

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA**

_____)	
)	Chapter 11
In re:)	
)	Case No. 17-11444-SAH
Eateries, Inc., <i>et al.</i> ¹)	
)	Jointly Administered
Debtors.)	
_____)	

MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED CREDITOR MATRIX AND (II) GRANTING AUTHORITY TO ESTABLISH THE MASTER SERVICE LIST APPLICABLE TO THESE CASES

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THIS DOCUMENT CAREFULLY AND CONSULT YOUR ATTORNEY ABOUT YOUR RIGHTS AND THE EFFECT OF THIS DOCUMENT. A HEARING WILL BE CONDUCTED ON THIS MATTER AT THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF OKLAHOMA, OLD POST OFFICE BUILDING, 215 DEAN A. MCGEE AVENUE, OKLAHOMA CITY, OKLAHOMA. IF YOU DO NOT WANT THE COURT TO GRANT THE REQUESTED RELIEF, YOU MUST FILE A WRITTEN RESPONSE OR OBJECTION SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT FOR THE WESTERN DISTRICT OF OKLAHOMA, 215 DEAN A. MCGEE AVENUE, OKLAHOMA CITY, OK 73102. IN ADDITION TO FILING YOUR RESPONSE WITH THE CLERK, YOU MUST SERVE A FILE-STAMPED COPY OF YOUR RESPONSE OR OBJECTION ON THE SIGNING ATTORNEY AND TO ANY OTHER PARTY SPECIFIED. IF NO RESPONSE OR OBJECTION IS TIMELY FILED, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED WITHOUT HEARING.

¹ The affiliated Debtors are Eateries, Inc. and GRP of Zanesville, LLC, Case No. 17-11445-SAH.

EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED CREDITOR MATRIX AND (II) GRANTING AUTHORITY TO ESTABLISH THE MASTER SERVICE LIST APPLICABLE TO THESE CASES

EMERGENCY RELIEF AND AN EXPEDITED HEARING HAVE BEEN REQUESTED. IF THIS COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS TIME TO RESPOND. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT AND IMMEDIATELY SERVE A COPY OF YOUR RESPONSE ON COUNSEL FOR THE DEBTOR AND ON ANY OTHER PARTY SPECIFIED.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEYS.

Eateries, Inc. (“Eateries”) and GRP of Zanesville, LLC (“Zanesville”) debtors and debtors-in-possession (collectively the “Debtors”), hereby file this motion (the “Motion”) for entry of an order (i) authorizing the Debtors to file a consolidated creditor matrix and (ii) granting authority to establish the master service list applicable to these cases. In support of this Motion, the Debtors rely on the Affidavit of William C. Liedtke, III, Vice President of Eateries, and Zanesville, in Support of the Debtors’ Chapter 11 Petitions and First Day Motions, sworn to on April 18, 2017 (the "First Day Affidavit").² In further support of the Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

² Capitalized terms used herein and not otherwise defined have the meaning set forth in the First Day Affidavit.

BACKGROUND

2. On April 18, 2017 (the “Petition Date”), the Debtors filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of Oklahoma (the “Bankruptcy Court”).

3. The Debtors continue to operate their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. The U.S. Trustee has not yet appointed any official committees in these cases, and no request has been made for the appointment of a trustee or examiner.

4. Contemporaneously with the filing of this Motion, the Debtors have sought procedural consolidation and joint administration of these chapter 11 cases under the case of Eateries. A description of the Debtors’ businesses, the reasons for filing these chapter 11 cases and the relief sought from this Court to allow for a smooth transition into operations under chapter 11 is set forth in the First Day Declaration, which is being filed contemporaneously with this Motion. The Debtors hereby adopt and incorporate the First Day Declaration as if fully set forth herein. The Debtors have approximately 1200 creditors and parties in interest on their collectively schedules and matrixes.

RELIEF REQUESTED

5. By this Motion, the Debtors seek authority to (i) file a consolidated creditor matrix, and (ii) establish the master service list to be used in these cases (the “Master Service List”).

A. Authority to File a Consolidated Creditor Matrix

6. Pursuant to Bankruptcy Rule 1007, a debtor “shall file with the petition a list containing the name and address of each entity included or to be included on Schedules D, E, F, G, and H as prescribed by the Official Forms.” FED.R.BANKR.P. 1007(a)(1). Because many

creditors are shared among the Debtors, the Debtors request authority to file a single, consolidated matrix of their creditors.

7. Requiring each of the Debtors to file a separate creditor matrix in each of their respective cases would be unduly burdensome and duplicative. Most, if not all, of the creditors will be creditors of Eateries, with only a handful of creditors existing exclusively for Zanesville. Therefore, it is in the best interest of the Debtors' estates to avoid the cost associated with preparing separate matrices. Accordingly, the Debtors submit that authority to file a single, consolidated creditor matrix in these cases is in the best interests of the estate and will facilitate the efficient and orderly administration of these cases.

