

Payments of principal and interest hereunder shall be made by bank wire transfer to Chemical Bank, 1350 Avenue of the Americas, New York, New York, for credit to the account of the Payee (Account No. 135-001560) with such bank. If any principal of or interest on this Note falls due on a Saturday, Sunday or legal holiday for banks at the place of payment, then such due date shall be extended to the next succeeding full business day at such place and interest shall be payable in respect of any such extension of principal.

This Note may be prepaid in whole or in part at any time on ten (10) days' prior written notice to the holder of this Note, without premium or penalty, provided all accrued interest to the date of prepayment is paid simultaneously therewith.

This Note is secured by a certain Indenture of Mortgage, Deed of Trust, Assignment of Rents and Security Agreement (the "Indenture") made by the Maker and Plitt Southern Theatres, Inc. to the Payee of even date herewith covering certain property (the "Trust Estate") located in eleven different jurisdictions, to which Indenture reference is made for a description of the Trust Estate, the events of default and of the rights of acceleration of maturity in the event of default.

This Note may not be changed orally.

PLITT SOUTHERN THEATRES, INC.

By _____
President

ATTEST:

Assistant Secretary

"NE VARIETUR" for identification with Indenture of Mortgage, Deed of Trust, Assignment of Rents and Security Agreement, passed this day before me, notary public.

New York, New York
October , 1978

Notary Public

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