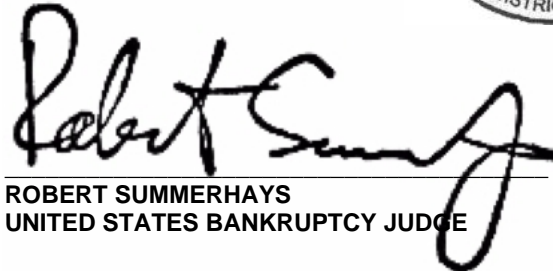




SO ORDERED.

SIGNED March 28, 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
*
* (JOINT ADMINISTRATION)¹
*
* CHAPTER 11
*
* JUDGE ROBERT SUMMERHAYS

**ORDER, PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE,
AUTHORIZING THE DEBTORS TO (1) ASSUME CERTAIN UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY, AND
(2) SATISFY CURE AMOUNTS IN RESPECT THEREOF**

*Considering the Motion for an Order, Pursuant to Section 365 of the Bankruptcy Code,
Authorizing the Debtors to (1) Assume Certain Unexpired Leases of Nonresidential Real*

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).

Property, and (2) Satisfy Cure Amounts in Respect Thereof (the “Motion”) (Docket #532) filed herein on March 4, 2013, by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”),² for an order to (i) assume, or assume as modified, all unexpired leases of nonresidential real property except those expressly excluded from assumption at this time (collectively, the “Leases” or individually, a “Lease”), and (ii) satisfy the proposed cure amounts for each such Lease to be assumed or assumed as modified, as applicable (the “Cure Amount”), all as more fully described in the Motion; together with the *Third Notice of Filing Amended Schedules Attached to Proposed Order to Motion to Assume and Pay Cure Amount* filed herein on March 20, 2013 (Docket #649); the Court having subject matter jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §1334; 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 considering the Objection (the “Finard Objection”) (Docket #638) filed to the Motion by Finard Memphis Realty Limited Partnership (“Finard”), which was rendered partially moot by the execution of the Stipulation by and between Finard and Piccadilly Restaurants, LLC (Docket #651), wherein Finard agreed to extend the current assumption deadline beyond the current deadline of April 9, 2013, the Lease with Finard being removed from **Final Schedule 3** to this

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

Order, and the Lease now being included on **Final Schedule 1** to this Order, and Finard's remaining Cure Amount objection being expressly preserved herein, and as noted on **Final Schedule 1** to this Order, until such Cure Amount objection is resolved by further order of this Court; and upon considering the Limited Objection of Brixmor Property Group, Inc. (Docket #647) (the "**Brixmor Cure Objection**") which is limited to the Cure Amount due on and with respect to the lease of nonresidential real property located in Mobile, Alabama (the "**Brixmor Lease**"), which Brixmor Cure Objection is now further limited to disputes as to the base and percentage rent due on the Brixmor Lease, as reflected on **Final Schedule 2** to this Order, any other Cure Amount claim asserted in the Brixmor Cure Objection having been withdrawn; and the Debtors having agreed to give KDI Atlanta Mall, LLC an informal extension of time to file an Objection to Cure Amount, because a dispute exists as to whether and to what extent the Debtors may owe certain water bills, as reflected on the attached **Final Schedule 1**; and the Debtors having agreed to give University Mall, LLC an informal extension of time to file an Objection to Cure Amount, because a dispute exists as to a percentage rent calculation, as reflected on the attached **Final Schedule 1**; 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 bases 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;

IT IS ORDERED that the Motion is **GRANTED**, as modified herein.

IT IS FURTHER ORDERED that the consensual extensions to the Assumption Deadline³ with respect to the leases set forth on **Final Schedule 1** to this Order, which have been submitted to this Court for approval, are hereby approved.

IT IS FURTHER ORDERED that the Debtors are authorized to assume the Leases set forth on **Final Schedule 2** to this Order.

IT IS FURTHER ORDERED that the Debtors are authorized to assume the Leases set forth on **Final Schedule 3** to this Order.

IT IS FURTHER ORDERED that the Debtors are authorized to satisfy the Cure Amounts in the amounts set forth in **Final Schedule 2** and **Final Schedule 3** to this Order, as applicable, with respect to each such Lease.

