

**FILED / PRODUIT**

Date: September 12, 2022

CT- 2022-002

Annie Ruhlmann for / pour  
REGISTRAR / REGISTRAIRE

CT-2022-002

OTTAWA, ONT.

Doc. # 217

**THE COMPETITION TRIBUNAL**

**IN THE MATTER OF** the *Competition Act*, R.S.C. 1985, c. C-34;

**AND IN THE MATTER OF** the proposed acquisition by Rogers Communications Inc. of Shaw Communications Inc.;

**AND IN THE MATTER OF** an application by the Commissioner of Competition for one or more orders pursuant to section 92 of the *Competition Act*.

**B E T W E E N :**

**COMMISSIONER OF COMPETITION**

**Applicant**

- and -

**ROGERS COMMUNICATIONS INC. AND  
SHAW COMMUNICATIONS INC.**

**Respondents**

- and -

**ATTORNEY GENERAL OF ALBERTA AND  
VIDEOTRON LTD.**

**Intervenors**

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**Response to Demand for Particulars**

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Rogers seek particulars of the underlined language in the following paragraph of the Fresh as Amended Reply. These matters are already specified in the applicant's pleadings. The following response is provided without prejudice to the applicant's position that no further particulars were or are needed. What follows is subject to

amendment or supplement on receipt of the complete information currently sought in the on-going discoveries of Shaw, Rogers and Videotron.

17. While Rogers pleads that the Proposed Transaction and the Divestiture would increase competition, as noted above, that is not the case, given factors which include Rogers' different market position and incentives from Shaw and the difficulties and reduced competitiveness which Videotron will face without wireline assets and other benefits derived by Shaw from its wireline business. These factors make it likely that there will be increased post-merger coordination and reduced competition in Wireless Services. ...

1. **Request:** "What difficulties, if any, the Commissioner alleges Videotron will face?"

**Response:** The words are taken out of context. The "difficulties and reduced competitiveness that Videotron will face without wireline assets and other benefits derived by Shaw from its wireline business" include the following:

- a. the barriers to entry faced by Videotron in the relevant markets identified at paras. 38-49 of the Notice of Application;
- b. the decline of Freedom since the merger was announced, as specified at para. 70 of the Notice of Application;
- c. the impacts of the divestiture on Freedom identified at para. 95 of the Notice of Application;
- d. the impacts of the separation of Freedom from Shaw on Freedom as proposed to be divested to Videotron, as identified at para. 96 of the Notice of Application;
- e. Videotron's challenges associated with access to devices, network equipment and spectrum as specified at para. 97 of the Notice of Application;

- f. Videotron's greater hurdles related to expansion and deployment of elements of a network, including a 5G network, as specified at paras. 98 and 99 of the Notice of Application;
- g. Videotron's reliance and dependence on Rogers created by various agreements with Rogers, some of which are still being concluded, as referenced at para. 100 of the Notice of Application;
- h. Videotron's inability to replace competition from Shaw Mobile, including in competition through bundled products and pricing, as specified in paras. 101 and 102 of the Notice of Application;
- i. Videotron's reduced access to wireline assets as specified in para. 102 of the Notice of Application and further specified at para. 12 of the Fresh as Amended Rogers Reply ("Rogers Reply");
- j. the different competitive circumstances of Videotron, which affect the likelihood or ability to replicate or to approximate Shaw's competitive vigour, tactics and incentives as specified in paras. 103 and 104 of the Notice of Application and further specified at paras. 12 and 13 of the Rogers Reply;
- k. the loss to Videotron of the benefits of Freedom's integration with Shaw including those specified at para. 16 of the Fresh as Amended Shaw Reply ("Shaw Reply"); and
- l. the matters which reduce the competitive effectiveness of a divested Freedom specified in para. 14 of the Shaw Reply:
  - i. additional capital requirements of a standalone wireless entity in B.C. and Alberta;
  - ii. incremental costs to develop 5G network;

- iii. incremental capital or operating costs to build out or purchase from third parties backhaul previously provided by Shaw wireline business;
- iv. inability to bundle or cross-sell competitively and the challenge of competing against incumbents who can cross-sell multiple telecommunication products;
- v. dependence on Rogers and competitive vulnerability as a result of the numerous contractual arrangements included in the proposed divestiture to Videotron; and
- vi. loss of access, in whole or part, to “Go Wi-Fi” hotspots, resulting in increased costs and inferior coverage.

2. **Request:** “The manner in which the Commissioner alleges Videotron’s competitiveness will be reduced?”

**Response:** See above.

3. **Request:** “What ‘other benefits’ the Commissioner alleges Shaw’s wireless business derives from its wireline business?”

**Response:** See above.

Dated: September 12, 2022.



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