

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)

**NOTICE OF FINAL LIST OF EXECUTORY CONTRACTS AND UNEXPIRED
LEASES TO BE ASSUMED AND ASSIGNED AS “TRANSFERRED
CONTRACTS” IN CONNECTION WITH PROPOSED SALE**

**ALL PARTIES RECEIVING THIS NOTICE SHOULD REVIEW EXHIBIT A CAREFULLY FOR
THEIR NAME AND ANY CONTRACTS OR LEASES WITH THE DEBTORS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On November 30, 2018, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Debtors’ Expedited Motion, Pursuant to Bankruptcy Code Sections 105(A), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of Orders (I) Approving Sale, Bidding, Notice, and Auction Procedures in Connection with the Sale of Substantially All of the Assets of the Debtors; (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (III) Authorizing the Sale of the Debtors’ Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (IV) Granting Related Relief* (the “**Motion**”) [Docket No. 106]. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

2. On January 10, 2019, the United States Bankruptcy Court for the District of South Carolina (the “**Bankruptcy Court**”) entered the *Order Regarding Bid and Auction Procedures, Establishing Deadlines and Scheduling Sale Hearing* (the “**Bid Procedures Order**”) [Docket No. 335].

3. On January 15, 2019, the Debtors filed the *Notice of Cure Amounts and Proposed Assumption and Assignment of Executory Contracts and Leases* [Docket No. 355] (the “**Assumption & Assignment Notice**”) to provide counterparties with notice of the opportunity to object to the potential assumption and assignment of such executory contracts and unexpired leases.

4. On February 11, 2019, the Debtors filed the *Notice of Executory Contracts and Unexpired Leases to be Assumed and Assigned as “Transferred Contracts” in Connection with Proposed Sale* [Docket No. 427] (the “**Initial Transferred Contracts List**”). The Initial Transferred Contracts List identified the Transferred Contracts that the Debtors intended, as of time of such filing, to assume and assign to the Stalking Horse Bidder. The Initial Transferred Contracts List also provided that the Debtors and Purchaser will make the final determination regarding which contracts and leases will be assigned at or prior to the

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.

sale closing, and a revised version of the list of Transferred Contracts to be assumed and assigned to the Stalking Horse Bidder may be filed at any time prior to the sale closing.

5. A hearing to consider the remaining relief requested in the Motion (the “**Sale Hearing**”) was held on Tuesday, February 12, 2019 at 9:30 a.m. (Eastern Time), in the courtroom of the Honorable Helen E. Burris in the United States Bankruptcy Court for the District of South Carolina, Donald S. Russell Federal Building & U.S. Courthouse, 201 Magnolia Street, Spartanburg, South Carolina 29306.

6. On February 14, 2019, the Court entered the *Order (A) Authorizing the Sale of Assets of the Debtors Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Encumbrances and Interests, (B) Authorizing the Assumption and Sale and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 441] (the “**Sale Order**”).

7. The Transferred Contracts listed on **Exhibit A** are the Transferred Contracts that the Debtors and the Purchaser have determined will be assumed and assigned to the Stalking Horse Bidder upon the sale closing. Attached hereto as **Exhibit B** is a redline showing the changes to the list of Transferred Contracts included in the Initial Transferred Contracts List.

8. Pursuant to the procedures approved in the Bid Procedures Order, any and all defaults (other than the filing of these chapter 11 cases) and the actual pecuniary losses under the agreements listed on **Exhibit A**, can be cured by the payment of the Cure Amount listed on **Exhibit A**, except as agreed in writing by the Debtors, Purchaser, and applicable counterparty.

