

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

In re:)	Chapter 11
)	
CAFÉ HOLDINGS CORP., et al,)	Case No.: 18-05837 (hb)
)	
Debtors.)	

**FIRST MONTHLY FEE STATEMENT OF PACHULSKI
STANG ZIEHL & JONES LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM NOVEMBER 30, 2018 THROUGH DECEMBER 31, 2018**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Counsel to the Official Committee of Unsecured Creditors
Date of Retention:	Order entered on January 11, 2019 [Docket No. 345], retention effective as of November 30, 2018
Period for which Compensation and Reimbursement is Sought:	November 30, 2018 – December 31, 2018 ¹
Amount of Fees Sought as Actual, Reasonable and Necessary:	\$103,853.00
Less 20% Discount that May be Sought by Committee:	(\$20,770.60)
Total Fees for Which Payment is Sought Now:	= \$83,082.40
80% of Total Fees for Which Payment is Sought Now:	\$66,465.92
100% of Expense Reimbursement:	\$1,497.54
Total Payment Request:	\$67,963.46
Blended rate in this application for all attorneys (full rate)	\$803.17
Blended rate in this application for all attorneys (discounted rate)	\$642.54
Blended rate in this application for all timekeepers (full rate)	\$680.56
Blended rate in this application for all timekeepers (discounted rate)	\$544.45

This is a: Monthly Interim Final Application

¹ The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

Preliminary Statement

1. Pachulski Stang Ziehl & Jones LLP (“PSZ&J”), attorneys for the Official Committee of Unsecured Creditors (the “Committee”) of Café Holdings Corp., and its affiliated debtors (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Monthly Statement”) for the period from November 30, 2018 through December 31, 2018 (the “Compensation Period”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* dated January 8, 2019 [Docket No. 313] (the “Interim Compensation Order”).

2. The retention of PSZ&J as counsel to the Committee was approved by this Court’s *Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors of the Debtors Effective November 30, 2018* [Docket No. 345] (the “Retention Order”).

3. As set forth in the *Application of the Official Committee of Unsecured Creditors for Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Bankruptcy Counsel Effective as of November 30, 2018* [Docket No. 270] (the “Application”), PSZJ has agreed that upon Committee request, PSZJ would apply a 20% discounted rate to its fees until the Committee approves PSZJ’s normal standard rates. PSZ&J also agreed to waive any costs related to travel that it incurs in these cases. Therefore, PSZ&J requests through this First Monthly Statement that its fees be approved at the standard hourly rates, but seeks payment only on the 20% discounted rate to preserve the Committee’s right to request the reduced rate.

4. During the Compensation Period, PSZ&J incurred fees in the amount of \$103,853.00 and expenses in the amount of \$1,497.54. Applying the discounted rate of \$740.00 per hour for Bradford J. Sandler and discounting all other hourly rates by 20%, the total fees incurred at the discounted rate is \$83,082.40. Accordingly, at this time, PSZJ seeks approval for

payment of fees in the amount of \$66,465.92 (80% of \$83,082.40), and 100% of expenses in the amount of \$1,497.54, for a total payment of \$67,963.46.

5. PSZ&J reserves the right to apply in the future for reimbursement of actual and necessary costs and expenses, if any, incurred by members of the Committee in connection with their service as members of the Committee during the Compensation Period.

Services Rendered and Disbursements Incurred During the Compensation Period

6. **Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each PSZ&J professional and paraprofessional that provided services to the Committee during the Compensation Period. The rates charged by PSZ&J for services rendered to the Committee are the same rates that PSZ&J charges generally for professional services rendered to its non-bankruptcy clients.

7. **Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by PSZ&J professionals and paraprofessionals in rendering services to the Committee during the Compensation Period.

8. **Exhibit C** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by PSZ&J in connection with services rendered to the Committee during the Compensation Period.

9. **Exhibit D** sets forth a complete itemization of all time records and expenses for PSZ&J professionals and paraprofessionals for the Compensation Period.

Notice and Objection Procedures

10. No trustee or examiner has been appointed in these chapter 11 cases. Pursuant to the Interim Compensation Order, notice of the Monthly Statement has been served upon: (i) the Debtors 4324 Wade Hampton Blvd., Suite B, Taylors, SC 29687, Attn: Eric Easton;

(ii) counsel for the Debtors, Haynes and Boone, LLP, 2323 Victory Avenue, Suite 700, Dallas, Texas 75219 (Attn: Ian T. Peck) AND McNair Law Firm, P.A., P.O. Box 11390, Columbia, South Carolina 29211 (Attn: Michael M. Weaver); (iii) counsel to Atalaya Administrative LLC, Holland & Knight, LLP, 200 Crescent Court, Suite 1600, Dallas, TX 75201 (Attn: Brent McIlwain) AND Fox Rothschild, 2 W. Washington Street, Suite 1100, Greenville, South Carolina 29601-2784 (Attn: M. Kevin McCarrell); and the U.S. Trustee, 1835 Assembly Street, Suite 953, Columbia, SC 29201 (Attn: Elisabetta G. Gasparini) (collectively, the “Notice Parties”). PSZ&J submits that no other or further notice need be provided.

11. Pursuant to the Interim Compensation Order, objections to this Monthly Statement, if any, must be served upon the Notice Parties no later than February 20, 2019 (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue.

12. If no objections to this Monthly Statement are made on or before the Objection Deadline, the Debtors shall pay PSZ&J \$66,465.92 in fees (80% of \$83,082.40), and 100% of expenses of \$1,497.54, for a total payment of \$67,963.46. To the extent an objection to this Monthly Statement is timely made, the Debtors shall withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such objection is not resolved, the affected party may either: (i) file with the Court a request for the payment of the difference, if any, between the Maximum Interim Payment and the Permitted Interim Payment (as defined in the Interim Compensation Order) made to the affected party (the “Disputed Amount”) and request a hearing of the Court; or (ii) forego payment of the Disputed Amount until the next Quarterly Fee Statement Request (as defined in the Interim Compensation Order) at which time the Court will consider and dispose of the Objection if so requested by the parties.

Dated: January 30, 2019

NELSON MULLINS RILEY & SCARBOROUGH LLP

By: /s/ B. Keith Poston

Frank B.B. Knowlton, Fed. Id. No. 2379

B. Keith Poston, Fed. Id. No. 10599

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Columbia, SC 29201

Phone: (803) 255-9518

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E-Mail: keith.poston@nelsonmullins.com

-and-

PACHULSKI STANG ZIEHL & JONES LLP

Bradford J. Sandler (admitted *pro hac vice*)

Shirley S. Cho (admitted *pro hac vice*)

Steven W. Golden (admitted *pro hac vice*)

919 North Market Street, 17th Floor

Wilmington, DE 19801

Phone: (302) 778-6424

Facsimile: (302) 652-4400

E-mail: bsandler@pszjlaw.com

scho@pszjlaw.com

sgolden@pszjlaw.com

Attorneys for the Official Committee of Unsecured
Creditors

EXHIBIT A

Timekeeper Summary

NAME OF PROFESSIONAL	TITLE	YEAR ADMITTED	YEAR OF PARTNERSHIP	STANDARD HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Bradford J. Sandler	Partner	1996	2010	\$925.00	41.40	\$38,295.00
Maxim B. Litvak	Partner	1997	2004	\$875.00	18.30	\$16,012.50
Shirley S. Cho	Of Counsel	1997	N/A	\$775.00	24.80	\$21,080.00
Joseph M. Mulvihill	Associate	2014	N/A	\$495.00	1.00	\$495.00
Steven W. Golden	Associate	2015	N/A	\$495.00	23.40	\$11,583.00
La Asia S. Canty	Paralegal	N/A	N/A	\$375.00	29.90	\$11,212.50
Patricia E. Cuniff	Paralegal	N/A	N/A	\$375.00	0.50	\$187.50
Patricia J. Jeffries	Paralegal	N/A	N/A	\$375.00	13.30	\$4,987.50
TOTAL					152.60	\$103,853.00

