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0736033176

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Janet C. McClendon (205) 458-5165

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Joel A. Price, Jr., Esq.
 Burr & Forman LLP
 3400 Wachovia Tower
 120 North 20th Street
 Birmingham, AL 35203

Doc#: 0736033176 Fee: \$34.00
 Eugene "Gene" Moore RHSP Fee: \$10.00
 Cook County Recorder of Deeds
 Date: 12/26/2007 01:21 PM Pg: 1 of 6

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 Village Roadshow Gold Class Cinemas LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 3400 Riverside Drive, Suite 500 Burbank CA 91505 USA

1d. SEE INSTRUCTIONS ORGANIZATION TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
 City company Delaware 4175979 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 The Teachers' Retirement System of Alabama

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 135 South Union Street, Suite 570 Montgomery AL 36130 USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral is more particularly set forth in Exhibit B attached hereto and made a part hereof. The Land described in Exhibit B is more particularly described in Exhibit A attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable). 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Cook County, IL 6959-165

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

International Association of Commercial Administrators (IACA)

Box 400-CTCC

8369820

J York CT# 01

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
9a. ORGANIZATION'S NAME Village Roadshow Gold Class Cinemas LLC		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names				
11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)				
12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers <input type="checkbox"/> timber to be cut or <input type="checkbox"/> as-extracted collateral, or is filed as a <input checked="" type="checkbox"/> fixture filing.		16. Additional collateral description:		
14. Description of real estate:				

See Attached Exhibit A.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Arboretum of South Barrington, LLC

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction -- effective 30 years
- Filed in connection with a Public-Finance Transaction -- effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)

Cook County, IL 6959-165

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EXHIBIT A

Legal Description

LOTS 1, 3, 4 AND 5 IN ARBORETUM OF SOUTH BARRINGTON, BEING A SUBDIVISION OF PARTS OF THE NORTHEAST QUARTER AND THE SOUTHEAST QUARTER OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED JULY 30, 2007 AS DOCUMENT 0721115094 IN COOK COUNTY, ILLINOIS.

ALSO DESCRIBED AS:

THAT PART OF THE NORTHEAST 1/4 AND THE SOUTHEAST 1/4 OF SECTION 33, TOWNSHIP 42 NORTH, RANGE 9, EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF THE SOUTHEAST 1/4 OF SAID SECTION 33; THENCE SOUTH 00 DEGREE, 02 MINUTES, 15 SECONDS WEST ALONG THE EAST LINE OF SAID SOUTHEAST 1/4 OF SECTION 33, A DISTANCE OF 780.49 FEET TO THE NORTH RIGHT OF WAY LINE OF ILLINOIS ROUTE NO. 72 (HIGGINS ROAD), AS MONUMENTED AND OCCUPIED; THENCE NORTH 69 DEGREES, 18 MINUTES, 19 SECONDS WEST ALONG SAID NORTH RIGHT OF WAY LINE, A DISTANCE OF 2766.41 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF ILLINOIS ROUTE NO. 59 ACCORDING TO THE PLAT THEREOF RECORDED AS DOCUMENT 11194096; THENCE NORTH 00 DEGREE, 11 MINUTES, 17 SECONDS WEST ALONG SAID EAST RIGHT OF WAY LINE OF ILLINOIS ROUTE NO. 59, A DISTANCE OF 1096.63 FEET TO A POINT ON A NON-TANGENT CURVE; THENCE SOUTHEASTERLY ALONG A CURVE CONCAVE TO THE NORTHEAST, HAVING A RADIUS OF 50.00 FEET, AN ARC DISTANCE OF 80.49 FEET TO A POINT OF COMPOUND CURVATURE, THE CHORD OF SAID ARC, HAVING A LENGTH OF 72.03 FEET AND A BEARING OF SOUTH 46 DEGREES, 18 MINUTES, 23 SECONDS EAST; THENCE EASTERLY ALONG A CURVE CONCAVE TO THE NORTH, HAVING A RADIUS OF 467.00 FEET AN ARC DISTANCE OF 68.92 FEET TO A POINT OF REVERSE CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 68.86 FEET AND A BEARING OF NORTH 83 DEGREES, 20 MINUTES, 49 SECONDS EAST; THENCE EASTERLY ALONG A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 798.00 FEET AN ARC DISTANCE OF 365.16 FEET TO A POINT OF REVERSE CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 361.98 FEET AND A BEARING OF SOUTH 87 DEGREES, 46 MINUTES, 18 SECONDS EAST; THENCE EASTERLY ALONG A CURVE CONCAVE TO THE NORTH, HAVING A RADIUS OF 552.00 FEET, AN ARC DISTANCE OF 125.61 FEET TO A POINT OF REVERSE CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 125.34 FEET AND A BEARING OF SOUTH 81 DEGREES, 10 MINUTES, 53 SECONDS EAST; THENCE EASTERLY ALONG A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 198.00 FEET, AN ARC DISTANCE OF 66.38 FEET TO A POINT OF REVERSE CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 66.07 FEET AND A BEARING OF SOUTH 78 DEGREES, 05 MINUTES, 46 SECONDS EAST; THENCE EASTERLY ALONG A CURVE CONCAVE TO THE NORTH, HAVING A RADIUS OF 30.00 FEET, AN ARC DISTANCE OF 35.16 FEET TO A POINT OF REVERSE

