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July 31, 2007

Ms. Reneé J. Jenkins  
Secretary  
Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, Ohio 43215

*Re: Transfer of Control of BCE Nexxia Corporation*

Dear Ms. Jenkins:

BCE Inc. and 6796508 Canada Inc., by their attorneys and pursuant to Ohio Rev. Code Ann. § 4905.402(B) and Ohio Admin. Code 4901:1-6-14(A)(1)(a), hereby submit an original and seven copies of the enclosed Application for Commission approval to transfer control of BCE Nexxia Corporation from BCE Inc. to 6796508 Canada Inc.

Kindly date-stamp the additional copy of this filing and return it in the envelope provided. Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

BCE Inc.

6796508 Canada Inc.

By: 

Joel S. Winnik  
Yaron Dori  
Amy S. Mushahwar  
Hogan & Hartson LLP  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004  
(202) 637-5600

Its Attorneys

By: 

Mace J. Rosenstein  
Gerard J. Waldron  
Covington & Burling LLP  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-2401  
(202) 662-6000

Its Attorneys

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Ms. Reneé J. Jenkins  
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Enclosures: Original and seven copies

cc: Dean Metcalf  
David Elder  
Jonathan Blakey

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS APPLICATION FORM**  
(Effective: 10/01/2004)  
(Pursuant to Case Nos. 99-998-TP-COI and 99-663-TP-COI)

IN THE MATTER OF THE APPLICATION OF JOINT TRANSFER )  
OF CONTROL PETITION OF BCE NEXXIA CORPORATION )  
AND 6796508 CANADA INC. )

Case No. 07-876-TP-CIO

Name of Registrant(s): BCE Nexxia Corporation  
DBA(s) of Registrant(s): N/A  
Address of Registrant(s): 110 O'Connor Street, Floor 14  
Ottawa, Ontario K1P 1H1  
Canada  
Company Web Address: <http://www.bce.ca/en/>  
Regulatory Contact Person(s): Joel S. Winnik, Yaron Dori, and Amy S. Mushahwar  
Phone: (202) 637-5600  
Fax: (202) 637-3687

Regulatory Contact Person's Email Address: [jswinnik@hhlaw.com](mailto:jswinnik@hhlaw.com); with a copy to: [ydori@hhlaw.com](mailto:ydori@hhlaw.com), [asmushahwar@hhlaw.com](mailto:asmushahwar@hhlaw.com), and [jonathan.blakey@bell.ca](mailto:jonathan.blakey@bell.ca)

Contact Person for Annual Report: Mr. Jonathan Blakey, Esq.  
Phone: (613) 785-6358  
Consumer Contact Information: Gail D. Veary, Director, Canadian Global Service Centre  
Bell Canada  
110 O'Connor Street  
Ottawa, Ontario K1P 1H1  
Canada  
Phone: (888) 879-2272

Date: November 12, 2005 TRF Docket No. 90-90-6162-TP-TRF or \_\_\_\_\_ - \_\_\_\_\_ - TP-TRF

Motion for protective order included with filing? ☐ Yes ☒ No  
Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: waiver(s) tolls any automatic timeframe]  
Company Type (check all applicable): ☒ CTS (IXC) ☐ ILEC ☐ CLEC ☐ CMRS ☐ AOS  
☐ Other (explain) \_\_\_\_\_

**NOTE:** This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

**I. Please indicate the reason for submitting this form (check one)**

- ☐ 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- ☐ 2 (ABN) Abandonment of all Services
  - ☐ a. CLEC (90-day approval, 10 copies) ☐ b. CTS (14-day approval, 10 copies) ☐ c. ILEC (NOT automatic, 10 copies)
- ☐ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); for CMRS, see Item No. 15 on this page.
  - ☐ a. Switched Local ☐ b. Non-switched local ☐ c. CTS ☐ d. Local and CTS ☐ e. Other (explain) \_\_\_\_\_
- ☐ 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- ☐ 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- ☐ 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)  
*NOTE: see item 25 (CTR) on page two of this form for all other contract filings.*
- ☐ 7 (AMT) LEC Merger (30-day approval, 10 copies)
- ☐ 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- ☐ 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
  - ☐ a. Tier 1 (and Carrier-to-Carrier tariff filings as set forth in 95-845-TP-COI)
    - ☐ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
    - ☐ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
    - ☐ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
    - ☐ iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
    - ☐ v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
    - ☐ vi. Grandfather service (30-day approval, 10 copies)
    - ☐ vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)

- ☐ viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
- ☐ b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
- ☐ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
- ☐ 10(ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- ☐ 11(ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- ☐ 12(ATW) Application to Withdraw a Tier 1 Service
  - ☐ a. CLEC (60-day approval, 10 copies)
  - ☐ b. ILEC (NOT automatic, 10 copies)
- ☒ 13(CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- ☐ 14(NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- ☐ 15(RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- ☐ 16(SLF) Self-complaint Application
  - ☐ a. CLEC only -Tier 1 (60-day automatic, 10 copies)
  - ☐ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- ☐ 17(UNC) Unclassified (explain) \_\_\_\_\_ (NOT automatic, 15 copies)
- ☐ 18(ZTA) Tariff Notification Involving only Tier 2 Services  
NOTE: Notifications do not require or imply Commission Approval.
  - ☐ a. New End User Service (0-day notice, 10 copies)
  - ☐ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
  - ☐ c. Withdrawal of service (0-day notice, 10 copies)
- ☐ 19 Other (explain) \_\_\_\_\_ (NOT automatic, 15 copies)

**THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)**

- ☐ 20 Introduction or Extension of Promotional Offering
- ☐ 21 New Price List Rate for Existing Service
  - ☐ a. Tier 1
  - ☐ b. Tier 2
- ☐ 22 Designation of Registrant's Process Agent(s)
- ☐ 23 Update to Registrant's Maps
- ☐ 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
  - ☐ Paper Tariff
  - ☐ Electronic Tariff. If electronic, provide the tariff's web address: \_\_\_\_\_

**THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)**

- ☐ 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)  
CTR Docket No. \_\_\_\_\_ - \_\_\_\_\_ - TP - CTR (Use same CTR number throughout calendar year)

**II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:**

<input checked="" type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.  <i>Not Applicable</i>
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: <ol style="list-style-type: none"> <li>1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application.</li> <li>2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions</li> <li>3) Documentation to support the applicant's cash and funding sources.</li> </ol>
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.

<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established.  <i>For BCE Nexxia, see Exhibit A. As for the transferee, 6796508 Canada Inc., it will not operate in Ohio. If the proposed transaction is consummated, BCE Nexxia Corporation will continue to be the customer-facing entity in Ohio. For the Commission's reference, 6796508 Canada Inc. provides its corporate formation documentation in Canada. See Exhibit B.</i>
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners.  <i>See Exhibit C.</i>
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.  <i>Not applicable. BCE Nexxia's tariff and pricing structure will remain the same after consummation of the proposed transaction.</i>
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B.  <i>Not applicable. BCE Nexxia's tariff and pricing structure will remain the same after consummation of the proposed transaction.</i>
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input checked="" type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C.  <i>Not applicable. BCE Nexxia's tariff and pricing structure will remain the same after consummation of the proposed transaction.</i>

<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier 1 price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
<input checked="" type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff  <i>Not applicable. BCE and its subsidiaries will not undergo any structural changes following consummation of the Transaction; as a result, the Transaction will be transparent to the end user customers of BCE Nexxia in Ohio.</i>
<input checked="" type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided.  <i>Not applicable. BCE and its subsidiaries will not undergo any structural changes following consummation of the Transaction; as a result, the Transaction will be transparent to the end user customers of BCE Nexxia in Ohio.</i>
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input checked="" type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected.  <i>This transaction will affect only the ultimate ownership of BCE Nexxia. As a result, BCE Nexxia's operations and the exchanges in which it operates will not be affected.</i>
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.

