

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

IN RE CINAR CORPORATION  
SECURITIES LITIGATION

Master File No. 00 Civ. 1086 (RJD) (JMA)

This Document Relates To:  
THE SECURITIES CLASS ACTIONS

MDL No. 1362  
CLASS ACTION

PROOF OF CLAIM AND RELEASE  
FOR AMERICAN SETTLEMENT CLASS MEMBERS

NOTE: ONLY THOSE PERSONS AND ENTITIES WHO DURING THE PERIOD APRIL 8, 1997 THROUGH MARCH 10, 2000 PURCHASED CLASS A AND/OR CLASS B STOCK OF CINAR CORPORATION ("CINAR") AND/OR ARE THE LEGAL REPRESENTATIVES OR SUCCESSORS IN INTEREST TO SUCH PERSONS AND ENTITIES, ARE ENTITLED TO FILE A CLAIM AGAINST THE SETTLEMENT FUND [BUT EXCLUDING DEFENDANTS, MEMBERS OF THE IMMEDIATE FAMILY OF EACH OF THE DEFENDANTS, ANY PARTNER, PERSON, FIRM, TRUST, CORPORATION, OFFICER, DIRECTOR OR OTHER INDIVIDUAL OR ENTITY IN WHICH ANY DEFENDANT HAS A CONTROLLING INTEREST OR WHICH IS RELATED TO OR AFFILIATED WITH ANY OF THE DEFENDANTS, AND THE LEGAL REPRESENTATIVES, AGENTS, AFFILIATES, HEIRS, SUCCESSORS-IN-INTEREST OR ASSIGNS OF ANY SUCH EXCLUDED PARTY.]

PURSUANT TO THE ORDER OF THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK, DATED JULY 25, 2002, IN ORDER TO BE ELIGIBLE TO HAVE YOUR CLAIM CONSIDERED, YOU MUST COMPLETE THIS FORM AND MAIL IT BY *FIRST-CLASS MAIL, POSTAGE PREPAID, NO LATER THAN DECEMBER 31, 2002, TO:*

Claims Administrator  
CINAR Securities Litigation  
c/o Berdon LLP  
P.O. Box 9014  
Jericho, New York 11753-8914

EVEN IF YOU DO NOT SUBMIT THIS PROOF OF CLAIM AND RELEASE, YOU WILL NEVERTHELESS BE BOUND BY THE TERMS OF THE SETTLEMENT AND THE FINAL ORDER AND JUDGMENT ENTERED BY THE COURT, UNLESS YOU TIMELY AND VALIDLY EXCLUDE YOURSELF FROM THE CLASS.

Instructions:

1. Do not submit this Proof of Claim if you did not purchase or otherwise acquire CINAR Class A and/or CINAR Class B stock during the period from April 8, 1997 through March 10, 2000 (the "Settlement Class Period").

2. Unless indicated otherwise, this Proof of Claim adopts all defined terms set forth in the Notice of Pendency of Class Action, Proposed Partial Settlements and Settlement Hearing (the "Notice").

3. If you are acting in a representative capacity on behalf of an American Settlement Class member (e.g., as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that American Settlement Class member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.

4. Copies of required documentation must be annexed to this Proof of Claim. Documentation establishing evidence of all purchases and sales identified include brokers' confirmation slips, monthly account statements, relevant portions of your income tax returns, or other documents evidencing each purchase, acquisition, sale or retention of CINAR stock. A complete list of acceptable supporting documentation can be found on the Claims Administrator's website at [www.berdonllp.com/claims](http://www.berdonllp.com/claims).

**IMPORTANT: FAILURE TO ATTACH THE DOCUMENTS REQUESTED HEREIN OR TO LIST ALL PURCHASES AND SALES OF CINAR CLASS A AND/OR CLASS B STOCK DURING THE SETTLEMENT CLASS PERIOD MAY DELAY OR PREVENT YOU FROM RECEIVING ANY DISTRIBUTION TO WHICH YOU MAY BE ENTITLED UNDER THE SETTLEMENTS.**

5. For purposes of determining an American Settlement Class members' losses on shares purchased during the Settlement Class Period, shares sold during the period will be matched chronologically to, first shares held as of the close of trading on April 7, 1997, then to shares purchased during the period.

6. The date upon which securities are deemed to have been purchased or sold is the "contract" or "trade" date, as distinguished from the "settlement" or "payment" date.

7. The price per share of purchases and sales shall be exclusive of brokerage commissions, fees and taxes.

8. All profits will be subtracted from all losses to determine the net Recognized Loss of each Authorized Claimant.

9. No payment will be made on any claims where the potential distribution is \$5.00 (U.S.) or less, but the Authorized Claimant will otherwise be bound by the final judgment entered by the U.S. Court.

10. Any claim submitted that contains more than 70 transactions must be filed electronically on (a) a 3 1/2" diskette; (b) a CD-ROM; or (c) ZIP media. The data must be provided in a spreadsheet (MS Excel 4.0) or in ASCII fixed length text files. For complete filing instructions, please refer to [www.berdonllp.com/claims](http://www.berdonllp.com/claims) and click on "Electronic Filing."

**I. CLAIMANT IDENTIFICATION:**

**IN RE CINAR CORP SECURITIES LITIGATION**

*Please Type or Print*

Beneficial Owner's Name *(as it appears on your brokerage statement)*

Joint Beneficial Owner's Name *(as it appears on your brokerage statement)*

Street Address

City

State

Zip Code

Social Security No. (American)

Taxpayer Identification No. (American)

Check one:

Individual

Corporation

Partnership

Estate

Trust

Custodian

Nominee

Guardian

IRA

Other:

Area Code

Telephone Number

(Work)

Area Code

Telephone Number

(Home)

Facsimile Number

E-Mail Address

Record Owner's Name & Address *(if different from beneficial owner listed above)*

II. SCHEDULE OF TRADING ACTIVITY:

A. State the total number of shares of CINAR Class A and/or Class B stock owned at the close of trading on April 7, 1997, long or short (*must be documented*):

Class A Class B

B. Separately list each and every purchase of CINAR Class A and/or Class B stock during the period April 8, 1997 through March 10, 2000, and provide the following information (*must be documented*):

Trade Date <i>(list chronologically)</i>	Indicate "A" for Class A; <u>"B" for Class B</u>	Number of Shares <u>Purchased</u>	Price Per Share <i>(excluding commissions, fees &amp; taxes)</i>
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C. Separately list each and every sale of CINAR Class A and/or Class B stock during the period April 8, 1997 through March 10, 2000, and provide the following information (*must be documented*):

Trade Date <i>(list chronologically)</i>	Indicate "A" for Class A; <u>"B" for Class B</u>	Number of Shares <u>Sold</u>	Price Per Share <i>(net of commissions, fees &amp; taxes)</i>
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D. State the total number of shares of CINAR Class A and/or Class B stock owned at the close of trading on March 10, 2000, long or short (*must be documented*):

Class A Class B

If you need additional space, attach the required information on separate sheets.  
Sign and print your name and Social Security or Tax ID Number on top of each page.

### III. RELEASE:

I (We) hereby acknowledge that upon the occurrence of the Effective Date (as defined in the Notice), my (our) signature(s) hereto will constitute a full, final, complete, irrevocable and unconditional release, remise and discharge by me (us) or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by each of my, our, its, his, her or their executors, administrators, predecessors, successors, parents, subsidiaries, directors, officers, partners, employees, principals, representatives, affiliates, agents, shareholders, and all of their past and present heirs, attorneys, accountants, and assigns and any person(s) they represent in any and every capacity whatsoever, for good and sufficient consideration, the receipt of which is hereby acknowledged, of any and all manner of claims, rights, actions, causes of action, suits, delicts, obligations, debts, demands, agreements, promises, liabilities, controversies, costs, expenses, and attorneys' fees whatsoever, or right of action, whether based on any federal or state or common law or other law, including the laws of Canada or any province thereof, whether foreseen or unforeseen, whether known or unknown, matured or unmatured, direct or indirect, liquidated or unliquidated, suspected or unsuspected, whether class or individual in nature, whether or not accrued and whether or not asserted in any litigation, including without limitation those based in statute, contract, tort or any body of law, arising out of or in any way relating to: the Actions or the subject matter of the Actions and which have been or could have been asserted in the Actions or any other proceeding against the Released Parties, defined below; and/or the purchase of CINAR Class A and/or Class B stock during the Settlement Class Period, including, but not limited to, any and all claims based on acts, failures to act, omissions, misrepresentations, facts, events, transactions, occurrences or other matters set forth, alleged, embraced by or otherwise referred to at any time in the Actions or any other proceeding against the Released Parties; and/or professional services Ernst & Young LLP (a Canadian partnership) or its predecessors, successors or affiliated firms provided or were engaged to provide and which have been or could have been asserted in the Actions; and/or any claims which have been, or could have been, or may hereafter be asserted in the Actions or any other proceeding against any of the Settling Defendants, Jeffrey Gerstein, the Settling Defendants' past or present parents, subsidiaries, affiliates (including, as to Ernst & Young LLP, all other Ernst & Young entities), predecessors, successors, and affiliated firms, and each of their present and former directors and officers (other than Hasanain Panju), employees, principals, partners, agents, attorneys, trustees, auditors, accountants, investment bankers, consultants, CINAR's insurers and their co-insurers and reinsurers, Ernst & Young LLP's insurers and their co-insurers and reinsurers, and each of their respective heirs, executors, administrators, predecessors, successors, assigns, members, stockholders, subrogees and servants (the "Released Parties"). In addition, I (we) also expressly waive to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by any law of any state, sovereign or jurisdiction, or principle of common law, which is similar, comparable or equivalent to California Civil Code Section 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM MUST HAVE MATERIALLY AFFECTED HIS SETTLEMENT WITH THE DEBTOR.