EXHIBIT B

Task Code Summary

CODE	DESCRIPTION	HOURS	AMOUNT
AD	Asset Disposition	33.10	\$19,862.00
BL	Bankruptcy Litigation	2.60	\$1,945.00
CA	Case Administration	17.60	\$7,837.50
CO	Claims Administration/Objections	0.30	\$277.50
CPO	Compensation of Professionals	0.20	\$99.00
EC	Executory Contracts	0.40	\$198.00
FD	First Day	2.80	\$1,756.00
FF	Financial Filings	6.40	\$3,625.00
FN	Financing	48.60	\$41,178.50
GC	General Creditors Committee	15.70	\$8,614.00
HE	Hearing	0.60	\$547.50
MC	Meeting of Creditors	0.20	\$177.50
OP	Operations	6.00	\$5,330.00
PC	Retention of Professionals	12.40	\$7,427.00
PR	Retention of Professionals / Other	5.40	\$4,701.00
SL	Stay Litigation	0.30	\$277.50
	TOTAL	152.60	\$103,853.00

EXHIBIT C

Disbursement Summary

EXPENSES (BY CATEGORY)	AMOUNTS
Bloomberg	\$60.00
Delivery/Courier Service	\$7.50
Federal Express	\$54.02
Lexis/Nexis- Legal Research	\$6.12
Pacer - Court Research	\$338.40
Reproduction Expense	\$132.40
Reproduction/ Scan Copy	\$344.10
Research	\$555.00
	\$1,497.54

EXHIBIT D

Pachulski Stang Ziehl & Jones LLP

919 North Market Street
17th Floor
Wilmington, DE 19801

December 31, 2018

BJS

Invoice 121028

Client 11906

Matter 00002

BJS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 12/31/2018

FEES	\$103,853.00
EXPENSES	\$1,497.54
TOTAL CURRENT CHARGES	\$105,350.54
TOTAL BALANCE DUE	\$105,350.54

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 Cafe Holdings Corp. O.C.C.
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Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	33.10	\$19,862.00
BL	Bankruptcy Litigation [L430]	2.60	\$1,945.00
CA	Case Administration [B110]	17.60	\$7,837.50
CO	Claims Admin/Objections[B310]	0.30	\$277.50
CP	Compensation Prof. [B160]	0.20	\$99.00
EC	Executory Contracts [B185]	0.40	\$198.00
FD	First Day	2.80	\$1,756.00
FF	Financial Filings [B110]	6.40	\$3,625.00
FN	Financing [B230]	48.60	\$41,178.50
GC	General Creditors Comm. [B150]	15.70	\$8,614.00
HE	Hearing	0.60	\$547.50
MC	Meeting of Creditors [B150]	0.20	\$177.50
OP	Operations [B210]	6.00	\$5,330.00
RP	Retention of Prof. [B160]	12.40	\$7,427.00
RPO	Ret. of Prof./Other	5.40	\$4,701.00
SL	Stay Litigation [B140]	0.30	\$277.50
		152.60	\$103,853.00

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	925.00	41.40	\$38,295.00
JMM	Mulvihill, Joseph M.	Associate	495.00	1.00	\$495.00
LSC	Canty, La Asia S.	Paralegal	375.00	29.90	\$11,212.50
MBL	Litvak, Maxim B.	Partner	875.00	18.30	\$16,012.50
PEC	Cuniff, Patricia E.	Paralegal	375.00	0.50	\$187.50
PJJ	Jeffries, Patricia J.	Paralegal	375.00	13.30	\$4,987.50
SSC	Cho, Shirley S.	Counsel	850.00	24.80	\$21,080.00
SWG	Golden, Steven W.	Associate	495.00	23.40	\$11,583.00
				152.60	\$103,853.00

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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Bloomberg	\$60.00
Delivery/Courier Service	\$7.50
Federal Express [E108]	\$54.02
Lexis/Nexis- Legal Research [E	\$6.12
Pacer - Court Research	\$338.40
Reproduction Expense [E101]	\$132.40
Reproduction/ Scan Copy	\$344.10
Research [E106]	\$555.00
	<hr/>
	\$1,497.54

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Disposition [B130]						
12/03/2018	SWG	AD	Review sale motion and prepare memo related thereto.	2.70	495.00	\$1,336.50
12/04/2018	SSC	AD	Review and analysis re sale motion.	0.30	850.00	\$255.00
12/04/2018	SSC	AD	Review and analysis re bid procedures order and exhibits.	0.50	850.00	\$425.00
12/04/2018	SSC	AD	Draft issues list re bid procedures order.	0.30	850.00	\$255.00
12/04/2018	SSC	AD	Review and revise memo to Committee re sale motion.	0.30	850.00	\$255.00
12/04/2018	SWG	AD	Review and propose edits to sale order.	0.30	495.00	\$148.50
12/05/2018	BJS	AD	Review and revise Sale/debtor-in-possession Memo to Official Creditors Committee	0.40	925.00	\$370.00
12/06/2018	PJJ	AD	Research re bid procedures objections.	0.20	375.00	\$75.00
12/06/2018	SSC	AD	Telephone conference with S. Golden re bid procedures.	0.10	850.00	\$85.00
12/06/2018	SSC	AD	Review and analysis re additional objections for bid procedures objection.	0.10	850.00	\$85.00
12/06/2018	BJS	AD	Various conferences with Shirley S. Cho regarding debtor in possession/Sale/Settlement terms	0.20	925.00	\$185.00
12/06/2018	LSC	AD	Conduct extensive research in connection with sale/bidding procedures for S. Golden.	4.30	375.00	\$1,612.50
12/06/2018	SWG	AD	Draft objection to bid pcedures.	1.00	495.00	\$495.00
12/07/2018	BJS	AD	Various emails with PSZJ regarding bid procedure issues	0.30	925.00	\$277.50
12/07/2018	BJS	AD	Various emails with counsel for Store regarding Atalaya	0.10	925.00	\$92.50
12/07/2018	LSC	AD	Continued research regarding various issues with respect to sale/bidding procedures for S. Golden and correspondence regarding the same.	5.90	375.00	\$2,212.50
12/07/2018	SWG	AD	Continue drafting sale procedures objection.	1.90	495.00	\$940.50
12/10/2018	SSC	AD	Review and analysis re bid procedures research.	0.10	850.00	\$85.00
12/10/2018	SSC	AD	Telephone conference with S. Golden re bid procedures order revisions.	0.10	850.00	\$85.00
12/10/2018	BJS	AD	Various emails with C Ganz regarding Store Capital/settlement	0.30	925.00	\$277.50
12/10/2018	SWG	AD	Draft bid pro objective.	3.20	495.00	\$1,584.00
12/10/2018	SWG	AD	Edit bid pro order.	0.40	495.00	\$198.00
12/11/2018	SSC	AD	Telephone conference with S. Golden re bid procedures order.	0.10	850.00	\$85.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/11/2018	SSC	AD	Review and revise bid procedures objection.	0.30	850.00	\$255.00
12/11/2018	SSC	AD	Review and analysis re additional bid procedures order edits needed.	0.20	850.00	\$170.00
12/11/2018	SSC	AD	Review and respond to K. Poston re bid procedures order edits.	0.10	850.00	\$85.00
12/11/2018	BJS	AD	Telephone conference with K Poston regarding bid procedures as they relate to debtor in possession financing	0.20	925.00	\$185.00
12/11/2018	SWG	AD	Continue editing proposed bid pro order.	0.70	495.00	\$346.50
12/11/2018	SWG	AD	Review sale procedures objection.	0.20	495.00	\$99.00
12/12/2018	SSC	AD	Further review and revise bid procedures.	0.40	850.00	\$340.00
12/12/2018	SSC	AD	Review Debtor declarations filed in support of bid procedures.	0.10	850.00	\$85.00
12/12/2018	SSC	AD	Correspond with S. Golden re edits needed to bid procedures order.	0.20	850.00	\$170.00
12/12/2018	SWG	AD	Edit proposed bid pro order.	0.70	495.00	\$346.50
12/13/2018	SSC	AD	Correspond with NM re bid procedures objection timing of filing.	0.10	850.00	\$85.00
12/13/2018	SSC	AD	Review revised bid procedures order.	0.10	850.00	\$85.00
12/13/2018	BJS	AD	Review UST objection to bid procedures	0.30	925.00	\$277.50
12/13/2018	BJS	AD	Various emails with K Poston regarding bid procedures objection	0.40	925.00	\$370.00
12/14/2018	SSC	AD	Email to Bradford J. Sandler re bid procedures order edits needed.	0.10	850.00	\$85.00
12/14/2018	BJS	AD	Various emails with K Poston regarding settlement	0.30	925.00	\$277.50
12/14/2018	BJS	AD	Review Freshpoint objection	0.20	925.00	\$185.00
12/15/2018	BJS	AD	Various emails with C Ganz regarding Store Capital/Cures	0.30	925.00	\$277.50
12/17/2018	BJS	AD	Various emails with I Peck regarding bid pro	0.20	925.00	\$185.00
12/17/2018	BJS	AD	Telephone conference with K Poston regarding bid procedure objection, status, hearing prep	0.20	925.00	\$185.00
12/17/2018	BJS	AD	Review Old Mill Stream Objection	0.30	925.00	\$277.50
12/18/2018	BJS	AD	Telephone conference with counsel for Debtors/Lenders regarding sale, debtor-in-possession, settlement	0.50	925.00	\$462.50
12/18/2018	BJS	AD	Various emails with I Peck regarding hearing, sale, settlement	0.30	925.00	\$277.50
12/18/2018	BJS	AD	Various emails with K Poston regarding sale, settlement	0.20	925.00	\$185.00
12/19/2018	BJS	AD	Review recent cases regarding dismissal	0.80	925.00	\$740.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/19/2018	BJS	AD	Review asset purchase agreement regarding dismissal	0.50	925.00	\$462.50
12/19/2018	BJS	AD	Various emails with Debtors/Atalaya regarding asset purchase agreement terms	0.50	925.00	\$462.50
12/21/2018	BJS	AD	Various emails with K Poston regarding bidding procedure hearing	0.10	925.00	\$92.50
12/26/2018	BJS	AD	Review and revise Global Settlement Term Sheet	0.40	925.00	\$370.00
12/26/2018	BJS	AD	Various emails with counsel regarding Global Settlement	0.10	925.00	\$92.50
12/28/2018	BJS	AD	Various emails with counsel re: settlement	0.30	925.00	\$277.50
12/31/2018	BJS	AD	Review rejection motion	0.30	925.00	\$277.50
12/31/2018	BJS	AD	Review Henderson Crossing assumption motion	0.20	925.00	\$185.00
12/31/2018	BJS	AD	Various emails with SC re: revised sale docs	0.20	925.00	\$185.00
				33.10		\$19,862.00

