

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C., 1985, c.C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF CANWEST PUBLISHING
INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS
INC., AND CANWEST (CANADA) INC.

APPLICANTS

**SECOND SUPPLEMENTARY MOTION RECORD
(Returnable May 17, 2010)**

May 14, 2010

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TO: THE SERVICE LIST

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c.
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INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA)

Applicants

CANWEST LP SERVICE LIST AS OF MAY 13, 2010

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APPLICANTS

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**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MADAM) MONDAY, THE 17th DAY
)
JUSTICE PEPALL) OF MAY, 2010

IN THE MATTER OF THE COMPANIES' CREDITORS
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APPLICANTS

CREDITORS' MEETING ORDER

THIS MOTION made by the Applicants for an Order: (a) authorizing the Applicants and Canwest Limited Partnership / Canwest Societe en Commandite (the "**Limited Partnership**") and, collectively with the Applicants, the "**LP Entities**") to call, hold and conduct a meeting of certain of their creditors (the "**Creditors' Meeting**") to consider and vote on a resolution to approve a plan of compromise or arrangement concerning, affecting and involving the LP Entities and; and (b) approving the procedures to be followed with respect to the calling and conduct of the Creditors' Meeting, was heard this day at 330 University Avenue, Toronto.

ON READING the Affidavit of Douglas E.J. Lamb sworn May 10, 2010 (the "**Lamb Affidavit**") and the Seventh Report of the Monitor, FTI Consulting Canada Inc., dated May 11, 2010 (the "**Monitor's Seventh Report**"), and on hearing the submissions of counsel for the LP Entities, FTI Consulting Canada Inc. in its capacity as court-appointed Monitor for the LP Entities (the "**Monitor**"), the ad hoc committee of holders of 9.25% senior subordinated notes issued by the Limited Partnership (the "**Ad Hoc Committee**"), The Bank of Nova Scotia in its capacity as Administrative Agent for the senior lenders to the LP Entities, the court-appointed representatives of the salaried employees and retirees of the LP Entities, and such other counsel as were present, no one appearing for the remainder of the service list, although duly served with the motion record as appears from the Affidavit of Service, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged and that the motion is properly returnable today and service upon any interested party other than those parties served is hereby dispensed with.

DEFINITIONS

2. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Creditors' Meeting Order shall have the meanings ascribed to them in the Amended Claims Procedure Order dated May 17, 2010 and the asset purchase agreement dated as of May 10, 2010 among 7535538 Canada Inc., CW Acquisition Limited Partnership and the LP Entities (the "AHC APA"), a copy of which is attached to the Motion Record of the Applicants.

PLAN OF COMPROMISE AND ARRANGEMENT

3. **THIS COURT ORDERS** that, subject to further Order of this Court, the Applicants shall file with the Court their plan of compromise or arrangement (the "Plan") and the management circular in connection therewith (the "Information Circular"), on or before May 20, 2010, provided that the LP Entities may at any time and from time to time prior to the Creditors' Meeting amend, restate, modify and/or supplement the Plan provided that to the extent that such amendment, restatement, modification and/or supplement is material, it shall be contained in a written document filed with this Honourable Court, and communicated to creditors whose claims are included in the LP Claims Process pursuant to the Amended Claims Procedure Order and whose claims will be affected by the Plan including, for greater certainty, claims against the directors and officers of the LP Entities (the "Affected Creditors") in the manner required by this Honourable Court (if so required).

FORMS OF DOCUMENTS

4. **THIS COURT ORDERS** that the Notice to Affected Creditors substantially in the form attached hereto as Schedule "A" (the "Notice to Affected Creditors"), the Instructions to Affected Creditors substantially in the form attached hereto as Schedule "B" (the "Instructions to Affected Creditors"), the Letter to Participant Holders substantially in the form attached as Schedule "C" hereto (the "Letter to Participant Holders"), the Letter to LP

Noteholders substantially in the form attached as Schedule "D" hereto (the "**Letter to LP Noteholders**"), the Proxy substantially in the form attached hereto as Schedule "E" (the "**Proxy**"), the LP Noteholder Proxy substantially in the form attached as Schedule "F" hereto (the "**LP Noteholders' Proxy**") the Cash Election Form substantially in the form attached hereto as Schedule "G" (the "**Cash Election Form**"), the Declaration as to Canadian Residency substantially in the form attached hereto as Schedule "H" (the "**Declaration as to Canadian Residency**"), the Notice of LP Subordinated Lender Pro Rata Claims substantially in the form attached hereto as Schedule "I" (the "**Notice of LP Subordinated Lender Pro Rata Claims**") and the Notice of Dispute – LP Subordinated Lender Pro Rata Claims substantially in the form attached hereto as Schedule "J" (the "**Notice of Dispute – LP Subordinated Lender Pro Rata Claims**") are each hereby approved, and the LP Entities are authorized and directed to make such changes as they consider necessary or desirable to conform the content thereof to the terms of the Plan or this Creditors' Meeting Order or to describe the Plan.

