

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**INTERIM ORDER AUTHORIZING DEBTORS (I) TO MAINTAIN THEIR
INSURANCE PROGRAMS AND SURETY BOND PROGRAM;
(II) TO HONOR ALL OBLIGATIONS WITH RESPECT THERETO; AND
(III) TO CONTINUE THE INSURANCE PREMIUM FINANCING PROGRAM**

Upon consideration of the motion (the “**Motion**”)² of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for the entry of an order (this “**Interim Order**”), (a) authorizing, but not directing, the Debtors to continue and, to the extent necessary, renew, supplement, or purchase new liability, property, and other insurance programs as well and the surety bond program, to pay all policy premiums and obligations arising thereunder or in connection therewith, including all such prepetition obligations arising in the ordinary course of business, and to continue the Debtors’ insurance premium financing program, and (b) granting related relief, all as more fully set forth in the Motion; and upon consideration of the Motion and all pleadings related thereto; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cafe Holdings Corp. (7910); Cafe Enterprises, Inc. (4946); CE Sportz LLC (2009); and CES Gastonia LLC (0863). The location of the Debtors’ corporate headquarters is 4324 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on an interim basis as set forth herein.
2. The final hearing on the relief sought in the Motion shall be conducted on **December 5, 2018 at 9:30 a.m., Eastern Time**. The deadline to file objections to the entry of the relief sought in the Motion on a final basis is **December 3, 2018 at 4:00 p.m., Eastern Time**. If no objections are filed to the relief sought in the Motion on a final basis, this Court may grant the Motion on a final basis without further notice or hearing.
3. The Debtors are authorized, but not directed, to maintain, continue, renew, modify, cancel, or extend (including through obtaining D&O “tail” coverage subject to the limitations set forth below) the Insurance Programs and the coverage thereunder, without interruption, on the same basis, and in accordance with the same practices and procedures as were in effect prior to the commencement of the Debtors’ chapter 11 cases; provided, however, that the Debtors will consult with the DIP Agent prior to renewing any insurance policies currently included within the Insurance Programs, modifying any insurance coverage, or acquiring new insurance policies or coverage not currently within the Insurance Programs as of the Petition Date, and will provide notice to the United States Trustee and any statutorily appointed committee in these chapter 11 cases of any such renewals, modifications, or acquisitions.
4. The Debtors are authorized, but not directed to obtain D&O “tail” coverage; provided, however, that the Debtors must provide notice to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases prior to funding the premium for such coverage. Upon entry of a final order approving the Motion, the requirement to notify the U.S. Trustee or

any statutory committee appointed in these chapter 11 cases prior to obtaining D&O “tail” coverage shall no longer apply.

5. The Debtors are authorized, but not directed, to honor all Surety Bond Obligations, including, without limitation, any new Surety Bond Obligations, whether or not such Surety Bond Obligation is listed on **Exhibit B** to the Motion and regardless of whether accruing or relating to the period before or after the Petition Date; provided, that the Debtors are authorized, but not directed, to pay only amounts due and payable as of the Petition Date and amounts that are or become due and payable between the Petition Date and the date that a final order on the Motion is entered, unless otherwise ordered by the Court.

6. The Debtors are authorized, but not required, to pay all Insurance Obligations, Surety Bond Obligations, and Premium Financing Obligations, including those Insurance Obligations, Surety Bond Obligations, and Premium Financing Obligations that (a) were due and payable before the commencement of these chapter 11 cases, and (b) are, or become, due and payable after the commencement of these chapter 11 cases.

7. The Debtors are authorized to continue utilizing the Broker and the Administrator in the ordinary course of business on a post-petition basis.

8. Nothing in this Interim Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of or basis for any claims asserted against the Debtors arising in connection with the Insurance Programs, the Insurance Obligations, or the Premium Financing Obligations or as an admission as to the validity or priority of any claim against the Debtors.

9. Nothing in the Motion or this Interim Order shall be deemed or construed as an approval of an assumption or rejection of any contract pursuant to section 365 of the Bankruptcy Code and all such rights are reserved.

10. Any parties receiving payment from the Debtors are authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Interim Order. The Banks on which checks were drawn or electronic payment requests made in payment of the obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such Banks are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

11. The Debtors are authorized to take such actions as may be necessary and appropriate to implement the terms of this Interim Order.

12. Notwithstanding anything to the contrary herein, any payments authorized to be made pursuant to this Interim Order shall be made only to the extent authorized under the cash collateral and debtor-in-possession financing budget approved by the Court in effect as of the time such payment is to be made.

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

14. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

15. Notice of the Motion satisfies the requirements set forth in Bankruptcy Rule 6004(a).

16. Prior to entry of a final order, the Debtors shall not be authorized to enter into new PFAs unless authorized by separate Order of the Court.

17. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Interim Order.

AND IT IS SO ORDERED.