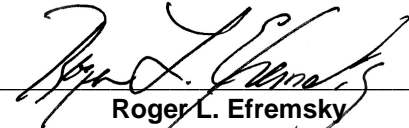




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The following constitutes
the order of the court. Signed May 24, 2011


Roger L. Efremsky
U.S. Bankruptcy Judge

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12 UNITED STATES BANKRUPTCY COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 OAKLAND DIVISION

15 In re
16 Round Table Pizza, Inc.,
17 Debtor.

18 Case No. 11-41431 RLE
19 (Jointly Administered with Case Nos.
20 11-41432 RLE, 11-41433 RLE, and
21 11-41434 RLE)

22 Chapter 11

23 **SEVENTH ORDER AUTHORIZING**
24 **INTERIM USE OF CASH COLLATERAL**

25 Judge: Hon. Roger Efremsky
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1 The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral
2 Motion") of Round Table Pizza, Inc., Round Table Franchise Corporation, Round Table
3 Development Company, and Round Table Pizza of Nevada, LLC, the joint debtors and debtors in
4 possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or
5 the "Debtor") came before this Court on February 11, 2011. This Court entered the ORDER
6 AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Initial Order") on February 14, 2011,
7 pursuant to which the Court granted the Cash Collateral Motion on the terms set forth in such
8 order and authorized Round Table to use cash collateral in accordance with, and subject to the
9 terms of, such order through February 24, 2011. This Court entered the SECOND ORDER
10 AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Second Interim Order") on
11 February 23, 2011. This Court entered the THIRD ORDER AUTHORIZING INTERIM USE OF CASH
12 COLLATERAL (the "Third Interim Order") on March 16, 2011. Thereafter, a continued hearing on
13 the Cash Collateral Motion was duly held on April 1, 2011 and this Court entered the Fourth
14 Order Authorizing Interim Use of Cash Collateral (the "Fourth Interim Order") through May 4,
15 2011. Thereafter, a continued hearing on the Cash Collateral Motion was duly held on May 4,
16 2011 and this Court entered the Fifth Order Authorizing Interim Use of Cash Collateral (the "Fifth
17 Interim Order") through May 20, 2011. Thereafter, this Court entered the Sixth Order
18 Authorizing Interim Use of Cash Collateral (the "Sixth Interim Order") through May 25, 2011 The
19 Court finding good cause appearing therefor,

20 IT IS HEREBY ORDERED that

- 21 1. A further hearing on the Cash Collateral Motion is set for July 28, 2011, at
22 10:00 a.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge.
- 23 2. Unless terminated earlier pursuant to this Order and except as otherwise expressly
24 provided herein, Round Table may use cash collateral in the ordinary course of its business through
25 5:00 p.m. on July 28, 2011 (the "Specified Period"), in accordance with the Cash Budget (Through
26 Year-End) filed as Docket No. 418 herein (the "Budget"). Notwithstanding the foregoing, unless
27 the Lenders otherwise agree in writing, Round Table's authorization to use cash collateral shall
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1 automatically terminate, excluding regularly scheduled payroll, in the event that:

2 (i) its cash balance drops below \$3.5 million as measured at the end of each week
3 during the Specific Period;

4 (ii) actual receipts from its restaurant operations drop below 80% of the
5 “Restaurant” receipts reflected on the Budget as measured on a weekly basis, or fall below
6 90% on a cumulative basis from May 1, 2011 through the then-current week;

7 (iii) its cumulative actual operating disbursements exceed 110% of cumulative
8 operating disbursements set forth in the Budget as measured weekly on a cumulative basis
9 from May 1, 2011 through the then-current week; provided that, in the event that Round
10 Table exceeds its cumulative “Restaurant” receipts during such measurement period, for
11 purposes of calculating compliance with this clause (iii) the Budget amount for
12 disbursements shall be deemed to be increased in the same proportion as actual
13 “Restaurant” receipts exceed those reflected on the Budget for such measurement period;

14 (iv) its cumulative capital expenditures, as identified in the row so entitled in the
15 Budget, shall exceed \$750,000 following May 1, 2011;

16 (v) its post-petition accounts payable and accrued expenses, as reported in the row
17 so entitled in its Monthly Operating Report, shall exceed \$2.5 million.

18 3. By the close of business on each Wednesday during the term of this Order, Round
19 Table shall deliver to the Agent and the Official Committee, through counsel, a reconciliation
20 showing (i) actual disbursements as well as actual cash receipts during the previous week compared
21 with the amounts for such week set forth on the Budget, (ii) the cumulative actual disbursements
22 and receipts for the period of the Budget through and including the previous week compared with
23 the budgeted amounts for the corresponding period, and (iii) a summary of outstanding post-
24 petition accounts payable as of the end of the previous week.

25 4. Round Table shall permit representatives, agents, employees, counsel and other
26 advisors of the Lenders and the Official Committee to have reasonable access to Round Table’s
27 premises, records, personnel and advisors during normal business hours (without unreasonable
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1 interference with the proper operation of Round Table's businesses and upon reasonable prior
2 notice) and shall cooperate with, and provide to such representatives, agents, employees, counsel
3 and other advisors all such information as they may reasonably request.

4 5. The Agent, for and on behalf of itself, the Lenders and all other parties entitled to
5 the benefit of liens or security interests under the pre-petition documentation between Round
6 Table and the Lenders, is hereby granted replacement liens against Round Table's post-petition
7 assets (other than rights and causes of action arising under Chapter 5 of the Bankruptcy Code)
8 with the same nature, extent, validity and enforceability as their pre-petition liens, but solely to
9 secure any diminution in the value of its collateral, with all interested parties reserving all rights
10 with respect to the scope of the pre-petition collateral; Notwithstanding the foregoing, any such
11 replacement liens shall be subordinated to the compensation and expense reimbursement
12 (excluding professional fees) allowed to any trustee thereafter appointed in the case.

13 6. Round Table is hereby authorized and empowered to take all actions necessary to
14 implement the relief granted in this Order; and

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All registered ECF participants and :

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