

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/15/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CTV Limited		03/15/2011	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	CTV Inc.
Street Address:	299 Queen Street West
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M5V2Z5
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	76072460	BOOK TELEVISION
Serial Number:	76573871	CHUM MOTION PICTURES
Serial Number:	75463341	FASHIONTELEVISIONCHANNEL
Serial Number:	75101259	FT FASHION TELEVISION
Serial Number:	74547011	INTIMATE & INTERACTIVE
Serial Number:	74346003	MEDIATELEVISION
Serial Number:	74346011	MEDIATELEVISION
Serial Number:	78138096	MUCH
Serial Number:	78138151	MUCH
Serial Number:	74535931	MUCH MORE MUSIC
Serial Number:	74504899	MUCHMUSIC
Serial Number:	75198350	MUCHMUSIC THE NATION'S MUSIC STATION
Serial Number:	76153571	MUCHVIBE

OP \$365.00 76072460

Serial Number:

74535405

THE NEW MUSIC

CORRESPONDENCE DATA

Fax Number: (303)473-2720

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 303.473.2865

Email: docket@hollandhart.com

Correspondent Name: Ester Martin Maillaro

Address Line 1: P.O. Box 8749

Address Line 2: Attn: Trademark Docketing

Address Line 4: Denver, COLORADO 80201

ATTORNEY DOCKET NUMBER:

45845.0001

DOMESTIC REPRESENTATIVE

Name: Ester Martin Maillaro Holland & Hart LLP

Address Line 1: P.O. Box 8749

Address Line 2: Attn: Trademark Docketing

Address Line 4: Denver, COLORADO 80201

NAME OF SUBMITTER:

Ester Martin Maillaro

Signature:

/Ester Martin Maillaro/

Date:

06/05/2011

Total Attachments: 15

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1845226


Ontario
CERTIFICATE

This is to certify that these articles
 are effective on

CERTIFICAT

Ceci certifie que les présents statuts
 entrent en vigueur le

MARCH 15 MARS, 2011



Director / Directrice
 Business Corporations Act / Loi sur les sociétés par actions

ARTICLES OF AMALGAMATION
STATUTS DE FUSION

Form 4
 Business
 Corporations
 Act

Formule 4
 Loi sur les
 sociétés par
 actions

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT) :

C	T	V		I	N	C	.																			

2. The address of the registered office is:
Adresse du siège social :

299 Queen Street West

Street & Number or R.R. Number & if Multi-Office Building give Room No. /
Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau

Toronto

ONTARIO

M 5 V 2 Z 5

Name of Municipality or Post Office /
Nom de la municipalité ou du bureau de poste

Postal Code/Code postal

3. Number of directors is: Fixed number **OR** minimum and maximum 1 10
Nombre d'administrateurs : Nombre fixe **OU** *minimum et maximum*

4. The director(s) is/are: / *Administrateur(s) :*

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
W. Geoffrey Beattie	65 Queen Street West, Suite 2400, Toronto, Ontario M5H 2M8	Yes
David W. Binet	65 Queen Street West, Suite 2400, Toronto, Ontario M5H 2M8	Yes
Ivan Fecan	299 Queen Street West, Toronto, Ontario M5V 2Z5	Yes

4. The director(s) is/are:
Administrateur(s) :

First name, middle names and surname <i>Prénom, autres prénoms et nom de famille</i>	Address for services, giving street & No. or R.R. No., Municipality, Province, Country and Postal code. <i>Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	Resident Canadian State 'Yes' or 'No' <i>Résident canadien Oui/Non</i>
Ronald G. Close	299 Queen Street West, c/o CTVglobemedia Inc., Toronto, Ontario, Canada M5V 2Z5	Yes
David Holland	One Yonge Street, 6th Floor, Toronto, Ontario, Canada M5E 1P9	Yes
Gordon Lackenbauer	2200 7th Avenue SW, Suite 333, Calgary, Alberta, Canada T2P 2Z1	Yes
Glen Silvestri	5650 Yonge Street, Toronto, Ontario, Canada M2M 4H5	Yes
Siim Vanaselja	1000 Rue De La Gauchetiere Ouest, Suite 3700, Montreal, Quebec, Canada H3B 4Y8	Yes
Senator Pamela Wallin	299 Queen Street West, c/o CTVglobemedia Inc., Toronto, Ontario, Canada M5V 2Z5	Yes

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion – Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

or
ou

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

CTVglobemedia Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
CTVglobemedia Inc.	1406236	2011	03	04
CTV Inc.	1834781	2011	03	15
CTV Limited	1831989	2011	03	15
CTV Corp.	1095058	2011	03	15

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

No restrictions.

