

**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. *13*

**ORDER (I) AUTHORIZING, BUT NOT DIRECTING, PAYMENT OF CRITICAL
VENDOR CLAIMS IN THE ORDINARY COURSE OF BUSINESS, (II) AUTHORIZING
BANKS AND FINANCIAL INSTITUTIONS TO HONOR AND PROCESS ALL
RELATED CHECKS AND ELECTRONIC PAYMENT REQUESTS,
AND (III) 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") (i) authorizing, but not directing, the Debtor to pay the Critical Vendor Claims, and (ii) authorizing the financial institutions, when requested by the Debtor, to receive, possess, honor and pay all checks presented for payment and electronic payment requests related to the Critical Vendor Claims, all as set forth more fully in the Motion; and upon the First Day Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditors, and all other parties-in-interest; and the Debtor having provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and no other or further

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.

notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein 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 the Court having found that the relief requested in the Motion is necessary to prevent immediate and irreparable harm; and upon all of the proceedings had before the Court; 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 required, to pay or honor, in its sole discretion, the Critical Vendor Claims that (a) arose prior to the Petition Date or (b) become due and payable subsequent to the Petition Date; provided, however, that such payments and transfers shall be subject to the Critical Vendor Cap.
3. The Debtor is authorized, but not required, to condition, in its sole discretion, the payment of a Critical Vendor Claim on the agreement of the Critical Vendor to continue supplying goods and services to the Debtor on the Customary Trade Terms or such other trade terms as are agreed to by the Debtor and the Critical Vendor.
4. Nothing in this Order or any action taken by the Debtor in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtor’s rights with respect to such matters are expressly reserved.
5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by any person or entity or (b) be deemed to convert the

priority of any claim from a pre-petition claim into an administrative expense claim. Nothing in this Order nor the Debtor's payment of claims pursuant to this Order shall be construed as (w) an agreement or admission by the Debtor as to the validity of any claim on any grounds, (x) a waiver or impairment of any of the Debtor's rights to dispute any claim on any grounds, (y) a promise by the Debtor to pay any claim, or (z) an implication or admission by the Debtor that such claim is payable pursuant to this Order. Nothing herein shall acknowledge, grant, or otherwise permit any right of offset or recoupment by a non-debtor with respect to any claim asserted against the Debtor.

6. All applicable banks and other financial institutions are authorized to receive, process, honor, and pay any and all pre-petition wire transfer requests, checks drawn, drafts issued, and electronic funds transfers by the Debtor and related to the payment of Critical Vendor Claims, or any of the Debtor's obligations approved herein, whether prior to or after the Petition Date.

7. The Debtor is authorized to issue new post-petition checks, or effect new electronic fund transfers, on account of the Critical Vendor Claims and to replace any pre-petition checks or electronic fund transfer requests that may have been dishonored or rejected as a result of the commencement of this Chapter 11 Case, regardless of whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date; provided, however, that (a) funds are available in the Debtor's accounts to cover the checks and fund transfer and (b) all the banks and other financial institutions are authorized to rely on the Debtor's designation of any particular check as approved by this Order.

8. The relief granted herein shall be binding upon any chapter 11 trustee appointed in this Chapter 11 Case and upon any chapter 7 trustee appointed in the event of a subsequent conversion of this Chapter 11 Case to a case under chapter 7.

9. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

10. Notwithstanding the possible applicability of Bankruptcy Rules 6004(a) and 6004(h) or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry and the requirements of Bankruptcy Rules 6004(a) and 6004(h) are hereby waived.

11. The Debtor is authorized to take all actions necessary to implement the relief granted in this Order in accordance with the terms of the Motion.

12. 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