

**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)

DEBTORS’ NOTICE OF WITNESSES AND EXHIBITS FOR HEARING ON MOTION FOR AN ORDER (A) ESTABLISHING BIDDING PROCEDURES IN CONNECTION WITH THE SALE OF SUBSTANTIALLY ALL OF THE DEBTOR’S ASSETS (B) APPROVING THE FORM AND MANNER OF NOTICES, (C) SCHEDULING DATES FOR AN AUCTION AND SALE HEARING, (D) AUTHORIZING AND APPROVING THE FORM OF A STALKING HORSE ASSET PURCHASE AGREEMENT; AND (E) APPROVING PROCEDURES TO DETERMINE CURE AMOUNTS RELATED TO THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Eateries, Inc. (“Eateries”) and GRP of Zanesville, LLC (“Zanesville”) (collectively the “Debtors”), pursuant to Local Bankruptcy Rule 9014-1, submits this Notice of Witnesses and Exhibits (the “Notice”) and provides the following (i) brief description of exhibits to potentially be offered, (ii) names of all witnesses to potentially be called, and (iii) an estimated length of time for DEBTORS to present evidence and argument at the Hearing on the *Motion for an Order (A) Establishing Bidding Procedures in Connection With the Sale of Substantially All of the Debtor’s Assets (B) Approving the Form and Manner of Notices, (C) Scheduling Dates for an Auction and Sale Hearing, (D) Authorizing and Approving the Form of a Stalking Horse Asset Purchase Agreement; and (E) Approving Procedures to Determine Cure Amounts Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases And Notice of Opportunity for Hearing* [Dkt. #142] (the “Bid Procedures Motion”), to be held on August 16,

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

2015 at 9:30 a.m. before the Honorable Sarah A. Hall in the 9th Floor Courtroom, 215 Dean A. McGee Avenue, Oklahoma City, OK, 73102 (the "Hearing").

WITNESSES

Debtors may call any one or more of the following witnesses at the Hearing:

<u>No.</u>	<u>WITNESS NAME</u>	<u>PROPOSED TESTIMONY</u>
1	David Payne, President and Firm Manager of David R. Payne & Associates, Inc., Proposed Financial Advisor to Debtors	Debtor's finances, budget, and structure; reasonableness of terms of proposed bidding procedures and sale
2	William C. Liedtke, III, Vice-President of Eateries, Inc. and manager of GRP of Zanesville, LLC	Background of debtor's operations; History of negotiations on proposed sale and terms of sale
3	JB Edwards, President of Abacus Systems Solutions, LLC (if necessary)	Background of debtor's operations and financial history; Overall facts and circumstances leading up to proposed bidding procedures and terms of sale
4	Representative of Stalking Horse Bidder	Overall facts and circumstances leading up to proposed bidding procedures and terms of sale
4	Rebuttal witnesses, if necessary	N/A
5	All witnesses listed by any other party in interest to which Debtors have no objection.	N/A
6	Debtors reserve the right to amend and supplement this witness list.	N/A

EXHIBITS

Debtors may use any one or more of the following exhibits at the Hearing:

<u>No.</u>	<u>DESCRIPTION</u>
1	Petition [Dkt. #1]
2	Amended Disclosure Statement [Dkt. #3]

3	Affidavit of William C. Liedtke, III in Support of First Day Motions and Applications [Dkt. #10]
4	Debtors' Motion for an Order (A) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests to the Winning Bidder; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases of the Debtor and Notice of Opportunity for Hearing (the "Sale Motion") [Dkt. #141]
5	Debtors' Motion for an Order (A) Establishing Bidding Procedures in Connection With the Sale of Substantially All of the Debtor's Assets (B) Approving the Form and Manner of Notices, (C) Scheduling Dates for an Auction and Sale Hearing, (D) Authorizing and Approving the Form of a Stalking Horse Asset Purchase Agreement; and (E) Approving Procedures to Determine Cure Amounts Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases And Notice of Opportunity for Hearing (the "Bid Procedures Motion") [Dkt. #142]
6	Certificate of Service [Dkt. #143]
7	Asset Purchase Agreement
8	Affidavit of David R. Payne in Support of Bid Procedures Motion (to be filed in advance of hearing)
9	All pleadings filed in this case as of the time of the Hearing
10	Rebuttal Exhibits
11	All exhibits listed by any other party not otherwise objected to by Debtors
12	Debtors reserve the right to supplement this list, if necessary.

ESTIMATED LENGTH OF TIME TO PRESENT EVIDENCE AND ARGUMENT

Debtors estimates that it will require up to **2 hours** to present evidence and argument at the Hearing.

RESERVATION OF RIGHTS

The foregoing Notice is being submitted based on information reasonably available to Debtors at this time and without waiving any objection as to relevance, materiality, or

admissibility of evidence at the Hearing. Debtors reserve the right at any time to amend, revise, correct, supplement or clarify this Notice.

Respectfully submitted,

s/ Mark A. Craige

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PROPOSED COUNSEL FOR DEBTORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 27th day of July, 2017, I caused the foregoing document to be transmitted to the Court Clerk for electronic filing and transmittal of a Notice of Electronic Filing to all ECF registrants in this case.

s/ Mark A. Craige