

AMENDMENT NO. 1 TO
AGREEMENT TO TRANSFER EXCLUSIVE RIGHT TO USE

THIS AGREEMENT, is made as of this 25th day of September, 2001 by and between MONTGOMERY COUNTY, MARYLAND ("TRANSFEROR") and ROUND HOUSE THEATRE, INC. ("TRANSFeree").

RECITALS:

By an Agreement to Transfer Exclusive Right to Use dated as of October 1, 2000 (the "TRANSFER AGREEMENT"), TRANSFeree received the exclusive right to use from TRANSFEROR those certain theatre premises to be constructed by Chevy Chase Bank FSB on the parcel of land ground leased by Chevy Chase Bank FSB from the owner thereof, and known as 7501 Wisconsin Avenue, Bethesda, Maryland 20814.

By terms of the TRANSFER AGREEMENT, TRANSFeree obtained the exclusive right to use the theatre premises for an initial term of two (2) years with the right to renew the term of the TRANSFER AGREEMENT for an extended term of up to a total of sixty-five (65) years.

The parties wish to amend the TRANSFER AGREEMENT to provide for an initial term of sixteen (16) years instead of an initial term of two (2) years.

The parties wish to execute this Amendment No. 1 to Agreement to Transfer Exclusive Right to Use as a memorandum of their understanding with regard to these Agreements.

NOW, THEREFORE, in consideration of the mutual promises herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows, contingent upon and subject to any rights obtained by the TRANSFeree from Chevy Chase Bank FSB pursuant to the Memorandum of Understanding from which the TRANSFER AGREEMENT arose:

1. Initial Transfer Agreement Term. The initial term of the TRANSFER AGREEMENT is hereby extended from a period of two (2) years to a period of sixteen (16) years commencing on the Rent Commencement Date defined in the TRANSFER AGREEMENT.
2. Confirmation of Transfer Agreement. The parties hereto hereby confirm and agree that the TRANSFER AGREEMENT, as hereby amended, remains in full force and effect and binding on the parties hereto.

WITNESS WHEREOF, the parties have executed this Amendment No. 1 to
to Transfer Exclusive Right to Use, Intending to be legally bound as of the day and
first above written.

WITNESS OR ATTEST:

Patricia C. Smith

WITNESS:

P. J. Hill

MONTGOMERY COUNTY, MARYLAND

By: Douglas M. Duncan
Douglas M. Duncan, County Executive
Date: 7/25, 2001

ROUND HOUSE THEATRE, INC.

By: Peter A. Tablow
President
Name: Peter A. Tablow
Date: 7/25, 2001

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