com/ca/hollinger.

A motion for approval and implementation of the Settlements including for the barring and release of certain claims (the "Settlement Approval Motion") is to be heard on a date to be set by the Court at a 9:30 a.m. Scheduling Hearing on December 6, 2010. If you wish to attend and be heard at the Settlement Approval Motion, a Notice of Appearance must be submitted by pre-paid ordinary mail, courier, email or fax to the Monitor and its counsel, Lenczner Slaght Royce Smith Griffin LLP, at the following addresses:

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Inc. and
others
222 Bay Street
Toronto, ON M5K 1J7

Attention: Christopher Mediratta
Email: christopher.mediratta@ca.ey.com
Fax: (416) 943-3300

Lenczner Slaght Royce Smith Griffin LLP
Lawyers for the Monitor of Hollinger Inc. and
others
130 Adelaide Street West, Suite 2600
Toronto, Ontario M5H 3P5

Attention: Peter Griffin
Matthew Lerner
Email: pgriffin@litigate.com
mlerner@litigate.com
Fax: 416-865-9010

All Notices of Appearance must be received by the Monitor and its counsel by noon (EST) on December 3, 2010 (the "Notice of Appearance Bar Date"). It is your responsibility to ensure that the Monitor and its counsel receive your Notice of Appearance by the Notice of Appearance Bar Date if you wish to appear and be heard. If you file a Notice of Appearance by the Notice of Appearance Bar Date you must be represented in person or through legal counsel at your own expense with respect to the Settlement Approval Motion and any other proceedings regarding the Settlements in which you wish to participate.

PERSONS WILL BE BOUND BY ALL TERMS OF THE SETTLEMENT APPROVAL ORDERS AND WILL BE BARRED AND ENJOINED FROM OBJECTING TO, DISPUTING IN ANY MANNER WHATSOEVER, APPEALING OR MOVING TO SET ASIDE OR VARY THE SETTLEMENTS OR THE SETTLEMENT APPROVAL

ORDERS IF A NOTICE OF APPEARANCE IS NOT RECEIVED BY THE MONITOR AND ITS COUNSEL ON OR BEFORE THE NOTICE OF APPEARANCE BAR DATE AND SUCH PERSON DOES NOT ATTEND IN PERSON OR BY LEGAL COUNSEL AT THE SETTLEMENT APPROVAL MOTION TO BE HEARD ON A DATE TO BE SET BY THE COURT AT A 9:30 A.M. SCHEDULING HEARING ON DECEMBER 6, 2010 AT THE COURTHOUSE, 8TH FLOOR, 330 UNIVERSITY AVENUE, TORONTO, ONTARIO.

DATED at Toronto this ► day of ►, 2010.

SCHEDULE "B"
(NOTICE OF APPEARANCE FORM ATTACHED)

**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 PROPOSED PLAN OF COMPROMISE
OR ARRANGEMENT WITH RESPECT TO HOLLINGER INC.,
4322525 CANADA INC. AND SUGRA LIMITED**

Applicants

NOTICE OF APPEARANCE

TO: ERNST & YOUNG INC.
Court-appointed Monitor of Hollinger Inc, and
others
222 Bay Street
Toronto, Ontario
Canada M5K 1J7

AND TO: LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP
Lawyers for the Monitor of Hollinger Inc. and
others
130 Adelaide Street West
Suite 2600
Toronto, Ontario
Canada M5H 3P5

Attention: Christopher Mediratta
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Email: christopher.mediratta@ca.ey.com
Fax: (416) 943-3300

Attention: Peter Griffin
Matthew Lerner
Email: pgriffin@litigate.com
mlerner@litigate.com
Fax: (416) 865-9010

I, _____ (please check at least on of the following boxes as
applicable: (insert name)

- ☐ am a Creditor of the Applicants or the Non-Applicants;
- ☐ am an officer of a Creditor.
- ☐ am a current or former Shareholder of Hollinger Inc.;
- ☐ am a Defendant; or
- ☐ am another affected Person;

Under the Order of Mr. Justice Campbell dated ►, 2010, Persons who wish to appear and be heard on the motion to be scheduled at a 9:30 a.m. Scheduling Hearing on December 6, 2010 (the "Settlement Approval Motion") to approve the settlements described in the Notice sent to such parties (the "Settlements") may do so by filing this Notice of Appearance with the Monitor and Lenczner Slaght Royce Smith Griffin LLP by way of fax/email/regular mail/courier provided that such Notice of Appearance is received by the Monitor and its counsel on or before noon (EST) on December 3, 2010.

I hereby notify the Monitor that: (a) I intend to appear at the Settlement Approval Motion; and (b) I will appear in person or through my own counsel at my own expense at the Settlement Approval Motion and to the extent I wish to appear in any other proceedings relating to the Settlements.

Failure to file a Notice of Appearance with the Monitor and its counsel on or before noon (EST) on December 3, 2010 will result in you being bound by all terms of the Settlement Approval Orders and in you being forever barred and enjoined from objecting to, opposing, disputing in any manner whatsoever, appealing or moving to set aside or vary the Settlements and the Settlement Approval Orders.

Date

Signature

My contact information for service is as follows: My lawyer's address for service is as follows:

(please insert an email address for service or a street address if you do not have an email address)

(please complete the above information for the lawyer, if any, you have retained to represent you at the Settlement Approval Motion)

My contact phone number is as follows:

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT
WITH RESPECT TO HOLLINGER INC., 4322525 CANADA INC. AND SUGRA LIMITED

Court File No.: 07-CL-7120

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

Proceedings commenced at Toronto

**SERVICE AND NOTICE PROCEDURE ORDER
(NOVEMBER 12, 2010)**

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Toronto, ON M5K 1K7

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Solicitors for the Applicants and the Non-Applicants

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT
WITH RESPECT TO **HOLLINGER INC., 4322525 CANADA INC. AND SUGRA LIMITED**

Court File No.: 07-CL-7120

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

Proceedings commenced at **Toronto**

ORDER
(Service and Notice re Black Settlement Agreement)

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