



30 November 2008

Mr. Robert A. Morin
Secretary General
Canadian Radio-television and
Telecommunications Commission
1 Promenade du Portage
Les Terrasses de la Chaudière, Central Building
Gatineau, Quebec J8X 4B1

Re: Alliance Atlantis Acquisition Benefits Report

Dear Mr. Morin:

On behalf of Canwest, I am pleased to submit to the Canadian Radio-television and Telecommunications Commission (CRTC) our first annual Alliance Atlantis Acquisition Benefits Report.

As you know, our Benefits Program was formed through Canwest's acquisition of Alliance Atlantis Broadcasting Inc.'s (Alliance Atlantis) broadcasting assets, as approved in Broadcasting Decision CRTC 2007-429.

In addition to the overview of our activities, we are also appending Canwest's audited report for the Alliance Atlantis Acquisition Benefits Program, which includes a variety of schedules listing projects and corresponding programming and/or spending activities.

Should you require additional information concerning this matter, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Charlotte Bell".

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ON-SCREEN AND PROGRAMMING-RELATED BENEFITS

As part of its Alliance Atlantis Acquisition Benefits Program, Canwest has allocated 90% of the total amount of program funding – equal to **\$136.7 million** – to support programming-related benefits. The following is a breakdown of spending in this category:

- Scripted Drama and Other Priority Programming (\$100.1 million);
- Expansion of Documentary Production (\$9.0 million);
- Supporting a Growing Canadian Star System (\$13.5 million); and
- News and Public Affairs (\$14.0 million)

This year **Canwest allocated \$2.8 million** in funds to a variety of project and organizations across these four designated areas.

SCRIPTED DRAMA AND OTHER PRIORITY PROGRAMMING

Pilot Drama Projects

(\$13.5 million over 7 years)

Upon CRTC approval of its purchase of Alliance Atlantis in mid January 2008, Canwest combined drama executives from the Canwest and former Alliance Atlantis teams to begin developing and commissioning a large amount of drama incremental to the company's regular slates. By mid February, projects were coming in from the independent production and writing community.

As the Commission can appreciate, the requirement to spend \$1.5 million dollars on this initiative for fiscal 2007-08 was challenging. It is very important to Canwest, in light of these levels of spending, that strong projects are commissioned - not rushed ones.

Canwest is reporting on pilots that were delivered and others that are now in production. As detailed in Schedule 8, Canwest spent \$78,200 on this initiative in 2007-08. However, Canwest has secured contracts to spend over \$2.0 million, which exceeds the \$1.5 million spending requirement.

One of the first efforts underway is from Kenny Hotz, the creator of *Kenny vs. Spenny*. Hotz brought Canwest an off-the-wall comedy called Testees (a half-hour comedy about two buddy slackers who subject themselves to medical tests to make a living). Canwest piloted the concept in June/July 2008 which was followed by the production company's successful partnering with a U.S. broadcaster (FX). Canwest moved forward to approve the series, which launched on Showcase on 14 October 2008, and anticipates strong success for the program in the coming year.

Prior to the end of the fiscal year, Canwest also approved three (3) one-hour pilots, all of which are now in production and have acquired exceptionally promising talent. The three (3) programs are as follows:

- **Clean** is a darkly comedic one-hour pilot set in rehab, with most of the addiction counsellors in recovery themselves. It is written by a brilliant new writer Adam Peddle who is known for his theatrical plays, stars Ben Bass (*Eleventh Hour*, *Queer as Folk*) and Tom Mccamus (*Shake Hands with the Devil*), and is directed by David Wellington.
- **Lawyers Guns and Money** is a one-hour pilot from writer Malcolm McRury (*Man Without a Face*) about a Hamilton Ontario blue collar insurance adjuster. It is directed by Ken Girotti and stars Luke Kirby (*Slings and Arrows*, *Tell Me You Love Me*) and Clarke Johnson (*The Wire*, *Homicide Life on the Street*).
- **Shattered** is from the new Entertainment One company, written by Rick Drew (*Lonesome Dove*) and will be directed by Bobby Roth (a Canadian who has been directing *Prison Break*). This unusual concept is about a cop who was the best in his time, but is now a damaged recluse. He solves crimes with the help of his “colleagues” who are all facets of his multiple-personality disorder.

Since 1 September 2008, Canwest has approved two (2) more one-hour pilots (as part of Canwest’s spending for the next fiscal year). This strategically places all of Canwest’s pilots in a cycle for series pick-up as early as February/March 2009, with a goal to have new shows hit television schedules in Fall 2009.

Passchendaele (*\$1.5 million*)

Canwest committed to making a one-time payment of \$1.5 to Passchendaele Films Inc. to assist in the funding and production costs of this wartime epic film, and to promote and assist with its educational aspects.

Passchendaele In The Classroom – developed by The Dominion Institute and supported by Canwest – is an educational campaign that encourages high school teachers to incorporate the film into their lesson plans on Canada’s involvement in the First World War.

In addition, on 11 October 2008, Global Television aired a national broadcast of “*The Road to Passchendaele*”, a behind-the-scenes look at the making of the epic motion picture and some of the personal stories at the heart of the project. Canwest’s portfolio of newspapers also published a *Passchendaele*-themed supplement that ran in over 2 million copies of Canwest’s newspaper publications. The supplement featured articles, promotions and other commentary on the Film.

Canadian History Project

(\$1.5 million over 3 years)

The development and creation of the Canadian History Project involves both an intricate new media and an entertaining television component. Canwest combined the \$1.5 million commitment into one large project and event in order to maximize the educational element as well as the entertaining experience for students. As a result, the \$500,000 spending portion for the 2008 fiscal year has been added to Canwest's spending commitment for 2009. Canwest has focused the web initiative into one project and is currently seeking the television pitch to accompany it, as well as potential partners for the project overall.

EXPANSION OF DOCUMENTARY PRODUCTION

Documentaries - The Canwest-Hot Docs Documentary Funds

(\$4.0 million over 7 years)

The Canwest-Hot Docs Documentary funds are designed to infuse the Canadian documentary production community with financial support. Canwest worked very closely with the Hot Docs organization through January and February 2008 and the two Canwest Hot Doc funds were established. Rules, regulations and guidelines were published on the Hot Docs site by 1 April 2008. The first application deadline was 15 July 2008 and the second was 15 October 2008.

Hot Docs Completion Fund

(\$3.0 million over 7 years)

This Fund is specific to supporting filmmakers who face financial gaps at a critical production stage of their projects. Hot Docs received 46 applications. Six projects received support totalling \$258,000.

The following is a list of successful projects:

ACT OF GOD

Producer: Nick dePencier, Daniel Iron, Jennifer Baichwal

Director: Jennifer Baichwal

Production Company: Mercury Films/Foundry Lightning Inc. (Toronto, ON)

Act of God is a feature documentary about the metaphysical effects of being struck by lightning, an event that can precipitate questions about chance, inevitability, faith, doubt and meaning in life.

CAT LADIES

Producer: Suzanne Mullett, Sally Blake

Director: Christie Callan-Jones

Production Company: Cat Ladies Productions Inc. (Toronto, ON)

Cat Ladies unravels the real story behind the oft-ridiculed 'cat lady', creating a sensitive and emotionally honest portrait of women whose lives and self-worth have become intractably linked to cats.

LAST TRAIN HOME

Producers: Mila Aung-Thwin, Daniel Cross

Director: Lixin Fan

Production Company: EyeSteelFilm Inc. (Montreal, QC)

Set amidst the world's largest regular human migration, *Last Train Home* follows a family over two years as their relationships are torn apart by years of separation in an era of "labor export" and urban migration.

LOVE AT THE STARLITE MOTEL

Producer and Director: Alison Rose

Production Company: Inigo Motel Inc. (Toronto, ON)

Love at the *Starlite Motel* takes you inside the world of a by-the-hour motel in Miami to hear the confessions of its guests.

ROSEBUD

Producers: Frederic Bohbot, Evan Beloff

Directors: Cameron Esler, Tazio Richards

Production Company: Bunbury Films Inc. (Montréal, QC)

In the Rosebud River Valley, an hour east of Calgary, the water in many homes can be lit on fire. Everyone agrees there is gas in the water, but few agree on why.

WATERLIFE

Producers: Kristina McLaughlin, Michael McMahon

Director: Kevin McMahon

Production Company: Primitive Entertainment (Toronto, ON)

Waterlife is about the epic cascade of North America's Great Lakes toward the Atlantic Ocean, telling the story of how the greatest body of fresh water on Earth is slowly transformed as it travels through the thickening machinations of modern society.

Hot Docs Development Fund

(\$1.0 million over 7 years)

This Fund was established to provide no-interest loans for projects still in early stages that are seeking a market partner, be it an Executive Producer or Broadcaster.

A total of 78 projects were submitted. Six no-interest loans totalling \$80,000 were awarded to the following projects:

DARK CHOCOLATE

Producer: Lalita Krishna

Production Company: In Sync Video (Toronto, ON)

Based on the book *Bitter Chocolate* by CBC journalist Carol Off, *Dark Chocolate* traces the journey of the cocoa bean from the killing fields of Cote D'Ivoire to the New York trading floor.

