

MASTER NOTE

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\$5,000,000.00

Los Angeles, California.

October 2, 1978

The undersigned corporation, Plitt Southern Theatres, Inc. ("Borrower") promises to pay to the order of Bank of America National Trust and Savings Association at its Beverly Hills Main Office (hereinafter "Bank") such sums as Bank may hereafter loan or advance or reloan or advance to the undersigned together with interest thereon from the date of the respective advances hereunder until paid at a fluctuating rate per annum equal to 120% of Bank's Prime Rate plus one-fourth of one percent [120% (Prime + 1/4%)], (Prime Rate is hereinafter defined as the rate charged by Bank to its largest and most substantial customers on 90-day unsecured commercial loans), as it may change from time to time, (computed on the basis of a 360 day year and actual days elapsed), and, in the event of a change in the Prime Rate, such change in the rate of interest to be paid shall take effect on the same day as public announcement thereof. Said interest shall be payable on the last day of each quarter, commencing on December 31, 1978.

Principal hereunder shall be due and payable on September 28, 1979.