IT IS FURTHER ORDERED that any unexpired lease of nonresidential real property under which the Debtors are a lessee that is neither (i) listed on **Final Schedules 1, 2 or 3** to this Order, (ii) an unexpired lease of nonresidential real property to which the United States and/or an agency or instrumentality is a counterparty, nor (iii) the subject of a separate motion to assume or reject, shall be treated as a Lease that is assumed by the Debtors pursuant to this Order, and that the Cure Amount is \$0.00.

IT IS FURTHER ORDERED that payment of the applicable Cure Amount shown on **Final Schedule 1**, **Final Schedule 2** and **Final Schedule 3** shall constitute the cure of all defaults arising under the applicable Lease that are required to be cured by the Debtors under section 365(b)(1)(A) of the Bankruptcy Code (after giving effect to section 365(b)(2) of the Bankruptcy Code).

³ Capitalized terms used but not otherwise defined in this Order shall have the meanings ascribed to such terms in the Motion.

IT IS FURTHER ORDERED that the Debtors shall pay the Cure Amounts, if any, to the respective Lease counterparties on **Schedule 2** and **Schedule 3** within thirty (30) days of the entry of this Order, or such other dates as the parties may otherwise agree.

IT IS FURTHER ORDERED that, except with the payment of the Cure Amounts, all parties to the Leases are forever barred from raising or asserting against the Debtors or their estates any default or breach under, or any claim or pecuniary loss arising under or related to, the Leases that existed prior to the date of entry of this Order.

IT IS FURTHER ORDERED the Debtors have demonstrated adequate assurance of future performance under the Leases and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.

IT IS FURTHER ORDERED that, subject to appropriate notice and opportunity to object and this Court's approval, the Debtors retain their right to assign any of the Leases pursuant to and in accordance with the requirements of section 365 of the Bankruptcy Code.

IT IS FURTHER ORDERED the Finard Objection shall be resolved at a hearing to be scheduled at a later date in the connection with a motion to assume the Lease with Finard;

IT IS FURTHER ORDERED that (a) the Brixmor Cure Objection shall be heard on **April 23, 2013**, at 10:00 a.m., or as soon thereafter as counsel may be heard, and (b) notwithstanding the Brixmor Cure Objection, the Debtors are hereby authorized to assume the Brixmor Lease effective no later than April 9, 2013.

IT IS FURTHER ORDERED that KDI Atlanta Mall, LLC's right to object to the Cure Amount is hereby preserved, as reflected on the attached **Final Schedule 1**.

IT IS FURTHER ORDERED that University Mall, LLC's right to object to the Cure Amount is hereby preserved, as reflected on the attached **Final Schedule 1**.

IT IS FURTHER ORDERED that Palm Springs Miles Associates, LTD's right to object to the Cure Amount is hereby preserved, as reflected on the attached **Final Schedule 1**.

IT IS FURTHER ORDERED that Mall St. Vincent, LLC's right to object to the Cure Amount is hereby preserved, as reflected on the attached **Final Schedule 1**.

IT IS FURTHER ORDERED that Oglethorpe Mall LLC's right to object to the Cure Amount is hereby preserved, as reflected on the attached **Final Schedule 1**.

IT IS FURTHER ORDERED that the Debtors do not waive any claims that they have against any of the counterparties to the Leases, regardless of whether such claims are related to the Leases.

IT IS FURTHER ORDERED that the terms of this Order shall be immediately effective and enforceable upon its entry.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

###

This Order was prepared and is being submitted by:

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Piccadilly Investments, LLC**

Agreed and approved:

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AND

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**Counsel for Brixmor Property Group, Inc. and
University Mall, LLC**

Agreed and approved:

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Agreed and approved:**

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**Attorneys for Cascade Drive Limited Partnership,
MacArthur Village Shopping Center, and
Old River Marketplace, LP**

Agreed and approve:

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Attorneys for KDI Atlanta Mall, LLC

{N2585110.2}

Agreed and Accepted:

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**Attorneys for Palm Springs Miles Associates, LTD,
St. Vincent Mall, LLC and Oglethorpe Mall LLC's**

