

M**COMPANIES FORM No. 395****395**

2.3627 / 13

Particulars of a mortgage or charge

Pursuant to Section 395 of the Companies Act 1985

To the Registrar of Companies

Company Number

4

02285739

Name of Company**CINAR LIMITED****Date of creation of the charge****28 JULY 2006****Description of the instrument creating or evidencing the charge (Note 2)****RENT DEPOSIT DEED****Amount secured by the mortgage or charge**

Payment by the Lessee on the due dates of all the rents payable under the Lease dated 28 July 2006 made between Octagon Properties Limited (1) Cinar Limited (2) relating to Second Floor, Elvaston Place, London SW7 (the "Lease") and

Payment by the Lessee of any sums which may become due to the Lessor from time to time under the Lease and

Compliance by the Lessee over the covenants and conditions contained in the Lease and the Rent Deposit Deed of 28 July 2006 made between the same parties as the Lease.

Names and addresses of the mortgagees or persons entitled to the charge**Octagon Properties Limited****11 Elvaston Place****London****Post Code****SW7****Presenter's name address and reference (if any):**

Clifford Harris & Co, Solicitors
P O Box 4UA
51 Welbeck Street,
London W1A 4UA
Ref: MS/21830/C

Time critical reference**For official Use**
Mortgage Section

Post Room



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COMPANIES HOUSE 09/08/2006

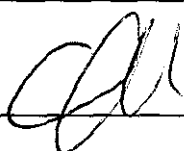
Short particulars of all the property mortgaged or charged

Rental Deposit in the sum of £10,895.00 plus notional amount of VAT thereon if payable and the interest thereon or other sums deposited in the Rent Deposit account as provided for by the terms of the said Rent Deposit Deed dated 28 July 2006.

Particulars as to commission allowance or discount (Note 3)

Nil.

Signed:



Date:

8/8/06

On behalf of Chargee

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situate and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. Of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02285739

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT RENT DEPOSIT DEED DATED THE 28th JULY 2006 AND CREATED BY CINAR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO OCTAGON PROPERTIES LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th AUGUST 2006.

P. Unwin



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES