

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

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

**DEBTORS’ NOTICE OF WITNESSES AND EXHIBITS FOR HEARING ON DEBTORS’  
MOTION FOR AN ORDER (A) APPROVING THE SALE  
OF THE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,  
ENCUMBRANCES, AND INTERESTS TO THE WINNING BIDDER; AND  
(B) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED LEASES OF THE DEBTOR**

Eateries, Inc. (“Eateries”) and GRP of Zanesville, LLC (“Zanesville”) (collectively the “Debtors”), pursuant to Local Bankruptcy Rule 9014-1, submits this Notice of Witnesses and Exhibits (the “Notice”) and provides the following (i) brief description of exhibits to potentially be offered, (ii) names of all witnesses to potentially be called, and (iii) an estimated length of time for DEBTORS to present evidence and argument at the Hearing on the *Motion For An Order (a) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests to the Winning Bidder; and (b) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases of the Debtor And Notice of Opportunity for Hearing* [Dkt. #141] (the “Sale Motion”), to be held on September 27, 2017 at 9:30 a.m. before the Honorable Sarah A. Hall in the 9th Floor Courtroom, 215 Dean A. McGee Avenue, Oklahoma City, OK, 73102 (the “Hearing”).

**WITNESSES**

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

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

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

### **EXHIBITS**

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

<b>No.</b>	<b>DESCRIPTION</b>
1	Petition [Dkt. #1]
2	Amended Disclosure Statement [Dkt. #3]
3	Affidavit of William C. Liedtke, III in Support of First Day Motions and Applications [Dkt. #10]
4	Motion For An Order (a) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests to the Winning Bidder; and (b) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases of the Debtor And Notice of Opportunity for Hearing [Dkt. #141]
5	Debtors' Motion for an Order (A) Establishing Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notices, (C) Scheduling Dates for an Auction and Sale Hearing, (D)

	Authorizing and Approving the Form of a Stalking Horse Asset Purchase Agreement; and (E) Approving Procedures to Determine Cure Amounts Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Notice of Opportunity for Hearing [Dkt. #142]
6	Response of the United States Trustee to the Debtors' Motion for an Order (A) Approving the Sale of the Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests to the Winning Bidder; and (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases of the Debtor [Dkt. #148]
7	Debtors' Supplement to Motion for an Order (A) Establishing Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notices, (C) Scheduling Dates for an Auction and Sale Hearing, (D) Authorizing and Approving the Form of a Stalking Horse Asset Purchase Agreement; and (E) Approving Procedures to Determine Cure Amounts Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [Dkt. #150]
8	Declaration of David Payne [Dkt. #162]
9	Amended Supplement to Bid Procedures [Dkt. #163]
10	Debtors' Amendment to the Supplement to Motion for an Order (A) Establishing Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notices, (C) Scheduling Dates for an Auction and Sale Hearing, (D) Authorizing and Approving the Form of a Stalking Horse Asset Purchase Agreement; and € Approving Procedures to Determine Cure Amounts Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases [Dkt. #164]
11	Supplemental Declaration of David Payne [Dkt. #165]
12	Order Granting Motion for Order Establishing Bidding Procedures and Manner and Form of Notice for Sale of Assets of Debtors and Approving Procedures to Determine Cure Amounts And Scheduling Dates for an Auction and Sale Hearing, And Authorizing and Approving The Form of a Stalking Horse Asset Purchase agreement [Dkt. #173]
13	Notice of Continued Hearing [Dkt. #175]
14	Amended Certificate of Service [Dkt. #176]
15	Certificate of Service [Dkt. #177]

16	Notice of Intent to Assume and Assign Executory Contracts and Unexpired Leases [Dkt. #191]
17	Certificate of Service [Dkt. #192]
18	Amended Notice of Intent to Assume and Assign Executory Contracts and Unexpired Leases [Dkt. #193]
19	Stalking Horse Purchaser's Reply in Support of Inclusion of Injunctive Relief in Order Approving Sale [Dkt. #194]
20	Certificate of Service [Dkt. #195]
21	Report of Sale (to be filed in advance of Hearing)
22	All pleadings filed in this case as of the time of the Hearing
23	Rebuttal Exhibits
24	All exhibits listed by any other party not otherwise objected to by Debtors
25	Debtors reserve the right to supplement this list, if necessary.

**ESTIMATED LENGTH OF TIME TO PRESENT EVIDENCE AND ARGUMENT**

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

**RESERVATION OF RIGHTS**

The foregoing Notice is being submitted based on information reasonably available to Debtors at this time and without waiving any objection as to relevance, materiality, or admissibility of evidence at the Hearing. Debtors reserve the right at any time to amend, revise, correct, supplement or clarify this Notice.

Respectfully submitted,

s/ Mark A. Craige

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PROPOSED COUNSEL FOR DEBTORS

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 13th day of September, 2017, I caused the foregoing document to be transmitted to the Court Clerk for electronic filing and transmittal of a Notice of Electronic Filing to all ECF registrants in this case.

*s/Mark A. Craige*

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