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Abridged

2 August 2005

Mr. Jan Skora
Director General
Industry Canada
Radiocommunications and Broadcasting Regulatory Branch
300 Slater Street,
Ottawa, Ontario K1A 0C8

Dear Mr. Skora;

Subject: Application to transfer the Multipoint Communications Systems (MCS) licences from Fido Solutions Inc. to a limited partnership (Netco LP) of which Rogers Wireless Inc. and Bell Mobility Inc. shall, directly and indirectly be the partners

Inukshuk Internet Inc. (Inukshuk) was issued Multipoint Communications Systems (MCS) licences by the Minister of Industry in twelve licence service areas across Canada. The Department was informed by letter dated October 27, 2004 of the proposed acquisition of Inukshuk by Rogers Communications Inc. In the Department's letter of November 3, 2004 the Department stated that the license remained in effect while updated ownership and control information is being verified by the Department. Effective November 8, 2004, Inukshuk was amalgamated with Microcell Solutions Inc. to form Microcell Solutions Inc. The Department was informed of these changes in a letter dated November 24, 2004. By letter dated February 2, 2005, the Department was informed that Microcell Solutions Inc. was renamed Fido Solutions Inc. Full documentation showing the ownership of Fido Solutions Inc. has been provided to the Department by letter dated March 14, 2005.

Application

This letter constitutes a formal application (Application), by Fido Solutions Inc. to transfer the MCS licence held by Inukshuk, Alberta - 707-4896908, British Columbia - 707-4896912, Eastern Ontario and Outaouais - 707-4912137, New Brunswick - 707-4899909, Newfoundland & Labrador - 707-4899907, Nova Scotia - 707-4899905, Ontario - 707-4896906, Prince Edward Island - 707-4899903, Québec - 707-4896910, Yukon - 707-4910326, Nunavut - 707-4910324 and Northwest Territories - 707-4910328, down to a limited partnership (Netco LP). The Netco LP (or such other name as it will be given) will be owned 49.95% by Rogers Wireless Inc. (RWI) and 49.95% by Bell Mobility Inc. (BMI) and 0.1% by GPco. GPco is owned 50% by RWI and 50% by BMI.

Background

Rogers and Bell are creating a Joint Network Operating Organization (Netco LP) to build a world-class national fixed wireless telecommunications network for Canadians. This will establish Canada at the forefront of developments in the 2.5 GHz band and WiMax technologies. This partnership will result in increased competition with the addition of a fixed wireless broadband network across Canada, which will be completely financed and paid for by Rogers and Bell. As well, deployment of broadband wireless services to unserved and rural areas is an important component to achieve Canada's rural broadband strategy. This partnership can do far more, far faster, than any carrier could do alone and is squarely in the public interest.

Rogers and Bell will in effect own Netco LP on a 50:50 basis. Each will contribute a combination of cash, assets (including tower sites and back haul facilities) and expertise to the venture. However, Rogers and Bell will continue to compete against each other in delivery of retail services using the Netco LP fixed wireless broadband network. With Canada's premier communication companies working together, this will ensure a fast and Canada-wide deployment of a wireless broadband network and related services.

Information

We are attaching the following agreements and documents related to this transaction:

- #
- #
- #

Additionally in order to ensure the Department has up-to-date information concerning Bell Canada and its relevant affiliates, we are submitting the following information:

- Lists of Directors for:

- #
- #
- #
- Bell Canada
- #
- BCE Inc.

- Lists of Officers for:

- #
- #
- #
- Bell Canada
- #
- BCE Inc.

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- Updates to incorporating documentation for the following companies:
 - Bell Canada (last change – March 2005)
 - #
 - BCE Inc. (last change – August 2004)

No updates to the incorporating documents of the following companies is being provided as there have been no amendments subsequent to 2002 and the material the department already has on file is up-to-date:

- #
- #
- #

Similarly #

and accordingly no updates are provided as the documentation the Department already has on file is up-to-date.

As the Department is aware, detailed information regarding the Canadian Ownership and Control of RCI, Rogers Wireless and Fido was provided to the Department in the context of both the 2.3/3.5 GHz spectrum auction and was approved on June 29, 2005 in granting the licences. Canadian Ownership and Control was also reviewed and approved on July 29, 2005 in regards to the recent licence transfer issues among the Rogers Group of Companies and accordingly the information the Department has on file is up-to-date.

Issues Pertaining to Licence Transfers

The June 1999 2500 MHz Multipoint Communications Systems Policy and Licensing Procedures Notice ("Notice"), section 4.5.2 allows for the transfer of MCS licences subject to approval by the Minister. It states: "A liberal approach to...license transfer was proposed in the *Consultation Document*, and favourable comments were received". As well, the Notice determined the following guidelines for transfer approval:

- transferee must be under Canadian ownership and control;
- requests for transfer must be made jointly in writing by transferor and transferee; and
- commitments made by transferor must be completely adhered to or exceeded by transferee.

The requested transfer meets all the above requirements and Rogers and Bell request the Departments assistance in achieving an expedited approval.

We trust that the foregoing summary of salient points will assist Industry Canada in its review of the attached agreements and documents. In this regard, please note that this letter and the attached documents contain financial and commercial information that is confidential information of RCI and Bell Canada and their affiliates (the Parties) and is treated consistently in a confidential manner by the Parties. The Parties claim confidentiality with respect to this letter and each of the documents attached, except to

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the extent such confidentiality is explicitly waived by the Parties or disclosure is required by operation of law.

We would be pleased to respond to any questions or to clarify any matter in connection with the Investment described herein.

Yours truly,

A handwritten signature in black ink, appearing to be 'Ken Engelhart', with a long horizontal stroke extending to the right.

Ken Engelhart
Rogers Communications Inc.

A handwritten signature in black ink, appearing to be 'Mirko Bibic', written in a cursive style.

Mirko Bibic
Bell Canada