

**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.)	
_____)	

**APPLICATION OF D.R. PAYNE & ASSOCIATES, INC. AS FINANCIAL ADVISORS
TO DEBTOR, FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AND
NOTICE OF OPPORTUNITY FOR HEARING**

Debtor Eateries, Inc. and GRP of Zanesville, LLC (collectively, the “Debtors”), file the attached Application for Compensation for Services Rendered and Reimbursement of Expenses on behalf of D.R. Payne & Associates, Inc., the Financial Advisors to Debtors.

Dated this 21st day of August, 2017.

Respectfully submitted,

s/Mark A. Craige
 Mark A. Craige, OBA No. 1992
 CROWE & DUNLEVY, P.C.
 500 Kennedy Building
 321 South Boston Avenue
 Tulsa, Oklahoma 74103-3313
 918-592-9800 Telephone
 918-592-9801 Facsimile

¹ The affiliated Debtors are Eateries, Inc. and GRP of Zanesville, LLC, Case No. 17-11445-SAH. Although there are multiple Debtors in this case, for ease of reference the term “Debtor” used in this pleading shall refer to all of the affiliated Debtor entities.

mark.craige@crowedunlevy.com

and

William H. Hoch, OBA No. 15788

Lysbeth George, OBA No. 30562

CROWE & DUNLEVY, P.C.

Braniff Building

324 North Robinson Avenue, Suite 100

Oklahoma City, Oklahoma 73102

405-235-7700 Telephone

405-272-5203 Facsimile

will.hoch@crowedunlevy.com

lysbeth.george@crowedunlevy.com

ATTORNEYS FOR DEBTORS-IN-POSSESSION

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

	X	
In re:	:	Chapter 11
EATERIES, INC., et al.¹	:	Case No. 17-11444-SAH
Debtors	:	(Jointly Administered)
	X	

**APPLICATION OF D.R. PAYNE & ASSOCIATES, INC., AS FINANCIAL
ADVISORS TO DEBTOR, FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
AND NOTICE OF OPPORTUNITY FOR HEARING**

David R. Payne (“Payne”), for this *Application of D. R. Payne & Associates, Inc. (“DRPA”)*, as *Financial Advisors to Debtor, for Compensation for Services Rendered and Reimbursement of Expenses and Notice of Opportunity for Hearing (“Application”)*, hereby makes application for the allowance of compensation incurred on behalf of Eateries, Inc., et al. (collectively, “Debtor”). This Application includes the services rendered by DRPA from April 18, 2017 through July 31, 2017, and total compensation in the amounts of \$68,318.75 in fees.

In support of this Application, Payne presents to the Court the following:

1. On April 18, 2017 (“Petition Date”), the Debtor filed with this Court its Voluntary Petition for Relief Under Chapter 11 of the United States Bankruptcy Code.
2. DRPA was employed by the Debtors, pursuant the Debtor’s application filed on April 18, 2017 [Doc. #13] (“Employment Application”), and this Court’s Order entered on May 10, 2017 [Doc. #104] (“Employment Order”), to assist the Debtors in preparing the schedules of assets and liabilities, statement of financial affairs, monthly operating reports, forensic/joint interest accounting and valuations of the Debtors’ assets

¹ The affiliated Debtors are Eateries, Inc. and GRP of Zanesville, LLC Case Nos. 17-11444 and 171145.

and liabilities. Pursuant to the Employment Order, DRPA's employment was effective as of the date of the filing of the Employment Application— April 18, 2017.

3. By this Application, and pursuant to 11 U.S.C. §§ 330 and 503(b)(2), and Rules 2014(a) and 2016 FED. R. BANKR. P., D. R. Payne & Associates, Inc. requests allowance of an administrative claim and payment of fees for services rendered by DRPA, on a basis, on behalf of the Debtors, for the period from April 18, 2017 through July 31, 2017. This Application includes 293.25 hours of time rendering services necessary and beneficial to the Debtors. The total amount in fees sought by this Application is \$68,318.75.