Schedule 1

LEASES WITH AN EXTENDED ASSUMPTION DEADLINE

{N2585110.2}

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
AM 402 Almeda Mall Houston, TX	Almeda Mall, L.P. 1177 West Loop South Suite 1670 Houston, TX 77027 Additional Notice Address: Almeda Mall, L.P. 150 East Gay Street Columbus, OH 43215	\$4,352.08	n/a	\$2,493.39	1
ATCON 1536 Highway 138 Conyers, GA 30013	Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255	n/a	\$29,381.67	\$2,145.57	1
ATDRU 2226 N. Druid Hills Road NE Atlanta, GA 30329	Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255	n/a	n/a	\$1,670.18	1
ATFAY 955 N. Glynn St. Fayetteville, GA 30214	Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036	n/a	\$14,086.03	\$1,760.88	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	<p>Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, AZ 85255</p>				
<p>ATMEM 5644 Memorial Drive Stone Mountain, GA 30083</p>	<p>Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019</p> <p>Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036</p> <p>Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255</p>	n/a	\$25,839.47	\$1,680.80	1
<p>ATSLM 1265 Mt. Zion Road Morrow, GA 30260</p>	<p>Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019</p> <p>Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036</p> <p>Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255</p>	n/a	\$40,140.00	\$1,085.74	1
<p>AUGWS 3110 Washington Rd. Augusta, GA 30907</p>	<p>Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019</p> <p>Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036</p>	n/a	\$16,247.57	\$1,394.01	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	<p>Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255</p> <p>Additional Notice Parties: J Davis Trotter 490 Granite Martinez, GA 30907</p>				
<p>BILOX</p> <p>2600 W. Beach Blvd. Biloxi, MA 39531</p>	<p>American National Insurance Company c/o Jim Wilson & Associates 2660 East Chase Lane, Suite 100 Montgomery, AL 36117</p>	<p>\$19,652.65</p>	<p>n/a</p>	<p>\$2,771.90</p>	<p>1</p>
<p>BRFM</p> <p>6406 Florida Blvd Baton Rouge, LA 70726</p>	<p>Circus Property II, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019</p> <p>Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036</p> <p>Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255</p>	<p>n/a</p>	<p>\$33,412.12</p>	<p>\$9,263.11</p>	<p>1</p>
<p>BRGON</p> <p>511 North Airline Highway Gonzales, LA 70737</p>	<p>Alvin J. Millet 908 Airline Highway Gonzales, LA 70737</p> <p>Alvin J. Millet 2333 South Airline Hwy Gonzales, LA 70737</p> <p>Vincent Diaz 1406 Coontrap Gonzales, LA 70737</p> <p>Vincent Diaz 318 South Burnside Gonzales, LA 70737</p>	<p>\$2,166.67</p>	<p>\$15,701.59</p>	<p>\$3,334.91</p>	<p>1</p>
<p>CHATH</p> <p>2100 Hamilton Place 201 Chattanooga, TN</p>	<p>Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc.</p>	<p>n/a</p>	<p>n/a</p>	<p>n/a</p>	<p>1</p>

