

EXHIBIT C

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HAYNES AND BOONE, LLP AS COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “**Application**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”), for entry of an order (the “**Order**”) authorizing the Debtors to employ and retain Haynes and Boone, LLP (“**Haynes and Boone**”) as counsel for the Debtors *nunc pro tunc* to the Petition Date; and upon the Declaration of Ian T. Peck in Support of the Debtors’ Application Under 11 U.S.C. §§ 327(a), 330, and 1107(b) to Employ and Retain Haynes and Boone, LLP as Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date; it appearing that the relief request therein is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Application was appropriate

¹ 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 All capitalized terms used but otherwise not defined herein shall have the meaning set forth in the Application.

under the circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED**:

1. The Application is granted as set forth herein.
2. Pursuant to Bankruptcy Code §§ 327 and 1107(b), the Debtors are hereby authorized to retain Haynes and Boone as their counsel in these chapter 11 cases *nunc pro tunc* to the Petition Date, in accordance with (and on the terms described in) the Application, the Engagement Letter, and this Order, and Haynes and Boone is authorized to perform the services described therein.
3. The requirements of Bankruptcy Code § 329 have been satisfied.
4. Compensation will be awarded upon application and a hearing consistent with the requirements of Bankruptcy Code §§ 330 and 331 and any further orders entered by this Court
5. Haynes and Boone shall be compensated upon appropriate application in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court.
6. If any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations or affidavits, Haynes and Boone's employment shall continue as authorized pursuant to this Order.
7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

AND IT IS SO ORDERED.