

Cablefax Daily™

WHAT THE INDUSTRY READS FIRST

Almost There: Rogers, Shaw Near Finish Line for Merger Deal

Rogers Communications and **Shaw Communications** are pushing back their merger date as they prepare to cross the finish line on a deal that’s taken nearly two years to complete. The pair have extended the outside date of their proposed merger to Feb. 17. That also delays **Videotron’s** proposed \$2.85 billion purchase of **Freedom Mobile** from Shaw, a divestiture meant to make Rogers’ acquisition of Shaw more attractive to regulators.

Rogers and Shaw announced their proposed \$26 billion merger on March 15, 2021, building in a plan that would see the combined company invest \$2.5 billion in 5G networks over the following five years in Western Canada. Additionally, Rogers established a \$1 billion Rural and Indigenous Connectivity Fund committed to connecting rural, remote and indigenous communities in the region. But it wasn’t long before regulators began stating concerns about how the deal would impact the wireless marketplace and questioning whether the deal would ultimately be negative for consumers.

On December 31, the Canadian Competition Tribunal rejected an application from the Commissioner of Competition *Matthew Boswell* to block the merger on the grounds that it would reduce competition in provinces like Alberta and British Columbia. In the decision, the Tribunal called Videotron an experienced market disruptor that has already shown its ability to succeed by gaining a 22% share of Quebec’s wireless customers. There

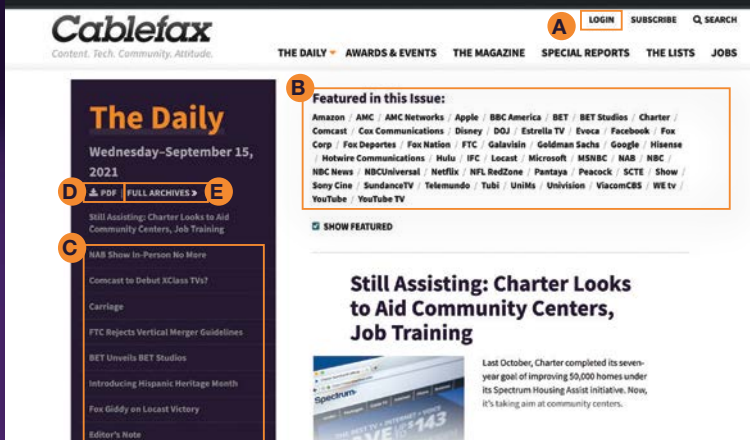
will also continue to be four strong competitors in the wireless markets of Alberta and British Columbia post-merger: Bell, Telus, Rogers and Videotron.

“To the extent that Videotron is much more committed than Shaw to be a long-term participant in the relevant markets, the Tribunal expects that Videotron would be a more aggressive and effective competitor than Freedom and Shaw Mobile likely would have been in the absence of the Merger,” the Tribunal said. “For much the same reason that determined, upstart boxers often do better than incumbents who are already casting their eyes towards retirement, the Tribunal expects the same would be true for Videotron/Freedom, relative to Freedom/Shaw Mobile and their trajectory under Shaw’s ownership, at the time the Merger was announced.”

Boswell immediately filed an appeal of the decision, putting the deal on hold for another three weeks. On Jan. 24, the Federal Court of Appeal reaffirmed the decision of the Competition Tribunal and dismissed the case. “Although today’s developments are discouraging, we stand by the findings of our investigation and the decision to challenge the merger. We brought a strong, responsible case to the Tribunal after conducting a thorough examination of the facts,” Boswell said last week. “We continue to disagree with the Tribunal’s findings in this case. That being said, we accept the decisions of the Federal Court of Appeal and will not be pursuing a further appeal in this matter.”

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ada still needs to approve the transfer of spectrum licenses from Shaw to Videotron in connection with the proposed Freedom Mobile sale before Rogers and Shaw can move forward. The merger has already been approved by the common shareholders of Shaw, the Court of King's Bench of Alberta and the transfer of Shaw's broadcasting licenses to Rogers has been allowed by the **Canadian Radio-television and Telecommunications Commission**.