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
37421	2100 Hamilton Place Blvd. Suite 500 Chattanooga, TN 37421 Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc. P.O. Box 74123 Cleveland, OH 44194				
CHESP 4200 Portsmouth Blvd. Chesapeake, VA 23321	Chesapeake Mall, LLC c/o Simon Property Group 225 West Washington Street Indianapolis, IN 46204 Additional Notice Address: Chesapeake Mall, LLC P.O. Box 100364 Atlanta, GA 30384	\$5,523.00	n/a	\$1,376.17	1
CVNTN 69008 Hwy 190 Service Rd Covington, LA 70433	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$5,523.00	\$1,376.17	1
DAY 1700 International Speedway Blvd Daytona Beach, FL 32114	Volusia Mall, LLC Attention: General Manager 1700 West International Speedway Blvd Daytona Beach, FL 32114 Volusia Mall, LLC c/o CBL & Associates Management, Inc. 2030 Hamilton Place Blvd Suite 500-CBL Center Chattanooga, TN 37421 New York Life Insurance Company c/o New York Life Investment Management LLC	n/a	n/a	\$2,158.14	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	Attention Real Estate Group 51 Madison Avenue New York, New York 10010				
ESSEN 5474 Essen Lane Baton Rouge, LA 70809	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$40,520.05	\$8,902.64	1
FTLHW 4500 Hollywood Blvd Hollywood, FL 33021	Jasue, LLC c/o Kin Properties, Inc. 185 NW Spanish River Blvd Suite 100 Boca Raton, FL 33431	\$9,085.08	\$61,923.66	\$2,278.60	1
GB 2841 Greenbriar Parkway SW Atlanta, GA 30331	KDI Atlanta Mall, LLC c/o Hendon Properties, LLC Two Live Oak Center 3445 Peachtree Road NE Suite 465 Atlanta, GA 30326 Hartman, Simons, Spielman & Wood, LLP Attn: Robert Simons, Esq. 6400 Powers Ferry Road NW Suite 400 Atlanta, GA 30339 Additional Notice Address: P.O. Box 935135 Atlanta, GA 31193	\$8,263.79	None (Debtors' amount) Other: Cure Amount concerning whether and to what extent Debtor owes water bills.	\$2,341.69	1
GRNVL Hwy 1 South & Bowman Blvd Greenville, MS 38701	Security National Properties Funding, LLC 323 Fifth Street Eureka, CA 95501 Security National Properties Funding, LLC P.O. Box 1028 Eureka, CA 95502	\$7,981.87	n/a	\$2,809.61	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	Additional Notice Address: 1651 Hwy 1 South Greenville, MS 38701				
HOUMA 6803 West Park Avenue Houma, LA 70364	Cascade Drive Limited Partnership c/o Stirling Properties, Inc. 109 Northpark Boulevard Suite 300 Covington, LA 70433	\$6,808.34	n/a Other: Any applicable indemnity obligations arising under the lease about which the landlord or Stirling Property, Inc. had no actual knowledge as of March 22, 2013	\$1,658.01	1
HTNBB 7750 W. Bellfort Avenue Houston, TX 77071	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$23,055.89	\$1,656.61	1
HV2 2801 Memorial Pkwy Huntsville, AL 35801	Parkway Place SPE, LLC 2801 Parkway South Huntsville, AL 35801 Parkway Place SPE, LLC c/o CBL & Associate Management, Inc. Attn: President 2030 Hamilton Boulevard CBL Center- Suite 500 Chattanooga, TN 37421 Colonial Properties Trust Attn: Legal Department 2102 Sixth Avenue North Suite 750 Birmingham, AL 35203 Additional Notice Address: P.O. Box 74664 Cleveland, OH 44194	\$19,885.37	n/a	\$3,152.88	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
JM 350 W. Woodrow Wilson Ave Jackson, MS 39213	Jackson Medical Mall Foundation, Inc. P.O. Box 11508 Jackson, MS 39205	\$13,826.61	n/a	\$6,189.40	1
JVUB 3216 S. University Blvd Jacksonville, FL 32216	John Carl Blow as Trustee of the Elizabeth H. Blow Irrevocable Life Insurance Trust c/o Great Oaks Management P.O. Box 376 Ponte Vedra Beach, FL 32004 John Carl Blow as Trustee of the Elizabeth H. Blow Irrevocable Life Insurance Trust 100 Santa Monica Avenue St. Augustine, FL 3208	n/a	n/a	\$2,302.00	1
MAR 536 Cobb Parkway SE Marietta, GA 30060	Harry W. Livingston Jr. P.O. Box 6035 Marietta, GA 30061 Additional Notice Address: Manning Properties 26 Powder Springs St. Marietta, GA 30060	\$5,533.01	\$25,576.57 ¹	\$2,822.96	1
MIARR 403 W. 49th Street Hialeah, FL 33012	Palm Springs Miles Associates, Ltd 419 West 49 Street Suite 300 Hialeah, FL 33012	n/a Disputes concerning amount of rent, year- end adjustments for 2012 and 2013 and attorney's fees.	n/a	\$2,013.09	1
MON 2203 Louisville Ave Monroe, LA 71201	Gus K. Primos, Charline Hayes Brown, Neil Hayes Faulk and Helen Hayes Norris (or their heirs, successor and/or assigns), collectively and individually c/o Maggie Lytle, Agent P.O. Box 2861 Monroe, LA 71207 Twin City Shopping Center Attn: Cajun Made Golf 2257 Louisville Ave. Monroe, LA 71201	\$7,825.84	n/a	\$5,532.69	1

¹ Before assumption these taxes may be paid by the debtors.

