Davidson County DEEDWARR
Recvd: 07/20/07 10:11 6 pgs
Fees:33.00 Taxes:33300.00
20070720-0086388

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)
MCM (TN) LLC c/o W.P. Carey & Co. LLC 50 Rockefeller Plaza, Second Floor New York, NY 10020 Attn.: Mr. Gino Sabatini	Mountain City Meat Company, Inc. 2960 Armory Drive Building C Nashville TN 37204	Map 132-4, Parcel 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, O'CHARLEY'S INC., a Tennessee corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey, unto MCM (TN) LLC, a Delaware limited liability company ("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.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed as of the 12th day of July, 2007.

O'CHARLEY'S INC., a Tennessee corporation

By: _____
Name: Lawrence E. Hyatt
Title: Chief Financial Officer

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Lawrence E. Hyatt, with whom I am personally acquainted, who acknowledged that he is the CFO of O'Charley's Inc., a Tennessee corporation, and that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 12 day of July, 2007.

Nicole Hardin
Notary Public

My Commission Expires: May 2, 2011

NICOLE HARDIN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires May 2, 2011

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $9,000,000.00.

Affiant

Subscribed and sworn to before me, this 12 day of July, 2007.

Nicole Hardin
Notary Public

My Commission Expires:
May 2, 2011

NICOLE HARDIN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires May 2, 2011

EXHIBIT A

[Property Description]

2960 Armory Drive, Nashville Tennessee

Land lying in Davidson County, Tennessee, being Lot 2 on the Final Plat of Radnor Industrial Subdivision of record as Instrument No. 20070711-0082809, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Being further described on ALTA/ACSM Land Title Survey of said Lot 2 dated June 22, 2007 as prepared by Kevin David Crowe (RLS No. 1878) of Crowe-Wheeler and Associates, 1138 High Street, Bowling Green, KY 42101 as follows:

A certain tract of land located in Nashville, Davidson County, Tennessee, more particularly described as follows:

Unless stated otherwise, any monument referred to herein as an iron pin set is a set 5/8" rebar, 18" in length with a plastic cap stamped "K. Crowe #1979". All bearings stated herein are based on Geodetic North, observed by GPS dated 6/19/07.

BEGINNING at an iron pin found on the east right of way of Sidco Drive, 30' from centerline, said point being a common corner to Horrell Refrigeration recorded in Deed Book 4535, Page 85; thence along said right of way N 05° 55' 33" E a distance of 568.91' to an iron pin found.

Thence, along a curve to the right with a radius of 50.30', arc length of 79.25', delta angle of 90° 16' 09", bearing N 51° 02' 56" E, a distance of 71.30 to a P.K. nail set in the southern right of way of Armory Drive, 25' from centerline;

Thence, along said right of way, S 84° 03' 29" E, a distance of 749.78' to a P.K. nail set;

Thence, along a curve to the right with a radius of 50.00', arc length of 78.54', delta angle of 89° 59' 56", bearing S 39° 03' 29" E, a distance of 70.71' to a P.K. nail set;

Thence, with the west ROW of CSX Railroad 05° 56' 31" W a distance of 328.60' to an iron pin set;

Thence, with the west line of Tract II as recorded in 20011225, Page 144021 S 22° 39' 05" W a distance of 142.30' to an iron pin found;

Thence, S 41° 14' 03" W, a distance of 321.42' to a P.K. nail set, a corner to Lot 1, a portion of the O'Charley's Inc. property recorded in Deed Book 20011228, Page 144021;

Thence, along the line of Lot 1 following the next 9 calls N 46° 22' 27" W a distance of 67.22' to a P.K. nail set;

Thence, N 25° 52' 27" W a distance of 51.56' to a P.K. nail set;

Thence, N 46° 22' 27" W a distance of 168.74' to a P.K. nail set;

Thence, S 89° 27' 17" W a distance of 31.01' to a P.K. nail set;

Thence, N 57° 05' 20" W a distance of 63.66' to a masonry nail set in curb;

Thence, N 46° 22' 26" W a distance of 80.84' to a P.K. nail set;

Thence, S 42° 45' 02" W a distance of 155.90' to a chiseled "X" in rock'

Thence, N 45° 00' 52" W a distance of 30.98' to an iron pin set;

Thence N 84° 04' 59" W a distance of 138.40' to the point of beginning; said described tract containing 12.04 acres, more or less.

Being part of the same property conveyed to O'Charley's Inc., a Tennessee corporation by Special Warranty Deed from First American Business Capital, Inc., a Tennessee corporation of record as Instrument No. 20011228-0144021, Register's Office for Davidson County, Tennessee.

The source of the legal description set fort above is the aforementioned survey.

EXHIBIT B

[Permitted Encumbrances]

1) Taxes and assessments for the year 2007 and subsequent years, which are not yet due and payable.

2) All matters shown on the Plat of record in Plat Book 3106, page 45, Register's Office for Davidson County, Tennessee, as corrected by a Surveyor's Certificate of record in Book 3370, page 512, in the Register's Office for Davidson County, Tennessee, as amended by plat of record as Instrument No. 20070711-0082809, said Register's Office as follows:

- minimum building setback line
- 20' easement and utility easement

3) Easement for Dedication of Easement for Storm Sewers and/or Sanitary Sewers of record in Book 5634, page 919, in the Register's Office for Davidson County, Tennessee.

4) Underground Foundation Easement of record in Book 5756, Page 87 in the Register's Office for Davidson County, Tennessee.

5) Anchor Easement of record in Book 5756, Page 88 in the Register's Office for Davidson County, Tennessee.

6) Rights reserved of uranium, thorium and all other materials essential to production of fissionable materials as fully set out in quitclaim deed to the State of Tennessee, of record in Book 1731, page 533, in the Register's Office for Davidson County, Tennessee. The use restrictions set forth in the Quitclaim Deed have expired and there are no rights of forfeiture or reversion.

7) Charter right-of-way of C.S.X. Railroad.