OFFENDER FAMILIES – FORGIVING MURDER IN THE FAMILY

Producer and Director: John Kastner

Production Company: JS Kastner Productions Ltd. (Toronto, ON)

Offender Families examines the almost unbearable choice families face when one member murders another: accept the killer back into the family or cast him out.

REENA VIRK

Producers: Thomas Wallner, Keith Clarkson

Director: Thomas Wallner

Production Company: Xenophile Media Inc. (Toronto, ON)

The film examines the emotional aftermath and the complex – and sometimes surprising - personal journeys of those affected by a teen swarming and killing ten years after the event.

RESIDENTIAL SCHOOLS

Producer: John Christou

Director: Tracey Deer

Production Company: Prospector Films Inc. (Montreal, QC)

Residential Schools will delve into the highly political and emotionally charged landscape of the Canadian residential school debacle.

THE STORIES WE TELL

Producers: Sonia Hosko, Sarah Polley

Director: Sarah Polley

Production Company: Tangled Productions Inc. (Toronto, ON)

The Stories We Tell is a documentary about the nature of memory and of storytelling.

TWINSTERHOOD

Producers: Allison Grace, Doug Block

Director: Allison Grace

Production Company: Fall from Grace Productions Inc. (Toronto, ON)

Twinsterness follows the story of 44-year-old twin sisters Monda and Sonia as they endure the greatest emotional transition they have ever had to face: a trial separation from each other.

SUPPORTING A GROWING CANADIAN STAR SYSTEM

(\$13.5 million over 7 years)

The Academy of Canadian Cinema approached Canwest, in search of a broadcaster for the 2008 Genie Awards. Investing \$500,000 into the initiative, Canwest also succeeded in securing experienced independent producer Lynn Harvey of Enter The Picture Inc. for the project, as well as Sandra Oh, star of Grey's Anatomy, as host. The successful event was broadcast on both IFC and E! on Monday, March 3, 2008 to a wide Canadian audience.

NEWS AND PUBLIC AFFAIRS

Current Affairs Initiative - Canada in Focus (16: 9 – The Big Picture)

(\$4.0 million over 7 years)

Global News has enhanced its original commitment under the Current Affairs Initiative with plans to launch its first foray into the investigative newsmagazine genre. A weekly program entitled "16: 9 – *The Bigger Picture*," with a Sunday, November 20, 2008 launch date featuring a mix of investigative journalism, social issues coverage, and profiles of fascinating Canadians. 16: 9 will be Global Television's first news program to be produced and aired in widescreen, High Definition; thus, the use of "Sixteen by Nine" in the program's title.

Canwest anticipates airing a minimum of 36 original, half-hour episodes a year. The program is designed to be a showcase for promising journalists from all parts of Canada. As of November 2008, the program has a dedicated staff of six in Vancouver and Toronto, including Mary Garofalo, who returns to Canada from her former role as head of the investigative unit for Fox News in New York.

In addition to having a presentation style that is much faster paced than other programs of its type in Canada, 16: 9 will feature an online component. This will provide a sustained platform for dialogue and a call to action for Canadian viewers, so that they are empowered to not just learn about an issue through the program, but actually do something about it.

Expansion of International News Bureaus

(\$10.0 million over 7 years)

As of October 2008, Global News has opened four new international bureaus to serve Canadian viewers. These bureaus are staffed by well-known Canadian journalists, including Global National's former weekend anchor Tara Nelson, who has taken on the assignment of London Bureau Chief. In addition, Canwest successfully attracted award-winning Canadian camera operator and editor Christopher Jackson to work in our New Delhi bureau, after several years with Fox News overseas. In total, the new

bureaus have 11 full-time staff: three in London, and two in each of New Delhi, Beijing and Jerusalem.

Spending in year 1 on this initiative was well under the amount detailed in Schedule 1 of the Annual Benefits Report. Most of the spending, which applies to capital costs of equipping the bureaus with newsgathering and transmission equipment, as well as securing a long-term lease arrangement for bureau space in London, Jerusalem and Beijing, will be captured in the 2008-09 broadcast year.

SOCIAL BENEFITS

As part of its Alliance Atlantis Acquisition Benefits Program, Canwest has allocated 10% of the total amount of program funding - equal to **\$14.6 million** - to support social-related benefits. The following is a breakdown of planned spending in this category:

- Training/Mentorship and Internship Programs (\$10.2 million);
- Arts and Diversity Festivals (\$3.1 million); and
- Media Literacy (\$1.4 million)

This year, **Canwest allocated \$2.3 million, exceeding the spending requirement for the 2008 broadcast year by \$158,700.** These funds supported a variety of organizations and projects across these three (3) designated areas.

TRAINING/MENTORSHIP AND INTERNSHIP PROGRAMS

National Screen Institute (NSI)

(\$1.5 million over 7 years)

NSI is a non-profit, national film and television training institute offering several programs including *NSI Global Marketing Program* that prepares Canadian television producers and their projects for the international marketplace.

Canwest has committed \$1,500,000 – to be distributed in equal instalments over the course of the next seven (7) years. The largest individual portion of the benefit will be applied to the continued delivery of the *NSI Global Marketing program*, that will ensure training is provided to a minimum of five (5) Canadian television producers annually (and a maximum of up to 10), to prepare them and their projects for sales presentations at MIPCOM and/or MIPTV in Cannes, France. This year NSI trained five (5) producers from Saskatchewan, Alberta, British Columbia, Ontario and New Brunswick over the course of five (5) months and took them to Cannes in April.

NSI also used a portion of the benefit money to fund the following programs: *NSI Drama Prize, NSI Features First, The NSI Online Industry Centre, and NSI New Voices.*

Canadian Film Centre (CFC)

(\$1.5 million over 7 years)

The CFC is Canada's leading institution for advanced training in film, television, and new media and is eager to develop and operate a program that will provide in-depth, professional-level training for on-screen acting in Canada, known as the *CFC Actor's Conservatory.*

The *CFC Actor's Conservatory* will offer up to eight (8) experienced Canadian actors per year advanced on-screen performance training including: exploring the technical side of screen-acting; empowering one's vocal and physical instrument for the screen; real on-camera experience designed to strengthen critical on-screen skills; exposing actors to real project development along with advanced scene study; engaging actors in the creative process and business considerations of film/TV; and provide actors with a significant body of produced on-screen work in a variety of formats to showcase their talent.

Program participants will collaborate with industry experts through a series of workshops and master classes with internationally acclaimed actors/directors/writers/producers with a primary focus on the acting process. Designed to build strategic relationships that ensure professional on-screen opportunities for CFC actor graduates, a goal of the program is to systematically build a Canadian star system through a series of star building initiatives.

Canwest strongly believes in investing in Canadian talent and as such has committed \$1.5 million to this project to be distributed over the course of the next seven (7) years.

The 2008 instalment will be put towards the development of this Program that will officially launch in the fall of 2009. The creation of the program was announced to industry stakeholders and the general public during the Toronto International Film Festival at the CFC Annual BBQ on 7 September 2008.

Banff World Television Festival

(\$3.0 million over 7 years)

The Festival is a non-profit annual festival dedicated to the exploration, discussion and celebration of content for television across many genres. It brings together television content creators, forging relationships between the production and broadcast communities.

The Festival is held annually in June at the Fairmont Banff Springs Hotel in Banff, Alberta, where approximately 1,500 broadcasters and producers from around the world network and gain creative inspiration in conference sessions, screenings, meetings, awards presentations and at social events and informal gatherings.

Canwest supports the development of Canadian talent and has committed \$428,600 per year for the next seven (7) years to fund the *Canwest Emerging Writers Program* and the *Canwest Showrunner Training Program*.

In 2008, *The Canwest Emerging Writers Program* offered five (5) Canadian screenwriters the unprecedented opportunity to gain significant insight into the demands of writing for series television. The writers participated in a professional development program that aimed to help them hone their creative skills and

introduced them to a wide range of industry professionals working in series television. They attended the Banff World Television Festival and had access to all events offered at Banff as well as attended seminars, pitch sessions, and master classes designed especially for them. After the festival, they met with story teams working on existing Canadian series productions to better understand the workings and expectations of writing on Canadian series.

The goal of the *Canwest Showrunner Training Program* is to better position Canada's television writers to take on the responsibility of being a showrunner. This year, 10 experienced series writers were chosen to participate in a program that provided further insight into producing series television from the best in the business, both here and from abroad. Successful candidates had their own shows to pitch at the Banff World Television Festival. Additionally, they were given the opportunity to attend master classes and be part of case study sessions with renowned showrunners. At the end of the program, these writers traveled to Los Angeles for a week to meet with a variety of story teams on working on existing series.

Canadian Women in Communications (CWC)

(\$700,000 over 7 years)

CWC is an organization dedicated to raising the profile of women working in the communications industry in Canada through a number of benefits and services.

Through a previous benefits package in 2000 Canwest contributed benefits money to the CWC to develop and run the national *CWC Mentoring Program*. Its primary objective is to grow the pool of women by equipping them with the skills to advance to senior leadership roles within the core sectors of the communications industries in Canada. This CWC program has proven very popular and constructive for CWC members across the country and Canwest is pleased to have the opportunity to continue to help grow this program, now called the *Canwest Mentorship Program*.

