



IT IS ORDERED as set forth below:

Date: December 20, 2019

Wendy L. Hagenau

Wendy L. Hagenau
U.S. Bankruptcy Court Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
EAT HERE BRANDS, LLC, <i>et al.</i> ¹ ,)	Lead Case No. 19-61688-WLH
)	
Debtors.)	Jointly Administered
)	

**ORDER REGARDING DEBTORS' MOTION TO DISMISS BANKRUPTCY CASES
FOR CAUSE PURSUANT TO 11 U.S.C. § 1112(B) AND, IN CONNECTION
THEREWITH, FOR AUTHORIZATION TO MAKE CERTAIN DISBURSEMENTS
AND TO EXCUSE ESTATE PROFESSIONALS
FROM THE REQUIREMENT OF FILING FEE APPLICATIONS**

This matter came on for hearing on December 17, 2019 at 1:30 p.m. (Eastern)
(the "Hearing") on *Debtors' Motion to Dismiss Bankruptcy Cases for Cause Pursuant to*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Eat Here Brands, LLC (9694); Babalu Atlanta #1 LLC (4025); Babalu Atlanta #2 LLC (5240); Babalu Knoxville #1 LLC (3163); Babalu Memphis #1 LLC (9320); Babalu Memphis #2 LLC (4558); Babalu, LLC (7673); and Babalu Birmingham #1 LLC (1892). The Debtors' mailing address is 9755 Dogwood Road, Suite 200, Roswell, Georgia 30075.

11 U.S.C. § 1112(b) and, in Connection Therewith, for Authorization to Make Certain Disbursements and to Excuse Estate Professionals from the Requirement of Filing Fee Applications [Docket No. 196] (the “Motion”)² filed by Eat Here Brands, LLC, Babalu Atlanta #1 LLC, Babalu Atlanta #1 LLC, Babalu Knoxville #1 LLC, Babalu Memphis #1 LLC, Babalu Memphis #2 LLC, Babalu, LLC, and Babalu Birmingham #1 LLC (collectively, the “Debtors”).

The Court has considered the Motion, the entire record in these Bankruptcy Cases, and the arguments and presentations of counsel made at the Hearing. It appears that the Court has jurisdiction over the Motion and this proceeding; that this is a core proceeding; that notice of the Motion has been given to the parties on the Master Service List as approved by this Court’s Order Establishing Notice and Administrative Procedures [Docket No. 33], all creditors identified in the creditor matrix of each of the Debtors’ respective Bankruptcy Cases, and any parties that the Debtors are aware of that may assert a lien in the assets of the Debtors; that no further notice of the Motion is necessary; that the relief sought in the Motion is in the best interests of the Debtors, their bankruptcy estates, and their creditors; that all objections to the Motion have either been overruled by the Court or resolved by the terms of this Order; and that good and sufficient cause exists to grant the relief requested in the Motion.

Accordingly, it is hereby ORDERED, ADJUDGED, and DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized and directed to disburse \$260,250 to Origin Bank.
3. The Debtors are authorized and directed to disburse an amount sufficient to pay any outstanding UST Fees for the fourth quarter of 2019 to the United States Trustee, which amount is currently estimated to be approximately \$42,000.

² Any capitalized terms not defined in this Order shall have the meaning given to them in the Motion.

4. After disposition of the Final Fee Applications (defined below) for all Estate Professionals (defined below), the Debtors shall file a request that an order dismissing these Bankruptcy Cases be entered.

5. Upon filing such a request the Court may enter an order dismissing the Bankruptcy Cases without further notice or hearing (the “Dismissal Order”).

6. The Debtors, the Committee, and their respective professionals (the “Estate Professionals”) shall all file final fee applications (the “Final Fee Applications”) within a reasonable time but in no event more than twenty (20) days after the entry of this Order.

7. Any objections to the Final Fee Applications shall be filed within seven (7) days of the date that the Notice (as defined in paragraph 10 below) of the Final Fee Applications is filed and served. If a creditor or party in interest files a timely objection to the Final Fee Applications, the Court will hold a hearing on the Final Fee Applications in Courtroom 1403, United States Courthouse, 75 Ted Turner Dr., SW, Atlanta, Georgia 30303, on January 23, 2020 at 1:30 p.m. (Eastern) (the “Fee Hearing”).

