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\$17.00

ASSIGNMENT AND ASSUMPTION OF LEASE

THIS ASSIGNMENT AND ASSUMPTION OF LEASE (the "Assignment") is made and entered into as of the 3rd day of November, 1988, by and between BELMONT AMUSEMENT CORPORATION, an Illinois corporation ("Assignor"), and LOEWS CHICAGO CINEMAS, INC., an Illinois corporation ("Assignee").

W I T N E S S E T H:

WHEREAS, Western National Bank of Cicero, as Trustee under Trust Agreement dated July 24, 1973 and known as Trust No. 5261 and Christy Berkos and Gerald Dolezal, managing agents, as landlord ("Landlord"), and Assignor, as tenant, entered into a lease agreement dated February 20, 1979, as amended by Modification of Lease dated March 19, 1979, a short form of which lease was recorded August 8, 1979 as Document 25090167 and Letter Agreement dated October 25, 1988 (collectively the "Lease"), covering certain premises ("Premises") located at 3101 South Cicero Avenue, Cicero, Illinois 60650, which premises are legally described on Exhibit A attached hereto; and

WHEREAS, an Amended and Restated Memorandum of Lease dated November 3, 1988 was recorded in the Recorder's Office of Cook County, Illinois on November 3, 1988 as Document 88508076; and

WHEREAS, Assignor wishes to assign all of its right, title and interest in and to the Lease to Assignee, upon the terms and conditions as hereinafter set forth; and

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WHEREAS, Assignee desires to take an assignment of the Lease, upon the terms and conditions as hereinafter set forth.

WHEREAS, Assignor wishes to convey all its right, title and interest in and to all the buildings, structures, improvements and additions (collectively the "Improvements") located on the Premises.

NOW, THEREFORE, in consideration of the mutual covenants and conditions set forth and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby covenant and agree as follows:

1. Assignment of Lease. Assignor hereby assigns, grants, conveys and quitclaims all of its right, title and interest in and to the Lease to Assignee, its successors and assigns from the date hereof for all of the remaining term of the Lease, including all renewals and extensions thereof and all options to purchase, if any. Assignor also irrevocably assigns to Assignee all of its right, title and interest in and to (i) any and all insurance or real estate tax impounds, credits and deposits and (ii) any and all security deposits held in escrow by Landlord or third parties pursuant to the Lease.

2. Assumption of Tenant's Obligations. Assignee hereby covenants and agrees to assume, be bound by and perform all of the terms, covenants, agreements, conditions and provisions of the Lease on the part of Assignor to be honored, observed and/or performed with respect to facts or events occurring after the date hereof.

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3. Conveyance of Improvements. Assignor grants, conveys, sells, transfers and assigns all its right, title and interest in and to the Improvements located on the Premises.

4. Tenant's Address for Notices. As of the date hereof, Assignee's address for notices under the Lease shall be:

Loews Chicago Cinemas, Inc.
c/o Columbia Pictures Entertainment, Inc.
711 Fifth Avenue
New York, New York 10022
Attention: General Counsel

with a copy to:

Loews Theatre Management Corp.
400 Plaza Drive
Secaucus, New Jersey 07094
Attention: Seymour Smith, Esq.

and

Columbia Pictures Entertainment, Inc.
711 Fifth Avenue
New York, New York 10022
Attention: General Counsel

[Space intentionally left blank. Signature on following page.]

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed under proper authority as of the day and year first written above.

ATTEST: [Signature]
Its Secretary

Print Name: LOUIS MARKS

ASSIGNOR:

BELMONT AMUSEMENT CORPORATION, an Illinois corporation

By: [Signature]
Its: PRESIDENT
Print Name: MAXIM ROSENFELD

ASSIGNEE:

LOEWS CHICAGO CINEMAS, INC., an Illinois corporation

By: [Signature]
Its: SE vice President
Print Name: WINSTON VAN BUREN

Property of Cook County Clerk's Office

COOK COUNTY CLERK'S OFFICE
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ACKNOWLEDGMENT OF ASSIGNOR

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, do hereby certify that MARTIN ROSENFELD and LOUIS MARRAS, personally known to me to be the ~~President~~ President and _____ Secretary, respectively, of BELMONT AMUSEMENT CORPORATION, an Illinois corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such _____ President and _____ Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 3rd day of November, 1988.

Therette Bernier
Notary Public

My Commission Expires 11/25/89

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ACKNOWLEDGMENT OF ASSIGNEE

STATE OF ILLINOIS)
) SS.
 COUNTY OF COOK)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, do hereby certify that Martha Rosenfield and Louis Marks Wmsbr Van Buren, personally known to me to be the Sp. Vice President and Secretary, respectively, of LOEWS CHICAGO CINEMAS, INC., an Illinois corporation, and personally known to me to be the same persons whose names ~~are~~ is subscribed to the foregoing instrument, appeared before me this day in person and ~~severally~~ jointly acknowledged that as such Sp. Vice President and Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, as ~~their~~ his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 3rd day of November, 1988.

Marion Bernier
 Notary Public

My Commission Expires 11/25/89

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EXHIBIT A

Legal Description

That part of the North West Quarter (NW1/4) of the North West Quarter (NW1/4) of Section 34, Township 39 North, Range 13, East of the Third Principal Meridian, which lies West (W) and North (N) of the Illinois Central Railroad (formerly the Chicago and Illinois Western Railroad) (except therefrom the West thirty-three (33) feet, also the North (N) one hundred and fifty (150) feet taken for 31st Street Highway) in Cook County, Illinois.

Excepting from the above-described parcel:

Commencing at the Northwest corner of the Northwest Quarter of Section 34, Township 39 North, Range 13 East of the Third Principal Meridian; thence on an assumed bearing of South 00 degrees 00 minutes 48 seconds West on the west line of said Northwest Quarter a distance of 150.00 feet to the south line of the North 150.00 feet of said Northwest Quarter; thence South 89 degrees 57 minutes 31 seconds East on the last described line, 37 feet to the east line of Cicero Avenue for the point of beginning; thence continuing South 89 degrees 57 minutes 31 seconds East on said south line of the North 150.00 feet, 35.00 feet; thence South 00 degrees 00 minutes 48 seconds West on a line parallel with the west line of said Northwest Quarter, 1181.76 feet to the south line of the Northwest Quarter of the Northwest Quarter of said Section 34; thence South 89 degrees 59 minutes 54 seconds West on the last described line 35.00 feet to the east line of Cicero Avenue; thence North 00 degrees 00 minutes 48 seconds East on said east line of Cicero Avenue 1181.78 feet to the point of beginning in Cook County, Illinois.

(Said parcel containing 0.950 acres, more or less)

P.I. NUMBER: 16-34-100-001 and 16-34-100-002

ADDRESS: 3101 South Cicero Avenue
Cicero, Illinois 60650

This instrument was prepared by
and after recording, mail to:

Maureen A. Dowd
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601

Box 289