\$700,000 has been committed to this program to be distributed evenly over the course of the next seven (7) years. The Program will be a multi-faceted mentorship program that covers both traditional models of the mentoring process, as well as a number of specific initiatives that CWC has developed to maximize outreach to members and best utilize the funding available.

Women in Film & Television – Toronto (WIFT-T)

(\$500,000 over 7 years)

WIFT-T is a not-for-profit professional organization that supports women in screen-based media (film, television and digital media) to build, advance and sustain their careers nationally and internationally through hands-on high quality programming, mentoring, networking, and industry events that recognize their talents and potential.

Canwest has committed \$500,000 to be paid out in equal instalments over the course of the next seven (7) years for the development and operation of three WIFT-T

programs: the *Career Transition Program*, the *Diversity Initiative*, and the *Executive Management Program*.

Career Transition Program is a three-part series, consisting of three evening modular programs, launched to assist those new to Canada, in the midst of career transition, or dealing with technological change. This program is currently in development.

The Diversity Initiative supports the full integration of under-represented groups at all levels of the industry. By providing training opportunities to numerous Canadian workers searching for careers in film and television, the program seeks to level the playing field for new entrants – many of whom have little to no work experience in Canada; create clear and accessible paths for entry and advancement in the industry, and establish industry standards and opportunities for accreditation. To date, funds from Canwest's benefits contribution to the *Diversity Initiative* have allowed one Aboriginal woman to participate in the *Media Leadership Program*, and one Aboriginal woman to participate in the *Business Management for Media Professionals Program*.

The *WIFT-T Executive Management Program* is a national initiative providing up to ten MICRO and SME television production companies with the opportunity to develop their management team through an intensive five-day workshop. The program continues with three (3) one-hour mentorships, matching industry leaders with *WIFT-T Executive Management Program* participants. A call for applications for this program has been issued.

Innoversity Creative Summit

(\$210,000 over 7 years)

The Innoversity Creative Summit was founded in 2000 as a place where entrepreneurs from groups under-represented in the media could showcase their products, talents and ideas and gain exposure to media executives. And at the same time in a complementary way, Innoversity assists media executives to find new products, new talent and ideas for their businesses. Delegates at the two-day event take part in seminars, workshops, pitch sessions, mentoring sessions, and can visit the Career Fair and, recently added, Media Access Room.

Due to across the board funding cuts, Innoversity was forced to cancel its annual conference in 2007 which led Canwest to step in and commit to sponsoring this event with \$30,000 per year for each of the next seven (7) years. Canwest believes this conference is integral to the advancement of underrepresented groups in the broadcasting industry. The next Summit will be held on 9-10 March 2009.

Canadian Council for Aboriginal Business (CCAB)

(\$190,000 over 7 years)

CCAB is a national non-profit organization that provides tools and resources to Aboriginal people to assist them to become partners, employees, and customers, and to promote the full participation of Aboriginal people and communities in Canada's economy.

Since 1994, the CCAB has operated a program called The Foundation for the Advancement of Aboriginal Youth (FAAY) that provides scholarship and bursary opportunities for candidates of First Nation, Métis or Inuit ancestry.

Canwest has committed \$190,000 – to be distributed over the course of the next seven (7) years to create the *Canwest Scholarship for Broadcast Journalism*, to be distributed under the FAAY program. Eight scholarships in total will be awarded by FAAY each year, for the next seven (7) years to assist up and coming Aboriginal students who are studying for careers in the media.

National Aboriginal Achievement Foundation (NAAF)

(\$500,000 over 7 years)

NAAF is a registered charity devoted to encouraging and empowering Aboriginal young people by providing important career planning information, by connecting youth with industry, and by providing financial support for post-secondary studies in all disciplines.

Taking Pulse, part of NAAF's *Industry in the Classroom* series, presents career options in specific sectors, through a series of short films and supporting curriculum materials, with the aim of recruiting Aboriginal youth and assisting them to obtain rewarding and productive careers through education.

Canwest partnered with NAAF to create, deliver, and monitor the progress of a *Taking Pulse* module entitled *Television Broadcasting in the Classroom*. This module will begin with research into the needs of the broadcast industry and curriculum development for high school delivery. A video is currently in production and is expected to be completed by the end of 2008. This video will target Aboriginal youth and will be delivered by recognized Aboriginal role models to Aboriginal youth in Northern Canada in conjunction with their high school curriculum.

The *Television Broadcasting in the Classroom* module consists of a video and corresponding written curriculum that are to be used primarily in secondary schools across Canada to promote careers in the television broadcast industry to Aboriginal students.

Through the Strategic Alliance of Broadcasters for Aboriginal Reflection (SABAR), other broadcasters will be invited to comment on the contents of the video and

teaching materials to help shape the outcome of the program so that it benefits all broadcasters.

Canwest has committed \$500,000 – with \$300,000 delivered in 2008, and the remaining \$200,000 to be distributed in equal instalments over the course of the next 6 years to fund the distribution of the module.

Canwest Internship for Students with Disabilities

(\$460,000 over 7 years)

These annual internships, valued at approximately \$10,000 each, will be awarded to five (5) Canadian students with disabilities each year for the next seven (7) years. Recipients in pursuit of a career in broadcasting will receive a challenging opportunity to work in private television with three- or four-month paid internships at one of Canwest's broadcast properties (Global, E!, or Specialty).

Canwest will provide training to this underrepresented group and hopes to find and secure talent that will benefit the broadcasting industry in the future. Canwest also believes that by integrating these young people, who are eager to learn about the media industry, in to our stations, our employees will learn more about diversity, accommodation, and perspective.

An advertising campaign involving Canwest's full list of broadcast properties, the company's corporate website, and a selection of Canwest newspapers took place in August 2008 to promote these internships with applications due 31 August 2008. The judging panel will select the internship recipients by the end of November for spring 2009 placement. The next round of applications will take place early in the New Year also for placement in the summer of 2009.

York University

(\$1.0 million over 7 years)

Canwest has committed \$1.0 to the York University Foundation to be paid out in equal instalments over the course of the next seven (7) years to assist in the transformation and upgrading of the University's high definition production studio.

The High Definition Studio will be established in re-engineered existing space and will provide a state-of-the-art educational experience to better prepare students, and facilitate growth and linkage between two (2) successful University programs: Television and Film Production.

The transformation of the studio will require the addition of new digital cameras and related equipment, as well as enhanced lighting and post-production facilities. The studio will provide senior undergraduate and graduate students with the full experience of production in high definition.

Nova Scotia Community College (NSCC)

(\$280,000 over 7 years)

NSCC is a charitable foundation that was founded to support the operations of the College that operates the NSCC Waterfront Campus, in Dartmouth, Nova Scotia.

Canwest has committed \$280,000 to be paid out in equal instalments over the course of the next seven (7) years to NSCC to assist in outfitting the Campus' radio and television arts newsroom and control room with new equipment and to establish an endowment.

NSCC has already begun purchasing new digital equipment to replace the old analogue equipment to augment the relevance of education received by the Radio & Television Arts students at the Waterfront Campus.

Sheridan College

(\$350,000 over 7 years)

Canwest has committed \$350,000 to be paid out in equal instalments over the course of the next seven (7) years for the development of three new Sheridan scholarships/awards: the *Canwest Diversity in Media Entrance Scholarships*, the *Canwest Media Scholarships*, and the *Canwest Media/Journalism Awards*.

Sheridan College will establish the *Canwest Diversity in Media Entrance Scholarships* to help drive enrolment and support students entering Sheridan College for the first time, who are from a diverse background and who wish to pursue studies in the broadcast, film, television, new media, animation, print and media studies programs. Diverse backgrounds would include visible minorities, new Canadians and immigrants, and individuals who bring new and diverse perspectives to the Canadian landscape. These students will bring an important voice to Sheridan's classrooms and eventually to newsrooms. More diversity in storytelling would help media organizations reflect the realities of Canada's growing diverse populations.

The *Canwest Media Scholarships* will be awarded to students returning to Sheridan College who are in good academic standing in the broadcast, film, television, new media, animation, print and media studies programs.

Sheridan College will establish the *Canwest Media/Journalism Awards*, which will reflect a student's academic excellence in their field of media/journalism studies. Students will be recognized for achievements in reporting, writing and producing skills, filmmaking and documentary production, editing, animating and camera skills.

ARTS AND DIVERSITY FESTIVALS

Winnipeg International Film Festival

(\$126,000 over 7 years)

The Winnipeg International Film Festival is a nine-(9)-day non-profit summer festival, showcasing films of all lengths and genres from across the globe, while highlighting the city of Winnipeg, Manitoba.

A wide variety of films are featured at the Festival, ranging from kids animation and comedy to hard-hitting documentaries and dramas. The Festival's target is all of Winnipeg's citizens, from toddlers to great-grandparents. Festival programming is all original and the films come from a variety of different cultures.

