

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE
JUSTICE CAMPBELL) 15th DAY OF APRIL, 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
(Stay Extension)**

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 (defined below) and extended by Order of this Court dated January 6, 2010, and for certain other relief, was heard this day at 330 University Avenue, Toronto, Ontario. Any capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Initial Order.

ON READING the Notice of Motion, the affidavit of Dennis M. Byrd sworn April 9, 2010, the Second Report of the Monitor dated April 14, 2010 (the "Monitor's Second Report") and on hearing the submissions of counsel for the Applicant, the Monitor and Representative Counsel,

Service

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

Extension of Stay Period

2. **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, is further extended to August 16, 2010.

Certain Payments Relating to Pension Plans

3. **THIS COURT ORDERS** that HCPH is authorized, but not required, to refund employee contributions (plus interest thereon at the prescribed rate as required by the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment) made by non-vested members of registered pension plans of HCPH who are entitled, whether before or after the date of this Order, to a refund of such contributions pursuant to the terms of the applicable pension plan and applicable pension legislation and who have not previously received such refunds.

4. **THIS COURT ORDERS** that HCPH is authorized, but not required, to make retroactive lump-sum payments, without interest, in respect of any missed pension payments to any members of registered pension plans or non-registered pension plans of HCPH who were entitled, whether before or after the date of this Order, to receive payments from such registered or non-registered pension plans and who have not previously received such payments, subject to further Order of this Court. *RAC*

5. **THIS COURT ORDERS** that HCPH is authorized, but not required, to make lump-sum payments (plus interest thereon, if any, as required by the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment) of the commuted value of a member's pension in respect of any members of registered pension plans of HCPH who are entitled, whether before or after the date of this Order, to a commuted value payment where the amount of the member's benefit does not exceed the statutory threshold permitted for commutation of benefits pursuant to the terms of the applicable pension plan and the *Pension Benefits Act* (Ontario) or equivalent legislation in the member's province of employment and

who have not previously received such payments. For greater certainty, unless otherwise ordered by this Court, HCPH shall not make any commuted value payments in respect of any registered or non-registered pension plans except as permitted above.

HCPH Retirement Plan Cost Certificate and Employer Contributions

6. **THIS COURT ORDERS** that, notwithstanding the requirements of the Ontario *Pension Benefits Act* and regulations thereunder, HCPH and Mercer, as the actuary (the "**Plan Actuary**") of the Hollinger Canadian Publishing Holdings Co. Retirement Plan (the "**HCPH Retirement Plan**") shall not file with the Superintendent of Financial Services an updated cost certificate in respect of the HCPH Retirement Plan and HCPH shall not commence making any employer contributions in respect of the HCPH Retirement Plan during the Stay Period pending further Order of this Court.

Retiree Audit Survey Process

7. **THIS COURT ORDERS** that HCPH, the Monitor and Representative Counsel are hereby authorized and directed to engage in the process set out below (the "**Retiree Audit Survey Process**"), with such modifications as HCPH and the Monitor may deem necessary or advisable, to update and verify HCPH's records in respect of the members of and beneficiaries entitled to receive benefits under HCPH's pension and benefits plans, including registered and unregistered pension and retirement plans and other benefits plans (collectively, the "**Plans**" and all such members of and beneficiaries entitled to receive benefits under any of the Plans collectively referred to as the "**Plan Members**").

8. **THIS COURT ORDERS** that as soon as practicable after the date of this Order, HCPH shall provide to the Monitor a complete list of persons who are Plan Members according to HCPH's books and records (the "**Known Plan Members**"). All persons who have information or records necessary for HCPH to compile the list of Known Plan Members, including the Plan Actuary and any other actuaries or service providers with whom HCPH has contracted to administer or assist with the administration of any of the Plans and who have notice of this Order (collectively, the "**Third Party Service Providers**") are hereby ordered to cooperate forthwith with HCPH and the Monitor and to provide them with such information and records in the

possession or control of such Third Party Service Providers about each Plan Member without requirement to obtain the express consent of the Plan Member to disclose the information to HCPH or the Monitor.

