

2001

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

**FORM 40-F/A  
AMENDMENT NO. 1 TO FORM 40-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934  
OR  
 ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2001** Commission File Number **1-7274**

**Bell Canada**  
*(Exact name of Registrant as specified in its charter)*

**Canada**  
*(Jurisdiction of incorporation or organization)*

**4813**  
*(Primary Standard Industrial Classification Code Number (if applicable))*

**98-0032398**  
*(I.R.S. Employer Identification Number (if applicable))*

**1000 rue de La Gauchetière Ouest, Bureau 4100, Montreal, Quebec, Canada H3B 5H8, (514) 397-7000**  
*(Address and telephone number of Registrant's principal executive offices)*

**CT Corporation System, 111 Eighth Avenue, 13<sup>th</sup> Floor, New York, N.Y. 10011, (212) 894-8940**  
*(Name, address (including zip code) and telephone number (including area code) of agents for service in the United States)*

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**Title of each class**

**7 ¾% Debentures, Series EL, Due 2006**

**9.5% Debentures, Series ES, Due 2010**

For annual reports, indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**At December 31, 2001, 348,316,829 common shares and 44,000,000 Class A Preferred Shares**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes . . . . . No . . . . .X. . . . .

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes . . . . .X. . . . . No . . . . .

## **EXPLANATORY NOTE**

Bell Canada is filing this Amendment No. 1 to its Annual Report on Form 40-F for the year ended December 31, 2001 to add its Annual Information Form for the year ended December 31, 2001.

### **PRIOR FILINGS MODIFIED AND SUPERSEDED**

Bell Canada's Annual Report on Form 40-F for the year ended December 31, 2001, as amended by Amendment No. 1 thereto, (the "Annual Report on Form 40-F"), at the time of filing with the Securities and Exchange Commission, modifies and supersedes all prior documents filed pursuant to Sections 13, 14 and 15(d) of the Securities Exchange Act of 1934, for purposes of any offers or sales of any securities after the date of such amended filing pursuant to any Registration Statement or Prospectus filed pursuant to the Securities Act of 1933 which incorporates by reference the Annual Report on Form 40-F. Other than Bell Canada's Annual Information Form for the year ended December 31, 2001 and Bell Canada's consolidated audited annual financial statements and management's discussion and analysis for the same period specifically incorporated by reference in the Annual Report on Form 40-F, no other information from the Exhibits to the Annual Report on Form 40-F is to be incorporated by reference in a Registration Statement or Prospectus filed pursuant to the Securities Act of 1933.

### **UNDERTAKING**

Bell Canada undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

### **WEB SITE INFORMATION**

Notwithstanding any reference to Bell Canada's and BCE Inc.'s sites on the World Wide Web in the documents attached hereto, the information contained in Bell Canada's and BCE Inc.'s sites or any other site on the World Wide Web referred to in Bell Canada's or BCE Inc.'s site is not a part of this Form 40-F and, therefore, is not filed with the Commission.

### **STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Bell Canada has made in the documents filed as part of this annual report, and from time to time may otherwise make, forward-looking statements and related assumptions concerning its operations, economic performance and financial matters. Bell Canada is under no duty to update any of these forward-looking statements or related assumptions. Actual results or events could differ materially from those set forth in, or implied by, the forward-looking statements and the related assumptions due to a variety of factors. Reference is made to the section entitled "Forward-looking statements" on pages 18 to 20 of the attached Bell Canada Annual Information Form for the year ended December 31, 2001 for a discussion of certain of such factors.

## SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Montreal, Province of Quebec, Canada.

**Bell Canada**

A handwritten signature in black ink, appearing to read "M. Boychuk", written in a cursive style.

Michael T. Boychuk  
Vice-President and Treasurer

Dated: April 30, 2002