4. David R. Payne, the president and firm managing director for D.R. Payne & Associates, is well versed in accounting, financial, and reporting issues involved in Chapter 11 cases, has more than twenty-five years of experience in bankruptcy and reorganization matters, and has served as the individual responsible for discharging the duties of the debtor-in-possession, financial advisor and bankruptcy accountant in various Chapter 11 cases. Payne provided reconstructive accounting, forensic accounting, bankruptcy reporting and valuation services in these cases, and assisted the Debtor in making accurate financial assessments and projections. Payne, its principals, employees, and contractors are and have been well qualified to perform the services for which compensation is requested by this Application.

5. This Application is for the actual and necessary services rendered and is based upon the time, nature, extent and value of the services rendered. The services performed by DRPA and included in this Application were necessary and required for the benefit of the Debtor. All of the professional services for which compensation is requested by Payne in this Application were rendered solely in connection with these

bankruptcy cases and on behalf of the Debtor. The following is a brief summary of the services rendered by DRPA:

<u>Project Area</u>	<u>Fees</u>
Preparation of Schedules, SOFA and Initial Report	28,699.00
Retention Matters and Fee Application Matters	242.50
Financial Accounting Assistance and Preparation of Monthly Operating Reports	30,428.00
Budget Preparation, Financial/Business Aspects for First Day Motions and Orders	2,601.50
Preparation of Small Business Financial Filings and Form 26	1,271.25
Meeting with Debtor and Debtor's Counsel	3,462.00
Bankruptcy Court Hearings	<u>1,614.50</u>
Total Fees Requested	<u><u>68,318.75</u></u>

6. Attached hereto as Exhibit "A", and incorporated herein by reference, is: (Ex. "A-1") DRPA's time detail, itemized by date and professional performing the service, from April 18, 2017 through May 31, 2017; (Ex. "A-2") the total number of hours for each project code and an itemization of each professional's total number of hours for each project code (Ex. "A-3") a description of each project code.

7. Attached hereto as Exhibit "B", and incorporated herein by reference, is: (Ex. "B-1") DRPA's time detail, itemized by date and professional performing the service, from June 1, 2017 through June 30, 2017; (Ex. "B-2") the total number of hours for each project code and an itemization of each professional's total number of hours for each project code

8. Attached hereto as Exhibit "C", and incorporated herein by reference, is: (Ex. "C-1") DRPA's time detail, itemized by date and professional performing the service, from July 1, 2017 through July 31, 2017; (Ex. "C-2") the total number of hours

for each project code and an itemization of each professional's total number of hours for each project code

9. As shown on the attached Ex. "A", Ex. "B" and Ex. "C", Payne has exercised care and diligence in separating tasks into different time entries and assigning tasks in a manner that produced the most economical result for the Debtors. DRPA has included only those time entries that benefited the Debtors.

10. The fees sought by this Application are at hourly rates commensurate with those charged by other professionals for comparable services in the Western District of Oklahoma. Payne submits that the hourly rates included in this Application are fair and reasonable based upon Payne's experience, reputation and ability.

11. No understanding or agreement exists between DRPA and any other person for the sharing of compensation received or to be received by DRPA, except as permitted by 11 U.S.C. § 504(b) and FED. R. BANKR. P. 2016.

12. DRPA has made no prior application for interim compensation in these cases, and since its employment has received no payment for services rendered.

NOTICE

Pursuant to Rule 2002(a)(6) FED. R. BANKR. P., a copy of this Application is being served upon: (i) the Assistant United States Trustee for this District; (ii) all creditors of the Debtors' bankruptcy estates; and (iii) those parties who have entered an appearance and requested notices in this case. A Certificate of Service will be filed separately.

NOTICE OF OPPORTUNITY FOR HEARING

Your rights may be affected. You should read this document carefully and consult your attorney about your rights and the effect of this document.

If you do not want the Court to grant the requested relief, or you wish to have your views considered, you must file a written response or objection to the requested relief with the Clerk of the United States Bankruptcy Court for the Western District of Oklahoma, 215 Dean A. McGee Ave., Oklahoma City, OK 73102 no later than twenty-one (21) days from the date of filing of this request for relief. You should also serve a file-stamped copy of your response or objection to the undersigned movant's attorney and all others required to be served and file a certificate of service with the Court. If no response or objection is timely filed, the Court may grant the requested relief without a hearing or further notice.

