

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, QUEBEC,
NOVA SCOTIA AND NEWFOUNDLAND

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW
SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
QUEBECOR MEDIA INC.

AND

IN THE MATTER OF THE TAKE-OVER BIDS
RELATING TO ALL OF THE MULTIPLE VOTING SHARES AND ALL OF THE
SUBORDINATE VOTING SHARES
OF LE GROUPE VIDYTRON LTA

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, Nova Scotia and Newfoundland (the "Jurisdictions") has received an application from Quebecor Media Inc. (the "Offeror") for a decision pursuant to the securities legislation in each of the Jurisdictions (the "Legislation") with respect to two formal take-over bids made on September 27, 2000, (the "Bids"), one for all of the issued and outstanding multiple voting shares and one for all of the issued and outstanding subordinate voting shares of Le Groupe Vidéotron Ltée ("Videotron") for a cash consideration of \$45.00 for each multiple voting share and subordinate voting share, to the effect that:

Despite the provisions of the Legislation which require an insider to prepare a valuation report in connection with an "insider bid" (as defined in the Legislation) an exemption from the requirement to prepare such a report is granted to the Offeror, considering, among other things, that the Bids were launched in the context of an auction process.

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the *Commission des valeurs mobilières du Québec* is the Principal Regulator for this application;

AND WHEREAS the Offeror has represented to the Decision Makers that:

1. The Offeror was incorporated under Part IA of the *Companies Act* (Quebec) and, at the time of making the Bids, was a wholly-owned subsidiary of Quebecor Inc. ("Quebecor"). The Offeror will be party to a series of transactions both prior to and subsequent to the date the Offeror takes up and pays for shares tendered in connection with the Bids, as a result of which transactions, Quebecor inc. will own approximately 54.7% of the issued and outstanding common shares of the Offeror and Capital Communications CDPQ Inc. ("CDPQ"), a subsidiary of the Caisse de dépôt et placement du Québec (the "Caisse"), will own approximately 45.3% of the issued and outstanding common shares of the Offeror.
2. The Caisse beneficially owns approximately 18.8% of the outstanding multiple voting shares principally through CDPQ) and approximately 3.2% of the outstanding subordinate voting shares of Videotron. Accordingly, CDPQ is an insider of Videotron. The Offeror may be considered to act in concert with CDPQ for the purposes of the Legislation.
3. On February 7, 2000, Videotron and Rogers Communications Inc. ("Rogers") jointly announced an agreement to proceed with a statutory arrangement.
4. On August 9, 2000, Quebecor and CDPQ announced their intention to launch take-over bids for all of the issued and outstanding multiple voting shares and subordinate voting shares of Videotron for a cash consideration of \$45.00 for each multiple voting share and subordinate voting share. The take-over bids were open for acceptance until 5:00 p.m., Montreal time, on December 19, 2000 ("Original Offers").
5. On September 27, 2000, Quebecor and CDPQ withdrew the Original Offers, and then launched the Bids. The Bids will be open for acceptance until 12:01 a.m., Montreal time, on October 19, 2000.
6. The Bids are "insider bids" for purposes of the Legislation. In such circumstances, the Offeror is required, in the absence of an exemption, to prepare a valuation for purposes of the Bids.
7. On September 13, 2000, Andr hagnon, the Chairman of the Board of Videotron, and two companies controlled by him (the "Principal Shareholders"), entered into an agreement with Quebecor Inc., CDPQ and the Offeror pursuant to which the Principal Shareholders irrevocably agreed to accept the Bids and deposit the multiple voting shares of Videotron. and the subordinate voting shares of Videotron held by the Principal Shareholders to the Bids. The Principal Shareholders hold in excess of 80% of the multiple voting shares of Videotron issued and outstanding.
8. The Bids were launched in the context of an auction process involving the proposed arrangement between Rogers Communications Inc. and Videotron dated February 7, 2000.
9. The cash consideration of \$45.00 represents a premium of 35,6 % to the closing price of \$33.20 of the subordinate voting shares on August 8, 2000 on the Toronto Stock Exchange, being the last trading day prior to the announcement of the Original Offers.

AND WHEREAS, pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the authority to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the exemption from the requirement to prepare a valuation report granted to the Offeror is not detrimental to the protection of investors or the public interest.

DATED "October 18", 2000.

Jacques Labelle
Directeur général
(Title)