



Court File No. 09-8503-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) TUESDAY, THE
JUSTICE CAMPBELL) 27th DAY OF JULY, 2010
)

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

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

ORDER

THIS MOTION, made by Hollinger Canadian Publishing Holdings Co. (the "Applicant" or "HCPH"), for an Order extending the Stay Period referred to in the Initial Order (as defined below) and extended by Orders of this Court dated January 6, 2010 and April 15, 2010, the appointment of representative counsel for certain pension plans and for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Notice of Motion, the affidavit of Dennis M. Byrd sworn July 22, 2010, the Third Report of the Monitor dated July 26, 2010 (the "**Monitor's Third Report**") and upon the submissions of counsel for the Applicant, the Monitor and Representative Counsel (as defined below),

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the

Motion Record of the Applicant be and it is hereby abridged and that the motion is properly returnable today and further that service thereof upon any interested party other than those served is hereby dispensed with.

Interpretation

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

Extension of Stay Period

3. **THIS COURT ORDERS** that the Stay Period referred to in paragraph 14 of the Order dated December 10, 2009 (the "**Initial Order**") and extended pursuant to paragraph 2 of the Order dated January 6, 2010 and paragraph 2 of the Order dated April 15, 2010 (the "**April 15 Order**"), is further extended through to and including October 29, 2010 without prejudice to the Applicant's right to request further extensions should they become necessary.

Appointment of Representative Counsel

4. **THIS COURT ORDERS** that, in addition to Koskie Minsky LLP's appointment as representative counsel for all members and beneficiaries of the OPEB Plans pursuant to the Initial Order, Koskie Minsky LLP ("**Representative Counsel**") is hereby appointed as counsel for all members and beneficiaries of the Pension Plans (as defined in the Affidavit of Thomas L. Kram, sworn December 8, 2009) for or in respect of any issues affecting such members and/or beneficiaries in respect of the Pension Plans in these proceedings, upon the same terms and conditions as set out in paragraphs 50 to 54 of the Initial Order, from and after the date of this Order, provided however that references to OPEB Plans within those paragraphs shall be deemed to refer to Pension Plans for purposes of this Order.

5. **THIS COURT ORDERS** that within five days of the date of this Order, the Monitor shall post on the Website a copy of a notice regarding the appointment of Representative Counsel for the members and beneficiaries of the Pension Plans pursuant to paragraph 4 above, substantially in the form set out in Schedule "A" hereto (the "**Representative Counsel Notice**").

6. **THIS COURT ORDERS** that any individual member of the Pension Plans who (i) delivered an Opt-Out notice to the Monitor pursuant to the Initial Order in respect of his/her interests in the OPEB Plans and (ii) who has not withdrawn such Opt-Out notice as of the date of this Order shall not be represented by or bound by the actions of Representative Counsel in respect of his or her interests under or relating to the Pension Plans unless, by no later than August 31, 2010, such person notifies the Monitor and Representative Counsel in writing (such written notice is referred to herein as an "**Opt-In Notice**") at the addresses set out in the Representative Counsel Notice that he or she wishes to be represented by Representative Counsel in respect of his or her interests under or relating to the Pension Plans.

7. **THIS COURT ORDERS** that any individual member of the Pension Plans who (i) has not previously delivered an Opt-Out notice to the Monitor pursuant to the Initial Order in respect of his/her interests in the OPEB Plans and (ii) who does not wish to be represented by Representative Counsel in these proceedings in respect of his/her interest under or relating to the Pension Plans shall, by no later than August 31, 2010, notify the Monitor and Representative Counsel in writing (such written notice is referred to herein a "**Pension Counsel Opt-Out Notice**") at the addresses set out in the Representative Counsel Notice that he or she does not wish to be represented by Representative Counsel in respect of his or her interests under or relating to the Pension Plans, and shall thereafter not be bound by the actions of Representative Counsel in respect of his or her interests under or relating to the Pension Plans and shall represent themselves or be represented by any counsel that they may retain exclusively at their own expense.

8. **THIS COURT ORDERS** that, Representative Counsel shall represent and act for all individual members and beneficiaries of the Pension Plans in these proceedings. All such individual members and beneficiaries and any person who may be entitled to claim payments, benefits or reimbursements under any Pension Plans through such individual members or beneficiaries or because such individuals are members or beneficiaries of any Pension Plan shall be bound by the actions of Representative Counsel in these proceedings, except that (i) persons identified in paragraph 6 above who have not delivered a Opt-In Notice and (ii) persons identified in paragraph 7 above who have delivered a Pension Counsel Opt-Out Notice, shall not be represented by or bound by the actions of the Representative Counsel in these proceedings.