The 21-day period for response includes the three (3) days allowed for mailing provided for in Bankruptcy Rule 9006(f).

WHEREFORE, D. R. Payne & Associates, Inc. respectfully requests an Order from this Court (i) allowing compensation on behalf of the Debtors in the amount of \$68,318.75; (ii) authorizing the Debtors to pay the amount of compensation awarded; (iii) allowing on an interim basis all fees paid pursuant to this Application; and (iv) for such other and further relief as this Court deems just and proper.

DATED this 21st day of August, 2017. Respectfully submitted,



David R. Payne
D.R. Payne & Associates, Inc.

ATTORNEYS FOR THE APPLICANT

s/ Mark A. Craige

Mark A. Craige, OBA No. 1992
Crowe & Dunlevy
A Professional Corporation
500 Kennedy Building
321 South Boston Avenue
Tulsa, Oklahoma 74103-3313
Telephone: 918-592-9800
Facsimile: 918-592-9801
Attorneys for the Applicant

DECLARATION OF DAVID R. PAYNE

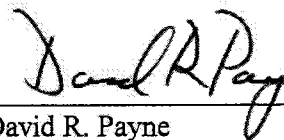
1. I, David R. Payne ("Payne"), am the President and firm managing director for D.R. Payne & Associates, Inc. ("DRPA").

2. No agreement exists, nor will any be made, to share with any other person or firm the compensation requested in the foregoing *Application of D.R. Payne & Associates, Inc., as Financial Advisors to Debtor, for Compensation for Services Rendered and Reimbursement of Expenses and Notice of Opportunity for Hearing*, except as authorized by 11 U.S.C. § 504(b) and FED. R. BANKR. P. 2014(b).

3. To the best of my knowledge, information, and belief, the contents of the foregoing Application, along with the attached **Ex. "A", Ex. "B" and Ex. "C"** are true, correct, and complete, and set forth accurately the services performed by Payne in these bankruptcy cases for the time period referenced. These services were rendered at DRPA's customary hourly rates. If called as a witness, I will so testify.

I, David R. Payne, do hereby certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

EXECUTED on this 21st day of August, 2017.



David R. Payne
D.R. Payne & Associates, Inc.

Exhibit “A”

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400

Oklahoma City, OK 73102

Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 06/14/2017

Invoice #: 9686

Mr. William C. Liedtke, III, VP
Eateries, Inc.
27 E. Sheridan, Suite 200
Oklahoma City, OK 73104

In Reference To: Eateries, Inc. Bankruptcy Proceeding

April and May 2017

Professional Services

			<u>Rate</u>	<u>Hours</u>	
04/19/2017	MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.40	50.00
	CMM	A - Prepare schedules, SOFA and information for US Trustee initial interview.	235.00	5.10	1,198.50
	CMM	F - Revise Critical Vendor List, 13 Week Budget and Emergency Budget.	235.00	0.70	164.50
	DRP	F - Review critical vendor amounts, listing and types of services; review 13 week DIP budget.	395.00	0.80	316.00
04/20/2017	MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.70	87.50
	CMM	A - Prepare schedules, SOFA and information for US Trustee initial interview.	235.00	2.70	634.50
	CMM	F - Assist with data and preparation of declaration of David Payne.	235.00	1.20	282.00
	DRP	F - Work on and review data for first day motions and DRP's declaration.	395.00	1.10	434.50
04/21/2017	CMM	F - Prepare declaration of David Payne.	235.00	0.40	94.00
04/24/2017	CMM	A - Prepare schedules; SOFA and information for US Trustee initial interview.	235.00	2.00	470.00
	CMM	H - Meeting regarding First Day Hearings.	235.00	2.00	470.00
	MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	2.30	287.50
	DRP	H - Meeting at Debtor's Counsel offices to work on and			

