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Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada (the permanent information record in Quebec). Copies of the documents incorporated herein by reference may be obtained on request without charge from your dealer or from the Senior Vice-President, Law and Corporate Secretary, BCE Inc., 1000, rue de La Gauchetière Ouest, bureau 3700, Montréal (Québec) H3B 4Y7 (telephone 514-397-7000).

New Issue



BCE Inc.

\$200,000,000

8,000,000 Shares

Cumulative Redeemable First Preferred Shares, Series Q

Until December 1, 2000, the Cumulative Redeemable First Preferred Shares, Series Q (the "Series Q Preferred Shares") will be entitled to fixed cumulative preferred cash dividends of \$1.725 per share per annum, as and when declared by the board of directors of BCE Inc., which will accrue from the date of issue and will be payable quarterly on the first day of March, June, September and December in each year with the initial dividend, if declared, payable on March 1, 1996 in the amount of \$0.4726. See "Details of the Offering".

Thereafter, the Series Q Preferred Shares will be entitled to floating adjustable cumulative preferred cash dividends, as and when declared by the board of directors of BCE Inc., which will accrue from December 1, 2000, and will be payable monthly on the twelfth day of each month commencing with the month of January 2001, with the annual floating dividend rate for the first month equal to 80% of Prime. The dividend rate will float in relation to changes in Prime and will be adjusted upwards or downwards on a monthly basis whenever the Calculated Trading Price of the Series Q Preferred Shares is \$24.875 or less or \$25.125 or more respectively. The maximum monthly adjustment for changes related to the Calculated Trading Price will be $\pm 4.00\%$ of Prime. The annual floating dividend rate applicable for a month will in no event be less than 50% of Prime or greater than Prime. See "Details of the Offering".

Conversion into a Further Series of Preferred Shares

Holdes of Series Q Preferred Shares will have the right to convert their shares into Cumulative Redeemable First Preferred Shares, Series R of BCE Inc. (the "Series R Preferred Shares"), subject to certain conditions, on December 1, 2000 and every five years thereafter. See "Details of the Offering".

On December 1, 2000, BCE Inc. may redeem for cash the Series Q Preferred Shares, in whole but not in part, at BCE Inc.'s option, at \$25.00 per share plus accrued and unpaid dividends. Subsequent to December 1, 2000, BCE Inc. may redeem at any time for cash the Series Q Preferred Shares, in whole but not in part, at BCE Inc.'s option, at \$25.50 per share plus accrued and unpaid dividends. See "Details of the Offering".

The Montreal and Toronto exchanges have conditionally approved the listing of the Series Q Preferred Shares. Listing is subject to BCE Inc. fulfilling all of the requirements of such exchanges on or before February 8, 1996 including distribution of these securities to a minimum number of public shareholders.

In the opinion of Counsel, the Series Q Preferred Shares will, at the time of closing, qualify for investment under certain statutes as set out under "Eligibility for Investment".

Price: \$25.00 per share to yield initially 6.90% per annum

	Price to Public	Underwriting Fee ⁽¹⁾	Net Proceeds to BCE Inc. ⁽²⁾
Per share	\$25.00	\$0.75	\$24.25
Total	\$200,000,000	\$6,000,000	\$194,000,000

- (1) The underwriting fee is \$0.25 for each share sold to certain institutions and \$0.75 per share for all other shares purchased by the Underwriters. The total represents the underwriting fee assuming no Series Q Preferred Shares are sold to such institutions.
 (2) Before deducting expenses of issue estimated at \$250,000.

We, as principals, conditionally offer the Series Q Preferred Shares, subject to prior sale, if, as and when issued by BCE Inc. and accepted by us, in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on behalf of BCE Inc. by Messrs. Josef J. Fridman and Marc J. Ryan, Senior Vice-President, Law and Corporate Secretary, and General Counsel, respectively, of BCE Inc. and on our behalf by Lafleur Brown, Montreal, a general partnership.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the date of closing and the date on which the Series Q Preferred Shares in definitive form will be ready for delivery will be on or about November 22, 1995.

November 10, 1995

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DOCUMENTS INCORPORATED BY REFERENCE

The following documents, filed with the various securities commissions or similar authorities in Canada, are specifically incorporated by reference and form an integral part of this short form prospectus:

- (a) Annual Information Form of BCE Inc. dated March 7, 1995;
- (b) Comparative Consolidated Financial Statements of BCE Inc. for the years ended December 31, 1994 and 1993 and the Auditors' Report thereon provided on pages 36 to 61 of BCE Inc.'s 1994 Annual Report;
- (c) Management's Discussion and Analysis and interim unaudited comparative consolidated financial statements for the periods ended March 31, 1995 and June 30, 1995 included in the quarterly reports of BCE Inc. for the first and second quarters of 1995;
- (d) Notice of Annual Meeting 1995 and Management Proxy Circular of BCE Inc. dated February 15, 1995; and
- (e) Material change report dated April 5, 1995 relating to Bell Canada's announcement of its 3-year business transformation program and its estimate of net income available for common shares for 1995 of \$500 million, and describing the impact of Bell Canada's announcement on BCE's dividend policy.

Any annual information forms, material change reports (excluding confidential reports), financial statements (including Management's Discussion and Analysis) and management proxy circulars filed by BCE Inc. with the various securities commissions or similar authorities in Canada after the date of this short form prospectus and prior to the termination of the distribution, shall be deemed to be incorporated by reference into this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Messrs. Josef J. Fridman and Marc J. Ryan, Senior Vice-President, Law and Corporate Secretary, and General Counsel, respectively, of BCE Inc., and of Lafleur Brown, Montreal, a general partnership, at the time of closing, the Series Q Preferred Shares will qualify as eligible investments under the *Insurance Act* (Ontario), without resort to the so-called "basket" provisions, but subject to general investment provisions and restrictions pertaining generally to purchasers under such Act.

In the opinion of such counsel, the Series Q Preferred Shares will, at the time of closing, qualify as investments under the *Income Tax Act* (Canada) for trusts governed by a registered retirement savings plan, a registered retirement income fund or a deferred profit sharing plan under the *Income Tax Act* (Canada).

SUMMARY OF THE OFFERING

This summary is qualified by the detailed information appearing elsewhere in this short form prospectus. For a definition of the terms used in this summary, refer to "Details of the Offering".

Issue: Cumulative Redeemable First Preferred Shares, Series Q.

Amount: \$200,000,000 (8,000,000 shares).

Price and Yield: \$25.00 per share to yield initially 6.90% per annum.

Principal Characteristics of Series Q Preferred Shares

Dividends: Until December 1, 2000, fixed cumulative preferred cash dividends at an annual rate of \$1.725 per share payable quarterly on the first day of March, June, September and December in each year. Assuming an issue date of November 22, 1995, an initial dividend, if declared, of \$0.4726 per share will be payable on March 1, 1996.

From December 1, 2000, floating adjustable cumulative preferred cash dividends payable monthly on the twelfth day of each month commencing with the month of January 2001, with the annual floating dividend rate for the first month equal to 80% of Prime. The dividend rate will float in relation to changes in Prime and will be adjusted upwards or downwards on a monthly basis whenever the Calculated Trading Price of the Series Q Preferred Shares is \$24.875 or less or \$25.125 or more respectively. The maximum monthly adjustment for changes related to the Calculated Trading Price will be $\pm 4.00\%$ of Prime. However, the annual floating dividend rate applicable in a month will in no event be less than 50% of Prime or greater than Prime.

Redemption: Series Q Preferred Shares are not redeemable prior to December 1, 2000. Redeemable on such date for cash, in whole but not in part, at BCE Inc.'s option, at \$25.00 per share, together with accrued and unpaid dividends up to but excluding the date of redemption. Redeemable at any time after December 1, 2000, in whole but not in part, for cash, at BCE Inc.'s option, at \$25.50 per share, together with accrued and unpaid dividends up to but excluding the date of redemption.

Conversion into Series R Preferred Shares: Holders of Series Q Preferred Shares will, upon giving to BCE Inc. at least 14 days prior notice, have the right to convert on December 1, 2000, and on December 1 every five years thereafter, their shares into an equal number of Series R Preferred Shares subject to the automatic conversion provisions.

