



Mary Giles  
Vice-President  
Consumer and Commercial  
Product Management  
Card Products Division  
750 Lawrence Avenue West, W-5  
Toronto, ON M6A 1B8  
Tel: 416-784-8720  
Fax: 416-784-6450  
mary.giles@cibc.com

June 13, 2006

Competition Bureau  
50 Victoria Street  
Gatineau, Quebec  
K1A 0C9

Attention: Sheridan Scott  
Commissioner of Competition

Dear Ms. Scott:

RE: *The Commissioner of Competition and CIBC regarding the Consent Agreement between the Commissioner of Competition and Media Syndication Global, Havas S.A. and Interactive Marketing Group ULC.*

Upon the execution of the above-captioned Consent Agreement between the Commissioner of Competition (the "Commissioner") and Media Syndication Global, Havas S.A. and Interactive Marketing Group ULC, and upon its registration with the Competition Tribunal, while directly not at fault, Canadian Imperial Bank of Commerce (hereinafter "CIBC") has agreed to assist in the resolution of this matter by undertaking to the Commissioner of Competition as follows:

The CIBC shall:

- (A) identify the CIBC VISA credit cardholder customers who purchased the Bushnell (8 x 21) Binoculars and/or the Mark of Fitness Blood Pressure Monitors between August 1, 2002 and November 2, 2004 (the "products"), subject to all currently available credit card information and will provide a list of those customers to Blake, Cassels & Graydon LLP for refund reconciliation purposes;
- (B) use best efforts to have the restitution notice, which is Appendix "D" of the Consent Agreement, printed and ready for insert into the August 2006 monthly CIBC VISA credit cardholder billing statements failing which the restitution notice will be inserted in the immediate next CIBC VISA credit cardholder billing statements;
- (C) undertake to insert, on behalf of Media Syndication Global, Havas S.A. and Interactive Marketing Group ULC, the above-noted restitution notice in the August 2006 monthly CIBC VISA credit cardholder billing statements following registration of the Consent Agreement with the Competition Tribunal, to all CIBC VISA credit cardholders who received the initial mailings relating to the products and who are still active CIBC cardholders;
- (D) ensure through the PML Group Ltd., fulfilment house, the issuance of refund cheques funded by Media Syndication Global by September 30th, 2006 to each CIBC VISA credit cardholder customer who purchased the products as provided for in the attached Consent Agreement;

(E) within 60 days of the issuance of the refund cheques, provide the Commissioner with a report of the total value of successful refund payments, and unsuccessful/unpaid refunds and the efforts undertaken to locate those customers whose refund cheques were returned by mail; and

(F) undertake to discontinue offering third party merchandise through CIBC VISA credit cardholder statement inserts including promotions involving ordinary price claims and will not reintroduce such promotions in future CIBC VISA mailings other than in strict compliance with the Competition Act (the "Act") generally, and the Ordinary Selling Price Provisions of the Act, specifically.

In counterpart, the Competition Bureau agrees that no further action will be taken against CIBC in relation to the direct mail promotions or purchases for the products occurring between August 1, 2002 and November 2nd, 2004.

The Undertaking will be posted on the Competition Bureau website at: [www.competitionbureau.gc.ca](http://www.competitionbureau.gc.ca).

If the above-noted terms are acceptable, please acknowledge your acceptance by signing and returning a copy of this document to my attention.

Yours very truly,



Mary Giles  
VP, Consumer & Commercial Product Mgmt.

---

**Attachment: Consent Agreement**

c.c. Andrea Rosen, Assistant Deputy Commissioner of Competition  
Diane l'Ecuyer, Assistant Deputy Commissioner of Competition  
Josephine Palumbo, Senior Counsel, Department of Justice