

Bell Aliant Inc.  
Form 425  
July 23, 2014

BCE to Privatize Affiliate  
Bell Aliant  
Analyst Conference Call  
July 23, 2014  
Filed by BCE Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
Subject Company: Bell Aliant Inc.  
Commission File Number of Bell Aliant Inc. 132-02786

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Safe Harbour Notice

Certain statements made in this presentation are forward-looking statements. These statements include, without limitation, statements

issued

and

outstanding

common

shares

of

Bell

Aliant

Inc.

( Bell

Aliant )  
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Privatization )  
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flow accretion) and operational, competitive and cost efficiencies expected to result from the Proposed Privatization, the anticipated strategic imperatives, the expected sources of funding of the Proposed Privatization, Bell Canada's updated net leverage ratio within the new updated target range, the nature and value of investments expected to be made in Atlantic Canada over the next five years, the following:  
the  
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business  
outlook,  
objectives,  
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strategic  
priorities,

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statements  
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are not historical facts. All such forward-looking statements are made pursuant to the safe harbour provisions of applicable Canadian Securities  
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forward-looking statements. As a result, we cannot guarantee that any forward-looking statement will materialize and we caution  
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of the Proposed Preferred Share Exchange, that a sufficient percentage of preferred shares of Prefco, are deposited by the holder of the Exchange is conditional upon the successful completion of the purchase by BCE of Bell Aliant's common shares pursuant to the achievement

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uncertainties including, without limitation, any required regulatory approvals or notifications. Accordingly, there can be no assurance

terms and conditions contemplated in this presentation. In addition, there can be no assurance that the strategic and financial benefits contemplated by the Proposed Transactions will be fully realized. The Proposed Transactions could be modified, restructured or terminated. The expected return of Bell Canada's pro forma net leverage ratio within its updated policy target range assumes, in particular, that the Proposed Transactions will result in a significant reduction of Bell Canada's level of indebtedness. Free cash flow generation is subject to the risk factors and assumptions disclosed in our 2013 Annual Report) as updated in BCE's 2014 first quarter MD&A dated May 5, 2014. Furthermore, the value of investments expected to be made will be maintained with the result that actual investment levels may differ from current levels. However, there can be no assurance that such investment levels will be maintained with the result that actual investment levels may differ from current levels. For additional information on assumptions and risks underlying certain of the forward-looking statements made in this presentation, please refer to the Proposed Transactions, as well as BCE's above-mentioned 2013 annual and 2014 first quarter MD&As, and BCE's press releases dated May 5, 2014, and, accordingly, are subject to change after such date. Except as may be required by Canadian securities laws, we do not intend to make any statement, whether as a result of new information, future events or otherwise. The terms EBITDA, EBITDA Margin, free cash flow, Adjusted EPS and Net Debt are non-GAAP financial measures and do not have any standardized meaning under IFRS. Therefore, they

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Refer  
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section

Non-GAAP

Financial  
Measures  
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BCE's  
2014

First  
Quarter  
MD&A

for  
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Notice to U.S. Securityholders

The  
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presentation

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at  
the  
SEC's  
Internet  
site  
([www.sec.gov](http://www.sec.gov)).



George Cope  
President & Chief Executive Officer  
BCE and Bell Canada  
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#### Transaction overview

Acquiring Bell Aliant's public minority common shares for \$3.95B or \$31 per common share

Implied transaction multiple of ~8.3x LTM EBITDA

Immediately accretive to FCF per share and EPS

Simplifies corporate operating structure and eliminates duplicate public company costs

Consistent with capital markets strategy

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CRTC and Industry Canada approvals are not required because there is no change in control of Bell Aliant, and no transfers of wireless spectrum licences

Closing of transaction expected by November 30, 2014  
Acquiring the public minority common shares of Atlantic  
Canada's leading communications provider

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Represents 11.6% premium to Bell Aliant's weighted-average closing share price on the TSX for the 20-day period ending July 22, 2014

Bell Aliant Q3 dividend that would otherwise have been payable on October 6, 2014 not being declared

Recommended unanimously by Independent Committee of Bell Aliant Board

~\$200M in annual run-rate FCF accretion after dividends

Supports dividend growth model

Strong investment grade credit rating maintained

Notification under the Competition Act

Privatization of Bell Aliant enables expedited broadband investment across Canada

