

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RESTAURANTS ACQUISITION I, LLC,¹

Debtor.

Chapter 11

Case No. 15-12406 (KG)

Related to Docket No. 10

ORDER (I) AUTHORIZING DEBTOR TO (A) PAY PRE-PETITION WAGES AND OTHER COMPENSATION, AND EMPLOYEE BENEFITS, AND (B) CONTINUE EXISTING EMPLOYEE BENEFIT PLANS AND PROGRAMS, (II) AUTHORIZING BANKS AND FINANCIAL INSTITUTIONS TO PAY ALL CHECKS AND ELECTRONIC PAYMENT REQUESTS, (III) APPROVING THE DEBTOR'S DISCRETIONARY EMPLOYEE INCENTIVE PROGRAMS, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of Restaurants Acquisition I, LLC (the "Debtor"), debtor and debtor-in-possession in the above-captioned chapter 11 case (the "Chapter 11 Case"), for entry of an order (this "Order") pursuant to sections 105, 363, and 507 of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004, and Local Rule 2015-2, (i) authorizing the Debtor, in its sole discretion, to (a) pay pre-petition and postpetition amounts relating to the Employee Obligations, and (b) continue existing Employee Benefit Programs, (ii) authorizing banks and other financial institutions to receive, process, honor, and pay all checks and electronic payment requests relating to the foregoing, (iii) scheduling a hearing date to be held within three weeks of the Petition Date to consider approval of the Discretionary Employee Incentive Programs, and (iv) granting such other and further relief as requested in the Motion or as the Court otherwise deems necessary or appropriate; and the Court having jurisdiction over

¹ The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion or the First Day Declaration, as applicable.

this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and other parties-in-interest; and the Court having found that the Debtor's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed and considered the Motion and the First Day Declaration, and the Court having heard the statements in support of the relief requested in the Motion at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED:

1. The Motion is granted as set forth herein.
2. The Debtor is authorized, but not directed, in a reasonable exercise of its business judgment, to pay, satisfy or continue to satisfy the Employee Obligations to the extent described in the Motion, in accordance with the Debtor's pre-petition policies and practices, up to an aggregate of approximately \$937,000, as follows: (a) \$650,000 in Unpaid Wages; (b) \$5,000 in Reimbursable Expenses; (c) \$210,000 in Payroll Taxes; (d) \$22,000 in Deductions; and (e) \$50,000 in outstanding Health Care Program obligations. The Debtor shall not pay any amounts set forth in this paragraph over the Statutory Cap to any individual

Employee on account of such Employee's pre-petition Employee Obligations, not including Reimbursable Expenses.

3. The Debtor is authorized, in its sole discretion, to continue to honor the Employee Benefits, as applicable, in the ordinary course of business.

4. The Discretionary Employee Incentive Programs are hereby approved on an interim basis and the Debtor is authorized, in its sole discretion, to continue to operate the Discretionary Employee Incentive Programs in the ordinary course of business; provided, however, that the Debtor is not authorized to award, provide or pay for the automobile lease(s) offered as part of the Operations Leadership Bonus Plan, but shall, in lieu of such lease incentive awards, be authorized, but not directed, in its sole discretion, to make annual incentive award payments to not more than the two (2) parties eligible under the Operations Leadership Bonus Plan, each such payment not to exceed \$10,000; and provided further, that no payments under the Operations Leadership Bonus Plan shall be paid to any insider, as defined under section 101(31) of the Bankruptcy Code.

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment.

6. All banks and financial institutions are authorized to rely on the Debtor's designation of any particular check or electronic payment request as approved by this Order.

7. Notwithstanding anything in the Motion or this Order to the contrary, any payment made by the Debtor pursuant to the authority granted herein shall be subject to any order authorizing the Debtor's access to and use of cash collateral.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion nor this Order nor any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtor, a waiver of the Debtor's rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

9. Entry of this Order is necessary to avoid immediate and irreparable harm. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

10. Adequate notice of the Motion has been provided. Such notice satisfies the requirements of Bankruptcy Rule 6004(a).

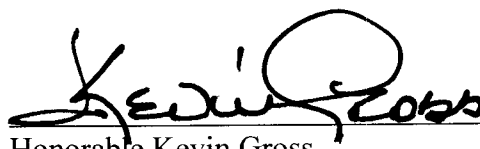
11. Notwithstanding Bankruptcy Rules 6004(h), 7062, and 9014, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. The Debtor is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

13. With respect to the relief provided in Paragraph 4 of this Order, such relief is provided on an interim basis, subject to the entry of a final order following a hearing to be held on Jan. 6, 2016 at 2:00 p.m. (Eastern time) before the Court. Any party that objects to the entry of an order granting the relief provided in Paragraph 4 herein on a final basis shall file a written objection with the Clerk of Court no later than on Dec. 29, 2015 at 4:00 p.m. (Eastern time), which objection shall be served so as to be received on or before such date by Debtor's counsel, Duane Morris LLP at 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Sean J. Bellew, Esq. and Sommer L. Ross, Esq.

14. The Court retains jurisdiction with respect to all matters arising from or relating to the implementation, interpretation, and enforcement of this Order.

Dated: December 4, 2015
Wilmington, Delaware



Honorable Kevin Gross
United States Bankruptcy Judge