Rogers Communications Reports Third Quarter 2001 Results

Cable and Media Divisions Deliver Double Digit Operating Income Growth, Wireless Voice Subscriber Base up 19% to 2.8 Million on 72% Increase in Quarterly Net Activations

TORONTO (October 18, 2001) - ROGERS COMMUNICATIONS INC. ("RCI" or the "Company") today announced its consolidated financial and operating results for the third quarter ended September 30, 2001.

Financial highlights, which are in thousands of Canadian dollars (except per share amounts), are as follows:

Three Months Ended September 30,	**2001**	**2000**	**% Change**
Revenue	$951,783	$877,721	8.4%
Operating income (1)	257,770	243,204	6.0%
Net income (loss)	(57,817)	156,864	-
Income (loss) per share	(37¢)	70¢	-
Loss (excl. non-operating gains)	$(91,517)	$(20,587)	-
Loss per share (excl. non-operating gains)	(53¢)	(17¢)	-
Capital expenditures	$328,403	$333,755	(1.6%)

Nine Months Ended September 30,	**2001**	**2000**	**% Change**
Revenue	$2,789,796	$2,557,087	9.1%
Operating income (1)	711,747	694,233	2.5%
Net income (loss)	(258,063)	162,552	-
Income (loss) per share	$(1.52)	64¢	-
Loss (excl. non-operating gains)	$(273,130)	$(71,378)	-
Loss per share (excl. non-operating gains)	$(1.59)	(51¢)	-
Capital expenditures	$1,015,646	$803,285	26.4%

(1) Defined as operating income before integration costs on cable systems exchange (in 2001 results) and depreciation and amortization.

In addition, operating highlights in the quarter included:

- All operating divisions continued the trend of revenue growth in the quarter versus prior year with 10.5% growth at Cable, 8.0% growth at Wireless and 4.7% growth at Media.
- Consolidated operating income grew at 6.0% year–over-year, with Cable and Media both achieving double-digit growth in the quarter.
- Wireless completed the installation of its GSM-GPRS integrated voice and data wireless network in 25 of the largest markets in Canada including Toronto, Montreal, Vancouver,

Calgary, Winnipeg and Halifax covering more than two-thirds of the Canadian population. The network is currently in operational readiness testing with over 1,000 active users in various markets.

- Cable achieved year-over-year subscriber growth of 109.7% for digital cable and 40.7% for high speed Internet access subscribers in the quarter.
- Cable executed one of the single largest launches of new digital television channels in cable industry history. Approximately 50 new channels were launched onto Cable's network for access by Rogers digital cable customers in the highly clustered Ontario market. Similar lineups were also launched in New Brunswick and Newfoundland. Rogers Digital Cable now offers its customers more channels and more choice than its competitors.
- Media launched The Biography Channel, MSNBC, and TechTV into the Canadian market.
- Cable accelerated ongoing plans and activities involving the repatriation of certain functions performed by @Home Corporation for Cable's high-speed Internet access offering.
- The Company announced two significant acquisitions during the quarter. RCI announced it will acquire majority ownership and control of SportsNet and Media announced it will acquire 13 Ontario radio stations, including The Fan590 sports station. Both acquisitions are subject to regulatory approval. Media also sold Bowdens Media Monitoring Limited for approximately $40 million, recording a gain of approximately $33.4 million before taxes in the third quarter.

"We are encouraged by the continued strong growth in each of the operating divisions, especially in this challenging economic climate," said RCI President and CEO, Edward S. (Ted) Rogers. "Cable again achieved double-digit quarterly revenue growth and, more importantly, operating income growth in excess of revenue growth. Media's results were also strong, delivering healthy year-over-year operating income growth for its advertising supported stations and publications in the face of an already slowing economy that rapidly decelerated following the events of September 11th. Wireless delivered year-over-year high single digit top line growth, and, under the leadership of Nadir Mohamed, Wireless' new CEO, is making progress towards overcoming several operational challenges."

"These operating results should not however overshadow the significant strategic accomplishments during the quarter which will serve to strengthen our position and results into the future," said Rogers. "These include the successful deployment of a next generation GSM-GPRS network at Wireless, the significant launch of digital offerings at Cable, and the strengthening of our core assets at Media with the acquisition of key radio properties and control of Sportsnet."

CONSOLIDATED RESULTS – THIRD QUARTER AND YEAR-TO-DATE

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Revenue								
Wireless	**426.1**	394.6	31.5	8.0	**1,214.4**	1,121.8	92.6	8.3
Cable	**360.6**	326.2	34.4	10.5	**1,061.2**	954.1	107.1	11.2
Media	**164.2**	156.9	7.3	4.7	**509.5**	481.2	28.3	5.9
Corporate Items and Eliminations	**0.9**	-	0.9	-	**4.9**	-	4.7	-
Consolidated Revenue	**951.8**	877.7	74.1	8.4	**2,789.8**	2,557.1	232.7	9.1

(In millions of dollars)	Three Months Ended September 30, 2001	2000	Chg	% Chg	Nine Months Ended September 30, 2001	2000	Chg	% Chg
Operating Income (1)								
Wireless	**123.8**	122.3	1.5	1.3	**320.5**	338.5	(18.0)	(5.3)
Cable	**130.3**	117.1	13.2	11.2	**384.1**	338.4	45.7	13.5
Media	**12.4**	10.0	2.4	24.0	**42.9**	41.6	1.3	3.2
Corporate Items and Eliminations	**(8.7)**	(6.2)	(2.5)	(41.4)	**(35.7)**	(24.3)	(11.4)	(46.7)
Consolidated Operating Income(1)	**257.8**	243.2	14.6	6.0	**711.8**	694.2	17.6	2.5

(1) Defined as operating income before integration costs on cablesystems exchange (in 2001 results) and depreciation and amortization

The trend in revenue growth continued, increasing 8.4% over the third quarter of 2000 with each division contributing increases at levels similar to the growth in the first two quarters of this year.

Consolidated operating income before integration costs on cable systems exchange, depreciation and amortization ("operating income") for the third quarter was $257.8 million, an increase of $14.6 million or 6.0% from $243.2 million in the prior year. For the nine month period, operating income increased to $711.7 million from $694.2 million in the same period of the prior year.

In the quarter, each division produced year-over-year operating income growth with Cable at 11.2%, Media at 24.0% and Wireless at 1.2%.

Fixed Charges

(In millions of dollars)	Three Months Ended September 30, 2001	2000	Chg	% Chg	Nine Months Ended September 30, 2001	2000	Chg	% Chg
Depreciation and amortization	**223.1**	186.6	36.5	19.6	**667.9**	528.4	139.5	26.4
Interest expense	**108.4**	87.8	20.6	23.4	**310.4**	270.9	39.5	14.6

Increased depreciation and amortization expense was primarily due to the capital spending at the Cable and Wireless companies and the resulting higher fixed asset levels, as well as a reduction in the assumed life of certain of the Company's wireless network assets, effective January 1, 2001.

Interest expense was partially offset by interest income on significant cash balances. Interest income is recorded as part of Investment and other income (loss).

