FOR IMMEDIATE RELEASE

CINEPLEX INC.
Reports Third Quarter Results

TORONTO, **Canada**, November 5, 2013 (TSX: CGX) - Cineplex Inc. ("Cineplex") today released its financial results for the three and nine months ended September 30, 2013.

Third Quarter Results

	2013	2012 (i)	Period over Period Change (ii)
Total Revenues	$298.4 million	$281.1 million	6.1 %
Attendance	19.0 million	18.3 million	3.6 %
Other Revenues	$38.8 million	$33.1 million	17.3 %
Net Income	$26.0 million	$51.7 million	-49.7%
Adjusted EBITDA (iii)	$57.9 million	$54.6 million	6.1 %
Adjusted EBITDA Margin (iii)	19.4 %	19.4 %	— %
Adjusted Free Cash Flow per Share (iii)	$ 0.7624	$ 0.5737	32.9 %
Earnings per Share ("EPS") - Basic	$ 0.41	$ 0.84	-51.2%
EPS excluding gain on acquisition - basic (iii)	$ 0.41	$ 0.45	-8.9%
EPS - Diluted	$ 0.41	$ 0.83	-50.6%
EPS excluding gain on acquisition - diluted (iii)	$ 0.41	$ 0.45	-8.9%

Year to Date Results

	2013	2012 (i)	Period over Period Change (ii)
Total Revenues	$848.1 million	$793.8 million	6.8%
Attendance	53.8 million	52.6 million	2.3%
Other Revenues	$103.4 million	$83.1 million	24.4%
Net Income	$63.4 million	$87.8 million	-27.8%
Adjusted EBITDA (iii)	$148.3 million	$143.0 million	3.7%
Adjusted EBITDA Margin (iii)	17.5 %	18.0 %	-0.5%
Adjusted Free Cash Flow per Share (iii)	$ 1.8811	$ 1.5378	22.3%
EPS - Basic	$ 1.01	$ 1.45	-30.3%
EPS excluding gain on acquisition - basic (iii)	$ 1.01	$ 1.06	-4.7%
EPS - Diluted	$ 1.00	$ 1.45	-31.0%
EPS excluding gain on acquisition - diluted (iii)	$ 1.00	$ 1.05	-4.8%

i. Effective January 1, 2013, Cineplex implemented International Financial Reporting Standard ("IFRS") 11, *Joint Arrangements*, retrospectively. As a result, certain comparative items presented in this news release for 2012 have been revised.
ii. Period over period change calculated based on thousands of dollars except percentage and per share values. Changes in percentage amounts are calculated as 2013 value less 2012 value.
iii. Adjusted EBITDA, adjusted EBITDA margin, adjusted free cash flow per common share of Cineplex and EPS excluding gain on acquisition are measures that do not have a standardized meaning under generally accepted accounting principles ("GAAP"). These measures as well as other non-GAAP financial measures reported by Cineplex are defined in the 'Non-GAAP Financial Measures' section at the end of this news release.

"We were pleased with the results for the quarter," said Ellis Jacob, President and CEO, Cineplex Inc. "Attendance reached a new quarterly record of 19.0 million guests while total revenues and adjusted EBITDA established new third quarter records at $298.4 million and $57.9 million respectively. Strategically, during the quarter we closed the acquisition of EK3 Technologies

Inc. and subsequent to the quarter-end we completed the acquisition of 24 Atlantic Canada theatres from Empire Theatres Limited. We increased our financing capacity with an amended and restated credit facility and an offering of convertible debentures. Our new coast to coast national presence, expanded digital media business and additional financing capacity combined with the ongoing initiatives in our existing businesses will provide a platform for growth in the future."

KEY DEVELOPMENTS IN THE THIRD QUARTER OF 2013

During the third quarter of 2013, Cineplex announced that it had closed the acquisition of EK3 Technologies Inc. ("EK3") and renamed the business Cineplex Digital Networks ("CDN"). Subsequent to the period end, Cineplex announced that it had closed the acquisition of 24 theatres from Empire Theatres Limited ("Empire"). In addition, subsequent to the period end, Cineplex entered into an amended and restated credit agreement which was used to fund the acquisition of the theatres from Empire. Also subsequent to the period end, Cineplex filed a short form prospectus for the issuance of extendible convertible unsecured subordinated debentures which are expected to be issued in the fourth quarter of 2013.

The following describes certain key business initiatives and results undertaken and achieved during the third quarter of 2013 in each of Cineplex's core business areas:

THEATRE EXHIBITION

- Third quarter attendance was 19.0 million, a quarterly record for Cineplex, exceeding the previous record of 18.8 million from the third quarter of 2010.
- BPP for the quarter was $8.84, equaling the third quarter record for Cineplex set last year.
- The percentage of box office revenues from premium-priced product (see "Non-GAAP Financial Measures" section of news release) was 37.0%, compared to 31.4% in the prior year period. The increase is primarily due to more 3D, UltraAVX, and IMAX screens as well as more VIP auditoriums in the circuit in the current year period.

MERCHANDISING

- Concession revenues of $91.5 million represent a quarterly record for Cineplex, and the third quarter CPP was $4.81, an increase of 2.8% over the prior year period, and a third quarter record for Cineplex.
- Launched new offerings at Cineplex's *Outtakes Backstage Bistro* locations, designed to reach a wider market and increase purchase incidence.
- Deployed a comprehensive slate of promotional programs to drive purchase incidence and transaction value including new partnership and product launches with EA Sports and Toys "R" Us.

MEDIA

- Media revenues in the third quarter of 2013 exceeded the same period in 2012 by 22.7%. Showtime and digital pre-show revenues were the major contributors to the increase.
- Top advertising categories in the quarter included automotive, retail and telecommunications, with automotive and retail recording large increases in revenue compared to the prior year period.
- Completed the acquisition of EK3, subsequently renamed CDN. CDN designs, installs, manages and consults on some of the largest digital merchandising networks in North America, with networks viewed by more than 1.8 billion shoppers annually. CDN contributed $2.6 million to media revenues in the third quarter of 2013.

ALTERNATIVE PROGRAMMING

- Alternative programming events in the third quarter of 2013 included strong performance from ethnic film programming, encore performances from the National Theatre in London including performances of *The Audience* featuring Helen Mirren, sports programming as well as concert performances and the Classic Film Series.
- Hosted the first-ever Cineplex EA Sports NHL 14 Premiere Tournament at Cineplex Cinemas Yonge-Dundas, providing fans of EA Sports' NHL game franchise an exclusive first opportunity to play one of the most anticipated video games of 2013.

INTERACTIVE

- Relaunched CineplexStore.com (the "Cineplex Store"), providing customers with a more user-friendly experience including simplified search, streamlined purchase and payment functionality and consistency of experience across device types.
- High definition upgrade functionality was added to the SuperTicket product providing a broader range of viewing options.
- Cineplex.com registered an 8% increase in page views, a 20% increase in unique visitors and a 22% increase in visits during the third quarter of 2013 compared to the prior year period.
- As of September 30, 2013, the Cineplex app has been downloaded 7.2 million times and recorded 185 million app sessions ranking it as the 10th most popular mobile brand.