Canwest has committed \$126,000 to be distributed in equal instalments over the course of the next seven (7) years for the development and operation of the festival. Specifically, Canwest is sponsoring and hosting the *Community Nights* program.

Reel World Film Festival

(\$140,000 over 7 years)

The Reel World Film Festival showcases independent Canadian filmmakers of colour and diversity on the big screen. Its goal is to bring multicultural audiences together at the Festival to enjoy cinema at its best. The Festival also provides stimulating interaction for industry professionals via networking, seminars, workshops, and gala screenings.

Canwest has committed \$140,000 to be distributed in equal instalments over the course of the next seven (7) years to assist in the further development and operation of the festival's Reel Youth and Family Screenings, a workshop that brings youth from under-resourced schools and neighborhoods across the Greater Toronto Area to enjoy a selection of films addressing creativity and diversity. Youth are encouraged to discuss the films in exercises and workshops after the screening, facilitated by the National Film Board.

Winnipeg International Writers Festival

(\$5,000)

The THIN AIR Winnipeg International Writers Festival exists to foster literacy in both French and English in Manitoba. It educates and engages Manitobans in the literary arts; provides the opportunity and guidance for Manitobans to learn about new literature written by regional, national and international writers from a variety of mediums; encourages Manitoban and Canadian writers in their vocation. The Festival also produces an annual venue where readers and writers can interact and become more aware of literary culture and its role within Canadian culture as a whole.

Attendees at this year's THIN AIR Festival heard from writers whose work has crossed a variety of mediums, including award-winning playwright, columnist, author, and filmmaker Drew Hayden Taylor, who is currently serving as head-writer on the television series "Mixed Blessings" on APTN.

This year the THIN AIR Festival also had the opportunity to partner with BookShorts to launch the Moving Stories Film Festival, which features a lineup of 15 diverse short films that are all inspired by the written word, as well as the books that have inspired them.

Canwest has committed a one-time gift of \$5,000 for the development and operation of the Festival.

Western Canada Music Awards Festival

(\$25,000)

The Western Canada Music Awards is the primary event hosted by the Western Canada Music Alliance – an organization created by the Music Industry Associations of British Columbia, Alberta, Saskatchewan, Manitoba and the Yukon – to promote and celebrate Western Canadian music. Each year the event is held in a different region on a rotation basis.

The Western Canada Music Awards annually celebrate the force and diversity of musical and industry talent in Western Canada. The four-day event is comprised of a music industry conference, a multi-genre/multi-ethnic festival and two awards shows.

Canwest has made a one-time investment in the amount of \$25,000 for the development and operation of the festival and the filming of a packaged one-hour variety music show.

Young Centre for the Performing Arts

(\$1.1 million over 7 years)

The Young Centre for the Performing Arts celebrates diversity, not only of culture but also of discipline, age, and geography. Bringing together Canadian artists from a wide variety of backgrounds and disciplines with both new and seasoned arts audiences, the Young Centre for the Performing Arts annual festival, now known as Canwest Cabaret Festival, showcases the best works and most exciting artists from across the city, the province, and the country.

The Festival is about building community - providing a home for artists and audiences that address our very human need to connect and communicate with one another; to share ideas and experiences; and to be challenged and changed through music, dance and the spoken word.

Canwest has committed \$1,050,000 to be distributed in varying instalments over the course of the next seven (7) years for the development of vignettes to promote the Canadian talent participating in the festival as well as contributing to the operation, and national expansion of the festival.

Dreamspeakers Festival Society

(\$105,000 over 7 years)

The Dreamspeakers Festival Society hosts the only Aboriginal film and television festival in Edmonton, Alberta, and its mandate is to promote an appreciation for Aboriginal art, film, and culture.

Dreamspeakers focuses on showcasing Aboriginal filmmakers and increasing awareness of Aboriginal productions. It has developed an excellent reputation within the arts community in Edmonton and continues to garner interest because of its innovative approaches to promoting the film industry in Alberta.

Canwest has committed \$105,000 to be distributed in equal instalments over the course of the next seven (7) years for the development and operation of the festival and its Youth Day - a successful one-day, conference-style event that provides Aboriginal youth from across Alberta and Canada the opportunity to learn what career opportunities are available in the industry, receive information on how to obtain experience and training, meet with industry professionals, and view films selected by the Youth Committee.

Hot Docs

(\$40,000)

Hot Docs Canadian International Documentary Festival is North America's largest documentary festival. Each year, the Festival presents a selection of more than 100 cutting-edge documentaries from Canada and around the globe. Through its industry program the Festival also provides a full range of professional development, marketing and networking opportunities for documentary professionals.

In 2008, the social benefits program provided a contribution of \$40,000 to assist in the overall operation of that year's festival. Funding for the coming years will be confirmed in the spring of 2009.

NextMEDIA

(\$30,000 over 3 years)

As the broadcasting industry compliments its core linear business with digital platforms, it is events such as nextMEDIA that are important in developing a dialogue among industry participants, including international companies.

The premiere digital media event in Canada, the 2008 conference attracted a sold-out crowd of content producers, media executives, and digital entrepreneurs for the second year in a row.

Canwest has committed to making an aggregate gift towards the development and operation of nextMEDIA in the amount of \$30,000, to be distributed in 3 instalments: \$5,000 in 2008; \$10,000 in 2009; and \$15,000 in 2010.

Atlantic Film Festival Association

(\$200,000 over 7 years)

The Atlantic Film Festival Association is a non-profit organization committed to promoting and building a strong cultural industry in Canada, and presenting the best materials from this region and around the world to the Atlantic community.

The international Atlantic Film Festival is a ten-(10)-day celebration of local Canadian films and artists that takes place in September each year. Canwest has signed on for a multi-year partnership with the festival, in the amount of \$30,000 for the first 5 years (2008-2012) and \$25,000 for the last two years (2013-2014) – for a total of \$200,000.

In particular, this year Canwest sponsored the “Inspired Music” screenings, and became a Gold Partner of “Strategic Partners”, a pre-eminent co-production market and one-stop-shop featuring top producers from across the country, all major broadcasters, film commissions and distributors.

Gimli Film Festival

(\$90,000 over 7 years)

The Gimli Film Festival is a non-profit organization dedicated to providing quality entertainment for a world of new and exceptional films. The Festival attracts a dedicated and enthusiastic audience; the 2008 festival marked its 7th anniversary with an increase in audience numbers of 150% over the previous year.

Audience members and film industry professionals recognize the Gimli Film Festival as an important and integral part of the artistic and cultural landscape of Gimli, Manitoba and Canada. The Festival’s goal is to bring relevant topics and current issues up for discussion for the enlightenment of fellow filmmakers and a movie-loving audience.

Canwest has committed \$90,000 to be distributed over the course of the next seven (7) years for the development and operation of the festival.

ImagiNATIVE Film & Media Arts Festival

(\$105,000 over 7 years)

The four-day Festival and its annual tour (that takes selected programming to remote Indigenous communities) fill a void in the artistic and cultural landscapes of Toronto in that Indigenous filmmakers and media artists are often underrepresented or misrepresented. Each fall, the Festival presents a selection of the most compelling and distinctive Indigenous works from around the globe. The Festival's screenings, panel discussions, and cultural events attract and connect filmmakers, media artists, programmers, buyers, and industry professionals. The works accepted reflect the diversity of the world's Indigenous nations and illustrate the vitality and excellence of our art and culture in contemporary media.

Canwest has committed \$105,000 to be distributed in annual instalments over the course of the next seven (7) years in support of the overall operation of the Festival to promote the quality and variety of Indigenous films.

Victoria Independent Film & Video Festival

(\$20,000)

For ten (10) days in February the second largest film festival in British Columbia captures the imagination of the city. Filmmakers and industry decision makers all flow into Victoria to create new connections and dazzle audiences with new works.

The Festival screens 190 films and uses 6 screens at various venues in and around Victoria and attracts continually growing audiences. Currently 16,500 patrons make the Victoria Film Festival their primary film event of the year. Year round, the Festival hosts energetic educational programs that support youth media literacy.

Canwest has committed a one-time gift of \$20,000 for the development and operation of the Festival's documentary program.

Vancouver International Film Festival (VIFF)

(\$20,000)

VIFF's mandate is to encourage the understanding of other nations through the art of cinema, to foster the art of cinema, to facilitate the meeting in British Columbia of cinema professionals from around the world, and to stimulate the motion picture industry in British Columbia and Canada.

VIFF is among the largest film festivals in North America and is one of the largest cultural events in Canada. A fall fixture on the international film festival calendar, this outstanding Festival is a microcosm of its home city: cosmopolitan, innovative, friendly, culturally complex and very accessible. At the 2008 Festival, more than 150,000 people attended approximately 575 screenings of 350 films from more than 50 countries.

Canwest has committed a one-time gift of \$20,000 for the development and operation of the Festival, particularly the Canadian Images Short Film program.

Calgary International Film Festival (CIFF)

(\$15,000)

CIFF is one of the largest cultural events in Calgary and one of the largest film festivals in Canada. With growing participation and support from global brand leaders, public funders, filmmakers from around the world, local to international media, and an enthusiastic audience, CIFF has established itself as a Canadian cinematic event to watch for.

