

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Amended and Restated Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
99 Restaurants, LLC		01/26/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association		
Street Address:	1525 West W.T. Harris Boulevard		
Internal Address:	NC0680		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3478683	CROWD PLEAZERS	
Serial Number:	77428469	CROWD PLEAZERS	
Registration Number:	3387722	NINETY NINE RESTAURANT	
Registration Number:	3380331	NINETY NINE	
Serial Number:	77176262	99 REASONS	
Registration Number:	2316751	99	
Registration Number:	2838473	99	
CORRESPONDENCE DATA			
Fax Number:	(704)350-7800		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	704.350.7738		
Email:	bsmith@winston.com		
Correspondent Name:	Betty G. Smith		

CH \$190.00 3478683

900153887

TRADEMARK  
REEL: 004143 FRAME: 0402

Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.  
Address Line 2: 22nd Floor  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 80393.07040

NAME OF SUBMITTER: Betty G. Smith

Signature: /Betty G. Smith/

Date: 02/03/2010

**Total Attachments: 7**

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## AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

Amended and Restated Trademark Security Agreement (this "Agreement") dated as of January 26, 2010 by and between O'CHARLEY'S MANAGEMENT COMPANY, INC., a Tennessee corporation, and 99 RESTAURANTS, LLC, a Delaware limited liability company (the "Grantors"), each having its chief executive office at 3038 Sidco Drive, Nashville, Tennessee 37204 and WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent (the "Administrative Agent"), with offices at 1525 West W.T. Harris Boulevard, NC0680, Charlotte, North Carolina 28262, for the ratable benefit of the Secured Parties.

This Agreement is executed pursuant to the terms of (a) the Third Amended and Restated Credit Agreement dated as of January 26, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among O'Charley's Inc., (the "Borrower"), the Lenders and the Administrative Agent and (b) the Third Amended and Restated Collateral Agreement dated as of January 26, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement") executed by the Borrower and certain of its Subsidiaries in favor of the Administrative Agent, for the ratable benefit of the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Collateral Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, each Grantor hereby confirms the grant pursuant to the Collateral Agreement, to the Administrative Agent, for the ratable benefit of the Secured Parties, of a continuing security interest in all of each Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) all trademarks and all of the goodwill of the business connected with the use of, and symbolized by, each trademark of each Grantor, including, without limitation, each trademark listed on Schedule A; and
- (ii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any trademark, including, without limitation, any trademark listed on Schedule A or (b) injury to the goodwill associated with any trademark.

In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern. This Agreement constitutes an amendment and restatement of that certain Trademark Security Agreement dated as of October 18, 2006, by and between the Grantors and the Administrative Agent, effective from and after the date hereof.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

O'CHARLEY'S MANAGEMENT COMPANY,  
INC., as Grantor

By: [Signature]  
Name: Jeffrey D. Warne  
Title: President

99 RESTAURANTS, LLC, as Grantor

By: [Signature]  
Name: Jeffrey D. Warne  
Title: Chief Manager and President

ACKNOWLEDGMENT

STATE OF Tennessee

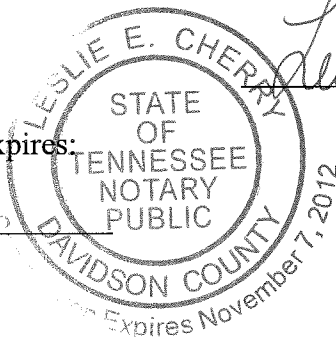
COUNTY OF Davidson

I, Leslie E. Cherry, a Notary Public for said County and State, do hereby certify that Jeffrey D. Warne personally appeared before me this day and stated that (s)he is President of O'Charley's Management Company, Inc. and Chief Manager and President of 99 Restaurants, LLC and acknowledged, on behalf of each of O'Charley's Management Company, Inc. and 99 Restaurants, LLC the due execution of the foregoing instrument.

Witness my hand and official seal, this 26<sup>th</sup> day of January, 2010.

My commission expires:


11/7/2012



Leslie E. Cherry  
Notary Public

Agreed and Accepted as of the 26<sup>th</sup> day of  
January, 2010.

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: Stephen A. Leon  
Title: Managing Director