NOTICE TO AFFECTED CREDITORS

5. **THIS COURT ORDERS** that the Monitor shall send by regular pre-paid mail, courier, fax or e-mail copies of the Notice to Creditors:

- (a) to each Affected Creditor that has a claim that has been proven (a "**Proven Claim**") pursuant to the Amended Claims Procedure Order or a Disputed Claim (as defined herein) (other than the LP Subordinated Lenders and the LP Noteholders) on or before May 20, 2010 to the address provided by each such Affected Creditor in its Proof of Claim or to such other address subsequently provided to the Monitor by such Affected Creditor; and
- (b) to the Subordinated Agent on or before May 20, 2010, for itself and on behalf of the LP Subordinated Lenders, who shall post a copy of the Meeting Materials (as defined herein) to the LP Subordinated Lenders' Website (as defined hereof) within three (3) Business Days of the granting of this Creditors' Meeting Order; and
- (c) to the Trustees on or before May 20, 2010.

and shall on or before May 20, 2010 post electronic copies of the Plan, the Creditors' Meeting Order, the Instructions to Affected Creditors, the Cash Election Form, the Declaration as to Canadian Residency, the Proxy and the LP Noteholders' Proxy (collectively, the "**Meeting Materials**") and any other documents contained in the Solicitation Package (as defined below) that are not included in the Meeting Materials on the Monitor's website maintained for this proceeding at: <http://cfcanada.fticonsulting.com/clp> until the Business Day following the Plan Implementation Date and shall provide written copies to Affected Creditors upon request by such Affected Creditors.

6. **THIS COURT ORDERS** that, notwithstanding anything to the contrary in the preceding paragraph, any Meeting Materials delivered to Affected Creditors with claims of less than or equal to \$1,000 shall not include a Cash Election Form, a Declaration as to Canadian Residency or a form of Proxy.

7. **THIS COURT ORDERS** that the record date for the purposes of determining which Affected Creditors are entitled to receive notice of the Creditors' Meeting and vote at the Creditors' Meeting (the "**Record Date**") shall be May 18, 2010.

8. **THIS COURT ORDERS** that the Monitor shall promptly after the date of this Order cause the Notice to Affected Creditors to be published for a period of two (2) Business Days in the *National Post*, *The Globe & Mail* (National Edition), *La Presse* and *The Wall Street Journal*.

9. **THIS COURT ORDERS** that the service of the Notice to Affected Creditors in the manner set out in the paragraph 5 hereof, publication of the Notice to Creditors in accordance with paragraph 8 hereof, service of the Solicitation Packages in the manner set out in paragraphs ● to ● hereof, and posting of the Meeting Materials and other materials on the Website in accordance with paragraph 5 hereof shall constitute good and sufficient service of this Creditors' Meeting Order and of the Plan, and good and sufficient notice of the Creditors' Meeting on all Persons who may be entitled to receive notice thereof or of these proceedings or who may wish to be present in person or by proxy at the Creditors' Meeting or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings.

10. **THIS COURT ORDERS** that the Monitor shall deliver a copy of the Notice to Affected Creditors to any creditor with an LP Restructuring Period Claim, an Employee Claim or an LP Director/Officer Claim arising after the date of this Order that requests delivery of an LP Claims Package or such Meeting Materials, provided that the Monitor shall not be required to deliver such Notice to Affected Creditors if the claim of such creditor is barred by operation of the Amended Claims Procedure Order or the request is received after the date of the Creditors' Meeting, as applicable.

SUBORDINATED LENDERS' CLAIMS PROCESS

11. **THIS COURT ORDERS** that for the purposes of voting and distribution under the Plan, the amounts of the *pro rata* claims of the individual LP Subordinated Lenders (the "**LP Subordinated Lender Claims**"), which claims shall include amounts in respect of principal and interest owing as at January 8, 2010, shall be determined in the following manner (the "**LP Subordinated Lenders' Claims Process**"):

- (a) No later than 5:00 p.m. (Toronto time) on May 20, 2010 The Bank of Nova Scotia in its capacity as administrative agent under the senior subordinated credit agreement dated as of July 10, 2007 between CanWest MediaWorks Limited Partnership, the Subordinated Agent, the LP Subordinated Lenders, and CanWest MediaWorks (Canada) Inc., CanWest MediaWorks Publications Inc. and Canwest Books Inc., as guarantors (the "**LP Senior Subordinated Credit Agreement**"), or any successor or replacement agent under the LP Senior Subordinated Credit Agreement (the "**LP Subordinated Agent**"), on behalf of the LP Subordinated Lenders, shall send to the LP Entities (with a copy to the Monitor):
 - (i) a notice substantially in the form attached as Schedule "I" hereto, setting out based upon its records each LP Subordinated Lender's *pro rata* share of the LP Subordinated Lender Claims as at the Filing Date (the "**Notice of LP Subordinated Lender Pro Rata Claims**"); and
 - (ii) concurrently with the delivery of the Notice of LP Subordinated Lender Pro Rata Claims to the LP Entities, the LP Subordinated Agent shall post a copy of the Notice of LP Subordinated Lender Pro Rata Claims to one of

the IntraLinks websites (the “**LP Subordinated Lenders’ Website**”) maintained by the LP Subordinated Agent for the benefit of the LP Subordinated Lenders.

