

**EXHIBIT B TO MOTION**

**Ordinary Course Professionals**

1. Keating Marshall PLLC  
101 E. Park Blvd., Ste. 879  
Plano, TX 75075  
*Corporate General Counsel*
  
2. Turner Padgett, Graham & Laney, P.A.  
PO Box 1473  
Columbia, SC 29202  
*Litigation and Employment Counsel*
  
3. BDO USA LLP  
PO Box 642743  
Pittsburgh, PA 15264-2743  
*Tax and Audit Services*
  
4. Gasthalter & Co. LP  
733 Third Avenue, 16<sup>th</sup> Floor  
New York, NY 10017  
*Public Relations*
  
5. Socius 1, LLC  
5747 Perimeter Drive, Ste. 200  
Dublin, OH 43017  
*Accounting Systems*
  
6. Lockton Companies, LLC  
c/o Bank of America  
PO Box 741732  
Atlanta, GA 30374-1732  
*Insurance Brokerage Firm*

**EXHIBIT C TO MOTION**

**Declaration of Disinterestedness**

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)

**DECLARATION OF DISINTERESTEDNESS**

I, \_\_\_\_\_, declare under penalty of perjury:

1. I am a [position] of [Company], located at [Street, City, State, Zip Code] (the “**Company**”).

2. On November 15, 2018 (the “**Petition Date**”), the above referenced debtors and debtors in possession (“**Debtors**”) each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), thereby commencing the above-captioned chapter 11 bankruptcy cases.

3. The Debtors have requested that the Company provide [insert specific description] services to the Debtors, and the Company has agreed to provide such services.

4. The Company may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to the Debtors’ chapter 11 cases, for persons that are parties-in-interest in the Debtors’ chapter 11 cases. However, the Company does not perform services for any such person in connection with the Debtors’ chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. As part of its customary practice, the Company is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in the chapter 11 cases.

6. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Company has agreed to share or will share any portion of the compensation to be received from any of the Debtors with any other person other than the principal and regular employees of the Company.

<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.

7. Neither I nor any principal, partner, director, officer, etc. of, or professional employed by, the Company, insofar as I have been able to ascertain, holds, or represents any interest adverse to any of the Debtors or their estates with respect to the matter(s) upon which this Company is to be employed.

8. The Debtors owe the Company \$ [ ] on account of unpaid pre-petition services, the payment of which is subject to limitations contained in the Bankruptcy Code.

9. As of the Petition Date, the Company [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of the such agreement, if any, is attached as **Exhibit X** to this Declaration].

10. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

11. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: \_\_\_\_\_, 2018.

\_\_\_\_\_  
[DECLARANT]