

ROGERS COMMUNICATIONS INC

Form F-9/A

November 08, 2007

As filed with the Securities and Exchange Commission on November 8, 2007

Registration No. 333-147078

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**AMENDMENT NO. 1
TO
FORM F-9
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Rogers Cable Communications Inc. **Rogers Communications Inc.** **Rogers Wireless Partnership**

(Exact name of Registrant as specified in its charter)

Ontario **British Columbia** **Ontario**
(Province or other jurisdiction of incorporation or organization)

4841 **4841** **4812**
(Primary Standard Industrial Classification Code Number)

Not Applicable
(I.R.S. Employer Identification Number)

**333 Bloor Street East, 10th
Floor
Toronto, Ontario M4W 1G9
(416) 935-7777**
(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System
111 Eighth Avenue, 13th
Floor
New York, New York 10011
(212) 894-8400**
(Name, address, and telephone number of agent for service in the United States)

Copies to:

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Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475

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44th Floor
1 First Canadian Place
Toronto, Ontario M5X 1B1

Approximate date of commencement of proposed sale of the securities to the public:

From time to time after the effective date of this registration statement.

Province of Ontario, Canada
(Principal jurisdiction regulating this offering)

It is proposed that this filing shall become effective (check appropriate box):

- A. upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B. at some future date (check appropriate box below):
1. pursuant to Rule 467(b) on _____ at _____ (designate a time not sooner than 7 calendar days after filing).
 2. pursuant to Rule 467(b) on _____ at _____ (designate a time 7 calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on _____.
 3. pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
 4. after the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box:

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registration statement shall become effective as provided in Rule 467 under the Securities Act of 1933, as amended, or on such date as the Commission, acting pursuant to Section 8(a) of the Act, may determine.

PART I
INFORMATION REQUIRED TO BE DELIVERED
TO OFFEREEES OR PURCHASERS

I-1

SHORT FORM BASE SHELF PROSPECTUS

New Issue

November 8, 2007

ROGERS COMMUNICATIONS INC.

**US\$2,000,000,000
Debt Securities**

We may offer from time to time, during the 25 month period that this prospectus, including any amendments hereto, remains effective, debt securities in an aggregate amount not to exceed US\$2,000,000,000 (or its equivalent in any other currency used to denominate the debt securities at the time of offering). These debt securities may consist of debentures, notes or other types of debt and may be issuable in one or more series. The basis for calculating the dollar value of debt securities distributed under this prospectus will be the aggregate principal amount of debt securities that we issue except in the case of any debt securities that are issued at an original issue discount, the dollar value of which will be calculated on the basis of the gross proceeds that we receive.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE OR PROVINCIAL SECURITIES REGULATOR HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Under the multijurisdictional disclosure system adopted by the U.S. Securities and Exchange Commission, we are permitted to prepare this prospectus in accordance with Canadian disclosure requirements, which are different from those of the United States. We prepare our financial statements in accordance with Canadian generally accepted accounting principles, and are subject to Canadian auditing and auditor independence standards. They may not be comparable to financial statements of U.S. companies.

Owning the debt securities may subject you to tax consequences both in the United States and Canada. You should read the tax discussion, if any, in any applicable prospectus supplement. This prospectus or any applicable prospectus supplement may not describe tax considerations that may be relevant to you.

Your ability to enforce civil liabilities under the U.S. federal securities laws may be affected adversely because we are organized under the laws of British Columbia, Canada, most of our directors, substantially all of our officers and most of the experts named in this prospectus are Canadian residents, and substantially all of our assets are located outside the United States.

The debt securities offered hereby have not been qualified for sale under the securities laws of any province or territory of Canada (other than the Province of Ontario) and, unless otherwise provided in the prospectus supplement relating to a particular issue of debt securities, will not be offered or sold, directly or indirectly, in Canada or to any resident of Canada except in the Province of Ontario.

The debt securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions and other factors. We will provide the specific terms of any debt securities we offer in one or more prospectus supplements which will accompany this prospectus. You should read this prospectus and any applicable prospectus supplement carefully before you invest. This prospectus may not be used to offer debt securities unless accompanied by a prospectus supplement.

We may sell debt securities to or through underwriters or dealers purchasing as principals, and may also sell debt securities to one or more purchasers directly or through agents. The prospectus supplement relating to a particular issue of debt securities will identify each underwriter, dealer or agent engaged by us in connection with the offering and sale of that issue, and will set forth the terms of the offering of such issue, including, to the extent applicable, the proceeds to be received by us and any fees payable to underwriters, dealers or agents. In connection with any offering of debt securities, the underwriters or agents may over-allot or effect transactions which stabilize or maintain the market price of the debt securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution".