<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input checked="" type="checkbox"/>	[5,13]	New title sheet with proposed new company name.  <i>Not Applicable. BCE Nexxia Corporation will not have a new name and will continue to provide service to Ohio customers.</i>
<input checked="" type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: <a href="http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357">http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357</a> ).  <i>Not Applicable. There will be no post-transaction changes in Ohio Exchanges in which BCE Nexxia Corporation provides service.</i>
<input checked="" type="checkbox"/>	[1,3a-b,3d,7,10,13,23]	Maps depicting the proposed serving and calling areas of the applicant.  <i>Not Applicable. There will be no post-transaction changes in serving and calling areas of BCE Nexxia.</i>  <b>If Mirroring Large ILEC exchanges</b> for both serving area and local calling areas: • <i>Serving area</i> must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • <i>Local calling areas</i> must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges.  <b>If Self-defining</b> serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • <i>Serving Area</i> must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • <i>Local Calling Areas</i> must be described in the tariff through textual delineation and clear maps. Maps for self-defined <u>serving and local calling areas</u> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input type="checkbox"/>		Other information requested by the Commission staff.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

**MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:**

- ☒ Sales tax
- ☒ Minimum Telephone Service Standards (MTSS)
- ☒ Surcharges

**MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:**

- ☐ 1+ IntraLATA Presubscription

**SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):**

- ☐ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- ☐ Emergency Services Calling Plan [Required if toll service provided]
- ☐ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ☐ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ☐ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- ☐ Service Connection Assistance (SCA) [Required for all LECs]
- ☐ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- ☐ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

**IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:**

Gail D. Veary, Director, Canadian Global Service Centre  
Bell Canada  
110 O'Connor Street  
Ottawa, Ontario K1P 1H1  
Canada  
Phone: (888) 879-2272

**V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:**

Jonathan Blakey  
BCE Nexxia Corporation  
110 O'Connor Street, Floor 14,  
Ottawa, K1P 1H1, Canada  
Tel: (613) 785-6358  
Fax: (613) 785-2152  
E-mail: Jon.Blakey@bell.ca

Joel S. Winnik  
Yaron Dori  
Hogan & Hartson L.L.P.  
555 13th Street, N.W.  
Washington, D.C. 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910  
E-Mail: JSWinnik@hhlaw.com  
YDori@hhlaw.com

***NOTE:** An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.*

**VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: ☐)**

Please see the Joint Application Narrative attached herein at Exhibit D. BCE Nexxia Corporation is the only party to this transaction which holds a valid PUCO certificate. BCE Nexxia Corporation's certificate was issued on November 12, 2005, TRF Docket No. 90-90-6162-TP-TRF.

**AFFIDAVIT**

***Compliance with Commission Rules and Service Standards***

I am an officer of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement  
(Name of Company)  
on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_ at \_\_\_\_\_  
(Date) (Location)

\_\_\_\_\_  
\*(Signature and Title)

\_\_\_\_\_  
(Date)

***\* This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

*Not Applicable*



**VERIFICATION**

I, YARON DOR verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Yaron Dor Counsel 7/3/07  
\*(Signature and Title) (Date)

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

---

***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio**  
**Attention: Docketing Division** *(or to the Telecommunications Division Chief if a prefiling submittal)*  
**180 East Broad Street, Columbus, OH 43215-3793**

**VERIFICATION**

I, MACE J. ROSENSTEIN verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

MACE J. ROSENSTEIN  
(Signature and Title)

COUNSEL 31 JULY 2007  
(Date)

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

---

*Send your completed Application Form, including all required attachments as well as the required number of copies, to:*

**Public Utilities Commission of Ohio**  
**Attention: Docketing Division** (or to the Telecommunications Division Chief if a pre-filing submittal)  
**180 East Broad Street, Columbus, OH 43215-3793**

**AFFIDAVIT**

***Compliance with Commission Rules and Service Standards***

I am an officer of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement  
(Name of Company)  
on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_ at \_\_\_\_\_  
(Date) (Location)

\_\_\_\_\_  
\*(Signature and Title) (Date)

***\* This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.***

*Not Applicable*

### **VERIFICATION**

I, \_\_\_\_\_ verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\_\_\_\_\_  
\*(Signature and Title)

\_\_\_\_\_  
(Date)

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

---

*Send your completed Application Form, including all required attachments as well as the required number of copies, to:*

**Public Utilities Commission of Ohio**  
**Attention: Docketing Division** *(or to the Telecommunications Division Chief if a prefilling submittal)*  
**180 East Broad Street, Columbus, OH 43215-3793**

## **EXHIBIT LIST**

- Exhibit A:** Ohio Corporate Standing Information for BCE Nexxia Corporation
- Exhibit B:** Canadian Certificate of Incorporation, Bylaws, and Articles of Incorporation for 6796508 Canada Inc.
- Exhibit C:** Officers and Directors of BCE Inc. and 6796508 Canada Inc.
- Exhibit D:** Joint Application Narrative, Description of the Transaction and Public Interest Statement
- Exhibit E:** Pre- and Post-Transaction Corporate Structure Charts

**EXHIBIT A**

**Ohio Corporate Standing Information for BCE Nexxia Corporation**

BCE Nexxia Corporation ("BCE Nexxia") recently has been made aware that certain past due reports and taxes must be filed and paid in order for BCE Nexxia to receive, and thus for the Ohio Secretary of State to grant, a Certificate of Good Standing. BCE Nexxia is in the process of resolving this matter and expects to supplement this Application at a later date with its Certificate of Good Standing. BCE Nexxia has been advised by PUCO staff that because the company is taking the appropriate steps toward resolving this matter, the processing and grant of this Application should not be delayed.

**EXHIBIT B**

**Canadian Certificate of Incorporation, Bylaws, and Articles of Incorporation for  
6796508 Canada Inc.**





Industry Canada

Industrie Canada

Certificate  
of Incorporation

Canada Business  
Corporations Act

Certificat  
de constitution

Loi canadienne sur  
les sociétés par actions

6796508 CANADA INC.

679650-8

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation, the articles of incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie que la société susmentionnée, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi canadienne sur les sociétés par actions.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

June 26, 2007 / le 26 juin 2007

Date of Incorporation - Date de constitution

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION  
REPORT

ARTICLES OF  
INCORPORATION  
(SECTION 6)

RAPPORT DE LA TRANSACTION  
ÉLECTRONIQUE

STATUTS CONSTITUTIFS  
(ARTICLE 6)

Processing Type - Mode de Traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société  
6796508 CANADA INC.

2. The province or territory in Canada where the registered office is to be situated -  
La province ou le territoire au Canada où se situera le siège social  
ON

3. The classes and any maximum number of shares that the corporation is authorized to issue -  
Catégories et le nombre maximal d'actions que la société est autorisée à émettre  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

5. Number (or minimum and maximum number) of directors - Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 1 Maximum: 20

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  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

7. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed schedule is incorporated in this form.  
L'annexe ci-jointe fait partie intégrante de la présente formule.

8. Incorporators - Fondateurs

Name(s) - Nom(s)  
DEAN METCALF

Address (including postal code) - Adresse (inclure le code postal)  
4 FAIRCREST CIRCLE,  
TORONTO, ONTARIO, CANADA, M4B 2Y6

Signature  
DEAN METCALF

Canada

### Item 3 - Shares / Rubrique 3 - Actions

The Corporation is authorized to issue an unlimited number of shares of one class designated as Class A Shares and an unlimited number of shares of a second class designated as Class B Shares. The rights, privileges, restrictions and conditions attaching to the Class A Shares as a class and the Class B Shares as a class are as follows:

#### 1. Class A Shares

##### 1.1 Issue Price

The Class A Shares shall be issued for Cdn\$10.00 each (the "Issue Price").

##### 1.2 Voting

The holders of the Class A Shares shall be entitled to one vote for each Class A Share held at all meetings of shareholders of the Corporation, other than meetings at which only the holders of another class or series of shares are entitled to vote separately as a class or series.

##### 1.3 Dividends

The holders of the Class A Shares shall not be entitled to receive any dividends.

##### 1.4 Redemption at the Option of the Corporation

(a) The Corporation may, at any time, and from time to time, upon giving notice as hereinafter provided, redeem the whole or any part of the Class A Shares then outstanding at a price per share equal to the Issue Price (the "Redemption Amount").

(b) Before redeeming any Class A Shares, the Corporation shall give not less than 30 days' notice in writing of such redemption to the registered holders of the shares to be redeemed; such notice shall set out the Redemption Amount, the date on which the redemption is to take place and, if only part of the shares held by the person to whom it is addressed is to be redeemed, the number thereof so to be redeemed. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to the registered holders of the shares to be redeemed the Redemption Amount in respect of each share to be redeemed, on presentation and surrender of the certificates for the shares so called for redemption at such place or places as may be specified in such notice, and the certificates for such shares shall thereupon be cancelled, and the shares represented thereby shall thereupon be redeemed. In case a part only of the outstanding Class A Shares is at any time to be redeemed, the shares to be redeemed shall be selected, at the option of the directors, in such manner as the directors in their sole discretion shall determine.