- Cineplex was an Apple iOS7 launch partner, and Cineplex's redesigned mobile app for the Apple iOS7 launch was acclaimed by iTunes as one of the "Best New Apps".

LOYALTY

- Membership in the SCENE loyalty program surpassed the 5.0 million member mark during the quarter, increasing by approximately 0.3 million members during the third quarter of 2013.
- SCENE ran programs with various partners including Telus, Winners, The Stratford Festival, Virgin Mobile, Cara Foods and Rogers during the third quarter of 2013.

OPERATING RESULTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

Total revenues

Total revenues for the three months ended September 30, 2013 increased $17.2 million (6.1%) to $298.4 million as compared to the prior year period. Total revenues for the nine months ended September 30, 2013 increased $54.3 million (6.8%) to $848.1 million as compared to the prior year period. A discussion of the factors affecting the changes in box office, concession and other revenues for the period is provided on the following pages.

Non-GAAP financial measures discussed throughout this news release, including adjusted EBITDA, adjusted free cash flow, attendance, BPP, premium priced product, same store metrics, CPP, film cost percentage, concession cost percentage and concession margin per patron are defined and discussed in the "Non-GAAP Financial Measures" section of this news release.

Box office revenues

The following table highlights the movement in box office revenues, attendance and BPP for the quarter and the year to date (in thousands of Canadian dollars, except attendance reported in thousands of patrons, and per patron amounts, unless otherwise noted):

Box office revenues	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Box office revenues	$ 168,066	$ 162,133	3.7%	$ 487,614	$ 467,772	4.2%
Attendance (i)	19,011	18,348	3.6%	53,831	52,621	2.3%
Box office revenue per patron (i)	$ 8.84	$ 8.84	—%	$ 9.06	$ 8.89	1.9%
BPP excluding premium priced product (i)	$ 8.03	$ 8.10	-0.9%	$ 8.20	$ 8.15	0.6%
Canadian industry revenues (ii)			-0.2%			-1.6%
Same store box office revenues (i)	$ 156,257	$ 154,742	1.0%	$ 450,387	$ 454,425	-0.9%
Same store attendance (i)	17,757	17,560	1.1%	49,987	51,206	-2.4%
% Total box from premium priced product (i)	37.0%	31.4%	5.6%	38.2%	31.6%	6.6%

(i) See "Non-GAAP Financial Measures" section of this news release.

(ii) The Movie Theatre Association of Canada (“MTAC”) reported that the Canadian exhibition industry reported a box office revenue increase of 2.1% for the period from July 5, 2013 to October 3, 2013 as compared to the period from July 6, 2012 to October 4, 2012. On a basis consistent with Cineplex's calendar reporting period (July 1 to September 30), the Canadian industry box office revenue change is estimated to be a decrease of 0.2%. MTAC reported that the Canadian exhibition industry reported a box office revenue decrease of 0.9% for the period from January 4, 2013 to October 3, 2013 as compared to the period from January 6, 2012 to October 4, 2012 . On a basis consistent with Cineplex's calendar reporting period (January 1 to September 30), the Canadian industry box office revenue is estimated to also be a decrease of 1.6%.

Box office continuity	Third Quarter		Year to Date	
	Box Office	Attendance	Box Office	Attendance
2012 as reported	$ 162,133	18,348	$ 467,772	52,621
Same store attendance change	1,737	197	(10,820)	(1,219)
Impact of same store BPP change	(222)	—	6,781	—
New and acquired theatres	6,011	664	26,053	2,718
Disposed and closed theatres	(1,593)	(198)	(2,172)	(289)
2013 as reported	$ 168,066	19,011	$ 487,614	53,831

Third Quarter

	Third Quarter 2013 Top Cineplex Films	IMAX	3D	% Box		Third Quarter 2012 Top Cineplex Films	IMAX	3D	% Box
1	Despicable Me 2	X	X	11.9%	1	The Dark Knight Rises	X		17.5%
2	The Wolverine		X	5.9%	2	The Amazing Spider-Man	X	X	10.7%
3	We're the Millers			5.2%	3	Ted			6.7%
4	Elysium	X		4.7%	4	Ice Age: Continental Drift	X	X	6.0%
5	Pacific Rim	X	X	4.7%	5	The Bourne Legacy			4.9%

Box office revenues increased $5.9 million, or 3.7%, to $168.1 million during the third quarter of 2013, compared to $162.1 million recorded in the same period in 2012. The increase was due to a 3.6% increase in attendance as a result of the strong depth of the film slate during the current period. The prior year period was dominated by *The Dark Knight Rises*, whereas in the current period multiple films delivered strong results.

BPP for the three months ended September 30, 2013 was $8.84, equal to the prior year period. The increase to BPP from the impact of premium priced product was offset by the higher proportion of child tickets sold during the current period due to certain strong performing titles in the current period catering to family audiences, as well as an increase in attendance on Tuesdays, Cineplex's discounted ticket night. Premium priced product accounted for 37.0% of box office revenues in the current period, compared to 31.4% in the prior year period. The increase in the percentage of box office revenues from premium priced product was positively impacted by increased installations of UltraAVX, 3D, IMAX and VIP screens since the third quarter of 2012.

Cineplex continues to invest in premium priced formats including 3D, UltraAVX, IMAX and VIP thereby positioning itself to benefit from the premiums charged for these offerings.

Year to Date

	Year to Date 2013 Top Cineplex Films	IMAX	3D	% Box		Year to Date 2012 Top Cineplex Films	IMAX	3D	% Box
1	Iron Man 3	X	X	4.9%	1	Marvel's The Avengers	X	X	7.7%
2	Despicable Me 2	X	X	4.1%	2	The Dark Knight Rises	X		6.1%
3	Star Trek: Into Darkness	X	X	3.6%	3	The Hunger Games	X		5.2%
4	Man of Steel	X	X	3.5%	4	The Amazing Spider-Man	X	X	3.7%
5	Monsters University		X	2.6%	5	Dr. Seuss' The Lorax	X	X	2.7%

Box office revenues for the nine months ended September 30, 2013 were $487.6 million or 4.2% higher than the prior year period. The acquisition of the four theatres from AMC during the third quarter of 2012, and therefore included in the full 2013 period and only part of the 2012 period, contributed to the box office revenue increase.

Cineplex's BPP for the nine months ended September 30, 2013 increased $0.17, or 1.9%, from $8.89 in the 2012 period to $9.06. This increase was primarily due to the increase in revenues from premium-priced product. Premium-priced offerings accounted for 38.2% of Cineplex's box office revenues in the nine months ended September 30, 2013, compared to 31.6% in the prior year period. The top five films in the nine months ended September 30, 2013 were all screened in 3D and four in IMAX (2012 period - three in 3D and five in IMAX).