PARAMOUNT+ AND SHOWTIME ARE COMBINING

Paramount is integrating **Showtime** into the **Paramount+** premium streaming tier across linear and streaming later this year. Both the streaming tier and linear Showtime network will be rebranded as "**Paramount+ with Showtime**" in the U.S. "With Showtime's content integrated into our flagship streaming service, and select Paramount+ originals joining the linear offering, Paramount+ will become the definitive multiplatform brand in the streaming space — and the first of its kind to integrate streaming and linear content in this way," Paramount CEO **Bob Bakish** wrote in a memo to employees. The standalone **Showtime Anytime** and OTT apps will sunset later this year. The move is expected to bring about layoffs and programming changes, with Bakish writing the "integration will unlock operational efficiencies and financial benefits across our broader portfolio." He acknowledged the change brings uncertainty for the teams working on these brands and businesses, with a company townhall planned in L.A. for Feb. 23. "We are committed to being as transparent and thoughtful as possible throughout this process, and we expect to share additional details in the coming weeks," he wrote.

International Paramount+ already includes Showtime content. **Chris McCarthy** will continue to lead the Showtime studio and oversee network operations for the linear channel, while **Tom Ryan** will oversee the "Paramount+ with SHOWTIME" streaming business. McCarthy described the integration to employees as a way to redirect increased investment into Showtime's strengths. "To do this, we will divert investment away from areas which are underperforming and that account for less than 10% of our views. We have already begun conversations with our production partners about what content makes sense moving forward and which shows have franchise potential," he wrote. In other words, the Paramount folks want more "Yellowjackets," "Billions," and "The Chi," while supplementing it with Paramount+ originals and Paramount Pictures movies.

COMCAST, NEXSTAR SQUABBLING ON RETRANS

Comcast is sticking to its guns when it comes to its **FCC** complaint alleging **Nexstar** and **Mission Broadcasting** didn't act in good faith when negotiating retransmission consent. "Nexstar attempts to excuse this misconduct by claiming it had no idea that Comcast would find such demands objectionable and 'immediately' withdrew them once the complaint was filed. That was too late. Defendants had already violated the good faith rules. And it is disingenuous for Nexstar to feign innocence over how its outrageous demands would be viewed by Comcast," the operator said in an FCC filing Monday. Exactly what those objectionable demands were are unclear since the document is largely redacted, but Comcast had objected to Nexstar's demand that Mission-owned **CW** affiliate **WPIX** be covered under Nexstar's retrans contract and had lost the

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station for two weeks until it reached a new deal with Nexstar. Earlier this month, the broadcasters presented their arguments as to why Comcast's complaint should be [dismissed](#), declaring that there was no breach of good faith and that a deal was completed so there's no controversy for the FCC to resolve. Comcast said the agreements don't moot the complaint. "As the complaint makes clear, Comcast signed its renewal agreements with Defendants under protest and to avoid the loss of over 100 stations for its customers," the company said. Among Comcast's allegations is that Nexstar delayed providing a written counterproposal for renewal until after the existing Mission agreement and Comcast's rights to carry WPIX had expired. Nexstar-operated Mission stations have been dark on **DirectTV** since October and **DISH** since Jan. 6.

FRONTIER DEBUTS 5 GIG

Frontier Communications unveiled its network-wide 5 Gig fiber internet service Monday, less than a year after it introduced its 2 Gig offers. It will cost a pretty penny to access those symmetrical speeds with plans starting at \$154.99/month with autopay. Included in those plans is uncapped data, a WiFi router, free installation and tech support.