(c) Payment of the aggregate Redemption Amount for such shares being redeemed shall be made by cheque payable at any branch of the Corporation's bankers for the time being in Canada or in any other manner agreed to by the Corporation and the relevant holders.

(d) The Corporation shall have the right, exercisable at any time, to deposit the aggregate Redemption Amount of the shares called for redemption and not yet redeemed at the date on which such deposit is made, in a special account with any chartered bank or trust company in Canada named in the notice of redemption to be paid, without interest, to or to the order of the respective holders of such shares called for redemption upon presentation and surrender of the certificates representing the same and, upon the later of the date on which such deposit is made and the date specified for redemption the shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the several holders thereof, after such deposit, shall be limited to receiving, out of the moneys so deposited, without interest, the aggregate Redemption Amount applicable to their respective shares against presentation and surrender of the certificates representing such shares. Any amounts so deposited and not claimed by a holder of Class A Shares entitled thereto within six years from the date specified for redemption, shall be returned to the Corporation without prejudice to any right a shareholder may have to receive payment in respect thereof.

(e) From and after the date specified for redemption in such notice, the holders of each of the shares called for redemption shall not be entitled to any rights in respect of such shares, except to receive the Redemption Amount.

##### 1.5 Dissolution

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Class A Shares shall, in priority to the holders of the Class B Shares, be entitled to the Issue Price for each Class A Share held and after

payment of such amount so payable to them they shall not be entitled to share in any further distribution of the property or assets of the Corporation.

## **2. Class B Shares**

### **2.1 Non-Voting**

Subject to the provisions of the laws governing the Corporation, as now existing or hereafter amended, the holders of the Class B Shares shall not be entitled as such to receive notice of or to attend any meeting of shareholders of the Corporation and shall not be entitled to vote at any such meeting, except that holders of the Class B Shares shall be entitled to notice of any meeting of the shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation.

### **2.2 Dividends**

Subject to the prior rights of the holders of any other shares ranking senior to the Class B Shares with respect to priority in the payment of dividends, the holders of the Class B Shares shall be entitled to receive dividends and the Corporation shall pay dividends thereon, if, as and when declared by the directors out of the moneys of the Corporation properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and all dividends which the directors may declare on the Class B Shares shall be declared and paid in equal amounts per share on all Class B Shares at the time outstanding.

### **2.3 Dissolution**

In the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of the Class A Shares and to any other shares ranking senior to the Class B Shares with respect to priority in the distribution of assets upon dissolution, liquidation or winding-up, the holders of the Class B Shares shall be entitled to receive the remaining property and assets of the Corporation.

**Item 4 - Restrictions on Share Transfers / Rubrique 4 - Restrictions sur le transfert des actions**

The right to transfer shares of the Corporation shall be restricted so that no shares 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 the directors then in office; or
- (b) the consent of the holders of a majority of the shares carrying the right to vote, expressed by a resolution passed by the shareholders or by an instrument or instruments in writing signed by such shareholders.

**Item 6 - Restrictions - Business / Rubrique 6 - Restrictions - activité commerciale**

None

**Item 7 - Other Provisions / Rubrique 7 - Autres dispositions**

- (a) The number of beneficial shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation 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 owners of one or more shares being counted as one shareholder.
- (b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- (c) The Corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for a debt of that shareholder to the Corporation.
- (d) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.
- (e) The holders of any fractional shares issued by the Corporation shall be entitled to exercise voting rights and to receive dividends in respect of each such fractional share.

## **BY-LAW NO. 1**

**A by-law relating generally to the regulation of the  
business and affairs of  
6796508 CANADA INC.**

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### **SECTION ONE INTERPRETATION**

#### **1.1 Definitions.**

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Canada Business Corporations Act* as amended or re-enacted from time to time and includes the regulations made pursuant to it;

“board” means the board of directors of the Corporation;

“by-laws” means all by-laws of the Corporation;



"director" means a director of the Corporation;

"electronic document" means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means;

"information system" means a system used to generate, send, receive, store, or otherwise process an electronic document;

"non-business day" means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada); and

"number of directors" means the number of directors of the Corporation provided for in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors of the Corporation most recently elected by the shareholders of the Corporation.

- 1.2 Each term used in the by-laws of the Corporation and defined in the Act has the meaning given to that term in the Act.
- 1.3 In all by-laws of the Corporation, the singular includes the plural and the plural the singular and words in one gender include all genders.
- 1.4 Headings used in all by-laws are for convenience of reference only and shall not affect the construction or interpretation of the by-laws.
- 1.5 If any of the provisions contained in this by-law are inconsistent with those contained in the articles or a unanimous shareholder agreement, the provisions contained in the articles or unanimous shareholder agreement, as the case may be, shall prevail.

## SECTION TWO DIRECTORS

- 2.1 **Quorum.** The quorum for the transaction of business at any meeting of the board shall consist of a majority of the number of directors. If, however, the number of directors is two, both directors must be present to constitute a quorum.
- 2.2 **Qualification.** No person shall be qualified for election as a director if that person is less than 18 years of age, if that person is of unsound mind and has been so found by a court in Canada or elsewhere, if that person is not an individual, or if that person has the status of a bankrupt. A director need not be a shareholder. At least twenty-five per cent of the directors must be resident Canadians. However, if the Corporation has fewer than four directors, at least one director must be a resident Canadian.

- 2.3 **Election and Term.** The election of directors shall take place at the first meeting of shareholders and at each annual meeting of shareholders. A director not elected for an expressly stated term shall cease to hold office at the close of the first annual meeting following that director's election or appointment. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 2.4 **Removal of Directors.** Subject to the Act, the shareholders may by ordinary resolution passed at an annual or special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the directors.
- 2.5 **Vacation of Office.** A director ceases to hold office when that director dies, is removed from office by the shareholders, or ceases to be qualified for election as a director. A director also ceases to hold office when that director's written resignation is received by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later.
- 2.6 **Vacancies.** Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or minimum or maximum number of directors or from a failure of the shareholders to elect the number or minimum number of directors provided for in the Articles.
- 2.7 **Remuneration and Expenses.** The directors shall be paid such remuneration for their services as the board may from time to time determine and shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing in this by-law precludes any director from serving the Corporation in any other capacity and receiving remuneration for doing so.

### **SECTION THREE MEETINGS OF DIRECTORS**

- 3.1 **Canadian Majority.** The board shall not transact business at a meeting, other than filling a vacancy in the board, unless at least 25% of the directors present are resident Canadians, or, if the Corporation has fewer than 4 directors, at least one of the directors present is a resident Canadian. The board may, however, transact business at a meeting of directors where the required number of resident Canadian directors is not present if
- (a) a resident Canadian director who is unable to be present approves in writing or by telephonic, electronic or other communication facilities, the business transacted at the meeting; and

- (b) the required number of resident Canadian directors would have been present had that director been present at the meeting.

- 3.2 **Meetings by Telephone.** A director may, to the extent and in the manner permitted by law, participate in a meeting of directors or of a committee of directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, but only if all the directors of the Corporation have consented to that form of participation. A director participating in such a meeting by such means is deemed for the purposes of the Act to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.
- 3.3 **Place of Meetings.** Meetings of the board may be held at any place within or outside Canada. In any financial year of the Corporation, a majority of the meetings of the board need not be held within Canada.
- 3.4 **Calling of Meetings.** Meetings of the board may be convened at any time by the president or any director upon notice given to all directors in accordance with subsection 3.5.
- 3.5 **Notice of Meeting.** Notice of the time and place of each meeting of the board shall be given in the manner provided in subsection 11.1 to each director (a) not less than 48 hours before the time when the meeting is to be held if the notice is mailed, or (b) not less than 24 hours before the time the meeting is to be held if the notice is given personally or is delivered or is sent by any means of transmitted or recorded communication or as an electronic document.
- 3.6 **Waiver of Notice.** A director may in any manner or at any time waive notice of or otherwise consent to a meeting of the board including by sending an electronic document to that effect. Attendance of a director at a meeting of the board shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.
- 3.7 **First Meeting of New Board.** If a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.
- 3.8 **Adjourned Meeting.** Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 3.9 **Regular Meetings.** The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be

sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of that meeting or the business to be transacted at it to be specified.