Bankruptcy Litigation [L430]

12/02/2018	BJS	BL	Telephone conference with Nelson Mullins team regarding sale, debtor in possession issues, go forward strategy	0.30	925.00	\$277.50
12/06/2018	SSC	BL	Review and analysis re possible settlement structure.	0.20	850.00	\$170.00
12/06/2018	SSC	BL	Telephone conference with Bradford J. Sandler re possible settlement structure.	0.20	850.00	\$170.00
12/17/2018	BJS	BL	Various emails with K Poston, S Ramsey regarding sale, debtor-in-possession, settlement	0.10	925.00	\$92.50
12/19/2018	JMM	BL	Research re: dismissal motions	1.00	495.00	\$495.00
12/19/2018	BJS	BL	Various emails with Haynes and Boone regarding Dismissals	0.40	925.00	\$370.00
12/26/2018	BJS	BL	Telephone conference with UST regarding PSZJ retention application, settlement of debtor-in-possession/Sale, case ending possibilities	0.40	925.00	\$370.00
				2.60		\$1,945.00

Case Administration [B110]

11/30/2018	SSC	CA	Telephone conference with Bradford J. Sandler re to do items.	0.20	850.00	\$170.00
11/30/2018	SSC	CA	Telephone conference with L. Canty re critical dates.	0.10	850.00	\$85.00
11/30/2018	SSC	CA	Correspond with L. Canty re working group list.	0.10	850.00	\$85.00
11/30/2018	SSC	CA	Correspond with Bradford J. Sandler re WIP list.	0.10	850.00	\$85.00
11/30/2018	SSC	CA	Revise Committee working group list.	0.10	850.00	\$85.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/30/2018	SSC	CA	Review and revise critical dates.	0.10	850.00	\$85.00
11/30/2018	LSC	CA	Prepare and/or revise case administration documents, including contact list (.4), critical dates memo (.6), WIP list (.5), bylaws (.4) expense form (.2), and first day memo (2.2), revisions thereto (.3); and confer and correspond regarding the same (.3); calendar critical dates and deadlines (.4); review case materials and pleadings (1.1)	6.40	375.00	\$2,400.00
12/03/2018	BJS	CA	Telephone conference with UST regarding case issues	0.30	925.00	\$277.50
12/03/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.50	375.00	\$187.50
12/04/2018	SWG	CA	Various correspondence with Debtors' counsel regarding upcoming hearing and proposed rules.	0.30	495.00	\$148.50
12/04/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.30	375.00	\$112.50
12/04/2018	SSC	CA	Telephone conference with Bradford J. Sandler re case status.	0.20	850.00	\$170.00
12/05/2018	BJS	CA	Review critical dates and discuss with Liz C. Thomas	0.10	925.00	\$92.50
12/05/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders; update contact list (.5); prepare pro hac vice applications and supporting documents for B. Sandler, S. Cho, and S. Golden and coordinate retrieval of certificates of good standing (1.9).	2.40	375.00	\$900.00
12/06/2018	PEC	CA	Correspond with LaAsia Cauty regarding the process to obtain Delaware Certificate of Good Standing with LaAsia Cauty (.1); Discuss same with Clerk's office (.1)	0.20	375.00	\$75.00
12/06/2018	SSC	CA	Review emails from and correspond with Bradford J. Sandler re status of case.	0.10	850.00	\$85.00
12/06/2018	SSC	CA	Review critical dates.	0.10	850.00	\$85.00
12/06/2018	SSC	CA	Review and execute pro hac vice application.	0.10	850.00	\$85.00
12/06/2018	BJS	CA	Various emails with Liz C. Thomas regarding affidavit	0.10	925.00	\$92.50
12/06/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders	0.40	375.00	\$150.00
12/07/2018	PEC	CA	Obtain Certificate of Good Standing of Bradford J. Sandler from the Delaware Court (.3)	0.30	375.00	\$112.50
12/10/2018	SSC	CA	Review and execute supplemental declaration re pro hac.	0.10	850.00	\$85.00
12/10/2018	SSC	CA	Review critical dates.	0.10	850.00	\$85.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/10/2018	SSC	CA	Review summary of pleadings filed.	0.10	850.00	\$85.00
12/10/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders (.5); prepare local form affidavit in support of pro hac vice applications for attorneys and correspondence regarding the same (.5).	1.00	375.00	\$375.00
12/11/2018	PJJ	CA	Update critical dates memo, calender entries and reminders.	0.20	375.00	\$75.00
12/11/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.30	375.00	\$112.50
12/11/2018	LSC	CA	Retrieve and transmit first day pleadings to B. Sandler.	0.30	375.00	\$112.50
12/12/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.30	375.00	\$112.50
12/17/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.40	375.00	\$150.00
12/17/2018	LSC	CA	Prepare weekly summary memo.	1.10	375.00	\$412.50
12/17/2018	SSC	CA	Review critical dates.	0.10	850.00	\$85.00
12/19/2018	SSC	CA	Correspond with Bradford J. Sandler re case status.	0.10	850.00	\$85.00
12/20/2018	SWG	CA	Review filed pleadings.	0.20	495.00	\$99.00
12/20/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.30	375.00	\$112.50
12/21/2018	SSC	CA	Telephone conference with Bradford J. Sandler re case status.	0.20	850.00	\$170.00
12/26/2018	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.30	375.00	\$112.50
				17.60		\$7,837.50