9. **Except as set forth in the Bid Procedures Order or the Sale Order, (a) the counterparties listed in Exhibit A have consented or are deemed to consent to the assumption and assignment of the applicable Transferred Contract to the Stalking Horse Bidder; (b) the Cure Amount set forth on Exhibit A is controlling notwithstanding anything to the contrary in any contract or lease or other document and the non-debtor party to the contract or lease shall be forever barred from asserting any other claim arising prior to the assignment against the Debtors or the Stalking Horse Bidder, unless otherwise agreed in writing by the Debtors, the Stalking Horse Bidder, and non-debtor party to the Transferred Contract, and (c) the Stalking Horse Bidder’s promise to perform under the Transferred Contract is deemed Adequate Assurance under the contract or lease.**

10. The Debtors’ decision to sell, assign and/or transfer the Transferred Contracts to the Stalking Horse Bidder is subject to the closing of the transactions contemplated by that certain Asset Purchase Agreement by and between the Debtors and the Stalking Horse Bidder (the “**Agreement**”). **Accordingly, absent such closing, none of the Transferred Contracts shall be assumed, sold, assigned and/or transferred, and shall in all respects be subject to further administration under the Bankruptcy Code.**

11. Copies of the Motion, the Bid Procedures Order, the Assumption & Assignment Notice, the Initial Transferred Contracts List, the Agreement, and the Sale Order can be obtained by accessing the Debtors’ website (www.donlinrecano.com/cafe) or by contacting the Debtors’ claims agent by phone ((212) 771-1128) or by sending a written request to Donlin, Recano & Company, Inc., Re: Cafe Holdings Corp., et al., P.O. Box 199043, Blythebourne Station, Brooklyn, NY 11219.

BURR & FORMAN LLP

February 22, 2019

/s/ Michael H. Weaver

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EXHIBIT A

SCHEDULE OF CURE COSTS AND TRANSFERRED CONTRACTS

Contract Counterparty	Description of Contract or Lease	Cure Amount
ADP Retirement SVC Inc 4 Becker Farm Rd., MS 579 Roseland, NJ	401K administration	\$0.00
Ambiance Radio 79 E Daily Drive, Ste. 263 Camillo, CA 93010	Music Equipment and Service	\$0.00*
Aramark Uniform Services PO Box 731676 Dallas, TX 75373	Uniforms and Laundry Service	\$0.00*
Atlanta Series of Lockton 3280 Peachtree Rd NE Atlanta, GA 30305	Insurance Brokerage Services	\$0.00
Beetle Enterprises, LLC 125 Jett Forest CT NW Atlanta, GA 30327	Real Property Lease Location #0018, Lexington, SC	\$0.00*
Boon Insurance Agency, Inc. PO Box 671227 Dallas, TX 75267	Employee Health Insurance	\$0.00
CGD Real Estate Tennessee, LLC Guo Cheng 9763 Scotch Pine Dr. Springboro, OH 45066	Real Property Lease Location #0034, Elizabethton, TN	\$56,627.46*
Control Scan 11475 Great Oaks Way Suite 300 Alpharetta, GA 30022	PCI Compliance and Scanning Services	\$0.00
Dr. Pepper Snapple Group 5301 Legacy Drive Plano, TX 75024	Beverage Pricing Agreement	\$0.00
DSI/DataSource, Inc 1400 Universal Avenue, Kansas City, MO 64120	DataSource Master Agreement dated February 4, 2018	\$11,069.67*
East Forest Plaza III, LLC PO Box 11610 Columbia, SC 29211	Real Property Lease Location #0009, Forest Drive, SC	\$10,000.00*
First Class Mailing Solutions PO Box 55 Hickory, NC 28603	Postage Equipment Lease	\$0.00

The symbol “*” indicates that the Cure Amount has been adjusted pursuant to agreement of the parties.

