



2. to permit the Special Committee to take whatever actions it, in its sole discretion, deems necessary to fulfill its mandate as set forth in its authorizing resolutions.

3. to, immediately upon request of the Special Monitor appointed in Paragraph IV. therein, deliver and otherwise make available to the Special Monitor all of the work and workproduct of the Special Committee and its advisors.

4. to provide the Court and the parties with one or more written reports discussing the result of the investigation within 120 days, subject to such reasonable extensions as may be agreed between the Commission and Hollinger International, or as ordered by the Court.

Whereas, the Special Committee (i) filed a report with the Court in August 2004 (as amended in November 2004) and (ii) has commenced and is pursuing certain litigation against certain parties on Hollinger International's behalf;

Whereas, the Partial Final Judgment provides that Richard C. Breeden, under the occurrence of certain Triggering Events specified in the Partial Final Judgment, would become Special Monitor for Hollinger International;

Whereas, upon the occurrence of a Triggering Event in January 2006, Richard C. Breeden became Special Monitor for Hollinger International;

Whereas, the SEC, Hollinger International, and the Special Monitor stipulate and agree that there has been a change in circumstances since the entry of the Partial Final Judgment that warrants a modification;

Whereas, the SEC, Hollinger International, and the Special Monitor desire to terminate the Special Monitorship, the undertakings and the Triggering Events specified in the Partial Final Judgment, and Intervenor Hollinger Inc. consents to the termination of those provisions of the Partial Final Judgment;

Whereas, Defendant Hollinger International, having filed its Consent (attached as Exhibit 1, and incorporated herein), acknowledges receipt of the Complaint and admits the jurisdiction of this Court over it and over the subject matter thereof,

Whereas, without admitting or denying the allegations of the Complaint, except as to jurisdiction, and without trial, argument or adjudication of any facts or law herein, Defendant Hollinger International consents to the entry of this Final Judgment and Order of Permanent Injunction and Other Equitable Relief ("Final Judgment");

Whereas, Plaintiff Commission and Defendant Hollinger International have each waived the entry of findings of fact and conclusions of law, as provided by Rule 52 of the Federal Rules of Civil Procedure;

Now, therefore, this Court, having jurisdiction over the parties and the subject matter hereof, and being fully advised in the premises:

**I.**

IT IS ORDERED, ADJUDGED, AND DECREED that the Partial Final Judgment is hereby superseded in its entirety by this Final Judgment and that, in view of changed circumstances that make it no longer necessary for there to be a Special Monitor for Defendant Hollinger International, Richard C. Breeden is hereby discharged as Special Monitor.

**II.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Hollinger International, and persons at any time acting as its officers, agents, servants, employees, attorneys-in-fact and those persons in active concert or participation with it who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly and/or indirectly, violating Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1 and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-13] which, among other things, require the filing with the Commission of accurate Forms 10-K and Forms 10-Q by registered public companies.

**III.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Hollinger International, and persons at any time acting as its officers, agents, servants, employees, attorneys-in-fact and those persons in active concert or participation with it who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly and/or indirectly, violating Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)] and Rule 13b2-1 [17 C.F.R. § 240.13b2-1], which, among other things, require that registered public companies make and keep books, records and accounts, which in reasonable detail accurately and fairly reflected the transactions and disposition of the assets of such companies, and devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions were recorded as necessary to permit preparation of financial statements in conformity with generally

accepted accounting principles or any other criteria applicable to such statements and that no person shall, directly or indirectly, falsify or cause to be falsified, any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act.

**IV.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Special Monitor and all persons who may have been engaged or employed by him to assist him in carrying out his obligations under the Partial Final Judgment shall not be liable to anyone for any act or omission in connection with the Special Monitor's work except upon a finding by this Court that they acted, or failed to act, in bad faith or with reckless disregard to their obligations in connection with the Special Monitor's work.

This Paragraph shall apply to claims based on conduct during the term of any agreement that may have been entered into between the Special Monitor and any other person who may have been engaged or employed by the Special Monitor hereunder, even if such claims are made after the termination of any such agreement.

**V.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the attached Consent of Defendant Hollinger International (Exhibit 1), is hereby incorporated herein with the same force and effect as if fully set forth herein.

**VI.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Commission's claims for disgorgement, prejudgment interest and a civil penalty against Defendant Hollinger International are dismissed with prejudice.

**VII.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for all purposes including to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

**VIII.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just cause for delay, the Clerk of the Court is hereby directed to enter this Final Judgment.

*Blanche M. Manning*

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UNITED STATES DISTRICT COURT JUDGE

Dated: January 22, 2009