Canwest has committed a one-time gift of \$15,000 that was put towards the development and operation of the Festival's Youth-by-Youth Cinema Filmmaking Series and Competition (YYC), that celebrates and advances excellence in youth filmmaking in the new media realm. YYC also provided a forum for aspiring young filmmakers to come together with film professionals and educators to exchange ideas and share knowledge.

Abilities Arts Festival

(\$175,000 over 7 years)

The Abilities Arts Festival is an organization that showcases artistic excellence by artists and filmmakers with disabilities using art as a vehicle for transforming public perceptions about people with disabilities.

This organization produces multidisciplinary arts festivals that focus on film as well as provide insights into the disability arts community through art exhibitions, the performing arts, workshops, panels and networking opportunities, as well as programming designed primarily for children with disabilities.

With a contribution of \$25,000 per year for the next seven (7) years, Canwest hopes to assist the Festival in building on their vital children's program – a program that has positively influenced more than 2,000 children with disabilities and their teachers.

Reel Asian International Film Festival

(\$105,000 over 7 years)

The Reel Asian International Film Festival is an annual fall public film and video festival that educates and advances the public's understanding and appreciation of the historical, social, and cultural contributions of people of Asian heritage.

Canwest has committed \$105,000 to be distributed in equal instalments over the course of the next seven (7) years to assist in the further development and operation of the Festival and its Youth Program, an interactive opportunity for youth to participate in a hands-on workshop on how to make public service announcements using

claymation techniques. The workshop is paired with a screening of short films that are for, by, and about young people and followed by a question and answer period with the directors.

Deaf Film and Arts Festival (Toronto International)

(\$75,000 over 6 years)

The Toronto International Deaf Film and Arts Festival's (TIDFAF) mandate is to celebrate the cultural heritage and artistic contribution of talented Deaf, Deafened, and Hard of Hearing filmmakers and artists promoting their work in order to raise awareness of this vibrant and talented community.

TIDFAF's goal is to promote diversity, educational awareness, and the celebration of "Deaf Cinema" through visual exploration of filmmakers and artist's work both nationally and internationally.

Canwest is thrilled to collaborate with TIDFAF to sponsor their bi-annual festival with \$75,000 to be distributed in increments of \$25,000 per Festival to support its overall operation and to fund ASL interpreters.

MEDIA LITERACY BENEFITS

Concerned Children's Advertisers/Kids' Issues Inc. (CCA)

(\$350,000 over 7 years)

CCA is a charitable organization established to provide credible, caring and contributing social marketing programs to Canadian children and their families, and operates a program that addresses the issue of childhood healthy active living, known as Long Live Kids.

The Long Live Kids campaign was developed by CCA as part of the Children's Healthy Active Living Program (CHALP). This one-of-a-kind Canadian collaboration brings together industry, issue experts and government to provide Canadian children with tools for healthy eating, active living and improved media literacy in order to support a balanced lifestyle and achieve optimal health and development.

The first Long Live Kids PSA, entitled "Health Rock", reached 96% of Canadian children. "Health Rock" has served as a catalyst for change - 83% of kids aware of "Health Rock" agreed that the message got them to stop and think about their daily food and activity habits, and 61% of those kids agreed that "Health Rock" got them to take the next step and actually change their habits. Canwest's contribution of \$350,000 over the next seven (7) years will assist in the production and development of the second phase of the Long Live Kids program, which includes two new live-action :30 television PSAs, as well as a new online educational workshop.

Media Awareness Network (MNet)

(\$500,000 over 7 years)

MNet grew out of the TV violence initiative launched by the CRTC in the early 1990s, as part of the National Film Board of Canada. It was incorporated as an independent corporation in 1996 and has since played a seminal role in advancing media education in Canada. Media Awareness today hosts the largest online media education resource in Canada on its website at www.media-awareness.ca.

Canwest has committed \$500,000 to be distributed in equal instalments over the course of the next seven (7) years to assist in the further development and operation of the following programs: Media Education, Web Awareness Canada, Young Canadians in a Wired World Research, and Media Education Resources.

The Royal Conservatory's Learning Through the Arts (LTTA)

(\$500,000 over 7 years)

LTTA is an organization founded twelve (12) years ago that supports the impact of the arts on education and social wellbeing. LTTA brings specially trained artists from the community into schools to teach core subjects and is the most extensive arts-based school intervention program in the world. It is the only one proven in independent

research to improve test scores in math and literacy, and to conclusively reduce violence in schools.

Canwest will contribute \$500,000 over seven (7) years to establish the LTTA's *National Media Literacy Program* that will see multimedia artists, filmmakers, actors, and writers work with kids to deliver the government's newly launched curriculum in media literacy by encouraging students to create their own complex multimedia productions.

LTTA establishes long-term partnerships between teachers and specially trained artist-educators who serve as change agents within the schools, promoting collaboration, risk taking, and continuous learning by teachers and students alike.

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To the Canadian Radio-television and Telecommunications Commission (CRTC)

At the request of CW Media Holdings Inc. (the Company) (formerly the Broadcasting Group of Alliance Atlantis Communications Inc.), we have audited the attached schedules 1 to 15 detailing program production, program exhibition, program expenditures and social benefit expenditures and the Company's compliance with requirements established by the CRTC as defined in Appendix 3 of Decision CRTC 2007-429 (Appendix 3) dated December 20, 2007, for the period from December 21, 2007 to August 31, 2008. This financial information and the Company's compliance with the requirements established in Appendix 3 are the responsibility of management of the Company. Our responsibility is to express an opinion on this financial information and the Company's compliance with the requirements of Appendix 3 based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial information is free of material misstatement and whether the Company complied with the requirements established in Appendix 3. Such an audit includes examining, on a test basis, evidence supporting the amounts in the financial information and overall compliance with Appendix 3 and, where applicable, assessing the accounting principles used and significant estimates made by management.

In our opinion, (i) the attached schedules presents fairly, in all material respects, the expenditures of the Company for the period from December 21, 2007 to August 31, 2008 in accordance with the requirements established in Appendix 3, and (ii) the Company is in compliance, in all material respects, with the requirements set out in Appendix 3 for the period from December 21, 2007 to August 31, 2008.

PricewaterhouseCoopers LLP

Chartered Accountants, Licensed Public Accountants
November 25, 2008

**Canwest Media Inc.
Alliance Atlantis Transaction
Decision CRTC 2007-429**

Benefits Report

List of Schedules	
Schedule 1	Original Planned Benefits Payment Schedule
Schedule 2	Summary of Benefit Payments
Schedule 3	On-Screen Drama and Other Priority Programming Actuals
Schedule 4	On-Screen Drama and Other Priority Programming Committed to and Actual Spend
Schedule 5	Social Benefits Actuals
Schedule 6	Programming Resulting from Benefits
Schedule 7	Third Party Promotion
Schedule 8	Pilot Projects
Schedule 9	Scripted Drama Production
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Schedule 11	Base Level Priority Programming and 2nd and 3rd Window Programming
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Schedule 14	Expansion of International news Bureaus
Schedule 15	Celebrating Canada's Best Award Shows/Red Carpet Tributes to Canadian Talent

SCHEDULE 1

ALLIANCE ATLANTIS ACQUISITION ORIGINAL PLANNED BENEFITS PAYMENT SCHEDULE
(in 000's)