Unless otherwise specified in the applicable prospectus supplement, each issue of debt securities will be a new issue of debt securities with no established trading market. The debt securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, debt securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers. The price at which the debt securities will be offered and sold may vary as between purchasers during the distribution period.

Our head office is located at 333 Bloor Street East, 10th Floor, Toronto, Ontario, M4W 1G9 and our registered office is located at 1075 W. Georgia Street, Suite 2100, Vancouver, British Columbia, V6E 3G2.

TABLE OF CONTENTS

	<u>Page</u>
<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>DOCUMENTS INCORPORATED BY REFERENCE</u>	<u>1</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>2</u>
<u>FORWARD-LOOKING INFORMATION</u>	<u>3</u>
<u>ROGERS COMMUNICATIONS INC.</u>	<u>3</u>
<u>RECENT DEVELOPMENTS</u>	<u>4</u>
<u>CONSOLIDATED CAPITALIZATION</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>4</u>
<u>PLAN OF DISTRIBUTION</u>	<u>4</u>
<u>DESCRIPTION OF DEBT SECURITIES</u>	<u>5</u>
<u>EARNINGS COVERAGE</u>	<u>15</u>
<u>RISK FACTORS</u>	<u>16</u>
<u>ENFORCEABILITY OF CERTAIN CIVIL LIABILITIES</u>	<u>16</u>
<u>CERTAIN INCOME TAX CONSIDERATIONS</u>	<u>16</u>
<u>LEGAL MATTERS</u>	<u>16</u>
<u>EXPERTS</u>	<u>17</u>
<u>DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT</u>	<u>17</u>
<u>AUDITORS' CONSENT</u>	<u>18</u>

ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this prospectus or any applicable prospectus supplement and on other information included in the registration statement of which this prospectus forms a part. References to this "prospectus" include documents incorporated by reference herein. We have not authorized anyone to provide you with information that is different. The information in or incorporated by reference into this prospectus is current only as of the date of the applicable prospectus supplement. We are not making an offer of these debt securities in any jurisdiction where the offer is not permitted by law.

Except as set forth under "Description of Debt Securities" or unless the context otherwise requires, in this prospectus (excluding the documents incorporated by reference herein) the terms "RCI", "Company", "we", "us" and "our" refer to Rogers Communications Inc. and its subsidiaries, references to Canadian dollars, "Cdn\$" and "\$" are to the currency of Canada and references to U.S. dollars or "US\$" are to the currency of the United States. Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Canada ("Canadian GAAP") and are stated in Canadian dollars.

All information permitted under applicable laws to be omitted from this prospectus will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus. Each prospectus supplement will be incorporated by reference into this prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of those debt securities to which the prospectus supplement pertains.

DOCUMENTS INCORPORATED BY REFERENCE

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The following documents filed by us with the Ontario Securities Commission under the *Securities Act* (Ontario) and filed with or furnished to the U.S. Securities and Exchange Commission (the "SEC") under the United States *Securities Exchange Act of 1934*, as amended, are specifically incorporated by reference into, and form an integral part of, this prospectus:

1. our annual information form for the year ended December 31, 2006, dated March 28, 2007;
2. our audited consolidated financial statements as at and for the years ended December 31, 2006 and 2005, together with the report of the auditors' thereon, and management's discussion and analysis in respect of those statements;
3. our management information circular dated April 13, 2007 in connection with our annual and special meeting of shareholders held on May 28, 2007;

- 1 -

Table of Contents

4. our unaudited consolidated financial statements as at September 30, 2007 and for the three and nine months ended September 30, 2007 and 2006 and management's discussion and analysis in respect of those statements; and
5. our material change report filed May 18, 2007 relating to the release of security on certain debt obligations of our then wholly-owned subsidiaries, Rogers Cable Inc. and Rogers Wireless Inc., on or about June 28, 2007, our plan to amalgamate with those subsidiaries on or about July 1, 2007 and to cancel and replace existing bank credit facilities, and the redemption of certain debentures of Rogers Wireless Inc.

Any documents of the types referred to above and any material change reports (excluding confidential material change reports), business acquisition reports and updated earnings coverage ratio information filed by us with the Ontario Securities Commission after the date of this short form prospectus and prior to 25 months from the date hereof shall be deemed to be incorporated by reference into this prospectus. In addition, any such documents which are filed with or furnished to the SEC by us in our periodic reports on Form 6-K or annual report on Form 40-F after the date of this prospectus shall be deemed to be incorporated by reference into this prospectus and the registration statement of which this prospectus forms a part if and to the extent expressly provided in such report.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this prospectus to the extent that a statement contained herein, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes that statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this prospectus except as so modified or superseded.

