

6796508 Canada Inc.
Responses to Information Request Dated August 17, 2007

(1) Please provide a narrative description of the composition of the Board of Directors of 6796508 Canada Inc., including, but not limited to, (a) the number of directors, (b) how they will be chosen, (c) whether there are any voting agreements between parties, such as the one between OTPP and Morcague, and, if so, describe the agreements, (d) whether any officers will be directors, (e) whether there will be any independent directors, (f) whether there are any restrictions on who may be a Director (e.g., citizenship requirements).

Response: The Board of Directors of any ultimate parent of BCE Inc. (“BCE”) ¹ (the “Board”) will have 13 directors. Ontario Teachers’ Pension Plan Board (“OTPP”) will have the right to designate five directors; Providence Equity Partners VI International L.P. (“PEP VI”) will have the right to designate three directors; Madison Dearborn Capital Partners (“MDCP”) will have the right to designate two directors; ² and BCE’s CEO will serve as a director. Additionally, two independent directors will be designated by majority vote of a committee composed of one director designated by each of OTPP and PEP VI and BCE’s CEO. Pursuant to Canadian telecommunications laws, there is a requirement that the majority of the Board members be “Canadian”, *i.e.*, either Canadian citizens ordinarily resident in Canada, or permanent residents of Canada who have been ordinarily resident in Canada for not more than one year after the date on which they became eligible to apply for Canadian citizenship.

As described previously, there will be an agreement between Morcague Holdings Corp. (“Morcague”) and OTPP in respect of the voting shares in the ultimate parent of BCE held by Morcague. This agreement will, among other things, provide for OTPP’s designation of members of the Board, OTPP’s ability to require Morcague to dispose of the shares, and otherwise for the voting of these shares. There will be no voting agreements between the other parties other than an agreement to vote for the election to the Board of each others’ nominees.

(2) Does Morcague Holdings Corp. or Morgan McCague hold any equity or voting interests in any other firm(s) or entity(ies) providing telecommunications services? If so, please identify the firm or entity and the type of telecommunications services that it (they) provides.

Response: Morcague Holdings Corp. does not hold any equity or voting interests in any other firms or entities providing telecommunications services. Mr. Morgan McCague personally holds a nominal voting equity interest (approximately 2,500 shares) in each of Bell Aliant Regional Communications, Inc., and TELUS Corporation, both of which, through subsidiaries,

¹ As noted in the Applications (Attachment 1 at 1, n.2), the parties currently anticipate that their interests in 6796508 Canada Inc., in the identical percentages described in the Applications and in the chart summarizing those interests submitted to the record on August 16, 2007, will be held through a top-level parent company to be formed.

² MDCP will hold a direct voting interest of 7.34% and a direct equity interest of 9.0%.

provide telecommunications, data and other information technology and communications services to residential and enterprise customers in Canada.

(3) If correct, please affirmatively state that no other individuals or entities will hold a 10 percent or greater direct or indirect voting or equity interest in 6796508 Canada Inc.

Response: Other than OTPP, PEP VI and Morcague, no other individual or entity holds, and currently it is not anticipated that any other individual or entity will hold, a 10 percent or greater direct or indirect voting or equity interest in 6796508 Canada Inc.