

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. |) | |
| _____ |) | |

**DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§ 105, 363 AND 507,
(I) AUTHORIZING THEM TO PAY OR OTHERWISE HONOR PREPETITION
EMPLOYEE OBLIGATIONS; (II) CONFIRMING THEIR RIGHT TO CONTINUE
EMPLOYEE PROGRAMS AND ALL BENEFITS ON A POST-PETITION BASIS;
(III) CONFIRMING THEY ARE PERMITTED TO PAY ANY AND ALL LOCAL,
STATE AND FEDERAL WITHHOLDING AND PAYROLL RELATED OR SIMILAR
TAXES RELATING TO PREPETITION PERIODS; (IV) AUTHORIZING THEM TO
PAY ANY PREPETITION CLAIMS OWING TO THE PAYROLL ADMINISTRATOR
USED BY THE DEBTORS; (V) DIRECTING ALL BANKS TO HONOR PREPETITION
CHECKS FOR PAYMENT OF THE PREPETITION EMPLOYEE OBLIGATIONS;
AND (VI) GRANTING RELATED RELIEF**

**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**

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

OBJECTION IS TIMELY FILED, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED WITHOUT HEARING.

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 in the above-captioned cases (collectively, “Debtors”), hereby file this motion (the “Motion”) for entry of an order under 11 U.S.C. §§ 105, 363 and 507 authorizing the Debtors to (i) pay pre-petition employee obligations and related amounts, (ii) confirming the Debtors’ right to continue employee programs on a post-petition basis, (iii) confirming right of Debtors to pay withholding and payroll-related taxes; and (iv) directing banks to honor pre-petition checks for employee obligations. In support of this Motion, the Debtors rely on the Affidavit of William C. Liedtke, III, Vice-President and Managing Member of Debtors, in Support of Debtors’ Chapter 11 Petitions and First Day Motions (the “First Day Affidavit”).² In further support of the Motion, the Debtors respectfully represent as follows:

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

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are §§ 105, 363 and 507 of the Bankruptcy Code.

BACKGROUND

3. 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”).

4. The Debtors continue to operate their businesses as debtors-in-possession pursuant to §§ 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.

5. These cases are jointly administered pursuant to this Court's Order entered April 18, 2017 [Dkt. No. 5] A description of the Debtors’ business, 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 Affidavit. [Dkt. No. 10]. The Debtors hereby adopt and incorporate the First Day Affidavit as if fully set forth herein.

RELIEF REQUESTED

6. By this motion, the Debtors request entry of an order authorizing, but not directing, the Debtors to pay, continue or otherwise honor pre-petition obligations (collectively,

the “Pre-petition Employee Obligations”) to or for the benefit of their current employees (collectively, the “Employees”) for salaries and other compensation and benefits under all plans, programs and policies implemented by the Debtors prior to the Petition Date (as set forth below, the “Employee Programs”). The Debtors seek immediate authority to make payments to Employees on account of Pre-petition Employee Obligations.³

7. Specifically, (i) under §§ 105(a) and 363(b)(1) of the Bankruptcy Code, the Debtors ask the Court to authorize, but not direct, the Debtors to pay any obligations arising under the Employee Programs that were accrued or earned but unpaid as of the Petition Date; and (ii) under § 363(c)(1) of the Bankruptcy Code, the Debtors request that the Court confirm their rights to continue each of the Employee Programs during the pendency of these cases, to make payments as required by the Employee Programs, and to make payments in connection with expenses incurred in the administration of any Employee Program.⁴

8. The Debtors also seek authorization to pay any and all local, state, and federal withholding and payroll-related or similar taxes relating to the Pre-petition Employee Obligations, including but not limited to, all withholding taxes, Social Security taxes and Medicare taxes. In addition, the Debtors seek confirmation that they are permitted to pay to third parties any and all amounts deducted from Employee paychecks for payments on behalf of

³ The Debtors may separately seek authorization to implement new programs designed to incentivize employee performance, preserve employee morale, encourage continuing employment and otherwise ameliorate the effects on Employees in these Chapter 11 cases.

⁴ Notwithstanding the foregoing, however, the Debtors do not seek to modify the terms of any Employee Programs by this Motion, and do not seek to assume or reject any Employee Program to the extent that such Employee Program is deemed to be an executory contract within the meaning of section 365 of the Bankruptcy Code. Moreover, the Debtors do not waive their right to modify or terminate any Employee Programs to the extent that such right exists under the terms of the Employee Programs.

Employees, including, without limitation, garnishments, charitable contributions, support payments, tax levies, benefit plans, insurance programs and other similar programs.

9. The Debtors further request that, with respect to any Employee Programs and Pre-Petition Employee Obligations that are administered or paid through a third-party administrator, agent, consultant or provider (the “Administrators”), the Debtors be expressly authorized to pay any pre-petition fees of the Administrators and to continue such payments post-petition in the ordinary course of their business in order to ensure the uninterrupted delivery of payments or other benefits to the Employees.

10. In aid of the foregoing relief, the Debtors request that the Court authorize and direct all banks to receive, process, honor and pay any and all checks drawn on the payroll and other bank accounts used by the Debtors to satisfy their Pre-petition Employee Obligations, whether presented before, on or after the Petition Date, and authorizing the banks to rely on the representations of the Debtors as to which checks are subject to this Motion, provided that sufficient funds are on deposit in the applicable accounts to cover such payments. The Debtors additionally request that the court authorize the Debtors to issue new post-petition checks to replace any checks that may be dishonored and to reimburse any expenses that Employees may incur as a result of any bank’s failure to honor a pre-petition check. Any payments made by the Debtors in connection with the relief requested herein shall be subject to a cash collateral order entered by this Court.⁵

⁵ The Debtors have filed concurrently herewith an Expedited Motion for Interim and Final Orders (A) Authorizing the Debtors to Use Cash Collateral, (B) Approving Post-Petition Financing, (C) Granting Liens and Providing Super-Priority Administrative Expense Status Pursuant to 11 U.S.C. §§ 363 and 364, (D) Scheduling a Final Hearing, and (E) Granting Related Relief.

BASIS FOR RELIEF

11. The Debtors' ability to preserve their businesses and maintain value is dependent on the continued enthusiasm, services and expertise of their Employees. Due to the disruption and uncertainty that typically accompanies a Chapter 11 filing, the Debtors believe that the morale of their Employees may be adversely affected if they are not able to assure them that they will be fully paid for the work they have performed or will perform, whether before or after the Petition Date, and can rely on the benefits provided to them under the Employee Programs. The Debtors have determined that continuation of the Employee Programs will be vital to their ability to preserve key Employee morale during the pendency of these Chapter 11 cases and to reduce the level of Employee attrition that might otherwise occur. Minimizing such attrition and the consequent disruption to the Debtors' business operations is critical to the Debtors' ability to preserve and enhance value for the benefit of the Debtors, their estates and all stakeholders.

12. In addition, if the Debtors fail to pay the Pre-petition Employee Obligations in the ordinary course, their Employees will suffer extreme personal hardship and, in some cases, may be unable to pay their basic living expenses. Such a result would have a highly negative impact on employee morale and likely would result in unmanageable turnover, thereby resulting in immediate and irreparable harm to the Debtors and their estates. Honoring the Pre-petition Employee Obligations will minimize the level of disruption and preserve the loyalty of Employees so necessary for any successful reorganization.

I. PAYMENT OF PRE-PETITION SALARY, BENEFITS AND OTHER COMPENSATION

13. As of the Petition Date, the Debtors' aggregate workforce consists of approximately 375 Employees. All 375 Employees are employed by Eateries, and of those employees, 288 are part-time/hourly, 61 are full-time/hourly, and 26 are full-time/salaried.

14. All full-time Employees, whether salaried or paid hourly, are eligible to participate in the Employee Programs. Debtors do not maintain a severance or retention program for their employees and all employees are employed on an at-will basis. None of the Employees are covered by a collective bargaining agreement.

15. Doug Davis serves as president of operations of Eateries. Tim Grover and Matt Fite serve as regional directors of operations. The remaining management positions held by William C. Liedtke, III (Vice President, Secretary, and Director) and Preston Stockton (President and Director), are outsourced through third-parties and their salaries and benefits are not administered by Eateries.

16. In the ordinary course of the Debtors' business, with limited exceptions, the Debtors' Employees earn and are paid salaries and/or other compensation on a bi-weekly basis on Wednesday.⁶ All employees (with the exception of the two West Virginia restaurant locations) were most recently paid on Wednesday, April 12, 2017.

17. As a general matter, the Debtors employ Abacus Systems Solutions, LLC ("Abacus")⁷ to process the Payrolls beginning the Monday the week before payroll is issued using internal time keeping records of Eateries. Abacus then pays the salaries and related employment benefits to Employees via direct deposit on a bi-weekly basis with the most recent payments being issued on April 12, 2017 (collectively, the "Payrolls"). In addition, the Debtors

⁶ Employees at the two (2) West Virginia Garfield's restaurant locations are paid bi-weekly on Fridays in accordance with state law requirements. Those locations were last paid via cashier's check on April 17, 2017 prior to the filing of these bankruptcy petitions.

⁷ The continued payment of the administrative services provided by Abacus is addressed in Debtors' Motion for Order Pursuant to Sections 363(b) and 105(a) of The Bankruptcy Code Authorizing Debtor to Pay Pre-Petition Claims In the Ordinary Course of Business. It is Debtors' position that the services provided by Abacus are ordinary course expenses for bookkeeping and administrative services.

are required by law to (i) match the Social Security and Medicare taxes, (ii) based on a percentage of gross payroll, pay additional amounts for state and federal unemployment insurance and (iii) remit these payroll taxes to various taxing authorities (the “Employer Payroll Taxes”). With the Debtors’ current employee level, each Payroll, including all applicable Employer Payroll Taxes, totals approximately \$157,000.00.⁸

18. A payroll report for the Debtors' most recent pay period is attached hereto as Exhibit "1".⁹ The Debtors request the authority to pay and continue to pay the regularly scheduled Payrolls, including Employer Payroll Taxes, in the ordinary course of business, including any pre-petition amounts that may have accrued but not become payable as of the Petition Date.¹⁰ An updated payroll report showing all relevant amounts due as of the Petition Date will be presented at the hearing on this Motion.

19. In the ordinary course of business, the Debtors also cause certain Payroll deductions to be automatically made for Employee obligations, such as federal income taxes, Social Security and Medicare contributions, court-ordered garnishment and support payments, benefit plan insurance programs, and other similar programs (collectively, the “Deductions”).

⁸ In the ordinary course of business, tips are paid directly by customers of Debtors to its employees. It is Debtors’ position that these tips are not property of the estate. Debtors believe tips total approximately \$70,500.00 per pay period.

⁹ Historically, Eateries split payroll resulting in certain employees being paid every other Wednesday (*i.e.* Group A employees would be paid on March 15 and Group B would be paid on March 22). In an effort to streamline matters for bankruptcy, all payroll will now be issued on the same bi-weekly date beginning April 26, 2017. The payroll issued on April 12, 2017 included 1 week worth of pay for employees whose most recent two week pay check was issued on April 5, 2017.

¹⁰ The Debtors next Payroll (with the exception of the West Virginia locations) is scheduled to be funded on April 26, 2017. The next Payroll for the two West Virginia locations is scheduled to be funded on May 5, 2017. All employees will be owed less than the \$12,475 limit set by § 507(a)(4) for wages, salaries, or commissions.

20. To the extent that the Debtors are holding funds belonging to Employees that are collected from Employees and remitted to others, the Debtors maintain that such funds are not property of the bankruptcy estates. The amounts deducted are generally held in trust by the Debtors until they are forwarded to third parties. However, in an abundance of caution and to the extent that such funds relate to pre-petition periods, the Debtors seek authority to remit the applicable Deductions to appropriate governmental authorities and other third parties in accordance with the Debtors' regular policies and procedures.¹¹

II. PAYMENT OF REIMBURSABLE EXPENSES

21. Prior to the Petition Date and in the ordinary course of business, the Debtors reimbursed Employees for reasonable expenses incurred in performing their jobs, including, but not limited to, business-related travel, automobile expenses, lodging and meals (the "Reimbursable Expenses"). Reimbursable Expenses were incurred on behalf of the Debtors in the ordinary course of business with the expectation that such expenses would be reimbursed in accordance with past practice. It would be inequitable and would cause harm to employee morale to deny reimbursement of such expenses. Moreover, it is essential to the continued operation of the Debtors' business that the Debtors be permitted to continue to reimburse Employees for such business-related Reimbursable Expenses incurred in the ordinary course of the Debtors' business, whether incurred by an Employee on a pre- or post-petition basis.

22. Under the Debtors' reimbursement policy, the Employees must submit expense reports, including receipts or the reimbursement may be denied. Because Employees do not always submit reimbursement claims promptly, it is difficult to determine the exact outstanding

¹¹ The amounts collected by the Debtors as Deductions are not included in the calculation of the amounts entitled to priority under § 507(a)(5) of the Bankruptcy Code, as they constitute the Employees' own funds, as opposed to "claims for contributions to employee benefit plans" within the meaning of that provision.

amount at any one time, but these amounts are nominal. As of the Petition Date, the Debtors have received, but not paid, expense reimbursement requests totaling approximately \$1,256.91.

III. CONTINUATION AND PAYMENT OF PRE-PETITION EMPLOYEE BENEFITS

23. The Debtors' Employees are eligible for various standard employee health and welfare benefits, including, without limitation, (a) medical insurance and prescription drug coverage; (b) dental insurance; (c) vision insurance; and (d) short term disability, long term disability, basic life and accidental death and dismemberment insurance ("Disability and AD&D") (collectively, the "Employee Benefits").

24. Eligibility: All salaried employees become eligible for (a) medical insurance and prescription drug coverage; (b) dental insurance; and (c) vision insurance coverage on the first day of the month following thirty (30) days from hiring date. Full time employees become eligible after being employed for one (1) full year of employment upon establishing the worked for an average of 30 hours per week during the full year of employment ("Eligible Employees").

25. Medical Insurance and Prescription Drug Coverage: Eligible Employees are offered medical insurance and prescription drug coverage through a third party plan administrator, National General. National General offers plans through Meritain and Cigna. Medical plan participants are also offered prescription drug coverage provided by the same carriers. For these standard health benefits, on base plan Eateries pays 54%. On the remaining non-standard plans, Eateries' contribution ranges from approximately 23% to 36% and employees pay the remaining percentage. On average, the Debtors remit approximately \$17,000.00 per month to National General, \$9,000.00 of which is paid directly by the Debtors and approximately \$8,000.00 is deducted from employee pay.

26. Dental Insurance: Eligible Employees are offered dental insurance through Delta Dental of Oklahoma. For these standard health benefits, employees pay the entire premium. On average, the Debtors remit approximately \$2,000.00 per month to Delta Dental of Oklahoma, all of which is deducted from employee pay.

27. Vision Insurance: Eligible Employees are offered vision insurance through Eyemed Vision Care. For these standard health benefits, employees pay the entire premium. On average, the Debtors remit approximately \$300.00 per month to Eyemed Vision Care, all of which is deducted from employee pay.

28. Disability and AD&D Insurance: Only salaried employees are eligible for Life Disability and AD&D Insurance. Salaried employees are offered basic disability and AD&D coverage through Lincoln Life Insurance. The company provides for 100% of the premium payment on a \$15,000.00 policy for assistant managers; general managers and above are provided with a \$50,000.00 policy at no expense to the employee. On average, the Debtors pay approximately \$1,150.00 per month to Lincoln Life Insurance. Premium payments for amounts in excess of those covered by Eateries are deducted from Eligible Employees wages and remitted to the carrier by the Debtor.

29. As of the Petition Date, the Debtors were obligated to pay certain premium contributions to or provide benefits under the foregoing programs, plans, and policies. The Debtors estimate the average monthly cost paid directly by the Debtors (not including deductions from employee pay¹²) for Eligible Benefits is \$10,150.00. That total is calculated upon the following summary of estimated monthly fees (i) National General is owed \$9,000.00 for medical insurance and (ii) Lincoln Life is owed \$1,150.00 for Disability and AD&D.

¹² The total amount remitted each month inclusive of employee deductions is approximately \$20,450.00.

30. By this Motion, the Debtors seek to pay in the ordinary course of business all amounts owed by the Debtors for expenses and fees relating to Employee Benefits, including those incurred prior to the Petition Date.

IV. PAID TIME OFF BENEFITS

31. All Eligible Employees receive paid time off (“PTO”) for vacation, personal, family illness, or sick days as part of their overall compensation. The PTO benefits are calculated based on the anniversary date, which is the first day the Employee reported to work. Employees are only eligible to accrue PTO while on active status. In general, vacation is accrued annually based on years of employment at the Debtors as follows:

| | Salaried | FT Hourly |
|-------------------|----------|-----------|
| Length of Service | | |
| 0-6 months | N/A | N/A |
| 6 months-1 year | 1 week | N/A |
| 1 year | 2 weeks | 1 week |
| 2 years | 2 weeks | 2 weeks |
| 3 years | 2 weeks | 2 weeks |
| 4 years | 2 weeks | 2 weeks |
| 5 years-9 years | 3 weeks | 2 weeks |
| 10 years and over | 4 weeks | 2 weeks |

32. Employees are not entitled to carry forward PTO benefits to the next year.

33. Employees leaving Eateries, Inc. due to voluntary resignation, retirement or dismissal will be eligible to be paid for their unused vacation days as long as: (1) upon resignation or retirement, two weeks' notice is provided; and (2) termination is for reasons other than gross misconduct, gross negligence, or other documented terminable offenses

34. PTO is paid at the employee's base rate at the time the leave is taken. PTO pay does not include overtime or any special forms of compensation such as incentives, commissions, bonuses, or shift differentials.

35. The Debtors anticipate that Employees will utilize PTO post-petition including certain PTO that may have accrued before the Petition Date. The Debtors seek authority (but not direction) to honor all earned PTO in the ordinary course consistent with the existing guidelines and policies described in this section, regardless of whether it accrued during the pre- or post-petition period.

