

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

<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 the Motion<sup>1</sup> 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.

<sup>1</sup> ECF No. 466, filed Feb. 28, 2019.

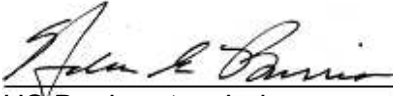
6. To the extent that Bankruptcy Rule 6004(h) is applicable, the terms and conditions of this Order shall nonetheless be effective immediately and enforceable upon entry of this Order.

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.**

**FILED BY THE COURT  
03/08/2019**



  
US Bankruptcy Judge  
District of South Carolina

Entered: 03/08/2019

Certificate of Notice Page 4 of 5
United States Bankruptcy Court
District of South Carolina

In re:
Cafe Holdings Corp.
Debtor

Case No. 18-05837-hb
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7

User: mcabee
Form ID: pdf01

Page 1 of 2
Total Noticed: 3

Date Rcvd: Mar 08, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 10, 2019.

- aty +David L. Staab, Haynes and Boone, LLP, 301 Commerce Street, Suite 2600, Fort Worth, TX 76102-4160
aty +Ian T. Peck, Haynes and Boone, LLP, 2323 Victory Avenue, Suite 700, Dallas, TX 75219-7673
aty +J. Frasher Murphy, Haynes and Boone, LLP, 2323 Victory Avenue, Suite 700, Dallas, TX 75219-7673

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center. NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 10, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 8, 2019 at the address(es) listed below:

- A. Todd Darwin on behalf of Creditor Sysco Charlotte LLC tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
A. Todd Darwin on behalf of Creditor Sysco Columbia LLC tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
Brandon K. Poston on behalf of Creditor Committee Official Committee of Unsecured Creditors keith.poston@nelsonmullins.com, Stephanie.arnold@nelsonmullins.com; linnea.hann@nelsonmullins.com; joan.kishline@nelsonmullins.com; frank.knowlton@nelsonmullins.com; shane.ramsey@nelsonmullins.com; bsandler@pszjlaw.com
Christine E Brimm on behalf of Creditor Betty B. Tyson cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor William L. Barrier cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor Robert B. Barrier cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor Joel A. Tyson cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor CGD Real Estate Tennessee, LLC cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor B&T Sand Company, Inc. cbrimm@bartonbrimm.com, cfraser@bartonbrimm.com, bbarton@bartonbrimm.com
Craig Solomon Ganz on behalf of Creditor Store Master Funding I, LLC ganzc@ballardspahr.com, phxdocketingbkr@ballardspahr.com, hartt@ballardspahr.com
Craig Solomon Ganz on behalf of Creditor STORE Master Funding V, LLC ganzc@ballardspahr.com, phxdocketingbkr@ballardspahr.com, hartt@ballardspahr.com
Daniel K Felker on behalf of Creditor Bruce Dressler dan@hucksandfelker.com, brandy@hucksandfelker.com
David Brian Wheeler on behalf of Creditor M&R Investors, LLC davidwheeler@mvalaw.com
David Brian Wheeler on behalf of Creditor MRB, LLC davidwheeler@mvalaw.com
David Brian Wheeler on behalf of Creditor Old Mill Stream, LLC davidwheeler@mvalaw.com
Elisabetta G. Gasparini on behalf of U.S. Trustee US Trustee's Office elisabetta.g.gasparini@usdoj.gov
Eugene B. McLeod, III on behalf of Creditor South Carolina Department of Employment and Workforce ecf@dew.sc.gov, tmcleod@dew.sc.gov
Francesca Macchiaverna on behalf of Creditor Geoffrey S. Stutchman and Leehouang T. Stutchman as Trustees for the Stutchman Family Trust, successors-in-interest to Store Capital Acquisitions, LLC fmacchiaverna@huntermaclean.com, btees@huntermaclean.com

District/off: 0420-7

User: mcabee  
Form ID: pdf01

Page 2 of 2  
Total Noticed: 3

Date Rcvd: Mar 08, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

James Henry Cassidy on behalf of Creditor Margaret Smith jcassidy@roecassidy.com,  
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James Henry Cassidy on behalf of Creditor Gary Smith jcassidy@roecassidy.com,  
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James Henry Cassidy on behalf of Creditor Riverview Office Park LLC jcassidy@roecassidy.com,  
lalewine@roecassidy.com  
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jessica@mttlaw.com;corey@mttlaw.com  
John L. McCants on behalf of Creditor Hilltop Way, LLC jmccants@rogerslewis.com  
John Timothy Stack on behalf of U.S. Trustee US Trustee's Office John.T.Stack@usdoj.gov  
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Michael Kevin McCarrell on behalf of Creditor ACM Fatz VII LLC kmccarrell@foxrothschild.com,  
eaccetta@foxrothschild.com  
Randy A. Skinner on behalf of Creditor Freshpoint North Carolina, Inc.  
janice@skinnerlawfirm.com;candicem@skinnerlawfirm.com  
Reid E. Dyer on behalf of Creditor Old Mill Stream, LLC reiddyermvalaw.com  
Reid E. Dyer on behalf of Creditor MRB, LLC reiddyermvalaw.com  
Reid E. Dyer on behalf of Creditor M&R Investors, LLC reiddyermvalaw.com  
Robert C. Byrd on behalf of Creditor Greenwood County, South Carolina bobbybyrd@parkerpoe.com,  
kinnagy@parkerpoe.com;smithpodris@parkerpoe.com  
Robin C. Stanton on behalf of Debtor Cafe Holdings Corp. rstanton@burr.com,  
khandrock@burr.com  
Stanley H. McGuffin on behalf of Creditor STORE Master Funding V, LLC  
smcguffin@hsblawfirm.com,  
cwilliamson@hsblawfirm.com;mcaskey@hsblawfirm.com;uveguilla@hsblawfirm.com  
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Thomas W. Bunch, II on behalf of Creditor East Forest Plaza III, LLC tbunch@bunchlawllc.com,  
awilliams@bunchlawllc.com  
Tobias G. Ward, Jr. on behalf of Creditor AAA Accurate Backflow Testing and Repair, LLC  
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US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov  
Weyman C. Carter on behalf of Debtor Cafe Holdings Corp. wcarter@burr.com, dhayes@burr.com  
TOTAL: 44