

**EXHIBIT B**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
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' APPLICATION FOR ENTRY OF  
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b) AUTHORIZING AND  
APPROVING DEBTOR'S (I) RETENTION AND EMPLOYMENT OF  
LOUGHLIN MANAGEMENT PARTNERS & CO., INC. AND (II) EMPLOYMENT OF  
JOHN SORDILLO AS CHIEF RESTRUCTURING OFFICER  
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the "**Application**")<sup>2</sup> of the above-captioned debtors and debtors-in-possession (the "Debtors"), for entry of an order (the "**Order**") Pursuant to 11 U.S.C. §§ 105(a) and 363(b) Authorizing and Approving Debtors' (I) Retention and Employment of Loughlin Management Partners & Co., Inc. and (II) Employment of John Sordillo as Chief Restructuring Officer *Nunc Pro Tunc* to the Petition Date; and upon the Declaration of John Sordillo annexed thereto as **Exhibit A**; it appearing that the relief request therein is in the best interests of the Debtors' estates, its creditors and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue of this

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

proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Application was appropriate 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 *nunc pro tunc* to the Petition Date.
2. The Debtors are authorized, pursuant to Bankruptcy Code §§ 105(a) and 363(b), to retain Loughlin and Mr. Sordillo as Chief Restructuring Officer in these Chapter 11 cases in accordance with (and on the terms described in) the Application, the Engagement Letter, and this Order, and Loughlin is authorized to perform the services described therein.
3. The fees and expenses incurred by Loughlin in completion of its services under the Engagement Letter shall be treated as administrative expenses of the Debtors' Chapter 11 estates and paid in full by the Debtors on a weekly basis in the ordinary course of business.
4. Loughlin shall file with the Court and provide notice of reports of compensation and expenses quarterly, or as required by any Compensation Procedures Order. Such reports shall (i) include the names and functions of the individuals assigned to this matter, (ii) include detailed time entries describing the task(s) performed—recorded in one-half hour increments—and organized by project category, and (iii) provide a time period for objections as to compensation previously paid. All compensation previously paid during such quarter will be subject to review by the Court in the event an objection is filed. Additionally, Loughlin shall file with the Court and provide notice pursuant to any Compensation Procedures Order, monthly reports of staffing on the engagement for the previous month.

5. The Debtors are permitted to indemnify Mr. Sordillo, who is serving as Debtor's Chief Restructuring Officer, on the same terms as provided to the Debtors' other officers and directors under the Debtors' by-laws, certificates of incorporation, by contract or otherwise.

6. The Debtors are permitted to indemnify Loughlin and its affiliates as set forth in the Engagement Letter.

7. The terms of the Engagement Letter are reasonable terms and conditions of employment and are hereby approved.

8. 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, Loughlin's employment shall continue as authorized pursuant to this Order.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. 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.**