

**Exhibit B**

**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)

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN  
~~MCNAIR LAW FIRM, P.A.~~  
BURR & FORMAN LLP AS LOCAL BANKRUPTCY COUNSEL  
TO THE DEBTORS AND DEBTORS IN POSSESSION  
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “**Application**”) of the above-captioned debtors and debtors-in-possession (“**Cafe**”), for entry of an order (the “**Order**”) pursuant to sections 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”) authorizing the Debtors to employ and retain McNair Law Firm, P.A. (“**McNair**”) as local bankruptcy counsel on a *nunc pro tunc* basis on the terms set forth in the engagement letter (the “**Engagement Letter**”) annexed to the Application as Exhibit B; and upon the Affidavit of Disinterestedness of Michael H. Weaver in Support of Debtors’ Motion to Employ and Retain McNair Law Firm, P.A. as Local Bankruptcy Counsel to the Debtors and Debtors in Possession annexed thereto as Exhibit C (the “**Affidavit**”) as subsequently supplemented on December 18, 2018 [Dkt. 250] (the “**First Supplemental Affidavit**”) and January 7, 2019 [Dkt. 293] (the “**Second Supplemental Affidavit**”); it appearing that the relief requested therein is in the best interests of the Debtors’ estates, its creditors and other parties in interest; and it appearing that the Court has jurisdiction

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

over this matter pursuant to 28 U.S.C. §1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §157(b)(2); and it appearing that venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Application was appropriate under the circumstances and that no other or further notice need be given; and the Court being satisfied that ~~McNair~~[Burr & Forman](#) is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code; and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED:

1. The Application is granted [as set forth herein](#).
2. The Debtors are authorized, pursuant to 11 U.S.C. § 327, to employ and retain ~~McNair~~[Burr & Forman LLP](#) as its local bankruptcy counsel on the terms set forth in the Engagement Letter [and in a manner consistent with its obligations under SC LBR 2090-1\(b\)](#), with the authority to be retroactive to the petition date.<sup>2</sup>
3. The terms of the Engagement Letter, as modified by the Application, are reasonable terms and conditions of employment and are hereby approved. The United States Trustee retains the right to review and object on all grounds, including reasonableness under 11 U.S.C. § 330.
4. ~~McNair~~[Burr & Forman](#) shall be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, any applicable Federal Rules of Bankruptcy Procedure, the Local Rules, the guidelines established by the Office of the United States Trustee for the District of South Carolina and any procedures as fixed by further order of this Court.
5. [Burr & Forman shall keep track of its time entries in 0.1 hour increments. In the event any of the hourly rates for the professionals and paraprofessionals assigned to these](#)

<sup>2</sup> [As contemplated in the Affidavit and as represented by counsel for the Debtors in the Second Supplemental Affidavit, McNair was acquired by Burr & Forman LLP on January 1, 2019 and Burr & Forman LLP has continued to represent the Debtors since the acquisition.](#)

Debtors' cases change during the term of the firm's engagement, Burr & Forman shall provide additional notice to the Court within 10 business days of the effective date of any such rate change.

6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

~~6.7.~~ The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

~~7.8.~~ All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

~~8.9.~~ The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**AND IT IS SO ORDERED.**

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