



Reference: *Maxbeau Company v. Commissioner of Competition*, 2003 Comp. Trib. 24  
File no.: CT2001010  
Registry document no.: 0029a

**OFFICIAL ENGLISH TRANSLATION**

IN THE MATTER OF an application by Maxbeau Company, as successor and assign of Télémédia Radio Inc., pursuant to subsection 106(1) of the *Competition Act*, R.S.C. 1985, c. C- 34, seeking an order;

AND IN THE MATTER OF the consent agreement registered on September 3, 2002, pursuant to section 105 of the *Competition Act* between the Commissioner of Competition, Astral Media Inc. and Télémédia Radio Inc. in relation to the transaction by which Astral Media Inc. acquired certain radio undertakings including, in Québec, Télémédia Radio Inc.

B E T W E E N:

**Maxbeau Company**  
(applicant)

and

**The Commissioner of Competition**  
(respondent)

and

**Astral Media Inc.**  
(intervenor)



Date of hearing: 20031027  
Members: Lemieux J. (presiding), A. Reny, L. Riedle  
Date of order: 20031028  
Order signed by: Lemieux J., A. Reny, L. Riedle

**ORDER AMENDING THE CONSENT AGREEMENT IN RELATION TO THE TRANSACTION BETWEEN ASTRAL MEDIA INC. AND TÉLÉMÉDIA RADIO INC. REGISTERED SEPTEMBER 3, 2002**

[1] FURTHER TO the application by Maxbeau Company (“Maxbeau”), as successor and assign of Télémedia Radio Inc. (“Télémedia”) pursuant to subsection 106(1) of the *Competition Act*, R.S.C. 1985, c. C-34, (the “Act”), seeking an order amending the consent agreement registered September 3, 2002, pursuant to section 105 of the Act between the Commissioner of Competition (the “Commissioner”), Astral Media Inc. (“Astral”) and Télémedia in relation to the transaction by which Astral acquired certain radio undertakings including, in Québec, Télémedia (the “Consent Agreement”);

[2] ON CONSIDERING THAT the Commissioner and Astral consent to the amendments to be effected to the Consent Agreement as requested by Maxbeau, as successor and assign of Télémedia, in order to withdraw Maxbeau’s obligation to relinquish its 20 percent interest in Genex Communications Inc. (“Genex”) and to include an undertaking by Maxbeau that it will not have any representatives on the Board of Directors of Astral and that it will not acquire shares in Astral in excess of 10 percent of Astral’s share capital as long as Maxbeau owns an interest in Genex;

[3] ON CONSIDERING THAT subsection 106(1) of the Act stipulates that a consent agreement may be varied only by an order of the Tribunal;

[4] AND ON CONSIDERING THAT the parties, through their respective counsel, have consented to this application for variation and to the Tribunal’s making this order;

[5] AFTER having examined Maxbeau’s application and heard the parties’ counsel by conference call on October 27, 2003;

[6] BEING PERSUADED that there are grounds in this case to make this order;

THE TRIBUNAL ORDERS THAT:

[7] The Consent Agreement is varied to withdraw Maxbeau’s obligation, as successor and assign of Télémedia, to relinquish its 20 percent interest in Genex and to include an undertaking by Maxbeau that it will not have any representatives on the Board of Directors of Astral and that it will not acquire shares in Astral in excess of 10 percent of Astral’s share capital as long as Maxbeau owns an interest in Genex.

[8] Paragraphs 1(o), 1(z), 1(ee), 2(f) and sections 19, 20, 21 and 40 of the French version of the Consent Agreement are repealed.

[9] Consequently, paragraphs 1(ee), 1(ff), 1(gg), 2(f) and sections 19, 20, 21 and 40 of the English version of the Consent Agreement are repealed.

[10] The French version of the Consent Agreement is amended by adding the following after section 38:

38.1 Société Maxbeau, ainsi que ses successeurs et ayants cause, s'engage à ce qu'aucun de ses représentants ne siège au conseil d'administration d'Astral tant que Société Maxbeau détiendra une participation ou un intérêt dans Genex Communications Inc.

38.2 Société Maxbeau, ainsi que ses successeurs et ayants cause, s'engage à ne pas acquérir d'actions d'Astral totalisant plus de 10% de capital-actions d'Astral tant que Société Maxbeau détiendra une participation ou un intérêt dans Genex Communications Inc.

[11] The English version of the Consent Agreement is amended by adding the following after section 38:

38.1 Maxbeau Company, any successors and assigns, shall not have a representative on the Board of Directors of Astral as long as Maxbeau Company owns an interest in Genex Communications Inc.

38.2 Maxbeau Company, any successors and assigns, shall not acquire shares of Astral in excess of 10% of Astral's share capital as long as Maxbeau Company owns an interest in Genex Communications Inc.

[12] The Consent Agreement is also varied to ensure that the text is consistent with the aforementioned variations, in accordance with the French and English versions of the varied Consent Agreement which are in the Tribunal's file.

[13] The provisions of the varied Consent Agreement apply to Maxbeau, including each of its divisions and subsidiaries and other persons controlled by it as well as to all officers, directors, employees, agents and to all other persons acting on behalf of Maxbeau in relation to the undertakings mentioned herein, as well as to the successors and assigns of Maxbeau and to all other persons acting in conjunction with or in collaboration with them in that which concerns the undertakings mentioned herein.

DATED at Ottawa, the 28<sup>th</sup> day of October, 2003.

SIGNED on behalf of the Tribunal by the members of the panel.

(s) François Lemieux

(s) Andrée L. Reny

(s) Lucille Riedle

APPEARANCES:

For the applicant:

Maxbeau Company

Madeleine Renaud  
Dominic Thérien

For the respondent:

The Commissioner of Competition

Duanne Schippers

For the intervenor:

Astral Media Inc.

D. Jeffrey Brown