

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

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

January 29, 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
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in its capacity as Monitor of the Applicants**

January 29, 2010

INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”), 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**”.

PURPOSE OF THIS REPORT

2. The purpose of this second report of the Monitor (the “**Second Report**”) is to inform this Honourable Court of the following:
- (a) status of the CCAA Proceedings;
 - (b) results of the LP Senior Secured Lenders’ (as defined below) claims process;
 - (c) results of the Senior Lenders’ Meeting (as defined below);
 - (d) payments by the LP Entities of pre-filing amounts owed to certain suppliers;
 - (e) the LP Entities’ receipts and disbursements for the period from January 4, 2010 to January 24, 2010;
 - (f) the revised and extended cash flow forecast to April 18, 2010;
 - (g) status of the SISP (as defined below);
 - (h) the LP Entities’ request for an extension of the Stay Period (as defined below) until April 14, 2010;
 - (i) proposed amendment to the Initial Order to permit amendments to the NPI Loan Agreement; and
 - (j) the Monitor’s conclusions and recommendations.

GENERAL BACKGROUND

3. 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 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.
4. Relief in the CCAA Proceedings was obtained 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.
5. The basis of a plan of arrangement for the LP Entities under the CCAA is a pre-arranged support transaction pursuant to which (and subject to a successful bid as a result of and in accordance with the terms of the SISP and approval by this Honourable Court) an entity to be initially capitalized as described in the Acquireco Capitalization Term Sheet (as this term is defined in the Senior Lenders' Plan (as defined below)) ("**AcquireCo**") will acquire substantially all of the assets of the LP Entities, assume the liabilities of the LP Entities (other than certain specified liabilities and subject to AcquireCo's right to exclude certain additional liabilities) and offer employment to all or substantially all of

the employees of the LP Entities on terms and conditions consistent with their current employment (the “**Support Transaction**”).

6. The Support Transaction contemplates that the LP Entities’ Financial Advisor will conduct a sale and investor solicitation process under the supervision of the Monitor (the “**SISP**”) in an effort to attract an alternative offer to the one contained in the Support Transaction.
7. The Support Transaction was to be approved by the LP Senior Secured Lenders (as defined below) pursuant to a plan of compromise or arrangement between the Limited Partnership, CPI and the LP Senior Secured Lenders (the “**Senior Lenders’ Plan**”).
8. Further background information regarding the LP Entities and the CCAA Proceedings is provided in, among other things, the Pre-filing Report of the Proposed Monitor dated January 7, 2010 (the “**Pre-filing Report**”) and in the affidavit of Thomas Strike sworn January 7, 2010, 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

9. 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.

10. 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.

STATUS OF THE CCAA PROCEEDINGS

11. As reported in greater detail in the First Report of the Monitor dated January 20, 2010 (the “**First Report**”) (a copy of which is attached hereto as **Appendix “A”**), the Monitor published, mailed and filed with the Superintendent of Bankruptcy various notices of the SISP and the commencement of the CCAA Proceedings in accordance with the requirements of the CCAA and the Initial Order.

Activities of the LP Entities

12. Since the date of the Initial Order, the LP Entities have carried on their businesses in the ordinary course. LP Entities’ senior management team has continued to work with the LP Entities’ employees, customers and suppliers to ensure that the stability of operations is maintained.

Customers & Suppliers

13. Immediately following the commencement of the CCAA Proceedings, the LP Entities’ senior management contacted key customers and suppliers to discuss the implications of

the CCAA Proceedings on the LP Entities' business, ongoing requirements, and to seek sales opportunities and ensure the continued supply of goods and services.

14. Senior management continues to communicate with customers to provide information and respond to questions about the implications of the CCAA Proceeding.
15. Senior management continues to deal with suppliers on an ongoing basis as required with respect to, *inter alia*, payment terms for goods and/or services being delivered or provided after the date of the Initial Order.

Employees

16. There have been no significant changes in full-time equivalent ("FTE") employees since the date of the Initial Order. The LP Entities continue to employ approximately 5,300 FTE unionized and non-unionized employees in Canada.
17. Approximately 45% of the LP Entities' employees are unionized under 43 collective bargaining agreements. Since the commencement of the CCAA Proceedings and as of the date of this Second Report, there have been no changes in the status of these collective agreements. Four collective agreements are set to expire in FY2010 and the LP Entities have already started negotiations with two of the unions in advance of expirations.

Repudiation of Contracts

18. Since the date of the Initial Order, the LP Entities have not issued any repudiation notices. The LP Entities are continuing to evaluate contracts in order to determine which, if any, are to be repudiated pursuant to the provisions of the Initial Order.

CLAIMS PROCESS

19. The Initial Order provides, *inter alia*, procedures for the quantification of the LP Secured Lenders' and the Hedging Secured Creditors' (collectively, the "**LP Senior Secured Lenders**") claims for the purposes of voting on the Senior Lenders' Plan and subsequent distribution (the "**Claims Process**").
20. As described in greater detail in the First Report, on January 12, 2010:
 - i. the LP Administrative Agent delivered to the LP Entities (with a copy to the Monitor) a notice setting out the aggregate amount owing by each of the LP Entities under the LP Credit Agreement as at the filing date and each LP Secured Lender's *pro rata* share of same based on the records of the LP Administrative Agent. The LP Administrative Agent also posted a copy of the Secured Lender Claim Notice on two of the IntraLinks websites maintained by the LP Administrative Agent for the benefit of the LP Secured Lenders (the "**Website**"); and
 - ii. the LP Entities delivered to each Hedging Secured Creditor (with a copy to the Monitor and the LP Administrative Agent) a notice setting out the termination

amounts owing by each of the LP Entities to each of the Hedging Secured Creditors and the rate of interest payable on such amounts.

21. Under the Claims Process, the LP Entities, the LP Secured Lenders and the Hedging Secured Creditors had to advise whether the amounts set out in the Secured Lender Claim Notices or the Hedging Creditor Claim Notices were incorrect by delivering a notice of dispute to the Monitor within five business days of receipt or posting on the Website of the Secured Lender Claim Notice or the Hedging Creditor Claim Notice (as applicable). The Monitor did not receive any notices of dispute and, under the terms of the Initial Order, the LP Entities, the LP Secured Lenders and the Hedging Secured Creditors are deemed to have confirmed the amounts set out in the applicable notices of claim for the purposes of voting and for calculating the entitlement to distribution under the Senior Lenders' Plan.
22. The Initial Order also provides that any LP Senior Secured Lender which asserts that its LP Senior Secured Claim includes a claim or claims in addition to the claim for principal or termination amounts (as the case may be), had to notify the Monitor (with a copy to the LP Administrative Agent and the LP Entities) of any such additional claims and the amounts thereof by January 22, 2010. The Monitor did not receive any notices of any additional claims and, under the terms of the Initial Order, such claims are forever extinguished and barred.

SENIOR LENDERS' MEETING

General

23. The Initial Order provides, *inter alia*, that a formal vote of the LP Senior Secured Lenders under section 5 of the CCAA on the Senior Lenders' Plan was to be held on January 27, 2010 (the "**Senior Lenders' Meeting**") and provides procedures for the conduct of the Senior Lenders' Meeting and voting on the Secured Lenders' Plan.
24. The Initial Order also requires the Monitor to report to this Court on the results of the vote, including whether:
- i. the Senior Lenders' Plan was approved by majority in number of LP Senior Secured Lenders holding Accepted Senior Voting Claims (as defined in the Initial Order) and representing a two-thirds majority in value of the Accepted Senior Voting Claims present and voting at the Senior Lenders Meeting (the "**Required Majority**"); and
 - ii. the votes, for and against the Senior Lenders' Plan, that were cast by LP Senior Secured Lenders holding Unresolved Senior Claims (as defined in the Initial Order) would affect the result of the vote on the Senior Lenders' Plan.

Notice of Senior Lenders' Meeting

25. In accordance with the Initial Order, on January 12, 2010, the Monitor delivered to the LP Administrative Agent copies of the Notice of the Senior Lenders' Meeting and other Meeting Materials (as defined in the Initial Order). The Monitor is advised by counsel

for the LP Administrative Agent that on January 12, 2010, in accordance with the Initial Order, the LP Administrative Agent posted a copy of the Meeting Materials on the Website.

26. The Meeting Materials were also made available on the Monitor's website on or about January 12, 2010.
27. The Monitor established a toll free telephone enquiry line (1-888-310-7627) and a dedicated e-mail inbox in order to address enquiries specifically from the LP Senior Secured Lenders in addition to general enquiries. The contact details were also included in the Meeting Materials circulated to the LP Senior Secured Lenders.

Conduct of the Senior Lenders' Meeting

28. The Senior Lenders' Meeting was held at the offices of Stikeman Elliott LLP, at 5300 Commerce Court West, 199 Bay Street, 53rd Floor in Toronto, Ontario on January 27, 2010 starting at 12:30 p.m.
29. In accordance with the Initial Order, Paul Bishop, an officer of FTI, acted as the chair (the "**Chair**") of the Senior Lenders' Meeting. Maria Konyukhova of Stikeman Elliot LLP acted as secretary of the Senior Lenders' Meeting and Jodi Porepa of FTI acted as scrutineer (the "**Scrutineer**").
30. The Chair held 156 proxies from LP Senior Secured Lenders holding Accepted Senior Voting Claims thereby satisfying the requirement that a quorum of the LP Senior Secured Lenders was present either in person or by proxy and, accordingly, the Chair declared

that the Senior Lenders' Meeting was properly constituted. The Scrutineer's report with respect to attendance is attached as **Appendix "B"** to this Report.