8. The Debtors submit that the relief requested herein is appropriate under the Bankruptcy Code and the facts and circumstances of these cases. To the extent necessary, the Court's equitable powers under Bankruptcy Code § 105(a) provide a basis for granting the relief requested herein, for the reasons set forth above.

9. Similar relief to that requested herein has been granted in this district. *See In re GMX Resources, Inc., et al, 13-11456* and affiliated entities at Dkt. No. 72 (Bankr. W.D. Okla., April 3, 2013).

10. Relief similar to that requested herein has been granted in comparable chapter 11 cases in other jurisdictions as well. *In re Cano Petroleum, Inc.*, Case No. 12-31549 (Bankr. N.D. Tex. March 16, 2012); *In re Seahawk Drilling, Inc.*, Case No. 11-20089 (Bankr. S.D. Tex. February 14, 2011); *In re Dynegy Holdings, LLC*, Case No. 11-38111 (Bankr. S.D.N.Y. November 15, 2011).

B. Procedures and Establishment of a Consolidated Master Service List

11. A large number of creditors and parties in interest may be entitled to receive notice in these cases. As such, notice of all documents filed in these cases to each creditor and party in interest would be extremely burdensome and costly to the estates.

12. The Debtors, therefore, propose to establish a consolidated Master Service List that would include (a) the Office of the United States Trustee for the Western District of Oklahoma (b) all known or alleged secured creditors, (c) SpiritBank, care of counsel Kevin Blaney; (d), Fresh Capital, LLC, Practical Investors, LLC, and Fiesta Holdings, Inc., care of counsel Jared Giddens, Dillon Curran, Justin Pybas (“Secured Lenders”) (e) the 30 largest unsecured non-insider creditors of the Debtors (on a consolidated basis), (f) all known shareholders holding over 5% of a class of equity interests of the Debtors, (g) all Debtor professionals, (h) all members of any official committee of unsecured creditors that may be appointed, (i) counsel for, and any professionals retained by, any official committee of unsecured creditors that may be appointed, (j) Debtors’ landlords set forth on Schedule G, (k) the Internal Revenue Service, (l) any persons who have filed a request for notice pursuant to Bankruptcy Rule 2002, (m) the SEC, and (n) any such other government agencies to the extent required by the Bankruptcy Rules and Local Rules.

13. The initial Master Service List will be filed within three (3) business days after the Order approving this Motion. The Debtors will update the Master Service List to include the name and address of any party in interest, who has made a written request for notice, weekly for the first month after filing of the initial Master Service List (as necessary), then monthly until confirmation of a plan of reorganization (or conversion or dismissal of these cases).

14. The Debtors request that parties have the option to serve the parties on the Master Service List by U.S. mail, e-mail, hand delivery, or facsimile (the choice being in parties' sole discretion).

15. The proceedings with respect to which notice would be limited to the Master Service List shall include all matters covered by Bankruptcy Rule 2002, with the express exception of the following: (a) notice of (i) the first meeting of creditors pursuant to section 341 of the Bankruptcy Code, (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), (iii) the time fixed for filing objections to, and the hearings to consider, approval of a disclosure statement and confirmation of a plan of reorganization, (iv) the time fixed for filing objections to, and the hearings to consider any motion seeking approval of a sale of all or substantially all of the Debtors' assets pursuant to section 363 of the Bankruptcy Code or any bid procedures or related relief with respect to such a sale transaction; and (b) notice and transmittal of ballots for accepting or rejecting a plan of reorganization. Notice of the foregoing matters would be given to all parties in interest in accordance with Bankruptcy Rule 2002, unless the Court orders or the Bankruptcy Code prescribes, otherwise.

16. The Debtors submit that the relief requested is appropriate in these Cases to provide adequate notice and is within the Court's equitable powers under section 105 of the Bankruptcy Code and FED.R.BANKR.P. 9006.

NOTICE

Notice of this pleading has been provided by e-mail, facsimile, or overnight delivery to: (i) the Office of the United States Trustee; (ii) SpiritBank, care of counsel Kevin Blaney; (iii), Fresh Capital, LLC, Practical Investors, LLC, and Fiesta Holdings, Inc. care of counsel Jared Giddens, Dillon Curran, Justin Pybas ("Secured Lenders"); (iv) Debtors' landlords listed on Schedule G, and (v) the twenty largest unsecured creditors for each of the Debtors. In light of

the expedited nature of the relief requested herein and the irreparable harm to the Debtors that may ensue if the relief requested is not granted, the Debtors submit that no further notice need be given and that the notice provided by the Debtors is sufficient.

CONCLUSION

The Debtors request entry of an order, substantially in the form filed herewith, granting the relief requested herein and such other and further relief as may be just and proper under the circumstances.

A proposed order granting the relief requested herein is attached hereto as Exhibit 1.