- 3.10 **Chairman.** The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director, is present at the meeting and is willing to serve: chairman of the board, managing director, president, or a vice-president (in order of seniority). If no such officer is present and willing to serve, the directors present shall choose one of their number to be chairman.
- 3.11 **Votes to Govern.** At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
- 3.12 **One Director Meeting.** Where the board consists of only one director, that director may constitute a meeting.

#### SECTION FOUR COMMITTEES

- 4.1 **Committee of Directors.** The board may appoint from their number one or more committees of the board, however designated, and delegate to such committee any of the powers of the board except those which, under the Act, a committee of the board has no authority to exercise.
- 4.2 **Audit Committee.** If the Corporation is an offering corporation the board shall, and otherwise the board may, constitute an audit committee composed of not fewer than three directors, a majority of whom are not officers or employees of the Corporation or any of its affiliates, and who shall hold office until the next annual meeting of shareholders. The audit committee shall have the powers and duties provided in the Act.
- 4.3 **Transaction of Business.** The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.
- 4.4 **Procedure.** Unless otherwise determined by the board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure. To the extent that the board or the committee does not establish rules to regulate the procedure of the committee, the provisions of this by-law applicable to meetings of the board shall apply mutatis mutandis.

## SECTION FIVE OFFICERS

- 5.1 **Appointment.** The board may designate the offices of the Corporation and from time to time appoint a chairman of the board, managing director (provided that person is a resident Canadian), president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. One person may hold more than one office and, except for the chairman of the board and the managing director, an officer need not be a director.
- 5.2 **Chairman of the Board.** If appointed, the board may assign to the chairman of the board any of the powers and duties that are by any provisions of this by-law assigned to the managing director or to the president and subject to the Act, such other powers and duties as the board may specify. The chairman of the board shall, when present, preside at all meetings of the board and shareholders. Subject to subsections 3.10 and 7.9, during the absence or disability of the chairman of the board, the duties of the chairman of the board shall be performed, and the powers exercised, by the first mentioned of the following officers then in office: the managing director, the president, or a vice-president (in order of seniority).
- 5.3 **Managing Director.** If appointed, the managing director shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation. The managing director shall, subject to the provisions of the Act, have such other powers and duties as the board may specify. During the absence or disability of the president, or if no president has been appointed, the managing director shall also have the powers and duties of that office.
- 5.4 **President.** If appointed, the president shall have general supervision of the business and affairs of the Corporation, subject to the direction and authority of the board, the chairman of the board and the managing director and shall have such other powers and duties as the board may specify. During the absence or disability of the managing director, or if no managing director has been appointed, the president shall also have the powers and duties of that office. In the absence of the appointment of a managing director or the designation of the chairman of the board as such, the president shall be the chief executive officer of the Corporation. Otherwise, the president shall be the chief operating officer of the Corporation.
- 5.5 **Vice-President.** If appointed, the vice-president, or if more than one, the vice-presidents, in order of seniority as designated by the board, shall be vested with all the powers and perform all the duties of the president if the president is absent,

refuses to act or is unable to act. No vice-president, however, shall preside at any meeting of the directors unless appointed to do so by the board. A vice-president shall have such powers and duties as the board or the chief executive officer may specify.

- 5.6 **Secretary.** If appointed, the secretary shall attend and be the secretary of all meetings of the board, shareholders and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings. The secretary shall also give or cause to be given, as and when instructed, all notices to shareholders, directors, officers and auditors shall be the custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as the board or the chief executive officer may specify.
- 5.7 **Treasurer.** If appointed, the treasurer shall keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation. The treasurer shall render to the board whenever required an account of all transactions as treasurer and of the financial position of the Corporation and shall have such other powers and duties as the board or the chief executive officer may specify.
- 5.8 **Powers and Duties of Other Officers.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.
- 5.9 **Variation of Powers and Duties.** Subject to the provisions of the Act, the board may from time to time vary, add to or limit the powers and duties of any officer.
- 5.10 **Term of Office.** The board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until a successor is appointed, except that the term of office of the chairman of the board or managing director shall expire when that individual ceases to be a director.
- 5.11 **Agents and Attorneys.** The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 5.12 **Fidelity Bonds.** The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

**SECTION SIX  
PROTECTION OF DIRECTORS AND OFFICERS**

- 6.1 **Limitation of Liability.** No director or officer shall be liable (i) for the acts, receipts, neglects or defaults of any other director, officer, employee, or agent, (ii) for joining in any receipt or other act for conformity, (iii) for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, (iv) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, (v) for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, (vi) for any loss occasioned by any error of judgment or oversight on the part of that person, (vii) for any other loss, damage or misfortune whatever which happen in the execution of the duties of that person's office or in relation thereto, unless the same are occasioned by that person's own wilful neglect or default. Nothing in this by-law, however, relieves any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.
- 6.2 **Indemnity.** The Corporation agrees to indemnify each director [and officer] of the Corporation, each former director [and officer] of the Corporation and each individual who acts or acted at the Corporation's request as a director or officer, or each individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- 6.3 **Advance of costs.** The Corporation may advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in section 6.2. The individual shall repay the moneys if the individual does not fulfil the conditions of section 6.4.
- 6.4 **Limitation in Indemnity.** The Corporation's indemnity granted in section 6.2 applies, however, only to the extent that the individual seeking indemnity:
- (a) acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

- 6.5 **Insurance.** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in subsection 6.2, as the board may from time to time determine.

## **SECTION SEVEN MEETINGS OF SHAREHOLDERS**

- 7.1 **Annual Meetings.** The annual meeting of shareholders shall be held at such time in each year and, subject to subsection 7.3, at such place as the board, the chairman of the board, the managing director or the president may from time to time determine. Such meetings shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 7.2 **Special Meetings.** The board, the chairman of the board, the managing director or the president or the holders of not less than five percent (5%) of the issued shares of the Corporation that carry the right to vote at a meeting sought, shall have power to call a special meeting of shareholders at any time.
- 7.3 **Place of Meetings.** Meetings of shareholders shall be held at the place where the registered office of the Corporation is situated or, if the board so determines, at some other place within Canada or, if all the shareholders entitled to vote at the meeting so agree, at some place outside Canada.
- 7.4 **Meetings by Telephone.** Any person entitled to attend a meeting of shareholders may participate in the meeting, to the extent and in the manner permitted by law, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting. The directors or the shareholders of the Corporation who call a meeting of shareholders pursuant to the Act may determine that the meeting shall be held, to the extent and in the manner permitted by law, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- 7.5 **Notice of Meetings.** Notice of the time and place of each meeting of shareholders (and of each meeting of shareholders adjourned for an aggregate of 30 days or more) shall be given in the manner provided in subsection 11.1 not less than 21 days and not more than 60 days before the date of the meeting, to each director, to the auditor and to each shareholder who at the close of business on the record date for notice, if any, is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and re-appointment of the



incumbent auditor shall state the nature of such business in sufficient detail to permit a shareholder to form a reasoned judgment thereon and shall state the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of or otherwise consent to a meeting of shareholders. Attendance of any such person at a meeting of shareholders shall constitute a waiver of notice of the meeting except where that person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.6 **List of Shareholders Entitled to Notice.** For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to subsection 7.7, the shareholders listed shall be those registered at the close of business on the record date and such list shall be prepared not later than ten days after such record date. If no record date is fixed, the list shall be prepared at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held and shall list all shareholders registered at such time. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

7.7 **Record Date for Notice.** The board may fix in advance a record date, preceding the date of any meeting of shareholders by not more than 60 days and not less than 21 days, for the determination of the shareholders entitled to notice of the meeting. Notice of any such record date shall be given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.

7.8 **Meetings Without Notice.** A meeting of shareholders may be held without notice at any time and place permitted by the Act:

- (a) if all the shareholders entitled to vote at that meeting are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held; and
- (b) if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held.

At such meeting, any business may be transacted which the Corporation at a meeting of shareholders may transact.

