

07-27-1999

FORM PTO-159J

1-31-92



IEE

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner of Patents

101102164

Please attach original documents or copy thereof.

1. Name of conveying party(ies):
CTV Television Network Ltd.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Canada
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: CTV Television Inc.

Internal Address: _____

Street Address 9 Channel Nine Court

City: Scarborough State: Ontario ZIP MIS
 Canada : 4B5

Individual(s) citizenship
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Canada
 Other _____

If assignee is not domiciled in the United States, a domestic
 Representative designation is attached: Yes No
 (Designations must be separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance 7-22-99

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 2, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/255,686 75/176,434

B. Trademark Registration No.(s)
1,053,080 2,185,337 1,024,890
859,335

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
Concerning document should be mailed:
Name: Louis K. Ebling, Esq.

Internal Address: FROST & JACOBS LLP

Street Address: 2500 PNC CENTER
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)... \$ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number
 06-2226

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Louis K. Ebling
 Name of Person Signing, Registration Number

Signature

9/27/99
 Date

Total number of pages including cover sheet, attachments, and document 12



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

CTV TELEVISION INC.

352771-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

September 1, 1988/le 1 septembre 1988

Date of Amalgamation - Date de fusion

Canada

1 - Name of amalgamated corporation

Dénomination de la société issue de la fusion

CTV TELEVISION INC.

2 - The place in Canada where the registered office is to be situated

Lieu au Canada où doit être situé le siège social

City of Toronto, Province of Ontario

3 - The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

An unlimited number of Common Shares and an unlimited number of Preferred Shares, in each case with the attributes as set out in the attached Schedule I.

4 - Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without the approval of the board of directors.

5 - Number (or minimum and maximum number) of directors
Such number not more than twenty (20) nor less than one (1) as the board of directors may from time to time determine.

Nombre (ou nombre minimum et maximal) d'administrateurs

6 - Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

None

7 - Other provisions, if any

Autres dispositions, s'il y a lieu

See attached Schedule II

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

- 188
- 184(1)
- 184(2)

9 - Name of the amalgamating corporations
Dénomination des sociétés fusionnantes

Corporation No.
N° de la société

Signature

Date

Title
Titre

**CTV TELEVISION NETWORK LTD.
LE RESEAU DE TELEVISION CTV L.TEE
BBS INCORPORATED**

34105-5

[Signature]
Aug. 31, 1998

Secretary

340645-6

[Signature]
Aug. 31, 1998

**Executive Vice-President,
Chief Financial
Officer and
Secretary**

DEPARTMENTAL USE ONLY - À L'USAGE DU BUREAU DE REGISTRATION
Corporation No. - N° de la société

352771-9

Stamp - Date

SEP - 2 1998

ARTICLES OF AMALGAMATION

SCHEDULE I

COMMON SHARES

1. Voting Rights

Each holder of Common Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and to vote thereat, except meetings at which only holders of a specified class of shares (other than Common Shares) or specified series of shares are entitled to vote. At all meetings of which notice must be given to the holders of the Common Shares, each holder of Common Shares shall be entitled to one vote in respect of each Common Share held by such holder.

2. Dividends

The holders of the Common Shares shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive any dividend declared by the Corporation.

3. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution and winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common and Preferred Shares shall be entitled to receive all the property of the Corporation available for distribution, equally share for share, without preference or distinction.

PREFERRED SHARES

1. Voting Rights

The holders of the Preferred Shares shall not be entitled to vote at any meetings of shareholders, until the Corporation shall have failed to pay, in the aggregate, two years dividends on the Preferred Shares, whether consecutive or not, and whether or not earned or declared, whereupon the holders of the Preferred Shares shall become entitled to one (1) vote for each such share held by such holders. Upon payment of all arrears of dividend and the next due dividend having been declared, the holders of the Preferred Shares shall cease to be entitled to vote unless and until the Corporation shall again make default in the payment of dividends as hereinbefore provided, and so on from time to time, but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

2. Dividends

The holders of the Preference Shares shall in each fiscal year, in the discretion of the directors, be entitled out of any or all profits or surplus available for dividends to non-cumulative dividends aggregating one cent (0.01¢) per share, per annum, payable yearly; no dividend shall be declared or paid on the Common Shares or on any other shares of the Corporation ranking junior to the Preferred Shares in any fiscal year, unless and until the aforesaid dividend shall have been paid on the Preferred Shares, in full; if, in any year after providing for the dividend authorized on the Preferred Shares, there shall remain any profits or surplus available for dividends, such profits or surplus or any part thereof may, in the discretion of the directors, be applied to dividends on the Preferred Shares and the Common Shares of the Corporation in equal amounts per share, without preference or distinction.

3. Liquidation, Dissolution or Winding-up

In the event of the liquidation, dissolution and winding-up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Shares and Common Shares shall be entitled to receive all the property of the Corporation available for distribution, equally share for share, without preference or distinction.

4. Redemption at the Option of the Corporation

The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Preferred Shares at a price of One (\$1.00) Dollar per share, and all dividends declared thereon and unpaid to the date of redemption; not less than thirty (30) days notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in the matter aforesaid, dividends on the Preferred Shares to be redeemed shall cease after the date so fixed for redemption, and the holders thereof shall thereafter have no rights against the Corporation in respect thereof, except upon the surrender of a certificate or certificates for such shares to receive payment therefor.

5. Purchase for Cancellation

The Corporation may, at any time and from time to time, purchase for cancellation the whole or any part of the Preferred Shares at the lowest price at which, in the opinion of the Directors, such shares are obtainable, but not exceeding One (\$1.00) Dollar per share, and all dividends declared thereon and unpaid.

CTV TELEVISION INC.

SCHEDULE II

7. Other provisions, if any:

- (a) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for any securities of the Corporation shall be prohibited.
- (c) The directors may appoint from time to time one or more directors within the limits provided in the *Canada Business Corporations Act*.