



Broadcasting Decision CRTC 2010-781

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Route reference: 2010-498

Additional reference: 2010-498-1

Ottawa, 22 October 2010

Canwest Television GP Inc. (the general partner) and “Newco” (the limited partner), carrying on business as Canwest Television Limited Partnership Across Canada

Application 2010-0854-0, received 18 May 2010

Public Hearing in Calgary, Alberta

21 September 2010

Various television and specialty programming undertakings – Acquisition of assets (corporate reorganization)

1. The Commission **approves** an application by Canwest Global Communications Corp. (Canwest Global), on behalf of Canwest Television GP Inc. (Canwest GP) (the general partner) and “Newco”¹ (the limited partner), carrying on business as Canwest Television Limited Partnership (CTLP), and on behalf of the licensees of Fox Sports World Canada, The Cave (formerly Men TV), Mystery and TVtropolis, for authority to acquire, as part of a multi-step corporate reorganization, the assets of the various television programming undertakings and specialty services currently indirectly held by Canwest Global (see Appendices 1 and 2 to this decision), and for new broadcasting licences to continue the operation of the undertakings under the same terms and conditions as those in effect under the current licences.
2. The proposed transaction is for corporate reorganization purposes within Canwest Global as well as within certain of its subsidiaries, and will not affect the effective control of any of the regulated broadcasting undertakings.
3. As contemplated in the Plan of Compromise and Arrangement of the Canwest entities pursuant to the *Companies’ Creditors Arrangement Act*, R.S.C. 1985 c., C-36, as amended (CCAA), the present corporate reorganization involves a change of ownership within CTLP and will result in the issuance of new broadcasting licences.
4. The Commission received interventions in support of this application as well as interventions offering general comments. The interventions and the Canwest Global’s reply to the interventions can be found on the Commission’s website at www.crtc.gc.ca under “Public Proceedings.”

¹ Throughout the present decision, “Newco” refers to a corporation to be incorporated.

5. The steps of the said reorganization will be as follows:

(Step 1) Canwest Media Inc. (CMI) will liquidate and dissolve 4501063 Canada Inc. (4501063 Canada), a wholly owned subsidiary of CMI and currently parent corporation of Canwest GP. Following the dissolution of 4501063 Canada, Canwest GP will become a wholly owned subsidiary of CMI.

(Step 2) CMI will transfer all its partnership interest in CTLP to “Newco,” a newly created corporation that will be a wholly owned subsidiary of CMI.

(Step 3) CMI will transfer to “Newco” all of its shares (which represent a 100% voting interest) in the capital of Canwest GP.

(Step 4) Canwest GP will continue to own its 0.1% partnership interest in CTLP.

(Step 5) Following the transfer by CMI of its partnership interest in CTLP to Newco, all of the assets and property currently held by CMI for and on behalf of CTLP will be transferred to “Newco.” “Newco” will have, indirectly through its 99.9% partnership interest in CTLP, ownership of the following:

- the broadcasting undertakings’ assets;
- 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.; and
- 99.9% partnership interest in Fox Sports World Canada Partnership.

6. With respect to the undertakings affected by this corporate reorganization, the Commission will, upon surrender of the current licences, issue new broadcasting licences to the new licensees listed in Appendix 3 to the present decision. All of the licences will be subject to the terms and **conditions** in effect under the current licences.

7. The Commission directs Canwest Global, as a **condition of approval**, to file with the Commission, within 30 days of the date of this decision, executed copies of the constituting documents for “Newco.”

Secretary General

**This decision is to be appended to each licence.*

Appendix 1 to Broadcasting Decision CRTC 2010-781

Television programming undertakings involved in the multi-step corporate reorganization

Call sign	Location
CFRE-TV and its transmitters CFRE-DT (digital) CFRE-TV-2	Regina, SK Regina Fort Qu'Appelle
CFSK-TV	Saskatoon, SK
CHAN-DT	Vancouver, BC
CHAN-TV and its transmitters CHAN-DT (digital) CHAN-TV-1 CHAN-TV-2 CHAN-TV-3 CHAN-TV-4 CHAN-TV-5 CHAN-TV-6 CHAN-TV-7 CITM-TV CITM-TV-1 CITM-TV-2	Vancouver, BC Vancouver Chilliwack Bowen Island Squamish Courtenay Brackendale Wilson Creek Whistler 100 Mile House Williams Lake Quesnel
CHBC-TV and its transmitters CHBC-TV-1 CHBC-TV-2 CHBC-TV-3 CHBC-TV-4 CHBC-TV-5 CHBC-TV-6 CHBC-TV-7 CHBC-TV-8 CHBC-TV-9 CHRP-TV-2	Kelowna, BC Penticton Vernon Oliver Salmon Arm Enderby Celista Skaha Lake Canoe Apex Mountain Revelstoke
CHKL-TV and its transmitters CHKL-TV-1 CHKL-TV-2 CHKL-TV-3 CKKM-TV CISR-TV CISR-TV-1 CKTN-TV CKTN-TV-1 CKTN-TV-2 CKTN-TV-3 CKTN-TV-4	Kelowna, BC Penticton Vernon Revelstoke Oliver/Osoyoos Santa Rosa Grand Forks Trail Castlegar Taghum Nelson Creston

