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July 2011	35.28	19,741,730
	40.27	
	37.04	
	23,338	
July 2011	39.13	
	35.75	
	22,383,533	
August 2011	39.54	
	35.67	
	20,689	
August 2011	38.27	
	34.25	
	32,953,564	
September 2011	39.59	
	35.01	
	28,328	
September 2011	39.00	
	34.65	
	35,056,530	
October 2011 37.6735.0836,890	October 201137.1034.3423,866,439	November 201138.7736.2757,271
November 201138.1935.7538,169,076		
December 1-14 2011	38.2536.7616,840	December 1-14 201138.0636.4712,616,331

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## EARNINGS COVERAGE

The following pro forma earnings coverage ratios and associated financial information have been calculated on a consolidated basis for the 12-month periods ended December 31, 2010 and September 30, 2011 based on our financial statements for the respective periods, and have been prepared in accordance with IFRS. See Notes 2 and 3 to our unaudited interim consolidated financial statements as at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010, Notes 2 and 3 to our unaudited interim consolidated financial statements as at March 31, 2011 and for the three months ended March 31, 2011 and 2010 and our management's discussion and analysis for the three months ended March 31, 2011 which provides a reconciliation of certain of our 2010 historical financial results in accordance with IFRS. The pro forma information gives effect to:

- (i) (A) the issuance on August 25, 2010 of our 6.11% Senior Notes due 2040 and the application of the net proceeds therefrom, together with cash on hand and advances under our bank credit facility, to fund the amount required to redeem all of our then outstanding 9.625% Senior Notes due 2011 which were redeemed on August 27, 2010 and all of our 7.25% Senior Notes due 2011 and 7.625% Senior Notes due 2011, all of which were redeemed on August 31, 2010, and (B) the termination of the associated cross-currency interest rate exchange agreements;
- (ii) the issuance on September 29, 2010 of our 4.70% Senior Notes due 2020, and the application of a portion of the net proceeds therefrom to repay outstanding advances under our bank credit facility; and
- (iii) (A) the issuance on March 21, 2011 of our 5.34% Senior Notes due 2021 and 6.56% Senior Notes due 2041 and the application of the net proceeds therefrom to fund the amount required to repay the outstanding principal amount of the 7.875% Senior Notes due 2012 and the 7.25% Senior Notes due 2012, all of which were redeemed on March 21, 2011, and repay outstanding advances under our bank credit facility, and (B) the termination of the associated cross-currency interest rate exchange agreements;

as if each such transaction had occurred on January 1, 2010; provided, however, that the redemptions of our 9.625% Senior Notes due 2011, 7.25% Senior Notes due 2011, 7.625% Senior Notes due 2011, 7.875% Senior Notes due 2012 and 7.25% Senior Notes due 2012 reflect the actual prices of such redemptions on August 27, 2010, August 31, 2010 and March 21, 2011, as applicable. For a further description of the above transactions, see Note 14 to our audited consolidated financial statements as at and for the years ended December 31, 2010 and 2009 and Note 10 to our unaudited interim consolidated financial statements as at September 30, 2011 and for the three and nine months ended September 30, 2011 and 2010 and our management's discussion and analysis in respect of those statements.

	12 Months Ended December 31, 2010	12 Months Ended September 30, 2011
Earnings before borrowing costs and income taxes	2,783 \$million	2,784 \$million
Pro forma borrowing cost requirements(1)	\$671 million	\$million 679
Pro forma earnings coverage ratio(2)	4.15x	4.10x

- (1) Pro forma borrowing cost requirements refers to our aggregate interest expense in respect of our financial liabilities for the applicable period as adjusted to reflect the items noted above the table.
- (2) Pro forma earnings coverage ratio refers to the ratio of (i) our earnings before borrowing costs and income taxes for the applicable period and (ii) our pro forma borrowing cost requirements for the applicable period.

