

CIBC Mellon Trust Co
Form F-X
June 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS
AND UNDERTAKING

A. Name of issuer or person filing (Filer): CIBC Mellon Trust Company

B. This is [check one]:

☒ an original filing for the Filer.

☐ an amended filing for the Filer.

C. Identify the filing in conjunction with which this form is being filed:

Name of registrant: Bell Canada and BCE Inc.

Form type: **Registration Statement on Form F-9**

File number (if known): **333-176092**

Filed by: Bell Canada and BCE Inc.

Date filed (if filed

concurrently, so indicate): August 5, 2011

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D. The Filer is incorporated or organized under the laws of
Canada

and has its principal place of business at

320 Bay Street

P.O. Box 1

Toronto, Ontario M5H 4A6

Canada

(416) 933-8500

E. The Filer designates and appoints CT Corporation System (the Agent), located at:
111 Eighth Avenue

13th Floor

New York, New York 10011

(212) 894-8700

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns any offering made or purported to be made in connection with the securities in relation to which the Filer acts as trustee pursuant to Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that the service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding;

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the relevant form in conjunction with which the amendment is being filed.

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The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Toronto country of Canada, this 23rd day of May, 2012.

CIBC Mellon Trust Company

By: /s/ Pierre Tremblay
Name: Pierre Tremblay
Title: Authorized signatory

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This statement has been signed by the following persons in the capacities and on the dates indicated.

CT Corporation System
as Agent for Service of Process
for CIBC Mellon Trust Company

By: /s/ Michael Malkowski

Name: Michael Malkowski
Title: Assistant Secretary
Date: May 25, 2012