

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION**

IN RE:

**PICCADILLY RESTAURANTS, LLC,
ET AL.,**

DEBTORS

* **CASE NO. 12-51127**
*
* **(JOINT ADMINISTRATION)¹**
*
* **CHAPTER 11**
*
* **JUDGE ROBERT SUMMERHAYS**

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT OF GORDON,
ARATA, MCCOLLAM, DUPLANTIS & EAGAN, LLC AND PETER A. KOPFINGER
AS SPECIAL COUNSEL, *NUNC PRO TUNC* TO THE PETITION DATE, PURSUANT
TO § 327(e) OF THE BANKRUPTCY CODE**

NOW INTO COURT, through undersigned counsel, come the debtors and debtors-in-possession (collectively, the “Debtors”),² who submit this Application for Order Authorizing the Employment of Gordon, Arata, McCollam, Duplantis & Eagan, LLC (“Gordon Arata”) and Peter A. Kopfinger (“Kopfinger”) as Special Counsel, *Nunc Pro Tunc* to the Petition Date, pursuant to § 327(e) of the Bankruptcy Code (the “Application”), and in support hereof would respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

¹ Jointly administered with *In re Piccadilly Food Service, LLC*, 12-51128 (Bankr. W.D. La. 2012), and *In re Piccadilly Investments, LLC*, 12-51129 (Bankr. W.D. La. 2012).

² The debtors in these Chapter 11 cases are Piccadilly Restaurants, LLC (“Restaurants”), Piccadilly Food Service, LLC (“Food Service”), and Piccadilly Investments, LLC (“Investments”).

BACKGROUND

2. On September 11, 2012 (the "Petition Date"), the Debtors filed for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108. No trustee or examiner has been appointed, and no official committee of creditors or equity-interest holders has been established in these Chapter 11 cases.

3. The Debtors' cases are jointly administered pursuant to Bankruptcy Code § 105(a) and Bankruptcy Rule 1015(b) (collectively, the "Case").

RELIEF REQUESTED

4. The Debtors seek to employ Kopfinger and the law firm of Gordon Arata (collectively, "Special Counsel") as special counsel to advise and assist the Debtors and bankruptcy counsel with real estate matters, select business matters and other special projects.

BASIS FOR RELIEF

5. This Court has the authority to grant this Application pursuant to Bankruptcy Code §§ 105 and 327, Rule 2014 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), and LBR 2014-1. Specifically, Bankruptcy Code § 327(e) provides that the Debtors "with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed."

6. The employment of Special Counsel to assist with certain ongoing real estate and operational issues is in the best interest of the estates because Special Counsel has significant

experience with the Debtors' real estate portfolio and operations. To replace them with undersigned counsel, or any other lawyers, would result in unnecessary legal expenses and delays in the administration of the Case.

7. In determining whether to allow special counsel to represent the debtor under § 327(e), the Court should consider all relevant facts surrounding the bankruptcy case, including the nature of the debtors' businesses, the history and relationship between the debtor and proposed special counsel, potential conflicts of interests, and the role of general counsel. *In re Woodworkers Warehouse, Inc.*, 323 B.R. 403 (Bankr. D. Del. 2005). The legislative history expressly provides that § 327(e) "will most likely be used when the debtor is involved in complex litigation, and changing attorneys in the middle of the case after bankruptcy case has commenced would be detrimental to the progress of that other litigation." H.R. Rep. No. 595, 95th Cong., 1st Sess. at 328, S. Rep. No. 989, 95th Cong. 2d Sess. at 38-39 (1978).

THE QUALIFICATIONS OF COUNSEL

8. Special Counsel has represented the Debtors since June 2009 in all real estate, business and other matters for the Debtors. Kopfinger, in particular, has significant background and experience with the Debtors' real estate and business issues. A brief resume for Kopfinger is already in the record. (R. 14-2, at 3.)

9. Gordon Arata and Kopfinger's compliance with the requirements of Bankruptcy Rule 2014 is set forth in greater detail in the Affidavit of Gordon Arata and Supplemental and Amending Affidavit of Gordon Arata (the "Affidavits"), which were previously filed into in the record in connection with Gordon Arata's application to be employed as general bankruptcy counsel to the Debtors. (R. 14-3, 85.)

SERVICES TO BE PROVIDED

10. Special Counsel will advise and assist the Debtors and bankruptcy counsel with real estate matters, select business matters and other special projects. Many of these matters were pending as of the Petition Date.

