



## Broadcasting Notice of Consultation CRTC 2016-22

PDF version

Ottawa, 21 January 2016

### Notice of application received

#### Across Canada

**Deadline for submission of interventions/comments/answers: 15 February 2016**

**Deadline for submission of the applicant's reply: 17 February 2016**

[\[Submit an intervention/comment/answer or view related documents\]](#)

The Commission has received the following application:

#### **Shaw Communications Inc., on behalf of Shaw Media Inc. and its licensed subsidiaries**

Across Canada

Application 2016-0055-2

Application by **Shaw Communications Inc. (SCI) on behalf of Shaw Media Inc. and its licensed subsidiaries (SMI)**, for authority to effect a multi-step intra-corporate reorganization by transferring all the voting shares of SMI to Corus Entertainment Inc. or one of its subsidiaries (Corus).

The applicant would continue to operate the undertakings under the same terms and conditions as those in effect under the current licences.

SCI is owned by SJR Holdco Ltd. (78.33%).

SMI is a wholly-owned subsidiary of SCI.

Corus is owned by SFG Investments Ltd. (84.18%).

The effective control of SCI, SMI and Corus is exercised by Mr. JR Shaw.

Pursuant to the share purchase agreement, Corus would purchase the shares of SMI for \$2.65 billion. Pursuant to *Simplified approach to tangible benefits and determining the value of the transaction*, Broadcasting Regulatory Policy CRTC 2014-459, 5 September 2014, the applicant did not propose to pay any tangible benefits.

The intra-corporate reorganization would be completed through one of the three series of transactions proposed below.

**Option 1**

SCI would sell the common shares of SMI to Corus in consideration for cash and newly issued Class B non-voting shares by Corus.

**Option 2**

Through various transfers, one wholly-owned subsidiary of Corus (Holdco1) would acquire the common shares of SMI in consideration for non-voting preferred shares of Holdco1.

**Option 3**

Through various transfers, one wholly-owned subsidiary of SCI (Holdco2) would acquire the shares of SMI. Holdco2 would then transfer its shares to 1507441 Alberta Inc., another wholly-owned subsidiary of SCI (Holdco3). Finally, Corus would acquire the shares of Holdco3.

None of the proposed options would result in a change of the effective control of the undertakings, as it would continue to be exercised by Mr. JR Shaw throughout each step.

*Applicant's address:*

630 3<sup>rd</sup> Avenue SW  
Suite 900

Calgary, Alberta  
T2P 4L4

Fax: 613-688-6799

Email: [dean.shaikh@sjrb.ca](mailto:dean.shaikh@sjrb.ca)

Email to request electronic version of application: [dean.shaikh@sjrb.ca](mailto:dean.shaikh@sjrb.ca)

**Procedure**

**Deadline for interventions, comments or answers: 15 February 2016**

**Deadline for submission of applicant's reply: 17 February 2016**

The *Canadian Radio-television and Telecommunications Commission Rules of Practice and Procedure* (the Rules of Procedure) apply to the present proceeding. The Rules of Procedure set out, among other things, the rules for content, format, filing and service of interventions, answers, replies and requests for information; the procedure for filing confidential information and requesting its disclosure; and the conduct of public hearings. Accordingly, the procedure set out below must be read in conjunction with the Rules of Procedure and related documents, which can be found on the Commission's website under "[Statutes and Regulations](#)." *Guidelines on the CRTC Rules of Practice and Procedure*, Broadcasting and Telecom Information Bulletin CRTC 2010-959, 23 December 2010, provides information to help interested persons and parties

understand the Rules of Procedure so that they can more effectively participate in Commission proceedings.

An intervention or answer from a respondent must be received by the Commission and by the applicant on or before the above-mentioned date. An answer from a respondent must also be served on any other respondent.

Interventions and answers should clearly identify the application referred to and indicate whether parties support or oppose the application, or, if they propose changes to it, include the facts and grounds for their proposal.

The Commission encourages interested persons and parties to monitor the record of the proceeding, available on the Commission's website, for additional information that they may find useful when preparing their submissions.

Submissions longer than five pages should include a summary. Each paragraph of all submissions should be numbered, and the line **\*\*\*End of document\*\*\*** should follow the last paragraph. This will help the Commission verify that the document has not been damaged during electronic transmission.

Pursuant to *Filing submissions for Commission proceedings in accessible formats*, Broadcasting and Telecom Information Bulletin CRTC 2015-242, 8 June 2015, the Commission expects incorporated entities and associations, and encourages all Canadians, to file submissions for Commission proceedings in accessible formats (for example, text-based file formats that allow text to be enlarged or modified, or read by screen readers). To provide assistance in this regard, the Commission has posted on its website [guidelines](#) for preparing documents in accessible formats.