- 7.9 **Chairman, Secretary and Scrutineers.** The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairman of the board, managing director, president, or a vice-president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.
- 7.10 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the shareholders shall be those entitled to vote at that meeting, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.
- 7.11 **Quorum.** A quorum for the transaction of business at any meeting of shareholders shall be two (2), present in person, each being a shareholder entitled to vote at that meeting or a duly appointed proxy for a shareholder so entitled. Notwithstanding the foregoing, if the Corporation has only one shareholder entitled to vote at that meeting, or only one shareholder of any class or series of shares entitled to vote at that meeting, the shareholder present in person or by proxy constitutes a meeting and a quorum for such meeting.
- 7.12 **Right to Vote.** Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in subsection 7.6, every person who is named in such list shall be entitled to vote the shares shown thereon opposite the name of that person except to the extent that such person has transferred any shares after the date on which the list is prepared or, where a record date has been fixed, after the record date and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that the person owns such shares, demands at any time prior to the meeting that the name of that person be included to vote the transferred shares at the meeting. In the absence of such a list, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.
- 7.13 **Proxies.** Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or the attorney of that shareholder and shall conform with the requirements of the Act.

- 7.14 **Time for Deposit of Proxies.** The board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.
- 7.15 **Joint Shareholders.** If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.
- 7.16 **Votes to Govern.** At any meeting of shareholders every question shall, unless otherwise required by law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the chairman of the meeting shall not be entitled to a second or casting vote.
- 7.17 **Show of Hands.** Subject to the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting as to the result of the vote upon the question and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the shareholders upon such question.
- 7.18 **Ballots.** On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chairman shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the shareholders upon the question.
- 7.19 **Electronic Voting by Shareholders.** Any vote at a meeting of the shareholders may be held, to the extent and in the manner permitted by law, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

7.20 **Voting while participating electronically.** Any person participating in a meeting of shareholders by electronic means as provided in section 7.4 and entitled to vote at that meeting may vote, to the extent and in the manner permitted by law, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

7.21 **Resolution in Writing.** A resolution in writing signed by all of the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders.

## **SECTION EIGHT SECURITIES**

8.1 **Registration of Transfer.** Subject to the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by the attorney of that holder or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles and upon satisfaction of any lien referred to in subsection 8.4.

8.2 **Transfer Agents and Registrars.** The board may from time to time appoint a registrar to maintain the securities register and a transfer agent to maintain the register of transfers and may also appoint one or more branch registrars to maintain branch securities registers and one or more branch transfer agents to maintain branch registers of transfers, but one person may be appointed both registrar and transfer agent. The board may at any time terminate any such appointment.

8.3 **Lien on Shares.** The Corporation has a lien on any share or shares registered in the name of a shareholder or the legal representative of that shareholder for any debt of that shareholder to the Corporation.

8.4 **Enforcement of Lien.** The lien referred to in subsection 8.3 may be enforced by any means permitted by law and:

- (a) where the share or shares are redeemable pursuant to the articles of the Corporation by redeeming such share or shares and applying the redemption price to the debt;
- (b) subject to the Act, by purchasing the share or shares for cancellation for a price equal to the book value of such share or shares and applying the proceeds to the debt;

- (c) by selling the share or shares to any third party whether or not such party is at arm's length to the Corporation, and including, without limitation, any officer or director of the Corporation, for the best price which the directors consider to be obtainable for such share or shares; or
- (d) by refusing to register a transfer of such share or shares until the debt is paid.

8.5 **Security Certificates.** Every holder of securities of the Corporation shall be entitled, at the option of that holder, to a security certificate, or to a non-transferable written acknowledgement of the right to obtain a security certificate, stating the number and designation, class or series of securities held by that holder as shown on the securities register. Security certificates and acknowledgements of a securities holder's right to a security certificate, respectively, shall be in such form as the board shall from time to time approve. Any security certificate shall be signed in accordance with subsection 10.1. A security certificate shall be signed manually by at least one director or officer of the Corporation or by or on behalf of the transfer agent and/or registrar. Any additional signatures required may be printed or otherwise mechanically reproduced. A security certificate executed as aforesaid shall be valid notwithstanding that one of the directors or officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

8.6 **Replacement of Security Certificates.** The board, any officer or any agent designated by the board has the discretion to direct the issue of a new security certificate in lieu of and upon cancellation of a security certificate that has been mutilated. In the case of a security certificate claimed to have been lost, destroyed or wrongfully taken, the board, any officer or any agent designated by the board shall issue a substitute security certificate if so requested before the Corporation has notice that the security has been acquired by a bona fide purchaser. The issuance of the substitute security certificate shall be on such reasonable terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board or the officer or the agent designated by the board responsible for such issuance may from time to time prescribe, whether generally or in any particular case.

8.7 **Joint Shareholders.** If two or more persons are registered as joint holders of any security, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such security.

8.8 **Deceased Security Holders.** Subject to the provisions of section 8.9, in the event of the death of a holder of any security, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of

any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation, which reasonable requirements shall in the discretion of the board not necessarily include the production of letters probate or letters of administration.

- 8.9 **Deceased Jointly-Held Security Holders.** Where a share is registered in the name of two or more persons as joint holders with rights of survivorship, upon satisfactory proof of the death of one joint holder and without the requirement of letters probate or letters of administration, the Corporation shall treat the surviving joint holder(s) as the sole owner(s) of the share effective as of the date of death of such joint holder and the Corporation shall make the appropriate entry in the securities register to reflect such ownership.

## **SECTION NINE DIVIDENDS AND RIGHTS**

- 9.1 **Dividends.** Subject to the Act, the board may from time to time by resolution declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation.

Dividends may be paid in money or property, subject to the restrictions on the declaration and payment thereof under the Act, or by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation.

- 9.2 **Dividend Cheques.** A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at the recorded address of that holder, unless such holder otherwise directs. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

- 9.3 **Non-receipt of Cheques.** If any person entitled to receive a dividend cheque notifies the Corporation that the cheque has not been received, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

- 9.4 **Record Date for Dividends and Rights.** The board may fix in advance a date as a record date for the determination of the persons entitled to receive payment of

dividends and to subscribe for securities of the Corporation. Such record date shall not precede by more than 60 days the particular action to be taken. Notice of any such record date shall be given not less than seven days before such record date, by newspaper advertisement in the manner provided in the Act, unless notice of the record date is waived by every holder of a share of the class or series affected whose name is set out in the securities register at the close of business on the day the directors fix the record date. If the shares of the Corporation are listed for trading on one or more stock exchanges in Canada, notice of such record date shall also be sent to such stock exchanges. Where no record date is fixed in advance, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

- 9.5        **Unclaimed Dividends.** Any dividend unclaimed after a period of six years from the date on which it has been declared to be payable shall be forfeited and shall revert to the Corporation.

## **SECTION TEN GENERAL**

- 10.1       **Execution of Instruments.** Contracts, documents and other instruments in writing may be signed on behalf of the Corporation by such person or persons as the board may from time to time designate by resolution. In the absence of an express designation as to the persons authorized to sign either contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing, any one of the directors or officers of the Corporation may sign contracts, documents or instruments in writing on behalf of the Corporation. The corporate seal, if any, of the Corporation may be affixed to any contract, obligation or instrument in writing requiring the corporate seal of the Corporation by any person authorized to sign the same on behalf of the Corporation.

The phrase "contracts, documents and other instruments in writing" as used in this provision shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of securities, all paper writings, all cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange.

- 10.2       **Voting Rights in other Corporations.** All securities carrying voting rights of any other corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bond holders, debenture holders or holders of other securities (as the case may be) of such other corporation and in such manner as the board may from time to time determine. Any person or persons authorized to sign on behalf of the Corporation may also from time to time (i)

execute and deliver proxies for and on behalf of the Corporation and (ii) arrange for the issuance of voting certificates or other evidence of the right to vote for and on behalf of the Corporation in such names as they may determine.

## SECTION ELEVEN NOTICES

- 11.1 **Method of Sending Notice.** Any notice (which term includes any communication or document) to be sent pursuant to the Act, the articles, the by-laws or otherwise to a shareholder, director, officer, or to the auditor shall be sufficiently sent if (i) delivered personally to the person to whom it is to be sent, (ii) delivered to the recorded address or mailed to the recorded address of that person by prepaid mail (iii) sent to that person at the recorded address by any means of prepaid transmitted or recorded communication or (iv) provided as an electronic document to the information system of that person. A notice so delivered shall be deemed to have been sent when it is delivered personally or to the recorded address. A notice so mailed shall be deemed to have been sent when deposited in a post office or public letter box and shall be deemed to have been received on the fifth day after so depositing. A notice so sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been sent when dispatched by the Corporation if it uses its own facilities or information system and otherwise when delivered to the appropriate communication company or agency or its representative for dispatch. Notices sent by any means of transmitted or recorded communication or provided as an electronic document shall be deemed to have been received on the business day on which such notices were sent, or on the next business day following, if sent on a day other than a business day. The secretary may change or cause to be changed the recorded address, including any address to which electronic communications of any kind may be sent, of any shareholder, director, officer or auditor in accordance with any information believed by the secretary to be reliable. The recorded address of a director shall be the latest address of that director as shown in the records of the Corporation or in the most recent notice filed under the *Corporations Information Act*, whichever is the more current.
- 11.2 A requirement under the Act or this by-law to provide a person with a notice, document or other information is not satisfied by the provision of an electronic document unless
- (a) the addressee has consented, in the manner prescribed under the Act, and has designated an information system for the receipt of the electronic document;
  - (b) the electronic document is provided to the designated information system, unless otherwise prescribed in the Act;
  - (c) the Act has been complied with;



- (d) the information in the electronic document is accessible by the sender so as to be usable for subsequent reference;
- (e) the information in the electronic document is accessible by the addressee and capable of being retained by the addressee, so as to be usable for subsequent reference.