9. **THIS COURT ORDERS** that Representative Counsel shall have no liability as a result of its appointment or the fulfilment of its duties in carrying out the provisions of this Order and any previous or any subsequent Orders in these proceedings, save and except for any gross negligence or wilful misconduct and no action or proceedings may be commenced against the Representative Counsel, except with prior leave of this Court obtained on at least twenty-one (21) days' notice to the Applicant, the Representative Counsel and the Monitor.

10. **THIS COURT ORDERS** that Representative Counsel shall be at liberty and are authorized at any time to apply to this Court, on proper notice to the Monitor and the Applicant, for advice and directions in the performance or variation of its powers and duties.

Applications to the Superintendent of Financial Services of Ontario

11. **THIS COURT ORDERS** that HCPH is authorized to apply to the Superintendent of Financial Services of Ontario (the "**Superintendent**") for consent to transfer \$77,789 as at June 30, 2004 (plus interest at the net rate of return of the fund, as appropriate) from the pension fund of the Sterling Newspapers Company Pension Plan for Employees of Newspapers Formerly Owned by Thomson Newspapers, Registration No. 1024744 to the pension fund of the Hollinger Canadian Publishing Holdings Co. Pension Plan for the Employees of Newspapers Formerly Owned by Thomson Newspapers, Registration No. 1033786 (the "**Thomson Plan**").

12. **THIS COURT ORDERS** that HCPH is authorized to take all necessary steps in order to make application for the Superintendent's consent to transfer assets in the amount of \$214,942.95 as at January 1, 2001 (plus investment earnings less appropriate deductions and adjustments to the date of transfer) from the Thomson Plan to the CanWest Pension Plan for Vancouver Island Employees, B.C. Registration No. 086435, representing the value of defined contribution account balances of certain former members of the Thomson Plan whose employment was transferred to CanWest Global Communications Corporation effective January 1, 2001.

Approval of Activities

13. **THIS COURT ORDERS** that HCPH is authorized to sell all or part of its asset backed commercial paper holdings ("**ABCP**") in accordance with the procedure described by the Monitor in the Monitor's Third Report and HCPH, in consultation with the Monitor, may elect to

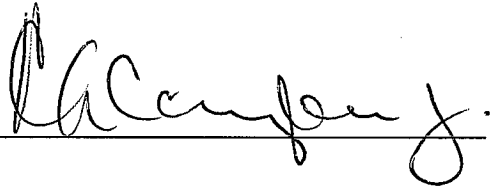
effect such sale by the filing of a Monitor's certificate setting out the name of the purchaser (the "**Purchaser**"), the ABCP sold and the purchase price and certifying that the purchase price has been received. Upon the filing of the Monitor's certificate, all of HCPH's rights, title and interest in and to the ABCP sold shall vest absolutely in the Purchaser, free and clear of any and all estates, rights, titles, interests, claims, hypothecs, mortgages, charges, liens (whether contractual, statutory or otherwise), security interests, assignments, actions, levies, taxes, writs of execution, trusts or deemed trusts (whether contractual, statutory or otherwise), options, agreements, disputes, debts, encumbrances or other rights, limitations or restrictions of any nature whatsoever whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, whether liquidated, unliquidated or contingent, by or of all persons or entities of any kind whatsoever, including, without limitation, governmental and administrative bodies, agencies, authorities or tribunals and all other natural persons or corporations.

14. **THIS COURT ORDERS** that the Monitor is authorized and directed to accept and receive Personal Information Statements, which were distributed in accordance with the Order of April 15, 2010, up to the date of this Order. Nothing in this paragraph or elsewhere in this Order shall prohibit HCPH and the Monitor from making such modifications to the Retiree Audit Survey Process (as defined in the April 15 Order) as HCPH and the Monitor may deem necessary or advisable to update and verify HCPH's records in respect of the Plan Members as provided for in paragraph 7 of the April 15 Order, including taking steps to revise information contained in Personal Information Statements circulated to the extent such information has been corrected or updated.

15. **THIS COURT ORDERS** that the Restructuring Claims Bar Date (as defined in this Court's Claims Procedure Order, dated April 15, 2010 (the "**Claims Procedure Order**")) for any Restructuring Claim (as defined in the Claims Procedure Order) arising after May 15, 2010 from or caused by any action taken by the Applicant from and after such date in connection with the restructuring, termination, disclaimer or repudiation of any contract, lease, employment agreement, or other arrangement or agreement of any nature whatsoever, whether oral or written, and any amending agreement related thereto in existence as at the Filing Date or other obligation incurred by the Applicant before the Filing Date (collectively "**Contracts**"), shall be and is hereby established as 5:00 p.m. (Eastern Standard Time) on the thirtieth (30th) day following the

date on which an applicable notice of such restructuring, termination, disclaimer or repudiation of any Contract is sent by the Applicant to the applicable Creditor, and all applicable provisions of the Claims Procedure Order (including, but not limited to paragraphs 10 and 11) shall continue to govern any such Restructuring Claims arising after May 15, 2010.

