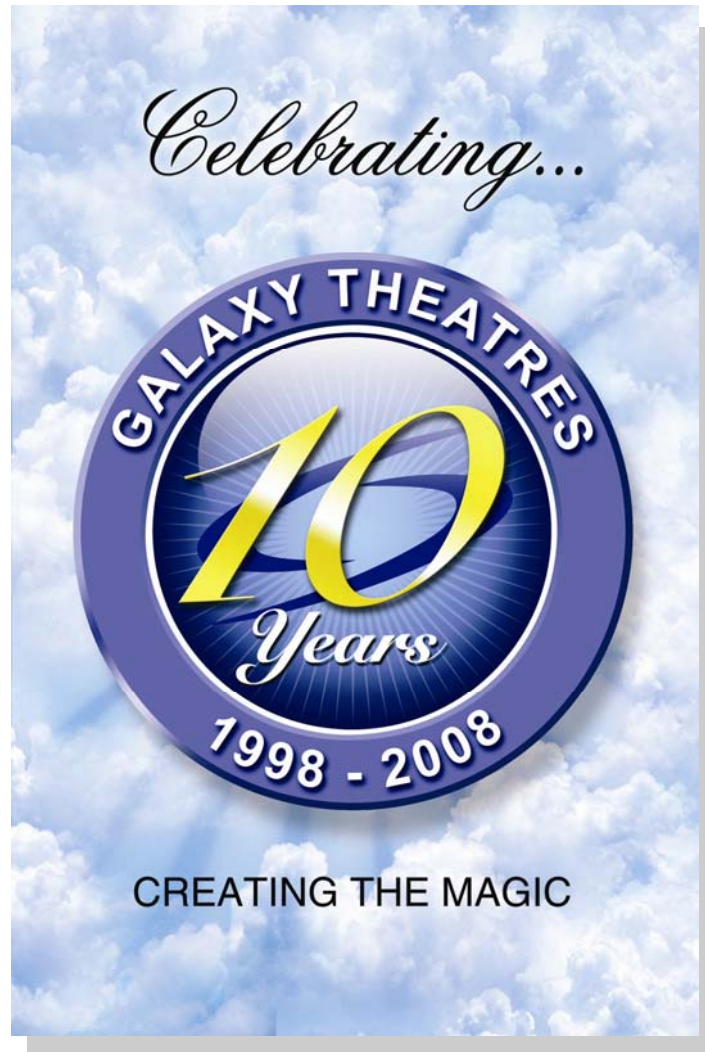


**GALAXY
THEATRES®**

15060 VENTURA BOULEVARD, SUITE 350
SHERMAN OAKS, CALIFORNIA
91403

TEL. 818.986.9000

WWW.GALAXYTHEATRES.COM



To those who come to these theatres. . .

Welcome !

They are created for you to relive fond memories of the past,
to enjoy the stories of today and the excitement of the future.

We hope your Galaxy Theatre will be a source of
joy and entertainment
for you and all who visit.

GALAXY THEATRES





An Introduction

Galaxy Theatres, LLC is a fully integrated movie theatre company. Privately owned, it is ranked, by size, in the top 10% of its industry, according to the National Theatre Association. Formed in 1998, its focus is to capitalize on emerging growth opportunities within the Exhibition Industry by developing and operating a portfolio of high impact, state-of-the-art movie entertainment theatres in selected secondary markets of the western United States. Its properties are controlled by ownership, leases and management contracts. The primary objective of Management is to maximize the value of the Company's individual and collective assets and build consistent cash flow for the Company and its shareholders.

Geographically, the Company's growth has been in secondary markets and niche opportunities in larger markets. Unlike most urban markets, these mid-sized markets are traditionally underserved, have pent-up demand, often with outdated, sub-standard theatres (if any). Experience has shown that this "only game in town" strategy, coupled with the Company's philosophy of social entrepreneurialism and talented field management can create strong market dominance, provide above average revenue-per-patron results, and lower the costs of local operation.

Galaxy Theatres is a fully integrated Exhibition company. From site location, to design & development, finance, operations, and film buying, the Company's key management team has over 70 years of combined experience. On the strength of their long term relationships, Galaxy Theatres can assure access to all first run movies available to Exhibitors nationally. As of the end of 2007 Galaxy Theatres LLC Principals will have been involved in developing and/or operating theatres totaling more than 177 screens.

VISION STATEMENT

Provide a consistent first class entertainment experience in the communities we serve through effective management; friendly service; quality presentations in comfortable clean surroundings, thereby increasing customer satisfaction, market share and profitability.