An addressee may revoke consent to receive electronic documents in the manner prescribed in the Act.

A requirement under the Act for one or more copies of a document to be provided to a single addressee at the same time is satisfied by the provision of a single version of the electronic document. A requirement under the Act to provide a document by registered mail is not satisfied by the sending of an electronic document unless prescribed under the Act.

11.3 A requirement under the Act for a signature or for a document to be executed, except with respect to a statutory declaration or an affidavit, is satisfied if, in relation to an electronic document, the requirements prescribed under the Act are met and if the signature results from the application by a person of a technology or a process that permits the following to be proven:

- (a) the signature resulting from the use by a person of the technology or process is unique to the person;
- (b) the technology or process is used by a person to incorporate, attach or associate the person's signature to the electronic document; and
- (c) the technology or process can be used to identify the person using the technology or process.

11.4 **Notice to Joint Shareholders.** If two or more persons are registered as joint holders of any share, any notice shall be addressed to all of such joint holders but notice sent to one of such persons shall be sufficient notice to all of them.

11.5 **Computation of Time.** In computing the date when notice must be sent under any provision requiring a specified number of days notice of any meeting or other event, both the date of sending the notice and the date of the meeting or other event shall be excluded.

11.6 **Undelivered Notices.** If any notice sent to a shareholder pursuant to subsection 11.1 is returned on three consecutive occasions because the shareholder cannot be found, the Corporation shall not be required to give any further notices to such shareholder until that shareholder informs the Corporation in writing of a new address.

- 11.7      **Omissions and Errors.** The accidental omission to send any notice to any shareholder, director, officer or to the auditor or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 11.8      **Persons Entitled by Operation of Law.** Every person who, by operation of law, transfer or by any other means whatever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly sent to the shareholder from whom that person derives title to such share prior to the name and address of that person being entered on the securities register (whether such notice was given before or after the happening of the event upon which that person became so entitled).
- 11.9      **Deceased Shareholders.** Any notice duly sent to any shareholder shall be deemed to have been duly served in respect of the shares held by the shareholder (whether held solely or with other persons), notwithstanding that such shareholder is then deceased and whether or not the Corporation has notice of such death, until some other person is entered in place of that person in the securities register of the Corporation as the holder or as one of the holders thereof and such service shall for all purposes be deemed a sufficient service of notice to the heirs, executors or administrators of that person and all persons, if any, interested with that person in such shares.
- 11.10     **Waiver of Notice.** Any shareholder (or the duly appointed proxyholder of that shareholder), director, officer or auditor may at any time waive any notice, or waive or abridge the time for any notice, required to be given to that shareholder under any provisions of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board which may be given in any manner.
- 11.11     **Execution of Notices.** The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

- 11.12      **Proof of Service.** A certificate of any officer or director of the Corporation in office at the time of making of the certificate or of an agent of the Corporation as to facts in relation to the sending of any notice to any shareholder, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

DATED the            day of            , 2007.

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Dean Metcalf, Director

**EXHIBIT C**

**Officers and Directors for  
BCE Inc.**

**Officers and Directors for  
6796508 Canada Inc.**

## OFFICERS AND DIRECTORS FOR BCE INC.

### Directors

Name	Address	Title
Pierre Berard	87 Rue Ontario O. Montreal, Quebec, Canada, H2X 1Y8	Executive Vice President
Timothy D. Houghton	1000 de la Gauchetiere O. 37 <sup>th</sup> Floor, Montreal, Quebec, Canada, H3B 4Y7	Executive Vice President
Matthew T. Hurley	87 Rue Ontario O. Montreal, Quebec, Canada, H2X 1Y8	Executive Vice President
John Sweeney	483 Bay Street 6 <sup>th</sup> Floor, Toronto, Ontario, Canada, M5G 2C9	Executive Vice President

### Officers

Name	Address	Title
Mirko Bibic	110 O'Connor St., 14 <sup>th</sup> Floor, Ottawa, Ontario, Canada, K1P 1H1	Vice-President, Regulatory Matters
Timothy D. Houghton	1000 de la Gauchetiere O. 37 <sup>th</sup> Floor, Montreal, Quebec, Canada H3B 4Y7	Executive Vice President
John Sweeney	483 Bay Street, 6 <sup>th</sup> Floor Toronto, Ontario, Canada, M5G 2C9	Executive Vice President
Wayne L. Tunney	1000 de la Gauchetiere O. 37 <sup>th</sup> Floor, Montreal, Quebec, Canada H3B 4Y7	Senior Vice-President, Taxation
Alain F. Dussault	1000 de la Gauchetiere O. 37 <sup>th</sup> Floor, Montreal, Quebec, Canada H3B 4Y7	Assistant Corporate Secretary
J.P. Yves Caron	110 O'Connor St., 14 <sup>th</sup> Floor, Ottawa, Ontario, Canada, K1P 1H1	Corporate Secretary
Pierre Berard	87 Rue Ontario O. Montreal, Quebec, Canada, H2X 1Y8	Executive Vice President
Matthew T. Hurley	87 Rue Ontario O. Montreal, Quebec, Canada, H2X 1Y8	Executive Vice President

**OFFICERS AND DIRECTORS FOR 6796508 CANADA INC**

See Next Sheet



## Information Regarding the Registered Office and the Board of Directors

## Information concernant le siège social et le conseil d'administration

(To be filed with Articles of Incorporation, Amalgamation and Continuance)

(À être utilisé pour une nouvelle constitution en société par actions, une fusion ou une prorogation)

(Sections 19, 106 and 113(1) of the CBCA - articles 19 et 106 et paragraphe 113(1) de la LCSA)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1	Corporation name - Dénomination sociale de la société 6796508 CANADA INC.	Corporation No. - N° de la société 679650-8
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2	Address of registered office (must be a street address): Adresse du siège social (doit être une adresse municipale):			
Attention Of - À l'attention de				
Number and Street Name - Numéro et nom de la rue 5650 Yonge Street		City - Ville Toronto	Prov./Terr. ON	Postal Code - Code Postal M2M 4H5

3	Mailing address (if different from the registered office): Adresse postale (si elle est différente de l'adresse du siège social):			
Attention Of - À l'attention de				
Number and Street Name - Numéro et nom de la rue 5650 Yonge Street		City - Ville Toronto	Prov./Terr. ON	Postal Code - Code Postal M2M 4H5

4	Members of the board of directors: Membres du conseil d'administration:		
Name - Nom	Residential Address - Adresse domiciliaire	Canadian Resident (Y/N) Résident canadien (O/N)	
DEAN METCALF	4 FAIRCREST CIRCLE, TORONTO, ON, Canada, M4H 2Y6	Y	

5	Declaration - Déclaration: I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form. J'atteste par la présente que je possède une connaissance suffisante et que je suis autorisé à signer et à soumettre le présent formulaire.	
Print Name - Nom en lettres moulées DEAN METCALF		
Telephone number - Numéro de téléphone 416-730-6166		
Signature		

Note: Misrepresentation constitutes an offense and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Note: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

**EXHIBIT D**

**Joint Application Narrative, Description of the Transaction and Public Interest  
Statement**



## **JOINT APPLICATION NARRATIVE, DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT**

### **I. INTRODUCTION AND SUMMARY**

On June 29, 2007, Purchaser and BCE entered into a Definitive Agreement ("Agreement") pursuant to which Purchaser will acquire all of the outstanding shares of BCE in an all cash transaction valued at \$48.5 billion (the "Transaction").<sup>1</sup> The closing of the Transaction is subject to certain regulatory approvals, including the clearance requested in this filing, and the approval of BCE shareholders.