V. WORKERS' COMPENSATION PROGRAM

36. The Debtors maintain a "first dollar" insurance policy for workers' compensation claims in compliance with applicable state and federal laws and numerous contracts with customers. This workers' compensation insurance is funded by Eateries and no part of the premium can be paid by the Employee. The Debtors request the authority to satisfy workers' compensation obligations, including those incurred prior to the Petition Date and to pay any applicable premiums.

VI. DIRECTION TO BANKS REGARDING PRE-PETITION CHECKS AND ELECTRONIC TRANSFERS

37. The Debtors request that, to the extent of funds on deposit, all applicable banks and other financial institutions be directed to receive, process, honor and pay all checks or electronic transfers drawn on any of the Debtors' accounts relating to the Employee Obligations, Deductions, Employment Taxes, Independent Contractors and Temporary Workers as outlined above, whether presented before or after the Petition Date. The Debtors request that such banks be authorized and directed to rely on the representations of the Debtors as to which checks are in payment of the Prepetition Employee Obligations. To the extent that any such checks are

refused payment, the Debtors additionally request authority to issue replacement checks and to reimburse their Employees from any loss resulting from the dishonoring of such payments.

APPLICABLE AUTHORITY

38. Pursuant to §§ 507(a)(4) and 507(a)(5) of the Bankruptcy Code, certain claims for compensation are accorded priority in payment in an amount not to exceed \$12,475 for each employee (to the extent such amounts accrued within 180 days of the petition date). The overwhelming majority of employees who are owed compensation amounts for prepetition services are within the statutory priority cap of §§ 507(a)(4) and 507(a)(5). Thus, granting the relief requested is consistent with the Bankruptcy Code's purpose of ensuring the employees are paid in full up to the statutorily imposed limit due to the priority status of their claims.

39. This Court has authority to grant the relief requested herein pursuant to §§ 105(a) and 363(b) of the Bankruptcy Code. Section 363(b)(1) of the Bankruptcy Code provides that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Moreover, § 105(a) of the Bankruptcy Code allows the Court to authorize payments on account of certain pre-petition claims when necessary. This is generally referred to as the “necessity of payment rule” or the “doctrine of necessity.” See *In re NVR, L.P.*, 147 B.R. 126, 127 (Bankr. E.D. Va. 1992) (stating that, under § 105(a), a court “can permit pre-plan payment of a pre-petition obligation when essential to the continued operation of the debtor”); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (stating that a bankruptcy court’s use of its equitable powers to “authorize the payment of pre-petition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept”); *In re Lehigh & New England Ry. Co.*, 657 F.2d 570, 581 (3rd Cir. 1981) (necessity of payment doctrine “teaches no more than, if payment

of a claim which arose prior to reorganization is essential to the continued operation of the [business] during the reorganization, payment may be authorized even if it is made out of corpus”).¹³

40. The continued service and dedication of the Employees is critical to the Debtors to maintain value of their assets as they move forward with a sale process. Courts have invoked their § 105(a) equitable powers on numerous occasions to authorize the payment of prepetition employee claims when, as in these cases, nonpayment or delay would damage a debtor’s business.

41. Similar relief to that requested herein has been granted in this district relating to the payment of prepetition employee claims in the ordinary course of business. *See In re GMX Resources, Inc., et al*, 13-11456 and affiliated entities at Dkt. No. 74 (Bankr. W.D. Okla., April 3, 2013).

42. In addition, courts in other jurisdictions have granted motions for the payment of prepetition employee claims. *See Sheltered Work-Activity Program, Inc.* 11-80965 (Bankr. E.D. Okla., July 5, 2011); *TSG, Inc. and TSG Holdings-Prague, LLC*, Case No. 06-80899 and 15 affiliated entities (Bankr. E.D. Okla., November 8, 2006); *In re ATP Oil & Gas Corp.*, Case No. 12-36187 (Bankr. S.D. Tex. August 21, 2012); *In re Cano Petroleum, Inc.*, Case No. 12-31549 (Bankr. N.D. Tex. March 16, 2012); *In re Dynege Holdings, LLC*, Case No. 11-38111 (Bankr. S.D.N.Y. November 9, 2011); *In re Otero Cnty. Hosp. Ass’n, Inc.*, Case No. 11-13686 (Bankr.

¹³ *See also In re Financial News Network, Inc.*, 134 B.R. 732, 736 (Bankr. S.D.N.Y. 1991) (prepetition claims may be paid when so doing is “critical to the debtor’s reorganization”); *In re Eagle-Pitcher Indus.*, 124 B.R. 1021, 1023 (Bankr. S.D. Ohio 1991) (payment must be “necessary to avert a serious threat to the Chapter 11 process”); *In re Structurlite Plastics Corp.*, 86 B.R. 922, 931 (Bankr. S.D. Ohio 1988) (payment necessary to “permit the greatest likelihood of survival of the debtor and payment of creditors in full or at least proportionately”) (*quoting In re Chateaugay Corp.*, 80 B.R. 279, 287 (S.D.N.Y. 1987)).

D. N.M. September 12, 2011); *In re Stallion Oilfield Services, Inc.*, Case No. 09-13562 (Bankr. D.Del. October 20, 2009).

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 respectfully request that the Court enter an order (i) authorizing them to pay or otherwise honor the Prepetition Employee Obligations; (ii) confirming their right to continue the Employee Programs and all Benefits on a post-petition basis; (iii) confirming that the Debtors are permitted to pay any and all local, state and federal withholding and payroll related or similar taxes relating to prepetition periods; (iv) authorizing the Debtors to pay any prepetition claims owing to the payroll administrator used by the Debtors; (v) directing all banks to honor prepetition checks for payment of the Prepetition Employee Obligations; and (vi) granting such other relief as is just and proper.

Attached hereto as Exhibit 2 is a proposed order granting the relief requested herein.

Respectfully submitted,

s/ Mark A. Craige

Mark A. Craige, OBA No. 1992
-Of the Firm-
CROWE & DUNLEVY
A Professional Corporation
500 Kennedy Building
321 South Boston Avenue
Tulsa, Oklahoma 74103-3313
Telephone: 918.592.9800
Facsimile: 918.592.9801
mark.craige@crowedunlevy.com

and

Lysbeth L. George, OBA No. 30562
-Of the Firm-
CROWE & DUNLEVY
A Professional Corporation
Braniff Building
324 North Robinson Avenue, Suite 100
Oklahoma City, OK 73102-8273
Telephone: (405) 234-3245
Facsimile: (405) 272-5203
lysbeth.george@crowedunlevy.com