EXPERIENCE

| | <u>Theatre Location</u> | <u>Screens</u> | <u>Develop</u> | <u>Operate</u> | <u>Leased/ Sold</u> |
|-----|-------------------------|----------------|----------------|----------------|-------------------------|
| 1. | Austin, TX | 10 | | X | |
| 2. | Anaheim Hills, CA | 13 | | X | X |
| 3. | Carson City, NV | 10 | X | X | |
| 4. | Chico, CA | 10 | X | | X |
| 5. | Escondido, CA | 8 | | X | X |
| 6. | Federal Way, WA | 8 | | X | X |
| 7. | Gig Harbor, WA | 10 | X | X | |
| 8. | Lacey, WA | 12 | | | X |
| 9. | Las Vegas, NV | 11 | | X | |
| 10. | Monroe, WA | 12 | X | X | |
| 11. | North Las Vegas, NV | 14 | X | X | |
| 12. | Porterville, CA | 9 | X | X | |
| 13. | Redding, CA | 8 | X | | |
| 14. | Riverbank, CA | 12 | X | X | |
| 15. | Tacoma, WA | 6 | | X | |
| 16. | Tulare, CA | 10 | X | X | |
| 17. | Woodland, CA | 6 | X | | X |
| 18. | Yuba City, CA | 8 | X | | X |
| | Total | 177 | 109 | 133 | 65 |



Galaxy Designs Offer the Best in Excitement & Comfort ...



TULARE, CA

- DLP Digital 2K Movie Projection
- Oversized Expansive Movie Screens
- All Stadium Seating
- High-back Plush Rocker Seats with Cup Holders
- All Digital Sound w/ Dolby Surround-EX
- Expansive Food Concession Area
- Electronic Inter-active Game Arcade
- Private Party Event Room

This 42,000 square foot, 10-screen theatre is located in the Preferred Outlet Center and fronts Interstate Highway 99.

- ✓ **Big Picture**
- ✓ **Big Sound**
- ✓ **Big Seat**
- ✓ **Big Service**
- ✓ **Premier Popcorn**
- ✓ **Real Butter**
- ✓ **Ice Cold Drinks**
- ✓ **And More**

The theatres shown are representative of Galaxy Theatre's experience in the ownership, development and operation of multiplex movie theatres.



RIVERBANK, CA

Galaxy 12

- DLP Digital 2K Movie Projection
- Oversized Expansive Movie Screens
- All Stadium Seating
- High-back Plush Rocker Seats with Cup Holders
- All Digital Sound w/ Dolby Surround -EX
- Expansive Food Concession Area
- Electronic Inter-active Game Arcade
- Private Party Event Room

This 12-screen theatre covers 57,000 square feet on 8.2 acres, and fronts Highway 108 in Riverbank, California. The city of Riverbank is located 10 miles north of Modesto in the San Joaquin Valley.





**N. LAS VEGAS, NV
Galaxy 14**

This 14-screen theatre is 68,000 square feet and expandable by two screens. It is located at the new Cannery Casino & Hotel on Craig Road & Lossee Blvd.

- DLP Digital 2K Movie Projection
- 14 Spacious Auditoriums
- Oversized Movie Screens
- All Stadium Seating
- High-back Plush Rocker Seats with Cup Holders
- All Digital Sound
- Premium Concession Selections
- Electronic Inter-active Game Arcade
- Private Party Event Room

**Galaxy Theatres proudly
features. . .**



**MONROE, WA
Galaxy 12**

- DLP Digital 2K Movie Projection
- 12 Spacious Auditoriums
- Oversized Movie Screens
- All Stadium Seating
- High-back Plush Rocker Seats w/ Cup Holders
- All Digital Sound
- Premium Concession Selections
- Electronic Inter-active Game Arcade
- Private Party Event Room

This 12-screen theatre covers 53,000 square feet on 9.1 acres in Monroe's Commercial/Retail Center. Monroe is located 45 miles northeast of Seattle.



GIG HARBOR, WA
Galaxy Uptown 10

This 10-screen theatre consists of 41,600 square feet and is the Anchor Business for the Trade Area's premier life style retail development "Uptown".

- DLP Digital 2K Movie Projection
- VIP Auditorium
- All-Stadium Seating
- Plush High-back Seats with Cup-holders
- All Digital Sound
- Generous Aisles and Seat Rows
- Premium Concession Selections
- Electronic Inter-active Game Arcade



*Ease back...
 Settle in...
 and get swept away
 as you enjoy movie entertainment at its
 best.*

*Whatever your favorite film.
 Whatever your favorite concession,
 you will enjoy the ultimate movie
 experience at your
 Galaxy Theatre.*



AUSTIN, TX
Galaxy Highland 10

The 10-screen theatre is located near Highland Mall, adjacent to the University of Texas. It is a primary anchor tenant for a retail center. The theatre features:

- DLP Digital 2K Movie Projection
- 10 Spacious Auditoriums
- Oversized Movie Screens
- All Stadium Seating
- High-back Plush Rocker Seats with Cup Holders
- All Digital Sound
- Premium Concession Selections
- Electronic Inter-active Game Arcade

Awarding Winning Business Philosophy.....