Claims Admin/Objections[B310]

12/07/2018	BJS	CO	Review Victor Apat's Claim	0.20	925.00	\$185.00
12/20/2018	BJS	CO	Telephone conference with C Ganz regarding Store Capital claim.	0.10	925.00	\$92.50
				0.30		\$277.50

Compensation Prof. [B160]

12/04/2018	SWG	CP	Review fee procedures motion.	0.20	495.00	\$99.00
				0.20		\$99.00

Executory Contracts [B185]

12/31/2018	SWG	EC	Review and summarize Debtors' motions to reject	0.40	495.00	\$198.00
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
contracts and leases.				0.40		\$198.00
First Day						
11/30/2018	SSC	FD	Telephone conference with Patricia Jeffries re first day memo.	0.10	850.00	\$85.00
11/30/2018	SSC	FD	Correspond with Bradford J. Sandler re first day pleadings.	0.10	850.00	\$85.00
11/30/2018	SSC	FD	Telephone conference with Steven Golden re first day motion review.	0.10	850.00	\$85.00
11/30/2018	SSC	FD	Correspond with Steven Golden re first day motion review.	0.10	850.00	\$85.00
11/30/2018	SSC	FD	Review and revise first day memo summary from S. Golden.	0.40	850.00	\$340.00
12/03/2018	SWG	FD	Comment on proposed first day orders.	1.60	495.00	\$792.00
12/04/2018	BJS	FD	Telephone conference with K Poston regarding status of operational orders	0.20	925.00	\$185.00
12/05/2018	SWG	FD	Call with debtors' counsel regarding CV order.	0.20	495.00	\$99.00
				2.80		\$1,756.00
Financial Filings [B110]						
12/11/2018	PJJ	FF	Summarize schedules and statements.	2.60	375.00	\$975.00
12/11/2018	BJS	FF	Review Schedules and statements	0.50	925.00	\$462.50
12/12/2018	SSC	FF	Review and analysis re statement of financial affairs for Café Holdings Corp.	0.10	850.00	\$85.00
12/12/2018	PJJ	FF	Revise summary of schedules and statements.	0.50	375.00	\$187.50
12/12/2018	SSC	FF	Review and analysis re schedules of assets/liabilities for Café Holdings Corp.	0.20	850.00	\$170.00
12/12/2018	SSC	FF	Review and analysis re schedules of assets/liabilities for CE Sportz LLC.	0.10	850.00	\$85.00
12/12/2018	SSC	FF	Review and analysis re statement of financial affairs for CE Sportz LLC.	0.10	850.00	\$85.00
12/12/2018	SSC	FF	Review and analysis re schedules of assets/liabilities for CES Gastonia LLC.	0.10	850.00	\$85.00
12/12/2018	SSC	FF	Review and analysis re statement of financial affairs for CES Gastonia LLC.	0.10	850.00	\$85.00
12/12/2018	SSC	FF	Review and analysis re schedules of assets/liabilities for Café Enterprises.	0.20	850.00	\$170.00
12/12/2018	SSC	FF	Review and analysis re statement of financial affairs for Café Enterprises SoFA.	0.20	850.00	\$170.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/12/2018	SSC	FF	Email to Debtors' counsel re detail needed for Café Enterprises SoFA.	0.10	850.00	\$85.00
12/12/2018	SSC	FF	Review and revise summary memo of schedules/SOFAs.	0.30	850.00	\$255.00
12/13/2018	PJJ	FF	Revise summary of schedules and statements.	0.80	375.00	\$300.00
12/14/2018	SSC	FF	Review and edit summary of schedules/SOFAs memo.	0.50	850.00	\$425.00
				6.40		\$3,625.00

Financing [B230]