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Class A Common Shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The Class A Common Shares shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Dividends

The holders of the Class A Common Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the directors of the Corporation out of moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts as may be determined by the directors from time to time, each such dividend to be paid to such holders on such date as may be fixed by the directors at the time of declaration of such dividend.

2. Shares to be Voting

The holders of the Class A Common Shares shall be entitled to receive notice of and to attend at all meetings of shareholders of the Corporation and shall be entitled to one (1) vote for each Class A Common Share held on the record date for voting at any such meeting.

3. Liquidation, Dissolution or Winding Up

In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the property and assets of the Corporation among its shareholders for the purpose of winding up its affairs, the property and assets of the Corporation shall be distributed equally, share for share, among the holders of Class A Common Shares without preference or distinction.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

The transfer of shares is restricted in that no share shall be transferred without either (a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of such directors, or (b) the consent of the holders of shares to which are attached more than 50% of the voting rights attaching to all shares for the time being outstanding entitled to vote at such time expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(i) 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 the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(ii) Any invitation to the public to subscribe for any securities of the Corporation is prohibited.


(iii) The by-laws of the Corporation shall be the same as the by-laws of CTVglobemedia Inc., such by-laws from and after the effective date hereof to be supplemented, amended or repealed in accordance with the provisions of the Business Corporations Act relating to the making, amending and repealing of bylaws.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

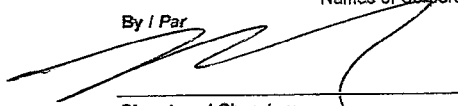
These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). **Only a director or authorized signing officer can sign on behalf of the corporation.** / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). **Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.**

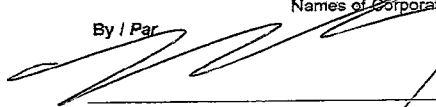
CTVglobemedia Inc.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
André Serero
Print name of signatory /
Nom du signataire en lettres moulées
Executive Vice President,
Description of Office / Fonction
Business and Legal Affairs
and Corporate Secretary


CTV Inc.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Kevin Assaff
Print name of signatory /
Nom du signataire en lettres moulées
Sr. Vice President, Business and Legal
Description of Office / Fonction Affairs

CTV Limited

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Kevin Assaff
Print name of signatory /
Nom du signataire en lettres moulées
Sr. Vice President, Business and Legal
Description of Office / Fonction Affairs

CTV Corp.

Names of Corporations / Dénomination sociale des sociétés
By / Par

Signature / Signature
Kevin Assaff
Print name of signatory /
Nom du signataire en lettres moulées
Sr. Vice President, Business and Legal
Description of Office / Fonction Affairs

Names of Corporations / Dénomination sociale des sociétés

By / Par
Signature / Signature
Print name of signatory /
Nom du signataire en lettres moulées
Description of Office / Fonction

Schedule "A"

CTVGLOBEMEDIA INC.

Statement

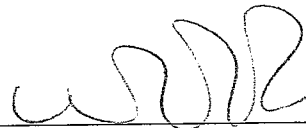
I, Nikki Moffat, the Senior Vice President, Finance of CTVglobemedia Inc. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with CTV Inc., CTV Limited and CTV Corp. and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation, CTV Inc., CTV Limited and CTV Corp. is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation, CTV Inc., CTV Limited and CTV Corp. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (d) no creditor of the Corporation, CTV Inc., CTV Limited or CTV Corp. will be prejudiced by the said amalgamation.

No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED March 4 , 2011.



Nikki Moffat

Schedule "A"

CTV INC.

Statement

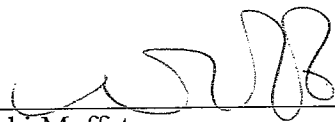
I, Nikki Moffat, Senior Vice President, Finance of CTV Inc. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with CTVglobemedia Inc., CTV Limited and CTV Corp. and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation, CTVglobemedia, CTV Limited and CTV Corp. is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation, CTVglobemedia Inc., CTV Limited and CTV Corp. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (d) no creditor of the Corporation, CTVglobemedia Inc., CTV Limited or CTV Corp. will be prejudiced by the said amalgamation.

