



**Dated: May 12, 2017**

**The following is ORDERED:**

Sarah A Hall  
United States Bankruptcy Judge

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

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

**FINAL ORDER PROVIDING  
ADEQUATE ASSURANCE OF UTILITY PAYMENTS  
[This Order Corresponds To The Motion At Docket No. 34]**

Upon the amended motion, dated February 8, 2016 (the “Motion”), of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order providing adequate assurance of utility payments; and upon the Affidavit of William C. Liedtke, III, Vice-President and Managing Member of Debtors, in Support of Debtors’ Chapter 11

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

Petitions and First Day Motions sworn to on April 17, 2017; and the Court having determined that it has jurisdiction over the matters raised by the Motion and that the relief requested in the Motion is in the best interests of the Debtors, its estate and creditors; and it appearing that proper and adequate notice has been given to the Utilities on April 18 and 19, 2017 by e-mail or facsimile and on April 20, 2017 by first class mail, postage pre-paid, and that no other or further notice is necessary; and no Utilities having objected within the applicable 14-day response deadline of May 2, 2017 ; and upon the record herein; and after due deliberation thereon; it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Amended Motion is granted.
2. Subject to the procedures described below, no Utility<sup>2</sup> may (a) alter, refuse or discontinue utility service to, or discriminate against, the Debtors on the basis of the commencement of this Case or on account of outstanding prepetition invoices or (b) require additional assurance of payment, other than the Proposed Adequate Assurance, as a condition to the Debtors receiving such utility services.
3. A Utility shall be entitled to the Adequate Assurance Deposit provided that (a) it requests such a deposit in writing no later than **May 18, 2017** (the "Request Deadline"); (b) such requesting Utility does not already hold a deposit equal to or greater than the Adequate Assurance Deposit (which existing deposit shall be deemed to be the Adequate Assurance Deposit for purposes of this Motion); and (c) such requesting Utility is not currently paid in advance for its services.

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<sup>2</sup> Capitalized terms not defined herein shall be defined as set forth in the Motion.

4. A Utility that requests and accepts an Adequate Assurance Deposit in accordance with the requirements of the Motion shall be deemed to have (a) stipulated that the Adequate Assurance Deposit constitutes adequate assurance of future payment to such Utility within the meaning of section 366 of the United States Bankruptcy Code (the “Bankruptcy Code”), and (b) waived any right to seek additional adequate assurance during the course of this Case. Any adequate Assurance Deposit requested by, and provided to, any Utility pursuant to the procedures described herein shall be returned to the Debtors at the conclusion of this Case, if not returned or applied earlier.

5. It is further ordered that, no objections having been filed with the Court, the following Adequate Assurance Procedures are approved in all respects:

(a) The Debtors shall serve a copy of this Order on each Utility listed on the Utility Service List within two (2) business days of the date this Order is entered.

(b) If a Utility is not satisfied with the Proposed Adequate Assurance and seeks additional assurances of payment in the form of deposits, prepayments, or otherwise (an “Additional Assurance Request”), it must serve a request upon the Debtors and their counsel at the following address: Crowe & Dunlevy, Attn: Lysbeth L. George, 324 North Robinson Avenue, Oklahoma City, Oklahoma 73102, e-mail address: [lysbeth.george@crowedunlevy](mailto:lysbeth.george@crowedunlevy) within 14 days of service of the Motion.

(c) Any Additional Assurance Request must (i) be made in writing; (ii) set forth the location(s) for which utility services are provided and the relevant account number(s); (iii) describe any deposits, prepayments, or other security currently held by the requesting Utility; (iv) explain why the requesting Utility believes the Proposed Adequate Assurance is insufficient adequate assurance of future payment; and (v) identify, and explain the basis of, the Utility’s proposed adequate assurance requirement under section 366(c)(2) of the Bankruptcy Code.

(d) Upon the Debtors’ timely receipt of an Additional Assurance Request at the address noted above, the Debtors shall have the greater of either (i) 14 days from the receipt of such Additional Assurance Request or (ii) 30 days from the Petition Date (collectively, the “Resolution Period”) to negotiate with the requesting Utility to resolve its Additional Assurance Request. The

Resolution Period may be extended by agreement between the parties.

(e) The Debtors may resolve any Additional Assurance Request by mutual agreement with the requesting Utility and without further order of the Court and may, in connection with any such resolution, provide the requesting Utility with additional adequate assurance of future payment in a form satisfactory to the Utility, including, without limitation, cash deposits, prepayments, and/or other forms of security, if the Debtors believe such additional assurance is reasonable.

(f) If the Debtors determine that an Additional Assurance Request is not reasonable, and is unable to resolve such request during the Resolution Period, the Debtors will request, during or immediately after the Resolution Period, a hearing before this Court to determine the adequacy of assurances of payment made to the requesting Utility (the "Determination Hearing"), pursuant to section 366(c)(3)(A) of the Bankruptcy Code.

(g) Pending the resolution of the Additional Assurance Request outlined herein at a Determination Hearing, the requesting Utility shall be restrained from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

(h) Any Utility that does not comply with the Adequate Assurance Procedures is deemed to find the Proposed Adequate Assurance satisfactory to it and is forbidden from discontinuing, altering, or refusing service on account of any unpaid prepetition charges, or requiring additional assurance of payment (other than the Proposed Adequate Assurance).

6. Any Utility that does not request an Adequate Assurance Deposit by the Request Deadline shall be deemed to have adequate assurance that is satisfactory to it, within the meaning of section 366 of the Bankruptcy Code.

7. All payments of Adequate Assurance Deposits, prepayments, or other payments contemplated herein shall be subject to the terms of any orders authorizing debtor-in-possession financing and the use of cash collateral entered by the Court and budgets submitted by the Debtors with respect to the same.

8. A Utility shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code unless and until: (a) the Debtors agree to (i) an Adequate Assurance Request, (ii) an Additional Assurance Request, or (iii) an alternative assurance of payment with the Utility during the Resolution Period; or (b) this Court enters an order at any Determination Hearing requiring that additional adequate assurance of payment be provided.

9. The Debtors are authorized to amend the Utility Service List to add or to delete any Utility, and this Order shall apply to any such Utility that is subsequently added to the Utility Service List. Any newly identified Utility added to the Utility Service List shall have until the later of fourteen (14) days from the date of service and thirty (30) days from the date of this Order to serve an Additional Assurance Request or Procedures Objection in compliance with the Adequate Assurance Procedures. The Debtors shall have the periods specified in the Adequate Assurance Procedures to seek to resolve any such request by mutual agreement with the Utility without further order of the Court or to request a Determination Hearing with the Court to determine the adequacy of assurance of payment with respect to such Utility in accordance with such procedures. Nothing herein constitutes a finding that an entity is or is not a Utility hereunder or under section 366 of the Bankruptcy Code, whether or not such entity is listed on the Utility Service List.

10. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry. This order shall be deemed a Final Order to any Utility that does not file a Procedures Objection as described herein.

11. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

[Findings of fact are based upon representation of counsel pursuant to Local Rule 9013-1 L.1.]

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APPROVED FOR ENTRY:

**CROWE & DUNLEVY**

/s/William H. Hoch

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AND

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COUNSEL FOR DEBTORS

### Notice Recipients

District/Off: 1087-5

User: tkan

Date Created: 5/12/2017

Case: 17-11444

Form ID: pdf003

Total: 10

**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
aty	Crowe & Dunlevy P.C.	500 Kennedy Building	321 South Boston Avenue Tulsa, OK 74103-3313
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: 10