

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION

In re:

QSL PORTAGE, LLC,

Debtor.

Case No. 17-21799-jra

Chapter 11

DEBTOR’S MOTION (1) FOR AUTHORITY TO SELL SUBSTANTIALLY ALL OF DEBTOR’S PROPERTY OUTSIDE THE ORDINARY COURSE OF BUSINESS FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES AND FOR RELATED RELIEF, AND (2) REQUEST FOR EXPEDITED HEARING THEREON

QSL Portage, LLC, the above-captioned debtor and debtor in possession (the “**Debtor**”), pursuant to Section 363 of title 11, United States Code (the “**Bankruptcy Code**”), and FED. R. BANKR. P. 2002, 6004 and 9006, moves this Court (the “**Motion**”) for entry of an order authorizing the sale of substantially all of the Debtor’s tangible property, as more specifically described herein, free and clear of all liens, claims and encumbrances, and with any liens to attach to the sale proceeds (the “**Proposed Sale**”). The Debtor further requests authority to distribute the net proceeds of the Proposed Sale to secured creditor Internal Revenue Service, after the payment of certain carve-outs for professional fees and United States Trustee statutory fees that Internal Revenue Service has agreed to have deducted and paid from its collateral proceeds. Finally, based on the Debtor’s desire to promptly wind down its business and dismiss the bankruptcy case in conjunction with the Proposed Sale and an overall resolution of the pending litigation with QSL Franchise Systems, LLC, **the Debtor requests that the Court set an expedited hearing on this Motion for May 23, 2018 at 1:30 p.m.** For the same reasons, the Debtor requests that the Court waive the 14-day stay on the effectiveness of the order authorizing the Proposed Sale pursuant to Bankruptcy Rule 6004(h) such that the order authorizing the sale and related relief is effective immediately upon entry. In support of this Motion, the Debtor respectfully states as follows:

I. JURISDICTION

1. On June 26, 2017 (the “**Petition Date**”), the Debtor commenced this chapter 11 case (the “**Case**”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. The Debtor continues to operate its business as debtor in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

3. No request has been made for the appointment of a chapter 11 trustee or examiner, and no official committee of unsecured creditors has been appointed by the Office of the United States Trustee.

4. This Court has jurisdiction over the Debtor and its property pursuant to 28 U.S.C. § 1334. This Motion is a core proceeding pursuant to one or more provisions of 28 U.S.C. § 157(b)(2) and the Court has constitutional authority to enter a final order granting the relief requested in the Motion.

II. BACKGROUND AND PROPOSED SALE

5. Since 2006, the Debtor has operated the Quaker Steak & Lube restaurant at 6245 Ameriplex Dr., Portage, IN 46368 (the “**Leased Premises**”).

6. The Debtor’s bankruptcy filing was precipitated by QSL Franchise Systems, LLC’s (“**Franchisor**”) purported termination of the Debtor’s franchise agreement shortly before the Petition Date. The Debtor and Franchisor are parties to related adversary proceeding no. 17-2062 (the “**Adversary Proceeding**”).

7. Franchisor also filed a motion to convert the Case (the “**Motion to Convert**”), with respect to which a final hearing was held on April 17, 2018.

8. On May 4, 2018, the Court approved agreed orders between the Debtor and Franchisor to stay all pending matters and deadlines in the Adversary Proceeding, as well as

post-hearing submissions and the deadline for the Court's ruling on the Motion to Convert, through May 31, 2018, based on the parties' tentative resolution of their disputes.

9. On May 4, the Court also entered the *Agreed Third Extended Final Order (I) Authorizing Use Of Cash Collateral And (II) Granting Adequate Protection* [Doc. 208] (the "**Cash Collateral Order**"), wherein the Internal Revenue Service consented to the Debtor's continued use of its cash collateral through June 30, 2018 on certain terms and conditions, including the Debtor's representation that it intends to move for dismissal of the above-captioned bankruptcy case within the next 30 days as part of a tentative resolution with QSL Franchise Systems, LLC to wind down the Debtor's business and liquidate the Debtor's assets in partial satisfaction of IRS's liens. As reflected in its amended proof of claim filed on April 25, 2018, the Internal Revenue Service has a claim in excess of \$1,000,000, a substantial portion of which is secured by federal tax liens pursuant to 26 U.S.C. § 6321.

