FOR RECORDING PURPOSES

File No. 9776

Book 49

STATE OF TENNESSEE

COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSACTION IS $ 2,565,588.35

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS DATE:

Coreen D Runion
My Commission DD075139
Expires March 12, 2006

NOTARY PUBLIC

COMMISSION EXPIRES: 3/12/06

Special Warranty Deed

THIS INSTRUMENT PREPARED BY:

S. DAVID COOPER, ESQ.
LandAmerica National Commercial Services
450 South Orange Avenue
Orlando, Florida 32801
(407) 839-1561

Davidson County DEEDWARR
Recvd: 01/05/04 15:50 3pgs
Fees:18.00 Taxes:9492.68

20040105-0001468

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBER:
CNL FUNDING 2001-A, LP	CNL FUNDING 2001-A, LP	086-000-31600
CNL Center at City Commons	CNL Center at City Commons	
450 South Orange Avenue	450 South Orange Avenue	
Orlando, Florida 32801-3336	Orlando, Florida 32801-3336	

THIS INDENTURE MADE THIS 30th DAY OF December, 2003, BETWEEN O'CHARLEY'S INC., WHICH IS ORGANIZED AND EXISTS AS A TENNESSEE CORPORATION, HEREINAFTER CALLED THE GRANTOR, AND CNL FUNDING 2001-A, LP, WHICH IS ORGANIZED AND EXISTS AS A DELAWARE LIMITED PARTNERSHIP, HEREINAFTER CALLED THE GRANTEE.

GRANTOR HAS BARGAINED AND SOLD, AND BY THESE PRESENTS DOES TRANSFER AND CONVEY UNTO GRANTEE, ITS SUCCESSORS AND ASSIGNS, FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, CASH IN HAND PAID BY GRANTEE, AND IN OTHER GOOD AND VALUABLE CONSIDERATION, THE RECEIPT OF WHICH HEREBY ACKNOWLEDGED, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, TENNESSEE, DESCRIBED AS FOLLOWS TO WIT:

SEE ATTACHED EXHIBIT "A"

THIS IS (X)IMPROVED ( )UNIMPROVED PROPERTY KNOWN AS:

5500 OLD HICKORY BOULEVARD, HERMITAGE, TENNESSEE 37076-2576

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and it does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and does further covenant and bind itself and its successors to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under, the GRANTOR but no further or otherwise. Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

[SIGNATURES ON NEXT PAGE]

NCS Case No.: 03-758
O'Charley's/Site #216/Hermitage, TN

IN WITNESS WHEREOF, the said parties have hereto set their hands and affixed their seals on the date and year above written.

O'CHARLEY'S INC., a Tennessee corporation

By: A Chad Fitzhugh
Print: A. Chad Fitzhugh
Title: Sec. / Treas.

CORPORATE NOTARY ACKNOWLEDGEMENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, duly commissioned and qualified, personally appeared A Chad Fitzhugh with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who upon oath acknowledged himself/herself/themselves to be the Sec/Treas of O'CHARLEY'S INC., a Tennessee corporation, and that as such Sec/Treas being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said corporation.

Witness my hand and official seal at office at Nashville on this the 29th day of Dec., 2003.

Notary Public

Commission Expires: _____

LAURA LINCOLN
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TN
My Comm. Exp. Nov. 27, 2004

NCS Case No.: 03-758
O'Charley's/Site #216/Hermitage, TN

EXHIBIT "A"

Lot No. 1b on the re-subdivision of Lot 1, Northlake Village, of record in Plat Book 7900, page 29, Register's Office for Davidson County, Tennessee, to which plat reference is here made for a complete description.

Being the same property conveyed to Grantor by deed from The Signature Group, Inc., a Tennessee corporation, recorded in Book 10236, page 687, Register's Office for Davidson County, Tennessee.

The description of the property was prepared by John H. Wright, Registered Land Surveyor No. 1014, whose address is Wright & Associates, 2716 Crestdale Drive, Nashville, Tennessee 37214.