Automatic Conversion Provisions: Following the close of business on the 14th day preceding a conversion date, if BCE Inc. determines after having taken into account all shares tendered for conversion by holders of Series Q Preferred Shares and Series R Preferred Shares, as the case may be, that there would be outstanding on such conversion date less than 1,000,000 Series Q Preferred Shares, such remaining number of Series Q Preferred Shares shall automatically be converted on such conversion date into an equal number of Series R Preferred Shares. Additionally, if BCE Inc. determines at such time that there would be outstanding on such conversion date less than 1,000,000 Series R Preferred Shares then no Series Q Preferred Shares shall be converted into Series R Preferred Shares.

Principal characteristics of Series R Preferred Shares

- Dividends:** Fixed cumulative preferred cash dividends payable quarterly on the first day of March, June, September and December in each year.
- At least 45 days and not more than 60 days prior to the start of the initial dividend period beginning on December 1, 2000, and at least 45 days and not more than 60 days prior to the end of the initial dividend period and each subsequent dividend period (the initial five year dividend period and all subsequent five year dividend periods being referred to as a “Fixed Dividend Rate Period”), BCE Inc. shall set, and provide written notice of, a Selected Percentage Rate for the ensuing Fixed Dividend Rate Period. Such Selected Percentage Rate shall not be less than 80% of the Government of Canada Yield determined on the 21st day preceding the first day of the applicable Fixed Dividend Rate Period.
- Redemption:** The Series R Preferred Shares shall be redeemable on the last day of any Fixed Dividend Rate Period for cash, in whole but not in part, at BCE Inc.’s option, at \$25.00 per share, together with accrued and unpaid dividends to but excluding the date of redemption.
- Conversion into Series Q Preferred Shares:** Holders of Series R Preferred Shares will, upon giving to BCE Inc. at least 14 days prior notice, have the right to convert on December 1, 2005, and on December 1 every five years thereafter, their shares into an equal number of Series Q Preferred Shares, subject to the automatic conversion provisions.
- Automatic Conversion Provisions:** Following the close of business on the 14th day preceding a conversion date, if BCE Inc. determines after having taken into account all shares tendered for conversion by holders of Series R Preferred Shares and Series Q Preferred Shares, as the case may be, that there would be outstanding on such conversion date less than 1,000,000 Series R Preferred Shares, such remaining number of Series R Preferred Shares shall automatically be converted on such conversion date into an equal number of Series Q Preferred Shares. Additionally, if BCE Inc. determines at such time that there would be outstanding on such conversion date less than 1,000,000 Series Q Preferred Shares then no Series R Preferred Shares shall be converted into Series Q Preferred Shares.
- Priority:** The First Preferred Shares rank in priority to the Common Shares with respect to the payment of dividends and with respect to the distribution of assets in the event of the liquidation, dissolution or winding-up of BCE Inc. Each series of First Preferred Shares ranks in such respect on a parity with every other series of First Preferred Shares.
- Tax on Preferred Share Dividends:** BCE Inc. will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada) to pay tax at a rate such that holders of Series Q Preferred Shares and Series R Preferred Shares will not be required to pay tax on dividends received on such shares under Part IV.1 of such Act.

BCE Inc.

BCE Inc. ("BCE") was incorporated in 1970 and continued under the Canada Business Corporations Act ("CBCA") in 1979. BCE has its principal and registered offices at 1000, rue de La Gauchetière Ouest, bureau 3700, Montréal (Québec) H3B 4Y7.

BCE is Canada's largest telecommunications company. At December 31, 1994, BCE had total assets of \$38.1 billion, approximately 116,000 employees, revenues of \$21.7 billion, net earnings of \$1.2 billion and consolidated operating cash flow (net cash provided by operations before changes in working capital and after payment of preferred dividends) of \$3.9 billion for that year.

BCE operates in the following business segments: Canadian Telecommunications, Northern Telecom, Bell Canada International, Directories and Corporate. The Canadian Telecommunications group provides a full range of telecommunications services through Canadian-based subsidiary and associated companies operating: traditional wireline telephone networks; cellular and other wireless communications networks; satellite networks; and international gateway networks. Northern Telecom Limited is a leading global manufacturer of telecommunications equipment, which business consists of the research and the design, development, manufacture, marketing, sale, financing, installation and servicing of switching networks, enterprise networks, broadband networks, wireless networks and cable and other products and services. Bell Canada International Inc. ("BCI"), through subsidiary and associated companies, is active in wireline, cable/phone and wireless telecommunications services principally in the United Kingdom, the United States, South America, Asia and New Zealand. The Directories group publishes telephone and other directories in Canada and internationally. Corporate activities are carried out by BCE. BCE is a strategic management company whose major activities include strategy development, human resource management, capital allocation, goal setting and performance monitoring.

Between 1990 and 1994, BCE significantly expanded its international operations. Effective December 1992, BCE acquired for approximately \$982 million a 20% interest in Mercury Communications Limited ("Mercury"), which is the second largest facilities-based telecommunications provider in the United Kingdom and is an 80% owned subsidiary of Cable and Wireless plc. The Mercury interest now forms part of the operations of BCI, a wholly owned subsidiary of BCE. In April 1994, BCI acquired a 50.8% (51.1% on a fully diluted basis) interest in Comunicacion Celular S.A. - COMCEL S.A., a cellular operator in Colombia, South America, for \$141 million (US \$102 million). In 1994, BCI restructured and increased its interest in the international cable/phone business and re-financed some of its units. Its cable/phone business is now conducted primarily through its 42.2% interest in Bell Cablemedia plc in the United Kingdom and its 31.7% (30% on a fully diluted basis) interest in Jones Intercable, Inc. of Colorado (U.S.). BCI extended its operations to Asia in 1995 by investing \$4.8 million in ASTEL Tokyo Corporation, a consortium of more than 100 Japanese and International companies that holds a license for Personal Handyphone System in the greater Tokyo area. BCI has also signed on October 14, 1995 a contract with China United Telecommunications Corporation to provide financial, technical and other support to build a 50,000-subscriber digital mobile telecommunications network in the coastal city of Yantai, in the province of Shandong, People's Republic of China.

From 1990 to 1994, BCE was involved in a significant divestiture program to dispose of its non-telecommunications assets. During this period BCE disposed of various subsidiary and associated companies involved respectively in oil and gas, real estate, financial services and printing businesses for proceeds totalling approximately \$2.7 billion.

BCE has the largest number of registered shareholders of any Canadian corporation. At December 31, 1994, there were approximately 225,000 registered holders of common shares, of whom about 97% were registered as resident in Canada and held more than 85% of the common shares outstanding. Approximately 67% of outstanding common shares are held on behalf of unregistered shareholders by the major depositories for securities, resulting in a continuing decline in the number of registered shareholders.

CURRENT OPERATING RESULTS

Third Quarter 1995 Results

Results for the three months and nine months ended September 30, 1995, along with the comparative figures for the corresponding period of 1994, are summarized below:

	(millions of dollars, except per share amounts)			
	Three months ended		Nine months ended	
	September 30		September 30	
	1995	1994	1995	1994
Revenues				
Canadian Telecommunications	2,324	2,269	6,768	6,641
Northern Telecom	3,366	2,743	9,871	8,362
BCI	61	33	157	96
Directories	130	129	383	384
Corporate	8	3	23	6
Total revenues	5,889	5,177	17,202	15,489
Earnings (loss) from operations				
Canadian Telecommunications	156	220	420	628
Northern Telecom	55	38	155	127
BCI	(19)	154	(47)	173
Directories	15	11	35	35
Corporate	(21)	(37)	(70)	(103)
Total earnings from operations	186	386	493	860
Dividends on preferred shares	24	24	68	71
Net earnings applicable to common shares	162	362	425	789
Dividends declared per common share	0.68	0.67	2.04	2.01
Net earnings per common share	0.52	1.17	1.37	2.56
Average number of common shares outstanding (millions)	312.0	308.6	310.8	308.7

Financial Review

BCE's net earnings were \$186 million in the third quarter of 1995 and \$493 million for the nine months ended September 30, 1995, compared with \$386 million and \$860 million respectively in the comparable periods of the prior year. BCE's net earnings applicable to common shares were \$162 million in the third quarter of 1995 and \$425 million for the nine months ended September 30, 1995, compared with \$362 million and \$789 million respectively in the comparable periods of the prior year. Earnings per share were \$0.52 compared with \$1.17 for the quarter and \$1.37 compared with \$2.56 for the nine months ended September 30, 1995. Results for the first nine months of 1994 included gains of \$202 million, of which \$151 million related to the third quarter reduction in ownership of Bell Cablemedia plc and \$51 million resulted from the disposition of a manufacturing facility at Northern Telecom Limited. Results for the first nine months of 1995 included one-time gains of \$55 million, primarily as a result of portfolio investment dispositions, of which \$10 million was in the third quarter. Excluding the impact of these gains, results primarily reflect lower earnings at Bell Canada, partially offset by improved results at Northern Telecom Limited.

