

**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

MOTION RECORD
(returnable on February 23, 2009)

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TAB 1

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
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JOINT NOTICE OF MOTION

**THE APPLICANTS, THE NON-APPLICANTS (AS DEFINED HEREIN)
AND KOSKIE MINSKY LLP, IN ITS CAPACITY AS REPRESENTATIVE COUNSEL
("REPRESENTATIVE COUNSEL")** will make a joint motion before a judge presiding over
the Commercial List on Monday, February 23, 2009 at 10:00 o'clock in the morning or as soon
after that time as the motion can be heard at 330 University Avenue, in the City of Toronto.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order abridging the time for service of this Notice of Motion and the Motion Record herein, if necessary, and dispensing with any further service thereof, such that this motion is properly returnable on February 23, 2009;
2. An Order confirming that the combined efforts undertaken by Domgroup Ltd. ("Domgroup") and Representative Counsel appointed pursuant to the Order of the Honourable Mr. Justice Campbell dated November 26, 2008 (the "Representation Order") to determine all individuals with a Domgroup OPEB Claim (as defined in the Non-Applicant Claims Order dated August 27, 2008 as amended by the Order of the Honourable Mr. Justice Campbell dated November 26, 2008 (as amended, the "Amended Non-Applicant Claims Order"), in particular,

the OPEB Beneficiaries (as defined in the Pilkey Affidavit) were appropriate and directing that no further efforts are required to be undertaken by the Chief Restructuring Officer, the Applicants, the Non-Applicants or Representative Counsel to locate any other individuals that may assert a Domgroup OPEB Claim;

3. An Order excluding the list of individuals annexed as Exhibits “F” and “G” to the Pilkey Affidavit from representation by Representative Counsel under the Representation Order;

4. An Order that any individual whose claim is not filed by Representative Counsel including those individuals listed in Exhibits “F” and “G” to the Pilkey Affidavit:

- (a) shall be and is forever barred from making or enforcing any Domgroup OPEB Claim as against any Non-Applicant and their Directors and Officers, and all such Domgroup OPEB Claims shall be forever extinguished;
- (b) shall be and is hereby forever barred from making or enforcing any Domgroup OPEB Claim as against any other Person who could claim contribution or indemnity from a Non-Applicant; and
- (c) shall not be entitled to any payment or distribution in respect of such Domgroup OPEB Claim at any time;

5. An Order authorizing the Applicants, the Non-Applicants and Representative Counsel, *nunc pro tunc*, to redact any personal information from Exhibits “D”, “E”, “F” and “G” of the version of the Pilkey Affidavit served on any party other than this Honourable Court;

6. An Order sealing the unredacted version of the Pilkey Affidavit filed with this Honourable Court from the public record permanently, subject to further Order of this Honourable Court, in a separate sealed envelope identifying the Court File No. and prominently marked with the following legend:

“CONFIDENTIAL INFORMATION

Pursuant to an Order dated February 23, 2009, this envelope shall remain sealed in the court file permanently, subject to further Order of the Court.”; and

7. Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. On August 1, 2007, the Applicants applied for and were granted protection from their creditors under the *Companies' Creditors Arrangement Act* ("CCAA") pursuant to the Initial Order;

2. A claims process with respect to Domgroup Ltd. ("Domgroup"), 10 Toronto Street Inc., Holcay Holdings Ltd. and 021173 N.B. a.k.a. Willett Foods f/k.a Willett Food Company (collectively, the "Non-Applicants") was commenced pursuant to the Order of the Honourable Mr. Justice Campbell dated August 27, 2008 (the "Non-Applicant Claims Order");

3. The Non-Applicant Claims Order was amended by the Order of the Honourable Mr. Justice Campbell dated November 26, 2008 (the "Amending Order" and the Non-Applicant Claims Order as amended, the "Amended Non-Applicant Claims Order");

4. The purpose of the Non-Applicant claims process is to identify the creditors of the Non-Applicants to allow for payment of third party creditors' claims prior to the dissolution and winding up of the Non-Applicants and the distribution of their net assets to Hollinger;

5. Domgroup's liabilities include aggregate funding obligations in respect of three groups of former employees, namely: (i) retired employees and/or their surviving spouses with OPEB Benefits ("OPEB Beneficiaries"); (ii) those with long-term disability entitlements ("Disability Beneficiaries"); and (iii) pension top-up payments for specified retirees and/or their surviving spouses of the former Dominion Stores ("Pension Beneficiaries");

6. The Amended Non-Applicant Claims Order contemplated the appointment of Representative Counsel by this Honourable Court to act as a legal representative for persons holding Domgroup OPEB Claims, which is defined to encompass the OPEB Beneficiaries, the Disability Beneficiaries and the Pension Beneficiaries;

7. Pursuant to the Representation Order, Koskie Minsky LLP was appointed as Representative Counsel for holders of Domgroup OPEB Claims;

8. As a result of extensions agreed to by the Monitor and the Non-Applicants, the date by which Representative Counsel is required to file its claims is February 27, 2009;
9. The OPEB Beneficiaries were employees of Dominion Stores that retired prior to the sale of these stores by Domgroup in the mid 1980s, their spouses and certain employees that were on long term disability ("LTD") at the time of the sale and who have since reached the age of retirement under the benefit plans, being 65 years of age;
10. Prior to the appointment of Representative Counsel, a list OPEB Beneficiaries (the "OPEB Beneficiaries List") based on all available information was prepared by Joanne Robin Pilkey ("R. Pilkey") a Chartered Accountant and a consultant with the primary responsibility for payroll and benefits for Domgroup;
11. The details of the analysis and investigation conducted by R. Pilkey in order to compile the OPEB Beneficiaries List is described in her Affidavit sworn on February 17, 2009 in support of this motion;
12. The result of R. Pilkey's analysis and investigation is that a number of individuals were not included in the OPEB Beneficiaries List and instead were placed on a Terminated List or a Presumed Deceased List;
13. After Representative Counsel's appointment, the OPEB Beneficiaries List was delivered to Representative Counsel along with a list of Disability Beneficiaries and Pension Beneficiaries;
14. The Terminated List and the Presumed Deceased List were also provided to Representative Counsel;
15. Representative Counsel conducted certain further analysis and investigation to determine if any individuals on the Terminated List were able to be located the details of which are described in the Affidavit of Shallon Garrafa sworn in support of this motion;
16. Representative Counsel's additional searches have resulted in a small number of individuals being located;

17. These individuals have been removed from the Terminated List and the Presumed Deceased List and have been added onto the OPEB Beneficiaries List;
18. The analysis and investigation to prepare the OPEB Beneficiaries List was extensive and the Applicants, the Non-Applicants and the Representative Counsel are collectively of the view no further steps are necessary to identify any further OPEB Beneficiaries;
19. The provisions of the CCAA;
20. Rules 2.03, 3.02 and 37 of the *Rules of Civil Procedure* (Ontario); and
21. Such further and other grounds as counsel may advise and this Honourable Court may deem just.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Affidavit of Joanne Robin Pilkey sworn February 17, 2009;
2. The Affidavit of Shallon Garrafa sworn February 18, 2009; and
3. Such further and other material as counsel may advise and this Honourable Court may permit.

February 18, 2009

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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 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)

Proceeding Commenced at Toronto

JOINT NOTICE OF MOTION
(RETURNABLE ON FEBRUARY 23, 2009)

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TAB 2

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
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OR ARRANGEMENT WITH RESPECT TO **HOLLINGER INC.,
4322525 CANADA INC. and SUGRA LIMITED**

Applicants

**AFFIDAVIT OF JOANNE ROBIN PILKEY
(sworn February 17, 2009)**

I, **Joanne Robin Pilkey**, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am a Chartered Accountant and a consultant with the primary responsibility for payroll and benefits for Hollinger Inc. ("Hollinger"), Domgroup Ltd. ("Domgroup") and 10 Toronto Street Inc. ("TSI"). I have personal knowledge of the facts to which I hereinafter depose in this Affidavit. To the extent that I do not possess personal knowledge, I have stated the source of my information and, in all cases, believe such information to be true.
2. I was hired by Hollinger as a consultant for the position Acting Manager – Taxation in May 2004 and incorporated the administration of payroll and benefits for Hollinger, Domgroup and TSI into my responsibilities on or about April 27, 2007.
3. The Manufacturers Life Insurance Company ("Manulife") is the benefit service provider for the Domgroup benefit plans pursuant to an administrative services only contract. The benefit

plan numbers are 85172 (life, also referred to as death benefits), 85173 (extended health care) and 85171 (dental) (collectively, the “OPEB Benefits Plan” and the benefits administered, the “OPEB Benefits”).

4. My responsibilities in payroll and benefits relating to Domgroup include, without limitation, the administration of the OPEB Benefits which encompasses processing claims for death benefits, maintenance of the database of eligible members used by Manulife (the “Manulife Database”) and responding to inquiries from members of the OPEB Benefits Plan.

5. When I took over the administration of the OPEB Benefits, Domgroup’s files were in complete disarray (the “Domgroup Member Files”) and there was not a complete listing of everyone who was entitled to OPEB Benefits under the OPEB Benefits Plan (retirees and, in some cases, their survivors).

6. On August 1, 2007, the Applicants applied for and were granted protection from their creditors under the *Companies’ Creditors Arrangement Act* (“CCAA”) pursuant to the Order of the Honourable Mr. Justice Morawetz dated August 1, 2007 (the “Initial Order”).

The Non-Applicant Claims Process

7. A claims process with respect to Domgroup, TSI, Holcay Holdings Ltd. and 021173 N.B. Limited a.k.a. Willett Foods f.k.a. Willett Food Company (collectively, the “Non-Applicants”) was commenced pursuant to the Order of the Honourable Mr. Justice Campbell dated August 27, 2008 (the “Non-Applicant Claims Order”).

8. The Non-Applicant Claims Order was amended by the Order of the Honourable Mr. Justice Campbell dated November 26, 2008 (the “Amending Order” and the Non-Applicant

Claims Order as amended, the “Amended Non-Applicant Claims Order”). A copy of the Non-Applicant Claims Order and the Amending Order are attached hereto as Exhibit “A” and “B”, respectively.

9. The purpose of the Non-Applicant claims process is to identify the creditors of the Non-Applicants to allow for payment of third party creditors’ claims prior to the dissolution and winding up of the Non-Applicants and the distribution of their net assets to Hollinger.

Appointment of Representative Counsel

10. As previously described in the Monitor’s Ninth Report dated August 22, 2008, Domgroup’s liabilities include aggregate funding obligations in respect of three groups of former employees, namely: (i) retired employees and/or their surviving spouses with OPEB Benefits (“OPEB Beneficiaries”); (ii) those with long-term disability entitlements (“Disability Beneficiaries”); and (iii) pension top-up payments for specified retirees and/or their surviving spouses of the former Dominion Stores (“Pension Beneficiaries”). Some of the former employees in group (iii) are also members of group (i).

11. The Amended Non-Applicant Claims Order contemplated the appointment of Representative Counsel by this Honourable Court to act as a legal representative for persons holding Domgroup OPEB Claims, which is defined as follows:

“Domgroup OPEB Claim” means the right of any Person to assert an existing or future Claim for payment, reimbursement or coverage arising in connection with any post-employment benefit plan involving Domgroup Ltd., whether in relation to medical, dental, disability, life insurance, or other form of benefit, obligation or

payment to which such Person (or others who may be entitled to claim under or through such Person) might be entitled.

This definition encompasses the OPEB Beneficiaries, the Disability Beneficiaries and the Pension Beneficiaries.

12. Pursuant to the Order of the Honourable Mr. Justice Campbell dated November 26, 2008, Koskie Minsky LLP (the “Representation Order”) was appointed as the representative and solicitors for holders of Domgroup OPEB Claims. A copy of the Representation Order is attached hereto as Exhibit “C”.