Results of the Voting

31. A motion to consider a resolution to approve the Senior Lenders' Plan (the "**Resolution**") was proposed at the Senior Lenders' Meeting and a vote was called for by the Chair. The LP Senior Secured Lenders at the Senior Lenders' Meeting voted as a single class as provided in the Senior Lenders' Plan and the Initial Order. A copy of the Resolution was included with the Meeting Materials previously circulated and filed.
32. The Scrutineer tabulated the votes cast in respect of the Senior Lenders' Plan and the Chair reported the results at the Senior Lenders' Meeting. The LP Senior Secured Lenders or their proxy holders voted on the Resolution as follows:

Votes	In Favour of the Plan		Against the Plan		Total Accepted Senior Voting Claims Present and Voting ¹	
	Number	CAD \$000s	Number	CAD \$000s	Number	CAD \$000s
Accepted Senior Voting Claims	153	\$ 726,220	4	\$ 92,718	157	\$ 818,938
Percentage of the total Accepted Senior Voting Claims	97.5%	88.7%	2.5%	11.3%	100.0%	100.0%

¹ The Monitor received 137 proxies by 5 p.m. on January 25, 2010. The Monitor received and accepted 19 additional proxies submitted after 5 p.m. on January 25, 2010, the deadline set for submission of proxies in the Initial Order. The impact of these 19 proxies voted in favour of the Senior Lenders' Plan do not alter the outcome of the vote. One LP Senior Secured Lender voted in person at the Senior Lenders' Meeting.

33. A copy of the Scrutineer's report on the results of the voting is attached as **Appendix "C"**.

34. In summary, 97.5% in number and 88.7% in value of the LP Senior Secured Lenders holding Accepted Senior Voting Claims present and voting at the Senior Lenders' Meeting representing in excess of the majority in number and two-thirds in value voted in favour to approve the Senior Lenders' Plan. Accordingly, the requisite majority required by the Initial Order and section 6 of the CCAA has been obtained.
35. There were no Unresolved Senior Claims at the time of the Senior Lenders' Meeting and therefore the voting results were unaffected by same.
36. Pursuant to the terms of the Senior Lenders' Plan, the LP Entities (or, if they do not, the LP Administrative Agent) shall apply for Court sanction of the Senior Lenders' Plan after the SISP is completed or terminated pursuant to its terms or Court Order. The Monitor will make recommendations with respect to the Senior Lenders' Plan as contemplated by the SISP once the results of that process become known.

PRE-FILING PAYMENTS TO CERTAIN SUPPLIERS

37. Pursuant to paragraph 31(b) of the Initial Order, the Monitor is directed to report to this Court with respect to, *inter alia*, any payments made in connection with "amounts owing for goods and services actually supplied to the LP Entities, or to obtain the release of goods contracted for prior to the date of this Order with the prior consent of the Monitor if, in the opinion of the LP CRA, in consultation with the LP Entities, the supplier is critical to the LP Business and ongoing operations of any of the LP Entities".
38. As at January 25, 2010, the LP Entities had paid a total amount of \$7.3 million to newsprint, ink, press equipment, outside printers, distributors, carriers, freelancers,

contractors and other such critical suppliers. After consultation with the LP Entities, the LP CRA determined that these suppliers were critical to the LP Entities' business and all payments were made with the prior consent of, and following discussions with, the Monitor.

RECEIPTS AND DISBURSEMENTS TO JANUARY 24, 2010

39. The LP Entities' actual consolidated net cash outflow for the period from January 4, 2010 to January 24, 2010, (the "Current Period"), together with an explanation of key variances as compared to the Cash Flow Projection (as defined in the Monitor's Prefiling Report) is attached hereto as **Appendix "D"**. Actual net cash flows for the Current Period were approximately \$17.4 million higher than the Cash Flow Projection, summarized as follows:

	Forecast	Actual	Variance
	\$000s	\$000s	\$000s
Total Operating Receipts	70,465	65,717	(4,748)
Disbursements			
Payroll & Benefits Disbursements	(27,160)	(26,375)	785
Operating Disbursements	(24,148)	(6,284)	17,864
Capital Expenditure Disbursements	(1,646)	3	1,650
Inter Company Disbursements	-	-	-
Interest	(3,063)	(3,004)	59
Total Disbursements	(56,018)	(35,660)	20,358
Net Operating Cashflows	14,447	30,057	15,610
National Post (Advances)/Repayments	(1,352)	(410)	942
Restructuring Costs			
Professional Fees and Other Restructuring Fees	(3,828)	(2,623)	1,205
Critical Supplier Payment	(6,000)	(7,107)	(1,107)
DIP Interest/Fees	(1,025)	(313)	712
Total Restructuring costs	(10,853)	(10,042)	811
Total Net Cashflow	2,242	19,605	17,362
Opening Unrestricted Cash	34,655	34,655	-
Total Cash	36,897	54,260	17,362

CASHFLOW FORECAST

40. The LP Entities have prepared a revised cash flow forecast for the period January 25, 2010 to April 18, 2010 (the “**January 25 Forecast**”). A copy of the January 18 Forecast is attached hereto as **Appendix “E”**.
41. As shown in the Cashflow Forecast, it is estimated that for the period of January 25, 2010 to April 18, 2010 (the “**Cashflow Forecast Period**”), the LP Entities will have total receipts of \$253.2 million, total disbursements relating to operations of \$234.8 million, total net advances to National Post of \$3.3 million, and total disbursements relating to the restructuring of \$18.0 million for net cash flow outflow of \$3.0 million.
42. It is anticipated that the LP Entities’ forecast liquidity requirements during the Cashflow Forecast Period will continue to be met by the cash generated from operations and no drawdown on the DIP Facility is forecast during the Cashflow Forecast Period. As stated above, the LP Entities’ cash balance as at January 24, 2010 was approximately \$54.3 million.

SISP

43. Following the granting of the Initial Order, the Financial Advisor commenced Phase 1 of the SISP and began soliciting interest from prospective financial or strategic parties to acquire all or substantially all of the assets of the LP Entities and/or invest in the LP Entities.
44. As described in greater detail in the First Report, on January 12, 2010, the Monitor published a notice of the SISP and other relevant information with respect thereto in the

National Post, in accordance with the Initial Order. The notice was also published in the following newspapers on the same day: *Gazette*, *Ottawa Citizen*, *Windsor Star*, *Regina Leader Post*, *Saskatoon Star Phoenix*, *Edmonton Journal*, *Calgary Herald*, *Vancouver Sun*, *Vancouver Province* and the *Victoria Colonist* and the LP Entities issued a press release regarding same with Canada Newswire.

45. The Financial Advisor has identified and contacted 164 potentially interested parties.
46. Although the SISP was commenced on or about January 13, 2010, a number of parties have already expressed interest in participating in the SISP.
47. The Financial Advisor, with the assistance of the Monitor and the LP Entities, is continuing to work diligently to complete Phase 1 of the SISP.

REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS

48. The Initial Order provides for a stay of proceedings until February 5, 2010 (the “**Stay Period**”). Accordingly, the LP Entities are seeking an extension of the Stay Period until, and including, April 14, 2010.
49. Additional time is required for the LP Entities and the Financial Advisor to conduct the SISP in an effort to attract an alternative offer to the one contained in the Support Transaction. The continuation of the stay of proceedings is necessary to provide the stability needed during that time.

PROPOSED AMENDMENT TO THE INITIAL ORDER

50. The LP Entities are also seeking to amend the Initial Order to permit the parties to the NPI Loan Agreement to amend same with the consent of the LP Administrative Agent acting in consultation with the Steering Committee, the Monitor and the LP CRA. The Monitor is advised by the LP Entities that the LP Administrative Agent and the LP CRA support the proposed amendment. The Monitor supports the proposed amendment to the Initial Order.

RECOMMENDATION AND CONCLUSIONS

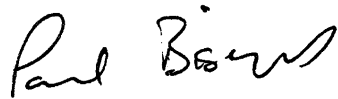
51. It is the Monitor's view based on the LP Entities' Cashflow Forecast that the LP Entities have sufficient available cash resources during the requested Stay Period and that an extension of the Stay Period will permit the Financial Advisor (under the supervision of the Monitor) to conduct the SISIP in accordance with its terms.
52. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by an extension of the Stay Period to April 14, 2010.
53. The Monitor is not aware of any non-compliance by the LP Entities with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor also believes that the LP Entities have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.
54. The Monitor is advised by the LP Entities that the LP Administrative Agent and the LP CRA support the requested extension of the Stay Period.

55. Accordingly, the Monitor respectfully recommends that the Stay of Proceedings be extended until April 14, 2010.

All of which is respectfully submitted this 29th day of January, 2010.

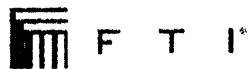
FTI Consulting Canada Inc.,
in its capacity as the Monitor of Canwest Publishing Inc. / Publications Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc., and Canwest Limited Partnership / Canwest Societe en Commandite

Per



Paul Bishop
Senior Managing Director

APPENDIX "A"



**CANWEST PUBLISHING INC. / PUBLICATIONS CANWEST
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TAB	DOCUMENT
A	CAIRP Standard of Practice No. 09-7, Plan of Compromise or Arrangement
B	Notice of SISP
C	Press release regarding SISP
D	Notice of commencement of CCAA Proceedings

TAB 1

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

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**FIRST REPORT OF FTI CONSULTING CANADA INC.,
in its capacity as Monitor of the Applicants**

January 20, 2010

INTRODUCTION

1. By Order of this Court dated January 8, 2010 (the “**Initial Order**”), 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**”.

