EXHIBIT F

FINANCIAL PROJECTIONS

Projected Financial Information

The Debtors believe that the Plan meets the feasibility requirement set forth in section 1129(a)(11) of the Bankruptcy Code, as confirmation is not likely to be followed by liquidation or the need for further financial reorganization of the Debtors or any successor under the Plan. In connection with the development of the Plan and for the purposes of determining whether the Plan satisfies this feasibility standard, the Debtors analyzed their ability to satisfy their financial obligations while maintaining sufficient liquidity and capital resources. Management developed a business plan and prepared financial projections (the "Projections") for the retail calendar years 2007 through 2010 (the "Projection Period").

The Debtors do not, as a matter of course, publish their business plans or strategies, projections or anticipated financial position. Accordingly, the Debtors do not anticipate that they will, and disclaim any obligation to, furnish updated business plans or projections to Holders of Claims or other parties in interest after the Confirmation Date, or to include such information in documents required to be filed with the SEC or otherwise make such information public.

In connection with the planning and development of the Plan, the Projections were prepared by the Debtors to present the anticipated impact of the Plan. The Projections assume that the Plan will be implemented in accordance with its stated terms. The Projections are based on forecasts of key economic variables and may be significantly impacted by, among other factors, changes in the competitive environment, regulatory changes and/or a variety of other factors, including those factors listed in the Plan and the Disclosure Statement. Accordingly, the estimates and assumptions underlying the Projections are inherently uncertain and are subject to significant business, economic and competitive uncertainties. Therefore, such Projections, estimates and assumptions are not necessarily indicative of current values or future performance, which may be significantly less or more favorable than set forth herein. The Projections included herein were prepared in January 2008. Management is unaware of any circumstances as of the date of this Disclosure Statement that would require the re-forecasting of the Projections due to a material change in the Debtors' prospects.

The Projections should be read in conjunction with the significant assumptions, qualifications and notes set forth below.

THE DEBTORS' MANAGEMENT PREPARED THE PROJECTIONS WITH THE ASSISTANCE OF THEIR PROFESSIONALS. THE DEBTORS' MANAGEMENT DID NOT PREPARE SUCH PROJECTIONS TO COMPLY WITH THE GUIDELINES FOR PROSPECTIVE FINANCIAL STATEMENTS PUBLISHED BY THE AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS AND THE RULES AND REGULATIONS OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. THE DEBTORS' INDEPENDENT ACCOUNTANTS HAVE NEITHER EXAMINED NOR COMPILED THE PROJECTIONS THAT ACCOMPANY THE DISCLOSURE STATEMENT AND, ACCORDINGLY, DO NOT EXPRESS AN OPINION OR ANY OTHER FORM OF ASSURANCE WITH RESPECT TO THE PROJECTIONS, ASSUME NO RESPONSIBILITY FOR THE PROJECTIONS, AND DISCLAIM ANY ASSOCIATION WITH THE PROJECTIONS. EXCEPT FOR PURPOSES OF THE

DISCLOSURE STATEMENT, THE DEBTORS DO NOT PUBLISH PROJECTIONS OF THEIR ANTICIPATED FINANCIAL POSITION OR RESULTS OF OPERATIONS.