Following consummation of the Transaction, BCE Nexxia will continue to be an indirect wholly-owned subsidiary of BCE. The Transaction will affect only the ultimate ownership and control of BCE and will be transparent to BCE Nexxia customers in Ohio. The Transaction will not affect the current operations of BCE Nexxia, trigger any Federal or state anti-slamming or bulk customer transfer rules (because the certificated, customer-facing service provider, BCE Nexxia, will be unchanged), or adversely affect the market for telecommunications services in Ohio.

BCE Nexxia is authorized to provide facilities-based and resold interexchange telecommunications in Ohio. Based in part on this authority, BCE Nexxia provides a range of data connectivity services on a wholesale and retail basis

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<sup>1</sup> See Definitive Agreement, dated June 29, 2007. A copy of the Agreement is available at <http://www.sec.gov/Archives/edgar/data/718940/000120621207000201/m36925ore6vk.htm>.

to large enterprise and government customers. No other subsidiary of BCE is authorized to provide intrastate services in Ohio.

The Transaction will have no material impact on the intrastate telecommunications market in Ohio because the end-to-end services that BCE Nexxia provides are used primarily for interstate and international services and applications. Additionally, competition for the provision of telecommunications in Ohio will not be adversely affected because the Transaction will not reduce the number of carriers serving the telecommunications market in the state and all of the customers served by BCE Nexxia today already benefit from multiple competitive alternatives.

The Transaction is intended to ensure that BCE, BCE Nexxia and their affiliates will be better positioned to succeed in the highly competitive and increasingly global telecommunications marketplace. BCE Nexxia provides services designed for large enterprise customers, a market in which BCE Nexxia faces intense competition from AT&T, Verizon and other service providers. The proposed transaction will enhance BCE's ability to compete successfully in this and other markets. Therefore, approval of the proposed transaction is in the public interest.

As an authorized provider of intrastate telecommunications in Ohio, BCE Nexxia's financial, managerial and technical capabilities (as well as those of its parent, BCE) already are a matter of record before the Commission. Accordingly, Applicants respectfully request that the Commission approve the proposed Transfer of Control on an expedited basis.

## **II. DESCRIPTION OF APPLICANTS**

### **A. 6796508 Canada Inc.**

6796508 Canada Inc. is a Canadian corporation <sup>2</sup> formed and owned indirectly by three principal investors -- Teachers Private Capital ("TPC"), a division of Ontario Teachers' Pension Plan Board; private equity funds managed by Providence Equity Partners Inc. ("Providence"); and private equity funds managed by Madison Dearborn Partners, LLC ("MDP" and, together with TPC and Providence, the "Principal Investors") -- for the purpose of acquiring all the publicly held shares of BCE Inc. <sup>3</sup> The Principal Investors have a long history, both individually and in partnership with each other, of investing in the telecommunications industry.

Formed in 1991, TPC is the private equity arm of Ontario Teachers' Pension Plan Board, a Canadian pension plan with over C\$100 billion in managed assets. TPC has a long history of successful investment in the telecommunications sector. Its portfolio companies include MetroNet, Kabel Deutschland (Europe's largest cable television operator), Tele Denmark, Grupo Corporativo Ono, and Idea Cellular. TPC currently is the largest shareholder in BCE (6.3 percent of common shares outstanding).

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<sup>2</sup> 6796508 Canada Inc.'s corporate formation documents (Certificate of Incorporation, Bylaws and Articles of Incorporation) are attached hereto as Exhibit B.

<sup>3</sup> The Investors currently anticipate that their interests in Purchaser, as described and in the identical percentages stated below, will be held through a top-level parent company to be formed.

Providence is a private equity firm with 20 years experience investing in the communications, media, entertainment, education, and information industries. Providence manages approximately US\$21 billion of committed capital on behalf of its institutional partners (including TPC, which is its largest investor). Providence has recently announced or closed multibillion dollar investments in Univision Communications, VoiceStream, Metro-Goldwyn-Mayer, Inc., and Warner Music, among others.

MDP, a Chicago, Illinois, based private equity firm, manages over US\$14 billion of equity. MDP and its principals have completed many investments in the telecommunications sector, including Nextel Communications, Nextel Partners, Clearnet Communications, MetroPCS, and Omnipoint Communications.

TPC, as the lead Principal Investor, has a 51.6 percent equity ownership interest in Purchaser (and any ultimate parent of BCE). Morcague Holdings Corp. ("Morcague"), a Canadian corporation of which Mr. Morgan McCague is the sole shareholder, director, president and secretary, will hold 66.67 percent of the voting shares of Purchaser (and any ultimate parent of BCE).<sup>4</sup> Providence and MDP have equity ownership interests of 22 percent and 9 percent, and voting rights of 25.99 percent and 7.34 percent, respectively, in Purchaser (and any ultimate parent of BCE).<sup>5</sup>

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<sup>4</sup> Morcague and TPC will enter into a shareholders' agreement which will provide for, among other things, the voting of these shares.

<sup>5</sup> The balance of Purchaser's equity, in the form of non-voting securities, is owned by certain of the banks that are participating in the financing of the Transaction. It is contemplated that TPC and Providence will syndicate portions of their respective equity commitments described above to

The board of directors of Purchaser and any ultimate parent of BCE will consist of 13 members, five of whom will be designated by TCP, three of whom will be designated by Providence, and two of whom will be designated by MDP. In addition, the chief executive officer of BCE will be a director and there will be two independent directors. The board of directors of BCE itself will be similarly constituted but for Canadian regulatory reasons at least 80 percent of the members of the BCE Board will be Canadians.

The day to day governance of each of Purchaser (and any ultimate parent of BCE) and BCE will fall under the exclusive authority of its respective board of directors. The votes of the holders of 80 percent of the equity held collectively by TPC, Providence and MDP will be required with respect to certain enumerated extraordinary corporate activities.

Inasmuch as the Transaction involves a restructuring of the ownership of BCE Nexxia's ultimate corporate parent and because the Principal Investors anticipate that most of the incumbent senior management of BCE and its subsidiaries will remain in place following consummation of the Transaction, the Transaction will be transparent to the end user customers of BCE Nexxia in Ohio.

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certain of the investors in their participating investment funds. Ownership interests issued to potential co-investors in this manner will be exclusively in the form of non-voting equity, with the result that any syndication of equity will not dilute the voting rights of the Principal Investors and therefore will have no affect on the control structure of either Purchaser or BCE.

## **B. BCE Inc.**

BCE is a Canadian corporation whose headquarters is located at 1000 rue de La Gauchetière O., Bureau 3700, Montréal, Québec H3B 4Y7. <sup>6</sup> BCE is the parent company of Bell Canada. In Canada, BCE, through Bell Canada and other subsidiaries, provides local, long distance and wireless telecommunications services, high-speed and wireless Internet access, IP-based broadband services, information and communications technology services, and satellite- and terrestrial-based television services.

BCE Nexxia is an indirect wholly-owned U.S. subsidiary of BCE that provides telecommunications specifically designed to serve large enterprise customers. BCE Nexxia is a Delaware corporation whose principal place of business in the is 1821 Walden Office Square, Suite 400, Schaumburg, Illinois, 60173-4295. Copies of BCE Nexxia's Articles of Incorporation and Bylaws are on file as a matter of public record with this Commission. BCE Nexxia, however, is investigating a potential franchise tax delinquency, and presently lacks good standing before the Ohio Secretary of State. BCE Nexxia is diligently investigating this matter, committed to compliance in Ohio, and provides evidence of its correspondence in attempt to resolve this matter. See Exhibit A attached hereto. To expedite the

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<sup>6</sup> BCE's stock today trades on both the Toronto Stock Exchange (TSX) and the New York Stock Exchange (NYSE) under the symbol "BCE." A copy of BCE's U.S. Securities and Exchange Commission Form 40-F, which contains BCE's Annual Report, including audited financial statements as of December 31, 2006, can be found at <http://sec.gov/Archives/edgar/data/718940/000120621207000063/m35148ore40vf.htm>. Following consummation of the Transaction, BCE shares will no longer be publicly traded and instead will be closely held by Purchaser.

Transaction, BCE Nexxia would agree to reinstatement of corporate good standing as a condition to any Commission approval of this transfer of control.

