

**Financial Services
Commission
of Ontario**

Pension Plans Branch
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**Commission des
services financiers
de l'Ontario**

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5160 rue Yonge, 4e étage
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REGISTERED MAIL

July 20, 2007

CBS Pictures Canada Inc.
(Formerly Paramount Pictures (Canada) Inc.)
1515 Broadway Avenue, 45th Floor
New York NY 10036
USA

Attention: Ms. Betty Panarella
Vice President Development & Employee Benefits

Dear Ms. Panarella:

**Re: Retirement Plan for Salaried Employees of Famous Players Limited and Subsidiary
and Affiliated Companies, Registration Number 0552752**

Enclosed please find an Order under section 78(1) of the *PBA* consenting to a payment out of the Retirement Plan for Salaried Employees of Famous Players Limited and Subsidiary and Affiliated Companies, Registration Number 0552752.

Yours truly,

A handwritten signature in black ink that reads "Ann Marie Gumbs". The signature is written in a cursive style with a large initial "A".

Ann Marie Gumbs
Administrative Coordinator
Enclosure

c: J.A. Prestage, Blake, Cassels & Graydon LLP
Ari Kaplan, Koskie Minsky LLP
Nancy Su, Pension Plans Branch, FSCO

Superintendent of
Financial
Services



Surintendant des
services
financiers

IN THE MATTER OF the *Pension Benefits Act*, R.S.O. 1990,
c.P.8, as amended (the "*PBA*");

AND IN THE MATTER OF a Proposal by the Superintendent
of Financial Services to make an Order under section 78(1) of the
PBA consenting to a payment out of the **Retirement Plan for
Salaried Employees of Famous Players Limited and Subsidiary
and Affiliated Companies**, Registration Number 0552752

TO: **CBS Pictures Canada Inc. (formerly Paramount Pictures (Canada) Inc.)**
1515 Broadway Avenue, 45th Floor
New York, NY 10036
USA

Attention: Ms. Betty Panarella
Vice President Development & Pension Benefits

ORDER

ON or about December 21, 2006, CBS Pictures Canada Inc. (formerly Paramount Pictures (Canada) Inc.) (the "Applicant") applied to the Superintendent of Financial Services (the "Superintendent") for consent to the payment of surplus in the amount of \$18,423,400 as at September 30, 2006 plus adjustment for interest and expenses to the actual date of payment (the "Application"), from the Retirement Plan for Salaried Employees of Famous Players Limited and Subsidiary and Affiliated Companies (the "Plan"), Registration Number 0552752.

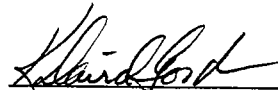
ON OR ABOUT March 30, 2007, the Superintendent issued a Notice of Proposal to consent to the application under section 78(1) of the *PBA*, effective only after the Applicant had satisfied the Superintendent that all benefits and any other payments to which members, former members, and any other persons entitled to such payments had been paid, purchased, or otherwise provided for.

NO REQUEST FOR A HEARING has been filed with the Financial Services Tribunal with respect to the Notice of Proposal by the Applicant or any other party within the time prescribed by section 89(6) of the PBA.

I, THEREFORE, for the reasons set out in the Notice of Proposal, consent to the payment from the Plan to the Applicant the amount of \$18,423,400 as at September 30, 2006, plus adjustment for interest and expenses to the actual date of payment.

THIS CONSENT IS EFFECTIVE ONLY AFTER the applicant satisfies me that all benefits and any other payments to which members, former members, and any other persons entitled to such payments have been paid, purchased, or otherwise provided for.

DATED at Toronto, Ontario, this *20th* day of *July*, 2007.



K. David Gordon
Deputy Superintendent, Pensions

cc: Blake, Cassels & Graydon LLP
Barristers & Solicitors
199 Bay Street, Box 25
Commerce Court West, Suite 2500
Toronto, Ontario
M5L 1A9

Attention: J.A. Prestage
Solicitors for the Applicant

Koskie Minsky LLP
Barristers & Solicitors
20 Queen Street West, Suite 900
Box 52
Toronto, Ontario
M5H 3R3

Attention: Ari Kaplan
Solicitors for Members