

**UNITED STATES BANKRUPTCY COURT
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

**ORDER GRANTING AMENDED AND RENEWED MOTION OF THE DEBTORS FOR:
(I) SUBSTANTIVE CONSOLIDATION OF THE DEBTORS' ESTATES; (II)
APPROVAL OF PRO RATA DISTRIBUTIONS ON ACCOUNT OF ADMINISTRATIVE
EXPENSE CLAIMS; (III) AUTHORIZATION TO DISSOLVE DEBTOR ENTITIES;
(IV) APPROVAL OF PROCEDURE TO DISMISS; AND (V) RELATED RELIEF**

Upon consideration of the *Amended and Renewed Motion of the Debtors for an Order: (I) Substantively Consolidating the Debtors' Estates; (II) Approving Pro Rata Distributions on Account of Administrative Expense Claims; (III) authorizing the Dissolution of the Debtors; (IV) Dismissing the Debtors' Chapter 11 Cases; and (V) Granting Related Relief* (the "Motion")¹; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and the Court having considered the Motion, and the arguments of counsel made, and the evidence

¹ Capitalized terms not defined herein shall have the meanings used in the Motion.

adduced, at the hearing on the Motion; and it appearing that the legal and factual bases set forth in the Motion constitute just cause for the relief granted herein; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, its estate, its creditors, and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Motion is **GRANTED** as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. The Chapter 11 Cases shall be substantively consolidated.
4. The Pro Rata Distribution proposed by the Debtors is approved and the Debtors are authorized to make the distributions as set forth in the Motion.
5. The authorized representative of the Debtors is hereby authorized to file, as and when such representative determines to do so, with any necessary state entities, a copy of this Order and such other documents as may be necessary to wind up or dissolve the entities.
6. After the distribution to administrative claim holders and upon dissolution of the Debtors, the Debtors may transfer any remaining cash to Citizens Bank.
7. The Chapter 11 Cases shall be dismissed effective August 28, 2020.
8. Notwithstanding section 349 of the Bankruptcy Code, all prior Orders of this Court entered in these Chapter 11 Cases, and all terms of this Order shall remain in full force and effect and shall survive the dismissal of these Chapter 11 Cases.

9. Notwithstanding any applicability of any Bankruptcy Rules, the terms and conditions of the Order shall be immediately effective and enforceable upon its entry, and the Debtors and the Committee shall be, and hereby are, authorized to make distributions pursuant to the Proposed Pro Rata Distribution and to take such other actions as are necessary and appropriate to effectuate the terms of this Order.

10. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the interpretation or implementation of this Order and any other order of the Court entered in the Chapter 11 Case.

11. This order is effective immediately.

Dated: *August 27, 2020*

/e/ William J. Fisher

William J. Fisher
United States Bankruptcy Judge

Certificate of Notice Page 4 of 7

United States Bankruptcy Court
District of MinnesotaIn re:
Granite City Food & Brewery Ltd.
DebtorCase No. 19-43756-WJF
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0864-4

User: DavidT
Form ID: pdf111Page 1 of 4
Total Noticed: 29

Date Rcvd: Aug 27, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Aug 29, 2020.

