

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE 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 DEBTORS TO (1) EMPLOY AND RETAIN MCNAIR
LAW FIRM, P.A. AS LOCAL BANKRUPTCY COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION FROM THE PETITION DATE THROUGH DECEMBER
31, 2018 AND (2) EMPLOY AND RETAIN BURR & FORMAN LLP AS LOCAL
BANKRUPTCY COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
NUNC PRO TUNC TO JANUARY 1, 2019**

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 as set forth in the Affidavit and Second Supplemental Affidavit that McNair combined with the law firm of Burr & Forman LLP (“**Burr & Forman**”) effective January 1, 2019; it

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.

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 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 and Burr & Forman are "disinterested persons" 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: (i) employ and retain McNair for the period of November 15, 2018 (the petition date) through December 31, 2018 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), and (ii) Burr & Forman 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 January 1, 2019.²
3. The United States Trustee retains the right to review and object on all grounds, including reasonableness under 11 U.S.C. § 330.
4. McNair and 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

² 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.

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. McNair and Burr & Forman shall keep track of time entries in 0.1 hour increments. In the event any of the hourly rates for the professionals and paraprofessionals assigned to these Debtors' cases change during the term of Burr & Forman'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.

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

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

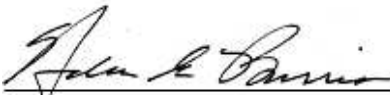
9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

AND IT IS SO ORDERED.

**FILED BY THE COURT
01/09/2019**



Entered: 01/09/2019


US Bankruptcy Judge
District of South Carolina

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 09, 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 11, 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 11, 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 9, 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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Mary M. Caskey on behalf of Attorney Michael DiGiacomo mcaskey@hsblawfirm.com,
awilloughby@hsblawfirm.com;uveguilla@hsblawfirm.com;cwilliamson@hsblawfirm.com

District/off: 0420-7

User: richardso
Form ID: pdf01

Page 2 of 2
Total Noticed: 1

Date Rcvd: Jan 09, 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