The pro forma earnings coverage ratios and associated financial information presented above do not give effect to the issuance of debt securities under this prospectus that may be issued pursuant to any prospectus supplement since the aggregate principal amounts and the terms of such debt securities are not presently known. Nor does this pro forma information give effect to adjustments for normal course advances and repayments of borrowings under our bank credit facility subsequent to the periods presented, as these would not materially affect the ratios. The earnings coverage ratios set out above do not purport to be indicative of earnings coverage ratios for any future periods.

### RISK FACTORS

An investment in the debt securities involves risk. Before deciding whether to invest in the debt securities, you should consider carefully the risks described in the documents incorporated by reference into this prospectus (including subsequent documents incorporated by reference into this prospectus) and, if applicable, those described in a prospectus supplement relating to a specific offering of debt securities. Discussions of certain risks and uncertainties affecting our business are provided in our annual information form, our management's discussion and analysis for the year ended December 31, 2010 and our management's discussion and analysis for the nine months ended September 30, 2011 (or, as applicable, our annual information form and our management's discussion and analysis for subsequent periods), each of which is incorporated by reference into this prospectus. These are not the only risks and uncertainties that we face. Additional risks not presently known to us or that we currently consider immaterial may also materially and adversely affect us. If any of the events identified in these risks and uncertainties were to actually occur, our business, financial condition or results of operations could be materially harmed.

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ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES

We are a corporation organized under the laws of the Province of British Columbia, Canada and substantially all of our assets are located in Canada. In addition, most of our directors, substantially all of our officers and most of the experts named herein are resident outside the United States. We have appointed an agent for service of process in the United States (as set forth below), but it may be difficult for U.S. investors to effect service of process within the United States upon such directors, officers or experts to enforce against them judgments of U.S. courts based upon, among other things, the civil liability provisions of the U.S. federal securities laws. In addition, we have been advised by Davies Ward Phillips & Vineberg LLP, our Canadian counsel, that there is some doubt as to the enforceability in original actions in Canadian courts of liabilities based upon the U.S. federal securities laws, and as to the enforceability in Canadian courts of judgments of U.S. courts obtained in actions based upon the civil liability provisions of the U.S. federal securities laws.

We filed with the SEC, concurrently with our registration statement on Form F-9, an appointment of agent for service of process on Form F-X. Under the Form F-X, we appointed CT Corporation System, 111 Eighth Avenue, New York, New York 10011, as our agent for service of process in the United States in connection with any investigation or administrative proceeding conducted by the SEC, and any civil suit or action brought against us in a United States court arising out of or related to or concerning the offering of the debt securities under our registration statement.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable prospectus supplement may describe the principal Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of the debt securities offered thereunder. The applicable prospectus supplement may also describe certain U.S. federal income tax considerations generally applicable to the purchase, holding and disposition of those debt securities by an investor who is a United States person.

LEGAL MATTERS

Certain legal matters relating to debt securities offered by this short form base shelf prospectus will be passed upon on our behalf by Davies Ward Phillips & Vineberg LLP, our Canadian counsel, and Cravath, Swaine & Moore LLP, our U.S. counsel. As of the date of this prospectus, the partners and associates of Davies Ward Phillips & Vineberg LLP, as a group, own beneficially, directly or indirectly, less than 1% of our outstanding securities of any class and less than 1% of the outstanding securities of any class of our associates or affiliates.

EXPERTS

Our consolidated financial statements as at and for the years ended December 31, 2010 and 2009 incorporated by reference into this prospectus have been audited by KPMG LLP, as indicated in their report incorporated by reference into this prospectus, and are incorporated herein in reliance upon the authority of said firm as experts in accounting and auditing in giving said report.

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DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT

The following documents have been or will be filed with the SEC as part of the registration statement of which this prospectus forms a part:

the documents referred to under “Documents Incorporated by Reference”;

consent of KPMG LLP;

consent of Davies Ward Phillips & Vineberg LLP;

powers of attorney from directors and officers of RCI and RCP;

the base indenture relating to the debt securities; and

the statement of eligibility of the trustee on Form T-1.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Province of Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and accompanying prospectus supplement relating to the securities purchased by a purchaser and any amendment thereto. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and accompanying prospectus supplement relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation in the Province of Ontario. The purchaser should refer to any applicable provisions of the securities legislation in the Province of Ontario for the particulars of these rights or consult with a legal advisor.