11/30/2018	SSC	FN	Research re DIP lender counsel.	0.10	850.00	\$85.00
11/30/2018	SSC	FN	Review and analysis re Store Master Funding objection to DIP.	0.20	850.00	\$170.00
11/30/2018	SSC	FN	Review and analysis re UST objection to DIP.	0.10	850.00	\$85.00
11/30/2018	SSC	FN	Review declaration of Batra re DIP.	0.10	850.00	\$85.00
11/30/2018	SSC	FN	Review and analysis re interim DIP order.	1.00	850.00	\$850.00
11/30/2018	SSC	FN	Review and analysis re DIP term sheet.	1.50	850.00	\$1,275.00
11/30/2018	SSC	FN	Draft summary of issues re DIP.	0.50	850.00	\$425.00
12/02/2018	BJS	FN	Various emails with Shirley S. Cho regarding debtor in possession issues list	0.30	925.00	\$277.50
12/02/2018	BJS	FN	Various emails with I Peck regarding loan docs	0.10	925.00	\$92.50
12/03/2018	MBL	FN	Emails with B. Sandler and Debtor counsel re loan documents and perfection review (0.1); coordinate re loan documents and initial review of same (0.4).	0.50	875.00	\$437.50
12/03/2018	MBL	FN	Review background pleadings and documents.	0.80	875.00	\$700.00
12/03/2018	SWG	FN	Review DIP motion and prepare memorandum thereto.	2.90	495.00	\$1,435.50
12/03/2018	BJS	FN	Various emails with Maxim Litvak regarding debtor in possession	0.10	925.00	\$92.50
12/04/2018	SSC	FN	Review and revise memo to Committee re DIP motion.	0.50	850.00	\$425.00
12/04/2018	SSC	FN	Analysis re DIP objection arguments.	0.30	850.00	\$255.00
12/05/2018	SWG	FN	Research for Shirley Cho regarding DIP.	0.40	495.00	\$198.00
12/05/2018	PJJ	FN	Draft objection to DIP.	0.50	375.00	\$187.50
12/05/2018	PJJ	FN	Prepare UCC summary analysis.	0.60	375.00	\$225.00
12/05/2018	MBL	FN	Attention to UCC searches; coordinate with team re same.	0.20	875.00	\$175.00
12/05/2018	BJS	FN	Various emails with Haynes & Boone regarding UCC-1 filings	0.10	925.00	\$92.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/05/2018	BJS	FN	Telephone conference with K Poston regarding debtor in possession	0.10	925.00	\$92.50
12/05/2018	BJS	FN	Various emails with Official Creditors Committee regarding sale/debtor-in-possession	0.50	925.00	\$462.50
12/05/2018	BJS	FN	Various emails with Maxim Litvak regarding UCC filings/Atalaya	0.10	925.00	\$92.50
12/05/2018	BJS	FN	Telephone conference with counsel for Debtors/Atalaya regarding debtor in possession/Sale	0.50	925.00	\$462.50
12/05/2018	SWG	FN	Draft DIP issues last.	0.50	495.00	\$247.50
12/06/2018	SSC	FN	Review Freshpoint DIP objection.	0.10	850.00	\$85.00
12/06/2018	BJS	FN	Telephone conference with I Peck regarding settlement	0.20	925.00	\$185.00
12/06/2018	BJS	FN	Various conferences with K Poston regarding debtor in possession/Sale/settlement	0.40	925.00	\$370.00
12/06/2018	BJS	FN	Draft Settlement letter	1.00	925.00	\$925.00
12/06/2018	BJS	FN	Various emails with I Peck regarding store level cash; review financial spreadsheets regarding same	0.30	925.00	\$277.50
12/06/2018	BJS	FN	Various emails with I Peck regarding settlement	0.10	925.00	\$92.50
12/07/2018	MBL	FN	Review correspondence with DIP lender (.2); emails with team re DIP objection (.1).	0.30	875.00	\$262.50
12/07/2018	MBL	FN	Draft DIP objection.	3.50	875.00	\$3,062.50
12/07/2018	MBL	FN	Review DIP objection and related pleadings.	1.00	875.00	\$875.00
12/07/2018	BJS	FN	Various emails with PSZJ regarding debtor in possession objection	0.30	925.00	\$277.50
12/07/2018	BJS	FN	Various emails with I Peck regarding settlement	0.10	925.00	\$92.50
12/08/2018	MBL	FN	Continue review of DIP pleadings and revise and update DIP objection.	2.80	875.00	\$2,450.00
12/09/2018	MBL	FN	Draft perfection memo; review loan documents re first lien facility.	2.50	875.00	\$2,187.50
12/09/2018	MBL	FN	Emails with team re DIP objection; revise same.	0.20	875.00	\$175.00
12/09/2018	SSC	FN	Review and revise DIP objection.	0.40	850.00	\$340.00
12/09/2018	BJS	FN	Review and revise draft debtor in possession objection	1.50	925.00	\$1,387.50
12/09/2018	BJS	FN	Various emails with PSZJ regarding debtor in possession objection	0.30	925.00	\$277.50
12/10/2018	MBL	FN	Attention to UCC filings.	0.10	875.00	\$87.50
12/10/2018	MBL	FN	Review B. Sandler comments to DIP objection (.2); revise and incorporate same (.5).	0.70	875.00	\$612.50
12/10/2018	MBL	FN	Emails with team and local counsel re DIP objection and status.	0.30	875.00	\$262.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/10/2018	MBL	FN	Review UST DIP objection (.1); emails with team re same (.1).	0.20	875.00	\$175.00
12/10/2018	SSC	FN	Review revised DIP objection.	0.10	850.00	\$85.00
12/10/2018	SSC	FN	Review and analysis re UST objection to DIP.	0.10	850.00	\$85.00
12/10/2018	BJS	FN	Further review and revise debtor in possession Objection	0.50	925.00	\$462.50
12/10/2018	BJS	FN	Various emails with Official Creditors Committee regarding debtor in possession Objection and Windstream	0.50	925.00	\$462.50
12/10/2018	BJS	FN	Telephone conference with K Poston regarding debtor in possession Objection/Bid Procedures objection	0.30	925.00	\$277.50
12/10/2018	BJS	FN	Various emails with PSZJ regarding debtor in possession objection	0.10	925.00	\$92.50
12/10/2018	BJS	FN	Various emails with counsel for Atalaya regarding settlement	0.10	925.00	\$92.50
12/10/2018	BJS	FN	Various emails with I Peck regarding Atalaya	0.10	925.00	\$92.50
12/10/2018	BJS	FN	Review assignment from Madison to Schrayne regarding price of secured debt	0.20	925.00	\$185.00
12/10/2018	BJS	FN	Telephone conference with I Peck regarding debtor in possession/Windstream/Sale Process	0.20	925.00	\$185.00
12/10/2018	BJS	FN	Further revise debtor in possession Objection incorporating sale data (.4); Various emails with PSZJ/NM regarding same	1.00	925.00	\$925.00
12/10/2018	BJS	FN	Telephone conference with counsel for Atalaya regarding settlement	0.20	925.00	\$185.00
12/10/2018	BJS	FN	Telephone conference with I Peck regarding Atalaya/settlement (2nd call)	0.20	925.00	\$185.00
12/10/2018	BJS	FN	Various emails with Official Creditors Committee regarding conversation with Atalaya's counsel/settlement/debtor-in-possession Objection	0.30	925.00	\$277.50
12/11/2018	BJS	FN	Various emails with D Heberle regarding debtor in possession Objection	0.30	925.00	\$277.50
12/11/2018	BJS	FN	Review Old Mill Objection to debtor in possession	0.20	925.00	\$185.00
12/12/2018	MBL	FN	Review proposed final DIP order; emails with team re same.	0.20	875.00	\$175.00
12/12/2018	SSC	FN	Review comments re filed DIP order.	0.10	850.00	\$85.00
12/12/2018	BJS	FN	Various conferences with I Peck regarding debtor in possession	0.40	925.00	\$370.00
12/12/2018	BJS	FN	Various conferences with K Poston regarding debtor in possession objection	0.50	925.00	\$462.50
12/13/2018	SSC	FN	Review Bradford J. Sandler email update to	0.10	850.00	\$85.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			Committee re DIP.			
12/13/2018	SSC	FN	Review UST objection filed to DIP.	0.10	850.00	\$85.00
12/13/2018	BJS	FN	Various emails with I Peck regarding debtor in possession settlement	0.20	925.00	\$185.00
12/13/2018	BJS	FN	Various emails with C Ganz regarding debtor in possession/cure issues	0.20	925.00	\$185.00
12/13/2018	BJS	FN	Various emails with Official Creditors Committee regarding settlement	0.50	925.00	\$462.50
12/13/2018	BJS	FN	Various emails with PSZJ regarding debtor in possession settlement	0.10	925.00	\$92.50
12/14/2018	BJS	FN	Various emails with Debtors'/Atalaya's counsel regarding settlement	0.20	925.00	\$185.00
12/14/2018	BJS	FN	Various emails with Official Creditors Committee regarding settlement	0.40	925.00	\$370.00
12/15/2018	BJS	FN	Review Interim (2nd) debtor-in-possession Order (.4); Various emails with K Poston regarding same (.1)	0.50	925.00	\$462.50
12/17/2018	MBL	FN	Review financing status update.	0.10	875.00	\$87.50
12/17/2018	SSC	FN	Review second interim DIP order and budget.	0.20	850.00	\$170.00
12/17/2018	SSC	FN	Telephone conference with Bradford J. Sandler re case status.	0.10	850.00	\$85.00
12/17/2018	SSC	FN	Draft reservation of rights language re second interim DIP order.	0.20	850.00	\$170.00
12/17/2018	SSC	FN	Email to K. Poston re second interim DIP order ROR language.	0.20	850.00	\$170.00
12/17/2018	BJS	FN	Attention to 2nd interim debtor-in-possession	0.20	925.00	\$185.00
12/17/2018	BJS	FN	Various emails with PSZJ regarding reservation of rights language regarding interim (2nd) debtor-in-possession order	0.20	925.00	\$185.00
12/18/2018	MBL	FN	Continue review of loan documents and drafting perfection memo.	2.50	875.00	\$2,187.50
12/18/2018	BJS	FN	Various emails with counsel regarding debtor-in-possession	0.30	925.00	\$277.50
12/18/2018	BJS	FN	Various emails with K Poston regarding hearing summary	0.20	925.00	\$185.00
12/19/2018	SSC	FN	Review and analysis re perfection memo.	0.20	850.00	\$170.00
12/19/2018	MBL	FN	Revise perfection memo.	2.00	875.00	\$1,750.00
12/19/2018	MBL	FN	Review update emails re Atalaya resolution.	0.10	875.00	\$87.50
12/19/2018	BJS	FN	Various emails with Maxim B. Litvak regarding lien investigation	0.20	925.00	\$185.00
12/19/2018	BJS	FN	Review Memo to Official Creditors Committee	0.40	925.00	\$370.00