Schedule A to Trademark Security Agreement

TRADEMARKS

**Trademarks Owned by 99 Restaurants, LLC**

	Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
1.	<b>THE BEST DEAL IN TOWN</b>		Pennsylvania	6/30/2005	3318287	99 Restaurants, LLC
2.	<b>BLOCKBUSTER MUG</b>		Connecticut	7/25/2005	22393	99 Restaurants, LLC
			Maine	3/24/1999	19990314	99 Restaurants, LLC
			Massachusetts	1/7/1999	56783	99 Restaurants, LLC
			Pennsylvania	6/30/2005	3318285	99 Restaurants, LLC
			Rhode Island	1/11/1999	11990101	99 Restaurants, LLC
3.	<b>COLOSSAL COCKTAIL/ COLOSSAL COCKTAILS</b>		Connecticut	7/25/2005	22392	99 Restaurants, LLC
			Connecticut	1/22/1999	20632	99 Restaurants, LLC
			Maine	3/9/1999	19990291	99 Restaurants, LLC
			Massachusetts	1/4/1999		99 Restaurants, LLC
			New Hampshire	3/9/1999		99 Restaurants, LLC
			Pennsylvania	6/30/2005	3318283	99 Restaurants, LLC
			Rhode Island	1/4/1999	981209	99 Restaurants, LLC
4.	<b>CROWD PLEAZERS</b>		Connecticut	3/22/2004	21197	99 Restaurants, LLC
			Maine	3/21/2004	200402213M	99 Restaurants, LLC
			Massachusetts	3/29/2004	64123	99 Restaurants, LLC
			New Hampshire	3/22/2004	Vol. 101 Pg. 92	99 Restaurants, LLC
			Pennsylvania	3/22/2005	3318280	99 Restaurants, LLC
			Rhode Island	3/22/2004	040307	99 Restaurants, LLC
			Vermont	3/22/2004	8175	99 Restaurants, LLC
		11/16/2006	United States	8/5/2008	3,478,683	99 Restaurants, LLC
			Federal Registration			
		3/21/2008	United States		77/428,469	99 Restaurants, LLC
			Federal Registration		(Serial No.)	
5.	<b>99 RESTAURANT &amp; PUB</b>		Connecticut	2/11/2005	22421	99 Restaurants, LLC
			Massachusetts	7/22/2005	66019	99 Restaurants, LLC
6.	<b>99 TO GO (STYLIZED)</b>		Connecticut	3/22/2004	22000	99 Restaurants, LLC
			Maine	3/21/2004	20040211M	99 Restaurants, LLC
			Massachusetts	3/29/2004	64124	99 Restaurants, LLC
			New Hampshire	3/22/2004	Vol. 101 Pg. 91	99 Restaurants, LLC
			New York	7/1/2004	S-18915	99 Restaurants, LLC
			Pennsylvania	6/30/2005	3318290	99 Restaurants, LLC
			Rhode Island	3/22/2004	040308	99 Restaurants, LLC
7.	<b>STEAKBURGER/ STEAKBURGERS</b>		Connecticut	5/6/2004	22058	99 Restaurants, LLC
			Connecticut	5/6/2004	22059	99 Restaurants, LLC
			Maine	4/20/2004	200402259M	99 Restaurants, LLC
			Massachusetts	3/29/2004	64125	99 Restaurants, LLC
			New Hampshire	3/22/2004	Vol. 101 Pg. 90	99 Restaurants, LLC
			Pennsylvania	6/30/2005	3118282	99 Restaurants, LLC

	Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
			Rhode Island	3/22/2004	040306	99 Restaurants, LLC
			Vermont	3/22/2004	8173	99 Restaurants, LLC
8.	<b>SUPREME ROYAL SIRLOIN</b>		Connecticut	8/11/2005	22419	99 Restaurants, LLC
			Maine	6/28/2005	200503321M	99 Restaurants, LLC
			Massachusetts	7/25/2005	66025	99 Restaurants, LLC
			New Hampshire	6/28/2005	Vol. 103 Pg. 125	99 Restaurants, LLC
			Pennsylvania	6/30/2005	3318289	99 Restaurants, LLC
			Rhode Island	6/29/2005	050612	99 Restaurants, LLC
9.	<b>THRILLIN', GRILLIN' AND CHILLIN'</b>		Connecticut	6/28/2004	22109	99 Restaurants, LLC
			Maine	6/27/2004	200403320M	99 Restaurants, LLC
			Massachusetts	6/25/2004	64539	99 Restaurants, LLC
			New Hampshire	6/28/2004	Vol. 101 Pg. 165	99 Restaurants, LLC
			New York	7/1/2004	S-18842	99 Restaurants, LLC
			Pennsylvania	6/30/2005	33118281	99 Restaurants, LLC
			Rhode Island	7/7/2004	040703	99 Restaurants, LLC
10.	<b>YOU'LL ALWAYS COME BACK FOR MORE.</b>		Connecticut	8/11/2005	22420	99 Restaurants, LLC
			Maine	6/28/2005	200503322M	99 Restaurants, LLC
			Massachusetts	8/28/2001	60598	99 Restaurants, LLC
			New Hampshire	6/28/2005	Vol. 103 Pg 124	99 Restaurants, LLC
			Pennsylvania	6/30/2005	3318288	99 Restaurants, LLC
			Rhode Island	6/29/2005	050611	99 Restaurants, LLC
11.	<b>NINETY NINE RESTAURANT</b>	1/5/2007	United States Federal Registration	2/26/2008	3,387,722	99 Restaurants, LLC
12.	<b>NINETY NINE</b>	1/5/2007	United States Federal Registration	2/12/2008	3,380,331	99 Restaurants, LLC
13.	<b>BLOCKBUSTER</b>		Connecticut New Hampshire	1/22/1999 3/9/1999	20631	99 Restaurants, LLC 99 Restaurants, LLC
14.	<b>99 REASONS</b>	5/9/2007	United States Federal Registration		77/176,262 (Serial No.)	99 Restaurants, LLC
15.	<b>99 &amp; DESIGN</b>	3/19/1999	United States Federal Registration	2/08/2000	2,316,751	99 Restaurants, LLC
16.	<b>99</b>	10/17/2002	United States Federal Registration	5/4/2004	2,838,473	99 Restaurants, LLC