Transaction supports a number of Bell's strategic imperatives

Invest in Broadband

Networks & Services

FCF accretion enables accelerated broadband investment across Canada

Investment of \$2.1B in Atlantic Canada over next 5 years

Improves efficiency of capital spend allocation

Significantly expands Bell's FTTH and IPTV footprints

~70% of total households with access to fibre-based broadband services

Increases number of IPTV-ready homes by 1M to reach 6M by YE2014

Expands Bell's FTTH footprint from 1M to ~2M homes

~\$100M of pre-tax annual operating and capital synergies

Eliminates duplicate public company costs, increasing productivity

Two most efficiently-run Canadian ILECs with combined wireline EBITDA margin of 39%

Improve Customer Service

Leverage Bell Aliant's excellent service reputation and Bell's scale to deliver advanced next generation services and applications to customers

Today announced acquisition of 2 new call centres, bringing 700 jobs to Bell Accelerate Wireless

Today announced next phase of national 4G LTE wireless rollout to more than 100 additional communities across the Atlantic region

Leverage Wireline

Momentum

Achieve a Competitive

Cost Structure

5

BCE revenue mix

(1)

(1)

Based on proportionate consolidation of Bell Aliant revenues (2014E)

Wireless

30%

Pro forma BCE revenue mix

(2)

Maintaining a high mix of growth services

(2)

Pro forma 100% of Bell Aliant (2014E)

Wireline

voice

18%

Wireless

31%

Wireline

Broadband

& TV

37%

Business

9%

Consumer

9%

Media

14%

Wireline

voice

20%

Wireline

Broadband

& TV

37%

Business

10%

Consumer

10%

Media

13%

~82%

Privatization of Bell Aliant maintains BCE's revenue mix of growth services essentially unchanged at ~80%, while moderating pace of overall NAS decline

~80%

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- 7
- Building on Bell Aliant's strong legacy in Atlantic Canada
- \$2.1B planned investment in Atlantic regions over next 5 years to enable the continued rollout of broadband wireline and wireless for consumers and business users
- Bell Aliant to maintain regional headquarters in Halifax with significant employee presence
- Bell Aliant brand being maintained in Atlantic Canada
- Significant ongoing investment
- Fibre roll-out to continue for consumers and business customers



Deployment of 4G LTE wireless network to more than 100 additional communities announced today

Expansion of call centre footprint announced today

Regional telecom operations in rural Ontario and rural Québec to benefit from ongoing investments in broadband networks, data hosting and service initiatives

BCE committed to maintaining a strong local presence and significant investment in Bell Aliant territories

Karen Sheriff  
President & Chief Executive Officer  
Bell Aliant  
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Significant value crystallized for Bell Aliant shareholders

Transaction creates immediate value

\$31 offer price represents 11.6% premium to Bell Aliant's weighted-average closing share price on the TSX for the 20-day period ending July 22, 2014

Attractive valuation multiple of ~8.3x LTM EBITDA

Tax-free roll-over election for taxable Canadian resident Bell Aliant shareholders

Enhances

long-term  
value  
potential  
through  
opportunity  
to  
acquire  
ownership  
in  
BCE

Enables participation in superior growth potential of a company with a strong mix of growth assets

BCE dividend with ~5% yield with a track record of annual dividend growth

Attractive investment-grade credit profile underpinned by strong BCE balance sheet

\$31 offer price at the high end of independent valuation range of \$27 to \$31.50 per share

Independent directors unanimously recommend Bell Aliant shareholders tender their shares to the offer  
Transaction crystallizes attractive valuation and provides Bell  
Aliant shareholders opportunity to benefit from BCE growth

Siim Vanaselja  
Executive Vice-President & Chief Financial Officer  
BCE and Bell Canada  
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\$3.95B total value for Bell Aliant public  
minority common shares

Represents a \$410M premium to the 20-day  
volume weighted average price as of July 22

Transaction multiple of ~8.3x LTM EBITDA

Aggregate consideration a combination of  
cash  
(25%)

and  
BCE  
common  
equity  
(75%)

Aggregate cash component of ~\$1B

Fixed exchange ratio for equity component of  
0.4778 of a BCE share per Bell Aliant share  
Accretive transaction that supports BCE's dividend growth model  
and strategic imperatives  
Key transaction details

Bell Aliant public minority shareholders to  
receive ~61M BCE common shares

Bell Aliant shareholders to own ~7% of pro forma  
BCE common equity

Bell Aliant preferred shareholders to also  
be offered an exchange for BCE preferred  
shares on equivalent financial terms

Completion of privatization not conditional upon  
Preferred Equity exchange transaction

Transaction subject to more than 50% of  
common shares held by public minority  
shareholders being tendered and  
notification under the Competition Act

Tax-free rollover election afforded to  
Canadian resident Bell Aliant shareholders  
Tender Offer

