

**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 July 10, 2014)**

July 8, 2014

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TAB 1

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

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

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Applicants

**NOTICE OF MOTION
(re: Stay Extension)**

THE APPLICANTS will make a motion before a judge presiding over the Commercial List on Thursday, July 10, 2013 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 July 10, 2014.
2. An Order extending the stay of proceedings provided for in the Order of the Honourable Mr. Justice Morawetz dated August 1, 2007 (the "**Initial Order**") currently expiring on July 10, 2014 (the "**Stay Period**") to January 8, 2015.
3. 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. The Stay Period pursuant to the Initial Order has been extended by subsequent Orders of this Honourable Court and currently expires on July 10, 2014.
3. Each of the Applicants and the Non-Applicants commenced a claims process to determine and adjudicate related and non-related party claims. With the exception of claims asserted by Canada Revenue Agency, all of the arm's length claims against the Applicants have been determined
4. Settlements in principle have been reached with virtually all the remaining defendants to Hollinger's actions. Specifically, following mediation, Hollinger and John D. Ground Q.C. (retired justice), in his capacity as Litigation Trustee of Hollinger ("**Litigation Trustee**") reached a settlement in principle with F. David Radler, a former director and officer of Hollinger, and his private company F.D. Radler Ltd. (now know as North American Newspapers Ltd.) (collectively, "**Radler**"). Radler has filed a motion for directions in respect of this pending settlement and its approval.
5. Following mediation, Hollinger and the Litigation Trustee also reached settlements in principle with Conrad M. Black, the former CEO and Chairman of Hollinger's Board of Directors, his wife, Barbara Amiel-Black, herself a former director of Hollinger, and their private companies, Conrad Black Capital Corporation, Moffat Management Inc., Black-Amiel Management Inc., 1269940 Ontario Limited and 2753421 Canada Limited (collectively, the "**Blacks**") and with Peter G. White, a former officer and director of Hollinger and his private company, Peter G. White Management Ltd. (collectively, "**White**"). The parties to the pending settlements are currently in negotiations in respect of the settlement documentation.
6. By Notice of Motion dated September 18, 2013, the Applicants sought a distribution of the estates of the Applicants and the establishment of certain reserves for unresolved claims

which has been adjourned. In light of the resolutions of the various disputes and litigious matters in these estates, it is the Applicants' intention to bring the distribution motion forward as soon as possible

7. The Applicants require an extension of the Stay Period to allow them to:
 - (a) complete the claims processes to determine the claims against the Applicants and certain of their subsidiaries (the "**Non-Applicants**");
 - (b) finalize the pending settlements with the remaining defendants to Hollinger's actions and seek court approvals in respect thereto; and
 - (c) develop a distribution plan to be submitted to the Court for approval
8. The Applicants have proceeded in good faith and with due diligence and will continue to do so.
9. The Monitor has advised that it recommends the relief being sought by the Applicants.
10. The provisions of the CCAA including Section 11.02.
11. Rules 2.03, 3.02 and 37 of the Rules of Civil Procedure (Ontario).
12. 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 the CRO sworn July 7, 2014;
2. The Twenty-Seventh Report of the Monitor, to be filed; and

3. Such further and other material as counsel may advise and this Honourable Court may permit.

July 8, 2014

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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

**NOTICE OF MOTION
(Returnable July 10, 2014)**

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TAB 2

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

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

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OR ARRANGEMENT WITH RESPECT TO HOLLINGER INC.,
4322525 CANADA INC. and SUGRA LIMITED

Applicants

AFFIDAVIT OF WILLIAM E. AZIZ

I, **WILLIAM E. AZIZ**, of the Town of Oakville, in the Province of Ontario, **MAKE
OATH AND SAY AS FOLLOWS:**

1. I am the President of BlueTree Advisors Inc., Court-appointed Chief Restructuring Officer of the Applicants. As such, I have personal knowledge of the matters to which I hereinafter depose, except where my knowledge is based on information and belief, in which case I believe such information to be true.
2. Pursuant to an Order of this Honourable Court dated May 21, 2008, as amended by the Order of this Honourable Court dated July 3, 2008, I or a company or entity owned or controlled by me was appointed as the Chief Restructuring Officer of the Applicants. BlueTree Advisors Inc. ("**BlueTree**") is the entity owned or controlled by me that was appointed to provide my services as Chief Restructuring Officer of the Applicants.

