

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

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| In re: CAFE HOLDINGS CORP., <i>et al.</i> , ¹ Debtors. | Chapter 11 Case No. 18-05837 (hb) (Jointly Administered) |
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**SECOND 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 partner at Burr & Forman LLP ("**Burr & Forman**"). On January 1, 2019 Burr & Forman acquired McNair Law Firm, P.A. ("**McNair**"), a law firm with its principal offices located at 1221 Main Street, Suite 1800, Columbia, South Carolina 29201. As part of the acquisition, Burr & Forman acquired, among other things, McNair's outstanding accounts receivables. For a period of two years, Burr & Forman will operate as Burr Forman McNair in the Carolinas; however, the legal name of the combined entity is Burr & Forman LLP. I am authorized on behalf of Burr & Forman to make this second supplemental affidavit (the "**Second Supplemental Affidavit**").

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

2. The Second 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**") and the First Supplemental Affidavit (defined herein).

3. This Second Supplemental Affidavit is being submitted as a supplement to the Application, Affidavit (which specifically mentioned the anticipated combination of Burr & Forman and McNair in Paragraph 14.d and contemplated the anticipated additional disclosures that are set forth herein) and the 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 Counsel to Debtor and Debtors in Possession *Nunc Pro Tunc* to the Petition Date filed on December 18, 2018 [Dkt. No. 250] (the "**First Supplemental Affidavit**").

4. Unless modified herein, the statements and averments set forth in the Affidavit and in the First Supplemental Affidavit are unaltered by the combination of Burr & Forman and McNair.

**Burr & Forman's Connections with Parties in Interest
in Matters Unrelated to these Chapter 11 Cases**

5. Each of the creditors and parties in interest that were run through McNair's Client Database were also run through Burr & Forman's client database.²

6. As a consequence of the combination of the law firms of Burr & Forman and McNair and after reviewing Burr & Forman's client database, Paragraph 14.d of the Affidavit is

hereby supplemented to reflect that, in addition to the entities identified therein and as supplemented in the First Supplemental Affidavit, Burr & Forman also may represent and may continue to represent AT&T, Aramark, FedEx, Ferguson Enterprises, Inc., Hartford Insurance Co., Lowe's, Microtel Inn & Suites, and the State of Tennessee in matters unrelated to the Debtors (the "**Additional Parties**"). To the extent a direct conflict arises between the Debtors and any of the Additional Parties, Burr & Forman will not represent either the Debtors or the Additional Parties 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.

7. As indicated in the engagement letter dated October 5, 2018 (the "Engagement Letter") attached to the Application, the undersigned has been and will continue to be the attorney primarily responsible for coordinating Burr & Forman's services under the engagement. In addition, the attorneys and paraprofessionals involved in this engagement prior to the consummation of the two law firms' combination will be involved prospectively and the same billing rates will apply. In the event any additional attorneys' services at Burr & Forman are required to perform Burr & Forman's obligations to these Debtors and their estates and the billing rates exceed the ranges of rates provided in the Engagement Letter, an additional supplemental affidavit will be filed with the Court.

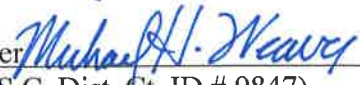
8. Contemporaneously with the filing of this Second Supplemental Affidavit, the undersigned shall file a revised proposed order approving the retention of Burr & Forman LLP as

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application and Affidavit.

Local Bankruptcy Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date.

9. This Second Supplemental Affidavit, submitted in conjunction with the Affidavit and First Supplemental Affidavit, constitutes the statement of Burr & Forman pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

BURR & FORMAN LLP

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

Sworn to before me this
7th day of January, 2019


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

[SEAL]