2. 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 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 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 basis of a plan of arrangement for the LP Entities under the CCAA is a pre-arranged support transaction pursuant to which (subject to a successful bid as a result of and in accordance with the terms of the SISP (as defined below) and approval by this Honourable Court) an entity to be initially capitalized as described in the Acquireco Capitalization Term Sheet (as this term is defined in the Senior Lenders' Plan (as defined below)) ("AcquireCo") will acquire substantially all of the assets of the LP Entities, assume the liabilities of the LP Entities (other than certain specified liabilities and subject to AcquireCo's right to exclude certain additional liabilities) and offer employment to all or substantially all of the employees of the LP Entities on terms and conditions consistent with their current employment (the "**Support Transaction**").

5. The Support Transaction contemplates that the LP Entities' financial advisor will conduct a sale and investor solicitation process under the supervision of the Monitor (the "SISP") in an effort to attract an alternative offer to the one contained in the Support Transaction.
6. The Support Transaction is to be approved by the LP Senior Secured Lenders (as defined below) pursuant to a plan of compromise or arrangement between the Limited Partnership, CPI and the LP Senior Secured Lenders (the "**Secured Lenders' Plan**").
7. The Initial Order provides, *inter alia*, that a formal vote of the LP Senior Secured Lenders under section 5 of the CCAA on the Senior Lenders' Plan will be held on January 27, 2010 (the "**LP Senior Secured Lenders' Meeting**") and provides procedures for the:
 - a) quantification of the LP Senior Secured Lenders' claims for the purposes of voting on the Senior Lenders' Plan and subsequent distribution (the "**Claims Process**"); and
 - b) conduct of the LP Senior Lenders' Meeting and voting on the Senior Lenders' Plan.
8. Further background information regarding the LP Entities and the CCAA Proceedings is provided in the Pre-filing Report of the Proposed Monitor dated January 7, 2010 (the "**Pre-filing Report**") and in the affidavit of Thomas Strike sworn January 7, 2010, 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 Proceeding at <http://cfcanada.fticonsulting.com/clp>.

PURPOSE OF THIS REPORT

9. This First Report is prepared in accordance with section 23(1)(d.1) of the CCAA which requires the Monitor to:

(d.1) file a report with the court on the state of the company's business and financial affairs — containing the monitor's opinion as to the reasonableness of a decision, if any, to include in a compromise or arrangement a provision that sections 38 and 95 to 101 of the Bankruptcy and Insolvency Act do not apply in respect of the compromise or arrangement and containing the prescribed information, if any — at least seven days before the day on which the meeting of creditors referred to in section 4 or 5 is to be held;

10. In preparing this report, the Monitor was guided, *inter alia*, by the Canadian Association of Insolvency and Restructuring Professionals' ("CAIRP") Standard of Practice No. 09-7, Plan of Compromise or Arrangement approved, ratified and confirmed by CAIRP members on August 21, 2009 (the "Guidelines"). A copy of the Guidelines is attached hereto as Appendix "A".

TERMS OF REFERENCE

11. 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.

12. This report should be read in conjunction with the Pre-filing Report as certain information contained in the Pre-filing Report has not been included herein in order to avoid unnecessary duplication. Capitalised terms not defined in this report shall have the meanings assigned to them in the Pre-filing Report. A copy of the Pre-filing Report is available on the Monitor's website for the CCAA Proceedings.
13. Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

BACKGROUND INFORMATION ABOUT THE LP ENTITIES

14. Background information about the LP Entities, their businesses, corporate and reporting structure, debt structure and financial position, declines in advertising revenues and the resulting defaults under the LP Credit Facilities and insolvency are described in detail in the Pre-filing Report and are not repeated in this report.

STATUS OF THE CCAA PROCEEDINGS

15. On January 8, 2010, the LP Entities obtained protection from their creditors under the CCAA. The Initial Order provides for a stay of proceedings until February 5, 2010.
16. Since the date of the Initial Order, the LP Entities have carried on their businesses in the ordinary course.
17. Pursuant to the Initial Order, on January 12, 2010, the Monitor published a notice of the SISP and other relevant information with respect thereto in the *National Post* and the LP Entities issued a press release regarding same with Canada Newswire. Copies of the

notices published by the Monitor and issued by the LP Entities are attached hereto as **Appendices “B” and “C”**, respectively.

18. On January 12, 2010, the Monitor also delivered to the LP Administrative Agent copies of the Notice of the Senior Lenders’ Meeting and other Meeting Materials (as defined in the Initial Order). The Monitor is advised by counsel for the LP Administrative Agent that on January 12, 2010, in accordance with the Initial Order, the LP Administrative Agent posted a copy of the Meeting Materials on two of the IntraLinks websites maintained by the LP Administrative Agent for the benefit of the LP Secured Lenders (the “Website”).
19. On January 13, 2010, the Monitor also completed its mailing of a notice of the CCAA Proceedings. This mailing was sent to all known potential creditors except those to which the LP Entities owed less than \$5,000 as of the date of the Initial Order.
20. The Monitor also published a notice of the Initial Order and the commencement of the CCAA Proceedings in *The Globe & Mail*, the *National Post*, and *La Presse* on January 15, 2010. A copy of the notice published in the *National Post* is attached as **Appendix “D”** to this report.
21. The Monitor has made various materials relating to the CCAA Proceedings available on its website <http://cfcanada.fticonsulting.com/clp>, including, *inter alia*, the Pre-filing Report, the LP Entities’ Application materials, the Initial Order, a list of the LP Entities’ creditors as at January 8, 2010 (except the LP Senior Secured Creditors and creditors who are individuals), and the service list. The Monitor will continue to update the website by

posting, *inter alia*, the Monitor's reports, motion materials, and Orders granted in the CCAA Proceedings.

22. The Monitor has also established a toll free hotline number (1-888-310-7627) to allow creditors and other interested parties to contact the Monitor to obtain additional information concerning the CCAA Proceedings. As of the date of this report, the Monitor has received over 120 calls and e-mails. The Monitor continues to respond to these enquiries in a timely manner.
23. In accordance with section 23 of the CCAA, the Monitor filed the following documents with the Superintendent of Bankruptcy within the prescribed deadlines:
 - i. Form 1 - Information Pertaining to Initial Order;
 - ii. Copies of initial application and the Initial Order; and
 - iii. Form 2 - Debtor Company Information Summary (Commencement of Proceedings).
24. As at the date of this report, the Monitor has not performed a review of any potential preferences, fraudulent conveyances or other transactions at undervalue.
25. The Monitor is not aware of any non-compliance by the LP Entities with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. In the Monitor's view, the LP Entities have acted and continue to act in good faith and with due diligence.

SENIOR LENDERS' PLAN

26. The material terms and conditions of the Senior Lenders' Plan are detailed extensively in the Pre-filing Report and are, therefore, described only in general terms herein.
27. Subject to a successful bid as a result of and in accordance with the terms of the SISP and subject to the approval of the LP Secured Lenders and the Hedging Secured Creditors (collectively, the "LP Senior Secured Lenders") and obtaining approval of this Honourable Court of the Senior Lenders' Plan, the LP Senior Secured Lenders will, in accordance with the terms of the Senior Lenders' Plan, exchange their outstanding secured claims against the LP Entities under the LP Credit Agreement and the Swap Obligations¹ (and for greater certainty, excluding the Cash Management Obligations) for their *pro rata* shares of the debt and equity to be issued by AcquireCo.
28. The Senior Lenders' Plan provides, *inter alia*, that the Senior Lenders' Plan will only compromise the LP Secured Claims and will not affect or compromise any other claims against any of the LP Entities (the "Unaffected Claims").
29. No holders of the Unaffected Claims will be entitled to vote on or receive any distributions in respect of their claims. Certain Unaffected Claims (including, *inter alia*, the DIP Facility, certain employee and pension related claims, Cash Management

¹ As described in greater detail in the Pre-filing Report, the Monitor obtained opinions with respect to the validity and perfection of the personal property security held by the Collateral Agent granted by the LP Entities over their respective property and assets for the benefit of, *inter alia*, the LP Senior Secured Lenders under the laws of Ontario, Alberta, British Columbia, Quebec, Manitoba and Saskatchewan, which opinions state that (subject to the assumptions and qualifications contained therein, including those relating to statutory and possessory liens and claims that have priority by operation of law), such personal property security is valid and enforceable and ranks in priority to other claims with respect to the personal property secured, subject to certain registrations of secured parties made under the provincial personal property security acts prior to the registration by the Collateral Agent. The LP Entities have advised FTI that all such prior registrations are with respect to equipment leases. Similarly, the real property report obtained by the Monitor states that the registrations in favour of the Collateral Agent against the LP Entities' real property located in Ontario, Alberta, British Columbia and Quebec are the only mortgages registered on title to the real properties.

Obligations and any secured claims ranking in priority to the LP Secured Claims) will be paid by the LP Entities, assumed by AcquireCo or paid in full by the Monitor from the Cash Reserve.

