STATE OF COLORADO

COUNTY OF DENVER

BILL GARRETT, Davidson County
Trans:T20120042797 AFFIDAVIT
Recvd: 06/11/12 10:39 8 pgs
Fees:42.00 Taxes:0.00
20120611-0050715

AFFIDAVIT AFFECTING TITLE

BEFORE ME THE UNDERSIGNED notary public, came Anita Adams ("Affiant"), being the Chief Financial Officer of O'CHARLEY'S LLC, a Tennessee limited liability company (the "Converted Entity"), who upon oath and information, makes this Affidavit and states that:

1. Prior to the date of the conversion described in Paragraph 2 below, O'CHARLEY'S INC., a Tennessee corporation (the "Converting Entity"), acquired the real property set forth on Exhibit "A" attached hereto and incorporated herein (the "Property").

2. On May 9, 2012, the Converting Entity filed a Certificate of Conversion with the Tennessee Secretary of State, a true and accurate copy of which is attached hereto as Exhibit "B" and incorporated herein, by which the Converting Entity converted into the Converted Entity.

3. This Affidavit is being given to memorialize the conversion of the Converting Entity into the Converted Entity in the real property records of DAVIDSON COUNTY, TENNESSEE.

4. This Affiant is acknowledging that this Affidavit may be relied upon by parties having an interest in the Property.

Further, Affiant sayeth naught.

[*Execution and Acknowledgement Appears on Following Page*]

Prepared by:
Jason McCoy
Paul Hastings LLP
600 Peachtree Street, N.E.
Atlanta, GA 30308

IN WITNESS WHEREOF, Grantor has on the date set forth in the acknowledgement hereto, effective as of the date first above written, caused this instrument to be duly EXECUTED AND DELIVERED by authority duly given.

GRANTOR:

O'CHARLEY'S LLC, a Tennessee limited liability company

By: _____
Name: Anita Adams
Title: CFO

STATE OF Colorado)
)ss.
COUNTY OF Denver)

On May 21, 2012, before me, the undersigned, Notary Public in and for said State and County, personally appeared Anita Adams, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

_____
Notary Public

My commission expires: 10/13/13

NOTARY PUBLIC
SUZANNE M SPARKS
STATE OF COLORADO
MY COMMISSION EXPIRES 10/13/2013

EXHIBIT A
Legal Description

Land in Davidson County, Tennessee, being Lot No. 1 on the Final Plat of Radnor Industrial Subdivision, of record as Instrument No. 20070711-0082809, Register's Office of Davidson County, Tennessee, to which Plat reference is hereby made for a more complete description.

Being the same land 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 of Davidson County, Tennessee.

Exhibit "B"

[See Attached]

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

O'Charley's LLC
PO BOX 291809
NASHVILLE, TN 37229-1809

May 9, 2012

Control # 137132 Effective Date: 05/09/2012

Document Receipt

Receipt # : 754085	Filing Fee:	$320.00
Payment-Check/MO - BASS, BERRY & SIMS PLC, NASHVILLE, TN		$320.00

ACKNOWLEDGMENT OF CONVERSION

O'CHARLEY'S INC. converted from a **DAVIDSON COUNTY Corporation For-Profit**
to
O'Charley's LLC
a DAVIDSON COUNTY Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Carol Dickerson

State of Tennessee

Department of State
Corporate Filings
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CERTIFICATE OF CONVERSION

(Domestic For-Profit Corporation into LLC
under TCA §48-21-111)

(For use on or after 7/1/2006)

For Office Use Only

FILED

Pursuant to the provisions of §48-21-111 of the Tennessee Business Corporation Act and §48-249-703 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby submits this certificate of conversion:

1. The name and principal business address of the converting domestic corporation is:
O'Charley's Inc.

3038 Sidco Drive

Nashville TN 37204

2. The converting corporation was formed in Tennessee, its date of formation is: 01/19/1984
(month/day/year)

and its SOS control number (if known) is: 000137132

3. The converting corporation is being converted to a domestic limited liability company, and the name of the domestic limited liability company as set forth in its article of organization is:
O'Charley's LLC

4. The plan of conversion is attached to this certificate of conversion and is incorporated herein by reference.

5. The terms and conditions of the conversion have been approved by the unanimous vote of the shareholders; all required approvals of the conversion have been obtained by the converting corporation.

6. The number of members of the limited liability company at the date of conversion is:
one

7. If the conversion is not to be effective upon the filing of the certificate of conversion and articles of organization, then the future effective date and time of the conversion is:

Date: _____ Time: _____

May 7, 2012
Signature Date

Signature

Authorized Person
Signer's Capacity (if other than individual capacity)

Goodloe M. Partee
Name (printed or typed)

SS-4498 (Rev. 05/06) Filing Fee $20 RDA 2458

Received by Tennessee Secretary of State Tre Hargett. 05/09/2012. 15:04:53. 7054.0358

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O'CHARLEY'S INC.
PLAN OF CONVERSION

1. Before conversion:
   Company Name: O'Charley's Inc. (the "Converting Entity")
   Type of entity: corporation
   Organized under the laws of: Tennessee

2. After conversion:
   Company Name: O'Charley's LLC (the "Converted Entity")
   Type of entity: limited liability company
   Organized under the laws of: Tennessee

3. The terms and conditions of the conversion:

   a. The Converting Entity will convert into the Converted Entity.

   b. The Converting Entity shall cease to exist as a corporation of the State of Tennessee at the time the Certificate of Conversion is filed with the Tennessee Department of State.

   c. The conversion of the Converting Entity shall not affect any obligations or liabilities of the Converting Entity incurred prior to the corporation.

   d. The Converting Entity shall not be required to wind up its affairs or pay its liabilities and distribute its assets. The conversion shall not constitute a dissolution of the Converting Entity.

4. The manner and basis of converting the shares of the Converting Entity into the membership interest of the Converted Entity is as follows:

   All of the outstanding shares of Converting Entity shall be converted into 100% of the membership interest of the Converted Entity.

5. This Plan of Conversion shall be attached to the Certificate of Conversion and filed with the Tennessee Department of State.
   The Articles of Organization as filed with the Tennessee Department of State shall be the articles of organization of the limited liability company unless and until modified in accordance with the provisions of the Tennessee Revised Limited Liability Company Act. Notification of the approval of the conversion will be deemed to be execution of the operating agreement by the persons who will be the members of the limited liability company.

6. The effect of the conversion and the effective date of the conversion are as prescribed by law.

Date: May 9, 2012

O'Charley's Inc.

By: _____
Goodloe M. Partee
Authorized Person

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