10. Also on May 4, 2018, the United States Trustee filed a motion to dismiss or convert the Case (the "**UST Motion**") based on the Debtor's failure to pay United States Trustee statutory fees, indicating that delinquent fees now total \$14,979.80. The UST Motion is currently scheduled for an initial prehearing conference on May 30, 2018. The Debtor consents to dismissal of the Case, provided that entry of the dismissal order is delayed for approximately 45 days, once the Proposed Sale is completed. Accordingly, the Debtor proposes that the Court continue the UST Motion for final hearing and entry of an agreed dismissal order in early July 2018.

11. A final hearing on the motion of the Debtor's landlord, STORE Master Funding X, LLC ("**Landlord**"), for certain relief pursuant to section 365(d)(3) of the Bankruptcy Code is currently scheduled for final hearing on May 23, 2018 at 1:30 p.m. If the Court were to grant the relief requested herein, the Debtor will voluntarily surrender the Leased Premises to the Landlord

immediately upon completion of the Proposed Sale in approximately 60 days. Alternatively, the Debtor would consent to immediate surrender of the Leased Premises, subject to the express condition that the Debtor has 60 days to remove personal property from the Leased Premises as part of the auction process.

12. The Debtor's secured creditor Internal Revenue Service consents to the Proposed Sale and the Debtor's proposed employment of HYPERAMS to conduct online auction sales of the Debtor's equipment and memorabilia, as more specifically described in **Exhibit 1** hereto.¹ The contemplated auction and dismissal process will span approximately 60 days, including 15 days of marketing, followed by 15 days of online bidding, 15 days for the collection and removal of property by successful bidders, and 15 days for a final accounting and entry of the dismissal order.

13. The Internal Revenue Service has also agreed to certain carve-outs from its collateral proceeds for payment of outstanding United States Trustee statutory fees and Debtor's professional fees related to the Proposed Sale. Specifically, the Internal Revenue Service has agreed to payment of (i) any outstanding United States Trustee statutory fees (\$14,979.80 as of May 4, plus additional fees that accrue prior to dismissal of the Case); (ii) the 5% commission and expense reimbursement up to \$16,000 payable to HYPERAMS as set forth in the HYPER Application; and (iii) a flat fee of \$10,000 to the Debtor's counsel, Shaw Fishman Glantz & Towbin LLC ("**Shaw Fishman**"); and (iv) (collectively, the "**IRS Carve-outs**"). The Debtor seeks authority to pay the IRS Carve-outs and distribute the net proceeds of the Proposed Sale to the Internal Revenue Service on account of its secured claim. The Debtor will file a Report of

¹ Contemporaneously herewith, the Debtor has filed an application to employ HYPERAMS as auctioneer (the "**HYPER Application**").

Sale immediately upon the conclusion of the Proposed Sale reflecting the outcome of the sale and the disbursement of sale proceeds to the aforementioned parties.

14. As part of the Proposed Sale and contemplated dismissal of the Case, the Debtor, its principals and its attorneys, have entered into a settlement agreement with Franchisor. The settlement agreement is expressly conditioned upon the dismissal of the Case and none of the consideration and releases provided thereunder become effective until *after* the Case is dismissed. In short, the parties have conditionally agreed to a consensual termination of the franchise in conjunction with the orderly wind down of the Debtor's business. Franchisor has agreed to stay all pending litigation while the Debtor conducts the Proposed Sale for the benefit of creditors. Franchisor has further agreed to pay, after dismissal of the Case: (i) \$50,000 to each of the Debtor's attorneys, Shaw Fishman and Shumaker Loop & Kendrick, LLP, in partial satisfaction of the fees incurred; (ii) \$90,000 to the Debtor's owner, QSL Briski, LLC, in exchange for a covenant not to compete with Franchisor for a period of two years; and (iii) \$60,000 payable through monthly installments of \$5,000 to the Debtor's managing member, Larry Briski, for future consulting services up to 5 hours per week for the period of one year after dismissal of the Case.

III. APPLICABLE AUTHORITY

A. Sale Outside The Ordinary Course Of Business Under 11 U.S.C. § 363(b)

15. Section 363(b)(1) permits a debtor to "use, sell, or lease, other than in the ordinary course of business, property of the estate," after notice and a hearing. 11 U.S.C. § 363(b). Courts generally approve sales outside of the ordinary course of business under 11 U.S.C. § 363(b)(1) whenever such a sale is in the best interests of the estate. *See, e.g., In re Telesphere Communications, Inc.*, 179 B.R. 544, 552 (Bankr. N.D. Ill. 1994); *In re Apex Oil Co.*, 92 B.R. 847, 866 (Bankr. E.D. Mo. 1988).

16. Ordinarily, this standard requires an articulated business justification for the sale and evidence that the sale occurred in good faith. *See, e.g., In re Shary*, 152 B.R. 724, 725 (Bankr. N.D. Ohio 1993), (citing *In re Met-L-Wood Corp.*, 861 F.2d 1012 (7th Cir. 1988), *cert. denied*, 490 U.S. 1006, 109 S. Ct. 1642, 104 L.Ed.2d 157 (1989)); *Fulton State Bank v. Schipper (In re Schipper)*, 933 F.2d 513, 515 (7th Cir. 1991) (sale under section 363 involves exercise of fiduciary duty and requires an “articulated business justification”).

17. Additionally, courts generally require that adequate and reasonable notice of the sale be provided to interested parties, and that the purchase price be fair and reasonable. *See In re Delaware & Hudson Rwy. Co.*, 124 B.R. 169, 176 (D. Del. 1991); *In re Taylor*, 198 B.R. 142, 156-57 (Bankr. D.S.C. 1996); *In re Country Manor of Kenton, Inc.*, 172 B.R. 217, 220 (Bankr. N.D. Ohio 1994).

B. Sale Free and Clear of Liens Under 11 U.S.C. § 363(f)

18. Section 363(f) of the Bankruptcy Code governs “free and clear” sales of estate property, providing, in relevant part, as follows:

The trustee may sell property under subsection (b) ... of this section free and clear of any interest in such property of an entity other than the estate, only if -

- (1) applicable non-bankruptcy law permits sale of such property free and clear of such interest;
- (2) such entity consents;
- (3) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property;
- (4) such interest is in bona fide dispute; or
- (5) such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest.

11 U.S.C. § 363(f).

IV. BASIS FOR RELIEF

19. The Debtor believes that the Proposed Sale represents the best opportunity under the existing circumstances to maximize the value of the Debtor’s property in connection with the

orderly wind down of the Debtor's business. HYPERAMS has substantial experience in liquidating equipment and other property in distressed situations, and the online auction process represents the best and most cost-effective way to liquidate the Debtor's equipment and memorabilia. The Proposed Sale will satisfy the secured claim of the Internal Revenue Service and enable the Debtor to pay outstanding United States Trustee statutory fees prior to the dismissal of the Case. Moreover, the Proposed Sale is part of an overall resolution of all pending matters before the Court that will facilitate the orderly wind down and liquidation of the Debtor's business for the benefit of creditors followed by the dismissal of the Case and the Adversary Proceeding. Accordingly, the Debtor submits that there is an articulated business justification for the Proposed Sale and it is in the best interests of the Debtor's estate.