30. The Monitor has not identified any claims involving Related Persons (as defined in the Guidelines), trust claims or any claims that cannot be compromised in the Senior Lenders' Plan in accordance with the CCAA (that are not contemplated as being assumed by AcquireCo or an alternative purchaser identified during the SISP).
31. It is intended that following implementation of the Senior Lenders' Plan, AcquireCo (or an alternative purchaser identified during the SISP) will continue to operate the LP Entities' businesses in the ordinary course.
32. The Senior Lenders' Plan does not provide that Sections 38, 95 to 101 of the *Bankruptcy and Insolvency Act* (Canada) ("BIA") do not apply to it.

CLAIMS PROCESS

33. As stated above, the Initial Order approved, *inter alia*, the Claims Process.
34. In accordance with the terms of the Initial Order, on January 12, 2010, the LP Administrative Agent delivered to the LP Entities (with a copy to the Monitor) a notice setting out the aggregate amount owing by each of the LP Entities under the LP Credit Agreement as at the filing date and each LP Secured Lender's pro rata share of same based on the records of the LP Administrative Agent. The Monitor is advised by counsel for the LP Administrative Agent that on January 12, 2010, the LP Administrative Agent also posted a copy of the Secured Lender Claim Notice on the Website.

35. Also on January 12, 2010, the LP Entities delivered to each Hedging Secured Creditor (with a copy to the Monitor and the LP Administrative Agent) a notice setting out the termination amounts owing by each of the LP Entities to each of the Hedging Secured Creditors and the rate of interest payable on such amounts.

36. Under the Claims Process, within five business days of receipt or posting on the Website of the Secured Lender Claim Notice or the Hedging Creditor Claim Notice (as applicable), the LP Entities, the LP Secured Lenders and the Hedging Secured Creditors must advise whether the amounts set out in the Secured Lender Claim Notices or the Hedging Creditor Claim Notices are incorrect by delivering a notice of dispute to the Monitor, failing which, they shall be deemed to have confirmed the amounts set out therein for the purposes of voting and for calculating the entitlement to distribution under the Senior Lenders' Plan. As at the date of this report, the Monitor has not received any notices of dispute.

37. The draft Initial Order also provides that any LP Senior Lender which asserts that its LP Senior Secured Claim includes a claim or claims in addition to the claim for principal or termination amounts (as the case may be), must notify the Monitor (with a copy to the LP Administrative Agent and the LP Entities) of any such additional claims and the amounts thereof by January 22, 2010, failing which, such claims will be forever extinguished and barred. As at the date of this report, the Monitor has not received any notices of any additional claims.

REPORT ON ALTERNATE BIA PROCEEDING & WHETHER CCAA PROCEEDING WAS THE BEST COURSE OF ACTION

38. As described in greater detail in the Pre-filing Report, starting in the second half of 2008, the LP Entities began to experience declines in advertising revenues which had a negative impact on their cash flows, resulting in the LP Entities breaching certain covenants, missing certain principal and interest payments, and defaulting under their various credit facilities and related guarantee obligations in May 2009. As a result of these events of default, amounts under the LP Entities' various credit facilities became immediately due and payable.
39. Following extensive negotiations, on August 31, 2009, the LP Entities and the LP Administrative Agent (with the consent of the Majority Lenders) agreed on the terms and conditions of the Forbearance Agreement, pursuant to which the LP Administrative Agent agreed to forbear, subject to certain terms and conditions, from taking steps to proceed with enforcement of the Existing Security held in support of the loans under the LP Senior Secured Credit Facilities in order to allow the LP Entities and the LP Secured Lenders an opportunity to negotiate a consensual restructuring, recapitalization or reorganization of the affairs of the LP Entities.
40. The Forbearance Agreement expressly contemplated that the LP Entities and the LP Secured Lenders would negotiate the terms of a pre-packaged restructuring or recapitalization to be implemented under CCAA protection.
41. Following expiry of the forbearance period in November 2009, the LP Secured Lenders were in a position to exercise their rights to direct the Collateral Agent to enforce the

Existing Security and, by letter dated December 7, 2009, the LP Administrative Agent advised that it was empowered by the LP Secured Lenders to act (in consultation with the Steering Committee of the LP Secured Lenders) to enforce the rights of the LP Secured Creditors including by “the pursuit of alternative non-consensual courses of action through legal action.”

42. The LP Entities required a stay of proceedings under the CCAA in order to allow them to implement the Support Transaction and allow their financial advisor (under the supervision of the Monitor) to conduct the SISF in order to restructure and reorganize their businesses and preserve their enterprise values.
43. The LP Entities believe that the stability provided by the CCAA stay of proceedings and the Support Transaction will enable them to organize their affairs in the near-to-medium term, maintain employment for as many as possible of their approximately 5,250 FTE employees in Canada and engage with their respective stakeholders in the hopes of achieving a long-term solution to their current financial issues, including restructuring debt and balance sheets in order to preserve enterprise value.
44. The Monitor also notes that approval of the Senior Lenders’ Plan offers the following advantages at this time:
 - i. it provides stability for the LP Entities’ businesses for the duration of the SISF while the market is being tested for potential alternative purchasers of the LP Entities’ businesses;
 - ii. it provides for a going concern sale to AcquireCo or another bidder identified

during and in accordance with the SISP; and

iii. the going concern sale to AcquireCo or another bidder is anticipated to preserve jobs for approximately 5,250 FTE employees in an already highly distressed newspaper publishing industry and presents various economic and social benefits to the Canadian community at large.

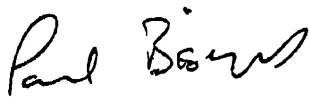
45. In the Monitor's view, a bankruptcy under the BIA in the alternative to the proceedings under the CCAA would not be more beneficial to the LP Entities' creditors. The Monitor is also of the view that the CCAA Proceedings were the best course of action and that it would not be more beneficial to the LP Entities' creditors if proceedings in respect of the LP Entities were taken under the BIA.

46. The Monitor will make further recommendations with respect to the Support Transaction and the Senior Lenders' Plan as contemplated by the SISP, once the results of that process become known. The Monitor will also make further recommendations regarding whether the Senior Lenders' Plan is fair and reasonable as between the LP Entities' creditors and the LP Entities.

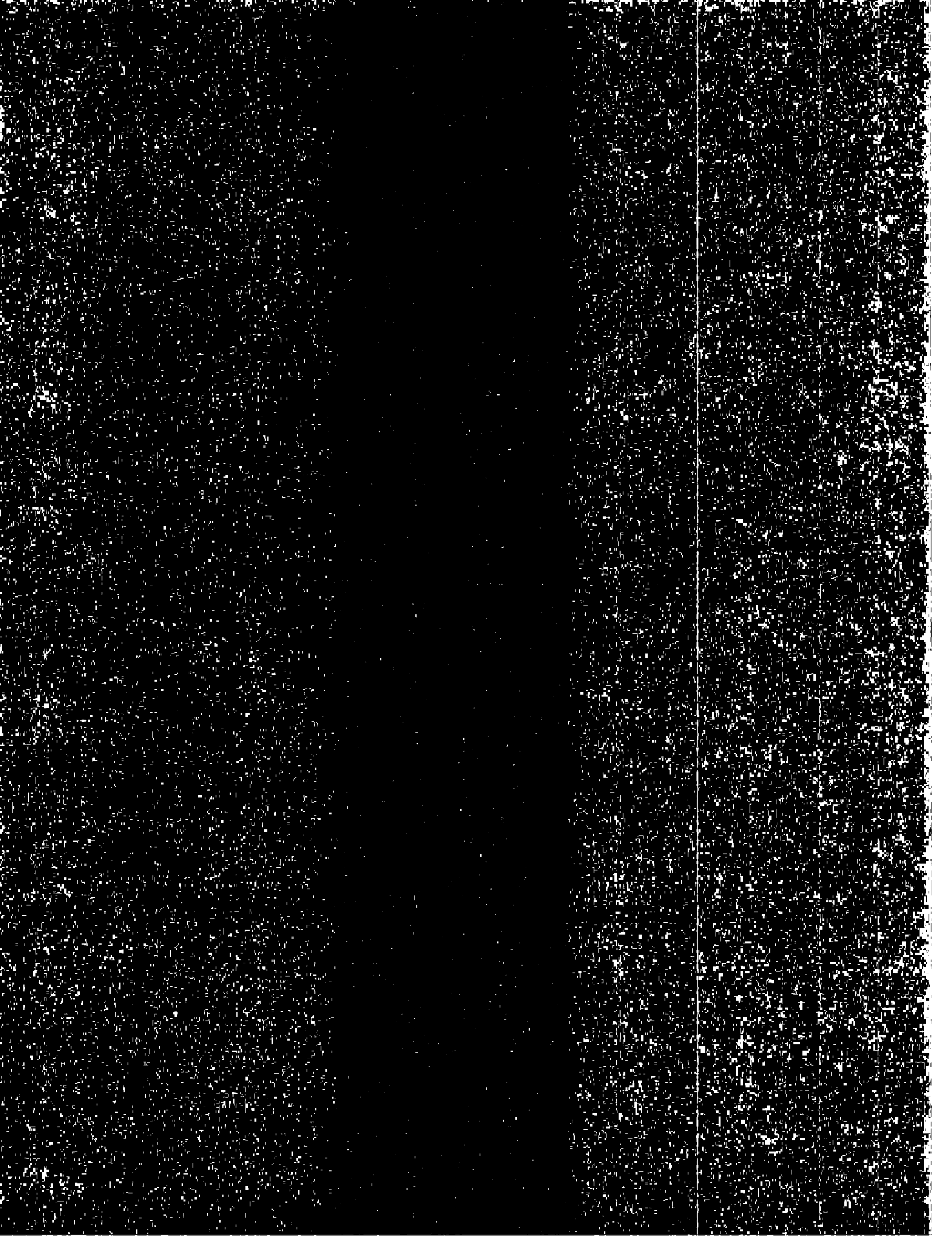
All of which is respectfully submitted this 20th day of January, 2010.