- (b) Each of the LP Subordinated Lenders holding LP Subordinated Lender Claims shall no later than 5:00 p.m. (Toronto time) on May 27, 2010 advise the Monitor (with a copy to the Agent) whether such LP Subordinated Lender’s *pro rata* share of the LP Subordinated Lender Claims set out in the Notice of LP Subordinated Lender Pro Rata Claims is accurate by sending a notice of dispute substantially in the form attached hereto as Schedule “J” (the “**Notice of Dispute – LP Subordinated Lender Pro Rata Claims**”). If an LP Subordinated Lender fails to file a Notice of Dispute – LP Subordinated Lender Pro Rata Claims before 5:00 p.m. (Toronto time) on May 27, 2010 then such LP Subordinated Lender shall be deemed to have confirmed that its *pro rata* share of the LP Subordinated Lender Claims as set out in the Notice of LP Subordinated Lender Pro Rata Claims is accurate.
- (c) If the amount of a LP Subordinated Lender’s LP Subordinated Lender Claim is: confirmed by such LP Subordinated Lender pursuant to paragraph 11(b) then the amount designated in the Notice of LP Subordinated Lender Pro Rata Claims to be such LP Subordinated Lender’s *pro rata* share of the Subordinated Lender Claims shall be deemed to be finally determined (“**Finally Determined**”) and accepted as the Proven Claim of such LP Subordinated Lender for the purposes of voting and for calculating the entitlement to distribution under the Plan in respect of the LP Subordinated Lender Claims.
- (d) If a Notice of Dispute – LP Subordinated Lender Pro Rata Claims is delivered pursuant to paragraph 11(b), then the applicable LP Subordinated Lender, the Monitor, the LP Entities and the LP Subordinated Agent shall no later than 5:00 p.m. (Toronto time) on June 3, 2010 reach an agreement in writing as to the amount of the LP Subordinated Lender Claim that is subject to the Notice of Dispute - LP Subordinated Lender Pro Rata Claims, in which case such agreement shall govern and the Principal amount of such LP Subordinated Lender

Claim as agreed shall be deemed to be Finally Determined and accepted as the LP Subordinated Lender's Proven Claim for the purposes of voting and for calculating the entitlement to distributions under the Plan in respect of the LP Subordinated Lender Claims.

- (e) If a Notice of Dispute – LP Subordinated Lender Pro Rata Claims is unable to be resolved in the manner and within the time period set out in paragraph 11(d) above, then the Claim of such Disputing Claimant shall be determined by the Court on a motion for advice and directions brought by the Monitor (the “**LP Subordinated Lender Dispute Motion**”) on notice to all interested parties. The Monitor and the Disputing Claimant shall each use reasonable efforts to have the LP Subordinated Lender Dispute Motion, and any appeals therefrom, disposed of on an expedited basis with a view to having the Claim of the Disputing Claimant Finally Determined on a timely basis.
- (f) If the amount of an LP Subordinated Lender Claim held by an LP Subordinated Lender is the subject of a Notice of Dispute – LP Subordinated Lender Pro Rata Claims and is not Finally Determined on or before June 7, 2010, or three days prior to the adjournment of any Creditor's Meeting, then for the purposes of voting, such an LP Subordinated Lender shall be deemed to have an accepted LP Subordinated Lender Claim for voting purposes (an “**Accepted LP Subordinated Lender Voting Claim**”) equal to the amount of its *pro rata* share of the LP Subordinated Lender Claims set out in the Notice of LP Subordinated Lender Pro Rata Claims.

12. **THIS COURT ORDERS** that, for the purposes of calculating LP Subordinated Lender Claims for voting and distribution purposes, LP Subordinated Lender Claims denominated in US dollars shall be converted into Canadian dollars at the Bank of Canada United States/Canadian Dollar noon exchange rate in effect on the date of the Initial Order, which rate was CDN \$1.0344 : \$1 US.

13. **THIS COURT ORDERS** that the LP Subordinated Agent shall post a copy of this Creditors' Meeting Order and the Meeting Materials on the LP Subordinated Lenders' Website within three (3) Business Days of the making of this Order.

LP NOTEHOLDERS' CLAIMS AND PROXY

14. **[THIS SECTION IS STILL BEING DRAFTED. A REVISED FORM OF ORDER CONTAINING THESE PROVISIONS, TOGETHER WITH A BLACKLINE TO THIS FORM OF ORDER, WILL BE CIRCULATED IN ADVANCE OF THE MAY 17 MOTION]**

DELIVERY OF PROXIES TO THE MONITOR

15. **THIS COURT ORDERS** that any Proxy in respect of the Creditors' Meeting (or any adjournment thereof) must be received by the Monitor by 5:00 p.m. (Toronto time) on June 7, 2010, or three (3) Business Days prior to any adjournment of the Creditors' Meeting.

16. **THIS COURT ORDERS** that the Monitor may in its discretion waive in writing the time limits imposed on the Affected Creditors as set out in this Creditors' Meeting Order and the Instructions to Affected Creditors for the deposit of proxies and all other procedural matters if the Monitor deems it advisable to do so (without prejudice to the requirement that all of the LP Entities' other Affected Creditors must comply with this Creditors' Meeting Order and the other procedures set out in the Instructions to Affected Creditors).

CONDUCT AT THE CREDITORS' MEETING

17. **THIS COURT ORDERS** that for the purposes of voting to approve the Plan (a) there shall be one class of Creditors established in the Plan, the "**Unsecured Creditors' Class**" comprised of Affected Creditors, and (b) the value of the Voting Claims of each of the Affected Creditors shall be established in accordance with the provisions of this Creditors' Meeting Order, the Amended Claims Procedure Order, the Plan and any further order of this Honourable Court.

18. **THIS COURT ORDERS** that the LP Entities are hereby authorized to call, hold and conduct the Creditors' Meeting on June 10, 2010 at Toronto, Ontario at the time and place set out in the Notice to Affected Creditors for the purpose of considering, and if deemed advisable by the Affected Creditors, voting in favour of, with or without variation, resolutions to approve the Plan.

