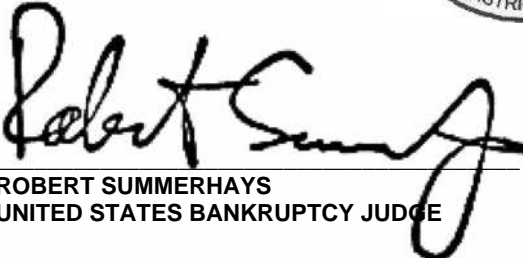




SO ORDERED.

SIGNED September 14, 2012.


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

JUDGE ROBERT SUMMERHAYS

**ORDER AUTHORIZING THE DEBTORS TO
HONOR PRE-PETITION OBLIGATIONS TO CUSTOMER AND OTHERWISE
CONTINUE CUSTOMER PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

CONSIDERING the motion of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors")² for authorization to honor pre-petition obligations to customers and otherwise continue customer programs in the ordinary course of business (the "Customer

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

² The debtors in these chapter 11 cases include Piccadilly Restaurants, LLC ("Piccadilly"), Piccadilly Investments, LLC ("Piccadilly Investments"), and Piccadilly Food Service, LLC ("Piccadilly Food Service").

Program Motion") (R. at 8),³ the record of these cases, applicable law, and for reasons orally assigned in open Court and on the record at the hearing on the Motion on Thursday, September 13, 2012:

IT IS ORDERED that pursuant to Bankruptcy Code §§ 105(a), 362(d), 363(b), and 503(b)(1), the Debtors are authorized in their sole discretion, but not directed, to continue, renew, replace, implement, modify, and/or terminate the Customer Programs, as they deem appropriate, in the ordinary course of business and without further application of the Court;

IT IS FURTHER ORDERED that the Debtors are authorized in their sole discretion, but not directed, to honor all pre-petition obligations relating to the Customer Programs, in the ordinary course of business, in the same manner and on the same basis as the Debtors honored such obligations prior to commencement of the Cases; ***provided, however,*** that the relief granted herein shall not constitute an approval or assumption of any Customer Program or related agreement or policy pursuant to Bankruptcy Code § 365;

IT IS FURTHER ORDERED that that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to contest the amount or basis of any pre-petition or post-petition obligations relating to the Customer Programs;

IT IS FURTHER ORDERED that the Debtors' banks and all other applicable banks or financial institutions are authorized, consistent with the terms of any cash management order entered in these cases, when requested by the Debtors in the Debtors' sole discretion, to receive, process, honor and pay all checks drawn or direct deposit and funds transfer instructions made relating to the Debtors' accounts and any other transfers that are related to the Customer Programs and the costs and expenses incident thereto; ***provided, however,*** that sufficient funds

³ A capitalized term used, but not specifically defined herein, shall have the meaning ascribed to it in the Customer Program Motion.

are available in the accounts to make such payments; provided further, that (i) any such bank or financial institution may rely on the representations of the Debtors regarding which checks that were drawn or instructions that were issued by the Debtors before the Petition Date should be honored post-petition pursuant to this Order and (ii) that any such bank or financial institution shall not have any liability to any party for relying on the representations of the Debtors as provided herein;

IT IS FURTHER ORDERED that Bankruptcy Rule 6003 has been satisfied because the relief requested in the Customer Program Motion is necessary to avoid immediate and irreparable harm to the Debtors;

IT IS FURTHER ORDERED that notice of the Customer Program Motion, as provided therein, constitutes good and sufficient notice of such Customer Program Motion and the requirements of Bankruptcy Rule 6004(a) are hereby waived;

IT IS FURTHER ORDERED that the Debtors are authorized to issue post-petition checks, or to effect post-petition fund transfer requests, in replacement of any checks or fund transfer requests in respect of pre-petition obligations relating to the Customer Programs that are dishonored or rejected as of the commencement of the Cases;

IT IS FURTHER ORDERED that notwithstanding the foregoing, nothing contained in this Order shall be deemed to be an express or implied amendment to any approved budget for any debtor-in-possession financing approved in these cases and any payment authorized in this Order shall be subject to the terms and conditions of such debtor-in-possession financing, from and after its approval;

IT IS FURTHER ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon the entry of this Order into the record of these cases; and

IT IS FURTHER ORDERED that this Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

###

Prepared and submitted by:

**GORDON, ARATA, MCCOLLAM,
DUPLANTIS & EAGAN, LLC**

By: /s/ Louis M. Phillips

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

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 14, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Sep 16, 2012.

db Piccadilly Restaurants, LLC, c/o Gordon Arata, One American Place, 301 Main St., Suite 1600,
Baton Rouge, LA 70801-1916
Robert Klyman, 355 South Grand Ave, Los Angeles, CA 90071-1560

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

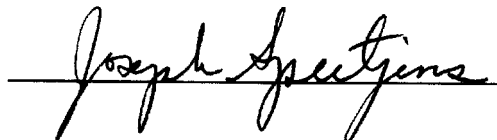
TOTALS: 1, * 0, ## 0

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 16, 2012

Signature: _____



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 14, 2012 at the address(es) listed below:

David F. Waguespack on behalf of Creditor Atalaya Administrative, LLC
waguespack@carverdarden.com, plaisance@carverdarden.com
Douglas S. Draper on behalf of Interested Party CB Agency Services, LLC
ddraper@hellerdraper.com
Elizabeth Spurgeon on behalf of Debtor Piccadilly Restaurants, LLC espurgeon@gordonarata.com,
jalcantara@gordonarata.com
Louis M. Phillips on behalf of Attorney Gordon Arata McCollam Duplantis & Eagan, LLC
lphillips@gordonarata.com, pbartholomew@gordonarata.com; jalcantara@gordonarata.com
Office of U. S. Trustee USTPRegion05.SH.ECF@usdoj.gov
Peter A. Kopfinger on behalf of Debtor Piccadilly Food Service, LLC PKopfinger@gordonarata.com
Ryan James Richmond on behalf of Debtor Piccadilly Food Service, LLC rrichmond@gordonarata.com,
pbartholomew@gordonarata.com; jalcantara@gordonarata.com; ryan.richmond.cmecf@gmail.com
Tristan E. Manthey on behalf of Interested Party CB Agency Services, LLC
tmanthey@hellerdraper.com, kfritscher@hellerdraper.com
Wayne A. Shullaw on behalf of Creditor Poss Select Produce, Inc c/o Wayne A. Shullaw Attorney
shullaw@bellsouth.net
William H. Patrick on behalf of Interested Party CB Agency Services, LLC
wpatrick@hellerdraper.com

TOTAL: 10