

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

GREAT FOOD GREAT FUN, LLC,
d/b/a WING CITY GRILLE,

Case No.: 17-11557-CLB

Debtor.

- AND -

Jointly Administered

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

PROFESSIONAL HOSPITALITY, LLC,
d/b/a VILLAGE CASINO RESTAURANT,

Case No.: 17-11558-CLB

Debtor.

**NOTICE OF HEARING ON MOTION SEEKING AUTHORIZATION
FOR DEBTOR PROFESSIONAL HOSPITALITY, LLC TO OBTAIN
DEBTOR-IN-POSSESSION FINANCING FROM AMBER ANDERSON
TO ASSIST WITH SEASONAL START-UP COSTS**

PLEASE TAKE NOTICE that the Debtors-in-Possession, Great Food Great Fun, LLC (“Great Food Great Fun”) and Professional Hospitality, LLC (“Professional Hospitality”) (collectively, the “Debtors”), by their attorneys, Andreozzi Bluestein LLP, will appear before the Hon. Carl L. Bucki, U.S. Bankruptcy Judge, in the courtroom usually occupied by him at the United States Bankruptcy Court, Part II, Olympic Towers, 300 Pearl Street, Suite 250, Buffalo, New York 14202, on **February 26, 2018, at 10:00 a.m.**, or as soon thereafter as counsel can be heard, seeking the entry of an Order, pursuant to 11 U.S.C. §364 and Rule 4001 of the Federal Rules of Bankruptcy Procedure, authorizing Debtor Professional Hospitality to obtain short-term Debtor-in-Possession Financing from Amber Anderson in the form of a line of credit in an

amount of up to \$35,000.00 on an unsecured administrative expense basis, so as to assist Professional Hospitality to meet its seasonal start-up costs.

PLEASE TAKE FURTHER NOTICE that any entity choosing to file written support of or opposition to the Motion with the Court shall also serve it upon Andreozzi Bluestein LLP at 9145 Main Street, Clarence, New York 14031, as soon as practicable, pursuant to Local Rule of Bankruptcy Procedure 9013-1.

Dated: Clarence, New York
February 8, 2018

ANDREOZZI BLUESTEIN LLP

By: /s/ Daniel F. Brown
Daniel F. Brown, Esq.
Attorneys for the Debtors
9145 Main Street
Clarence, New York 14031
Direct Dial: (716) 235-5030
Office Number: (716) 633-3200, Ext. 318
Facsimile: (716) 633-0301
E-mail: dfb@andreozzibluestein.com

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

GREAT FOOD GREAT FUN, LLC,
d/b/a WING CITY GRILLE,

Case No.: 17-11557-CLB

Debtor.

- AND -

Jointly Administered

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

PROFESSIONAL HOSPITALITY, LLC,
d/b/a VILLAGE CASINO RESTAURANT,

Case No.: 17-11558-CLB

Debtor.

**MOTION SEEKING AUTHORIZATION FOR DEBTOR PROFESSIONAL
HOSPITALITY, LLC TO OBTAIN DEBTOR-IN-POSSESSION FINANCING
FROM AMBER ANDERSON TO ASSIST WITH SEASONAL START-UP COSTS**

The Debtors-in-Possession, Great Food Great Fun, LLC (“Great Food Great Fun”) and Professional Hospitality, LLC (“Professional Hospitality”) (collectively, the “Debtors”), by their attorneys, Andreozzi Bluestein LLP, hereby move this Court (the “Motion”), for the entry of an order, pursuant to 11 U.S.C. §364 and Rule 4001 of the Federal Rules of Bankruptcy Procedure, authorizing Debtor Professional Hospitality to obtain short-term Debtor-in-Possession Financing from Amber Anderson in the form of a line of credit in an amount of up to \$35,000.00 on an unsecured administrative expense basis, so as to assist Professional Hospitality to meet its seasonal start-up costs.

In support of this Motion, the Debtors respectfully represent as follows:

1. Debtor Great Food Great Fun is a New York corporation which is doing business as “Wing City Grille” and which operates a restaurant in Fredonia, New York.

2. Debtor Professional Hospitality is a New York corporation which is doing business as “Village Casino Restaurant” and which operates a restaurant and banquet facilities on the waterfront in Bemus Point, New York. The Village Casino Restaurant is seasonal, generally operating only between May 1 and September 30 each year.

3. Both of the Debtors are single member limited liability corporations owned by Andrew C. Carlson, an individual who is not in bankruptcy.

4. Each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code on July 24, 2017 (the “Filings”).

5. On August 14, 2017, the Court entered an order authorizing the joint administration of these cases.

6. Through this Motion, the Debtors seek entry of an order, pursuant to Bankruptcy Code Section 364 and Rule 4001(c) of the Federal Rules of Bankruptcy Procedure, authorizing Debtor Professional Hospitality to obtain DIP Financing from Ms. Anderson in the form of a line of credit in the amount of up to \$35,000.00 on an unsecured administrative expense basis, payable on demand, with advances to be made solely at Ms. Anderson’s discretion and with interest to be payable at the rate of 10% per annum.