Contract Counterparty	Description of Contract or Lease	Cure Amount
Gasthalter and Co., LP 733 Third Ave., 16 th Floor New York, NY 10017	Public Relations Engagement Agreement	\$0.00
McDowell Square Associates, LLC c/o Samco Properties, Inc. 455 Fairway Drive, Ste. 301 Deerfield Beach, FL 33441	Real Property Lease Location #0032 Marion, NC	\$0.00*
Greenshades Software 7020 AC Skinner Pkwy., Ste. 100 Jacksonville, FL 32256	Payroll and Benefits Software as a service	\$0.00
Guardian P.O. Box 677458 Dallas, TX 75267	Employee Group Insurance Policy	\$0.00
HCC Specialty 37 Radio Circle Drive Mount Kisco, NY 10549	Restaurant Recovery Insurance	\$0.00
Hilltop Way, LLC 504 Northwood Rd Lexington, SC 29072	Real Property Lease Location #0019, Forest City, NC	\$71,888.45*
IPFS Corporation 900 Ashwood Parkway, Ste. 370 Atlanta, GA 30338	Insurance Financing Agreement	\$0.00
Ligon Properties, LLC 5159 Pelham Rd Greenville, SC 29615	Real Property Lease Location #0016 Shelby, NC	\$36,378.55
Lloyds of London 42 West 54 th Street, 14 th Floor New York, NY 10019	Insurance: Food Borne Illness Liability / Restaurant Recovery	\$0.00
Money Network First Data 1 Western Maryland Pkwy Hagerstown, MD 21740	Payroll Direct Deposit and Paycard Services	\$0.00
MRB, LLC 1249 S. Pleasantburg Dr Greenville, SC 29605	Real Property Lease Location #0005 Easley, SC	\$57,054.70 ¹
Narguizian Family Trust 13138 Chandler Blvd.. Sherman Oaks, CA 91401	Real Property Lease Location #0045 Jasper, GA	\$0.00*
NCR Corporation PO Box 198755 Atlanta, GA 30384-8755	Point of Sale and Online Ordering Agreement	\$0.00*

¹ Cure Amount is consistent with Cure Amount specified in the *Objection of Old Mill Stream, LLC; MRB, LLC; and M&R Investors, LLC to Cure Amounts* [Docket 396] (the “OMS Cure Objection”).

Contract Counterparty	Description of Contract or Lease	Cure Amount
WorldPay US, Inc. 600 Morgan Falls Road Atlanta, GA 30350	Credit Card Processing Agreement	\$0.00
NCR Corporation Local – The Carolina 2142 Executive Hall, Rd Charleston, SC 29407	POS Hardware and Programming Services	\$0.00*
NUCO2, Inc. PO Box 417902 Boston, MA 02241	CO2 Equipment, Product and Service	\$0.00*
7420 Broad River Road, LLC 197 River Road Barnwell, SC 29812 (successor to Ohlandt Properties, LLC 197 River Rd Barnwell, SC 29812)	Real Property Lease Location #0020 Irmo, SC	\$50,000.00*
Old Mill Stream, LLC 491 Connecticut Ave. Spartanburg, SC 29302	Real Property Lease Location #0015 Asheville, NC	\$230,504.84 ²
Old Mill Stream, LLC 491 Connecticut Ave. Spartanburg, SC 29302	Real Property Lease Location #0024 Lincolnton, NC	\$217,840.87 ³
Paytronix 80 Bridge St. Newton, MA 2458	E Club management Agreement	\$0.00
SnagAJob 700 Anderson Hill Rd Purchase, NY 10577	Onboarding and Recruiting SAAS	\$0.00*
Pepsi 700 Anderson Hill Rd Purchase, NY 10577	Beverage Pricing Agreement	\$0.00
Riverview Office Park, LLC PO Box 616 Taylors, SC 29687	Real Property Lease Corporate Office, Taylors, SC	\$12,000.00*
Tryon and Delores Sisson 1279 Westwind Circle Westlake, CA 91361	Real Property Lease Location #0023 Greenville, TN	\$91,704.00*
Gary P. and Margaret W. Smith 123 Pecan Lane Cayce, SC 29033	Real Property Lease Location #0004, Gaffney, SC	\$50,000.00*

² Cure Amount is consistent with Cure Amount specified in the OMS Cure Objection.

³ Cure Amount is consistent with Cure Amount specified in the OMS Cure Objection.