Cineplex's investment in premium-priced formats over the last five years has positioned it to take advantage of the price premiums charged for these formats, which has contributed to Cineplex's BPP growth in the current period compared to the prior year period. This investment in premium-priced offerings was a key factor resulting in Cineplex outperforming the Canadian industry box office revenue growth during the 2013 periods.

Concession revenues

The following table highlights the movement in concession revenues, attendance and CPP for the quarter and the year to date (in thousands of Canadian dollars, except attendance and same store attendance reported in thousands of patrons, and per patron amounts):

Concession revenues	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Concession revenues	$ 91,487	$ 85,924	6.5%	$ 257,059	$ 242,923	5.8%
Attendance (i)	19,011	18,348	3.6%	53,831	52,621	2.3%
Concession revenue per patron (i)	$ 4.81	$ 4.68	2.8%	$ 4.78	$ 4.62	3.5%
Same store concession revenues (i)	$ 86,913	$ 83,111	4.6%	$ 241,200	$ 236,767	1.9%
Same store attendance (i)	17,757	17,560	1.1%	49,987	51,206	-2.4%
(i) See "Non-GAAP Financial Measures" section of this news release.						

Concession revenue continuity	Third Quarter		Year to Date	
	Concession	Attendance	Concession	Attendance
2012 as reported	$ 85,924	$ 18,348	$ 242,923	52,621
Same store attendance change	933	197	(5,638)	(1,219)
Impact of same store CPP change	2,868	—	10,070	—
New and acquired theatres	2,447	664	10,662	2,718
Disposed and closed theatres	(685)	(198)	(958)	(289)
2013 as reported	$ 91,487	19,011	$ 257,059	53,831

Third Quarter

Concession revenues increased 6.5% as compared to the prior year period due to the 3.6% increase in attendance and the higher CPP in the current period. The current period is the first time Cineplex's quarterly concession revenues have exceeded $90 million. CPP increased from $4.68 in the third quarter of 2012 to $4.81 in the same period in 2013, a 2.8% increase and third quarter record for Cineplex. Higher average transaction values led to the record concession revenues in the period, as expanded offerings outside of core concession products are driving higher average order value.

Year to Date

Concession revenues increased 5.8% as compared to the prior year, due to the 2.3% increase in attendance and the 3.5% increase in CPP. CPP increased from $4.62 in 2012 to $4.78 in 2013. This represents the highest CPP Cineplex has reported through the first nine months of any year.

While the 10% SCENE discount and SCENE points issued on concession combo purchases reduce individual transaction values which impacts CPP, Cineplex believes that this program drives incremental visits and concession purchases, resulting in higher overall concession revenues.

Other revenues

The following table highlights the movement in media, games and other revenues for the quarter and the year to date (in thousands of Canadian dollars):

Other revenues	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Media	$ 27,725	$ 22,590	22.7%	$ 70,385	$ 53,484	31.6%
Games	2,015	1,644	22.6%	5,894	5,018	17.5%
Other	9,065	8,857	2.3%	27,108	24,603	10.2%
Total	$ 38,805	$ 33,091	17.3%	$ 103,387	$ 83,105	24.4%

Third Quarter

Other revenues increased 17.3% to $38.8 million in the third quarter of 2013 compared to the prior year period. This increase was primarily due to higher media revenues, which were $27.7 million, up $5.1 million, or 22.7%, when compared to the prior year period. Of this increase, $2.6 million relates to the September results for CDN, following the completion of its acquisition on August 30. The remaining Media increase was primarily due to higher showtime and digital pre-show revenues, with the automotive, retail and telecommunications sectors being the top categories for the period.

The games revenue increase is primarily due to the addition of five new XSCAPE entertainment centres since the third quarter of 2012. On January 31, 2012, Cineplex deconsolidated New Way Sales ("NWS") and merged its operations with the amusement game and vending assets of Starburst Coin Machines Inc. ("SCM"), to create CSI. Cineplex and SCM both have a 50% interest in CSI. Cineplex's share of revenues and expenses from CSI for the periods subsequent to January 31, 2012 are included in the 'Share of income of joint ventures' line in the statements of operations.

The increase in the other category is primarily due to additional revenues arising from enhanced guest service initiatives and new business initiatives.

Year to Date

Other revenues increased 24.4% from $83.1 million in 2012 to $103.4 million during 2013. The largest component of this increase was media revenues, which increased $16.9 million, or 31.6%, from the prior year period. This increase was primarily due to higher showtime and digital pre-show revenues. Following the completion of the acquisition on August 30, CDN contributed $2.6 million to this increase and existing CDM contributed $0.9 million to this revenue growth in the period.

The year-to-date period includes a life-to-date one-time increase to games revenue of $0.5 million recorded in the first quarter of 2013 due to a change in accounting policy regarding the recognition of revenue on the sale of XSCAPE gaming cards, which was substantially offset by the games revenues for the first quarter of 2012 including the results of NWS for January 2012 ($0.4 million). The remainder of the games revenue increase is due to the six XSCAPE locations added since January 1, 2012, five of which were added subsequent to the third quarter of 2012. The increase in the other category is primarily due to higher auditorium rental and screening revenues as well as additional revenues arising from enhanced guest service initiatives and new business initiatives.

Film cost

The following table highlights the movement in film cost and the film cost percentage for the quarter and the year to date (in thousands of Canadian dollars, except film cost percentage):

Film cost	**Third Quarter**			**Year to Date**		
	2013	**2012**	**Change**	**2013**	**2012**	**Change**
Film cost	$ 88,144	$ 83,632	5.4%	$ 254,506	$ 243,804	4.4%
Film cost percentage (i)	52.4%	51.6%	0.8%	52.2%	52.1%	0.1%
(i) See "Non-GAAP Financial Measures" section of this news release.						

Third Quarter

Film cost varies primarily with box office revenue, and can vary from quarter to quarter based on the relative strength of the titles exhibited during the period. The increase in the third quarter of 2013 compared to the prior year period was due to the increase in box office revenue and the impact of the 0.8% increase in film cost percentage. The increase in film cost percentage is primarily due to the settlement rate on the top films during the third quarter of 2013 being higher than the average film settlement rate on certain strong performing titles in the 2012 period.

Year to Date

The year to date increase in film cost was primarily due to the 4.2% increase in box office revenues during the period. The increase in the film cost percentage as compared to the prior year period is primarily due to the settlement rate on certain strong performing titles during the 2013 period being higher than the average settlement rate in the 2012 period.

Cost of concessions

The following table highlights the movement in concession cost and concession cost as a percentage of concession revenues ("concession cost percentage") for the quarter and the year to date (in thousands of Canadian dollars, except concession cost percentage and concession margin per patron):

Cost of concessions	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Concession cost	$ 19,411	$ 17,831	8.9%	$ 54,858	$ 50,321	9.0%
Concession cost percentage (i)	21.2%	20.8%	0.4%	21.3%	20.7%	0.6%
Concession margin per patron (i)	$ 3.79	$ 3.71	2.2%	$ 3.76	$ 3.66	2.7%
(i) See "Non-GAAP Financial Measures" section of this news release.						

Third Quarter

Cost of concessions varies primarily with theatre attendance as well as the quantity and mix of concession offerings sold. The increase in concession cost as compared to the prior year period was due to the 6.5% increase in concession revenues and the 0.4% increase in the concession cost percentage during the period. The concession margin per patron increased from $3.71 in the third quarter of 2012 to $3.79 in the same period in 2013, reflecting the impact of the higher CPP during the period.

Year to Date

The increase in concession cost during the period was due to the 5.8% increase in concession revenues and the 0.6% increase in the concession cost percentage during the period. The concession margin per patron increased from $3.66 in the 2012 period to $3.76 in the current period, reflecting the impact of the higher CPP during the period.

Despite the 10% discount offered to SCENE members and SCENE points offered on select combo offerings, which contributes to a higher concession cost percentage, Cineplex believes the SCENE program drives incremental attendance and purchase incidence which increases concession revenues and CPP.

Depreciation and amortization

The following table highlights the movement in depreciation and amortization expenses during the quarter and the year to date (in thousands of Canadian dollars):

Amortization expenses	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Amortization of property, equipment and leaseholds	$ 14,643	$ 13,814	6.0%	$ 42,631	$ 42,798	-0.4%
Amortization of intangible assets and other	2,674	230	1062.6%	8,511	2,397	255.1%
Amortization expenses as reported	$ 17,317	$ 14,044	23.3%	$ 51,142	$ 45,195	13.2%

The quarterly increase in amortization of property, equipment and leaseholds of $0.8 million is primarily due to the impact of the purchases of equipment and leasehold improvements relating to new theatre construction and the impact of assets acquired through acquisitions. The year-to-date decrease of $0.2 million is due to certain assets becoming fully amortized in the third quarter of 2012, partially offset by the impact of the purchases of equipment and leaseholds relating to new theatre construction and assets acquired through acquisitions.

The increase in amortization of intangible assets and other in the third quarter of 2013 and the year to date period compared to the prior year periods is due to the amortization of certain trade name assets that are being phased out by Cineplex. These assets were previously classified as indefinite life assets however during the fourth quarter of 2012 their classification was changed to finite life with amortization being recorded over the anticipated rebranding schedule of the associated theatres. The third quarter of 2013 also includes intangible amortization relating to customer relationships and internally developed software acquired as part of the EK3 acquisition which closed during the period.

Loss on disposal of assets

The following table shows the movement in the loss on disposal of assets during the quarter and the year to date (in thousands of Canadian dollars):

Loss on disposal of assets	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Loss on disposal of assets	$ 1,564	$ 114	1271.9%	$ 3,940	$ 786	401.3%

During the third quarter of 2013, Cineplex recorded a loss of $1.6 million on the disposal of assets that were sold or otherwise disposed (2012 - $0.1 million), including the disposition of two properties in Ontario. These theatres had been closed in prior periods as they were replaced with state-of-the-art leased properties in the same communities. For the nine months ended September 30, 2013, disposal of assets resulted in a loss of $3.9 million on the disposal of assets that were sold or otherwise disposed (2012 - $0.8 million).

(Gain) on acquisition of business

The gain on acquisition represents the gain recorded on the acquisition of AMC Ventures Inc., which operated three leased theatres in Ontario and one leased theatre in Quebec (in thousands of Canadian dollars):

(Gain) on acquisition of business	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
(Gain) on acquisition of business	$ —	$ (23,822)	NM	$ —	$ (23,822)	NM

Other costs

Other costs include three main sub-categories of expenses, including theatre occupancy expenses, which capture the rent and associated occupancy costs for Cineplex's various operations; other operating expenses, which include the costs related to running Cineplex's theatres and ancillary businesses; and general and administrative expenses, which includes costs related to managing Cineplex's operations, including the head office expenses. Please see the discussions below for more details on these categories. The following table highlights the movement in other costs for the quarter and the year to date (in thousands of Canadian dollars):

Other costs	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Theatre occupancy expenses	$ 46,346	$ 45,871	1.0%	$ 139,730	$ 128,761	8.5%
Other operating expenses	73,247	67,097	9.2%	206,164	188,076	9.6%
General and administrative expenses	14,793	13,285	11.4%	47,900	42,381	13.0%
Total other costs	$ 134,386	$ 126,253	6.4%	$ 393,794	$ 359,218	9.6%

Theatre occupancy expenses

The following table highlights the movement in theatre occupancy expenses for the quarter and the year to date (in thousands of Canadian dollars):

Theatre occupancy expenses	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Rent	$ 31,211	$ 30,379	2.7%	$ 93,744	$ 85,650	9.5%
Other occupancy	15,840	15,617	1.4%	48,626	44,285	9.8%
One-time items (i)	(705)	(125)	464.0%	(2,640)	(1,174)	124.9%
Total	$ 46,346	$ 45,871	1.0%	$ 139,730	$ 128,761	8.5%

(i) One-time items include amounts related to both theatre rent and other theatre occupancy costs. They are isolated here to illustrate Cineplex's theatre rent and other theatre occupancy costs excluding these one-time, non-recurring items.

Theatre occupancy continuity	Third Quarter Occupancy	Year to Date Occupancy
2012 as reported	$ 45,871	$ 128,761
Impact of new and acquired theatres	1,487	12,626
Impact of disposed theatres	(330)	(565)
Same store rent change (i)	209	212
One-time items	(580)	(1,465)
Other	(311)	161
2013 as reported	$ 46,346	$ 139,730
(i) See "Non-GAAP Financial Measures" section of this news release.		

Third Quarter

Theatre occupancy expenses increased $0.5 million during the third quarter of 2013 compared to the prior year period. This increase was primarily due to the impact of new and acquired theatres net of disposed theatres ($1.2 million, of which $0.6 million relates to the four theatres acquired from AMC), partially offset by one-time items.

Year to Date

The increase in theatre occupancy expenses of $11.0 million for 2013 compared to the prior year was due to the new and acquired theatres, primarily the four theatres acquired from AMC in the third quarter of 2012 (net increase of $10.5 million). This increase was partially offset by the impact of favourable real estate tax reassessments.

Other operating expenses

The following table highlights the movement in other operating expenses during the quarter and the year to date (in thousands of Canadian dollars):

Other operating expenses	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Other operating expenses	$ 73,247	$ 67,097	9.2%	$ 206,164	$ 188,076	9.6%

Other operating continuity	Third Quarter Other Operating	Year to Date Other Operating
2012 as reported	$ 67,097	$ 188,076
Impact of new and acquired theatres	1,909	8,091
Impact of disposed theatres	(609)	(1,078)
Same store payroll change (i)	315	549
Marketing change	(1,437)	(807)
Media, excluding Cineplex Digital Networks	409	2,675
Cineplex Digital Networks	2,199	2,199
New Way Sales	—	(299)
New business initiatives	455	841
Other	2,909	5,917
2013 as reported	$ 73,247	$ 206,164
(i) See "Non-GAAP Financial Measures" section of this news release.		

