

**SCHEDULE "B"**

**THE COMPETITION TRIBUNAL**

IN THE MATTER OF an Application by Southam Inc., *et al.*  
under section 106 of the *Competition Act*, R.S.C. 1985, c. C-  
34, as amended;

AND IN THE MATTER of the direct and indirect acquisitions  
by Southam Inc., *et al.* of equity interests in the business of  
publishing *The Vancouver Courier*, the *North Shore News* and  
the *Real Estate Weekly*.

COMPETITION TRIBUNAL TRIBUNAL DE LA CONCURRENCE	
FILED	OCT 27 1997 <i>RA</i>
REGISTRAR - REGISTRAIRE	
OTTAWA, ONT. # <i>3586</i>	

**BETWEEN:**

**SOUTHAM INC.  
LOWER MAINLAND PUBLISHING LTD.  
RIM PUBLISHING INC.  
YELLOW CEDAR PROPERTIES LTD.  
NORTH SHORE FREE PRESS LTD.  
SPECIALTY PUBLISHERS INC.  
ELTY PUBLICATIONS LTD.**

Applicants

- and -

**THE DIRECTOR OF INVESTIGATION AND RESEARCH**

Respondent

---

**AFFIDAVIT OF DAVID T. FRUITMAN**

---

I, **DAVID T. FRUITMAN**, of the City of Toronto, in the Municipality of  
Metropolitan Toronto, **MAKE OATH AND SAY:**


1. I am an associate at Blake, Cassels & Graydon who has been working on the application by Southam and others (collectively "Southam") to amend the order of the Competition Tribunal and as such have knowledge of the matters herein deposed.

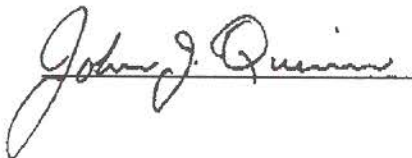
2. At the request of the Tribunal, on October 22, 1997, the Applicant served a Memorandum on Changed Circumstances to the Tribunal and the Director. I have been informed and verily believe that the preparation of this Memorandum, the Discoveries and discussions with Director's counsel have led the Applicants to focus their arguments on the real questions before the Tribunal.

3. The material facts introduced into the pleadings by the proposed amendments were discussed during the course of discoveries by the Director.

4. The Director, through counsel, has received the Memorandum on Changed Circumstances and has had advance notice of the proposed amendments and had some discovery on these points.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 27th day of October, 1997.

)  
)  
)   
) DAVID T. FRUITMAN  
)  
)  
)



20402092.01