Contract Counterparty	Description of Contract or Lease	Cure Amount
<p>Store Master Funding V, LLC 8501 E Princess Dr., Ste. 190 Scottsdale, AZ 85255</p>	<p>Amended and Restated Master Lease dated October 18, 2016 regarding the following properties:</p> <p>Greenwood Restaurant # 0007, located at 1302 Montague Avenue Extension, Greenwood, SC 29649;</p> <p>Morganton Restaurant # 0022, located at 2111 South Sterling Street, Morganton, NC 28655;</p> <p>Rock Hill Restaurant # 0027, located at 478 South Herlong Avenue, Rock Hill, SC 29732;</p> <p>Bristol Restaurant # 0028, located at 1175 Volunteer Parkway, Bristol, TN 37620;</p> <p>Winder Restaurant # 0029, located at 442 Atlanta Highway Northwest, Winder, GA 30680;</p> <p>Rockingham Restaurant # 0030, located at 714 US Highway 74 Business East, Rockingham, NC 28379;</p> <p>Aiken Restaurant # 0033, located at 996 Pine Log Road, Aiken, SC 29803;</p> <p>Anderson Restaurant # 0035, located at 105 Interstate Boulevard, Anderson, SC 29621;</p> <p>Kingsport Restaurant # 0037, located at 2610 West Stone Drive, Kingsport, TN 37660;</p> <p>Camden Restaurant # 0038, located at 212 Wall Street, Camden, SC 29020;</p> <p>Clinton Restaurant # 0039, located at 179 East Corporate Center Drive, Clinton, SC 29325;</p> <p>Athens Restaurant # 0040, located at 4115 Lexington Road, Athens, GA 30605;</p> <p>Dublin Restaurant # 0043, located at 4586 Alexander Farm Rd., Dublin, VA 24084;</p> <p>Cheraw Restaurant # 0046, located at 973 Chesterfield Highway, Cheraw, SC 29520;</p> <p>Franklin Restaurant # 0049, located at 107 Sawmill Village Lane, Franklin, NC 28734; and</p> <p>Lenoir Restaurant # 0050, located at 975 Blowing Rock Boulevard Northwest, Lenoir, NC 28645.</p>	<p>\$1,104,907.40*</p>
<p>Validus Specialty Underwriting Services, Inc. 4 World Trade Center 150 Greenwich Street, 47th Floor New York, NY 10007</p>	<p>D&O, Fiduciary Practices and Crime Liability Policy</p>	<p>\$0.00</p>

Contract Counterparty	Description of Contract or Lease	Cure Amount
Sun Life Assurance Company of Canada PO Box 7247-7184 Philadelphia, PA 19170	Medical Stop Loss Insurance	\$0.00
SUSO 3 Dill Creek LP 32738 Collection Center Dr. Chicago, IL 60693-0327	Real Property Lease Location #0012 Greer, SC	\$51,568.72
Diversified Investments, LLC 221 W Main St Taylors, SC 29687	Storage Unit Lease	\$1,545.00
The Harford Steam Boiler Inspection and Insurance Company One State St PO Box 5024 Harford, CT 06102-5024	Equipment Breakdown / Boiler and Machinery Insurance	\$0.00
Thrift Brothers, Inc PO Box 1293 Seneca, SC 29679	Real Property Lease Location #0010 Seneca, SC	\$46,380.75*
Tracy Nester 5951 Old Giles Rd Dublin, VA 24084	Operating Agreement	\$0.00
United Healthcare 22703 Network Place Chicago, IL 60673	Health, Vision and Dental Insurance Policy	\$0.00
Vandelay, LLC 3578 St Matthews Rd NE Orangeburg, SC 29118	Real Property Lease Location #0014 Orangeburg, SC	\$30,000.00*
Zurich One Liberty Plaza 165 Broadway New York, NY 10006	Insurance: Workers Compensation, General Liability, Property Liability, Automobile, Umbrella	\$0.00
Revelation Waste Partners PO Box 241 Valparaiso, IN 46384	Waste/Recycle Consultant	\$1,715.67
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0004 Gaffney	\$488.08
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0005 Easley	\$300.50
Powell's Trash Service 5187 Flatwood Road Hodges, SC 29653	Waste/Recycle hauler #0007 Greenwood	\$56.70
City of Greenwood 520 Monument St Greenwood, SC 29646	Waste/Recycle hauler #0007 Greenwood	\$171.27

