IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
RESTAURANTS ACQUISITION I, LLC,[1]	Case No. 15-12406 (KG)
Debtor.	**Related to Docket Nos. 29, 51, 83, 84 and 112**

CERTIFICATION OF COUNSEL REGARDING DEBTOR'S MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (A) AUTHORIZING POSTPETITION USE OF CASH COLLATERAL, (B) GRANTING ADEQUATE PROTECTION TO THE SECURED LENDER, (C) MODIFYING THE AUTOMATIC STAY, (D) SCHEDULING A FINAL HEARING, AND (E) GRANTING RELATED RELIEF

On December 3, 2015, Restaurants Acquisition I, LLC, the above-captioned debtor and debtor-in-possession (the "Debtor"), by and through its undersigned counsel, filed *Debtor's Motion for Entry of Interim and Final Orders (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to the Secured Lender, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* [Docket No. 29] (the "Motion").

On December 4, 2015, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an *Interim Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to the Secured Lender, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief* [Docket No. 51] (the "Interim Order"). In accordance with the Interim Order, a hearing to consider the relief requested in the Motion was scheduled for and held on January 6, 2016 at 2:00 p.m. (ET) (the "Hearing") before the Court.

[1] The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

Prior to the Hearing, the Debtor, having obtained the input and consent of the Texas Comptroller of Public Accounts (the "Comptroller") and the Debtor's pre-petition secured lenders, CNL Financial Group, Inc. ("CNL") and American Express Bank, FSB ("AmEx Bank"), submitted a proposed form of final order (the "Original Proposed Final Order") [Docket No. 112].

The Debtor thereafter received additional comments to the Original Proposed Final Order from counsel to the Office of the United States Trustee (the "U.S. Trustee"). Brixmor Property Group, Inc. and Brixmor Holdings 12 SPE, LLC (collectively, "Brixmor") maintained its objection to the Motion [Docket No. 84] (the "Brixmor Objection").

Following the Hearing, the Debtor revised the Original Proposed Final Order to address the comments provided by the U.S. Trustee and the consensual resolution that was reached with Brixmor. A revised proposed form of order granting the Motion on a final basis (the "Revised Proposed Final Order") is attached hereto as **Exhibit A**. For the convenience of the Court and parties-in-interest, attached hereto as **Exhibit B** is a redline comparison of the Revised Proposed Final Order against the Original Proposed Final Order. The Office of the U.S. Trustee and counsel to CNL, AmEx Bank, the Comptroller, Brixmor and have reviewed the Revised Proposed Final Order and agree to the form thereof.

[*Remainder of Page Left Intentionally Blank*]

Debtor respectfully requests that the Court enter the Revised Proposed Final Order at the earliest convenience of the Court.

Dated: January 6, 2016

DUANE MORRIS LLP

/s/ Jarret P. Hitchings

Sean J. Bellew (DE 4072)
Sommer L. Ross (DE 4598)
Jarret P. Hitchings (DE 5564)
222 Delaware Avenue, Suite 1600
Wilmington, DE 19801-1659
Telephone: 302.657.4900
Facsimile: 302.657.4901
sjbellew@duanemorris.com
slross@duanemorris.com
jphitchings@duanemorris.com

Counsel to Debtor and Debtor-in-Possession Restaurants Acquisition I, LLC