Third Quarter

Other operating expenses during the third quarter of 2013 increased $6.2 million or 9.2% compared to the prior year period. The major components of the increase were the impact of the newly acquired CDN ($2.2 million), the impact of new and acquired theatres net of disposed theatres ($1.3 million), higher same-store payroll costs ($0.3 million) and other expenses ($2.9 million, discussed below). These increases were partially offset by lower marketing costs ($1.4 million).

The major movement in the Other category include the following:

- The increase in 3D attendance due to stronger 3D product and the additional 108 3D screens added since September 30, 2012 resulted in higher 3D royalty costs ($0.6 million).
- Higher utility costs ($0.6 million).
- Costs relating to converting Cineplex's theatre circuit to energy-efficient lighting systems ($0.4 million).

- Higher theatre operating costs including projector bulb expense and other theatre operating costs related to higher business volumes in the current period compared to the prior year period.

Total theatre payroll costs accounted for 41.9% of total operating expenses during the third quarter of 2013 as compared to 44.3% for the same period one year earlier.

Year to Date

For the nine months ended September 30, 2013, other operating expenses increased $18.1 million. The impact of new and acquired net of disposed theatres was a $7.0 million increase to the category primarily due to the four theatres acquired from AMC which accounted for $5.0 million of the $7.0 million increase. Cost increases included higher media costs due to the higher media sales during the period ($2.7 million), the impact of the newly acquired CDN ($2.2 million) higher same-store payroll expenses related to the increased business volumes ($0.5 million), and a $5.9 million increase in the Other category.

The major movement in the Other category included the following:

- The increase in 3D attendance due to stronger 3D product and the additional 108 3D screens added since September 30, 2012 resulted in higher 3D royalty costs ($1.5 million).
- Higher credit card service fees due to higher sales volumes during the period ($0.6 million).
- Higher same-store utility costs during 2013 compared to the prior year period ($1.6 million).
- Higher theatre operating costs including projector bulb expense and other theatre operating costs related to higher business volumes in the current period compared to the prior year period.

Total theatre payroll accounted for 42.9% of total other operating expenses in the 2013 period, compared to 44.7% in the prior year period.

General and administrative expenses

The following table highlights the movement in general and administrative ("G&A") expenses during the quarter and year to date, including Share based compensation costs, and G&A net of these costs (in thousands of Canadian dollars):

G&A expenses	**Third Quarter**			**Year to Date**		
	2013	**2012**	**Change**	**2013**	**2012**	**Change**
G&A excluding LTIP and option plan expense	$ 11,533	$ 11,302	2.0%	$ 36,656	$ 34,477	6.3%
LTIP (i)	2,874	1,550	85.4%	10,058	6,266	60.5%
Option plan	386	433	-10.9%	1,186	1,638	-27.6%
G&A expenses as reported	$ 14,793	$ 13,285	11.4%	$ 47,900	$ 42,381	13.0%

(i) LTIP includes the expense for the LTIP program as well as the expense for the executive and Board deferred share unit plans.

Third Quarter

G&A expenses increased $1.5 million during the third quarter of 2013 compared to the prior year period, due to a $1.3 million increase in LTIP expenses. The increase in Cineplex's share price during the period, which surpassed $40.00 for the first time, closing the third quarter at $38.21, was the main contributor to the increase in LTIP expense. G&A excluding LTIP were $0.2 million higher than the prior year.

Year to Date

G&A expenses for 2013 increased $5.5 million compared to the prior year period, primarily due to the $3.8 million increase in LTIP expense. Head office payroll expenses increased $1.8 million due to new business initiatives resulting in additional headcount.

Share of income of joint ventures

Cineplex's joint ventures in the 2013 period include its 50% share of one theatre in Quebec and one IMAX screen in Ontario, its 78.2% interest in CDCP and its 50% interest in CSI. For the 2012 period, Cineplex's joint ventures included one theatre in Quebec, one IMAX screen in Ontario, its 78.2% interest in CDCP and its 50% interest in CSI following its formation on January 31, 2012. The following table highlights the components of share of income of joint ventures during the quarter and the year to date (in thousands of Canadian dollars):

Share of income of joint ventures	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
Share of (income) of CDCP	$ (536)	$ (462)	16.0%	$ (1,648)	$ (1,388)	18.7%
Share of (income) of CSI	(699)	(264)	164.8%	(1,235)	(762)	62.1%
Share of (income) of other joint ventures	(12)	(105)	-88.6%	(121)	(111)	9.0%
Total (income) of joint ventures	$ (1,247)	$ (831)	50.1%	$ (3,004)	$ (2,261)	32.9%

Third Quarter

The increase from income of $0.8 million in the third quarter of 2012 to income of $1.2 million in the current period is primarily due to an increase in income from CSI.

Under IFRS 11, Cineplex's 50% interest in SCENE LP is classified as a joint operation and not a joint venture resulting in Cineplex recognizing its share of the assets, liabilities, revenues and expenses of SCENE in its consolidated financial statements on a line-by-line basis.

Year to Date

The increase from income of $2.3 million in the 2012 period to income of $3.0 million in the current year is due to income increases in all of Cineplex's joint ventures, with the largest increase coming from CSI.

EARNINGS BEFORE INTEREST, INCOME TAXES, DEPRECIATION AND AMORTIZATION ("EBITDA") (see "Non-GAAP Financial Measures" section of this news release)

The following table presents EBITDA and adjusted EBITDA for the three and nine months ended September 30, 2013 as compared to the three and nine months ended September 30, 2012 (expressed in thousands of Canadian dollars, except adjusted EBITDA margin):

EBITDA	Third Quarter			Year to Date		
	2013	2012	Change	2013	2012	Change
EBITDA	$ 56,100	$ 77,971	-28.1%	$ 143,966	$ 165,754	(13.1)%
Adjusted EBITDA	$ 57,896	$ 54,575	6.1%	$ 148,297	$ 142,977	3.7%
Adjusted EBITDA margin	19.4%	19.4%	—%	17.5%	18.0%	(0.5)%

Adjusted EBITDA for the third quarter of 2013 increased $3.3 million, or 6.1%, as compared to the prior year period. The increase as compared to the prior year period was primarily due to the higher attendance in the period resulting in higher exhibition and concession revenues, as well as the strong media revenues in the period. CDN, acquired on August 30, 2013 contributed $0.4 million to adjusted EBITDA in the period. Adjusted EBITDA margin, calculated as adjusted EBITDA divided by total revenues, was 19.4% in both periods.

Adjusted EBITDA for the nine months ended September 30, 2013 was $148.3 million compared to $143.0 million in the prior year period. This increase was due to the strong media revenues recorded throughout the 2013 period compared to the prior year, as well as the strong exhibition results in the second and third quarters of 2013 compared to the prior year period.

