

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
DONLIN, RECANO & COMPANY, INC. AS THE ADMINISTRATIVE
ADVISOR FOR THE DEBTORS, EFFECTIVE *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 Donlin, Recano & Company, Inc. (“**Donlin Recano**” or the “**Administrative Advisor**”) as administrative advisor on the terms set forth in the Agreement for services (the “**Services Agreement**”) annexed to the Application as **Exhibit C**; and upon the Declaration of Nellwyn Voorhies in Support of the Debtors’ Application for Entry of an Order Approving the Employment and Retention of Donlin, Recano & Company, Inc. as the Administrative Advisor for the Debtors, Effective *Nunc Pro Tunc* to the Petition Date annexed thereto as **Exhibit B**; 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 over this matter pursuant to 28 U.S.C. §1334; and it appearing that this proceeding

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.

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 after due deliberation and sufficient cause appearing therefore, it is

HEREBY ORDERED:

1. The Application is granted as set forth herein.
2. Notwithstanding the terms of the Services Agreement attached to the Application, the Application is approved solely as set forth in this Order.
3. The Debtors are authorized to retain the Administrative Advisor, effective *nunc pro tunc* to the Petition Date, under the terms of the Services Agreement, and the Administrative Advisor is authorized and directed to perform the services as more fully described in the Application (the “**Administrative Advisor Services**”).
4. The Administrative Advisor is authorized to take such other action to comply with all duties set forth in the Application.
5. With respect to services to be provided as Administrative Advisor, the Administrative Advisor shall apply to this Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines (the “**U.S. Trustee Guidelines**”) established by the United States Trustee for the District of South Carolina (the “**U.S. Trustee**”), and any orders entered in these chapter 11 cases regarding professional compensation and reimbursement of expenses.
6. The Debtors shall indemnify the Administrative Advisor under the terms of the Services Agreement.

7. All requests by the Administrative Advisor for the payment of indemnification as set forth in the Services Agreement shall be made by means of an application to the Court and shall be subject to review by the Court to ensure that payment of such indemnity conforms to the terms of the Services Agreement and is reasonable under the circumstances of the litigation or settlement in respect of which indemnity is sought, provided however, that in no event shall the Administrative Advisor be indemnified in the case of its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct.

8. In the event that the Administrative Advisor seeks reimbursement from the Debtors for attorneys' fees and expenses in connection with the payment of an indemnity claim pursuant to the Services Agreement, the invoices and supporting time records for the attorneys' fees and expenses shall be included in the Administrative Advisor's own applications, both interim and final, but determined by this Court after notice and a hearing.

9. The Administrative Advisor shall not be entitled to reimbursement by the Debtors for any fees, disbursements, or other charges of the Administrative Advisor's counsel other than those incurred in connection with a request of the Administrative Advisor for payment of indemnity.

10. In the event of any inconsistency between the Services Agreement, the Application, and this Order, this Order shall govern.

11. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this

Order are immediately effective and enforceable upon its entry.

13. The Debtors and the Administrative Advisor are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with Application and Services Agreement.

14. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

AND IT IS SO ORDERED.

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



A handwritten signature in cursive script, appearing to read "John L. Currie".

US Bankruptcy Judge
District of South Carolina

Entered: 01/08/2019

Certificate of Notice Page 5 of 6
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: 1

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

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,
phxdocketingbkr@ballardspahr.com,hartt@ballardspahr.com
Daniel K Felker on behalf of Creditor Bruce Dressler dan@hucksandfelker.com,
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
Mary M. Caskey on behalf of Attorney Mary M. Caskey mcaskey@hsblawfirm.com,
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District/off: 0420-7

User: richardso
Form ID: pdf01

Page 2 of 2
Total Noticed: 1

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 Creditor STORE Master Funding V, LLC mcaskey@hsblawfirm.com,
awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com
Mary M. Caskey on behalf of Attorney Craig S. Ganz mcaskey@hsblawfirm.com,
awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com
Michael H. Weaver on behalf of Debtor Cafe Holdings Corp. mweaver@burr.com,
khandrock@burr.com
Michael Kevin McCarrell on behalf of Creditor ACM Fatz VII LLC kmccarrell@foxrothschild.com,
eaccetta@foxrothschild.com
Randy A. Skinner on behalf of Creditor Freshpoint North Carolina, Inc.
janice@skinnerlawfirm.com;candicem@skinnerlawfirm.com
Reid E. Dyer on behalf of Creditor Old Mill Stream, LLC reiddyer@mvalaw.com
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
Robin C. Stanton on behalf of Debtor Cafe Holdings Corp. rstanton@burr.com,
khandrock@burr.com
Stanley H. McGuffin on behalf of Creditor Store Master Funding I, LLC
smcguffin@hsblawfirm.com,
cwilliamson@hsblawfirm.com;mcaskey@hsblawfirm.com;uveguilla@hsblawfirm.com
Stanley H. McGuffin on behalf of Creditor STORE Master Funding V, LLC
smcguffin@hsblawfirm.com,
cwilliamson@hsblawfirm.com;mcaskey@hsblawfirm.com;uveguilla@hsblawfirm.com
Thomas W. Bunch, II on behalf of Creditor East Forest Plaza III, LLC tbunch@bunchlawllc.com,
awilliams@bunchlawllc.com
Tobias G. Ward, Jr. on behalf of Creditor AAA Accurate Backflow Testing and Repair, LLC
tw@tobywardlaw.com
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov
Weyman C. Carter on behalf of Debtor Cafe Holdings Corp. wcarte@mcnair.net,
dhayes@mcnair.net

TOTAL: 36