db +Granite City Food & Brewery Ltd., 3600 American Blvd. West #400, Minneapolis, MN 55431-4503
 aty +BASSFORD REMELE PA, 100 S 5TH ST STE 1500, MINNEAPOLIS, MN 55402-1254
 aty +BRIGGS AND MORGAN PA, 80 South Eighth St, Ste 2200, Minneapolis, MN 55402-2157
 aty +Blake A Surbey, McCarron & Diess, 4530 Wisconsin Ave NW, Ste 301,
 Washington, DC 20016-4667
 aty +DAVID T LIN, 2000 TOWN CENTER STE 1500, SOUTHFIELD, MI 48075-1148
 aty +Ivan M Gold, Allen Matkins Leck Gamble Mallory & Nats, Three Embarcadero Center, 12th Floor,
 San Francisco, CA 94111-4003
 aty +JOHN M CRAIG, LAW FIRM OF RUSSELL R JOHNSON III PLC, 14890 WASHINGTON ST,
 HAYMARKET, VA 20169-2924
 aty +MICHAEL W REINING, KELLEY DRYE & WARREN LLP, 101 PARK AVE 27TH FLR,
 NEW YORK, NY 10178-3099
 aty +PACHULSKI STANG ZIEHL & JONES, 919 NORTH MARKET STREET, 17TH FLOOR,
 WILMINGTON, DE 19801-3034
 aty +Paige Barr Tinkham, BlankRome, 444 West Lake Street, Ste 1650, Chicago, IL 60606-0070
 intp +American Electric Power, 1 Riverside Plaza, 13th Floor, Columbus, OH 43215-2355
 cr +American Express National Bank, c/o Becket and Lee LLP, PO Box 3001,
 Malvern, PA 19355-0701
 br +BRADFORD & RILEY, 445 N PENNSYLVANIA ST, STE 606, INDIANAPOLIS, IN 46204-1892
 fa +DUFF & PHELPS SECURITIES LLC, 11150 SANTA MONICA BLVD FLOOR 6, LOS ANGELES, CA 90025-3380
 cr +Francis Properties, c/o Lorie A. Klein, Fafinski Mark & Johnson, P.A.,
 775 Prairie Center Drive, Suite 400, Eden Prairie, MN 55344-7322
 intp +GKII Northland Center, LLC, c/o David A. Libra, Lapp, Libra, Stoebner & Pusch,
 120 South 6th St, Suite 2500, Minneapolis, MN 55402-5155
 cr +Great Western Bank, 9290 West Dodge Rd., Suite 401, Omaha, NE 68114-3320
 consult +Hilco Real Estate Appraisal, LLC, 5 Revere Drive, Ste 206, Northbrook, IL 60062-1568
 intp +JMB Capital Partners Lending LLC,, c/o Lowenstein Sandler, LLP, Attn: Robert Hirsh,
 1251 Avenue of the Americas, New York, NY 10020-1104
 crcm +John Fahey, Edward Don & Company, LLC, 9801 Adam Don Parkway, Woodridge, IL 60517-8136
 intp +LANDRY'S RESTAURANTS, INC., 1510 WEST LOOP SOUTH, HOUSTON, TX 77027-9505
 crcmch +Lyena Hale, STORE Master Funding I, LLC, 8377 E. Hartford Drive, Suite 100,
 Scottsdale, AZ 85255-5686
 intp +Oracle America, Inc., c/o Tanabe Warner Law Group, 120 S. Sixth St., #1515,
 Minneapolis, MN 55402-1817
 acc +SCHECHTER DOKKEN KANTER ANDREWS & SELCER, 100 WASHINGTON AVE ST STE 1600,
 MINNEAPOLIS, MN 55401-2154
 intp +Simon Property Group, Inc., Attn: Ronald M. Tucker, Esq., 225 W. Washington Street,
 Indianapolis, IN 46204-3438
 cr +Weingarten Realty Investors, Allen Matkins Leck Gamble Mallory & Nats,
 Three Embarcadero Center, 12th Floor, San Francisco, CA 94111-4003
 intp +Willow Festival Regency, LLC, c/o Fafinski Mark & Johnson, P.A., 775 Prairie Center Drive,
 Suite 400, Eden Prairie, MN 55344-7322

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

intp E-mail/Text: Bradley.Burton@Constellation.com Aug 28 2020 00:09:13 Constellation NewEnergy,
 1310 Point Street, 12th Floor, Baltimore, MD 21231
 cr +E-mail/Text: bankruptcycases@weingarten.com Aug 28 2020 00:09:52
 Weingarten Realty Investors, 2600 Citadel Plaza Drive, Suite 125,
 Attn: Jenny J. Hyun, Esq., Houston, TX 77008-1351

TOTAL: 2

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

intp 755 Tower Associates, L.L.C.
 intp BBQ Acquisition, Inc., 12701 Whitewater Drive, Suite 290, Minnetonka
 cr Bix Produce Company LLC
 cr Brookfield Property REIT, Inc.
 cr CBL & Associates Management, Inc.
 intp Citizens Bank, N.A.
 cr Coastal Sunbelt Produce LLC
 crcm Committee of Unsecured Creditors
 op Epiq Bankruptcy Solutions, LLC
 intp GGP-Glenbrook, L.L.C.
 cr Get Fresh Produce, Inc.
 intp Inland Commercial Real Estate Services, LLC
 intp Inland Property Management, LLC
 cr PPF RTL Rosedale Center LLC
 cr Piazza Produce, LLC
 intp STORE Capital Corporation
 intp STORE Master Funding I, LLC
 intp SYSCO CORPORATION, 1390 Enclave Parkway, Houston
 cr Signature Concepts, Inc.
 intp Starwood Retail Partners LLC
 intp Todd W & Lori A Hanson
 intp Todd W Hanson