Mr. William C. Liedtke, III, VP

Invoice Date: 06/14/2017
 Invoice No. 9686
 Page No. 2

		<u>Rate</u>	<u>Hours</u>	
	review First Day Motions.	395.00	2.00	790.00
04/25/2017				
CMM	A - Prepare schedules, SOFA and information for US Trustee initial interview.	235.00	2.50	587.50
CMM	G - Review and prepare small business financials filing.	235.00	0.50	117.50
CMM	H - Meetings regarding First Day Motions Hearings.	235.00	2.00	470.00
CMM	I - Attend hearing on First Day Motions.	235.00	2.00	470.00
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.90	112.50
DRP	H - Preparation at Debtor's Counsel offices for hearing on First Day Motions; review all pleadings organized in notebook.	395.00	2.60	1,027.00
DRP	I - Attend hearing on First Day Motions and related discussions with Debtor's Counsel.	395.00	2.10	829.50
04/26/2017				
CMM	H - Meeting with Abacus and Counsel regarding Post-Petition Accounting Process.	235.00	1.50	352.50
CMM	A - Prepare schedules, SOFA and information for US Trustee initial interview.	235.00	5.30	1,245.50
04/27/2017				
CMM	A - Prepare schedules, SOFA and information for US Trustee initial interview.	235.00	9.30	2,185.50
AMP	A - Review documents, preparation of information for schedules and SOFA.	275.00	1.80	495.00
04/28/2017				
AMP	A - Review information provided by client. Emails with client and counsel. Preparation of information for schedules, SOFA and initial report.	275.00	4.70	1,292.50
DRP	A - Examine long term asset book values; work to adjust values to fair value considering economic obsolescence.	395.00	1.80	711.00
05/01/2017				
SJB	A - Enter priority payroll claims in Best Case for both entities.	175.00	2.00	350.00
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.80	100.00
CMM	A - Correspondence regarding preparation of SOFA, schedules and UST interview.	235.00	0.30	70.50
AMP	A - Review information provided by client. Emails with client and counsel. Preparation of initial report.	275.00	3.30	907.50
05/02/2017				
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.20	25.00
AMP	A - Review information provided by client. Emails with client and counsel. Preparation of initial report.	275.00	6.50	1,787.50

Mr. William C. Liedtke, III, VP

Invoice Date: 06/14/2017
 Invoice No. 9686
 Page No. 3

		<u>Rate</u>	<u>Hours</u>	
05/03/2017				
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.50	62.50
AMP	A - Review information provided by client. Emails with client and counsel. Preparation of initial report. Preparation of additional information requested by US Trustee.	275.00	8.70	2,392.50
05/04/2017				
RAB	A - Assist DRP with 13 week budget.	125.00	0.50	62.50
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.30	37.50
AMP	A - Telephone call/e-mail with counsel regarding reporting schedule and US Trustee meeting. Preparation of schedules and SOFA.	275.00	2.80	770.00
DRP	F - Review 13 week budget and time allocated to professional costs.	395.00	0.70	276.50
05/07/2017				
AMP	A - Preparation of status of completion of schedules and SOFA.	275.00	1.50	412.50
05/08/2017				
CMM	A - Prepare schedules and SOFA.	235.00	5.00	1,175.00
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.40	50.00
AMP	A - Preparation of schedules and SOFA.	275.00	2.70	742.50
05/09/2017				
CMM	A - Prepare schedules and SOFA.	235.00	4.00	940.00
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.40	50.00
AMP	A - Preparation of schedules and SOFA.	275.00	3.50	962.50
05/10/2017				
CMM	A - Prepare schedules and SOFA.	235.00	6.00	1,410.00
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.30	37.50
AMP	A - Preparation of schedules and SOFA.	275.00	4.50	1,237.50
05/11/2017				
CMM	A - Prepare schedules and SOFA; prepare amended matrix.	235.00	7.60	1,786.00
CMM	E - Prepare April MOR.	235.00	0.50	117.50
MEC	A - Prepare underlying documents for Schedules, SOFA, and UST initial interview.	125.00	0.40	50.00
AMP	A - Preparation of schedules and SOFA.	275.00	7.50	2,062.50
05/12/2017				
CMM	I - Attend final hearing on First Day Motions.	235.00	0.50	117.50
CMM	E - Correspondence regarding MOR.	235.00	0.50	117.50
DRP	I - Attend final hearing on First Day Motions.	395.00	0.50	197.50