Respectfully submitted,

s/ Mark A. Craige

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PROPOSED COUNSEL FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

_____)	
)	Chapter 11
In re:)	
)	
EATERIES, INC., <i>et al.</i> ¹)	Case No. 17-11444-SAH
Debtors.)	
_____)	(Jointly Administered)

**ORDER GRANTING DEBTORS’ MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED
CREDITOR MATRIX, AND (II) GRANTING AUTHORITY TO ESTABLISH
THE MASTER SERVICE LIST APPLICABLE TO THESE CASES**

Upon the motion dated April 18, 2017 (the “Motion”) [Dkt. No. ____] of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (i) authorizing the Debtors to file a consolidated creditor matrix and (ii) granting authority to establish the master service list applicable to these case; and upon the Affidavit of William C.

¹ The affiliated Debtors are Eateries, Inc. and GRP of Zanesville, LLC, Case Nos. 17-11444 and 17-11445

Liedtke III, Vice-President of Eateries, Inc. and Zanesville, in Support of Eateries' and Zanesville's Chapter 11 Petitions and First Day Motions, sworn to on April 17, 2017; and the Court having determined that it has jurisdiction over the matters raised by the Motion and that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and upon the record herein, and after due deliberation thereon, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is granted.
2. The Debtors shall file a consolidated creditor matrix.
3. Except as provided below, all documents filed in these cases shall be served, in the manner described herein, on the parties listed on the Master Service List (as defined below) at the time of filing, or as soon thereafter as is practical.
4. Any creditor, equity interest holder, or party in interest that wishes to receive notice in these cases and is not otherwise entitled to notice pursuant to this Order shall file a notice of appearance (a "Notice of Appearance") and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). Such Notice of Appearance shall include the following information: (a) the party's name and address; (b) the name of the client, if applicable; (c) an electronic mail (i.e., e-mail) address at which the requesting party may be served; (d) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery; and (e) a facsimile number for the requesting party. Notwithstanding Bankruptcy rules 2002 and 9010(b).

A. 5. The Debtors shall maintain a master service list that shall include (a) the Office of the United States Trustee for the Western District of Oklahoma (b) all known or alleged secured creditors, (c) SpiritBank, care of counsel Kevin Blaney; (d), Fresh Capital, LLC, Practical Investors, LLC, and Fiesta Holdings, Inc., care of counsel Jared Giddens, Dillon Curran, Justin Pybas (“Secured Lenders”) (e) the 30 largest unsecured non-insider creditors of the Debtors (on a consolidated basis), (f) all known shareholders holding over 5% of a class of equity interests of the Debtors, (g) all Debtor professionals, (h) all members of any official committee of unsecured creditors that may be appointed, (i) counsel for, and any professionals retained by, any official committee of unsecured creditors that may be appointed, (j) Debtors’ landlords set forth on Schedule G, (k) the Internal Revenue Service, (l) any persons who have filed a request for notice pursuant to Bankruptcy Rule 2002, (m) the SEC, and (n) any such other government agencies to the extent required by the Bankruptcy Rules and Local Rules (the “Master Service List”).

6. The Master Service List shall contain addresses and may contain facsimile numbers and e-mail addresses.

7. The Debtors shall use reasonable efforts to update the Master Service List to include the name and address of any party in interest who has made a written request for notice, weekly for the first month after filing of the initial Master Service List, then monthly until confirmation of a plan of reorganization (or conversion of the cases to Chapter 7 proceedings or dismissal, if applicable).

8. Any party filing a pleading shall serve parties on the Master Service List by U.S. mail, hand delivery, or, with the exception of the chambers of the Judge assigned to preside over

these cases, facsimile or e-mail (the choice of the foregoing being in such party's sole discretion).

9. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court either an affidavit of service or a certification of service attaching the list of parties that received notice.

10. The proceedings with respect to which notice would be limited to the Master Service List shall include all matters covered by Bankruptcy Rule 2002, with the express exception of the following: (a) notice of (i) the first meeting of creditors pursuant to section 341 of the Bankruptcy code, (ii) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (iii) the time fixed for filing objections to, and the hearings to consider, approval of a disclosure statement and confirmation of a plan of reorganization; (iv) the time fixed for filing objections to, and the hearings to consider any motion seeking approval of, a sale of all or substantially all of the Debtors' assets pursuant to section 363 of the Bankruptcy Code or any bid procedures or related relief with respect to such a sale transaction; and (b) notice and transmittal of ballots for accepting or rejecting a plan of reorganization. Notice of the foregoing matters shall be given to all parties in interest in accordance with Bankruptcy Rule 2002, unless the Court orders, or the Bankruptcy code prescribes, otherwise.

11. The Debtors shall serve a printed copy of this Order upon all parties on the Master Service List on the date this Order is entered, or as soon thereafter as is practicable.

12. The Debtors shall undertake (or have their authorized agent undertake) responsibility, in place of the Clerk of the Court, for all mailings directed by the Court or the United States Trustee, or required by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules" and each a "Bankruptcy Rule") or the Local Rules.

13. This Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

14. Notwithstanding any Rule of the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon its entry.

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APPROVED FOR ENTRY:

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