Submissions must be filed by sending them to the Secretary General of the Commission using **only one** of the following means:

**by completing the**  
[[Intervention/comment/answer form](#)]

or

**by mail to**  
CRTC, Ottawa, Ontario K1A 0N2

or

**by fax at**  
819-994-0218

A true copy of each intervention or answer from a respondent must be sent to the applicant and, in the case of a respondent to an application, to any other respondent.

Parties who send documents electronically must ensure that they will be able to prove, upon Commission request, that service/filing of a particular document was completed. Accordingly, parties must keep proof of the sending and receipt of each document for 180 days after the date on which the document is filed. The Commission advises parties who file and serve documents by electronic means to exercise caution when using email for the service of documents, as it may be difficult to establish that service has occurred.

In accordance with the Rules of Procedure, a document must be received by the Commission and all relevant parties by 5 p.m. Vancouver time (8 p.m. Ottawa time) on the date it is due. Parties are responsible for ensuring the timely delivery of their submissions and will not be notified if their submissions are received after the deadline. Late submissions, including those due to postal delays, will not be considered by the Commission and will not be made part of the public record.

The Commission will not formally acknowledge submissions. It will, however, fully consider all submissions, which will form part of the public record of the proceeding, provided that the procedure for filing set out above has been followed.

### **Important notice**

All information that parties provide as part of this public process, except information designated confidential, whether sent by postal mail, facsimile, email or through the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca), becomes part of a publicly accessible file and will be posted on the Commission's website. This information includes personal information, such as full names, email addresses, postal/street addresses, telephone and facsimile numbers, etc.

The personal information that parties provide will be used and may be disclosed for the purpose for which the information was obtained or compiled by the Commission, or for a use consistent with that purpose.

Documents received electronically or otherwise will be put on the Commission's website in their entirety exactly as received, including any personal information contained therein, in the official language and format in which they are received. Documents not received electronically will be available in PDF format.

The information that parties provide to the Commission as part of this public process is entered into an unsearchable database dedicated to this specific public process. This database is accessible only from the web page of this particular public process. As a result, a general search of the Commission's website with the help of either its own search engine or a third-party search engine will not provide access to the information that was provided as part of this public process.

### **Availability of documents**

An electronic version of the application is available on the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca) by selecting the application number within this notice. It is also available from the applicant, either on its website or upon request by contacting the applicant at its email address, provided above.

Electronic versions of the interventions and answers, as well as of other documents referred to in this notice, are available on the Commission's website at [www.crtc.gc.ca](http://www.crtc.gc.ca) by visiting the "Participate" section, selecting "Submit Ideas and Comments," and then selecting "our open processes." Documents can then be accessed by clicking on the links in the "Subject" and "Related Documents" columns associated with this particular notice.

Documents are also available from Commission offices, upon request, during normal business hours.

### **Location of Commission offices**

Toll-free telephone: 1-877-249-2782

Toll-free TDD: 1-877-909-2782

Les Terrasses de la Chaudière  
Central Building  
1 Promenade du Portage, Room 206  
Gatineau, Quebec  
J8X 4B1  
Tel.: 819-997-2429  
Fax: 819-994-0218

### ***Regional offices***

#### **Nova Scotia**

Metropolitan Place  
99 Wyse Road  
Suite 1410  
Dartmouth, Nova Scotia  
B3A 4S5  
Tel.: 902-426-7997  
Fax: 902-426-2721

#### **Quebec**

505 de Maisonneuve Boulevard West  
Suite 205  
Montréal, Quebec  
H3A 3C2  
Tel.: 514-283-6607

#### **Ontario**

55 St. Clair Avenue East  
Suite 624  
Toronto, Ontario  
M4T 1M2  
Tel.: 416-952-9096

**Manitoba**

360 Main Street  
Suite 970  
Winnipeg, Manitoba  
R3C 3Z3  
Tel.: 204-983-6306  
Fax: 204-983-6317

**Saskatchewan**

403 – 1975 Scarth Street  
Regina, Saskatchewan  
S4P 2H1  
Tel.: 306-780-3422  
Fax: 306-780-3319

**Alberta**

200 – 4<sup>th</sup> Avenue South-East  
Suite 574  
Calgary, Alberta  
T2G 4X3  
Tel.: 403-292-6660  
Fax: 403-292-6686

**British Columbia**

858 Beatty Street  
Suite 290  
Vancouver, British Columbia  
V6B 1C1  
Tel.: 604-666-2111  
Fax: 604-666-8322

Secretary General