



Dated: April 26, 2017

The following is ORDERED:

Sarah A Hall
United States Bankruptcy Judge

**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 AUTHORIZING PAYMENT OF THE
PREPETITION CLAIMS OF CRITICAL TRADE CREDITORS**
[This Order Corresponds to the Motion at Docket No. 36]

This matter came on for consideration pursuant to the Amended Motion for Order Pursuant to 11 U.S.C. § 105 Authorizing Payment of Prepetition Claims of Critical Trade Creditors ("Motion") [Dkt. No. 36], filed by Eateries, Inc. ("Eateries") and GRP of Zanesville, LLC ("Zanesville") debtors and debtors-in-possession (collectively the "Debtors") filed on April 19, 2017. Upon consideration

of the Motion, the Affidavit of William C. Liedtke, III, Vice President of Eateries, and Zanesville, in Support of the Debtors' Chapter 11 Petitions and First Day Motions, and for good cause shown, the Court finds that the Motion should be, and is hereby, granted. More specifically, the Court orders that that:

1. Pursuant to § 105(a) of the Bankruptcy Code and subject to the terms of this Order, Debtors are authorized in their discretion, to pay the prepetition Trade Claims² of each Critical Trade Creditor that is listed on Exhibit "1" hereto to the extent that said Critical Trade Creditor agrees to continue to supply goods and/or services to Debtors on Customary Trade Terms; provided, however, that if such Critical Trade Creditor receives payment of a prepetition Trade Claim pursuant to this Order and thereafter refuses to continue to supply goods and/or services to Debtors on Customary Trade Terms during Debtors' chapter 11 cases, then on motion by any party in interest and with the Court's approval, (a) any payments of Trade Claims made by Debtors pursuant to this Order shall be deemed to be post-petition advances which Debtors may recover from such Critical Trade Creditor in cash or in goods or by way of setoff of prepetition or post-petition amounts owing to Debtors by such Critical Trade Creditor, and (b) upon recovery by Debtors, any such prepetition Trade Claims of such Critical Trade Creditor paid after the Petition Date shall be reinstated in the amount so recovered;

2. Debtors are authorized, in their discretion, prior to issuing a payment pursuant to this Order, to obtain written confirmation of the Customary Trade Terms to be supplied by any Critical Trade Creditor;

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

² Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Motion.

3. Debtors may rely on and confirm the Customary Trade Terms described in the immediately preceding paragraphs through a memorandum, whether received by telefax, telex, telegram, express mail, or other customary modes of delivery;

4. Each check issued by Debtors pursuant to this Order shall bear a legend substantially similar to the legend described in the Motion and shall be accompanied by a copy of this Order;

5. A Critical Trade Creditor who accepts a payment made pursuant to this Order shall be deemed to have accepted the terms of this Order;

6. The banks maintaining the accounts upon which checks or drafts dated prior to April 18, 2017, and issued to a Critical Trade Creditor on account of a Trade Claim shall not honor such checks and drafts;

7. The banks maintaining the accounts upon which a check or draft dated on or after April 18, 2017 is issued pursuant to this Order to a Critical Trade Creditor on account of a prepetition Trade Claim are authorized and directed to honor, upon presentation, any such checks or drafts, and such banks are authorized and directed to rely upon the written representations of Debtors as to which of such checks are in payment of Trade Claims pursuant to this Order; provided, however, that there are sufficient funds in Debtors' accounts, whether deposited prepetition or post-petition, to honor such checks or drafts;

8. Nothing in this Order shall impair the ability of Debtors to contest any invoice of a Critical Trade Creditor pursuant to applicable non-bankruptcy law;

9. This Court retains jurisdiction over all matters arising from or related to the implementation of this Order; and

10. Notwithstanding the provisions of any Federal Rule of Bankruptcy Procedure, this Order shall take effect immediately.

MOVANT SHALL NOTIFY ALL INTERESTED PARTIES

IT IS SO ORDERED.

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APPROVED FOR ENTRY:

CROWE & DUNLEVY, P.C.

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Attorneys for Debtors In Possession

