



Broadcasting Public Notice CRTC 2006-4-1

Ottawa, 27 April 2006

*Further to its Broadcasting Notice of Public Hearing CRTC 2006-4 dated 20 April 2006 relating to a Public Hearing which will be held on **19 June 2006 at 9:30 a.m., at the Westin Edmonton Hotel, 10135-100th Street, Edmonton, Alberta**, the Commission announces the following:*

1. **THE COMMISSION ADDS THE FOLLOWING ITEM TO THE 19 JUNE 2006 PUBLIC HEARING.**

Item Applicant and Locality

78. **Aliant Telecom Inc. (Aliant), on behalf of itself and of Câblevision du Nord de Québec inc. (Câblevision)**
Saint-John/Moncton, New Brunswick; Halifax, Nova Scotia; Rouyn-Noranda, Val d'Or and Poularies, Quebec

78. **Saint-John/Moncton, New Brunswick; Halifax, Nova Scotia; Rouyn-Noranda, Val d'Or and Poularies, Quebec**
Application No. 2006-0258-3

Application by **Aliant Telecom Inc. (Aliant), on behalf of itself and of Câblevision du Nord de Québec inc. (Câblevision)** to implement a corporate reorganization involving the broadcasting distribution undertakings (BDUs) of Aliant and Câblevision.

The applicant is also requesting new licences to continue the operation of the cable BDUs currently issued to Aliant.

Aliant – acquisition of assets

Aliant is the licensee of two BDUs serving Saint-John/Moncton, New Brunswick and Halifax, Nova Scotia. It is a wholly-owned subsidiary of Aliant Inc., a corporation controlled by Bell Canada through its subsidiaries 3588378 Canada Inc. and 3810208 Canada Inc.

The transactions involving Aliant and its BDUs would be as follows:

- Amalgamation of Aliant Inc. and its wholly-owned subsidiaries, including Aliant, to form Aliant Amalco.
- Transfer of the assets of the BDUs to the partners of a limited partnership to be formed (Wireline LP). Aliant Amalco would be the general partner and a limited partner in Wireline LP. Bell Canada and a wholly-owned subsidiary to be incorporated under Aliant Amalco (Aliant Subco) would be the other limited partners.

- Purchase of certain common shares of Aliant Amalco by a trust to be formed (Parent Trust). Parent Trust would then transfer these common shares of Aliant Amalco to a second trust to be formed under Parent Trust (Holdings Trust).
- Another limited partnership would be formed (Holdings LP), with Holdings Trust as a limited partner and a corporation to be incorporated (GP Co.), as the general partner. BCE Inc. (BCE) and Bell Canada would then transfer the remaining common shares of Aliant Amalco held by them in exchange for limited partnership units of Holdings LP and, in addition for Bell Canada, for common shares of GP Co.
- Parent Trust would issue to BCE and Bell Canada a number of units of Parent Trust to be designated as “Special Voting Units.” The other units would be publicly held.
- Transfer of the common shares to be held by Holdings Trust to Holdings LP, which in turn, would transfer the common shares to a corporation to be incorporated as a wholly-owned subsidiary of Holdings LP (Acquisitionco).
- Amalgamation of Aliant Amalco with Acquisitionco to form Wireline GP, the general partner and a limited partner of Wireline LP.

As a result of the proposed reorganization, the common shares of Wireline GP (representing Aliant after the various transactions described above) would be held by Holdings LP and, the assets of Aliant’s BDUs would be transferred to Wireline LP.

Accordingly, Wireline GP, the general partner and a limited partner, with Bell Canada and Aliant Subco, the other limited partners, to carry on business as Wireline LP, are requesting new licences under the same terms and conditions to continue the operation of the BDUs upon surrender of the licences issued to Aliant.

Câblevision – change in ownership

Câblevision is the licensee of BDUs serving Rouyn-Noranda and Val d’Or, Quebec, and a multipoint distribution system (MDS) serving Poularies, Quebec. It is owned, through Telebec, Limited Partnership (Telebec LP), by Bell Nordiq Group Inc. (BNG) as the general partner of Telebec LP holding 63.4% of the common shares, and Bell Nordiq Trust as the limited partner holding 36.6% of the common shares.

BNG is owned and controlled by Bell Canada, through its subsidiary 3588378 Canada Inc.

Bell Nordiq Trust is owned by Bell Nordiq Income Fund. The units of the Fund are held by the public.

As a result of the proposed reorganization, BNG’s common shares would be transferred to Holdings LP.

Control of Aliant and Câblevision

The applicant stated that the corporate reorganization would not result in any change in BCE's ultimate control of Aliant and Câblevision.

The applicant further stated that BCE, through Bell Canada, would control GP Co. In turn, as the general partner of Holdings LP, GP Co. would control the undertakings and assets of Holdings LP, which would include the common shares of BNG and the common shares of Wireline GP, the general partnership of Wireline LP.

Upon closing, BCE and Bell Canada would hold Special Voting Units representing a 73.5% fully diluted interest in Parent Trust. This interest is expected to be reduced to approximately 45% through a distribution of BCE's units to BCE shareholders.

Pursuant to a Securityholders' Agreement to be entered into by BCE, Bell Canada, Parent Trust, Holdings Trust, GP Co., Holdings LP, Wireline LP and Wireline GP, BCE would be granted certain rights, including the following:

- BCE would appoint a majority of the directors of GP Co., provided that BCE and Bell Canada's total voting interest in Parent Trust on a fully diluted basis is 30% or greater;
- The board of directors of GP Co. would have the right to nominate persons for election to the board of trustees of Parent Trust;
- The board of trustees of Holdings Trust would be the same as the board of directors of GP Co.