19. **THIS COURT ORDERS** that the Creditors' Meeting shall be called, held and conducted, and the Plan shall be voted upon and, if approved by the Affected Creditors, ratified

and given full force and effect, in accordance with the provisions of this Creditors' Meeting Order, the Amended Claims Procedure Order, the Plan, the CCAA and any further order of this Honourable Court.

20. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair (the "**Chair**") of the Creditors' Meeting and, subject to this Creditors' Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct of the Creditors' Meeting.

21. **THIS COURT ORDERS** that the Chair shall direct a vote with respect to a resolution to approve the Plan and any amendments thereto as the LP Entities may consider appropriate.

22. **THIS COURT ORDERS** that the Chair is hereby authorized to accept and rely upon proxies substantially in the form attached hereto as Schedule "E" and Schedule "F", or such other form as is acceptable to the Chair.

23. **THIS COURT ORDERS** that the quorum required at the Creditors' Meeting shall be one (1) Affected Creditor present at such meeting in person or by proxy.

24. **THIS COURT ORDERS** that the Monitor may appoint scrutineers (the "**Scrutineers**") for the supervision and tabulation of the attendance at, quorum at and votes cast at the Creditors' Meeting. A Person designated by the Monitor shall act as secretary at the Creditors' Meeting.

25. **THIS COURT ORDERS** that if (a) the requisite quorum is not present at the Creditors' Meeting, or (b) the Creditors' Meeting is postponed by the vote of the majority in value of Voting Claims of the Affected Creditors present in person or by proxy, then the Creditors' Meeting shall be adjourned by the Chair to a date thereafter and to such time and place as may be appointed by the Chair.

26. **THIS COURT ORDERS** that the Creditors' Meeting need not be convened in order to be adjourned and that the Chair shall be entitled to adjourn and further adjourn the Creditors' Meeting at the Creditors' Meeting or any adjourned Creditors' Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in

total and, in the event of any such adjournment, the LP Entities shall not be required to deliver any notice of adjournment of the Creditors' Meeting or adjourned Creditors' Meeting other than announcing the adjournment at the Creditors' Meeting or posting notice at the originally designated time and location of the Creditors' Meeting or adjourned Creditors' Meeting.

27. **THIS COURT ORDERS** that the only Persons entitled to notice of or to attend the Creditors' Meeting are the Monitor; those Persons, including the holders of proxies, entitled to vote at the Creditors' Meeting and their legal counsel and advisors; the directors, officers, LP Entities and their respective legal counsel and advisors; Holdco, the Purchaser and their respective legal counsel and advisors; and the Scrutineers. Any other Person may be admitted to the Creditors' Meeting on invitation of the Chair.

VOTING PROCEDURE

28. **THIS COURT ORDERS** that the Chair shall direct a vote on a resolution to approve the Plan and any amendments thereto as the Monitor and the LP Entities may consider appropriate.

29. **THIS COURT ORDERS** that subject to any restrictions contained in any non-disclosure agreements or other agreements entered into among Affected Creditors and the LP Entities, an Affected Creditor of the LP Entities may transfer or assign the whole of its Claim prior to the Creditors' Meeting and the LP Entities shall not be obliged to deal with any such transferee or assignee as an Affected Creditor in respect thereof, including allowing such transferee or assignee to vote at the Creditors' meeting, unless and until actual notice of the transfer of assignment, together with satisfactory evidence of such transfer or assignment, has been received by the LP Entities and the Monitor by 5:00 p.m. (Toronto time) on June 3, 2010, or five Business Days in advance of any adjournment of the Creditors' Meeting. Thereafter, such transferee or assignee shall, for all purposes in accordance with the Amended Claims Procedure Order and this Creditors' Meeting Order constitute an Affected Creditor and shall be bound by any and all notices previously given to the transferor or assignor in respect of such Claim. For greater certainty, the LP Entities shall not recognize partial transfers or assignments of Claims.

30. **THIS COURT ORDERS** that only Affected Creditors or their proxies shall be entitled to vote at the Creditors' Meeting and that the holders of such proxies are entitled to rely on the proxies as valid.

31. **THIS COURT ORDERS** that in accordance with the terms of the Plan, each of the Affected Creditors entitled to vote on the Plan is entitled to one vote, which vote shall:

- (a) for Affected Creditors with Proven Claims, have a Voting Claim equivalent to the value of such Affected Creditors' Proven Claim (for greater certainty, Affected Creditors with Proven Claims of greater than \$1,000 that have opted to take the Cash Election will have Voting Claims equivalent to the full value of their Affected Creditors' Proven Claims);
- (b) for Affected Creditors (other than LP Subordinated Lenders and LP Noteholders) with disputed claims to whom the Monitor has delivered a LP Notice of Revision or Disallowance (as defined in the Claims Procedure Order) and which revision or disallowance remains in dispute or under appeal in accordance with the Claims Procedure Order or whose Claims are not otherwise Finally Determined (a "**Disputed Claim**"), have a Voting Claim equivalent to the value of the Voting Claim as determined pursuant to paragraph 31 of the Amended Claims Procedure Order;
- (c) for LP Subordinated Lenders with Disputed Claims that have not been Finally Determined on or before June 7, 2010 or the three (3) Business Days prior any adjournment of the Creditors' Meeting, have a Voting Claim equivalent to the value of the Voting Claim as determined pursuant to paragraph 11(f) of this Order; and
- (d) for LP Noteholders with Disputed LP Noteholder Claims that have not been Finally Determined on or before the second Business Day immediately prior to the day of the Creditors' Meeting, have a Voting Claim equivalent to the value of the LP Noteholder Claim as set out in the LP Noteholder Proxy.