13. The Amended Non-Applicant Claims Order contemplated that Representative Counsel would file its claims constituting the Domgroup OPEB Claims within 30 days of its appointment or such later time as the Monitor and the Non-Applicants agreed or this Honourable Court Ordered.

14. As a result of extensions agreed to by the Monitor and the Non-Applicants, the date by which Representative Counsel is required to file its claims is February 27, 2009.

The OPEB Beneficiaries

15. The OPEB Beneficiaries were employees of Dominion Stores that retired prior to the sale of these stores by Domgroup in the mid 1980s, their spouses and certain employees that were on long term disability (“LTD”) at the time of the sale and who have since reached the age of retirement under the OPEB Benefit Plans, being 65 years of age.

16. At about the time the Applicants commenced the CCAA proceeding, William Aziz, the Chief Restructuring Officer (“CRO”), and I had discussions about the likelihood that at some point Domgroup would have to be able to produce a listing of who was insured under the OPEB Benefits Plan (i.e. a list of OPEB Beneficiaries) and what benefits they were entitled to receive. Subsequent to these discussions, I compiled a list OPEB Beneficiaries (the “OPEB Beneficiaries List”) based on all available information.

17. After Representative Counsel’s appointment, I delivered the OPEB Beneficiaries List along with a list of Disability Beneficiaries and Pension Beneficiaries to them.

18. In compiling the OPEB Beneficiaries List, approximately 220 individuals with health benefits or health and dental benefits were terminated from the OPEB Benefits Plan and are therefore not included in the OPEB Beneficiaries List, after completing the procedures described in paragraphs 29 and 30 below. A list of terminated members (the “Terminated List”) was provided to Representative Counsel on December 4, 2008. A copy of the Terminated List provided to Representative Counsel is attached hereto as Exhibit “D”.

19. In addition, in compiling the OPEB Beneficiaries List, a number of OPEB Beneficiaries with death benefits were moved to a “presumed deceased” listing, after completing the procedures in paragraph 29 below. The list of presumed deceased members (the “Presumed Deceased List”) was provided to Representative Counsel on December 4, 2008. A copy of the Presumed Deceased List provided to Representative Counsel is attached hereto as Exhibit “E”.

20. I am advised that Representative Counsel has conducted additional searches that have resulted in a small number of individuals being located and therefore removed from the Terminated List and the Presumed Deceased List. An updated Terminated List and Presumed

Deceased List removing the individuals located by Representative Counsel are attached hereto as Exhibit “F” and “G”, respectively.

21. The Applicants, the Non-Applicants and Representative Counsel are seeking an Order from this Honourable Court, among other relief: confirming that the steps taken to determine the OPEB Beneficiaries were appropriate and that no further steps to identify OPEB Beneficiaries are required to be taken by the CRO, Applicants, the Non-Applicants or Representative Counsel; excluding the individuals on the Terminated List and Presumed Deceased List at Exhibit “F” and “G” to my Affidavit from Representative Counsel’s representation; and barring any Domgroup OPEB Claims from individuals on the Terminated List and Presumed Deceased List at Exhibit “F” and “G” to my Affidavit.

22. The details of the analysis and investigation I undertook to compile the list of OPEB Beneficiaries are set out below.

Analysis and Investigation undertaken in respect of the OPEB Beneficiaries List

23. Hollinger’s consolidated financial statements contain a liability for the future costs of the OPEB Benefits Plan so I contacted the actuary, John Richards FSA, FCIA, a Partner at Avalon Actuarial Inc. (“Avalon”) to obtain the back-up for Avalon’s calculation. Mr. Richards provided me with a listing that was used by Avalon to calculate the actuarial liability for the year ended March 31, 2007 (the “Avalon List”). The Avalon List provided the member’s name, certificate number, date of birth and coverage.

24. Mr. Richard's advised me that the Avalon List had originally been provided to Avalon by my predecessor, Mrs. Desaulniers, in early 2004 for the December 31, 2003 valuation and that it had been updated for new deaths for subsequent years.

25. I also met with Manulife's representatives to discuss, among other things, the possibility of obtaining a listing from Manulife of all the individuals insured under OPEB Benefit Plans. I was advised by these representatives that it was not possible to obtain a full listing of insured individuals but that I could access the plan administrator section of Manulife's website and look up individuals by name.

26. I attempted to match the information on the Avalon List with the information in the Domgroup Member Files; however, I realized that there were individuals on the Avalon List that did not have a file in the Domgroup Member Files.

27. I proceeded to search Manulife's website to determine what information I was able to obtain. I was able to compile a list of insured individuals by inserting only the first letter of the last name into the search field as this type of search produced all the insured individuals whose last names began with that letter.

28. Once I had a complete list from Manulife (the "Manulife List"), I compared it to the Avalon List and the Domgroup Member Files.

29. For individuals that were on both the Manulife List and the Avalon List I then undertook the following analysis and investigation:

- (a) If Domgroup had any contact with an individual from or after late 2006 (when Domgroup had completed two negative assurance mailings to retirees one asking

individuals with life insurance if their beneficiary was correct and the second asking individuals whether Domgroup should continue to insure the retiree's spouse) they remained on the OPEB Beneficiaries List;

- (b) If there was no record of recent communication with an individual and their benefit plan included health and/or dental coverage and life insurance, I contacted Manulife and asked for the date of the last paid claim for the individual and for the spouse, in the case of family coverage. If a claim had been made for either member (retiree or spouse) from or after 2006, they remained on the OPEB Beneficiaries List;
- (c) If an individual's benefit plan did not include health and dental coverage (i.e. they are only entitled to life insurance), Manulife was not able to provide any additional information. For these individuals, I reviewed the Domgroup Member Files to determine if an address was available for them. I then searched the address on www.canada411.ca to see if the individual was still listed at the address on file. If the address and the name matched, in most cases they remained on the OPEB Beneficiaries List and no further investigation was undertaken;
- (d) If the member was born prior to 1920 (i.e. over 86 years old at the time of my investigations), I attempted to contact the member. In certain instances, the member had died and I then attempted to locate the beneficiary or estate trustee in order to process the death claim. If the member was alive, the individual remained on the OPEB Beneficiaries List;

- (e) If the address search on www.canada411.ca did not result in a match (for example the person was no longer listed or there was another person living at the address), I would investigate further using a number of different methods including: searching the obituaries on the internet; calling the individual currently living at the member's last known address; calling other people with the same last name as the member in the area of the member's last known address; searching Legion Magazine; calling the building manager of the member's last known address if it was an apartment building; calling seniors residences in the area of the member's last known address; and calling local funeral directors if the member's last known address was in a smaller community. In addition, I would also search the member's beneficiary on www.canada411.ca;
- (f) If after the investigation set out in (e) above, I was unable to locate the individual, they were presumed deceased and removed from the Avalon List and terminated in the Manulife Database. They were not included OPEB Beneficiaries List;
- (g) I then forwarded the presumed deceased information to Manulife's life department which attempted to locate the individuals. Manulife was able to locate some individuals that were still alive and they have been added back on to the Avalon List and into the Manulife Database. These individuals are included on the OPEB Beneficiaries List. In other cases, the beneficiaries were located and death benefits have been paid;
- (h) After sending the list of presumed deceased to Manulife, I also forwarded the list to the National Search Unit ("NSU") at Human Resources Development Canada

to conduct a search. The results of this search are not disclosed to Domgroup but rather NSU requests the individual being searched to contact Domgroup. Any individuals located alive as a result of the NSU search were added back on to the Avalon List and into the Manulife Database. These individuals are included on the OPEB Beneficiaries List. In other cases, NSU located the beneficiaries and death benefits have been paid;

- (i) For individuals who only had health and/or dental benefits (these individuals are usually a survivor of a member (i.e. a widow)), the Domgroup Member Files contained no records. I contacted Manulife and asked for the date of the last paid claim for the individual. If a claim had been made since 2006, no further work was considered necessary and they remained on the OPEB Beneficiaries List;
- (j) If there had been a claim prior to 2006 but since 2004, I attempted to locate the individual through www.canada411.ca and an obituary search on the internet. If I could not locate the individual with this investigation, they were terminated from the OPEB Benefits Plan, removed from the Avalon List and the Manulife Database. They were not included OPEB Beneficiaries List; and
- (k) If an individual's last claim was prior to 2004 or they had never made a claim (quite common), they were terminated them from the OPEB Benefits Plan and removed from the Avalon List and the Manulife Database. They were not included OPEB Beneficiaries List. These individuals (discussed in (i) and (j)) are part of what resulted in Terminated List. Since removing these individuals from the plan, I have only been contacted by three people who had made a claim at

Manulife that was denied because they had been terminated. These three people were added back into the Manulife Database and are now included on the OPEB Beneficiaries List.

30. In addition, there were people who were included in the Manulife Database that were not on the Avalon List. Again, I tried to determine when we had last had contact with these people. These people generally fall within the following three categories:

- (a) Individuals who had been on LTD when Dominion Stores was sold and who subsequently retired. These individuals (17 people) should have been moved to the retiree group and therefore they are included in the OPEB Beneficiaries List once I determined through the methods described above that they were still alive;
- (b) In other cases, it was not clear why the individual was not on the Avalon List. These individuals (a further 17 people) had either made recent claims, been in recent contact with Domgroup or we had beneficiary cards for them and therefore they were added to the Avalon List. These individuals are in the OPEB Beneficiaries List; and
- (c) In all other cases, these individuals had not made any claims since prior to 2004 and in many cases, had never made a claim, or they were born in the late 1800's or early 1900's. From my review, it appeared to me that Domgroup had removed individuals from the Domgroup Member Files and from the list it provided to Avalon to create the Avalon List but had not updated the Manulife Database. These individuals were terminated from the Manulife Database and are not in the

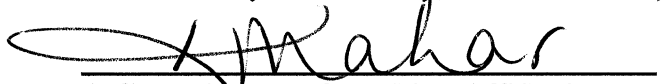
OPEB Beneficiaries List. These individuals are part of what resulted in Terminated List.

Request for a Sealing Order

31. The Terminated Lists and Presumed Deceased Lists attached as Exhibit "D", "E", and "F" and "G" contain personal information including individuals' names, dates of birth and social insurance numbers. This information is only being provided in an unredacted form to this Honourable Court and a sealing Order is being sought.

32. I make this Affidavit in support of the Applicants', Non-Applicants' and Representative Counsel's request for certain relief as set out in the Notice of Motion dated February 17, 2009 and for no other or improper purpose.

SWORN BEFORE ME at the City of)
 Toronto, in the Province of Ontario,)
 this 17th day of February, 2009)


 A Commissioner for taking Affidavits, etc.