3. BlueTree was also retained, pursuant to board resolutions passed by each of Domgroup Ltd. ("**Domgroup**"), 10 Toronto Street Inc. ("**10 Toronto Street**"), Holcay Holdings Ltd. and 021173 N.B. Limited a.k.a. Willett Foods f.k.a. Willett Food Company (collectively, the "**Non-Applicants**") on June 16, 2008, to provide the services of Chief Restructuring Officer of the Non-Applicants (collectively, BlueTree and myself are referred to as the "**CRO**").
4. All capitalized terms not herein defined shall have the meanings set out in the Initial Order dated August 1, 2007.

Purpose

5. The purpose of this Affidavit is to (i) supplement the Twenty-Seventh Report of the Monitor, and (ii) support the extension of the Stay Period, as described herein.

Claims Processes

6. Each of the Applicants and the Non-Applicants commenced a claims process to determine and adjudicate related and non-related party claims. With the exception of claims asserted by Canada Revenue Agency, all of the arm's length claims against the Applicants have been determined. However, certain of the non-arm's length claims against the Applicants are not yet completely resolved and are significant and complicated.

Catalyst Claim against Hollinger

7. By Reasons dated June 24, 2013, Justice Campbell dismissed the motion brought by Catalyst Capital Fund I (“**Catalyst**”) asserting a super-priority claim against Hollinger Inc. (“**Hollinger**”). Catalyst sought leave to appeal Justice Campbell’s decision which was denied by the Court of Appeal by Endorsement dated April 14, 2014. No further leave was sought, meaning the priority issue advanced by Catalyst is now finally determined.

Litigation

8. The Applicants continue to work with John D. Ground Q.C. (retired justice), in his capacity as Litigation Trustee of Hollinger (“**Litigation Trustee**”), in an effort to prosecute and/or settle the Applicants’ litigation for the benefit of its estates.
9. The Litigation Trustee’s mandate is to maximize potential returns to the estate from the litigation assets of Hollinger that include claims against: (1) Hollinger’s former directors and officers; (2) Hollinger’s former counsel, Torys LLP (“**Torys**”); (3) Hollinger’s former auditor and tax advisor, KPMG LLP (“**KPMG**”); and (4) Hollinger’s former lending syndicate led by the Canadian Imperial Bank of Commerce (“**CIBC**”) and including TD Bank and Scotiabank.
10. Hollinger and the Litigation Trustee have entered into settlement agreements with:
 - (a) Ralph M. Barford, a former director of Hollinger;
 - (b) Maureen Sabia, Fredrik Eaton, Allan Gotlieb and Henry Ketcham III, each former directors of Hollinger;

- (c) The estate of F. Donald Fullerton, a former director of Hollinger;
 - (d) CIBC, the lead bank in Hollinger's former lending syndicate;
 - (e) Torys, former counsel to Hollinger;
 - (f) KPMG, former auditors of and advisors to Hollinger;
 - (g) Peter Atkinson, a former officer and director of Hollinger, and his private company, 1406684 Ontario Limited; and
 - (h) John Boulton, a former officer and director of Hollinger, and his private companies, Mowitz Holdings Inc. and 364817 Ontario Ltd.
11. All of the foregoing settlements have been duly approved by the Court.
12. In addition, Hollinger and the Litigation Trustee entered into a settlement with Charles Cowan, a former director of Hollinger. The Cowan settlement did not require court approval.
13. Hollinger and the Litigation Trustee have discontinued Hollinger's actions against The Ravelston Corporation Limited, Ravelston Management Inc., and Hollinger Aviation Inc. due to the dissolution, wind up or insolvency of those companies.
14. Hollinger and the Litigation Trustee have also filed notices of discontinuance in respect of Argus Corporation Limited ("**Argus**") and its subsidiaries, 509643 N.B. Inc., 509644 N.B. Inc., 509645 N.B. Inc., 509646 N.B. Inc. and 509647 N.B. Inc. (together, the "**509 Companies**"). Argus and the 509 Companies have resisted the proposed discontinuance and counter moved for an Order permitting them to maintain their counterclaims against

Hollinger. The parties are in discussions with a view to resolving these issues without resort to the Court.