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
MONT 2601 Eastern By-Pass Montgomery, AL 36117	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$718.32	\$11,664.67	1
MPS 5272 Mt. Moriah View Rd Memphis, TN 38115	Michele Lunati Wall c/o Southern Properties & Entertainment USA 763 Brookhaven Circle Memphis, TN 38117	n/a	\$30,480.15	\$3,694.06	1
MPSCS 4996 Stage Road Memphis, TN 38128	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$36,527.28	\$5,007.50	1
NOG 533 La Palco Blvd Gretna, LA 70053	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary	n/a	\$30,134.08	\$2,909.12	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255				
NOJ 2609 Jefferson Highway Jefferson, LA 70121	Brocato, LLC c/o Kirk Stirton 650 Poydras Suite 2250 New Orleans, LA 70130 Brocato, LLC 228 Audubon Blvd New Orleans, LA 70118	\$10,038.58	\$50,821.61	\$4,133.39	1
NORMC 530 North Military Highway Norfolk, VA 23502	Thor Gallery at Military Circle c/o Thor Equities, LLC 25 West 39th Street 11th Floor New York, NY 10018 Additional Address Parties: c/o Thor Equities, LLC 60 Wall Street 10 th Floor New York, NY 10005	\$5,488.52	n/a	\$6,015.89	1
PLM 316 W. Prien Lake Road Lake Charles, LA 70601	SPG Prein LLC c/o Simon Property Group 225 West Washington Street Indianapolis, IN 46204	\$7,329.74	n/a	\$2,798.75	1
RICH2 8004 W. Broad Street Rd. Richmond, VA 23229	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036 Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255	n/a	\$37,166.63	\$6,608.05	1
RICHC 76 Southpark Circle Colonial Heights, VA 23834	SouthPark Mall, LLC c/o CBL & Associates Management, Inc. 2100 Hamilton Place Blvd. Suite 500 Chattanooga, TN 37421	\$15,918.60	n/a	\$2,486.65	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc. P.O. Box 74123 Cleveland, OH 44194				
SAVOM 7804 Abercorn Street Savannah, GA 31406	Oglethorpe Mall LLC c/o Oglethorpe Mall, LLC Attn: Law/Lease Administration Department 101 N. Wacker Dr. Chicago, IL 60606	\$15,215.62 Disputes concerning amount of rent, year- end adjustments for 2012 and 2013 and attorney's fees.	n/a	\$2,254.15	1
SHP2 1133 St. Vincent Avenue Shreveport, LA 71104	Mall St. Vincent LLC c/o Rouse Properties Attn: General Counsel 1114 Avenue of the Americas Suite 2800 New York, NY 10036 Mall St. Vincent LLC c/o Mall St. Vincent LLC 110 North Wacker Drive Chicago, IL 60606 Additional Notice Address: Mall St Vincent LLC 1133 St. Vincent Avenue Suite 200 Shreveport, LA 71104	\$23,906.18 Disputes concerning amount of rent, year- end adjustments for 2012 and 2013 and attorney's fees.	n/a	\$5,044.92	1
SLI 104 Highway 190 W. Slidell, LA 70460	Equity One Realty 1275 Powers Ferry Rd SE Marietta, GA 30067 Equity One Realty P.O. Box 404716 Atlanta, GA 30384 Additional Notice Parties: 2001 Park Place North Suite 900 Birmingham, AL 35203	\$7,756.41	n/a	\$4,388.42	1
SLRR 10906 St. Charles Rock Rd. St. Ann, MO 63074	Circus Property I, LLC c/o U.S. Realty Advisors, LLC Attn: Mr. David M. Ledy 1370 Avenue of the Americas New York, NY 10019 Proskauer Rose LLP Attn: Kenneth S. Hilton 1585 Broadway New York, NY 10036	n/a	\$58,409.16	\$685.92	1

FINAL SCHEDULE 1

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	Dennis L. Ruben Executive Vice President, General Counsel and Secretary FFCA Funding Corporation 17207 North Perimeter Drive Scottsdale, Arizona 85255				
TUSUM 1701 McFarland Blvd. E. Tuscaloosa, AL 35404	University Mall, LLC c/o Aronov Realty Management, Inc. Attn: Legal Department 3500 Eastern Blvd. Montgomery, AL Additional Notice Addresses: University Mall LLC P.O. Box 235000 Montgomery, AL 36123 University Mall LLC 714 Greensboro Avenue Room 124 Tuscaloosa, AL 35401	\$14,946.00 (Debtors' amount) Cure Amount Dispute in the amount of \$1,610.01 regarding percentage rent calculation for one month in 2012.	n/a	\$1,914.77	1
WH 3968 Elvis Presley Blvd Memphis, TN 38116	Finard Memphis Realty Limited Partnership c/o Finard Properties LLC Attn: Steven T. Brommer, Principal Broker 68 South Prescott Street Suite 304 Memphis, TN 38111 Additional Notice Addresses: 6410 Poplar Avenue Suite 1000 Memphis, TN 38119	\$15,119.30 Dispute concerning Cure Amount (Docket #638).	n/a	\$5,991.34	1