Net Income / Loss

(In millions of dollars, except per share data)	Three Months Ended September 30, 2001	2000	Chg	% Chg	Nine Months Ended September 30, 2001	2000	Chg	% Chg
Net income (loss)	**(57.8)**	156.9	(214.7)	-	**(258.1)**	162.6	(420.7)	-
Net income (loss) per share	**(37¢)**	70¢	$(1.07)	-	**$(1.52)**	64¢	$(2.16)	-
Loss (excl. non-operating gains)	**(91.5)**	(20.6)	(70.9)	-	**(273.1)**	(71.4)	(201.7)	-
Loss per share (excl. non-operating gains)	**(53¢)**	(17¢)	(36¢)	-	**$(1.59)**	(51¢)	$(1.08)	-

RCI recorded a loss of $57.8 million, or 37¢ per share (after distributions on convertible preferred securities) compared to income of $156.9 million, or 70¢ per share (after distributions on convertible preferred securities) in the third quarter of the prior year. Excluding non-operating gains in both periods, RCI recorded a loss of $91.5 million or 53¢ per share (after distributions on convertible preferred securities) compared to a loss of $20.6 million or 17¢ per share (after distributions on convertible preferred securities) in the third quarter of the prior year.

Staffing

At September 30, 2001, Rogers had approximately 13,300 employees, an increase of 600 employees from 12,700 employees reported at December 31, 2000, due primarily to the acquisition of Cable Atlantic and increases in Customer Care headcount, offset partially by the sale of Bowdens.

Wireless

	Three Months Ended September 30,				Nine Months Ended September 30,			
(Subscriber statistics in thousands except ARPU and usage, revenue in millions of dollars)	**2001**	2000	Chg	%Chg	**2001**	2000	Chg	% Chg
Total – Postpaid and Prepaid								
Wireless voice services revenue	**365.6**	330.5	35.1	10.6	**1,037.8**	934.7	103.1	11.0
Gross additions	**318.2**	248.2	70.0	28.2	**847.0**	702.6	144.4	20.6
Net additions	**113.5**	66.0	47.5	72.0	**297.8**	214.2	83.6	39.0
Subscribers					**2,811.7**	2,367.2	444.5	18.8
ARPU (blended) (1)	**44.26**	47.25	(2.99)	(6.3)	**43.50**	46.11	(2.61)	(5.7)
Postpaid								
Gross additions	**197.1**	186.8	10.3	5.5	**535.7**	517.5	18.2	3.5
Net additions	**55.4**	49.8	5.6	11.2	**135.9**	136.9	(1.0)	(0.7)
Subscribers					**2,183.1**	1,998.2	184.9	9.3
ARPU	**53.57**	53.91	(0.34)	(0.6)	**52.08**	52.49	(0.41)	(0.8)
Average monthly usage (minutes)	**313**	278	35	12.6	**297**	258	39	15.1
Churn	**2.20**	2.32	(0.12)	(5.2)	**2.18**	2.21	(0.03)	(1.4)
Prepaid								
Gross additions	**121.1**	61.5	59.6	97.2	**311.3**	185.1	126.2	68.2
Net additions	**58.1**	16.2	41.9	258.6	**161.9**	77.3	84.6	109.4
Subscribers					**628.6**	369.0	259.6	70.3
ARPU (1)	**10.67**	10.53	0.14	1.3	**10.02**	9.00	1.02	11.3
Churn	**3.57**	4.25	(0.68)	(16.0)	**3.13**	3.63	(0.5)	(13.8)

(1) Prepaid ARPU calculated on wholesale price of prepaid cards.

Wireless voice services revenue growth of $35.1 million was driven by an 18.1% increase in the average number of wireless voice subscribers and a $12.3M increase in contribution revenues collected in the form of a system access fee, partially offset by a decline in blended ARPU compared to the third quarter of the prior year. For the quarter, the higher system access fee had the effect of improving monthly blended voice ARPU by approximately $1.48.

Total gross voice subscriber additions of 318,200 in the quarter represented an increase of 28.2% over the third quarter of the prior year. Total net subscriber additions were 113,500 in the third quarter, an increase of 72.0% over the third quarter of the prior year.

Postpaid subscriber additions in the quarter represented 61.9% of the total gross additions and 48.8% of the total net additions. Year-to-date, postpaid subscriber additions accounted for 63.3% of the total gross additions and 45.6% of the total net additions. The balance of gross and net additions for the quarter and for the year-to-date was on prepaid service. The total number of voice subscribers on digital service was approximately 1,960,000, or 69.7% of the total wireless voice subscriber base.

Postpaid monthly ARPU was $53.57, down $0.34 or 0.6% versus the prior year's third quarter. Prepaid monthly ARPU, calculated on wholesale price of prepaid cards, was $10.67, up $0.14 or 1.3% versus the prior year's third quarter. Blended voice monthly ARPU (prepaid and postpaid) was $44.26, down $2.99 or 6.3% from $47.25 in the third quarter of 2000. The decline in ARPU was primarily due to an increase in the proportion of subscribers on prepaid service. Prepaid subscribers accounted for 22.4% of the total wireless voice subscriber base at September 30, 2001 compared to 15.6% at September 30, 2000.

Average monthly postpaid wireless voice subscriber churn of 2.20%, improved from 2.32% in the third quarter of the prior year but increased slightly from 2.10% in the second quarter of 2001. Churn reduction will continue to be a top priority.

Equipment Sales, Messaging and Data Services

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Equipment revenue	**46.7**	48.7	(2.0)	(4.1)	**133.6**	141.7	(8.1)	(5.7)
Messaging and data services revenue	**13.8**	15.4	(1.6)	(10.4)	**43.0**	45.4	(2.4)	(5.3)

Revenue from Other Operations (including equipment sales, and messaging and data services) was $60.5 million, a decrease of $3.6 million, or 5.6% from the third quarter of the prior year.

Revenue from equipment sales was $46.7 million, a decrease of $2.0 million from the third quarter of the prior year. The decline in equipment sales, as compared to the same quarter in the prior year, is primarily attributable to reductions in equipment prices.

Messaging and data services revenue decreased to $13.8 million from $15.4 million in the third quarter of the prior year due to declines in one-way paging revenue.

Messaging and Data Subscribers

(In thousands, except churn and ARPU)	Three Months Ended September 30, 2001	2000	Chg	% Chg	Nine Months Ended September 30, 2001	2000	Chg	% Chg
Gross additions	**36.6**	35.3	1.3	3.7	**103.4**	113.6	(10.2)	(9.0)
Net additions	**(7.0)**	(3.1)	(3.9)	-	**(20.8)**	(8.3)	(12.5)	-
Subscribers					**423.2**	443.7	(20.5)	(4.6)
Average monthly churn	**3.40%**	2.87%	(0.53)	(18.5)	**3.20%**	3.02%	0.18	6.0
ARPU – Paging	**8.86**	11.11	(2.25)	(20.3)	**9.64**	11.01	(1.37)	(12.4)
ARPU – Data and two-way messaging	**28.49**	21.84	6.65	30.4	**27.39**	19.09	8.3	43.5

Total messaging and data subscribers decreased by 7,000 in the third quarter, compared to a decline of 3,100 in the prior year's third quarter. Two-way messaging subscribers totalled 26,100 as at September 30, 2001, substantially higher than the 12,300 total as at September 30, 2000.

Operating Expenses

(In millions of dollars, except per subscriber statistics)	Three Months Ended September 30, 2001	2000	Chg	% Chg	Nine Months Ended September 30, 2001	2000	Chg	% Chg
Operating expenses before sales and marketing	**136.2**	115.2	21.0	18.2	**400.7**	326.0	74.7	22.9
Sales and marketing expenses	**119.3**	108.5	10.8	10.0	**359.6**	315.6	44.0	13.9
Average monthly operating expenses before sales and marketing costs per subscriber	**14.28**	13.83	0.45	3.3	**14.45**	13.41	1.04	7.7
Total gross additions (Wireless voice, Messaging and data)	**354.8**	283.5	71.3	25.2	**950.4**	816.1	134.3	16.5
Sales and marketing cost per gross addition	**336**	383	(47)	(12.3)	**378**	387	(9)	(2.3)
Sales and marketing cost per gross addition excluding retention costs	**277**	303	(26)	(8.3)	**295**	303	(8)	(2.6)

Total operating expenses before sales and marketing costs were $136.2 million, an increase of $21.0 million or 18.2% from $115.2 million in the third quarter of 2000. Revenue-based contribution expense of $11.7 million is the largest single driver of the year-over-year increase. This is due to legislated changes from the Canadian Radio-television and Telecommunications Commission (CRTC). The increased revenue-based contribution expense was passed through to customers in the form of an increased system access fee beginning in February 2001. Customer Care expenses per subscriber increased year-over-year primarily as a result of higher incoming call volumes associated with the Company's ongoing stabilization of its new customer care and billing system and related processes.

Sales and marketing costs were $119.3 million, an increase of $10.8 million or 10.0% from $108.5 million in the third quarter of 2000. This increase is attributed to the 28.2% increase in total Wireless gross additions. Sales and marketing cost per wireless gross addition, including retention costs, was $336 compared to $383 in the third quarter of 2000. Excluding retention related costs, sales and marketing cost per wireless gross addition was $277, down 8.6% from $303 in the third quarter of the prior year. This decline is attributable to the higher percentage of prepaid gross additions in the current year as compared to the same quarter in the prior year plus the fact fixed sales and marketing costs are spread out over a greater number of additions due to strong sales this quarter.

Capital Expenditures

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	**Chg**	% Chg	**2001**	2000	Chg	% Chg
Capital expenditures (excluding spectrum licence costs*)	**150.1**	152.4	(2.3)	(1.5)	**528.0**	362.3	165.7	45.7

(2) * Spectrum licences across Canada for the deployment of next generation wireless services were acquired in February 2001 at a total cost of $396.8 million.

Capital expenditures totalled $150.1 million, a decrease of $2.3 million from the third quarter of 2000. Network related expenditures were $114.0 million, of which 49.3% related to the rollout of the GSM-GPRS network overlay, and the remainder for capacity and technical spending. The Company added 47 new cell sites to its cellular network in the quarter bringing the total to 2,034. The remaining capital expenditures of $36.1 million related to mostly information technology initiatives and expansion of the Company's call centres and other facilities.

Cable

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars, except margin)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Core Cable Revenue	**261.8**	246.4	15.4	6.3	**781.7**	731.9	50.0	6.8
High Speed Internet Revenue	**43.5**	30.8	12.7	41.2	**118.9**	79.4	39.5	49.7
Video Stores Revenue	**55.3**	49.0	6.3	12.9	**160.3**	142.8	17.5	12.3
Total Cable Revenue	**360.6**	326.2	34.4	10.5	**1,061.1**	954.1	107.0	11.2
Operating income (1)	**130.3**	117.1	13.2	11.3	**384.1**	338.4	45.7	13.5
Core Cable Operating margin	**42.0%**	41.5%	0.5	-	**42.3%**	41.5%	0.8	-
High Speed Operating margin	**35.0%**	34.0%	1.0	-	**35.1%**	31.7%	3.4	-
Total Operating margin	**36.1%**	35.9%	0.2	-	**36.2%**	35.5%	0.7	-

(1) defined as operating income before integration costs on cablesystems exchange (in 2001 results) and depreciation and amortization

Cable revenue increased $34.4 million or 10.5% for the quarter and $107.0 million or 11.2% on a year-to-date basis. The integration of Cable Atlantic contributed approximately $10.0 million of the revenue increase in the quarter, growth of high speed Internet services contributed $11.0 million, and the remainder was driven by growth at the Cable and Video Store divisions.

Increased digital penetration, rate increases and the acquisition of Cable Atlantic contributed to the growth in Core Cable revenue of $15.4 million for the quarter and $50.0 million year-to-date.

High speed Internet revenue increased $12.7 million or 41.2% for the quarter and $39.5 million or 49.7% year-to-date as a result of the 40.7% increase in the subscriber base versus the prior year and the inclusion of Cable Atlantic.

Video stores revenue increased $6.3 million or 12.9% in the quarter and $17.5 million or 12.3% year-to-date. This revenue was earned in the Company's 254 stores which have grown from the opening years level of 241 as well as higher average spending per customer visit in the current year. Same store revenues have increased 4.2% in the current year.

Operating income before depreciation, amortization and integration costs on cablesystems exchange, increased $13.2 million or 11.3% in the quarter and $45.7 million or 13.5% for the year-to-date. Cable Atlantic contributed operating income of approximately $3.9 million of the increase in the third quarter and $10.4 million on a year-to-date basis.

Operating margins in the quarter continue to show improvement year-over-year reflecting management's continued commitment to aggressively pursue operational efficiencies where possible.

	Three Months Ended September 30,				Nine Months Ended September 30,			
(Subscriber statistics in thousands)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Basic cable subscribers					**2,276.8**	2,228.7	48.1	2.2
Basic cable, net additions	**(2.7)**	(4.5)	1.8	(40.0)	**(14.3)**	(7.6)	(6.7)	88.2
High Speed Internet subscribers					**422.6**	300.4	122.2	40.7
High Speed Internet, net additions	**43.9**	34.6	9.3	26.9	**103.9**	114.7	(10.8)	(9.4)
Digital boxes in service					**286.5**	139.6	146.9	105.2
Digital boxes, net additions	**47.3**	28.2	20.2	71.6	**83.3**	86.0	(2.7)	(3.1)
Digital households					**247.0**	116.0	131.0	112.9
Digital households, net additions	**43.2**	24.8	18.4	74.2	**74.9**	70.8	4.1	5.8
VIP Customers					**475.1**	477.0	(1.9)	(0.4)
VIP Customers, net additions	**29.0**	14.1	14.9	105.7	**115.7**	88.4	27.3	30.9

Basic cable subscriber losses of 2,700 were well below the losses experienced in the third quarter of 2000 and were much improved from the losses experienced in the second quarter of this year.

At September 30, 2001, 84.7% of basic cable service customers also subscribed to tier services, compared to 85.4% at September 30, 2000. Tier III is currently available only in Ontario where the penetration levels have grown to 63.2% at September 30, 2001 up from the 61.1% September 30, 2000. Cable ended the quarter with 475,100 VIP customers.

Cable added 43,900 net High Speed Internet subscribers, 19,300 more than were added in third quarter of the prior year. At September 30, 2001, Cable was able to market its high-speed Internet access services to approximately 84% of homes passed (93% excluding New Brunswick and Newfoundland).

The launch of up to 52 new digital channels in the quarter resulted in record additions of digital set-top boxes. During the quarter Cable placed an additional 48,400 digital set-top devices in service, ending the third quarter with 286,500 devices in 247,000 households.

Operating Expenses

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	%Chg	**2001**	2000	Chg	%Chg
Cable operating expenses	**230.3**	209.1	21.2	10.2	**677.1**	615.7	61.4	10.0

Operating expenses increased by $21.2 million over the same quarter last year due to $6.0 million of Cable Atlantic expenses, $6.8 million of High Speed expenses (primarily related to growth in subscriber base), $6.1 million of additional video store expenses (primarily related to additional stores), and the remainder of the increase due primarily to the growth of core cable operations Customer Care activities.

Capital Expenditures

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Capital Expenditures	**173.1**	171.8	1.3	0.8	**475.7**	415.6	60.1	14.5

Network related expenditures in the quarter were $104.0 million. This is increased over the third quarter of 2000 due to an increase in spending related to the implementation of DOCSIS, high speed Internet related network expansion, and ongoing 750Mhz/860Mhz network upgrade and expansion projects. Included in the balance of the capital expenditures were the costs of purchasing and installing cable modems and digital set top boxes.

Media

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Revenue								
Radio	**38.1**	34.3	3.8	11.1	**107.2**	99.9	7.3	7.3
CFMT	**12.1**	11.1	1.0	9.0	**37.9**	37.0	0.9	2.4
The Shopping Channel	**43.5**	41.4	2.1	5.1	**137.7**	127.5	10.2	8.0
Publishing	**68.1**	68.4	(0.3)	(0.4)	**219.1**	212.6	6.5	3.1
IMedia	**2.4**	1.7	0.7	41.2	**7.6**	4.2	3.4	81.0
Total Media Revenue	**164.2**	156.9	7.3	4.7	**509.5**	481.2	28.3	5.9

	Three Months Ended September 30,				Nine Months Ended September 30,			
(In millions of dollars)	**2001**	2000	Chg	% Chg	**2001**	2000	Chg	% Chg
Operating income								
Radio	**10.4**	8.9	1.5	16.9	**26.9**	24.5	2.4	9.8
CFMT	**2.1**	1.5	0.6	40.0	**8.5**	7.3	1.2	16.4
The Shopping Channel	**2.5**	3.2	(0.7)	(21.9)	**10.0**	11.3	(1.3)	(11.5)
Publishing	**2.8**	3.0	(0.2)	(6.7)	**16.6**	16.1	0.5	3.1
iMedia	**(3.0)**	(4.4)	1.4	31.8	**(12.3)**	(12.0)	(0.3)	(3.3)
Corporate	**(2.4)**	(2.2)	(0.2)	(9.1)	**(6.8)**	(5.6)	(1.2)	(21.4)
Total Media Operating Income	**12.4**	10.0	2.4	24.0	**42.9**	41.6	1.3	3.2

All divisions with the exception of publishing reported revenue growth in the quarter. Revenue at the Media division was $164.2 million in the quarter, a 4.7% increase, and $509.5 million year-to-date, a 5.9% increase.

Radio revenue increased $3.8 million, or 11.1% in the quarter and $7.3 million, or 7.3% year-to-date. Most markets produced year over year increases with the strongest showings in the Calgary and Vancouver markets. During the quarter, Media completed the AM to FM conversion of three stations in the Fraser Valley, B.C., launching these stations under the 'Star FM' brand.

Radio operating income increased $1.5 million or 16.9% for the quarter and $2.4 million or 9.8% year-to-date versus the prior year periods. The Radio group has focused intently on cost controls in light of the slowdown in the advertising market.

CFMT-TV ("CFMT"), Media's multilingual television station, reported a revenue increase of 9.0% in the third quarter versus the prior year period, bringing the year-to-date increase up to 2.4%.

CFMT's operating income in the quarter was $2.1 million, an increase of $0.6 million or 40.0%, and $8.5 million year-to-date, up $1.2 million or 16.4%. The increase in operating income in the quarter reflects the impact of focused cost control measures and benefits from cost sharing of our CFMT facilities with our newly launched digital channels.

The Shopping Channel revenue increased $2.1 million, or 5.1%, in the quarter and $10.1 million, or 8.0% year-to-date. Sales at the Shopping Channel in the last half of September were dramatically impacted by the U.S. terrorist attacks that drove a decline in viewers. Sales have since returned to near normal levels. The Shopping Channel continues to expand items shipped through its off-air distribution channels. Non-broadcast channels produced 19.2% of tSc's revenue, compared to 11.7% in the third quarter of 2000. The Shopping Channel's operating income for the quarter is down 0.7% versus the prior year's period, due mainly to higher on-air distribution costs.

Revenue at the Publishing division decreased by $0.3 million or 0.4% for the quarter and $6.5 million or 3.1% year-to-date. Advertising and circulation revenues in the quarter, driven by a strong performance from our Women's publication, increased by approximately 4.3% over the prior year. These increases were offset by declining revenues in the Medical Education Network and the sale of Bowdens Media Monitoring in the quarter. Publishing sales have been negatively impacted by the overall slowing in the economy, and more recently, by the U.S. terrorist attacks.

Operating income at publishing in the quarter decreased marginally by $0.2 million or 6.7% from the third quarter of the prior year due primarily to declining margins related to decreased revenue from the Medical Education Network. Year-to-date, operating income increased marginally, by $0.5 million or 3.1%, over the same period for the prior year.

iMedia restructured its operations in the first half of 2001 with the objective of focusing on its core Internet properties. Restructuring costs of $3.0 million are reflected in year-to-date results. The results for the quarter reflect the benefits of this restructuring with a 41.2% improvement in revenues as compared to the prior year and a reduction in operating loses of 31.8%.

Other Income (Expense) Items

The Company sold certain non-core assets in the quarter including its media monitoring business for $40.3 million, which generated a gain of $33.4 million before taxes. The Company also sold 365,000 common shares of Liberate Technologies Inc. for $7.1 million in the quarter, which resulted in a gain of $4.5 million before income taxes.

Investment and other income (loss) for the quarter includes equity losses for the Toronto Blue Jays of $31.7 million and costs associated with the offer to privatize the Wireless subsidiary of $4.3 million. This is partially offset by interest income on cash balances.

Risks and Uncertainties

The following items serve as an update to the risks and uncertainties facing Rogers Communications as identified in the 2000 Annual Report:

Effective January 1, 2001, the CRTC implemented the new revenue-based contribution scheme that requires contribution payments to be made by all telecommunications carriers at a rate of 4.5% of adjusted revenues. This rate was confirmed in an order released on October 1, 2001 and is expected to decrease for 2002. There remain some ongoing disputes between the CRTC and the carriers, including the Company, regarding allowable deductions from contribution eligible revenue. These disputes are not expected to be resolved until the fourth quarter of 2001.

As at the December 31, 2000, the CRTC had initiated a proceeding to consider the appropriate terms and conditions, including rates of access to municipal property in the City of Vancouver. The CRTC announced their decision on January 25, 2001. The decision was generally favourable to carriers and distribution undertakings. The Municipalities have sought and received leave to appeal the CRTC decision on payments for municipal rights of way in Vancouver. Cable requires access to support structures (poles and conduits) and municipal rights of way in order to deploy its facilities. In September 1999, the CRTC granted cable operators the right to access municipal electric poles on the same terms and conditions as are set out in the individual expired agreements, and at a fixed rate of $16 per pole per year. The municipal hydroelectric companies launched an appeal of the CRTC's decision in the Federal Court of Appeal. This court challenge sought to remove the ability of the CRTC to regulate access to hydroelectric poles, which could lead to higher rates for pole access. The Federal Court of Appeal recently released its decision in the case involving hydro poles. The court ruled that section 43(5) of the *Telecommunications Act* does not give the CRTC any power to set rates regarding hydro poles, and that it only applies to cable and telephone poles. This decision may mean that no agency regulates hydro pole rates in Ontario. The Company, through the Canadian Cable Television Association is seeking leave to appeal the decision to the Supreme Court of Canada. The Ontario Energy Board may also have jurisdiction to set rates. In the short term, the Company may be subject to rate increases from some hydro companies. Some agreements contain clauses requiring retroactive payments in the event that a higher final rate is set or agreed to.

The CRTC has issued a call for applications for an ethnic television station in Vancouver and Rogers Broadcasting has filed such an application. A hearing with the CRTC is scheduled for October 15th, 2001.The CRTC has also issued a call for television stations in the Toronto, Hamilton and Kitchener markets. Rogers has filed an application for a Toronto television license. A hearing with the CRTC is scheduled for December 3rd, 2001.

A provider of certain functionality for the Company's high speed Internet access service, @Home Corporation, entered protection under Chapter 11 of the U.S. bankruptcy laws in September 2001. The Company has accelerated its plans to migrate the provision of these service elements internally and has reached an interim agreement for the continuation of service with @Home Corporation. The Company expects that it will incur capital expenditures associated with this initiative during the fourth quarter of 2001 that were previously planned for future periods.

Liquidity and Capital Resources

Cash flow from operating activities, after changes in working capital, decreased to $200.0 million from $408.5 million in the third quarter of the prior year primarily due to the proceeds received in third quarter of the prior year upon the termination of the proposed acquisition of Videotron. RCI's operating cash flow shortfall (defined as cash flow from operating activities after working capital, capital expenditures and distributions on convertible preferred securities) was $136.7 million in the third quarter of 2001 compared to a surplus of $66.5 million in the third quarter of 2000, also impacted by the prior year proceeds received upon termination of the proposed acquisition of Videotron.

At September 30, 2001, RCI's total long-term debt net of cash was $4.7 billion, an increase of over $1.0 billion from $3.7 billion at December 31, 2000. The change in long-term debt, net of cash, reflects the issuance of US$500 million Senior Secured Notes (C$770.4 million) issued earlier this year by Wireless and the drawdown of an aggregate $592 million of bank debt by Cable and Media, offset by a net increase in cash of approximately $350 million. The net increase in cash reflects the repayment of all intercompany debt owing by Wireless, Cable and Media to RCI.

Financing

During the third quarter, Media entered into a $500 million revolving bank credit facility, of which approximately $285 million was utilized during the quarter to repay intercompany borrowings. This bank credit facility has a five year term with no scheduled reductions prior to maturity in September 2006.

About the Company: Rogers Communications Inc. (TSE: RCI.A and RCI.B; NYSE: RG) is Canada's national communications company engaged in cable television, high-speed Internet access and video retailing through Rogers Cable Inc., cellular, digital PCS, paging and data communications through Rogers AT&T Wireless, and in radio and television broadcasting, tele-shopping, publishing and new media businesses through Rogers Media Inc.

.(see attached financial tables and notes to financial tables)

Rogers Communications Inc.

Consolidated Statements of Income

(in thousands of dollars except per share data)	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
	(Unaudited)	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*
Revenue	$ 951,783	$ 877,721	$ 2,789,796	$ 2,557,087
Operating, general and administrative expenses	694,013	634,517	2,078,049	1,862,854
Operating income before the following:	257,770	243,204	711,747	694,233
Integration costs on cablesystems exchange	500	-	16,462	-
Depreciation and amortization	223,113	186,586	667,854	528,438
Operating income (loss)	34,157	56,618	27,431	165,795
Interest on long-term debt	(108,391)	(87,839)	(310,447)	(270,874)
	(74,234)	(31,221)	(283,016)	(105,079)
Gain on sale of subsidiary, net	33,391	-	33,391	-
Gain on sale of assets and other investments	4,488	19,688	6,873	98,279
Proceeds received on termination of merger agreement, net	-	222,456	-	222,456
Investment and other income (loss)	(32,457)	557	(56,934)	(3,676)
Income (loss) before income taxes and non-controlling interest	(68,812)	211,480	(299,686)	211,980
Income taxes				
Current	4,121	1,864	10,784	7,535
Future	(1,354)	53,480	6,424	48,376
	2,767	55,344	17,208	55,911
Loss before non-controlling interest	(71,579)	156,136	(316,894)	156,069
Non-controlling interest	13,762	728	58,831	6,483
Net income (loss) for the period	$ (57,817)	$ 156,864	$ (258,063)	$ 162,552
Earnings per share				
Basic	$ (0.37)	$ 0.70	$ (1.52)	$ 0.64
Fully diluted	$ (0.37)	$ 0.59	$ (1.52)	$ 0.55
Average Class A and Class B Shares outstanding for the period (thousands)				
Basic			208,349	203,680
Fully diluted			216,015	246,501

See accompanying Notes to Consolidated Financial Statements.

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Rogers Communications Inc.

Consolidated Statements of Cash Flows

(in thousands of dollars)	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
	(Unaudited)	*(Unaudited)*	*(Unaudited)*	*(Unaudited)*
Cash provided by (used in):				
Operating activities:				
Net income for the period	$ (57,817)	$ 156,864	$ (258,063)	$ 162,552
Adjustments to reconcile net income to net cash flows from operating activities:				
Depreciation and amortization	223,113	186,586	667,854	528,438
Future income taxes	(1,354)	53,480	6,424	48,376
Non-controlling interest	(13,762)	(728)	(58,831)	(6,483)
Gain on sale of subsidiary, net	(33,391)	-	(33,391)	-
Gain on sale of assets and other investments	(4,488)	(19,688)	(6,873)	(98,279)
Share of loss (income) of associated companies, net	31,334	(366)	63,635	2,612
Accrued interest due on repayment of certain notes	2,516	2,289	7,398	6,702
Dividends from associated companies	627	272	1,691	1,094
	146,778	378,709	389,844	645,012
Change in:				
Accounts receivable	(20,296)	(46,221)	67,891	(38,975)
Accounts payable and accrued liabilities and unearned revenue	99,065	87,980	(758)	14,509
Deferred charges and other assets	(25,597)	(11,985)	(83,202)	(26,825)
	199,950	408,483	373,775	593,721
Financing activities:				
Issue of long-term debt, net	597,098	(567,069)	1,294,067	(161)
Financing costs incurred	(7,025)	-	(26,210)	-
Funds received from non-controlling shareholders	-	-	167,302	-
Issue of preferred shares and warrants	-	925,265	-	925,265
Issue of capital stock	1,285	528	12,420	12,939
Dividends on preferred shares and distribution on convertible prefered securities	(8,250)	(8,250)	(24,764)	(24,750)
	583,108	350,474	1,422,815	913,293
Investing activities:				
Additions to fixed assets	(328,403)	(333,755)	(1,015,646)	(803,285)
Acquisition of Spectrum licences	-	-	(396,824)	-
Proceeds on sale of subsidiary, net	40,325	-	40,325	-
Proceeds on sale of assets and other investments	7,069	19,688	11,327	119,661
Investment in Cogeco Inc. and Cogeco Cable Inc.	-	-	-	(307,985)
Acquisitions of subsidiary companies, net of cash acquired	-	-	(18,320)	-
Other investments	(27,855)	(54,421)	(67,632)	(165,508)
	(308,864)	(368,488)	(1,446,770)	(1,157,117)
Increase in cash and cash equivalents	474,194	390,469	349,820	349,897
Cash and cash equivalents (deficiency), beginning of period	174,777	(26,635)	299,151	13,937
Cash and cash equivalents, end of period	$ 648,971	$ 363,834	$ 648,971	$ 363,834
Supplemental cash flow information:				
Income taxes paid	$ 2,953	$ 4,892	$ 12,547	$ 14,699
Interest paid	89,770	84,656	290,179	252,231

Cash and cash equivalents (deficiency) are defined as cash and short-term deposits, which have an original maturity of less than 90 days, less bank advances.

See accompanying Notes to Consolidated Financial Statements.

Rogers Communications Inc.
Consolidated Balance Sheets

(in thousands of dollars)	September 30, 2001	December 31, 2000
	(Unaudited)	*(Audited)*
Assets		
Fixed assets	$ 4,530,902	$ 4,047,329
Goodwill, subscribers and licences	1,959,370	1,573,923
Investments	1,078,047	972,648
Cash and cash equivalents	648,971	299,151
Accounts receivable	433,993	501,553
Deferred charges	290,459	235,824
Other assets	286,450	235,867
	$ 9,228,192	$ 7,866,295
Liabilities and Shareholders' Equity		
Liabilities		
Long-term debt	$ 5,396,423	$ 3,957,662
Accounts payable and accrued liabilities	1,017,885	1,127,996
Unearned revenue	92,173	104,467
Future income taxes	120,683	145,560
	6,627,164	5,335,685
Non-controlling interest	257,444	114,432
Shareholders' equity	2,343,584	2,416,178
	$ 9,228,192	$ 7,866,295

Rogers Communications Inc.
Consolidated Statements of Deficit

(in thousands of dollars)	September 30, 2001	December 31, 2000
	(Unaudited)	*(Audited)*
Deficit, beginning of the period	$ (63,041)	$ (160,510)
Net income (loss)	(258,063)	141,442
Dividends on Series B and Series E Preferred shares, and on the Class A Voting and Class B Non-Voting shares	(14)	(10,200)
Distribution on Convertible Preferred Securities, net of income tax recovery of $10,791 (2000 - $14,388)	(13,959)	(18,612)
Dividends accreted on Preferred Securities, net of income tax recovery of $23,369 (2000 - $11,721)	(30,229)	(15,161)
Deficit, end of the period	$ (365,306)	$ (63,041)

See accompanying Notes to Consolidated Financial Statements.

1. Significant accounting policies

The interim consolidated financial statements include the accounts of Rogers Communications Inc. ("RCI") and its subsidiary companies (collectively the "Company"). These interim financial statements should be read in conjunction with the most recently prepared annual financial statements.

These interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual statements except as follows;

i. Effective January 1, 2001, the Company changed the estimated useful lives of certain network equipment that will result in an increase in depreciation expense of approximately $25 million for fiscal 2001. The impact of this change for the three and nine months ended September 30, 2001, was to increase depreciation expense by $6.5 million and $18.8 million respectively.
ii. Effective January 1, 2001, the Company adopted the "Earnings per Share" standards issued by the Canadian Institute of Chartered Accountants. The standard requires the use of the treasury stock method for calculating fully diluted earnings per share consistent with United States Generally Accepted Accounting Principles.
iii. Effective April 1, 2001, the Company reached an agreement with Rogers Telecommunications Limited (RTL), a company controlled by the controlling shareholder of the Company, under which RTL invested $30 million of voting preferred shares into an RCI Subsidiary that will own the Toronto Blue Jays. These preferred shares gave RTL sufficient voting rights to control the Blue Jays operations. As a result, the Company no longer consolidates the results of the Blue Jays but rather accounts for the results on an equity basis. RCI will continue to own 80% of the common equity of the Toronto Blue Jays and will have the right exercisable at any time, to purchase the preferred shares at their issue price. In addition, RCI and RTL have agreed that for the first three years, the dividends on the preferred shares may be satisfied in kind, by RCI transferring an agreed amount of tax deductions to RTL.

2. Acquisitions and Divestitures

i. On February 7, 2001, the Company acquired the shares of Cable Atlantic Inc., which had cable television systems serving approximately 75,600 basic subscribers in Newfoundland. The Company paid cash of $16,300,000, net of cash acquired, and issued 4,170,330 Class B Non-Voting shares. The purchase price is subject to certain working capital and valuation changes. Additional RCI Class B Non-voting shares may be required to be issued to the vendor contingent upon the quoted market value of shares not reaching a weighted average price of $48 for any 28 day consecutive period within two years of the closing date. The contracted transactional value of the Company's Class B Non-Voting shares at $36.40, fell to $27.40 by February 7, 2001 leaving a potential contingent payment of $11.60 per Class B Non-Voting share, representing the difference between $48 and the contracted transactional value of $36.40. Total consideration for this acquisition has been recorded at $39.00 per Class B Non-Voting representing the market valuation of $27.40 at date of acquisition and the $11.60 potential

2. Acquisitions and Divestitures (Cont'd)

i. shortfall. Consideration may be payable in the future through the issuance of Class B Non-Voting shares, to a maximum of $48,400,000, contingent on the quoted market value of the Class B Non-Voting shares of the Company.

ii. In association with participation by Rogers Wireless Communications Inc. ("Wireless") in the Industry Canada PCS Spectrum Auction, the Company subscribed to approximately 60.4% of Wireless' $422.6 million Class B Restricted Voting Shares rights offer for $255.3 million with non-controlling interest shareholders funding $167.3 million. This transaction increased the Company's ownership to 52.47% contributing an additional amount of $35.9 million to goodwill and minority interest.

iii. The Company also purchased the assets of Advisor Forum, a group of trade shows that operate within the Canadian financial advisors market for net cash consideration of $2.0 million.

Details of net assets acquired, at fair value, and the consideration given are as follows:

(in thousands of dollars)		**September 30, 2001**		**December 31, 2000**
Fixed assets	$	42,498	$	3,468
Investments acquired		-		11,899
Goodwill		256,018		148,784
Other intangible assets		-		119,926
Other assets		10,546		14,689
		309,062		298,766
Accounts payable, accrued liabilities, debt assumed and non-controlling interest		128,099		89,488
Total consideration	$	180,963	$	209,278
Consideration comprised of:				
Cash	$	18,320	$	209,278
Class B Non-Voting shares		162,643		-
	$	180,963	$	209,278

b. Divestitures

In September, 2001, the Company sold the assets of its media monitoring business, Bowdens Media Monitoring Limited, for cash proceeds of $40,325,000, which resulted in a gain on sale of $33,391,000 before income taxes.

c. Privatization of Wireless Subsidiary

In June 2001, the Company proposed to take its Wireless subsidiary private by acquiring all of the outstanding Class B Restricted Voting shares (the "Wireless Class B shares") of Wireless owned by the public in consideration of 1.1 Class B Non-Voting shares of the Company for each Wireless Class B share held. On September 11, 2001, the minority public shareholders voted against the proposed transaction

2. Acquisitions and Divestitures (Cont'd)

c. Privatization of Wireless Subsidiary (Cont'd)

thus terminating the offer. The Company expensed in Other Income and Expenses during the quarter the costs associated with the rejected privatization offer , consisting primarily of legal, advisory and printing costs, which totalled approximately $4,300,000.

3. Goodwill, spectrum licences and other intangible assets

(in thousands of dollars)		September 30, 2001		December 31, 2000
Goodwill	$	1,924,826	$	1,767,971
Spectrum licences		396,824		-
Intangible assets		-		119,926
	$	2,321,650	$	1,887,897
Less accumulated amortization		362,280		313,974
	$	1,959,370	$	1,573,923

Wireless participated in the Industry Canada PCS Spectrum Auction that was completed on February 1, 2001. Wireless purchased a total of 23 spectrum licences, in 12 of 14 regions in Canada, providing the utilization of 10MHz of spectrum for each licence in the 1.9GHz for a total of $396,824,000 including incremental costs related to preparation and participation in the auction. The spectrum will facilitate the additional capacity of existing wireless voice communications services and the introduction of new wireless data communication services. Each spectrum licence has a term of 10 years and a high expectation of renewal for a further ten-year term unless a breach of licence condition has occurred, a fundamental re-allocation of spectrum to a new service is required, or an overriding policy need arises.