 JOANNE ROBIN PILKEY

EXHIBIT “A”

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

THE HONOURABLE MR.) WEDNESDAY, THE 27th DAY
JUSTICE CAMPBELL) OF AUGUST, 2008

**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



NON-APPLICANT CLAIMS ORDER

THIS MOTION made by the Applicants for an Order establishing a claims process for the identification and determination of all Claims (as defined herein) against the following non-Applicant subsidiaries of the Applicants: Domgroup Ltd., 10 Toronto Street Inc., Holcay Holdings Ltd. and 021173 N.B. Limited a.k.a. Willett Foods f/k/a Willett Food Company (collectively, the **"Non-Applicants"**) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants' Notice of Motion dated August 15, 2008, the 9th Report of Ernst & Young Inc. in its capacity as Court-appointed monitor of the Applicants (the **"Monitor"**) and on hearing from counsel for the Applicants, the Monitor, Davidson Kempner Capital Management LLC and certain of its affiliates (collectively, **"DK"**), Sun-Times Media Group, Inc. (**"STMG"**), Delaware Trust Company, National Association, in its capacity as collateral agent and as trustee under an indenture dated as of March 10, 2003 and HSBC Bank USA, National Association, in its capacity as trustee under an indenture dated as of September 30, 2004 (collectively, the **"Indenture Trustees"**), and such other counsel as were present and on being advised that the Service List as of August 15, 2008 was served electronically with the Applicants'

Notice of Motion dated August 15, 2008 herein,

Service

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

Definitions and Interpretations

2. **THIS COURT ORDERS** that, for the purposes of this Order (the “**Non-Applicant Claims Order**”), in addition to the terms defined elsewhere in this Non-Applicant Claims 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) “**Claim**” means:
 - (i) a Secured Claim;
 - (ii) a Domgroup OPEB Claim; and
 - (iii) the rights of any Person whatsoever, including any Secured Creditor, against one or more of the Non-Applicants or the Directors, whether or not asserted and however acquired, in connection with any (a) indebtedness, liability or obligation of any kind of one or more of the Non-Applicants and/or Directors in existence on the Claim Date, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known or unknown, direct or indirect, by guarantee, surety, insurance deductible or otherwise, and whether or not such claim or right arises out of a contract that is executory or anticipatory in nature, (b) right of any Person, including but not limited to any Non Arms-Length Claimant, to assert a claim against the Non-Applicants for any advancement payments or any

indemnification obligations or any claim for contribution, indemnity, damages or payment whether directly or by way of third party claim or otherwise with respect to any matter, action, cause of action or chose in action, whether asserted or not, which is based in whole or in part on facts or circumstances existing as at the Claim Date; (c) any other claims that would have been claims provable in bankruptcy had the applicable Non-Applicant become bankrupt on the Claim Date;

but Claim shall not include any indebtedness, liability or obligation owing by any Non-Applicant to another Non-Applicant, or any indebtedness, liability or obligation owing by a Non-Applicant to any of the Applicants.

- (c) **"Claims Bar Date"** means, with respect to all Claims other than Domgroup OPEB Claims (as defined herein), 5:00 p.m. (Eastern Standard Time) on September 30, 2008, or such later date as may be ordered by this Court. Notwithstanding anything else contained in this Non-Applicant Claims Order, the Claims Bar Date for Domgroup OPEB Claims shall be thirty (30) calendar days following the date of an Order made by this Honourable Court appointing Representative Counsel for all Persons having a Domgroup OPEB Claim;
- (d) **"Claim Date"** means August 27, 2008, which shall be the date for determining all Claims under this Claims Order;
- (e) **"Claims Order"** means the Order of Mr. Justice Campbell dated May 21, 2008 ordering the implementation of a CCAA Claim Process for all claims against the Applicants as set out therein;
- (f) **"Claims Officer"** means David E. Baird, Q.C. appointed by the Court pursuant to paragraph 11 of the Claims Order and paragraph 10 of this Non-Applicant Claims Order;
- (g) **"Creditor"** means any Person having a Claim including any Known Creditor, and includes without limitation the transferee or assignee of a Claim or a trustee, liquidator, receiver, receiver and manager, or other Person acting on behalf of such

Person;

- (h) **“Creditor's Dispute Package”** means a copy of the Notice of Revision or Disallowance associated with the Creditor's Proof of Claim and the Dispute Notice;
- (i) **“CRO”** means the Chief Restructuring Officer of the Applicants and the Non-Applicants, which is BlueTree Advisors Inc., using the services of its sole officer and director William E. Aziz, or such replacement CRO as may be approved by this Court in respect of the Applicants, or as may be appointed by the Non-Applicants;
- (j) **“Directors”** means only those individuals who were, as at July 31, 2007, a director or officer of any one or more of the Non-Applicants or have been, since July 31, 2007, a director or officer of any one or more of the Non-Applicants;
- (k) **“Disputed Claim”** means a Claim or such portion thereof that is disputed by any of the Non-Applicants or the Monitor;
- (l) **“Dispute Notice”** means the notice delivered by a Creditor to the Monitor and the Non-Applicants with respect to a Claim pursuant to paragraph 27 which shall be substantially in the form attached as Schedule ‘E’ hereto;
- (m) **“Domgroup OPEB Claim”** means the right of any Person to assert an existing or future Claim for payment, reimbursement or coverage arising in connection with any post-employment benefit plan involving Domgroup Ltd. or 10 Toronto Street Inc., whether in relation to medical, dental, disability, life insurance or other form of benefit, obligation or payment to which such Person (or others who may be entitled to claim under or through such Person) might be entitled. For greater certainty, a Domgroup OPEB Claim does not include: (i) a Claim in respect of any pension top-up payments for retirees of the former Dominion Stores and / or their surviving spouses (ii) a Claim in respect of any long-term disability payment or entitlement; however each of (i) and (ii) are a Claim for all purposes under this Non-Applicant Claims Order;
- (n) **“Insolvency Proceeding”** means any voluntary or involuntary bankruptcy,

receivership, liquidation, winding up or other realization process or proceeding involving the Non-Applicants at any time whereby the claims of creditors are determined and the assets of the Non-Applicants are distributed for the benefit of their creditors;

- (o) **“Instruction Letter”** means the instruction letter to Creditors, in substantially the form attached as Schedule ‘B’ hereto, regarding the completion of a Proof of Claim by a Creditor and the claims process described herein;
- (p) **“Known Creditor”** means:
 - (i) any Person that the financial or other records of a Non-Applicant as of the Claim Date disclose had, or may be entitled to assert a Claim, where monies in respect of such Claim remain unpaid in full or in part, without acknowledging in any respect the validity or existence of any such Claim;
 - (ii) any Non Arms-Length Claimant (and service or notice to an individual Person shall be deemed to be effective service in respect of any corporate or other Person owned or controlled by such individual Person);
 - (iii) Secured Creditors; and
 - (iv) Representative Counsel (as defined herein), upon his or her appointment by this Honourable Court in respect of and on behalf of all Persons having a Domgroup OPEB Claim;
- (q) **“Multi-Party Settlement”** means the Multi-Party Settlement dated May 14, 2008 among the Applicants, STMG and DK as approved by Order of the Court dated May 21, 2008;
- (r) **“Non Arms-Length Claimant”** means any Person who was a director or officer of any of the Non-Applicants prior to the commencement of the Applicants’ CCAA Proceedings, who was not also an officer or director of any of the Non-Applicants after such date, and all Persons related to such Non Arms-Length Claimant including but not limited to all companies or other legal entities that such Persons own or

control in whole or in part, directly or indirectly;

- (s) **“Notice of Revision or Disallowance”** means the notice delivered by the Monitor to a Creditor in accordance with paragraph 26 hereof which forms part of the Creditor’s Dispute Package, which shall be substantially in the form attached as Schedule ‘D’ hereto;
- (t) **“Notice to Creditors”** means the notice to Creditors for publication in accordance with paragraph 13 hereof, which shall be substantially in the form attached as Schedule ‘A’ hereto;
- (u) **“Person”** means any individual, corporation, limited or unlimited liability company, general or limited partnership, association, trust, group, unincorporated organization, joint venture, government or any agency, regulatory body or instrumentality thereof, legal personal representative or litigation guardian, or any other entity howsoever designated or constituted;
- (v) **“Proof of Claim”** means the form to be completed and filed by a Creditor setting forth its purported Claim, which shall be substantially in the form attached as Schedule ‘C’ hereto and which shall include all supporting documentation in respect of such Claim;
- (w) **“Proof of Claim Document Package”** means a document package which shall include a copy of the Instruction Letter, a Proof of Claim, this Non-Applicant Claims Order and such other materials as the Monitor or Non-Applicants may consider appropriate or desirable;
- (x) **“Representative Counsel”** means counsel appointed by this Honourable Court to act as a legal representative for Persons holding Domgroup OPEB Claims;
- (y) **“Secured Creditor”** means any Creditor holding a Claim, any portion of which is, or was at the Claim Date, a Secured Claim;
- (z) **“Secured Claim”** means, subject to the provisions of any settlement agreement approved by this Honourable Court, that portion of a Claim of a Secured Creditor

that is: (i) secured by security validly charging or encumbering property or assets of any of the Non-Applicants (including statutory and possessory liens that create security interests) up to the value of such collateral; and (ii) duly and properly perfected in accordance with the relevant legislation in the appropriate jurisdiction as of the Claim Date;

(aa) **“Supervising Judge”** means the Honourable Mr. Justice Campbell of the Ontario Superior Court of Justice (Commercial List);

(bb) **“Website”** means the website of the Monitor, www.ey.com/ca/hollinger

3. **THIS COURT ORDERS** that all references to time herein shall mean local time in Toronto, Ontario, Canada, and any reference to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day in Toronto unless otherwise indicated herein.
4. **THIS COURT ORDERS** that all references to the word “including” shall mean “including without limitation”.
5. **THIS COURT ORDERS** that references to the singular herein include the plural, the plural include the singular, and any gender includes the other gender.

General Provisions

6. **THIS COURT ORDERS** that the Monitor is hereby authorized to use reasonable discretion as to the adequacy of compliance with respect to the manner in which Proofs of Claim, Notices of Revision or Disallowance and Dispute Notices are completed and executed, and may, where the Monitor is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Non-Applicant Claims Order as to completion and execution of Proofs of Claim, Notices of Revision or Disallowance and Dispute Notices and to request any further documentation the Monitor may require in order to enable it to determine the validity of a Claim.

Monitor's Role in Claims Process

7. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA and under the Initial Order, shall implement

and oversee the claims process in respect of the Non-Applicants as provided for herein, including the determination of Claims of Creditors as provided for herein, with assistance from the CRO, and is hereby directed and empowered to take such other actions and as are contemplated by this Non-Applicant Claims Order.

8. **THIS COURT ORDERS** that the Monitor may apply to this Court for directions regarding its obligations in respect of the claims process provided for in this Non-Applicant Claims Order.
9. **THIS COURT ORDERS** that neither the Monitor nor the CRO shall have any responsibility or liability with respect to any information, confidential or otherwise, including without limitation, a Proof of Claim Document Package, a Creditor's Dispute Package or otherwise, distributed, circulated or released, whether intentional or unintentional, by the Monitor or CRO relating to the exercise of their powers and discharge of their obligations under this Non-Applicant Claims Order. The Monitor and the CRO shall be entitled to rely on the Non-Applicants' books and records for all purposes including establishing the names and addresses of Known Creditors. The rights and protections afforded to the Monitor under the CCAA and the Initial Order or as an officer of this Court, and the rights and protections afforded to the CRO of the Applicants under the Order of this Court dated May 21, 2008 and pursuant to any indemnity from the Applicants and Non-Applicants, apply to the activities of the Monitor and the CRO under this Order. Neither the Monitor nor the CRO of the Non-Applicants shall incur any liability or obligation as a result of the fulfillment of their respective duties in the carrying out of the provisions of this Non-Applicant Claims Order, save and except for any gross negligence or willful misconduct on their part.

Claims Officer

10. **THIS COURT ORDERS** that, subject to paragraph 7 herein and subject to the discretion of the Court on a motion pursuant to paragraph 30 hereof, the Claims Officer shall determine the validity and amount of Disputed Claims in accordance with this Non-Applicant Claims Order. The Claims Officer shall determine all procedural matters that may arise in respect of its determination, including the manner in which any evidence may be adduced. The Claims

Officer shall have the discretion to determine by whom and to what extent the costs of any hearing before the Claims Officer shall be paid.

11. **THIS COURT ORDERS** that the Claims Officer shall be entitled to reasonable compensation for the performance of its obligations set out in this Non-Applicant Claims Order which shall be paid by the Non-Applicants on the same terms as set out in paragraphs 13 and 14 of the Claims Order.
12. **THIS COURT ORDERS** that the Claims Officer shall incur no liability or obligation as a result of the fulfilling of its duties in carrying out of the provisions of this Non-Applicant Claims Order, save and except for any gross negligence or willful misconduct on its part. The Non-Applicants shall indemnify and hold harmless the Claims Officer with respect to any liability or obligation as a result of the fulfilling of its duties in carrying out the provisions of this Non-Applicant Claims Order, save and except for any gross negligence or willful misconduct on its part. No action, application or other proceeding shall be commenced against the Claims Officer as a result of, or relating in any way to its appointment as the Claims Officer, the fulfillment of its duties as the Claims Officer or the carrying out of any Order of this Court except with leave of this Court being obtained, and notice of any such motion seeking leave of this Court shall be served upon the Applicants, the Non-Applicants, the Monitor and the Claims Officer at least seven (7) days prior to the return date of any such motion for leave.

