



## Broadcasting Decision CRTC 2015-564

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Reference: 2015-433

Ottawa, 21 December 2015

### **Rogers Cable and Data Centres Inc.**

Various communities across Canada

*Application 2015-0720-4, received 10 July 2015*

*Public hearing in the National Capital Region*

*18 November 2015*

### **Various broadcasting distribution, video-on-demand and pay-per-view undertakings – Acquisition of assets (corporate reorganization)**

1. The Commission **approves** the application by Rogers Cable and Data Centres Inc. (RCDCI) for authority to effect a multi-step corporate reorganization on behalf of itself and Fido Solutions Inc. (Fido), partners in a general partnership carrying on business as Rogers Communications Partnership (RCP). The reorganization will result in the acquisition by RCDCI of the assets of the broadcasting distribution undertakings (BDUs) serving various communities in Ontario, New Brunswick, and Newfoundland and Labrador; the national video-on-demand programming undertaking known as Rogers On Demand; and the national and terrestrial direct-to-home pay-per-view programming undertakings known as Sportsnet, from RCP.
2. Moreover, given that the BDUs serving various communities in Ontario will be operated by a single entity, the Commission also **approves** RCDCI's request to include its BDU serving Hamilton and its surrounding areas in the regional broadcasting licence for BDUs serving various communities in Ontario.
3. The Commission did not receive any interventions regarding this application.
4. This corporate reorganization will not affect the effective control of any of the undertakings mentioned above, which will continue to be exercised by Rogers Communications Inc. (RCI).
5. The assets will be transferred to RCDCI through a series of steps, as set out below.

#### **Step 1**

- RCI will redeem its non-voting preferred shares held by Fido.

## Step 2

- RCDCI will amalgamate with Rogers Data Centres Alberta Inc. (RDCAI), another wholly owned subsidiary of RCI, to continue as RCDCI.

## Step 3

- RCDCI will acquire all the partnership units held by Fido in RCP. Since RCDCI will become the sole partner of RCP, the partnership will be dissolved. As a result, RCDCI will acquire the assets of the above-mentioned undertakings and will become the new licensee.
6. The Commission requires RCDCI to file the documentation supporting the amalgamation of RCDCI with RDCAI, including certificate and articles of amalgamation and executed by-laws, no later than 30 days following the amalgamation.
  7. Upon surrender of the licences issued to the current licensees, including the BDU licence for Hamilton and its surrounding areas, the Commission will issue new broadcasting licences to Rogers Cable and Data Centres Inc. to operate the undertakings set out above under the same terms and **conditions** as those in effect under the current licences.

## Employment equity

8. Because this licensee is subject to the *Employment Equity Act* and files reports concerning employment equity with the Department of Employment and Social Development, its employment equity practices are not examined by the Commission.

Secretary General

*\* This decision is to be appended to each licence.*