

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, RKO 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 Theatres, 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 irrevocable.

The undersigned hereby directs the Secretary 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, RKO Theatres, Inc., has herunto caused its corporate name to be subscribed by its President and Secretary therunto duly empowered, and its corporate seal to be affixed this 14th day of January, 1946.

In the Presence of:

RKO THEATRES, INC.

Marion E. [Signature]

By Malcolm Kumpelberg
President

Thomas V. Davis

and Lois Joffe
Secretary

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