

**VOTING INSTRUCTION FORM
CINEPLEX GALAXY INCOME FUND**

SEE VOTING INSTRUCTIONS ON REVERSE
WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST
ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.

INTERNET VOTE: WWW.PROXYVOTE.COM
TELEPHONE VOTE: 1-800-474-7493

MEETING TYPE: SPECIAL MEETING
 MEETING DATE: THURSDAY, DECEMBER 02, 2010 AT 4:00 P.M. EST
 RECORD DATE: FOR HOLDERS AS OF OCTOBER 25, 2010
 PROXY DEPOSIT DATE: NOVEMBER 30, 2010
 ACCOUNT NUMBER: HRT3SSTA 01 OM
 CUSIP: 172453102 CUID: T770 C81 S71258 010 E **CONTROL NO. : 555916747930**

APPOINTEE(S) GORD NELSON, ANNE FITZGERALD
 IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

PLEASE PRINT APPOINTEE NAME

VOTING RECOMMENDATIONS

- 1 - PASSING, WITH OR WITHOUT ALTERATION OR MODIFICATION, A SPECIAL>>>> FOR
 RESOLUTION APPROVING A PLAN OF ARRANGEMENT UNDER SECTION 182
 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) INVOLVING THE FUND,
 CINEPLEX GALAXY TRUST, CINEPLEX ODEON CORPORATION, CELP 2007
 INC., CELP 2007 LIMITED PARTNERSHIP, CINEPLEX ENTERTAINMENT
 CORPORATION, CINEPLEX ENTERTAINMENT LIMITED PARTNERSHIP,
 CINEPLEX INC. ("NEWCO") AND THE UNITHOLDERS OF THE FUND (THE
 "ARRANGEMENT"), PROVIDING FOR THE CONVERSION OF THE FUND FROM AN
 INCOME TRUST TO A CORPORATION;
 2 - PASSING, WITH OR WITHOUT ALTERATION OR MODIFICATION, A>>>> FOR
 RESOLUTION TO APPROVE, SUBJECT TO COMPLETION OF THE ARRANGEMENT,
 AMENDMENTS TO THE FUND'S UNIT OPTION PLAN (WHICH UNIT OPTION
 PLAN WILL BE ADOPTED BY NEWCO IF THE ARRANGEMENT IS COMPLETED)
 AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR.

NOTE THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH
 OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY
 ADJOURNMENT THEREOF.

NOTE THIS VOTING INSTRUCTION FORM SHOULD BE READ IN
 CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

NOTE ALL REFERENCES TO THE TERM "MANAGEMENT" ON THIS VOTING
 INSTRUCTION FORM OR IN THE TELEPHONE/INTERNET VOTING SYSTEMS
 SHOULD BE REPLACED BY THE TERM "TRUSTEE(S)".

THIS SPACE INTENTIONALLY LEFT BLANK.

ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLUE OR BLACK INK)

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CONTROL NO. : → 555916747930



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 NORTH QUINCY MA 02171

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 1 OF 1

AVENUE INVESTMENT MANAGEMENT
 PAUL HARRIS
 47 COLBORNE STREET, SUITE 300
 TORONTO, ON M5E 1P8
 CANADA

James
 Nov 15/10
 SIGNATURE(S) DATE (DD/MM/YY)
 * INVALID IF NOT SIGNED *