



Dated: April 25, 2017

The following is ORDERED:

Sarah A Hall

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 GRANTING DEBTORS' AMENDED 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 AND NOTICE OF OPPORTUNITY FOR HEARING
[THIS ORDER RELATES TO THE MOTION AT DKT. No.33]

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

Upon the *Amended 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 19, 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/William H. Hoch

William H. Hoch, OBA No. 15788
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
will.hoch@crowedunlevy.com
lysbeth.george@crowedunlevy.com

And

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

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