

FILED
GREENVILLE CO. S. C.

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JIMMIE S. TANKERSLEY
CLERK

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THIS INDENTURE OF MORTGAGE, DEED OF TRUST, ASSIGNMENT OF RENTS AND SECURITY AGREEMENT is made as of the ^{12th} day of October, 1978, by and among PLITT PROPERTIES, INC. ("Plitt Properties") and PLITT SOUTHERN THEATRES, INC., ("Southern") Delaware Corporations having offices c/o 2020 Avenue of the Stars, Los Angeles, California 90067 (collectively, the "Company"), ROGER K. LUND, having an office at 1330 Avenue of the Americas, New York, New York 10019 (the "Trustee") and AMERICAN BROADCASTING COMPANIES, INC., a New York corporation having an office at 1330 Avenue of the Americas, New York, New York 10019 ("the Beneficiary").

W I T N E S S E T H :

WHEREAS, Plitt Properties is justly indebted to the Beneficiary in the principal sum of \$21,000,000, with interest thereon, as evidenced by Plitt Properties' note of even date herewith, a copy of which is annexed hereto as Annex A (the "A Note"); and

WHEREAS, Southern is justly indebted to the Beneficiary in the principal sum of \$1,150,000, with interest thereon, as evidenced by Southern's note of even date herewith, a copy of which is annexed hereto as Annex B (the "B Note");

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of securing (a) payment of the A Note and the B Note (collectively, the "Notes") with interest thereon, (b) performance of all obligations of the Company under this Indenture, and (c) payment of all sums advanced by the Beneficiary hereunder with interest thereon at the rate of 10-1/4% per annum, the Company hereby grants, bargains, sells, conveys, warrants, assigns, transfers, mortgages, pledges, sets over and confirms unto the Trustee, IN TRUST, WITH POWER OF SALE, for the benefit and security of the Beneficiary, under and subject to the terms and conditions hereinafter set forth, all of the Company's right, title and interest in and to the several lands and premises more particularly described in Schedule I hereto (each of said lands and premises being hereinafter called a