



SO ORDERED.

SIGNED May 20, 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 Third 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 #733) filed

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).

herein on April 19, 2013, by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”),² for an order to (i) assume, or assume as modified, the unexpired leases of nonresidential real property listed on Exhibit A to this Order (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”); 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 basis 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 Debtors are authorized to assume the Leases set forth on Exhibit A to this Order, effective as of May 14, 2013.

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

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

IT IS FURTHER ORDERED that payment of the applicable Cure Amount shown on Exhibit A 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 Exhibit A 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 Exhibit A 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.

{N2632464.3}

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.

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This Order was prepared and is being submitted by:

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

Agreed and Accepted:

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**Attorneys for Hamilton Place Mall General Partnership,
c/o CBL & Associates Management, Inc. and
Volusia Mall, LLC c/o CBL & Associates Management, Inc.**

{N2632464.3}

EXHIBIT A

{N2632464.3}

EXHIBIT A TO THE THIRD ASSUMPTION ORDER

TITLE OF LEASE AND LOCATION	COUNTERPARTY NAME & ADDRESS	RENT DUE	REAL ESTATE TAXES DUE	PERSONAL PROPERTY TAXES DUE	COMMENT
<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 Diez 1406 Coon Trap Road Gonzales, LA 70737</p> <p>Vincent Diez 318 South Burnside Gonzales, LA 70737</p>	<p>\$4,333.34</p>	<p>\$15,701.59</p>	<p>\$3,334.91</p>	<p>n/a</p>
<p>CHATH</p> <p>2100 Hamilton Place 201 Chattanooga, TN 37421</p>	<p>Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc.</p> <p>2100 Hamilton Place Blvd. Suite 500 Chattanooga, TN 37421</p> <p>Hamilton Place Mall General Partnership c/o CBL & Associates Management, Inc. P.O. Box 74123 Cleveland, OH 44194</p>	<p>\$19,056.17</p>	<p>n/a</p>	<p>\$1,067.71</p>	<p>n/a</p>
<p>DAY</p> <p>1700 International Speedway Blvd Daytona Beach, FL 32114</p>	<p>Volusia Mall, LLC Attention: General Manager 1700 West International Speedway Blvd Daytona Beach, FL 32114</p> <p>Volusia Mall, LLC c/o CBL & Associates Management, Inc. 2030 Hamilton Place Blvd Suite 500-CBL Center Chattanooga, TN 37421</p> <p>New York Life Insurance Company c/o New York Life Investment Management LLC</p> <p>Attention Real Estate Group 51 Madison Avenue New York, New York 10010</p>	<p>\$6,393.17</p>	<p>n/a</p>	<p>n/a</p>	<p>n/a</p>

EXHIBIT A TO THE THIRD ASSUMPTION ORDER

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	\$64,982.68	\$2,278.60	n/a
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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 3
Total Noticed: 2

Date Rcvd: May 20, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 22, 2013.

db +Piccadilly Restaurants, LLC, c/o Jones Walker et al, 201 St. Charles Ave #5100,
New Orleans, LA 70170-5101
aty +Jones, Walker, Waechter, Poitevent, Carrere & Dene, 201 St. Charles Avenue, 51st Floor,
New Orleans, LA 70170-5000

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

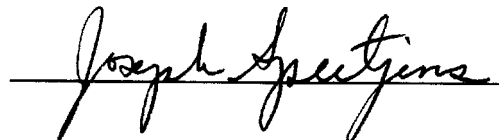
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: May 22, 2013

Signature:



The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 20, 2013 at the address(es) listed below:

Albert J. Derbes, IV on behalf of Creditor Committee Official Committee of Unsecured Creditors ajdiv@derbeslaw.com

Alison D. Bauer on behalf of Creditor Peter Mayer Advertising, Inc. abauer@torys.com

Andrew D. Mendez on behalf of Creditor Peter Mayer Advertising, Inc. amendez@stonepigman.com

Brent R. McIlwain on behalf of Defendant Atalaya Special Opportunities Fund IV, L.P. (Tranche B) bmcilwain@pattonboggs.com, rwjones@pattonboggs.com;bsmith@pattonboggs.com

