

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

S.M.F. GROUP INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 26-11893 (SAB)

(Jointly Administered)

ORDER (I) AUTHORIZING THE DEBTORS TO ENTER INTO THE STALKING HORSE ASSET PURCHASE AGREEMENT WITH FHG ACQUISITION, LLC FOR CERTAIN OF THE DEBTORS' ASSETS, (II) DESIGNATING FHG ACQUISITION, LLC AS STALKING HORSE BIDDER FOR CERTAIN OF THE DEBTORS' ASSETS, AND (III) APPROVING BID PROTECTIONS IN CONNECTION THEREWITH

Upon the motion, filed on September 22, 2026 (ECF No. 189, the "Motion"), of S.M.F. Group Inc. and its affiliated debtors (collectively, the "Debtors"), each of which is a debtor and debtor-in-possession in the above-captioned chapter 11 cases, for entry of an order: (i) authorizing the Debtors to enter into the Asset Purchase Agreement (ECF No. 189-2, the "Stalking Horse APA") with FHG Acquisition, LLC ("FHG Acquisition" or the "Stalking Horse Bidder") for certain assets as described therein (collectively, the "Stalking Horse Assets"); (ii) designating FHG Acquisition as the Stalking Horse Bidder for the Stalking Horse Assets; and (iii) approving the bid protections for the benefit of the Stalking Horse Bidder, consisting of (a) a break-up fee of \$266,000 (the "Break-Up Fee"), and (b) reimbursement of the Stalking Horse Bidder's reasonable and documented out-of-pocket fees and expenses incurred in connection with the negotiation, execution, and pursuit of the proposed transaction, up to a maximum of \$50,000 (the "Expense

¹ The Debtors and the last four digits of their federal tax identification numbers are: (1) S.M.F. Group Inc. (1726); (2) 57th Street Hospitality Partners, LLC (2026); (3) Brasserie 57 LLC (6251); (4) Broadway Hospitality Venture, LLC (5541); (5) Brooklyn Diner USA, Inc. (1194); (6) Brooklyn Diner USA, L.P. (9292); (7) Cafe Concepts (Washington DC), LLC (3827); (8) Cieli Partners, L.P. (7771); (9) Ebbets Field Venture, LLC (9637); (10) Ebbets Field Venture II, LLC (2344); (11) Fireman Hospitality Card LLC (4763); (12) Fiorello's Roman Cafe, Inc. (2519); (13) Italian Cafe Concepts, LLC (3784); (14) Red Eye/Brooklyn Associates, L.P. (9293); (15) Red Eye Grill, Inc. (1189); (16) Red Eye Grill, L.P. (9291); (17) SFAP Group, LLC (9152); (18) Shelny, LLC (1859); (19) SMJ Group, Inc. (1191); (20) SMJ Group, L.L.C. (3319); (21) The Finer Diner, LLC (1940); and (22) The Fireman Group Cafe Concepts, Inc. (5919). The Debtors' mailing address is 810 Seventh Avenue, Suite 615, New York, NY 10019.

Reimbursement,” and together with the Break-Up Fee, the “Bid Protections”), as more fully described in the Motion; the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* (M-431), dated January 31, 2012; the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157 and that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances; and the Court having reviewed the Motion and the Declaration of Richard Klein in support of the Motion (ECF No. 188); the Court having held a hearing to consider the Motion and the relief requested therein on September 24, 2026 (the “Hearing”) and on the record of the Hearing; the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all other parties in interest; and all objections and reservations of rights filed or asserted in respect of the Motion, if any, having been withdrawn, resolved, or overruled; upon all of the proceedings had before this Court; and after due deliberation and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein and otherwise denied.
2. The Debtors are authorized to enter into the Stalking Horse APA with FHG Acquisition and to designate FHG Acquisition as the Stalking Horse Bidder for the Stalking Horse Assets pursuant to the terms of the Stalking Horse APA.
3. The Bid Protections, as set forth below, are approved as actual and necessary costs of preserving the Debtors’ estates under section 503(b) of the Bankruptcy Code, and shall constitute allowed administrative expense claims against the Debtors’ estates, payable in

accordance with the terms of the Stalking Horse APA:

- a. Break-Up Fee in cash equal to 2.8% of the Base Purchase Price (\$266,000); and
- b. Expense Reimbursement in cash of the Stalking Horse Bidder's reasonable and documented out-of-pocket fees and expenses actually incurred in connection with the negotiation, execution, and pursuit of the transactions contemplated by the Stalking Horse APA, up to a maximum aggregate amount of \$50,000.

4. The Bid Protections shall be payable solely out of the proceeds of a Sale Transaction involving the Stalking Horse Assets with a party other than the Stalking Horse Bidder, and only upon consummation of any such Sale Transaction, and shall not be payable if the Stalking Horse Bidder is the Successful Bidder with respect to the Stalking Horse Assets.

5. The Stalking Horse Bidder shall be, and hereby is, deemed a Qualified Bidder with respect to the Stalking Horse Assets for all purposes under the Bid Procedures and the Bid Procedures Order, and the Stalking Horse APA shall constitute the Baseline Bid with respect to the Stalking Horse Assets.

6. Notwithstanding the applicability of any of Bankruptcy Rules 6004(h), 6006(d), 7062, 9014 or any other provisions of the Bankruptcy Rules or the Local Rules stating to the contrary, the terms and provisions of this Order shall be immediately effective and enforceable upon its entry, and any applicable stay of the effectiveness and enforceability of this Order is hereby waived.

7. The Debtors are authorized and empowered to take all actions necessary or appropriate to effectuate the relief granted in this Order.

8. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Date: September 24, 2026
New York, New York

/s/ Shireen A. Barday
HONORABLE SHIREEN A. BARDAY
UNITED STATES BANKRUPTCY JUDGE