

EXHIBIT B

Declaration of Committee Chair

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF SOUTH CAROLINA

In re:)	Chapter 11
)	
CAFÉ HOLDINGS CORP., et al,)	Case No.: 18-05837 (hb)
)	
Debtors.)	

**DECLARATION OF COMMITTEE CHAIR IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AUTHORIZATION TO RETAIN AND EMPLOY NELSON
MULLINS RILEY & SCARBOROUGH LLP AS BANKRUPTCY CO-COUNSEL
EFFECTIVE AS OF NOVEMBER 30, 2018**

Lyena Hale, as authorized representative of the Committee, declares under penalty of perjury as follows:

1. STORE Master Funding V, LLC (“STORE”) was elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am employed by STORE and am the STORE representative serving on the Committee. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors for Authorization to Retain and Employ Nelson Mullins Riley & Scarborough LLP as Bankruptcy Co-Counsel Effective as of November 30, 2018* (the “Application”) on behalf of the Committee.¹

The Committee’s Selection of NMRS as Co-Counsel

2. Nelson Mullins Riley & Scarborough LLP (“NMRS” or the “Firm”) is proposed to serve as co-counsel to the Committee with Pachulski Stang Ziehl & Jones LLP. The Committee recognizes that a review process is necessary in managing counsel to ensure that

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On November 28, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following five (5) members: (i) B&T Sand Co., Inc.; (ii) Carolina Childcare Properties, LLC; (iii) Koury Corporation; (iv) Store Master Funding V, LLC; and (v) Thrift Brothers, Inc.

4. On November 28, 2018, the Committee held its initial meeting. On November 29, 2018 the Committee voted to retain the Firm as its co-counsel, subject to Court approval. The Committee believes that NMRS' extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain NMRS as the Committee's co-counsel during these Cases.

Rate Structure

5. In my capacity as Committee Chair, I am responsible for supervising counsel. NMRS has informed the Committee that its rates for bankruptcy representations are comparable to the rates NMRS charges for non-bankruptcy representations. The Committee has approved NMRS's proposed hourly rates, as set forth in the Application. NMRS has informed the Committee that its hourly rates are subject to periodic adjustments to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be submitted by NMRS prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and NMRS. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that NMRS regularly submits, and, together with NMRS, periodically amend any budget and staffing plans, as the case develops.

[remainder of page intentionally left blank]

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

Date: December 21, 2018

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS CAFÉ HOLDINGS
CORP., *et al.***

/s/ Lyena Hale

STORE Master Funding V, LLC

By: Lyena Hale

Solely in its capacity as Chair of the Official
Committee of Unsecured Creditors of Café
Enterprises, Inc., *et al.*, and not in any other
capacity