MOREOVER, THE PROJECTIONS CONTAIN CERTAIN STATEMENTS THAT ARE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THESE STATEMENTS ARE SUBJECT TO A NUMBER OF ASSUMPTIONS, RISKS, AND UNCERTAINTIES, MANY OF WHICH ARE BEYOND THE CONTROL OF THE DEBTORS, INCLUDING THE IMPLEMENTATION OF THE PLAN, THE CONTINUING AVAILABILITY OF SUFFICIENT BORROWING CAPACITY OR OTHER FINANCING TO FUND OPERATIONS, ACHIEVING OPERATING EFFICIENCIES, CURRENCY EXCHANGE RATE FLUCTUATIONS, MAINTAINING GOOD EMPLOYEE RELATIONS, EXISTING AND FUTURE GOVERNMENTAL REGULATIONS AND ACTIONS OF GOVERNMENTAL BODIES, NATURAL DISASTERS AND UNUSUAL WEATHER CONDITIONS, ACTS OF TERRORISM OR WAR, INDUSTRY-SPECIFIC RISK FACTORS (AS DETAILED IN ARTICLE IX OF THE DISCLOSURE STATEMENT ENTITLED "PLAN-RELATED RISK FACTORS AND ALTERNATIVES TO CONFIRMATION AND CONSUMMATION OF THE PLAN"), AND OTHER MARKET AND COMPETITIVE CONDITIONS. HOLDERS OF CLAIMS AND INTERESTS ARE CAUTIONED THAT THE FORWARD-LOOKING STATEMENTS SPEAK AS OF THE DATE MADE AND ARE NOT GUARANTEES OF FUTURE PERFORMANCE. ACTUAL RESULTS OR DEVELOPMENTS MAY DIFFER MATERIALLY FROM THE EXPECTATIONS EXPRESSED OR IMPLIED IN THE FORWARD-LOOKING STATEMENTS, AND THE DEBTORS UNDERTAKE NO OBLIGATION TO UPDATE ANY SUCH STATEMENTS.

THE PROJECTIONS, WHILE PRESENTED WITH NUMERICAL SPECIFICITY, ARE NECESSARILY BASED ON A VARIETY OF ESTIMATES AND ASSUMPTIONS WHICH, THOUGH CONSIDERED REASONABLE BY THE DEBTORS, MAY NOT BE REALIZED AND ARE INHERENTLY SUBJECT TO SIGNIFICANT BUSINESS, ECONOMIC, COMPETITIVE, INDUSTRY, REGULATORY, MARKET, AND FINANCIAL UNCERTAINTIES AND CONTINGENCIES, MANY OF WHICH ARE BEYOND THE REORGANIZED DEBTORS' CONTROL. THE DEBTORS CAUTION THAT NO REPRESENTATIONS CAN BE MADE OR ARE MADE AS TO THE ACCURACY OF THE PROJECTIONS OR TO THE REORGANIZED DEBTORS' ABILITY TO ACHIEVE THE PROJECTED RESULTS. SOME ASSUMPTIONS INEVITABLY WILL BE INCORRECT. MOREOVER, EVENTS AND CIRCUMSTANCES OCCURRING SUBSEQUENT TO THE DATE ON WHICH THE DEBTORS PREPARED THESE PROJECTIONS MAY BE DIFFERENT FROM THOSE ASSUMED, OR, ALTERNATIVELY, MAY HAVE BEEN UNANTICIPATED, AND THUS THE OCCURRENCE OF THESE EVENTS MAY AFFECT FINANCIAL RESULTS IN A MATERIALLY ADVERSE OR MATERIALLY BENEFICIAL MANNER. EXCEPT AS OTHERWISE PROVIDED IN THE PLAN OR DISCLOSURE STATEMENT, THE DEBTORS AND REORGANIZED DEBTORS, AS APPLICABLE, DO NOT INTEND AND UNDERTAKE NO OBLIGATION TO UPDATE OR OTHERWISE REVISE THE PROJECTIONS TO REFLECT EVENTS OR CIRCUMSTANCES EXISTING OR ARISING AFTER THE DATE THE DISCLOSURE STATEMENT IS INITIALLY FILED OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS. THEREFORE, THE PROJECTIONS MAY NOT BE RELIED UPON AS A GUARANTY OR OTHER

ASSURANCE OF THE ACTUAL RESULTS THAT WILL OCCUR. IN DECIDING WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN, HOLDERS OF CLAIMS MUST MAKE THEIR OWN DETERMINATIONS AS TO THE REASONABLENESS OF SUCH ASSUMPTIONS AND THE RELIABILITY OF THE PROJECTIONS AND SHOULD CONSULT WITH THEIR OWN ADVISORS.