No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED March 15, 2011.



Nikki Moffat

Schedule "A"

CTV LIMITED

Statement


I, Nikki Moffat, Senior Vice President, Finance of CTV Limited (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with CTVglobemedia Inc., CTV Inc. and CTV Corp. and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation, CTVglobemedia Inc., CTV Inc. and CTV Corp. is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation, CTVglobemedia Inc., CTV Inc. and CTV Corp. (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (d) no creditor of the Corporation, CTVglobemedia Inc., CTV Inc. or CTV Corp. will be prejudiced by the said amalgamation.

No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED March 15, 2011.



Nikki Moffat

Schedule "A"

CTV CORP.

Statement


I, Nikki Moffat, Senior Vice President, Finance of CTV Corp. (the "**Corporation**"), refer to the proposed amalgamation of the Corporation with CTVglobemedia Inc., CTV Inc. and CTV Limited and hereby state that:

There are reasonable grounds for believing that:

- (a) each of the Corporation, CTVglobemedia Inc., CTV Inc. and CTV Limited is able to pay its liabilities as they become due;
- (b) the corporation continuing from the amalgamation of the Corporation, CTVglobemedia Inc., CTV Inc. and CTV Limited (the "**Amalgamated Corporation**") will be able to pay its liabilities as they become due;
- (c) the realizable value of the Amalgamated Corporation's assets immediately after the issuance of the certificate of amalgamation giving effect to the said amalgamation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (d) no creditor of the Corporation, CTVglobemedia Inc., CTV Inc. or CTV Limited will be prejudiced by the said amalgamation.

No creditor has notified the Corporation that such creditor objects to the proposed amalgamation.

DATED March 15, 2011.



Nikki Moffat

Schedule "B"

CTVGLOBEMEDIA INC.

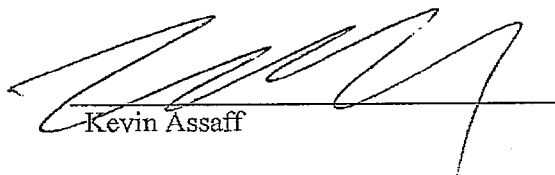
"AMALGAMATION WITH CTV INC., CTV LIMITED AND CTV CORP.

RESOLVED that:

1. The amalgamation (the "Amalgamation") of the Corporation with CTV Inc., CTV Limited and CTV Corp. pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") is approved and authorized.
2. Upon the Amalgamation becoming effective, all the shares of CTV Inc., CTV Limited and CTV Corp. shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the Amalgamation (the "Amalgamated Corporation") shall be the same as the articles of the Corporation, except that the name of the Amalgamated Corporation will be "CTV Inc."
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the Amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of the Corporation, such by-laws after the Amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the Act relating to the making, amending and repealing of by-laws."

I, Kevin Assaff, Senior Vice-President, Business and Legal Affairs of CTVglobemedia Inc. (the "Corporation"), hereby certify that the foregoing is a true and correct copy of an extract of a resolution dated March 4, 2011, signed by all of the shareholders of the Corporation pursuant to a Unanimous Shareholder Agreement dated March 4, 2011, and that such resolution is in full force and effect and has not been amended or rescinded.

DATED the 15th day of March, 2011.


Kevin Assaff

Schedule "B"

CTV INC.

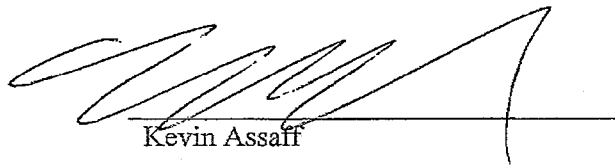
"AMALGAMATION WITH CTVGLOBEMEDIA INC., CTV LIMITED and CTV CORP.

