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July 21, 2005

BY EMAIL AND REGULAR MAIL

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Attention: Paul M. Dudek, Esq.
Chief, Office of International Corporate Finance
Division of Corporation Finance
Mail Stop 03-02

Re: Succession-Related Issues Arising Out of the Amalgamation of Can West Media Inc. and 3815668 Canada Inc.

Dear Mr. Dudek:

We are writing on behalf of CanWest Media Inc., a Canadian corporation ("New CMI"), to request advice of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") with respect to a number of succession-related issues under the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), arising out of the November 18, 2004 amalgamation of CanWest Media Inc., a Canadian corporation ("Old CMI"), with its immediate parent, 3815668 Canada Inc., a Canadian corporation ("Intermediate HoldCo"), to form New CMI, which is also named CanWest Media Inc. New CMI is a direct wholly-owned subsidiary of CanWest Global Communications Corp. ("CanWest"), a Canadian corporation with shares listed on the New York Stock Exchange and the Toronto Stock Exchange.

CanWest is an international media company with interests in television, newspapers, radio and internet operations in Canada, Australia, New Zealand and the Republic of Ireland, and holds its media interests through a series of holding companies. This letter addresses the amalgamation of two of these holding companies: Intermediate HoldCo and Old CMI. Prior to the amalgamation, Intermediate HoldCo was a direct wholly-owned subsidiary of CanWest, with no operations other than the holding of its 100% interest in Old CMI. Old CMI was a direct wholly-owned subsidiary of Intermediate HoldCo with no material operations other than the holding of its 100% equity interest in Global Television Network Inc., a Canadian corporation that performs certain Canadian television operating functions and also holds an interest in a number of other Canadian corporations within the CanWest group.

Prior to the amalgamation, Old CMI had been a reporting company under Section 15(d) of the Exchange Act since September 2001, when it conducted an A/B exchange offer for a series of notes (the "CMI Senior Subordinated Notes") pursuant to an effective registration statement on Form F-4. In addition to this initial registration statement on Form F-4, Old CMI had two additional registration statements: (i) a Form F-4 registration statement filed and declared effective in 2003 relating to an A/B exchange offer for its senior notes (the "CMI Senior Notes") and (ii) a resale registration statement on Form F-3 (the "Resale F-3") filed and declared effective in 2004 relating to resales by an affiliate of certain senior subordinated notes. Old CMI met the eligibility requirements for Form F-2, and also met the registrant requirements set forth in General Instruction I.A of Form F-3. The Resale F-3 was filed pursuant to General Instruction I.B.3 of Form F-3. Intermediate HoldCo has never filed registration statements with the Commission and had no reporting obligations under the Exchange Act. Pursuant to Rule 15d-5, New CMI has assumed the duty of Old CMI to file reports under Section 15(d) and has continued to make periodic filings under the Exchange Act.

Background

Each of Intermediate HoldCo and Old CMI was originally formed in the fall of 2000 in connection with the financing of CanWest's November 2000 acquisition of certain publishing assets from Hollinger International ("Hollinger"). As part of the financing of that acquisition:

- Intermediate HoldCo issued a series of notes (the "Old HoldCo Notes") to Hollinger.
- Old CMI simultaneously issued to Intermediate HoldCo an equal aggregate principal amount of a series of junior subordinated debentures (the "Old CMI Notes").

The payment obligations under the Old CMI Notes were designed to fund the payment obligations of Intermediate HoldCo under the Old HoldCo Notes, and both series of notes were treated as debt for U.S. GAAP purposes. The Old HoldCo Notes also were treated as debt under Canadian GAAP. However, because the Old CMI Notes gave Old CMI the option of

paying all of its principal and interest obligations thereunder with cash or shares, the Old CMI Notes were reflected under Canadian GAAP within shareholders equity. (As described below, recent changes to Canadian GAAP that are mandatory for fiscal years ending on or after November 1, 2004 will eliminate this difference in accounting treatment). In its Exchange Act filings with the Commission, Old CMI prominently noted the difference in accounting treatment, and provided information concerning its indebtedness as calculated under both Canadian and U.S. GAAP.