The change in the accounting treatment for the Blue Jays from consolidation to equity accounting as outlined in Note 1 (iii) resulted in $217,553,000 for goodwill and other intangibles along with other assets and liabilities being removed from the Company's balance sheet as at April 1, 2001 and the investment in the Toronto Blue Jays being recorded as an investment, at equity (Note 5).

4. Investments

(in thousands of dollars, except share amounts)	Number	Description	Market Value	September 30, 2001	December 31, 2000
Investments, recorded at cost					
(A) Publicly traded companies					
AT&T Canada	25,002,100	Class B Deposit Receipts	1,143,846	$ 450,104	$ 450,104
Cogeco Cable Inc.("Cogeco Cable")	4,253,800	Subordinate Voting Common	104,814	187,167	187,167
Cogeco Inc.("Cogeco")	2,724,800	Subordinate Voting Common	58,638	120,818	120,818
Liberate Technologies, Inc.("Liberate")	906,888	Common	14,262	14,353	20,938
	200,000	Warrants	966	-	-
Terayon Communications Systems, Inc.("Terayon")	3,087,618	Common	35,054	-	-
Astral Communications Inc.	141,300	Class B Subordinate Voting	8,478	1,697	1,697
Bid.com International Inc. ("Bid.com")	202,300	Common	79	264	255
At Home Corporation	5,674,125	Warrants -vested	-	-	-
	595,429	Warrants - not vested	-	-	-
Other			15,015	15,852	32,537
			1,381,152	790,255	813,516
(B) Private technology companies					
Futureway Communications,Inc.	6,117,648	Series 2 units		26,173	26,161
Other				47,833	42,450
(C) Other				7,695	40,403
Investments, accounted for by the equity method					
Toronto Blue Jays				155,817	-
CTV SportsNet				35,411	37,781
Other				14,863	12,337
				$ 1,078,047	**$ 972,648**

During the nine months ended September 30, 2001, the Company sold 630,000 common shares of Liberate for proceeds of $11,327,000 resulting in a gain on sale of $6,873,000 before income taxes.

5. Long-term debt

(in thousands of dollars)	Interest Rate	September 30, 2001	December 31, 2000
(A) Corporate:			
(i) Convertible Debentures, due 2005	5-3/4%	$ 306,434	$ 283,924
(ii) Senior Notes, due 2006	9-1/8%	86,281	81,975
(iii) Senior Notes, due 2006	10-1/2%	75,000	75,000
(iv) Senior Notes, due 2007	8-7/8%	304,487	292,245
(v) Senior Notes, due 2007	8-3/4%	165,000	165,000
(B) Wireless:			
(i) Bank loan	Floating	-	-
(ii) Senior Secured Notes, due 2006	10-1/2%	160,000	160,000
(iii) Senior Secured Notes, due 2007	8.30%	278,940	272,162
(iii) Senior Secured Notes, due 2011	9-5/8%	770,400	-
(iv) Senior Secured Debentures, due 2008	9-3/8%	433,121	433,121
(v) Senior Secured Debentures, due 2016	9-3.4%	230,127	222,005
(vi) Senior Subordinated Notes, due 2007	8.80%	339,485	322,543
(C) Cable:			
(i) Bank loan	Floating	339,000	-
(ii) Senior Secured Second Priority Notes, due 2002	9-5/8%	116,389	116,389
(iii) Senior Secured Note due 2002	Floating	300,000	300,000
(iv) Senior Secured Second Priority Notes, due 2005	10%	412,784	412,146
(v) Senior Secured Second Priority Debentures, due 2007	10%	146,223	146,223
(vi) Senior Secured Second Priority Debentures, due 2012	10-1/8%	172,867	172,867
(vii) Senior Secured Second Priority Debentures, due 2014	9.65%	300,000	300,000
(viii) Senior Subordinated Debentures, due 2015	11%	164,865	164,264
(D) Media:			
Bank loan	Floating	253,300	-
(E) Obligations under mortgages and capital leases	Various	41,720	37,798
		$ 5,396,423	$ 3,957,662

In May 2001, the Company issued US$500 million of Senior Secured Notes maturing on May 1, 2011. These notes are redeemable in whole or in part, at the option of the Company, at anytime, subject to a prepayment premium. Interest is payable semi-annually on November 1st and May 1st.

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5. Long Term Debt (continued)

The Company entered into an agreement to amend the Wireless bank credit facility. Among other things, the amended bank credit facility provides Wireless with a revolving credit facility of $700 million with no reduction until April 30, 2006 and a final maturity on April 30, 2008.

Effective June 2001, the Company entered into an agreement to extend the maturity date of Cable's $300 million Senior Secured Note due 2002.

The Company entered into a new Media bank credit facility. The new bank credit facility provides Media with a revolving credit facility of $500 million, with no scheduled reductions until maturity on September 30, 2006.

6. Shareholders' Equity

(in thousands of dollars, except share amounts)		**September 30, 2001**	**December 31, 2000**
Capital stock issued, at stated value:			
Preferred shares:			
Held by subsidiary companies			
105,500	Series XXIII	$ 105,500	$ 105,500
-	Series XXVI (2000 -253,500)	-	253,500
150,000	Series XXVII	150,000	150,000
30,000	Series XXIX	30,000	30,000
818,300	Series XXX	10,000	10,000
300,000	Series XXXI	300,000	300,000
300,000	Series XXXII	300,000	300,000
Held by members of the Company's share purchase plans:			
137,106	Series B (2000 - 160,221)	1,728	2,019
153,361	Series C (2000 - 170,852)	2,622	2,922
Common shares:			
56,240,494	Class A Voting shares	72,320	72,320
153,223,929	Class B Non-Voting shares (December 31, 2000 - 147,856,858)	248,955	240,235
		1,221,125	1,466,496
Deduct:			
Amounts receivable from employees under certain share purchase plans, including $1,179 from officers (December 31, 2000 - $1,754)		3,304	4,249
Preferred shares of the Company held by subsidiary companies		895,500	1,149,000
Total capital stock		322,321	313,247
Convertible preferred securities		576,000	576,000
Warrants to purchase Class B Non-Voting shares		24,000	24,000
Preferred securities		1,005,745	952,147
Contributed surplus		780,824	613,825
Deficit		(365,306)	(63,041)
		$ 2,343,584	$ 2,416,178

6. Shareholders' Equity (Continued)

During 2001, the Company completed the following stock transactions:

a) 253,300 Series XXVI Preferred Shares were redeemed from a subsidiary company for $253,500,000 and cancelled;
b) 23,115 Series B and 17,491 Series E Convertible Preferred shares with a value of $590,000 were converted into 40,606 Class B Non-Voting shares;
c) 4,170,330 Class B Non-Voting shares with a stated value of $6,776,000 were issued as partial consideration for the acquisition of Cable Atlantic Inc.;
d) 923,834 Class B Non-Voting shares were issued to employees upon the exercise of options for cash of $6,720,516; and
e) 232,301 Class B Non-Voting shares were issued to employees pursuant to Employee Share Purchase Plan for cash of $6,775,869.

As a result of the above transactions, $166,999,000 of the issued amounts related to the Class B Non-Voting shares was recorded in contributed surplus.