The Projections should be read in conjunction with the assumptions, qualifications, and explanations set forth in the Disclosure Statement, the Plan, and the Plan Supplement, in their entirety, and the historical consolidated financial statements (including the notes and schedules thereto) and other financial information set forth in Movie Gallery's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, Movie Gallery's Quarterly Report on Form 10-Q for the second quarter ending June 30, 2007, and any other recent Movie Gallery report to the Securities and Exchange Commission. These filings are available by visiting the Securities and Exchange Commission's website at http://www.sec.gov or the Debtors' website at http://www.moviegallery.com.

1. Pro Forma Projected Balance Sheet *(Unaudited)*[a]
(As of May 11, 2008)

($'s in millions)	Estimated Pre-Effective Date Balance Sheet	Reorganization Adjustments: Recapitalization Adjustments	Reorganization Adjustments: "Fresh Start" Adjustments	Pro Forma Balance Sheet of Reorganized Debtors
ASSETS:				
Current Assets:				
Cash and Cash Equivalents	$114	($67)	-	$47
Accounts Receivable, Net	10	-	-	10
Merchandise Inventory	183	-	-	183
Other Current Assets	5	-	-	5
Prepaid Expenses	47	-	-	47
Total Current Assets	**359**	**(67)**	**-**	**292**
Noncurrent Assets:				
Rental Inventory	216	-	-	216
Net Property and Equipment	111	-	-	111
Goodwill	-	-	578 (j)	578
Other Assets	54	(8) (b)	-	46
Deferred Tax Asset	3	-	-	3
Total Noncurrent Assets	384	(8)	578	954
Total Assets	**$743**	**($75)**	**$578**	**$1,246**
LIABILITIES & SHAREHOLDERS' EQUITY:				
Current Liabilities:				
Accounts Payable	115	13 (c)	-	128
Accrued Liabilities	142	-	-	142
Accrued Interest	10	(9) (d)	-	1
Income Taxes Payable	3	-	-	3
Total Current Liabilities	**269**	**4**	-	**273**
Non-Current Liabilities:				
DIP Facility	82	(82) (e)	-	-
Exit Revolver	-	-	-	-
1st Lien Term Loan	599	5 (f)	-	603
2nd Lien Term Loan	189	(72) (g)	-	116
Deferred Rent - Video Stores	20	-	-	20
Liabilities Subject to Compromise	463	(463) (h)	-	-
Total Non-Current Liabilities	**1,353**	**(613)**	-	**740**
Total Liabilities	**1,622**	**(609)**	-	**1,013**
Shareholders' Equity	(879)	534 (i)	578 (k)	233
Total Liabilities & Shareholders' Equity	**$743**	**($75)**	**$578**	**$1,246**

NOTES TO PRO FORMA PROJECTED BALANCE SHEET

(a) The pro forma balance sheet adjustments contained herein account for (i) the reorganization and related transactions pursuant to the Plan and (ii) the implementation of "fresh start" accounting pursuant to Statement of Position 90-7 ("*SOP 90-7*"), *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code*, as issued by the American Institute of Certified Public Accountants (the "AICPA"). The fresh start adjustments are based on a total equity value of approximately $233.0 million.

(b) This amount reflects $17.6 million of anticipated fees associated with the origination of a new revolving credit facility and the restructuring of the existing First Lien Credit Facilities and Second Lien Credit Agreement minus the write-off of approximately $25.5 million of unamortized deferred financing fees associated with the DIP Facility, the existing First Lien Credit Facilities, the Second Lien Credit Agreement, the 11% Senior Notes and the 9.625% Senior Subordinated Notes.

(c) The change in accounts payable reflects payment of the second installment to the Studios under the Accommodation Agreement and accruals for cure costs related to assumed leases and executory contracts and various professional success fees. Cure costs, success fees and remaining professional fees are assumed to be paid after emergence.

(d) This amount reflects: (i) the payment in kind of $5.5 million of accrued interest with respect to the Second Lien Credit Agreement and (ii) the conversion to equity of $3.9 million of accrued interest with respect to the conversion of the Sopris Second Lien Claims into New Common Stock.

(e) The change in the DIP Facility is a result of the DIP Facility being paid off on the Effective Date.