PROPOSED COUNSEL FOR DEBTOR

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| Last Name | First Name | Location | Check Date | Pay Cod | Description | Amount | Hours | Pay Rate |
|-----------|------------|----------------|------------|---------|-----------------|--------|-------|----------|
| BENNETT | RAENAH | Morgantown, WV | 4/17/2017 | 0113 | BARTENDER | | | |
| BOWEN | WENDY | Morgantown, WV | 4/17/2017 | 0113 | BARTENDER | | | |
| CLARK | EMILY | Morgantown, WV | 4/17/2017 | 0113 | BARTENDER | | | |
| MESSICK | KAYLA | Morgantown, WV | 4/17/2017 | 0113 | BARTENDER | | | |
| WALKER | DEREK | Morgantown, WV | 4/17/2017 | 0113 | BARTENDER | | | |
| ASMONGA | CAITLIN | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| BLEVINS | SAVANNAH | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| CHICAS | SANDRA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| COIGNE | REANNON | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| CONLAN | HANAH | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| DILLON | HANNAH | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| LEBLANC | JOSHUA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| MOATS | NATASHA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| MUCOLLARI | SEFILDA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| PORTER | ZACHARY | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| ROMEO | GABRIELLA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| SHORT | BRANDON | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| SOCCORSI | JESSICA | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| TENNANT | ASHLEY | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| TURNER | DESTINY | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| VIOLA | EDWARD | Morgantown, WV | 4/17/2017 | DT | DECLARED TIPS | | | |
| GUMP | AARON | Morgantown, WV | 4/17/2017 | 0140 | HRLY SUPERVISOR | | | |
| CLARK | GERALD | Morgantown, WV | 4/17/2017 | 0101 | KITCHEN | | | |
| DORINZI | NICHOLAS | Morgantown, WV | 4/17/2017 | 0101 | KITCHEN | | | |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|---------|----------------|----------------|---------------|
| JACKSON | NASHAUN | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| RODEHEAVER | JAMES | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| STAGGS | TRAVIS | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| SWARTZ | CONNOR | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| THOMAS | TERRY | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| TRIPLETT | JOSEPH | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| YOUNG | JOHN | Morgantown, WV | 4/17/2017 0101 | KITCHEN |
| HASKINS | GEORGE | Morgantown, WV | 4/17/2017 20 | SALARY - MGR |
| WESTON | JUSTIN | Morgantown, WV | 4/17/2017 20 | SALARY - MGR |
| AMENDOLA | NICOLA | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| CURTIS | JON | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| GALL | TARA | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| HICKMAN | SIERRA | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| MURPHY | DARETH | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| STOPER | HAILEY | Bridgeport, WV | 4/17/2017 0113 | BARTENDER |
| ADAMS | RICHARD | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| ALLEN | KASSIDY | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| ARNETT | JESSICA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| AYERS | LISA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| BARBOZA | ARIEL | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| COLLINS | TROY | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| DOUB | CANDICE | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| DUNLOP | KATELIN | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| HANIFAN | EVA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| HICKMAN | TIGER | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|----------|----------------|----------------|---------------|
| HOLLAR | BETHANY | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| HOLT | CHEYENNE | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| HUGHES | JUSTIN | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| HUGHES | LINDSAY | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| JOHNSON | RAVEN | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| JONES | HANNAH | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| LEWIS | DACIA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| MARTIN | SARAH | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| RICHARDS | KEARSTYN | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| ROBINSON | KATELYN | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| ROMEO | LISA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| SIZEMORE | TAYLOR | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| TURNER | KAYLA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| WILEY | RACHEL | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| WILKINSON | SHOSHANA | Bridgeport, WV | 4/17/2017 DT | DECLARED TIPS |
| ADAMS | DAVID | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| BENSON | TYLER | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| GOOTS | JOHN | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| GREEN | JOHNNY | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| HOLLOWAY | ELLIOTT | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| LYONS | GREYSON | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| PRICE | THOMAS | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| TETER | SCOTT | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| WATKINS | JASON | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |
| ZINN | MARK | Bridgeport, WV | 4/17/2017 0101 | KITCHEN |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|---------|--------|----------------|--------------|--------------|
| SPARKS | VICTOR | Bridgeport, WV | 4/17/2017 04 | SALARY |
| USARY | AMANDA | Bridgeport, WV | 4/17/2017 04 | SALARY |
| FLEMING | SHAWN | Bridgeport, WV | 4/17/2017 20 | SALARY - MGR |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-------------------|-----------|----------------|----------------|---------------|
| DINKINS | DEREK | Carbondale, IL | 4/12/2017 0105 | SERVER |
| DINKINS | DEREK | Carbondale, IL | 4/12/2017 0115 | HOST/HOSTESS |
| DINKINS | DEREK | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| DUNBAR | JARYN | Carbondale, IL | 4/12/2017 0115 | HOST/HOSTESS |
| EBERSOHL | JEREMIAH | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| FISCHER | SUMMER | Carbondale, IL | 4/12/2017 0113 | BARTENDER |
| FISCHER | SUMMER | Carbondale, IL | 4/12/2017 0105 | SERVER |
| FISCHER | SUMMER | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| FLORES | HECTOR | Carbondale, IL | 4/12/2017 0115 | HOST/HOSTESS |
| JONES | DANIEL | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| JONES | DEWAYNE | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| KIMBRELL | MADISON | Carbondale, IL | 4/12/2017 0105 | SERVER |
| KIMBRELL | MADISON | Carbondale, IL | 4/12/2017 0115 | HOST/HOSTESS |
| KIMBRELL | MADISON | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| LEWIS, JR. | VICTOR | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| LUPER | LUCAS | Carbondale, IL | 4/12/2017 0105 | SERVER |
| LUPER | LUCAS | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| MEDINA | ALEXANDER | Carbondale, IL | 4/12/2017 0105 | SERVER |
| MEDINA | ALEXANDER | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| MENTON | JOSEPH | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| MENTON | JOSEPH | Carbondale, IL | 4/12/2017 0201 | KITCHEN OT |
| REED | CLAYTON | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| SCHEIBLE-HA DAVID | | Carbondale, IL | 4/12/2017 0105 | SERVER |
| SCHEIBLE-HA DAVID | | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| SCHMITT | SUSAN | Carbondale, IL | 4/12/2017 04 | SALARY |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|----------|------------|----------------|----------------|------------------|
| SHEPARD | JAMES | Carbondale, IL | 4/12/2017 0101 | KITCHEN |
| SHOEMAKE | SAMANTHA | Carbondale, IL | 4/12/2017 TMIL | TIP TO MINIMUM - |
| SHOEMAKE | SAMANTHA | Carbondale, IL | 4/12/2017 0140 | HRLY SUPERVISOR |
| STANFORD | JOSEPH | Carbondale, IL | 4/12/2017 0105 | SERVER |
| STANFORD | JOSEPH | Carbondale, IL | 4/12/2017 0115 | HOST/HOSTESS |
| STANFORD | JOSEPH | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| WATSON | BLAIR | Carbondale, IL | 4/12/2017 0105 | SERVER |
| WATSON | BLAIR | Carbondale, IL | 4/12/2017 DT | DECLARED TIPS |
| ALLEN | HANNAH | Zainsville, OH | 4/12/2017 0115 | HOST/HOSTESS |
| ALLEN | HANNAH | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| ALLTOP | DELLA | Zainsville, OH | 4/12/2017 0205 | SERVER OT |
| ALLTOP | DELLA | Zainsville, OH | 4/12/2017 0105 | SERVER |
| ALLTOP | DELLA | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| BISHOP | JONATHAN N | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| BOLEN | DONALD | Zainsville, OH | 4/12/2017 04 | SALARY |
| BRENNAN | CHADWICK | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| BRENNAN | CHADWICK | Zainsville, OH | 4/12/2017 0140 | HRLY SUPERVISOR |
| BRENNAN | DANA | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| CARTER | ASHLEIGH | Zainsville, OH | 4/12/2017 0113 | BARTENDER |
| CARTER | ASHLEIGH | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| CRAMER | KRISTEN | Zainsville, OH | 4/12/2017 0106 | SERVER TRAINING |
| CRAMER | KRISTEN | Zainsville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| DODSON | AMY | Zainsville, OH | 4/12/2017 0113 | BARTENDER |
| DODSON | AMY | Zainsville, OH | 4/12/2017 0140 | HRLY SUPERVISOR |
| DODSON | AMY | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------------|-----------|----------------|----------------|------------------|
| ENMEN | KEVIN | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| FEY | JOSEPH | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| FEY | JOSEPH | Zainsville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| FINK | SKYLAR | Zainsville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| FINK | SKYLAR | Zainsville, OH | 4/12/2017 0115 | HOST/HOSTESS |
| FINK | SKYLAR | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| GILLOGLY | ANDREW | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| GOINS | MARKIKA | Zainsville, OH | 4/12/2017 0113 | BARTENDER |
| GOINS | MARKIKA | Zainsville, OH | 4/12/2017 0105 | SERVER |
| GOINS | MARKIKA | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| GOINS | MARKIKA | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| HARDY | WILLIAM | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| JOHNSON | WILLIAM | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| JUHNKE | HEIDI | Zainsville, OH | 4/12/2017 0101 | KITCHEN |
| MAHER | LILA | Zainsville, OH | 4/12/2017 0105 | SERVER |
| MAHER | LILA | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| MOYER | SAMATHA | Zainsville, OH | 4/12/2017 0105 | SERVER |
| MOYER | SAMATHA | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 0113 | BARTENDER |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 0213 | BARTENDER OT |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 0105 | SERVER |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 0140 | HRLY SUPERVISOR |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| RITTENHOUS CARA | | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| SHERFY | CHRISTINA | Zainsville, OH | 4/12/2017 04 | SALARY |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|----------|----------|----------------|----------------|------------------|
| STOTTS | STACEY | Zainsville, OH | 4/12/2017 0205 | SERVER OT |
| STOTTS | STACEY | Zainsville, OH | 4/12/2017 0105 | SERVER |
| STOTTS | STACEY | Zainsville, OH | 4/12/2017 DT | DECLARED TIPS |
| BARR | CHELSEA | Danville, IL | 4/12/2017 0105 | SERVER |
| BARR | CHELSEA | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| BEAULIER | JONATHAN | Danville, IL | 4/12/2017 TMIL | TIP TO MINIMUM - |
| BEAULIER | JONATHAN | Danville, IL | 4/12/2017 0101 | KITCHEN |
| BLACK | ASHTEN | Danville, IL | 4/12/2017 0105 | SERVER |
| BLACK | ASHTEN | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| BRIERLEY | JOHN | Danville, IL | 4/12/2017 TMIL | TIP TO MINIMUM - |
| BRIERLEY | JOHN | Danville, IL | 4/12/2017 0101 | KITCHEN |
| BRINKLEY | JONATHON | Danville, IL | 4/12/2017 0101 | KITCHEN |
| BRINKLEY | JONATHON | Danville, IL | 4/12/2017 0101 | KITCHEN |
| BROWN | JEFFERY | Danville, IL | 4/12/2017 04 | SALARY |
| BROWN | STEVEN | Danville, IL | 4/12/2017 0205 | SERVER OT |
| BROWN | STEVEN | Danville, IL | 4/12/2017 0105 | SERVER |
| BROWN | STEVEN | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| DARNELL | A'BRIAN | Danville, IL | 4/12/2017 0101 | KITCHEN |
| DEVYLDER | ASHLEY | Danville, IL | 4/12/2017 0105 | SERVER |
| DEVYLDER | ASHLEY | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| ELLIS | AUBREY | Danville, IL | 4/12/2017 0115 | HOST/HOSTESS |
| ELLIS | AUBREY | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| GROOVER | STEVEN | Danville, IL | 4/12/2017 0101 | KITCHEN |
| GROOVER | STEVEN | Danville, IL | 4/12/2017 0201 | KITCHEN OT |
| HAWKER | LAUREN | Danville, IL | 4/12/2017 0105 | SERVER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|-----------|--------------|----------------|------------------|
| HAWKER | LAUREN | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| HAWKINS | EMILY | Danville, IL | 4/12/2017 0105 | SERVER |
| HAWKINS | EMILY | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| HOHN | ALLISON | Danville, IL | 4/12/2017 0113 | BARTENDER |
| HOHN | ALLISON | Danville, IL | 4/12/2017 0105 | SERVER |
| HOHN | ALLISON | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| HOLMES | SKYE | Danville, IL | 4/12/2017 0105 | SERVER |
| HOLMES | SKYE | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| KUPCIK | KALYN | Danville, IL | 4/12/2017 TMIL | TIP TO MINIMUM - |
| KUPCIK | KALYN | Danville, IL | 4/12/2017 0115 | HOST/HOSTESS |
| KUPCIK | KALYN | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| LOCKHART | ASHTON | Danville, IL | 4/12/2017 TMIL | TIP TO MINIMUM - |
| LOCKHART | ASHTON | Danville, IL | 4/12/2017 0115 | HOST/HOSTESS |
| LOCKHART | ASHTON | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| MARTINEZ | NICOLAS | Danville, IL | 4/12/2017 0101 | KITCHEN |
| MARTINEZ | NICOLAS | Danville, IL | 4/12/2017 0101 | KITCHEN |
| PASTRIKOS | MICHAEL | Danville, IL | 4/12/2017 0101 | KITCHEN |
| PICKETT | DEONNE | Danville, IL | 4/12/2017 0101 | KITCHEN |
| RIBBE | BRITTANY | Danville, IL | 4/12/2017 0113 | BARTENDER |
| RIBBE | BRITTANY | Danville, IL | 4/12/2017 0105 | SERVER |