Revenues of \$5,889 million in the third quarter and \$17,202 million for the first nine months of 1995 reflect increases of 13.8% and 11.1%, respectively, over the same periods last year. The increases are primarily the result of higher revenues at Northern Telecom Limited and BCE Mobile Communications Inc.

RECENT DEVELOPMENTS

Implementation of Regulatory Framework – Splitting of Rate Base

On October 31, 1995, the Canadian Radio-television and Telecommunications Commission (“CRTC”) issued its Decision 95-21 (“the Decision”) dealing with the implementation of certain aspects of its September 1994 Regulatory Framework Decision (94-19). The Decision follows extensive public hearings conducted in 1995 which also addressed various concerns expressed by certain parties affected by Decision 94-19. Issues examined included: reconsideration of rate rebalancing, 1995 contribution charges, allocation of costs between competitive and utility services (including a comparison of Canada-US long distance costs), certain financial issues and investments in the Beacon Project.

Rate rebalancing

The CRTC determined that local rates will be increased by \$2 a month on January 1, 1996 and January 1, 1997, respectively. A third increase of unspecified magnitude will be implemented in conjunction with the implementation of price caps on January 1, 1998. The carrier access tariff (“CAT”) and basic long distance rates are to be reduced to offset the increase in local service revenues.

The Stentor companies had proposed that the CRTC not mandate reductions in long distance rates, but rather allow market forces to determine the nature, timing and extent of those reductions.

Contribution

The CRTC approved a final 1995 contribution rate of 4.11 cents per minute, down from an interim rate of 4.89 cents, for Bell Canada’s utility segment to recover from its competitive segment. This rate was set so that the utility segment of the telephone companies would achieve its allowed rate of return, less the impact of explicit and implicit discounts to competitors. The recovery of competitors’ discounts was considered by the CRTC to be beyond the scope of the proceeding. Moreover, the magnitude of competitors’ discounts was not addressed and thus competitors will continue to benefit from significant contribution discounts, compared with the rates Bell Canada and the other Stentor companies pay to their utility segment.

Split Rate Base Methodology

In response to Unitel Communications Inc.’s allegations that the telephone companies’ Phase III costing systems resulted in a serious overstatement of utility segment costs, the Federal Cabinet had directed the CRTC to compare Phase III cost allocations with U.S. benchmarks. The CRTC concluded that the benchmarking analysis provides evidence that existing Phase III assignment methods result in a reasonable allocation of costs between the utility and competitive segments. As a result, the CRTC confirmed the validity of Bell Canada’s costing methodology.

The CRTC determined that directory operations were integral to basic service and therefore should remain in the utility segment. The Decision states that as competition evolves it would be appropriate to review this matter. The balance of the proposed Stentor company split rate base methodology was generally accepted with minor changes.

Financial Issues

The CRTC found that in the immediate future investors will recognize a lower risk in the utility segment and reconfirmed its Decision 94-19 to lower the utility segment’s consolidated return on common equity (“ROE”) by 50 basis points from the previous company-wide mid point, and to widen the spread of the allowed utility segment’s ROE range to 200 basis points.

In addition, the CRTC approved the use of the forecast company-wide capital structure and cost of debt for the utility segment, provided that the common equity component does not exceed 55%.

Investments in the Beacon Initiative

Bell Canada and the other Stentor companies argued that all Beacon-related services and new non-Beacon broadband services should be assigned to the competitive side of the business under the split rate base regime. In this way, any profits or losses associated with Beacon would be the responsibility of Bell Canada’s shareholders, not local service customers. The CRTC

generally supported this approach, but added that all broadband investment since December 31, 1994 would be assigned to the competitive segment; any use of these facilities for utility services will involve a transfer price from competitive to utility.

Bell Canada's position

Although the Decision supported the Stentor Companies' positions in a number of key areas, Bell Canada is disappointed with the Decision. By mandating long distance price reductions, it fails to acknowledge the nature and extent of competition that has already emerged in the long distance industry and refuses to recognize the financial condition of the participants. Bell Canada believes that the marketplace is fully capable of and should be permitted to determine appropriate price levels for long distance services, while local rates should be allowed to trend towards the costs of providing service. Bell Canada is assessing how it should best deal with the results of this most recent CRTC decision and is reviewing all available options.

Notwithstanding the Decision, Bell Canada remains fully committed to the course of action embodied in its three-year transition plan and is confident that the fundamental changes it is implementing will prove successful in restoring its financial strength.

Employee relations

On September 21, 1995, Bell Canada and the Communications, Energy and Paperworker's Union of Canada representing approximately 12,400 Craft and Services employees and some 3,900 Operator Services and Dining Service employees began negotiations towards new collective agreements. The current collective agreements expire on November 30, 1995 and November 24, 1995, respectively.

IHAC report on convergence

On September 27, 1995, the Information Highway Advisory Council (IHAC) presented its final report. This report was the second of a three-stage process put in place by the federal government with a view to establishing its policy for the Information Highway. The first stage was the CRTC report on convergence issued in May 1995. The final stage will be the publication of the government's own official policy, based on both the CRTC and IHAC reports and its own consideration of the issues.

The report makes a wide range of recommendations ranging from competition to culture, from access to learning and research and development. In that report the IHAC noted that there was an overriding sense of urgency to move ahead with the development of the Information Highway and recommended that government policy should ensure that: the rules of entry for telephone and cable companies, to be established by the CRTC, are implemented expeditiously; neither cable companies nor telephone companies are given a head start into each other's core business; and the CRTC arranges the rules so that competition begins as soon as possible and at the same time.

In addition, the report recommended that the federal government encourage an approach where the CRTC would begin to consider applications for broadcasting distribution licences submitted by telephone companies concurrent with the CRTC process related to local telephone competition. In this regard, the CRTC convergence report had recommended that the Bell Canada Act be amended to permit Bell Canada to hold such licence.

Wage practices investigation

In May 1995, the investigative staff of the Canadian Human Rights Commission (CHRC) issued a report (the "Report") which recommends that complaints filed by the two unions representing Bell Canada employees (as well as by individual employees) alleging discriminatory wage practices on the part of Bell Canada, be referred to a Human Rights Tribunal. The Report alleged the existence of significant wage disparities between female-dominated and male-dominated job groups. All wages in question were bargained in collective agreements by the two complainant unions. These allegations relate to some 21,435 of Bell Canada's 36,200 non-management employees, as at December 31, 1994.

This Report follows pay equity discussions between Bell Canada and the unions, during and independently of contract negotiations. Bell Canada understands that the Report was presented to the CHRC Commissioners on June 12, 1995, along with comments of all interested parties, but the Commissioners deferred any decision at that time. CHRC staff is expected to issue a revised Report shortly, and permit further submissions by all parties. The Commissioners would normally decide on the next steps shortly thereafter. The Commissioners may terminate the investigation, initiate a conciliation process or appoint a Tribunal. If

appointed, a Tribunal would enquire into the complaints and if finds such complaints to be substantiated, may order wage compensation.

Any Tribunal hearings would not likely begin before mid-1996, and could last several years. Bell Canada will vigorously contest the complaints and advance all relevant defences to assert its rights.

Review of Stentor alliance

The Director of Investigation and Research – Competition Act (the “Director”) has been conducting a review of the mandate of Stentor and the activities of the Stentor operating telephone companies since the creation of Stentor. The review relates to the activities of Stentor Canadian Network Management, Stentor Resource Centre Inc. and Stentor Telecom Policy Inc. as well as the manner in which the Stentor operating companies work together on various programs and policies through various committees and working groups. The Director has not indicated that any formal legal proceedings will ever be taken. The Director has stated that it is his desire to have this review concluded before the end of 1995. The Stentor operating companies are co-operating fully with the Director as he conducts his review.

Review of certain business practices of Tele-Direct by the Competition Tribunal

Allegations of certain anti-competitive practices by Tele-Direct (Publications) Inc. and Tele-Direct (Services) Inc. (collectively “Tele-Direct”) have been made by the Director under the Competition Act. These allegations concern mainly Tele-Direct’s practice of using an internal sales force as opposed to external commissioned agents to sell advertising space in its telephone directories as well as the practice of supplying advertising space together with advertising services (this is alleged to be “tied selling”).