District/off: 0864-4

User: DavidT
Form ID: pdf111

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Total Noticed: 29

Date Rcvd: Aug 27, 2020

***** BYPASSED RECIPIENTS (continued) *****
intp Westrim Properties LLC
cr Westroads Mall, L.L.C.

TOTALS: 24, * 0, ## 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: Aug 29, 2020

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 August 27, 2020 at the address(es) listed below:

Aaron B. Chapin on behalf of Creditor CBL & Associates Management, Inc.
aaron.chapin@huschblackwell.com,
LegalSupportTeam-Lit-TM-CHI@huschblackwell.com;Docket-Chi@huschblackwell.com;aaron-chapin-9092@ecf.pacerpro.com
Amy J. Swedberg on behalf of Interested Party LANDRY'S RESTAURANTS, INC.
amy.swedberg@maslon.com, sue.sjodahl@maslon.com
Andrew R. Shedlock on behalf of Interested Party Westrim Properties LLC
andrew.shedlock@kutakrock.com, mary.flahavan@kutakrock.com
Bradford J. Sandler on behalf of Creditor Committee Committee of Unsecured Creditors
bsandler@pszjlaw.com
Caleb T. Holzaepfel on behalf of Creditor CBL & Associates Management, Inc.
caleb.holzaepfel@huschblackwell.com,
serena.hill@huschblackwell.com;LegalSupportTeam-Lookout-CHT@huschblackwell.com
Charles E. Nelson on behalf of Interested Party STORE Capital Corporation
nelsonc@ballardspahr.com, questd@ballardspahr.com,gopleng@ballardspahr.com
Charles E. Nelson on behalf of Interested Party STORE Master Funding I, LLC
nelsonc@ballardspahr.com, questd@ballardspahr.com,gopleng@ballardspahr.com
Charles E. Nelson on behalf of Interested Party Starwood Retail Partners LLC
nelsonc@ballardspahr.com, questd@ballardspahr.com,gopleng@ballardspahr.com
Christopher J Harayda on behalf of Creditor Great Western Bank cj.harayda@faegredrinker.com,
brenda.walz@faegredrinker.com
Christopher J Harayda on behalf of Interested Party 755 Tower Associates, L.L.C.
cj.harayda@faegredrinker.com, brenda.walz@faegredrinker.com
Christopher T. Kalla on behalf of Interested Party Todd W Hanson kalla@hnclaw.com,
olsson@hnclaw.com
Colin R. Robinson on behalf of Creditor Committee Committee of Unsecured Creditors
crobinson@pszjlaw.com
Craig S. Ganz on behalf of Interested Party STORE Capital Corporation ganzc@ballardspahr.com,
phxdocketingbkr@ballardspahr.com;hartt@ballardspahr.com;morganv@ballardspahr.com
Craig S. Ganz on behalf of Interested Party STORE Master Funding I, LLC
ganzc@ballardspahr.com,
phxdocketingbkr@ballardspahr.com;hartt@ballardspahr.com;morganv@ballardspahr.com
David A. Libra on behalf of Interested Party GKII Northland Center, LLC dlibra@lapplibra.com,
lfrey@lapplibra.com
David E. Runck on behalf of Creditor Westroads Mall, L.L.C. david.runck@fmjlaw.com,
sherri.debettignies@fmjlaw.com
David E. Runck on behalf of Interested Party GGP-Glenbrook, L.L.C. david.runck@fmjlaw.com,
sherri.debettignies@fmjlaw.com
David E. Runck on behalf of Creditor Weingarten Realty Investors david.runck@fmjlaw.com,
sherri.debettignies@fmjlaw.com
David E. Runck on behalf of Interested Party Todd W & Lori A Hanson david.runck@fmjlaw.com,
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David E. Runck on behalf of Interested Party Inland Commercial Real Estate Services, LLC
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David E. Runck on behalf of Interested Party Inland Property Management, LLC
david.runck@fmjlaw.com, sherri.debettignies@fmjlaw.com
David E. Runck on behalf of Interested Party Willow Festival Regency, LLC
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David E. Runck on behalf of Creditor Brookfield Property REIT, Inc. david.runck@fmjlaw.com,
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District/off: 0864-4