Community Service and participation builds strong bonds and goodwill in all the communities we serve.



- Church Services & Organizations
- City of Riverbank Development Conferences
- City of Monroe Development Conferences
- City of Tacoma Summer Films in the Park
- Elementary School Reading Programs
- Miss Riverbank Pageant
- Modesto Junior College Classes
- Police & Fire Department Fund Raising Benefits
- Snohomish County Annual Real Estate Conference
- Stanford Women's Organization
- Stanislaus County Economic Conference
- State of California Labor Conference
- U.S. Air Force Thunderbirds
- Wine & Cheese Festival – Stanislaus County



Theater already entrenched in community

November 28, 2006

When the Tulare Galaxy Stadium 10 opened in late 2004, residents were awed by its size, lights, decor and more.

The awe led to a common thought among longtime Tulareans.

Geez, sure hope this lasts.

After all, Tulare had a long history of struggling to keep downtown theaters in business. And movie money was typically just another loss Tulare had suffered at the hands of Visalia businesses.

But today that's dated as a silent movie. In only two years, the Galaxy theater has become entrenched in Tulare culture — and it's more than the movies it shows. Last month the theater hosted the Veterans Day-themed Stories of Service event, where local veterans told their memories.

The theater will regularly show a free welcome-to-Tulare movie the Chamber of Commerce has created to help newcomers assimilate into town culture.

Theater management has proven very hospitable to locals, from local "Star Wars" fan clubs to birthday parties to the chamber's employee Oscars gala. (The "Star Wars" junkies were even allowed to re-enact light saber duels in the theater lobby.)

The theater's other strengths:

- Location. With bright lights visible from Highway 99, the theater is hard to miss. It now anchors Preferred Outlets at Tulare. And with a few more restaurants, it will be as appealing as any Valley shopping spot.
- Youth appeal. The outlet center and theater are cool hangouts for kids — especially the teeny-bopper set that is too young to drive yet doesn't want to hang with parents.
- Parents can drop their kids to hang out with friends there and know they are in a relatively safe, confined area with security and no seedy dives.
- And with hip stores like Nike and Aéropostale around the theater, kids are happy to be there.
- Proximity to Visalia. Visit the theater and you'll see evidence of Visalia patrons. Look for Visalia schools on sweatshirts, caps, bumper stickers and license plate holders and you'll find plenty, for example.

We're obviously getting some of Visalia's cash, a nice change.

Credit the theater's overall cleanliness and personable staff. Those are reasons many Visalians also shop at Wal-Mart and Mervyn's in Tulare rather than in their hometown.

And Visalia's theater faults add to Tulare's strengths. The streets around Visalia's downtown theater are cramped. The theaters inside the Sequoia Mall themselves are cramped, with no stadium seating.

It appears that Tulare will have no problem sustaining its theater, a vibrant part of the community.

And that's more heartwarming than your typical Hollywood saga.



MANAGEMENT

Senior management of Galaxy Theatres is balanced and diversified among four individuals. Each member averages over 20 years experience in his respective executive responsibilities. These include real estate development, finance, and theatre operations. Galaxy Theatres enjoys an excellent relationship with all major studios including Disney, Sony Pictures, Warner Bros., Paramount / Dreamworks, 20th Century Fox, MGM, Universal, and PolyGram. It has equally strong relationships with independent companies such as Miramax, Lions Gate Entertainment, New Market Films, New Line, Focus Films, etc. On the strength of these relationships Galaxy Theatres is able to access all first run movies released nationally to exhibitors. The Executive Officers of the Company are:

Rafe Cohen, CPA, President & Chief Operating Officer of Galaxy Theatres, llc. Previously, he was a co-founder and Chief Operating Officer of Cinema Properties Corporation. Founded in 1987, that company specialized in the location and development of multi-screen theatre complexes. It developed these projects for the Company's account as well as other U.S. theatre operators.

Mr. Cohen has over twenty years experience in financial management and theatrical exhibition. During that time he also served as an advisor to real estate firms and financial companies. As president of Cinema Properties, and as a real estate broker, he has participated in all phases of real estate acquisition, development and management. His development experience includes movie theatres, apartments, single-family houses and mobile home parks.