| RIBBE | BRITTANY | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| RIBBE | BRITTANY | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| ROBERTS | ELYSSA | Danville, IL | 4/12/2017 0106 | SERVER TRAINING |
| ROYCE | STEPHENIE | Danville, IL | 4/12/2017 0105 | SERVER |
| ROYCE | STEPHENIE | Danville, IL | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|----------|----------------|----------------|------------------|
| STEWART | ABIGAIL | Danville, IL | 4/12/2017 0105 | SERVER |
| STEWART | ABIGAIL | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| TAPIA | YOVANI | Danville, IL | 4/12/2017 0101 | KITCHEN |
| TILLOTSON | KAMI | Danville, IL | 4/12/2017 0113 | BARTENDER |
| TILLOTSON | KAMI | Danville, IL | 4/12/2017 0105 | SERVER |
| TILLOTSON | KAMI | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| TILLOTSON | KAMI | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| TURNER | ROBIN | Danville, IL | 4/12/2017 0113 | BARTENDER |
| TURNER | ROBIN | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| WERNIGK | SCOTT | Danville, IL | 4/12/2017 04 | SALARY |
| ZARATE | AMBER | Danville, IL | 4/12/2017 0105 | SERVER |
| ZARATE | AMBER | Danville, IL | 4/12/2017 DT | DECLARED TIPS |
| BARKSDALE | ARLEISHA | Greenville, MS | 4/12/2017 0105 | SERVER |
| BARKSDALE | ARLEISHA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| BETTS | ROSALYN | Greenville, MS | 4/12/2017 20 | SALARY - MGR |
| BIRKLEY | CLARA | Greenville, MS | 4/12/2017 0118 | MAINT/JANITORIAL |
| BIRKLEY | CLARA | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| BRACKETT | ERNEST | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| BROTHERS | ALISHA | Greenville, MS | 4/12/2017 0105 | SERVER |
| BROTHERS | ALISHA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| BROWN | HALEA | Greenville, MS | 4/12/2017 0105 | SERVER |
| BROWN | HALEA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| CARTER | ERIC | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| CARTER | GERALD | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| CARTER | GERALD | Greenville, MS | 4/12/2017 0101 | KITCHEN |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|---------|-----------|----------------|----------------|------------------|
| CARTER | GERALD | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| CARTER | KIMBERLY | Greenville, MS | 4/12/2017 0105 | SERVER |
| CARTER | KIMBERLY | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| CLARK | NIKKI | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| CLARK | NIKKI | Greenville, MS | 4/12/2017 0105 | SERVER |
| CLARK | NIKKI | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| CLARK | NIKKI | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| DAVIS | ROSETTA | Greenville, MS | 4/12/2017 0240 | HRLY SUPERVISOR |
| DAVIS | ROSETTA | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| DAVIS | ROSETTA | Greenville, MS | 4/12/2017 0140 | HRLY SUPERVISOR |
| FLOWERS | CHIMBREE | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| FLOWERS | CHIMBREE | Greenville, MS | 4/12/2017 0115 | HOST/HOSTESS |
| FLOWERS | CHIMBREE | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| FREEMAN | LATOYA | Greenville, MS | 4/12/2017 0105 | SERVER |
| FREEMAN | LATOYA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| GREEN | DEMETRIUS | Greenville, MS | 4/12/2017 0118 | MAINT/JANITORIAL |
| GREEN | DEMETRIUS | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| GREEN | DEMETRIUS | Greenville, MS | 4/12/2017 0140 | HRLY SUPERVISOR |
| HARRIS | TAMEKA | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| HARRIS | TAMEKA | Greenville, MS | 4/12/2017 0106 | SERVER TRAINING |
| JONES | CATHERINE | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| JONES | MICHAEL | Greenville, MS | 4/12/2017 0105 | SERVER |
| JONES | MICHAEL | Greenville, MS | 4/12/2017 0115 | HOST/HOSTESS |
| JONES | MICHAEL | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| KENNEDY | DOMINIQUE | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|-----------|----------------|----------------|------------------|
| KENNEDY | DOMINIQUE | Greenville, MS | 4/12/2017 0105 | SERVER |
| KENNEDY | DOMINIQUE | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| KIMBLE | LA'TORIA | Greenville, MS | 4/12/2017 0105 | SERVER |
| KIMBLE | LA'TORIA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| LESURE | TIFFANY | Greenville, MS | 4/12/2017 0105 | SERVER |
| LESURE | TIFFANY | Greenville, MS | 4/12/2017 0140 | HRLY SUPERVISOR |
| LESURE | TIFFANY | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| LEWIS | RICHETTA | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| LEWIS | RICHETTA | Greenville, MS | 4/12/2017 0105 | SERVER |
| LEWIS | RICHETTA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| MCELVAINE | TAURNIQWA | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| MCELVAINE | TAURNIQWA | Greenville, MS | 4/12/2017 0105 | SERVER |
| MCELVAINE | TAURNIQWA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| MCELVAINE | TAURNIQWA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| MILES | DEHENRI | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| MITCHELL | PERRY | Greenville, MS | 4/12/2017 0103 | DISHROOM |
| MOORE | DOMINQUE | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| MOORE | DOMINQUE | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| MYLES | LEEWESLY | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| NELLUM | NATIKA | Greenville, MS | 4/12/2017 0103 | DISHROOM |
| PAYNE | JENEA | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| PAYNE | JENEA | Greenville, MS | 4/12/2017 0105 | SERVER |
| PAYNE | JENEA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| PRICE | MYESHIA | Greenville, MS | 4/12/2017 0105 | SERVER |
| PRICE | MYESHIA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|---------------------|-----------|----------------|----------------|------------------|
| RANKINS | DANIELLE | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| RAYFORD | ANTHONY | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| RICHARDSON SHAJUANA | | Greenville, MS | 4/12/2017 0105 | SERVER |
| RICHARDSON SHAJUANA | | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| SHEPHERD | CAROLYN | Greenville, MS | 4/12/2017 0105 | SERVER |
| SHEPHERD | CAROLYN | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| SPLOUNGE | LAKENDRIA | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| SPLOUNGE | LAKENDRIA | Greenville, MS | 4/12/2017 0140 | HRLY SUPERVISOR |
| SPLOUNGE | LAKENDRIA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| THOMAS | DASHIKA | Greenville, MS | 4/12/2017 0113 | BARTENDER |
| THOMAS | DASHIKA | Greenville, MS | 4/12/2017 0105 | SERVER |
| THOMAS | DASHIKA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| THOMAS | DASHIKA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| THOMAS | REGINALD | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| THOMAS | REGINALD | Greenville, MS | 4/12/2017 0106 | SERVER TRAINING |
| THOMAS | REGINALD | Greenville, MS | 4/12/2017 0105 | SERVER |
| THOMAS | REGINALD | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| TOLLIVER | STEDMON | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| VAUGHN | SHAWN | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| WATSON | ANGEL | Greenville, MS | 4/12/2017 0105 | SERVER |
| WATSON | ANGEL | Greenville, MS | 4/12/2017 0115 | HOST/HOSTESS |
| WATSON | ANGEL | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| WATSON | ANGEL | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |
| WATSON | LACONYA | Greenville, MS | 4/12/2017 0105 | SERVER |
| WATSON | LACONYA | Greenville, MS | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|------------|----------------|----------------|------------------|
| WATSON | ROMONA | Greenville, MS | 4/12/2017 04 | SALARY |
| WATSON | ROMONA | Greenville, MS | 4/12/2017 77 | VACATION - MGM1 |
| WELLS | GEORBARRI | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| WEST | WILLIE | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| WILLIAMS | ANGELLA | Greenville, MS | 4/12/2017 0118 | MAINT/JANITORIAL |
| WILLIAMS | ANGELLA | Greenville, MS | 4/12/2017 0101 | KITCHEN |
| WILSON | DENNISHYIA | Greenville, MS | 4/12/2017 TM | TIP TO MINIMUM - |
| WILSON | DENNISHYIA | Greenville, MS | 4/12/2017 0115 | HOST/HOSTESS |
| BENSON | DANNETTE | Jasper, AL | 4/12/2017 0106 | SERVER TRAINING |
| BENSON | DANNETTE | Jasper, AL | 4/12/2017 0105 | SERVER |
| BENSON | DANNETTE | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| BRIDGEMAN | MATTHEW | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| BROWN | ASHLEY | Jasper, AL | 4/12/2017 0140 | HRLY SUPERVISOR |
| CAGLE | SAMANTHA | Jasper, AL | 4/12/2017 0105 | SERVER |
| CAGLE | SAMANTHA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| COGER | WARREN | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| COGER | WARREN | Jasper, AL | 4/12/2017 0201 | KITCHEN OT |
| DAY | MARCIA | Jasper, AL | 4/12/2017 0105 | SERVER |
| DAY | MARCIA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| ELLIS | MARKEL | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| ELLIS | MARKEL | Jasper, AL | 4/12/2017 0201 | KITCHEN OT |
| FITE | ELIZABETH | Jasper, AL | 4/12/2017 04 | SALARY |
| GRIFFITH | DESTINY | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |
| GRIFFITH | DESTINY | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| HARRISON | SHEENA | Jasper, AL | 4/12/2017 TM | TIP TO MINIMUM - |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|-----------|------------|----------------|-----------------|
| HARRISON | SHEENA | Jasper, AL | 4/12/2017 0105 | SERVER |
| HARRISON | SHEENA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| HENRY | CHARLES | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| KELLY | AMANDA | Jasper, AL | 4/12/2017 0105 | SERVER |
| KELLY | AMANDA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| KELLY | JASON | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| LAIRD | KORTNEE | Jasper, AL | 4/12/2017 0113 | BARTENDER |
| LAIRD | KORTNEE | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| LANGSTON | ELESHA | Jasper, AL | 4/12/2017 0113 | BARTENDER |
| LANGSTON | ELESHA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| LIPKIN JR. | EMANUEL | Jasper, AL | 4/12/2017 04 | SALARY |
| LYLE | ASHLEY | Jasper, AL | 4/12/2017 0113 | BARTENDER |
| LYLE | ASHLEY | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MAINHART | ADREAN | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |
| MAINHART | ADREAN | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MILLWOOD | MICHAEL | Jasper, AL | 4/12/2017 07 | VACATION - HRLY |
| MILLWOOD | MICHAEL | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| MOORE | KATELYN | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |
| MOORE | KATELYN | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MORRIS | SHAQUILLE | Jasper, AL | 4/12/2017 0113 | BARTENDER |
| MORRIS | SHAQUILLE | Jasper, AL | 4/12/2017 0105 | SERVER |
| MORRIS | SHAQUILLE | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MORRIS | SHAQUILLE | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MURRAY | SARAH | Jasper, AL | 4/12/2017 0105 | SERVER |
| MURRAY | SARAH | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|---------|-----------|------------|----------------|-----------------|
| MURRAY | SARAH | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| MURRAY | SARAH | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| REED | ELIZABETH | Jasper, AL | 4/12/2017 04 | SALARY |
| ROBERTS | ANGELA | Jasper, AL | 4/12/2017 07 | VACATION - HRLY |
| SHERER | CHRISTA | Jasper, AL | 4/12/2017 0105 | SERVER |
| SHERER | CHRISTA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| SMITH | RONALD | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| STONE | GARRY | Jasper, AL | 4/12/2017 0106 | SERVER TRAINING |
| STONE | GARRY | Jasper, AL | 4/12/2017 0105 | SERVER |
| STONE | GARRY | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| TARTT | KANE | Jasper, AL | 4/12/2017 0105 | SERVER |
| TARTT | KANE | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| TEMPUS | ASHLEY | Jasper, AL | 4/12/2017 0113 | BARTENDER |
| TEMPUS | ASHLEY | Jasper, AL | 4/12/2017 07 | VACATION - HRLY |
| TEMPUS | ASHLEY | Jasper, AL | 4/12/2017 0213 | BARTENDER OT |
| TEMPUS | ASHLEY | Jasper, AL | 4/12/2017 0140 | HRLY SUPERVISOR |
| TEMPUS | ASHLEY | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| VAILES | TORI | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |
| VAILES | TORI | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| WATKINS | JERRETT | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| WISE | MEAGAN | Jasper, AL | 4/12/2017 0105 | SERVER |
| WISE | MEAGAN | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| WOOLEY | THEDDIOUS | Jasper, AL | 4/12/2017 0101 | KITCHEN |
| WORTHEY | PAULA | Jasper, AL | 4/12/2017 0106 | SERVER TRAINING |
| WORTHEY | PAULA | Jasper, AL | 4/12/2017 0105 | SERVER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|-----------|----------------------|----------------|------------------|
| WORTHEY | PAULA | Jasper, AL | 4/12/2017 0115 | HOST/HOSTESS |
| WORTHEY | PAULA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| WORTHEY | PAULA | Jasper, AL | 4/12/2017 DT | DECLARED TIPS |
| WRIGHT | DIANA | Jasper, AL | 4/12/2017 TM | TIP TO MINIMUM - |
| WRIGHT | DIANA | Jasper, AL | 4/12/2017 0106 | SERVER TRAINING |
| ALEXANDER | CHACE | St. Clairesville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| ALEXANDER | CHACE | St. Clairesville, OH | 4/12/2017 0115 | HOST/HOSTESS |
| ALEXANDER | CHACE | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| ARCHER | NATASHA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| ARCHER | NATASHA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| ARIGONI | JILL | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| ARIGONI | JILL | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| BEALL | BLAINE | St. Clairesville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| BEALL | BLAINE | St. Clairesville, OH | 4/12/2017 0115 | HOST/HOSTESS |
| BEALL | BLAINE | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| BELL | ALEXIS | St. Clairesville, OH | 4/12/2017 TMOH | TIP TO MINIMUM - |
| BELL | ALEXIS | St. Clairesville, OH | 4/12/2017 0115 | HOST/HOSTESS |
| BELL | ALEXIS | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| BILLETTER | BROOKLYN | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| BLAMEY | ZACHARY | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| BOISE | KELLIE | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| BOISE | KELLIE | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| CANTER | SARA-JANE | St. Clairesville, OH | 4/12/2017 20 | SALARY - MGR |
| COUCH | MICHELLE | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| DANIELSON | RACHEL | St. Clairesville, OH | 4/12/2017 0113 | BARTENDER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|-----------|----------|----------------------|----------------|---------------|
| DANIELSON | RACHEL | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| DANIELSON | RACHEL | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| DANIELSON | RACHEL | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| DAVIS | ERIKA | St. Clairesville, OH | 4/12/2017 0113 | BARTENDER |
| DAVIS | ERIKA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| DAVIS | ERIKA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| DAVIS | ERIKA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| DENOBLE | TIFFANY | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| DENOBLE | TIFFANY | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| DENSON | SHAWN | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| FRENCH | SHANNON | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| FRENCH | SHANNON | St. Clairesville, OH | 4/12/2017 0201 | KITCHEN OT |
| GING | MEGAN | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| GING | MEGAN | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| KNIGHT | BENJIMIN | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| KNIGHT | BENJIMIN | St. Clairesville, OH | 4/12/2017 0201 | KITCHEN OT |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 0113 | BARTENDER |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 0113 | BARTENDER |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 0213 | BARTENDER OT |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| KOVALYK | CLARA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| KURUCZ | DAVID | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| LEPIC | JOHANNAH | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| LEPIC | JOHANNAH | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|---------|----------------------|----------------|---------------|
| LINAWEAVER | JAKE | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| MCCRACKEN | BROOKE | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| MCCRACKEN | BROOKE | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| MONROE | JUSTIN | St. Clairesville, OH | 4/12/2017 20 | SALARY - MGR |
| NORMAN | SHAELIN | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| NORMAN | SHAELIN | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| PAYNE | BRIAN | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| PEMPEK | HEIDI | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| PEMPEK | HEIDI | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| PERRY | CURTIS | St. Clairesville, OH | 4/12/2017 04 | SALARY |
| REDMOND | JULIA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| REDMOND | JULIA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| SPRYN | BRITNEE | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| SPRYN | BRITNEE | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| UNDERWOOD | BRETT | St. Clairesville, OH | 4/12/2017 0113 | BARTENDER |
| UNDERWOOD | BRETT | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| UNDERWOOD | BRETT | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| UNDERWOOD | BRETT | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| UNDERWOOD | JOSH | St. Clairesville, OH | 4/12/2017 0101 | KITCHEN |
| WARREN | DIANA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| WARREN | DIANA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| WILLIAMS | MARISA | St. Clairesville, OH | 4/12/2017 0105 | SERVER |
| WILLIAMS | MARISA | St. Clairesville, OH | 4/12/2017 DT | DECLARED TIPS |
| ARNER | GEORGE | Washington, PA | 4/12/2017 20 | SALARY - MGR |
| BAUER | JACK | Washington, PA | 4/12/2017 0105 | SERVER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|----------------------|---------|----------------|----------------|-----------------|
| BAUER | JACK | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| COMFORT | ASHLEY | Washington, PA | 4/12/2017 0105 | SERVER |
| COMFORT | ASHLEY | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| FELITSKY | JULIA | Washington, PA | 4/12/2017 0113 | BARTENDER |
| FELITSKY | JULIA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| HAWKINS | REBECCA | Washington, PA | 4/12/2017 0101 | KITCHEN |
| JOHNSON | TASIA | Washington, PA | 4/12/2017 0105 | SERVER |
| JOHNSON | TASIA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| KNESTRICK JF JOHN | | Washington, PA | 4/12/2017 0101 | KITCHEN |
| LAIPPLE | JESSICA | Washington, PA | 4/12/2017 0113 | BARTENDER |
| LAIPPLE | JESSICA | Washington, PA | 4/12/2017 0105 | SERVER |
| LAIPPLE | JESSICA | Washington, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| LAIPPLE | JESSICA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| LAIPPLE | JESSICA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| LUNARDINI | MATHEW | Washington, PA | 4/12/2017 0105 | SERVER |
| LUNARDINI | MATHEW | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| MATHEWS | BRYAN | Washington, PA | 4/12/2017 07 | VACATION - HRLY |
| MATHEWS | KYLE | Washington, PA | 4/12/2017 0105 | SERVER |
| MATHEWS | KYLE | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| MCCONNELL EMILY | | Washington, PA | 4/12/2017 0113 | BARTENDER |
| MCCONNELL EMILY | | Washington, PA | 4/12/2017 0105 | SERVER |
| MCCONNELL EMILY | | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| MCCONNELL EMILY | | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| MCELHANEY ALEXANDRIA | | Washington, PA | 4/12/2017 0115 | HOST/HOSTESS |
| MCELHANEY ALEXANDRIA | | Washington, PA | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|----------|-------------------|----------------|------------------|
| MCMAHON | AURORA | Washington, PA | 4/12/2017 0105 | SERVER |
| MCMAHON | AURORA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| MINGO | ZACHARY | Washington, PA | 4/12/2017 0101 | KITCHEN |
| NARIGON | RAMIRO | Washington, PA | 4/12/2017 0101 | KITCHEN |
| OLIVERIO | JUSTIN | Washington, PA | 4/12/2017 0101 | KITCHEN |
| RIVERA | KATARINA | Washington, PA | 4/12/2017 0105 | SERVER |
| RIVERA | KATARINA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| SEARCY | JOE | Washington, PA | 4/12/2017 0101 | KITCHEN |
| SLAVEN | BRANDEN | Washington, PA | 4/12/2017 04 | SALARY |
| SLAVEN | BRANDEN | Washington, PA | 4/12/2017 77 | VACATION - MGMT |
| SPENCER | MALIYAH | Washington, PA | 4/12/2017 0115 | HOST/HOSTESS |
| SPENCER | MALIYAH | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| STASIEWSKI | ALAN | Washington, PA | 4/12/2017 04 | SALARY |
| STASIEWSKI | LAUREN | Washington, PA | 4/12/2017 0113 | BARTENDER |
| STASIEWSKI | LAUREN | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| STUFFLET | KRISTINE | Washington, PA | 4/12/2017 0105 | SERVER |
| STUFFLET | KRISTINE | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| WHITE | MYRANDA | Washington, PA | 4/12/2017 0115 | HOST/HOSTESS |
| WHITE | MYRANDA | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| WOOD | AUBREE | Washington, PA | 4/12/2017 TM | TIP TO MINIMUM - |
| WOOD | AUBREE | Washington, PA | 4/12/2017 0105 | SERVER |
| WOOD | AUBREE | Washington, PA | 4/12/2017 0115 | HOST/HOSTESS |
| WOOD | AUBREE | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| WOOD | AUBREE | Washington, PA | 4/12/2017 DT | DECLARED TIPS |
| BEAVER | JOYCE | State College, PA | 4/12/2017 0105 | SERVER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|-----------|-------------------|----------------|-----------------|
| BEAVER | JOYCE | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| COLEMAN | ELIZABETH | State College, PA | 4/12/2017 20 | SALARY - MGR |
| COOK | LINDSEY | State College, PA | 4/12/2017 0105 | SERVER |
| COOK | LINDSEY | State College, PA | 4/12/2017 0105 | SERVER |
| COOK | LINDSEY | State College, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| COOK | LINDSEY | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| DAVIDSON | TRINA | State College, PA | 4/12/2017 0115 | HOST/HOSTESS |
| DAVIDSON | TRINA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| DENOCHICK | ASHLEY | State College, PA | 4/12/2017 0105 | SERVER |
| DENOCHICK | ASHLEY | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| DERSTINE | CARLY | State College, PA | 4/12/2017 0115 | HOST/HOSTESS |
| DERSTINE | CARLY | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| DUPLA | RHIANNA | State College, PA | 4/12/2017 0105 | SERVER |
| DUPLA | RHIANNA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| EISENHUTH | JONATHAN | State College, PA | 4/12/2017 0106 | SERVER TRAINING |
| EISENHUTH | JONATHAN | State College, PA | 4/12/2017 0105 | SERVER |
| EISENHUTH | JONATHAN | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| GIANOPOULC | ALEXIS | State College, PA | 4/12/2017 0105 | SERVER |
| GIANOPOULC | ALEXIS | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| GIANOPOULC | TIANA | State College, PA | 4/12/2017 0113 | BARTENDER |
| GIANOPOULC | TIANA | State College, PA | 4/12/2017 0105 | SERVER |
| GIANOPOULC | TIANA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| GIANOPOULC | TIANA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| GRENOBLE | DAWN | State College, PA | 4/12/2017 0113 | BARTENDER |
| GRENOBLE | DAWN | State College, PA | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|---------|-------------------|----------------|-----------------|
| GROVER | SHARON | State College, PA | 4/12/2017 04 | SALARY |
| HALL | KAITLYN | State College, PA | 4/12/2017 0101 | KITCHEN |
| HALL | KAITLYN | State College, PA | 4/12/2017 0115 | HOST/HOSTESS |
| HALL | KAITLYN | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| HASTINGS | JASON | State College, PA | 4/12/2017 0101 | KITCHEN |
| HASTINGS | JASON | State College, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| HOFF III | DONALD | State College, PA | 4/12/2017 0101 | KITCHEN |
| HOFF III | DONALD | State College, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| HOPKINS | MIKAYLA | State College, PA | 4/12/2017 0205 | SERVER OT |
| HOPKINS | MIKAYLA | State College, PA | 4/12/2017 0113 | BARTENDER |
| HOPKINS | MIKAYLA | State College, PA | 4/12/2017 0105 | SERVER |
| HOPKINS | MIKAYLA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| HOPKINS | MIKAYLA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| IRVIN | SARA | State College, PA | 4/12/2017 0115 | HOST/HOSTESS |
| IRVIN | SARA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| JUKES | KATIE | State College, PA | 4/12/2017 0101 | KITCHEN |
| KARN | EMILY | State College, PA | 4/12/2017 0105 | SERVER |
| KARN | EMILY | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| KEPHART JR | KENNETH | State College, PA | 4/12/2017 0101 | KITCHEN |
| KEPHART JR | KENNETH | State College, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| KEPHART JR | KENNETH | State College, PA | 4/12/2017 0201 | KITCHEN OT |
| MCNELIS | LYDIA | State College, PA | 4/12/2017 0105 | SERVER |
| MCNELIS | LYDIA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| MIELE | MYRANDA | State College, PA | 4/12/2017 0105 | SERVER |
| MIELE | MYRANDA | State College, PA | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|------------|---------|-------------------|----------------|---------------|
| MINGLE | MARA | State College, PA | 4/12/2017 0105 | SERVER |
| MINGLE | MARA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| PARASKEVAS | VASIL | State College, PA | 4/12/2017 0101 | KITCHEN |
| RISER | KARLEY | State College, PA | 4/12/2017 0105 | SERVER |
| RISER | KARLEY | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| ROYER | MIKAELA | State College, PA | 4/12/2017 0105 | SERVER |
| ROYER | MIKAELA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| SCHIRMER | LYNDA | State College, PA | 4/12/2017 0105 | SERVER |
| SCHIRMER | LYNDA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| SHERMAN | MORGAN | State College, PA | 4/12/2017 0115 | HOST/HOSTESS |
| SHERMAN | MORGAN | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| SIMMONS | ERIC | State College, PA | 4/12/2017 0101 | KITCHEN |
| STOLTZ | RACHEL | State College, PA | 4/12/2017 0105 | SERVER |
| STOLTZ | RACHEL | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| STROUSE | SARA | State College, PA | 4/12/2017 0113 | BARTENDER |
| STROUSE | SARA | State College, PA | 4/12/2017 DT | DECLARED TIPS |
| SWANGER | SHANE | State College, PA | 4/12/2017 0101 | KITCHEN |
| TRIMBLE | JOHN | State College, PA | 4/12/2017 0101 | KITCHEN |
| WERT | JUSTIN | State College, PA | 4/12/2017 0101 | KITCHEN |
| ALICEA | JOSEPH | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| ARNER | GEORGE | Selinsgrove, PA | 4/12/2017 20 | SALARY - MGR |
| BANGHART | CRYSTAL | Selinsgrove, PA | 4/12/2017 04 | SALARY |
| BURTON | TUCKER | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| CORTES | MAEGAN | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| CORTES | MAEGAN | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|----------|-----------|-----------------|----------------|-----------------|
| DIETZ | STEPHANIE | Selinsgrove, PA | 4/12/2017 0113 | BARTENDER |
| DIETZ | STEPHANIE | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| GOODLING | NOAH | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| GRAY | ASHLEY | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| GRAY | ASHLEY | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| GROVER | TIMOTHY | Selinsgrove, PA | 4/12/2017 04 | SALARY |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 0205 | SERVER OT |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 0240 | HRLY SUPERVISOR |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 0113 | BARTENDER |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| HARMON | BOBBI | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| HERROLD | COLLIN | Selinsgrove, PA | 4/12/2017 0103 | DISHROOM |
| HERROLD | COLLIN | Selinsgrove, PA | 4/12/2017 0115 | HOST/HOSTESS |
| KUHNS | ERICA | Selinsgrove, PA | 4/12/2017 0115 | HOST/HOSTESS |
| KUHNS | ERICA | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| LARK | CYNTHIA | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| LARK | CYNTHIA | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| LOHR | DELFINA | Selinsgrove, PA | 4/12/2017 0115 | HOST/HOSTESS |
| LOHR | DELFINA | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| MILLER | BARRY | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| MURPHY | JUSTIN | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| MURPHY | JUSTIN | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| PAULL | ASHLEY | Selinsgrove, PA | 4/12/2017 0105 | SERVER |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

