

IN THE MATTER OF THE PROPOSAL OF MOVIE GALLERY CANADA INC.

MAR 1-11

March 1, 2011
S. Brotman for Proposal Trustee
M. Fleming & E. Shubin for Trustee Company

The Trustee has reported that, in all likelihood, there will be a full recovery, including interest for all creditors. The creditors were virtually unanimous in the vote. The Court to the ^{Trustee} ~~Trustee~~ advised that no adverse comment would be made in respect of its report.

The Proposal is approved.

The Court-Ordered Charges as defined in the 6th Report are discharge effective on the filing of the certified

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

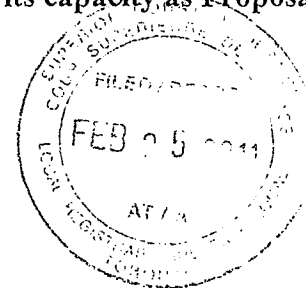
MOTION RECORD OF THE PROPOSAL
TRUSTEE
(Returnable March 1, 2011)

VOLUME 1 of 3

FASKEN MARTINEAU DuMOULIN LLP
333 Bay Street - Suite 2400
Toronto, ON M5H 2T6

Stuart Brotman (LSUC# 43430D)
R. Graham Phoenix (LSUC# 52650N)
Tel: 416 366 8381
Fax: 416 364 7813

Solicitors for A. Farber & Partners Inc.,
in its capacity as Proposal Trustee



The fees of the Trustee and its counsel are,
in my view, reasonable in the circumstances,
and are approved.

The activities and conduct of the Trustee
as set out in the 6th Report are
also approved.

Orders to pay in the form submitted

ATG
Treasurer