

**EXHIBIT C**

**WEAVER AFFIDAVIT**



3. In addition to McNair, the Debtors have also selected and are, by separate application, seeking to employ Haynes and Boone, LLP (“**Haynes and Boone**”) as their lead restructuring and bankruptcy counsel during these cases. McNair will consult with Haynes and Boone and the Debtors throughout the pendency of these cases as to the division of responsibilities and the coordination of efforts with Haynes and Boone to accomplish a speedy, successful, and cost-effective reorganization, without unnecessary duplication of legal services.

4. Unless otherwise stated in the Affidavit, I have personal knowledge of the facts set forth herein.

**Disinterestedness of McNair**

5. Based on the conflicts search conducted to date and as described herein, to the best of my knowledge, after due inquiry, neither I, McNair, nor any member of, counsel to, or associate of the Firm, insofar as I have been able to ascertain, currently represents any party in interest other than the Debtors in these chapter 11 cases.

6. McNair is a “disinterested person,” as that term is defined in section 101(14) of title 11 of the United States Code (the “**Bankruptcy Code**”), in that McNair, its members, counsel, and associates:

- a. Are not creditors, equity security holders, or insiders of the Debtors;
- b. Are not and were not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the Debtors; and

---

The location of the Debtors’ corporate headquarters is 4324 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687

c. Do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relation to, connection with, or interest in, the Debtors, or for any other reason.

7. I am not related, and to the best of my knowledge, no attorney at McNair is related, to any United States Bankruptcy Judge in this District or to the United States Trustee for such district or any employee thereof.

8. In the past, some members of McNair have served on committees with members of the office of the United States Trustee, and McNair has hired as employees various individuals that now serve in the Office of the United States Trustee. The undersigned has taken an active role in the topic of bankruptcy administration over the years, and in that capacity has often interacted with the Office of the United States Trustee and the Bankruptcy Judges including in my current capacity as President of the South Carolina Bankruptcy Law Association. Finally, the undersigned and others in McNair have had brief social interaction with personnel of the Office of the United States Trustee and all three Bankruptcy Judges, mostly in conjunction with bar or court activities.

**McNair's Relationship with the Debtors**

9. McNair has never previously represented the Debtors or its affiliates except with respect to the preparation of these chapter 11 cases.

10. As of the Petition Date, the Debtors do not owe McNair any amount for unbilled legal services rendered before the Petition Date and McNair is not a creditor of the Debtors. In the last 90 days prior to the Petition Date, McNair received \$215,000 as a retainer in connection with preparing for and conducting the filings of these chapter 11 cases, as described in the

Engagement Letter. McNair has applied \$142,848.50 of that retainer to its prepetition bankruptcy fees and expenses, which amount includes the filing fees for these chapter 11 cases. As of the Petition Date, McNair is holding the balance of \$72,151.50 in its retainer account and will not disburse these funds on account of any approved post-petition fees and expenses unless and until it receives an order from this Court authorizing it to do so. At no point between the time McNair was retained by the Debtors and the Petition have the Debtors owed more to McNair than the amount held by the firm as a retainer.

#### McNair Disclosure Procedures

11. McNair has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. McNair employs approximately 80 attorneys and has a large and diversified legal practice that encompasses the representation of many financial institutions, municipalities and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties-in-interest in the Debtors' pending chapter 11 cases or otherwise have interests in these cases. To prevent any conflict of interest, no McNair attorney or employee will represent the Debtors in a matter that is or may become directly adverse to any current client and no McNair attorney or employee will represent these parties in a matter that is adverse to the Debtors.

12. In preparing this Affidavit, I used a set of procedures developed by McNair to ensure compliance with the requirements of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") regarding the retention of professionals by debtors under the Bankruptcy Code (the "**Firm Disclosure Procedures**"). Pursuant to the Firm

Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Affidavit and to ascertain McNair's connection to such parties:

a. A comprehensive list of the entities on the Debtors' accounts payable register,<sup>2</sup> the shareholders or members of each Debtor and the Debtors' officers, directors, managers and other interested parties was developed through consultation with senior management of the Debtors (the "**Parties in Interest List**").

b. McNair next compared each of the Parties in Interest to the names that McNair has compiled into a master client database from its conflict clearance and billing records, comprised of the names of the entities for which any attorney time charges have been billed since the database was first created approximately thirty (30) years ago (the "**Client Database**"). The Client Database includes the name of each current or former client, the names of the parties who were disclosed to McNair to be related or adverse to such current or former client, and the names of the McNair personnel who are or were responsible for current or former matters for such client.

c. Any matches between the Client Database and the list of Potential Parties In Interest were identified (the "**Client Match List**"), together with the names of the respective McNair personnel responsible for current or former matters for the entities on the Client Match List.

---

<sup>2</sup> Because the Debtors are operating ongoing businesses, their debts change on a daily basis. McNair used the accounts payable register provided to it by the Debtors on October 8, 2018, which list was supplemented on November 14, 2018, for purposes of the Parties in Interest list. McNair notes that the Parties in Interest List does not include current employees of the Debtors other than as specifically set forth herein.

d. I then reviewed the Client Match List and disregarded individuals or entities that were adverse to McNair's client in both this matter and the matter referenced on the Client Match List.

**McNair's Connections with Parties in Interest  
in Matters Unrelated to these Chapter 11 Cases**

13. From my review of the Client Match List, it was determined that McNair does not hold or represent an interest that is adverse to the Debtors' estates, and that McNair is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code for the reasons discussed below.

14. The following lists are the product of implementing the Firm Disclosure Procedures described in paragraph 12 above and are based on the relationship of the indicated entities with the Debtors, arranged under the following categories: (a) the Debtors and their affiliates, (b) shareholders, officers, directors, members and managers of the Debtors, (c) financial creditors of the Debtors, (d) other parties in interest, and (e) professionals representing the Debtors or other parties in interest.

a. Debtors, Affiliates, and Related Parties. McNair has never previously represented the Debtors or their affiliates except with respect to the preparation of these chapter 11 cases.

b. Officers, Directors and Managers. McNair has never previously represented any current shareholder, officer, director, member, or manager of any of the Debtors.

c. Secured Creditors. McNair has never represented any of the Debtors' secured creditors. An overview of the identify of these creditors and debt structure is set forth in

the Declaration of Eric Easton in Support of Chapter 11 Petitions and Certain First Day Motions filed on the Petition Date [Dkt. No. 17].

d. Other Parties in Interest. McNair may represent and may continue to represent some of the creditors of the Debtors, and parties related to such creditors in matters totally unrelated to the Debtors. Our review of the Parties in Interest List indicates the following creditors may be current clients of McNair: (i) Cherokee County (ii) City of Columbia, (iii) Greenville County, (iv) Horry County, (v) Oconee County, (vi) Spartanburg County, (vii) Aiken County, (viii) Richland County (ix) Board of Public Works for Gaffney, (x) Board of Public Works for Greer, (xi) Charleston Water System, (xii) the City of Rock Hill, (xiii) TruVista (xiv) SCANA as well as its subsidiaries SCE&G and the Public Service Company of NC (collectively, "SCANA"), (xv) Penske Truck Leasing Co., and (xvi) NBSC, a division of Synovus. Additionally, no creditor of the Debtors listed above represents more than 2.25% of McNair's fee receipts for the one-year period preceding the Petition Date. To the extent a direct conflict arises between the Debtors and any of the creditors listed above, McNair will not represent either the Debtors or these creditors or parties in interest in that particular dispute or issue. Haynes and Boone, LLP, or other special counsel as may be necessary, shall represent the Debtors in such an event. In addition, the Debtors consented to McNair's continued and future representation of persons and entities who are creditors or parties in interest in their chapter 11 cases on matters unrelated to the Debtors and their chapter 11 cases. The Debtors have waived any conflict that might otherwise exist (or be alleged to exist) as a result of such other unrelated representations.

In addition to the disclosures set forth above, McNair also currently represents a number of banks on matters unrelated to the Debtors where the Debtors maintain restaurant specific



accounts. These restaurant specific accounts are regularly swept into the Debtors' concentration account at NBSC. The banks at which the restaurant specific accounts are held are not believed to be owed any money by the Debtors as of the Petition Date and include BB&T, TD Bank, Citizens Bank, Community First, CresCom Bank, First Citizens Bank, First National Bank, People's Bank, South State Bank, and United Community Bank (the "Specific Restaurant Account Banks"). To the extent a direct conflict arises between the Debtors and any of the Specific Restaurant Account Banks, McNair will not represent either the Debtors or the Specific Restaurant Account Banks in that particular dispute or issue.

Lastly, on October 31, 2018, McNair voted to combine with the law firm of Burr & Forman LLP ("Burr Forman") effective January 1, 2019. On January 1<sup>st</sup> or as soon thereafter as possible, McNair will undertake a similar, thorough review of Burr Forman's conflict database and determine whether any of Burr Forman's current clients are also creditors of the Debtors and will make such additional disclosures to the Debtors and the Bankruptcy Court at that time.

e. Professionals Representing the Debtors or Other Parties in Interest. As part of its practice, McNair appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent creditors, stockholders, members and other parties in interest in these cases. McNair does not and will not represent any attorneys, accountants, chapter 11 case financial consultants, investment bankers, and parties in interest in relation to the Debtors or have any relationship with any such professionals that would be adverse to the Debtors or their estates.

15. McNair will periodically review its files during the pendency of the chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. To the extent any information disclosed herein requires amendment or modification upon McNair's completion of further review or as additional party-in-interest information becomes available to it, a supplemental Affidavit will be submitted to the Court reflecting such amended or modified information.

**McNair's Rates and Billing Practices**

16. Currently, McNair's customary hourly rates vary from \$275 to \$500 for shareholders and counsel, \$140 to \$300 for associates, \$275 to \$400 for of counsel, and special counsel attorneys, \$100 to \$150 for paralegals, and \$70 to \$90 for law clerks. These rates and ranges shall be subject to adjustment by McNair from time to time.

17. McNair's disbursement policies pass through all out of pocket expenses at actual cost or at estimated actual cost when the actual cost is difficult to determine. These expenses include facsimiles, toll calls, overtime, computerized research, deliveries, court costs, transcript fees, travel (at half-rate for bankruptcy matters), clerk fees, and other expenses.

18. No promises have been received by McNair or any officer, manager, counsel or associate thereof as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. McNair has no agreement with any other entity to share with such entity any compensation received by McNair or by such entity.

19. The Debtors' Motion requests, pursuant to Bankruptcy Code section 327, 328(a), approval of its retention of McNair on rates, terms, and conditions consistent with what McNair charges non-Chapter 11 debtor clients, namely, prompt payment of its hourly rates as adjusted

from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulae that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, McNair intends to apply for compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith.

20. The foregoing constitutes the statement of McNair pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

**McNAIR LAW FIRM, P.A.**

*Michael H. Weaver*  
/s/ Michael H. Weaver  
Michael H. Weaver (S.C. Dist. Ct. ID # 9847)  
Robin C. Stanton (S.C. Dist. Ct. ID # 7438)  
Weyman C. Carter (S.C. Dist. Ct. ID # 5218)  
1221 Main Street, 18<sup>th</sup> Floor  
Post Office Box 11390  
Columbia, South Carolina 29211  
Tel: (803) 799-9800  
Fax: (803) 753-3277  
mweaver@mcnair.net  
rstanton@mcnair.net  
wcarte@mcnair.net  
*Proposed Counsel to the Debtors and  
Debtors-in-Possession*

Sworn to before me this  
3<sup>rd</sup> day of December, 2018

*Kathy Handcock*  
Notary Public, State of South Carolina  
Commission Expires: 3/7/21

[SEAL]