ON-SCREEN AND/OR PROGRAMMING-RELATED BENEFITS	Yr. 1	Yr. 2	Yr. 3	Yr. 4	Yr. 5	Yr. 6	Yr. 7	ACTUAL TOTAL	PER DECISION
Scripted Drama & Other Priority Programming									
Pilot projects for scripted drama and other priority programming	1,500.0	2,400.0	2,400.0	2,400.0	2,400.0	2,400.0	0.0	13,500.0	13,500.0
Scripted drama production	0.0	11,535.9	10,735.9	12,235.9	12,235.9	12,235.9	14,635.9	73,615.4	73,615.0
New media support for incremental programming resulting from benefits	0.0	666.7	666.7	666.7	666.7	666.7	666.7	4,000.2	4,000.0
APTN Aboriginal drama project	0.0	1,000.0	1,000.0	0.0	0.0	0.0	0.0	2,000.0	2,000.0
Passchendaele feature film	1,500.0	0.0	0.0	0.0	0.0	0.0	0.0	1,500.0	1,500.0
Canadian History Project	500.0	500.0	500.0	0.0	0.0	0.0	0.0	1,500.0	1,500.0
Third-party promotion of priority programming	0.0	0.0	800.0	800.0	800.0	800.0	800.0	4,000.0	4,000.0
	3,500.0	16,102.6	16,102.6	16,102.6	16,102.6	16,102.6	16,102.6	100,115.6	100,115.0
Expansion of Documentary Production									
Provision of completion financing for independent documentary productions	428.6	428.6	428.6	428.6	428.6	428.6	428.6	3,000.2	3,000.0
Creation of a documentary development fund	142.9	142.9	142.9	142.9	142.9	142.9	142.9	1,000.3	1,000.0
Feature independent documentary production	0.0	833.3	833.3	833.3	833.3	833.3	833.3	4,999.8	5,000.0
	571.5	1,404.8	1,404.8	1,404.8	1,404.8	1,404.8	1,404.8	9,000.3	9,000.0
Building a Star System									
Celebrating Canada's Best: Awards Shows/Red Carpet Tributes to Canadian Talent	500.0	2,166.7	2,166.7	2,166.7	2,166.7	2,166.7	2,166.7	13,500.2	13,500.0
News & Public Affairs									
Canada in Focus (current affairs show)	0.0	666.7	666.7	666.7	666.7	666.7	666.7	4,000.2	4,000.0
Expansion of international news bureaus	1,000.0	1,500.0	1,500.0	1,500.0	1,500.0	1,500.0	1,500.0	10,000.0	10,000.0
	1,000.0	2,166.7	2,166.7	2,166.7	2,166.7	2,166.7	2,166.7	14,000.2	14,000.0
Total On-Screen and/or Programming-related benefits	5,571.5	21,840.8	21,840.8	21,840.8	21,840.8	21,840.8	21,840.8	136,616.3	136,615.0
SOCIAL BENEFITS									
Training/mentorship and internship programs									
National Screen Institute (NSI)	214.3	214.3	214.3	214.3	214.3	214.3	214.3	1,500.1	1,500.0
Canadian Film Centre (CFC)	214.3	214.3	214.3	214.3	214.3	214.3	214.3	1,500.1	1,500.0
Banff World Television Festival	428.6	428.6	428.6	428.6	428.6	428.6	428.6	3,000.2	3,000.0
Canadian Women in Communications (CWC)	100.0	100.0	100.0	100.0	100.0	100.0	100.0	700.0	700.0
Women in Film & Television	71.4	71.4	71.4	71.4	71.4	71.4	71.4	499.8	500.0
Innoversity Creative Summit	30.0	30.0	30.0	30.0	30.0	30.0	30.0	210.0	210.0
Canadian Council for Aboriginal Business (CCAB)	27.1	27.1	27.1	27.1	27.1	27.1	27.1	189.7	190.0
National Aboriginal Achievement Foundation (NAAF)	71.4	71.4	71.4	71.4	71.4	71.4	71.4	499.8	500.0
CanWest Internship for Persons with Disabilities	65.7	65.7	65.7	65.7	65.7	65.7	65.7	459.9	460.0
York University	142.9	142.9	142.9	142.9	142.9	142.9	142.9	1,000.3	1,000.0
Sheridan College	50.0	50.0	50.0	50.0	50.0	50.0	50.0	350.0	350.0
Nova Scotia Community College (NSCC)	40.0	40.0	40.0	40.0	40.0	40.0	40.0	280.0	280.0
	1,455.7	1,455.7	1,455.7	1,455.7	1,455.7	1,455.7	1,455.7	10,189.9	10,190.0
Arts & Diversity Festivals	442.1	442.1	442.1	442.1	442.1	442.1	442.1	3,094.7	3,095.0
Media Literacy									
Media Awareness Network (Mnet)	71.4	71.4	71.4	71.4	71.4	71.4	71.4	499.8	500.0
Learning through the Arts (LTTA)	71.4	71.4	71.4	71.4	71.4	71.4	71.4	499.8	500.0
Concerned Children's Advertisers (CCA)	50.0	50.0	50.0	50.0	50.0	50.0	50.0	350.0	350.0
	192.8	192.8	192.8	192.8	192.8	192.8	192.8	1,349.6	1,350.0
Total Social Benefits	2,090.6	2,090.6	2,090.6	2,090.6	2,090.6	2,090.6	2,090.6	14,634.2	14,635.0
TOTAL BENEFITS	Yr. 1	Yr. 2	Yr. 3	Yr. 4	Yr. 5	Yr. 6	Yr. 7	ACTUAL TOTAL	DECISION TOTAL
	7,662.1	23,931.4	23,931.4	23,931.4	23,931.4	23,931.4	23,931.4	151,250.5	151,250.0

SCHEDULE 2

SUMMARY OF BENEFIT PAYMENTS

(in 000's)
For the period ending August 31, 2008

	Total Benefit Amount (schedule 1)	Benefit Payments in F'2008 (schedule 1)	Amount Spent in F'2008	Over/(Under) Spend (\$)	Over/(Under) Spend (%)	Total Benefit Amount Remaining
On-Screen drama and other Priority Programming						
Scripted drama and other Priority Programming	100,115.0	3,500.0	1,578.2	(1,921.8)	-55%	98,536.8
Expansion of documentary production	9,000.0	571.5	571.4	(0.1)	0%	8,428.6
Building a Star System	13,500.0	500.0	475.0	(25.0)	-5%	13,025.0
News and Public Affairs	14,000.0	1,000.0	192.6	(807.4)	-81%	13,807.4
Subtotal:	136,615.0	5,571.5	2,817.2	(2,754.3)	-49%	133,797.8
Social Benefits						
Training/Mentorship and Internship programs	10,190.0	1,455.7	1,618.4	162.7	11%	8,571.6
Arts and Diversity Festivals	3,095.0	442.1	438.0	(4.1)	-1%	2,657.0
Media Literacy	1,350.0	192.8	192.8	0.0	0%	1,157.2
Subtotal:	14,635.0	2,090.6	2,249.3	158.7	8%	12,385.7
	-	-				
TOTAL BENEFIT STATUS	151,250.0	7,662.1	5,066.4	(2,595.7)	-34%	146,183.6

SCHEDULE 3

ON-SCREEN DRAMA AND OTHER PRIORITY PROGRAMMING ACTUALS

(in 000's)

For the period ending August 31, 2008

	Total Benefit Amount (schedule 1)	Benefit Payments in F'2008 (schedule 1)	Amount Spent in F'2008	Over/(Under) Spend (\$)	Over/(Under) Spend (%)	Total Benefit Amount Remaining
Scripted drama and other priority programming						
Pilot products for scripted drama and other priority programming	13,500.0	1,500.0	78.2	(1,421.8)	-95%	13,421.8
Scripted drama production	73,615.0	-	-	-	n/a	73,615.0
New Media support for incremental programming	4,000.0	-	-	-	n/a	4,000.0
APTN Aboriginal drama project	2,000.0	-	-	-	n/a	2,000.0
Passchendael feature film	1,500.0	1,500.0	1,500.0	-	0%	0.0
Canadian history project	1,500.0	500.0	-	(500.0)	-100%	1,500.0
Third-party promotion of priority programming	4,000.0	-	-	-	n/a	4,000.0
Subtotal:	100,115.0	3,500.0	1,578.2	(1,921.8)	-55%	98,536.8
Expansion of document production						
Provision of completion financial for inde documentary productions	3,000.0	428.6	428.6	(0.0)	0%	2,571.4
Creation of a documentary development fund	1,000.0	142.9	142.9	(0.0)	0%	857.1
Feature inde documentary production	5,000.0	-	-	-	n/a	5,000.0
Subtotal:	9,000.0	571.5	571.4	(0.1)	0%	8,428.6
Building a Star System	13,500.0	500.0	475.0	(25.0)	-5%	13,025.0
News and Public Affairs						
Canada in Focus	4,000.0	-	-	-	n/a	4,000.0
Expansion of international news bureaus	10,000.0	1,000.0	192.6	(807.4)	-81%	9,807.4
Subtotal:	14,000.0	1,000.0	192.6	(807.4)	-81%	13,807.4
BENEFIT STATUS	136,615.0	5,571.5	2,817.2	(2,754.3)	-49%	133,797.8

SCHEDULE 4

ON-SCREEN DRAMA AND OTHER PRIORITY PROGRAMMING COMMITTED TO AND ACTUAL SPEND

(in 000's)

For the period ending August 31, 2008

	Total Benefit Amount (schedule 1)	Benefit Payments in F'2008 (schedule 1)	Amount Committed in F'2008	Amount Spent in F'2008	Amount Spent to Date	Total Benefit Amount Remaining
Scripted drama and other priority programming						
Pilot products for scripted drama and other priority programming	13,500.0	1,500.0	2,008.8	78.2	78.2	13,421.8
Scripted drama production	73,615.0	-	-	-	-	73,615.0
New Media support for incremental programming	4,000.0	-	-	-	-	4,000.0
APTN Aboriginal drama project	2,000.0	-	-	-	-	2,000.0
Passchendael feature film	1,500.0	1,500.0	-	1,500.0	1,500.0	0.0
Canadian history project	1,500.0	500.0	-	-	-	1,500.0
Third-party promotion of priority programming	4,000.0	-	-	-	-	4,000.0
Subtotal:	100,115.0	3,500.0	2,008.8	1,578.2	1,578.2	98,536.8
Expansion of document production						
Provision of completion financial for inde documentary productions	3,000.0	428.6	3,000.0	428.6	428.6	2,571.4
Creation of a documentary development fund	1,000.0	142.9	1,000.0	142.9	142.9	857.1
Feature inde documentary production	5,000.0	-	-	-	-	5,000.0
Subtotal:	9,000.0	571.5	4,000.0	571.4	571.4	8,428.6
Building a Star System	13,500.0	500.0	-	475.0	475.0	13,025.0
News and Public Affairs						
Canada in Focus	4,000.0	-	-	-	-	4,000.0
Expansion of international news bureaus	10,000.0	1,000.0	-	192.6	192.6	9,807.4
Subtotal:	14,000.0	1,000.0	-	192.6	192.6	13,807.4
BENEFIT STATUS	136,615.0	5,571.5	6,008.8	2,817.2	2,817.2	133,797.8