Upon a new annual information form and the related annual audited comparative financial statements and accompanying management's discussion and analysis being filed with, and where required, accepted by, the Ontario Securities Commission during the currency of this prospectus, the previous annual information form, the previous annual audited comparative financial statements and accompanying management's discussion and analysis and all interim financial statements and accompanying management's discussion and analysis, material change reports, information circulars and business acquisition reports filed prior to the commencement of the then current fiscal year will be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of debt securities hereunder. Upon interim financial statements and accompanying management's discussion and analysis being filed by us with, and where required, accepted by, the Ontario Securities Commission during the currency of this prospectus, all interim financial statements and accompanying management's discussion and analysis filed prior to the new interim consolidated financial statements shall be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of debt securities hereunder.

A prospectus supplement containing the specific terms of an offering of the debt securities and updated disclosure of earnings coverage ratios, if applicable, will be delivered to purchasers of such debt securities together with this prospectus and will be deemed to be incorporated into this prospectus as of the date of such prospectus supplement but only for purposes of the offering of debt securities covered by that prospectus supplement.

Information has been incorporated by reference in this prospectus from documents filed with the Ontario Securities Commission. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary, Rogers Communications Inc., 333 Bloor Street East, 10th Floor,

Toronto, Ontario, M4W 1G9, Tel: 416-935-7777. Copies of documents that we have filed with the Ontario Securities Commission may also be obtained over the Internet at the Canadian Securities Administrators' website at www.sedar.com.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC under the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act"), a registration statement on Form F-9 relating to the debt securities and of which this prospectus forms a part. This prospectus does not contain all of the information contained in the registration statement, to which reference is made for further information.

In addition to our continuous disclosure obligations under the securities laws of the provinces of Canada, we are subject to the informational requirements of the United States *Securities Exchange Act of 1934*, as amended, and, in accordance therewith, file or furnish reports and other information with or to the SEC. Our recent SEC filings may be obtained over the Internet at the SEC's website at www.sec.gov. You may also read and copy any document we file or furnish with or to the SEC at the public reference facilities maintained by the SEC at 100 F Street N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operations of the public reference facilities and copying charges. Copies of reports and other information concerning us may be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

Table of Contents

FORWARD-LOOKING INFORMATION

This prospectus (including the documents incorporated by reference herein) includes "forward-looking information", within the meaning of applicable Canadian securities laws, and "forward-looking statements", within the meaning of the United States *Private Securities Litigation Reform Act of 1995* (collectively referred to herein as "forward-looking information" or "forward-looking statements"), concerning, among other things, the future performance of our business, operations and financial performance and condition. This forward-looking information includes, but is not limited to, statements with respect to our objectives and strategies to achieve those objectives, as well as statements with respect to our beliefs, plans, expectations, anticipations, estimates or intentions. This forward-looking information also includes, but is not limited to, guidance relating to revenue, operating profit, property, plant and equipment expenditures, free cash flow, expected growth in subscribers, the deployment of new services, integration costs, and all other statements that are not historical facts. The words "could", "expect", "may", "anticipate", "assume", "believe", "intend", "estimate", "plan", "project", "guidance" and similar expressions are intended to identify statements containing forward-looking information, although not all statements containing forward-looking information include such words. Forward-looking information is based on current expectations and various factors and assumptions applied which we believe to be reasonable at the time applied, including, but not limited to, general economic and industry growth rates, currency exchange rates, product and service pricing levels and competitive intensity, subscriber growth and usage rates, technology deployment, content and equipment costs, the integration of acquisitions, and industry structure and stability.

We caution that all forward-looking information is inherently uncertain and actual results may differ materially from the assumptions, estimates or expectations reflected or contained in the forward-looking information. A number of risk factors could cause our future, actual results and performance to differ materially from those in the forward-looking information, including, but not limited to:

- economic conditions,
- technological change,
- the integration of acquisitions,
- the failure to achieve anticipated results from synergy initiatives,
- unanticipated changes in content or equipment costs,
- changing conditions in the entertainment, information and communications industries,
- regulatory changes, and
- changes in law, litigation, tax matters, employee relations, pension issues and the level of competitive intensity amongst major competitors.