Continued on next page

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CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 33.18 FEET AND A BEARING OF NORTH 77 DEGREES, 55 MINUTES, 47 SECONDS EAST; THENCE NORTHEASTERLY ALONG A CURVE CONCAVE TO THE SOUTHEAST, HAVING A RADIUS OF 196.00 FEET, AN ARC DISTANCE OF 39.98 FEET TO A POINT OF REVERSE CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 39.91 FEET AND A BEARING OF NORTH 50 DEGREES, 11 MINUTES, 41 SECONDS EAST; THENCE NORTHEASTERLY ALONG A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 232.00 FEET AN ARC DISTANCE OF 125.75 FEET TO A POINT OF COMPOUND CURVATURE, THE CHORD OF SAID ARC HAVING A LENGTH OF 124.21 FEET AND A BEARING OF NORTH 40 DEGREES, 30 MINUTES, 36 SECONDS EAST; THENCE NORTHEASTERLY ALONG A CURVE CONCAVE TO THE NORTHWEST, HAVING A RADIUS OF 754.00 FEET, AN ARC DISTANCE OF 60.64 FEET TO A POINT OF NON-TANGENCY, HEREINAFTER REFERRED TO AS POINT "A", THE CHORD OF SAID ARC HAVING A LENGTH OF 60.62 FEET AND A BEARING OF NORTH 22 DEGREES, 40 MINUTES, 42 SECONDS EAST; THENCE SOUTH 51 DEGREES, 22 MINUTES, 16 SECONDS EAST ALONG A LINE HEREINAFTER REFERRED TO AS LINE "A", A DISTANCE OF 287.96 FEET; THENCE SOUTH 37 DEGREES 31 MINUTES 37 SECONDS WEST, 211.19 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 233.00 FEET AN ARC DISTANCE OF 42.15 FEET TO A POINT ON A NON-TANGENT CURVE, THE CHORD OF SAID ARC HAVING A LENGTH OF 43.08 FEET AND A BEARING OF SOUTH 42 DEGREES 49 MINUTES 55 SECONDS WEST; THENCE SOUTHERLY ALONG A CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 90.00 FEET AN ARC DISTANCE OF 40.31 FEET, THE CHORD OF SAID ARC HAVING A LENGTH OF 39.98 FEET AND A BEARING OF SOUTH 04 DEGREES 39 MINUTES 01 SECOND EAST; THENCE SOUTH 69 DEGREES 18 MINUTES 19 SECONDS EAST, 220.11 FEET; THENCE NORTH 20 DEGREES 41 MINUTES 41 SECONDS EAST, 27.00 FEET; THENCE SOUTH 69 DEGREES 18 MINUTES 19 SECONDS EAST, 191.54 FEET; THENCE NORTH 20 DEGREES 41 MINUTES 41 SECONDS EAST, 105.23 FEET; THENCE NORTH 38 DEGREES 37 MINUTES 44 SECONDS EAST, 30.67 FEET TO THE SOUTHEASTERLY EXTENSION OF AFORESAID LINE "A"; THENCE SOUTH 51 DEGREES 22 MINUTES 16 SECONDS EAST ALONG THE SOUTHEASTERLY EXTENSION OF SAID LINE "A", 128.74 FEET TO A POINT ON SAID SOUTHEASTERLY EXTENSION OF LINE "A" THAT IS 795.95 FEET SOUTHEASTERLY OF, MEASURED ALONG SAID LINE "A" AND ITS SOUTHEASTERLY EXTENSION, AFORESAID POINT "A"; THENCE NORTH 38 DEGREES 37 MINUTES 44 SECONDS EAST, A DISTANCE OF 83.15 FEET TO THE WEST LINE OF THE EAST 16 35 CHAINS OF THE AFORESAID NORTHEAST QUARTER OF SECTION 33; THENCE NORTH 00 DEGREES 04 MINUTES 45 SECONDS WEST ALONG SAID WEST LINE, A DISTANCE OF 476.54 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 35 SECONDS EAST, A DISTANCE OF 455.10 FEET; THENCE SOUTH 00 DEGREES 04 MINUTES 45 SECONDS EAST PARALLEL WITH THE EAST LINE OF SAID NORTHEAST QUARTER, A DISTANCE OF 422.20 FEET; THENCE SOUTH 45 DEGREES 12 MINUTES 05 SECONDS EAST, A DISTANCE OF 141.12 FEET; THENCE NORTH 89 DEGREES 40 MINUTES 35 SECONDS EAST, A DISTANCE OF 524.01 FEET TO THE EAST LINE OF SAID NORTHEAST QUARTER; THENCE SOUTH 00 DEGREES 04 MINUTES 45 SECONDS EAST ALONG SAID EAST LINE, A DISTANCE OF 916.29 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