CHKM-TV and its transmitter CHKM-TV-1	Kamloops, BC Pritchard
CICT-TV and its transmitters CICT-DT (digital) CICT-TV-1 CICT-TV-2	Calgary, AB Calgary Drumheller Banff
CIFG-TV	Prince George, BC
CIHF-TV and its transmitters CIHF-DT (digital) CIHF-TV-4 CIHF-TV-5 CIHF-TV-6 CIHF-TV-7 CIHF-TV-8 CIHF-TV-9 CIHF-TV-10 CIHF-TV-15 CIHF-TV-16	Halifax, NS Halifax Truro Wolfville Bridgewater Sydney New Glasgow Shelburne Yarmouth Antigonish Mulgrave
CIHF-TV-2 and its transmitters CIHF-DT-2 (digital) CIHF-TV-1 CIHF-DT-1 (digital) CIHF-TV-3 CIHF-DT-3 (digital) CIHF-TV-11 CIHF-TV-12 CIHF-TV-13 CIHF-TV-14 CIHF-DT-14 (digital)	Saint John, NB Saint John Fredericton Fredericton Moncton Moncton Woodstock St. Stephen Miramichi Charlottetown, PEI Charlottetown
CIII-DT-41	Toronto, ON
CIII-TV-41 and its transmitters CIII-DT-41 (digital) CIII-TV CIII-DT (digital) CIII-TV-2 CIII-TV-4 CIII-TV-6 CIII-DT-6 (digital) CIII-TV-7 CIII-TV-12 CIII-TV-13 CIII-TV-22 CIII-DT-22 (digital) CIII-TV-27 CIII-TV-29 CIII-TV-55 CFGC-TV CFGC-TV-2	Toronto, ON Toronto Paris Paris Bancroft Owen Sound Ottawa Ottawa Midland Sault Ste-Marie Timmins Stevenson Stevenson Peterborough Oil Springs Fort Erie Sudbury North Bay

CISA-TV and its transmitters CISA-DT (digital) CISA-TV-1 CISA-TV-2 CISA-TV-3 CISA-TV-4 CISA-TV-5	Lethbridge, AB Lethbridge Burmis Brooks Coleman Waterton Park Pincher Creek
CITV-TV and its transmitter CITV-DT (digital)	Edmonton, AB Edmonton
CITV-TV-1	Red Deer, AB
CKMI-TV-1 and its transmitters CKMI-DT-1 (digital) CKMI-TV CKMI-DT (digital) CKMI-TV-2 CKMI-DT-2 (digital)	Montréal, QC Montréal Québec Québec Sherbrooke Sherbrooke
CKND-TV and its transmitters CKND-DT (digital) CKND-TV-2	Winnipeg, MB Winnipeg Minnedosa

Appendix 2 to Broadcasting Decision CRTC 2010-781
Specialty services involved in the multi-step corporate reorganization

Licensee	Name (and type) of service
Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership	Movie Time (Category 2) Reality TV (Category 2) DejaView (Category 2) Specialty A (Category 2) ²
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	Mystery (Category 1)
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 Men TV General Partnership	The Cave (formerly known as Men TV) (Category 1)
Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership, and Rogers Communications Inc., partners in a general partnership carrying on business as TVtropolis General Partnership	TVtropolis (Analog)
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 Holdco Inc., partners in a general partnership carrying on business as Fox Sports World Canada Partnership	Fox Sports World Canada (Category 2)

² This service was approved in *Specialty A – Category 2 specialty service*, Broadcasting Decision CRTC 2010-769, 18 October 2010. As noted in that decision, the licence for the service will be issued once the applicant has satisfied the terms set out in the appendix to that decision.

Appendix 3 to Broadcasting Decision CRTC 2010-781

New licensees resulting from the multi-step corporate reorganization

Licence to be issued to Canwest Television GP Inc. (the general partner) and “Newco” (the limited partner), carrying on business as Canwest Television Limited Partnership		
Undertakings	Location	Current licensee
Television programming undertakings listed in Appendix 1 Movie Time Reality TV DejaView Specialty A (not yet in operation)	Across Canada	Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership
Licence to be issued to Canwest Television GP Inc. (the general partner) and “Newco” (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		
Undertaking	Location	Current licensee
Mystery	Across Canada	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
Licence to be issued to Canwest Television GP Inc. (the general partner) and “Newco” (the limited partner), carrying on business as Canwest Television Limited Partnership, and TVA Group Inc., partners in Men TV General Partnership		
Undertaking	Location	Current licensee
The Cave (formerly Men TV)	Across Canada	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 Men TV General Partnership
Licence to be issued to Canwest Television GP Inc. (the general partner) and “Newco” (the limited partner), carrying on business as Canwest Television Limited Partnership, and Rogers Communications Inc., partners in a general partnership carrying on business as TVtropolis General Partnership		
Undertaking	Location	Current licensee
TVtropolis	Across Canada	Canwest Television GP Inc. (the general partner) and Canwest Media Inc. (the limited partner), carrying on business as Canwest Television Limited Partnership, and Rogers Communications Inc., partners in a general partnership carrying on business as TVtropolis General Partnership
Licence to be issued to Canwest Television GP Inc. (the general partner) and “Newco” (the limited partner), carrying on business as Canwest Television Limited Partnership, and Fox Sports World Canada Holdco Inc., partners in a general partnership carrying on business as Fox Sports World Canada Partnership		
Undertaking	Location	Current licensee
Fox Sports World Canada	Across Canada	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 Holdco Inc., partners in a general partnership carrying on business as Fox Sports World Canada Partnership