

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re: CAFE HOLDINGS CORP., Debtor.	Chapter 11 Case No. 18-____ (____)
In re: CAFE ENTERPRISES, INC., Debtor.	Chapter 11 Case No. 18-____ (____)
In re: CE SPORTZ LLC, Debtor.	Chapter 11 Case No. 18-____ (____)
In re: CES GASTONIA LLC, Debtor.	Chapter 11 Case No. 18-____ (____)

**ORDER DESIGNATING THE DEBTORS' CHAPTER 11 CASES AS COMPLEX
CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2081-2**

Upon the motion (the “**Motion**”)¹ of Cafe Holdings Corp. and its affiliates (“**Cafe**” or the “**Debtors**”), the above-captioned debtors in possession, for entry of an order designating the above-captioned chapter 11 cases as “complex chapter 11 cases” (the “**Order**”); it appearing that the relief requested herein is in the best interests of the Debtors’ estates, their creditors and other parties in

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to the such terms in the Motion.

interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for a hearing on the Motion was appropriate under the circumstances and that no other or further notice with respect to the Motion need be given; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED**:

1. The Motion is granted and the above-captioned chapter 11 cases qualify as complex chapter 11 cases under Local Rule 2081-2.

2. On November _____, 2018, at _____ at a.m./p.m., the Court will conduct hearings (collectively, the “**First Day Hearings**”) to consider the following Motions and Applications (collectively, the “**First Day Pleadings**”):

- (i) Motion for Order Designating the Debtors’ chapter 11 cases as Complex chapter 11 cases Pursuant to Local Rule 2081-2;
- (ii) Motion for Order Directing the Joint Administration of the Debtors’ chapter 11 cases;
- (iii) Motion for Order (A) Authorizing the Debtors to Pay and Honor Certain Prepetition Wages, Benefits and other Compensation Obligations; and (B) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations;
- (iv) Motion for an Interim and Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 (I) Approving Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Scheduling a Final Hearing;
- (v) Motion for Order (I) Authorizing the (A) Continued use of Debtors’ Cash Management System and (B) Use of Existing Bank Accounts and Business Forms; (II) Authorizing Payments of Prepetition Costs and Fees Associated with Customer Credit and Debit Card Transactions; (III) Waiving the Requirements of Section 345(B) of the Bankruptcy Code on an Interim Basis; and (IV) Granting Certain Related Relief;

- (vi) Motion for Order (I) Authorizing the Debtors (A) to Continue Insurance Programs and Surety Bond Program Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto and (B) Renew, Supplement, or Purchase New Insurance Policies and (II) Granting Related Relief;
- (vii) Motion for Order Authorizing Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business and Granting Related Relief;
- (viii) Motion for Order (I) Authorizing Payment of Certain Prepetition Taxes and Fees and (II) Authorizing Financial Institutions to Process and Cash Related Checks and Transfers;
- (ix) Motion for Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims (A) Arising Under the Perishable Agricultural Commodities Act and Similar Trust Fund Statutes, (B) of Other Lien Claimants, and (C) of Certain Critical Vendors and (II) Granting Certain Related Relief;
- (x) Motion for Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Services, (II) Deeming Utility Providers Adequately Assured of Payment, (III) Establishing Procedures for Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief;
- (xi) Motion for Order Authorizing the Debtors to (I) Prepare a Consolidated List of Creditors in Lieu of a Mailing Matrix, (II) File a Consolidated List of the Thirty Largest Unsecured Creditors, (III) Mail Initial Notices, and (IV) Shorten the Mailing Matrix;
- (xii) Motion for an Order, Pursuant to Sections 105(a) and 521 of the Bankruptcy Code and Bankruptcy Rule 1007, for Extension of Time to File Schedules and Statements of Financial Affairs; and
- (xiii) Application for Entry of an Order Authorizing the Debtors to Employ and Retain Donlin Recano as Claims and Noticing Agent, Effective *Nunc Pro Tunc* to the Petition Date.

3. The Debtors shall, prior to the First Day Hearing, serve each First Day Pleading on: (1) the Office of the United States Trustee for the District of South Carolina; (2) the Office of the United States Attorney General for the District of South Carolina; (3) the Internal Revenue Service; (4) Atalaya Administrative, LLC; (5) ACM Fatz VII, LLC; (6) Midtown Madison Management LLC; (7) Shrayne Capital, LLC; (8) Benefit Street Partners; (9) Milestone Partners; (10) Old Mill Stream, LLC;

(11) Triangle Mezzanine Fund LLLP; (12) Sysco; (13) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (14) all parties who, as of the filing of this motion, have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002; and (15) all applicable government agencies to the extent required by the Bankruptcy Rules and the Local Rules.

4. The Court will hold final hearings on the following First Day Pleadings identified above as numbers: _____ at the First Day Hearings.

5. The Court will hold interim hearings on the following First Day Pleadings identified above as numbers: _____ at the First Day Hearings. The Court may enter interim orders on such First Day Pleadings at the conclusion of the First Day Hearings and shall conduct hearings on Final Orders on _____, at _____ a.m./p.m. at the U.S. Bankruptcy Court for the District of South Carolina, located at the Donald S. Russell Federal Building & U.S. Courthouse, 201 Magnolia Street, Spartanburg, South Carolina 29306.

6. The initial status conference prescribed by Local Rule 2081-2 shall occur on _____, at _____ a.m./p.m. at the U.S. Bankruptcy Court for the District of South Carolina, located at the Donald S. Russell Federal Building & U.S. Courthouse, 201 Magnolia Street, Spartanburg, South Carolina 29306. Such status conference will be conducted pursuant to 11 U.S.C. § 105(d) and may include issues addressed by the Court in this Order, and may include other scheduling and procedural issues addressed by any other party in the case which files a motion entitled “Motion Regarding Administrative Issues to be Heard at Status Conference” not later than seven (7) days prior to the date set for the status conference. Such a motion will be served upon Debtors’ counsel, all secured creditors, the 20 largest unsecured creditors (or unsecured creditors’ committee, if one is appointed), any existing official committees, and any

party that files a request specifically seeking notice of such status conferences.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

AND IT IS SO ORDERED.