

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

In re:	§	Case No. 12-51127
	§	
Piccadilly Restaurants, LLC, et al.,	§	(Joint Administration)¹
	§	
Debtors	§	Chapter 11
	§	
	§	Judge Robert Summerhays

**MOTION FOR EXPEDITED HEARING TO CONSIDER MOTION FOR APPROVAL
OF IMMATERIAL MODIFICATIONS TO THE FIRST
AMENDED JOINT CHAPTER 11 PLAN**

Atalaya Administrative, LLC, Atalaya Funding II, LP, Atalaya Special Opportunities Fund IV, LP (Tranche B), and Atalaya Special Opportunities Fund (Cayman) IV, LP (Tranche B) (collectively, “Atalaya”) request an expedited hearing to consider Atalaya’s *Motion for Approval of Immaterial Modifications to the First Amended Joint Chapter 11 Plan* (the “Modification Motion”).

RELIEF REQUESTED

1. Through this motion, Atalaya respectfully requests that the Court consider the Modification Motion on an expedited basis, at a hearing to be held on the next available, regularly scheduled, motion day, April 15, 2014 at 10:00 a.m. (such date and time, the “Hearing Date”).

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).

BACKGROUND AND BASIS FOR EXPEDITED HEARING

2. On February 13, 2014, the Court entered an order (the “Confirmation Order”, Docket No. 1420) confirming the *First Amended Joint Chapter 11 Plan of Piccadilly Investments, LLC, Piccadilly Restaurants, LLC and Piccadilly Food Service, LLC, Proposed by Atalaya Administrative, LLC, Atalaya Funding II, LP, Atalaya Special Opportunities Fund IV, LP (Tranche B), Atalaya Special Opportunities Fund (Cayman) IV, LP (Tranche B) and the Official Committee of Unsecured Creditors*, (the “Plan,” Docket No. 1241).²

3. Consummation of the Plan depends upon Atalaya’s provision of exit financing, which will provide the Debtors with the additional liquidity needed to make Plan distributions to creditors on the Effective Date. At the time that the Plan was proposed, Atalaya believed that a \$6.0 million exit financing facility would be sufficient to fund Effective Date distributions. However, due to unforeseen circumstances, including a longer than anticipated confirmation process, higher than anticipated administrative fees, and lower than anticipated Debtor cash reserves, Atalaya believes that the Debtors will need additional exit financing availability to ensure liquidity on the Plan’s Effective Date. Atalaya has agreed to increase its Plan exit financing commitment from \$6.0 million to \$7.75 million.

4. Consequently, Atalaya, through the Modification Motion, has requested that the Court approve modifications to the Plan providing that Exit Facility furnished by Atalaya may be in an amount up to \$7,750,000, instead of \$6,000,000. Approving such modification is a prerequisite to the Plan’s Effective Date and the Debtors’ payments to creditors contemplated in the Plan. If the Modification Motion is not heard on the Hearing Date, consummation of the Plan (and the creditor payments contemplated thereunder) will be further delayed. Such delays

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

will impart significant prejudice upon the Debtors' creditors (who have waited years to receive payment with respect to their claims), unnecessarily prolong duration of the Debtors' reorganization proceedings, and lead to the incurrence of needless additional costs associated with administering the Debtors' estates.

5. Considering the Modification Motion on an expedited basis at the April 15, 2014 Hearing Date will not prejudice the Debtors or any other interested parties. In fact, considering the Modification Motion on the Hearing Date will actually benefit all interested parties by expediting the Debtors' emergence from bankruptcy, facilitating the commencement of creditor distributions, and minimizing the costs of administering the Debtors' bankruptcy cases.

WHEREFORE, Atalaya respectfully requests that this Court conduct an expedited hearing on April 15, 2014 to consider the Modification Motion and grant Atalaya such other and further relief as is just and proper.

CERTIFICATE OF CONFERENCE

Prior to filing this request for an expedited hearing regarding the Modification Motion, counsel for Atalaya contacted counsel for the Debtors and the Committee regarding the relief requested herein. Counsel for the Debtors and Committee were not opposed to hearing the Modification Motion on an expedited basis. Atalaya also spoke with counsel for Yucaipa regarding its request for an expedited hearing. Yucaipa's counsel indicated that they were awaiting a response from their client and had no response regarding Atalaya's request for an expedited hearing at this time.

Dated: April 2, 2014.

Respectfully Submitted,

/s/ Brent R. McIlwain
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Certificate of Service

This is to certify that service of this document has been made on the 2nd day of April, 2014 by electronic service through the Court's transmission facilities upon those persons listed as recipients of electronic notice on the Notice of Electronic Filing document generated by the Court's System at the time of the filing of this document.

/s/ Brian Smith
Brian Smith