The matter is currently being heard before the Competition Tribunal. While Tele-Direct is vigorously contesting this proceeding and is confident that it can effectively respond to the specific allegations being brought forward by the Director to the Tribunal, it is not possible, at this time, to determine the likely impact of the proceeding.

USE OF PROCEEDS

The net proceeds from the sale of the Series Q Preferred Shares, estimated at \$193,750,000, after deducting expenses of issue estimated at \$250,000, will be used principally to refinance short-term debt which has been incurred to redeem the Series M Preferred Shares on October 31, 1995.

EARNINGS AND ASSET COVERAGES

The following consolidated financial ratios are calculated as at, or for the twelve months ended, December 31, 1994 and September 30, 1995, and give effect to this issue and the issuance of all long-term debt and preferred shares of BCE and its subsidiaries and repayment or redemption thereof since those dates.

	Twelve months ended			
	December 31, 1994		September 30, 1995	
	Preferred Shares	Long-Term Debt and Preferred Shares	Preferred Shares	Long-Term Debt and Preferred Shares
Earnings coverage	8.3 times	2.6 times	5.7 times	2.3 times
Net tangible asset coverage for each \$1,000:				
Before deduction of deferred income taxes	11.8 times	1.9 times	11.3 times	1.9 times
After deduction of deferred income taxes	10.1 times	1.8 times	9.8 times	1.8 times

PLAN OF DISTRIBUTION

Under an agreement dated November 2, 1995 (the "Underwriting Agreement") between BCE and RBC Dominion Securities Inc., Nesbitt Burns Inc., CIBC Wood Gundy Securities Inc., ScotiaMcLeod Inc., Lévesque Beaubien Geoffrion Inc., Midland Walwyn Capital Inc., Richardson Greenshields of Canada Limited, Toronto Dominion Securities Inc., First Marathon Securities Limited and Gordon Capital Corporation, as underwriters (the "Underwriters"), BCE has agreed to sell and the Underwriters have agreed to purchase on November 22, 1995, or on such later date as may be agreed upon, but in any event not later than December 21, 1995, all but not less than all of the Series Q Preferred Shares at a price of \$25.00 per share, payable in cash to BCE against delivery of the Series Q Preferred Shares, and BCE has agreed to pay the Underwriters a fee equal to \$0.25 per Series Q Preferred Share sold to certain institutions and \$0.75 per share for all other Series Q Preferred Shares purchased by the Underwriters. All fees payable to the Underwriters will be paid on account of services rendered in connection with the offering and will be paid out of the general funds of BCE.

The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated by them or BCE upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all the Series Q Preferred Shares if any Series Q Preferred Shares are purchased under the Underwriting Agreement.

The Series Q Preferred Shares offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold, directly or indirectly, in the United States.

In addition, until 40 days after the commencement of the offering, any offer or sale of the Series Q Preferred Shares offered hereby within the United States by any dealer, whether or not participating in the offering, may violate the registration requirements of the Securities Act.

The "United States" means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

In connection with this offering and subject to the foregoing and to applicable law, the Underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Series Q Preferred Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

CONSOLIDATED SHARE AND LOAN CAPITAL

The following table sets out the share and loan capital of BCE as at December 31, 1994 and September 30, 1995:

	(\$ millions)	
	<u>As at December 31, 1994</u>	<u>As at September 30, 1995</u>
		(unaudited)
Long-term debt	11,434	11,857
Capital Stock – Preferred	1,229	1,248
– Common	5,813	5,952
– Warrants	38	–
– Contributed Surplus	1,003	1,003
Retained earnings	3,136	2,914

On October 31, 1995, \$198 million of BCE's Series M Preferred Shares were redeemed with the proceeds of the issue of short-term debt. After giving effect to the redemption of the Series M Preferred Shares and to this offering, Capital Stock - Preferred would amount to \$1,250 million.

DESCRIPTION OF SHARE CAPITAL

The articles of BCE provide that its authorized share capital shall be divided into an unlimited number of common shares (the “Common Shares”), an unlimited number of First Preferred Shares issuable in series, and an unlimited number of Second Preferred Shares issuable in series, all without nominal or par value.

Common Shares

Holders of Common Shares are entitled to one vote per share at all meetings of shareholders, except meetings at which only holders of other classes or series of shares of BCE are entitled to vote. Subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of BCE, holders of Common Shares are entitled to receive such dividends payable in money, property, or by the issue of fully paid shares of BCE as may be declared by its directors, and they are also entitled to receive the remaining property of BCE upon liquidation, dissolution or winding-up. Holders of Common Shares have no preemptive, redemption or conversion rights. All outstanding Common Shares of BCE are fully paid and non-assessable.

First Preferred Shares

The directors of BCE may from time to time issue First Preferred Shares in one or more series and determine for any such series its designation, number of shares and respective rights, privileges, restrictions and conditions. The First Preferred Shares rank in priority to all other shares of BCE with respect to the payment of dividends and with respect to the distribution of assets in the event of the liquidation, dissolution or winding-up of BCE. Each series of First Preferred Shares ranks in such respects on a parity with every other series of First Preferred Shares.

The holders of First Preferred Shares do not have the right to receive notice of, attend, or vote at any meeting of shareholders except to the extent otherwise provided in the articles of BCE with respect to any series of First Preferred Shares, or when the holders of First Preferred Shares are entitled to vote separately as a class or as a series as provided in the CBCA. In connection with any matter requiring the approval of the First Preferred Shares as a class, the holders of existing series of First Preferred Shares which are outstanding are entitled to one vote in respect of each First Preferred Share held, except holders of Series J and Series N Preferred Shares, such holders being entitled to 5,000 votes per share. Holders of First Preferred Shares have no preemptive rights. All outstanding First Preferred Shares of BCE are fully-paid and non-assessable.

The provisions attaching to the First Preferred Shares may be repealed, altered, modified or amended with such approval as may then be required by the CBCA, currently being at least two-thirds of the votes cast at a meeting or adjourned meeting of the holders of such shares duly called for the purpose and at which a quorum is present.

Second Preferred Shares

The Second Preferred Shares are identical to the First Preferred Shares but are junior to the First Preferred Shares. There are no Second Preferred Shares outstanding as of the date of this short form prospectus.

DETAILS OF THE OFFERING

Details of the Series Q Preferred Shares

On October 25, 1995, the board of directors of BCE authorized the creation of 8,000,000 Series Q Preferred Shares of BCE. The Series Q Preferred Shares offered hereby will have attached thereto the series provisions summarized below. BCE will furnish upon request a copy of the text of the provisions attaching to the Series Q Preferred Shares.

Definition of Terms

The following definitions are relevant to the Series Q Preferred Shares.

“Banks” means any two of Royal Bank of Canada, Bank of Montreal, The Bank of Nova Scotia, The Toronto-Dominion Bank and Canadian Imperial Bank of Commerce and any successor of any of them as may be designated from time to time by the board of directors of BCE by notice given to the transfer agent for the Series Q Preferred Shares, such notice to take

effect on, and to be given at least two (2) business days prior to, the commencement of a particular Dividend Period and, until such notice is first given, means Royal Bank of Canada and The Toronto-Dominion Bank.

“Calculated Trading Price” for any month means:

- (a) the aggregate of the Daily Adjusted Trading Value for all Trading Days in such month;

divided by

- (b) the aggregate of the Daily Trading Volume for all Trading Days in such month.

“Daily Accrued Dividend Deduction” for any Trading Day means:

- (a) the product obtained by multiplying the dividend accrued on a Series Q Preferred Share in respect of the month in which the Trading Day falls by the number of days elapsed from but excluding the day prior to the Ex-Dividend Date immediately preceding such Trading Day to and including such Trading Day (or if such Trading Day is an Ex-Dividend Date, by one (1) day);

divided by

- (b) the number of days from and including such Ex-Dividend Date to but excluding the following Ex-Dividend Date.

“Daily Adjusted Trading Value” for any Trading Day means:

- (a) the aggregate dollar value of all transactions of Series Q Preferred Shares on the Exchange (made on the basis of the normal settlement period in effect on the Exchange) occurring during such Trading Day;

less

- (b) the Daily Trading Volume for such Trading Day multiplied by the Daily Accrued Dividend Deduction for such Trading Day.

“Daily Trading Volume” for any Trading Day means the aggregate number of Series Q Preferred Shares traded in all transactions (made on the basis of the normal settlement period in effect on the Exchange) occurring during such Trading Day on the Exchange.

