

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

**NINTH REPORT OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR OF THE APPLICANTS**

June 3, 2010

**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.**

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in its capacity as Monitor of the Applicants**

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INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”) (a copy of which is attached as **Appendix “A”**), Canwest Publishing Inc. / Publications Canwest Inc. (“**CPI**”), Canwest Books Inc. (“**CBI**”), and Canwest (Canada) Inc. (“**CCI**”, and together with CPI and CBI, the “**Applicants**”) obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”). The Initial Order also granted relief in respect of Canwest Limited Partnership / Canwest Societe en Commandite (the “**Limited Partnership**”, and together with the Applicants, the “**LP Entities**”) and appointed FTI Consulting Canada Inc. (“**FTI**”) as monitor (the “**Monitor**”) of the LP Entities. The proceedings commenced by the LP Entities under the CCAA will be referred to herein as the “**CCAA Proceedings**”.

BACKGROUND

2. Canwest Global Communications Corp. (“**Canwest**”) carries on business through a number of subsidiaries. Through its ownership of the LP Entities, Canwest is Canada’s largest publisher of English-language paid daily and non-daily newspapers and owns and operates substantial digital media and online businesses. Canwest also directly or indirectly owns, operates and/or holds substantial interests in free-to-air television stations, subscription-based specialty television channels, and websites in Canada.
3. Relief in the CCAA Proceedings was obtained on January 8, 2010 by the Canwest entities which carry on, *inter alia*, newspaper and online publishing and digital media businesses. Not included in the CCAA Proceedings is National Post Inc., a wholly-owned subsidiary of the LP Entities which acquired the business and certain assets that comprised the *National Post* newspaper from The National Post Company / La Publication National Post in October 2009.
4. The Canwest entities that own and operate Canwest’s free-to-air television broadcast business and certain subscription-based specialty television channels in Canada, including Canwest Media Inc. (collectively, the “**CMI Entities**”), applied for and obtained protection under the CCAA in a separate proceeding on October 6, 2009.
5. Further background information regarding the LP Entities and the CCAA Proceedings is provided in, among other things, the Pre-filing Proposed Report of the Monitor dated January 7, 2010 (the “**Pre-filing Report**”) and in the affidavit of Thomas Strike sworn January 7, 2010 (the “**Strike Affidavit**”), copies of which (together with other relevant

materials, including a copy of the Initial Order) have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/clp>.

TERMS OF REFERENCE

6. In preparing this report, FTI has relied upon unaudited financial information of the LP Entities, the LP Entities' books and records, certain financial information prepared by, and discussions with, the LP Entities' management. FTI has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information and accordingly expresses no opinion or other form of assurance on the information contained in this report.
7. Capitalised terms not defined in this report shall have the meanings assigned to them in the Pre-filing Report. Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

PURPOSE OF THIS REPORT

8. The purpose of this Ninth Report of the Monitor is to inform this Honourable Court on the LP Entities' motion to approve the Omnibus Transition and Reorganization Agreement (as defined below).

THE OMNIBUS TRANSITION AND REORGANIZATION AGREEMENT

9. As described in greater detail in the Affidavit of John E. Maguire sworn June 3, 2010 (the "Maguire Affidavit") attached as an Exhibit to the Affidavit of Doug E.J. Lamb sworn June 3, 2010, the CMI Entities and the LP Entities have determined that it is necessary to

take additional steps in furtherance of disentangling the Shared Services (as defined in the Maguire Affidavit) commenced in an internal corporate reorganization that was agreed to by the CMI Entities and the LP Entities and carried out pursuant to the terms of the Transition and Reorganization Agreement dated as of October 26, 2010, which was approved by Order of this Honourable Court dated October 30, 2009. The terms of such further steps towards disentanglement of the Shared Services, the transfer or realignment of certain matters described in the Maguire Affidavit and the entering into of certain new arrangements between the CMI Entities and the LP Entities are contained in the Omnibus Transition and Reorganization Agreement (as defined in the Maguire Affidavit).

10. The LP Entities have consulted with the Monitor with respect to the Omnibus Transition and Reorganization Agreement. The Monitor supports the transfers and assignments set out therein and the entering into of the agreement by the LP Entities party thereto.
11. The Monitor also supports the LP Entities' request for an order that the Confidential Supplement (containing the Disclosure Letter (as defined in the Maguire Affidavit)) be sealed and kept out of the public record.

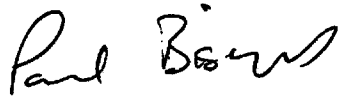
RECOMMENDATION AND CONCLUSIONS

12. The Monitor supports the transfers and assignments set out in the Omnibus Transition and Reorganization Agreement and the entering into of the agreement by the LP Entities party thereto. The Monitor also supports the LP Entities' request for an order that the Confidential Supplement be sealed and kept out of the public record.

All of which is respectfully submitted this 3rd day of June, 2010.

FTI Consulting Canada Inc.,
in its capacity as the Monitor of Canwest Publishing Inc. / Publications Canwest Inc., Canwest
Books Inc., Canwest (Canada) Inc., and Canwest Limited Partnership / Canwest Societe en
Commandite

Per



Paul Bishop
Senior Managing Director

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

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF CANWEST
PUBLISHING INC./PUBLICATIONS CANWEST INC., CANWEST BOOKS INC. AND CANWEST
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Proceeding commenced at Toronto

**NINTH REPORT OF FTI CONSULTING CANADA
INC., IN ITS CAPACITY AS MONITOR OF THE
APPLICANTS**

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