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MALEY & MILES, ATTORNEYS
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ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement dated as of this 3rd day of March, 1980 by and between ABC Southeastern Theatres, Inc., a Delaware corporation, ("Assignor") and Plitt Southern Theatres, Inc., a Delaware corporation, ("Assignee") with reference to the following facts:

A. Assignor is the tenant under a lease dated February 7, 1977, as amended by an Amendment of Lease dated September 9, 1977 and by an Amendment of Lease dated as of March 3, 1980, ("Lease") by which Assignor leases certain premises consisting of approximately 12,000 square feet located in the Greenville Shopping Mall, County of Greenville, State of South Carolina, and more particularly described on Exhibit "A" attached hereto, together with certain rights appurtenant thereto.

B. ABC Theatre Holdings, Inc. ("Guarantor") has executed and delivered a Guaranty dated March 3, 1977 ("Guaranty") guaranteeing Assignor's obligations as tenant under the Lease.

C. Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Lease.

D. Assignee is willing to accept such assignment and to assume and be bound by and to perform the terms, covenants and agreements on the part of Assignor to be performed under the Lease.

NOW, THEREFORE, the parties hereto agree as follows:

1. Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Lease, but Assignor shall remain liable to Landlord under the Lease for all of its obligations thereunder. Assignor warrants that it is the sole owner of the leasehold estate under the Lease, free and clear of all liens, charges and encumbrances except Permitted Encumbrances (as defined in the Agreement dated as of June 15, 1978, as amended, between American Broadcasting Companies, Inc., as Seller, and Plitt Southern Theatres, Inc., as Buyer) and has the lawful right and power to make this assignment.

2. Assignee hereby accepts such assignment as of the date hereof and, for the benefit of the landlord under the

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