



## Broadcasting Decision CRTC 2008-314

Ottawa, 18 November 2008

**Canwest Media Inc., on its behalf as the limited partner and on behalf of  
Canwest Television GP Inc. as the general partner in a limited partnership  
that will carry on business as Canwest Television Limited Partnership**  
Various locations

*Application 2008-1057-4, received 4 August 2008*

*Public Hearing in Cambridge, Ontario*

*20 October 2008*

### **Corporate reorganization – Acquisition of assets**

1. The Commission **approves** the application by Canwest Media Inc. (Canwest), on its behalf as the limited partner and on behalf of Canwest Television GP Inc. as the general partner in a limited partnership that will carry on business as Canwest Television Limited Partnership (CTLP), to acquire the assets of the television and specialty programming undertakings currently held directly and indirectly by Canwest, and on behalf of the licensees of Fox Sports World, Men TV, Mystery and TVtropolis, to transfer the partnership interest held by Canwest in these licensees to CTLP. The applicant also requested broadcasting licences to continue the operation of the undertakings.
2. The Commission notes that the above transaction is for corporate reorganization purposes and will not affect the effective control of any of the licensed broadcasting undertakings.
3. This reorganization is conducted pursuant to the terms of the shareholders agreement entered into between Canwest and GS Capital Partners VI Fund, L.P., GSCP VI AA One Holding S.à.r.l., GSCP VI AA One Parallel Holding S.à.r.l., 4414616 Canada Inc. and CW Investments Co. on 15 August 2007 and amended and restated on 4 January 2008, which was dealt with in the context of Broadcasting Decision 2007-429. As contemplated by the merger agreement included as Schedule 5.1 to the shareholders agreement, Canwest must merge its Canadian television operations with the specialty television operations of CW Media Inc. (successor to Alliance Atlantis Broadcasting Inc.) in 2011, subject to any required regulatory approvals (the Combined Transaction).
4. The current transaction is to segregate Canwest's Canadian television operations into a separate entity for legal and accounting purposes, thereby facilitating the future Combined Transaction. The proposed steps of the reorganization affecting the regulated broadcasting undertakings are as follows:
  - i) Canwest will incorporate Canwest Television GP Inc. (the GP), a Manitoba corporation that will be the general partner holding a nominal interest in the limited partnership described in step ii). Canwest will subscribe for 100 common shares in the GP and will be its sole shareholder.

- ii) Canwest and the GP will form CTLP, a new Manitoba limited partnership. The capital of CTLP will consist of an unlimited number of units (LP Units). Each of the GP and Canwest, as the limited partner, will subscribe for one LP Unit in CTLP.
- iii) Canwest will transfer the following assets and interests to CTLP, which will then issue LP Units to Canwest:
- the assets of the broadcasting undertakings;
  - 100 common shares of Canwest Global Broadcasting Inc.;
  - 1,000 units of TVtropolis General Partnership (66.67%);
  - 490,000 units of Men TV General Partnership (49%);
  - 50 units of Mystery Partnership (50%);
  - 1 common share of Fox Sports World Canada Holdco Inc.;
  - 99.99% partnership interest in Fox Sports World Canada Partnership;
  - 99.99% partnership interest in Global Television Network Quebec Limited Partnership;
  - 99.99% partnership interest in Lonestar Partnership;
  - 99.99% partnership interest in DejaView Partnership; and
  - 99.99% partnership interest in Xtreme Sports Partnership.

The remaining 0.01% partnership interest in each of Fox Sports World Canada Partnership, Global Television Network Quebec Limited Partnership, Lonestar Partnership, DejaView Partnership and Xtreme Sports Partnership will be unaffected by this step and retained by Fox Sports World Canada Holdco Inc., GTNQ Holdings Inc. (GTNQ), Lonestar Holdco Inc. (Lonestar Holdco), Retro Vista Holdco Inc. (Retro Vista Holdco) and Xtreme Sports Holdco Inc. (Xtreme Sports Holdco) respectively.

