### SECRETARY'S CERTIFICATE

I, Louis H. Marks, being the duly elected, qualified and acting Secretary of each of: Bel Air Realty Company; Double Drive-In Corporation, both being Delaware corporations, Belmont Amusement Corporation; Dearborn Theatres, Inc.; Evanston Theatres, Inc.; Fine Arts Theatres, Inc.; Hillside Amusement Corporation; Hillside Square Theatres, Inc.; Hyde Park Theatres, Inc.; M&R Theatres, Inc.; River Run Theatres, Inc.; Webster Place Theatres, Inc. and Y&W Theatre, Inc., all being Illinois corporations, (collectively the "Corporations"), DO HEREBY CERTIFY that:

Attached hereto as Exhibit A is a true and correct copy of the resolutions duly adopted by the Board of Directors and Shareholders of the Corporations and the same have not been altered, amended or repealed as of the date hereof.

IN WITNESS WHEREOF, I have set my hand this day of November, 1988.

Louis H. Marks

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### EXHIBIT A

FURTHER RESOLVED, that the form, terms and provisions of the Agreement by and among the Corporation, Loews Chicago Cinemas, Inc. and each of the parties listed therein, dated as of September 2, 1988, (the "Agreement"), including all schedules, exhibits and other documents contemplated thereby, pertaining to the sale and/or lease of certain assets of the Corporation which are used in the motion picture exhibition business, is hereby, in and confirmed all respects, approved, ratified: and further resolved, that execution and delivery of the Agreement by the President or other proper officer and the performance of the Corporation's obligations under the Agreement and all schedules, exhibits and other documents thereto are hereby, in all respects, approved, confirmed and ratified.

FURTHER RESOLVED, that the form, terms and provisions of any and all transfer documents, including but not limited to, bills of sale, leases, sullasses, assignments of leases and subleases, goads and deeds conveying improvements (the "Transfer Documents") and the Corporation's performance of its obligations under such Transfer Documents, are hereby, in all respects, approved; and further resolved, that the Prosident, Vice President, Treasurer and/or Secretary of the Corporation are hereby authorized and directed to execute and deliver the Transfar Documents in the name and on behalf of the Corporation and under its corporate seal or substantially in otherwise, the approved, with such changes therein and thereto as such executing modifications discretion officers may in their sole approve, which approval shall be conclusively evidenced by their execution thereof.

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Corporation are hereby authorized and directed to take all such further action, to execute and deliver the

agreements, instruments and documents authorized in the foregoing resolutions and all such further agreements, instruments and documents relating thereto in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

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### SECRETARY'S CERTIFICATE

The undersigned, Assistant Secretary of Loews Chicago Cinemas, Inc., an Illinois corporation, does hereby certify that attached hereto is a true copy of resolutions duly adopted by the Board of Directors of said Corporation at a meeting thereof duly convened and held on the 25th day of August, 1988, at which meeting a quorum was present and acting throughout, and that said resolutions and valid and in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of Loews Chicago Cinemas, Inc., this 25th day of August, 1988.

David I. Badain Assistant Secretary

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RESOLVED, that the Corporation be, and it hereby is, authorized to enter into an agreement among the Corporation and each of the Sellers named therein (the "Agreement"), pursuant to which the Corporation will purchase certain theater assets of the Sellers, for a purchase price of \$67,500,000, subject to adjustment;

RESOLVED, that the Agreement be, an it hereby is, authorized and approved, and that the appropriate Officers of the Corporation be, and each of them hereby is, authorized to execute and deliver, in the name and on behalf of the Corporation, the Agreement, the execution by such Officer or Officers to be conclusive excitated of such approval;

Corporation be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of the Corporation, to take such other and further actions, and to execute and deliver all agreements, instruments, notices, waivers, consents and other documents which any such Officer deems necessary, desirable or appropriate to effectuate the Agreement and any other transactions contemplated by the Agreement and to effectuate the purpose and intent of the foregoing resolutions, the authority for the taking of such actions and the execution and deliver of such agreements, instruments, notices, waivers, consents and documents to be conclusively evidenced thereby.

#### PLAT ACT OF AFFIDAVIT

STATE O	F IL	LINOI	S	<b>)</b>
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marriw Exemple , being duly sworn on oath, states that he resides at 2707 States Euro (trace IL That the attached deed is not in violation of Section 1 of Chapter 109 of the Illinois Revised Statutes for one of the following reasons:

 Said Act is not applicable as the grantors own no adjoining property to the premises described in said deed;

OR

the conveyance falls in one of the following exemptions as shown by Amended Act which became effective July 17, 1959.