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

A handwritten signature in black ink that reads "Paul Bishop". The signature is written in a cursive style with a large initial "P" and "B".

Paul Bishop
Senior Managing Director



Standards of Professional Practice

No. 09-7
PLAN OF COMPROMISE OR ARRANGEMENT

In this Standard, words importing the singular number or the masculine gender only include more persons, parties or things of the same kind than one, and females as well as males and the converse.

1.00 SCOPE AND PURPOSE

- 1.01 The purpose of this Standard is to provide guidance to a Monitor fulfilling its statutory responsibilities under S.23(1)(d.1) or S.23(1)(i) of the **Companies' Creditors Arrangement Act (CCAA), R.S.C. 1985, c. C-36, as amended**, in respect of a Monitor's Report on a Plan of Compromise or Arrangement.
- 1.02 The Monitor's duties and obligations in respect of a particular CCAA proceeding **shall** be governed by the Act, the applicable orders issued by the court, and this Standard where applicable. To the extent that this Standard conflicts with any order issued by the court, the Monitor **shall** be governed by the order.

2.00 DEFINITIONS

2.01 In this Standard:

"**May**" means the Standard is simply intended to be helpful and the Monitor has full discretion to follow it or not.

"**Should**" means it is appropriate to do so in most circumstances. Where a Monitor judges it appropriate to do otherwise, the Monitor should consider the advisability of documenting the reasons for its decision.

"**Shall**" means the Standard is mandatory and the Monitor must follow it.

2.02 In this Standard:

"**Act**" means the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended;

Standards of Professional Practice

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PLAN OF COMPROMISE OR ARRANGEMENT

“**Association**” means Canadian Association of Insolvency and Restructuring Professionals / Association canadienne des professionnels de l’insolvabilité et de la réorganisation;

“**BIA**” means the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended;

“**CCAA Plan**” or “**Plan of Compromise or Arrangement**” means a plan of compromise or arrangement prepared by or in respect of a Company in accordance with the Act;

“**Company**” means a debtor company, as defined in Section 2 of the Act, that intends to commence or has commenced, as the case may be, a proceeding under the Act or in respect of whom a proceeding under the Act has been commenced;

“**Monitor**” in respect of a Company, means the person appointed by the court pursuant to Section 11.7 of the Act to monitor the business and financial affairs of the Company;

“**Monitor’s Report**” means the report on the CCAA Plan issued by the Monitor in accordance with Section 23(1)(d.1) or 23(1)(i) of the Act; and

“**Related Persons**” means persons, one of whom is the Company, who are “related persons” as defined in Section 4(2) of the BIA.

3.00 ASSISTING THE COMPANY

- 3.01 The Monitor **may** assist the Company in the preparation of the CCAA Plan and in negotiating and discussing the terms of the CCAA Plan with the Company’s stakeholders.
- 3.02 The Monitor **shall** advise the Company that the development and substance of the CCAA Plan is the responsibility of the Company and that the Monitor has a duty to report to the court on the CCAA Plan.
- 3.03 The Monitor **should** advise the Company that any information given by the Company to the Monitor may be disclosed to the court and the creditors.
- 3.04 The Monitor **should** ensure that, in its view, the CCAA Plan satisfies the express requirements of the Act.

Standards of Professional Practice

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PLAN OF COMPROMISE OR ARRANGEMENT

4.00 MONITOR'S REPORT

4.01 The Monitor's Report **should** include the following:

- a) An appropriate disclaimer / notice to reader, summarizing the scope of the Monitor's review, the documents or information on which it relied, and the possible limitations of such information.
- b) Background information on the Company, including:
 - Identification of the ownership of the Company
 - Overview of the Company's business and recent financial results
 - Material assets and liabilities
 - Causes of financial difficulties
- c) Commentary on operations, including:
 - Current and anticipated future status of operations following implementation of the plan (e.g. whether operations are to be continued or shut down)
 - Significant developments since the filing of the CCAA application
 - A summary of the operating results for the operations since the filing of the CCAA application
- d) Summary of the material terms and conditions of the CCAA Plan, including material conditions precedent to plan implementation, and the timing and quantum of estimated recoveries to each class of creditors
- e) Conduct of the Company during its proceedings under the Act, including:
 - Disclosure of the review performed by the Monitor of any potential preferences, fraudulent conveyances or other transactions at undervalue, and any conclusions reached by the Monitor with respect to same. If no work in this respect has been performed or the work is still in progress, the Monitor **should** advise creditors of this fact.

Standards of Professional Practice

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PLAN OF COMPROMISE OR ARRANGEMENT

- The Company's breach of, or non-compliance with, any requirement under the Act or pursuant to any order issued by the court in the Company's proceedings under the Act.
 - Whether, in the Monitor's view, the Company has acted and continues to act in good faith and with due diligence.
- f) Resolution of Claims against the Company, including:
- A summary of all claims made against the Company, including an overview of the results of any claims bar process and any disputed or unresolved claims
 - A review of claims resulting from the Company's disclaimer or resiliation of agreements
 - Identification of all claims involving Related Persons and the nature of the Monitor's review, if any, to ascertain the validity of such claims and the transactions giving rise to such claims
 - Identification of any trust claims and any claims that cannot be compromised in a CCAA Plan in accordance with the Act
 - Monitor's opinion on the reasonableness of including a provision in the CCAA Plan that stipulates that Sections 38, 95 to 101 of the BIA do not apply in the Plan of Compromise or Arrangement
 - Results of any legal opinion available to the Monitor on the validity of secured creditors' claims
 - A general discussion of claims against Related Persons, including directors and officers of the Company, that are compromised or otherwise affected pursuant to the CCAA Plan
- g) Report on alternate BIA proceeding, which identifies:
- The reasons for commencing formal proceedings under the Act
 - Whether a bankruptcy under the BIA in the alternative to the proceedings under the Act would, to the extent determinable, be more beneficial to the Company's

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creditors and a comparison of the likely treatment and recovery of the Company's stakeholders to the extent determinable

- h) Monitor's conclusion that the CCAA proceedings were the best course of action. Informing the court if the Monitor is of the view that it would be more beneficial to the Company's creditors if proceedings in respect of the Company were taken under the BIA;
- i) Other material considerations, including:
- The level of support for the CCAA Plan by each class of creditors voting on the CCAA Plan
 - The formation, composition and known activities of a Creditors' Committee, if any
 - Monitor's final recommendations, including the Monitor's opinion on whether, in the circumstances, the plan is advantageous to the Company's creditors, and is fair and reasonable as between the Company's creditors and the Company
 - If the Monitor objects to the CCAA Plan or makes no recommendation, the Monitor **shall** indicate the reasons for same.

4.02 The Monitor **should** ensure adequate disclosure of all of its assumptions in preparing the Monitor's Report and in formulating the commentary and conclusions therein.

4.03 In the case of a Monitor's Report under S.23(1)(d.1), the Monitor **shall** send by mail, courier, email or other means authorized by court order either the Monitor's Report or Notice of the availability of the Monitor's Report (on its website) to every known creditor with a proven claim and the Superintendent of Bankruptcy, or as otherwise specified by the court, at least seven days before the day on which the meeting of creditors referred to in section 4 or 5 under the CCAA is to be held.

4.04 In the case of a Monitor's Report under S.23(1)(i), if nothing material has come to the Monitor's attention that prevents it from filing the Monitor's Report, the Monitor **shall** prepare, sign and file the Monitor's Report prior to the commencement of the hearing of a motion by the court to sanction the CCAA Plan.

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PLAN OF COMPROMISE OR ARRANGEMENT

- 4.05 The Monitor **shall** file the Monitor's Report with the court at least seven days before the day on which the meeting of creditors is to be held (or other such time as may be ordered by the court).