16. **THIS COURT ORDERS** that the Monitor's Third Report and all of the activities described therein are hereby approved in their entirety and all of the activities of the Chief Restructuring Officer, described in the affidavit of Dennis M. Byrd sworn July 22, 2010, are hereby approved in their entirety.



A handwritten signature in cursive script, appearing to read "D. Campbell", is written over a horizontal line.

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

JUL 27 2010

PER/PAR: CSN

SCHEDULE "A"

August •, 2010

Re: Hollinger Canadian Publishing Holdings Co. – CCAA Proceedings and Appointment of Representative Counsel for Registered Pension Plan Members

Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made on December 10, 2009 (the "**Initial Order**"), Hollinger Canadian Publishing Holdings Co ("**HCPH**") commenced court-supervised restructuring proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). Under the Initial Order, the Court appointed Ernst & Young Inc. as the monitor of HCPH (the "**Monitor**") and the Court appointed the law firm Koskie Minsky LLP ("**Koskie**") as representative counsel ("**Representative Counsel**") to act on behalf of all members and beneficiaries of the post-employment and post-retirement benefits ("**OPEB Benefits**"), other than registered pension plan benefits. Under the terms of Initial Order, Koskie was not appointed to represent individuals with respect to the registered pension plans (the "**Pension Plans**").

In its CCAA proceedings, HCPH has, under the supervision of the Court and the Monitor and with the input of Representative Counsel, continued to provide, on an interim basis, existing benefits to beneficiaries of its pension and benefit plans (the "**Plan Members**"), thereby avoiding any sudden interruption in benefits that could otherwise potentially affect former employees, retirees and others receiving them.

During the course of its CCAA proceedings, HCPH has been and continues to consult regularly with Representative Counsel on issues relating to Plan Members. As HCPH works toward a permanent solution with respect to the future of the pension and benefit plans, it has been determined that it would be helpful to have Representative Counsel represent the interests of Plan Members in respect of registered pension plans in addition to the OPEB Benefits. Accordingly, on July •, 2010, HCPH sought and obtained an order of the Court (the "**July •, 2010 Order**") appointing Koskie as Representative Counsel to act on behalf of all members and beneficiaries of the Pension Plans in addition to Koskie's existing Court-ordered mandate to act as Representative Counsel on behalf of all Plan Members in respect of issues relating to OPEB Benefits.

However, if you have not previously submitted an Opt-Out Notice pursuant to the Initial Order and you wish to be represented by Koskie as Representative Counsel in respect of the Pension Plans of which you are a member or beneficiary, no further action is required on your part as the July •, 2010 Order automatically appoints Koskie as your Representative Counsel in respect of such Pension Plans. As the Initial Order requires HCPH to pay all reasonable professional fees and expenses of Representative Counsel, you will not be required to pay legal fees for Koskie's role as your Representative Counsel in HCPH's CCAA proceedings.

If you have previously submitted an Opt-Out Notice pursuant to the Initial Order and had not withdrawn such Opt-Out Notice as of on July •, 2010, and you now wish to be represented by Koskie Minsky LLP as Representative Counsel in respect of the Pension Plans, you must,

by no later than August 31, 2010, send written notice to the Monitor and Representative Counsel by registered mail, fax or email at the addresses set out below, stating that you wish to be represented by Koskie Minsky LLP as Representative Counsel in respect of the Pension Plans.

If you have not previously submitted an Opt-Out Notice pursuant to the Initial Order and do not wish to be bound by the appointment of Koskie Minsky LLP as Representative Counsel in respect of the Pension Plans of which you are a member or beneficiary, you must, by no later than August 31, 2010, send written notice to the Monitor and Representative Counsel by registered mail, fax or email at the addresses set out below, stating that you do not wish to be represented by Koskie Minsky LLP as Representative Counsel in respect of the Pension Plans. Individuals who opt-out and wish to appear in HCPH's CCAA proceedings must obtain independent legal representation or represent themselves before the court, all at their own expense.

Contact information and addresses for delivery (by registered mail, fax or email) of written notices to Representative Counsel and the Monitor are as follows:

Representative Counsel:

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

Fax:
Email: hcph@kmlaw.ca

Tel: (416) 977.8353
Website: www.kmlaw.ca

The Monitor:

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Canadian Publishing Holdings Co.
222 Bay Street
P.O. Box 251
Toronto, ON M5K 1J7

Fax:
Email:

Tel: 1-888-274-4344
Website: www.ey.com/ca/HCPH

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

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SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced in Toronto

ORDER

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