Subsequent to the acquisition of the four theatres from AMC in July 2012, Cineplex has applied its operating and programming expertise in combination with merchandising, media, marketing, interactive and SCENE initiatives to these locations. These efforts, combined with new UltraAVX auditoriums have positively impacted these theatres, which contributed $0.8 million and $1.0 million, respectively, to adjusted EBITDA for the three and nine months ended September 30, 2013. Cineplex will continue to invest in these locations, including adding VIP auditoriums to select locations.

ADJUSTED FREE CASH FLOW

For the third quarter of 2013, adjusted free cash flow per common share of Cineplex was $0.7624 as compared to $0.5737 in the prior year period. The declared dividends per common share of Cineplex were $0.3600 in the third quarter of 2013 and $0.3375 in the prior year period. During the twelve months ended September 30, 2013, Cineplex generated adjusted free cash flow per Share of $2.4221, compared to $1.8992 in the prior year period. Cineplex declared dividends per Share of $1.3875 and $1.3150, respectively, in each period. The payout ratios for these periods were approximately 57.3% and 69.2%, respectively. Adjusted free cash flow per common share and the payout ratios for the 2013 periods are positively impacted by Cineplex's use of loss carryforwards acquired through Cineplex's acquisition of AMC Ventures Inc. in 2012, resulting in Cineplex's cash income taxes in 2013 being substantially reduced.

NON-GAAP FINANCIAL MEASURES

EBITDA and Adjusted Free Cash Flow

EBITDA and adjusted free cash flow are not measures recognized by GAAP and do not have standardized meanings in accordance with such principles. Therefore, EBITDA and adjusted free cash flow may not be comparable to similar measures presented by other issuers. Management uses adjusted EBITDA and adjusted free cash flow to evaluate performance primarily because of the significant effect certain unusual or non-recurring charges and other items have on EBITDA from period to period.

EBITDA is calculated by adding back to net income, income tax expense, amortization and interest expense net of interest income. Adjusted EBITDA is calculated by adjusting EBITDA for gains and losses on disposal of assets, gains on acquisition of businesses and the share of income of the Canadian Digital Cinema Partnership ("CDCP"). Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by total revenues.

Adjusted free cash flow is a non-GAAP measure generally used by Canadian corporations, as an indicator of financial performance and it should not be seen as a measure of liquidity or a substitute for comparable metrics prepared in accordance with GAAP.

For a detailed reconciliation of net income to EBITDA and adjusted EBITDA and from cash used in or provided by operating activities to adjusted free cash flow, please refer to Cineplex's management's discussion and analysis filed on www.sedar.com.

Earnings per Share Metrics

The three and nine months ended September 30, 2012 include a $23.8 million gain on the acquisition of four theatres acquired from AMC Entertainment Inc. Cineplex has presented basic and diluted earnings per share net of gains on acquisitions to provide a more comparable earnings per share metric between the current and prior year periods. In the non-GAAP measure, earnings is defined as net income less the gain on acquisition of business.

Per Patron Revenue Metrics

Cineplex reviews per patron metrics as they relate to box office revenue and concession revenue such as BPP, CPP, BPP excluding premium priced product, and concession margin per patron, as these are key measures used by investors to value and assess Cineplex's performance, and are widely used in the theatre exhibition industry. Management of Cineplex defines these metrics as follows:

Attendance: Attendance is calculated as the total number of paying patrons that frequent Cineplex's theatres during the period.
BPP: Calculated as total box office revenues divided by total paid attendance for the period.
BPP excluding premium priced product: Calculated as total box office revenues for the period, less box office revenues from 3D, UltraAVX, VIP and IMAX product; divided by total paid attendance for the period, less paid attendance for 3D, UltraAVX, VIP and IMAX product.
CPP: Calculated as total concession revenues divided by total paid attendance for the period.
Premium priced product: Defined as 3D, UltraAVX, IMAX and VIP film product.
Concession margin per patron: Calculated as total concession revenues less total concession cost, divided by attendance for the period.

Same Store Analysis

Cineplex reviews and reports same store metrics relating to box office revenues, concession revenues, rent expense and payroll expense, as these measures are widely used in the theatre exhibition industry as well as other retail industries.

Same store metrics are calculated by removing the results for all theatres that have been opened, acquired, closed or otherwise disposed of during the periods. For the three and nine months ended September 30, 2013 and 2012, ten locations that have been opened or acquired and four locations that have been closed or otherwise disposed of have been excluded, resulting in 130 theatres being included in the same store metrics.

Cost of sales percentages

Cineplex reviews and reports cost of sales percentages for its two largest revenue sources, box office revenues and concession revenues as these measures are widely used in the theatre exhibition industry. These measures are reported as film cost percentage and concession cost percentage, respectively, and are calculated as follows:

Film cost percentage: Calculated as total film cost expense divided by total box office revenues for the period.
Concession cost percentage: Calculated as total concession costs divided by total concession revenues for the period.

This news release contains "forward-looking statements" within the meaning of applicable securities laws, such as statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. These statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including those described in our Annual Information Form and in this news release. Those risks and uncertainties include adverse factors generally encountered in the film exhibition industry such as poor film product and unauthorized copying; the risks associated with national and world events, including war, terrorism, international conflicts, natural disasters, extreme weather conditions, infectious diseases, changes in income tax legislation; and general economic conditions. Many of these risks and uncertainties can affect our actual results and could cause our actual results to differ materially from those expressed or implied in any forward-looking statement made by us or on our behalf. All forward-looking statements in this news release are qualified by these cautionary statements. These statements are made as of the date of this news release and, except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Additionally, we undertake no obligation to comment on analyses, expectations or statements made by third parties in respect of Cineplex Inc. or Cineplex Entertainment Limited Partnership, their financial or operating results or their securities.

About Cineplex Inc.
Cineplex is one of Canada's leading entertainment companies and operates one of the most modern and fully digitized motion picture circuits in the world. A top-tier Canadian brand, Cineplex operates numerous businesses including theatrical exhibition, food services, gaming, alternative programming (Front Row Centre Events), Cineplex Media, Cineplex Digital Solutions, Cineplex Digital Networks, and the online sale of home entertainment content through CineplexStore.com and on apps embedded in various electronic devices. Cineplex is also a joint venture partner in SCENE - Canada's largest entertainment loyalty program.

Cineplex is headquartered in Toronto, Canada, and operates 161 theatres with 1,635 screens from coast to coast, through the following theatre brands: Cineplex Odeon, SilverCity, Galaxy Cinemas, Colossus, Coliseum, Scotiabank Theatres, Cineplex Cinemas, Cineplex VIP Cinemas, Famous Players and Cinema City. Cineplex also owns and operates the UltraAVX, Poptopia, and Outtakes brands. Cineplex trades on the Toronto Stock Exchange under the symbol CGX. More information is available at cineplex.com.

Further information can be found in the disclosure documents filed by Cineplex with the securities regulatory authorities, available at www.sedar.com.

