

Number 75

Shares

Saenger Theatres, Inc.

INCORPORATED UNDER THE LAWS OF THE STATE OF LOUISIANA

This Certifies that _____ is the owner of
_____ fully paid and non-assessable shares

of the par value of One Hundred Dollars (\$100.00) per share, of the Preferred Stock of SAENGER THEATRES, INC., transferable only on the books of the Corporation in person or by duly authorized attorney upon surrender of this certificate properly endorsed. The Preferred Stock is entitled in preference to both the Class A and Class B Common Stock to cumulative dividends at the rate of Seven Dollars (\$7.00) per share per annum, and in the event of the liquidation, dissolution or winding-up of the Corporation, or distribution of its assets, or any portion thereof, by way of return of capital, to One Hundred Dollars (\$100.00) per share and accumulated dividends. The Class A and Class B Common Stock are entitled to all other dividends and distributions; and, at the option of the Board of Directors of the Corporation, the Preferred Stock is subject to redemption, in whole or in part, at One Hundred and Ten Dollars (\$110.00) per share, and accumulated dividends, upon not less than thirty days nor more than sixty days previous notice by mail or publication, all as more fully provided in the Articles of Incorporation of the Corporation as amended, recorded in the Office of the Secretary of State of Louisiana, and in the office of the Recorder of Mortgages for the Parish of Orleans, Louisiana, a copy of which is on file with the Transfer Agent. The Preferred Stock, the Class A Common Stock and the Class B Common Stock are all issued subject to all the provisions of said Articles of Incorporation as amended, and the holder hereof agrees to all said provisions by acceptance of this certificate. Certain of said provisions, including the provisions above referred to, are endorsed hereon.

This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness the Seal of said Corporation and the signatures of its duly authorized Officers

this _____

[Signature]
SECRETARY

[Signature]
PRESIDENT

Registered
AMERICAN BANK AND TRUST COMPANY
(NEW ORLEANS)
REGISTRAR

By _____
TRANSFER AGENT

Countersigned
HIBERNIA BANK AND TRUST COMPANY
(NEW ORLEANS)
TRANSFER AGENT

