UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

In re:	Jointly Administered under 19-43756 (WJF)
Granite City Food & Brewery Ltd.	19-43756
Granite City Restaurant Operations, Inc.	19-43757
Granite City of Indiana, Inc.	19-43758
Granite City of Kansas Ltd.	19-43759
Granite City of Maryland, Inc.	19-43760
Debtors.	Chapter 11 Cases

NOTICE OF HEARING AND MOTION OBJECTING TO THE ADMINISTRATIVE EXPENSE CLAIM OF ORACLE AMERICA INC.

TO: THE PARTIES-IN-INTEREST AS SPECIFIED IN LOCAL RULE 3007-1.

1. The above-named Debtors ("Debtors"), through their undersigned attorneys, move the court for the relief requested below and give notice of hearing.

2. The court will hold a hearing on this Motion (the "Motion") at 2:00 p.m. on Tuesday, June 23, 2020 before the Honorable William J. Fisher, Courtroom 2B, U.S. Courthouse, 316 North Robert Street, St. Paul, Minnesota 55101.

3. Any response to this motion must be filed and served not later than Thursday, June 18, 2020, which is five days before the time set for the hearing on the motion (including Saturdays, Sundays, and holidays). **UNLESS A RESPONSE OPPOSING THIS MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

JURISDICTION AND VENUE

4. This court has jurisdiction over this motion under 28 U.S.C. §§ 157 and 1334, Bankruptcy Rule 5005 and Local Rule 1070-1. The petitions commencing these cases were filed

on December 16, 2019 (the "Petition Date"). These cases are now pending before this court.

5. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409.

6. This Motion requests relief under 11 U.S.C. § 502(b) and is filed pursuant to Federal Rules of Bankruptcy Procedure 3007 and 9014 and Local Rules 3007-1 and 9013-1 through 9013-3. The Debtors seek an order allowing the Administrative Expense Claim of Oracle America, Inc. in a reduced amount.

FACTUAL BACKGROUND

7. On the Petition Date, the Debtors owned and operated Granite City restaurants in 13 states and Cadillac Ranch restaurants in 4 states.

8. Additional information about the Debtors' businesses and the events leading up to the Petition Date can be found in the Declaration of Richard H. Lynch in Support of Chapter 11 Petitions and First Day Motions, filed on December 16, 2019.

9. On the Petition Date, the Debtors each filed a voluntary petition for relief pursuant to Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. On January 6, 2020, the United States Trustee for the Twelfth District appointed a committee of unsecured creditors.

10. On April 17, 2020, the court entered an *Order Establishing Deadline for Filing Administrative Expense Claims, Approving Administrative Expense Proof of Claim Form, and Approving Form and Manner of Notice Thereof* [Dkt. 335] establishing that claims for allowance of a claim arising under section 503(b) of the Bankruptcy Code (an "Administrative

Expense Claim") that was incurred, accrued, or arose on or between December 16, 2019 and April 17, 2020 must be filed so as to be received by Debtors' counsel by U.S. Mail or e-mail or by the Clerk of the Bankruptcy Court by 4:00 p.m. (prevailing Central time) on May 7, 2020 (the "Administrative Expense Claims Bar Date").

11. On May 6, 2020, Oracle America, Inc. submitted a proof of claim via email (see Admin Claim Form attached as **Exhibit A**) under § 507(a)(2) for two invoices: (1) invoice #837972 dated December 9, 219 for software license fees for the period January, February, and March 2020 in the amount of $9,688.50 and (2) invoice #874405 dated March 5, 2020 for software license fees for the period April, May, and June 2020 in the amount of $9,688.50. The Debtors object that invoice #874405 is for a period after the date when the debtors closed on their sales of substantially all assets and after the Debtors ceased operations. Therefore, invoice #874405 is for software licensing fees that were not actual, necessary expenses to preserve the estates and provided no benefit to the estates. Debtors object to administrative expense priority status for invoice #874405 and request that the court enter an order limiting Oracle's administrative expense priority claim to invoice #837972 in the amount of $9,688.50.

RELIEF REQUESTED

12. Pursuant to Local Rule 9013-2(a), this Motion is verified and accompanied by a memorandum of law, proposed order, and proof of service.