RESOLVED that:

1. The amalgamation of the Corporation with CTVglobemedia Inc., CTV Limited and CTV Corp. pursuant to the provisions of subsection 177(1) of the *Business Corporations Act* (Ontario) (the "Act") is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "Amalgamated Corporation") shall be the same as the articles of CTVglobemedia Inc., except for the name of the Amalgamated Corporation which shall be "CTV Inc."
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of CTVglobemedia Inc., such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the Act relating to the making, amending and repealing of by-laws.
6. Any officer of the Corporation is authorized and directed to do all such acts and things and to execute or cause to be executed (whether under the corporate seal of the Corporation or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the amalgamation hereby approved and authorized."

I, Kevin Assaff, Senior Vice-President, Business and Legal Affairs of CTV Inc. (the "Corporation"), hereby certify that the foregoing is a true and correct copy of a resolution dated March 15, 2011 and signed by the sole director of the Corporation, and that such resolution is in full force and effect and has not been amended or rescinded.

DATED the 15th day of March, 2011.


Kevin Assaff

Schedule "B"

CTV LIMITED

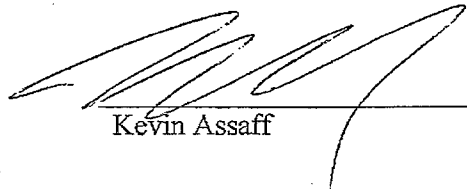
"AMALGAMATION WITH CTVGLOBEMEDIA INC., CTV INC. and CTV CORP.

RESOLVED that:

1. The amalgamation of the Corporation with CTVglobemedia Inc., the Shareholder (defined as CTV Inc.) and CTV Corp. pursuant to the provisions of subsection 177(1) of the Act (defined as the *Business Corporations Act* (Ontario)) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of CTVglobemedia Inc., except for the name of the Amalgamated Corporation which shall be "CTV Inc."
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of CTVglobemedia Inc., such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the Act relating to the making, amending and repealing of by-laws."

I, Kevin Assaff, Senior Vice-President, Business and Legal Affairs of CTV Limited (the "Corporation"), hereby certify that the foregoing is a true and correct copy of an extract of a resolution dated March 15, 2011, signed by the sole shareholder of the Corporation pursuant to a Sole Shareholder Declaration dated March 15, 2011, and that such resolution is in full force and effect and has not been amended or rescinded.

DATED the 15th day of March, 2011.


Kevin Assaff

Schedule "B"

CTV CORP.

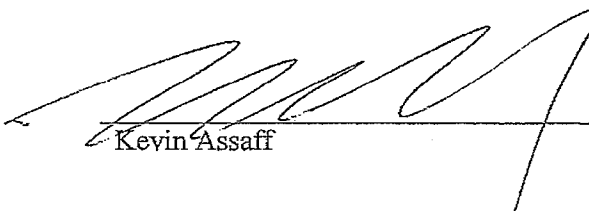
"AMALGAMATION WITH CTVGLOBEMEDIA INC., CTV INC. and CTV LIMITED

RESOLVED that:

1. The amalgamation of the Corporation with CTVglobemedia Inc., CTV Inc. and the Shareholder (defined as CTV Limited) pursuant to the provisions of subsection 177(1) of the Act (defined as the *Business Corporations Act* (Ontario)) is approved and authorized.
2. Upon the amalgamation becoming effective, all the shares of the Corporation shall be cancelled without any repayment of capital in respect thereof.
3. The articles of amalgamation of the corporation continuing from the amalgamation (the "**Amalgamated Corporation**") shall be the same as the articles of CTVglobemedia Inc., except for the name of the Amalgamated Corporation which shall be "CTV Inc."
4. No securities shall be issued, and no assets shall be distributed, by the Amalgamated Corporation in connection with the amalgamation.
5. The by-laws of the Amalgamated Corporation shall be the same as the by-laws of CTVglobemedia Inc., such by-laws after the amalgamation becoming effective to be supplemented, amended or repealed in accordance with the provisions of the Act relating to the making, amending and repealing of by-laws."

I, Kevin Assaff, Senior Vice-President, Business and Legal Affairs of CTV Corp. (the "Corporation"), hereby certify that the foregoing is a true and correct copy of an extract of a resolution dated March 15, 2011, signed by the sole shareholder of the Corporation pursuant to a Sole Shareholder Declaration dated March 15, 2011, and that such resolution is in full force and effect and has not been amended or rescinded.

DATED the 15th day of March, 2011.


Kevin Assaff