RBC Capital Markets, as Exclusive Financial Advisor to

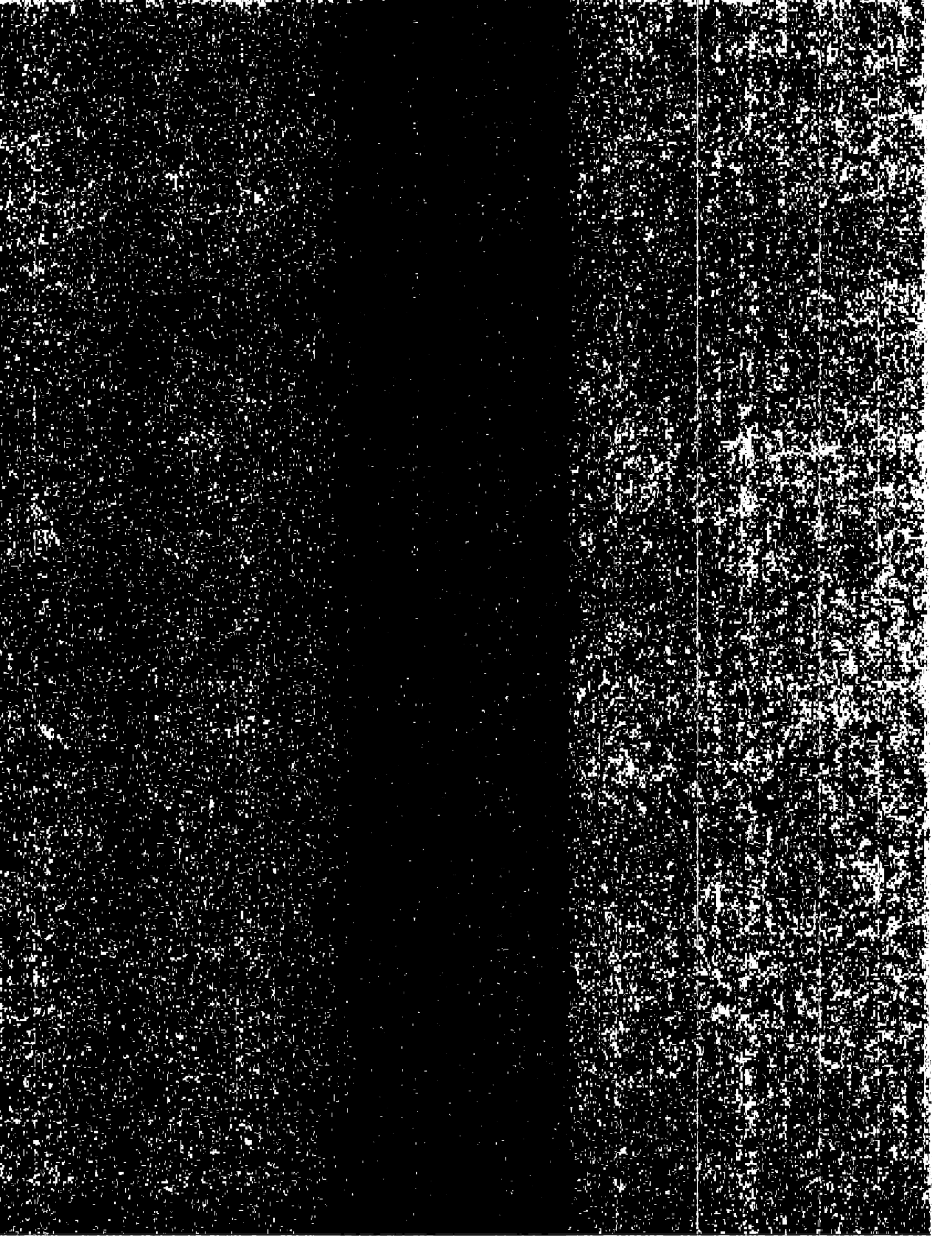
Canwest Limited Partnership / Canwest Société en Commandite,
Canwest (Canada) Inc., Canwest Publishing Inc. / Publications
Canwest Inc., National Post Inc. and Canwest Books Inc.
(together, the "LP Entities")

is seeking expressions of interest in connection with a potential sale of all of the property, assets and business of, or equity investment in and recapitalization of, the LP Entities. This business contains some of Canada's best known newspaper brands that dominate in their markets, including National Post, Vancouver Sun, Calgary Herald, Edmonton Journal, Ottawa Citizen and Montreal Gazette. It also includes the Canada.com network, the rapidly growing online news and information sites. Persons interested in obtaining more information about this opportunity should contact Phil Porat of RBC Capital Markets at (416) 842-8021

NOTICE IS HEREBY GIVEN that a sale and investor solicitation process is being conducted pursuant to an initial order dated January 8, 2010 granted by the Ontario Superior Court of Justice (Commercial Division) following the filing for creditor protection under the provisions of the Companies' Creditors Arrangement Act.

RBC Capital Markets is soliciting expressions of interest from prospective strategic or financial parties to acquire all of the property, assets and business of the LP Entities or to invest in the LP Entities. Interested parties should contact Phil Porat of RBC Capital Markets at: (416) 842-8021

The StarPhoenix THE VANCOUVER SUN ~~OTTAWA CITIZEN~~ NATIONAL POST The Gazette
CALGARY HERALD The Province TIMES COLONIST EDMONTON JOURNAL THE WINDSOR STAR
LEADER-POST househunting.ca driving.ca DOSE.ca shopLocal
canada.com celebrating.com remembering.ca RPinformart.ca working.com





January 12, 2010 04:49 PM Eastern Time

Canwest Limited Partnership Initiates Sale and Investor Solicitation Process

WINNIPEG—(BUSINESS WIRE)—Canwest Global Communications Corp. ("Canwest" or the "Company") announced today that a sale and investor solicitation process (the "SISP") has been initiated with respect to the assets and operations of Canwest Limited Partnership / Canwest Societe en Commandite ("Canwest LP"), Canwest (Canada) Inc. and their subsidiaries Canwest Publishing Inc. / Publications Canwest Inc., National Post Inc. and Canwest Books Inc. (collectively the "LP Entities").

RBC Capital Markets, financial advisor to the LP Entities, has begun solicitation of indications of interest from prospective strategic or financial parties.

Further to the Company's January 8, 2010 news release regarding the commencement of proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), a notice of the commencement of the SISP (the "Notice") will be published tomorrow in the *National Post* seeking expressions of interest in connection with a potential sale of all of the property, assets and businesses of, or equity investment in and recapitalization of, the LP Entities. The LP Entities contain some of Canada's best known newspaper brands that dominate their markets including the *National Post*, *The Vancouver Sun*, *Calgary Herald*, *Edmonton Journal*, *Ottawa Citizen* and *The Gazette*. In addition to 34 newspapers, they also include a large and growing digital media business made up of approximately 50 websites including the *canada.com* and other online and mobile operations.

The Notice was issued pursuant to the terms of the initial order (the "Initial Order") obtained by the LP Entities from the Ontario Superior Court of Justice (Commercial Division) (the "Court"). The full text of the Notice is set out below.

NOTICE IS HEREBY GIVEN that a sale and investor solicitation process is being conducted pursuant to an initial order dated January 8, 2010 granted by the Ontario Superior Court of Justice (Commercial Division) following the filing for creditor protection under the provisions of the *Companies' Creditors Arrangement Act*.

RBC Capital Markets is soliciting expressions of interest from prospective strategic or financial parties to acquire all of the property, assets and business of the LP Entities or to invest in the LP Entities. Interested parties should contact Phil Porat of RBC Capital Markets at: (416) 842-8021.

The timing and procedures governing the sale and investor solicitation process, the terms of participation by prospective purchasers or prospective strategic or financial investors, and the criteria for the submission, evaluation and selection of bids are set out in the Initial Order. FTI Consulting Canada Inc., the Court-appointed monitor in the CCAA proceedings, will supervise the SISP in accordance with the terms of the Initial Order.

There can be no assurance that the SISP will lead to a transaction, or as to the terms of any such transaction.

Forward Looking Statements:

This news release contains certain forward-looking statements about the objectives, strategies, financial conditions, results of operations and businesses of Canwest. Statements that are not historical facts are forward-looking and are subject to important risks, uncertainties and assumptions. These statements are based on our current expectations about our business and the markets in which we operate, and upon various estimates and assumptions. The results or events predicted in these forward-looking statements may differ materially from actual results or events if known or unknown risks, trends or uncertainties affect our business, or if our estimates or assumptions turn out to be inaccurate. As a result, there is no assurance that the circumstances described in any forward-looking statement will materialize. Significant and reasonably foreseeable factors that could cause our results to differ materially from our current expectations are discussed in the section entitled "Risk Factors" contained in our Annual Information Form for the year ended August 31, 2009 dated November 26, 2009 filed by Canwest

Global Communications Corp. with the Canadian securities commissions (available on SEDAR at www.sedar.com). Unless required by law, we disclaim any intention or obligation to update any forward-looking statement even if new information becomes available, as a result of future events or for any other reason.

About Canwest Global Communications Corp.

Canwest Global Communications Corp. (www.canwest.com) (TSX-V: CGS and CGS.A) is Canada's largest media company. In addition to owning the Global Television Network, operating 18 industry-leading specialty channels and having ownership in 5 specialty channels, Canwest is Canada's largest publisher of English-language paid daily newspapers and owns and operates more than 80 online properties.

Contacts

Canwest Global Communications Corp.