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			regarding lien analysis of Atalaya and 2nd lien lenders			
12/19/2018	BJS	FN	Various emails with Official Creditors Committee regarding sale, debtor-in-possession, settlement	0.50	925.00	\$462.50
12/25/2018	BJS	FN	Review proposed final debtor-in-possession order and related documents regarding settlement	1.00	925.00	\$925.00
12/26/2018	SSC	FN	Review and revise DIP order.	0.50	850.00	\$425.00
12/26/2018	BJS	FN	Various emails with Shirley S. Cho regarding debtor-in-possession	0.10	925.00	\$92.50
12/27/2018	SSC	FN	Review lender comments to settlement term sheet.	0.10	850.00	\$85.00
12/27/2018	BJS	FN	Various emails with lender/debtors regarding global settlement	0.30	925.00	\$277.50
12/27/2018	BJS	FN	Various emails with counsel regarding debtor-in-possession	0.30	925.00	\$277.50
12/27/2018	BJS	FN	Various emails with Shirley S. Cho regarding challenge/investigation into Atalaya	0.20	925.00	\$185.00
12/28/2018	BJS	FN	Various emails with SC re: Challenge period	0.10	925.00	\$92.50
12/28/2018	SSC	FN	Telephone conference with K. Poston re challenge deadline.	0.10	850.00	\$85.00
12/28/2018	SSC	FN	Correspond with Bradford J. Sandler re challenge deadline.	0.10	850.00	\$85.00
12/28/2018	SSC	FN	Email to DIP lender and Debtors' counsel re challenge deadline.	0.20	850.00	\$170.00
12/28/2018	SSC	FN	Draft stipulation re extension of challenge deadline and email to I. Peck.	0.40	850.00	\$340.00
12/28/2018	SSC	FN	Review notice re challenge deadline and correspond with I. Peck.	0.10	850.00	\$85.00
12/31/2018	SSC	FN	Review and analysis re final DIP order markup from F. Murphy.	0.10	850.00	\$85.00
12/31/2018	SSC	FN	Review and analysis re DIP term sheet markup from F. Murphy.	0.10	850.00	\$85.00
12/31/2018	SSC	FN	Review and analysis re global settlement term sheet markup from F. Murphy.	0.10	850.00	\$85.00
12/31/2018	SSC	FN	Review and revise DIP order re global settlement sheet.	0.30	850.00	\$255.00
12/31/2018	SSC	FN	Email to debtors' counsel re DIP order revisions.	0.20	850.00	\$170.00
				48.60		\$41,178.50

General Creditors Comm. [B150]

11/30/2018	BJS	GC	Various emails with Official Creditors Committee regarding initial case issues	0.30	925.00	\$277.50
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11/30/2018	BJS	GC	Various emails with PSZJ/NM regarding Official Creditors Committee emails with issues	0.30	925.00	\$277.50
11/30/2018	BJS	GC	Review and revise Official Creditors Committee bylaws	0.20	925.00	\$185.00
11/30/2018	BJS	GC	Various emails with I Peck regarding Official Creditors Committee/Debtor call	0.10	925.00	\$92.50
11/30/2018	SSC	GC	Review correspondence with Committee re members.	0.10	850.00	\$85.00
11/30/2018	SSC	GC	Review and revise bylaws.	0.50	850.00	\$425.00
11/30/2018	SSC	GC	Review and revise Committee expense reimbursement form.	0.10	850.00	\$85.00
11/30/2018	SSC	GC	Draft email to Committee re governance items.	0.20	850.00	\$170.00
11/30/2018	SWG	GC	Review first day motions and draft memo to committee.	3.20	495.00	\$1,584.00
12/02/2018	BJS	GC	Telephone conference with I Peck regarding case issues	0.80	925.00	\$740.00
12/03/2018	LSC	GC	Prepare summary of pleadings.	1.90	375.00	\$712.50
12/03/2018	BJS	GC	Various emails with Official Creditors Committee regarding case status, operational motions, CV payments	0.40	925.00	\$370.00
12/04/2018	PJJ	GC	Draft Committee information protocol motion.	1.50	375.00	\$562.50
12/04/2018	SSC	GC	Review emails from Bradford J. Sandler re committee updates.	0.10	850.00	\$85.00
12/04/2018	SSC	GC	Telephone conference with Patricia Jeffries re Committee information protocol motion.	0.10	850.00	\$85.00
12/05/2018	PJJ	GC	Work on Committee information protocol motion.	1.00	375.00	\$375.00
12/05/2018	BJS	GC	Various emails with Official Creditors Committee regarding upcoming hearings	0.20	925.00	\$185.00
12/06/2018	PJJ	GC	Revise Committee confidentiality motion.	0.20	375.00	\$75.00
12/06/2018	BJS	GC	Review and revise 1102 Confidentiality Motion	0.30	925.00	\$277.50
12/06/2018	SSC	GC	Review and revise committee confidential information protocol motion.	0.20	850.00	\$170.00
12/06/2018	SSC	GC	Email to Nelson Mullins re confidential information protocol.	0.10	850.00	\$85.00
12/10/2018	SSC	GC	Review email re Committee update.	0.10	850.00	\$85.00
12/10/2018	LSC	GC	Review case pleadings and prepare weekly summary memo to Committee.	2.90	375.00	\$1,087.50
12/11/2018	LSC	GC	Update, revise and circulate weekly summary memo.	0.50	375.00	\$187.50
12/13/2018	MBL	GC	Review update email to Committee re financing status.	0.10	875.00	\$87.50

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12/17/2018	BJS	GC	Review Memo to Official Creditors Committee	0.10	925.00	\$92.50
12/17/2018	SSC	GC	Review fully executed bylaws.	0.10	850.00	\$85.00
12/17/2018	SSC	GC	Review weekly summary memo.	0.10	850.00	\$85.00
				15.70		\$8,614.00

Hearing

12/06/2018	BJS	HE	Prepare for hearing	0.50	925.00	\$462.50
12/17/2018	SSC	HE	Correspond with L. Canty re 12/18 hearing.	0.10	850.00	\$85.00
				0.60		\$547.50

Meeting of Creditors [B150]

12/10/2018	BJS	MC	Various emails with K Poston regarding 341 meeting	0.10	925.00	\$92.50
12/13/2018	SSC	MC	Correspond with NM re 341(a) meeting.	0.10	850.00	\$85.00
				0.20		\$177.50

Operations [B210]

11/30/2018	BJS	OP	Review operational motions	2.50	925.00	\$2,312.50
12/02/2018	BJS	OP	Review and revise Memo to Official Creditors Committee regarding 12 operational motions	0.70	925.00	\$647.50
12/02/2018	BJS	OP	Various emails with Official Creditors Committee regarding operational motions, next steps	0.50	925.00	\$462.50
12/02/2018	BJS	OP	Review revised 2nd day orders on operational motions	0.30	925.00	\$277.50
12/03/2018	BJS	OP	Telephone conference with Debtors regarding CV payments	0.40	925.00	\$370.00
12/03/2018	BJS	OP	Various emails with C Ganz regarding Atalaya's business plan	0.20	925.00	\$185.00
12/05/2018	BJS	OP	Review revised PACA order and discuss with Steven W. Golden	0.10	925.00	\$92.50
12/07/2018	LSC	OP	Prepare draft statement in support of motion to compel and transmit to S. Golden for further review/revisions.	0.40	375.00	\$150.00
12/10/2018	BJS	OP	Various emails with Steven W. Golden regarding statement in support of Debtors regarding Windstream	0.20	925.00	\$185.00
12/10/2018	BJS	OP	Review and revise statement in support regarding Windstream	0.10	925.00	\$92.50
12/10/2018	BJS	OP	Various emails with UST regarding Official Creditors Committee statement regarding	0.10	925.00	\$92.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			Windstream			
12/10/2018	BJS	OP	Various emails with D Staab regarding Windstream	0.10	925.00	\$92.50
12/19/2018	BJS	OP	Various emails with PSZJ regarding Motions to Dismiss	0.30	925.00	\$277.50
12/21/2018	BJS	OP	Telephone conference with Official Creditors Committee Chair regarding Atalaya/Store Capital	0.10	925.00	\$92.50
				6.00		\$5,330.00

Retention of Prof. [B160]

