

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

In re:

CAFE HOLDINGS CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**STATEMENT OF CHANGE**

In accordance with Rule 1007-d of the Federal Rules of Bankruptcy Procedure and SCLBR 1009-1, the Debtors hereby amend their List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis filed on November 15, 2018 as follows:

Add SpenDifference as a creditor.

RESPECTFULLY SUBMITTED on this the 18<sup>th</sup> day of December, 2018, in Columbia, South Carolina.

**McNAIR LAW FIRM, P.A.**

/s/ Michael H. Weaver

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*Proposed Counsel to the Debtors and  
Debtors in Possession*

<sup>1</sup> 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.

- AND -

**HAYNES AND BOONE, LLP**

/s/ Ian T. Peck

Ian T. Peck (admitted *pro hac vice*)  
(TX Bar No. 24013306)

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*Proposed Counsel for the Debtors  
and Debtors in Possession*

**Fill in this information to identify the case:**

**Debtor name:** Cafe Holdings Corp., et al.  
**United States Bankruptcy Court for the:** District of South Carolina  
**Case number (if known):** 18-05837

Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis**

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A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SYSCO 131 Sysco Court Columbia SC 29209	Jeff Kestner Jeffery.Kestner@sysco.com Tel: 803-239-4172 Fax: 877-242-6411	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$2,784,619.66
2	SYSCO-Charlotte Attn: Cashier PO Box 96 Concord NC 28026	Tom Hayes Hayes.Tom@cha.sysco.com Tel: 704-723-6016 Fax: 704-723-6028	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$1,194,616.28
3	Store Master Funding V, LLC 8501 E Princess Drive Suite 190 Scottsdale AZ 85255	Lyena Hale lhale@storecapital.com	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$881,860.38
4	Old Mill Stream PO Box 24169 Greenville SC 29616	Bill Burton Bill@omsrealestate.com Tel: 864-360-4105	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$858,089.51
5	Store Master Funding I, LLC 8501 E Princess Drive Suite 190 Scottsdale AZ 85255	Lyena Hale lhale@storecapital.com	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$460,923.60
6	Infinity Marketing Solutions, Inc. 874 S Pleasntburg Drive Suite A Greenville SC 29607	Tony Williams info@infinitymkt.com Tel: 864-235-1700 Fax: 864-235-3100	Trade Debt	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$388,510.39
7	MRB, LLC PO Box 161413 Boiling Springs SC 29316	Valeen Brown VBrown@JROgersGroup.com Tel: 864-327-3679	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$245,567.50
8	Freshpoint 1200 Oakley Industrial Blvd. Suite B Fairburn GA 30213	Kim Treat Kim.Treat@FreshPoint.com Tel: 770-305-8574 Fax: 770-305-8477	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$220,288.31