“Deemed Record Date” means the last Trading Day of a month with respect to which no dividend is declared by the board of directors of BCE.

“Dividend Payment Date” means:

- (a) during the Fixed Rate Period, the first day of each of March, June, September and December in each year; and

- (b) during the Floating Rate Period, the 12th day of each month commencing with the month of January 2001;

and the first Dividend Payment Date shall be March 1, 1996.

“Dividend Period” means:

- (a) during the Fixed Rate Period, the period from and including a Dividend Payment Date to but not including the next succeeding Dividend Payment Date; and

- (b) during the Floating Rate Period, a month.

“Exchange” means The Montreal Exchange or The Toronto Stock Exchange or such other exchange or trading market in Canada as may be determined from time to time by BCE as being the principal trading market for the Series Q Preferred Shares.

“Ex-Dividend Date” means:

- (a) the Trading Day which, under the rules or normal practices of the Exchange, is designated or recognized as the Ex-Dividend Date relative to any dividend record date for the Series Q Preferred Shares; or
- (b) if the board of directors of BCE fails to declare a dividend in respect of a month, the Trading Day which, under the rules or normal practices of the Exchange, would be recognized as the Ex-Dividend Date relative to any Deemed Record Date for the Series Q Preferred Shares.

“Fixed Rate Period” means the period commencing with the date of issue of the Series Q Preferred Shares and ending on and including November 30, 2000.

“Floating Rate Period” means the period commencing immediately after the end of the Fixed Rate Period and continuing for so long as any of the Series Q Preferred Shares shall be outstanding.

“Prime” for a month means the average (rounded to the nearest one-thousandth (1/1000) of one percent (1%)) of the Prime Rate in effect on each day of such month.

“Prime Rate” for any day means the average (rounded to the nearest one-thousandth (1/1000) of one percent (1%)) of the annual rates of interest announced from time to time by the Banks as the reference rates then in effect for such day for determining interest rates on Canadian dollar commercial loans made to prime commercial borrowers in Canada. If one of the Banks does not have such an interest rate in effect on a day, the Prime Rate for such day shall be such interest rate in effect for that day of the other Bank; if both Banks do not have such an interest rate in effect on a day, the Prime Rate for that day shall be equal to 1.5% per annum plus the average yield expressed as a percentage per annum on 91-day Government of Canada Treasury Bills, as reported by the Bank of Canada, for the weekly tender for the week immediately preceding that day; and if both of such Banks do not have such an interest rate in effect on a day and the Bank of Canada does not report such average yield per annum, the Prime Rate for that day shall be equal to the Prime Rate for the next preceding day. The Prime Rate and Prime shall be determined from time to time by an officer of BCE from quotations supplied by the Banks or otherwise publicly available. Such determination shall, in the absence of manifest error, be final and binding upon BCE and upon all holders of Series Q Preferred Shares.

“Trading Day” means, if the Exchange is a stock exchange in Canada, a day on which the Exchange is open for trading or, in any other case, a business day.

Issue Price and Stated Value

The Series Q Preferred Shares will have an issue price and stated value of \$25.00 per share.

Dividends

Until December 1, 2000, the holders of the Series Q Preferred Shares will be entitled to receive fixed cumulative preferred cash dividends as and when declared by the board of directors of BCE, at an annual rate of 6.90% per share (\$1.725 per share per annum) to accrue from the date of issue and to be paid on the first day of March, June, September and December in each year. The initial dividend, if declared, will be payable on March 1, 1996, and assuming an issue date of November 22, 1995, will amount to \$0.4726 per share.

From December 1, 2000, the holders of the Series Q Preferred Shares will be entitled to receive floating adjustable cumulative preferred cash dividends as and when declared by the board of directors of BCE, to accrue from December 1, 2000 and to be paid on the twelfth day of each month, commencing with the month of January 2001. The annual floating dividend rate for the first month will be equal to 80% of Prime. The dividend rate will float in relation to changes in Prime and will be adjusted upwards or downwards on a monthly basis by an adjustment factor whenever the Calculated Trading Price of the Series Q Preferred Shares is \$24.875 or less or \$25.125 or more respectively. The maximum monthly adjustment for changes in the Calculated Trading Price will be $\pm 4.00\%$ of Prime. The annual floating dividend rate applicable for a month will in no event be less than 50% of Prime or greater than Prime.

The Adjustment Factor for a month will be based on the Calculated Trading Price of the Series Q Preferred Shares for the preceding month determined in accordance with the following table;

<u>If the Calculated Trading Price for the Preceding Month is</u>	<u>The Adjustment Factor as a Percentage of Prime shall be</u>
\$25.50 or more	-4.00%
\$25.375 and less than \$25.50	-3.00%
\$25.25 and less than \$25.375	-2.00%
\$25.125 and less than \$25.25	-1.00%
Greater than \$24.875 and less than \$25.125	nil
Greater than \$24.75 to \$24.875	1.00%
Greater than \$24.625 to \$24.75	2.00%
Greater than \$24.50 to \$24.625	3.00%
\$24.50 or less	4.00%

The maximum Adjustment Factor for any month will be $\pm 4.00\%$ of Prime.

If in any month there is no trade of at least a board lot of the Series Q Preferred Shares on the Exchange, the Adjustment Factor for the following month will be nil.

The annual floating dividend rate for a month will be calculated by BCE as promptly as practicable, and notice thereof will be given to each stock exchange on which the Series Q Preferred Shares are listed for trading.

The holders of Series Q Preferred Shares, who are also holders of Common Shares, may elect to reinvest all of the cash dividends payable to them on the Series Q Preferred Shares in Common Shares under BCE's Dividend Reinvestment and Stock Purchase Plan.

Redemption

The Series Q Preferred Shares will not be redeemable prior to December 1, 2000. The Series Q Preferred Shares will be redeemable, at the option of BCE, subject to applicable law and to "Restrictions on Dividends and Retirement of Shares", on December 1, 2000, in whole but not in part, at \$25.00 per share, plus an amount equal to all accrued and unpaid dividends up to but excluding the date of redemption. Subsequent to December 1, 2000, the Series Q Preferred Shares will be redeemable at the option of BCE, in whole but not in part, at \$25.50 per share, plus an amount equal to all accrued and unpaid dividends up to but excluding the date of redemption. Notice of the redemption will be given by BCE not less than 45 days nor more than 60 days prior to the date fixed for redemption.

Purchase for Cancellation

BCE may at any time or times purchase for cancellation all or any part of the Series Q Preferred Shares in the open market, by private agreement or otherwise at the lowest price or prices at which in the opinion of the board of directors of BCE such shares are obtainable.

Restrictions on Dividends and Retirement of Shares

BCE will not, without the approval of the holders of outstanding Series Q Preferred Shares:

- (a) declare, pay or set apart for payment any dividends (other than stock dividends payable in shares of BCE ranking junior to the Series Q Preferred Shares) on the Common Shares or any other shares of BCE ranking junior to the Series Q Preferred Shares;
- (b) redeem, purchase or otherwise retire or make any capital distribution on or in respect of the Common Shares or any other shares of BCE ranking junior to the Series Q Preferred Shares (except out of the net cash proceeds of a substantially concurrent issue of shares of BCE ranking junior to the Series Q Preferred Shares);
- (c) purchase or otherwise retire less than all the Series Q Preferred Shares then outstanding; or

- (d) redeem, purchase or otherwise retire (except in connection with the exercise of any retraction privilege or mandatory redemption obligation attaching thereto) any other shares of BCE ranking on a parity with the Series Q Preferred Shares;

unless, in each such case, all dividends on outstanding Series Q Preferred Shares accrued up to and including the dividend payable on the last preceding payment date shall have been declared and paid. Any approval of the holders of the Series Q Preferred Shares required with respect to the foregoing may be given by the affirmative vote of the holders of the majority of the shares represented at a meeting, or adjourned meeting, of the holders of Series Q Preferred Shares duly called for the purpose and at which a quorum is present.

Rights on Liquidation

In the event of any liquidation, dissolution or winding-up of BCE, the holders of the Series Q Preferred Shares will be entitled to receive \$25.00 per Series Q Preferred Share plus an amount equal to all accrued and unpaid dividends up to but excluding the date of payment or distribution before any payment or distribution is made to the holders of the Common Shares or any other shares of BCE ranking junior to the Series Q Preferred Shares. Upon payment of such amounts, the holders of the Series Q Preferred Shares will not be entitled to share in any further distribution of assets of BCE.

