

THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act* R.S.C. 1985, c. C-35 as amended;

AND IN THE MATTER OF a joint venture between Saskatchewan Wheat Pool Inc. and James Richardson International Limited in respect of port terminal grain handling in the Port of Vancouver;

AND IN THE MATTER OF filing and registration of a Consent Interim Agreement, pursuant to section 105 of the *Competition Act*.

BETWEEN:

THE COMMISSIONER OF COMPETITION

- AND -

SASKATCHEWAN WHEAT POOL INC.

-AND-

JAMES RICHARDSON INTERNATIONAL LIMITED

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
FILED	OCT 19 2005
REGISTRAR - REGISTRAIRE	
OTTAWA, ON	0003

**SECOND CONSENT INTERIM AGREEMENT
AMENDING AGREEMENT**

WHEREAS Saskatchewan Wheat Pool Inc. ("SWP"), James Richardson International Limited ("JRI") and the Commissioner of Competition ("Commissioner"), filed a Consent Interim Agreement with the Competition Tribunal on July 5, 2005;

AND WHEREAS the Consent Interim Agreement was registered by the Tribunal on July 5, 2005;

AND WHEREAS the Consent Interim Agreement was set to expire on September 3, 2005;

AND WHEREAS the Consent Interim Agreement was extended by JRI, SWP and the Commissioner by way of a Consent Interim Agreement Amending Agreement dated September 2, 2005 and filed with the Competition Tribunal on September 14, 2005;

AND WHEREAS the Consent Interim Agreement, as amended by the Consent Interim Agreement Amending Agreement will expire on September 26, 2005;

AND WHEREAS SWP, JRI and the Commissioner have agreed to extend the term of the Consent Interim Agreement, as amended by the Consent Interim Agreement Amending Agreement;

NOW THEREFORE SWP, JRI and the Commissioner agree as follows:

1. The Consent Interim Agreement, as amended by the Consent Interim Agreement Amending Agreement, is amended as follows:

(a) Paragraph 33 is deleted in its entirety and replaced with the following:

This agreement shall remain in effect until October 17, 2005, save and except for if on or before October 17, 2005, the Commissioner advises SWP and JRI that the Commissioner intends to file an application under s. 92 of the *Competition Act* in respect of all or part of the JV, in which case this agreement will expire on October 27, 2005, or, upon agreement of the parties, on an earlier date.

2. Except as amended by this Second Consent Interim Agreement Amending Agreement, the Consent Interim Agreement is confirmed in all respects.

3. This Second Consent Interim Agreement Amending Agreement amends the Consent Interim Agreement. This Second Consent Interim Agreement Amending Agreement and the Consent Interim Agreement shall be read together and constitute one agreement with the same effect as if the amendments made by this Second Consent Interim Agreement Amending Agreement had been contained in the Consent Interim Agreement, but with effect as of the date hereof.

4. If there is a conflict, inconsistency or incongruity between any provision of this Second Consent Interim Agreement Amending Agreement and any provision of the Consent Interim Agreement, the relevant provision of this Second Consent Interim Agreement Amending Agreement is to prevail.

5. This Second Consent Interim Agreement Amending Agreement may be executed by the parties in separate counterparts, each of which when so executed and delivered (which may include delivery by facsimile transmission and the reproduction of signatures by facsimile transmission) will be treated as binding as if originals, and which, if taken together, shall constitute one and the same instrument.

DATED at Gatineau, Quebec, this 26th day of September, 2005.


Commissioner of Competition

DATED at Regina, Saskatchewan, this ____ day of September, 2005.

SASKATCHEWAN WHEAT POOL INC.

Per: _____

Per: _____

DATED at Winnipeg, Manitoba, this ____ day of September, 2005.

JAMES RICHARDSON INTERNATIONAL
LIMITED

Per: _____

Per: _____

FILED AND REGISTERED BY the Tribunal, this ____ day of ____ mm/dd/yy.

CT- 2005-008

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DATED at Gatineau, Quebec, this ____ day of September, 2005.

Commissioner of Competition

DATED at Regina, Saskatchewan, this ____ day of September, 2005.

SASKATCHEWAN WHEAT POOL INC.

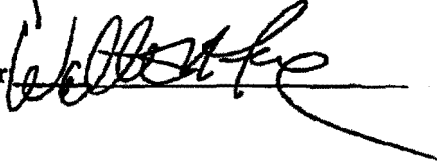
Per: _____

Per: _____

DATED at Winnipeg, Manitoba, this 26th day of September, 2005.

JAMES RICHARDSON INTERNATIONAL
LIMITED

Per:  _____

Per:  _____

FILED AND REGISTERED BY the Tribunal, this ____ day of ____ mm/dd/yy.

DATED at Gatineau, Quebec, this ____ day of September, 2005.

Commissioner of Competition

DATED at Regina, Saskatchewan, this 22nd day of September, 2005.

SASKATCHEWAN WHEAT POOL INC.

Per: Francis Malachuk

Per: Reyn Deen

DATED at Winnipeg, Manitoba, this ____ day of September, 2005.

JAMES RICHARDSON INTERNATIONAL
LIMITED

Per: _____

Per: _____

FILED AND REGISTERED BY the Tribunal, this ____ day of ____ mm/dd/yy.