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February 18, 2008

Wheatland County
Hwy. 1, R.R.1
Strathmore, Alberta
T1P 1J6

Attention: Ms. Jennifer Deak
Chief Administrative Officer

Dear Ms. Deak:

Re: **Shaw Cablesystems Limited and Wheatland County, Alberta**

We received your letter of February 6th setting out your counterproposal. We appreciate that the County Council shares Shaw's desire to have the cable installation to the Lakes of Muirfield development underway immediately. We also share the desire to establish access to the County's highways on terms that are reasonable and mutually agreeable. It is unfortunate that those offering you legal advice on this matter do not share that same view.

Our meeting of January 23rd focused on the Alberta One Call issue. As we discussed, there are a number of other material issues that we must also resolve in connection with the County's proposed form of Municipal Access Agreement. These issues are more particularly set out in our Part VII Application before the CRTC. We can not agree that the Part VII application is only about the Alberta One Call issue. As a result, we are not in a position to withdraw our Part VII Application.

Your counsel's counterproposal, as set out in your February 6th letter, is not in the best interests of the County, Shaw, the residents of the County (especially those residing at the Lakes of Muirfield), or the taxpayers of the County. The proposal will only serve to prolong the dispute resolution process and increase the cost of the legal and regulatory proceedings which is certainly not in the best interests of the taxpayers of the County.

Shaw has successfully negotiated terms of municipal access with hundreds of municipalities and counties across our serving territory. These arrangements include municipal access agreements which are both reasonable and based upon the terms set out in the Ledcor decision. In only 3 cases to date, have we had to resort to submitting our municipal access issues to the Commission. In each of those cases, the Commission ruled in our favour reaffirming the principles articulated in the Ledcor decision and supporting the position that we sought from day 1 in each of these negotiations. To suggest that Shaw's position is unreasonable or that the County will do better before any other body is contrary to the substantial legal and Shaw Cablesystems G.P.

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regulatory authority that has already been established on these issues. The only exception would be with respect to the Alberta One Call issue, which to our knowledge, has not yet been adjudicated before the CRTC but for which there is no authority for forced membership. The County is simply not serving its taxpayers well by following the advice of outsiders who fail to recognize the substantial body of law that supports Shaw's position.

While we truly appreciate the County's willingness to meet in person to discuss these issues, we are not able to accept your counterproposal. We are prepared to consider simple, constructive solutions to enable us to secure access to the County's highways in order to serve the County's residents and our customers. However, we can only do so on reasonable terms in accordance with the principles established under the Ledor decision and subsequent decisions. Unless the County is prepared to entertain other options to offer access to the County's highways on reasonable terms in accordance with the Ledor decision, we will simply have to wait for the CRTC to render its decision on our Part VII Application to secure access and provide our services to the County's residents.

Yours sincerely,

SHAW COMMUNICATIONS INC.

A handwritten signature in black ink, appearing to read 'Terry Medd', is written over a wavy line that serves as a separator between the signature and the typed name below.

Terry Medd,
Vice President, Operations