Debtor **Cafe Holdings Corp., et al.**

Case number (if known) **18-05837**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Fishbowl, Inc. PO Box 740513 Atlanta GA 30374-0513	Douglas Poppen dpoppen@fishbowl.com Tel: 703-836-3421	Trade Debt	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$213,293.87
10	M&R Investors PO Box 161413 Boiling Springs SC 29316	Valeen Brown VBrown@JROgersGroup.com Tel: 864-327-3679	Rent	<input checked="" type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$191,781.65
11	Koury Corp 2275 Vanstory Street Suite 200 Greensboro NC 27403	Alex Munoz AMunoz@kourycorp.com Tel: 336-299-9200	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$165,066.02
12	Center Hills, LLC 1901 Sam Snead Drive Braselton GA 30517	Nancy Hough nancy.hough@clmnholdings.com Tel: 619-940-7154	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$160,081.93
13	Gary & Margaret Smith 123 Pecan Lane Cayce SC 29033	Gary Smith Tel: 803-622-4118 Fax: 803-822-8477	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$150,176.00
14	Valassis Digital Maxpoint Interactive, Inc. PO Box 360668 Pittsburgh PA 15251-6668	Rich Melin billing@maxpoint.com Tel: 919-389-9002	Trade Debt	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$138,735.31
15	Henderson Crossing PO Box 1855 Flat Rock NC 28731	Bill Hale Tel: 828-242-4100 Fax: 828-697-2208	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$138,000.00
16	Hamilton Chase-Citadel, LLC PO Box 468 Solvang CA 93464	Justin Dean justinhdean@gmail.com Tel: 626-824-5050	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$133,065.84
17	Tryon Sisson 1279 Westwind Circle Westlake Village CA 91361	Ty Sisson tysisson@roadrunner.com Tel: 805-379-3151 Fax: 805-379-4145	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$124,750.00
18	B&T Sand Company PO Box 84007 Lexington SC 29073	Joel Tyson joeltyson@labarrier.com Tel: 803-356-2351	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$124,601.50
19	Restaurant Technologies, Inc. 12962 Collections Center Drive Chicago IL 60693	Derek Zschokke dezschoke@rti-inc.com Tel: 651-444-6083	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$118,439.05
20	Spendiffer 2000 Clay Street Suite 300 Denver CO 80211	Maryanne Rose Tel: 303-531-2680 Fax: 303-531-2700	Settlement	<input checked="" type="checkbox"/> C <input checked="" type="checkbox"/> U <input checked="" type="checkbox"/> D			\$115,605.50

Debtor **Cafe Holdings Corp., et al.**

Case number (if known) **18-05837**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Carolina Child Care Properties 887 Johnnie Dodds Blvd. Mt. Pleasant SC 29464	Randy Davis rdavis@treellc.com Tel: 843-469-5210	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$110,385.08
22	Pepper Hamilton LLP Attn: Accounting Dept. 3000 Two Logan Square Philadelphia PA 19103-2799	Bruce Fenton fenton@pepperlaw.com Tel: 215-981-4000	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$107,276.81
23	Beetle Enterprises 1439 Vintage Drive Watkinsville GA 30677	Bob Bailey georgebailey@bellsouth.net Tel: 404-312-9181	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$101,841.96
24	Winds Crossing 7711 Briardenn Dr Summerfield NC 27358	Vinay Gudena vinaygvk@gmail.com Tel: 843-628-9173	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$97,300.00
25	Geoffrey Stutchman 16124 Greenwood Lane Monte Sereno CA 95030	Lea Stutchman leahstutchman@yahoo.com Tel: 408-313-6718	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$96,783.12
26	Robinson, Bradshaw & Hinson 101 N Tryon Street Suite 1900 Charlotte NC 28246	robinsonbradshaw.com Tel: 704-377-2536	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$96,781.88
27	Duke Power PO Box 70516 Charlotte NC 28272-0515	www.duke-energy.com Tel: 800-653-5307	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$93,074.27
28	PP Gaston Mall 1422 Burtonwood Drive Suite 200 Gastonia NC 28054	Charlie Pearson cpearson@pearsonproperties.net Tel: 704-867-5002	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$90,000.00
29	Thrift Brothers PO Box 1293 Seneca SC 29679	Tim Hydrick timhydrick@gmail.com Tel: 864-235-4040	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$89,750.00
30	7420 Broad River Road LLC 1525 Ashley River Road Charleston SC 29407	Barbara Hunter barbarahunter2248@gmail.com Tel: 843-270-8899	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$87,081.50

Fill in this information to identify the case and this filing:

Debtor name: Cafe Holdings Corp., et al.

United States Bankruptcy Court for the: District of South Carolina

Case number (if known): 18-05837

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

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An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Checkboxes for various schedules: Schedule A/B, Schedule D, Schedule E/F, Schedule G, Schedule H, Summary of Assets and Liabilities, Amended Schedule, Chapter 11 or Chapter 9 Cases, and Other document that requires a declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/18/2018 MM/DD/YYYY

Handwritten signature of Eric Easton in blue ink.

Signature of individual signing on behalf of debtor

Eric Easton Printed name

Chief Financial Officer Position or relationship to debtor