Many of these risks are beyond our control. Therefore, should one or more of these risks materialize, or should assumptions underlying the forward-looking information prove incorrect, our actual results and performance may vary significantly from what we currently foresee. Accordingly, we warn investors to exercise caution when considering any statements herein containing forward-looking information and to not place undue reliance on such statements and underlying assumptions. We are under no obligation (and expressly disclaim any such obligation) to update or alter statements containing forward-looking information whether as a result of new information, future events or otherwise, except as required by law. Before making any investment decision in respect of the debt securities, see the risk factors

incorporated by reference into this prospectus as described under "Risk Factors" for a more detailed discussion of factors that may affect our actual results and performance.

ROGERS COMMUNICATIONS INC.

We are a diversified public Canadian communications and media company. We are engaged in wireless voice and data communications services through Rogers Wireless, Canada's largest wireless provider and the operator of the country's only Global System for Mobile Communications, or GSM, based network. Rogers Cable and Telecom is Canada's largest cable television provider, offering cable television, high-speed Internet access, residential telephony services and video retailing, while its Rogers Business Solutions division is a national provider of voice communications services, data networking and broadband Internet connectivity to small, medium and large businesses. Rogers Media Inc. ("Rogers Media") is engaged in radio and television broadcasting, televised shopping, magazines and trade publications and sports entertainment. Our shares are publicly traded on the Toronto Stock Exchange (RCI.A and RCI.B) and on the New York Stock Exchange (RCI).

Table of Contents

RECENT DEVELOPMENTS

On June 29, 2007, each of Rogers Cable Inc.'s ("Cable") \$1 billion bank credit facility, Rogers Wireless Inc.'s ("Wireless") \$700 million bank credit facility and Rogers Media's \$600 million bank credit facility were permanently repaid and cancelled and RCI entered into a new unsecured bank credit facility which provides RCI with up to \$2.4 billion from a consortium of Canadian financial institutions.

On July 1, 2007, RCI amalgamated with certain of its wholly-owned subsidiaries, including Cable and Wireless. The amalgamated entity continues as RCI and Cable and Wireless are no longer separate corporate entities and have ceased to be reporting issuers. This amalgamation does not impact the consolidated results previously reported by RCI and the operating subsidiaries of Cable and Wireless are not part of and are not impacted by the amalgamation.

As a result of the amalgamation, on July 1, 2007, RCI assumed all of the rights and obligations under all of the outstanding Cable and Wireless public debt indentures and cross-currency interest rate exchange agreements. As part of the amalgamation process, on June 29, 2007, Cable and Wireless released all security provided by bonds issued under the Cable deed of trust and the Wireless deed of trust for all of the then outstanding Cable and Wireless senior public debt and cross-currency interest rate exchange agreements. As a result, none of the senior public debt or cross-currency interest rate exchange agreements remain secured by such bonds effective as of June 29, 2007.

As a result of these actions, the outstanding public debt and cross-currency interest rate exchange agreements and the new \$2.4 billion bank credit facility are now the obligations of RCI on an unsecured basis. The RCI public debt originally issued by Cable has Rogers Cable Communications Inc. ("RCCI") as a co-obligor and Rogers Wireless Partnership ("RWP") as an unsecured guarantor while the RCI public debt originally issued by Wireless has RWP as a co-obligor and RCCI as an unsecured guarantor. Similarly, RCCI and RWP have provided unsecured guarantees for the new bank credit facility and the cross-currency interest rate exchange agreements. Accordingly, RCI's bank debt, senior public debt and cross-currency interest rate exchange agreements now rank pari passu on an unsecured basis. Our subordinated public debt remains subordinated to our senior debt.

Further details in respect of these transactions are contained in our unaudited consolidated financial statements as at September 30, 2007 and for the three and nine months ended September 30, 2007 and 2006 and the associated management's discussion and analysis.

CONSOLIDATED CAPITALIZATION

There have been no material changes in our share and loan capital, on a consolidated basis, from September 30, 2007 to the date of this prospectus.

USE OF PROCEEDS

Any net proceeds that we expect to receive from the issue of debt securities will be set forth in a prospectus supplement. Unless otherwise specified in the applicable prospectus supplement, the net proceeds of an offering will be used for any one or more of debt repayment, working capital, acquisitions or other general corporate purposes. We may, from time to time, incur additional debt other than through the issue of debt securities pursuant to this prospectus.

PLAN OF DISTRIBUTION

We may offer and sell debt securities to or through underwriters or dealers purchasing as principals, and also may sell debt securities to one or more purchasers directly or through agents. The distribution of debt securities may be

effected from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, the debt securities may be offered at market prices prevailing at the time of sale or at prices related to such prevailing market prices or at prices to be negotiated with purchasers. The price at which debt securities will be offered and sold may vary as between purchasers during the distribution period.