Election

Per Bell Aliant  
common share

Option 1\*

\$31 in cash

Option 2\*

0.6371 of a BCE common share

Option 3

\$7.75 in cash and 0.4778 of a  
BCE common share

\* Subject to proration

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Financing structure overview

Financing structure maintains strong liquidity position and financial flexibility

Uses

Bell

Aliant

net

debt

rollover

(1)

2,888

Bell Aliant preferred shares



618  
 BCE equity rollover stake (100.4M shares @ \$31/share)  
 3,112  
 Minority common shares (127.5M shares @ \$31/share)  
 3,951  
 Total uses  
 10,569  
 Sources  
 Bell Aliant net debt rollover  
 2,888  
 Bell Aliant/BCE preferred share exchange  
 618  
 BCE equity stake rollover  
 3,112  
 Cash & available liquidity  
 988  
 Issuance of BCE common equity  
 2,963  
 Total funding  
 10,569  
 Estimated financing structure (\$M)

\$3.95B funding requirement for  
 acquisition of public minority common  
 shares

~\$1B of debt to fund cash component

~61M BCE common shares to be issued

~840M post-closing BCE common shares  
 outstanding

(1)  
 Net of cash on hand

13

(1)

YE2014 estimates

(2)

Net Debt includes capital leases, 50% of preferred shares and A/R securitization

(3)

Standalone EBITDA is inclusive of Bell Aliant dividends to BCE

(4)

Net interest includes 50% of preferred share dividends and A/R securitization costs

Balanced transaction financing structure

Strong investment grade credit profile preserved

Significant additional debt capacity available within  
current investment grade ratings category

Strong liquidity position

Liquidity in excess of \$3B

Ease of access to capital markets

Increasing net leverage ratio target range to  
1.75x-2.25x from 1.5x-2.0x

Aligned to strong investment-grade ratings and peers

Rating agency thresholds have also increased since  
original targets were established in 2009

Supported by Bell's improved business risk profile,  
larger scale and strong FCF generation

Pro forma net leverage of ~2.55x at closing expected  
to return within revised target range through growth in  
FCF and applying FCF after dividends to deleveraging

No change to interest coverage ratio, which remains  
very strong and well above target range of >7.5x

Strong investment grade credit profile maintained

Maintaining a strong credit profile with significant financial flexibility

Standalone

Pro forma

Net debt

(2)

\$17.0B

~\$21.2B

Net leverage

(3)

~2.35x

~2.55x

Interest coverage

8.8x

~8.1x

Bell credit profile

(1)

Bell credit metrics	Current	Revised
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Net debt/Adj. EBITDA		
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(2), (3)

1.5x-2.0x

1.75x-2.25x

Adj.

EBITDA/Net  
interest  
(4)  
>7.5x  
No change

14

Significant free cash flow benefit

Run-rate annual FCF accretion after dividends  
of ~\$200M, excluding integration costs

~\$100M in expected pre-tax annual synergies

Enables capital allocation efficiencies

No impact on 2014 financial guidance

No change to Bell revenue growth, EBITDA growth

or capital intensity

No change to BCE Adjusted EPS as we already  
fully consolidate Bell Aliant

No change to BCE FCF guidance; however, with  
this transaction BCE's FCF will include 100% of Bell  
Aliant's FCF rather than just its share of Bell Aliant  
dividends received

FCF accretion

(1)

(\$M)

Bell Aliant standalone FCF

~500

Bell Aliant dividends to Bell

~(190)

Incremental FCF acquired

~310

Synergies (after-tax)

~75

Interest on transaction financing (after tax)

~(35)

FCF accretion (before dividends)

~350

Dividends on BCE shares issued

~(150)

FCF accretion (after dividends)

~200

(1)

2015 analyst consensus estimate for Bell Aliant standalone FCF; run-rate 2015  
annualized amounts for all other items.

Transaction provides significant FCF benefit, supporting  
continued capital investment and dividend growth model

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Next steps

Mid-August

Mailing of Bell tender offer and Bell Aliant director circulars

2

nd

half of September

Tender offer expiration

Take-up and payment by BCE of tendered shares if more than 50% of  
public minority shares tendered

Offer may be extended if less than 90% of shares tendered

Expected completion of Bell Aliant privatization if more than 90% of  
public minority shares tendered  
Early October

Mailing  
of  
Bell  
Aliant  
proxy  
circular  
if  
more  
than  
50%,  
but  
less  
than  
90% of public minority shares tendered  
Mid-November

Bell Aliant shareholder meeting to approve privatization (if necessary)

BCE to vote its shares, including those tendered, in favour of the  
privatization of Bell Aliant  
By November 30

Expected completion of Bell Aliant privatization transaction

\* Above steps for common share offer. Similar timeline for preferred share offer.