(f) This amount reflects the increase in principal balance due to the payment of $4.7 million of fees payable in kind under the Amended and Restated First Lien Credit Agreement.

(g) The balance was adjusted by (i) $77.9 million of principal value of Sopris Second Lien Claims converted into New Common Stock and (ii) $5.5 million of accrued interest under the Second Lien Credit Agreement paid in kind.

(h) This amount reflects the elimination of prepetition Claims, including (i) the 11% Senior Notes, (ii) the 9.625% Senior Subordinated Notes, (iii) accounts payable, (iv) accrued liabilities and (v) other General Unsecured Claims.

(i) This amount reflects: (i) the $100 million Pre-Money Equity Value, plus (ii) $50 million Rights Offering proceeds, (iii) the conversion of $77.9 million of principal related to Sopris Second Lien Claims being converted into New Common Stock, (iv) the conversion of approximately $3.9 million of accrued interest under the Second Lien Credit Agreement into New Common Stock, (v) the conversion of the $1.2 million Rights Offering backstop fee into New Common Stock and (vi) estimated cancellation of debt ("COD") income of $338.6 million, less (vii) the write-off of $25.5 million of deferred financing fees, (viii) $10.8 million of estimated bankruptcy-related professional fees and expenses and (ix) the $1.2 million Rights Offering backstop fee

(j) After accounting for all other "fresh start" accounting adjustments, the remaining offsetting adjustment for shareholders' equity was applied to goodwill.

(k) Adjustments to shareholders' equity were based on the estimated equity value of the Reorganized Movie Gallery ($233.0 million) in accordance with "fresh start" accounting provisions of SOP 90-7.

2. Projected Statements of Operations *(Unaudited)*

($'s in millions)	2007	2008	2009	2010
Operating Revenues	$2,453	$2,188	$2,323	$2,568
Cost of Sales[(a)]	1,135	1,011	1,112	1,301
Gross Profit	**1,318**	**1,176**	**1,211**	**1,266**
Operating Expense	1,393	948	963	1,003
SG&A Expense	199	140	139	140
Other Expense	275	-	1	1
Operating Income	**(548)**	**88**	**109**	**122**
Net Impact of Store Liquidation	-	(8)	-	-
Gain on Extinguishment of Debt	-	312	-	-
Reorganization Items	80	(44)	-	-
Interest Expense	(146)	(111)	(116)	(125)
Pre-tax Income	(614)	236	(7)	(3)
Income Taxes	(3)	2	2	2
Net Income (Loss)	**($611)**	**$234**	**($9)**	**($5)**
EBITDA[(b)]	**$122**	**$138**	**$150**	**$159**

(a) The 2007 EBITDA reflects add-backs taken for increases/decreases in Cost of Sales related to the Debtors' third quarter 2007 change in accounting estimates for salvage value and catalog amortization. EBITDA for 2008 – 2010 does not reflect any add backs related to the third quarter 2007 change in accounting estimates.

(b) EBITDA defined as operating income plus (i) depreciation and amortization, (ii) non-cash compensation and (iii) other non-cash, restructuring-related or one-time charges.

3. Projected Balance Sheets *(Unaudited)*

($'s in millions)	2007	2008	2009	2010
ASSETS:				
Current Assets:				
Cash	$101	$44	$47	$69
Accounts Receivable	10	10	10	10
Merchandise Inventory	155	202	231	263
Other Current Assets	5	5	5	5
Prepaid Expenses	58	47	47	47
Total Current Assets	329	308	340	394
Noncurrent Assets:				
Rental Inventory[(a)]	252	217	229	235
Property and Equipment	121	102	98	91
Goodwill	-	578	578	578
Other Assets	57	41	40	36
Deferred Tax Asset	3	3	3	3
Total Noncurrent Assets	433	942	949	944
Total Assets	**$762**	**$1,250**	**$1,289**	**$1,338**
LIABILITIES & SHAREHOLDERS' EQUITY				
Current Liabilities:				
Accounts Payable	86	133	140	153
Accrued Liabilities	145	154	160	168
Accrued Interest	10	-	-	-
Income Taxes Payable	3	3	3	3
Total Current Liabilities	243	289	303	323
Non-Current Liabilities:				
Long-Term Debt	881	740	774	808
Deferred Rent - Video Stores	20	20	20	20
Liabilities Subject to Compromise	463	-	-	-
Total Non-Current Liabilities	1,364	760	794	828
Total Liabilities	**1,607**	**1,050**	**1,097**	**1,151**
Shareholders' Equity	**(845)**	**201**	**191**	**187**
Total Liabilities & Shareholders' Equity	**$762**	**$1,250**	**$1,289**	**$1,338**

