

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

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

APPLICANTS

NOTICE OF LP SUBORDINATED LENDER PRO RATA CLAIMS

TO: CANWEST LIMITED PARTNERSHIP, on behalf of the LP Entities

COPY TO: LP SUBORDINATED LENDERS (by way of posting to Subordinated Lenders' Website)

COPY TO: FTI Consulting Canada Inc., Monitor of the LP Entities

This notice is issued pursuant to the Creditors' Meeting Order issued in the CCAA proceeding of Canwest Publishing Inc./Publications Canwest Inc., Canwest Books Inc. and Canwest (Canada) Inc. (the "**Applicants**") and Canwest Limited Partnership (collectively, with the Applicants, the "**LP Entities**") on May 17, 2010 by the Honourable Madam Justice Pepall (the "**Creditors' Meeting Order**"). Capitalized terms used herein are as defined in the Creditors' Meeting Order unless otherwise noted. A copy of the Creditors' Meeting Order can be obtained from the website of FTI Consulting Canada Inc., the Monitor of the LP Entities, at <http://cfcanada.fticonsulting.com/clp>.

THE AGGREGATE CLAIM OF THE LP SUBORDINATED LENDERS IS BEING ESTABLISHED PURSUANT TO THE TERMS OF THE CLAIMS PROCEDURE ORDER, AS AMENDED.

Each LP Subordinated Lender's *pro rata* share of the Subordinated Lender Claims based upon the LP Subordinated Agent's records, is set out in Schedule "A" attached hereto.

If you agree with the amounts set out in this Notice of LP Subordinated Lender Pro Rata Claims, you are not required to respond. If you disagree with the amounts set out in this Notice of LP Subordinated Lender Pro Rata Claims you must deliver a Notice of Dispute - LP Subordinated Lender Pro Rata Claims to the Monitor (with a copy to the LP Subordinated Agent), by no later than **5:00 pm (Toronto time) on May 27, 2010.**

IF YOU FAIL TO DELIVER A NOTICE OF DISPUTE – LP SUBORDINATED LENDER PRO RATA CLAIMS BY 5:00 PM (TORONTO TIME) ON MAY 27, 2010, THEN YOU SHALL BE DEEMED TO HAVE ACCEPTED THE AMOUNT DESIGNATED AS YOUR *PRO RATA* SHARE OF THE LP SUBORDINATED LENDER CLAIMS SET OUT IN THIS NOTICE OF LP SUBORDINATED LENDER PRO RATA CLAIMS AS YOUR PROVEN CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION UNDER THE PLAN.

DATED at Toronto, this 17th day of May, 2010.

THE BANK OF NOVA SCOTIA, in its capacity as LP Subordinated Agent
Scotia Plaza
40 King Street West
Box 4085
Station "A"
Toronto, Ontario
M5N 2X6

Attention: Rob King
Fax: 416-866-2010
E-mail: rob_king@scotiacapital.com

SCHEDULE "A"

LP SUBORDINATED LENDERS' PRO RATA SHARES OF SYNDICATE CLAIMS

ONTARIO
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and CANWEST (CANADA) INC.

APPLICANTS

NOTICE OF DISPUTE – LP SUBORDINATED LENDER PRO RATA CLAIMS

1. Particulars of the Disputing Claimant:

LP Subordinated Lender

(i) Full legal name: _____

(ii) Full Mailing Address _____

(iii) Telephone Number: _____

(iv) Facsimile: _____

(v) E-mail Address: _____

(vi) Attention: _____

2. DISPUTE OF VALUATION OF PRO RATA CLAIMS:

The Disputing Claimant disputes the amounts set out in the Notice of Claim – LP Subordinated Lender Pro Rata Claim.

3. REASONS FOR DISPUTE:

(Provide full particulars of the dispute, including the amount in dispute, the reasons for dispute and supporting documentation)

THIS NOTICE OF DISPUTE – LP SUBORDINATED LENDER PRO RATA CLAIM MUST BE RETURNED TO AND RECEIVED BY THE MONITOR WITH A COPY TO THE AGENT BY NO LATER THAN 5:00 PM (TORONTO TIME) ON MAY 27, 2010 AT THE FOLLOWING ADDRESS OR FACSIMILE:

TO:

FTI CONSULTING CANADA INC., in its capacity as 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: 416-649-8070

Fax: 416-649-8101

E-mail: CanwestLP@fticonsulting.com

COPY TO:

THE BANK OF NOVA SCOTIA, in its capacity as LP Subordinated Agent

Scotia Plaza
40 King Street West
Box 4085
Station "A"
Toronto, Ontario
M5N 2X6

Attention: Rob King

Fax: 416-866-2010

E-mail: rob_king@scotiacapital.com

Dated at _____ this _____ day of _____, 2010

Per: