

**EXHIBIT A**

**Proposed Order**

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

In re:

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

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**ORDER GRANTING DEBTORS' EXPEDITED MOTION FOR ENTRY OF AN ORDER  
(I) AUTHORIZING THE DEBTORS TO ENTER INTO ASSUMPTION, ASSIGNMENT,  
AND REJECTION AGREEMENT; (II) APPROVING THE ASSUMPTION AND  
ASSIGNMENT OF CERTAIN UNEXPIRED LEASES WITH OLD MILL STREAM,  
LLC; (III) APPROVING THE REJECTION OF CERTAIN UNEXPIRED LEASES  
WITH OLD MILL STREAM, LLC AND M&R INVESTORS, LLC; AND (IV)  
AUTHORIZING ABANDONMENT OF RELATED PERSONAL PROPERTY**

Upon the *Debtors' Expedited Motion for Entry of an Order (I) Authorizing the Debtors to Enter Into Assumption, Assignment, and Rejection Agreement; (II) Approving the Assumption and Assignment of Certain Unexpired Leases with Old Mill Stream, LLC; (III) Approving the Rejection of Certain Unexpired Leases with Old Mill Stream, LLC and M&R Investors, LLC; and (IV) Authorizing the Abandonment of Related Personal Property* (the "**Motion**")<sup>2</sup> 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

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

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.
2. The Debtors are authorized to enter into the Agreement attached to this Order as **Exhibit 1**, and such authorization is retroactive to February 28, 2019.
3. The Debtors' assumption of the Blairsville Lease and the Florence Lease and assignment of the same to Purchaser in accordance with the terms of the Agreement is approved pursuant to Bankruptcy Code § 365 as of February 28, 2019.
4. Pursuant to Bankruptcy Code § 365 and Bankruptcy Rule 6006, the Waccamaw Lease, Evans Lease, and Boiling Springs Lease are hereby rejected as of February 28, 2019 without further order of the Court and without the need for further action by the Debtors or any other party.
5. Any personal property or furniture, fixtures, and equipment remaining at the premises of the Waccamaw Lease or the Evans Lease shall be deemed abandoned by the Debtors. Nothing in this Order shall limit, affect, or impair the rights, liens, claims, encumbrances, and interests of any person (including, without limitation, the Landlords) in such abandoned property under non-bankruptcy law, and any such person may exercise such rights, liens, claims, encumbrances, and interests in such abandoned property in such person's discretion, without further notice or order from this Court, without any liability to the Debtors.

6. 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.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order to the extent permitted by applicable law.

**AND IT IS SO ORDERED.**