20. Moreover, the Debtor submits that the Proposed Sale free and clear of any liens, claims and encumbrances comports with 11 U.S.C. § 363(f). Specifically, the Internal Revenue Service consents to the proposed sale, thus satisfying section 363(f)(2) of the Bankruptcy Code. Furthermore, the liens of the Internal Revenue Service will be adequately protected by attachment of such liens to the sale proceeds and by allowing the Debtor to pay the net proceeds of the Proposed Sale to the Internal Revenue Service after deducting and paying the agreed upon IRS Carve-outs. *See Louisville Joint Stock Land Bank v. Radford*, 295 U.S. 555, 594, 55 S.Ct. 854, 865 (1935) (recognizing several constitutionally protected rights of secured creditors, including the right to protect its interest in property by credit bidding and “[t]he right to realize upon the security by a judicial public sale.”); *Wright v. Vinton Branch of Mountain Trust Bank of Roanoke*, 300 U.S. 440, 459, 57 S.Ct. 556, 560 (1937) (accord). Additionally, authorizing the Debtor to pay the IRS Carve-outs directly from the Proposed Sale without a formal fee application is appropriate under the circumstances because the fees are for fixed amounts (straight percentage commissions in the case of HYPERAMS and flat fee for Shaw Fishman),

and the sale proceeds would otherwise be payable to the Internal Revenue Service on account of its secured claim rather than to the Debtor's estate.

21. For the foregoing reasons, the Debtor respectfully requests that the Court authorize the Proposed Sale, as further set forth in the proposed form of order granting this Motion, free and clear of all liens, claims, interests and encumbrances.

V. REQUEST FOR EXPEDITED HEARING AND WAIVER OF 14-DAY STAY

22. The Debtor requests that the Court schedule this Motion for an expedited hearing May 23, 2018 at 1:30 p.m. along with the previously scheduled final hearing on the Landlord's section 365(d)(3) motion. Bankruptcy Rule 2002 generally requires twenty (20) days' notice for the proposed use, sale or lease of estate property outside the ordinary course of business, "unless the court for cause shown shortens the time...." FED. R. BANKR. P. 2002(a)(2). Similarly, Bankruptcy Rule 9006 provides that "when an act is required or allowed to be done at or within a specified time by these rules ..., the court for cause shown may in its discretion with or without motion or notice order the period reduced." FED. R. BANKR. P. 9006(c)(1).

23. The Debtor seeks an expedited hearing on this Motion to avoid incurring additional operating losses, tax liabilities and administrative expenses, and to promptly move forward with the Proposed Sale and dismissal of the Case. For the same reasons, the Debtor requests that the Court waive the fourteen (14) day stay pursuant to Fed. R. Bankr. P. 6004(h) to allow the order authorizing the Proposed Sale to be effective immediately upon entry. Based on the foregoing, the Debtor submits that good cause exists for an expedited hearing on the Motion and the requested Rule 6004(h) waiver.

VI. NOTICE

24. Notice of this Motion has been served upon (i) the Office of the United States Trustee; (ii) counsel for the Internal Revenue Service; (iii) the entities included on any list

required by Bankruptcy Rule 1007; and (iv) parties requesting notice or having filed a notice of appearance in the case. The Debtor requests that the Court find such notice is sufficient under Bankruptcy Rules 2002 and 6004(a).

WHEREFORE, the Debtor respectfully requests the entry of an order, substantially in the form attached hereto, pursuant to 11 U.S.C. § 363(b), and Rules 2002, 6004 and 9006 of the Federal Rules of Bankruptcy Procedure: (i) finding sufficient notice of the Motion has been provided under Bankruptcy Rule 6004(a); (ii) authorizing the Debtor's sale of equipment and memorabilia referenced in Exhibit 1, free and clear of all liens, claims and encumbrances; (iii) authorizing the Debtor to pay the IRS Carve-outs and distribute the net proceeds of the Proposed Sale to the Internal Revenue Service on account of its secured claim; (iv) waiving the fourteen (14) day stay required pursuant to Fed. R. Bankr. P. 6004(c); and (v) granting such other and further relief as is just and equitable.