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PART II

INFORMATION NOT REQUIRED TO BE  
DELIVERED TO OFFEREES OR PURCHASERS

INDEMNIFICATION

Rogers Communications Inc.

Under Section 160 of the Business Corporations Act (British Columbia) (the “BCBCA”),

- (a) a director or officer of Rogers Communications Inc. (“RCI”),
- (b) a former director or officer of RCI,
- (c) a director, former director, officer or former officer of another corporation at a time when the corporation is or was an affiliate of RCI or at the request of RCI,
- (d) an individual who is or was, or holds or held a position equivalent to that of, a director or officer of a partnership, trust, joint venture or other unincorporated entity, at the request of RCI (any corporation or entity referred to in (c) or (d), an “associated corporation”; and any individual described in (a) through (d), an “eligible individual”) or
- (e) any heirs and personal or other legal representatives of an eligible individual (any person described in (e) and any eligible individual, an “eligible party”)

may be indemnified by RCI against all judgments, penalties or fines awarded or imposed or to which the eligible party may be liable in, or amounts paid in settlement of, any civil, criminal, quasi-criminal, administrative or regulatory action or proceeding or investigative action, whether current, threatened, pending or completed, in which the eligible party, by reason of an eligible individual being or having been a director or officer of, or holding or having held a position equivalent to that of a director or officer of, RCI or an associated corporation is or may be joined as a party, or is or may be liable for or in respect of a judgment, penalty or fine in, or costs, charges and expenses, including legal and other fees (“expenses”) related to, any such action or proceeding (an “eligible proceeding”); and after the final disposition of an eligible proceeding, may be paid the expenses actually and reasonably incurred by the eligible party in respect of that proceeding.

Under Section 161 of the BCBCA, an eligible party must, after the final disposition of an eligible proceeding, be paid by RCI the expenses actually and reasonably incurred by the eligible party in respect of the eligible proceeding if the eligible party is wholly successful on the merits or otherwise, or is substantially successful on the merits, in the outcome of the proceeding.

Under Section 162 of the BCBCA, an eligible party may be paid by RCI, as expenses are incurred in advance of the final disposition of an eligible proceeding, the expenses actually and reasonably incurred by the eligible party in respect of that proceeding; provided that RCI must not pay such expenses unless RCI first receives from the eligible party a written undertaking that the eligible party will repay the amounts advanced if it is ultimately determined that (i) the eligible individual in relation to the subject matter of the eligible proceeding did not act honestly and in good faith with a view to the best interests of RCI or associated corporation, as the case may be, (ii) in the case of an eligible proceeding other than a civil proceeding, the eligible individual did not have reasonable grounds for believing the eligible individual’s conduct in respect of which the proceeding was brought was lawful, (iii) the eligible

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proceeding is brought by or on behalf of RCI or an associated corporation or (iv) in certain circumstances, RCI is or was prohibited from doing so by its charter (each of items (i) to (iv), a “statutory prohibition”).

Under Section 163 of the BCBCA, RCI must not make an indemnification or payment under Sections 160 to 162 if there is a statutory prohibition.

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Under Section 164 of the BCBCA, the Supreme Court of British Columbia may, on application of RCI or an eligible party, order RCI to indemnify or to pay expenses, despite Sections 160 to 163 of the BCBCA.

The articles of RCI provide that RCI shall indemnify, and pay expenses in advance of the final disposition of a proceeding of, a director or officer or former director or officer of RCI or a person who acts or acted at RCI's request as a director or officer, or in a similar capacity of another entity, and the heirs and personal or other legal representatives of such a person, in accordance with, and to the fullest extent and in all circumstances permitted by the BCBCA. The articles further provide that RCI may enter into indemnification agreements, including without limitation, provisions therein whereby a court order approving indemnification will be applied for, if required. The foregoing rights and powers of RCI are in addition to and not in substitution for any other rights and powers regarding indemnification, payment of expenses and insurance.