Publication of Notice to Creditors

13. **THIS COURT ORDERS** that the Monitor shall cause the Notice to Creditors to be published on two separate days on or before September 3, 2008 in each of (i) The Globe and Mail (National Edition) on one such day; (ii) the National Post on another such day; and (iii) the Cayman Free Press on one day and the Cayman Gazette on one day in respect of Claims only against Holcay Holdings Ltd. or its Directors.
14. **THIS COURT ORDERS** that electronic copies of both the Notice to Creditors and the Proof of Claim Document Package shall be posted on the Website.

Notice to Known Creditors

15. **THIS COURT ORDERS** that the Non-Applicants shall advise the Monitor of all Known Creditors, and that the Monitor shall be entitled to rely on the accuracy and completeness of the information provided by the Non-Applicants regarding the Known Creditors. For greater certainty, neither the CRO nor the Monitor shall have any liability in respect of the information provided to either of them regarding the Known Creditors and shall not be required to conduct any independent inquiry and/or investigation with respect to such information. Representative Counsel, once appointed by this Honourable Court, shall be a Known Creditor and shall receive all notices and other documents from the Monitor, the Non-Applicants, the Claims Officer and the CRO on behalf of all Persons holding a Domgroup OPEB Claim. Notwithstanding anything else contained herein, service of any notice to the Representative Counsel by the Monitor, the Non-Applicants, the Claims Officer and the CRO shall, for all purposes in relation to this Non-Applicant Claims Order, be deemed to be notice to all Persons holding a Domgroup OPEB Claim.
16. **THIS COURT ORDERS** that:
- (a) The Monitor shall send a copy of the Proof of Claim Document Package to each Known Creditor by ordinary pre-paid mail as soon as practicable to the last known address for such Creditor on the Non-Applicants' books and records, and in any event by 11:59 p.m. on the seventh (7th) Business Day following the date of this Non-Applicant Claims Order. The delivery of the Proof of Claim Document Package to a Creditor shall not constitute an admission by the Non-Applicants, the CRO or the Monitor of any liability of the Non-Applicants to any Person; and
 - (b) The Monitor shall send by ordinary pre-paid mail, as soon as practicable following receipt of a request therefor, a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor and requesting such material, or in the alternative, notify the purported Creditor that it may obtain an electronic copy of the Proof of Claim Document Package on the Website.

Any such service and delivery by the Monitor for all purposes under this Non-Applicant Claims Order shall be deemed to have been received: (i) if sent by ordinary mail, on the third

Business Day after mailing within Ontario, the fifth Business Day after mailing within Canada (other than within Ontario), and the tenth Business Day after mailing internationally; (ii) if sent by fax, on the date on which the Monitor receives a successful facsimile transmission report or, if sent on a day that is not a Business Day or after 5:00 (Toronto time) on a Business Day, the following Business Day; (iii) if by courier, on the next following Business Day for courier deliveries within Canada, and on the third following Business Day for courier deliveries outside of Canada. For greater certainty, the notice and service provisions of this paragraph 16 only apply to the Domgroup OPEB Claims upon the appointment of Representative Counsel by this Honourable Court.

17. **THIS COURT ORDERS** that service by the Monitor of the Proof of Claim Document Package on Creditors and publication of the Notice to Creditors in the manner set forth herein shall constitute good and sufficient service upon the Creditors of notice of this Non-Applicant Claims Order, the Claims Bar Date and the related deadlines and procedures set forth herein, and that no other form of service or notice need be made by the Non-Applicants, the CRO or the Monitor to any Person, and no other document or material need be served on any Person in respect of the claims process detailed herein.
18. **THIS COURT ORDERS** that the form and substance of each of the Notice to Creditors, Instruction Letter, Proof of Claim, Notice of Revision or Disallowance and Dispute Notice substantially in the forms attached as Schedules 'A', 'B', 'C', 'D' and 'E' respectively to this Non-Applicant Claims Order, are hereby approved. Despite the foregoing, the Non-Applicants, the CRO and the Monitor may, from time to time, make minor changes to such forms as the Non-Applicants, the CRO and the Monitor consider necessary or desirable.

Filing of Proofs of Claim

19. **THIS COURT ORDERS** that any Person asserting a Claim against one or more of the Non-Applicants or the Directors shall file a Proof of Claim (including all supporting documentation) with the Monitor on or before the Claims Bar Date. Representative Counsel shall file all Claims constituting Domgroup OPEB Claims on behalf of such claimants as the Creditor, and shall take all such other steps in respect of such Claim as are set out herein.
20. **THIS COURT ORDERS** that each Creditor shall file a separate Proof of Claim for each

Non-Applicant or Director against which it asserts a Claim and shall include any and all Claims it asserts against such Non-Applicant or Director in a single Proof of Claim.

21. **THIS COURT ORDERS** that, any Creditor that does not file a Proof of Claim as provided for in paragraphs 19 and 20 hereof so that such Proof of Claim is actually received by the Monitor on or before the Claims Bar Date or such later date as the Monitor and the Non-Applicants may agree in writing or this Court may otherwise order:
- (a) shall be and is hereby forever barred from making or enforcing any Claim as against any Non-Applicant and the Directors, and all such Claims shall be forever extinguished;
 - (b) shall be and is hereby forever barred from making or enforcing any Claim as against any other Person who could claim contribution or indemnity from a Non-Applicant; and
 - (c) shall not be entitled to any payment or distribution in respect of such Claim at any time.

Determination of Claims

22. **THIS COURT ORDERS** that, other than in respect of Claims filed by Non Arms-Length Claimants, the Monitor, with the assistance of the CRO, shall review each Proof of Claim received by the Claims Bar Date and shall either accept, revise or disallow the amount claimed.
23. **THIS COURT ORDERS** that the acceptance of any Claim by the Monitor or other determination of same in accordance with this Non-Applicant Claims Order, in full or in part, shall not constitute an admission of any fact, thing, liability, or quantum of any claim by the Non-Applicants, save and except in the context of the within proceedings and for the sole purposes of winding up the Non-Applicants and implementing the Multi-Party Settlement.

Claims of Non Arms-Length Claimants

24. **THIS COURT ORDERS** that, if any Proof of Claim is received by the Monitor from a Non Arms-Length Claimant prior to the Claims Bar Date, such Claim will not be determined by

the Monitor or the Claims Officer, but shall be referred to the Supervising Judge. Upon receipt of any Proof of Claim by a Non Arms-Length Claimant, the Monitor shall take steps to schedule a hearing before the Supervising Judge for a determination of such Claim on an expedited and summary basis. Counsel for the Monitor, the Applicants, DK, STMG, the Indenture Trustees, the Non-Applicants and the Non Arms-Length Claimant shall attend at a 9:30 scheduling appointment with the Supervising Judge within ten (10) calendar days after the Claims Bar Date, at which time the Supervising Judge will determine (i) the date on which the hearing will be held; (ii) the manner in which evidence will be given or filed by all parties in respect of the hearing, (iii) the length and manner of submissions by all parties, (iv) the schedule for the delivery of all materials, and (v) such other matters as the Supervising Judge may determine are appropriate.

25. **THIS COURT ORDERS** that, for greater certainty, the Monitor shall not be required to issue a Notice of Revision or Disallowance or send a Creditor's Dispute Package in respect of any Proof of Claim filed by a Non Arms-Length Claimant. Any references in this Non-Applicant Claims Order to the issuing of such notices or sending of such packages by the Monitor shall be deemed to exclude reference to Proofs of Claim filed by the Non Arms-Length Claimants. The Monitor shall provide counsel for the Non Arms-Length Claimant with not less than three (3) business days' notice of the date for the 9:30 attendance before the Scheduling Judge, as referred to in paragraph 24 herein.

Notices of Revision or Disallowance

26. **THIS COURT ORDERS** that if the Monitor, with the assistance of the CRO, disputes the amount of a Claim set forth in a Proof of Claim, the Monitor:
- (a) may, in conjunction with the CRO, attempt to consensually resolve the amount of the Claim with the Creditor; and/or failing such resolution
 - (b) shall send a Creditor's Dispute Package to the Creditor, which shall include a Notice of Revision or Disallowance.

Dispute Notices

27. **THIS COURT ORDERS** that any Creditor who receives a Creditor's Dispute Package and

who does not agree with the amount of Claim set out in the Notice of Revision or Disallowance, shall file a Dispute Notice with the Monitor by the earlier of twenty (20) Business Days following receipt of the Creditor's Dispute Package, or such later date as the Monitor and the Non-Applicants may agree in writing, or this Court may otherwise order.

28. **THIS COURT ORDERS** that if a Creditor who receives a Creditor's Dispute Package does not file a Dispute Notice in accordance with paragraph 27 hereof, then the value of such Creditor's Claim as described by the Monitor in the Notice of Revision or Disallowance shall, for all purposes, be deemed to be accepted as final and binding in all respects.
29. **THIS COURT ORDERS** that, upon receipt of a Dispute Notice the Monitor may, in conjunction with the CRO, attempt to consensually resolve the amount of the Claim and/or deliver a copy of the Creditor's Dispute Package and the Creditor's Proof of Claim to the Claims Officer for determination.
30. **THIS COURT ORDERS** that, notwithstanding any other provisions of this Order, prior to a hearing date being set by the Claims Officer, the Monitor or any Non-Applicant may apply to this Court to seek to have a Claim determined by the Supervising Judge rather than having the Claim first determined by the Monitor and/or secondly by the Claims Officer as provided herein.
31. **THIS COURT ORDERS** that the plan of final distribution at the completion of the Non-Applicant Claims process shall be subject to the approval of this Honourable Court. The CRO and the Monitor shall reasonably consult with DK and STMG during the course of the Non-Applicant Claims process and shall provide notice to DK and STMG prior to accepting any Claims over \$1 million.
32. **THIS COURT ORDERS** that, notwithstanding anything herein to the contrary, the Monitor or the Non-Applicants may move before this Court to resolve or seek directions in respect of the validity, effect and/or quantum of any Claim or any other aspect of the claims process outlined in this Non-Applicant Claims Order.

Claims Officer's Hearing for Claims

33. **THIS COURT ORDERS** that upon receipt of a Creditor's Dispute Package and the Creditor's Proof of Claim, the Claims Officer shall schedule and conduct a hearing in Toronto to determine the value of the Creditor's Claim. The Claims Officer hearing the dispute shall notify the Non-Applicants, the Monitor and the Creditor of the Claims Officer's determination of the value of the Creditor's Claim as soon as practicable thereafter, but in no event later than thirty (30) calendar days after the conclusion of the hearing of the Disputed Claim.
34. **THIS COURT ORDERS** that, subject to paragraph 10 hereof, the parties to the Disputed Claim may offer evidence in support or in opposition to the Disputed Claim, and the Claims Officer shall determine the manner in which any such evidence may be brought before him by the parties, as well as any other procedural or evidentiary matters that may arise in respect of the hearing of a Disputed Claim, including, without limitation, the production of documents by any of the parties involved in the hearing of a Disputed Claim.
35. **THIS COURT ORDERS** that the Claims Officer may, at any time, engage such advisors as it deems necessary or appropriate to inquire into and report on any questions of fact, opinion or law relating to the hearing of a Disputed Claim.

Appeal of Claims Officer's Determination

36. **THIS COURT ORDERS** that the Non-Applicants, the Monitor or the Creditor may, at his/her/its/their own expense, appeal the Claims Officer's determination of a Disputed Claim to this Court within ten (10) calendar days of notification of the Claims Officer's determination of such Creditor's Claim by serving upon the Non-Applicants or the Creditor, as applicable, and the Monitor and filing with this Court a notice of motion returnable on a date to be fixed by this Court as soon as practicable. If an appeal is not filed within such period in strict accordance with this Order, then the Claims Officer's determination shall, subject to further order of this Court, be final and binding in all respects, with no further right of appeal.