You are cordially invited to participate in a teleconference call with the management of Cineplex (TSX: CGX) to review our quarterly results. **Ellis Jacob, President and Chief Executive Officer** and **Gord Nelson, Chief Financial Officer**, will host the call. The teleconference call is scheduled for:

Tuesday, November 5, 2013
10:00 a.m. Eastern Time

In order to participate in the conference call, **please dial 416-644-3414 or outside of Toronto dial 1-800-814-4859** at least five to ten minutes prior to 10:00 a.m. Eastern Time. Please quote the conference ID 4646865 to access the call.

- If you cannot participate in the live mode, a replay will be available. Please dial 416-640-1917 or 1-877-289-8525 and enter code 4646865#. The replay will begin at 12:00 p.m. Eastern Time on Tuesday, November 5, 2013 and end at 11:59 p.m. Eastern Time on Tuesday, November 12, 2013.
- Note that media will be participating in the call in listen-only mode.
- Thank you in advance for your interest and participation.

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For further information:

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Chief Financial Officer
(416) 323-6602

Pat Marshall
Vice President Communications and Investor Relations
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Cineplex Inc.
Interim Consolidated Balance Sheets
(unaudited)
(expressed in thousands of Canadian dollars)

	September 30, 2013	December 31, 2012
Assets		
Current assets		
Cash and cash equivalents	$ 12,161	$ 48,665
Trade and other receivables	54,999	77,278
Inventories	6,098	5,193
Prepaid expenses and other current assets	13,836	3,047
	87,094	134,183
Non-current assets		
Property, equipment and leaseholds	409,548	418,498
Deferred income taxes	31,544	53,528
Fair value of interest rate swap agreements	598	—
Interests in joint ventures	44,597	41,623
Intangible assets	100,049	78,460
Goodwill	658,135	608,929
	$ 1,331,565	$ 1,335,221

Cineplex Inc.
Interim Consolidated Balance Sheets … *continued*
(unaudited)
(expressed in thousands of Canadian dollars)

	September 30, 2013	December 31, 2012
Liabilities		
Current liabilities		
Accounts payable and accrued expenses	$ 74,367	$ 129,499
Share-based compensation	11,322	—
Dividends payable	7,542	7,063
Income taxes payable	2,942	13,654
Deferred revenue	84,815	106,253
Finance lease obligations	2,404	2,222
Fair value of interest rate swap agreements	645	513
	184,037	259,204
Non-current liabilities		
Share-based compensation	12,423	12,223
Long-term debt	194,455	148,066
Fair value of interest rate swap agreements	—	273
Finance lease obligations	18,327	20,548
Post-employment benefit obligations	6,498	6,274
Other liabilities	169,914	141,319
	401,617	328,703
Total liabilities	585,654	587,907
Equity		
Share capital	848,301	847,235
Deficit	(105,135)	(102,547)
Accumulated other comprehensive loss	(1,390)	(1,142)
Contributed surplus	4,135	3,768
	745,911	747,314
	$ 1,331,565	$ 1,335,221

Cineplex Inc.
Interim Consolidated Statements of Operations
(unaudited)
(expressed in thousands of Canadian dollars, except net income per share)

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Revenues				
Box office	$ 168,066	$ 162,133	$ 487,614	$ 467,772
Concessions	91,487	85,924	257,059	242,923
Other	38,805	33,091	103,387	83,105
	298,358	281,148	848,060	793,800
Expenses				
Film cost	88,144	83,632	254,506	243,804
Cost of concessions	19,411	17,831	54,858	50,321
Depreciation and amortization	17,317	14,044	51,142	45,195
Loss on disposal of assets	1,564	114	3,940	786
(Gain) on acquisition of business	—	(23,822)	—	(23,822)
Other costs	134,386	126,253	393,794	359,218
Share of income of joint ventures	(1,247)	(831)	(3,004)	(2,261)
Interest expense	2,255	2,499	5,969	10,495
Interest income	(87)	(44)	(224)	(147)
	261,743	219,676	760,981	683,589
Income before income taxes	36,615	61,472	87,079	110,211
Provision for (recovery of) income taxes				
Current	1,332	9,053	2,531	22,641
Deferred	9,253	707	21,159	(210)
	10,585	9,760	23,690	22,431
Net income	$ 26,030	$ 51,712	$ 63,389	$ 87,780
Basic net income per share	$ 0.41	$ 0.84	$ 1.01	$ 1.45
Diluted net income per share	$ 0.41	$ 0.83	$ 1.00	$ 1.45

Cineplex Inc.
Interim Consolidated Statements of Comprehensive Income
(unaudited)
(expressed in thousands of Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Net income	$ 26,030	$ 51,712	$ 63,389	$ 87,780
Other comprehensive (loss) income				
Items that may be reclassified subsequently to net income:				
(Loss) income on hedging instruments	(908)	196	(64)	2,457
Associated deferred income taxes recovery (expense)	184	(107)	(184)	(822)
Other comprehensive (loss) income	(724)	89	(248)	1,635
Comprehensive income	$ 25,306	$ 51,801	$ 63,141	$ 89,415

Cineplex Inc.
Interim Consolidated Statements of Changes in Equity
(unaudited)
(expressed in thousands of Canadian dollars)
For the nine months ended September 30, 2013 and 2012

	Share capital	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total
Balance - January 1, 2013	**$ 847,235**	**$ 3,768**	**$ (1,142)**	**$ (102,547)**	**$ 747,314**
Net income	—	—	—	63,389	63,389
Other comprehensive income	—	—	(248)	—	(248)
Total comprehensive income			**(248)**	**63,389**	**63,141**
Dividends declared	—	—	—	(65,977)	(65,977)
Long-term incentive plan obligation	248	—	—	—	248
Share option expense	—	1,185	—	—	1,185
Issuance of shares on exercise of options	818	(818)	—	—	—
Balance - September 30, 2013	**$ 848,301**	**$ 4,135**	**$ (1,390)**	**$ (105,135)**	**$ 745,911**
Balance - January 1, 2012	**$ 764,801**	**$ —**	**$ (2,723)**	**$ (140,469)**	**$ 621,609**
Share option liabilities reclassified	—	6,850	—	—	6,850
Net income	—	—	—	87,780	87,780
Other comprehensive income	—	—	1,635	—	1,635
Total comprehensive income			**1,635**	**87,780**	**89,415**
Dividends declared	—	—	—	(60,536)	(60,536)
Long-term incentive plan obligation	(5,071)	—	—	—	(5,071)
Long-term incentive plan shares	6,471	—	—	—	6,471
Share option expense	—	1,638	—	—	1,638
Issuance of shares on exercise of options	5,348	(5,348)	—	—	—
Issuance of shares on conversion of debentures	62,606	—	—	—	62,606
Issuance of shares for cash	501	—	—	—	501
Shares repurchased and cancelled	(936)	—	—	(850)	(1,786)
Balance - September 30, 2012	**$ 833,720**	**$ 3,140**	**$ (1,088)**	**$ (114,075)**	**$ 721,697**