13. Pursuant to Local Rule 9013-2(c), the debtors give notice that they may, if necessary, call Nate G. Hjelseth, Chief Executive Officer of Debtors, to testify on behalf of the Debtors about the factual matters raised in this Motion.

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form of the Proposed Order disallowing the Administrative Expense Claim of

Oracle America, Inc. to the extent that it is based on invoice #874405 and requests that the court enter an order allowing the Administrative Expense Claim in the reduced amount of $9,688.50.

TAFT STETTINIUS HOLLISTER LLP

Dated: May 22, 2020

/e/ James M. Jorissen
By: _____
James M. Jorissen, #262833
Karl J. Johnson, #391211
2200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402
Telephone: 612-977-8400
Facsimile: 612-977-8650
jjorissen@taftlaw.com
kjjohnson@taftlaw.com

COUNSEL FOR THE DEBTORS

VERIFICATION

I, Nathan G. Hjelseth, Chief Executive Officer of the Debtors named in the foregoing motion, declare under penalty of perjury that the foregoing is true and correct according to the best of my knowledge, information and belief.

Dated this 22nd day of May, 2020.

/e/ Nathan G. Hjelseth
Nathan G. Hjelseth

EXHIBIT A

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MINNESOTA	**ADMINISTRATIVE EXPENSE PROOF OF CLAIM**	**Administrative expense claims bar date** May 7, 2020 at 4:00 p.m. Prevailing Central Standard Time

☒ Granite City Food & Brewery Ltd. (19-43756) ☐ Granite City of Kansas Ltd. (19-43759)

☐ Granite City Restaurant Operations, Inc. (19-43757) ☐ Granite City of Maryland, Inc. (19-43760)

☐ Granite City of Indiana, Inc. (19-43758)

Note: This form should only be used by claimants asserting an Administrative Expense Claim that was incurred, accrued or arose on or between December 16, 2019 and April 17, 2020 against one of the above debtors.

Name of Creditor (The person or entity to whom the debtor owes money or property) Oracle America, Inc. SII to NetSuite, Inc.	☐ Check box if you are aware that anyone else has filed a proof of claim relating to your administrative expense claim. Attach copy of statement giving particulars.	Check here if this claim: ☐ replaces or ☐ amends a previously filed administrative expense claim. Claim Number (if known): _____ Dated: _____
Name and Addresses Where Notices Should be Sent: Shawn M. Christianson Buchalter PC 55 2nd St., 17th Fl. San Francisco, CA 94105	Name and Addresses Where Payment Should be Sent (if different):	

1. BASIS FOR CLAIM:

☐ Goods sold ☐ Services performed ☐ Personal Injury/Wrongful Death ☐ Wages (Dated): _____

☐ Money loaned ☐ Taxes ☐ Retiree Benefits as Defined in 11 U.S.C. §1114(a)

☒ Other (Specify): Subscription Services Agreement

2. CLASSIFICATION OF CLAIM

☒ Administrative Expense Claim Under 11 U.S.C. §503 and §507 arising on or between December 16, 2019 and April 17, 2020.

3. DATE DEBT WAS INCURRED (IF KNOWN): See Attached.

4. DESCRIPTION OF CLAIM (IF KNOWN): See Attached.

5. TOTAL AMOUNT OF CLAIM: $ 19,377.00 **(Total)**

6. CREDITS AND SETOFFS: The amount of all payments on this claim should be credited and deducted for the purpose of making this administrative expense claim. In filing this claim, claimant represents that it has deducted all amounts that were incurred, accrued, or arose prior to December 16, 2020. 7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. Do not send original documents. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. TIME-STAMPED COPY: to receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. 9. This claim is filed as an administrative expense claim under 11 U.S.C. §§ 503 and 507.		THIS SPACE IS FOR COURT USE ONLY
Date: May 5, 2020	Sign (as defined in the accompanying instructions) and print the name and title, if any, of the creditor or other person authorized to file this Claim (attach copy of power of attorney, if any) By: _____ Name: Alice Miller, Esq. Title (if any): Oracle Corporate Counsel	

GRANITE CITY FOOD & BREWERY LTD

CASE NO. 19-43756

ATTACHMENT TO ADMINISTRATIVE CLAIM FILED BY ORACLE AMERICA, INC., SUCCESSOR IN INTEREST TO NETSUITE, INC. ("ORACLE")

Oracle, a creditor and contract counter-party herein, requests allowance and payment of an administrative expense in the amount of $19,377.00, pursuant to sections 503(a) and (b) of the Bankruptcy Code ("Administrative Request"), for post-petition goods and products provided, and services rendered, by Oracle to Granite City Food & Brewery Ltd. ("Debtor").

