

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

In re:

CAFE HOLDINGS CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**FIRST SUPPLEMENTAL AFFIDAVIT OF DISINTERESTEDNESS OF MICHAEL H. WEAVER IN SUPPORT OF DEBTORS' APPLICATION TO EMPLOY AND RETAIN MCNAIR LAW FIRM, P.A. AS LOCAL BANKRUPTCY COUNSEL TO DEBTORS AND DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

STATE OF SOUTH CAROLINA     )  
   )     ss  
COUNTY OF RICHLAND         )

MICHAEL H. WEAVER, being duly sworn, deposes and says:

1. I am a shareholder of McNair Law Firm, P.A. (“McNair” or the “Firm”), a law firm with its principal offices located at 1221 Main Street, Suite 1800, Columbia, South Carolina 29201. I am authorized to make this supplemental affidavit (the “Supplemental Affidavit”) on McNair’s behalf.

2. The Supplemental Affidavit is submitted pursuant to Fed. R. Bankr. P. 2014(a) in support of the Debtors’ Application to Employ and Retain McNair Law Firm, P.A. as Local Bankruptcy Counsel to Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date filed on December 4, 2018 [Dkt. No. 127] (the “Application”) along with the Affidavit of Disinterestedness of Michael H. Weaver in support of the Application (the “Affidavit”).

<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).

3. Unless modified herein, the statements and averments set forth in the Affidavit are unaltered by this Supplemental Affidavit.

4. This Supplemental Affidavit is being submitted to address questions and requests raised by the Office of the United States Trustee (the "Trustee") after the Trustee's review of the Application and Affidavit.

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

5. After searching its Client Database, McNair amends Paragraph 14.b of the Affidavit as follows:

Officers, Directors and Managers. McNair has never represented and does not currently represent any current shareholder, officer, director, member, or manager of any of the Debtors including Tony Clark, Brian Dukes and Holly Smith.<sup>2</sup>

6. After searching its Client Database, McNair amends Paragraph 14.c of the Affidavit as follows:

Secured Creditors. McNair has never represented any of the Debtors' secured creditors. An overview of the identity 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]. In addition, McNair never represented and does not currently represent Madison Capital Funding LLC or Benefit Street Partners.

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

7. After searching its Client Database, McNair supplements its disclosures set forth in Paragraph 14.d of the Affidavit to reflect that, in addition to the entities identified therein, McNair also may represent and may continue to represent Blue Ridge Electric Cooperative, Inc. (“Blue Ridge”) and its affiliates in matters unrelated to the Debtors. To the extent a direct conflict arises between the Debtors and Blue Ridge, McNair will not represent either the Debtors or Blue Ridge 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. The Debtors have waived any conflict that might otherwise exist (or be alleged to exist) as a result of such other unrelated representations.

8. In addition, McNair discloses that it does not currently represent (i) any of Cafe Holdings Corp.’s equity holders or (ii) the professionals identified as the proposed counsel to the Official Committee of Unsecured Creditors (*i.e.*, the law firms of Pachulski Stang Ziehl & Jones and Nelson Mullins Riley & Scarborough).

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Affidavit.

9. This Supplemental Affidavit, submitted in conjunction with the Affidavit, 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.**

/s/ Michael H. Weaver *Michael H. Weaver*  
Michael H. Weaver (S.C. Dist. Ct. ID # 9847)  
Robin C. Stanton (S.C. Dist. Ct. ID # 7438)  
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*Proposed Counsel to the Debtors and  
Debtors-in-Possession*

Sworn to before me this  
18<sup>th</sup> day of December, 2018

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

[SEAL]