PALACE THEATER GROUP, INC. BOARD OF DIRECTORS

In accordance with the bylaws of the Palace Theater Group, Inc., there shall be a Board of Directors numbering not less than fifteen (15) nor more than thirty six (36) voting members. The membership of the Board of Directors shall be composed of a representative group from through-out the State of Connecticut who is committed to the goals of the Corporation and who are supportive of the goal and mission with their work, their influence and their financial support. Twenty percent (20%) of the Board or five (5) members, whichever is greater, shall be Mayoral appointees, two of whom shall be members of the Board of Aldermen chosen by the Mayor. The two Aldermanic appointees shall not belong to the same political party. The remaining members of the Board shall be appointed by the Board of Aldermen, Inc. City Aldermen who serve as members of the Board shall remain on the Board only so long as such individuals remain on the Board of Aldermen. Any vacancies in any of the offices appointed by the Mayor may only be filled by the Mayor, and not by the Board or any other authorized persons or representatives of the Palace Theater Group, Inc. The term of office for members of the Board of Directors, effective July 1, 2004, shall be staggered as follows: 1/3 shall have a term of one (1) year; 1/3 shall have a term of two (2) years and 1/3 shall have a term of three (3) years. Mayoral appointees shall be included in each of the staggered terms. Thereafter, at each annual meeting of the Board of Directors, members shall be appointed to fill expiring terms and those so appointed shall be appointed to terms of three (3) years or until their successors are duly appointed and qualified. The Board shall hold, at a minimum, meetings six (6) times per year on such dates, at such places and times, as the Board shall designate in writing.

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** Mayoral Appointee