Schedule 2

LEASES TO BE ASSUMED

{N2585110.2}

FINAL SCHEDULE 2

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
ALEX MacArthur Village Shopping Center 1400 MacArthur Drive Alexandria, LA 71301	MacArthur Village Limited Partnership c/o Stirling Properties, Inc. 109 Northpark Boulevard Suite 300 Covington, LA 70433	\$8,750.00	\$8,000 Other: Any applicable indemnity obligations arising under the lease about which the landlord or Stirling Property, Inc. had no actual knowledge as of March 22, 2013	\$4,413.33	2
ATHM 1715 Howell Mill Road Atlanta, GA 30318	Sun Life Assurance Company of Canada c/o Retail Planning Corporation 35 Johnson Ferry Road Marietta, GA 30068	n/a	n/a	\$3,260.15	2
ATSTB 3512 Hwy. 138 Stockbridge, GA 30281	Bill Mabros P.O. Box 353 Stockbridge, GA 30281	\$5,000.00	\$20,080.58	\$1,736.97	2
BRDEN 2591 South Range Avenue Denham Springs, LA 70726	Claude M. Penn and Janice M. Penn P.O. Box 96 Watson, LA 70786 Aigle, Inc. P.O. Box 96 Watson, LA 70786 Additional Notice Address: Aigle, Inc. PO Box 80301 Baton Rouge, LA 70898	\$6,000.00	\$9,492.86	\$3,258.26	2
DEK #21 S. Dekalb Mall Decatur, GA 30034	Thor Equities, LLC 25 West 39 th Street 11 th Floor New York, NY 10018 Additional Notice Address: P.O. Box 712370 Cincinnati, OH 45271	\$20,833.33	n/a	\$2,861.96	2
DV 5179 Plank Road Baton Rouge, LA 70805	Delmont Village Associates Limited Partnership, LLC 3301 Veterans Boulevard New Orleans, LA 70002 James C. Malmberg c/o The Feil Organization 7 Penn Plaza Suite 618	\$8,500.14	n/a	\$7,344.20	2

FINAL SCHEDULE 2

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	New York, NY 10001 Mr. Ira J. Middleberg Middleberg, Riddle & Gianna 201 St. Charles Avenue New Orleans, LA 70170				
KINGS 202 Fort Henry Drive Kingsport, TN 37644	Fort Henry Mall Owner, LLC c/o Somera Capital Management, LLC 1901 Pennsylvania Avenue NW Suite 801 Washington, DC 20006 Somera Capital Management 115 West Canon Perdido Street Santa Barbara, CA 93101	n/a	n/a	\$1,389.50	2
LAF2 100 Arnould Blvd Lafayette, LA 70506	Equity One (Louisiana Portfolio) LLC 1803 S. Sherwood Forest Blvd Baton Rouge, LA 70816 Additional Notice Address: Equity One (Louisiana Portfolio) LLC P.O. Box 404716 Atlanta, GA 30384	\$10,909.80	n/a	\$1,873.92	2
LAF 838 Coolidge Blvd Lafayette, LA 70503	HLH Properties P.O. Box 51529 Lafayette, LA 70505 Additional Notice Address: 458 Heyman Blvd Bldg E Lafayette, LA 70503	\$5,500.00	n/a	\$1,422.41	2
MCOM 105 Edgewood Dr. McComb MS 39648	Edgewood Mall Developers Limited P.O. Box 1205 McComb, MS 39649	\$3,750.00	\$38,625.15 ¹	\$4,612.51	2
MOBSP 3200 Springdale Plaza Mobile, AL 36606	Brixmor GA Springdale/Mobile Limited Partnership c/o Brixmor Property Group 420 Lexington Avenue	\$31,894.59 (Debtors' Amount) Brixmor Cure Amount	n/a	\$2,702.56	2

¹ Our records indicate that a check was mailed to the taxing authority to pay these taxes on February 7, 2013.

