Purchaser's Assumption Agreement

Whereas_____ , ("Purchaser") has acquired from_____ ("Producer") the Production entitled_____("Production");

And whereas the Production was produced pursuant to Independent Production Agreement, covering Performers in Independent Production between the Canadian Film and Television Production Association (CFTPA), the Association des Producteurs de Film et de Television du Quebec (APFTQ) and the ACTRA Performers Guild (ACTRA) in effect from August 9, 1999 to December 31, 2001 (the "IPA");

The parties hereto agree as follows:

1.   The Purchaser is hereby bound by all continuing obligations contained in the IPA with respect to the Performers in the Production; and, without limiting the generality of the foregoing, the Purchaser will pay when due all payments required by the IPA to be paid by the Producer to or for the Performers in respect of the Production.

2.   As the Producer has executed a Security Agreement and financing statement in favour of ACTRA, the Purchaser acknowledges and agrees that its right to exploit the Production are subject and subordinate to ACTRA's Security Interest. ACTRA agrees that so long as all the continuing obligations contained in the IPA with respect to the Performers in the Production, are remitted in a timely manner, it will not exercise any rights under its Security Agreement which would in any way interfere with the Purchaser's rights in respect of the Production.

3.   The Purchaser will be relieved of its obligations to ACTRA upon any sale or other disposition of the Production only if the party which acquires the Production signs an Assumption Agreement in this form with Purchaser and ACTRA.

4.   ACTRA hereby relieves the Producer of its obligations under the IPA with respect to the Production.

Dated this_____day of _____ ,_____

Purchaser   Per:_____
                                                                   (print name / title)

ACTRA Performers Guild - Branch   Per:_____
                                                                   (print name / title / Branch)

The ACTRA Performers' Rights Society   Per: _____
                                                                   (print name / title)

Producer   Per: _____
                                                                   (print name / title)