

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HAYNES AND BOONE, LLP AS COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “**Application**”)² of the above-captioned debtors and debtors in possession (the “**Debtors**”), for entry of an order (the “**Order**”) authorizing the Debtors to employ and retain Haynes and Boone, LLP (“**Haynes and Boone**”) as counsel for the Debtors *nunc pro tunc* to the Petition Date; and upon the Declaration of Ian T. Peck in Support of the Debtors’ Application Under 11 U.S.C. §§ 327(a), 330, and 1107(b) to Employ and Retain Haynes and Boone, LLP as Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date; it appearing that the relief request therein is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the Court has jurisdiction 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

¹ 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 All capitalized terms used but otherwise not defined herein shall have the meaning set forth in the Application.

under the circumstances and that no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore, it is **HEREBY ORDERED**:

1. The Application is granted as set forth herein.
2. The requirements of Bankruptcy Code § 329(a) have been satisfied.
3. Pursuant to Bankruptcy Code §§ 327 and 1107(b), the Debtors are hereby authorized to retain Haynes and Boone as their counsel in these chapter 11 cases *nunc pro tunc* to the Petition Date, in accordance with (and on the terms described in) the Application, the Engagement Letter, and this Order, and Haynes and Boone is authorized to perform the services described therein.
4. Haynes and Boone's professionals shall bill in 0.10 hourly increments.
5. If Haynes and Boone's hourly rates are adjusted during these chapter 11 cases, Haynes and Boone shall file a notice with the Court within 10 business days describing the adjustments.
6. Haynes and Boone shall not charge the Debtors for any overhead expenses, including word processing charges.
7. Haynes and Boone shall be compensated upon appropriate application in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court.
8. If any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations or affidavits, Haynes and Boone's employment shall continue as authorized pursuant to this Order.

9. Notwithstanding anything contained in the Engagement Letter, any withdrawal by Haynes and Boone from representation of the Debtors shall comply with the Local Rules.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

AND IT IS SO ORDERED.

**FILED BY THE COURT
01/08/2019**



A handwritten signature in black ink, appearing to read "John L. Barrio".

US Bankruptcy Judge
District of South Carolina

Entered: 01/08/2019

Certificate of Notice Page 4 of 5
United States Bankruptcy Court
District of South Carolina

In re:
Cafe Holdings Corp.
Debtor

Case No. 18-05837-hb
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7 User: richardso Page 1 of 2 Date Rcvd: Jan 08, 2019
Form ID: pdf01 Total Noticed: 2

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on
Jan 10, 2019.

- aty +Ian T. Peck, Haynes and Boone, LLP, 2323 Victory Avenue, Suite 700,
Dallas, TX 75219-7673
aty +J. Frasher Murphy, Haynes and Boone, LLP, 2323 Victory Avenue, Suite 700,
Dallas, TX 75219-7673

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner
shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social
Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required
by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 10, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email)
system on January 8, 2019 at the address(es) listed below:

- Brandon K. Poston on behalf of Creditor Committee Official Committee of Unsecured Creditors
keith.poston@nelsonmullins.com,
Stephanie.arnold@nelsonmullins.com;linnea.hann@nelsonmullins.com;joan.kishline@nelsonmullins.com;
frank.knowlton@nelsonmullins.com;shane.ramsey@nelsonmullins.com;bsandler@pszjlaw.com
Christine E Brimm on behalf of Creditor Betty B. Tyson cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor William L. Barrier cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor Robert B. Barrier cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor Joel A. Tyson cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor CGD Real Estate Tennessee, LLC cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Christine E Brimm on behalf of Creditor B&T Sand Company, Inc. cbrimm@bartonbrimm.com,
cfraser@bartonbrimm.com,bbarton@bartonbrimm.com
Craig Solomon Ganz on behalf of Creditor Store Master Funding I, LLC ganzc@ballardspahr.com,
phxdocketingbkr@ballardspahr.com,hartt@ballardspahr.com
Craig Solomon Ganz on behalf of Creditor STORE Master Funding V, LLC ganzc@ballardspahr.com,
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brandy@hucksandfelker.com
David Brian Wheeler on behalf of Creditor M&R Investors, LLC davidwheeler@mvalaw.com
David Brian Wheeler on behalf of Creditor MRB, LLC davidwheeler@mvalaw.com
David Brian Wheeler on behalf of Creditor Old Mill Stream, LLC davidwheeler@mvalaw.com
Elisabetta G. Gasparini on behalf of U.S. Trustee US Trustee's Office
elisabetta.g.gasparini@usdoj.gov
Eugene B. McLeod, III on behalf of Creditor South Carolina Department of Employment and
Workforce ecf@dew.sc.gov, tmcLeod@dew.sc.gov
Francesca Macchiaverna on behalf of Creditor Geoffrey S. Stutchman and Leehouang T.
Stutchman as Trustees for the Stutchman Family Trust, successors-in-interest to Store Capital
Acquisitions, LLC fmacchiaverna@huntermaclean.com, btees@huntermaclean.com
Jane H. Downey on behalf of Creditor Vandelay, LLC jane@mttlaw.com,
jessica@mttlaw.com;corey@mttlaw.com
John Timothy Stack on behalf of U.S. Trustee US Trustee's Office John.T.Stack@usdoj.gov
Mary M. Caskey on behalf of Attorney Stanley H. McGuffin mcaskey@hsblawfirm.com,
awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com
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District/off: 0420-7

User: richardso
Form ID: pdf01

Page 2 of 2
Total Noticed: 2

Date Rcvd: Jan 08, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Mary M. Caskey on behalf of Attorney Michael DiGiacomo mcaskey@hsblawfirm.com,
awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com
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awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com
Mary M. Caskey on behalf of Attorney Craig S. Ganz mcaskey@hsblawfirm.com,
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Michael H. Weaver on behalf of Debtor Cafe Holdings Corp. mweaver@burr.com,
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eaccetta@foxrothschild.com
Randy A. Skinner on behalf of Creditor Freshpoint North Carolina, Inc.
janice@skinnerlawfirm.com;candicem@skinnerlawfirm.com
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Reid E. Dyer on behalf of Creditor MRB, LLC reiddyer@mvalaw.com
Reid E. Dyer on behalf of Creditor M&R Investors, LLC reiddyer@mvalaw.com
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awilliams@bunchlawllc.com
Tobias G. Ward, Jr. on behalf of Creditor AAA Accurate Backflow Testing and Repair, LLC
tw@tobywardlaw.com
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Weyman C. Carter on behalf of Debtor Cafe Holdings Corp. wcarter@mcnair.net,
dhayes@mcnair.net

TOTAL: 36