STANDARD GENERAL-TEGNA DAY 284

A group of academic and communications policy scholars have weighed in on the **FCC's** review of the proposed **Standard General** transaction, saying that a prolonged review can harm the public in delayed investment and innovation. The group, which said it has no relationship with the parties and has received no compensation for the filing, said the deal should have been approved in 90 days given the basic elements at play. Monday marked Day 284 on the FCC's merger review shot clock. Among those signing the letter were **American Consumer Institute** CEO *Steve Pociask* and *Silvia Elaluf Calderwood*, Affiliated Scholar for the Jack D. Gordon Institute for Public Policy at the Florida International University. Meanwhile, Chairwoman *Jessica Rosenworcel* has been responding to members of Congress asking for updates on the transaction. "I can assure you that the Media Bureau will carefully review the record and the supplemental information filings of the applicants to determine whether the transfer is consistent with the public interest under Section 310(d) of the Communications Act," she wrote in letters released Friday. **New Street Research** analysts noticed the language and questioned whether it means the Bureau rather than the Commissioners will determine whether to allow the deal. It's traditional for Commissioners to make such decisions. New Street still thinks that is the most likely scenario, but said the language does increase the odds that the Bureau acts.

MYBUNDLE MARKS PARTNERSHIP MILESTONE

MyBundle, a platform offering tools for broadband providers and their customer service representatives to more easily pair customers with the appropriate plans, how now achieved partnerships with 150 broadband providers. Its services and solutions are now available to nearly 10 million U.S. household subscribers. The company is also rolling out its Streaming

Choice feature, which allows broadband providers to bundle streaming services with their internet tiers in an effort to drive new customer acquisitions, lower churn and increase ARPU for the providers' partners.

CARRIAGE

Amazon Freevee is adding **Insight TV's** millennial/Gen-Z focused FAST channel **INTROUBLE**. The channel comes with action, adventure and sports programming, ranging from freestyle motocross shows to "Graveyard Carz." The new agreement marks Insight's first distribution deal with Freevee.

CHARTER OFFERS SENIOR UNSECURED NOTES

Charter's subsidiaries CCO Holdings, LLC and CCO Holdings Capital Corp. intend to offer senior unsecured notes, the company announced Monday. No pricing terms or details were given, and the issuers intend to use the net proceeds from the sale for general corporate purposes. Other uses include to repay certain indebtedness, to fund potential buybacks of Class A common stock of Charter and common units of Charter Communications Holdings, LLC.

RATINGS

The two premieres of **ID's** "The Playboy Murders" and "Death By Fame" combined to reach 1.9 million viewers Monday, making it the No. 1 cable network in the time period (barring sports or news) among P25-54. That also became the channel's highest-rated series premieres since Sept. 2020. Not a bad way for ID to celebrate its 15th anniversary! The *Playboy Murders*—which began at 10pm—checked in with a .50 L3 rating in the P25-54 demo, while *Death By Fame* preceded the show at 9pm and had a .49 L3 rating in the same group.

PROGRAMMING

ESPN2 will have a free-agency special for the **WNBA** on Wednesday starting at 5pm. *LaChina Robinson* will be joined by Hall of Fame player *Rebecca Lobo*, former coach/GM *Carolyn Peck* and reporter *Holly Rowe* as the four discuss storylines throughout the day and discuss key trades and signings. Additionally, "SportsCenter" will discuss the latest news during the day. – **Fox Nation's** comedy special "*Roseanne Barr: Cancel This!*" will premiere Feb. 13. It'll be an hour-long program that will coincide with another Fox Nation release "Who Is Roseanne Barr?" which looks at Barr's life and career. – **Starz's** "Power Book II: Ghost" was renewed for a fourth season, with production starting recently in New York. – **BET** is rolling out a four-part documentary series "Black + Iconic." The program will look at the impact and influence of Black icons in fashion, music, film and dance. The first iteration of the series "Black + Iconic: Style Gods," which will debut Feb. 18 at 8pm on **BET**, **BET Her**, **BET+** and **VH1**. – **ESPN's** "E60" series is releasing a special on the 1972 Miami Dolphins team, the only **NFL** team to complete a perfect, championship-winning season. "The Perfect Machine" will premiere Feb. 5 at noon on **ABC** and re-air on **ESPN2** at 11pm. **ESPN+** will have it immediately following the first airing.