On November 18, 2004, a subsidiary of Intermediate HoldCo repurchased the Old HoldCo Notes from Hollinger and other holders. The consideration for the repurchase of the Old HoldCo Notes was financed through the issuance of C$944 million in new senior subordinated notes of Intermediate HoldCo (the "New HoldCo Notes"). Immediately following the repurchase of the Old HoldCo Notes and the issuance of the New HoldCo Notes, Intermediate HoldCo and Old CMI were amalgamated to form New CMI. Upon consummation of the amalgamation, (i) New CMI assumed the obligations of Intermediate HoldCo under the New HoldCo Notes; and (ii) the obligations of Old CMI to Intermediate HoldCo under the Old CMI Notes were extinguished. The amalgamation was effected pursuant to Section 184 of the Canadian Business Corporations Act for the purpose of simplifying the corporate structure of the CanWest group by creating a single holding company to hold the assets and liabilities of Old CMI and Intermediate HoldCo.

Immediately following the amalgamation, the assets and liabilities of New CMI were substantially the same as the assets and liabilities of Old CMI under U.S. GAAP. The assets and liabilities of New CMI and Old CMI were also substantially the same under Canadian GAAP, except for differences arising out of the treatment of the Old CMI Notes within shareholders equity under Canadian GAAP. Excluding the impact of the treatment of Old CMI Notes within shareholders equity under Canadian GAAP, the amalgamation would have resulted in only a C$64 million, or 1.5%, increase in total liabilities (as opposed to the C$926 million, or 27%, increase in total liabilities recorded under Canadian GAAP in accordance with such treatment). In all other respects, New CMI's business, management and financial statements following the amalgamation are substantially identical to that of Old CMI.

The Canadian Accounting Standards Board recently approved changes to Canadian GAAP under which certain obligations that must or could be settled with an entity's own equity interests must be presented as a liability. This change is effective for fiscal years beginning on or after November 1, 2004, with earlier adoption encouraged. Under this revision to Canadian GAAP, which becomes mandatory for New CMI effective September 1, 2005, the Old CMI Notes would no longer be treated as equity but would instead be recorded as a liability.

Relief Requested

On behalf of New CMI, we respectfully seek your confirmation that the Staff will not recommend enforcement action under the Securities Act or the Exchange Act if New CMI

proceeds as described below or that the Staff concurs with the following conclusions, each of which is discussed more fully under the heading "Discussion" below:

1. New CMI may rely upon the prior activities and status of Old CMI in determining whether New CMI meets the eligibility requirements for the use of Forms F-2, F-3 and F-4.

2. New CMI constitutes a "successor issuer" of Old CMI for purposes of Rule 414 under the Securities Act and may file post-effective amendments to Old CMI's registration statement on Form F-3.

3. The prior activities of Old CMI may be taken into account in determining New CMI's compliance with the current public information requirements of Rule 144(c)(1) under the Securities Act.

Discussion

1. Forms F-2, F-3 and F-4

The Form F-2 and Form F-3 reporting history requirements are designed to ensure that information concerning an issuer has been available for a period of time sufficient to enable those purchasing securities of that issuer to have had an adequate opportunity to examine that information. We believe that New CMI should be permitted to consider the prior activities and status of Old CMI in determining whether New CMI meets the eligibility requirements for use of Form F-2 and the registrant requirements for use of Form F-3 and in determining the disclosure items New CMI is eligible to use when filing a registration statement on Form F-4.

General Instruction I.A.4 to Form F-3 under the Securities Act deems a successor registrant to have met the registrant requirements for use of Form F-3 set forth in General Instructions I.A.1, 2 and 3 to Form F-3 if (i) its predecessor and it, taken together, meet such conditions, (ii) the succession was primarily for the purpose of forming a holding company and (iii) the assets and liabilities of the successor at the time of succession were substantially the same as those of the predecessor. General Instruction I.F of Form F-2 contains similar provisions.

Consistent with General Instruction I.A.4 to Form F-3 and General Instruction I.F of Form F-2:

- New CMI and Old CMI, taken together, meet the registrant requirements set forth in General Instructions I.A.1, 2 and 3 of Form F-3 and the requirements set forth in General Instructions I.A, B and C of Form F-2; and

- the succession of New CMI to the business, assets and liabilities of Old CMI was primarily for the purpose of forming New CMI, which is a holding company.

