

IN WITNESS WHEREOF, the parties to this agreement have hereunto
pursuant to the approval and authority duly given by resolutions adopted by
the board of directors of ABC SOUTHEASTERN THEATRES, INC., by the board of
directors of Atlanta Enterprises, Inc. and by the order of record of all of
the outstanding shares of stock of Birmingham Theatre Operating Company,
Drive-In Theatres of S. C., Inc. and Rebel Foster Exchange, Inc., have caused
these presents to be executed by the vice president and attested by the sec-
retary or assistant secretary of each party hereto, and the corporate seal
affixed.

ABC SOUTHEASTERN THEATRES, INC.

(CORPORATE SEAL)

By *Bernard Levy*
Bernard Levy, Vice President

ATTEST:

By *Franklin Feinstein*
Franklin Feinstein, Secretary

ATLANTA ENTERPRISES, INC.

(CORPORATE SEAL)

By *Bernard Levy*
Bernard Levy, Vice President

ATTEST:

By *Franklin Feinstein*
Franklin Feinstein, Secretary

BIRMINGHAM THEATRE OPERATING COMPANY

(CORPORATE SEAL)

By *Bernard Levy*
Bernard Levy, Vice President

ATTEST:

By *Franklin Feinstein*
Franklin Feinstein, Secretary

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