9. **THIS COURT ORDERS** that within five days of receiving the list of Known Plan Members from HCPH, the Monitor shall send to each Known Plan Member, by ordinary prepaid mail at the last known address of such Known Plan Member according to the books and records of HCPH, a copy of the personal information statement (the "**Personal Information Statement**") and accompanying instruction sheet substantially in the form attached as Schedule "A" to this Order, setting out the Plan(s) under which such Known Plan Member is a member.

10. **THIS COURT ORDERS** that within ten days of receiving the list of Known Plan Members from HCPH, the Monitor shall also publish a copy of the notice substantially in the form attached as Schedule "B" to this Order (the "**Retiree Survey Process Notice**") in the Globe and Mail (National Edition) and the National Post for one Business Day and, within five days of receiving such list of Known Plan Members from HCPH, the Monitor shall post the Retiree Survey Process Notice on the Monitor's website (at www.ey.com/ca/hcph) to notify any Plan Members who may not receive the Personal Information Statement of the Retiree Audit Survey Process.

11. **THIS COURT ORDERS** that any Known Plan Member who disputes any of the information set out in the Personal Information Statement sent to it by the Monitor must file a corrected Personal Information Statement with the Monitor by no later than 5:00 p.m. (Toronto time) on June 18, 2010 in accordance with the instructions set out in the Personal Information Statement and accompanying instruction sheet, failing which all information set out in the Personal Information Statement sent to such Known Plan Member will be deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and the Third Party Service Providers, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of Plan Members, and such Plan Member shall be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan

12. **THIS COURT ORDERS** that any person who does not receive a Personal Information Statement from the Monitor and who believes that he or she is a Plan Member may obtain a copy of the Personal Information Statement and accompanying instruction sheet by contacting the Monitor and file the completed Personal Information Statement with the Monitor by no later than 5:00 p.m. (Toronto time) on June 18, 2010 in accordance with the instructions set out in the Personal Information Statement and accompanying instruction sheet, failing which:

- (a) if such person is a Plan Member according to the books and records of HCPH, such Plan Member's information as set out in the books and records of HCPH shall be deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and the Third Party Service Providers, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of Plan Members, and such Plan Member shall be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan; or
- (b) if such person is not a Plan Member according to the books and records of HCPH, such person shall be forever barred from asserting any right, claim or entitlement under or in respect of any Plan, shall not be entitled to any further notice in respect of any Plan and shall not be entitled to participate as a Plan Member in these proceedings, provided however, nothing in this Order shall affect or diminish any right or entitlement of any person relating to any surplus in any registered pension plan pursuant to the *Pension Benefits Act* (Ontario) or equivalent legislation in the applicable province where such pension plan is registered or other applicable law.

13. **THIS COURT ORDERS** that HCPH and the Monitor are authorized to collect and utilize all personal information contained in all Personal Information Statements received by the Monitor for the purposes of these proceedings, including without limitation, to confirm and update HCPH's books and records in respect of the Plans and the Plan Members, and HCPH and the Monitor are authorized to share such personal information with each other, their respective counsel and other professional advisors in connection with these proceedings, the Court-

appointed Representative Counsel in these proceedings, any Third Party Service Providers and any other party that this Court may order. Any personal information about Plan Members shared pursuant to this Order may be used by the recipients of that personal information only to the extent necessary and solely for the purpose of ensuring the accuracy of the personal information for valuation purposes and for determining entitlement and potential claims of Plan Members entitled to benefits under or in respect of any Plans.

14. **THIS COURT ORDERS** that HCPH, with the assistance of the Monitor will review all Personal Information Statements returned to the Monitor and attempt to verify the information set out therein. If HCPH and the Monitor are not able to verify such information, they may request additional information from, and attempt to resolve any discrepancies with, the applicable Plan Member(s) and Representative Counsel and may apply to this Court for resolution of such discrepancies or for further directions of this Court with respect thereto. All persons who have information or records necessary for HCPH and the Monitor to verify such information, including any Third Party Service Providers, shall cooperate with HCPH and the Monitor in providing them with such information and records as may be requested by HCPH or the Monitor.

