

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

IN RE:

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

DEBTORS

CASE NO: 18-05837(hb)

CHAPTER 11

(Jointly Administered)

NOTICE OF MOTION/APPLICATION AND  
OPPORTUNITY FOR HEARING

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER ESTABLISHING PROCEDURES FOR  
ALLOWANCE, SETTLEMENT, AND PAYMENT OF CERTAIN ADMINISTRATIVE AND PACA CLAIMS

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) have filed *Debtors’ Motion for Entry of an Order Establishing Procedures for Allowance, Settlement, and Payment of Certain Administrative and PACA Claims* [Docket No. 358] (the “**Motion**”) with the Court. In the Motion, the Debtors request entry of an order, substantially in the form attached to the Motion as **Exhibit A** (the “**Claims Procedures Order**”): approving (i) procedures (the “**Claim Procedures**”) for the settlement, reconciliation, and allowance of Administrative and PACA Claims (as defined below); (ii) payment in full of such claims that become allowed claims; and (iii) the proposed form of notice of the deadline and procedures for filing payment of the Administrative and PACA Claims, substantially in the form attached to the proposed Claims Procedures Order as **Exhibit 1**.

For purposes of the proposed Claims Procedures Order, the “Administrative and PACA Claims” constitute the following categories of claims against the Debtors’ estates that accrued after the Petition Date and remain unpaid: (i) claims arising under section 503 of the Bankruptcy Code, including claims for amounts incurred in the ordinary course of the Debtors’ business that are owed to suppliers or service providers and claims arising under Bankruptcy Code § 503(b)(9);<sup>2</sup>(ii) stub rent claims, whether arising under Bankruptcy Code § 365(d)(3) or § 503, of counterparties to leases that were not assumed in connection with the Sale;<sup>3</sup> and (iii) claims arising under the Perishable Agricultural Commodities Act of 1930, as amended, 7 U.S.C. § 499a et seq.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in these bankruptcy cases. (If you do not have an attorney, you may wish to consult one.)**

If you do not want the court to grant the Motion and approve the Claim Procedures, or you want the Court to consider your views on the Motion, then within 21 days of service of this notice, you or your attorney must:

<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.

<sup>2</sup> The Administrative and PACA Claims subject to the Motion do not include the claims of the Debtors’ Chapter 11 professionals of the fees of the Committee’s professionals, which will be determined pursuant to final fee applications filed with this Court.

<sup>3</sup> The procedures for determining the amount of stub rent claims for leases that were assumed in connection with the Sale have been established pursuant to the Bid Procedures Order.

File with the court a written response, return, or objection at:

1100 Laurel Street  
Columbia, SC 29201

Responses, returns, or objections filed by an attorney must be electronically filed in [ecf.scb.uscourts.gov](http://ecf.scb.uscourts.gov).

If you mail your response, return, or objection to the court for filing, you must mail it early enough so the court will **receive** it on or before the date stated above.

You must also send a copy to: (i) the Debtors' counsel, Haynes and Boone, LLP, attn: Ian T. Peck and J. Frasher Murphy, 2323 Victory Avenue, Suite 700, Dallas, TX 75219 and Burr & Forman, LLP, attn: Michael H. Weaver, 1221 Main Street, Suite 1800, Columbia, SC 29201; (ii) the DIP Secured Parties' counsel, Holland & Knight LLP, attn: Brent McIlwain, 200 Crescent Court, Suite 1600, Dallas, TX 75201 and Fox Rothschild, attn: Kevin McCarrell, 2 W. Washington St., Suite 1100, Greenville SC 29601-2784; (iii) counsel for the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, attn: Bradford Sandler, 919 North Market Street, 17<sup>th</sup> Floor, Wilmington, DE 19801 and Nelson Mullins, attn: Keith Poston, 1320 Main St., 17th Floor, Columbia, South Carolina 29201, and (iv) the Office of the U.S. Trustee, 1835 Assembly Street, Suite 953, Columbia, SC 29201.

Attend the hearing scheduled to be heard on **February 12, 2019, at 9:30 a.m.** at the United States Bankruptcy Court for the District of South Carolina, 201 Magnolia Street, Spartanburg, South Carolina 29306.

If no response, return, and/or objection is timely filed and served, no hearing will be held on this application, except at the direction of the judge.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion or objection and may enter an order granting that relief.

**BURR & FORMAN LLP**

January 15, 2019

/s/ Michael H. Weaver  
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**AND -**

**HAYNES AND BOONE, LLP**

/s/ Ian T. Peck  
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