Under the BCBCA, the articles of RCI may affect the power or obligation of RCI to give an indemnity or pay expenses to the extent that the articles prohibit giving the indemnity or paying the expenses. As indicated above, this is subject to the overriding power of the Supreme Court of British Columbia under Section 164 of the BCBCA.

As contemplated by Section 165 of the BCBCA, RCI has purchased insurance against potential claims against the directors or officers of RCI and against loss for which RCI may be required or permitted by law to indemnify such directors and officers.

RCI has entered into indemnification agreements with certain of its officers and directors that indemnify such persons to the maximum amount permitted by applicable law. Pursuant to these agreements, RCI has agreed to provide such persons an advance of defense costs prior to final disposition of a proceeding, subject to an obligation to repay in certain circumstances.

Rogers Communications Partnership

Under the Partnerships Act (Ontario), each partner of Rogers Communications Partnership ("RCP") is liable jointly with the other partners for all debts and obligations of RCP incurred while such partner is a partner.

Pursuant to the amended and restated partnership agreement dated July 1, 2010 forming RCP, the partners of RCP are, as among themselves, liable for, and have agreed to indemnify each other from, the debts, liabilities, obligations and losses of RCP in proportion to the number of partnership units owned by them respectively.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrants pursuant to the foregoing provisions, the Registrants have been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.



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EXHIBITS

Exhibit Number	Description
4.1	Annual information form of Rogers Communications Inc. (“RCI”) for the year ended December 31, 2010, dated February 28, 2011 (incorporated by reference to Exhibit 99.1 to RCI’s Form 40-F (Commission File No. 001-10805) filed with the Commission on February 28, 2011)
4.2	Audited consolidated financial statements of RCI as at and for the years ended December 31, 2010 and 2009, together with the report of the auditors’ thereon, and management’s discussion and analysis in respect of those statements (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on February 28, 2011)
4.3	Management information circular of RCI, dated March 15, 2011 in connection with RCI’s annual meeting of shareholders held on April 27, 2011 (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on March 30, 2011)
4.4	Unaudited interim consolidated financial statements of RCI as at March 31, 2011 and for the three months ended March 31, 2011 and 2010 and management’s discussion and analysis in respect of those statements which includes a reconciliation of our 2010 historical financial results in accordance with IFRS (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on April 26, 2011)
4.5	Unaudited interim consolidated financial statements of RCI as at September 30, 2011 and for the three months and nine months ended September 30, 2011 and 2010 and management’s discussion and analysis in respect of those statements (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on October 26, 2011)
4.6	Material change report of RCI relating to the acceptance by the Toronto Stock Exchange of a notice filed by RCI of RCI’s intention to renew RCI’s current normal course issuer bid for RCI’s Class B Non-Voting shares (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on February 17, 2011)
4.7	Material change report of RCI relating to the retirement of RCI’s Chief Financial Officer in the second quarter of 2012 (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on October 28, 2011)
5.1	Consent of KPMG LLP
5.2	Consent of Davies Ward Phillips & Vineberg LLP
6.1	Powers of attorney (included on the signature pages of this registration statement)
7.1	Indenture, dated August 6, 2008, between RCI and The Bank of New York Mellon (incorporated by reference to Exhibit 99.1 to RCI’s Form 6-K (Commission File No. 001-10805) furnished to the Commission on August 6, 2008)
7.2	

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First Supplemental Indenture, dated as of August 6, 2008, among RCI, Rogers Cable Communications Inc., Rogers Wireless Partnership and The Bank of New York Mellon (incorporated by reference to Exhibit 99.2 to RCI's Form 6-K (Commission File No. 001-10805) furnished to the Commission on August 6, 2008)

- 7.3 Second Supplemental Indenture, dated as of August 6, 2008, among RCI, Rogers Cable Communications Inc., Rogers Wireless Partnership and The Bank of New York Mellon (incorporated by reference to Exhibit 99.3 to RCI's Form 6-K (Commission File No. 001-10805) furnished to the Commission on August 6, 2008)
- 7.4 Statement of Eligibility and Qualification of the Trustee on Form T-1

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PART III

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertaking

Each Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-9 or to transactions in said securities.