Dated: May 16, 2018

Respectfully submitted,

QSL PORTAGE, LLC

By: /s/ Gordon E. Gouveia II

Gordon E. Gouveia II (IL ARDC #6282986)
Shaw Fishman Glantz & Towbin LLC
321 North Clark Street, Suite 800
Chicago, Illinois 60654
P: (312) 541-0151
ggouveia@shawfishman.com
Counsel to the Debtor

CERTIFICATE OF SERVICE

I, Gordon E. Gouveia II, certify that on the May 16, 2018, the foregoing **DEBTOR'S MOTION (1) FOR AUTHORITY TO SELL SUBSTANTIALLY ALL OF DEBTOR'S PROPERTY OUTSIDE THE ORDINARY COURSE OF BUSINESS FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES AND FOR RELATED RELIEF, AND (2) REQUEST FOR EXPEDITED HEARING THEREON** was served on each of the parties listed below, as indicated, via CM/ECF, email or first-class U.S. Mail, postage prepaid.

/s/ Gordon E. Gouveia II

CM/ECF Notice List

- Frederick L. Carpenter fcarpenter@dfreeland.com
- Daniel L. Freeland dlf9601@aol.com
- Nancy J. Gargula USTPRegion10.SO.ECF@usdoj.gov
- Gordon E. Gouveia II ggouveia@shawfishman.com, kjanecki@shawfishman.com
- Robin W. Morlock Robin.Morlock@usdoj.gov, caseview.ecf@usdoj.gov;griselda.burge@usdoj.gov
- Paul T. Musser paul.musser@kattenlaw.com
- Jennifer Prokop jennifer.prokop@usdoj.gov, jwprokop@yahoo.com

VIA US MAIL

SEE ATTACHED CREDITOR MATRIX

Label Matrix for local noticing
0755-2
Case 17-21799-jra
Northern District of Indiana
Hammond Division
Wed May 16 12:08:45 EDT 2018

Alert Alarm
1127 W. Lincoln Hwy
Merrillville, IN 46410-5376

Paige Barr
Katten Muchin Rosenman LLP
525 W Monroe Street
Chicago, IL 60661-3693

Cleveland Menu
1441 E. 17th Street
Cleveland, OH 44114-2012

(p)DIRECTV LLC
ATTN BANKRUPTCIES
PO BOX 6550
GREENWOOD VILLAGE CO 80155-6550

Daniel L. Freeland
9105 Indianapolis Boulevard
Highland, IN 46322-2553

Nancy J. Gargula
100 East Wayne Street, 5th Floor
South Bend, IN 46601-2349

Peter Silverman
Shumaker, Loop & Kendrick LLP
1000 Jackson Street
Toledo, OH 43604

Indiana Department of
Workforce Development
10 N. Senate Ave., Suite SE201
Indianapolis, IN 46204-2277

Indiana Employment Security Division
10 North Senate Street
Indianapolis, IN 46204-2201

AAA Valley
4333 Calumet Ave.
Hammond, IN 46320-1136

American Express Bank, FSB
4315 South 2700 West
Salt Lake City, UT 84184-0002

Bill's Lawncare
2168 Whipperwill Street
Portage, IN 46368-1643

Corporation Service Company
P.O. Box 2576
Springfield, IL 62708-2576

Economy Signs Neon
546 Conkey Street
Hammond, IN 46324-1153

Frontier
P.O. Box 5157
Tampa, FL 33675-5157

Gary Sign Co.
3289 E. 83rd Place
Merrillville, IN 46410-6542

Ice Miller LLP
Jeffrey A Hokanson
One American Square, Suite 2900
Indianapolis, IN 46282-0200

Indiana Department of Revenue
100 North Senate Avenue, N240 MS108
Indianapolis IN 46204-2231

Indiana Logo
600 E. 9th Street
Suite 515
Indianapolis, IN 46202

ASCAP
P.O. Box 331608-7515
Nashville, TN 37203-9998

BMI
10 Music Square East
Nashville, TN 37203-4321

Frederick L. Carpenter
9105 Indianapolis Blvd
Highland, IN 46322-2553

Charles DeVore
Jatten Muchin Rosenman LLP
525 W Monroe Street
Chicago, IL 60661-3693

Edco Environmental Services, Inc
Hodges and Davis PC
8700 Broadway
Merrillville, IN 46410-7036

Garda Safe
2000 NW Corporate Blvd
Ste 101
Boca Raton, FL 33431-7304

Gasket Guy
P.O. Box 896
La Porte, IN 46352-0896

Indiana American Water
P.O. Box 578
Alton, IL 62002-0578

Indiana Department of Revenue
Attn: Highest Ranking Officer
Bankruptcy Section, N-240
100 N. Senate Ave.
Indianapolis, IN 46204-2273

Internal Revenue Service
P. O. Box 7346
Philadelphia, PA 19101-7346

Lake County Treasurer
Attention: Bankruptcy Clerk
2293 North Main Street
Crown Point IN 46307-1854

Merrillville Awning
1420 E. 91st Drive
Merrillville, IN 46410-7174

Monroe Pest Control Co., Inc.
3220 W. Old Ridge Road
Hobart, IN 46342-1720

Robin W. Morlock
Assistant U.S. Attorney
5400 Federal Plaza, Suite 1500
Hammond, IN 46320-1843

Paul T. Musser
Katten, Muchin, Rosenman LLP
525 West Monroe Street
Chicago, IL 60661-3693

NW IN Backflow
5910 E. 129th Ave
Crown Point, IN 46307-9055

Nipsco
801 E 86th Ave
Merrillville, IN 46410-6272

OMNI Entertainment
1151 Southpoint Circle
Suite D
Valparaiso, IN 46385-6238

Office of the U.S. Attorney
5400 Federal Plaza
Suite 1500
Hammond IN 46320-1843

Porter County Treasurer
155 Indiana Avenue Suite 209
Valparaiso, IN 46383-5566

Preferred Oil
712 Essington Road
Joliet, IL 60435-4912

Jennifer Prokop
Office of the United States Trustee
100 E. Wayne Street Suite 555
South Bend, IN 46601-2363

QSL Franchise System LLC
7 St. Paul Street, Suite 820
Baltimore, MD 21202-1681

QSL Franchise Systems LLC
Katten Muchin Rosenman LLP
c/o P. Siddiqui
525 W Monroe Street
Chicago, IL 60661-3693

QSL Franchise Systems, LLC
CSC-Lawyers Incorporating Service Co.
7 St. Paul Street, Suite 820
Baltimore, MD 21202-1681

QSL Portage, LLC
549 Kennedy Avenue
Scherverville, IN 46375-1236

Reinhart Food Service
6250 N River Road
Suite 9000
Rosemont, IL 60018-4241

SAL Tec Service
P.O. Box 766
Portage, IN 46368-0766

STORE MASTER FUNDING X, LLC, a Delaware
Company
8501 E PRINCESS DR, STE 190
Scottsdale, AZ 85255-5494

STORE Master Funding X, LLC
6245 Ameriplex Drive
Portage, IN 46368-1391

Secretary of Treasury
15th & Pennsylvania
Washington DC 20220-0001

Securities & Exchange Commission
Bankruptcy Section
175 W. Jackson Blvd., Suite 900
Chicago IL 60604-2815

Peter Siddiqui
Katten Muchin Rosenman LLP
525 W Monroe Street
Chicago, IL 60661-3693

Stataline Fire Systems
5347 E. US HWY 6, Unit D
Portage, IN 46368-8202

Store Master Funding VII, LLC
8501 E. Princess Drive, Suite 190
Scottsdale, AZ 85255-5494

Telephones Plus
3328 E. 35th Place
Lake Station, IN 46405-3023

U.S. Foods, Inc.
c/o Rubin & Levin, P.C.
135 N. Pennsylvania St., Ste. 1400
Indianapolis, IN 46204-2489

U.S. Goods, Inc.
c/o Rubin & Levin, P.C.
135 N. Pennsylvania St., Ste. 1400
Indianapolis, IN 46204-2489