32. **THIS COURT ORDERS** that Affected Creditors with claims of less than or equal to \$1,000 or that have opted to take the Cash Election pursuant to the Plan shall be deemed to have voted in favour of the Plan.

33. **THIS COURT ORDERS** that the vote on the Plan shall be decided by a majority in number of the Affected Creditors holding Voting Claims representing a two-thirds majority in value of the Voting Claims present and voting at the Creditors' Meeting in person or by proxy (the "**Required Majority**").

34. **THIS COURT ORDERS** that Affected Creditors with Disputed Claims shall have their voting intentions with respect to such amounts recorded by the Monitor and reported to this Honourable Court. If approval or non-approval of the Plan by the Affected Creditors shall prove to be determined by the votes cast in respect of Disputed Claims, the LP Entities and the Monitor, on notice to the service list, shall request this Honourable Court for directions and if necessary, appropriate deferral of the motion for the Sanction and Vesting Orders and any other applicable dates.

35. **THIS COURT ORDERS** that following the vote at the Creditors' Meeting, the Monitor shall tally the votes and determine whether the Plan has been accepted by the Required Majority.

36. **THIS COURT ORDERS** that the result of any vote at the Creditors' Meeting shall be binding on all Affected Creditors, whether or not any such Affected Creditor is present at the Creditors' Meeting.

MISCELLANEOUS

37. **THIS COURT ORDERS** that any Affected Creditor with a Proven Claim greater than \$1,000 that wishes to receive the Cash Elected Amount in respect of such Proven Claim shall provide an executed Cash Election Form to the Monitor by no later than the later of 5 p.m. (Toronto time) on June 7, 2010 or three (3) Business Days prior to the Creditors' Meeting.

38. **THIS COURT ORDERS** that any Affected Creditor with a Proven Claim greater than \$1,000 that does not wish to receive the Cash Elected Amount in respect of such Proven Claim, or that does not provide the Cash Election Form to the Monitor by the time set out in

paragraph, shall provide a completed Declaration as to Canadian Residency to the Monitor by no later than ten (10) days prior to the Plan Sanction Date.

SANCTION HEARING

39. **THIS COURT ORDERS** that the Monitor shall provide a report to this Honourable Court no later than two (2) Business Days after the Creditors' Meeting (the "**Monitor's Report Regarding the Creditors' Meeting**") with respect to:

- (a) the results of the voting at the Creditors' Meeting on the resolution to approve the Plan;
- (b) whether the Required Majority has approved the Plan; and
- (c) the effect on the results of the voting had all of the Affected Creditors with Disputed Claims (including, for greater certainty, LP Subordinated Lenders and LP Noteholders) also voted the full amount of their Disputed Claims.

40. **THIS COURT ORDERS** that an electronic copy of the Monitor's Report Regarding the Creditor's Meeting, including any amendments and variations thereto, and draft sanction and vesting orders in respect of the Plan shall be posted on the Website prior to the CCAA Sanction Motion (as defined hereof).

41. **THIS COURT ORDERS** that in the event that the Plan has been approved by the Required Majority, the LP Entities may bring a motion before this Honourable Court on ● , 2010, or such later date as is set by this Honourable Court upon motion by the LP Entities, seeking a sanctioning of the Plan pursuant to the CCAA (the "**CCAA Sanction Motion**").

42. **THIS COURT ORDERS** that service of this Creditors' Meeting Order by the Monitor to the parties on the service list, service of this Creditors' Meeting Order in accordance with paragraph 5 hereof, the publication of the Notice to Affected Creditors in accordance with paragraph 8 hereof, the posting of the Meeting Materials on the Website in accordance with paragraph 5 hereof, the mailing to Affected Creditors of the Meeting Materials in accordance with the requirements of this Creditors' Meeting Order and the mailing of the Solicitation Packages to the Participant Holders in accordance with paragraph [●] hereof shall constitute good and sufficient service of notice of the CCAA Sanction Motion on all Persons entitled to

receive such service and no other form of notice or service need be made and no other materials need be served in respect of the CCAA Sanction Motion, except that the LP Entities shall serve the service list with any additional materials to be used in support of the CCAA Sanction Motion and, with the consent of the Monitor and if necessary to expedite the closing of the contemplated transaction, such service on the service list of additional materials to be used in support of the CCAA Sanction Motion may be made on less than four (4) days' notice.

43. **THIS COURT ORDERS** that any party who wishes to oppose the CCAA Sanction Motion shall serve on the service list a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Motion at least two (2) Business Days before the date set for the CCAA Sanction Motion, or such shorter time as this Honourable Court, by order, may allow.

44. **THIS COURT ORDERS** that in the event that the CCAA Sanction Motion is adjourned, only those Persons who have filed and served a Notice of Appearance shall be served with notice of the adjourned date.

45. **THIS COURT ORDERS** that subject to any further order of this Honourable Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Plan and this Creditors' Meeting Order, the terms, conditions and provisions of the Plan shall govern and be paramount, and any such provision of this Creditors' Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

ASSISTANCE OF OTHER COURTS

46. **THIS COURT ORDERS AND REQUESTS** the aid and recognition (including assistance pursuant to Section 17 of the CCAA) of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province or territory or any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state to act in aid of and to be complementary to this court in carrying out the terms of this Creditors' Meeting Order.