- iv) Immediately following the completion of the transfer of the assets and interests outlined in step iii), Global Television Network Quebec Limited Partnership, Lonestar Partnership, DejaView Partnership and Xtreme Sports Partnership will dissolve by agreement of their respective partners.<sup>1</sup> Upon dissolution of each of these partnerships, an undivided interest in the property of each of the partnerships will be distributed to each partner in proportion to such partner's respective ownership interest in the applicable partnership. The partners at the time of dissolution will be, in the case of Global Television Network Quebec Limited Partnership, GTNQ and CTLP; in the case of Lonestar Partnership, Lonestar Holdco and CTLP; in the case of DejaView Partnership, Retro Vista Holdco and CLTP; and in the case of Xtreme Sports Partnership, Xtreme Sports Holdco and CLTP.

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<sup>1</sup> Fox Sports World Canada Partnership will not be included in this step and will continue to be held as follows: 99.99% interest will be held by CTLP and 0.01% will be held by Fox Sports World Canada Holdco Inc.

- v) Immediately following the partnership dissolutions outlined in step iv), GTNQ, Lonestar Holdco, Retro Vista Holdco and Xtreme Sports Holdco will transfer to CTLP the property interests received by each of them on the partnership dissolutions and CTLP will, as consideration for such property interest, issue LP units to each of them with a value equal to the fair market value of the property interest transferred by each of them.
- vi) Immediately following the completion of step v), GTNQ, Lonestar Holdco, RetroVista Holdco and Xtreme Sports Holdco will be wound up into Canwest and the property of each of them, including the LP units issued to each of them in step v), will become the property of Canwest.<sup>2</sup>

5. The Commission did not receive any interventions in connection with this application.
6. The Commission notes that two of the services affected by this transaction, namely the Category 2 services Lonestar II and Reality TV (listed in the appendix to this decision), have not yet commenced operations. In Broadcasting Public Notice 2007-135, the Commission announced that it had extended to 1 March 2009 the time limit to commence the operation of these two undertakings. Accordingly, the Commission will issue licences to the GP and Canwest, as the limited partner carrying on business as CTLP, once it has satisfied the Commission that the requirements set out in Broadcasting Decisions 2005-35 and 2005-85, as amended by the extension announced in Broadcasting Public Notice 2007-135, have been met. The licences for Reality TV and Lonestar II will be subject to the terms and **conditions** set out in Broadcasting Decisions 2005-35 and 2005-85 respectively.
7. With respect to the remaining undertakings affected by the proposed reorganization, the Commission will, upon surrender of the current licences, issue new licences to the new licensees listed in the appendix to this decision. The licences will expire 31 August 2009, the expiry date of the current licences, with the exception of the licence for the service known as TVtropolis (formerly Prime TV), which will expire 31 August 2010, the current licence expiry date. All the licences will be subject to the terms and **conditions** in effect under the current licences.

### **Other matters**

8. The Commission notes that it requires copies of the current constituting documents for various corporations involved in the transaction for the purpose of updating its records. The Commission directs Canwest to file with the Commission, within 30 days of the date of this decision, executed copies of all the constituting documents for the corporations involved in the transaction.

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<sup>2</sup> With respect to the Category 2 specialty programming undertaking Xtreme Sports, the Commission notes that the licensee has surrendered the licence. Therefore, Xtreme Sports is no longer part of the transaction.

