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BILEY & RILEY, ATIONISTS

SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENT

THIS AGREEMENT, made, this 3 day of MARCA

1980, by and among GREENVILLE MALL PARTNERS (hereinafter called "Landlord"), PLITT SOUTHERN THEATRES, INC. (hereinafter called "Tenant"), and THE PHILADELPHIA SAVING FUND SOCIETY, 12 South 12th Street, Philadelphia, Pennsylvania (hereinafter called "Mortgagee").

WHEREAS, by Lease dated February 7, 1977 (here-inafter called the "Lease"), Landlord (or Landlord's predecessor in interest, First Hartford Realty Corporation) leased to ABC SOUTHEASTERN THEATRES, INC. ("ABC") and ABC rented from Landlord, a portion of all that certain lot or ground in Greenville County, South Carolina, with the buildings and improvements thereon erected, all as more particularly described in Exhibit "A" attached hereto and made a part hereof (hereinafter called the "Premises"); and

WHEREAS, by Assignment and Assumption Agreement dated as of March 3, 1980, ABC has assigned all of its right, title and interest as tenant under the Lease to Tenant, with the consent of Landlord and Mortgagee; and

WHEREAS, Mortgagee is the holder of a First Mortgage date October 25, 1978 and recorded on October 30, 1978 in the R.M.C. Office for Greenville County in Mortgage Book 1448, page 575 et seq., which Mortgage constitutes a first lien against the Premises, and Mortgagee is the holder of a Second Mortgage dated November 5, 1979 and recorded on December 6, 1979 in the R.M.C. Office for Greenville County in Mortgage Book 1487, page 279 et seq., which Mortgage constitutes a second lien against the Premises; and

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. With the same