STATE OF COLORADO

COUNTY OF DENVER

BILL GARRETT, Davidson County
Trans:T20120042797 AFFIDAVIT
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Fees:42.00 Taxes:0.00
20120611-0050718

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

Being a parcel of land in the 2nd Civil District, Nashville, Davidson, Tennessee, being Commercial Site G-2 in Plat Book 5200, page 34, Register's Office for Davidson County, Tennessee, being the 2nd Revision Section Two, Hickory Hollow Mall bounded on the south by Bell Road, on the north by Hickory Hollow Mall and lying between Mt. View Road and L&N Railroad, more particularly described according to a survey made by Barge, Waggoner, Sumner and Cannon, dated August 9, 1977 (File No. 4420-15), as follows:

Beginning at a point in the northerly margin of Bell Road, 1,137.46 feet from the easterly margin of Hickory Hollow Parkway; thence N 43 deg. 34' 27" W. 184.18 feet to the point in the southeasterly line Hickory Hollow Associates property; thence, with a curve to the left in a northeasterly direction, said curve having a central angle of 14 deg. 47' 53", a radius of 550 feet, 142.05 feet to a point; thence N 71 deg. 35' E, 34.36 feet to a point; thence, S 63 deg. 25' E, 85.00 feet to a point; thence with a curve to the right having a central angle of 42 deg. 43' 55" a radius of 240 feet, 179.00 feet to a point; thence, S 24 deg. 18' 25" W, 35.36 feet to a point in the northerly margin of Bell Road; thence with Bell Road, S 69 deg. 18' 55" W, 175.64 feet to the point of beginning, containing 1.10 acres, more or less.

Being the same property conveyed to O' Charleys Restaurants, Inc. by quitclaim deed from Country & Western Restaurants, Inc., a Tennessee corporation of record in Book 6489, Page 566, in the Register's Office for Davidson County, Tennessee, dated February 7, 1985. The said O'Charley's Restaurants, Inc., having since merged with CWF Corporation, a Tennessee corporation pursuant to Articles of Merger of record in Book 6639, page 313, Register's Office for Davidson County, Tennessee; and the said CWF Corporation, a Tennessee corporation having since changed its name to O'Charley's, Inc. pursuant to Articles of Amendment to the Charter of CWF Corporation of record in Book 7255, page 480 and Book 10843, page 706, Register's Office for Davidson County, Tennessee; For further reference see Articles of Amendment to Charter, recorded at Instrument No. 20080619-0063199 and Instrument No. 20090513-0044246, Register's Office for Davidson County, Tennessee.

TOGETHER with appurtenant easements set forth in Declaration of Protective Covenants recorded in Book 5125, Page 769, as amended in Book 5189, page 947; Book 5337, page 933, as restated and amended in Book 5441, page 968, further amended in Book 5792, page 491, Book 5951, page 26 and Book 6011, page 163, Register's Office for 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 9, 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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