Mr. Cohen received both a Bachelors Degree in Political Science, and a Masters Degree in Finance from the University of California, Los Angeles. Additionally, he holds a Masters of Business Taxation from the University of Southern California. Previously, Mr. Cohen was affiliated with the national accounting firm of S.D. Liedesdorf, which subsequently merged with DeLoitte & Touche. Mr. Cohen's interests include politics and he is a member of the Los Angeles Chapter of the Lincoln Club.



Rafe Cohen, Lee Josselyn, Frank Rimkus, Charles Goodman

Frank J. Rimkus, Chairman & Chief Executive Officer of Galaxy Theatres, llc. His professional background encompasses over 30 years in real estate and investment banking experience. From 1983-1995 he was affiliated with Winthrop Financial Associates, a privately owned national real estate company (\$6.5 billion in assets) serving as Partner and Managing Director from 1985-95.

Previously, from 1975-1983 Mr. Rimkus served as a Vice President with Dean Witter Reynolds, Inc. with his emphasis in investment structuring and private placements. From 1970-1975 he was an executive of Environmental Systems International, an engineering and planning firm which provided economic, design and planning services to real estate development companies throughout the United States and Asia.

Mr. Rimkus is a graduate of California State Polytechnic University. Over the past twenty five years, he has been active in various professional and civic organizations, which include the YMCA Board of Managers, St. Johns Hospital, Santa Monica, CA, Rotary International, the Urban Land Institute, and the National Parents Committee of the University of Virginia. He currently is a member of the Owners Committee, National Association of Theatre Owners and serves on the Board of Directors of the Association's California/Nevada Chapter.

Always able to enjoy the finest in first run films

On the strength of our long term relationships, Galaxy Theatres can assure access to all first run movies available to exhibitors



Charles Goodman, Vice President – Operations for the Company. Mr. Goodman is responsible for the executive management and supervision of the day-to-day operations of the Company's theatre circuit. Entering the business in 1981, Mr. Goodman brings twenty years of theatre management experience to the Company. From 1986 to 1999, he held various positions of management and administration with United Artists Theatres. While working for UA Theatres his responsibilities included general and financial management, staffing, training and developing customer service and employee policy for United Artists' San Diego region. Mr. Goodman has over twenty years of field experience in managing multiplex theatres, which include United Artists' famous Horton Plaza 14 in downtown San Diego, and ten years of property management experience. Prior to 1986, Mr. Goodman was employed by a regional theatre company serving Colorado.

During the past twelve years Mr. Goodman has distinguished himself both personally and corporately in civic and charitable organizations, which include The Easter Seal Society, Variety Club, and Rotary Club (2004 President), and Riverbank Chamber of Commerce (2003 President). He has received several awards for his accomplishments on behalf of The Will Rogers Foundation, San Diego Community College, San Diego "Kids to Careers Project" and San Diego Disabilities Program. Under his leadership, individual theatres within Galaxy Theatres have competed and received numerous business awards which include Business of the Year, Readers Choice Award for Best Theatre, City Business Development Award, Best Concessions Award, and Best Theatre Experience in the County.

Lee E. Josselyn, Vice President, Film Buyer for Galaxy Theatres, llc. Mr. Josselyn has over 31 years of experience in the movie exhibition business. From 1992-1994 he served as an executive with Savoy Pictures with principal responsibility for new film release, budgets, advertising, and theatre share. From 1966 to 1992 he served with United Artists Theatres in positions of operational responsibility. Serving as film buyer and district manager from 1974 to 1978, his responsibilities included over 220 theatres nationally. Named National Director of Advertising and Development in 1987, he served in that position through 1992.

Mr. Josselyn is a graduate of Los Angeles City College, majoring in Business and Advertising. He currently serves on the Codes Committee of the National Association of Theatre Owners. During the past fifteen years Mr. Josselyn has been active in civic and charitable organizations including United Way and The Easter Seal Society. He has also served with the Spina Bifida Association and worked extensively with Junior Athletes in Wheelchairs.

Galaxy Theatres' Film
Studio Relationships:

Buena Vista Pictures

Castle Hill Productions

Columbia Pictures

Disney Studios

DreamWorks Pictures

Fox Searchlight Pictures

Lions Gate Films

MGM Studios

Miramax Films

New Line Pictures

Paramount Pictures

Trimark Pictures

Twentieth Century Fox

Universal Pictures

Warner Bros. Films





The Vision

A new Galaxy Theatre is designed, built, and operated to be a profitable first class, high impact movie entertainment experience.

A new Galaxy Theatre will be the first choice of moviegoers near and far...and a continuing source of civic pride...for generations to come.