37. **THIS COURT ORDERS** that, notwithstanding paragraph 35 hereof, findings of fact made by a Claims Officer in respect of a Disputed Claim shall be final and binding and shall not be subject to review on appeal to this Court, unless the Court determines that said findings of fact made by the Claims Officer constitute a palpable and overriding error. Except as expressly provided herein, nothing in this Order shall limit the grounds for an appeal pursuant to paragraph 35 hereof.

Set-Off

38. **THIS COURT ORDERS** that the Non-Applicants may set-off (whether by way of legal, equitable or contractual set-off) against payments, distributions, provisions or holdbacks to be made to or established for the benefit of any Creditor, any claims of any nature whatsoever that any of the Non-Applicants may have against such Creditor, however, neither the failure to do so nor the allowance of any Claim hereunder shall constitute a waiver or release by the Non-Applicants of any such claim that the Non-Applicants may have against such Creditor.

Transfer of Claims

39. **THIS COURT ORDERS** that if, after filing a Proof of Claim, the holder of a Claim transfers or assigns the whole of such Claim to another Person, neither the Monitor nor the Non-Applicants shall be obligated to give notice or otherwise deal with the transferee or assignee of such Claim in respect thereof unless and until actual notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received and acknowledged by the Monitor in writing and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Non-Applicant Claims Order prior to receipt and acknowledgment by the Monitor of satisfactory evidence of such transfer or assignment. A transferee or assignee of a Claim takes the Claim subject to any defenses and rights of set-off to which a Non-Applicant may be entitled with respect to such Claim. For greater certainty, a transferee or assignee of a Claim is not entitled to set-off, apply, merge, consolidate or combine any Claim assigned or transferred to it against or on account or in

reduction of any amounts owing by such Person to any of the Non-Applicants.

Service and Notice

40. **THIS COURT ORDERS** that any notice or other communication (including, without limitation, Proofs of Claim and Dispute Notices) to be given under this Non-Applicant Claims Order by a Creditor to the Monitor shall be in writing in the form provided for in this Claims Order and will be sufficiently given only if delivered by prepaid registered mail, courier, personal delivery or facsimile transmission addressed to:

Ernst & Young Inc., the Monitor

By Mail:

P.O. Box 251
Ernst & Young Tower
222 Bay Street, 21st Floor
Toronto, ON M5K 1J7

By Courier:

222 Bay Street, 21st Floor
Ernst & Young Tower
Toronto, ON M5K 1J7

Attention: Christopher Mediratta

Fax: (416) 943-3300

Any such notice or other communication delivered by a Creditor shall be deemed to be received upon actual receipt by the Monitor thereof during normal business hours on a Business Day or, if delivered outside of normal business hours, on the next Business Day.

41. **THIS COURT ORDERS** that if, during any period in which notices or other communications are being given pursuant to this Non-Applicant Claims Order, a postal strike or postal work stoppage of general application should occur, such notices or other communications sent by ordinary mail and then not received shall not, absent further order of this Court, be effective and notices and other communications given hereunder during the course of any such postal strike or work stoppage of general application shall only be effective if given by courier, personal delivery, or facsimile transmission in accordance with this Non-Applicant Claims Order.

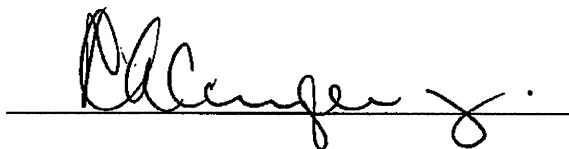
Miscellaneous

42. **THIS COURT ORDERS** that notwithstanding any other provision of this Non-Applicant Claims Order, the solicitation by the Monitor or the Non-Applicants of Proofs of Claim, and the filing by any Person of any Proof of Claim shall not, for that reason only constitute that Person as a Creditor for any purposes whatsoever.
43. **THIS COURT ORDERS** that if the Non-Applicants enter into any Insolvency Proceeding or any other proceeding as part of their winding-up, the claims process established by this Non-Applicant Claims Order may, at the option of the Non-Applicants, constitute and be deemed to be the complete and final claims process for any such other proceedings; subject to approval of this Non-Applicant Claims Order and the claims process established herein and conducted hereunder by further Order of this Court in connection with any Insolvency Proceedings.

Effect, Recognition, Assistance

44. **THIS COURT ORDERS** that the Non-Applicants, the Monitor and the Claims Officer may, from time to time, apply to this Court for advice and directions in connection with any matter or thing relating to this Non-Applicant Claims Order.
45. **THIS COURT ORDERS** that this Non-Applicant Claims Order shall have full force and effect in all provinces and territories in Canada, outside Canada and against all Persons against whom it may be enforceable.
46. **THIS COURT ORDERS AND REQUESTS** the aid, recognition and assistance of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of any court in Canada pursuant to section 17 of the CCAA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this order. Each of the Applicants, the Non-Applicants and the Monitor shall be

at liberty, and is hereby authorized and empowered, to make such further applications, motions or proceedings to or before such other courts and judicial regulatory and administrative bodies, and take such other steps, in Canada or in the United States of America, as may be necessary or advisable to give effect to this Non-Applicant Claims Order and any other Order granted by this Court.



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

AUG 27 2008

PER/PAR:  Joanne Nicoara
Registrar, Superior Court of Justice

SCHEDULE 'A'

**NOTICE TO CREDITORS OF
DOMGROUP LTD., 10 TORONTO STREET INC., HOLCAY HOLDINGS LTD., and
021173 N.B. LIMITED a.k.a. Willett Foods f/k/a Willett Food Company
(collectively, the "Non-Applicants")**

Re: NOTICE OF CLAIMS PROCEDURE FOR THE NON-APPLICANTS

NOTICE IS HEREBY GIVEN pursuant to an order of the Ontario Superior Court of Justice (the "Court") dated August 27, 2008 (the "Non-Applicant Claims Order") that the Court has ordered that Proof of Claim Document Packages (as defined in the Non-Applicant Claims Order) are to be sent to Known Creditors of the Non-Applicants as specified and defined in the Claims Order. All capitalized terms used in this Notice and not otherwise defined are as defined in the Non-Applicant Claims Order. You should carefully review the Non-Applicant Claims Order and all defined terms therein. A copy of the Non-Applicant Claims Order and the Proof of Claim Document Package can be obtained from the Monitor's website at www.ey.com/ca/hollinger

Any Person who believes that they have a Claim against any of the Non-Applicants that arose prior to August 27, 2008, should complete and file with the Monitor a separate Proof of Claim for each Non-Applicant against which it asserts a Claim, which must be received by the Monitor by **5:00 p.m. (Eastern Standard Time) on September 30, 2008 (the "Claims Bar Date")**.

CLAIMS THAT ARE NOT RECEIVED BY THE CLAIMS BAR DATE WILL BE BARRED AND EXTINGUISHED FOREVER.

Creditors who have not received a Proof of Claim Document Package can obtain a copy from the Monitor's website at www.ey.com/ca/hollinger or by contacting the Monitor by telephone through its toll free number: 1-888-788-9099.

DATED this _____ day of _____, 2008.

SCHEDULE 'B'

**INSTRUCTION LETTER
FOR THE CLAIMS PROCEDURE FOR
DOMGROUP LTD., 10 TORONTO STREET INC., HOLCAY HOLDINGS LTD., and
021173 N.B. LIMITED a.k.a Willett Foods f/k/a Willett Food Company
(collectively, the "Non-Applicants")**

CLAIMS PROCESS

By Order of the Honourable Mr. Justice Campbell dated August 27, 2008 (as may be amended from time to time, the "Non-Applicant Claims Order") the Monitor has been authorized to conduct a claims process for the Non-Applicants to determine all claims against the Non-Applicants (the "Non-Applicant Claims Process"). A copy of the Non-Applicant Claims Order can be obtained from the website of the Monitor Ernst & Young Inc. at www.ey.com/ca/hollinger

This letter provides general instructions for completing the Proof of Claim form. Capitalized terms not defined within this instruction letter shall have the meaning set out in the Non-Applicant Claims Order. You should review the Non-Applicant Claims Order carefully for all terms defined therein.

The Non-Applicant Claims Process is intended for any Person with a Claim of any kind or nature whatsoever against any or all of the Non-Applicants arising on or prior to August 27, 2008, whether unliquidated, contingent or otherwise.

All notices and inquiries with respect to the Non-Applicant Claims Process should be directed to the Monitor by prepaid registered mail, courier, personal delivery or facsimile transmission at the address below:

Ernst & Young Inc., the Court-
appointed Monitor of the Applicants

By Mail:

P.O. Box 251
Ernst & Young Tower
222 Bay Street, 21st Floor
Toronto, ON M5K 1J7

By Courier:

222 Bay Street, 21st Floor
Ernst & Young Tower
Toronto, ON M5K 1J7

Attention: Christopher Mediratta
Telephone: 1-888-788-9099
Fax: (416) 943-3300

FOR CREDITORS SUBMITTING A PROOF OF CLAIM FORM

If you believe that you have a Claim against any or all of the Non-Applicants you must file a Proof of Claim form with the Monitor. A separate Proof of Claim must be filed for each Non-Applicant against which you believe you have a Claim. All Proofs of Claim for Claims arising prior to August 27, 2008 (the date of the Non-Applicant Claims Order) **must be received by the Monitor on or before 5:00 pm (Eastern Standard Time) on September 30, 2008**, unless the Monitor and the Non-Applicants agree in writing or the Court orders that the Proof of Claim be accepted after that date. All Claims are to be filed in the currency of the transactions.

Additional Proof of Claim forms can be obtained from the Monitor's website at www.ey.com/ca/hollinger or by contacting the Monitor at 1-888-788-9099 and by providing the particulars as to your name, address, facsimile number, email address and contact person. Once the Monitor has this information, you will receive, as soon as practicable, additional Proof of Claim forms.

DATED this _____ day of _____, 2008.

SCHEDULE 'C'

PROOF OF CLAIM

FOR CREDITORS OF DOMGROUP LTD., 10 TORONTO STREET INC., HOLCAY HOLDINGS LTD., and 021173 N.B. LIMITED a.k.a. Willett Foods f/k/a Willett Food Company

(EACH A "NON-APPLICANT" AND COLLECTIVELY, THE "NON-APPLICANTS")

Please read carefully the enclosed Instruction Letter for completing this Proof of Claim form. Capitalized terms not defined within this Proof of Claim form shall have the meaning ascribed thereto in the Order of the Superior Court of Justice (Commercial List) dated August 27, 2008, as may be amended from time to time (the "Non-Applicant Claims Order"). A separate Proof of Claim should be submitted for each Non-Applicant against which you assert a Claim.

1. COMPANY OR DIRECTOR AGAINST WHICH YOU ASSERT A CLAIM:

Check only one company or Director for each Proof of Claim. If you have Claims against more than one company or Director you must file a separate Proof of Claim for each.

Domgroup Ltd. ☐

10 Toronto Street Inc. ☐

Director ☐

Name of Director: _____

(the "Non-Applicant").

2. PARTICULARS OF CREDITOR:

(a) Full Legal Name of Creditor (include trade name, if different):

(the "Creditor"). The full legal name should be the name of the Creditor of the Non-Applicant, notwithstanding whether an assignment of a Claim, or a portion thereof, has occurred prior to or following the date of the Non-Applicant Claims Order.

- (b) Full Mailing Address of the Creditor:

The mailing address should be the mailing address of the Creditor and not any assignee.

- (c) Other Contact Information of the Creditor:

Telephone Number:

Email Address:

Facsimile Number:

Attention (Contact Person):

- (d) Has the claim set out herein been sold, transferred or assigned by the Creditor to another party?