Mr. William C. Liedtke, III, VP

 Invoice Date: 06/14/2017
 Invoice No. 9686
 Page No. 4

			<u>Rate</u>	<u>Hours</u>	
05/15/2017	MEC	E - Prepare underlying documents for MOR.	125.00	1.50	187.50
05/16/2017	CMM	E - Prepare April MOR.	235.00	4.50	1,057.50
	MEC	E - Prepare underlying documents for MOR.	125.00	0.50	62.50
	MEC	E - Prepare monthly operating report schedule.	125.00	1.50	187.50
05/17/2017	CMM	E - Prepare April MOR.	235.00	1.00	235.00
05/18/2017	CMM	E - Prepare April MOR.	235.00	0.50	117.50
	MEC	E - Prepare underlying documents for MOR.	125.00	0.70	87.50
05/19/2017	CMM	G - Prepare Form 26.	235.00	0.75	176.25
	MEC	G - Prepare underlying documents for Form 26.	125.00	0.30	37.50
	CMM	E - Prepare April MOR.	235.00	0.75	176.25
05/20/2017	CMM	G - Prepare Form 26.	235.00	2.00	470.00
05/21/2017	CMM	G - Prepare Form 26.	235.00	0.50	117.50
	CMM	E - Prepare April MOR.	235.00	0.50	117.50
05/22/2017	CMM	G - Prepare Form 26.	235.00	1.00	235.00
05/23/2017	CMM	G - Prepare Form 26.	235.00	0.50	117.50
	MEC	E - Prepare underlying documents for MOR.	125.00	0.20	25.00
05/24/2017	MEC	E - Prepare underlying documents for MOR.	125.00	0.20	25.00
05/26/2017	CMM	E - Prepare April/May MOR.	235.00	0.50	117.50
	MEC	E - Prepare underlying documents for MOR.	125.00	0.20	25.00
05/27/2017	CMM	E - Prepare April/May MOR.	235.00	2.25	528.75
05/31/2017	CMM	E - Prepare April/May MOR.	235.00	2.50	587.50
		For Current Professional Services Rendered		153.15	38,174.25
Recapitulation					
<u>Timekeeper</u>			<u>Hours</u>	<u>Rate</u>	<u>Total</u>
David Payne			11.60	\$395.00	\$4,582.00

Invoice Date: 06/14/2017
Invoice No. 9686
Page No. 5

Mr. William C. Liedtke, III, VP

Ann M. Payne	47.50	275.00	13,062.50
Carrie M. McEntire	78.85	235.00	18,529.75
Rozetta A. Bishop	0.50	125.00	62.50
Sandra J. Bassett	2.00	175.00	350.00
M. Elise Connor	12.70	125.00	1,587.50

Total Amount of this Bill 38,174.25

Balance Due \$38,174.25

April 18, 2017 to May 31, 2017

Code	Professional (Sum of Amount)						Grand Total
	RAB	MEC	CMM	AMP	SJB	DRP	
A	62.50	950.00	11,703.00	13,062.50	350.00	711.00	26,839.00
E		600.00	3,172.50				3,772.50
F			540.50			1,027.00	1,567.50
G		37.50	1,233.75				1,271.25
H			1,292.50			1,817.00	3,109.50
I			587.50			1,027.00	1,614.50
Grand Total	62.50	1,587.50	18,529.75	13,062.50	350.00	4,582.00	38,174.25

Code	Professional (Sum of Hours)						Grand Total
	RAB	MEC	CMM	AMP	SJB	DRP	
A	0.50	7.60	49.80	47.50	2.00	1.80	109.20
E		4.80	13.50				18.30
F			2.30			2.60	4.90
G		0.30	5.25				5.55
H			5.50			4.60	10.10
I			2.50			2.60	5.10
Grand Total	0.50	12.70	78.85	47.50	2.00	11.60	153.15