- 4 -

Table of Contents

The prospectus supplement with respect to any debt securities being offered will set forth the terms of the offering of those debt securities, including:

- the name or names of any underwriters, dealers or other placement agents,
- the purchase price of, and form of consideration for, those debt securities and the proceeds to us from such sale,
- any delayed delivery arrangements,
- any underwriting discounts or commissions and other items constituting underwriters' compensation,
- any offering price (or the manner of determination thereof if offered on a non-fixed price basis),
- any discounts, commissions or concessions allowed or reallocated or paid to dealers, and
- any securities exchanges on which those debt securities may be listed.

Only the underwriters named in a prospectus supplement are deemed to be underwriters in connection with debt securities offered by that prospectus supplement.

If so indicated in the applicable prospectus supplement, we may authorize dealers or other persons acting as our agents to solicit offers by certain institutions to purchase the offered debt securities directly from us pursuant to contracts providing for payment and delivery on a future date. These contracts will be subject only to the conditions set forth in the applicable prospectus supplement which will also set forth the commission payable for solicitation of these contracts.

The debt securities offered hereby have not been qualified for sale under the securities laws of any province or territory of Canada (other than the Province of Ontario) and, unless otherwise provided in the prospectus supplement relating to a particular issue of debt securities, will not be offered or sold, directly or indirectly, in Canada or to any resident of Canada except in the Province of Ontario. The debt securities may not be offered or sold, directly or indirectly, in Canada or to any resident of Canada in contravention of the securities laws of any province or territory of Canada. Each underwriter, dealer or agent participating in the distribution of debt securities will agree that it will not, directly or indirectly, offer, sell or deliver any such debt securities purchased by it in connection with that distribution in Canada or to any resident of Canada in contravention of the securities laws of any province or territory of Canada.

Under agreements that may be entered into by us, underwriters, dealers and agents who participate in the distribution of debt securities may be entitled to indemnification by us against certain liabilities, including liabilities under the U.S. Securities Act, or to contributions with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. The underwriters, dealers and agents with whom we enter into agreements may be customers of, engage in transactions with or perform services for us in the ordinary course of business.

Unless otherwise specified in the applicable prospectus supplement, each issue of debt securities will be a new issue of debt securities with no established trading market and the debt securities will not be listed on any securities exchange. In connection with any offering of debt securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the debt securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. Certain underwriters, dealers or agents may make a market in the debt securities but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that a trading market in debt securities of any

issue will develop or as to the liquidity of any such trading market for debt securities.

DESCRIPTION OF DEBT SECURITIES

We may offer unsecured general obligations or secured obligations, which may be senior (the "senior debt securities") or subordinated (the "subordinated debt securities"). The senior debt securities and the subordinated debt securities are together referred to in this prospectus as the "debt securities". Unless otherwise provided in a prospectus supplement, the senior debt securities will have the same rank as all our other unsubordinated debt. The subordinated debt securities may be senior or junior to, or rank pari passu with, our other subordinated obligations and will be entitled to payment only after payment on our senior indebtedness. Any debt securities we sell under this prospectus must be, at the time of sale, investment grade securities, as defined in General Instruction I.A to Form F-9, as promulgated from time to time by the SEC, and will not be convertible for a period of at least one year from the time of sale.

- 5 -

Table of Contents

The senior debt securities and the subordinated debt securities may be issued under an indenture between us and The Bank of New York, as trustee, as supplemented by one or more supplemental indentures, a form of such indenture is attached as an exhibit to the registration statement of which this prospectus forms a part. When we issue debt securities, the terms and provisions that are particular to those securities will be set forth in a supplemental indenture. When we refer to the indenture in this prospectus in respect of a particular series of debt securities, we are referring to the indenture, as supplemented by the supplemental indenture applicable to such series. The following summary is of certain provisions of the form of indenture and certain general features of the debt securities and this summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the indenture and the provisions of the United States *Trust Indenture Act of 1939* (the "TIA"), as amended.

The following description of the terms of the debt securities sets forth certain general terms and provisions. The particular terms of debt securities offered by any prospectus supplement and the extent, if any, to which such general terms and provisions may apply to those debt securities will be described in the related prospectus supplement. Accordingly, for a description of the terms of a particular issue of debt securities, reference must be made to both the related prospectus supplement and to the following description. Prospective investors should rely on information in the applicable prospectus supplement if it is different from the following information. In this description, the words we, us, our, RCI and Rogers Communications Inc. refer to Rogers Communications Inc. (or its successors, if any, under the indenture) and not any of its subsidiaries.

General

The debt securities may be issued in one or more series as may be authorized from time to time. Reference is made to the applicable prospectus supplement for the particular terms of the debt securities being offered, including, where applicable:

- (a) the title of that series,