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Lease and Assignor and their respective successors an assigns, hereby assumes and agrees to discharge in accordance with the terms of the Lease the obligations of Assignor as tenant thereunder.

3. The assignment herein shall not release or relieve Guarantor of its obligations under the Guaranty.

4. Except as specifically provided for herein, all of the terms and provisions contained in the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Assignment and Assumption Agreement as of the day and year first above written.

SIGNED, SEALED AND DELIVERED IN THE PRESENCE OF:

Mary Cavallo
Marcie & Straus

(seal)

ABC SOUTHEASTERN THEATRES, INC.

By: Roger K. Le
Title: Vice President
"Assignor"

ATTEST: Stuart J. Mottel
Assistant Secretary

SIGNED, SEALED AND DELIVERED IN THE PRESENCE OF:

Ronald M. Evans
Ava M. Jordan

(seal)

PLITT SOUTHERN THEATRES, INC.

By: Henry J. Patton
Title: "Assignee"

ATTEST: Gene Shaver
Secretary

The foregoing Assignment and Assumption Agreement is hereby acknowledged, approved and agreed to:

SIGNED, SEALED AND DELIVERED IN THE PRESENCE OF:

Mary Cavallo
Marcie & Straus

(seal)

ABC THEATRE HOLDINGS, INC.

By: Roger K. Le
Title: Vice President

ATTEST: Jeffrey W. Foxley
"Guarantor"
Assistant Secretary

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