

**COUNTERPART TO AND FORMING PART OF THE SHAREHOLDERS AGREEMENT OF TVN NIAGARA INC. (“TVN”) DATED THE 21<sup>ST</sup> DAY OF OCTOBER, 2003, AS AMENDED BY THE AMENDING SHAREHOLDERS AGREEMENT DATED THE 26<sup>TH</sup> OF JANUARY, 2004, AS FURTHER AMENDED BY THE SECOND SHAREHOLDERS AMENDING AGREEMENT DATED THE 18<sup>TH</sup> DAY OF FEBRUARY, 2005 (COLLECTIVELY, THE “SHAREHOLDERS AGREEMENT”)**

**WHEREAS** the undersigned and others (collectively, the “**Covenantors**”) have offered to subscribe for common shares in the capital of TVN arising from the release by Charles Juravinski of his entitlement to common shares in the capital of TVN;

**AND WHEREAS** upon acceptance by TVN of the subscription for common shares in the capital of TVN, the undersigned will be a shareholder of TVN and a Contribution Shareholder (as that term is defined in the Shareholders Agreement);

**AND WHEREAS** the Shareholders Agreement of TVN requires the undersigned to agree to be bound by the terms of the Shareholders Agreement and to assume a Contribution Proportionate Share (as that term is defined in the Shareholders Agreement) of the liabilities, obligations and agreements of Charles Juravinski to and in favour of TVN and its shareholders as fully and effectively as if the undersigned had originally executed the Shareholders Agreement;

**THIS COVENANT** is made in consideration of ONE DOLLAR (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged;

The terms of this Covenant are as follows:

1. The undersigned covenants and agrees with TVN and all other Covenantors and shareholders of the Corporation to be bound by all of the terms and conditions of the Shareholders Agreement.
2. The undersigned further covenants and agrees to assume a Contribution Proportionate Share (as that term is defined in the Shareholders Agreement) of the liabilities, obligations and agreements of Charles Juravinski to and in favour of TVN and its shareholders as fully and effectively as if the undersigned had originally executed the Shareholders Agreement.
3. This Covenant shall remain in full force and effect until the Covenant is terminated by the consent in writing of all other shareholders of TVN.
4. The undersigned agrees that after execution and upon acceptance of the undersigned’s subscription agreement by TVN, this Covenant shall be attached and form part of the Shareholders Agreement.

5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:

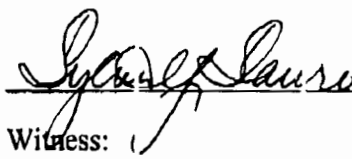
\_\_\_\_\_  
Witness:

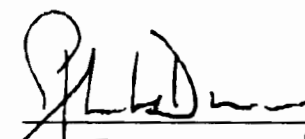
\_\_\_\_\_  
Name:  
Address:

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DATED the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:

  
Witness: \_\_\_\_\_

  
Name: Robert Kaplan  
Address: 55 A Aram Rd  
St 301  
Tomb, under power of Attorney  
from Robert Kaplan.

5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

DATED the 18<sup>th</sup> day of February, 2005.

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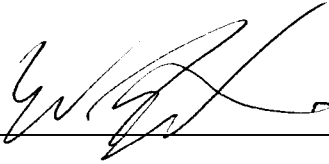
Dawn Wall  
DAWN WALL  
Witness:

Emanuel Butler  
Name: EMANUEL BUTLER  
Address: 901-195 ST. PATRICK ST  
TORONTO, ON M5T 2Y8

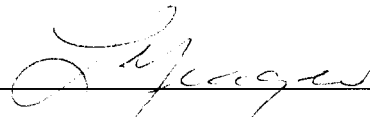
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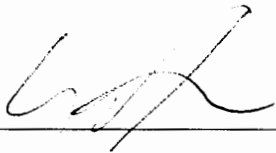
Name: ANNELORE YEAGER

Address: 95 ERION Rd  
ST. CATH. OW.  
L2W 1A9

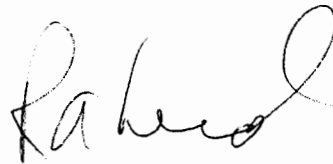
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**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



Name: ROBERT WOODRUFF

Address: 24 WOODRUFF AVE  
ST. CHARLES, MO  
63075

5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



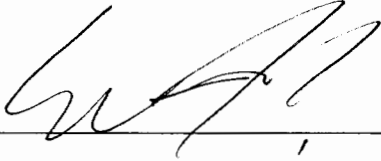
Name: G.W. MCPHERSON

Address: 472. CAROL ST.  
ST. CATHARINES, ON.  
L2N 2H5.


5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



Name: Alan Smickland

Address: 7 BRASSETT CIRCLE

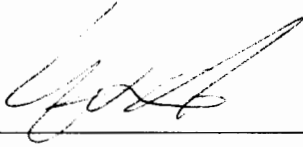
ST. CATHERINES, MT  
L277 705



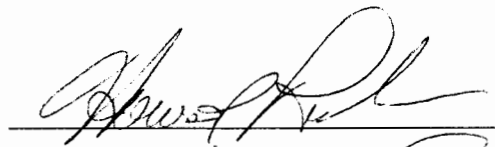
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**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



Name:

Howard Rubin

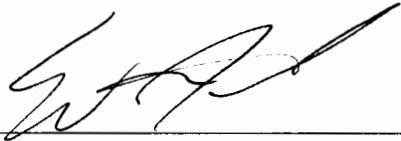
Address:

32 English Way  
Toronto Ontario  
M2H 3K5

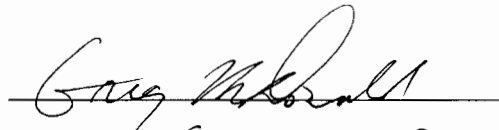
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**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



Name: GREG McDONALD

Address: 5 BARBICAN TRAIL  
ST. CATHARINES, ONT.  
L2T 3Z9


5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

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Witness:



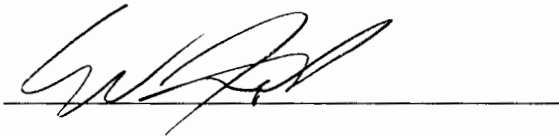
Name: MILAN Stenter

Address: 8 Chancel Circle  
St-Catherine  
(2A-67A)


5. This Covenant is binding upon the heirs, executors, administrators and assigns of the undersigned and shall enure to the benefit of TVN, its shareholders, the other Covenantors and their respective heirs, executors, administrators and assigns.

**DATED** the 18<sup>th</sup> day of February, 2005.

Signed, Sealed and Delivered in the presence of:



Witness:



Name: *CASEY BRUNGS*

Address: *107 RIVERWAY 125 BOX 442  
CRYSTAL ISLAND, CA  
LOS 1180*