7. As noted above, Professional Hospitality is a seasonal business and, as is typical for it, it has not been operating since the end of September, 2017. Those funds which remained in the business at that time have subsequently been used to pay bills.

8. Pre-petition, Debtor Professional Hospitality did not have in place any line of credit to assist it with its short term cash needs for start-up costs for a new season. Typically,

Debtor Professional Hospitality begins to incur start-up costs in March, however, it does not receive any revenues until approximately May.

9. Historically, start-up funds for Professional Hospitality had been borrowed by it from either Debtor Great Food Great Fun or from Wing City Grille, LLC, a third restaurant previously owned by the Debtors' sole member, Andrew C. Carlson. Wing City Grille, LLC closed shortly before the Debtor restaurants filed for Chapter 11 last summer. As a Chapter 11 Debtor itself, Great Food Great Fun is not this year in a position to loan Professional Hospitality the start-up funds it needs.

10. Amber Anderson, an individual who is not an owner or an employee of either of the Debtors, but who is the girlfriend of the Debtors' sole member, Andrew C. Carlson, has agreed to make an up to \$35,000.00 short-term loan to Professional Hospitality, to assist it with its start-up costs.

11. As of the date that this Motion is being filed, Ms. Anderson has not made any cash advances to Debtor Professional Hospitality. Debtor Professional Hospitality anticipates that it will potentially need to borrow up to \$35,000.00 from Ms. Anderson during March, April and May, 2018 in order to meet its ordinary and customary start-up costs and operating costs including, but not limited to, rent, real property taxes, electric and gas deposits, inventory, expenses to de-winterize the building and start-up payroll to non-insiders.

12. Debtor Professional Hospitality is not proposing to make any payments for payroll to any insider using the DIP Financing. Typically, salaries for insiders have been paid only after Professional Hospitality's business is operating without a need for further outside cash borrowing. Last year, Professional Hospitality made its first salary payments to insiders during June, 2017.

13. It is the Debtors' anticipation that the loan from Ms. Anderson would be repaid by Debtor Professional Hospitality as its cashflow permits from future revenues once its business is operating for the 2018 season. By the terms of the proposed Note, a copy of which is being filed and served as Exhibit A, the Note will come due on July 20, 2018. It is the Debtors' anticipation that the Note will be paid on or prior to that date.

14. Debtor Professional Hospitality anticipates that it likely will not need to fully expend the \$35,000.00 borrowing sought to be approved through this Motion, however, approval in this amount is being requested at this time solely to avoid any potential need to expand this line in the future.

15. As is discussed in the Debtors' motion seeking authorization to use cash collateral which was filed on July 26, 2017 [Docket Entry No. 17], Debtor Professional Hospitality's current assets are subject to recorded pre-petition liens and security interests in favor of U.S. Foods, Inc./U.S. Foodservice, Inc. ("U.S. Foods"), the New York State Department of Taxation and Finance ("NYS Tax"), and Northwest Savings Bank ("Northwest") (collectively, the "Secured Creditors").

16. Security interests against Debtor Professional Hospitality's assets have also been asserted by Snap Advances, LLC ("Snap Advances") and Tango Capital ("Tango Capital"), however, the Debtors dispute that any amount is owed by Debtor Professional Hospitality to Snap Advances or Tango.

17. As noted above, this proposed borrowing would be on an unsecured administrative expense basis and would be subject to the lien priorities of the Secured Creditors.

18. Professional Hospitality has not been using cash collateral since a time contemporaneous with its Fall, 2017 shutdown and it suspended payments to its secured creditors at that same time. In advance of the hearing on the Debtors' continued use of cash collateral

scheduled for March 26, 2018, Professional Hospitality will be proposing to resume making adequate protection payments to its Secured Creditors. Once the business is up and running, these adequate protection payments will be at rates comparable to those paid when it was previously operating.

19. As a seasonal business operating in a Chapter 11 case, a number of Professional Hospitality's vendors have required that it pay for goods and services on a COD basis.

20. The Debtors' insiders do not themselves currently have the cash availability to provide the start-up funding needed.

21. Upon information and belief, under the Debtors' present circumstances, no party would be willing to provide similar financing to Debtor Professional Hospitality on terms more advantageous than those set forth herein.

22. The Debtors request entry of an order, substantially in the form of that filed and served herewith as Exhibit B, authorizing Debtor Professional Hospitality's proposed DIP Financing.

WHEREFORE, the Debtors request the entry of an order approving Debtor Professional Hospitality's proposed Debtor-in-Possession Financing Agreement with Amber Anderson and granting to the Debtors such other and further relief as this Court deems just and proper.

Dated: Clarence, New York
February 8, 2018

ANDREOZZI BLUESTEIN LLP

By: /s/ Daniel F. Brown

Daniel F. Brown, Esq.
Attorneys for the Debtors
9145 Main Street
Clarence, New York 14031
Direct Dial: (716) 235-5030
Office Number: (716) 633-3200, Ext. 318
Facsimile: (716) 633-0301
E-mail: dfb@andreozzibluestein.com