1. Debtor filed a voluntary Chapter 11 bankruptcy petition on December 16, 2019 ("Petition Date"). The Debtor continues to operate as a debtor in possession.

2. Oracle is a licensor of computer software and provides software related products, technical support, maintenance, educational materials and programs, as well as cloud based services, which often are designed for the customer's specific needs.

3. Oracle submits this Administrative Request pursuant to the Notice of Deadline for Filing Administrative Expense Claims. The time period for filing administrative claims is from the Petition Date through April 20, 2020.

4. Debtor owes Oracle $19,377.00 for support services which Oracle provided to the Debtor after the Petition Date. These post-petition services are evidenced by outstanding invoices ("Invoices"). Attached hereto as **Exhibit A** are true and correct copies of these Invoices.

5. Oracle asserts that the Debtor has used, and continues to use, Oracle's services, thereby providing tangible value to the estate. Oracle therefore respectfully requests allowance and payment of an administrative expense to Oracle in an amount of $19,377.00.

6. Oracle also filed a general unsecured claim, which included Invoice #837972. Oracle is not seeking a duplicative recovery. Rather, given the nature of the Invoices, Oracle seeks to ensure that the sums due under the Invoices are allowed as an administrative expense

claim, with any amounts not allowed administratively to be allowed as a general unsecured claim.

7. Oracle reserves its rights to supplement this Administrative Request if additional unpaid administrative amounts accrue.

ORACLE NETSUITE

Invoice # 874405

Oracle America Inc.
500 Oracle Parkway
Redwood Shores, CA 94065
United States
800 762 5524
Tax ID No.: 94-2805249

Bill To
Granite City Food & Brewery
3600 American Blvd. W
Suite 400
Bloomington MN 55431
United States

Ship To
Granite City Food & Brewery Ltd
5402 Parkdale Dr, Ste 101
St. Louis Park MN 55416
United States

Invoice Date	Terms	Due Date	Sales Rep
05 March 2020	Net 30	08 April 2020	KULISCH, MICHAEL A
Currency	**FX Rate**	**PO #**	**Estimate #**
USD	1		Estimate #494782

Item	Description	Quantity Ordered	Quantity Billed	Amount
NetSuite Financials Mid-Market Cloud Service	NetSuite Financials Mid-Market Cloud Service includes: ** ERP with G/L, Accounts Payable, Purchasing, Inventory, Order Entry, A/R, Expense Reporting, Advanced Shipping with integrated UPS or FedEx shipping depending on your location ** Productivity tools including contacts/calendar/events ** Real-time Dashboards with key business metrics, report snapshots ** Customer Center and Partner Center logins ** 5 Employee Self-Service Users ** NetSuite Basic Customer Support. Current URL Terms for support are located at www.netsuite.com/supportterms. ** 30,000 integrated bulk mail merges per month ** 10 GB File Cabinet and 10 GB Data storage per account ** Does not include CRM or Ecommerce functionality	1	0.083	$2,997.00
NetSuite Inventory Management Mid-Market Cloud Service	Advanced Inventory ** Matrix Items: automatically manage multiple item options ** Serialized Inventory ** Bar Coding: items and transactions ** Lot Management ** Pick, Pack, Ship ** Automated Reorder Point / Lead Time Calculations ** Workflow to process warranty claims and to refund, replace or repair returned items ** Printable forms for better supply chain management	1	0.083	$1,797.00

Item	Description	Quantity Ordered	Quantity Billed	Amount
NetSuite Work Orders and Assemblies Mid-Market Cloud Service	** Assemblies with management of multi-level sub-components, assembly build/unbuild, and inventory tracking of finished build vs. sub-components ** Work Orders for managing both Production Order and Special Order assembly build workflows to replenish stock levels or handle custom orders	1	0.083	$1,797.00
NetSuite Mfg WIP and Routings Mid-Market Cloud Service	** Define work centers ** Define routings with setup times and run rates ** Track manufacturing activities (including labor and machine time) by sequence of operations ** Track labor, machine, and material cost accumulated in work in process ** Record labor and machine direct and overhead costs during operation completion ** Work Orders Assemblies and Advanced Inventory Cloud Service are required	1	0.083	$1,797.00
NetSuite General Access Cloud Service User	General access user for NetSuite.	37	3.083	$10,989.00
Subtotal				$19,377.00
Discount	Discount			($9,688.50)