User: DavidT
Form ID: pdfill1

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Total Noticed: 29

Date Rcvd: Aug 27, 2020

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

David E. Runck on behalf of Creditor Francis Properties david.runck@fmjlaw.com,
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Deborah C. Swenson on behalf of Interested Party American Electric Power debts@lommen.com,
swensonlaw@yahoo.com
Deborah C. Swenson on behalf of Interested Party Constellation NewEnergy debts@lommen.com,
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Dustin P. Branch on behalf of Interested Party Starwood Retail Partners LLC
branchd@ballardspahr.com,
carolod@ballardspahr.com;ZarnighianN@ballardspahr.com;simonjm@ballardspahr.com
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James M. Jorissen on behalf of Debtor 1 Granite City of Indiana, Inc. jjorissen@taftlaw.com,
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John R. McDonald on behalf of Debtor 1 Granite City of Maryland, Inc. jmcDonald@briggs.com,
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Karl J. Johnson on behalf of Debtor 1 Granite City of Maryland, Inc. kjjohnson@taftlaw.com,
johnsonkj@gmail.com,mkoneczny@taftlaw.com,vrittenbach@taftlaw.com
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kesha.tanabe@gmail.com
Kevin M. Newman on behalf of Interested Party Inland Property Management, LLC
knewman@barclaydamon.com, kmnbk@barclaydamon.com
Kevin M. Newman on behalf of Interested Party Inland Commercial Real Estate Services, LLC
knewman@barclaydamon.com, kmnbk@barclaydamon.com
Lorie A. Klein on behalf of Creditor Francis Properties lorie.klein@fmjlaw.com,
sherri.debettignies@fmjlaw.com
Mary S Rivero on behalf of Interested Party Citizens Bank, N.A. mrivero@winthrop.com,
mbartone@winthrop.com
Michael Rosow on behalf of Interested Party Citizens Bank, N.A. mrosow@winthrop.com,
kknudsen@winthrop.com
Michael A. DiGiacomo on behalf of Interested Party STORE Capital Corporation
digiacomom@ballardspahr.com,
phxdocketingbkr@ballardspahr.com;hartt@ballardspahr.com;morganv@ballardspahr.com
Michael A. DiGiacomo on behalf of Interested Party STORE Master Funding I, LLC
digiacomom@ballardspahr.com,
phxdocketingbkr@ballardspahr.com;hartt@ballardspahr.com;morganv@ballardspahr.com
Michael B. Willey on behalf of Interested Party TN Dept of Revenue Agbankcal@ag.tn.gov,
Michael.Willey@ag.tn.gov
Phillip Bohl on behalf of Interested Party BBQ Acquisition, Inc. phillip.bohl@lathropgpm.com
Phillip Bohl on behalf of Interested Party SYSCO CORPORATION phillip.bohl@lathropgpm.com
Robert L LeHane on behalf of Interested Party Willow Festival Regency, LLC
rlehane@kelleydrye.com, KDWBkruptcyDepartment@kelleydrye.com
Robert L LeHane on behalf of Creditor PPF RTL Rosedale Center LLC rlehane@kelleydrye.com,
KDWBkruptcyDepartment@kelleydrye.com
Ronald M. Tucker on behalf of Interested Party Simon Property Group, Inc. rtucker@simon.com,
cmartin@simon.com;jvalentin@simon.com;bankruptcy@simon.com;antimm@simon.com
Ryan Murphy on behalf of Creditor Get Fresh Produce, Inc. rmurphy@fredlaw.com,
stimm@fredlaw.com;sstallings@fredlaw.com,autodockets@fredlaw.com
Ryan Murphy on behalf of Creditor Bix Produce Company LLC rmurphy@fredlaw.com,
stimm@fredlaw.com;sstallings@fredlaw.com,autodockets@fredlaw.com

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Total Noticed: 29

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

Ryan Murphy on behalf of Creditor Piazza Produce, LLC rmurphy@fredlaw.com,
stimm@fredlaw.com;sstallings@fredlaw.com,autodockets@fredlaw.com
Ryan Murphy on behalf of Creditor Coastal Sunbelt Produce LLC rmurphy@fredlaw.com,
stimm@fredlaw.com;sstallings@fredlaw.com,autodockets@fredlaw.com
Sarah J Wencil on behalf of U.S. Trustee US Trustee Sarah.J.Wencil@usdoj.gov
Steven W. Golden on behalf of Creditor Committee Committee of Unsecured Creditors
sgolden@pszjlaw.com
Terri A. Running on behalf of Creditor Signature Concepts, Inc. trunning@messerlikramer.com,
jstorberg@messerlikramer.com
US Trustee ustpreion12.mn.ecf@usdoj.gov

TOTAL: 67