Cineplex Inc.
Interim Consolidated Statements of Cash Flows
(unaudited)
(expressed in thousands of Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Cash provided by (used in)				
Operating activities				
Net income	$ 26,030	$ 51,712	$ 63,389	$ 87,780
Adjustments to reconcile net income to net cash provided by operating activities				
Depreciation and amortization of property, equipment and leaseholds, and intangible assets	17,317	14,044	51,142	45,195
Amortization of tenant inducements, rent averaging liabilities and fair value lease contract liabilities	(1,715)	(1,436)	(4,992)	(3,601)
Accretion of debt issuance costs and other non-cash interest	484	140	885	419
Loss on disposal of assets	1,564	114	3,940	786
(Gain) on acquisition of business	—	(23,822)	—	(23,822)
Deferred income taxes	9,253	707	21,159	(210)
Interest rate swap agreements - non-cash interest	(212)	16	(781)	1,780
Non-cash share-based compensation	386	433	1,433	1,675
Accretion of convertible debentures	—	43	—	299
Net change in interests in joint ventures	(1,564)	(671)	(2,389)	4,995
Tenant inducements	1,612	727	4,917	5,972
Changes in operating assets and liabilities	(30,609)	(3,052)	(48,510)	(55,220)
Net cash provided by operating activities	22,546	38,955	90,193	66,048
Investing activities				
Proceeds from sale of assets	2,120	4	2,122	1,133
Purchases of property, equipment and leaseholds	(12,374)	(16,070)	(46,565)	(49,785)
Acquisition of business, net of cash acquired	(38,812)	4,588	(42,634)	(2,811)
Deposit for business acquisition	—	—	(5,000)	—
Additional equity funding of joint ventures	(36)	(4)	(585)	(248)
Net cash used in investing activities	(49,102)	(11,482)	(92,662)	(51,711)
Financing activities				
Dividends paid	(22,625)	(20,908)	(65,498)	(59,839)
Borrowings (repayments) under credit facility, net	46,000	(20,000)	46,000	—
Repayment of debt acquired with business (note 3)	(12,875)	—	(12,875)	—
Payments under finance leases	(571)	(520)	(1,662)	(1,573)
Proceeds from issuance of shares	—	—	—	501
Shares repurchased and cancelled	—	—	—	(1,786)
Net cash provided by (used in) financing activities	9,929	(41,428)	(34,035)	(62,697)
Decrease in cash and cash equivalents	(16,627)	(13,955)	(36,504)	(48,360)
Cash and cash equivalents - Beginning of period	28,788	15,740	48,665	50,145
Cash and cash equivalents - End of period	$ 12,161	$ 1,785	$ 12,161	$ 1,785
Supplemental information				
Cash paid for interest	$ 1,948	$ 1,955	$ 5,795	$ 7,427
Cash paid for income taxes	$ 733	$ 5,385	$ 13,243	$ 29,987

Cineplex Inc.
Interim Consolidated Supplemental Information
(Unaudited)
(expressed in thousands of Canadian dollars)

Reconciliation to Adjusted EBITDA

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Net income	**$ 26,030**	**$ 51,712**	**$ 63,389**	**$ 87,780**
Depreciation and amortization	17,317	14,044	51,142	45,195
Interest expense	2,255	2,499	5,969	10,495
Interest income	(87)	(44)	(224)	(147)
Current income tax expense	1,332	9,053	2,531	22,641
Deferred income tax expense (recovery)	9,253	707	21,159	(210)
EBITDA	**$ 56,100**	**$ 77,971**	**$ 143,966**	**$ 165,754**
Loss on disposal of assets	1,564	114	3,940	786
(Gain) on acquisition of business	—	(23,822)	—	(23,822)
CDCP equity income (i)	(536)	(462)	(1,648)	(1,388)
Depreciation and amortization - joint ventures (ii)	540	509	1,621	1,382
Joint venture taxes and interest (ii)	228	265	418	265
Adjusted EBITDA	**$ 57,896**	**$ 54,575**	**$ 148,297**	**$ 142,977**

(i) CDCP equity income not included in adjusted EBITDA as CDCP is a limited-life financing vehicle that is funded by virtual print fees collected from distributors.
(ii) Includes the joint ventures with the exception of CDCP (see (i) above).

Components of Other Costs

Other costs	**Third Quarter**			**Year to Date**		
	2013	**2012**	**Change**	**2013**	**2012**	**Change**
Theatre occupancy expenses	$ 46,346	$ 45,871	1.0%	$ 139,730	$ 128,761	8.5%
Other operating expenses	73,247	67,097	9.2%	206,164	188,076	9.6%
General and administrative expenses	14,793	13,285	11.4%	47,900	42,381	13.0%
Total other costs	$ 134,386	$ 126,253	6.4%	$ 393,794	$ 359,218	9.6%

Cineplex Inc.
Interim Consolidated Supplemental Information
(Unaudited)
(expressed in thousands of Canadian dollars, except number of shares and per share data)

Adjusted Free Cash Flow

	Three months ended September 30,		Nine months ended September 30,	
	2013	**2012**	**2013**	**2012**
Cash provided by operating activities	$ 22,546	$ 38,955	$ 90,193	$ 66,048
Less: Total capital expenditures net of proceeds on sale of assets	(10,254)	(16,066)	(44,443)	(48,652)
Standardized free cash flow	12,292	22,889	45,750	17,396
Add/(Less):				
Changes in operating assets and liabilities (i)	30,609	3,052	48,510	55,220
Changes in operating assets and liabilities of joint ventures (i)	317	(160)	(615)	(7,256)
Tenant inducements (ii)	(1,612)	(727)	(4,917)	(5,972)
Principal component of finance lease obligations	(571)	(520)	(1,662)	(1,573)
Growth capital expenditures and other (iii)	5,526	9,925	28,450	33,294
Share of income of joint ventures, net of non-cash depreciation (iv)	1,391	1,114	3,262	2,491
Cash invested in CDCP (iv)	(36)	(4)	(585)	(248)
Adjusted free cash flow	**$ 47,916**	**$ 35,569**	**$ 118,193**	**$ 93,352**
Average number of Shares outstanding	62,848,551	61,996,063	62,832,497	60,705,608
Adjusted free cash flow per Share	**$ 0.7624**	**$ 0.5737**	**$ 1.8811**	**$ 1.5378**

(i) Changes in operating assets and liabilities are not considered a source or use of adjusted free cash flow.
(ii) Tenant inducements received are for the purpose of funding new theatre capital expenditures and are not considered a source of adjusted free cash flow.
(iii) Growth capital expenditures and other represent expenditures on Board approved projects as well as any expenditures for digital equipment that was contributed to CDCP, exclude maintenance capital expenditures, and are net of proceeds on asset sales. Cineplex's revolving facility is available to fund Board approved projects.
(iv) Excludes the share of income of CDCP, as CDCP is a limited-life financing vehicle funded by virtual print fees collected from distributors. Cash invested into CDCP, as well as cash distributions received from CDCP, are considered to be uses and sources of adjusted free cash flow.