

EXHIBIT A

Proposed Dismissal Authorization Order

**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 APPROVING (I) FORM OF ORDER DISMISSING THE DEBTORS’
CHAPTER 11 CASES, (II) PROCEDURES FOR SUBMISSION OF SUCH ORDER
UNDER CERTIFICATION OF COUNSEL, AND (III) CERTAIN RELATED RELIEF**

Upon consideration of the *Debtors’ Motion for Entry of an Order (I) Dismissing the Debtors’ Chapter 11 Cases Under Certification of Counsel and (II) Granting Related Relief* (the “**Motion**”)² of the above captioned debtors and debtors in possession (collectively, the “**Debtors**”); and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, including that the Debtors ceased all business operations and retained no unencumbered assets as of the closing of the Sale; and upon all the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

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 defined herein shall have the meanings ascribed to them in the Motion.

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. The form of Dismissal Order is hereby approved in its entirety in the form attached hereto as **Exhibit 1**. Notwithstanding the foregoing, the dismissal of any one or more of the Debtors' chapter 11 cases shall remain subject to this Court's entry of the Dismissal Order.
4. Each of the Chapter 11 Cases shall be dismissed upon a certification of counsel (the "**Certification**"), substantially in the form attached hereto as **Exhibit 2**, that (i) all U.S. Trustee fees attributable to the Debtors have been paid in full or reserved, (ii) all allowed administrative expense claims set forth in the Final DIP Order Budget have been paid in full or reserved, (iii) all allowed claims under Bankruptcy Code § 503(b)(9) have been paid in full or reserved, (iv) all allowed stub rent claims have been paid in full or reserved, (v) the Court has approved the sale of substantially all of the Debtors assets pursuant to a final order and such sale has closed, and (vi) the Court has entered orders with respect to final fee applications. Such Certification may be served on the general service list established in these Chapter 11 Cases. The Debtors shall not be required to serve the Certification on the Debtors' entire matrix of creditors and parties in interest as such parties received adequate notice of the proposed dismissal through notice of the hearing on this Motion.
5. Any amounts reserved for the payment of administrative expense claims, allowed stub rent claims, and/or allowed claims under Bankruptcy Code § 503(b)(9) that are in excess of

the amount necessary to satisfy the final, allowed amount of such claims shall be returned to the DIP Lender.

6. To the extent applicable, the 14-day stay to effectiveness of this Order provided by Bankruptcy Rule 6004(h) is waived and this Order shall be effective and enforceable immediately upon entry.

7. The Debtors are authorized to take any and all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.

8. To the extent allowed by applicable law, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation, interpretation, or enforcement of this or any other Order of this Court entered in the Chapter 11 Cases.

AND IT IS SO ORDERED.

EXHIBIT 1

Dismissal Order

**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 DISMISSING THE DEBTORS' CHAPTER 11 CASES

Upon consideration of the *Debtors' Motion for Entry of an Order (I) Dismissing the Debtors' Chapter 11 Cases Under Certification of Counsel and (II) Granting Related Relief* (the "**Motion**")² of the above captioned debtors and debtors in possession (collectively, the "**Debtors**"); and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, including that the Debtors ceased all business operations and retained no unencumbered assets as of the closing of the Sale; and upon all the proceedings had before the Court; and the Court having entered the *Order Approving (I) Form of Order Dismissing the Debtors' Chapter 11 Cases, (II) Procedures for Submission of Such Order Under Certification of Counsel, and (III) Certain Related Relief* (the "**Dismissal Authorization Order**"); and the Debtors having filed the Certification [Docket No. [●]] which

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

certified that all Dismissal Conditions have been satisfied; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
 2. Pursuant to Bankruptcy Code §§ 105(a) and 1112(b), the Chapter 11 case(s) of [insert each Debtor's case being dismissed pursuant to this Order] [are/is] hereby dismissed.
 3. Notwithstanding Bankruptcy Code § 349, all prior orders of this Court entered in the Chapter 11 Cases shall remain in full force and effect (including, without limitation, the orders approving the Debtors' postpetition financing facility and cash collateral use and the order approving a sale of substantially all of the Debtors' assets), shall be unaffected by the dismissal of these Chapter 11 Cases, and are specifically preserved for purposes of finality of judgment and *res judicata*.
 4. Each of the professionals retained by the Debtors in these Chapter 11 Cases are hereby terminated without the need for further action on the part of this Court, the Debtors, or such firms.
 5. To the extent applicable, the 14-day stay to effectiveness of this Order provided by Bankruptcy Rule 6004(h) is waived and this Order shall be effective and enforceable immediately upon entry.
 6. The Debtors are authorized to take any and all actions necessary or appropriate to effectuate the relief granted pursuant to this Order.
 7. Notwithstanding the dismissal of the Chapter 11 Cases, to the extent allowed by applicable law, this Court shall retain jurisdiction with respect to any matters, claims, rights or
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disputes arising from or related to the implementation, interpretation, or enforcement of this or any other Order of this Court entered in the Chapter 11 Cases.

