

EXHIBIT B

PROPOSED ORDER

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

In re:	Chapter 11
CAFE HOLDINGS CORP. et al., ¹	Case No. 18-05837 (hb)
Debtors.	Jointly Administered

**ORDER GRANTING DEBTORS' MOTION FOR ENTRY
OF AN ORDER APPROVING COMPROMISE AND SETTLEMENT
BETWEEN THE DEBTORS AND PP-GASTON MALL, LLC**

Upon consideration of the *Motion for Entry of an Order Approving Compromise and Settlement Between the Debtors and PP-Gaston Mall, LLC* (the “**Motion**”)² filed by 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; and upon all the proceedings had before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

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.

ORDERED, ADJUDGED AND DECREED THAT:

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 All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.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 Tavern 24 Settlement is hereby approved, and the Debtors are hereby authorized and directed to perform their obligations arising under the Tavern 24 Settlement and this Order.
4. The Debtors and the Landlord are authorized to take such steps as may be necessary or appropriate to implement the terms of the Tavern 24 Settlement and this Order.
5. The Gastonia Personal Property is deemed abandoned by the Debtors to the Landlord in full satisfaction of any claims the Landlord could assert against the Debtors' estates under Section 503 of the Bankruptcy Code.
6. The Landlord waives any and all claims it could assert against the Debtors' estates under Section 503 of the Bankruptcy Code.
7. The DIP Secured Parties shall not assert any lien rights against the Gastonia Personal Property, and to the extent necessary to defeat any third party lien or other claim against the Gastonia Personal Property, transfer to the Landlord the DIP Secured Parties' liens on the Gastonia Personal Property without prejudice to the DIP Secured Parties' lien rights against the Debtors' other assets.

8. 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.

9. 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.