**Trademarks Owned by O'Charley's Management Company, Inc.**

	<b>Mark</b>	<b>Filed</b>	<b>Jurisdiction</b>	<b>Reg. Date</b>	<b>Reg. No.</b>	<b>Owner</b>
1.	<b>A PASSION TO SERVE</b>	6/27/2005	United States Federal Registration	11/27/2007	3,345,350	O'Charley's Management Company, Inc.
2.	<b>A PASSION TO SERVE GUESTS EACH OTHER STAKEHOLDERS COMMUNITY (STYLIZED)</b>	2/28/2006	United States Federal Registration	5/13/2008	3,428,466	O'Charley's Management Company, Inc.
3.	<b>O'CHARLEY'S O' TO GO (STYLIZED)</b>	8/11/2005	United States Federal Registration	2/13/2007	3,207,616	O'Charley's Management Company, Inc.
4.	<b>O' O'CHARLEY'S CURBSIDE TO- GO (STYLIZED)</b>	8/29/2006	United States Federal Registration	7/3/2007	3,258,670	O'Charley's Management Company, Inc.
5.	<b>O'CHARLEY'S GOOD FOOD, GOOD TIMES</b>	8/11/2005	United States Federal Application	7/25/2006	3,120,559	O'Charley's Management Company, Inc.
6.	<b>UNSLICEABLY SOFT ROLLS</b>	5/22/2007	United States Federal Application	6/17/2008	3,448,002	O'Charley's Management Company, Inc.
7.	<b>TWISTED CHIPS</b>	4/29/2008	United States Federal Application		77/461,303 (Serial No.)	O'Charley's Management Company, Inc.
8.	<b>STONEY RIVER LEGENDARY STEAKS</b>	2/5/2002	United States Federal Application Georgia	12/10/2002  3/13/1997	2,659,196  S-12,206	O'Charley's Management Company, Inc. O'Charley's Management Company, Inc.
9.	<b>STONEY RIVER LEGENDARY FILET</b>	2/5/2002	United States Federal Application	12/10/2002	2,659,197	O'Charley's Management Company, Inc.
10.	<b>STONEY RIVER</b>	10/4/1996	United States Federal Application	9/23/1997	2,099,404	O'Charley's Management Company, Inc.
11.	<b>O'CHARLEY'S (STYLIZED)</b>	11/19/1984	United States Federal Application	5/28/1985	1,338,554	O'Charley's Management Company, Inc.
12.	<b>O'CHARLEY'S &amp; DESIGN</b>	9/16/2003	United States Federal Application	5/31/2005	2,956,593	O'Charley's Management Company, Inc.
13.	<b>O'CHARLEY'S</b>	1/7/1993	United States Federal Application	8/17/1993	1,788,688	O'Charley's Management Company, Inc.



	<b>Mark</b>	<b>Filed</b>	<b>Jurisdiction</b>	<b>Reg. Date</b>	<b>Reg. No.</b>	<b>Owner</b>
14.	<b>O'CHARLEY'S</b>	1/7/1993	United States Federal Application	8/24/1993	1,789,555	O'Charley's Management Company, Inc.
15.	<b>LEGENDARY STEAKS</b>	4/20/1998	United States Federal Registration	1/25/2000	2,310,620	O'Charley's Management Company, Inc.
16.	<b>BOTTOMLESS BOWL</b>	5/18/2007	United States Federal Registration	6/17/2008	3,447,997	O'Charley's Management Company, Inc.
17.	<b>AT THE CORNER OF GOOD FOOD AND GOOD TIMES</b>	9/14/2001	United States Federal Registration	6/4/2002	2,576,123	O'Charley's Management Company, Inc.
18.	<b>GOOD FOOD AND GOOD TIMES START WITH 'O</b>	9/16/2003	United States Federal Registration	9/14/2004	2,883,960	O'Charley's Management Company, Inc.
19.	<b>O'CHARLEY'S CORNER CARRY OUT</b>	2/12/2003	United States Federal Registration	5/25/2004	2,844,406	O'Charley's Management Company, Inc.