



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: March 10, 2016.

Craig A. Gargotta

CRAIG A. GARGOTTA
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

In re: § Chapter 11
§
BUFFETS, LLC, *et al.*¹ § Case No. 16-05557-rbk
§
Debtors. § (Jointly Administered)

**INTERIM ORDER GRANTING EMERGENCY MOTION FOR
AUTHORITY FOR THE DEBTORS TO USE CASH COLLATERAL, OBTAIN
DEBTOR IN POSSESSION FINANCING, AND DETERMINING ADEQUATE
PROTECTION, SUPERPRIORITY CLAIMS AND LIENS**

Upon the Motion (the "Motion")² of Buffets, LLC, *et al* (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), for entry of an order granting

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Buffets, LLC (2294); Hometown Buffet, Inc. (3002); OCB Restaurant Company, LLC (7607); OCB Purchasing, Co. (7610); Ryan's Restaurant Group, LLC (7895); Fire Mountain Restaurants, LLC (8003); and Tahoe Joe's, Inc. (7129). The address for all of the Debtors is 120 Chula Vista Drive, Hollywood Park, Texas 78232.

² Capitalized terms used but not otherwise defined herein have the meanings set forth in the Motion or the First Day Declaration, as applicable.

interim and final authority to use cash collateral, obtain debtor in possession financing, and determining adequate protection, superpriority claims and liens; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157; and this proceeding being a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(D) and (M); and finding that the Court may enter a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in the Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being given; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed and considered the Motion and the First Day Declaration; and the Court and having heard statements in support of the Motion at a hearing held 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 relief requested in the Motion being in the best interests of the Debtors' estates, their creditors, and other parties-in-interest; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to execute the DIP Note and borrow and use funds from the DIP Lender and cash collateral on the terms set forth in the Motion.
3. The Court grants to the DIP Lender liens on all Collateral, as defined in the Motion, except that no liens are granted on the Debtors’ leases but are granted on any proceeds of the leases.

4. Sections 12 (Indemnification) and 21 (Release) of the DIP Note are not effective with respect to borrowings under this Interim Order, but will be considered at the final hearing for approval of the DIP loan.

5. The Debtors are further authorized to pay the origination fee provided for in the DIP Note and to pay the DIP Lender's reasonable legal fees not to exceed \$10,000.

6. Notwithstanding anything to the contrary in the Motion, DIP Note or this Order, the DIP Lender's rights with regard to the Debtors' leased premises are limited to those: a) as may be ordered by the Bankruptcy Court upon motion and notice to the applicable landlord with an opportunity to respond that is reasonable under the circumstances, b) to which the applicable landlord agrees in writing with the DIP Lender; or c) to which the DIP Lender has under applicable non-bankruptcy law.

7. The final hearing on this matter will be conducted on **March 24, 2016 at 1:00 p.m. (Central Time)** before the Honorable Ronald B. King, Hipolito F. Garcia Federal Building and United States Courthouse, 615 E. Houston St., Courtroom 1, San Antonio, Texas 78205

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