SCHEDULE 5

SOCIAL BENEFITS ACTUALS

(in 000's)

For the period ending August 31, 2008

	Total Benefit Amount (schedule 1)	Benefit Payments in F'2008 (schedule 1)	Amount Spent in F'2008	Over/(Under) Spend (\$)	Over/(Under) Spend (%)	Total Benefit Amount Remaining
Training/mentorship and internship programs						
National Screen Institute (NSI)	1,500.0	214.3	214.3	(0.0)	0%	1,285.7
Canadian Film Centre (CFC)	1,500.0	214.3	214.3	(0.0)	0%	1,285.7
Banff World Television Festival	3,000.0	428.6	428.6	(0.0)	0%	2,571.4
Canadian Women in Communications (CWC)	700.0	100.0	100.0	-	0%	600.0
Women in Film and Television (WIFT)	500.0	71.4	71.4	0.0	0%	428.6
Innoversity Creative Summit	210.0	30.0	30.0	-	0%	180.0
Canadian Council for Aboriginal Business (CCAB)	190.0	27.1	27.0	(0.1)	0%	163.0
National Aboriginal Achievement Foundation (NAAF)	500.0	71.4	300.0	228.6	320%	200.0
Canwest internship for persons with disabilities	460.0	65.7	-	(65.7)	-100%	460.0
York University	1,000.0	142.9	142.9	(0.0)	0%	857.1
Nova Scotia Community College (NCSS)	280.0	50.0	40.0	(10.0)	-20%	240.0
Sheridan College	350.0	40.0	50.0	10.0	25%	300.0
Subtotal:	10,190.0	1,455.7	1,618.4	162.7	11%	8,571.6
Arts and Diversity Festivals						
Winnipeg International Film Festival			18.0			
Reel World Film Festival			20.0			
Winnipeg International Writers Festival			5.0			
Western Canada Music Awards Festival			25.0			
Young Centre for Performing Arts			125.0			
Dreamspeakers Festival			15.0			
Hot Docs			40.0			
Next Media			5.0			
Atlantic Film Festival			30.0			
Gimli Film Festival			20.0			
Imaginative Film and Media Arts Festival			15.0			
Victoria Independent Film Video Fest			20.0			
Vancouver International Film Festival			20.0			
Calgary International Film Festival			15.0			
Abilities Arts Festival			25.0			
Toronto Reel Asian International Film Festival			15.0			
Toronto International Deaf Film & Arts Festival			25.0			
Subtotal:	3,095.0	442.1	438.0	(4.1)	-1%	2,657.0
Media Literacy						
Media Awareness Network (Mnet)	500.0	71.4	71.4	0.0	0%	428.6
Learning Through the Arts (LTTA)	500.0	71.4	71.4	-	0%	428.6
Concerned Children's Advertising (CCA)	350.0	50.0	50.0	-	0%	300.0
Subtotal:	1,350.0	192.8	192.8	0.0	0%	1,157.2
BENEFIT STATUS	14,635.0	2,090.6	2,249.3	158.7	8%	12,385.7

SCHEDULE 6

PROGRAMMING RESULTING FROM BENEFITS

As per Decision CRTC 2007-429, all of the programming resulting from the "priority programming" benefits would be produced by independent/non-affiliated production companies, except for the following two initiatives:

- o *Celebrating Canada's Best: Award Shows/Red Carpet Tributes to Canadian Talent* (\$13.5 million); and
- o *Canada in Focus* (\$4 million).

With the exception of the *Canada in Focus* initiative (\$4 million), all of the other on screen productions designed for broadcast would air first on one of the Alliance Atlantis services and would be consistent with the nature of service of at least one Alliance Atlantis specialty service.

For the period ending August 31, 2008

Program/Series	Category	Production Company	First Broadcast (former AA service)	Date
Genie Awards	11MAG	Enter the Pictures Productions, 145 Front Street East, Suite 301, Toronto, ON	IFC	3-Mar-08

SCHEDULE 7

THIRD PARTY PROMOTION

As per Decision CRTC 2007-429, all funds associated with its *Third party promotion of priority programming on non-television media* initiative (\$4 million) would be associated with programming provided by independent production companies. To show incrementality a baseline was developed calculated by averaging the cost of Third Party Promotion of Priority Programming on Non-Television Media for all “priority programming” broadcast on the Alliance Atlantis services for the broadcast years 2005, 2006 and 2007.

For the period ending August 31, 2008

Program/Series	Production Company	Actual Spending
Baseline		\$574,925
Benefit Spending		
Total:		

NB - N/A in years 1 and 2. Commences in year 3 which is 2009-10

SCHEDULE 8

PILOT PROJECTS

As per Decision CRTC 2007-429, with regards to the *Pilot projects for scripted drama programming* initiative (\$13.5 million), 100% of the funds would be devoted to scripted drama programming. In addition, as per standard industry practice, if Canwest passed on a project and another broadcaster picked up the option, Canwest would expect to be reimbursed for the script and development funding and would reinvest the reimbursed funds.

For the period ending August 31, 2008

Project	Amount Spent (\$)	Amount Committed in F'2008 (\$)	Production Company in F'2008	Status
Testees	66,000	120,000	Blueprint Entertainment/ Entertainment One	Delivered July 15, 2008, series picked up by Canwest
Clean	12,208	600,000	House of Films Inc./ Four Seasons Productions Inc.	Shooting October 15 -25, 2008 In Toronto
Lawyers, Guns and Money		650,000	Whizbang Films	Shooting October 27 - November 11, 2008 in Hamilton
Shattered		638,840	Force Four Films Ltd./ Blueprint Entertainment	Shooting November 10-21, 2008 in Vancouver
Total:	78,208	2,008,840		

SCHEDULE 9

SCRIPTED DRAMA PRODUCTION

As per Decision CRTC 2007-429, with regards to the Scripted drama production initiative, a minimum of 60% of the funds would be allocated to 10-point scripted drama productions, with the remaining maximum of 40% allocated to scripted drama productions earning a minimum of 8 points.

N.B. 60%/40% split is calculated over the benefits period.

For the period ending August 31, 2008

Drama Production	Minimum Points	Amount Spent	Percentatge

NB - N/A in year 1

SCHEDULE 10

Canadian Program Expenditure

As per Decision CRTC 2007-429, all programming resulting from "priority programming" benefits initiatives, such as pilot projects, drama, and documentaries, as well as the *Celebrating Canada's Best: Award Shows/Red Carpet Tributes to Canadian Talent* initiative (\$13.5 million), would have first windows on Alliance Atlantis specialty services and the expenditures would be incremental to the services' existing Canadian programming expenditure requirements as established by condition of licence.

For the period ending August 31, 2008

IFC	Amount Spent (\$000)
CPE (as per August 31, 2008 CRTC Annual Return)	1,669.5
Benefits Spending	475.0
Total:	2,144.5

**SCHEDULE 11
BASE LEVEL PRIORITY PROGRAMMING REPORT**

As per Decision CRTC 2007-429, any of the programming that is broadcast on Canwest's over-the-air services as second or third windows, would not be counted towards priority programming requirements for these services. There was only one (1) second window program broadcast on conventional (E1) that was acquired through benefit spending. As shows below, it was not counted towards priority programming. For the period ending August 31, 2008

	A Trick of the Mind (2006)	About a Girl	Absolution (2006)	Ad Persuasion	Be Real with JR Digs	Best Friends (2005)	Cradle of Lies (2006)	E! News Weekend	Family in Hiding (2006)	Fanatical	Final 24	Gospel of Deceit (2006)	Hollywood's Greatest Mysteries	Hush (2005)	In Her Mother's Footsteps	Inside Hollywood	Inside the Great Magazines	Intimate Stranger (2006)	Lesser Evil (2006)	Lost Behind Bars (2006)	Naked Fashion	Next Great Chef
Duration	2	0.5	2	0.5	0.5	2	2	0.5	2	0.5	1	2	0.5	2	2	1	1	2	2	2	0.5	1
Bonus	125% (100%)	125%	125%(100%)	100%	100%	125% (100%)	125%	100%	125%	100%	100%	125% (100%)	100%	125% (100%)	125%	100%	100%	125%	100%	125%	100%	100%
Log Code	07C	07B	07C	02B	110	07C	07C	110	07C	02B	02B	07C	02B	07C	07C	02B	02B	07C	07C	07C	110	110