15. **THIS COURT ORDERS** that the provision of the personal information to HCPH and the Monitor as required by this Order and the use and disclosure of that personal information by HCPH and the Monitor in accordance with the terms of this Order shall be pursuant to this Order and are therefore in compliance with all applicable privacy statutes.

Funds in Bank Accounts

16. **THIS COURT ORDERS THAT** Royal Bank of Canada distribute to the Applicant the net position of bank accounts 06702-143-367-1, 01309-103-125-1, 06702-143-372-1, 06702-143-360-6, 06702-143-364-8 and 06702-143-359-8 held by Royal Bank of Canada, identified as being bank accounts of "Southam Inc", following which those bank accounts are to be closed.

17. **THIS COURT ORDERS THAT** Bank of Montreal distribute to the Applicant all funds currently held by Bank of Montreal in account no. 0001 0002-456 identified as being a bank

account of "The Gazette – a Division of Southam Inc.", following which the bank account be closed.

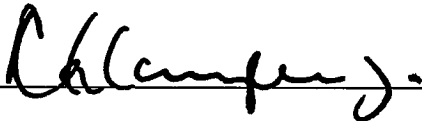
18. **THIS COURT ORDERS THAT** Royal Bank of Canada and Bank of Montreal are hereby fully released from any and all claims that could or may arise in connection with or in relation to any actions they take in respect of this Order and the funds identified herein or any further action taken in compliance with this Order.

Vue Weekly Litigation

19. **THIS COURT ORDERS THAT** the Applicant is not required to participate, seek standing to participate or otherwise take any action in respect of the appeal being brought by the Attorney General of Canada scheduled to be heard by the Alberta Court of Appeal on May 26, 2010 in the action styled *783783 Alberta Ltd. carrying on business as Vue Weekly v. The Attorney General of Canada et al.* and identified as Court File No. 0503 18023 in the Court of Queen's Bench of Alberta, Judicial District of Edmonton.

Approval of Activities

20. **THIS COURT ORDERS** that the Monitor's Second Report and the activities described therein are hereby approved and the activities of the Chief Restructuring Officer, described in the affidavit of Dennis M. Byrd sworn April 9, 2010, are hereby approved.



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

APR 15 2010

PER / PAR: 

SCHEDULE "A"

READ THIS DOCUMENT FIRST

HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.

IMPORTANT INSTRUCTION SHEET

What is this?

This Personal Information Statement has been sent to you pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated April [15], 2010 (the "April [15] Order"), to confirm information contained in the records of Hollinger Canadian Publishing Holdings Co. ("HCPH") with respect to your participation in one or more pension and/or other post-retirement benefits plans (collectively, the "Plans") currently administered by HCPH.

In accordance with the April [15] Order, HCPH is entitled to rely on the information enclosed for all purposes in HCPH's CCAA Proceedings, including, without limitation, determining your claims or entitlements, if any, in respect of the Plans. Accordingly, it is important that you confirm the accuracy of the information set out below or correct any errors or omissions, and return this form to Ernst & Young Inc. as the Monitor of HCPH (the "Monitor") in accordance with the instructions below, by no later than 5:00 p.m. (EST) on June 18, 2010.

If you do not return this form to the Monitor, the information below will be deemed to be correct and will be relied upon by HCPH in accordance with the April [15] Order. Any changes or corrections you provide relating to the Plans will be subject to verification by HCPH and the Monitor in accordance with the April [15] Order. A copy of the April [15] Order and other public documents relating to these proceedings can be found on the Monitor's website at www.ey.com/ca/hcph.

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Canadian Publishing Holdings Co.
222 Bay Street
P.O. Box 251
Toronto, ON M5K 1J7
Telephone: 1 888 274 4344
Fax: 416 943 3300
Email: hcph.monitor@ca.ey.com
Attention: Franca Mazzulla

In addition, if you have any questions that you wish to discuss with Court-Appointed Representative Counsel, please contact:

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

Email: hcph@kmlaw.ca

Tel: 1-866-545-9917 or 416-595-2161 (then select option 3)

Website: www.kmlaw.ca/case-central/

What is in here?