The applicant indicated that it had applied for a Class 1 regional licence to operate a BDU to serve Region 5, which consists of the provinces of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. In the event that this application is approved prior to the current application, this licence would be re-issued to Wireline GP, the general partner and a limited partner, with Bell Canada and Aliant Subco, the other limited partners, to carry on business as Wireline LP.

Applicant's address:

One Brunswick Square, Floor 5
 P.O. Box 1430
 Saint John, New Brunswick
 E2L 4K2
 Fax: 1-877-250-9259
 E-Mail: regulatory.matters@aliant.ca

Examination of application:

At the applicant's address

and

Aliant Telecom Inc. – Regulatory Matters
10 Factory Lane
St-John's, Newfoundland and Labrador

Aliant Telecom Inc. – Regulatory Matters
Maritime Centre
1505 Barrington Street
Halifax, Nova Scotia

Câblevision du Nord de Québec inc.
45 Hôtel-de-Ville Boulevard
Val d'Or, Quebec

[\[Broadcasting intervention/comments form\]](#)

2. **THE FOLLOWING ITEMS ARE AMENDED AND THE CHANGES ARE IN BOLD.**

CORRECTION TO ITEM NO. 1

Grande Prairie, Alberta
Application No. 2005-0827-8

Application by 1097282 Alberta Ltd. for a licence to operate an English-language FM commercial radio programming undertaking in Grande Prairie.

Examination of application:

City of Grande Prairie
10205-98th Street
Grande Prairie, Alberta

CORRECTION TO ITEM NO. 63

Across Canada
Application No. 2006-0129-6

Application by **Surjit S. Gill**, on behalf of a corporation to be incorporated, for a licence to operate a Category 2 national ethnic specialty programming undertaking to be known as Channel Punjabi Khalsa.

CORRECTION TO ITEM NO. 64

Across Canada
Application No. 2006-0130-4

Application by **Surjit S. Gill**, on behalf of a corporation to be incorporated, for a licence to operate a Category 2 national ethnic specialty programming undertaking to be known as Channel Punjabi News.

Public Participation

Deadline for interventions/comments

25 May 2006

The intervention must be received by the CRTC and by the applicant on or before the above-mentioned date. The Commission cannot be held responsible for postal delays.

The intervention must include one of the following statements in either the first or the last paragraph:

- 1 - I request to appear at the public hearing.
- 2 - I do not want to appear at the public hearing.

Your intervention will be considered by the Commission, and will form part of the public record of the proceeding without further notification to you, provided the procedure set out below has been followed. You will be contacted only if your submission raises procedural questions.

Submit your written intervention to the Secretary General of the Commission in **only one** of the following formats:

by using the
Broadcasting Intervention/Comments Form
located below the description of each application within this notice of public hearing

or

by mail to
CRTC, Ottawa, Ontario K1A 0N2

or

by fax at
(819) 994-0218

A true copy **must** be sent to the applicant and proof that this has been done must accompany the intervention sent to the Commission.

The Commission advises those who file and serve by electronic mode to exercise caution when using e-mail for service of documents or notification, as it may be difficult to establish that service has occurred.

Before initiating service through electronic mode, please ensure that you will be able to satisfy the Commission, upon request, that service of the notification was completed.

Where the intervention is filed by electronic means, the line *****End of document***** should be entered following the last paragraph of the document, as an indication that the document has not been damaged during electronic transmission.

Each paragraph of the document should be numbered.

Your intervention should clearly identify the application and indicate whether you support or oppose the application, or if you propose changes to it, include the facts and grounds for your proposal.

In the event that the application is brought to the oral phase of the hearing, and if you wish to appear, you must provide reasons why your written comments are not sufficient and why an appearance is necessary.

Persons requiring communications support such as assistance listening devices and sign language interpretation are requested to inform the commission at least twenty (20) days before the commencement of the public hearing so that the necessary arrangements can be made.

Important notice

Note that all information that you provide as part of this public process, except information granted confidentiality, whether sent by postal mail, facsimile, e-mail or through the Commission's web site at www.crtc.gc.ca, becomes part of a publicly accessible file and will be posted on the Commission's web site. This information includes your personal information, such as your full name, e-mail address, postal/street address, telephone and facsimile number(s), and any other personal information you provide.

Documents received electronically or otherwise will be put on the Commission's web site in their entirety exactly as you send them, 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 personal information you 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.

Examination of documents

An electronic version of applications is available from the Commission's web site by selecting the application number within this notice.

A list of all interventions/comments will also be available on the Commission's Web site. An electronic version of all interventions/comments submitted will be accessible from this list. To access the list, select "Lists of interventions/comments" under "Public Proceedings" from the Commission's Web site.

Documents are also available during normal office hours at the local address provided in this notice and at the Commission offices and documentation centres directly involved with these applications or, upon request, within 2 working days, at any other CRTC offices and documentation centres.

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 Les Terrasses de la Chaudière
 1 Promenade du Portage, Room 206
 Gatineau, Quebec K1A 0N2
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Secretary General

This document is available in alternative format upon request, and may also be examined in PDF format or in HTML at the following Internet site: <http://www.crtc.gc.ca>