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Davidson County DEEDWARR
Recvd: 12/28/01 16:10 5pgs
Fees:28.00 Taxes:22045.83
20011228-0144021

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (DMS)
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
O'Charley's Inc. 3038 Sidco Drive Nashville, Tennessee 37204 Attn.: Chad Fitzhugh	Same	Map 132-4, Parcels 7 and 9

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, FIRST AMERICAN BUSINESS CAPITAL, INC., a Tennessee corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey, unto O'CHARLEY'S INC., a Tennessee corporation ("Grantee"), certain real property in Davidson County, Tennessee, as more particularly described in Exhibit A attached hereto.

TO HAVE AND TO HOLD the said real property, together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining, to Grantee and its successors and assigns forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to said real estate to Grantee and its successors and assigns against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed as of the 27th day of December, 2001.

FIRST AMERICAN BUSINESS CAPITAL, INC.,
a Tennessee corporation

By: Mary E Buckner
Title: Sr VP & CAO & Secretary

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Mary E Buckna, with whom I am personally acquainted, who acknowledged that she is the Sr. V. Pres. of First American Business Capital, Inc., a Tennessee corporation, and that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 21st day of December, 2001.

MARY JAN DIONNE NOTARY PUBLIC AT LARGE DAVIDSON CO., TENNESSEE

Mary Jan Dionne
Notary Public

My Commission Expires: 5/26/02

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $5,958,332.20.

Affiant

Subscribed and sworn to before me, this 21st day of December, 2001.

Mary Jan Dionne
Notary Public

My Commission Expires:
5/26/02

MARY JAN DIONNE NOTARY PUBLIC AT LARGE DAVIDSON CO., TENNESSEE

EXHIBIT A

[Property Description]

TRACT 1

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING IDENTIFIED AS LOTS 1 AND 2 ON THE PLAN OF RADNOR INDUSTRIES SUBDIVISION, SECTION ONE, AS OF RECORD IN PLAT BOOK 3106, page 45 (CORRECTED IN BOOK 3370, PAGE 512), REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, SAID PROPERTY BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN IN THE SOUTHERLY MARGIN OF ARMORY AVENUE AT THE NORTHEASTERLY RADIUS RETURN OF SIDCO DRIVE.

1) THENCE WITH THE SOUTHERLY MARGIN OF ARMORY AVENUE SOUTH 88◦03'00" EAST, 750.15 FEET TO A PK NAIL;

2) THENCE WITH A CURVE TO THE RIGHT, HAVING A CENTRAL ANGLE OF 90◦00'00", A RADIUS OF 50.00 FEET, A TANGENT OF 50.00 FEET, A CHORD BEARING AND DISTANCE OF SOUTH 43◦03'00" EAST, 70.71 AND AN ARC LENGTH OF 78.54 FEET TO A RAILROAD SPIKE;

3) THENCE SOUTH 01◦57'00" WEST, 328.63 FEET TO AN IRON PIN;

4) THENCE SOUTH 018◦44'41" WEST, 142.89 FEET TO AN IRON PIN;

5) THENCE SOUTH 37◦13'44" WEST, 503.74 FEET TO AN IRON PIN;

6) THENCE SOUTH 77◦39'54" WEST, 188.00 FEET TO AN IRON PIN;

7) THENCE SOUTH 88◦07'02" WEST, 336.48 FEET TO A RAILROAD SPIKE IN THE EASTERLY MARGIN OF SIDCO DRIVE;

8) THENCE NORTH 01◦57'00" EAST, 244.96 FEET TO AN IRON PIN;

9) THENCE LEAVING SIDCO DRIVE SOUTH 88◦05'16" EAST, 300.41 FEET TO A RAILROAD SPIKE;

10) THENCE NORTH 49◦01'41" WEST, 206.28 FEET TO AN IRON PIN;

11) THENCE SOUTH 88◦03'00" EAST, 140.24 FEET TO AN IRON PIN IN THE EASTERLY MARGIN OF SIDCO DRIVE; TO A RAILROAD SPIKE;

12) THENCE NORTH 01◦57'00" EAST, 570.58 FEET TO AN IRON PIN;

13) THENCE WITH A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 90°00'00", A RADIUS OF 50.00 FEET, A CHORD BEARING AND DISTANCE OF NORTH 46°57'00" EAST, 70.71 FEET, AND AN ARC LENGTH OF 78.54 FEET TO THE POINT OF BEGINNING CONTAINING 707,049.15 SQUARE FEET OR 16.12 ACRES.

TRACT 2

BEGINNING AT THE SOUTHERLY CORNER OF LOT 1 ON THE PLAN OF RADNOR INDUSTRIAL SUBDIVISION, SECTION ONE AS OF RECORD IN PLAT BOOK 3106, PAGE 45, AS CORRECTED IN BOOK 3370, PAGE 512, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

1) THENCE NORTH 37 ° 13' 44" EAST, 503.74 FEET TO AN IRON PIN;

2) THENCE WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 2128.52, A CHORD DISTANCE OF 503.74, AN ARC LENGTH OF 504.92 FEET TO THE POINT OF BEGINNING, CONTAINING 5,025.77 SQUARE FEET OR 0.11 ACRES.

Being the same property conveyed to Grantor by deed of record as Instrument No. 20001017-0103093, Register's Office for Davidson County, Tennessee.

The source of the foregoing legal description is the prior deed.

EXHIBIT B

[Permitted Encumbrances]

1) Taxes for the year 2001, a lien, which are not yet due and payable.

2) Subject to all matters shown on the Plan of record in Book 3106, page 45, Register's Office for Davidson County, Tennessee.

3) Surveyor's Certificate of record in Book 3370, page 512, in the Register's Office for Davidson County, Tennessee.

4) Easements of record in Book 5634, page 919, Book 5756, page 87 and Book 5756, page 88, in the Register's Office for Davidson County, Tennessee.

5) Rights reserved with reference to uranium, thorium and all other materials essential to production of fissionable materials as fully set out in deed to the State of Tennessee, of record in Book 1731, page 533, in the Register's Office for Davidson County, Tennessee.