

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA**

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**MOTION OF DEBTORS FOR AN EMERGENCY HEARING
ON PROFESSIONAL RETENTION APPLICATIONS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby file this motion (the “**Motion**”) with this Court pursuant to Rule 9075-1 of the Local Rules for the United States Bankruptcy Court for the District of South Carolina (the “**Local Rules**”) seeking an emergency hearing on less than the required 14 or 21 days’ notice on the following applications (collectively, the “**Retention Applications**”) filed simultaneously herewith:

- 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 [Docket No. 126] (the “**Haynes and Boone Retention Application**”);
- Debtors’ Application to Employ and Retain McNair Law Firm, P.A. as Local Bankruptcy Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 127] (the “**McNair Retention Application**”);
- 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 [Docket No. 129] (the “**Loughlin Retention Application**”);

¹ 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.

- Debtors' Application to Employ and Retain Duff & Phelps Securities, LLC as Investment Banker to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 128] (the "**Duff & Phelps Retention Application**");
- Debtors' Application for Entry of an Order Approving the Employment and Retention of Donlin, Recano & Company, Inc. as the Administrative Advisor for the Debtors, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 130] (the "**Donlin Recano 327 Retention Application**"); and
- Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date (the "**OCP Motion**").

The Debtors state in support of the Motion as follows:

1. Through this Motion, the Debtors are requesting that the Retention Applications be heard on an expedited basis.
2. The Debtors assert that an expedited hearing on the Retention Applications is necessary because the Debtors are concerned that, given the fast-moving nature of these chapter 11 cases, a hearing in late December would result in the Retention Applications being heard approximately two weeks before the requested sale hearing date of January 15, 2019.
3. The Debtors respectfully request that the expedited hearing be scheduled on **December 18, 2018 at 9:00 a.m.**, the same date and time as the hearing on the bidding procedures portion of the Debtors' Expedited Motion, Pursuant to Bankruptcy Code Sections 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006, for Entry of Orders (I) Approving Sale, Bidding, Notice, and Auction Procedures in Connection With the Sale of Substantially all of the Assets of the Debtors; (II) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (III) Authorizing the Sale of the Debtors' Assets Free and Clear of all Liens, Claims, Encumbrances, and Other Interests; and (IV) Granting Related Relief.
4. For the reasons set forth above, the Debtors believe that the hearing on the Retention Applications should be held on an expedited basis. The proposed relief requested in the

Retention Applications will not prejudice the Debtors' creditors because they will receive more than 10 days' notice of the hearing.

5. Debtors conferred via e-mail with of office of the United States Trustee, the DIP Lender, and the Committee regarding the request for expedited consideration of the Retention Applications shortly before filing this Motion. The DIP Lender and the Committee consent to expedited consideration of the Retention Applications, and the U.S. Trustee reserved its rights to oppose expedited consideration after it reviews the Retention Applications.

WHEREFORE, the Debtors respectfully request that this Court enter an Order granting an expedited hearing on the Motion set forth herein and such other and further relief as is just.

McNAIR LAW FIRM, P.A.

December 4, 2018

/s/ Michael H. Weaver
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In re:

CAFE HOLDINGS CORP., *et al.*,¹

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Chapter 11

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(Jointly Administered)

**ORDER GRANTING MOTION OF DEBTORS FOR AN EMERGENCY
HEARING ON PROFESSIONAL RETENTION APPLICATIONS**

Upon consideration of the Debtors' Motion for Emergency Hearing on Professional Retention Applications.

It is by the United States Bankruptcy Court for the District of South Carolina,

ORDERED that the Debtors' Motion for Emergency Hearing (the "**Motion**") is GRANTED; and it is further

ORDERED that this Court shall conduct a hearing on the Retention Applications (as defined in the Motion) at the J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, South Carolina 29201, on **December 18, 2018 at 9:00 a.m. Eastern Time**; and it is further

ORDERED that objections, if any, to the Retention Applications must be filed and served on counsel for the Debtors no later than **4:00 p.m. Eastern time on December 14, 2018**; and it is further

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ORDERED that counsel for the Debtors shall serve a copy of this Order and the Motion in accordance with the *Order Authorizing the Debtors to (I) Prepare a Consolidated List of Creditors in Lieu of a Mailing Matrix, (II) File a Consolidated List of the Thirty Largest Unsecured Creditors, (III) Mail Initial Notices, and (IV) Shorten the Mailing List* [Dkt. 57] by hand delivery, facsimile, electronic mail (receipt confirmed) or overnight delivery by _____ a.m./p.m. _____, 2018. Thereafter, the Debtors shall file a certificate of service with this Court.

AND IT IS SO ORDERED.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA

In re:

CAFE HOLDINGS CORP., *et al.*,¹

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Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

NOTICE OF HEARINGS

NOTICE OF HEARINGS ON DEBTORS' (A) APPLICATION TO EMPLOY AND RETAIN HAYNES AND BOONE, LLP AS DEBTORS' COUNSEL; (B) APPLICATION TO EMPLOY AND RETAIN MCNAIR LAW FIRM, P.A. AS DEBTORS' LOCAL COUNSEL; (C) APPLICATION TO EMPLOY AND RETAIN LOUGHLIN MANAGEMENT PARTNERS & CO., INC. AND EMPLOY JOHN SORDILLO AS CHIEF RESTRUCTURING OFFICER; (D) APPLICATION TO EMPLOY AND RETAIN DUFF & PHELPS SECURITIES, LLC AS INVESTMENT BANKER; (E) APPLICATION TO EMPLOY AND RETAIN DONLIN RECANO & COMPANY, INC. AS ADMINISTRATIVE ADVISOR; AND (F) DEBTOR'S MOTION FOR ENTRY OF AN ORDER AUTHORIZING RETENTION AND COMPENSATION OF ORDINARY COURSE PROFESSIONALS

The above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed the following papers on December 4, 2018 with the court to approve the retention and employment of certain professionals and other matters as specifically set forth therein:

(A) 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 [Docket No. 126] (the “**Haynes and Boone Retention Application**”);

(B) Debtors’ Application to Employ and Retain McNair Law Firm, P.A. as Local Bankruptcy Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 127] (the “**McNair Retention Application**”);

(C) 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 [Docket No. 129] (the “**Loughlin Retention Application**”);

(D) Debtors’ Application to Employ and Retain Duff & Phelps Securities, LLC as Investment Banker to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 128] (the “**Duff & Phelps Retention Application**”);

¹ 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

(E) Debtors' Application for Entry of an Order Approving the Employment and Retention of Donlin, Recano & Company, Inc. as the Administrative Advisor for the Debtors, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 130] (the "**Donlin Recano 327 Retention Application**"); and

(F) Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 131] (the "**OCP Motion**").

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)

If you do not want the court to approve any or all of the items listed in (A)-(F) above, or you want the court to consider your views on the Haynes and Boone Retention Application, the McNair Retention Application, the Loughlin Retention Application, the Duff & Phelps Retention Application, the Donlin Recano 327 Application, or the OCP Motion, **then on or before December 20, 2018 at 12:00 p.m.**, you or your attorney must:

File with the court a written response, return, or objection at:

1100 Laurel Street
Columbia, SC 29201

Responses, returns, or objections filed by an attorney must be electronically filed in ecf.scb.uscourts.gov.

If you mail your response, return, or objection to the court for filing, you must mail it early enough so the court will **receive** it on or before the date stated above.

You must also send a copy to: the Debtor's counsel, Haynes and Boone, LLP, attn: Ian T. Peck, 2323 Victory Avenue, Suite 700, Dallas, TX 75219 and McNair Law Firm, P.A., attn: Michael Weaver, PO Box 11390, Columbia, SC 29211.

Attend the hearing scheduled to be heard on **December 27, 2018, at 10:30 a.m. at the United States Bankruptcy Court for the District of South Carolina, at the Donald Stuart Russell Federal Courthouse, 101 Magnolia Street, Spartanburg, SC 29306-2355** (the "Hearing"). If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the Haynes and Boone Retention Application, the McNair Retention Application, the Loughlin Retention Application, the Duff & Phelps Retention Application, the Donlin Recano 327 Application, or the OCP Motion and may enter an order granting the relief requested therein.

McNAIR LAW FIRM, P.A.

December 5, 2018

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