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CARRIE S. TANKERSLEY
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THIS INDENTURE OF MORTGAGE, DEED OF TRUST, ASSIGNMENT OF RENTS AND SECURITY AGREEMENT is made as of the 2nd 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"), CONTINENTAL AUXILIARY COMPANY, having an office at 101 S. Marengo Avenue, Pasadena, California 91109 (the "Trustee") and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION having an office at 555 S. Flower Street, Los Angeles, California 90071, Attention: Los Angeles Corporate Service Office, 49th Floor ("the Beneficiary").

W I T N E S S E T H :

WHEREAS, Southern is justly indebted to the Beneficiary in the principal sum of up to \$23,300,000 with interest thereon, as evidenced by the Southern's notes of even date herewith copies of which are annexed hereto as Annex A (jointly and severally the "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 indebtedness created by the sums being advanced and to be advanced by the Beneficiary to Southern both now and in the future evidenced by the Note 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 "Property" and all of said lands and premises being hereinafter collectively called the "Properties").

TOGETHER WITH all interests, estates or other claims, both in law and in equity, which the Company now has or may hereafter acquire in (i) the Properties, (ii) all easements, rights-of-way and rights used in connection therewith or as a means of access thereto, and (iii) all

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