| | | | | |
|----------|----------|-----------------|-----------------|-----------------|
| PAULL | ASHLEY | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| PORR | KRISTEN | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| PORR | KRISTEN | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| PORR | MICAH | Selinsgrove, PA | 4/12/2017 0115 | HOST/HOSTESS |
| PORR | MICAH | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| RHOADS | TYLER | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| RIVERA | NICKYA | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| RIVERA | NICKYA | Selinsgrove, PA | 4/12/2017 0140 | HRLY SUPERVISOR |
| RIVERA | NICKYA | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| SUHOVSKY | ARIELLE | Selinsgrove, PA | 4/12/2017 0113 | BARTENDER |
| SUHOVSKY | ARIELLE | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| SUHOVSKY | ARIELLE | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| SUHOVSKY | ARIELLE | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| UREY | JACOB | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| VANHORN | TIFFANY | Selinsgrove, PA | 4/12/2017 0101 | KITCHEN |
| WILLIAMS | CHANTILE | Selinsgrove, PA | 4/12/2017 0113 | BARTENDER |
| WILLIAMS | CHANTILE | Selinsgrove, PA | 4/12/2017 0106 | SERVER TRAINING |
| WILLIAMS | CHANTILE | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| ZERBE | LEAH | Selinsgrove, PA | 4/12/2017 0105 | SERVER |
| ZERBE | LEAH | Selinsgrove, PA | 4/12/2017 DT | DECLARED TIPS |
| DAVIS | DOUGLAS | Corporate | 4/12/2017 04 | SALARY |
| FITE | MATTHEW | Corporate | 4/12/2017 04 | SALARY |
| FITE | MATTHEW | Corporate | 4/12/2017 CARNT | CAR ALLOWANCE-I |
| GROVER | TIMOTHY | Corporate | 4/12/2017 04 | SALARY |
| GROVER | TIMOTHY | Corporate | 4/12/2017 04 | SALARY |