TERMS OF RETENTION

11. The Debtors propose to pay, subject to the Court's approval, compensation to Special Counsel based on the hourly rate for each attorney, paraprofessional, or other person who performs for or on behalf of the Debtors. Kopfinger's rate will be \$285 per hour. In addition to Kopfinger will utilize the skills of other attorneys in the firm on an as-needed basis; time for paralegals/legal assistants will be billed at \$100 per hour.

12. The Debtors understand that Special Counsel is customarily reimbursed for all expenses incurred by it in connection with the representation of a client in a given matter, including all identifiable expenses that would not have been incurred except for their representation of the particular client.

STATEMENT OF DISINTERESTEDNESS

13. To the best of the Debtors' knowledge and belief, the Special Counsel does not represent or hold any interest adverse to the Debtors or their estates and is a disinterested entity as that term is defined in Bankruptcy Code § 101, except as set forth in the Affidavits in the record. (R. 14-3, 85.)

14. To the best of the Debtors' knowledge and belief, except as disclosed in the Affidavits, neither Special Counsel, nor any of its partners, associates, or employees (a) has any connection with the Debtors, creditors of the Debtors, the United States Trustee for the Western

District of Louisiana, any person employed in the office of the United States Trustee, or any other party with an actual or potential interest in the Case or their respective attorneys or accountants, (b) is a creditor, equity-security holder, or insider of the Debtors, (c) is, or was within two years of the Petition Date, a director, officer, or employee of the Debtors, (d) holds or represents an interest adverse to the Debtors, the estates, or any class of creditors or equity-security holders, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason, or (e) is related to, whether by affinity or consanguinity, within the third degree, to the Debtors.

15. Because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive any requirement that a memorandum of law be submitted.

WHEREFORE, the Debtors request that the Court enter an Order, substantially in the form attached to this Application as **Exhibit A**, that (i) grants this Application, (ii) authorizes the Debtors' retention and employment of Gordon Arata and Kopfinger as special counsel, and (iii) grants all other legal and equitable relief as is just and proper.

Respectfully submitted,

/s/ Elizabeth J. Futrell

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Piccadilly Investments, LLC**

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
LAFAYETTE DIVISION**

IN RE:

**PICCADILLY RESTAURANTS, LLC,
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DEBTORS

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**ORDER AUTHORIZING THE EMPLOYMENT OF GORDON, ARATA,
MCCOLLAM, DUPLANTIS & EAGAN, LLC AND PETER A. KOPFINGER
AS SPECIAL COUNSEL, *NUNC PRO TUNC* TO THE PETITION DATE,
PURSUANT TO § 327(e) OF THE BANKRUPTCY CODE**

Considering the Application for Order Authorizing the Employment of Gordon, Arata, McCollam, Duplantis & Eagan, LLC and Peter A. Kopfinger as Special Counsel, *Nunc Pro Tunc* to the Petition Date, Pursuant to § 327(e) of the Bankruptcy Code (the "Application"), filed on behalf of the debtors and debtors-in-possession (collectively, the "Debtors"),² this Court finds that: (a) Gordon, Arata, McCollam, Duplantis & Eagan, LLC ("Gordon Arata") and Peter A. Kopfinger ("Kopfinger") neither represent nor hold an interest adverse to the Debtors or to the estates, and are thus disinterested parties; (b) Kopfinger and Gordon Arata are qualified to provide limited assistance, as special counsel, to the Debtors under § 327(e) of the Bankruptcy

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² The debtors in these Chapter 11 cases are Piccadilly Restaurants, LLC, Piccadilly Food Service, LLC, and Piccadilly Investments, LLC.

Code; (c) the retention of Kopfinger and Gordon Arata would best serve the interests of the Debtors and the Debtors' estates; and (d) the terms of the retention for Kopfinger and Gordon Arata have been disclosed and are reasonable under the circumstances. In consideration of these findings, and after due deliberation and cause appearing therefor;

IT IS HEREBY ORDERED that, pursuant to 11 U.S.C. § 327(e), the Debtors are authorized to retain the Kopfinger and Gordon Arata as special counsel in these Chapter 11 cases, effective as of the Petition Date (as defined in the Application), upon the terms and conditions set forth in the Application.

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This Order was prepared and submitted by:

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