SCHEDULE "A"

**IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
CANWEST PUBLICATIONS INC./PUBLICATIONS CANWEST INC., CANWEST
BOOKS INC., and CANWEST (CANADA) INC. (collectively, the "APPLICANTS")**

**NOTICE TO AFFECTED CREDITORS OF THE APPLICANTS and
CANWEST LIMITED PARTNERSHIP / CANWEST SOCIETE EN COMMANDITE
(collectively, the "LP ENTITIES")**

NOTICE IS HEREBY GIVEN that Canwest Publications Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership / Canwest Societe en Commandite (collectively, the "**LP Entities**") have filed with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") a plan of compromise and arrangement dated ● , 2010 (as amended from time to time, the "**Plan**") pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**").

The Plan contemplates the compromise of rights and claims of certain creditors of the LP Entities (as defined in the Plan, the "**Affected Creditors**"). Affected Claims (as that term is defined in the Plan) of Affected Creditors constitute one (1) class as established in the Plan, (the "**Affected Creditors' Class**").

NOTICE IS ALSO HEREBY GIVEN that a meeting of the Affected Creditors (the "**Creditors' Meeting**") will be held at [location●], on June 10, 2010 beginning at [10 o'clock a.m.] (Toronto time), for the purpose of considering and, if thought advisable by Affected Creditors, voting in favour of, with or without variation, a resolution to approve the Plan and to transact such other business as may properly come before the Creditors' Meeting or any adjournment thereof. The Creditors' Meeting is being held pursuant to an Order of the Court made on May 17, 2010 by the Honourable Madam Justice Pepall (the "**Creditors' Meeting Order**").

The quorum for the Creditors' Meeting has been set by the Creditors' Meeting Order as the presence, in person or by proxy, at the Creditors' meeting of one (1) Affected Creditor.

To become effective, in respect of the Affected Creditors' Class, the Plan must be approved by a majority in number of Affected Creditors who represent at least two-thirds in value of the Voting Claims (as defined in the Plan) of the Affected Creditors who actually vote on the resolution approving the Plan (in person or by proxy) at the Creditors' Meeting. The Plan must also be sanctioned by a final order of the Court under the CCAA.

NOTICE IS ALSO HEREBY GIVEN that such order will be sought in a motion to be brought by the LP Entities on [insert date], which date shall also be posted on the website of the court-appointed Monitor as set out below. At that time, the LP Entities will also seek the other relief specified in the Plan. Subjected to the satisfaction of the conditions to implementation of the Plan, all Affected Claims of Affected Creditors will then receive the treatment set out in the Plan unless otherwise ordered by the Court.

The value of each Affected Claim for voting purposes has or will be determined according to the Creditors' Meeting Order, the Claims Procedure, the Plan, the CCAA and any further order of the Court.

Any Affected Creditor who is entitled to vote at the Creditors' Meeting but is unable to attend the Creditors' Meeting is requested to date, sign and return the enclosed form of proxy in the return envelope provided. In order to be used at the Creditors' Meeting, a proxy must be deposited with Monitor, at the address below, at any time prior to 5:00 o'clock p.m. (Eastern time) on June 7, 2010 or 5:00 o'clock p.m. three (3) Business Days in advance of any adjournment of the Creditors' Meeting.

The Monitor's address for the purpose of filing forms of proxy and for obtaining any additional information or materials related to the Creditors' Meeting is:

FTI Consulting Canada Inc., Court-Appointed Monitor of the LP Entities
79 Wellington Street West
Suite 2010, P.O Box 104
Toronto, Ontario, M5K 1GA

Attention: Pamela Luthra
Tel: (888) 310-7627
Fax: (416) 649-8101

CanwestLP@fticonsulting.com

This notice is given by the LP Entities pursuant to the Creditors' Meeting Order.

You may view copies of the documents relating to this process on the Monitor's website at <http://cfcanada.fticonsulting.com/clp>.

Capitalized terms not otherwise defined hereof shall have the meanings ascribed thereto in the Plan.

DATED this ● day of ●, 2010.

SCHEDULE "B"

CANWEST PUBLICATIONS INC./PUBLICATIONS, CANWEST INC., CANWEST BOOKS INC., CANWEST (CANADA) INC., and CANWEST LIMITED PARTNERSHIP / CANWEST SOCIETE EN COMMANDITE (hereinafter referred to as the "LP Entities")

INSTRUCTIONS TO AFFECTED CREDITORS

May ●, 2010

TO: AFFECTED CREDITORS OF THE LP ENTITIES

RE: Meeting of Affected Creditors of the LP Entities to consider and vote on a resolution to approve the LP Entities' Plan of Compromise and Arrangement pursuant to the Companies' Creditors Arrangement Act (Canada) (the "Plan")

We enclose in this package the following documents for your review and consideration:

1. Notice to Affected Creditors;
2. a blank form of Proxy, completion instructions and a return envelope;
3. a blank Cash Election Form; and
4. a blank Declaration as to Canadian Residency.

Copies of these and other relevant documents, including the Plan proposed by the LP Entities, the Monitor's Report regarding the Creditors' Meeting and a copy of the Creditors' Meeting Order can be found on the Monitor's website at: <http://cfcanada.fticonsulting.com/clp>.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Plan.

The purpose of these materials is to provide you with the documents required to facilitate the determination and settlement of your Affected Claims, and to enable you to consider the Plan and vote to accept or reject the Plan at the meeting of Affected Creditors to be held at [10:00 a.m.] on June 10, 2010 at the offices of ● (the "Creditors' Meeting").