Brent R. McIlwain on behalf of Defendant Atalaya Funding II, LLP bmcilwain@pattonboggs.com, rwjones@pattonboggs.com;bsmith@pattonboggs.com

Brent R. McIlwain on behalf of Defendant Atalaya Cayman Special Opportunities Fund (Cayman) IV, LP (Tranche B) bmcilwain@pattonboggs.com, rwjones@pattonboggs.com;bsmith@pattonboggs.com

Brent R. McIlwain on behalf of Defendant Atalaya Administrative, LLC bmcilwain@pattonboggs.com, rwjones@pattonboggs.com;bsmith@pattonboggs.com

Brent R. McIlwain on behalf of Creditor Atalaya Administrative, LLC bmcilwain@pattonboggs.com, rwjones@pattonboggs.com;bsmith@pattonboggs.com

Christopher R. Maddux on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice chris.maddux@butlersnow.com

Dale R. Baringer on behalf of Creditor Kleinpeter Farms Dairy, L.L.C. dale@baringerlawfirm.com, pam@baringerlawfirm.com;aaron@baringerlawfirm.com;ben@baringerlawfirm.com

Dannie P. Garrett on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice dannie.garrett@butlersnow.com

David F. Waguespack on behalf of Creditor Atalaya Administrative, LLC waguespack@carverdarden.com, plaisance@carverdarden.com

David L. Pollack on behalf of Interested Party Brixmor Property Group, Inc. pollack@ballardspahr.com

David L. Pollack on behalf of Interested Party Aronov Realty Management pollack@ballardspahr.com

David Patrick Keating on behalf of Creditor Rouse Properties, Inc. rick@thekeatingfirm.com, shannon@thekeatingfirm.com

David Patrick Keating on behalf of Creditor GGP, Inc. rick@thekeatingfirm.com, shannon@thekeatingfirm.com

David Patrick Keating on behalf of Creditor Palm Springs Mile Associates, Ltd. rick@thekeatingfirm.com, shannon@thekeatingfirm.com

Douglas S. Draper on behalf of Interested Party CB Agency Services, LLC ddraper@hellerdraper.com

Douglas S. Draper on behalf of Interested Party CB Investments, LLC ddraper@hellerdraper.com

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Elizabeth J. Futrell on behalf of Debtor Piccadilly Food Service, LLC efutrell@joneswalker.com, jmagallanes@joneswalker.com;sliberio@joneswalker.com

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J. David Forsyth on behalf of Interested Party Aronov Realty Management jdf@sessions-law.com

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Office of U. S. Trustee USTPRegion05.SH.ECF@usdoj.gov

Patrick L. McCune on behalf of Debtor Piccadilly Restaurants, LLC pmccune@joneswalker.com

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Paul N. Debailon on behalf of Creditor Southern Commercial Buildings, LLC pauld@debailonmiley.com

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Peter A. Kopfinger on behalf of Debtor Piccadilly Food Service, LLC PKopfinger@gordonarata.com
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 Robert L. LeHane on behalf of Creditor Palm Springs Mile Associates, Ltd. kdwbankruptcydepartment@kelleydrye.com
 Robert L. LeHane on behalf of Creditor Rouse Properties, Inc. kdwbankruptcydepartment@kelleydrye.com
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 Stephen D. Wheelis on behalf of Creditor CLECO Corporation steve@wheelis-rozanski.com
 Stephen W. Rosenblatt on behalf of Creditor The Merchants Company d/b/a Merchants Foodservice steve.rosenblatt@butlersnow.com
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 Tristan E. Manthey on behalf of Interested Party CB Agency Services, LLC tmanthey@hellerdraper.com, kfritscher@hellerdraper.com;cnobles@hellerdraper.com;awientjes@hellerdraper.com
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 William A. Frazell on behalf of Creditor Texas Comptroller of Public Accounts bk-bfrazell@texasattorneygeneral.gov
 William F. McCormick on behalf of Creditor Tennessee Department of Revenue agbankcal@ag.tn.gov
 William H. Patrick, III on behalf of Interested Party CB Investments, LLC wpatrick@hellerdraper.com, lwright@hellerdraper.com
 William H. Patrick, III on behalf of Interested Party CB Agency Services, LLC wpatrick@hellerdraper.com, lwright@hellerdraper.com

TOTAL: 69