

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Global Communications Limited		09/01/2005	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	CanWest MediaWorks, Inc.
Street Address:	201 Portage Avenue, 31st Floor
City:	Winnipeg, Manitoba
State/Country:	CANADA
Postal Code:	R3B 3L7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	78165758	AUCTIONMART
Serial Number:	78165765	AUCTIONMART CANADA.COM
Serial Number:	78119100	BODY & HEALTH
Serial Number:	78118959	BODY & HEALTH

CORRESPONDENCE DATA

Fax Number: (212)692-1020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 692 1027
 Email: gpgulia@duanemorris.com, cskim@duanemorris.com
 Correspondent Name: Gregory P. Gulia
 Address Line 1: 380 Lexington Avenue
 Address Line 4: New York, NEW YORK 10168

DOMESTIC REPRESENTATIVE

CH \$115.00 78165758

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Gregory P. Gulia

Signature:

/GregoryPGulia/

Date:

09/05/2006

Total Attachments: 6

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MANITOBA

The Corporations Act
Loi sur les corporations
ARTICLES OF AMALGAMATION (share capital)
STATUTS DE FUSION (corporation avec capital actions)



The Corporations Act /
Loi sur les corporations

CERTIFICATE / CERTIFICAT

ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE

1 SEP / SEP 2005


DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, DIRECTION DES CORPORATIONS

1. Name of Amalgamated Corporation / Dénomination de la corporation issue de la fusion

CanWest MediaWorks Inc.

2. The address in full of the registered office (include postal code)
Adresse complète du bureau enregistré (inclure le code postal)

201 Portage Avenue, 31st Floor, Winnipeg, MB, R3B 3L7

3. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs

Such number of directors not more than twenty (20) and not less than (3) as the directors may from time to time determine.

4. Directors / Administrateurs

Name in Full / Nom complet

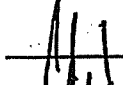
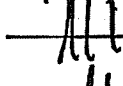
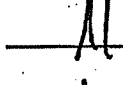
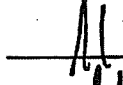
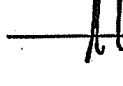

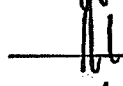

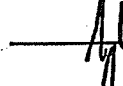

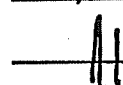
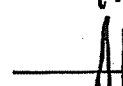
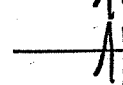

Address in Full / Adresse complète

See Schedule "I" attached hereto

5. The classes and any maximum number of shares that the corporation is authorized to issue
Catégories et tout nombre maximal d'actions que la corporation est autorisée à émettre

An unlimited number of common shares; and
An unlimited number of Preference Shares, issuable in series.

THIS IS SCHEDULE III referred to in the Articles of Amalgamation of CANWEST MEDIAWORKS INC. (the "Corporation").

12.	Names of Amalgamation Corps	Signature	Office Held	Date	Business No.
	Clarinet Music Inc. 5148741		(RL) Secretary	18/08/05	139272652
	CanWest Media Inc. 5028737		(RL) Vice-President & General Counsel	18/08/05	894585215
	Global Television Network Inc. 422982		(RL) Vice-President & Secretary	18/08/05	102120748
	ReachCanada Contact Centre Limited 4425996		(RL) Vice-President	18/08/05	867427379
	Global Television Centre Ltd. 5148619		(RL) Vice-President & Secretary	18/08/05	102120581
	Global Television Specialty Networks Inc. 5148627		(RL) Vice-President	18/08/05	876468729
	CanWest Media Sales Limited 5148678		(RL) Vice-President	18/08/05	86484874
	Vancouver Island Newspaper Group Inc. 4306210		(RL) Vice-President	18/08/05	893982011
	Port Alberni Times Group Inc. 4306350		(RL) Vice-President	18/08/05	863252961
	Nanaimo Daily News Group Inc. 4306295		(RL) Vice-President	18/08/05	863275566
	Cool Records Inc. 5148724		(RR) Secretary	18/08/05	887869600
	Mobile Video Productions Inc. 5148732		(RL) Vice-President	18/08/05	885901520
	5160367 Manitoba Inc. (formerly 2846551 Canada Inc.) 5160367		(RL) Vice-President	18/08/05	884823840
	Global Communications Limited 4436068		(RL) Vice-President	18/08/05	896227048

6. The rights, privileges, restrictions and conditions attaching to the shares, if any
Droits, privilèges, restrictions et conditions dont les actions sont assorties, s'il y a lieu

The annexed Schedule "II" forms part of this document.

7. Restrictions, if any, on share transfers / Restrictions au transfert des actions, s'il y a lieu

None

8. Restrictions, if any, on business the corporation may carry on
Limites imposées quant à l'entreprise que la corporation peut exercer, s'il y a lieu

None

9. Other provisions, if any / Autres dispositions, s'il y a lieu

The directors may appoint from time to time one or more directors within the limits provided in The Corporations Act (Manitoba).

