

AGREEMENT AND PLAN OF MERGER

VOL 1000 (10-4-31)

AGREEMENT AND PLAN OF MERGER, dated this 1st day of August, 1970, pursuant to Section 252 of the General Corporation Law of the State of Delaware, Section 55-111 of the North Carolina Business Corporation Act, Section 10.7 of the South Carolina Business Corporation Act of 1962 (Section 12-20.7 of the 1962 Supplement), and Section 10.06 of the Tennessee General Corporation Act, among ABC Southeastern Theatres, Inc. ("ABC Southeastern"), a Delaware corporation, The Carolina Amusement Company ("Carolina Amusement"), a South Carolina corporation, Charlotte Amusement Company ("Charlotte Amusement"), a North Carolina corporation, Charlottesville-Perry Theatres, Inc. ("Charlottesville-Perry"), a Tennessee corporation, Dominion Theatres, Inc. ("Dominion"), a Delaware corporation, Eastenn Theatres, Inc. ("Eastenn"), a Tennessee corporation, Greenville Enterprises, Incorporated ("Greenville"), a South Carolina corporation, Kingsul Theatres, Inc. ("Kingsul"), a Tennessee corporation, Knoxtenn Theatres, Inc. ("Knoxtenn"), a Tennessee corporation, North Carolina Theatres, Incorporated ("North Carolina Theatres"), a North Carolina corporation, The Palmetto Theatre Company ("Palmetto"), a South Carolina corporation, Savannah Theatres Company ("Savannah Theatres"), a Delaware corporation, and Strand Theatre, Incorporated ("Strand"), a North Carolina corporation.

WHEREAS, ABC Theatre Holdings, Inc., a Delaware corporation, is the beneficial and record owner of all of the issued and outstanding stock of each of the constituent corporations, parties hereto, excepting Charlottesville-Perry and Kingsul, all of the issued and outstanding shares of which are owned beneficially and of record by Dominion and ABC Southeastern, respectively, both of the last named corporations being constituent corporations, parties hereto, and wholly-owned subsidiaries of ABC Theatre Holdings, Inc., as aforesaid; and

WHEREAS, the Board of Directors of each of the constituent corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable, and generally to the advantage and welfare of said corporations and their respective stockholder that such corporations merge into a single corporation; and

WHEREAS, said ABC Southeastern was duly organized under and by virtue of the laws of the State of Delaware, its certificate of incorporation having been filed in the office of the Secretary of State of Delaware on March 18, 1931 and