Item 2. Consent to Service of Process

Concurrently with the filing of this registration statement, each of the Registrants is filing with the Commission a written irrevocable consent and power of attorney on Form F-X.

Any change to the name or address of the agent for service of any Registrant shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of the relevant registration statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-9 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada on the 15th day of December, 2011.

ROGERS COMMUNICATIONS INC.  
(Registrant)

By: /s/ Nadir H. Mohamed  
Name: Nadir H. Mohamed  
Title: Director and President and Chief  
Executive Officer

By: /s/ William W. Linton  
Name: William W. Linton, FCA  
Title: Executive Vice President,  
Finance and  
Chief Financial Officer

ROGERS COMMUNICATIONS  
PARTNERSHIP  
(Registrant)

By: /s/ Nadir H. Mohamed  
Name: Nadir H. Mohamed  
Title: President and Chief Executive  
Officer

By: /s/ William W. Linton  
Name: William W. Linton, FCA  
Title: Executive Vice President,  
Finance and  
Chief Financial Officer

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## SIGNATURES WITH RESPECT TO ROGERS COMMUNICATIONS INC.

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Alan D. Horn, Nadir H. Mohamed, William W. Linton, Glenn Brandt and David P. Miller his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing appropriate or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date Signed
/s/ Nadir H. Mohamed Nadir H. Mohamed	Director and President and Chief Executive Officer (Principal Executive Officer)	December 15, 2011
/s/ William W. Linton William W. Linton, FCA	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 15, 2011
/s/ Alan D. Horn Alan D. Horn	Director and Chairman	December 15, 2011
/s/ Philip B. Lind Philip B. Lind	Director and Vice Chairman and Executive Vice President, Regulatory	December 15, 2011
/s/ Edward Rogers Edward Rogers	Director and Deputy Chairman and Executive Vice President, Emerging Business and Corporate Development	December 15, 2011
/s/ Melinda M. Rogers	Director and Senior Vice President,	December 15, 2011



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Signature	Title	Date Signed
/s/ Ronald D. Besse Ronald D. Besse	Director	October 26, 2011
/s/ Stephen A. Burch Stephen A. Burch	Director	December 15, 2011
/s/ John H. Clappison John H. Clappison	Director	December 15, 2011
/s/ Peter C. Godsoe Peter C. Godsoe, O.C.	Director	December 15, 2011
/s/ Thomas I. Hull Thomas I. Hull	Director	December 15, 2011
/s/ Isabelle Marcoux Isabelle Marcoux	Director	December 15, 2011
/s/ David R. Peterson The Hon. David R. Peterson, P.C., Q.C.	Director	December 15, 2011
/s/ Martha L. Rogers Martha L. Rogers	Director	December 15, 2011
/s/ William T. Schleyer William T. Schleyer	Director	December 15, 2011
/s/ John H. Tory John H. Tory	Director	December 15, 2011

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## SIGNATURES WITH RESPECT TO ROGERS COMMUNICATIONS PARTNERSHIP

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Alan D. Horn, Nadir H. Mohamed, William W. Linton, Glenn Brandt and David P. Miller his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing appropriate or necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date Signed
/s/ Nadir H. Mohamed Nadir H. Mohamed	Member of the Management Committee, President and Chief Executive Officer (Principal Executive Officer)	December 15, 2011
/s/ William W. Linton William W. Linton, FCA	Member of the Management Committee, Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 15, 2011
/s/ David P. Miller David P. Miller	Member of the Management Committee, Senior Vice President, General Counsel and Secretary	December 15, 2011





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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of Rogers Communications Inc. and Rogers Communications Partnership in the United States, in the City of Newark, State of Delaware on the 15th day of December, 2011.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

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