1-Sep-07												2.50											
3-Sep-07				2.50						0.50	1.00												
10-Sep-07				0.50						0.50	1.00												
17-Sep-07				0.50						0.50	1.00												
24-Sep-07				0.50						0.50	1.00												
1-Oct-07				0.50						0.50	1.00		1.00										
8-Oct-07				0.50						0.50	1.00		1.00										
15-Oct-07				0.50						0.50	1.00												
22-Oct-07														2.50									
29-Oct-07											1.00												
5-Nov-07																							
12-Nov-07													2.00										
19-Nov-07																							
26-Nov-07											1.00												
3-Dec-07			2.50																				
10-Dec-07									2.50														
17-Dec-07					1.50					1.50	1.00												
24-Dec-07	2.50				1.50					1.50	1.00		2.50			2.00							
31-Dec-07					1.50					1.00			3.00			4.00							
7-Jan-08											1.00												1.00
14-Jan-08											1.00										2.50		1.00
21-Jan-08											1.00												1.00
28-Jan-08																							1.00
4-Feb-08																					2.50		1.00
11-Feb-08										1.00													1.00
18-Feb-08																							1.00
25-Feb-08		0.63									1.00				2.50								1.00
3-Mar-08		0.63				2.50		1.00			1.00												1.00
10-Mar-08		0.63					2.50	1.00								1.00							1.00
17-Mar-08		0.63						1.00								1.00			2.50				1.00
24-Mar-08		0.63						1.50								1.00							0.50
31-Mar-08		0.63						1.50				2.50	1.00			1.00							0.50
7-Apr-08		0.63						1.50								1.00		2.50					0.50
14-Apr-08		0.63						1.50						2.50		1.00							0.50
21-Apr-08								1.00															0.50
28-Apr-08		0.63	2.00					1.50															0.50
5-May-08								0.50	2.00														0.50
12-May-08								1.00															0.50
19-May-08		0.63						1.50															0.50
26-May-08	2.00							1.00										1.00					
2-Jun-08								1.50										1.00					0.50
9-Jun-08								1.50										1.00					0.50
16-Jun-08		0.63						1.50					0.50										0.50
23-Jun-08		0.63						1.50					1.00		2.00								0.50
30-Jun-08								1.50					1.00					2.50					0.50
7-Jul-08					0.50	2.00		1.50					1.00										
14-Jul-08					0.50		2.00	1.50					1.00										
21-Jul-08					0.50			1.50			1.00		1.00			1.00			2.00				
28-Jul-08					0.50			1.50			1.00		1.00			1.00							
4-Aug-08								1.50					1.50			1.00							
11-Aug-08	2.00							1.50				2.00	0.50			1.00							
18-Aug-08								1.50					0.50			1.00							
25-Aug-08								1.50					0.50	2.00		1.00							
Total	6.50	7.56	4.50	5.50	6.50	4.50	4.50	35.00	4.50	8.50	18.00	7.00	20.00	7.00	4.50	18.00	3.00	5.00	4.50	5.00	6.50	11.00	

**SCHEDULE 11
BASE LEVEL PRIORITY PROGRAMMING REPORT
LIST OF "OTHER" PROGRAMS**

DOCUMENTARIES

Title	Broadcast Date	CRTC Credit	Duration (hours)	Category
Blood Sucking Cinema	Oct. 8/07	100%	1	02B
Bullet Proof	Sept. 1/07	100%	1	02B
Canadian Case Files	Sept. 1/07	100%	0.5	02B
Cirque du Soleil: Kooza	Oct. 1/07	100%	1	02B
True Bond	Feb. 18/08	100%	1	02B
TOTAL:			4.5	

SPECIALS, MINI-SERIES AND MADE-FOR-TV FEATURE FILMS

Title	Broadcast Date	CRTC Credit	Duration (hours)	Category
A Daughter's Conviction	Apr.28/08	125%	2.5	07C
A Job to Kill For	Jun.9/08	125%	2.5	07C
A Valentine Carol	Feb.11/08	125%	2.5	07C
A World of Possibilities	Dec.24/07	100%	1	07C
All the Good Ones Are Married	Dec.24/07	125%	2.5	07C
Anna's Storm	Sept.17/07	125%	2.5	07C
Ashes to Ashes	Mar.3/08	125%	2.5	07C
Cheater's Club	Jun.23/08	125%	2.5	07C
Christmas Capers	Dec.24/07	125%	2.5	07C
Cleaverville	Oct.1/07	125%	2.5	07C
Fat Like Me	Oct.8/07	125%	2.5	07C
Her Sister's Keeper	Sept. 24/07	125%	2.5	07C
House Next Door	Feb.18/08	125%	2.5	07C
How I Married My High School	Feb.4/08	125%	2.5	07C
I Me Wed	Oct.15/07	125%	2.5	07C
Last Chance Café	Feb.11/08	125%	2.5	07C
Lies and Crimes	Feb.18/08	150%	3	07C
Lost in the Dark	Oct.22/07	125%	2.5	07C
Love Notes	Nov.5/07	125%	2.5	07C
Me, Mom, Dad and Her	May 5/08	125%	2.5	07C
My Fair Eddie	May 19/08	125%	2.5	07C
Perfect Child	Nov.19/07	125%	2.5	07C
Second Sight	Mar.24/08	150%	3	07C
Secrets of a Sex Addict	May 12/08	125%	2.5	07C
Stolen Miracle	Nov. 26/07	100%	2	07C
Tell Me No Lies	Nov. 26/07	125%	2.5	07C
The Haunting of Sorority Row	Feb.25/08	125%	2.5	07C
The One That Got Away	Jun.2/08	125%	2.5	07C
The Party Never Stops	Dec.31/07	125%	2.5	07C
Time and Again	Dec.3/07	125%	2.5	07C
Time and Again	Mar.10/08	125%	2.5	07C
Wide Awake	Mar.17/08	125%	2.5	07C
TOTAL:			79	

ON-GOING DRAMATIC SERIES

Title	Broadcast Date	CRTC Credit	Duration	Category
Doc	Sept.7/07	100%	1	07A

ENTERTAINMENT MAGAZINE

Title	Broadcast Date	CRTC Credit	Duration	Category
Hamilton Music Awards 2007	Dec.24/07	100%	2	11MAG

THEATRICAL FEATURE FILM ON TV

Title	Broadcast Date	CRTC Credit	Duration	Category
Now and Forever	Apr.21/08	150%	3	07D

SCHEDULE 11
SECOND AND THIRD WINDOW PROGRAMMING

E! Second and Third Window Programming Acquired through Benefits Money 2007-08

Second and Third Window Benefits Programming not Counted as Priority Programming			
Title	Broadcast Date	Duration (hours)	Category
28th Annual Genie Awards	3-Mar-08	1	11MAG

SCHEDULE 12

CANADA IN FOCUS (16:9)

As per Decision CRTC 2007-429, the Canada in Focus (16:9) initiative is a new programming initiative that would not be produced in the normal course of business and the resulting programming would not be counted against any local programming commitments.

For the period ending August 31, 2008

NB - N/A - This program will launch in the 2008-09 broadcast year.

SCHEDULE 13

FEATURE INDEPENDENT DOCUMENTARY PRODUCTIONS

As per Decision CRTC 2007-429, programming resulting from the *Feature independent documentary production* initiative (\$5 million) would be distinct from the material broadcast on Global Currents.

For the period ending August 31, 2008

GLOBAL CURRENTS		
Program	Broadcast Date	Duration
NB. N/A - No spending required in year 1.		

FEATURE INDEPENDENT DOCUMENTARY PRODUCTIONS			
Program	Production Company	First Broadcast (former AA service)	Duration
NB. N/A - No spending required in year 1.			

SCHEDULE 14

EXPANSION OF INTERNATIONAL NEWS BUREAUS

As per Decision CRTC 2007-429, with regards to the *Expansion of International News Bureaus* initiative (\$10 million), the Commission notes that a goal of this initiative is to decrease Canwest's dependence on U.S. feeds and freelancers, which Canwest is currently paying for as a normal cost of doing business. This initiative will eventually result in the reduction and potentially the elimination of that cost of doing business. As part of the condition of approval we filed a plan outlining steps to make sure this tangible benefit will not be used to substitute the normal cost of doing business. As a result, a baseline was created from a 3-year average (2005, 2006 and 2007) of the costs of international news freelancers and feed services.

For the period ending August 31, 2008

Benefit Payments Required

Baseline	1,923,395
Benefit Payments in F'2008 (schedule 1)	<u>1,000,000</u>
Total	\$2,923,395

Actual Spending

Baseline:

F'2008 News Services Costs	1,423,367
F'2008 Freelance Fees	<u>480,214</u>
Total	\$1,903,581

Benefit Spending in F'2008	<u>192,580</u>
Total	\$2,096,161

Over (under) Spend **(\$827,234)**

SCHEDULE 15

CELEBRATING CANADA'S BEST AWARD SHOWS/RED CARPET TRIBUTES TO CANADIAN TALENT

The *Celebrating Canada's Best: Award Shows/Red Carpet Tributes to Canadian Talent* initiative (\$13.5 million) would result in programming incremental to any current Canwest activities and distinct from what Canwest currently offers on ET Canada and would showcase and expose domestic talent in television, music, film, visual arts, and prose.

For the period ending August 31, 2008

Program	First Broadcast	Broadcast Date
Genie Awards 2008	IFC	March 3, 2008