This Portion Has Been Redacted. If you desire a complete copy, please contact counsel for Debtors at 405-234-3245 or by email at lysbeth.george@crowedunlevy.com

GROVER TIMOTHY Corporate 4/12/2017 CARNT CAR ALLOWANCE-I

**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 ORDER UNDER 11 U.S.C. §§ 105, 363 AND 507, (I) AUTHORIZING THEM TO PAY OR OTHERWISE HONOR PREPETITION EMPLOYEE OBLIGATIONS; (II) CONFIRMING THEIR RIGHT TO CONTINUE EMPLOYEE PROGRAMS AND ALL BENEFITS ON A POST-PETITION BASIS; (III) CONFIRMING THEY ARE PERMITTED TO PAY ANY AND ALL LOCAL, STATE AND FEDERAL WITHHOLDING AND PAYROLL RELATED OR SIMILAR TAXES RELATING TO PREPETITION PERIODS; (IV) AUTHORIZING THEM TO PAY ANY PREPETITION CLAIMS OWING TO THE PAYROLL ADMINISTRATOR USED BY THE DEBTORS; (V) DIRECTING ALL BANKS TO HONOR PREPETITION CHECKS FOR PAYMENT OF THE PREPETITION EMPLOYEE OBLIGATIONS; AND (VI) GRANTING RELATED RELIEF
[THIS ORDER RELATES TO THE MOTION AT DKT. No. ____]

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

Upon the *Motion for Order under 11 U.S.C. §§ 105, 363 and 507, (I) Authorizing Them to Pay or Otherwise Honor Prepetition Employee Obligations; (II) Confirming Their Right to Continue Employee Programs and All Benefits on a Post-Petition Basis; (III) Confirming They Are Permitted to Pay And and All Local, State and Federal Withholding and Payroll Related or Similar Taxes Relating to Prepetition Periods; (IV) Authorizing Them to Pay Any Prepetition Claims Owing to the Payroll Administrator Used by the Debtors; (V) Directing All Banks to Honor Prepetition Checks for Payment of the Prepetition Employee Obligations and (VI) Granting Related Relief* (the “Employee Wage Motion”) filed by Eateries, Inc., and its affiliated debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”) on April 18, 2017, and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this being a core proceeding under 28 U.S.C. § 157(b); and venue before this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and statutory predicates for the relief requested herein being §§ 105, 363 and 507 of the Bankruptcy Code, and it appearing that the relief requested in the Motion is in the best interests of all parties-in-interest and these estates; and adequate and appropriate notice of the Motion having been provided under the circumstances; and based upon the representations of the moving parties set forth in the Motion, and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED AND DECREED THAT**

1. The Motion is **GRANTED** in all respects.
2. The Debtors are authorized to pay or otherwise honor the Prepetition Employee Obligations to, or for the benefit of, their Employees.
3. The Debtors are authorized to continue on a post-petition basis each of the Employee Programs in effect immediately prior to the filing of these cases.

4. The Debtors are authorized to pay any and all withholding taxes (local, state and federal), whether such taxes relate to the period before or after the Petition Date.

5. The Debtors are authorized to pay to third parties any and all amounts deducted from Employee paychecks for payments on behalf of Employees, including, without limitation, garnishments, charitable contributions, support payments, tax levies, benefit plans, insurance programs and other similar programs.

6. The Debtors are authorized, but not required, to continue their retention of any third-party administrators, agents, consultants or providers post-petition, and are further authorized to pay any prepetition claims of such Administrators arising from the Employee Programs as necessary to insure the uninterrupted delivery of Employee payments or benefits, and to continue such payments post-petition in the ordinary course of their business in order to ensure the uninterrupted delivery of payments or other benefits to the Employees.

7. The banks upon which any checks are drawn in payment of the Prepetition Employee Obligations, either before, on or after the Petition Date, are authorized and directed to honor such checks upon presentation of any such checks. Such banks are authorized and directed to rely on the representations of the Debtors as to which checks are in payment of the Prepetition Employee Obligations

8. The Debtors are authorized to issue new post-petition checks to replace any checks that may be dishonored notwithstanding the foregoing authorization, and to reimburse any expenses that Employees may incur as a result of any bank's failure to honor a prepetition check.

9. Any party receiving payment from the Debtors is authorized and directed to rely upon the representation of the Debtors as to which payments are authorized by this Order.

10. All payments authorized pursuant to this Order shall be made pursuant to, and in compliance with, the terms of any debtor-in-possession financing that is approved by order of this Court and the budget in connection therewith and the terms of such orders.

11. Neither the provisions contained herein, nor any actions or payments made by the Debtors pursuant to the Motion, shall be deemed as assumption or adoption of any policy, program, practice, contract or agreement, or shall otherwise affect the Debtors' right under 11 U.S.C. § 365 to assume or reject any executory contract.

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

####

APPROVED FOR ENTRY:

/s/Mark A. Craige

Mark A. Craige, OBA No. 1992

-Of the Firm-

CROWE & DUNLEVY

A Professional Corporation

500 Kennedy Building

321 South Boston Avenue

Tulsa, Oklahoma 74103-3313

Telephone: 918.592.9800

Facsimile: 918.592.9801

mark.craige@crowedunlevy.com

and

Lysbeth L. George, OBA No. 30562

-Of the Firm-

CROWE & DUNLEVY

A Professional Corporation

Braniff Building

324 North Robinson Avenue, Suite 100

Oklahoma City, OK 73102-8273

Telephone: (405) 234-3245

Facsimile: (405) 272-5203

lysbeth.george@crowedunlevy.com

**Proposed Attorneys for
Debtors and Debtors in Possession**