

EXHIBIT A

Proposed 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)

**FIRST OMNIBUS ORDER APPROVING THE REJECTION OF
CERTAIN EXECUTORY CONTRACTS PURSUANT TO BANKRUPTCY
CODE § 365 AND BANKRUPTCY RULE 6006**

Upon the *Debtors' First Omnibus Motion for an Order Approving the Rejection of Certain Executory Contracts Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006* (the "**Motion**")² of the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**"); and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that venue of this proceeding and this Motion are properly in this district under 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Motion and opportunity for hearing on the Motion was appropriate under the circumstances and that no other or further notice with respect to the Motion need be given; and after due deliberation and sufficient cause appearing therefore, IT IS HEREBY ORDERED:

1. The Motion is GRANTED as set forth herein.

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 herein but not otherwise defined shall have the meanings ascribed to the such terms in the Motion.

2. Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006, the Contracts listed on **Exhibit 1** attached hereto are hereby rejected as of January 31, 2019 without further order of the Court and without the need for further action by the Debtors or any other party.

3. To the extent that Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall nonetheless be effective immediately and enforceable upon entry of this Order.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

AND IT IS SO ORDERED.

EXHIBIT 1

Rejected Contracts

Contract Counterparty Name and Address	Contract
Clemson Tiger Sports Properties, LLC P.O. Box 843256 Kansas City, Missouri 64184-3256	Marketing and Sponsorship Agreement executed August 5, 2015
Spendifference, LLC 2000 Clay Street, Suite 300 Denver, CO 80211 Email: karl@spendifference.com Fax: 303.531.2700	Spendifference Master Participation Agreement dated June 1, 2015
Tabletop Media, LLC d/b/a Ziosk 12404 Park Central Drive, Suite 350 Dallas, Texas 75251	Ziosk Trial Agreement dated May 17, 2017