Media Contact:

John Douglas, *Senior Vice President, Public Affairs*, (204)

953-7737

jdouglas@canwest.com

or

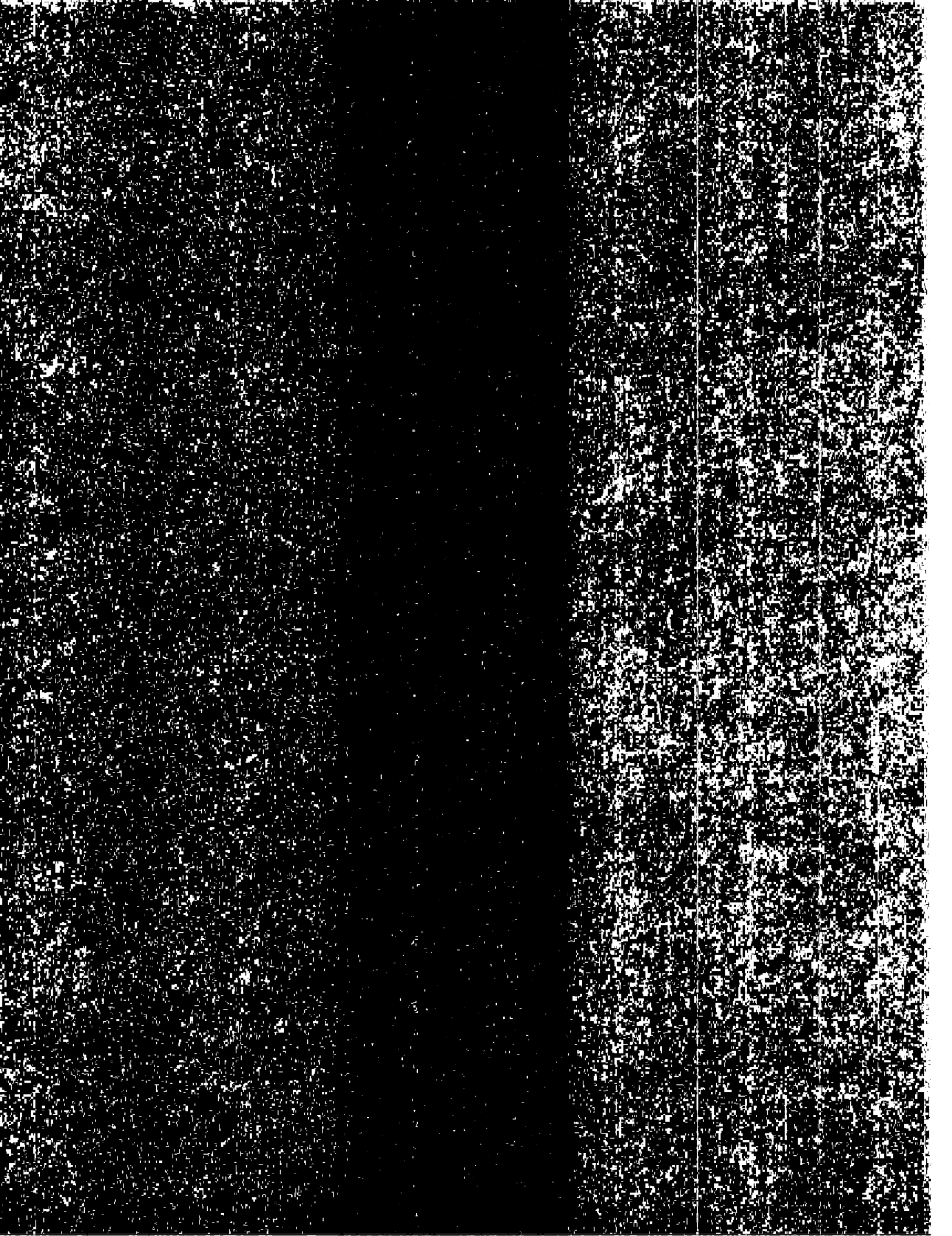
Investor Contact:

Hugh Harley, *Director, Investor Relations*, (204) 953-7731

hharley@canwest.com

Permalink: <http://www.businesswire.com/news/home/20100112007216/en/Canwest-Limited-Partnership-Initiates-Sale-Investor-Solicitation>





**NOTICE TO CREDITORS of Canwest Publishing Inc./Publications Canwest Inc.,
Canwest Books Inc., Canwest (Canada) Inc. (collectively, the "Applicants"), and Canwest
Limited Partnership/Canwest Societe Commandite (collectively, with the Applicants, the
"LP Entities")**

RE: NOTICE OF CCAA FILING

NOTICE IS HEREBY GIVEN that on January 8, 2010 the LP Entities sought and obtained from the Ontario Superior Court of Justice (Commercial List) at Toronto an initial order (the "Initial Order") under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") under court file number CV-10-8533-00CL. Pursuant to the Initial Order, FTI Consulting Canada Inc. has been appointed as CCAA monitor (the "Monitor").

PLEASE TAKE NOTICE that a copy of the Initial Order and other public information concerning these CCAA proceedings can be found on the Monitor's website at <http://cfcanada.fticonsulting.com/clp>, or may be obtained by contacting the Monitor at:

FTI Consulting Canada Inc.
Court-appointed Monitor of the LP Entities
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, Ontario M5K 1G8
Attention: Pamela Luthra

Telephone: 1-888-310-7627
Fax: 416-649-8101
Email: CanwestLP@fticonsulting.com

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.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

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

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

David R. Byers LSUC #: 22992W
Tel: (416) 869-5697
Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236
Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Fax: (416) 861-0445

Lawyers for the Monitor

APPENDIX “B”

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

and

CANWEST LIMITED PARTNERSHIP/CANWEST SOCIETE EN COMMANDITE

SENIOR LENDERS MEETING

January 27, 2010

12:30 p.m.

REPORT OF SCRUTINEER ON ATTENDANCE

All terms used but not defined herein shall have the meaning ascribed to them in the Initial Order of Justice Pepall dated January 8, 2010 (the "Initial Order").

The undersigned scrutineer hereby reports that the following Senior Lenders to Canwest Publishing Inc./Publishing Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively, the "LP Entities") holding Accepted Senior Voting Claims (as determined pursuant to the Senior Lenders Claims Process set out in the Initial Order) were present and voting at the meeting referred to above (the "Senior Lenders Meeting") either in person or by proxy, as indicated, representing an aggregate value of the Accepted Senior Voting Claims as set out below.

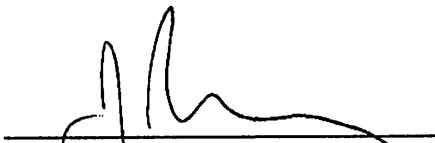
<u>Method of Voting</u>	<u>Number of Senior Lenders holding Accepted Senior Voting Claims Represented</u>	<u>Aggregate Value of Accepted Senior Voting Claims</u>
by proxy	<u>156</u>	<u>\$ 792,022,423.36</u>
in person	<u>1</u>	<u>\$ 26,915,489.15</u>
Totals ¹	<u>157</u>	<u>\$ 818,937,912.51</u>

¹ The Monitor received 137 proxies by 5 p.m. on January 25, 2010. The Monitor received and accepted 19 additional proxies submitted after 5 p.m. on January 25, 2010, the deadline set for submission of proxies in the

There were no Unresolved Senior Claims as at the date of the Senior Lenders Meeting.

The total number of Senior Lenders holding Accepted Senior Voting Claims represented in person or by proxy at the Senior Lenders Meeting was 157, representing 86.7% out of a total of 181 Accepted Senior Voting Claims. Accordingly, the undersigned scrutineer hereby reports that a quorum, consisting of at least one Senior Lender holding an Accepted Senior Voting Claim presented in person or by proxy, was present at the Senior Lenders Meeting.

DATED the 27th day of January, 2010.


Name of Scrutineer
(please print)
J. P. ORTEGA

Initial Order. The impact of these 19 proxies voted in favour of the Senior Lenders' Plan do not alter the outcome of the vote. One LP Senior Secured Lender voted in person at the Senior Lenders' Meeting.

APPENDIX “C”

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

and

CANWEST LIMITED PARTNERSHIP/CANWEST SOCIETE EN COMMANDITE

SENIOR LENDERS MEETING

January 27, 2010

12:30 p.m.

REPORT OF SCRUTINEER ON VOTING

All terms used but not defined herein shall have the meaning ascribed to them in the Initial Order of Justice Pepall dated January 8, 2010 (the "Initial Order").

The undersigned scrutineer hereby reports on the results of voting by the Senior Lenders to Canwest Publishing Inc./Publishing Canwest Inc., Canwest Books Inc., Canwest (Canada) Inc. and Canwest Limited Partnership/Canwest Societe en Commandite (collectively, the "LP Entities") holding Accepted Senior Voting Claims (as determined pursuant to the Senior Lenders Claims Process set out in the Initial Order) who were present and voting at the meeting referred to above (the "Senior Lenders Meeting") either in person or by proxy, as indicated, representing an aggregate value of the Accepted Senior Voting Claims as set out below.

1. Number of Senior Lenders holding Accepted Senior Voting Claims and Value of Accepted Senior Voting Claims Voted FOR the Resolution Approving the Senior Lenders CCAA Plan

<u>Method of Voting</u>	<u>Number of Senior Lenders holding Accepted Senior Voting Claims Represented</u>	<u>Aggregate Value of Accepted Senior Voting Claims</u>
by proxy	<u>152</u>	<u>\$ 699,304,175.65</u>
in person	<u>1</u>	<u>\$ 26,915,489.15</u>

Totals¹ 153 \$ 726,219,664.80

2. Number of Senior Lenders holding Accepted Senior Voting Claims and Value of Accepted Senior Voting Claims Voted AGAINST the Resolution Approving the Senior Lenders CCAA Plan

<u>Method of Voting</u>	<u>Number of Senior Lenders holding Accepted Senior Voting Claims Represented</u>	<u>Aggregate Value of Accepted Senior Voting Claims</u>
by proxy	<u>4</u>	<u>\$ 92,718,247.71</u>
in person	<u>0</u>	<u>\$ 0</u>
Totals ²	<u>4</u>	<u>\$ 92,718,247.71</u>

153 Senior Lenders holding Accepted Senior Voting Claims representing an aggregate value of \$726 million of Accepted Senior Voting Claims present and voting in person or by proxy at the Senior Lenders Meeting voted FOR the resolution approving the Senior Lenders CCAA Plan. The number of Senior Lenders holding Accepted Senior Voting Claims that voted FOR the resolution approving the Senior Lenders CCAA Plan represents 97.5% of the total number of Senior Lenders holding Accepted Senior Voting Claims present and voting at the Senior Lenders Meeting. The value of Accepted Senior Voting Claims voted FOR the resolution approving the Senior Lenders CCAA Plan represents 88.7% of the aggregate value of Accepted Senior Voting Claims present and voting in person or by proxy at the Senior Lenders Meeting.