Item	Description	Quantity Ordered	Quantity Billed	Amount
	The Items included in this Estimate are based on our understanding of your business application requirements. While you may have seen some of these features or discussed them with a NetSuite representative, the items below are NOT INCLUDED in this estimate. Should you have any questions about the items not included, please contact your NetSuite representative before returning the signed Estimate. NetSuite Financial Management Cloud Service - including Amortization, Expense Allocation, Multiple budgets NetSuite Procurement Cloud Service - including source-to-pay, procurement spend, requisition consolidation, negotiated pricing on purchases and blanket Purchase Orders NetSuite Project Management Cloud Service - including Automatic Job Creation, Advanced Job Tracking NetSuite Incentive Compensation Cloud Service - including Alternate Sales Amount, Employee Commissions, Partner Commissions/Royalties NetSuite SuiteAnalytics Connect Cloud Service - including access and query of NetSuite data using SQL through the following mainstream database standards: ODBC, JDBC and ADO.NET. NetSuite Revenue Management Cloud Service - including Revenue Recognition, Forecast Revenue, VSOE NetSuite SuiteCommerce Site Builder Cloud Service - including Advanced Site Customization, Advanced Web Search, External Catalog Site (WSDK), Web Hosting, Advanced Site Reports NetSuite SuiteCommerce Premium Customer Center Cloud Service - including customizable dashboards of balances, deposits, credit limits, memo and terms, Statement printing and Transaction history visibility NetSuite Demand Planning Cloud Service - including Demand projection of items, Inventory Planning, Automatic generation of purchase orders and/or work orders based on historical or forecasted demand. Work orders requires an additional module, Advanced Inventory module is required NetSuite Fixed Asset Management Cloud Service - including Acquire, Depreciate, Dispose and Revalue assets, Depreciation Management, A			

Item	Description	Quantity Ordered	Quantity Billed	Amount
	sset Process Accounting Automation, Real Time Asset Reporting NetSuite Contract Renewals Cloud Service - including Automated Contract Renewals, Multiple Contract Support, Upsell / Downsell Management, Sales through multiple channels, Uplift Management NetSuite Software Management Cloud Service - including Self-Service Issue Tracking for Customers, Electronic File/Software Distribution for NetSuite NetSuite Sandbox Environment Cloud Service - including Isolated environment, changes shielded from live production account NetSuite Grid Order Management Cloud Service including - helps simplify the entry and management of multi-attribute SKUs NetSuite Resource Allocation Cloud Service - including Allocate resources to projects with defined start/end dates, durations and allocation types, view and manage resource allocation, and monitor associated utilization rates Job Costing Module - including Calculate costs for labor based on tracked time, and account for these costs in your general ledger. Create project specific budgets for expenses and labor			

Subtotal	$9,688.50
Tax Total	$0.00
Total	$9,688.50

Payment Address:
Oracle America, Inc.
Bank of America Lockbox Services
15612 Collections Center Drive
Chicago, IL 60693

_____

Payment by Wire:
Bank of America
Account #: 1499827093
Account Name: Oracle America, Inc.
Bank Routing No: 026009593
Swift Code: BOFAUS3N

Remittance Slip

Customer	3404001 Granite City Food & Brewery
Invoice #	874405
Amount Due	$9,688.50
Amount Paid	_____

Payments Online

To pay via credit card, please go to this link to login to your Payment/Customer Center role:

https://system.netsuite.com/app/login/secure/privatelogin.nl?c=NLCORP

Alternately, you can call 877.638.7848 OPTION 4 for assistance.

ORACLE NETSUITE

Invoice # 837972

500 Oracle Parkway
Redwood Shores, CA 94065
United States
800 762 5524
Tax ID No.: 94-2805249

Bill To
Granite City Food & Brewery
3600 American Blvd. W
Suite 400
Bloomington MN 55431
United States

Ship To
Granite City Food & Brewery Ltd
5402 Parkdale Dr, Ste 101
St. Louis Park MN 55416
United States

Invoice Date	Terms	Due Date	Sales Rep
09 December 2019	Net 30	08 January 2020	KULISCH, MICHAEL A
Currency	**FX Rate**	**PO #**	**Estimate #**
USD	1		Estimate #494782

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Debtors.	Chapter 11 Cases

DEBTORS' MEMORANDUM OF LAW IN SUPPORT OF THEIR MOTION OBJECTING TO THE ADMINISTRATIVE EXPENSE CLAIM OF ORACLE AMERICA INC.

The above-named Debtors (collectively, the "Debtors"), by and through their undersigned counsel, submit this memorandum of law in support of the accompanying Motion for an order reducing the Administrative Expense Claim of Oracle America, Inc.

FACTUAL BACKGROUND

The Debtors rely on the statement of facts set forth in the verified motion and the petition, and the Debtors' Declaration in Support of First Day Motions. The defined terms used in this Memorandum have the same meaning as in the accompanying Motion.

ARGUMENT

A proof of claim filed in a bankruptcy proceeding is deemed allowed unless a party in interest objects. 11 U.S.C. § 502(a); *see also Gran v. IRS (In re Gran)*, 964 F.2d 822, 827 (8th Cir. 1992). If an objection is filed, the objector must come forward with evidence rebutting the claim. *Gran*, 964 F.2d at 827; *In re Oriental Rug Warehouse Club, Inc.*, 205 B.R. 407, 410 (Bankr. D. Minn. 1997). If the objecting party produces such evidence, the burden of proof shifts

to the claimant to produce evidence of the validity of the claim. *Gran*, 964 F.2d at 827; *Oriental Rug*, 205 B.R. at 410. "In other words, once an objection is made to the proof of claim, the ultimate burden of persuasion as to the claim's validity and amount rests with the claimant." *Oriental Rug*, 205 B.R. at 410 (citations omitted). In making these determinations, a court looks to the governing substantive law. *In re Ford*, 125 B.R. 735, 737 (E.D. Tex. 1991); *In re Gridley*, 149 B.R. 128, 132 (Bankr. D.S.D. 1992).

As described in the Motion, the Administrative Expense Claim submitted by Oracle America, Inc. is based on two invoices, one of which is for software licensing fees for a period after the date when the debtors closed on their sales of substantially all assets and after the Debtors ceased operations. Because this software licensing fee is not an actual, necessary expense to preserve the estates and provided no benefit to the estates, the Administrative Expense Claims should be reduced by the amount of the invoice for the period after the sale closed.

CONCLUSION

For the foregoing reasons, the Debtors respectfully request that the Court enter an order reducing the Administrative Expense Claim asserted by Oracle America, Inc. to the amount of $9,688.50.

TAFT STETTINIUS HOLLISTER LLP

Dated: May 22, 2020

/e/ James M. Jorissen
By: _____
James M. Jorissen, #262833
Karl J. Johnson, #391211
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80 South Eighth Street
Minneapolis, MN 55402
Telephone: 612-977-8400
Facsimile: 612-977-8650
jjorissen@taftlaw.com
kjjohnson@taftlaw.com

COUNSEL FOR THE DEBTORS

UNITED STATES BANKRUPTCY COURT
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Debtors.	Chapter 11 Cases

ORDER GRANTING THE DEBTORS' MOTION OBJECTING TO THE CLAIM OF ORACLE AMERICA, INC.

This case is before the court on the Debtors' Motion Objecting to the Administrative Expense Claim of Oracle America, Inc. Based on the motion and all the files, records and proceedings herein,

IT IS HEREBY ORDERED:

1. The Debtors' Motion is granted.

2. The Administrative Expense Claim submitted by Oracle America, Inc. via email is reduced and allowed as an Administrative Expense Claim in the amount of $9,688.50.

3. This Order applies to any future claims, or amendments to existing claims, arising out of obligations alleged to be owed to Oracle America, Inc., whether or not identified by a specific claim number or related to a claim number.

4. The Debtors in Possession are authorized to take any and all actions that are necessary and appropriate to give effect to this Order.

5. This Court will retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: _____

_____
William J. Fisher
United States Bankruptcy Judge