7. Segmented Information

For the nine months ended September 30, 2001 *(in thousands of dollars)* (Unaudited)	Wireless	Cable	Media	Corporate Items and Eliminations	Consolidated Totals
Revenue	$ 1,214,381	$ 1,061,192	$ 509,473	$ 4,750	$ 2,789,796
Operating, general and administrative expenses	893,924	677,123	466,583	40,419	2,078,049
Operating income (loss) before the undernoted:	320,457	384,069	42,890	(35,669)	711,747
Management fees	8,013	21,330	7,714	(37,057)	-
Integration costs on cablesystem exchange	-	16,462	-	-	16,462
Depreciation and amortization	290,696	316,984	27,731	32,443	667,854
Operating income	21,748	29,293	7,445	(31,055)	27,431
Interest Expense					
Third party	140,688	122,372	1,570	45,817	310,447
Intercompany	13,517	(16,556)	(12,168)	15,207	-
Gain on sale of subsidiary, assets and investments	-	-	(33,391)	(6,873)	(40,264)
Investment and other income (loss)	(2,320)	(733)	11,853	48,134	56,934
Income tax expense (recovery)	5,369	3,747	677	7,415	17,208
Non-controlling interest	-	-	-	(58,831)	(58,831)
Net Income (loss) for the period	$ (135,506)	$ (79,537)	$ 38,904	$ (81,924)	$ (258,063)
Capital expenditures,net	$ 528,031	$ 475,712	$ 14,065	$ (2,162)	$ 1,015,646
Identifiable assets	$ 3,190,661	$ 3,465,169	$ 670,533	$ 1,901,829	$ 9,228,192

7. Segmented Information (continued)

For the nine months ended September 30, 2000 *(in thousands of dollars)*	Wireless	Cable	Media	Corporate Items and Eliminations	Consolidated Totals
(Unaudited)					
Revenue	$ 1,121,806	$ 954,087	$ 481,194	$ -	$ 2,557,087
Operating, general and administrative expenses	783,273	615,651	439,624	24,306	1,862,854
Operating income (loss) before the undernoted:	338,533	338,436	41,570	(24,306)	694,233
Management fees	7,781	19,175	7,289	(34,245)	-
Depreciation and amortization	244,189	251,120	20,907	12,222	528,438
Operating income	86,563	68,141	13,374	(2,283)	165,795
Interest Expense					
Third party	95,539	119,894	1,107	54,334	270,874
Intercompany	697	1,562	8,352	(10,611)	-
Gain on sale of assets and investments	-	(22,479)	(1,292)	(74,508)	(98,279)
Proceeds received on termination of merger agreement, net	-	-	-	(222,456)	(222,456)
Investment and other income (loss)	285	2,849	3,592	(3,050)	3,676
Income tax expense (recovery)	3,392	(30,420)	528	82,411	55,911
Non-controlling interest	-	-	-	(6,483)	(6,483)
Net Income (loss) for the period	$ (13,350)	$ (3,265)	$ 1,087	$ 178,080	$ 162,552
Capital expenditures,net	$ 362,260	$ 415,559	$ 24,494	$ 972	$ 803,285

For the three months ended September 30, 2001 *(in thousands of dollars)*	Wireless	Cable	Media	Corporate Items and Eliminations	Consolidated Totals
(Unaudited)					
Revenue	$ 426,109	$ 360,645	$ 164,225	$ 804	$ 951,783
Operating, general and administrative expenses	302,266	230,368	151,843	9,536	694,013
Operating income (loss) before the undernoted:	123,843	130,277	12,382	(8,732)	257,770
Management fees	2,671	7,250	2,466	(12,387)	-
Integration costs on cablesystem exchange		500			500
Depreciation and amortization	98,541	109,893	8,921	5,758	223,113
Operating income	22,631	12,634	995	(2,103)	34,157
Interest Expense					
Third party	51,235	41,239	2,017	13,900	108,391
Intercompany	-	(3,946)	(549)	4,495	-
Gain on sale of subsidiary, assets and investments	-	-	(33,391)	(4,488)	(37,879)
Investment and other income (loss)	(1,385)	607	(291)	33,526	32,457
Income tax expense (recovery)	1,737	1,472	141	(583)	2,767
Non-controlling interest	-	-	-	(13,762)	(13,762)
Net Income (loss) for the period	$ (28,956)	$ (26,738)	$ 33,068	$ (35,191)	$ (57,817)
Capital expenditures,net	$ 150,088	$ 173,047	$ 4,813	$ 455	$ 328,403

7. Segmented Information (continued)

For the three months ended September 30, 2000 *(in thousands of dollars)* (Unaudited)	Wireless	Cable	Media	Corporate Items and Eliminations	Consolidated Totals
Revenue	$ 394,631	$ 326,244	$ 156,846	$ -	$ 877,721
Operating, general and administrative expenses	272,366	209,111	146,863	6,177	634,517
Operating income (loss) before the undernoted:	122,265	117,133	9,983	(6,177)	243,204
Management fees	2,594	6,559	2,371	(11,524)	-
Depreciation and amortization	86,384	88,459	7,427	4,316	186,586
Operating income	33,287	22,115	185	1,031	56,618
Interest Expense					
Third party	32,904	39,837	318	14,780	87,839
Intercompany	697	2,103	3,515	(6,315)	-
Gain on sale of assets and investments	-	(19,688)	-	-	(19,688)
Proceeds received on termination of merger agreement, net	-	-	-	(222,456)	(222,456)
Investment and other income (loss)	54	1,172	780	(2,563)	(557)
Income tax expense (recovery)	1,132	(11,042)	(792)	66,046	55,344
Non-controlling interest	-	-	-	(728)	(728)
Net Income (loss) for the period	$ (1,500)	$ 9,733	$ (3,636)	$ 152,267	$ 156,864
Capital expenditures,net	$ 152,372	$ 171,782	$ 9,010	$ 591	$ 333,755

8. Commitments

The Company has entered into an agreement to purchase a 40% interest and control of CTV SportsNet ("SportsNet") from CTV Inc. ("CTV") for $123,400,000 in cash, plus the assumption of CTV's share of shareholder loans of approximately $13.0 million. The Company will also exercise an earlier acquired option for 10.01% of the voting shares of SportsNet at a nominal value, to bring the ownership interest of SportsNet to 80%. Fox SportsNet Canada will continue to retain 20% of the voting shares of SportsNet. The agreement has received Canadian Radio-television and Telecommunications Commission ("CRTC") approval and Competition Bureau clearance.

The Company has also agreed to purchase 13 radio stations in Ontario from Telemedia for approximately $100,000,000, including one AM Sports station ("the FAN") in Toronto, one AM and two FM stations in each of Sudbury, North Bay and Sault Ste. Marie, two FM stations in Timmins and one FM station in Orillia. Telemedia Radio Inc. ("Telemedia") had recently purchased these stations from Standard Radio Inc. ("Standard"). The transaction between Telemedia and Standard and with Telemedia and the Company are each subject to CRTC approval.

The Company has also signed an agreement to sell its Alaska cablesystems to General Communications, Inc. for US $19,000,000 pending regulatory approval. The Alaska cablesystems serve 7,300 customers in the communities of Palmer and Wasilla with more than

8. Commitments (Cont'd)

   10,000 homes passed. General Communications, Inc. has agreed to pay US $2,600 per basic cable subscriber, subject to certain adjustments. The transaction is expected to result in a gain before taxes of approximately US $10,000,000.

9. Contingent liabilities

   There exist certain legal actions against the Company, none of which is expected to have a material adverse effect on the consolidated financial position of the Company.

A live and fully accessible Webcast of the quarterly results conference call with the investment community will be broadcast via the Internet at http://www.rogers.com/webcast beginning 10:00 a.m. ET. October 18, 2001. A re-broadcast of this call will be available on the Webcast Archive page of the Investor Info section of http://www.rogers.com.

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