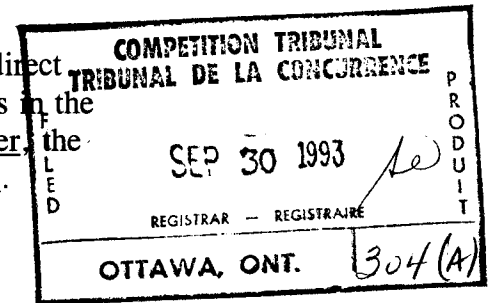


COMPETITION TRIBUNAL

IN THE MATTER of an application by the Director of Investigation and Research for orders pursuant to section 92 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. of equity interests in the businesses of publishing The Vancouver Courier, the North Shore News and the Real Estate Weekly.



B E T W E E N:

THE DIRECTOR OF INVESTIGATION AND RESEARCH

Applicant

- and -

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

Respondents

**NOTICE OF APPLICATION TO FURTHER
VARY CONSENT INTERIM ORDER**

TAKE NOTICE that the Respondents hereby make application to the Competition Tribunal pursuant to section 106 of the Competition Act for:

- (a) an order to further vary the Consent Interim Order dated March 18, 1991 as corrected by order dated March 22, 1991 and as varied by the Order Varying Consent Interim Order dated November 24, 1992 (referred to collectively herein as the "Interim Order"), to provide that notwithstanding paragraphs 2

and 3 of the Interim Order, the Respondents, Southam Inc. ("Southam"), and Lower Mainland Publishing Ltd. ("LMPL"), shall be permitted to implement the LMPL Reorganization Plan in the manner and on the terms set out in Appendix "A" attached hereto and the implementing documents attached as Appendix "B" hereto; and

- (b) such further order as this Tribunal deems appropriate in the circumstances.

THIS APPLICATION is based on the following grounds:


- (a) Section 106(b) of the Competition Act;
- (b) the Director consents to the Order requested; and
- (c) the Respondent, Southam, will provide the Director with a written undertaking (in the form attached as Appendix "C" hereto) to convert all of its non-voting convertible 1993 Preferred Shares of LMPL to Class B Common Shares of LMPL upon a determination by the Competition Tribunal that such conversion is necessary in order to maintain the efficacy of the Interim Order or in order to facilitate the implementation of the Order Regarding Divestiture made by the Tribunal on March 8, 1993, or any other order made by the Tribunal or a Court of competent jurisdiction relating to Competition Tribunal application number CT - 90/1.

THIS APPLICATION will be supported by the following material:

- (a) the Notice of Application and the appendices attached thereto; and
- (b) a draft Order Further Varying Consent Interim Order.

THE PARTIES do not propose that this matter be heard orally, unless the Tribunal so requires.

DATED at the City of Toronto in the Province of Ontario, this 29th day of September, 1993.



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