10. The amalgamation agreement has been duly approved in accordance with Section 177 of *The Corporations Act*.
or
~~The amalgamation has been duly approved in accordance with Section 178 of *The Corporations Act*. These articles of amalgamation are the same as the articles of incorporation of (name the designated amalgamating corporation)~~

La convention de fusion a été dûment approuvée en conformité avec l'article 177 de la *Loi sur les corporations*.

ou

La fusion a été dûment approuvée en conformité avec l'article 178 de la *Loi sur les corporations*. Les présents statuts de fusion sont les mêmes que les statuts constitutifs de (nommer la corporation fusionnante désignée)

11. Name of the amalgamating corporation the by-laws of which are to be the by-laws of the amalgamated corporation
Dénomination de la corporation fusionnante dont les règlements doivent être les règlements de la corporation issue de la fusion

CanWest Media Inc.

12. Names of Amalgamating Corporations Dénomination des corporations fusionnantes	Signature Signature	Office held Poste	Date Date	Business Number Numéro d'entreprise
See Schedule "III" attached				

Instructions: The statutory declarations required by subsection 179(2) shall accompany these articles of amalgamation. The amalgamation agreement is not required to be filed.
Directives: Les déclarations solennelles prévues au paragraphe 179(2) doivent accompagner les statuts de fusion. Il n'est pas nécessaire de déposer la convention de fusion.

FORM 11 / FORMULE 11

OFFICE USE ONLY / RÉSERVÉ À L'ADMINISTRATION

Corporation Number / N° de la corporation: _____

5158665

Business Number / Numéro d'entreprise: _____

THIS IS SCHEDULE I referred to in the Articles of Amalgamation of CANWEST MEDIAWORKS INC. (the "Corporation").

4. Directors

Name in Full

Address in Full

David A. Asper

1015 Wellington Crescent
Winnipeg, MB, R3M 0A7

Gail Asper

117 Grenfell Blvd.
Winnipeg, MB, R3P 0B6

Leonard J. Asper

1001 Wellington Crescent
Winnipeg, MB, R3M 0A7

Lloyd Barber, C.C., LL.D

800 Green Avenue, Box 510
Regina Beach, Saskatchewan, S0G 4C0

David Drybrough

16 Wyndstone Circle
East St. Paul, MB, R2E 0L8

Ronald Daniels

179 Lyndhurst Avenue
Toronto, ON, M5R 3A1

Paul Godfrey

44 Arjay Crescent
Toronto, ON, M2L 1C7

Frank King

3931 Edison Crescent SW
Calgary, AB, T2S 0X1

Lisa Pankratz

2564 West 1st Avenue
Vancouver, BC, V6K 1G7

Derek H. Burney

3767 Revelstoke Drive
Ottawa, ON, K1V 7C2

THIS IS SCHEDULE II referred to in the Articles of Amalgamation of CANWEST MEDIAWORKS INC. (the "Corporation").

The rights, privileges, restrictions and conditions attaching to the common shares and the Preference Shares, issuable in series shall be as follows:

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

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 the remaining property of the Corporation on a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

Preference Shares

The Preference Shares, as a class, shall have the following rights, privileges, restrictions and conditions:

1. Issuable in Series

The Preference Shares may from time to time be issued in one or more series.

2. Terms of Each Series

Subject to the following provisions, and subject to the filing of articles of amendment in prescribed form and the endorsement thereon of a certificate of amendment, in accordance with *The Corporations Act* (Manitoba), the directors may fix from time to time before such issue the number of shares that is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preference Shares including, without limiting the generality of the foregoing, the issue price per share, the rate or amount of any dividends or the method of calculating any dividends, the dates of payment thereof, any redemption, purchase and/or conversion prices and terms and conditions of any redemption, purchase and/or conversion, and any sinking fund or other provisions.

3. Ranking of Preference Shares

The Preference Shares of each series shall, with respect to the payment of any dividends and any distribution of assets or return of capital in the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any other return of capital or distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank on a parity with the Preference Shares of every other series and be entitled to a preference over the common shares and over any other shares of the Corporation ranking junior to the Preference Shares. The Preference Shares of any series may also be given such other preferences, not inconsistent with these articles, over the common shares and any other shares of the Corporation ranking junior to such Preference Shares as may be fixed in accordance with paragraph 2.

4. Cumulative Dividends and Payments on the Return of Capital

If any cumulative dividends, whether or not declared, or any amounts payable on the return of capital in the event of the liquidation, dissolution or winding up of the Corporation, in respect of a series of Preference Shares are not paid in full, the shares of such series of Preference Shares shall participate rateably with the shares of all other series of Preference Shares in respect of all accumulated cumulative dividends, whether or not declared, or all amounts payable on return of capital in the event of the liquidation, dissolution or winding up of the Corporation, as the case may be.

5. Conversion into Common Shares

The Preference Shares of any series may be made convertible into common shares of any series.

6. Variation of Rights

The provisions attaching to the Preference Shares as a class may be amended or repealed at any time with such approval as may then be required by law to be given by the holders of the Preference Shares as a class.