Voting Rights

The holders of Series Q Preferred Shares will not be entitled (except as otherwise provided by law) to receive notice of, attend, or vote at, any meeting of the shareholders of BCE unless BCE shall have failed to pay eight dividends on the Series Q Preferred Shares, whether or not consecutive. In that event, and for only so long as any such dividends remain in arrears, the holders of Series Q Preferred Shares will be entitled to receive notice of and to attend all shareholders' meetings, and to one vote for each share held, except meetings at which only holders of another specified class or series are entitled to vote.

In connection with any action to be taken by BCE which requires the approval of the holders of Series Q Preferred Shares voting as a series or as part of the class, each such share shall entitle the holder thereof to one vote.

Tax Election

BCE will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada), to pay tax at a rate such that holders of Series Q Preferred Shares will not be required to pay tax on dividends received on the Series Q Preferred Shares under Part IV.1 of such Act.

Modification

The provisions attaching to the Series Q Preferred Shares as a series may be repealed, altered, modified or amended with such approvals as may then be required by the CBCA, currently being at least two-thirds of the votes cast at a meeting or adjourned meeting of the holders of Series Q Preferred Shares duly called for the purpose and at which a quorum is present.

Conversion of Series Q Preferred Shares into Series R Preferred Shares

Holders of Series Q Preferred Shares shall have the right, at their option, on December 1, 2000 and on December 1 in every fifth year thereafter (a "Conversion Date"), to convert, subject to the terms and conditions attaching to such shares, all or any Series Q Preferred Shares registered in their name into Series R Preferred Shares of BCE on the basis of one Series R Preferred Share for each Series Q Preferred Share. The conversion of Series Q Preferred Shares may be effected by surrender of the certificate(s) representing the same not earlier than 45 days prior to the Conversion Date but not later than the close of business on the 14th day preceding the Conversion Date at any office of any transfer agent of BCE at which the Series Q Preferred Shares are transferable accompanied by payment or evidence of payment of the tax (if any) payable, as provided in the terms and conditions attaching to the Series Q Preferred Shares, and a written instrument of surrender in form satisfactory to BCE duly executed by the holder or his attorney authorized in writing.

BCE shall, not less than 45 days nor more than 60 days prior to the applicable Conversion Date, give notice in writing to the then holders of the Series Q Preferred Shares of the above-mentioned conversion right and of the Selected Percentage Rate (as defined below under "Details of the Series R Preferred Shares") determined by the board of directors of BCE to be applicable for the next succeeding Fixed Dividend Rate Period (as defined below under "Details of the Series R Preferred Shares") applicable

to the Series R Preferred Shares. BCE shall give notice as provided under “Details of the Series R Preferred Shares” of the Annual Dividend Rate (as defined below under “Details of the Series R Preferred Shares”) applicable to the Series R Preferred Shares for such Fixed Dividend Rate Period.

Holders of Series Q Preferred Shares shall not be entitled to convert their shares into Series R Preferred Shares if, following the close of business on the 14th day preceding a Conversion Date, BCE determines that there would remain outstanding on a Conversion Date less than 1,000,000 Series R Preferred Shares, after having taken into account all Series Q Preferred Shares tendered for conversion into Series R Preferred Shares and all Series R Preferred Shares tendered for conversion into Series Q Preferred Shares. BCE shall give notice in writing thereof to all the holders of the Series Q Preferred Shares at least seven (7) days prior to the applicable Conversion Date and will issue, prior to such Conversion Date, to the holders of Series Q Preferred Shares who have tendered Series Q Preferred Shares for conversion, new certificates evidencing the Series Q Preferred Shares tendered for conversion. Furthermore, if following the close of business on the 14th day preceding a Conversion Date BCE determines that there would remain outstanding on a Conversion Date less than 1,000,000 Series Q Preferred Shares after having taken into account all Series Q Preferred Shares tendered for conversion into Series R Preferred Shares and all Series R Preferred Shares tendered for conversion into Series Q Preferred Shares, then, all, but not part, of the remaining outstanding Series Q Preferred Shares shall automatically be converted into Series R Preferred Shares on the basis of one Series R Preferred Share for each Series Q Preferred Share on the applicable Conversion Date and BCE shall give notice in writing thereof to the holders of such remaining Series Q Preferred Shares at least seven (7) days prior to the Conversion Date. The issue of Series R Preferred Shares pursuant to such automatic conversion is subject to approval, or the obtaining of an exemption, under the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick and Prince Edward Island. Applications for the foregoing exemptions have been filed by BCE with the applicable securities commissions or other regulatory authorities of such provinces.

If BCE gives notice to the holders of the Series Q Preferred Shares of the redemption on a Conversion Date of all the Series Q Preferred Shares, BCE shall not be required to give notice as provided hereunder to the holders of the Series Q Preferred Shares of a Selected Percentage Rate for the Series R Preferred Shares or of the conversion right of holders of Series Q Preferred Shares and the right of any holder of Series Q Preferred Shares to convert such Series Q Preferred Shares shall cease and terminate in that event.

Details of the Series R Preferred Shares

On October 25, 1995, the board of directors of BCE authorized the creation of 8,000,000 Series R Preferred Shares of BCE issuable upon conversion of Series Q Preferred Shares. The Series R Preferred Shares will have attached thereto the series provisions summarized below. BCE will furnish upon request a copy of the text of the provisions attaching to the Series R Preferred Shares.

Definition of Terms

The following definitions are relevant to the Series R Preferred Shares.

“Annual Dividend Rate” means for any Fixed Dividend Rate Period the rate of interest expressed as a percentage per annum (rounded to the nearest one-thousandth (1/1000) of one percent (1%)) which is equal to the Government of Canada Yield multiplied by the Selected Percentage Rate for such Fixed Dividend Rate Period.

“Fixed Dividend Rate Period” means for the initial Fixed Dividend Rate Period, the period commencing on December 1, 2000 and ending on and including November 30, 2005, and for each succeeding Fixed Dividend Rate Period, the period commencing on the day immediately following the end of the immediately preceding Fixed Dividend Rate Period and ending on and including November 30 in the fifth year immediately thereafter.

“Government of Canada Yield” on any date shall mean the average of the yields determined by two registered Canadian investment dealers, selected by the board of directors of BCE, as being the yield to maturity on such date compounded semi-annually and calculated in accordance with generally accepted financial practice, which a non-callable Government of Canada Bond would carry if issued in Canadian dollars in Canada at 100% of its principal amount on such date with a term to maturity of five years.

“Selected Percentage Rate” for each Fixed Dividend Rate Period means the rate of interest, expressed as a percentage of the Government of Canada Yield, determined by the board of directors of BCE as set forth in the notice to the holders of the Series R Preferred Shares, which rate of interest shall be not less than 80% of the Government of Canada Yield.

Issue Price and Stated Value

The Series R Preferred Shares will have an issue price and stated value of \$25.00 per share.

Dividends

The holders of the Series R Preferred Shares will be entitled to receive fixed cumulative preferred cash dividends as and when declared by the board of directors of BCE, in the amount per share per annum determined by multiplying the Annual Dividend Rate by \$25.00, to accrue from the date of issue and payable quarterly in respect of each 12 month period on the first day of March, June, September and December.

The board of directors of BCE will, not less than 45 days nor more than 60 days prior to each Conversion Date (as defined below) determine the Selected Percentage Rate to be applicable to the following Fixed Dividend Rate Period and give notice in writing thereof to the then holders of the Series R Preferred Shares.

The Annual Dividend Rate for each Fixed Dividend Rate Period will be calculated by BCE on the 21st day prior to the first day of each Fixed Dividend Rate Period based upon the Selected Percentage Rate determined with respect to the relevant Fixed Dividend Rate Period and the Government of Canada Yield in effect at 10:00 A.M. (Montréal time) on the said 21st day prior to the first day of the relevant Fixed Dividend Rate Period. Notice of each Annual Dividend Rate shall be provided by BCE within one business day following its determination to all stock exchanges in Canada on which the Series R Preferred Shares are listed for trading, and within three business days following its determination by publication once in the national edition of the Globe and Mail in the English language and once in the City of Montréal in both the French and English languages in a daily newspaper of general circulation in Montréal.

The holders of Series R Preferred Shares, who are also holders of Common Shares, may elect to reinvest all of the cash dividends payable to them on the Series R Preferred Shares in Common Shares under BCE’s Dividend Reinvestment and Stock Purchase Plan.