In order for HCPH to confirm the accuracy of its records and accurately administer and determine potential claims and entitlements relating to the Plans for which you are currently eligible, please review the information enclosed (Personal Information Statement) and if you believe any changes or corrections are required, then complete sections (A), (B), (C) and (D) and ensure that any required corrections to your pension and other benefit plan information, personal data, spousal information and work history are indicated in the appropriate columns. ***Please complete section (B) if you are a member or other recipient of benefits (e.g. a surviving spouse) under any of the Plans listed below.*** Please complete section (E) ***ONLY*** if it applies to you.

The personal information statement (about yourself or, if applicable, your spouse/beneficiaries) which you provide or confirm to the Monitor and HCPH on this form will be used:

- to communicate with you (or your spouse/beneficiaries),
- to administer any post-retirement benefits (including pension benefits) in which you are currently a participant, arising from your (or your spouse's) employment or former employment with HCPH (or any of its predecessor companies) in accordance with the governing terms of the applicable benefit plans,
- to determine your claims and entitlements, if any, in connection with the Plans, and
- for other purposes in connection with HCPH's CCAA Proceedings.

The personal information statement contained in this form, once finalized, may be shared with HCPH's legal counsel and other professional advisors in connection with the CCAA Proceedings, the Monitor and its counsel, the Court-appointed Representative Counsel, Koskie Minsky LLP, the Court, any actuary retained in connection with the Plans, any third party service providers with whom HCPH has contracted to administer or assist with the administration of the Plans and any other party that the Court may order. If the personal information statement is provided by a Power of Attorney, it will be used for the same purposes and disclosed in the same manner as if the information was provided by the Plan Member.

The Personal Information Statement relates only to your entitlements, if any, under one or more pension and/or OPEB plans administered by HCPH. OPEB refers to post retirement benefits other than the registered pension plan(s) in which you are a member and can include such benefits as unfunded pension benefits, medical, dental or life insurance benefits provided during retirement or benefits provided while on long-term disability. If you believe you have other claims unrelated to a registered pension plan or OPEB plan administered by HCPH, please contact the Monitor at the phone number or email address set out above.

IN THE MATTER OF HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.

CCA PROCEEDINGS

PERSONAL INFORMATION STATEMENT

Personal Information Statement for:

«Name»«Address»

Please review the information below and mark any information that is incorrect. Please return this document to the Monitor with either your confirmation or changes by email, fax or mail to the address below, by no later than June 18, 2010 at 5:00 p.m. (EST). If you have any questions, please contact the Monitor at 1-888-274-4344 or email at hcp.h.monitor@ca.ey.com.

Ernst & Young Inc.
Court-appointed Monitor of Hollinger Canadian Publishing Holdings Co.
222 Bay Street
P.O. Box 251
Toronto, ON M5K 1J7
Fax: 416 943 3300
Attention: Franca Mazzulla

(A) Plans:

HCPH's records indicate that you are a recipient of or entitled to benefits under the following HCPH Plans. Please provide supporting documentation (such as copy of bank statement or correspondence attached to benefit payments received from a plan provider) for any corrections or additions, if applicable:

	Plan Name and Number	Plan Description	Corrections, if any
Registered Pension Plan			
OPEB (Unfunded Pension Plan)			
OPEB (Other)			
OPEB (Other)			
OPEB (Other)			

OPEB (Other)			
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(B) Personal Data:

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Personal Data with supporting documentation if HCPH's records are incorrect
Name			
Address			
Phone Number			
Email			
Date of Birth			
Social Insurance Number			
Gender			
Designated Beneficiary per HCPH's records			

(C) Spousal Information (to be completed if you have a spouse who is entitled to receive benefits under one or more of the above-noted Plans as a surviving spouse):

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Spousal information with supporting documentation if HCPH's records are incorrect
Name of Spouse, if any			
Spouse's Date of Birth			

Surviving Spouse Benefit (Y/N)			
Spouse's Address			
Spouse's Email			
Spouse's Social Insurance Number			

(D) Work History:

	Per HCPH's records	Mark an «X» if you agree	Provide Correction to Work History with supporting documentation information if HCPH's records are incorrect
Employment Status (retired, active, LTD)			
Date of retirement			
Name of Employer at the time of retirement			

(E) Section to be completed only if you are a Power Of Attorney ("POA"):

If, as a holder of a valid power of attorney, you have completed and signed this questionnaire on behalf of the retiree, please print below your full name, address, telephone number, and e-mail address. In addition to this questionnaire, please send us a copy of the power of attorney.

