

EXHIBIT B

Declaration of Committee Chair

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

_____) Chapter 11
In re:)
)
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 PACHULSKI STANG ZIEHL & JONES LLP AS BANKRUPTCY COUNSEL EFFECTIVE AS OF NOVEMBER 30, 2018

Lyena Hale, as authorized representative of the Committee, declare 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 Pachulski Stang Ziehl & Jones LLP as Bankruptcy Counsel Effective as of November 30, 2018* (the “Application”) on behalf of the Committee.¹

The Committee’s Selection of PSZ&J as Counsel

2. Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and

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

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 counsel, subject to Court approval. The Committee believes that PSZ&J's 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 PSZ&J as the Committee's counsel during these Cases.

Rate Structure

5. In my capacity as Committee Chair, I am responsible for supervising counsel. PSZ&J has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZ&J has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. PSZ&J has agreed that should the Committee request that PSZ&J submit interim and final fee applications with Mr. Sandler's rate at \$740.00 per hour and all other hourly rates discounted 20%, it will do so, and will not seek payment of the "discounted" amount from PSZ&J's normal rates unless and until the Committee approves such request, which is within the Committee's sole

discretion. PSZ&J has also indicated that it will waive any travel-related cost it incurs in these cases. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZ&J.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZ&J 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 PSZ&J. 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 PSZ&J regularly submits, and, together with PSZ&J, periodically amend any budget and staffing plans, as the case develops.

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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