We also believe that New CMI meets the requirement in General Instruction I.A.4 of Form F-3 and General Instruction I.F of Form F-2 that the assets and liabilities of the successor at the time of the succession be "substantially the same" as those of the predecessor. The consolidated assets and liabilities of New CMI under U.S. GAAP immediately after the amalgamation were substantially the same as the consolidated assets and liabilities of Old CMI immediately prior thereto. The same is true under Canadian GAAP, except for the differences described above resulting from the treatment of the Old CMI Notes within shareholders equity under Canadian GAAP. We do not believe those differences are substantial enough to justify denying New CMI the benefit of using the reporting history of its predecessor. In reaching that conclusion, we note the following.

- Recent changes to Canadian GAAP that are mandatory for fiscal years ending on or after November 1, 2004 will eliminate the Canadian GAAP balance sheet treatment differences noted above. Under these changes, the Old CMI Notes would no longer be treated as equity, but would instead be recorded as a liability.

- Apart from the Canadian GAAP balance sheet treatment differences noted above, New CMI is identical to Old CMI in every material respect. Like its predecessor, New CMI is a holding company with no material operations apart from holding a 100% interest in Global Television Network Inc., and the consolidated operations and management of New CMI and Old CMI are identical. As a result, the disclosure provided to the market concerning New CMI and Old CMI will be identical in all material respects. Under these circumstances, no useful purpose would be served by requiring New CMI to file registration statements on Form F-1 and denying it the ability to use short-form registration.

- Moreover, to deny New CMI the ability to use the reporting history of Old CMI would elevate form over economic substance, because Old CMI could have achieved a similar balance sheet impact through an alternative transaction structure that would not have involved an amalgamation. In particular, had Old CMI continued to exist and simply refinanced the Old CMI Notes by issuing $944 million of new notes and retiring the Old CMI Notes, it would have achieved consolidated assets and liabilities substantially identical to those of the post-amalgamation New CMI, and its ability to continue to use its reporting history would not have raised any issues. Old CMI chose not to adopt this straight refinancing structure due to indenture restrictions on the seniority of the new debt that could be issued to refinance the Old CMI Notes using a straight refinancing structure. The amalgamation permitted the debt to be issued at the senior subordinated level, rather than the junior subordinated level that would have been

necessary under the straight refinancing structure. The amalgamation also had the beneficial effect of simplifying the corporate structure of the CanWest group.

- The Canadian GAAP increase in debt and decrease in shareholders equity have not adversely impacted the credit quality of New CMI. The Moody's rating of the CMI Senior Subordinated Notes ("B2") following the amalgamation remains the same as it was prior to the rating, and the Moody's rating of the CMI Senior Notes was upgraded (from "B1" to "Ba3"). The Standard & Poors' rating of the CMI Senior Subordinated Notes and the CMI Senior Notes ("B-") remains the same following the amalgamation as it was prior to the rating.

The Staff has granted no-action relief in other cases where the successor's assets and liabilities were not identical to those of the predecessor. See, e.g., The News Corporation Limited (available November 3, 2004); Northwest Airlines Corporation (available Dec. 16, 1998).

Based upon the foregoing, we respectfully request that you concur in our opinion that the activities of Old CMI prior to the amalgamation may be included in determining whether New CMI meets the eligibility requirements for use of Form F-2 and the registrant requirements for use of Form F-3 and in determining the disclosure items New CMI is eligible to use when filing a registration statement on Form F-4.

2. Rule 414

We request confirmation that New CMI may make use of Old CMI's effective registration statement on Form F-3. Rule 414 under the Securities Act provides that if an issuer has been succeeded by another issuer, the registration statement of the predecessor issuer will be deemed to be the registration statement of the successor issuer for the purpose of continuing the offering covered by such registration statement, provided that (i) immediately prior to the succession the successor issuer had at most nominal assets or liabilities; (ii) the succession was effected by a merger or similar succession pursuant to statutory provisions or the terms of the organic instruments under which the successor issuer acquired all of the assets and assumed all of the liabilities and obligations of the predecessor issuer; (iii) the succession was approved by security holders of the predecessor issuer at a meeting for which proxies were solicited pursuant to section 14(a) or information was furnished to security holders pursuant to section 14(c) of the Securities Exchange Act of 1934; and (iv) the successor files an amendment to the registration statement expressly adopting the registration statement as its own and the amendment has become effective.

In connection with the amalgamation, three of the four principal requirements of Rule 414 were or will be satisfied: (i) prior to the amalgamation, New CMI did not exist and therefore had no assets or liabilities; (ii) pursuant to the amalgamation, New CMI acquired all of the assets and assumed all of the liabilities of Old CMI; and (iii) New CMI will file a post-

effective amendment to the effective registration statement of Old CMI on Form F-3 for the purpose of expressly adopting that registration statement as its own.

