

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**ORDER GRANTING MOTION OF DEBTORS FOR AN EMERGENCY HEARING ON
BID PROCEDURES SOUGHT IN DEBTORS' EXPEDITED MOTION, PURSUANT TO
BANKRUPTCY CODE SECTIONS 105(a), 363, AND 365, AND BANKRUPTCY RULES
2002, 6004, AND 6006, FOR ENTRY OF ORDERS (I) APPROVING SALE, BIDDING,
NOTICE, AND AUCTION PROCEDURES IN CONNECTION WITH THE SALE OF
SUBSTANTIALLY ALL OF THE ASSETS OF THE DEBTORS; (II) APPROVING
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES; (III) AUTHORIZING THE SALE OF THE DEBTORS' ASSETS
FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER
INTERESTS, AND (IV) GRANTING RELATED RELIEF AND MEMORANDUM IN
SUPPORT OF MOTION**

Upon consideration of the Debtors' Motion for Emergency Hearing on Bid Procedures Sought in the Debtors' Expedited Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of Orders (I) Approving Sale, Bidding, Notice, and Auction Procedures in Connection With the Sale of Substantially all of the Assets of the Debtors; (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (III) Authorizing the Sale of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests; and (IV) Granting Related Relief.

It is by the United States Bankruptcy Court for the District of South Carolina,

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.

ORDERED that the Debtors' Motion for Emergency Hearing (the "**Motion**") is GRANTED; and it is further

ORDERED that this Court shall conduct the Bidding Procedures Hearing (as defined in the Motion) at the J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, South Carolina 29201, on December 18, 2018 at 9:00 a.m.; and it is further

ORDERED that objections, if any, to the matters to be considered at the Bidding Procedures hearing must be filed and served on counsel for the Debtors no later than 4:00 p.m. Eastern time on December 14, 2018; and it is further

ORDERED that the remainder of the relief requested in the Motion, including the Debtors' request to sell substantially all of their assets free and clear of liens, claims, encumbrances, and other interests will be heard at the Sale Hearing, which will be set at later date to be determined by the Court; and it is further

ORDERED that counsel for the Debtors shall serve a copy of this Order and the Motion on (i) the parties on the Core Service List established in these cases, which is comprised of (a) the Office of the United States Trustee for the District of South Carolina; (b) the Committee, (c) the United States Attorney's Office for the relevant Districts within South Carolina, North Carolina, Georgia, Virginia, and Tennessee, (d) the Attorney General for each of the States of South Carolina, North Carolina, Georgia, Virginia, and Tennessee, (e) the Internal Revenue Service, (f) the First Lien Secured Party, (g) Holland & Knight LLP, as counsel to the First Lien Secured Party, (h) Benefit Street Partners, (i) Milestone Partners, (j) Old Mill Stream, LLC, (k) Triangle Mezzanine Fund LLLP, (l) Shrayne Capital, LLC; (m) Sysco; (n) the holders of the thirty largest unsecured claims against the Debtors on a consolidated basis, (o) 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 (p) all other applicable government agencies to the extent required by the Bankruptcy Rules and the Local Rules and (ii) all parties known to the Debtors who hold any liens or security interest in the Debtors' assets who have filed UCC-1 financing statements against the Debtors, or who, to the Debtors' knowledge, have asserted any liens on any of the Debtors' assets by hand delivery, facsimile, electronic mail (réceipt confirmed) or overnight delivery by

_____ a.m./p.m. _____, 2018. Thereafter, the Debtors shall file a certificate of service with this Court.

AND IT IS SO ORDERED.