8. No hearing shall be necessary on the Final Fee Applications absent the filing of a timely objection. If no objection to the Final Fee Applications is timely filed, the Court may enter an order or orders approving the Final Fee Applications without further notice or conducting the Fee Hearing, and such orders shall be final orders.

9. Counsel for the Debtors is directed to serve or cause a copy of this Order to be served on all parties on the Master Service List as approved by this Court’s Order Establishing Notice and Administrative Procedures [Docket No. 33], within three (3) days of the entry of this Order and file a certificate of service with the Clerk of the Court.

10. Counsel for the Debtors is also directed to serve or cause a copy of a Notice of the Final Fee Applications and Notice of Hearing related to the Final Fee Applications (the “Notice”) to be served on all parties on the Master Service List as approved by this Court’s Order Establishing Notice and Administrative Procedures [Docket No. 33], and file a certificate of service with the Clerk of the Court. The Notice shall be deemed to be sufficient if it is substantially in the same form as the notice that was filed in Case No. 18-69404-wlh at Docket No. 174.

11. The Debtors and the Estate Professionals shall not be required to serve a copy of the Final Fee Applications on any creditor or party in interest, and the service of this Order and the Notice in accordance with paragraphs 9 and 10 of this Order shall be deemed to be sufficient service related to the Final Fee Applications and notice of the Fee Hearing, and no further notice of the Final Fee Applications or the Fee Hearing shall be necessary. Notwithstanding the foregoing, the Estate Professionals shall make a copy of the Final Fee Applications available to any creditor or party in interest that requests a copy of any of the Final Fee Applications in writing.

***** END OF ORDER *****

Prepared and presented by:

ARNALL GOLDEN GREGORY LLP

/s/ Darryl S. Laddin

Darryl S. Laddin

Georgia Bar No. 460793

Sean C. Kulka

Georgia Bar No. 648919

171 17th Street, N.W., Suite 2100

Atlanta, Georgia 30363-1031

Phone: (404) 873-8500

Fax: (404) 873-8683

Email: darryl.laddin@agg.com

Email: sean.kulka@agg.com

Attorneys for Debtors and Debtors in Possession

- -

United States Bankruptcy Court
Northern District of Georgia

In re:
Eat Here Brands LLC
Babalalu Birmingham #1, LLC
Debtors

Case No. 19-61688-wlh
Chapter 11

CERTIFICATE OF NOTICE

District/off: 113E-9

User: slaterc
Form ID: pdf534

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Total Noticed: 2

Date Rcvd: Dec 23, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 25, 2019.

db +Eat Here Brands LLC, 9755 Dogwood Road, Suite 200, Roswell, GA 30075,
UNITED STATES 30075-4663

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
ust +E-mail/Text: ustpreion21.at.ecf@usdoj.gov Dec 23 2019 22:40:20 United States Trustee,
362 Richard B Russell Bldg, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3315

TOTAL: 1

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 25, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 23, 2019 at the address(es) listed below:

Constance L. Young on behalf of Creditor HGKL Investments Series, LLC - Series I
Stephanie.hanley@wbd-us.com;Janice.phillips@wbd-us.com
Darryl S. Laddin on behalf of Debtor Babalu, LLC bkrfilings@agg.com, darryl.laddin@agg.com
Darryl S. Laddin on behalf of JointAdmin Debtor Babalu Memphis #2 LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of JointAdmin Debtor Babalu, LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of JointAdmin Debtor Babalu Atlanta #1 LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Eat Here Brands LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Babalu Atlanta #2 LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Babalu Birmingham #1, LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of JointAdmin Debtor Babalu Birmingham #1, LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Babalu Knoxville #1, LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Babalu Memphis #2 LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Darryl S. Laddin on behalf of JointAdmin Debtor Babalu Memphis #1, LLC bkrfilings@agg.com,
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darryl.laddin@agg.com
Darryl S. Laddin on behalf of Debtor Babalu Atlanta #1 LLC bkrfilings@agg.com,
darryl.laddin@agg.com
Ewing, Scott - Omni Management Group on behalf of Claims Agent Omni Management Group, Inc.
sewing@omnimgt.com, ecf@omnimgt.com
Gwendolyn J Godfrey on behalf of Creditor Origin Bank ggodfrey@mmlaw.com,
dcassidy@mmlaw.com
Hal Jordan Leitman on behalf of Creditor Federal Realty Investment Trust
hleitman@rlklawfirm.com,
swenger@rlklawfirm.com;yalamini@rlklawfirm.com;R71213@notify.bestcase.com

