

This instrument prepared by  
and please return to:  
Bass, Berry & Sims PLC  
150 Third Avenue S., Suite 2800  
Nashville, TN 37201  
615-742-6200

Index: Lot 5, South Lake Commercial Subdv.  
Sec. 36, T1S, R8W, DeSoto Co, MS.  
PB 55 pg 44

**SPECIAL WARRANTY DEED**  
**(Mississippi)**

THIS INDENTURE, made and entered into this <sup>29<sup>th</sup></sup> 17<sup>th</sup> day of October, 2011, by and between O'CHARLEY'S INC., a Tennessee corporation with an address of 3038 Sidco Drive, Nashville, TN 37204, (615) 256-8500 ("Grantor"), and STORE CAPITAL ACQUISITIONS, LLC, a Delaware limited liability company with an address of 8501 E. Princess Drive, Suite 190, Scottsdale, AZ 85255, (480) 256-1108 ("Grantee");

WITNESSETH: That for and in consideration of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee the following described real estate, situated and being in the County of DeSoto, State of Mississippi, to-wit:

**PLEASE SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART  
HEREOF**

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining, unto Grantee, its successors and assigns, in fee simple forever.

Grantor does hereby covenant with Grantee that it is lawfully seized in fee of the aforesaid real estate; that it has good right to sell and convey the same; that the same is unencumbered by matters arising by, through or under Grantor, except for those matters set forth on Exhibit "B" attached hereto and made a part hereof; and that it will warrant and forever defend the title and quiet possession thereto against the lawful claims of all persons claiming the same by, through or under Grantor (excluding claims arising out of the matters set forth on Exhibit "B"), but not 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]*

STORE / O'Charley's  
357 Goodman Road West, Southaven, MS 38671  
Store #269

WITNESS the signature of the Grantor the day and year first above written.

O'CHARLEY'S INC.

By: \_\_\_\_\_  
Name: David Head  
Title: CEO and President

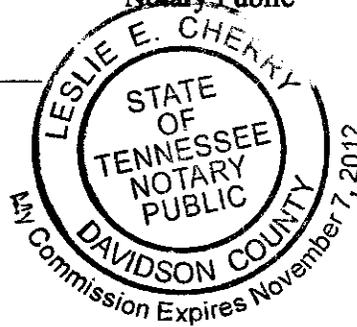
STATE OF TENNESSEE  
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared David Head, with whom I am personally acquainted (or proved to me to be on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the CEO and President of O'Charley's Inc., the within named bargainer, a corporation, and that he as such officer, being authorized so to do, executed the within instrument for the purposes therein contained, by signing the name of O'Charley's Inc. by himself as such officer.

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

Leslie E. Cherry  
Notary Public

My Commission Expires \_\_\_\_\_



STORE / O'Charley's  
357 Goodman Road West, Southaven, MS 38671  
Store #269

**Tax Bills should be sent to:**

**O'Charley's Inc.  
3038 Sidco Drive  
Nashville, Tennessee 37204**

**With a copy to:  
STORE Capital Acquisitions, LLC  
8501 E. Princess Drive, Suite 190  
Scottsdale, Arizona 85255**

**STORE / O'Charley's  
357 Goodman Road West, Southaven, MS 38671  
Store #269**

EXHIBIT A

[Legal Description]

Lot 5, South Lake Commercial Subdivision located in Section 36, Township 1 South, Range 8 West, DeSoto County, Mississippi, as per plat thereof of record in Plat Book 55, Page 44, in the Chancery Court Clerk's office of DeSoto County, Mississippi

Tax Parcel No. 1083736030-0000500  
Store #269

STORE / O'Charley's  
357 Goodman Road West, Southaven, MS 38671  
Store #269

EXHIBIT B

[Permitted Exceptions]

1. All taxes and assessments for the years 2011 and subsequent years, not yet due and payable.
2. Covenants or restrictions of record in Plat Book 55, page 44 and P/A Book 73, page 455.
3. Right of way to Mississippi Power and Light in Book 46, page 506 and Book 140, page 715.

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