

January 4, 2007

Vivendi Exchangeco Inc.  
Box 25, Commerce Court West  
199 Bay Street, Suite 2800  
Toronto, Ontario  
M5L 1A9

Dear Sirs/Mesdames:

Re: Vivendi Exchangeco Inc. (the "Applicant")  
Re: Application to Cease to be a Reporting Issuer under the Securities Legislation  
of Ontario, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick,  
Nova Scotia, and Newfoundland and Labrador (the "Jurisdictions")

The Applicant has applied to the local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions for a decision under the securities legislation (the "**Legislation**") of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

1. the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada;
2. no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 – *Marketplace Operation*;
3. the Applicant is applying for relief to cease to be a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and
4. the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer.

*"Erez Blumberger"*  
Assistant Manager, Corporate Finance  
Ontario Securities Commission