AND IT IS SO ORDERED.

Exhibit 2

Certification of Counsel

**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)

**CERTIFICATION OF COUNSEL AND REQUEST FOR
ENTRY OF AN ORDER DISMISSING CHAPTER 11 CASES**

Pursuant to the *Order Approving (I) Form of Order Dismissing the Debtors' Chapter 11 Cases, (II) Procedures for Submission of Such Order Under Certification of Counsel, and (III) Certain Related Relief* [Docket No. [●]](the “**Dismissal Authorization Order**”), the undersigned counsel for the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) hereby certifies as follows:

1. On November 15, 2018 (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. On November 28, 2018, an Official Committee of Unsecured Creditors (the “**Committee**”) was appointed in the Chapter 11 cases. No trustee or examiner has been appointed in these Chapter 11 Cases.

2. The Dismissal Authorization Order, among other things, authorizes the dismissal of the Debtors' Chapter 11 Cases upon certification that (i) all U.S. Trustee fees attributable to the Debtors have been paid in full or reserved, (ii) all allowed administrative expense claims set forth in the Final DIP Order Budget have been paid in full or reserved, (iii) all allowed claims under Bankruptcy Code § 503(b)(9) have been paid in full or reserved, (iv) all allowed stub rent

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claims have been paid in full or reserved, (v) the Court has approved the sale of substantially all of the Debtors assets pursuant to a final order and such sale has closed, and (vi) the Court has entered orders with respect to final fee applications.

3. The Debtors certify that, to the best of the Debtors' knowledge (i) all U.S. Trustee fees have been paid in full or reserved, (ii) all allowed administrative expense claims set forth in the Final DIP Order Budget have been paid in full or reserved, (iii) all allowed claims under Bankruptcy Code § 503(b)(9) have been paid in full or reserved, (iv) all allowed stub rent claims have been paid in full or reserved, (v) the Court has approved the sale of substantially all of the Debtors assets pursuant to a final order and such sale has closed, and (vi) the Court has entered orders with respect to final fee applications.

4. Accordingly, pursuant to the terms of the Dismissal Authorization Order, the Debtors respectfully request that the Court enter the Dismissal Order dismissing the Chapter 11 Cases of the Debtors, a form of where is attached hereto as **Exhibit 1**, at the Court's earliest convenience.

BURR & FORMAN LLP

[•], 2019

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EXHIBIT B

Table of Authorities Pursuant to Local Rule 9013-2(a)(3)¹

In re City Sports, Inc., Case No. 15-12054 (KG) (Bankr. D. Del. Mar. 4, 2016).....12

In re Coach Am Grp. Holdings Corp., Case No. 12-10010 (KG)
(Bankr. D. Del. May 31, 2013).....12

In re ICL Holding Co., Case No. 12-13319 (KG) (Bankr. D. Del. Sept. 10, 2014).....12

In re Old Towing Co., No. 17-10249 (LSS) (Bankr. D. Del. May 30, 2017).....11, 12

In re Real Industry, Inc., No. 17-12464 (KJC) (Bankr. D. Del. June 27, 2018).....11

In re Riverbend Community, LLC, No. 11-11771 (KG), 2012 WL 1030340
(Bankr. D. Del. Mar. 23, 2012).....8

In re Scarborough–St. James Corp., No. 15-10625, 2015 WL 5672628
(Bankr. D. Del. Sept. 24, 2015).....8

In re Sunco Liquidation, Inc., No. 17-10561 (KG) (Bankr. D. Del. Aug. 18, 2017).....11

In re Sunco Liquidation, Inc., No. 17-10561 (KG) (Bankr. D. Del. Nov. 6, 2017).....12

In re TAH Windown, Inc., No. 16-11599 (MFW) (Bankr. D. Del. Jan. 13, 2017).....11, 12

¹ Any party wanting a copy of the unpublished authorities referenced herein may contact counsel for the Debtors: Haynes and Boone, LLP attn: David Staab (david.staab@haynesboone.com).