Yes: ☐

No: ☐

3. **PARTICULARS OF ASSIGNEE(S) (IF APPLICABLE)**

If the Claim set out herein has been sold, transferred or assigned, complete the required information set out below. If there is more than one assignee, please attach a separate sheet that contains all of the required information set out below for each assignee.

- (a) Full Legal Name of Assignee:

- (b) Full Mailing Address of the Assignee:

Other Contact Information of the Assignee:

Telephone Number:

Email Address:

Facsimile Number:

Attention (Contact Person):

4. **PROOF OF CLAIM**

THE UNDERSIGNED HEREBY CERTIFIES AS FOLLOWS:

(a) That I:

☐ am a Creditor of one or more of the Non-Applicants or Director named above; **OR**

☐ am

(state position or title)

of

(name of Creditor)

(b) That I have knowledge of all the circumstances connected with the Claim described and set out below;

(c) The Non-Applicant [or Director named above] was and still is indebted to the Creditor as follows (include all Claims that you assert against the Non-Applicant or Director. Claims should be filed in the currency of the transactions, with reference to the contractual rate of interest, if any, and such currency should be indicated as provided below) in respect of a Claim arising on or prior to August 27, 2008:

\$

(Original Currency)

5. NATURE OF CLAIM

(CHECK AND COMPLETE APPROPRIATE CATEGORY)

☐ Unsecured Claim of _____ \$ _____
(Original Currency and amount)

☐ Secured Claim of _____ \$ _____
(Original Currency and amount)

In respect of this debt, I hold security over the assets of the Non-Applicant
valued at _____ \$ _____, the
(Original Currency and amount)
particulars of which security and value are attached to this Proof of Claim
form.

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

6. PARTICULARS OF CLAIM

Other than as already set out herein, the particulars of the undersigned's total Claim against
the Non-Applicant or Director are attached on a separate sheet.

*Provide all particulars of the Claim and supporting documentation that you feel will assist in
the determination of your Claim. At a minimum, you are required to provide the invoice
date, invoice number, the amount of each outstanding invoice and the related purchase
order number. Further particulars may include the following if applicable: a description of
the transaction(s) or agreement(s) giving rise to the Claim; contractual rate of interest (if
applicable); name of any guarantor which has guaranteed the Claim; details of all credits,
discounts etc claimed; description of the security if any, granted by the affected Non-
Applicant to the Creditor, the estimated value of such security and the basis for such
valuation.*

7. FILING OF CLAIM

This Proof of Claim form must be received by the Monitor by no later than **5:00 pm**
(Eastern Standard Time) on **September 30, 2008** by either prepaid registered mail,

personal delivery, courier, facsimile transmission at the following address:

Ernst & Young Inc., the Court-
appointed Monitor of the Applicants

By Mail:

P.O. Box 251
Ernst & Young Tower
222 Bay Street, 21st Floor
Toronto, ON M5K 1J7

By Courier:

222 Bay Street, 21st Floor
Ernst & Young Tower
Toronto, ON M5K 1J7

Attention: Christopher Mediratta

Fax: (416) 943-3300

Failure to file your Proof of Claim and any required documentation as directed by 5:00 pm on September 30, 2008 (Eastern Standard Time) will result in your Claim being barred and you will be prohibited from making or enforcing a Claim against the Non-Applicants.

DATED this _____ day of _____, 2008.

Name of creditor: _____

Witness

Per: _____
Name:
Title:
(please print)

SCHEDULE 'D'

NOTICE OF REVISION OR DISALLOWANCE

FOR CREDITORS OF DOMGROUP LTD., 10 TORONTO STREET INC., HOLCAY HOLDINGS LTD., and 021173 N.B. LIMITED a.k.a. Willett Foods f/k/a Willett Food Company

(EACH A "NON-APPLICANT" AND COLLECTIVELY, THE "NON-APPLICANTS")

Claim Reference Number: _____

Name of Applicant: _____

TO: _____
(Name of Creditor)

Capitalized terms not defined within this Notice of Revision or Disallowance shall have the meaning ascribed thereto in the order of the Ontario Superior Court of Justice (Commercial List) dated August 27, 2008 (the "Non-Applicant Claims Order").

Pursuant to paragraph 26 of the Non-Applicant Claims Order, Ernst & Young Inc., in its capacity as Court-appointed Monitor of the Applicants hereby gives you notice that the Monitor, with the assistance of the Non-Applicants, has reviewed your Proof of Claim and has revised or disallowed your Claim. Subject to further dispute by you in accordance with the Non-Applicant Claims Order your Claim will be allowed as follows:

	<u>Proof of Claim Amount</u>	<u>Amount Allowed by Monitor</u>
Unsecured Claim	\$ _____	\$ _____
Secured Claim	\$ _____	\$ _____

REASON(S) FOR THE REVISION OR DISALLOWANCE

SERVICE OF DISPUTE NOTICES

If you intend to dispute this Notice of Revision or Disallowance, you must **within seven (7) Business Days after receipt of this Notice of Revision or Disallowance** deliver to the Monitor a Dispute Notice (in the form enclosed) either by prepaid registered mail, personal delivery, courier or facsimile to the following address. In accordance with the Non-Applicant Claims Order, notices are deemed to have been received on the date of actual receipt thereof during normal business hours on a Business Day or if delivered outside of normal business hours, on the next Business Day.

Ernst & Young Inc., the Court-
appointed Monitor of the Applicants

By Mail:

P.O. Box 251
Ernst & Young Tower
222 Bay Street, 21st Floor
Toronto, ON M5K 1J7

By Courier:

222 Bay Street, 21st Floor
Ernst & Young Tower
Toronto, ON M5K 1J7

Attention: Christopher Mediratta

Fax: (416) 943-3300

IF YOU FAIL TO FILE YOUR DISPUTE NOTICE WITHIN SEVEN (7) BUSINESS DAYS AFTER RECEIPT OF THIS NOTICE OF REVISION OR DISALLOWANCE, THE VALUE OF YOUR CLAIM WILL BE DEEMED TO BE ACCEPTED AS FINAL AND BINDING AS SET OUT IN THIS NOTICE OF REVISION OR DISALLOWANCE.

DATED this _____ day of _____, 2008.

SCHEDULE 'E'

DISPUTE NOTICE

FOR CREDITORS OF DOMGROUP LTD., 10 TORONTO STREET INC., HOLCAY HOLDINGS LTD., and 021173 N.B. LIMITED a.k.a Willett Foods f/k/a Willett Food Company

(EACH A "NON-APPLICANT" AND COLLECTIVELY, THE "NON-APPLICANTS")

Claim Reference Number: _____

Name of Company against
which a Claim is asserted: _____

1. Particulars of Creditor

- (a) Full Legal Name of Creditor (include trade name, if different):

(the "Creditor").

- (b) Full Mailing Address of the Creditor:

- (c) Other Contact Information of the Creditor:

Telephone Number:

Email Address:

Facsimile Number:

Attention (Contact Person):

2. **Particulars of original Creditor from whom you acquired the Claim, if applicable:**

- (a) Have you acquired this Claim by assignment? If yes, if not already provided, attach documents evidencing assignment.

Yes: ☐ No: ☐

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

3. **Dispute of Revision or Disallowance of Claim**

The Creditor hereby disagrees with the value of its Claim as set out in the Notice of Revision or Disallowance and asserts a Claim as follows:

	Amount Allowed by Monitor		Amount claimed by Creditor
Unsecured Claim	\$ _____	Unsecured Claim	\$ _____
Secured Claim	\$ _____	Secured Claim	\$ _____

REASON(S) FOR THE DISPUTE

(You must include a list of reasons as to why you are disputing your Claim as set out in the Notice of Revision or Disallowance.)

SERVICE OF DISPUTE NOTICES

If you intend to dispute the Notice of Revision or Disallowance, you must **within seven (7) Business Days after receipt of the Notice of Revision or Disallowance** deliver to the Monitor this Dispute Notice either by prepaid registered mail, personal service, courier, facsimile transmission to the following address. In accordance with the Non-Applicant Claims Order, notices shall be deemed to be received upon actual receipt thereof by the Monitor during normal business hours on a Business Day, or if delivered outside of normal business hours, on the next Business Day.

Ernst & Young Inc., the Court-appointed
Monitor of the Applicants

By Mail:

P.O. Box 251
Ernst & Young Tower
222 Bay Street, 21st Floor
Toronto, ON M5K 1J7

By Courier:

222 Bay Street, 21st Floor
Ernst & Young Tower
Toronto, ON M5K 1J7

Attention: Christopher Mediratta

Fax: (416) 943-3300

DATED this _____ day of _____, 2008.

Name of creditor: _____

Per: _____

Witness

Name:
Title:
(please print)

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

NON-APPLICANT
CLAIMS ORDER

ThorntonGroutFinnigan LLP
Suite 3200, Canadian Pacific Tower
100 Wellington St. West, P.O. Box 329
Toronto-Dominion Centre
Toronto, ON M5K 1K7

Robert I. Thornton – 24266B
D.J. Miller – 34393P

Tel: (416) 304-1616
Fax: (416) 304-1313

Solicitors for the Applicants

EXHIBIT “B”



Court File No. 07-CL-7120

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

THE HONOURABLE MR.

) WEDNESDAY, THE 26th DAY

JUSTICE CAMPBELL

)

) OF NOVEMBER, 2008

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 AMENDING THE CLAIMS ORDER DATED MAY 21, 2008 AND THE NON-
APPLICANT CLAIMS ORDER DATED AUGUST 27, 2008**

THIS MOTION made by the Applicants for an Order amending the Claims Order dated May 21, 2008 (the "**Claims Order**") and the Non-Applicant Claims Order dated August 27, 2008 (the "**Non Applicant Claims Order**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants' Notice of Motion dated November 20, 2008 (the "**Notice of Motion**"), the Affidavit of William E. Aziz sworn November 20, 2008, the Tenth Report of Ernst & Young Inc. in its capacity as Court-appointed monitor of the Applicants (the "**Monitor**") and on hearing from counsel for the Applicants, the Monitor, Davidson Kempner Capital Management LLC and certain of its affiliates (collectively, "**DK**"), Sun-Times Media Group, Inc. ("**STMG**"), Delaware Trust Company, National Association, in its capacity as collateral agent and as trustee under an indenture dated as of March 10, 2003 and HSBC Bank USA, National Association, in its capacity as trustee under an indenture dated as of September 30, 2004 (collectively, the "**Trustees**") and such other counsel as were present and on being advised

that the Service List as of November 20, 2008 was served electronically with the Notice of Motion,

Service

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

Amendments to Claims Order

2. **THIS COURT ORDERS** that the time requirement set out in paragraph 29 of the Claims Order be and is hereby waived and that paragraph 29 be and is hereby deleted in its entirety and replaced with the following:

THIS COURT ORDERS that, if any Proof of Claim is received by the Monitor from a Non-Arms-Length Claimant prior to the Claims Bar Date, such Claim will not be determined by the Monitor or the Claims Officer, but shall be referred to the Supervising Judge for a determination on a summary basis. After consulting with the attending parties, the Monitor may schedule a 9:30 a.m. scheduling appointment with the Supervising Judge which counsel for the Monitor, the Applicants and the Non Arms-Length Claimant shall attend and the Supervising Judge will determine: (i) the date on which a hearing will be held; (ii) the manner in which evidence will be given or filed by all parties in respect of the hearing; (iii) the length and manner of submissions by all parties; (iv) the schedule for the delivery of all materials; and (v) such other matters as the Supervising Judge may determine are appropriate. Notwithstanding anything contained herein, subject to further Order of the Court, nothing shall prejudice or delay the ability of the Applicants to hold a meeting of Creditors.