Contract Counterparty	Description of Contract or Lease	Cure Amount
Republic Services 3168 Charleston Hwy. West Columbia, SC 29172	Waste/Recycle hauler #0009 Forest Drive	\$559.78
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0010 Seneca	\$376.99
Waste Connections 1010 Rogers Bridge Road Duncan, SC 29334	Waste/Recycle hauler #0012 Greer	\$359.00
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0012 Greer	\$36.05
Republic Services 3168 Charleston Hwy. West Columbia, SC 29172	Waste/Recycle hauler #0014 Orangeburg	\$804.47
Waste Pro 138 Tavistock Rd Arden, NC	Waste/Recycle hauler #0015 Asheville	\$623.01
Republic Services 1160 Airport Rd. Shelby, NC 28150	Waste/Recycle hauler #0016 Shelby	\$541.60
Capital Waste Services 1450 Bluff Rd Columbia, SC 29201	Waste/Recycle hauler #0018 Lexington	\$464.80
Republic Services 141 Fairgrounds Rd. Spindale, NC 28160	Waste/Recycle hauler #0019 Forest City	\$382.90
Republic Services 3168 Charleston Hwy. West Columbia, SC 29172	Waste/Recycle hauler #0020 Irmo	\$406.12
Republic Services 2911 NC 18 South Morganton, NC 28655	Waste/Recycle hauler #0022 Morganton	\$615.07
Town of Greeneville 200 N. College St Greeneville, TN 37745	Waste/Recycle hauler #0023 Greenville	\$206.50
Sani-Can 4531 N Hwy 16 Denver, NC 28037	Waste/Recycle hauler #0024 Lincolnton	\$420.00
City of Rock Hill 155 Johnston St Rock Hill, SC 29730	Waste/Recycle hauler #0027 Rock Hill	\$286.60
Waste Industries 3301 Benson Dr. Raleigh, NC 27609	Waste/Recycle hauler #0028 Bristol	\$274.67
Republic Services 51 Patrick Mill Rd. SW Winder, GA 30680	Waste/Recycle hauler #0029 Winder	\$835.50

Contract Counterparty	Description of Contract or Lease	Cure Amount
Visy/Pratt 255 Morley Ct Duncan, SC 29334	Waste/Recycle hauler #0030 Rockingham	\$168.51
SMI-BevCon 2606 Wilco Blvd. S Wilson, NC 27893	Waste/Recycle hauler #0030 Rockingham	\$41.80
Waste Management of the Carolinas, Inc. 1047 Highway Church Road Elgin, SC 29045	Waste/Recycle hauler #0030 Rockingham	\$654.00
Republic Services 2911 NC 18 South Morganton, NC 28655	Waste/Recycle hauler #0032 Marion	\$928.02
Advanced Disposal 5734 Columbia Rd. Grovetown, GA 30813	Waste/Recycle hauler #0033 Aiken	\$396.00
Visy/Pratt 255 Morley Ct Duncan, SC 29334	Waste/Recycle hauler #0033 Aiken	\$164.72
Carter County Recycling 411 Cherokee Park Dr. Elizabethtown, TN 37643	Waste/Recycle hauler #0034 Elizabethton	\$40.00
Waste Connections 1010 Rogers Bridge Road Duncan, SC 29334	Waste/Recycle hauler #0035 Anderson	\$301.00
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0035 Anderson	\$274.95
Advanced Disposal 385 Harr Ln. Blountville, TN 37617	Waste/Recycle hauler #0037 Kingsport	\$549.97
Republic Services 3168 Charleston Hwy. West Columbia, SC 29172	Waste/Recycle hauler #0038 Camden	\$76.68
Republic Services 684 Mauldin Rd. Greenville, SC 29607	Waste/Recycle hauler #0039 Clinton	\$355.13
Roll Off Systems 1100 Garrett Rd. Statham, GA 30666	Waste/Recycle hauler #0040 Athens	\$298.32
Advanced Disposal 114 Progress Rd. Ellijay, GA 30540	Waste/Recycle hauler #0045 Jasper	\$406.44
Waste Management of the Carolinas, Inc. 1047 Highway Church Road Elgin, SC 29045	Waste/Recycle hauler #0046 Cheraw	\$305.01

Contract Counterparty	Description of Contract or Lease	Cure Amount
J & B Disposal 2076 Highlands Rd. Franklin, NC 28734	Waste/Recycle hauler #0049 Franklin	\$1,179.80
Republic Services 4062 Section Rd. Hickory, NC 28601	Waste/Recycle hauler #0050 Lenoir	\$1,010.69
Republic Services 4062 Section Rd Hickory, NC 28601	Waste/Recycle hauler #0050 Lenoir	\$245.15

Exhibit B

Redline