(a) Rental inventory reflects the Debtors' 3Q 2007 change in accounting estimates for salvage value and catalog amortization.

4. Projected Statements of Cash Flow *(Unaudited)*

($'s in millions)	2007	2008	2009	2010
Net Income	($611)	$234	($9)	($5)
Noncash Items:				
Depreciation - Rental Product[a]	436	198	175	184
Reorganization Items, net	(87)	-	-	-
Non-Cash Restructuring	-	(336)	-	-
Non-Cash Interest Expense	7	32	39	41
Purchase of Rental Inventory - Existing Stores[a]	(345)	(163)	(180)	(182)
Depreciation - FFE & LHI	126	48	40	36
Goodwill Write-Off	115	-	-	-
Other Assets	75	8	5	8
Deferred Rent	(2)	-	-	-
Deferred Tax Asset	(3)	-	-	-
Total Non Cash Items	323	(214)	80	87
Working Capital:				
Accounts Receivable	1	-	-	-
Inventory	(12)	(47)	(29)	(32)
Prepaid Expenses	(12)	10	-	-
Accounts Payable	32	47	7	13
Accrued Liabilities	163	9	6	7
Accrued Interest	19	(0)	-	-
Income Taxes Payable	2	-	-	-
Total Working Capital	194	19	(15)	(12)
CASH FLOW FROM OPERATIONS	**($94)**	**$40**	**$55**	**$70**
INVESTMENT ACTIVITIES				
Purchase of Rental Inventory - New Stores	-	-	(7)	(8)
Property, Plant & Equipment	(6)	(30)	(36)	(29)
Changes to Trademark and Other Intangibles	93	-	-	-
Cash flows used in investing activities	86	(30)	(43)	(37)
FINANCING ACTIVITIES				
Debt Issuance / (Repayment)	103	(104)	(6)	(8)
Debt Issue Costs	(27)	(13)	(3)	(3)
Issuance of Stock	-	50	-	-
Cash flows provided by (used in) financing activities	76	(67)	(9)	(11)
Beginning Cash	33	101	44	47
Change in Cash	68	(57)	3	23
Ending Cash	**$101**	**$44**	**$47**	**$69**

(a) 2007 includes the impact of the Company's reclassification of Previously-Viewed book cost from "Purchases of Rental Inventory" to "Rental Inventory Amortization". The forecasted periods do not reflect this change in classification.

ASSUMPTIONS TO FINANCIAL PROJECTIONS

Projections

Management prepared the Projections for the fiscal years 2007 through 2010 (the "Projection Period"). The Debtors operate on a retail calendar which ends each fiscal year on the first Sunday following December 30th. The Projections are based on a number of assumptions made by management with respect to the future performance of the Reorganized Debtors' operations. Although management has prepared the Projections in good faith and believes the assumptions to be reasonable, it is important to note that the Debtor can provide no assurance that such assumptions will be realized. As described in detail in the Disclosure Statement, a variety of risk factors could affect the Reorganized Debtors' financial results and must be considered. The Projections should be reviewed in conjunction with a review of these assumptions, including the qualifications and footnotes set forth herein.

Key Assumptions

A. General

1. *Methodology*. The Projections are based upon the Debtors' detailed operating budgets for fiscal 2007 and 2008. The projections for fiscal 2009 and 2010 incorporate management's assumptions and initiatives, including the impact of store relocations and new store openings and includes the Debtors' Canadian operations.

