

EXHIBIT A

SUPPLEMENT NO. 2

*Supplement No. 2 dated July 22, 2008 to
Confidential Private Placement Memorandum dated December 10, 2007*

MORRIS THEATRE COOPERATIVE

Morris Theatre Cooperative, a Minnesota cooperative (also referred to as “we,” “us,” “our” and the “Cooperative”), provides the information contained in this Supplement No. 2 (this “Supplement”) to the Confidential Private Placement Memorandum dated December 10, 2007, to amend, modify and supplement certain information contained in the Memorandum. You should examine the Memorandum and this Supplement before deciding whether to invest in us. Capitalized terms not otherwise defined in this Supplement have the meanings ascribed to them in the Memorandum. Our current and proposed activities are described in detail in the Memorandum.

This Supplement, the Memorandum and the documents referenced in this Supplement and the Memorandum contain forward-looking statements that involve future events, our future performance and our expected future operations and actions. These forward-looking statements are only our predictions and involve numerous assumptions, risks and uncertainties. Our actual results or actions may differ materially from these forward-looking statements for many reasons, including the risks described in this Supplement and the Memorandum, and events that are beyond our control. We are not under any duty to update the forward-looking statements contained in this Supplement or the Memorandum. We cannot guarantee future results, levels of activity, performance or achievements. We caution you not to put undue reliance on any forward-looking statements. We qualify all of our forward-looking statements by these cautionary statements.

Changes in the Date of Expiration of the Offering

The Board of Directors has extended the offering. The offering will now close upon the earlier of a resolution of our Board of Directors or on September 1, 2009, subject to the right of our Board of Directors to extend the offering one or more times.

Confidentiality

This Supplement is solely for the offering of the Units described herein and in the Memorandum, and may not be reproduced or distributed to any person other than the recipient. Any distribution of this Supplement or the Memorandum in full or in part, or the divulgence of any of the contents to any party, is unauthorized. By accepting possession of this Supplement, you agree to the foregoing terms and also agree that if you elect not to purchase the Units offered, you shall immediately return this Supplement and the Memorandum, and all related materials, to us without retaining any copy or reproduction.