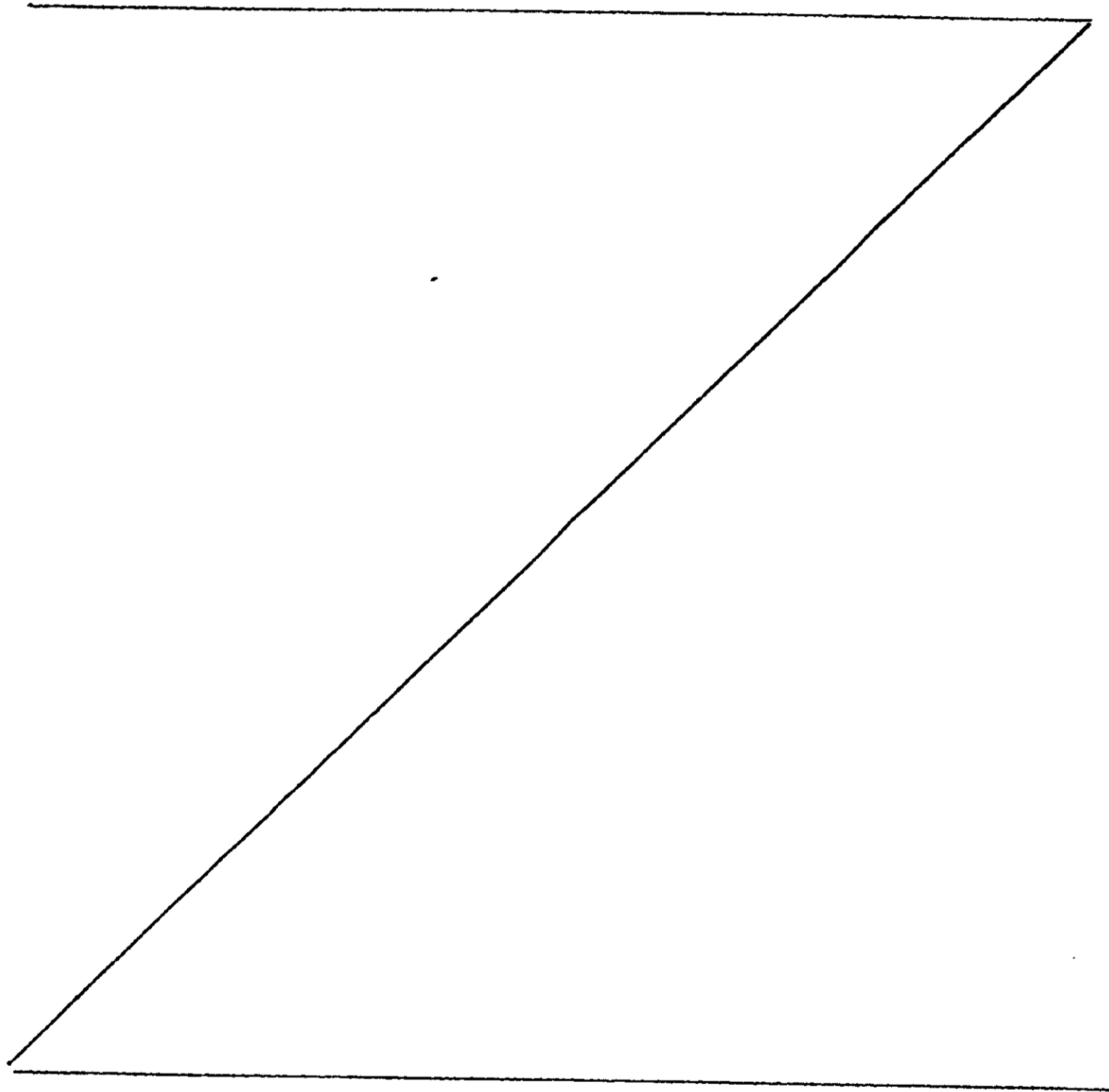


Drive-In Theatre Corporation; Grandin-~~lee~~ Theatres Incorporated;  
and Jefferson Theatre Company, Incorporated, all of which are  
organized under the laws of the Commonwealth of Virginia.

ARTICLE TWO

The plan of merger is set forth in the following Plan and  
Agreement of Merger:



4328 NY 2