15. Settlements in principle have been reached with virtually all the remaining defendants to Hollinger's actions. Specifically, following a mediation before George Adams, Hollinger and the Litigation Trustee reached a settlement in principle with F. David Radler, a former director and officer of Hollinger, and his private company F.D. Radler Ltd. (now known as North American Newspapers Ltd.) (collectively, "**Radler**").
16. Radler has filed a motion for directions in respect of this pending settlement and its approval, on a date to be determined by the Court, which may be resolved by consent of the parties in advance of any hearing.
17. Following a mediation before George Adams, Hollinger and the Litigation Trustee reached settlements in principle with Conrad M. Black, the former CEO and Chairman of Hollinger's Board of Directors, his wife, Barbara Amiel-Black, herself a former director of Hollinger, and their private companies, Conrad Black Capital Corporation, Moffat Management Inc., Black-Amiel Management Inc., 1269940 Ontario Limited and 2753421 Canada Limited (collectively, the "**Blacks**") and with Peter G. White, a former officer and director of Hollinger and his private company, Peter G. White Management Ltd. (collectively, "**White**").
18. The parties to the pending settlements are currently in negotiations in respect of the settlement documentation. As such, the pending settlements with Radler, the Blacks and White remain subject to settlement privilege until such time as they are brought before the Court for approval.

19. Once the pending settlements are finalized, the Litigation Assets of the Applicants and the related claims against the estate will all have been resolved.

Distribution Motion

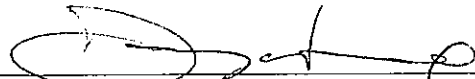
20. By Notice of Motion dated September 18, 2013, the Applicants sought a distribution of the estates of the Applicants and the establishment of certain reserves for unresolved claims. Pursuant to the directions of Justice Campbell on September 23, 2013, this motion has been adjourned until certain litigation matters are determined. In light of the resolutions of the various disputes and litigious matters in these estates, it is the Applicants' intention to bring the distribution motion forward as soon as possible.

Stay Extension

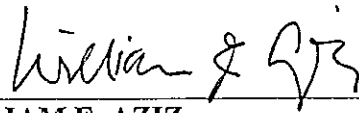
21. The Applicants continue to act in good faith and with due diligence throughout these proceedings. The Applicants require an extension to the Stay Period to January 8, 2015 to allow them to:
 - (a) complete the claims processes to determine the claims against the Applicants and the Non-Applicants;
 - (b) finalize the pending settlements with the remaining defendants to Hollinger's actions and seek court approvals in respect thereto; and
 - (c) develop a distribution plan to be submitted to the Court for approval.

22. Based on the foregoing, I, as the CRO, recommend that this Court extend the Stay Period to January 8, 2015.

SWORN before me in the City of Toronto,
in the Province of Ontario, this 7th day of
July, 2014.


Commissioner for Taking Affidavits

DANNY NUNES


WILLIAM E. AZIZ

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

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TAB 3

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) THURSDAY, THE 10th
)
MR. JUSTICE MCEWEN) DAY OF JULY, 2014

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

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

Applicants

ORDER
(re: Stay Extension)

THIS MOTION brought by the Applicants for an Order extending the Stay Period as provided for and defined in the Order of the Honourable Mr. Justice Morawetz dated August 1, 2007 (the “**Initial Order**”), as subsequently extended by Orders and written endorsements of this Honourable Court to January 8, 2014 was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicants’ Notice of Motion dated July 7, 2014 (the “**Notice of Motion**”), the Affidavit of the Chief Restructuring Officer of the Applicants and the Non-Applicants sworn July 7, 2014 (the “**CRO Affidavit**”) and the Twenty-Seventh Report of Ernst and Young Inc. in its capacity as Court-appointed Monitor of the Applicants (the “**Monitor**”) and on hearing from counsel for the Applicants and the Monitor and such other counsel as were present and on being advised that the Service List as of December 3, 2013 was served 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 such that the motion is properly returnable today and further that service upon any interested party other than those parties served is hereby dispensed with.

Defined Terms

2. **THIS COURT ORDERS** that all capitalized terms not herein defined shall have the meanings set out in the Initial Order.

Extension of the Stay Period

3. **THIS COURT ORDERS** that the Stay Period in the Initial Order with respect to the Applicants is hereby extended to and including January 8, 2015.

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
(Re: Stay Extension)**

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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 PLAN OF COMPROMISE AND ARRANGEMENT OF HOLLINGER INC. 4322525 CANADA INC. AND
SUGRA LIMITED

Court File No.: 07-CL-7120

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceedings commenced at Toronto

MOTION RECORD
(Returnable July 10, 2014)

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