

STATE OF NORTH-CAROLINA *New York*)
COUNTY OF MECKLENBURG *New York*) SS.:

PERSONALLY appeared before me the undersigned witness and made oath that (s)he saw the within named ABC SOUTHEASTERN THEATRES, INC., by its duly authorized officers, sign, seal, with its corporate seal and as the act and deed of said Corporation deliver the foregoing instrument, and that (s)he, with the other witness subscribed below, witnessed the execution thereof.

SWORN TO before me this 2nd)
day of May, 1973.)
Stuart J. Motelson (LS)
Notary Public for Mecklenburg *Brinx*)
County, North Carolina *New York*)
My Commission Expires: _____)

[Signature]

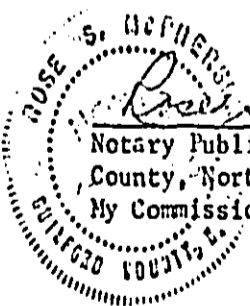
STUART J. MOTELSON
Notary Public, State of New York
No. 03-0910225
Qualified in Brinx County
Certificate Filed in New York County
Term Expires March 30, 1974

STATE OF NORTH CAROLINA)
COUNTY OF GUILFORD) SS.:

PERSONALLY appeared before me the undersigned witness and made oath that (s)he saw the within named JEFFERSON STANDARD LIFE INSURANCE COMPANY, by its duly authorized officers, sign, seal with its corporate seal and as the act and deed of said Corporation deliver the foregoing instrument, and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

SWORN TO before me this 10th)
day of May, 1973.)
Robert S. McPherson (LS)
Notary Public for Guilford)
County, North Carolina)
My Commission Expires: My Commission Expires May 31, 1975)

[Signature]



Agreement Recorded May 11, 1973 at 2:59P M., # 32281