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ROGERS WIRELESS COMMUNICATIONS INC

Form 425

December 20, 2004

Filed by Rogers Communications Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
and deemed to be filed pursuant  
to Rule 14a-12 of the  
Securities Exchange Act of 1934  
Subject Company: Rogers Wireless Communications Inc.  
Commission File Number: 005-61893

THE FOLLOWING PRESS RELEASE WAS DISSEMINATED BY ROGERS COMMUNICATIONS INC. AND  
ROGERS WIRELESS COMMUNICATIONS INC. ON DECEMBER 17, 2004.

ATTENTION BUSINESS EDITORS:

ROGERS WIRELESS TO LOAN \$1.4 BILLION TO ROGERS COMMUNICATIONS INC.

TORONTO, Dec. 17 /CNW/ - Rogers Wireless Communications Inc. ("Rogers Wireless") and Rogers Communications Inc. ("RCI") announced today that the board of directors of Rogers Wireless has approved a loan of up to \$1.4 billion from Rogers Wireless to RCI. The loan will be made by Rogers Wireless from cash on hand resulting from a return of capital from Rogers Wireless Inc., a wholly-owned subsidiary (which recently completed a private placement of notes in an aggregate principal amount of approximately US \$2.356 billion). RCI intends to use the \$1.4 billion proceeds from the loan, together with \$350 million from cash on hand, to permanently repay the \$1.75 billion bridge credit facility referred to below.

A special committee of independent directors of Rogers Wireless concluded that making this loan to RCI is in the best interests of Rogers Wireless and recommended that the board of directors of Rogers Wireless approve the making of the loan.

The loan to RCI will be advanced on December 31, 2004 and will mature on October 16, 2006. The loan must be repaid in whole or in part before the maturity date in certain circumstances including from the proceeds of any shareholder distributions by Rogers Wireless to RCI or to its wholly-owned subsidiary, RWCI Acquisition Inc. The loan will be secured by a pledge of shares of Rogers Cable Inc. and of shares of RWCI Acquisition Inc. which holds 48,594,172 Rogers Wireless Class B Restricted Voting shares.

Rogers Wireless has previously publicly disclosed that it was reviewing the various methods of transferring \$1.75 billion to its shareholders, so that RCI would have adequate funds to repay its \$1.75 billion bridge credit facility incurred to a group of financial institutions in connection with its acquisition of Rogers Wireless Class B Restricted Voting shares from AT&T Wireless Services, Inc. Rogers Wireless stated at the time that a determination of the method of such a distribution, including the timing thereof, would not take place until following completion by RCI of its offer to acquire all of the outstanding Rogers Wireless Class B Restricted Voting shares held by the public. RCI's offer is currently scheduled to expire on December 30, 2004. Rogers Wireless is continuing to review the various methods of effecting such a distribution.

Cautionary Statement Regarding Forward Looking Information:

This news release includes certain forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. We caution that actual future events will be affected by a number of factors, many of which are beyond our control, and therefore may vary substantially from what we currently foresee. We are under no

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obligation to (and expressly disclaim any such obligation to) update or alter any forward looking statements whether as a result of new information, future events or otherwise. Important additional information identifying risks and uncertainties is contained in our most recent Annual Reports and Annual Information Forms filed with the applicable Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission.

### About the Companies:

Rogers Communications Inc. (TSX: RCI; NYSE: RG) is a diversified Canadian communications and media company. It is engaged in cable television, high-speed Internet access and video retailing through Canada's largest cable television provider, Rogers Cable Inc.; in wireless voice and data communications services through Rogers Wireless Communications Inc., Canada's largest wireless provider and the country's only provider operating on the GSM/GPRS world standard technology platform; and in radio, television broadcasting, televised shopping and publishing businesses through Rogers Media Inc. For further information about the Rogers group of companies, please visit [www.rogers.com](http://www.rogers.com).

Rogers Wireless Communications Inc. (TSX: RCM; NYSE: RCN) operates Canada's largest integrated wireless voice and data network, providing advanced voice and wireless data solutions to customers from coast to coast on its GSM/GPRS/EDGE network, the world standard for wireless communications technology. Following its November 2004 acquisition of Microcell Telecommunications, Rogers Wireless has 5.5 million wireless customers and offices in Canadian cities across the country. Rogers Wireless is approximately 89% owned by Rogers Communications Inc.

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