BCE Nexxia provides a wide range of data connectivity services to enterprise and government customers. These services include digital private line (TDM/DWDM), dark fiber, frame relay, ATM, Ethernet, IP Virtual Private Network (IP VPN) and video broadcast. These services are provided on both a wholesale and retail basis.

BCE Nexxia holds authority to provide various forms of telecommunications in a total of 17 states.<sup>7</sup> In Ohio, BCE Nexxia is authorized to provide competitive telecommunications services throughout the state of Ohio pursuant to a certificate issued by the Commission on November 12, 2003.<sup>8</sup>

### **III. DESCRIPTION OF THE TRANSACTION**

Subject to required regulatory approvals, Purchaser will acquire all the outstanding shares of BCE -- BCE Nexxia's ultimate corporate parent -- in an all cash transaction valued at C\$48.5 billion. Under the terms of the Transaction, Purchaser will acquire all the BCE common shares not owned by TPC (which currently owns 6.3 percent of the common shares of BCE) for C\$42.75 per common share, and all preferred shares for between C\$25.25 and C\$25.87 per preferred share (depending on the series of preferred shares). The Transaction requires the

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<sup>7</sup> BCE Nexxia holds authority to provide intrastate services in: Arizona, California, Florida, Georgia, Indiana, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Nebraska, New York, Ohio, Pennsylvania, Texas, and Washington.

<sup>8</sup> Public Utilities Commission of Ohio, Certificate of Convenience and Necessity, Certificate Number 90-6162 (Nov. 12, 2003).

approval of two-thirds of outstanding common and preferred shares, voting as a class. The BCE Board of Directors has unanimously recommended that shareholders vote to accept Purchaser's offer.

Financing for the Transaction is fully committed through a syndicate of banks acting on behalf of Purchaser. Purchaser has obtained a debt commitment subject to standard terms in order both to finance the Transaction and to make available credit facilities adequate to support the ongoing liquidity needs of BCE and its subsidiaries, including BCE Nexxia.

As discussed above, the Transfer of Control that is the subject of this Joint Application will be the result of a change in ownership of the outstanding common and preferred equity of BCE Nexxia's ultimate parent, BCE. No operational changes at BCE Nexxia will occur as a result of the Transaction. The organizational structure of both BCE and BCE Nexxia will be unchanged following consummation of the Transaction. Nevertheless, for illustrative purposes, diagrams depicting BCE Nexxia's vertical ownership chain both before and after the Transfer of Control are attached hereto as Exhibit E. The only difference between these two diagrams is that the pre-Transaction diagram reflects BCE's status as a widely-held, publicly-traded corporation, whereas the post-Transaction diagram reflects that, upon consummation of the Transaction, all the outstanding voting equity of BCE will be owned by Purchaser.

#### **IV. PUBLIC INTEREST STATEMENT**

The Transfer of Control and the Transaction of which it is a part will serve the public interest because they will enhance BCE Nexxia's position as a



competitor in the large enterprise market in Ohio. As described above, the market that BCE Nexxia serves and the services it provides in Ohio already are subject to significant competitive forces, including participation by carriers with a substantially greater market presence in the state than BCE Nexxia. The proposed transaction will not reduce the number of entities that compete in the market for the provision of telecommunications. Indeed, the stable financial environment resulting from the Transaction will provide capital to improve service to existing and new customers, including the customers of BCE Nexxia.

As previously noted, the acquisition by Purchaser of BCE from its current shareholders will not cause any change in the ownership structure of either BCE or BCE Nexxia. Consequently, the Commission's anti-slamming and bulk customer transfer rules are not implicated by the Transfer of Control. Following consummation of the Transaction, the existing customers of BCE Nexxia will continue to receive service from BCE Nexxia under the same arrangements they enjoy today, without any change to their current rates, terms and conditions of service.

## V. CONCLUSION

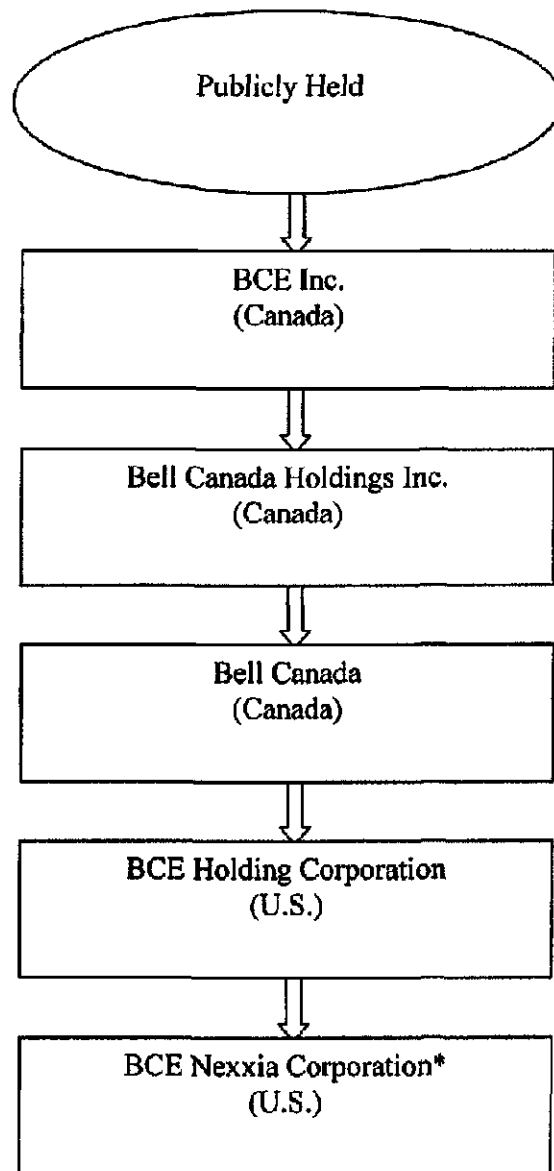
For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Joint Application. Moreover, in light of the vigorous competition that already exists with respect to the services BCE Nexxia provides, and the benefits that will flow to consumers as a result of the Transaction, Applicants respectfully request expedited

review and approval of this Joint Application so that Applicants may complete the Transfer of Control as promptly as possible.

## **EXHIBIT E**

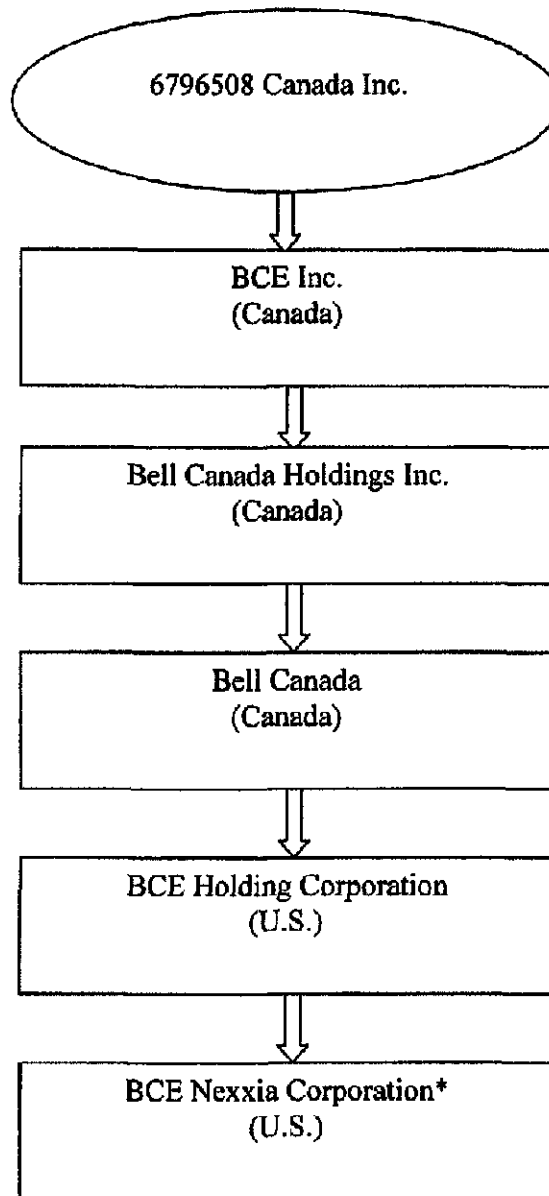
### **Pre- and Post-Transaction Corporate Structure Charts**

**PRE-TRANSACTION**



*\*Holds State Authorization*

**POST-TRANSACTION**



*\*Holds State Authorization*