Name	
Address	
Phone Number	
E-mail Address	

(F) Confirmation of Personal Information:

I have read this Personal Information Statement and I confirm that (*check one*):

- the information shown above under sections (A), (B), (C) and (D) are accurate; **OR**
- I have indicated any required corrections above, in sections (A), (B), (C) and (D); **OR**

if I have provided or confirmed personal information of any spouse or beneficiary on this Personal Information Statement, I have the consent of the spouse or beneficiary to provide the personal information.

Signature

Date

Status (e.g. retiree, surviving spouse, POA, other)

Signature of witness (other than the spouse
or children)

Name of witness (print)

()

Telephone
number of
witness

**ONE COPY OF THIS FORM MUST BE RETURNED
TO THE MONITOR, BY NO LATER THAN 5:00 P.M. (EASTERN
STANDARD TIME) ON JUNE 18, 2010**

SCHEDULE "B"

HOLLINGER CANADIAN PUBLISHING HOLDINGS CO.

NOTICE OF RETIREE AUDIT SURVEY PROCESS

To: Members of pension and post-retirement benefits plans (the "**Plans**") of Hollinger Canadian Publishing Holdings Co. ("**HCPH**").

Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated April [15], 2010 (the "**April [15] Order**"), Ernst & Young Inc., as the Court-appointed Monitor of HCPH (the "**Monitor**") will be sending members of the Plans administered by HCPH a Personal Information Statement in order to confirm information contained in the records of HCPH with respect to the Plans. Upon receiving the Personal Information Statement, it is important that you review it carefully to confirm that all of the information is correct and that you make any corrections and return the Personal Information Statement to the Monitor in accordance with the instructions set out therein by no later than 5:00 p.m. (Toronto time) on June 18, 2010.

If you are receiving any payments or benefits under one or more Plans administered by HCPH or believe that you are entitled to participate in such Plans and you do not receive a Personal Information Statement, you can obtain a Personal Information Statement by contacting the Monitor at the contact information below and you must return the completed Personal Information Statement to the Monitor in accordance with the instructions set out therein by no later than 5:00 p.m. (Toronto time) on June 18, 2010.

If you do not complete and return a copy of the Personal Information Statement to the Monitor by the deadline set out above, your information as set out in the books and records of HCPH (if such books and records show you as being a member of a Plan) shall be deemed to be correct and complete in all respects and may be relied upon for all purposes by HCPH, the Monitor and HCPH's actuaries and administrators in respect of the Plans, including, without limitation, for certification to the Plan Actuary of the completeness and accuracy of such information for valuation purposes and for determining entitlements and potential claims of members entitled to benefits under or in respect of any of the Plans, and you will be forever barred from asserting any other or additional right, claim or entitlement under or in respect of any Plan. If you do not complete and return a copy of the Personal Information Statement to the Monitor by the deadline set out above and you are not a member of any Plan according to the books and records of HCPH, you will be forever barred from asserting any right, claim or entitlement under or in respect of any Plan, shall not be entitled to any further notice in respect of any Plan and shall not be entitled to participate as a Plan Member in these proceedings.

If you have any questions, please contact the Monitor at:

Tel: 1-888-274-4344
Email : hcph.monitor@ca.ey.com
Fax : 416 943 3300 (Attention: Franca Mazzulla)

A copy of the April [15] Order and other public documents relating to these proceedings can be found on the Monitor's website at 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.**

Court File No. 09-8503-00CL

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

Proceedings commenced in Toronto

**ORDER
(Stay Extension)**

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Toronto, Ontario
M5X 1A4

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