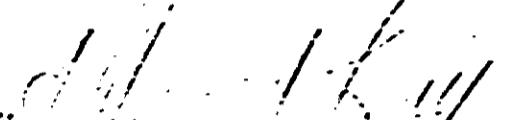


10/11/1961

IN WITNESS WHEREOF, the parties to this agreement have executed this instrument  
pursuant to the approval and authority duly given by resolutions adopted by  
the board of directors of ABC SOUTHEASTERN THEATRES, INC., L.C., by the board of  
directors of Atlanta Enterprises, Inc. and by the owner of record of all of  
the outstanding shares of stock of Birmingham Theatre Operating Company,  
Drive-In Theatres of S. C., Inc. and Rebel Poster Exchange, Inc., have caused  
these presents to be executed by the vice president and attested by the sec-  
retary or assistant secretary of each party hereto, and the corporate seal  
affixed.

ABC SOUTHEASTERN THEATRES, INC.

(CORPORATE SEAL)

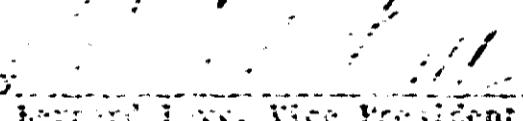
By   
Bernard Levy, Vice President

ATTEST:

By   
Franklin Feinstein, Secretary

ATLANTA ENTERPRISES, INC.

(CORPORATE SEAL)

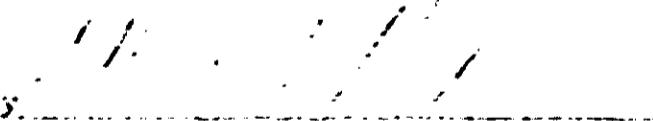
By   
Bernard Levy, Vice President

ATTEST:

By   
Franklin Feinstein, Secretary

BIRMINGHAM THEATRE OPERATING COMPANY

(CORPORATE SEAL)

By   
Bernard Levy, Vice President

ATTEST:

By   
Franklin Feinstein, Secretary

[4328 RV.23]