Owner or Responsible Taxpayer:

7741 Partners
2200 Abbott Martin Road, Suite 200
Nashville, Tennessee 37215-2528

BILL GARRETT, Davidson County
Trans:T20120040472 DEEDWARRSP
Recvd: 06/01/12 15:13 6 pgs
Fees:33.00 Taxes:2590.00
20120601-0047871

This instrument was prepared by:
Herbert S. Sanger, Jr.
Wagner, Myers & Sanger, P.C.
1801 First Tennessee Plaza
800 South Gay Street
Knoxville, Tennessee 37929

Tax Map 127, Parcel 275 and Tax Map 127, Parcel 301

Special Warranty Deed

This Indenture is made this 30th day of May, 2012 between:

Regal Cinemas, Inc. ("Grantor"), a Tennessee corporation, having an address of 7132 Regal Lane, Knoxville, Tennessee 37918, and

7741 Partners ("Grantee"), a Tennessee general partnership composed of John T. Rochford, Edgar B. Cooper and Charles K. Evans, having an address of 2200 Abbott Martin Road, Suite 200, Nashville, Tennessee 37215-2528:

WITNESSETH:

For and in consideration of Ten Dollars ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant, bargain, sell and convey to Grantee, with all hereditaments and appurtenances thereto appertaining and with all rights and interests therein belonging, Grantor hereby releasing all claims therein, the following described real property:

> Being a tract of land lying in Nashville, Davidson County, Tennessee, also being part of Lot 1 of the First Revision Corcoran/Maddox Property, as of record in Plat Book 7900, Page 742, at the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:
>
> Commencing at a point in the southerly right-of-way line of Highway 70 South, width varies, at a corner common with Lot 1 of the First Revision Corcoran/Maddox

Property, also being the property of Bellevue I, LLC, as of record in Instrument Number: 20040722-0087805, at the Register's Office for Davidson County, Tennessee and Lot 2 of the First Revision Corcoran/Maddox Property, also being the property of Highway 70 South Restaurant Partners, as of record in Instrument Number: 20080527-0054007, at the Register's Office for Davidson County, Tennessee;

Thence leaving the southerly right-of-way line of Highway 70 South, with the common line between said Lot 1 and said Lot 2, South 12 deg 36 min 52 sec East, 157.08 feet to an existing iron rod and the TRUE POINT OF BEGINNING, said existing iron rod being located at Northing: 637,750.71; Easting: 1,684,640.56; on the State Plane Coordinate System;

Thence with the southerly property line of said Lot 2, North 87 deg 06 min 32 sec East, 97.03 feet to an existing pk nail;

Thence North 75 deg 59 min 26 sec East, 388.67 feet to an existing pk nail;

Thence with the westerly property line of said Lot 2, South 40 deg 06 min 32 sec East, 253.65 feet to an iron rod set in the northerly property line of Bellevue I, LLC;

Thence with the northerly property line of Bellevue I, LLC, South 51 deg 41 min 00 sec West, 709.15 feet to an iron rod set;

Thence North 89 deg 14 min 20 sec West, 121.80 feet to an iron rod set;

Thence with the easterly property line of Bellevue I, LLC, North 39 deg 20 min 00 sec West, 221.15 feet to an iron rod set;

Thence with the southerly property line of Bellevue I, LLC, North 35 deg 40 min 00 sec East, 122.50 feet to an iron rod set;

Thence North 50 deg 20 min 00 sec East, 153.07 feet to an iron rod set;

Thence with the easterly property line of Bellevue I, LLC, North 02 deg 53 min 30 sec West, 165.00 feet to the POINT OF BEGINNING.

Containing 276,295 square feet or 6.343 acres more or less.

All according to survey by R. Scot Cherry (Cherry Land Surveying, Inc.), TN RLS#1512 dated August 8, 2010.

Tax Map 127, Parcel 275 and Tax Map 127, Parcel 301.

ALSO conveyed herewith are rights of access as set forth in instruments of record in Book 3346 at page 133 (Final Decree) and Book 9364 at page 926 (Declaration of Reciprocal Easements and Restrictive Covenants) and as shown on Plat Book 7900 at page 742 as set forth in the Davidson County, Tennessee Register of Deeds office.

This is improved property known as 7741Highway 70S, Nashville, Tennessee 37221.
Being the same property conveyed to Grantor by that certain Special Warranty Deed dated August 27, 2010, which was recorded with the Davidson County Register of Deeds as Instrument No. 20100901-069500.

To have and to hold the same unto Grantee, its successors, representatives and assigns, in fee simple forever.

Grantor does hereby covenant with Grantee, its successors, representatives and assigns, that Grantor is lawfully seized in fee title of the property, has good right and lawful authority to sell and convey the property to Grantee, has not encumbered the property, and will defend title to the property against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise, except for all matters of record in Davidson County, Tennessee (other than matters representing claims by, through or under Grantor).

The property is conveyed by Grantor to Grantee subject to the following restriction, which shall run with the land:

Neither Grantee, nor its successors, assigns, affiliates, licensees, tenants, under-tenants, or other persons or entities having a right to use or occupy the above-described property shall be permitted to lease, license, operate or otherwise permit the property to be used for a movie theatre or motion picture theatre business or operation showing any films that are typically

shown in main stream motion picture theatres, such as those operated by Regal Entertainment Group or its affiliates, regardless of the mechanical process used, including, without limitation, a so-called "first-run" or "sub-run" or "discount" or "IMAX" or "drive-in" theatre or any combination or variation thereof, for a period of twenty (20) years from and after the date of this Deed.

In witness whereof, Grantor has executed this Indenture the day and year first above written.

Grantor: **Regal Cinemas, Inc.**
a Tennessee corporation

By: _____
Name: Robert G. Crane
Title: Sr. Vice President

State of Tennessee)
County of Knox) ss.

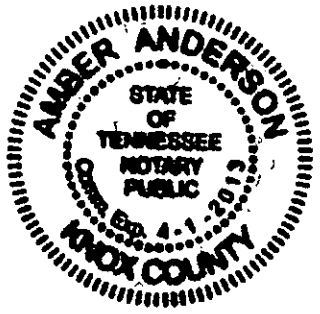
Before me, a Notary Public of the County and State aforesaid, personally appeared Robert G Crane, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be the Sr Vice President of **Regal Cinemas, Inc.**, a Tennessee corporation, the within named bargainor, and that he/she as such officer executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as such officer, and that he/she was duly authorized thereunto by the board of directors of such corporation.

Witness my hand and official seal at office in Knox County, Tennessee, this 30 day of May, 2012.

My commission expires: 4/1/2013.

Amber Anderson
Notary Public

[Notary Seal]



Grantee's Affidavit:

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is Seven Hundred Thousand Dollars ($700,000.00).

Affiant's Name: Charles K. Evans

Subscribed and sworn to before me this 1st day of June, 2012.

My commission expires: 1/6/15.

Notary Public

[Notary Seal]

