

PUBLIC

File No: CT-2008-⁰¹²~~010~~

COMPETITION TRIBUNAL

IN THE MATTER of the *Competition Act*, R.S.C. 1985, c. C-34, and its amendments;

AND IN THE MATTER of the Acquisition of Sogides Ltd. by Quebecor Media Inc.;

AND IN THE MATTER of a filing and registration of an amendment to a consent agreement filed and registered, pursuant to subsection 106(1)(b) of the *Competition Act*.

BETWEEN:

THE COMMISSIONER OF COMPETITION

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
FILED	JAN 5 2009 <i>JL</i>
REGISTRAR - REGISTRAIRE	
OTTAWA, ON	# 8

Applicant

and

QUEBECOR MEDIA INC.

and

127901 CANADA INC.

and

PIERRE LESPÉRANCE

Respondents

**AMENDMENT TO THE REGISTERED CONSENT AGREEMENT IN
RELATION TO THE ACQUISITION OF SOGIDES LTD. BY
QUEBECOR MEDIA INC.**

WHEREAS 127901 Canada Inc. ("127901") and 4306716 Canada Inc. (the "Purchaser"), a wholly-owned subsidiary of Quebecor Media Inc. ("QMI"), entered into a contract for the purchase of the shares of Sogides Ltd. ("Sogides") by QMI, and this contract is referred to as the "Transaction";

WHEREAS Pierre Lespérance, the President of Sogides, personally holds voting shares (the "Shares") in Gestion Renaud-Bray Inc. ("Renaud-Bray") through 127901 and was, at the time of the Transaction, a member of Renaud-Bray's board of directors (the "Holdings");

WHEREAS the Commissioner of Competition (the "Commissioner") had some concerns regarding the possibility that the Transaction could substantially prevent or lessen competition in the sector of bookstore sales of French-language books in Quebec because of potential information exchanges between QMI and Renaud-Bray by reason of Mr. Lespérance's Holdings in Renaud-Bray and by reason of Mr. Lespérance's employment contract with Sogides;

WHEREAS the Commissioner, QMI, 127901 and Mr. Lespérance have signed a consent agreement dated December 12, 2005, which was filed with the Competition Tribunal on December 13, 2005 pursuant to section 105 of the *Competition Act* (the "Consent Agreement");

WHEREAS the Commissioner, QMI, 127901 and Mr. Lespérance can agree to amend the Consent Agreement pursuant to paragraph 9 of the Consent Agreement;

WHEREAS the Commissioner, QMI, 127901 and Mr. Lespérance consent [CONFIDENTIAL] in paragraphs 4 and 5 of the Consent Agreement;

WHEREAS the amendment to the Consent Agreement does not alter any of the measures put in place by the Consent Agreement;

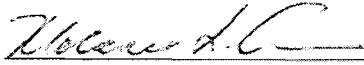
WHEREAS the Commissioner is satisfied that the amendment will continue to ensure that the Consent Agreement will be sufficient to eliminate any substantial lessening or prevention of competition;

AND WHEREAS the Commissioner, QMI, 127901 and Mr. Lespérance consent to the filing of the present amendment with the Tribunal for registration;

The Commissioner, QMI, 127901 and Mr. Lespérance agree to the following:

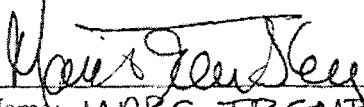
1. Paragraphs 4 and 5 of the Consent Agreement will be modified by changing, in the first line of each paragraph, [CONFIDENTIAL];
2. All other provisions of the Consent Agreement remain unchanged.

DATED at Gatineau, this 23rd day of Dec., 2008.




Melanie Aitken
Acting Commissioner of Competition

DATED at Montreal, this ____ day of ____, 2008.



Name: MARC TREMBLAY
Title: VP LEGAL AFFAIRS
Quebecor Media Inc.



Name: JEAN-FRANÇOIS TRUCHON
Title: TREASURER
Quebecor Media Inc.

DATED at _____, this _____ day of _____, 2008.



Pierre Lespérance



Pierre Lespérance, president
127901, Inc.