Eateries, Inc.
Project Codes

- A. Preparation of Schedules, SOFA and Initial Report
- B. Valuation Procedures Including Estimates Utilized in Schedule
- C. Retention Matters, and Fee Application Matters
- D. Travel
- E. Financial Accounting Assistance and Preparation of Monthly Operating Reports
- F. Budget Preparation, Financial/Business Aspects for First Day Motions and Orders
- G. Preparation of Small Business Financial Filings and Form 26
- H. Meetings with Debtor and Debtor's Counsel
- I. Bankruptcy Court Hearings

Exhibit “B”

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400
 Oklahoma City, OK 73102
 Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 07/06/2017
 Invoice #: 9707

Mr. William C. Liedtke, III, VP
 Eateries, Inc.
 27 E. Sheridan, Suite 200
 Oklahoma City, OK 73104

In Reference To: Eateries, Inc. Bankruptcy Proceeding

June 2017

Professional Services

			<u>Rate</u>	<u>Hours</u>	
05/15/2017	AMP	E - Review information for MOR for cash/bank reconciliations and discuss potential for filing amended SOFA and Schedules.	275.00	0.50	137.50
05/16/2017	AMP	E - Receive and review additional financial information provided by client for preparation of MOR, including revised petition date financial statements.	275.00	0.30	82.50
05/17/2017	AMP	E - Review additional MOR information submitted. Discuss MOR information with D. Payne and potential for filing combined reports in June.	275.00	0.50	137.50
06/01/2017	MEC	E - Prepare MOR exhibits (bank statements).	125.00	0.20	25.00
	CMM	E - Prepare 5/21/17 MOR (Inventory).	235.00	0.20	47.00
06/02/2017	CMM	E - Prepare 5/21/17 MOR (bank account attachment B and supporting exhibits).	235.00	2.00	470.00
	CMM	H - Discuss potential amendment of schedules, SOFA, initial report and financials filed with the court with Mark Craige.	235.00	0.50	117.50
06/06/2017	CMM	E - Prepare 5/21/17 MOR (bank statements, reconciliations, receipts, disbursements & transfers).	235.00	6.50	1,527.50
	MEC	E - Prepare MOR exhibits.	125.00	1.50	187.50

Mr. William C. Liedtke, III, VP

 Invoice Date: 07/06/2017
 Invoice No. 9707
 Page No. 2

		<u>Rate</u>	<u>Hours</u>	
06/07/2017				
RAB	C - Assist in preparation of fee application.	125.00	0.50	62.50
CMM	E - Prepare 5/21/17 MOR.	235.00	1.50	352.50
MEC	E - Prepare underlying documents for MOR.	125.00	0.10	12.50
MEC	E - MOR - Review bank statements for cash distributions.	125.00	0.50	62.50
06/09/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	0.50	117.50
06/10/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	2.50	587.50
06/12/2017				
MEC	E - Prepare MOR exhibits.	125.00	0.90	112.50
06/14/2017				
CMM	C - Prepare fee statement.	235.00	0.50	117.50
06/16/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	6.50	1,527.50
MEC	E - Prepare underlying documents for MOR.	125.00	1.40	175.00
SJB	E - Prepare MOR exhibits (petty cash).	175.00	2.00	350.00
SJB	A - Prepare BestCase file for Amended Schedules.	175.00	0.30	52.50
06/17/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	10.30	2,420.50
06/18/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	3.30	775.50
06/19/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	8.30	1,950.50
SJB	E - Prepare MOR exhibits (petty cash, pre-petition AP, financials).	175.00	1.80	315.00
MEC	E - Prepare underlying documents for MOR.	125.00	0.30	37.50
06/20/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	9.00	2,115.00
SJB	E - Prepare MOR exhibits (petty cash).	175.00	2.00	350.00
MEC	E - Prepare MOR exhibits (petty cash).	125.00	0.40	50.00
AMP	E - Discuss status of MOR with C. McEntire. Forward information on petition date accounts payable and insurance policy summary information.	275.00	0.20	55.00
06/21/2017				
CMM	E - Prepare 5/21/17 MOR.	235.00	12.00	2,820.00
MEC	E - Prepare coversheets for Exhibits D-3 and D-6 and placing with bank statements; prepare underlying documents for MOR.	125.00	0.20	25.00
AMP	E - Assist with preparation of MOR, specifically reconciliation of pre and post petition taxes paid/outstanding			

