This is Exhibit "A" to the Affidavit of THOMAS C. STRIKE sworn before me this 7th day of January, 2010.

Commissioner for Taking Affidavits

Jane Rowe Executive Vice President Global Risk Management The Bank of Nove Scotia Global Risk Management 40 King Street West, 6<sup>th</sup> Floor Toronto, Ontario Canada M5H 1H1



**December 7, 2009** 

Mr. Gary Colter CRS Inc. 541 Arrowhead Road Mississauga, ON L5H 1V5

Dear Gary:

Re: CW LP

Scotlabank is writing to you in your capacity as Chief Restructuring Advisor to Canwest LP ("CW LP"), a subsidiary of Canwest Global Communications. Scotlabank is the Administrative Agent for a syndicate of Senior Secured Lenders to CW LP.

On Friday, at your request Mr. Porter and I met with you and Messrs. Burney and Kerr in their capacity as representatives of the Special Committee of the Board of Canwest Global Communications. Most of our meeting was spent reviewing the merits of the Credit Acquisition proposed to be brought forward by our syndicate in support of a consensual CCAA filing by CW LP.

Scotiabank as Administrative Agent has worked hard to bring together the Credit Acquisition, believing it is both innovative and supportive of providing a soft landing, assuring a going concern outcome which stabilizes future prospects for the business and for its rank and file employees. At this time it appears likely that the necessary super-majority of the Senior Secured Lenders will support the Credit Acquisition in the context of a timely consensual CCAA filing, which would result in a positive outcome on favourable terms for the CW LP business and for its employees.

However, this matter has been pending for an extended period of time. Our syndicate of Senior Secured Lenders, together with the pari passu hedge claimants, is owed approximately \$950,000,000. CW LP has been in default under its Credit Agreement with our syndicate since May 2009. The defaults are material, such as Canwest's failure to pay principal when due, breaches of financial and performance covenants and the making of certain unanimous shareholder declarations.

We are therefore conscious of the need for this matter to move forward. The proposed sale and investor solicitation process for CW LP will take at least four to six months to complete. The proposed CCAA proceedings and that process need to be commenced on a timely basis.

After our meeting on Friday morning, we believe it timely to remind CW LP of the breaches of its contractual obligations, and the Senior Secured Lender group's dissatisfaction with the circumstances as they have evolved. We have always hoped as the Administrative Agent that by working together we could attain what we believe is the best outcome - which is a soft landing for a going concern entity. Over the past number of months the Senior Secured Lenders have shown patience and a willingness to work with CW LP with the mutual objective of a consensual filling.

However, recognizing the significant passage of time and material contractual breaches, if you do not wish to join with us in a consensual filing at this time, the Senior Secured Lenders will have to consider their alternatives. The Agent has already been empowered by the Senior Secured Lenders to act, in consultation with the Steering Committee, to enforce the rights of the Senior Secured Lenders including by the pursuit of alternate non-consensual courses of action through legal action.

We can give you no assurances that in the context of those alternatives the ultimate outcome will be as positive for other stakeholders as is proposed under the Credit Acquisition.

We were also left with the impression on Friday that either you or your colleagues or possibly Canwest's advisors may be of the belief that for historical relationship reasons Scotiabank would never take actions of a non-consensual nature against CW LP. Please understand that Scotiabank is the holder of less than 8% of the Senior Secured claims, and it will do as Administrative Agent in consultation with the Steering Committee what appears necessary or advisable to protect the interests of the Senior Secured Lenders generally.

Should you have any questions please do not hesitate to contact the undersigned.

Yours truly,

THE BANK OF NOVA SCOTIA

Jane Rowe

**Executive Vice President** 

Copy to: Brian Porter