FINAL SCHEDULE 2

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	<p>7th Floor New York, NY 10170 Brixmor GA Springdale/Mobile Limited Partnership c/o Brixmor Property Group P.O. Box 74042 Cleveland, OH 44194</p> <p>Additional Notice Addresses: Brixmor GA Springdale/Mobile Limited Partnership P.O. Box 962 New York, NY 101008</p> <p>Brixmor GA Springdale/Mobile Limited Partnership 9101 International Drive Suite 1600 Orlando, FL 32819</p>	<p>Objection concerning base and percentage rent pending. Other parts of objection withdrawn. (Docket #647)</p>			
<p>MPSPH 3425 Poplar Avenue Memphis, TN 38111</p>	<p>Watson J. Brooks as Executor for the Estate of Kelsey J. Brooks & Herbert Brooks, Jr. 415 West Poplar Collierville, TN 38017</p>	n/a	\$51,236.19	\$6,325.02	2
<p>NOCLV 2222 Clearview Parkway Suite 107 Metairie, LA 70001</p>	<p>Clearview Palms Shopping Center New Orleans, LA L.P. 270 Commerce Drive Rochester, NY 14623</p>	\$23,290.34	n/a	\$4,389.08	2
<p>SHPBK 789 Shreveport-Barksdale Hwy Shreveport, LA 71105</p>	<p>Old River Marketplace, LP c/o Stirling Properties, Inc. 109 Northpark Boulevard Suite 300 Covington, LA 70433</p>	\$10,076.18	\$22,605.95	\$4,565.28	2
			<p>Other: Any applicable indemnity obligations arising under the lease about which the landlord or Stirling Property, Inc. had no actual knowledge as of March 22, 2013</p>		

FINAL SCHEDULE 2

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
WD 3164 Government St. Baton Rouge, LA 70806	Westmoreland Properties, LLC 855 Hearthstone Dr. Baton Rouge, LA 70806 Westmoreland Properties, LLC c/o Commercial Properties Realty Trust 402 N 4th Street 1st Floor Baton Rouge, LA 70802	\$5,500.00	n/a	\$3,494.74	2

Schedule 3

LEASES TO BE ASSUMED, AS MODIFIED AFTER THE PETITION DATE

{N2585110.2}

FINAL SCHEDULE 3

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
ATNLP 2000 Crescent Centre Blvd Tucker, GA 30084	Jolly Fishermen Associates P.O. Box 30177 Sea Island, GA	\$7,717.5 0	\$45,873.55 ¹	\$3,037.84	3
GO 3232 S. Sherwood Forest Blvd Baton Rouge, LA 70816	Pelican State Credit Union 11585 :Lake Sherwood Avenue North Baton Rouge, LA 70816	n/a	n/a	\$23,422.38	3
JAX55 4800 I-55 N. Suite 1 Jackson, MS 39211	Lafleur's Gallery Partners, LLC Attn. Bob Denny P.O. Box 16608 Jackson, MS 39326	\$13,674.20	n/a	\$7,238.07	3
JAXRR 4273 Robinson Rd Suite 1 Jackson, MS 29209	Zimmerman Family Trust c/o The Overby Company Attention: Scott Overby P.O. Box 4644 Jackson, MS 39296 Additional Notice Addresses: Breazeale, Sauders & O'Neil, Ltd. P.O. Box 80 Jackson, MS 39205 Zimmerman Family Trust 4500 I-55 North Suite 279 Jackson, MS 39211	\$11,205.55	n/a	\$4,066.71	3
MPSGT 2055 Exeter Road Germantown, TN 38138	Lightman Exeter Village, Co. c/o Retail Management Services Co. Attn: Property Manager 5100 Poplar Ave. Suite 2607 Memphis, TN 38187	\$13,137.21	n/a	\$4,153.62	3
NNMKT 111 Newmarket Mall North Newport News, VA 23605	Netcenter HH, LLC c/o Berkadia Commercial Mortgage LLC Attn: David Homsher 700 Pearl Street Suite 2200 Dallas, TX 75201	\$12,135.50	n/a	\$7,995.39	3

¹ Our records indicate that a check was mailed to the taxing authority to pay these taxes on February 18, 2013.

FINAL SCHEDULE 3

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	SCHEDULE NUMBER
	Additional Notice Address: Netcenter HH, LLC 5200 West Mercury Blvd Suite 127 Hampton, VA 23605				
PENPB 3300 North Pace Blvd Suite 275 Pensacola, FL 32505	Merchant's Square Shopping Center, LLC c/o Safeway Group LLC 6961 Peachtree Industrial Blvd Suite 101 Norcross, GA 30092	\$4,960.72		\$1,166.80	3