Vendor Name	Amount
SOUTHERN GLAZER'S OF IL	716.58
SOUTHERN WINE & SPIRITS OF ILL	580.03
GOETTLER DISTRIBUTING, INC.	496.14
BREAKTHRU BEVERAGE ILLINOIS, LLC	490.12
KOERNER DISTRIBUTOR INC	397.39
CRAIG DISTRIBUTING CO	385.86
PEPSI-COLA COMPANY	274.64
SOUTHERN GLAZER'S WINE & SPIRITS OF MO	222.63
BEVERAGE DISTRIBUTION, INC.	215.66
DEBLASIO BEVERAGE CO., INC.	199.37
GULF DISTRIBUTING CO OF BIRMINGHAM	164
CAPPELLI'S DISTRIBUTING CO., INC.	158.85
DIXIE BEVERAGE COMPANY	70.28
HEIDELBERG DISTRIBUTING	66.72
JARBOE SALES COMPANY	51.08
MISSOURI EAGLE, LLC.	14.8
MITCHELL DIST. - GREENVILLE	13.59
ECOLAB CHICAGO	2,797.03
US FOODS CULINARY EQUIP AND SUPP	1,914.66
MATHESON	1,605.25
ECOLAB PEST ELIMINATION	1,600.23
NUCO2 INC.	1,485.86
A & J REFRIGERATION LLC	1,298.00
HERITAGE PRESS	1,070.38
AMERIPRIDE LINEN AND APPAREL S	711.06
ARAMARK UNIFORM SERVICES, INC.	652.75
TOTAL SYSTEMS CONTROL, INC.	577.72
CLEAN THE UNIFORM CO	562.98
CLEANCARE SMARTLINEN	513.38
MCCORMICK SERVICE	465.84
ECONOMY LINEN AND TOWEL SVC	419.14
AMERIPRIDE LINEN AND APPAREL	416.08
WHEELING LINEN SERVICE	407.74
FRANKLIN MACHINE PRODUCTS	404.41
UNITED LINEN	351.99
ECOLAB FOOD SAFETY SPECIALTIES	303.1
MORGANTOWN AIR SERVICE, INC.	289.91
RETAIL DATA SYSTEMS OF KANSAS	277.63
SANITARY LINEN SERVICE	217.58
LVNV FUNDING LLC	206.46
DEMPSEY UNIFORM & LINEN	205.42
DAVID PANNELL	195
GTS-WELCO	163.72
ALSCO-BIRMINGHAM 63	149.7
ALABAMA REFRIGERATION, HEATING & AIR	135
JACKSON T. MOYER	128.24

BROOKS GREASE SERVICE, INC	120
JOHN HUGHES PLUMBING	90.95
PRAXAIR DISTRIBUTION MID-ATLANTIC	87.17
GREAT LAKES BAR CONTROL	49
NATIONAL EQUIPMENT CO.,INC.	26.75
COREY BROTHERS, INC.	8,576.81
SIRNA & SONS	6,270.82
KEGEL'S PRODUCE	5,230.51
MONTEVERDE'S	4,032.01
ROBERTSON PRODUCE	3,700.81
FORESTWOOD FARM, INC.	3,443.69
MCCARTNEY PRODUCE COMPANY, INC	2,169.81
VERMILLION VALLEY PRODUCE, INC	1,794.54
KIMBALL & THOMPSON PRODUCE CO	1,410.17
LA GRASSO BROTHERS, INC	1,212.67
FRONTIER PRODUCE	1,063.35
PEPPER CREEK FARMS	582.45
PFG-SOMERSET	99,669.60
PFG-BATESVILLE	70383.16
PFG-PHILLY	44,144.17
PERFORMANCE FOOD GROUP, INC	26,540.74
PFG-FOX RIVER	25,389.78
PFG-LITTLE ROCK	12,402.13
Reserve	5,000.00
	347,435.09

Notice Recipients

District/Off: 1087-5

User: tkan

Date Created: 4/26/2017

Case: 17-11444

Form ID: pdf003

Total: 16

Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	Eateries, Inc.	14504 Hertz Quail Springs Parkway	Oklahoma City, OK 73134
ust	United States Trustee	United States Trustee	215 Dean A. McGee Ave., 4th Floor Oklahoma City, OK 73102
cr	SpiritBank	c/o Blaney Tweedy & Tipton, PLLC	P.O. Box 657 Oklahoma City, OK 73101
cr	Practical Investors, LLC	14504 Hertz Quail Springs Parkway	Oklahoma City, OK 73134
cr	Fresh Capital, LLC	14504 Hertz Quail Springs Parkway	Oklahoma City, OK 73134
cr	Fiesta Holdings, Inc.	1101 West Waterloo Road	Edmond, OK 73025
aty	J. Dillon Curran	Conner & Winters LLP	1700 One Leadership Square 211 N Robinson Oklahoma City, OK 73102
aty	Jared Dwain Giddens	Conner & Winters	211 N. Robinson, Suite 1700 One Leadership Square Oklahoma City, OK 73102
aty	Kevin Blaney	Blaney Tweedy & Tipton, PLLC	P.O. Box 657 Oklahoma City, OK 73101-0657
aty	Lysbeth L George	Crowe & Dunlevy	Braniff Building 324 North Robinson Avenue, Suite 100 Oklahoma City, OK 73102
aty	Marjorie J. Creasey	US Trustee Office	215 Dean A McGee Avenue Oklahoma City, OK 73102
aty	Mark A. Craig	Crowe & Dunlevy	500 Kennedy Building 321 S. Boston Tulsa, OK 74103
aty	William H. Hoch	Crowe & Dunlevy	324 North Robinson Avenue, Suite 100 Oklahoma City, OK 73102
smg	Jolene M. Wise	Securities and Exchange Commission	175 W. Jackson Blvd., Suite 900 Chicago, IL 60604
smg	Internal Revenue Service	55 N Robinson Stop 5024	Oklahoma City, OK 73102
smg	Oklahoma Employment Security Commission	PO Box 53039	Oklahoma City, OK 73152-3039

TOTAL: 16