2. *Plan Consummation*. The operating assumptions assume that the Plan will be confirmed and consummated by May 11, 2008.

3. *Macroeconomic and Industry Environment*. The Projections reflect a stable economic environment and a relatively flat interest rate environment over the Projection Period.

B. Projected Statements of Operations

1. *Total Revenue*: Consolidated revenues consist of rental revenue and merchandise sales, including both new and previously viewed Merchandise. These sales are estimated to be $2.5 billion in 2007 and are projected to grow at a 1.5% compound annual growth rate through the projection period. Fiscal 2008 projections assume a year-end store count of 3,540 stores (includes Canadian stores). Store counts are assumed to remain flat, with the exception of Game Crazy locations, which are projected to increase by 100 stores per year in each of 2009 and 2010.

2. *Gross Margin:* Gross margin is projected to be 53.8% in 2008, declining to 49.3% in 2010, driven by increased high definition penetration and associated catalog investment and an increasing percentage of total sales being generated by the game and retail categories.

3. *Operating Expense:* Operating expenses include store employee salaries and benefits, advertising, rent and other occupancy costs, depreciation and amortization and other store operating expenses. These expenses have been adjusted to account for estimated federal wage increases, management cost initiatives and general inflation.

4. *Selling, General and Administrative Expenses*. Selling, General and Administrative ("SG&A") expenses reflect cost savings measures in 2008 and is projected to remain relatively flat throughout the projection period.

5. *Loss (Gain) on Extinguishment of Debt*: The estimated gain of $311.9 million consists of (i) cancellation of debt income associated with (a) the 11% Senior Notes, (b) the 9.625% Senior Subordinated Notes, (c) accounts payable, (d) accrued liabilities and (e) other General Unsecured Claims, less (ii) the write-off of $25.5 million of deferred financing fees and (iii) the $1.2 million Rights Offering backstop fee.

6. *Reorganization Items:* The 2007 restructuring charges consist principally of legal and professional fees and gains from rejection of lease obligations. Projected 2008 restructuring charges consist of legal and professional fees. The Reorganization expense projection does not include the impact of lease rejections subsequent to 2007.

7. *Interest Expense:* Interest expense following the Confirmation Date reflects the extinguishment of the 11% Senior Notes and 9.625% Senior Subordinated Notes claims as well as the conversion of the Sopris Second Lien Claims converted into New Common Stock, which results in an estimated $719.6 million of debt outstanding upon emergence. Thereafter, the Projections reflect the retirement of debt with cash available from operations. Interest expense also includes letters of credit, commitment and issuance fees.

8. *Net Operating Losses:* The Projections assume the Reorganized Debtor will not pay significant taxes based on the utilization of net operating losses, subject to the Section 382 limitation under the Internal Revenue Code and the carrying forward of projected operating losses in 2009 and 2010.

C. Projected Balance Sheets and Statements of Cash Flow

1. *Cash:* Management anticipates maintaining a minimum of approximately $30 million of book cash.

2. *Working Capital*: Accounts payable and inventory days are projected to moderately improve over the projection period. Accounts payable balances reflect the impact of Accommodation Agreements made with Studios as part of the reorganization.

3. *Capital Expenditures*: Capital expenditures are forecasted for relocating Company stores, installing additional games retail fixtures within Hollywood Video and Movie Gallery stores and refurbishing and refreshing the store fleet. Additionally, significant expenditures are forecast for information technology infrastructure upgrades and build out.

4. *Borrowing (Repayment) of Debt*: Incorporates scheduled amortization on the Amended and Restated First Lien Credit Facilities and includes a quarterly cash sweep used to prepay balances should cash, net of revolver borrowings, exceed the sum of $50 million plus the following quarter's projected cash interest expense. Quarterly cash sweep payments will be made in the month subsequent to the calculation, however for purposes of this projection they have been included in the month they are calculated. Balances are adjusted quarterly as appropriate for interest paid in kind on the Amended and Restated First Lien Credit Agreement and Amended and Restated Second Lien Credit Agreement.