411298-V

CMC
Pd 25

THIS INSTRUMENT PREPARED BY:

James Kevin Flynn, Esq.
NOVAKOV, DAVIDSON & FLYNN
750 N. St. Paul Street
Suite 2000
Dallas, Texas 75201-3286

BOOK 10270 PG 506

Name and Address of New Owner	Name and Address of Entity Responsible for Payment of Real Property Taxes	Tax Map Parcel No.
AP Consolidated Theatres II Limited Partnership 12770 Coit Road Suite 1170 Dallas, Texas 75251	Carmike Cinemas, Inc. 1301 First Avenue Columbus, Georgia 31901	pt 70-15-39 pt 70-11-05

QUITCLAIM DEED

FOR AND IN CONSIDERATION OF One Dollar ($1.00) and other good and valuable consideration, the receipt and legal sufficiency of all of which are hereby acknowledged, AP FOUNTAIN SQUARE LIMITED PARTNERSHIP, a Texas limited partnership (herein called "Grantor"), does hereby convey, transfer, remise, release, relinquish and quitclaim unto AP CONSOLIDATED THEATRES II LIMITED PARTNERSHIP, a Texas limited partnership (herein called "Grantee"), all of Grantor's right, title and interest in and to the following described property, being situated and located in Davidson County, Tennessee to wit:

> See Exhibit A attached hereto and incorporated herein by reference.
>
> The source of Grantor's equitable interest is a Deed recorded in Book 8884, Page 788 in the Register's Office of Davidson County, Tennessee. The legal description is the same as in the previous deed of record. No new survey obtained.

The words "Grantor" and "Grantee" shall include their respective successors and assigns where the context requires or permits.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed effective the 7th day of October, 1996.

GRANTOR:

AP FOUNTAIN SQUARE LIMITED PARTNERSHIP, a Texas limited partnership

By: _____
R. Jay Anthony, Sole General Partner

0250084
IDENTIF. & REFERENCE

NOV 25 PM 4:06
REGISTER
DAVIDSON CO. TN.

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Before me, a Notary Public in and for the state and county aforesaid, personally appeared R. Jay Anthony, to me known (or proved to me on the basis of satisfactory evidence) to be the General Partner of AP FOUNTAIN SQUARE LIMITED PARTNERSHIP, the within named bargainor, a Texas limited partnership, who acknowledged that he executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as General Partner.

WITNESS my hand, at office, this 14th day of November, 1996.

Mary Jay Bobbitt
NOTARY PUBLIC
My Commission Expires: _____

MARY JOY BOBBITT
Notary Public, State of Texas
My Commission Expires 4/18/00

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer is $ 0.

Affiant

Subscribed and sworn to before me this the 25th day of Nov. 1996

Notary Public
My commission expires: 9/18/99

DAVIDSON COUNTY, TENN. LEANN FOSTER NOTARY PUBLIC

9236 11/25 0101 03CHECK 12.00

EXHIBIT A

Being a parcel of land in Nashville, First Civil District, Davidson County, Tennessee, located on the northerly right-of-way of MetroCenter Boulevard and the easterly right-of-way of Great Circle Road, said parcel being Lot No. 28A on the plan of the Third Revision, Resubdivision of Tract 28, Section II, MetroCenter, as of record in Book 7900, Page 409, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point on the northerly right-of-way of MetroCenter Boulevard, said point being 389 feet more or less, east of the easterly right-of-way of Great Circle Road as measured along the northerly right-of-way of MetroCenter Boulevard, said point also being the southeast corner of the herein described parcel;

THENCE, with the said northerly right-of-way of MetroCenter Boulevard, the following calls:

N 79° 43' 21" W, 144.79 feet to a point;

Along a curve to the left 207.77 feet to a point, said curve having a central angle of 04° 04' 48", a radius of 2,917.79 feet, a tangent of 103.93 feet and a chord of N 81° 45' 49" W, 207.73 feet;

N 83° 47' 49" W, 3.09 feet to a point;

Along a curve return a distance of 63.37 feet to a point in the easterly right-of-way of Great Circle Road, said curve having a central angle of 72° 37' 01", a radius of 50.00 feet, a tangent of 36.74 feet and a chord of N 47° 29' 41" W, 59.21 feet;

THENCE, with the easterly right-of-way of Great Circle Road, the following calls:

N 11° 11' 04" W, 97.97 feet to a point;

Along a curve to the left 351.74 feet to a point, said curve having a central angle 37° 11' 00", a radius of 542.00, a tangent of 182.32 feet and a chord of N 29° 46' 37" W, 345.60 feet;

N 48° 22' 04" W, 136.09 feet to a point;

Along a curve to the right 282.80 feet to a point, said curve having a central angle of 37° 03' 04", a radius of 437.34 feet, a tangent of 146.54 feet and a chord of N 29° 50' 33" W, 277.90 feet;

N 11° 19' 00" W, 50.03 feet to a point, said point being the southwesterly property corner of Lot 31, Second Revision, Resubdivision of Tracts 28 and 31, Section Two, MetroCenter, as of record in Book 7900, Page 366, R.O.D.C;

THENCE, leaving said Great Circle Road and following the southerly property line of said Lot 31, the following calls:

N 78° 41' 00" E, 90.72 feet to a point;
N 84° 01' 01" E, 135.03 feet to a point;
N 89° 03' 14" E, 776.12 feet to a point, said point being the northeast property corner of the herein described parcel;

THENCE, leaving said southerly property line of Lot 31, S. 10° 10' 13" W, 931.99 feet to the point of beginning.

Containing 593,353 square feet or 13.62 acres more or less.

Being the same property conveyed to AP Fountain Square Limited Partnership, a Texas limited partnership, by deed from Fountain Square Joint Venture, as of record in Book 8884, page 788, Register's Office for Davidson County, Tennessee.

Together with easements contained in Declaration of Covenants, Conditions, Restrictions and Easements of record in Book 8884, page 775, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED