

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CTV Inc.		04/01/2011	CORPORATION: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Bell Media Inc.
<b>Street Address:</b>	299 Queen Street West
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5V 2Z5
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 31**

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
Serial Number:	74535405	THE NEW MUSIC

**OP \$790.00 76072460**

Serial Number:	76274143	CANADA A.M.
Serial Number:	78880499	E2
Serial Number:	77166733	CTVGLOBEMEDIA
Serial Number:	78968283	CTV HD
Serial Number:	78882935	CTV.CA
Serial Number:	77648125	CTV
Serial Number:	78333284	
Serial Number:	85104512	W5
Serial Number:	72277097	W5
Serial Number:	85045629	W5
Serial Number:	78584460	COMEDY THE COMEDY NETWORK
Serial Number:	73001535	CTV
Serial Number:	76374549	CTV
Serial Number:	76274138	W FIVE
Serial Number:	76274139	W-FIVE
Serial Number:	76274140	CTV
Serial Number:	75176435	CTV

**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: Attention: 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: 06/06/2011

**Total Attachments: 6**

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The articles of the Corporation be amended:

- (1) to change the name of the Corporation to Bell Media Inc.;
- (2) to create an unlimited number of Class B Common Shares having the rights, privileges, restrictions and conditions as set out in the attached Schedule A;
- (3) to create an unlimited number of Preferred Shares having the rights, privileges, restrictions and conditions as set out in the attached Schedule A; and
- (4) to declare that the capital of the Corporation after giving effect to the foregoing consists of an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of Preferred Shares, with the rights, privileges, restrictions and conditions as set out in the attached Schedule A.

**SCHEDULE A**

1. The rights, privileges, restrictions and conditions attaching to the Class A Common Shares are as follows:

- (a) **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.
- (b) **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.
- (c) **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.

2. The rights, privileges, restrictions and conditions attaching to the Class B Common Shares are as follows:

- (a) **Dividends:** The holders of the Class B 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. The holders of the Class B Common Shares shall be entitled to receive payment of dividends otherwise payable on those shares in US dollars if they make such a request to the Corporation.
- (b) **Shares to be Voting:** The holders of the Class B 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 two (2) votes for each Class B Common Share held on the record date for voting at any such meeting.
- (c) **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 B Common Shares and without preference or distinction.

3. The rights, privileges, restrictions and conditions attaching to the Preferred Shares are as follows:

- (a) **Non-Cumulative Dividends:** The holders of the Preferred Shares, in priority to the holders of the common shares and all other shares ranking junior to the Preferred Shares, will be entitled to receive and the Corporation will pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative dividends at the rate of 5% per annum on the Redemption Price (as hereinafter defined) per share. Such dividends will be paid by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada (or, if all of the holders of the Preferred Shares consent, by the distribution of assets of the Corporation or by any other means). The board of directors will be entitled from time to time to declare part of the said preferential non-cumulative dividend for any financial year notwithstanding that such dividend for such financial year is not declared in full. If within four months after the expiration of any financial year of the Corporation the board of directors in its discretion has not declared the said dividend or any part thereof on the Preferred Shares for the financial year, then the rights of the holders of the Preferred Shares to such dividend or to any undeclared part thereof for such financial year will be forever extinguished. The holders of Preferred Shares will not be entitled to any dividends other than or in excess of the preferential non-cumulative dividends hereinbefore provided.
- (b) **Dividends Preferential:** Except with the consent in writing of the holders of all the Preferred Shares outstanding, no dividend will at any time be declared and paid on or set apart for payment on the common shares or on any other shares ranking junior to the Preferred Shares in any financial year unless and until the preferential non-cumulative dividend on all the Preferred Shares outstanding in respect of such financial year has been declared and paid or set apart for payment.
- (c) **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares will be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all Preferred Shares held by them respectively before any amount is paid or any assets of the Corporation are distributed to the holders of any common shares or shares of any other class ranking junior to the Preferred Shares. After payment to the holders of the Preferred Shares of the amount so payable to them as above provided they will not be entitled to share in any further distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs.

- (d) **Redemption at Option of Holder:** A holder of Preferred Shares will be entitled to require the Corporation to redeem, subject to the requirements of the *Business Corporations Act* (Ontario) as now enacted or as the same may from time to time be amended, re-enacted or replaced, at any time or times all or any of the Preferred Shares held by such holder by tendering to the Corporation at its registered office a share certificate or certificates representing the Preferred Shares which the holder desires to have the Corporation redeem together with a request in writing specifying (i) that the holder desires to have the Preferred Shares represented by such certificate or certificates redeemed by the Corporation and, if part only of the shares represented by such certificate or certificates is to be redeemed, the number thereof so to be redeemed and (ii) the business day (herein referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such Preferred Shares. The Redemption Date will be not less than 30 days (or such shorter period to which the Corporation may consent) after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the Preferred Shares which the holder desires to have the Corporation redeem together with such a request the Corporation will on the Redemption Date redeem such Preferred Shares by paying to such holder the Redemption Amount (as hereinafter defined) for each such Preferred Share being redeemed. Such payment will be made by cheque payable at par at any branch of the Corporation's bankers for the time being in Canada (or, if all of the holders of the Preferred Shares consent, by the distribution of assets of the Corporation or by any other means). If a part only of the shares represented by any certificate are redeemed a new certificate for the balance will be issued at the expense of the Corporation. The said Preferred Shares will be redeemed on the Redemption Date and from and after the Redemption Date the holder of such shares will cease to be entitled to dividends and will not be entitled to exercise any of the rights of a holder of Preferred Shares in respect thereof unless payment of the Redemption Amount is not made on the Redemption Date, in which event the rights of the holder of the said Preferred Shares will remain unaffected.
- (e) **Redemption by Corporation:** The Corporation may, upon giving notice as hereinafter provided, redeem at any time the whole or from time to time any part of the then outstanding Preferred Shares from any one or more of the holders thereof as the board of directors of the Corporation may in its sole discretion determine on payment of an amount for each share to be redeemed equal to one hundred thousand dollars (CAD \$100,000), herein referred to as the "Redemption Price", plus all declared and unpaid dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount".
- (f) **Voting Rights:** The holders of the Preferred Shares will not be entitled to receive notice of or to attend annual and special meetings of the shareholders of the Corporation and will not be entitled to vote in respect of such Preferred Shares.



6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.  
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la *Loi sur les sociétés par actions*.
7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on  
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2011/04/01

(Year, Month, Day)  
(année, mois, jour)

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

CTV INC.

(Print name of corporation from Article 1 on page 1)  
(Veuillez écrire le nom de la société de l'article un à la page une).

By/  
Par:

(Signature)  
(Signature)

Assistant Secretary  
(Description of Office)  
(Fonction)