

**EXHIBIT A – PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF LOUISIANA  
LAFAYETTE DIVISION

IN RE:

PICCADILLY RESTAURANTS, LLC, *et al.*,  
  
DEBTORS

CASE NO. 12-51127

(JOINTLY ADMINISTERED)<sup>1</sup>

CHAPTER 11

JUDGE ROBERT SUMMERHAYS

**ORDER AUTHORIZING THE DEBTORS TO (A) TO PAY ALL OUTSTANDING PRE-PETITION WAGES, SALARIES, OTHER ACCRUED COMPENSATION, EXPENSE REIMBURSEMENTS, BENEFITS, AND RELATED AMOUNT; AND (B) CONTINUE SPECIFIED BENEFIT PROGRAMS IN THE ORDINARY COURSE OF BUSINESS**

**CONSIDERING** the motion of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors")<sup>2</sup> for the entry of an Order authorizing the Debtors to (a) to pay all outstanding pre-petition wages, salaries, other accrued compensation, expense reimbursements,

<sup>1</sup> 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.).

<sup>2</sup> 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").

benefits, and related amount; and (b) continue specified benefit programs in the ordinary course of business (the "Motion")<sup>3</sup> (R. at 7), the records of these cases, and applicable law:

**IT IS ORDERED** that the Debtors be and are hereby are authorized, pursuant to Bankruptcy Code §§ 105(a) and 363(b), but are not obligated or directed, in the reasonable exercise of their business judgment, to pay and honor amounts on account of Employee Obligations including, but not limited to all wages, compensation, vacation, and expense reimbursements, and to continue all Employee Benefits in the ordinary course of business;

**IT IS FURTHER ORDERED** that all applicable Banks are authorized and directed, when requested by the Debtors and in the Debtors' sole discretion, to receive, process, honor, and pay any and all checks or drafts drawn on the Debtors' accounts to the Employee whether those checks were issued or presented prior to or after the Petition Date, and make other transfers, provided that sufficient funds are available in the applicable accounts whether deposited pre-petition or post-petition to make the payments;

**IT IS FURTHER ORDERED** that authorization to pay all amounts on account of the Employee Obligations shall not affect the Debtors' right to contest the amount or validity of any Employee Obligations, including, without limitation, the payroll tax obligations that may be due to any taxing authority;

**IT IS FURTHER ORDERED** that nothing contained in this Order or in the Motion shall constitute a rejection or assumption by the Debtors, as debtors-in-possession, of any executory contract or unexpired lease by virtue of reference to any such contract or lease in the Motion;

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<sup>3</sup> All capitalized terms used herein not defined shall have the meaning ascribed to them in the Motion.

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction over the Debtors and any and all parties who receive payment pursuant to this Order with respect to any matters, claims, rights, or disputes arising from or related to the Motion, the implementation of this Order or the validity of any Employee Obligations and payroll tax obligations;

**IT IS FURTHER ORDERED** that Bankruptcy Rule 6003 has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors, the Employees, the Debtors' estate, and creditors;

**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 by 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 entry of this Order; and

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the implementation of this Order.

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