POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, on this 14th day of January, 1946, Edmond R. Ruben and Evelyn H. Ruben of Minneapolis, Hennepin County, Minnesota, as Lessor, entered into a lease of the premises and property commonly known as the "Pantages Theatre" in said city, in favor of Pan Theatre Corporation, a Minnesota corporation, as Tenant; and

WHEREAS, contemporaneously with the making of the said lease, the undersigned, REO Theatres, Inc. (formerly known as B. F. Keith Corporation), a New York corporation, executed and delivered to said Edmond R. Ruben and Evelyn H. Ruben a written Guaranty of the performance by said Pan Theatre Corporation of the lease aforesaid; and

WHEREAS, said Edmond R. Ruben and Evelyn H. Ruben entered into said lease, and accepted said Guaranty upon the express condition and understanding that this Power of Attorney would be contemporaneously executed, delivered and filed;

NOW, THEREFORE, in consideration of the recited facts aforesaid, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the undersigned, RKO Theatree, Inc., hereby constitutes and appoints the Secretary of State of the state of Minnesota, and his successor in office, from time to time, as the agent and attorney-in-fact of the undersigned, for and on the undersigned's behalf, to receive and accept the service of any and all notices, summons, or other process directed to the undersigned in any suit or action whatsoever, based upon, arising out of, or in any way connected with said Guaranty, in any State or Federal Court in Minnesota, in which the undersigned is named as party defendant. The undersigned acknowledges that any such notice, summons or other process, served upon its said agent and attorney-in-fact, shall be and constitute personal service upon the undersigned. Further, the undersigned declares that these presents shall be irrevecable.

The undersigned hereby directed the Societary of State of the state of Minnesota to transmit any and all notices, summons and other process received or served upon him hereunder, to the undersigned in care of RKO Service Corporation, 1270 Sixth Avenue, New York, New York.

These presents shall bind the undersigned, its successors and assigns, absolutely, irrevocably and forever.

IN WITNESS WHEREOF, the undersigned, RMO Theatres, Inc., has hereunto caused its corporate name to be subscribed by its President and Secretary thereunto duly empowered, and its corporate seal to be affixed this 14th day of January, 1946.

In the Presence of:

RKO THEATRES, INC.

Prosident

and Lower of

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STATE OF NEW YORK } ss.

On this 7th day of Lebruary, 1946, before me, a Notary Public within and for said County, appeared Dual column Kings being and Jule Willy Sworn, each did say that they are respectively the President and the Secretary of the corporation named in the foregoing instrument, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its Beard of Directors and said Malcolum Kingshery and Jour Life accounted said instrument to be the free act and deed of said corporation.

Notary Public Brand country

My commission expires march 30, 194

GRACE C. SOOTTING
Notary Fubile, Bronx County No. 202
Bronx County Register's No. 163-5-7
New York County Cik's No. 1737
New York County Register's No. 503-5-7
Kines County Register's No. 521-5-7
Kines County Register's No. 521-5-7
Queens County Cik's No. 2100
Queens County Register's No. 594-5-7
Certificate filed with County Clark
and Bradister of Westenester County
Commission Expires March 30, 1947
(Nozarial Sapi)

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epate of minnesota department of state FILED FEB2 5 1946

Scoretury of State: