



Dated: May 26, 2017

The following is ORDERED:

A handwritten signature in black ink, reading "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 ESTABLISHING PROCEDURES FOR THE INTERIM
COMPENSATION OF PROFESSIONALS
[This Order Relates to the Motion at Docket No. 24]**

Before this Court is the motion ("Motion") under 11 U.S.C. §§ 105(a) and 331 to Establish Procedures for the Interim Compensation of Professionals [Dkt. No. 24] filed by Eateries, Inc. and GRP of Zanesville, LLC (collectively, "Debtors") on April 18, 2017. The following are based upon representation of counsel:

1. The Motion, was electronically served using the Court's CM/ECF system upon

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

those parties registered for electronic service on April 18, 2017, and via the United States Postal Service, first-class mail, postage pre-paid, to the Debtors, the Debtors' counsel, the United States Trustee, all creditors in the underlying bankruptcy case, in accordance with FRBP 2002(a) and Local Bankruptcy Rule 9013-1(J) on April 20, 2017;

2. No objection has been filed or served within the time prescribed under FRBP 2002(a), such period having expired on May 11, 2017; and

3. The Motion may be granted pursuant to Local Bankruptcy Rule 9013-1(E).

IT IS THEREFORE ORDERED by 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, their estates and creditors; a; and upon the record herein; and after due deliberation thereon; it is hereby, **ORDERED, ADJUDGED AND DECREED THAT:**

1. The motion is granted.

2. Unless otherwise ordered by the Court, the following procedures shall apply to all court-approved professionals employed by the Debtors:

a. On or before the 20th day of every other month, each professional may submit a bi-monthly fee statement ("Fee Statement") to (i) counsel for the United States Trustee, (ii) counsel for SpiritBank (the "Lender") and (iii) counsel for the Committee, if appointed. Such Fee Statements shall describe and itemize the fees and expenses (in accordance with the guidelines promulgated by the UST) incurred within such period, together with (i) a summary setting for the total amount of fees; (ii) each professional's (and any paraprofessional's) hourly rate; (iii) total time and fees; (iv) the amount of reimbursable expenses sought; and (v) the amount of any prepetition retainer held by the professional.

b. In the event that an entity set forth in subparagraph (a) has an objection to the compensation or reimbursement sought in a particular Fee Statement, such entity shall, no later than 20 days after receipt of the Fee

Statement, serve upon the professional whose Fee Statement is objected to and the other parties designated in subparagraph (a) a written “Notice of Objection to Fee Statement” setting forth with specificity the nature of the objection by time entry and the amount of fees or expenses at issue. Thereafter, the objecting party and the professional whose statement is objected to shall attempt to reach an agreement regarding the correct payment to be made. If the parties are unable to reach an agreement on the objection within 20 days after receipt of such objection, the professional whose Fee Statement is objected to shall have the option of (i) filing a motion seeking payment of the disputed amount with the Court, or (ii) foregoing payment of the disputed amount until the next interim fee application hearing, at which time the Court will consider and dispose of the objection if payment of the disputed amount is requested.

c. Promptly after the expiration of the 20-day period described above, if no objection has been served in accordance with subparagraph (b), the Debtors shall pay 80% of the fees and 100% of the expenses requested in the Fee Statement. If the Debtors receive an objection to a Fee Statement, the Debtor shall withhold payment of the disputed amount and promptly pay the remainder based upon the percentages set forth above.

d. Any and all payments made pursuant to the procedures in 2.c above shall be held in trust pending a duly entered order approving such amounts paid as provided in 2.e et seq. below.

e. The first Fee Statement may be submitted by each of the professionals on or before June 15, 2017 and shall cover the period from the Petition Date through June 1, 2017.

f. Every 3 months, on or before the 45th day following the last day of the period for which compensation is sought, each of the professionals shall file with the Court and serve on those parties identified in subparagraph (a) and the parties on the Master Service List an application for interim approval and allowance pursuant to 11 U.S.C. § 331, of the fees and expenses requested for the prior 3 months. The first interim applications shall be filed on or before August 21, 2017, and shall cover the period from the Petition Date through and including July 31, 2017. Any professional who fails to file an interim application when due, or who does not file an appropriate pleading explaining why such application has not been filed, shall be ineligible to receive further interim payments of fees or expenses as provided for herein until such time as the application is submitted.

g. Upon the conclusion of a professional's employment by the estate, such professional shall file a Final Fee Application seeking final approval of all paid and unpaid fees and expenses.

3. Any payments made pursuant to this Order and the procedures outlined herein 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 order.

4. Notwithstanding any rule of the Federal Rules of Bankruptcy Procedure, this Order shall be effective immediately upon entry.

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Approved for Entry:

s/ Mark A. Craige

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ATTORNEYS FOR DEBTORS

Notice Recipients

District/Off: 1087-5

User: tkan

Date Created: 5/26/2017

Case: 17-11444

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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. Craige	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