11/30/2018	PJJ	RP	Prepare conflicts list in preparation of retention application.	1.00	375.00	\$375.00
11/30/2018	SSC	RP	Review and analysis re conflicts results.	0.20	850.00	\$170.00
12/03/2018	PJJ	RP	Draft PSZJ retention application.	2.00	375.00	\$750.00
12/04/2018	PJJ	RP	Revise PSZJ retention application.	0.80	375.00	\$300.00
12/04/2018	SSC	RP	Review and revise PSZJ retention application.	0.80	850.00	\$680.00
12/04/2018	SSC	RP	Correspond with Nelson Mullins re PSZJ retention application.	0.20	850.00	\$170.00
12/04/2018	SSC	RP	Review Debtors' retention applications and email to Patricia Jeffries re conflict search names.	0.10	850.00	\$85.00
12/05/2018	SWG	RP	Review retention app and summarize same for committee.	1.60	495.00	\$792.00
12/05/2018	PJJ	RP	Prepare list of additional conflict parties in connection with retention disclosures.	1.00	375.00	\$375.00
12/06/2018	SSC	RP	Telephone conference with S. Golden re PSZJ retention application.	0.10	850.00	\$85.00
12/06/2018	SWG	RP	Edit memo regarding retention apps.	0.50	495.00	\$247.50
12/10/2018	SSC	RP	Review revised PSZJ retention application.	0.10	850.00	\$85.00
12/10/2018	BJS	RP	Various emails with PSZJ regarding retention application	0.10	925.00	\$92.50
12/10/2018	PJJ	RP	Revise PSZJ retention application.	0.40	375.00	\$150.00
12/10/2018	MBL	RP	Attention to pro hac papers.	0.20	875.00	\$175.00
12/11/2018	BJS	RP	Review and revise PSZJ retention application and BJS declaration	0.40	925.00	\$370.00
12/11/2018	SSC	RP	Review and revise PSZJ retention order.	0.20	850.00	\$170.00
12/11/2018	SSC	RP	Telephone conference with PJ re schedule 1 to PSZJ retention order.	0.10	850.00	\$85.00
12/11/2018	SSC	RP	Email to K. Poston re PSZJ retention application.	0.10	850.00	\$85.00
12/18/2018	BJS	RP	Review Memo to Official Creditors Committee regarding retention applications	0.10	925.00	\$92.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/18/2018	BJS	RP	Review and revise PSZJ retention application	0.30	925.00	\$277.50
12/18/2018	SSC	RP	Conform UST edits to PSZJ retention application.	0.40	850.00	\$340.00
12/18/2018	SSC	RP	Correspond with K. Poston re PSZJ retention application.	0.10	850.00	\$85.00
12/18/2018	SSC	RP	Further edits to PSZJ retention application based on K. Poston edits.	0.10	850.00	\$85.00
12/21/2018	BJS	RP	Various emails with UST regarding PSZJ retention application	0.20	925.00	\$185.00
12/21/2018	BJS	RP	Various emails with C Ganz regarding PSZJ/NM retention applications	0.10	925.00	\$92.50
12/21/2018	SSC	RP	Research re Benefit Street Partners.	0.10	850.00	\$85.00
12/21/2018	SSC	RP	Review UST comments to PSZJ retention application.	0.10	850.00	\$85.00
12/21/2018	SSC	RP	Review filed retention applications.	0.20	850.00	\$170.00
12/26/2018	SSC	RP	Review email correspondence from UST.	0.10	850.00	\$85.00
12/26/2018	SSC	RP	Draft supplemental Sandler declaration.	0.30	850.00	\$255.00
12/26/2018	SSC	RP	Email to UST re supplemental Sandler declaration.	0.10	850.00	\$85.00
12/27/2018	BJS	RP	Various emails with E Gasparini regarding retention application	0.10	925.00	\$92.50
12/27/2018	SSC	RP	Email to K. Poston re Sandler supplemental declaration.	0.10	850.00	\$85.00
12/27/2018	SSC	RP	Review UST email re Sandler supplemental declaration.	0.10	850.00	\$85.00
				12.40		\$7,427.00

Ret. of Prof./Other

12/05/2018	SWG	RPO	Review Duff Phelps retention app.	0.30	495.00	\$148.50
12/06/2018	BJS	RPO	Various emails with regarding financial advisor position for Official Creditors Committee	0.20	925.00	\$185.00
12/06/2018	BJS	RPO	Review materials regarding financial advisor role for Official Creditors Committee	0.40	925.00	\$370.00
12/06/2018	BJS	RPO	Review and revise memo regarding Debtors' profs (.2); Various emails with PSZJ regarding same (.2).	0.40	925.00	\$370.00
12/06/2018	SSC	RPO	Review and revise professionals' retention application summary memo.	0.30	850.00	\$255.00
12/06/2018	SSC	RPO	Review revised memo re retention application summary.	0.10	850.00	\$85.00
12/12/2018	BJS	RPO	Telephone conference with UST regarding Duff & Phelps and debtor in possession Objection	0.50	925.00	\$462.50
12/17/2018	BJS	RPO	Various emails with Shirley S. Cho regarding NM's	0.20	925.00	\$185.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			retention application			
12/17/2018	SSC	RPO	Correspond with NM re fee application.	0.10	850.00	\$85.00
12/17/2018	SSC	RPO	Review NM revised fee application.	0.10	850.00	\$85.00
12/17/2018	SSC	RPO	Telephone conference with K. Poston re fee application.	0.10	850.00	\$85.00
12/17/2018	SSC	RPO	Review and revise NM fee application re UST responses.	0.30	850.00	\$255.00
12/18/2018	BJS	RPO	Various emails with PSZJ/NM regarding retention applications	0.20	925.00	\$185.00
12/18/2018	SSC	RPO	Review NM retention application disclosures.	0.40	850.00	\$340.00
12/18/2018	SSC	RPO	Draft email to NM re retention application.	0.10	850.00	\$85.00
12/19/2018	SSC	RPO	Telephone conference with Bradford J. Sandler re various retention applications.	0.20	850.00	\$170.00
12/19/2018	SSC	RPO	Telephone conference with K. Poston re NM Declaration.	0.40	850.00	\$340.00
12/19/2018	SSC	RPO	Telephone conference with Bradford J. Sandler re NM retention application.	0.10	850.00	\$85.00
12/19/2018	BJS	RPO	Review UST objection regarding D&P retention	0.40	925.00	\$370.00
12/19/2018	BJS	RPO	Various conferences with Shirley S. Cho regarding NM's fee application	0.30	925.00	\$277.50
12/20/2018	BJS	RPO	Review H&B supplement	0.10	925.00	\$92.50
12/20/2018	BJS	RPO	Various emails with L Hale regarding NM retention.	0.10	925.00	\$92.50
12/20/2018	BJS	RPO	Various emails with K Poston regarding NM application.	0.10	925.00	\$92.50
				5.40		\$4,701.00

Stay Litigation [B140]

12/21/2018	BJS	SL	Review B&T Sand stay relief motion	0.30	925.00	\$277.50
				0.30		\$277.50

TOTAL SERVICES FOR THIS MATTER:

\$103,853.00

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12/03/2018	RE2	SCAN/COPY (103 @0.10 PER PG)	10.30
12/04/2018	BB	11906.00002 Bloomberg Charges for 12-04-18	30.00
12/04/2018	BB	11906.00002 Bloomberg Charges for 12-04-18	30.00
12/04/2018	LN	11906.00002 Lexis Charges for 12-04-18	4.59
12/04/2018	LN	11906.00002 Lexis Charges for 12-04-18	0.51
12/04/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/04/2018	RE2	SCAN/COPY (24 @0.10 PER PG)	2.40
12/05/2018	RS	Research [E106] Parasec, Inv. 123006701, PJ	427.00
12/06/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/06/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/06/2018	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
12/06/2018	RE2	SCAN/COPY (19 @0.10 PER PG)	1.90
12/06/2018	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/07/2018	DC	11906.00002 Advita Charges for 12-07-18	7.50
12/07/2018	FE	11906.00002 FedEx Charges for 12-07-18	22.62
12/07/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/10/2018	LN	11906.00002 Lexis Charges for 12-10-18	1.02
12/10/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/10/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/10/2018	RS	Research [E106] Parasec, Inv. Z15992, PJ	128.00