Commonly known as: 100 West Higgins Road
South Barrington, IL 60010

Property Identification Nos.: 01-33-200-007-0000
01-33-200-012-0000
01-33-200-013-0000
01-33-200-014-0000
01-33-200-015-0000
01-33-200-017-0000

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EXHIBIT B

Collateral Description

All Debtor's right title and interest in and to all of the following described real and personal property, including replacements and additions thereto (which property is hereinafter referred to collectively as the "Collateral"):

(a) That certain Lease between Arboretum of South Barrington, LLC, as lessor, and Debtor, as lessee, dated as of June 12, 2007, a memorandum of which was recorded in the Recorder of Deeds of Cook County, Illinois, as Instrument No. 0723922095 on August 27, 2007 (the "Lease"), granting to Debtor a leasehold estate in and to the Land; together with all amendments, supplements, consolidations, extensions, renewals, and other modifications of the Lease now or hereafter entered into in accordance with the provisions thereof; together with all other, further, additional, or greater estate, right, title, or interest of Debtor in, to, under, or derived from the Land that might at any time be acquired by Debtor by the terms of the Lease, by reason of the exercise of any option thereunder or otherwise, including the right of the Debtor to possession under Section 365 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq., as amended (the "Bankruptcy Code") in the event of the rejection of the Lease by the lessor thereunder or its trustee pursuant to said Section; and together with all rights and benefits of whatsoever nature derived or to be derived by the Debtor under the Lease, including the rights to exercise options, to give consents, to modify, extend, or terminate the Lease, to surrender the Lease, to reject the Lease, or elect to treat the Lease as rejected or to remain in possession under Section 365 of the Bankruptcy Code, and to receive all deposits and other amounts payable to Debtor under the Lease; and

- (b) All Appurtenant Rights; and
- (c) All Improvements; and
- (d) All Equipment situated upon the Land; and
- (e) All Fixtures situated upon the Land; and
- (f) All Rents; and
- (g) To the extent assignable, all Permits; and
- (h) All Proceeds.

As used herein, the following terms shall have the following definitions:

"Appurtenant Rights" means all easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, waters, water courses, water rights and powers, flowers, shrubs, timber and other emblements now or hereafter appurtenant to, or used or useful in connection with, or located on, under or above the Land, or any part or parcel

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thereof, and all ground leases, estates, rights, titles, interests, privileges, liberties, tenements, hereditaments and appurtenances, reversions, and remainders whatsoever, in any way belonging, relating or appertaining to the Land or any other Collateral, or any part thereof.

“Equipment” shall have such meaning as given to such term in the Uniform Commercial Code.

“Fixtures” shall have such meaning as given to such term in the Uniform Commercial Code.

“Improvements” means all buildings, structures and improvements of every nature whatsoever now or hereafter situated on the Land, including, but not limited to, all gas and electric fixtures, radiators, heaters, engines and machinery, boilers, ranges, elevators and motors, plumbing and heating fixtures, air conditioning equipment, carpeting and other floor coverings, water heaters, awnings and storm sashes, cleaning apparatus, signs, landscaping, and parking areas, which are or shall be attached to the Land or said buildings, structures or improvements.

“Land” that portion of the real estate located in Cook County, Illinois, more particularly described in Exhibit A attached hereto and by this reference made a part hereof, which constitutes the Leased Premises under the Lease.

“Permits” means all licenses, permits, approvals, registrations, authorizations and certificates of Debtor obtained from any governmental or quasi-governmental authority and used or useful in connection with the ownership, operation, use or occupancy of the Land or any Improvements, including, without limitation, building permits, business licenses, state health department licenses, food service licenses, liquor licenses, beer and wine licenses, licenses to conduct business and all such other permits, licenses and rights.

“Proceeds” means all proceeds (whether cash or non-cash, moveable or immovable, tangible or intangible), including proceeds of insurance and condemnation, from the sale, exchange, transfer, collection, loss, damage, disposition, substitution or replacement of any of the Collateral.

“Rents” means all rent and other payments of whatever nature from time to time payable pursuant to any lease of the Land, or any part thereof.

“Uniform Commercial Code” means the Uniform Commercial Code as in effect from time to time in the State in which the Land is located.