Redemption

The Series R Preferred Shares will not be redeemable prior to December 1, 2005. The Series R Preferred Shares will be redeemable, subject to applicable law and to “Restrictions on Dividends and Retirement of Shares”, on December 1, 2005 or on December 1 in every fifth year thereafter, at the option of BCE, in whole but not in part, at \$25.00 per share, plus an amount equal to all accrued and unpaid dividends up to but excluding the date of redemption. Notice of the redemption will be given by BCE not less than 45 days nor more than 60 days prior to the date fixed for redemption.

Conversion of Series R Preferred Shares into Series Q Preferred Shares

Holders of Series R Preferred Shares shall have the right, at their option, on December 1, 2005 and on December 1 in every fifth year thereafter (a "Conversion Date"), to convert, subject to the terms and conditions attaching to such shares, all or any Series R Preferred Shares registered in their name into Series Q Preferred Shares of BCE on the basis of one Series Q Preferred Share for each Series R Preferred Share. The conversion of Series R Preferred Shares may be effected by surrender of the certificate(s) representing the same not earlier than 45 days prior to the Conversion Date but not later than the close of business on the 14th day preceding the Conversion Date at any office of any transfer agent of BCE at which the Series R Preferred Shares are transferable accompanied by payment or evidence of payment of the tax (if any) payable, as provided in the terms and conditions attaching to the Series R Preferred Shares, and a written instrument of surrender in form satisfactory to BCE duly executed by the holder or his attorney authorized in writing.

BCE shall, not less than 45 days nor more than 60 days prior to the applicable Conversion Date, give notice in writing to the then holders of the Series R Preferred Shares of the above-mentioned conversion right and of the Selected Percentage Rate determined by the board of directors of BCE to be applicable for the next succeeding Fixed Dividend Rate Period.

Holders of Series R Preferred Shares shall not be entitled to convert their shares into Series Q Preferred Shares if, following the close of business on the 14th day preceding a Conversion Date, BCE determines that there would remain outstanding on a Conversion Date less than 1,000,000 Series Q Preferred Shares, after having taken into account all Series R Preferred Shares tendered for conversion into Series Q Preferred Shares and all Series Q Preferred Shares tendered for conversion into Series R Preferred Shares. BCE shall give notice in writing thereof to all the holders of the Series R Preferred Shares at least seven (7) days prior to the applicable Conversion Date and will issue, prior to such Conversion Date, to the holders of Series R Preferred Shares who have tendered Series R Preferred Shares for conversion, new certificates evidencing the Series R preferred Shares tendered for conversion. Furthermore, if following the close of business on the 14th day preceding a Conversion Date BCE determines that there would remain outstanding on a Conversion Date less than 1,000,000 Series R Preferred Shares after having taken into account all Series R Preferred Shares tendered for conversion into Series Q Preferred Shares and all Series Q Preferred Shares tendered for conversion into Series R Preferred Shares, then, all, but not part, of the remaining outstanding Series R Preferred Shares shall automatically be converted into Series Q Preferred Shares on the basis of one Series Q Preferred Share for each Series R Preferred Share on the applicable Conversion Date and BCE shall give notice in writing thereof to the holders of such remaining Series R Preferred Shares at least seven (7) days prior to the Conversion Date. The issue of Series Q Preferred Shares pursuant to such automatic conversion is subject to approval, or the obtaining of an exemption, under the securities legislation of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, New Brunswick and Prince Edward Island. Applications for the foregoing exemptions have been filed by BCE with the applicable securities commissions or other regulatory authorities of such provinces.

If BCE gives notice to the holders of the Series R Preferred Shares of the redemption on a Conversion Date of all the Series R Preferred Shares, BCE shall not be required to give notice as provided hereunder to the holders of the Series R Preferred Shares of a Selected Percentage Rate or of the conversion right of holders of Series R Preferred Shares and the right of any holder of Series R Preferred Shares to convert such Series R Preferred Shares shall cease and terminate in that event.

Purchase for Cancellation

BCE may at any time or times purchase for cancellation all or any part of the Series R Preferred Shares in the open market, by private agreement or otherwise at the lowest price or prices at which in the opinion of the board of directors of BCE such shares are obtainable.

Restrictions on Dividends and Retirement of Shares

BCE will not, without the approval of the holders of outstanding Series R Preferred Shares:

- (a) declare, pay or set apart for payment any dividends (other than stock dividends payable in shares of BCE ranking junior to the Series R Preferred Shares) on the Common Shares or any other shares of BCE ranking junior to the Series R Preferred Shares;
- (b) redeem, purchase or otherwise retire or make any capital distribution on or in respect of the Common Shares or any other shares of BCE ranking junior to the Series R Preferred Shares (except out of the net cash proceeds of a substantially concurrent issue of shares of BCE ranking junior to the Series R Preferred Shares);
- (c) purchase or otherwise retire less than all the Series R Preferred Shares then outstanding; or
- (d) redeem, purchase or otherwise retire (except in connection with the exercise of any retraction privilege or mandatory redemption obligation attaching thereto) any other shares of BCE ranking on a parity with the Series R Preferred Shares;

unless, in each such case, all dividends on outstanding Series R Preferred Shares accrued up to and including the dividend payable on the last preceding payment date shall have been declared and paid. Any approval of the holders of the Series R Preferred Shares required with respect to the foregoing may be given by the affirmative vote of the holders of the majority of the shares represented at a meeting, or adjourned meeting, of the holders of Series R Preferred Shares duly called for the purpose and at which a quorum is present.

Rights on Liquidation

In the event of any liquidation, dissolution or winding-up of BCE, the holders of the Series R Preferred Shares will be entitled to receive \$25.00 per Series R Preferred Share plus an amount equal to all accrued and unpaid dividends up to but excluding the date of payment or distribution before any payment or distribution is made to the holders of the Common Shares or any other shares of BCE ranking junior to the Series R Preferred Shares. Upon payment of such amounts, the holders of the Series R Preferred Shares will not be entitled to share in any further distribution of assets of BCE.

Voting Rights

The holders of Series R Preferred Shares will not be entitled (except as otherwise provided by law) to receive notice of, attend, or vote at, any meeting of the shareholders of BCE unless BCE shall have failed to pay eight dividends on the Series R Preferred Shares, whether or not consecutive. In that event, and for only so long as any such dividends remain in arrears, the holders of Series R Preferred Shares will be entitled to receive notice of and to attend all shareholders' meetings, and to one vote for each share held, except meetings at which only holders of another specified class or series are entitled to vote.

In connection with any action to be taken by BCE which requires the approval of the holders of Series R Preferred Shares voting as a series or as part of the class, each such share shall entitle the holder thereof to one vote.

Tax Election

BCE will elect, in the manner and within the time provided under Part VI.1 of the *Income Tax Act* (Canada), to pay tax at a rate such that holders of Series R Preferred Shares will not be required to pay tax on dividends received on the Series R Preferred Shares under Part IV.1 of such Act.

Modification

The provisions attaching to the Series R Preferred Shares as a series may be repealed, altered, modified or amended with such approvals as may then be required by the CBCA, currently being at least two-thirds of the votes cast at a meeting or adjourned meeting of the holders of Series R Preferred Shares duly called for the purpose and at which a quorum is present.

RATINGS

The Series Q Preferred Shares are rated P-1 by CBRS Inc. ("CBRS"), the highest of the five standard categories used by CBRS for preferred shares. The Series Q Preferred Shares are rated Pfd-2 by Dominion Bond Rating Service Limited ("DBRS"), the second highest of the five standard categories used by DBRS for preferred shares.

Neither of the foregoing ratings should be construed as a recommendation to buy, sell or hold securities. Either of the foregoing ratings may be revised or withdrawn at any time by the respective rating organization.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Messrs. Josef J. Fridman and Marc J. Ryan, Senior Vice-President, Law and Corporate Secretary, and General Counsel, respectively of BCE Inc., and of Lafleur Brown, Montreal, a general partnership, at the time of issue, the following is a general summary of the principal Canadian federal income tax considerations generally applicable to a prospective purchaser who, within the meaning of the *Income Tax Act* (Canada) (the "Act"), is resident in Canada, will hold Series Q Preferred Shares or Series R Preferred Shares as capital property and deals at arm's length with BCE. Under the Act and draft legislation tabled on June 1, 1995, shares, including the Series Q Preferred Shares and Series R Preferred Shares issued upon conversion of Series Q Preferred Shares, acquired by certain holders, including "restricted financial institutions" (as defined in the Act), registered or licensed investment dealers or corporations controlled by one or more of the foregoing, will generally not be held as capital property by such holders and will be subject to special "mark-to-market" rules.

The summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular investor. Accordingly, prospective purchasers are urged to consult their own tax advisors with respect to their particular circumstances.

This summary is based upon the current provisions of the Act, the regulations thereunder, all specific proposals to amend the Act and the regulations publicly announced by the Minister of Finance prior to the date hereof and the administrative practices published by Revenue Canada, Customs, Excise and Taxation. This summary does not otherwise take into account any changes in law, whether by legislative, governmental or judicial decision or action, nor does it take into account or consider any provincial, territorial or foreign income tax considerations.

Taxation of Dividends

Dividends (including deemed dividends) received on the Series Q Preferred Shares and Series R Preferred Shares by an individual will be included in the individual's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations.

Dividends (including deemed dividends) received on the Series Q Preferred Shares and Series R Preferred Shares by a corporation other than a "specified financial institution", as defined in the Act, will be included in computing the corporation's income and will generally be deductible in computing the taxable income of the corporation.

Dividends (including deemed dividends) received on the Series Q Preferred Shares and Series R Preferred Shares by a corporation that is a "specified financial institution", within the meaning of the Act, will be included in computing the corporation's income and will generally be deductible in computing the corporation's taxable income, provided the Series Q Preferred Shares and Series R Preferred Shares are not "term preferred shares" within the meaning of the Act at the time the dividend is paid. A share may be considered a term preferred share if, as a consequence of its terms or conditions, the issuing corporation or any person related thereto "may reasonably be expected at any time to redeem, acquire or cancel, in whole or in part, the share or reduce its paid-up capital". RBC Dominion Securities Inc. has delivered its opinion of even date herewith that the terms and conditions of the Series Q Preferred Shares and Series R Preferred Shares are not such that, as a consequence of such terms and conditions, BCE or a person related thereto may reasonably be expected at any time to redeem, acquire or cancel in whole or in part any of the Series Q Preferred Shares and Series R Preferred Shares or to reduce its paid-up capital. Based on and relying on such opinion, the Series Q Preferred Shares and Series R Preferred Shares will not be, in the opinion of counsel, term preferred shares.

A private corporation, as defined in the Act, or any other corporation controlled by or for the benefit of an individual or a related group of individuals, will generally be liable to pay a 25% refundable tax under Part IV of the Act on dividends received (or deemed to be received) on the Series Q Preferred Shares and Series R Preferred Shares to the extent such dividends are deductible in computing its taxable income. Under proposals to amend the Act tabled in the federal budget of February 27, 1995, and released again as draft legislation on July 19, 1995, the rate of Part IV tax is to be increased to 33^{1/3} % effective July 1, 1995.

The Series Q Preferred Shares and Series R Preferred Shares are "taxable preferred shares" as defined in the Act. The terms of the Series Q Preferred Shares and Series R Preferred Shares require BCE to make the necessary election under Part VI.1 of the Act so that corporate shareholders will not be subject to tax under Part IV.1 of the Act on dividends paid (or deemed to be paid) by BCE on the Series Q Preferred Shares and Series R Preferred Shares. Consequently, provided that such election is made, dividends on the Series Q Preferred Shares and Series R Preferred Shares received (or deemed to be received) by corporations, including "specified financial institutions", will not be subject to the 10% tax payable under Part IV.1 of the Act.

Dispositions of Series Q Preferred Shares and Series R Preferred Shares

A holder who disposes of or is deemed to dispose of Series Q Preferred Shares and/or Series R Preferred Shares will generally realize a capital gain (or sustain a capital loss) to the extent that the holder's proceeds of disposition, net of any costs of disposition, exceed (or are less than) the adjusted cost base of such shares to the holder. If the holder is a corporation, any capital loss may in certain circumstances be reduced by the amount of certain dividends, including certain deemed dividends, which have been received on the Series Q Preferred Shares and/or Series R Preferred Shares. Analogous rules apply to a partnership or trust of which a corporation is a member or beneficiary.

Redemption of Series Q Preferred Shares and Series R Preferred Shares

If BCE redeems Series Q Preferred Shares and/or Series R Preferred Shares, or otherwise acquires or cancels Series Q Preferred Shares and/or Series R Preferred Shares (other than by a purchase in the open market in the manner in which shares are normally purchased by any member of the public in the open market), the holder will be deemed to have received a dividend equal to the amount, if any, paid by BCE in excess of the paid-up capital of such shares at such time as computed for purposes of the Act. The amount of any such deemed dividend will generally not be included in computing the holder's proceeds of disposition for purposes of computing the capital gain or loss arising on disposition of such Series Q Preferred Shares and/or Series R Preferred Shares. In the case of a corporate holder, it is possible that in certain circumstances all or part of any such deemed dividend may be treated as proceeds of disposition and not as a dividend.

Conversion of Series Q Preferred Shares and Series R Preferred Shares

The conversion of the Series Q Preferred Shares into Series R Preferred Shares and of the Series R Preferred Shares into Series Q Preferred Shares will not constitute a disposition thereof and the cost to the holder of the Series Q Preferred Shares or Series R Preferred Shares, as the case may be, acquired on the conversion will be the adjusted cost base to the holder of the converted Series Q Preferred Shares or Series R Preferred Shares, as the case may be, immediately before the conversion.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Series Q Preferred Shares offered hereunder is Montreal Trust Company at its principal offices in St. John's, Halifax, Charlottetown, Saint John, Montreal, Toronto, Winnipeg, Regina, Calgary, Edmonton and Vancouver.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in several of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages must be exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF BCE Inc.

Dated: November 10, 1995

The foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland. This short form prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed, as required by the securities laws of Quebec.

(Signed) L.R. Wilson
Chairman, President and
Chief Executive Officer

(Signed) R.W. Osborne
Executive Vice-President and
Chief Financial Officer

On behalf of the Board of Directors:

(Signed) W. Chippindale
Director

(Signed) L.B. Vaillancourt
Director

CERTIFICATE OF UNDERWRITERS

Dated: November 10, 1995

To the best of our knowledge, information and belief, the foregoing, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities laws of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Prince Edward Island, Nova Scotia and Newfoundland. To our knowledge, this short form prospectus, as supplemented by the permanent information record, contains no misrepresentation that is likely to affect the value or the market price of the securities to be distributed, as required by the securities laws of Quebec.

**RBC Dominion Securities
Inc.**

by: (signed)
J.S. Drummond

Nesbitt Burns Inc.

by: (signed)
L. Fraquelli

**CIBC Wood Gundy
Securities Inc.**

by: (signed)
David Clifford

ScotiaMcLeod Inc.

by: (signed)
Steven Abrams

**Lévesque Beaubien
Geoffrion Inc.**

by: (signed)
P. Béland

**Midland Walwyn
Capital Inc.**

by: (signed)
K. MacKinnon

**Richardson Greenshields
of Canada Limited**

by: (signed)
P. Matuszewski

**Toronto Dominion
Securities Inc.**

by: (signed)
J. Grandy

**First Marathon
Securities Limited**

by: (signed)
A. Denis

**Gordon Capital
Corporation**

by: (signed)
L.H. Goth

The following includes the names of all persons having an interest either directly or indirectly, to the extent of not less than 5% in the capital of:

RBC Dominion Securities Inc.: RBC Dominion Securities Limited, a majority-owned subsidiary of a Canadian chartered bank;

Nesbitt Burns Inc.: The Nesbitt Burns Corporation Limited, a majority-owned subsidiary of a Canadian chartered bank;

CIBC Wood Gundy Securities Inc.: wholly-owned subsidiary of The CIBC Wood Gundy Corporation, a majority-owned subsidiary of a Canadian chartered bank;

ScotiaMcLeod Inc.: wholly-owned by a Canadian chartered bank;

Lévesque Beaubien Geoffrion Inc.: wholly-owned by Lévesque, Beaubien and Company Inc., a majority-owned subsidiary of a Canadian chartered bank;

Midland Walwyn Capital Inc.: wholly-owned by Midland Walwyn Inc.;

Richardson Greenshields of Canada Limited: wholly-owned by Richardson Greenshields Limited;

Toronto Dominion Securities Inc.: wholly-owned subsidiary of a Canadian chartered bank;

First Marathon Securities Limited: wholly-owned subsidiary of First Marathon Inc.; and

Gordon Capital Corporation: J.R. Connacher, J.N. Green, R. Li, R.S. Lloyd and D.G. Nelson;