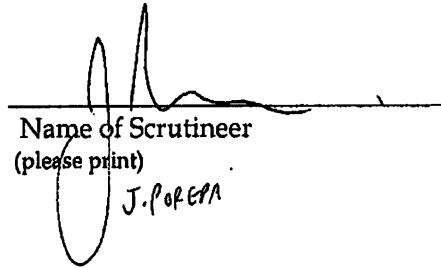
¹ The Monitor received 137 proxies by 5 p.m. on January 25, 2010. The Monitor received and accepted 19 additional proxies submitted after 5 p.m. on January 25, 2010, the deadline set for submission of proxies in the Initial Order. The impact of these 19 proxies voted in favour of the Senior Lenders' Plan do not alter the outcome of the vote. One LP Senior Secured Lender voted in person at the Senior Lenders' Meeting.

² Refer to Footnote 1 for details.

There were no Unresolved Senior Claims as at the date of the Senior Lenders Meeting.

On the basis of the foregoing, a majority in number of the Senior Lenders holding Accepted Senior Voting Claims representing more than 88.7% of the value of Accepted Senior Voting Claims present and voting at the Senior Lenders Meeting have voted in favour of the resolution approving the Senior Lenders CCAA Plan.

DATED the 27th day of January, 2010.


Name of Scrutineer
(please print)
J. Popoff

APPENDIX “D”

Appendix “D”

Variances in Actual Receipts and Disbursements

The LP Entities’ actual cash flow for the period from January 4, 2010 to January 24, 2010 (“the **Current Period**”), was approximately \$17.4 million better than the Cash Flow Projection, which was filed as Appendix B to the Pre-filing Report of the Proposed Monitor, as summarized below:

	Forecast	Actual	Variance
	\$000s	\$000s	\$000s
Total Operating Receipts	70,465	65,717	(4,748)
Disbursements			
Payroll & Benefits Disbursements	(27,160)	(26,375)	785
Operating Disbursements	(24,148)	(6,284)	17,864
Capital Expenditure Disbursements	(1,646)	3	1,650
Inter Company Disbursements	-	-	-
Interest	(3,063)	(3,004)	59
Total Disbursements	(56,018)	(35,660)	20,358
Net Operating Cashflows	14,447	30,057	15,610
National Post (Advances)/Repayments	(1,352)	(410)	942
Restructuring Costs			
Professional Fees and Other Restructuring Fees	(3,828)	(2,623)	1,205
Critical Supplier Payment	(6,000)	(7,107)	(1,107)
DIP Interest/Fees	(1,025)	(313)	712
Total Restructuring costs	(10,853)	(10,042)	811
Total Net Cashflow	2,242	19,605	17,362
Opening Unrestricted Cash	34,655	34,655	-
Total Cash	36,897	54,260	17,362

Explanations for the key variances in actual receipts and disbursements compared to the Initial Forecast are as follows:

1. The unfavourable variance \$4.7 million in Total Receipts for the Current Period is made up of approximately:
 - a. \$4.0 million which relates to differences in the timing of collections. The delay of receipts caused by a holiday period has not rebounded as quickly as forecast, although Management expects this variance to correct itself in the upcoming weeks; and
 - b. \$0.7 million which relates to a permanent difference resulting from lower revenues than forecast.

2. The favourable variance of \$0.8 million in Payroll & Benefits Disbursements is due to payroll expenses, including benefits and remittances to CRA/Revenue Quebec, being less than forecast. The permanent lower than forecasted payroll expenses are a result of managing vacancies in the business and are not expected to reverse in the upcoming weeks.

3. The favourable variance of \$17.9 million in Operating Disbursements is due to timing differences in respect of credit terms with vendors. Due to ongoing discussions and negotiations with suppliers within the first weeks of the Filing, there has been less change than expected in respect of supplier payment terms.

4. The favourable variance of \$1.7 million in Capital Expenditure Disbursements is due to a delay in the timing of expenditures for capital projects. As the budget for total

capital expenditures for the year has not changed, Management expects this temporary variance to reverse over the fiscal year.

5. The favourable variance of \$1.2 million in Professional Fees is due to timing of receipt of invoices and is expected to reverse in the upcoming weeks as invoices are submitted.
6. The adverse variance of \$1.1 million in Critical Supplier payments is due to timing differences. Payments to critical suppliers were higher than anticipated in the initial weeks of the CCAA, but Management expects the variance to reverse over the next couple weeks.
7. The favourable variance of \$0.7 million in DIP Interest/Fees is due to the timing of the Initial Fees connected to the closing date of the facility. The forecast assumes that the closing date occurred within the Period and that fees would be paid in the same period. The LP Entities are currently in discussions to finalize the facility and therefore Management expects the variance to reverse once the facility is finalized.

APPENDIX "E"

Canwest Limited Partnership
WEEKLY CASH FLOW
January 25, 2010 to April 18, 2010

CAD 000s	Jan	Feb	Feb	Feb	Feb	Mar	Mar	Mar	Mar	Apr	Apr	Apr	TOTAL
Beginning (Monday)	25-Jan-10	1-Feb-10	8-Feb-10	15-Feb-10	22-Feb-10	1-Mar-10	8-Mar-10	15-Mar-10	22-Mar-10	29-Mar-10	5-Apr-10	12-Apr-10	25-Jan-10
Ending (Sunday)	31-Jan-10	7-Feb-10	14-Feb-10	21-Feb-10	28-Feb-10	7-Mar-10	14-Mar-10	21-Mar-10	28-Mar-10	4-Apr-10	11-Apr-10	18-Apr-10	18-Apr-10
Operating Cashflow													
Receipts													
Operating Receipts	24,415	22,264	21,478	20,566	20,148	18,161	20,122	19,435	19,268	19,884	19,646	19,293	244,681
Related Party Receipts	2,843	-	-	-	2,809	-	-	-	-	2,830	-	-	8,482
Total Operating Receipts	27,258	22,264	21,478	20,566	22,957	18,161	20,122	19,435	19,268	22,714	19,646	19,293	253,163
Disbursements													
Payroll & Benefits	(8,253)	(8,225)	(9,478)	(7,728)	(8,799)	(7,092)	(7,470)	(9,805)	(6,863)	(6,659)	(8,277)	(12,033)	(100,283)
Operating Disbursements	(11,846)	(8,108)	(8,108)	(8,379)	(11,352)	(8,798)	(8,798)	(8,824)	(12,128)	(8,766)	(7,63)	(6,829)	(108,763)
Capital Expenditure Disbursements	(801)	(516)	(646)	(576)	(1,151)	(566)	(626)	(821)	(516)	(763)	(510)	(590)	(8,082)
Inter Company Disbursements	(4,538)	-	-	-	(3,297)	-	-	-	-	(3,396)	-	-	(11,231)
Interest	(145)	-	-	-	(3,293)	-	-	-	(2,767)	(131)	-	-	(8,336)
Total Disbursements	(25,684)	(16,849)	(18,232)	(16,683)	(27,893)	(16,456)	(16,594)	(19,450)	(22,274)	(19,715)	(15,616)	(19,452)	(224,797)
Net Operating Cashflows	1,675	5,415	3,246	3,882	(4,936)	1,705	3,529	(15)	(3,006)	2,999	4,030	(158)	18,366
National Post (Advances)/Repayments	(72)	(447)	(987)	(462)	(273)	300	(547)	(1,700)	(801)	2,335	(632)	7	(3,278)
Restructuring Costs													
Professional Fees - Restructuring	(1,563)	(950)	(498)	(565)	(500)	(665)	(510)	(488)	(488)	(775)	(835)	(488)	(8,343)
Critical Supplier Payment	(2,000)	(1,500)	(1,393)	-	-	-	-	-	-	-	-	-	(4,893)
Other restructuring	(3,237)	(151)	(56)	(56)	(56)	(95)	-	(130)	-	(95)	-	(130)	(4,005)
DIP Interest/Fees	(22)	(713)	-	-	(29)	-	-	-	-	(32)	-	-	(795)
Total - Restructuring costs	(6,841)	(3,313)	(1,947)	(622)	(585)	(760)	(510)	(618)	(488)	(901)	(835)	(618)	(18,036)
Total Net Cashflow	(5,238)	1,656	312	2,799	(5,794)	1,245	2,471	(2,332)	(4,294)	4,433	2,563	(769)	(2,949)
Opening Unrestricted Cash	54,260	49,022	50,677	50,989	53,788	47,994	49,239	51,710	49,378	45,084	49,517	52,080	54,260
Total Cash	49,022	50,677	50,989	53,788	47,994	49,239	51,710	49,378	46,084	49,517	52,080	51,311	(51,311)

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.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at Toronto

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

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Lawyers for the Monitor