US Foods, Inc
Bryan Cave LLP attn: Leslie Bayles
161 North Clark Street, Suite 4300
Chicago, IL 60601-3315

US Foods, Inc.
800 Supreme Drive
Bensenville, IL 60106-1107

Waste Management
2625 W. Grandview Rd. Suite 150
Phoenix, AZ 85023-3109

Waste Management
Attn: Rollof Billing
700 East Butterfield Road, 4th Floor
Lombard, IL 60148-5671

Water Reclam
6071 Central Avenue
Portage, IN 46368-3540

Jeffrey Wegner
Kutak Rock LLP
1650 Farnam Street
Omaha, NE 68102-2186

Wilkins Foods
2601 Bond Street
University Park, IL 60484-3179

Exhibit 1

Schedule A

Item	Qty	Manufacturer	Model	Size/Capacity	Description1	Specifications
1	1	Follett	DEV2650SG-72	6' W X 7' H	Ice Machine	
2	1					Out
3	1					Miscellaneous lot of random equipment including, but not limited to: Racks, Shop Vac, File Cabinet, Office Deck, Office Printers, Desktop Computer, Security System, Telephone System, Sentry Safe, Ladders, Server Rack, Pyramid Amplifier, Towel Warmers, Fan
4	1					Miscellaneous Lot of Restaurant Equipment Inside, including, but not limited to: (9) Baby Chairs (12) Booster Seats (2) 52" Diameter Circle Wood Tables (1) 31" Diameter High Circle Wood Table (15) 66" X 33" Rectangle Wood Tables (14) 33" x 33" Square Wood Tables (165) Plastic Table Chairs (29) Various Size and brands of Flatscreen TV's (19) Booth Sets (1 Table with a booth on each side of the table) (32) Cushioned Bar Stools (22) Metal Bar Stools With Backs (22) Metal Bar Stools With no Backs (4) 3' X 3' Marble Square Tables (6) 4' X 2.5' Marble Rectangle Tables (3) 6' X 2.5' Marble Rectangle Tables
5	1					Miscellaneous Pation Equipment Outside, Including, but not limited to: (4) Patio Table Umbrellas (4) Circle Marble Tables (1) Square Marble Table (8) Metal Patio Tables (9) Marble Rectangle Tables (55) Metal Patio Chairs (42) Plastic Charis
6	1					Miscellaneous Kitchen Equipment Including, but not limited to: Stainless Steel Food Containers, Server Trays, Silverware Containers, Appetizer Plates, Beer Chiller Tins, Pots, Pans, Deep Fryer Pans, Utensils, Microwaves, Cups, Scale, Cash Registers, Reciept Printers, Pepsi 2-Door Cooler
7	1			7,000-LB Capacity	Car Lifts	
8	1	Wasserstorm		20' L X 2' W X 4' H	Table	Stainless Steel, S/N: 1834
9	1	APW Wyatt			Countertop Oven	Stainless Steel
10	1			16' L X 2' W X 4' H	Table	Stainless Steel, S/N: 1831
11	1					Miscellaneous Artwork / Arcade Games In and Around the Restaurant, Including, but not limited to: Corvette Shell, Actual Race Car Shell, 57' Chevy Front End, Old Gas Station Signs, Multiple Brand Name Neon Signs
12	1	Jackson	PA-C4-CS	2' Opening	Sanitizer Washer	With Sanitizer Bins and Buckets
13	1	Kawasaki			Dirt Bike	
14	1				Jr. Chopper	
15	1				Jr. Dragster	
16	1				Go Cart	
17	1	Beverage Air	SP60-16	5' L X 28" W X 42" H	Cooler	with Cutting Board Top
18	1	Beverage Air	SP72-24M	6' L X 3' W X 5.5' H	Cooler	with Cutting Board Top
19	1					Out
20	2	CVAP	Gold Edtlton	33" W X 27" L X 40" H Opening - 2'L X 21" H		