PROXY

If an Affected Creditor wishes to vote at the Creditors' Meeting and is not an individual or is an individual who will not be attending the Creditors' Meeting in person, please complete the enclosed Proxy and provide it to the Monitor, using the enclosed envelope, so that it is received by the Monitor no later than 5:00 p.m. (Toronto time) on June 7, 2010. You are required to provide the Proxy to the Monitor by this deadline or to the Chair prior to the commencement of the Creditors' Meeting if you wish to appoint a proxy to cast your vote at the Creditors' Meeting. However, your failure to vote at the Creditors' Meeting will not affect any right you have to receive any distribution that may be made to Affected Creditors under the Plan.

FURTHER INFORMATION

If you have any questions regarding the process or any of the enclosed forms, please contact FTI Consulting Canada Inc. at the following address:

FTI Consulting Canada Inc., Court-Appointed Monitor of the LP Entities
79 Wellington Street West
Suite 2010, P.O Box 104
Toronto, Ontario, M5K 1G4

Attention: Pamela Luthra
Tel: (888) 310-7627
Fax: (416) 649-8101

CanwestLP@fticonsulting.com

You may view copies of the documents relating to this process on the Monitor's website at <http://cfcanada.fticonsulting.com/clp>.

SCHEDULE "C"

LETTER TO PARTICIPANT HOLDER

(TO BE FILED)

SCHEDULE "D"
LETTER TO BENEFICIAL HOLDER

(TO BE FILED)

SCHEDULE "E"

Court File No. CV-10-8533-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT (CANADA), R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
CANWEST PUBLICATIONS INC./PUBLICATIONS, CANWEST INC., CANWEST
BOOKS INC., CANWEST (CANADA) INC.**

APPLICANTS

PROXY

**MEETING OF AFFECTED CREDITORS OF THE APPLICANTS AND CANWEST
LIMITED PARTNERSHIP / CANWEST SOCIETE EN COMMANDITE
(collectively, the "LP ENTITIES")**

to be held pursuant to an Order of the Ontario Superior Court of Justice (Commercial List)
in connection with the LP Entities' Plan of Compromise and Arrangement
under the *Companies' Creditors Arrangement Act* (Canada) (the "Plan")

on June 10, 2010 at 10:00 a.m. at:



and at any adjournment thereof.

Before completing this Proxy, please read carefully the Instructions for Completion of Proxy accompanying this Proxy for information respecting the proper completion and return of this Proxy.

THIS PROXY MUST BE COMPLETED AND SIGNED BY THE AFFECTED CREDITOR AND RETURNED TO THE MONITOR FTI CONSULTING CANADA INC. BY 5:00P.M. (TORONTO TIME) ON JUNE 7, 2010 OR THREE (3) BUSINESS DAYS PRIOR TO ANY ADJOURNMENT THERETO IF THE AFFECTED CREDITOR OR ANY OTHER PERSON ON THE AFFECTED CREDITOR'S BEHALF IS TO ATTEND THE MEETING AND VOTE ON THE PLAN OR IF SUCH AFFECTED CREDITOR WISHES TO APPOINT AN OFFICER OF THE MONITOR TO ACT AS SUCH AFFECTED CREDITOR'S PROXY.

THE UNDERSIGNED AFFECTED CREDITOR, hereby revokes all proxies previously given and nominates, constitutes, and appoints _____ or, if no person is named, Paul Bishop of FTI Consulting Canada Inc., in its capacity as Monitor of the LP Entities, or such representative of the Monitor as the Monitor may designate as nominee of the undersigned Affected Creditor, with full power of substitution, to attend on behalf of and act for the undersigned Affected Creditor at the meeting of Affected Creditors of the LP Entities to be held in connection with the Plan and at any and all adjournments thereof, and to vote the amount of the Affected Creditor's claim for voting purposes as determined pursuant to the Creditors' Meeting Order, the Claims Procedure, the Plan, the CCAA and any further order of the Court as follows:

A. **(mark one only):**

- VOTE FOR approval of the Plan; or
- VOTE AGAINST approval of the Plan

- and -

B. vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Affected Creditor with respect to any amendments or variations to the Plan and to any other matters that may come before the meeting of Affected Creditors of the LP Entities or any adjournment thereof.

Dated at _____ **this** ____ **day of** _____, 2010.

Affected Creditor Signature:

(Print Name of Affected Creditor or Authorized Signing Officer of Affected Creditor)

(Signature of Affected Creditor or Authorized Signing Officer of Affected Creditor)

(Title of Authorized Signing Officer of the Affected Creditor, if applicable)

(Mailing Address of Affected Creditor)

(Phone Number of Affected Creditor)

INSTRUCTIONS FOR COMPLETION OF PROXY

1. Each Affected Creditor who has a right to vote at the Creditors' Meeting has the right to appoint a person (who need not be an Affected Creditor) to attend, act and vote for and on his or her behalf and such right may be exercised by inserting in the space provided the name of the person to be appointed. **If no name has been inserted in the space provided, the Affected Creditor will be deemed to have appointed Paul Bishop of the Monitor (or such other representative of the Monitor as the Monitor may designate) as the Affected Creditor's proxyholder.**
2. **If an officer of FTI Consulting Canada Inc. is appointed or is deemed to be appointed as proxyholder and the Affected Creditor fails to indicate a vote for or against the approval of the Plan on this proxy, this proxy will be voted FOR approval of the Plan.**
3. If this proxy is not dated in the space provided, it shall be deemed to bear the date on which it was received by the Monitor.
4. This proxy must be signed by the Affected Creditor or by his or her attorney duly authorized in writing or, where the Affected Creditor is a corporation, by a duly authorized officer or attorney of the corporation with an indication of the title of such officer or attorney.
5. Valid proxies bearing or deemed to be bearing a later date shall revoke this proxy. In the event that more than one valid proxy for the same Affected Creditor and bearing or deemed to be bearing the same date is received with conflicting instructions, such proxies will be treated as disputed proxies and shall not be counted.
6. **This proxy must be received by the Monitor by no later than 5:00 p.m. (Toronto Time) June 7, 2010, by delivery, courier or facsimile at the following address:**

