

## BENEFICIAL OWNER BALLOT

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS MAILED WITH THIS BALLOT.

**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 PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS  
INC. and CANWEST (CANADA) INC.**

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING THE  
PLAN OF COMPROMISE  
concerning, affecting and involving  
CANWEST (CANADA) INC., CANWEST PUBLISHING INC./PUBLICATIONS  
CANWEST INC., CANWEST BOOKS INC., and CANWEST LIMITED PARTNERSHIP/  
CANWEST SOCIETE EN COMMANDITE (collectively, the "LP Entities")**

**BENEFICIAL OWNER BALLOT FOR VOTING THE 9.25% SENIOR  
SUBORDINATED NOTES DUE JULY, 2015  
ISSUED BY CANWEST LIMITED PARTNERSHIP/CANWEST SOCIETE EN COMMANDITE pursuant  
to an indenture dated July 13, 2007.**

**(CUSIP Numbers 13874TAA0 and C21405AA0)**

THE VOTING DEADLINE BY WHICH THE MASTER BALLOT REFLECTING YOUR VOTE MUST BE **ACTUALLY RECEIVED** BY THE MONITOR, FTI CONSULTING CANADA INC., IS **5:00 P.M., TORONTO TIME ON JUNE 9, 2010**. YOUR BALLOT MAY **NOT** BE COUNTED IF YOU DO NOT TRANSMIT THIS BENEFICIAL OWNER BALLOT TO YOUR NOMINEE IN ENOUGH TIME TO PERMIT THE NOMINEE TO DELIVER A MASTER BALLOT TO THE MONITOR BEFORE JUNE 9, 2010.

If you are a beneficial owner of any of the 9.25% Senior Subordinated Notes due July, 2015 issued by Canwest Limited Partnership/Canwest Societe en Commandite (the "**LP Notes**"), please use this Ballot to cast your vote to accept or reject to transmit the votes of such holders in respect of their LP Notes to accept or reject the Plan of Compromise concerning, affecting and involving the LP Entities under the *Companies' Creditors Arrangement Act* (Canada), R.S.C. 1985, c. C-36, as amended (as it may be amended, the "**Plan**"). Capitalized terms used and not otherwise defined herein shall have the meaning set forth in the Plan. The Plan is Appendix B to the information circular prepared in connection with the Plan, dated May 20, 2010 (the "**Information Circular**"). If you do not have a copy of the Information Circular you may obtain a copy from the Monitor's website at <http://cfcanada.fticonsulting.com/clp>. Before you transmit such votes, please review the Plan and the Information Circular carefully, including the voting procedures.

**HOW TO VOTE**

1. COMPLETE ITEM 1 (if not already filled out by your nominee), ITEM 2, ITEM 3 (if applicable) AND ITEM 4.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 5.
3. **SIGN THE BALLOT**
4. DELIVER THE BALLOT TO YOUR NOMINEE AND PLEASE ENSURE ADEQUATE TIME FOR THE NOMINEE TO COMPLETE ITS MASTER BALLOT AND RETURN IT TO THE MONITOR IN ADVANCE OF **JUNE 9, 2010.**
5. YOU MUST VOTE **ALL YOUR** LP NOTES **EITHER** TO ACCEPT OR TO REJECT THE PLAN AND **MAY NOT SPLIT YOUR VOTE.**

An authorized signatory of an eligible beneficial owner may execute this Ballot, but must provide the name and address of the beneficial owner on this Ballot and may be required to submit evidence to the Monitor demonstrating such signatory's authorization to vote on behalf of the beneficial owner. Authorized signatories voting on behalf of more than one beneficial owner must complete a separate Ballot for each owner.

You may receive multiple mailings containing Ballots, especially if you own your LP Notes through more than one bank, broker, or other intermediary. You should vote each Ballot that you receive for all of the LP Notes that you beneficially own. You must provide all of the information requested by this Ballot. Failure to do so may result in the disqualification of your vote.

**Item 1. Principal Amount of LP Notes Voted.** The undersigned certifies that as of May 18, 2010, the Record Date, the undersigned was either the beneficial owner, or the nominee of a beneficial owner, of LP Notes in the following aggregate unpaid principal amount (insert amount in the box below) and such LP Notes were held in the following Account Number. If your LP Notes are held by a nominee on your behalf and the amount has not been completed by your nominee and you do not know the amount, please contact your nominee immediately.

Account Number	Name of Holder*	Principal Amount LP Notes Voted
		\$

**Item 2.** **Vote** The beneficial owner of the LP Notes identified in Item 1 votes as follows (check one box only-if you do not check a box your vote will not be counted):

to **Accept** (votes for) the Plan.  to **Reject** (votes against) the Plan.

