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September 16, 2010

Notre référence / Our file: CA-2225-230

PUBLIC VERSION

Sent By Email

Competition Tribunal
Thomas D'Arcy McGee Building
90 Sparks Street, Suite 600
Ottawa, ON K1P 5B4

Attention: Jos LaRose, Deputy Registrar

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
FILED / PRODUIT Date: September 16, 2010 CT- 2008-012 Chantal Fortin for / pour REGISTRAR / REGISTRAIRE	
OTTAWA, ONT.	# 10

Re: Commissioner of Competition and Quebecor Media Inc. and 127901 Canada Inc. and Pierre Lespérance - CT-2005-010 and CT-2008-012

Dear Mr. LaRose,

I am counsel to the Commissioner of Competition (the "Commissioner") in connection with the matter described above. Unless otherwise noted, all capitalized terms in this letter are defined in the Consent Agreement registered December 13, 2005, as amended pursuant to an order of the Tribunal dated December 18, 2008.

Pursuant to confidential paragraph 4 of the Consent Agreement, as amended, Mr. Lespérance was required, within six years after the closing of the Transaction, to either (i) ensure that the Shares are sold to a third party that is at arm's length from him, or (ii) take certain other action.

We have very recently been advised that [CONFIDENTIAL] on August 24, 2010. QMI notified the Competition Bureau of this event on August 25, 2010.

The Commissioner is satisfied that the occurrence of this event satisfies the requirement of paragraph 4 of the Consent Agreement. Accordingly, pursuant to paragraph 6 of the Consent Agreement, we hereby notify you that the Mandate Agreement is no longer in force. As a result, pursuant to paragraph 15, the Consent Agreement is no longer in force.

In addition, pursuant to paragraph 13 of the Consent Agreement, certain additional provisions of the Consent Agreement are to be made public at this time. Accordingly, revised public French and English versions of the Consent Agreement are attached. In this regard, please note the following:

- Pursuant to an order of the Tribunal, paragraphs 4 and 5 were amended in December 2008 by changing, in the first line of each paragraph, the word “three” to the word “six”. The revised public versions reflect this change.
- Paragraph 13 of the Consent Agreement provides that certain provisions shall remain confidential. In addition to the provisions identified in paragraph 13, we have omitted the home addresses of the Agent and Pierre Lespérance, which appear in the heading of the confidential version of the Mandate Agreement.
- A handwritten correction to Mark D’Souza’s title was made in the signature block of the original Consent Agreement. The revised public versions reflect this correction.

Please feel free to contact me if you have any questions regarding this matter.

Best regards,

[Original signed by Steve Sansom]

Steve Sansom
Counsel, Competition Bureau Legal Services

- c. Denis Gascon, Ogilvy Renault LLP, counsel to QMI
Thierry Dorval, Ogilvy Renault LLP, counsel to QMI
Paul Collins, Senior Deputy Commissioner of Competition, Mergers Branch