BILL GARRETT, Davidson County
Trans:T20110065622 DEEDWARRSP
Recvd: 10/20/11 09:39 6 pgs
Fees:33.00 Taxes:7792.05
20111020-0081598

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201

SPECIAL WARRANTY DEED
(Tennessee)

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
STORE Master Funding I, LLC 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	O'Charley's Inc. 3038 Sidco Drive Nashville, Tennessee 37204 Copy to: STORE Master Funding I, LLC 8501 E. Princess Drive Suite 190 Scottsdale, Arizona 85255	034-02-0-066.00

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, O'CHARLEY'S INC., a Tennessee corporation (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to STORE MASTER FUNDING I, LLC, a Delaware limited liability company, and its successors and assigns (the "Grantee"), certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD said real property, together with the appurtenances and hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as 912 Rivergate Parkway, Goodlettsville, TN 37072.

Said property is conveyed subject to those matters more particularly described on Exhibit B attached hereto and incorporated herein by reference.

Grantor covenants that it is lawfully seized in fee of the foregoing real estate and has good right to sell and convey the same. Grantor covenants and binds itself and its successors to warrant specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth on Exhibit B), but no further or otherwise.

In addition, Grantor hereby conveys to Grantee, for the same consideration set forth above and subject to the matters set forth on Exhibit B, all of Grantor's right, title and interest, if any, in and to any minerals, oil, gas and other hydrocarbon substances, development rights, air rights, water, water rights, wastewater or other utility rights, water stock relating to the land, strips and gores, streets, alleys, easements, rights-of-way, public ways, or other rights of Grantor appurtenant, abutting or adjoining said property.

[Remainder of Page Left Blank Intentionally, Signature Page Follows]

IN WITNESS WHEREOF, Grantor executed this instrument ~~on~~ as of this 17th day of October, 2011.

O'CHARLEY'S INC.

By: _____
Name: David Head
Title: CEO and President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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

WITNESS my hand, at office, this 12 day of October, 2011.

Leslie E Cherry
Notary Public

My Commission Expires:

_____

LESLIE E. CHERRY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires November 7, 2012

STORE / O'Charley's
912 Rivergate Parkway, Goodlettsville, TN 37072
Store #204

STATE OF Arizona)

COUNTY OF Maricopa)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $2,105,960.

Affiant

Sworn to and subscribed before me this 15 day of October, 2011.

Susan M. Fitzgerald
Notary Public

Susan M. Fitzgerald
Notary Public
Maricopa County, Arizona
My Comm. Expires 5-09-15

My Commission Expires:

5-9-15

STORE / O'Charley's
912 Rivergate Parkway, Goodlettsville, TN 37072
Store #204

EXHIBIT A

[Legal Description]

LAND in Davidson County, Tennessee, being Lot No. E, on the Plan of Lot E, revised, Rivergate Park, as shown on plat of record in Plat Book 4595, page 121, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of the property

Being the same property conveyed to O'Charley's, Inc., a Tennessee corporation, by deed recorded at Instrument No. 20020204-0015366 and Quitclaim Deed recorded at Instrument No. 20020204-0015367 Register's Office for Davidson County, Tennessee.

Tax Parcel 034-02-0-066.00
Store #204

EXHIBIT B

[Permitted Exceptions]

1. Taxes and assessments for the year 2011 a lien, now due and payable, but not delinquent.

2. Subject to all matters shown on the Plan of record in Plat Book 4595, Page 121, Register's Office for Davidson County, Tennessee.

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