

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

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| <p>In re:</p> <p>CAFE HOLDINGS CORP., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p> | <p>Chapter 11</p> <p>Case No. 18-05837 (hb)</p> <p>(Jointly Administered)</p> |
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**THIRD SUPPLEMENTAL AFFIDAVIT OF DISINTERESTEDNESS
OF MICHAEL H. WEAVER IN SUPPORT OF DEBTORS' APPLICATION TO
EMPLOY AND RETAIN MCNAIR LAW FIRM, P.A. FROM NOVEMBER 15, 2018
THROUGH DECEMBER 31, 2018 AND BURR & FORMAN LLP FROM
JANUARY 1, 2019 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. 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 third supplemental affidavit (the "**Third Supplemental Affidavit**").

2. The Third 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

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

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**”), the First Supplemental Affidavit 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**”), and the 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 Counsel to Debtor and Debtors in Possession *Nunc Pro Tunc* to the Petition Date filed on January 7, 2019 [Dkt. No. 293] (the “**Second Supplemental Affidavit**”).

3. On January 9, 2019 the Court entered its 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 [Dkt. No. 330].

4. On January 10, 2019, the Debtors filed their Notice of Proposed Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, the Auction, and the Sale Hearing [Dkt. No. 337] (the “**Sale Notice**”).

5. The Sale Notice identified various parties who assert liens on the Debtors’ assets including BSP Agency, LLC (asserting a secured claim in the principal amount of \$2,000,000), Ridgeway Plumbing & Services, Inc. (asserting a secured claim in the principal amount of

\$1,026), and Refrigeration Heroes of Greenville Co. (asserting a secured claim in the amount of \$1,950.48).


6. Unless modified herein, the statements and averments set forth in the Affidavit, the First Supplemental Affidavit and the Second Supplemental Affidavit are unaltered by this Third Supplemental Affidavit.

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

7. Paragraph 14.c of the Affidavit (captioned "Secured Creditors") is hereby amended to reflect that neither McNair nor Burr & Forman has ever represented BSP Agency, LLC (an entity believed to be affiliated with Benefit Street Partners) or Ridgeway Plumbing & Services, Inc. However, although Burr & Forman does not currently represent Refrigeration Heroes, McNair previously represented Refrigeration Heroes in unrelated matters involving intellectual property issues.

8. This Third Supplemental Affidavit, submitted in conjunction with the Affidavit, the First Supplemental Affidavit and the Second 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)
Robin C. Stanton (S.C. Dist. Ct. ID # 7438)
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*Counsel to the Debtors and
Debtors-in-Possession*

Sworn to before me this
17th day of January, 2019

Kathy Handrock
Notary Public, State of South Carolina
Commission Expires: 3/07/21

[SEAL]