Mr. William C. Liedtke, III, VP

Invoice Date: 07/06/2017
 Invoice No. 9707
 Page No. 3

		<u>Rate</u>	<u>Hours</u>	
	for MOR.	275.00	1.50	412.50
DRP	E - Review May MOR open reconciliation matters with CMM; call to M. Craige regarding disclosures for payment of pre-petition debts and first day orders.	395.00	1.20	474.00
06/22/2017				
RAB	E - Prepare breakdown of Crowe & Dunlevy invoice for MOR accrual.	125.00	0.80	100.00
CMM	E - Prepare comprehensive list of items needed for MOR.	235.00	0.80	188.00
CMM	A - Prepare Amended Schedules and SOFA.	235.00	5.00	1,175.00
CMM	H - Conference call regarding MOR.	235.00	1.00	235.00
CMM	E - Prepare 5/21/17 MOR.	235.00	2.00	470.00
SJB	E - Prepare MOR exhibits (petty cash).	175.00	0.80	140.00
AMP	A - Preparation of amended SOFA and Schedules.	275.00	2.30	632.50
DRP	E - Conference call with M. Craige and Debtor representatives regarding disclosures to include in MOR regarding payment of pre-petition debts.	395.00	1.00	395.00
06/23/2017				
CMM	F - Prepare comparison of DIP Budget to actual.	235.00	2.00	470.00
CMM	F - Prepare critical vendor order status schedule.	235.00	2.00	470.00
CMM	E - Prepare 5/21/17 MOR.	235.00	0.50	117.50
06/27/2017				
MEC	E - Prepare underlying documents for MOR.	125.00	0.80	100.00
CMM	E - Prepare 6/25/17 MOR.	235.00	1.50	352.50
	For Current Professional Services Rendered		100.40	22,908.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
David Payne	2.20	\$395.00	\$869.00
Ann M. Payne	5.30	275.00	1,457.50
Carrie M. McEntire	78.40	235.00	18,424.00
Rozetta A. Bishop	1.30	125.00	162.50
Sandra J. Bassett	6.90	175.00	1,207.50
M. Elise Connor	6.30	125.00	787.50

Total Amount of this Bill	22,908.00
Previous Balance	\$38,174.25
Balance Due	<u>\$61,082.25</u>

Eateries, Inc.
Project Codes

- A. Preparation of Schedules, SOFA and Initial Report
- B. Valuation Procedures Including Estimates Utilized in Schedule
- C. Retention Matters, and Fee Application Matters
- D. Travel
- E. Monthly Operating Reports
- F. Budget Preparation, Financial/Business Aspects for First Day Motions and Orders
- G. Preparation of Small Business Financial Filings and Form 26
- H. Meetings with Debtor and Debtor's Counsel
- I. Bankruptcy Court Hearings

June 1, 2017 to June 30, 2017

Code	Professional (Sum of Amount)							Grand Total
	RAB	MEC	CMM	AMP	SJB	DRP		
A			1,175.00	632.50	52.50			1,860.00
C	62.50		117.50					180.00
E	100.00	787.50	15,839.00	825.00	1,155.00	869.00		19,575.50
F			940.00					940.00
H			352.50					352.50
Grand Total	162.50	787.50	18,424.00	1,457.50	1,207.50	869.00		22,908.00

Code	Professional (Sum of Hours)							Grand Total
	RAB	MEC	CMM	AMP	SJB	DRP		
A			5.00	2.30	0.30			7.60
C	0.50		0.50		6.60			7.60
E	0.80	6.30	67.40	3.00		2.20		79.70
F			4.00					4.00
H			1.50					1.50
Grand Total	1.30	6.30	78.40	5.30	6.90	2.20		100.40