Amendments to Non-Applicant Claims Order

3. **THIS COURT ORDERS** that the definition of “Claims Bar Date” in paragraph 2 of the Non-Applicant Claims Order be and is hereby amended by adding the words “or such later date as the Monitor and the Non-Applicants may agree in writing or this Court may order ” to the end of the definition.
4. **THIS COURT ORDERS** that the definition of “Domgroup OPEB Claim” in paragraph 2 of the Non-Applicant Claims Order be and is hereby deleted in its entirety and replaced with the following definition:

“**Domgroup OPEB Claim**” means the right of any Person to assert an existing or future Claim for payment, reimbursement or coverage arising in connection with any post-employment benefit plan involving Domgroup Ltd., whether in relation to medical, dental, disability, life insurance or other form of benefit, obligation or payment to which such Person (or others who may be entitled to claim under or through such Person) might be entitled.

5. **THIS COURT ORDERS** that the time requirement set out in paragraph 24 of the Non-Applicant Claims Order be and is hereby waived and that paragraph 24 be and is hereby deleted in its entirety and replaced with the following:

THIS COURT ORDERS that, if any Proof of Claim is received by the Monitor from a Non-Arms-Length Claimant prior to the Claims Bar Date, such Claim will not be determined by the Monitor or the Claims Officer, but shall be referred to the Supervising Judge for a determination on a summary basis. After consulting with the attending parties, the Monitor may schedule a 9:30 a.m. scheduling appointment with the Supervising Judge which counsel for the Monitor, the Applicants, DK, STMG, the Indenture Trustees, the Non-Applicants and the Non Arms-Length Claimant shall attend and the Supervising Judge will determine: (i) the date on which a hearing will be held; (ii) the manner in which evidence will be given or filed by all parties in respect of the hearing; (iii) the length and manner of submissions by all parties; (iv) the

schedule for the delivery of all materials; and (v) such other matters as the Supervising Judge may determine are appropriate.

Cheney

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

NOV 26 2008

PER / PAR: *JN*

Joanne Nicoara
Registrar, Superior Court of Justice

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)

Proceeding Commenced at Toronto

**ORDER AMENDING THE CLAIMS ORDER
DATED MAY 21, 2008 AND THE NON-
APPLICANT CLAIMS ORDER DATED
AUGUST 27, 2008**

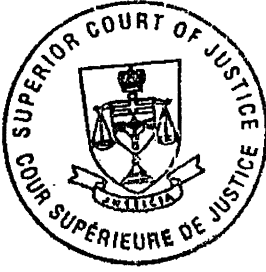
ThorntonGroutFinnigan LLP
Suite 3200, Canadian Pacific Tower
100 Wellington St. West, P.O. Box 329
Toronto-Dominion Centre
Toronto, ON M5K 1K7

Robert I. Thornton – 24266B
Kyla E.M. Mahar – 44182G

Tel: (416) 304-1616
Fax: (416) 304-1313

Solicitors for the Applicants

EXHIBIT “C”



Court File No. 07-CL-7120

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

THE HONOURABLE

) WEDNESDAY, THE 26TH DAY

MR. JUSTICE CAMPBELL

)
) OF NOVEMBER, 2008

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
(Representation Order for Retired and Disabled
Employees of Domgroup Ltd.)

THIS MOTION, brought by the Applicants for an order appointing representative counsel for the retired and disabled employees of Domgroup Ltd. ("**Domgroup**") (collectively, the "**Employees**") who may assert an existing or future claim for payment, reimbursement or coverage arising in connection with any post-employment benefit plan involving Domgroup whether in relation to medical, dental, disability, life insurance or other benefit, obligation or payment to which such person (or others who may be entitled to claim under or through such person) may be entitled (the "**Benefits**" and the holders of such Benefits referred to individually as a "**Beneficiary**" and collectively as the "**Beneficiaries**") for the purpose of participating in a

claims process involving Domgroup on behalf of the Beneficiaries was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants' Notice of Motion dated November 20, 2008 (the "**Notice of Motion**"), the Affidavit of William E. Aziz sworn November 20, 2008, the Ninth and Tenth Reports of Ernst & Young Inc. in its capacity as Court-appointed monitor of the Applicants (the "**Monitor**") 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 20, 2008 was served electronically with the Notice of Motion herein,

1. **THIS COURT ORDERS** that Koskie Minsky LLP is hereby appointed as the representative and solicitors for the Beneficiaries (the "**Representative Counsel**") on all matters relating to the claims process for Domgroup approved by this Honourable Court by Order dated August 27, 2008 (the "**Non-Applicant Claims Order**") as amended by the Order of this Court dated November 26, 2008.

2. **THIS COURT ORDERS** that notice of the granting of this Order and the Representative Counsel's mandate in the form annexed hereto as Schedule "A" be provided by the Representative Counsel to each known Beneficiary by first class mail addressed to the Beneficiary's last known address as it appears on the records maintained by Domgroup within fourteen (14) days of the date of this Order, and that no further notice is required to be sent to the Beneficiaries in respect of the granting of this Order and the appointment of Representative Counsel.

3. **THIS COURT ORDERS** that the Representative Counsel shall prepare and file all claims of the Beneficiaries against Domgroup relating to the provision of Benefits on behalf of

the Beneficiaries in accordance with the Non-Applicant Claims Order (the “**Beneficiaries’ Claims**”) and shall take all steps necessary to finally resolve all Beneficiaries’ Claims.

4. **THIS COURT ORDERS** that upon final resolution of all Beneficiaries’ Claims, the Representative Counsel shall send a final notice to each known Beneficiary by first class mail addressed to the Beneficiary’s last known address as it appears on the records maintained by Domgroup or to such address as the Representative Counsel may be advised, within fourteen (14) days of the date of such final resolution confirming the results of the claims process and the resolution of Beneficiaries’ Claims.

5. **THIS COURT ORDERS** that, upon receiving written notice from the Representative Counsel and Domgroup that all the respective Beneficiaries’ Claims have been finally resolved, the Monitor shall file a Certificate with this Honourable Court (the “**Monitor’s Certificate**”) confirming that the Representative Counsel has completed its mandate. Upon the filing of the Monitor’s Certificate, the Representative Counsel shall be immediately discharged as Representative Counsel, without further Order.

6. **THIS COURT ORDERS** that the Representative Counsel shall not be required to call or hold any meetings with all the Beneficiaries or take any other steps to provide notice to all the Beneficiaries of any matter within the Representative Counsel’s mandate other than as specifically directed in this Order. In the event that Representative Counsel is of the view that a meeting with all the Beneficiaries should be held, Representative Counsel shall consult with the Monitor and the Applicants with respect thereto.

7. **THIS COURT ORDERS** that the Representative Counsel is authorized to take all steps and to do all acts necessary or desirable to carry out the provisions of this Order.

8. **THIS COURT ORDERS** that the Representative Counsel is authorized and empowered on behalf of all Employees to negotiate with Domgroup and agree to a compromise or settlement respecting any payment, reimbursement or coverage in relation to the Benefits owed to the Employees involving Domgroup under law or equity or under the *Employment Standards Act, 2000*, S.O. 2000, c. 41, and any other applicable provincial or federal minimum standards employment legislation, and that the Representative Counsel has all of the powers and obligations pertinent thereto, and, if where necessary, the consent of the applicable Employees to such compromise or settlement is hereby deemed to have been given.

9. **THIS COURT ORDERS** that the Representative Counsel shall be at liberty to appoint, employ or retain such professional or expert advisors from time to time as the Representative Counsel may reasonably consider necessary or desirable to carry out the provisions of this Order.

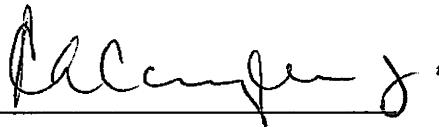
10. **THIS COURT ORDERS** that upon the filing of the Monitor's Certificate the Representative Counsel, its agents and professional or expert advisors are released and discharged from any and all claims, demands, causes and manners of actions, liabilities and obligations whatsoever of any nature and kind howsoever arising, both at law and in equity, in respect of or relating to the appointment of Representative Counsel under this Order and shall have no liability or obligation as a result of their appointment or the fulfilment of their duties in carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on their part.

11. **THIS COURT ORDERS** that Representative Counsel shall be paid its reasonable fees and disbursements, including disbursements incurred in regard to the retainer of any professional or expert advisors, by Domgroup in a timely manner for fulfilling its mandate in accordance with this Order and the Non-Applicant Claims Order, on the provision of invoices by the

Representative Counsel to Domgroup. Upon the request of the Applicants, Domgroup or the Monitor, Representative Counsel shall seek the approval of its fees by this Honourable Court.

12. **THIS COURT ORDERS** that the Representative Counsel shall be at liberty and is authorized at any time to apply to this Honourable Court for advice and directions in the discharge or variation of its powers and duties.

13. **THIS COURT ORDERS** that Domgroup or Monitor shall be at liberty and are authorized at any time to apply to this Honourable Court for advice and directions regarding the role of Representative Counsel.



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

NOV 26 2008

PER / PAR:  Joanne Nicot
Registrar, Superior Court of Justice

Schedule "A"

[ON THE LETTERHEAD OF REP COUNSEL'S FIRM]

●, 2008

[Name of Beneficiary]

[Beneficiary's Address]

Re: Our Appointment by the Ontario Court as your Representative Counsel in respect of a Claims Process for Domgroup Ltd. ("Domgroup")

On August 27, 2008, the Ontario Superior Court of Justice (Commercial List) made an Order (the "Claims Order") initiating a claims process for Domgroup. Domgroup is a subsidiary of Hollinger Inc. ("Hollinger"), which filed for and obtained protection from its creditors under the *Companies' Creditors Arrangement Act* ("CCAA") in a Court proceeding commenced on August 1, 2007 (the "Hollinger CCAA Proceeding"). In connection with the Hollinger CCAA Proceeding, the Court has authorized Hollinger to commence a wind-up of its subsidiaries, including Domgroup, after paying or making provision for payment of all proper third-party claims, debts and liabilities of Domgroup. The purpose of the claims process as described in the Claims Order is to identify all claims that might exist or that could be made against Domgroup. For the time being, the benefit plans will continue without change.

On November 26, 2008, the Ontario Superior Court Justice (Commercial List) made an Order (the "Representation Order") appointing our firm as Representative Counsel on behalf of all persons who might be entitled to assert a claim for payment, reimbursement or coverage arising in connection with any post-employment benefit plan involving Domgroup, whether in relation to medical, dental, disability, life insurance or other form of benefit, obligation or payment to which such person (or others who may be entitled to claim under or through such person) might be entitled (collectively, the "Beneficiaries"). This process does not affect any pension benefits or annuity payments that you may be receiving, which will continue without change. You are receiving this letter as you have been identified on the records of Domgroup as a potential Beneficiary. A copy of the Representation Order is attached.

In accordance with the Representation Order, we will prepare and file the necessary Proofs of Claim and pursue all claims on behalf of the Beneficiaries through the claims process to achieve final resolution of all such claims. This may include obtaining an actuarial valuation to quantify the financial obligation of Domgroup for all claims that may be asserted by the Beneficiaries at any time. **As a result, you are not required to take any steps in respect of the claims process set out in the Claims Order for any claim you may have as a Beneficiary. You may see a notice in the Globe and Mail and in the National Post calling for claims to be filed by a certain date, but you are not required to participate in that process on your own behalf.** We will do so as Representative Counsel on your behalf and will protect your rights.

The Representation Order provides that Domgroup will be responsible for paying your reasonable legal costs and disbursements that are incurred in our acting on your behalf in accordance with the Representation Order. Upon final resolution of all Beneficiaries' claims, we will send a final notice to you advising you of the result of the claims process with respect to the Beneficiaries' claims, and providing you with any other information in connection with your claim.

If you have any questions with regard to the above, please contact [NTD: contact name to be inserted].

