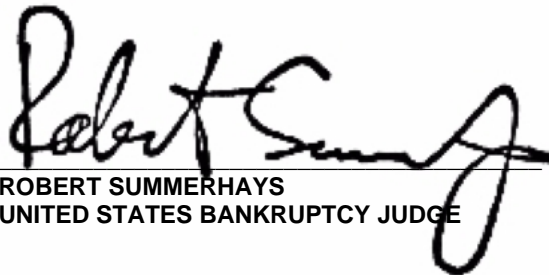




SO ORDERED.

SIGNED April 30, 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 Second Motion for an 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 (the “Motion”) (Docket #676) filed herein on March 28, 2013, by the

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).

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; 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 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**.

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

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

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

hereby approved.

IT IS FURTHER ORDERED that the Debtors are authorized to assume the Leases set forth on **Schedule 2** to this Order, effective as of April 30, 2013.

IT IS FURTHER ORDERED that the Debtors are authorized to assume the Leases set forth on **Schedule 3** to this Order, effective as of April 30, 2013.

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

IT IS FURTHER ORDERED that payment of the applicable Cure Amount shown on **Schedule 1**, **Schedule 2** and **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).

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 listed on **Schedule 1**, **Schedule 2** and **Schedule 3** 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 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:

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 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**

Second Assumption Motion

Schedule 1

LEASES WITH AN EXTENDED ASSUMPTION DEADLINE

| TITLE OF LEASE AND LOCATION | COUNTERPARTY NAME & ADDRESS | RENT DUE | REAL ESTATE TAXES DUE | PERSONAL PROPERTY TAXES DUE | SCHEDULE NUMBER |
|---|--|------------|-----------------------|-----------------------------|-----------------|
| CHATH 2100 Hamilton Place 201 Chattanooga, TN 37421 | Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc. 2100 Hamilton Place Blvd. Suite 500 Chattanooga, TN 37421 | n/a | n/a | n/a | 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 | n/a | n/a | \$2,158.14 | 1 |
| FTLHW 4500 Hollywood Blvd Hollywood, FL 33021 | 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 New York Life c/o New York Life Investment Management LLC Attention Real Estate Group 51 Madison Avenue New York, New York 10010 Jasne, 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 |

Second Assumption Motion

Schedule 2

LEASES ASSUMED

| TITLE OF LEASE AND LOCATION | COUNTERPARTY NAME & ADDRESS | RENT DUE | REAL ESTATE TAXES DUE | PERSONAL PROPERTY TAXES DUE | SCHEDULE NUMBER |
|---|--|-------------|-----------------------|-----------------------------|-----------------|
| 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 | \$19,885.37 | n/a | \$3,152.88 | 2 |
| JM 350 W. Woodrow Wilson Ave | Additional Notice Address: P. O. Box 74664 Cleveland, OH 44194 Jackson Medical Mail Foundation, Inc. P. O. Box 11508 Jackson, MS 39205 | \$13,826.61 | n/a | \$6,189.40 | 2 |
| 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 | \$5,488.52 | n/a | \$6,015.89 | |
| RICHC 76 Southpark Circle Colonial Heights, VA 23834 | Additional Address South Park Mall, LLC c/o CBL & Associates Management, Inc. 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 | \$15,918.60 | n/a | \$2,486.65 | 2 |

Second Assumption Motion

Schedule 3

LEASES ASSUMED, AS MODIFIED AFTER THE PETITION DATE

| TITLE OF LEASE AND LOCATION | COUNTERPARTY NAME & ADDRESS | RENT DUE | REAL ESTATE TAXES DUE | PERSONAL PROPERTY TAXES DUE | SCHEDULE NUMBER |
|--|---|------------|-----------------------|-----------------------------|-----------------|
| 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 | \$2,341.69 | 3 |
| MPS 5272 Mt Moriah View Rd Memphis, TN 38115 | Michele Lumat Wall c/o Southern Properties & Entertainment USA 763 Brookhaven Circle Memphis, TN 38117 | n/a | n/a | \$3,694.06 | 3 |