21	7	Pitco		2' X 1.5' Opening	Deep Fryers	
22	1	Edesa		2.5' W X 3' H X 27" L	Cooler	
23	1					Out
24	1			12' L	Table With Food Warmers	Stainless Steel
25	1					Out
26	1	Wood Stone		3' X 3' Opening	Oven	
27	1	Lang		6' X 2.5'	Griddle	
28	1	Middle		4' X 34"	Stove	
29	1	Wolf		4' X 28"	Griddle	
30	1					Out
31	1	Beverage Air			Cooler	with Cutting Board Top
32	1	Cornelius			Soda Dispenser	
33	1	Bunn	AXIOM-DV-TC, PF SST HSG (S&D)		Coffee Maker	AXTS004448
34	1	Bunn	TB3Q		Coffee Maker	TJ69252140
35	1	Berkel	827-A		Meat Cutter	31925
36	1	Metro	C5 3 Series		Insulation Warmer	
37	1	Southbend			Stove	6-Burner
38	1	Sunfire				
39	1					Out
40	1	Hatco	GRAH-840		Table	With Food Warmers
41	1	Hatco	GRAH-840		Table	With Food Warmers
42	1	TRUE	TD-65-24		Cooler	S/N: 11753855
43	1	Ecolab	ET-1		Sanitizer Washer	
44	1					Miscellaneous Bar Equipment Including, but Not Limited to: Miscellaneous Stainless Steel work Tables/ Organizers, Beer Dispensers, Stainless Steel Bar Organization Racks with Sink
45	1	Edesa	EBC-50		Cooler	
46	1	Perlick	FR36		Cooler	
47	1	Beverage Air	GF34L-B		Cooler	
48	1	Beverage Air	GF34L-B		Cooler	
49	1	Edesa	EBC-50		Cooler	
50	1	Beverage Air	DW49		Cooler	
51	1	Hobart	LXI Series		Sanitizer Washer	
52	1	Glas Tender	ST24-BG		Cooler	
53	1	TRUE	T-24-GC		Cooler	
54	1	Edesa	EBC-50		Cooler	
55	1	TRUE	TD-65-24		Cooler	
56	1	Ecolab	ET-1		Sanitizer Washer	
57	1				Memorabilia	All memorabilia throughout facility

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION

In re:

QSL PORTAGE, LLC,

Debtor.

Case No. 17-21799-jra

Chapter 11

**ORDER AUTHORIZING SALE OF SUBSTANTIALLY ALL OF DEBTOR'S
PROPERTY OUTSIDE THE ORDINARY COURSE OF BUSINESS
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES**

Upon consideration of *Debtor's Motion (1) for Authority to Sell Substantially all of Debtor's Property Outside the Ordinary Course of Business Free and Clear of Liens, Claims and Encumbrances and for Related Relief (2) for Expedited Hearing Thereon* (the "Motion");² due and proper notice of the Motion having been provided; sufficient cause appearing therefor; **it is hereby ORDERED as follows:**

1. The Motion is granted, as provided herein.
2. The Court finds that notice of the Motion to creditors and other parties in interest was sufficient and no further notice is required.
3. Pursuant to 11 U.S.C. § 363(b), the Debtor is authorized to sell all of its equipment and memorabilia including the items referenced in Exhibit 1 to the Motion, free and clear of all liens, claims and encumbrances, with liens attaching to the sale proceeds.
4. The Debtor is further authorized to pay the IRS Carve-outs and distribute the net sale proceeds to the Internal Revenue Service on account of its secured claim.
5. The Debtor shall file a Report of Sale within seven (7) days of the conclusion of the sale authorized hereunder.
6. For cause shown, the Court waives the fourteen (14) day stay required pursuant to

² Any capitalized terms not defined herein shall carry the meaning assigned in the Motion.

Fed. R. Bankr. P. 6004(c) and this Order is effective immediately upon entry.

Dated at Hammond, Indiana this _____ day of May, 2018

United States Bankruptcy Judge