The principal requirement of Rule 414 not technically satisfied by the amalgamation is the requirement that the succession be approved by security holders pursuant to Section 14(a) of the Exchange Act, or that information be furnished to security holders pursuant to Section 14(c) of the Exchange Act. Here, Intermediate HoldCo was the sole shareholder of Old CMI, and no security holder of Old CMI other than Intermediate HoldCo was entitled to vote on the amalgamation. As the sole shareholder of Old CMI and one of the parties to the amalgamation, Intermediate HoldCo was intimately familiar with the terms of the transaction and the operations of both Old CMI and Intermediate HoldCo. No useful purpose would have been served by the preparation of a proxy statement or the solicitation of proxies. The Staff has been flexible in its application of Rule 414 and has, in a number of cases, granted no-action relief in situations in which the necessary stockholder consent was obtained without the need to solicit proxies under Section 14(a) of the Exchange Act or to furnish information to security holders pursuant to Section 14(c) of the Exchange Act. See, e.g., General Electric Capital Corp. (available July 26, 2000); Viacom Inc. (available September 13, 1996).

Moreover, although Rule 414 by its terms does not apply to foreign issuers that are exempt from the proxy rules, the Staff has allowed foreign private issuers to rely on Rule 414. See, e.g., The News Corporation Limited, supra; Nortel Networks Corporation (available April 28, 2000); Reuters Holdings PLC and Reuters Group PLC (available February 17, 1998). The Staff in such cases has generally referenced the provision by such foreign private issuers to their shareholders of information under home country requirements similar to that required in a proxy statement complying with the requirements of Regulation 14A. However, in the present case, as noted above, the preparation of such materials for Intermediate HoldCo as Old CMI's sole shareholder and a party to the amalgamation would have served no useful purpose, and no such solicitation was required or prepared under Canadian law. See Canadian Business Corporations Act § 184 (1984) (excepting amalgamations between a company and its wholly-owned subsidiary from the requirement of a shareholder vote); see also Mass Transit Railway Corporation (available June 28, 2000).

Accordingly, we request that the Staff concur in our view that re-registration under the Securities Act will not be required as a consequence of the amalgamation and that, instead, New CMI may be considered a "successor issuer" of Old CMI for purposes of Rule 414 and may file post-effective amendments to the registration statement on Form F-3 of New CMI, as contemplated by Rule 414.

3. Rule 144(c)(1)

We respectfully request confirmation that the Staff concurs in our view that the prior activities of Old CMI may be taken into account in determining whether New CMI has

complied with the current public information requirements of subsection (c)(1) of Rule 144 under the Securities Act.

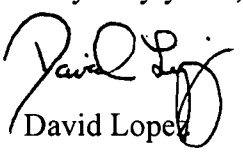
As noted above, the management and operations of New CMI are identical to those of Old CMI, and subject to the exceptions under Canadian GAAP described above, New CMI and Old CMI have substantially the same assets and liabilities. We accordingly believe that for purposes of Rule 144, the prior reporting activities of the Company should be included for purposes of determining whether New CMI has complied with the public information requirements of Rule 144(c)(1). This relief would be consistent with the approach taken by the Staff in prior no-action letters. See, e.g., Russell Corporation (available March 18, 2004); Adolph Coors Company (available August 25, 2003); Crown Cork & Seal (available February 25, 2003); ConocoPhilips (available August 23, 2002); General Electric Capital Corp., supra.

Conclusion

On behalf of New CMI, we respectfully request the concurrence of the Staff in our conclusion for each of the requests set forth in this letter. If you require any further information, please contact David Lopez at (212) 225-2632, Craig Brod at (212) 225-2650 or Mark Adams at (212) 225-2493. If your conclusions should differ from our own, we would appreciate it if you would contact one of us prior to making any written response to this letter so that we may be given the opportunity to clarify our views.

Thank you for your attention to this matter. Seven copies of this letter are enclosed with the original, as well as a receipt copy. Please acknowledge receipt of this letter by date-stamping the enclosed receipt copy and returning it to our messenger.

Very truly yours,



David Lopez

cc: John E. Maguire
CanWest Global Communications Corp.

Richard Leipsic
CanWest Global Communications Corp.

Marlene Lock
CanWest Global Communications Corp.