

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
O'Charley's Management Company, Inc		04/10/2012	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

<b>Name:</b>	O'Charley's Management Company, LLC
<b>Street Address:</b>	3038 Sidco Drive
<b>City:</b>	Nashville
<b>State/Country:</b>	TENNESSEE
<b>Postal Code:</b>	37204
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TENNESSEE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	3345350	A PASSION TO SERVE
Registration Number:	3428466	A PASSION TO SERVE GUESTS EACH OTHER STAKEHOLDERS COMMUNITY
Registration Number:	3207616	O'CHARLEY'S O' TO-GO
Registration Number:	3258670	O' O'CHARLEY'S CURBSIDE TO-GO
Registration Number:	3120559	O'CHARLEY'S GOOD FOOD, GOOD TIMES
Registration Number:	3448002	UNSLICEABLY SOFT ROLLS
Registration Number:	4137076	TWISTED CHIPS
Registration Number:	2659196	STONEY RIVER LEGENDARY STEAKS
Registration Number:	2659197	STONEY RIVER LEGENDARY FILET
Registration Number:	2099404	STONEY RIVER
Registration Number:	1338554	O'CHARLEYS
Registration Number:	1788688	O'CHARLEY'S
Registration Number:	1789555	O'CHARLEY'S

CH \$515.00 3345350

Registration Number:	2310620	LEGENDARY STEAKS
Registration Number:	3447997	BOTTOMLESS BOWL
Registration Number:	2576123	AT THE CORNER OF GOOD FOOD AND GOOD TIMES
Registration Number:	2956593	O' O'CHARLEY'S
Serial Number:	85011773	DINING FOR A CAUSE
Serial Number:	85078585	LUNCH EXPRESS
Serial Number:	85468838	STONEY RIVER LEGENDARY STEAKS

**CORRESPONDENCE DATA**

Fax Number: 2124920603

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: lsilber@paulweiss.com, aashville@paulweiss.com

Correspondent Name: Lindsay N. Silber

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	18250/024
NAME OF SUBMITTER:	Lindsay N. Silber
Signature:	/lindsaynsilber/
Date:	05/16/2012

**Total Attachments: 6**

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**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**

Davidson County CHARTER  
Recvd: 04/11/12 16:15 6 pgs  
Fees:7.50 Taxes:0.00  
**20120411-0031157**

Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

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

April 11, 2012

**Control # 341837**

**Effective Date: 04/10/2012**

**Document Receipt**

Receipt # : 720965

Filing Fee: \$320.00

Payment-Check/MO - CFS, NASHVILLE, TN

\$320.00

**ACKNOWLEDGMENT OF CONVERSION**

**O'CHARLEY'S MANAGEMENT COMPANY, INC** converted from a **DAVIDSON COUNTY Corporation For-Profit** to  
**O'Charley's Management Company, 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

Phone (615) 741-2286 \* Fax (615) 741-7310 \* Website: <http://tnbear.tn.gov/>

**TRADEMARK**

**REEL: 004781 FRAME: 0278**

Received by Tennessee Secretary of State Tre Hargett, 04/10/2012, 15:54:26, 7039.0275

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 L.L.C  
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 Management Company, Inc.

3038 Sidco Drive

Nashville TN 37204

2. The converting corporation was formed in Tennessee, its date of formation is: 12/10/1997  
(month/day/year)  
and its SOS control number (if known) is: 000341837

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 Management Company, 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: \_\_\_\_\_

April 10, 2012  
Signature Date

Goodloe Partee  
Signature

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

Goodloe Partee  
Name (printed or typed)

**O'CHARLEY'S MANAGEMENT COMPANY, INC.  
PLAN OF CONVERSION**

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

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

Date: April 10, 2012

O'Charley's Management Company, Inc.

By: *Goodloe Partee*  
Goodloe Partee  
Authorized Person

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State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6<sup>th</sup> Floor, William R. Snodgrass Tower  
Nashville, TN 37243

ARTICLES OF ORGANIZATION  
(LIMITED LIABILITY COMPANY)

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

For Office Use Only

FILED

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

1. The name of the Limited Liability Company is: O'Charley's Management Company, LLC

(NOTE: Pursuant to the provisions of TCA §48-249-106, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

CT Corporation System  
(Name)  
800 S. Gay Street, Suite 2021 Knoxville TN 37928  
(Street address) (City) (State/Zip Code)  
Knox  
(County)

3. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

Member Managed  Manager Managed  Director Managed

4. Number of Members at the date of filing, if more than six (6): \_\_\_\_\_

5. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Date: \_\_\_\_\_, \_\_\_\_\_ Time: \_\_\_\_\_

6. The complete address of the Limited Liability Company's principal executive office is:

3038 Sidco Drive Nashville TN Davidson 37204  
(Street Address) (City) (State/County/Zip Code)

7. Period of Duration if not perpetual: \_\_\_\_\_

8. Other Provisions:

9. THIS COMPANY IS A NONPROFIT LIMITED LIABILITY COMPANY (Check if applicable)

April 10, 2012

Signature Date

Mordhe Partee

Signature

Authorized Person

Signer's Capacity (if other than individual capacity)

Goodloe Partee

Name (printed or typed)

Affidavit

I, Heather Dye, do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Heather Dye  
Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth Arnold, a notary public for this county and state, Heather Dye, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold  
Notary signature

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

Notary Seal:

