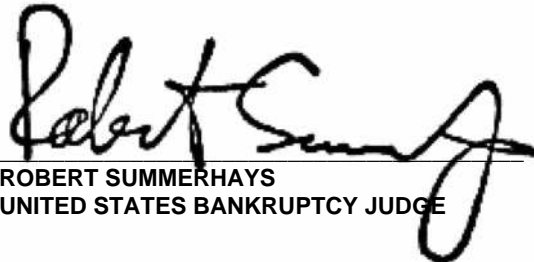


SO ORDERED.

SIGNED September 10, 2013.




ROBERT SUMMERHAYS
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION

IN RE:

PICCADILLY RESTAURANTS, LLC, *et al.*,

DEBTORS

CASE NO. 12-51127

(JOINTLY ADMINISTERED ¹)

CHAPTER 11

CHIEF JUDGE ROBERT SUMMERHAYS

**FINAL ORDER EXTENDING THE TERM OF THE STIPULATION AND FINAL ORDER
(A) AUTHORIZING POST-PETITION FINANCING, (B) AUTHORIZING USE OF CASH
COLLATERAL, (C) GRANTING SUPERPRIORITY SECURITY INTERESTS AND
ADMINISTRATIVE CLAIMS PURSUANT TO 11 U.S.C. § 364, (D) GRANTING ADEQUATE
PROTECTION TO PRE-PETITION LENDERS, (E) GRANTING LIMITED RELIEF
FROM THE AUTOMATIC STAY, AND (F) GRANTING RELATED RELIEF**

Considering the *Motion to Extend the Term of the Stipulation and Final Order (a) Authorizing Post-Petition Financing, (b) Authorizing Use of Cash Collateral, (c) Granting*

¹ Joint administration requested with *In re Piccadilly Food Services, LLC*, 12-51128 (Bankr. W.D. La.) and *In re Piccadilly Investments LLC*, 12-51129 (Bankr. W.D. La.).

Superpriority Security Interests and Administrative Claims Pursuant to 11 U.S.C. § 364, (d) Granting Adequate Protection to Pre-Petition Lenders, (e) Granting Limited Relief from the Automatic Stay, and (f) Granting Related Relief filed on August 16, 2013 (the “Motion”) (Docket #1024),² and considering the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and no trustee or examiner having been appointed in these Chapter 11 cases; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor; and the Debtors having represented to the Court that the Motion was filed and served in conformity with the Local Rules of this Court; and no Objections having been filed to the Motion;

IT IS ORDERED that the Motion is hereby **GRANTED**.

IT IS FURTHER ORDERED that the Termination Date of the Final DIP Stipulation is hereby extended as follows:

For purposes of the Final DIP Stipulation, “Termination Date” shall mean the earliest to occur of (i) November 19, 2013, (ii) the effective date of a plan of reorganization confirmed in the Cases, (iii) the date on which any DIP Order is reversed, modified, invalidated or amended in any material respect unless agreed to in advance by the Required DIP Lenders, and (iv) the date on which the event described in clause (ii) of Section 8.02 occurs. The DIP Lenders shall have the option of extending the Termination Date in their sole and absolute discretion, without further order of the Court, through the earlier of December 31, 2013 or the effective date of a plan of reorganization confirmed in these Cases; provided, however, that any such extension of the termination must be made via a separate written instrument signed by the DIP Lenders.

² Capitalized terms used herein without definition shall have the meanings given to them in the Stipulation.

IT IS FURTHER ORDERED that consistent with the modification above, the DIP Lenders shall have the option of extending the Termination Date in their sole and absolute discretion, without further order of the Court, through the earlier of December 31, 2013 or the effective date of a plan of reorganization confirmed in these Cases; provided, however, that any such extension of the Termination Date must be made via a separate written instrument signed by the DIP Lenders.

IT IS FURTHER ORDERED that all other terms and conditions of the Final DIP Stipulation (Docket #391) shall remain in full force and effect.

IT IS FURTHER ORDERED that all other terms and conditions of the Order approving the Final DIP Stipulation (Docket #418) shall remain in full force and effect.

###

ORDER SUBMITTED BY:

R. Patrick Vance (#13008)
Elizabeth J. Futrell (#05863)
Mark A. Mintz (#31878)
Tyler J. Rench (#34049)
Jones Walker LLP
201 St. Charles Avenue, 51st Floor
New Orleans, Louisiana 70170
Telephone: (504) 582-8000 / Direct (504) 582-8194
Direct Facsimile: (504) 589-8194
Email: pvance@joneswalker.com
Email: efutrell@joneswalker.com
Email: mmintz@joneswalker.com
Email: trench@joneswalker.com

**Attorneys for Piccadilly Restaurants, LLC,
Piccadilly Food Service, LLC, and
Piccadilly Investments, LLC**

Robert W. Jones
(Texas State Bar No. 10951200)
Brent McIlwain
(Texas State Bar No. 24013140)
HOLLAND & KNIGHT LLP
300 Crescent Court, Suite 1100
Dallas, TX 75201
Telephone: (214) 964-9481
Fax: (214) 964-9501
Email: robert.jones@hklaw.com
Email: brent.mcilwain@hklaw.com

and

David F. Waguespack
CARVER, DARDEN, KORETZKY, TESSIER,
FINN, BLOSSMAN & AREAUX, L.L.C.
1100 Poydras Street, Suite 3100
New Orleans, LA 70163
Telephone: (504) 585-3800
Fax: (504) 585-3801

**Attorneys for the Atalaya Administrative LLC,
as DIP Agent, and the DIP Lenders**

United States Bankruptcy Court
Western District of Louisiana

In re:
Piccadilly Restaurants, LLC
Debtor

Case No. 12-51127-RRS
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0536-4

User: lchamp
Form ID: pdf8

Page 1 of 2
Total Noticed: 2

Date Rcvd: Sep 11, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 13, 2013.

db +Piccadilly Restaurants, LLC, c/o Jones Walker et al, 201 St. Charles Ave #5100,
New Orleans, LA 70170-5101
aty +Jones, Walker, Waechter, Poitevent, Carrere & Dene, 201 St. Charles Avenue, 51st Floor,
New Orleans, LA 70170-5000

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

tr DIP

TOTALS: 1, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 13, 2013

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 11, 2013 at the address(es) listed below:

Albert J. Derbes, IV on behalf of Creditor Committee Official Committee of Unsecured Creditors ajdiv@derbeslaw.com, derbespacer@gmail.com
Alison D. Bauer on behalf of Creditor Peter Mayer Advertising, Inc. abauer@torys.com
Andrew D. Mendez on behalf of Creditor Peter Mayer Advertising, Inc. amendez@stonepigman.com
Brent R. McIlwain on behalf of Creditor Atalaya Administrative, LLC brent.mcilwain@hklaw.com, brian.smith@hklaw.com;robert.jones@hklaw.com;martha.miller@hklaw.com
Christopher R. Maddux on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice chris.maddux@butlersnow.com
Dale R. Baringer on behalf of Creditor Kleinpeter Farms Dairy, L.L.C. dale@baringerlawfirm.com, pam@baringerlawfirm.com;aaron@baringerlawfirm.com;ben@baringerlawfirm.com
Dannie P. Garrett on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice dannie.garrett@butlersnow.com
David F. Waguespack on behalf of Creditor Atalaya Administrative, LLC waguespack@carverdarden.com, plaisance@carverdarden.com
David L. Pollack on behalf of Interested Party Aronov Realty Management pollack@ballardspahr.com
David Patrick Keating on behalf of Creditor GGP, Inc. rick@thekeatingfirm.com, shannon@thekeatingfirm.com
Douglas S. Draper on behalf of Interested Party CB Agency Services, LLC ddraper@hellerdraper.com
Elizabeth J. Futrell on behalf of Debtor Piccadilly Food Service, LLC efutrell@joneswalker.com, jmagallanes@joneswalker.com;sliberio@joneswalker.com
Frederick L. Bunol on behalf of Creditor Committee Official Unsecured Creditors Committee fbunol@derbeslaw.com, derbespacer@gmail.com
Gail Bowen McCulloch on behalf of U.S. Trustee Office of U. S. Trustee gail.mcculloch@usdoj.gov
J. David Forsyth on behalf of Creditor Delmont Village Associates LLC jdf@sessions-law.com
Jason M. Cerise on behalf of Creditor Crescent Business Machines jcerise@lockelord.com
John P. Dillman on behalf of Creditor Harris County houston_bankruptcy@publicans.com
Jon Ann Giblin on behalf of Creditor Kimco Realty Corporation jgiblin@mcglinchey.com, zfrederick@mcglinchey.com
Keith Couture on behalf of Creditor Grimes Professional Dirt Busters kcouture@couturelaw.net
Lawrence Bradley Hancock on behalf of Creditor Committee Official Committee of Unsecured Creditors hancockb@gtlaw.com
Leo D. Congeni on behalf of Creditor Trademasters, Inc. leo@congenilawfirm.com, michelle@congenilawfirm.com
Louis M. Phillips on behalf of Debtor Piccadilly Food Service, LLC lphillips@gordonarata.com, pbartholomew@gordonarata.com;jalcantara@gordonarata.com;esurgeon@gordonarata.com
Mark A. Mintz on behalf of Debtor Piccadilly Food Service, LLC mmintz@joneswalker.com, mmcadory@joneswalker.com;sliberio@joneswalker.com

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Office of U. S. Trustee USTPRegion05.SH.ECF@usdoj.gov
 Patrick L. McCune on behalf of Debtor Piccadilly Restaurants, LLC pmccune@joneswalker.com
 Paul M. Lavelle on behalf of Creditor MSCI 2005-IQ-10 CORTANA MALL, LLC plavelle@winstead.com,
 slavelle@winstead.com;ecolumbus@winstead.com;whsu@winstead.com
 Paul N. Debailon on behalf of Creditor Southern Commercial Buildings, LLC
 pauld@debailonmiley.com
 Peter A. Kopfinger on behalf of Debtor Piccadilly Food Service, LLC PKopfinger@gordonarata.com
 Phillip K. Wallace on behalf of Creditor Cora Ann Ball philkwall@aol.com
 R. Patrick Vance on behalf of Debtor Piccadilly Restaurants, LLC pvance@joneswalker.com,
 dschulte@joneswalker.com
 Robert L. LeHane on behalf of Creditor GGP, Inc. kdwbankruptcydepartment@kelleydrye.com
 Ronald Mark Tucker on behalf of Creditor Simon Property Group, Inc. rtucker@simon.com
 Ryan James Richmond on behalf of Debtor Piccadilly Food Service, LLC
 pbartholomew@gordonarata.com, jalcantara@gordonarata.com;ryan.richmond.cmecf@gmail.com
 Shari L. Heyen on behalf of Attorney Greenberg Traurig, LLP heyens@gtlaw.com,
 kurzweild@gtlaw.com;hartle@gtlaw.com;eastlaked@gtlaw.com
 Stephen D. Wheelis on behalf of Creditor CLECO Corporation steve@wheelis-rozanski.com
 Stephen W. Rosenblatt on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice
 steve.rosenblatt@butlersnow.com
 Terry L. Bonnie on behalf of Creditor Debbie Sanders terry.tlblaw@yahoo.com
 Tristan E. Manthey on behalf of Interested Party CB Agency Services, LLC
 tmanthey@hellerdraper.com,
 kfritscher@hellerdraper.com;cnobles@hellerdraper.com;awientjes@hellerdraper.com
 Tristan E. Manthey on behalf of Interested Party Yucaipa Corporate Initiatives Fund I, L.P.
 tmanthey@hellerdraper.com,
 kfritscher@hellerdraper.com;cnobles@hellerdraper.com;awientjes@hellerdraper.com
 Tyler J. Rench on behalf of Debtor Piccadilly Restaurants, LLC trench@joneswalker.com
 Wayne A. Shullaw on behalf of Creditor Poss Select Produce, Inc c/o Wayne A. Shullaw Attorney
 shullaw@bellsouth.net
 William A. Frazell on behalf of Creditor Texas Comptroller of Public Accounts
 bk-bfrazell@texasattorneygeneral.gov
 William F. McCormick on behalf of Creditor Tennessee Department of Revenue agbankcal@ag.tn.gov
 William H. Patrick, III on behalf of Interested Party CB Agency Services, LLC
 wpatrick@hellerdraper.com, lwright@hellerdraper.com

TOTAL: 44