FTI Consulting Canada Inc.
Court Appointed Monitor of the LP Entities
79 Wellington Street West
Suite 2010, P.O Box 104
Toronto, Ontario, M5K 1GA

Attention: Pamela Luthra
Telephone: (888) 310-7627
Fax: (416) 649-8101
CanwestLP@fticonsulting.com

SCHEDULE "F"

LP NOTEHOLDERS' PROXY

(TO BE FILED)

SCHEDULE "G"
CASH ELECTION FORM

TO: FTI CONSULTING CANADA INC., Monitor of Canwest Publications Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership / Canwest Societe en Commandite (collectively, the "LP Entities")

In connection with the plan of compromise and reorganization of the LP Entities pursuant to the *Companies' Creditors Arrangement Act* (the "**Plan**"), the undersigned hereby elects to receive the Cash Elected Amount in satisfaction of its Proven Claim(s) and hereby acknowledges that they shall be deemed to vote such Proven Claim(s) in favour of the Plan at the meeting of the Affected Creditors to be held at ●, on June 10, 2010 beginning at [10 o'clock a.m.] (Toronto time), for the purpose of considering and, if thought advisable by Affected Creditors, voting in favour of, with or without variation, a resolution to approve the Plan.

For the purposes of this declaration:

- (a) "**Cash Elected Amount**" means, in respect of any Proven Claim of an Affected Creditor (as defined in the Plan), a cash amount equal to the lesser of \$1,000 and the amount of such Proven Claim; and
- (b) "**Proven Claim**" means any Claim of an Affected Creditor (each as defined in the Plan) against the LP Entities proven in accordance with the Claims Procedure Order (as defined in the Plan).

DATED the _____ day of _____ 2010.

(Entity Name)

(Amount of Proven Claim)

(Address)

(Signature)

SCHEDULE "H"

DECLARATION AS TO CANADIAN RESIDENCY

CANADIAN RESIDENCY DECLARATION

TO: 7535538 Canada Inc. (the "Corporation")

AND TO: FTI Consulting Canada Inc.

In connection with the plan of compromise and arrangement of Canwest (Canada) Inc., Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc. and Canwest Limited Partnership/Canwest Societe en Commandite pursuant to the *Companies' Creditors Arrangement Act* (the "Plan") and the issue of voting common shares in the capital of the Corporation (the "Voting Common Shares) as part of the Plan, the undersigned, being the person in whose name the Voting Common Shares are to be registered upon giving effect to the Plan, hereby **DECLARES that:**

I. The beneficial owner of Voting Common Shares received under the Plan will be:

- the undersigned , OR
- if other than the undersigned,

(Name and Address)

II. The beneficial owner of the Voting Common Shares is a "Canadian", meaning it is NOT, and is NOT controlled by, a citizen or subject of a country other than Canada.

I declare that I have examined this Declaration and to the best of my knowledge and belief it is true, correct and complete.

DATED the _____ day of _____ 2010.

(Name)

(Address)

(Signature)

INSTRUCTIONS

1. *This declaration is to be completed by the person in whose name Voting Common Shares in the capital of the Corporation are to be registered.*
2. *Please return completed declaration to FTI Consulting Canada Inc. no later than ten (10) days prior to the Plan Sanction Date (as defined in the Plan).*
3. *If you have any questions regarding this Declaration, please call 1-888-310-7627.*

SCHEDULE "T"

NOTICE OF LP SUBORDINATED LENDER PRO RATA CLAIMS

(TO BE FILED)

SCHEDULE "J"

NOTICE OF DISPUTE – LP SUBORDINATED LENDER PRO RATA CLAIMS

(TO BE FILED)

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST
PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND
CANWEST (CANADA) INC.

APPLICANTS

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

CREDITORS' MEETING ORDER

OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8

Lyndon A.J. Barnes (LSUC#: 13350D)
Tel: (416) 862-6679

Alexander Cobb (LSUC#: 45363F)
Tel: (416) 862-5964

Elizabeth Allen Putnam (LSUC#53194L)
Tel: (416) 862-6835
Fax: (416) 862-6666

Lawyers for the Applicants

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C., 1985, c.C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST (CANADA) INC.

Court File No: CV-10-8533-00CL

APPLICANTS

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**SECOND SUPPLEMENTARY MOTION RECORD
(Returnable May 17, 2010)**

OSLER, HOSKIN & HARCOURT LLP
Box 50, 1 First Canadian Place
Toronto, Ontario, Canada M5X 1B8

Lyndon A.J. Barnes (LSUC#13350D)
Tel: (416) 862-6679

Alexander Cobb (LSUC#45363F)
Tel: (416) 862-5964

Elizabeth Allen Putnam (LSUC#53194L)
Tel: (416) 862-6835
Fax: (416) 862-6666

Lawyers for the Applicants

F. 1117119