

**CANWEST PUBLISHING 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 20, 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 or 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 and completion instructions;
3. a blank Cash Election Form; and
4. a blank Declaration as to Canadian Residency;

The following documents should also be reviewed and can be accessed through the website maintained by the Monitor at: <http://cfcanda.fticonsulting.com/clp>:

1. an Information Circular (that describes and explains the plan proposed by the LP Entities); and
2. a copy of the Plan proposed by the LP Entities.
3. the Monitor’s Report on the Plan.
3. a copy of the Creditors’ Meeting Order.

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 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 Sheraton Centre Toronto, 123 Queen Street West, Toronto, Ontario.

## **PROXY**

Affected Creditors, other than LP Noteholders and Affected Creditors who have elected to receive the Cash Elected Amount, that wish to vote at the Creditors' Meeting and are not individuals or are individuals who will not be attending the Creditors' Meeting in person, are requested to complete the enclosed Proxy and provide it to the Monitor by courier, fax or e-mail so that it is received by the Monitor no later than 5:00 p.m. (Toronto time) on June 7, 2010. Unless you are an LP Noteholder or have elected to receive the Cash Elected Amount, you are required to provide the Proxy to the Monitor by this deadline or in the event of an adjournment, three (3) business days prior to such adjournment, 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 1G8

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>.