

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Second Amended and Restated Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
99 Restaurants, LLC		10/17/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, National Association, as agent
<b>Street Address:</b>	1808 Aston Avenue
<b>Internal Address:</b>	Suite 250
<b>City:</b>	Carlsbad
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92008
<b>Entity Type:</b>	national association: UNITED STATES

**PROPERTY NUMBERS Total: 8**

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
Serial Number:	85184529	PETITE TREATS

**CORRESPONDENCE DATA**

Fax Number: (312)558-5700  
 Phone: 312 558-6352  
 Email: lkonrath@winston.com

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

**900205335**

**TRADEMARK**  
**REEL: 004647 FRAME: 0087**

**CH \$215.00 3478683**

*via US Mail.*

Correspondent Name: Laura Konrath  
Address Line 1: 35 W Wacker Drive  
Address Line 2: Winston & Strawn LLP, Suite 2800  
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	80393-7040
NAME OF SUBMITTER:	Laura Konrath
Signature:	/Laura Konrath/
Date:	10/24/2011

**Total Attachments: 7**

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## SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

Second Amended and Restated Trademark Security Agreement (this "Agreement") dated as of October 17, 2011 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 WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as Administrative Agent (the "Administrative Agent"), with offices at 1808 Aston Avenue, Suite 250, Carlsbad California 92008, for the ratable benefit of the Secured Parties.

This Agreement is executed pursuant to the terms of (a) the Fourth Amended and Restated Credit Agreement dated as of October 17, 2011 (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 Fourth Amended and Restated Collateral Agreement dated as of October 17, 2011 (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 Amended and Restated Trademark Security Agreement dated as of January 26, 2010, 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: R. Jeffrey Williams  
Name: R. Jeffrey Williams  
Title: Treasurer & Assistant Secretary

99 RESTAURANTS, LLC, as Grantor

By: R. Jeffrey Williams  
Name: R. Jeffrey Williams  
Title: Treasurer & Assistant Secretary

ACKNOWLEDGMENT

STATE OF TENNESSEE

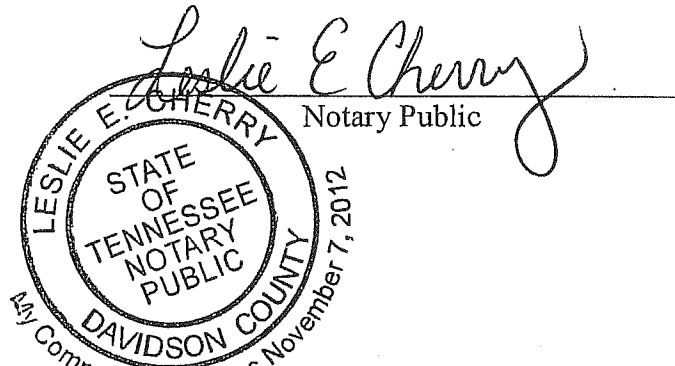
COUNTY OF DAVIDSON

I, Leslie E. Cherry, a Notary Public for said County and State, do hereby certify that R. Jeffrey Williams personally appeared before me this day and stated that he is the Treasurer & Assistant Secretary of O'Charley's Management Company, Inc. and the Treasurer & Assistant Secretary 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 17 day of October, 2011.

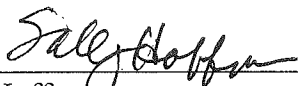
My commission expires:

November 7, 2012



Agreed and Accepted as of the date first above written.

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: Sally Hoffman  
Title: Senior Vice President

Schedule A to Trademark Security Agreement

TRADEMARKS

**Trademarks Owned by 99 Restaurants, LLC**

	Mark	Filed	Jurisdiction	Reg. Date	Reg. No.	Owner
1.	<b>BLOCKBUSTER MUG</b>		Connecticut Maine Massachusetts Pennsylvania Rhode Island	7/25/2005 3/24/1999 1/7/1999 6/30/2005 1/11/1999	22393 19990314 56783 3318285 11990101	99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC
2.	<b>COLOSSAL COCKTAIL/ COLOSSAL COCKTAILS</b>		Connecticut Connecticut Maine Massachusetts New Hampshire Pennsylvania Rhode Island	7/25/2005 1/22/1999 3/9/1999 1/4/1999 3/9/1999 6/30/2005 1/4/1999	22392 20632 19990291   3318283 981209	99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC
3.	<b>CROWD PLEAZERS</b>		Connecticut Maine Massachusetts New Hampshire Pennsylvania Rhode Island Vermont United States Federal Registration United States Federal Registration	3/22/2004 3/21/2004 3/29/2004 3/22/2004 3/22/2005 3/22/2004 3/22/2004 8/5/2008	21197 200402213M 64123 Vol. 101 Pg. 92 3318280 040307 8175 3,478,683	99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC
		11/16/2006				
		3/21/2008			77/428,469 (Serial No.)	99 Restaurants, LLC
4.	<b>STEAKBURGER/ STEAKBURGERS</b>		Connecticut Connecticut Maine Massachusetts New Hampshire Pennsylvania Rhode Island Vermont	5/6/2004 5/6/2004 4/20/2004 3/29/2004 3/22/2004 6/30/2005 3/22/2004 3/22/2004	22058 22059 200402259M 64125 Vol. 101 Pg. 90 3118282 040306 8173	99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC 99 Restaurants, LLC
5.	<b>NINETY NINE RESTAURANTS</b>	1/5/2007	United States Federal Registration	2/26/2008	3,387,772	99 Restaurants, LLC
6.	<b>NINETY NINE</b>	1/5/2007	United States Federal Registration	2/12/2008	3,380,331	99 Restaurants, LLC
7.	<b>BLOCKBUSTER</b>		Connecticut New Hampshire	1/22/1999 3/9/1999	20631	99 Restaurants, LLC 99 Restaurants, LLC
8.	<b>99 REASONS</b>	5/9/2007	United States Federal Registration		77/176,262 (Serial No.)	99 Restaurants, LLC
9.	<b>99 &amp; DESIGN</b>	3/19/1999	United States Federal Registration	2/08/2000	2,316,751	99 Restaurants, LLC
10.	<b>99</b>	10/17/2002	United States Federal Registration	5/4/2004	2,838,473	99 Restaurants, LLC

	<b>Mark</b>	<b>Filed</b>	<b>Jurisdiction</b>	<b>Reg. Date</b>	<b>Reg. No.</b>	<b>Owner</b>
11.	<b>PETITE TREATS</b>	11/24/2010	United States Federal Registration		85/184,529	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 GUEST'S 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</b>	1/7/1993	United States Federal Application	8/17/1993	1,788,688	O'Charley's Management Company, Inc.
13.	<b>O'CHARLEY'S</b>	1/7/1993	United States Federal Application	8/24/1993	1,789,555	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>LEGENDARY STEAKS</b>	4/20/1998	United States Federal Registration	1/25/2000	2,310,620	O'Charley's Management Company, Inc.
15.	<b>BOTTOMLESS BOWL</b>	5/18/2007	United States Federal Registration	6/17/2008	3,447,997	O'Charley's Management Company, Inc.
16.	<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.
17.	<b>DINING FOR A CAUSE</b>	4/12/2010	United States Federal Registration		85/011,773 (Serial No.)	O'Charley's Management Company, Inc.
18.	<b>LUNCH EXPRESS</b>	7/6/2010	United States Federal Registration		85/078,585 (Serial No.)	O'Charley's Management Company, Inc.

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