- The division or arbdivision of land into parcels or tracts of 5 acres or more is size which does not involve any new streets or easements of access.
- The division of lots or blocks of less than 1 acre in any recorded subdivision which does not involve any new streets or easements of access.
- 4. The sale or exchange of parcels of land between owners of adjoining and contiguous land.
- 5. The conveyance of parcels of land or interests therein for use as right of way for railroads or other public utility facilities which does not involve any new streats or easements of access.
- 6. The conveyance of land owned by a rail read or other public utility which does not involve any new streets or easements of access.
- 7. The conveyance of land for highway or other public purposes or grants or conveyances relating to the dedication of land for public use or instruments relating to the vacation of land impressed with a public use.
- 8. Conveyances made to correct descriptions in prior conveyances.
- The sale or exchange of parcels or tracts of land existing on the date of the amendatory Act into no more than 2 parts and not involving any new streets or easements of access.

CIRCLE NUMBER ABOVE WHICH IS APPLICABLE TO ATTACHED DEED.

AFFIANT further states that he makes this affidavit for the purpose of inducing the Recorder of Deeds of Cook County, Illinois, to accept the attached deed for recording.

SUBSCRIBED AND SWORN TO before me this 700 day of Newmber 1973

UTARY PUBLIC

Jerroldvii. Marks Martin Roenfield

PRESIDENT, MOL THEATRES, SINC.

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#### EXHIBIT A

The buildings, improvements, and fixtures of every kind and nature located on the following described land:

#### PARCEL 1:

LOT 4 (EXCEPT THAT PART LYING NORTH OF A LINE 380 FEET SOUTH OF THE NORTH LINE OF SECTION 13 (ALSO BEING THE CENTER LINE OF HINTZ ROAD) AND PAST OF A LINE 216 FEET WEST OF THE WEST LINE OF LOT 5 EXTENDED) IN HENRY GRANDT AND OTHERS SUBDIVISION OF PART OF THE SOUTH 1420.62 FEET OF SECTION 12 WEST OF THE CENTER OF MILWAUKEE AVENUE AND A PART OF THE NORTH 1/2 OF SECTION 13, TOWNSHIP 42 NORTH, RANGE 11 LAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT OF SAID SUBDIVISION RECORDED IN THE REGISTRARS OFFICE OF COOK COUNTY, ILLINOIS ON JANUARY 29, 1923 AS DOCUMENT #172867 IN COOK COUNTY, ILLINOIS

ALSO

#### PARCEL 2:

THAT PART LYING WEST OF THE CENTER LINE OF MILWAUKEE AVENUE OF A TRACT OF LAND DESCRIBED AS FOLLOWS COMMENCING ON THE EAST LINE OF THE WEST 1/2 OF THE NORTH EAST 1/4 OF SECTION 13, TOWNSHIP 42 NORTH, RANGE 11 EAST OF THE THIRD PRINCIPAL MERIDIAN, 8.9 CHAINS SOUTH OF THE NORTH EAST CORNER THEREOF, THENCE SOUTH ON SAID LINE 5.10 CHAINS THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID SECTION, 32.80 CHAINS TO A POINT 7.20 CHAINS EAST OF THE WEST LINE OF THE EAST 1/2 OF THE NORTH WEST 1/4 OF SAID SECTION, THENCE NORTH PARALLEL WITH SAID WEST LINE 6.64 CHAINS, THENCE EAST PARALLEL WITH THE NORTH LINE OF SAID SECTION 21.80 CHAINS TO THE CENTER OF THE DES PLAINES RIVER, THENCE SOUTHERLY ALONG THE CENTER OF SAID RIVER 1.57 CHAINS, THENCE EAST PARALLEL WITH SAID NORTH LINE 10.37 CHAINS TO THE PLACE OF BEGINNING (EXCEPT ANY PART FALLING SOUTH OF THE NORTH 924 FEET OF SAID SECTION) IN COOK COUNTY, ILLINOIS.

P. I. Number: 03-13-101-016

03-13-101-024 03-13-200-009

Street Address: 1010 South Milwaukee

Wheeling, Illinois

This instrument was prepared by and after recording return to:

Maureen A. Dowd Kirkland & Ellis 200 E. Randolph Chicago, IL 60601

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FICIAL COPY STATE OF COOK COUNTY OF  $I \geq 1$ a notary public the undersigned in and for said County, in the State aforesaid, DO HEREBY CERTIFY that MARTIN President of the corporation, and personally known to me to be the... Secretary of said corporation, and personally known to personally known to me to be the... 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 of said corporation affixed thereto, pursuant to authority, given by the Board of Directors 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. 2 ND day of GIVEN under my hand and official seal this. Ox Coot Cou Commission expires Sig. Card Remainder to CHICAGO TITLE INS 8 12 NOA -3 7 हप ដូច CH SPECIAL WARRANTY DEED Corporation to Individual GEORGE E. COLE" LEGAL FORMS ADDRESS OF PROPERTY: 10 MAIL TO:

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