Exhibit “C”

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400
 Oklahoma City, OK 73102
 Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 08/21/2017
 Invoice #: 9714

Mr. William C. Liedtke, III, VP
 Eateries, Inc.
 27 E. Sheridan, Suite 200
 Oklahoma City, OK 73104

In Reference To: Eateries, Inc. Bankruptcy Proceeding

June 2017

Professional Services

			<u>Rate</u>	<u>Hours</u>	
07/06/2017	RAB	C - Assist in preparation of fee application.	125.00	0.50	62.50
	CMM	E - Prepare 6/25/17 MOR.	235.00	0.20	47.00
07/07/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	4.70	1,104.50
07/10/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	3.70	869.50
	MEC	E - Prepare Exhibit C-1 for MOR.	125.00	0.80	100.00
07/11/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	2.00	470.00
	MEC	E - Prepare Exhibit C-1 for MOR.	125.00	1.00	125.00
07/12/2017	CBL	E - Prepare underlying documents for MOR.	75.00	1.30	97.50
	CMM	E - Prepare 6/25/17 MOR.	235.00	1.20	282.00
	MEC	E - Prepare Exhibit C-1 & Exhibit E for MOR.	125.00	4.20	525.00
07/13/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	5.10	1,198.50
	MEC	E - Prepare Exhibit E for MOR.	125.00	7.40	925.00
07/14/2017	CBL	E - Prepare underlying documents for MOR.	75.00	1.00	75.00
07/17/2017	RAB	E - Assist with preparation of MOR.	125.00	0.20	25.00
	CBL	E - Prepare underlying documents for MOR.	75.00	0.10	7.50

Mr. William C. Liedtke, III, VP

Invoice Date: 08/21/2017
 Invoice No. 9714
 Page No. 2

			<u>Rate</u>	<u>Hours</u>	
07/18/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	2.00	470.00
	CMM	F - Prepare DIP Budget to actual comparison.	235.00	0.40	94.00
	MEC	E - Prepare Exhibit D-3 & Exhibit E for MOR.	125.00	1.00	125.00
07/19/2017	CBL	E - Prepare underlying documents for MOR.	75.00	0.20	15.00
07/20/2017	CMM	E - Prepare 6/25/17 MOR.	235.00	1.00	235.00
07/21/2017	CBL	E - Prepare underlying documents for MOR.	75.00	0.10	7.50
07/24/2017	CBL	E - Prepare underlying documents for bid motion declaration.	75.00	0.20	15.00
07/27/2017	CMM	E - Prepare declaration of David Payne in Support of Bid Motion.	235.00	1.00	235.00
	DRP	E - Review and prepare declaration in support of Bid Motion.	395.00	0.30	118.50
07/28/2017	CBL	E - Prepare underlying documents for bid motion declaration.	75.00	0.10	7.50
		For Current Professional Services Rendered		39.70	7,236.50

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
David Payne	0.30	\$395.00	\$118.50
Chandler B. Lidia	3.00	75.00	225.00
Carrie M. McEntire	21.30	235.00	5,005.50
Rozetta A. Bishop	0.70	125.00	87.50
M. Elise Connor	14.40	125.00	1,800.00

Total Amount of this Bill	7,236.50
Previous Balance	\$61,082.25
Balance Due	<u>\$68,318.75</u>

July 1, 2017 to July 31, 2017

Code	Professional (Sum of Amount)						Grand Total
	RAB	MEC	CMM	CBL	DRP	Grand Total	
C	62.50					62.50	
E	25.00	1,800.00	4,911.50	225.00	118.50	7,080.00	
F			94.00			94.00	
Grand Total	87.50	1,800.00	5,005.50	225.00	118.50	7,236.50	

Code	Professional (Sum of Hours)						Grand Total
	RAB	MEC	CMM	CBL	DRP	Grand Total	
C	0.50					0.50	
E	0.20	14.40	20.90	3.00	0.30	38.80	
F			0.40			0.40	
Grand Total	0.70	14.40	21.30	3.00	0.30	39.70	