District/off: 113E-9

User: slaterc
Form ID: pdf534

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Total Noticed: 2

Date Rcvd: Dec 23, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

J. Hayden Kepner, Jr. on behalf of Creditor Committee Official Committee of Unsecured Creditors hkepner@swlawfirm.com, rwilliamson@swlawfirm.com;centralstation@swlawfirm.com;fharris@swlawfirm.com
Jeffrey R. Barber on behalf of Creditor Fondren Place Development Company, LLC jbarber@joneswalker.com, kbrabston@joneswalker.com
Jonathan H. Fain on behalf of Creditor The Kerner Family 944 Canton, LLCy law@peblawpc.com, jhf@jhfp.us
Jonathan H. Fain on behalf of Interested Party The Kerner Family 944 Canton, LLC law@peblawpc.com, jhf@jhfp.us
Kelly E. Waits on behalf of Creditor Fritz Farm Retail Co., LLC, as assignee of Lexington Retail Company, L.L.C. kwaits@burr.com
Kevin A. Maxim on behalf of Creditor Sunrise Fresh Produce, LLC kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor FreshPoint Atlanta, Inc. kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Sysco Charlotte, LLC kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Sysco Memphis, LLC kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Sysco Central Alabama, Inc. kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Creation Gardens, Inc. kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Sysco Knoxville, LLC kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor FreshPoint North Carolina, Inc. kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Kevin A. Maxim on behalf of Creditor Sysco Jackson, LLC kmaxim@maximlawfirm.com, kevin.maxim@gmail.com
Lindsay P. S. Kolba on behalf of U.S. Trustee United States Trustee lindsay.p.kolba@usdoj.gov, lisa.maness@usdoj.gov
Michael F. Holbein on behalf of Debtor Eat Here Brands LLC michael.holbein@agg.com, angela.ford@agg.com;carol.stewart@agg.com
Robert M.D. Mercer on behalf of JointAdmin Debtor Babalu Atlanta #2 LLC r.mercer@swtlaw.com, d.hopkins@swtlaw.com
Robert M.D. Mercer on behalf of JointAdmin Debtor Babalu, LLC r.mercer@swtlaw.com, d.hopkins@swtlaw.com
Robert M.D. Mercer on behalf of Debtor Eat Here Brands LLC r.mercer@swtlaw.com, d.hopkins@swtlaw.com
Robert M.D. Mercer on behalf of JointAdmin Debtor Babalu Atlanta #1 LLC r.mercer@swtlaw.com, d.hopkins@swtlaw.com
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Robert M.D. Mercer on behalf of JointAdmin Debtor Babalu Knoxville #1, LLC r.mercer@swtlaw.com, d.hopkins@swtlaw.com
Sean C. Kulka on behalf of JointAdmin Debtor Babalu, LLC sean.kulka@agg.com
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Sean C. Kulka on behalf of JointAdmin Debtor Babalu Atlanta #1 LLC sean.kulka@agg.com
Stuart Freeman Wilson-Patton on behalf of Creditor TN Dept of Revenue agbankgeorgia@ag.tn.gov, Stuart.Wilson-Patton@ag.tn.gov
Theodore N. Stapleton on behalf of Creditor S.A.R. & Associates, Inc. tstaple@tstaple.com
Victor W. Newmark on behalf of Creditor Salus 33 Peachtree Place, LLC bankruptcy@evict.net, vnewmark@evict.net

TOTAL: 54