

EXHIBIT C

Proposed Order

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. |) | |

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT OF PACHULSKI
STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF THE DEBTORS EFFECTIVE NOVEMBER 30, 2018**

Upon consideration 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”),¹ pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of South Carolina (the “Local Rules”), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP (“PSZ&J”) as counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) in these chapter 11 cases; and upon consideration of the declarations of Bradford J. Sandler and the Committee Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief

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

requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as provided herein.
2. The Committee is authorized to retain and employ PSZ&J as counsel to the Committee effective as of November 30, 2018 pursuant to the conditions set forth in the Application and the Sandler Declaration, *nunc pro tunc* to November 30, 2018, as modified by this Order. Subject to Court approval, PSZ&J may be compensated for services rendered and reimbursed for expenses incurred beginning on November 30, 2018.
3. PSZ&J shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.
4. The Committee and PSZ&J are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. PSZ&J shall file applications for monthly, interim, and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Bankruptcy Code sections 330 and 331, such Bankruptcy Rules as may then be applicable, and any applicable orders and procedures of this Court, including the Interim Compensation Order. For billing purposes, PSZ&J shall keep its time in one tenth (1/10) hour increments in accordance with the U.S. Trustee Guidelines.

6. PSZ&J shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. The U.S. Trustee's rights to object to any expense reimbursement sought by PSZ&J shall be preserved.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2018

THE HONORABLE HELEN E. BURRIS
UNITED STATES BANKRUPTCY JUDGE