### IV CERTIFICATION:

I (We) understand that the information contained in this Proof of Claim is subject to such verification as the U.S. Court may direct, and I (we) agree to cooperate in any such verification. I (We) further agree and understand that if the proposed settlements are approved by the U.S. Court and become effective, all claims against the Released Parties which may have been or could have been asserted relating to the subject matter of this litigation will be satisfied, discharged and extinguished forever.

The undersigned hereby certifies that he/she/it believes in good faith that he/she/it is a member of the Class as defined in the Stipulations and the Notice, or is acting for such person; that he/she/it has read and

understands the contents of the Notice, that neither he/she/it nor any Estate or person represented by the undersigned, is a defendant in this action, a present or former officer or director of CINAR, or a present or former partner or employee of Ernst & Young LLP or a member of the immediate family (i.e., spouse, child or parent) of Marie-Josée Corbeil, Ronald A. Weinberg, Micheline Charest, Hasanain Panju, or any partner or employee of Ernst & Young LLP, or a legal representative, heir, successor or assignee of any of the foregoing excluded persons and entities; and he/she/it has not filed an effective Request for Exclusion seeking to be excluded from the Class; that he/she/it believes that he/she/it is entitled to receive a share of the Net Settlement Fund; and that he/she/it desires to participate in the proposed Settlement described in the Notice. Furthermore, the undersigned hereby certifies that he/she/it has not filed a Proof of Claim in Canada to participate in the Canadian Settlement Class, as that term is defined in the Stipulations, and hereby agrees that should he/she/it qualify as a member of the Class that he/she/it will be considered part of the American Settlement Class.

I (We) have read the foregoing Proof of Claim and affirm that the information contained herein, and the documents attached hereto, is true and correct to the best of my (our) knowledge, information and belief. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a) (i) (C) of the Internal Revenue Code. If I am (we are) signing on behalf of someone else, I (we) hereby certify and warrant that I am (we are) authorized to make this Proof of Claim. I (We) hereby warrant that I (we) have not previously sold, transferred, assigned or granted any interest in any of the claims released hereby to any other person or entity.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the word "NOT" in the certification above.

Signature of Claimant

(Print your name here)

Signature of Joint Claimant, if any

(Print your name here)

Signature of person signing on behalf of Claimant

(Print your name here)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Executor, President, Custodian, etc.)

Reminder Checklist:

1. Remember to sign the above Certification.
2. Remember to attach only copies of acceptable supporting documentation, a complete list of which can be found on our website.
3. Do not send originals of stock certificates.
4. Keep a copy of the completed Proof of Claim and Release for your records.
5. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested, or its equivalent.
6. If you move after submitting your claim form, please send us your new address.
7. If you have any questions concerning this form contact:

Claims Administrator  
CINAR Securities Litigation  
c/o Berdon LLP  
P.O. Box 9140  
Jericho, NY 11753-8914  
Telephone: (800) 766-3330  
Fax: (516) 931-0810  
Website: [www.berdonllp.com/claims](http://www.berdonllp.com/claims)

**THIS PROOF OF CLAIM *MUST BE SUBMITTED NO LATER THAN DECEMBER 31, 2002, AND MUST BE MAILED TO THE ADDRESS LISTED ABOVE.***