Secretary General

**Related documents**

- *Applications processed pursuant to the streamlined procedure*, Broadcasting Public Notice CRTC 2007-135, 4 December 2007
- *Transfer of effective control of Alliance Atlantis Broadcasting Inc.'s broadcasting companies to CanWest MediaWorks Inc.*, Broadcasting Decision CRTC 2007-429, 19 November 2007
- *Lonestar II – Category 2 specialty service*, Broadcasting Decision CRTC 2005-85, 1 March 2005
- *Reality TV – Category 2 specialty service*, Broadcasting Decision CRTC 2005-35, 3 February 2005

*This decision is to be appended to the licence. It is available in alternative format upon request and may also be examined in PDF format or in HTML at the following Internet site: <http://www.crtc.gc.ca>.*

## Appendix to Broadcasting Decision CRTC 2008-314

### **Licences to be issued to Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership upon surrender of the current licences**

#### **Television programming undertakings**

<b>Call sign</b>	<b>Location</b>	<b>Current licensee</b>
CFRE-TV and its transmitter	Regina, SK	Canwest Media Inc.
CFRE-TV-2	Fort Qu'Appelle	
CFSK-TV	Saskatoon, SK	Canwest Media Inc.
CHAN-DT	Vancouver, BC	Canwest Media Inc.
CHAN-TV and its transmitters	Vancouver, BC	Canwest Media Inc.
CHAN-TV-1	Chilliwack	
CHAN-TV-2	Bowen Island	
CHAN-TV-3	Squamish	
CHAN-TV-4	Courtenay	
CHAN-TV-5	Brackendale	
CHAN-TV-6	Wilson Creek	
CHAN-TV-7	Whistler	
CITM-TV	100 Mile House	
CITM-TV-1	Williams Lake	
CITM-TV-2	Quesnel	
CHBC-TV and its transmitters	Kelowna, BC	Canwest Media Inc.
CHBC-TV-1	Penticton	
CHBC-TV-2	Vernon	
CHBC-TV-3	Oliver	
CHBC-TV-4	Salmon Arm	
CHBC-TV-5	Enderby	
CHBC-TV-6	Celista	
CHBC-TV-7	Shaha Lake	
CHBC-TV-8	Canoe	
CHBC-TV-9	Apex Mountain	
CHRP-TV-2	Revelstoke	
CHCA-TV and its transmitters	Red Deer, AB	Canwest Media Inc.
CHCA-TV-1	Calgary	
CHCA-TV-2	Edmonton	
CHCH-DT	Hamilton, ON	Canwest Media Inc.

CHEK-TV and its transmitters	Victoria, BC	Canwest Media Inc.
CHEK-TV-1	Sooke	
CHEK-TV-2	River Jordan	
CHEK-TV-3	Port Alberni	
CHEK-TV-4	Coal Harbour	
CHEK-TV-5	Campbell River	
CHKL-TV and its transmitters	Kelowna, BC	Canwest Media Inc.
CHKL-TV-1	Penticton	
CHKL-TV-2	Vernon	
CHKL-TV-3	Revelstoke	
CKKM-TV	Oliver / Osoyoos	
CISR-TV	Santa Rosa	
CISR-TV-1	Grand Forks	
CKTN-TV	Trail	
CKTN-TV-1	Castlegar	
CKTN-TV-2	Taghum	
CKTN-TV-3	Nelson	
CKTN-TV-4	Creston	
CHKM-TV and its transmitter	Kamloops, BC	Canwest Media Inc.
CHKM-TV-1	Pritchard	
CICT-TV and its transmitters	Calgary, AB	Canwest Media Inc.
CICT-TV-1	Drumheller	
CICT-TV-2	Banff	
CIFG-TV	Prince George, BC	Canwest Media Inc.
CIHF-TV and its transmitters	Halifax, NS	Canwest Media Inc.
CIHF-TV-4	Truro	
CIHF-TV-5	Wolfville	
CIHF-TV-6	Bridgewater	
CIHF-TV-7	Sydney	
CIHF-TV-8	New Glasgow	
CIHF-TV-9	Shelburne	
CIHF-TV-10	Yarmouth	
CIHF-TV-15	Antigonish	
CIHF-TV-16	Mulgrave	
CIHF-TV-2 and its transmitters	Saint-John, NB	Canwest Media Inc.
CIHF-TV-1	Fredericton	
CIHF-TV-3	Moncton	
CIHF-TV-11	Woodstock	
CIHF-TV-12	St. Stephen	
CIHF-TV-13	Miramichi	
CIHF-TV-14	Charlottetown, PEI	
CIII-DT-41	Toronto, ON	Canwest Media Inc.

CIII-TV and its transmitters	Paris, ON	Canwest Media Inc.
CIII-TV-2	Bancroft	
CIII-TV-4	Owen Sound	
CIII-TV-6	Ottawa	
CIII-TV-7	Midland	
CIII-TV-12	Sault Ste-Marie	
CIII-TV-13	Timmins	
CIII-TV-22	Stevenson	
CIII-TV-27	Peterborough	
CIII-TV-29	Oil Springs	
CIII-TV-41	Toronto	
CIII-TV-55	Fort Erie	
CFGC-TV	Sudbury	
CFGC-TV-2	North Bay	
CISA-TV and its transmitters	Lethbridge, AB	Canwest Media Inc.
CISA-TV-1	Burmis	
CISA-TV-2	Brooks	
CISA-TV-3	Coleman	
CISA-TV-4	Waterton Park	
CISA-TV-5	Pincher Creek	
CITV-TV	Edmonton, AB	Canwest Media Inc.
CITV-TV-1	Red Deer, AB	Canwest Media Inc.
CJNT-TV	Montreal, QC	Canwest Media Inc.
CKMI-TV and its transmitters	Québec, QC	Canwest Media Inc. (the general partner) and GTNQ
CKMI-TV-1	Montreal	Holdings Inc. (the limited
CKMI-TV-2	Sherbrooke	partner) carrying on business as Global Television Network Quebec Limited Partnership
CKND-TV and its transmitter	Winnipeg, MB	Canwest Media Inc.
CKND-TV-2	Minnedosa	

### Specialty programming undertakings

Undertaking	Location	Current licensee
DejaView (Category 2)	Across Canada	Canwest Media Inc. and RetroVista Holdco Inc., partners in a general partnership carrying on business as DejaView Partnership

MovieTime (formerly known as Lonestar – Category 2) <sup>3</sup>	Across Canada	Canwest Media Inc. and Lonestar Holdco Inc., partners in a general partnership carrying on business as Lonestar Partnership
Lonestar II (Category 2 – unlaunched) <sup>4</sup>	Across Canada	Canwest Media Inc. (licence not yet issued)
Reality TV (Category 2 – unlaunched) <sup>5</sup>	Across Canada	Canwest Media Inc. (licence not yet issued)

**Licence to be issued to Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership, and Fox Sports World Canada Holdings Inc., partners in a general partnership carrying on business as Fox Sports World Canada Partnership**

Undertaking	Location	Current licensee
Fox Sports World Canada (Category 2)	Across Canada	Canwest Media Inc. and Fox Sports World Canada Holdco Inc., partners in a general partnership carrying on business as Fox Sports World Canada Partnership

**Licence to be issued to Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership, and TVA Group Inc., partners in a general partnership carrying business as Men TV General Partnership**

Undertaking	Location	Current licensee
Mystery (Category 1)	Across Canada	Canwest Media Inc. and TVA Group Inc., partners in a general partnership carrying on business as Mystery Partnership

<sup>3</sup> The service was rebranded as MovieTime on 6 October 2008.

<sup>4</sup> The licence will only be issued when the requirements of Broadcasting Decision 2005-85, as amended by the extension announced in Broadcasting Public Notice 2007-135, have been met.

<sup>5</sup> The licence will only be issued when the requirements of Broadcasting Decision 2005-35, as amended by the extension announced in Broadcasting Public Notice 2007-135, have been met.



**Licence to be issued to Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership, and TVA Group Inc., partners in a general partnership carrying on business as Mystery Partnership**

<b>Undertaking</b>	<b>Location</b>	<b>Current licensee</b>
TVtropolis (formerly known as Prime TV – Specialty Service)	Across Canada	Canwest Media Inc. and Rogers Communications Inc., partners in a general partnership carrying on business as TVtropolis General Partnership