Yours very truly,

Koskie Minsky LLP

●

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) Proceeding Commenced at TORONTO	
ORDER (Representation Order for Retired and Disabled Employees of Domgroup Ltd.)	
ThorntonGroutFinnigan LLP Suite 3200, Canadian Pacific Tower 100 Wellington St. West, P.O. Box 329 Toronto-Dominion Centre Toronto, ON M5K 1K7 Robert I. Thornton – 24266B Kyla E.M. Mahar – 44182G Tel: (416) 304-1616 Fax: (416) 304-1313 Solicitors for the Applicants	

EXHIBIT “D”

Terminated List as delivered to Representative Counsel on or about December 4, 2008

No.	Date of Birth
1.	02/24/1912
2.	12/31/1899
3.	10/28/1926
4.	02/19/1922
5.	05/21/1899
6.	01/08/1913
7.	09/23/1912
8.	07/27/1914
9.	05/21/1914
10.	12/31/1899
11.	11/08/1913
12.	08/13/1912
13.	02/23/1918
14.	04/05/1914
15.	11/12/1912
16.	04/30/1919
17.	05/27/1920
18.	06/26/1912
19.	09/09/1926
20.	09/19/1926
21.	08/05/1920
22.	12/31/1899
23.	08/27/1931
24.	07/01/1912
25.	03/10/1912
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28.	03/14/1926
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31.	05/16/1914
32.	08/08/1919
33.	09/08/1950
34.	03/27/1925
35.	07/13/1939
36.	12/02/1912
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38.	12/11/1920
39.	03/18/1918
40.	07/16/1919
41.	05/01/1934
42.	03/31/1922

43.	11/27/1917
44.	10/19/1919
45.	05/23/1942
46.	07/07/1912
47.	11/19/1919
48.	02/14/1921
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62.	04/15/1923
63.	10/08/1918
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70.	05/24/1916
71.	01/15/1922
72.	09/24/1926
73.	01/01/1926
74.	10/26/1930
75.	10/12/1918
76.	03/19/1915
77.	10/14/1929
78.	01/01/1899
79.	09/17/1912
80.	04/13/1916
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82.	02/09/1913
83.	12/22/1912
84.	10/14/1925
85.	09/20/1912
86.	05/19/1924
87.	07/11/1933

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89.	05/09/1925
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94.	09/07/1917
95.	04/05/1915
96.	01/09/1916
97.	05/06/1918
98.	07/16/1913
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111.	02/17/1930
112.	02/16/1927
113.	10/01/1912
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176.	03/25/1919
177.	10/03/1915

178.	01/01/1950
179.	11/23/1924
180.	
181.	07/07/1916
182.	08/02/1914
183.	06/05/1921
184.	10/04/1918
185.	10/04/1918
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193.	04/17/1916
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197.	11/13/1933
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215.	09/19/1914
216.	03/30/1912
217.	09/21/1927
218.	04/13/1927
219.	06/16/1912
220.	01/04/1933

EXHIBIT “E”

Domgroup Ltd.**Manulife presumed deceased**

As at December 1, 2008 - As delivered to Representative Counsel on or about December 4, 2008

	Date of birth
1	-
2	13-Jan-19
3	24-Jun-16
4	-
5	21/09/1898
6	27-Mar-25
7	28-Aug-13
8	19-Jan-18
9	27-Jan-19
10	20-Mar-03
11	09-Aug-06
12	24-Mar-12
13	08-Jul-13
14	10-Feb-03
15	17-Mar-01
16	15-Jan-21
17	13-Nov-17
18	14-Jun-12
19	15-Aug-18
20	15-May-10
21	11-Jul-28
22	21-Feb-00
23	07-Feb-25
24	24-Apr-27
25	10-Apr-12
26	11-Jun-11
27	08-Feb-15
28	26-Jul-25
29	
30	21-Aug-16
31	14-Dec-15

EXHIBIT “F”

Updated Terminated List – as at February 17, 2009

No.	Date of Birth
1.	02/24/1912
2.	12/31/1899
3.	10/28/1926
4.	02/19/1922
5.	05/21/1899
6.	01/08/1913
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14.	04/05/1914
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25.	03/10/1912
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39.	03/18/1918
40.	07/16/1919
41.	05/01/1934
42.	03/31/1922
43.	11/27/1917

44.	10/19/1919
45.	05/23/1942
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56.	07/09/1915
57.	11/17/1913
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59.	03/02/1937
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83.	12/22/1912
84.	10/14/1925
85.	09/20/1912
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88.	01/17/1930
89.	05/09/1925
90.	02/26/1918

91.	05/28/1917
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99.	03/20/1915
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103.	12/04/1912
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108.	10/13/1913
109.	09/20/1910
110.	05/25/1921
111.	02/17/1930
112.	02/16/1927
113.	10/01/1912
114.	10/01/1930
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124.	01/25/1916
125.	08/05/1919
126.	12/21/1918
127.	12/22/1917
128.	12/03/1912
129.	06/22/1917
130.	16/11/1926
131.	04/13/1903
132.	06/01/1934
133.	09/16/1935
134.	03/26/1922
135.	04/09/1923
136.	03/11/1919
137.	03/21/1927

138.	02/08/1913
139.	01/30/1931
140.	12/26/1922
141.	09/26/1927
142.	01/04/1927
143.	02/17/1916
144.	09/09/1920
146.	02/28/1936
147.	04/08/1920
148.	07/07/1919
149.	03/17/1927
150.	05/24/1914
151.	05/26/1925
152.	12/23/1924
153.	02/15/1917
155.	08/10/1919
156.	10/30/1936
157.	12/08/1915
158.	10/22/1919
159.	02/06/1917
160.	01/13/1922
161.	09/07/1913
162.	08/26/1913
163.	01/03/1929
164.	09/05/1920
165.	02/08/1923
166.	06/22/1921
167.	12/31/1899
168.	02/15/1915
169.	07/09/1913
171.	10/06/1912
172.	03/01/1931
173.	11/25/1918
174.	10/05/1800
175.	06/21/1919
176.	03/25/1919
177.	10/03/1915
178.	01/01/1950
179.	11/23/1924
181.	07/07/1916
182.	08/02/1914
183.	06/05/1921
184.	10/04/1918
185.	10/04/1918
186.	12/05/1919

187.	09/07/1912
188.	03/04/1922
189.	03/20/1921
190.	04/30/1948
191.	09/19/1925
192.	09/11/1913
193.	04/17/1916
194.	06/16/1918
195.	08/03/1914
196.	10/01/1951
197.	11/13/1933
198.	10/17/1920
199.	08/22/1921
200.	07/10/1912
201.	12/31/1899
202.	03/30/1902
203.	12/26/1920
205.	02/28/1912
206.	05/19/1903
207.	01/22/1913
208.	11/03/1912
209.	04/02/1912
210.	04/17/1913
211.	11/26/1919
212.	06/18/1921
213.	09/10/1914
214.	05/30/1916
215.	09/19/1914
216.	03/30/1912
217.	09/21/1927
218.	04/13/1927
219.	06/16/1912
220.	01/04/1933

EXHIBIT “G”

Domgroup Ltd.**Manulife updated presumed deceased**

As at February 17, 2009

	Date of birth
1	-
2	13-Jan-19
3	24-Jun-16
4	-
5	21/09/1898
6	27-Mar-25
7	28-Aug-13
8	19-Jan-18
9	27-Jan-19
10	20-Mar-03
11	09-Aug-06
12	24-Mar-12
13	08-Jul-13
14	10-Feb-03
15	17-Mar-01
16	15-Jan-21
17	13-Nov-17
18	14-Jun-12
19	15-Aug-18
20	15-May-10
21	11-Jul-28
22	21-Feb-00
23	07-Feb-25
25	10-Apr-12
26	11-Jun-11
27	08-Feb-15
28	26-Jul-25
29	
30	21-Aug-16
31	14-Dec-15

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)**

Proceeding Commenced at Toronto

**AFFIDAVIT OF JOANNE R. PILKEY
SWORN FEBRUARY 17, 2009**

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Solicitors for the Applicants and the Non-Applicants

TAB 3

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

THE HONOURABLE	)	MONDAY, THE 23rd
	)	
MR. JUSTICE CAMPBELL	)	DAY OF FEBRUARY, 2009

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

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

Applicants

ORDER

(Re: Domgroup OPEB Claims under the Non-Applicant Claims Order, as amended)

THIS MOTION, brought by the Applicants, the Non-Applicants and Koskie Minsky LLP, in its capacity as Representative Counsel ("**Representative Counsel**") appointed pursuant to the Order of the Honourable Mr. Justice Campbell dated August 27, 2008 (the "**Representation Order**") for an Order, among other relief: (i) confirming that the steps taken by Domgroup Ltd. ("**Domgroup**") and Representative Counsel to determine all individuals with a Domgroup OPEB Claim (as defined in the Non-Applicant Claims Order dated August 27, 2008 and amended by the Order of the Honourable Mr. Justice Campbell dated November 26, 2008), in particular, the OPEB Beneficiaries (as defined in the Affidavit of Joanne Robin Pilkey sworn February 17, 2009 (the "**Pilkey Affidavit**")) were appropriate and that no further steps to identify OPEB Beneficiaries are

required to be taken by the Chief Restructuring Officer (“**CRO**”), the Applicants, the Non-Applicants or Representative Counsel; (ii) excluding the individuals on the Terminated List and Presumed Deceased List attached as Exhibit “F” and “G” to the Pilkey Affidavit from Representative Counsel’s representation; and (iii) barring any Domgroup OPEB Claims not filed by Representative Counsel including those from individuals on the Terminated List and Presumed Deceased List attached as Exhibit “F” and “G” to the Pilkey Affidavit was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants’, the Non-Applicants’ and Representative Counsel’s Joint Notice of Motion dated February 17, 2009 (the “**Notice of Motion**”), the Pilkey Affidavit, the Affidavit of Shallon Garrafa sworn February 18, 2009 and on hearing from counsel for the Applicants and the Non-Applicants, the Monitor, Representative Counsel and such other counsel as were present and on being advised that the Service List as of February 18, 2009 was served electronically with the Notice of Motion,

1. **THIS COURT ORDERS** that the combined efforts undertaken by Domgroup and Representative Counsel to determine all individuals with a Domgroup OPEB Claim, in particular, the OPEB Beneficiaries were appropriate and directs that no further efforts are required to be undertaken by the CRO, the Applicants, the Non-Applicants or Representative Counsel to locate any other OPEB Beneficiaries that may assert a Domgroup OPEB Claim.

2. **THIS COURT ORDERS** that the list of individuals annexed as Exhibits “F” and “G” to the Pilkey Affidavit be and is hereby excluded from representation by Representative Counsel under the Representation Order.

3. **THIS COURT ORDERS** that any individual whose claim is not filed by Representative Counsel including, without limitation, those individuals listed in Exhibits “F” and “G” to the Pilkey Affidavit:

- (a) shall be and is forever barred from making or enforcing any Domgroup OPEB Claim as against any Non-Applicant and their Directors and Officers, and all such Domgroup OPEB Claims shall be forever extinguished;
- (b) shall be and is hereby forever barred from making or enforcing any Domgroup OPEB Claim as against any other Person who could claim contribution or indemnity from a Non-Applicant; and
- (c) shall not be entitled to any payment or distribution in respect of such Domgroup OPEB Claim at any time.

4. **THIS COURT ORDERS** that the Applicants, the Non-Applicants and Representative Counsel be and are hereby authorized, *nunc pro tunc*, to redact any personal information from Exhibits “D”, “E”, “F” and “G” of the version of the Pilkey Affidavit served on any party other than this Honourable Court.

5. **THIS COURT ORDERS** that the unredacted version of the Pilkey Affidavit filed with this Honourable Court be sealed from the public record permanently, subject to further Order of this Honourable Court, in a separate sealed envelope identifying the Court File No. and prominently marked with the following legend:

“CONFIDENTIAL INFORMATION

Pursuant to an Order dated February 23, 2009, this envelope shall remain sealed in the court file permanently, subject to further Order of the Court.”

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(FEBRUARY 23, 2009)**

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

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Court File No. 07-CL-7120

ONTARIO

SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding Commenced at Toronto

MOTION RECORD
RETURNABLE ON FEBRUARY 23, 2009

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