

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) TUESDAY, THE 19th
JUSTICE MCEWEN) DAY OF AUGUST, 2014

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT IN THE MATTER OF HOLLINGER CANADIAN
PUBLISHING HOLDINGS CO.**

ORDER

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

- (a) Validating service for this motion;
- (b) Authorizing and directing that all remaining funds held at CIBC Mellon in account number PCRF4470002, less any amounts required and customarily charged by CIBC Mellon to close such account (the "**Pacific Press Funds**"), shall be paid to HCPH for distribution to its Affected Creditors in respect of their Non-Pension Affected Claims in accordance with the Applicant's Plan of Compromise and Arrangement dated May 24, 2012 (the "**CCAA Plan**");

(c) Approving the activities of the Monitor, HCPH and its Chief Restructuring Officer set out in the Monitor's Twenty-First Report and the affidavits and other evidence filed in respect of this motion; and

(d) Such further and certain other relief as this Honorable Court deems just

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

UPON READING the Motion Record of the Applicant, including the Notice of Motion of the Applicant, the Affidavit of Michael Krupa (the "**CRO**"), sworn July 29, 2014, the Affidavit of Andrea MacBride sworn July 10, 2014 (collectively, the "**Motion Record**") and the Twenty-First Report of the Monitor, and upon hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel, no one appearing for any other party on the service list in these CCAA Proceedings, although duly served,

SERVICE

1. **THIS COURT ORDERS** that service of the Motion Record is hereby validated such that this motion is properly returnable today and no other or further service thereof is required.

INTERPRETATION

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

DIRECTION TO CIBC MELLON

3. **THIS COURT ORDERS AND DIRECTS** that all remaining funds held at CIBC

Mellon in account number 4470002, less any amounts required and customarily charged by CIBC Mellon to close such account (the "**Pacific Press Funds**") shall be paid to HCPH for distribution to its Affected Creditors in respect of their Non-Pension Affected Claims in accordance with the CCAA Plan.

4. **THIS COURT ORDERS** that CIBC Mellon shall incur no liability or obligation as a result of the carrying out of its obligations under this Order other than in respect of claims based on gross negligence or wilful misconduct.

APPROVAL OF THE MONITOR'S ACTIVITIES

5. **THIS COURT ORDERS** that the Monitor's Twenty-First Report and all of the activities described therein of the Monitor, HCPH, and its Chief Restructuring Officer, including without limitation in respect of all matters relating to the interim distribution, are hereby approved in their entirety

SEALING

6. **THIS COURT ORDERS** that Exhibit "A" to the Affidavit of Andrea MacBride sworn July 10, 2014 and Exhibit "A" to the Supplemental Affidavit of Andrea MacBride sworn August 14, 2014, shall be treated as confidential, sealed, and shall not form part of the public record pursuant to section 137(2) of the *Courts of Justice Act* pending further Order of this Court.

EXTRATERRITORIAL ASSISTANCE

7. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, or in any other foreign jurisdiction, to give effect to this Order and to assist the Applicant, the Monitor and

their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

A handwritten signature in black ink, appearing to be 'MEST', written above a horizontal line.

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

AUG 19 2014

Handwritten initials in black ink, appearing to be 'MB'.

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

Court File No. 09-8503-00CL

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

Proceedings commenced in Toronto

**ORDER
(Pacific Press Motion)**

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

Derek J. Bell (LSUC #43420J)
Raj Sahni (LSUC#42942U)

Tel: 416-863-1200
Fax: 416-863-1716

Lawyers for the Applicant