**Item 3.** **Identify All Other LP Notes Voted.** By returning this Ballot, the beneficial owner of the LP Notes identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the LP Notes owned by such beneficial owner, except for the LP Notes identified in the following table, and (b) all Ballots for LP Notes submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ONLY COMPLETE ITEM 3 IF YOU HAVE SUBMITTED OTHER  
BALLOTS**

<b>Account Number</b>	<b>Name of Holder*</b>	<b>Principal Amount of Other LP Notes Voted</b>
		\$
		\$

\*Insert your name if the LP Notes are held by you in record name or, if held in street name, insert the name of your broker or bank.

**Item 4. Proxy in Respect of Amendments or Variations to the Plan**

<input type="checkbox"/> <b>YES</b>	<b>THE UNDERSIGNED AFFECTED CREDITOR</b> hereby instructs its intermediary or participant (its “ <b>Nominee</b> ”) or the Nominee’s agent to nominate, constitute and appoint Jay Swartz of Davies Ward Phillips & Vineberg LLP as counsel to the Ad Hoc Committee with full power of substitution, to vote at the nominee’s discretion and otherwise act for and on behalf of such beneficial owners 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.
<input type="checkbox"/> <b>NO</b>	

**Item 5. Certification.** By signing and returning this Ballot, the undersigned certifies that:

- (a) the information in Item 1 is true and correct;
- (b) no other Ballot cast with respect to the amount of the LP Note Claims identified in Item 1 have been cast with respect to such LP Note Claims, or that any such previously cast Ballots are hereby revoked;
- (c) a copy of the Information Circular relating to the Plan has been provided to and reviewed by the undersigned; and
- (d) as the Holder or authorized signatory of the amount of LP Notes set forth in Item 1, the undersigned has full power and authority to vote to accept or reject the Plan.

The undersigned also acknowledges that this solicitation is subject to all the terms and conditions set forth in the Information Circular and the Plan.

Name: \_\_\_\_\_  
(Print or Type)

Signature: \_\_\_\_\_

Name of Signatory: \_\_\_\_\_  
(if other than Holder)

Title: \_\_\_\_\_  
(if applicable)

Street Address: \_\_\_\_\_

City, State/Province, Zip Code/Postal Code: \_\_\_\_\_

\_\_\_\_\_

Telephone Number: \_\_\_\_\_

Date Completed: \_\_\_\_\_

By returning this Ballot, the beneficial owner of the LP Notes identified in Item 1 also authorizes and instructs its nominee (i) to furnish the voting information and the amount of LP Notes the nominee holds on its behalf in a master ballot transmitted to the LP Entities, the Monitor or their agent, and (ii) to retain this Ballot and related information in its records for at least one year after the Voting Deadline.

This Ballot shall not constitute or be deemed a proof of claim or equity interest, an assertion of a Claim, or an admission by the LP Entities of the nature, validity or amount of any Claim.

## VOTING INSTRUCTIONS

**THIS BENEFICIAL OWNER BALLOT MUST BE FORWARDED TO THE NOMINEE IN ADEQUATE TIME SO THAT THE NOMINEE MAY FILL OUT THE MASTER BALLOT AND RETURN IT TO FTI CONSULTING CANADA INC. (THE MONITOR) ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M. TORONTO TIME ON JUNE 9, 2010. IF THIS BENEFICIAL OWNER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED IN ADEQUATE TIME, THEN THE VOTES TRANSMITTED BY THE MASTER BALLOT MAY NOT BE COUNTED.**

**IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE PLAN, PLEASE CALL THE MONITOR AT: (888) 310-7627 OR EMAIL THE MONITOR AT: CANWESTLP@FTICONSULTING.COM.**

### **Please Take Notice That:**

1. Your vote to accept or reject the Plan must be cast by completing this Ballot. Votes that are cast in any other manner will not be counted.
2. Except to the extent determined by Monitor in its reasonable discretion or as otherwise permitted by the Court, the Monitor will not accept or count any Master Ballots received after the Voting Deadline.
3. The Monitor and/or their agents shall have reasonable discretion to determine if a Master Ballot properly complies with these procedures and instructions.
4. Any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by completing and casting a superseding Master Ballot so that it is received on or before such deadline.
5. IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE PLAN, PLEASE CALL THE MONITOR AT (888) 310-7627 OR EMAIL THE MONITOR AT CANWESTLP@FTICONSULTING.COM.

**YOU SHOULD REVIEW THE INFORMATION CIRCULAR AND PLAN CAREFULLY BEFORE YOU VOTE. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE PLAN AND TREATMENT UNDER THE PLAN.**