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12/11/2018	FE	11906.00002 FedEx Charges for 12-11-18	14.14
12/11/2018	RE	(1324 @0.10 PER PG)	132.40
12/11/2018	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50
12/11/2018	RE2	SCAN/COPY (26 @0.10 PER PG)	2.60
12/11/2018	RE2	SCAN/COPY (17 @0.10 PER PG)	1.70
12/11/2018	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
12/11/2018	RE2	SCAN/COPY (60 @0.10 PER PG)	6.00
12/11/2018	RE2	SCAN/COPY (15 @0.10 PER PG)	1.50
12/11/2018	RE2	SCAN/COPY (13 @0.10 PER PG)	1.30
12/11/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/11/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/11/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/11/2018	RE2	SCAN/COPY (41 @0.10 PER PG)	4.10
12/11/2018	RE2	SCAN/COPY (68 @0.10 PER PG)	6.80
12/11/2018	RE2	SCAN/COPY (406 @0.10 PER PG)	40.60
12/11/2018	RE2	SCAN/COPY (34 @0.10 PER PG)	3.40
12/11/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/11/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/11/2018	RE2	SCAN/COPY (59 @0.10 PER PG)	5.90
12/11/2018	RE2	SCAN/COPY (57 @0.10 PER PG)	5.70
12/11/2018	RE2	SCAN/COPY (56 @0.10 PER PG)	5.60

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12/11/2018	RE2	SCAN/COPY (53 @0.10 PER PG)	5.30
12/11/2018	RE2	SCAN/COPY (44 @0.10 PER PG)	4.40
12/11/2018	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
12/11/2018	RE2	SCAN/COPY (108 @0.10 PER PG)	10.80
12/11/2018	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/11/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/11/2018	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
12/11/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/11/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/11/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/11/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/11/2018	RE2	SCAN/COPY (17 @0.10 PER PG)	1.70
12/11/2018	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60
12/11/2018	RE2	SCAN/COPY (124 @0.10 PER PG)	12.40
12/11/2018	RE2	SCAN/COPY (406 @0.10 PER PG)	40.60
12/11/2018	RE2	SCAN/COPY (53 @0.10 PER PG)	5.30
12/11/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/11/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/11/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/11/2018	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/11/2018	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60

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12/11/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/11/2018	RE2	SCAN/COPY (5 @0.10 PER PG)	0.50
12/11/2018	RE2	SCAN/COPY (11 @0.10 PER PG)	1.10
12/11/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/11/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/11/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/12/2018	FE	11906.00002 FedEx Charges for 12-12-18	17.26
12/12/2018	RE2	SCAN/COPY (39 @0.10 PER PG)	3.90
12/12/2018	RE2	SCAN/COPY (51 @0.10 PER PG)	5.10
12/12/2018	RE2	SCAN/COPY (64 @0.10 PER PG)	6.40
12/12/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/12/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/12/2018	RE2	SCAN/COPY (13 @0.10 PER PG)	1.30
12/12/2018	RE2	SCAN/COPY (30 @0.10 PER PG)	3.00
12/12/2018	RE2	SCAN/COPY (39 @0.10 PER PG)	3.90
12/12/2018	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
12/12/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/12/2018	RE2	SCAN/COPY (11 @0.10 PER PG)	1.10
12/12/2018	RE2	SCAN/COPY (49 @0.10 PER PG)	4.90
12/12/2018	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/12/2018	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80

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12/12/2018	RE2	SCAN/COPY (39 @0.10 PER PG)	3.90
12/12/2018	RE2	SCAN/COPY (41 @0.10 PER PG)	4.10
12/12/2018	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
12/12/2018	RE2	SCAN/COPY (48 @0.10 PER PG)	4.80
12/12/2018	RE2	SCAN/COPY (20 @0.10 PER PG)	2.00
12/12/2018	RE2	SCAN/COPY (116 @0.10 PER PG)	11.60
12/12/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/12/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/12/2018	RE2	SCAN/COPY (7 @0.10 PER PG)	0.70
12/12/2018	RE2	SCAN/COPY (9 @0.10 PER PG)	0.90
12/12/2018	RE2	SCAN/COPY (12 @0.10 PER PG)	1.20
12/12/2018	RE2	SCAN/COPY (19 @0.10 PER PG)	1.90
12/12/2018	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
12/12/2018	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
12/12/2018	RE2	SCAN/COPY (18 @0.10 PER PG)	1.80
12/12/2018	RE2	SCAN/COPY (31 @0.10 PER PG)	3.10
12/12/2018	RE2	SCAN/COPY (4 @0.10 PER PG)	0.40
12/12/2018	RE2	SCAN/COPY (16 @0.10 PER PG)	1.60
12/12/2018	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00
12/12/2018	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
12/12/2018	RE2	SCAN/COPY (11 @0.10 PER PG)	1.10

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12/12/2018	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
12/13/2018	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
12/13/2018	RE2	SCAN/COPY (30 @0.10 PER PG)	3.00
12/13/2018	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
12/13/2018	RE2	SCAN/COPY (34 @0.10 PER PG)	3.40
12/13/2018	RE2	SCAN/COPY (31 @0.10 PER PG)	3.10
12/13/2018	RE2	SCAN/COPY (14 @0.10 PER PG)	1.40
12/17/2018	RE2	SCAN/COPY (11 @0.10 PER PG)	1.10
12/17/2018	RE2	SCAN/COPY (11 @0.10 PER PG)	1.10
12/17/2018	RE2	SCAN/COPY (13 @0.10 PER PG)	1.30
12/18/2018	RE2	SCAN/COPY (33 @0.10 PER PG)	3.30
12/18/2018	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
12/18/2018	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
12/20/2018	RE2	SCAN/COPY (83 @0.10 PER PG)	8.30
12/21/2018	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
12/21/2018	RE2	SCAN/COPY (57 @0.10 PER PG)	5.70
12/21/2018	RE2	SCAN/COPY (40 @0.10 PER PG)	4.00
12/26/2018	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
12/31/2018	PAC	Pacer - Court Research	338.40
12/31/2018	RE2	SCAN/COPY (23 @0.10 PER PG)	2.30
12/31/2018	RE2	SCAN/COPY (42 @0.10 PER PG)	4.20

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12/31/2018 RE2 SCAN/COPY (40 @0.10 PER PG)

4.00

Total Expenses for this Matter

\$1,497.54

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REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 12/31/2018

Total Fees	\$103,853.00
Chargeable costs and disbursements	\$1,497.54
Total Due on Current Invoice.....	\$105,350.54

Outstanding Balance from prior Invoices as of 12/31/2018 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
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Total Amount Due on Current and Prior Invoices	\$105,350.54
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA**

In re:)	Chapter 11
)	
CAFÉ HOLDINGS CORP., <i>et al.</i> , ¹)	Case No. 18-05837 (hb)
)	
Debtors.)	Jointly Administered
_____)	

CERTIFICATE OF SERVICE

I the undersigned paralegal with the law offices of Nelson Mullins Riley & Scarborough LLP, counsel of record for the Official Committee of Unsecured Creditors of the above-captioned debtors, do hereby certify that I have served all parties in this action with a copy of the pleading(s) hereinbelow specified by either mailing a copy of the same by United States Mail, postage prepaid, or electronic service through the court's CM/ECF case filing system to the following:

Pleading: FIRST MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 30, 2018 THROUGH DECEMBER 31, 2018

Parties Served: Café Holdings Corp.
Attn: Eric Easton
4324 Wade Hampton Blvd., Suite B
Taylors, SC 29687

Haynes and Boone, LLP
Attn: Ian T. Peck
2323 Victory Avenue, Suite 700
Dallas, TX 75219

McNair Law Firm, P.A.
Attn: Michael Weaver
P.O. Box 11390

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.

Columbia, SC 29211

Holland & Knight, LLP
Attn: Brent McIlwain
200 Crescent Court, Suite 1600
Dallas, TX 75201

Fox Rothschild
Attn: M. Kevin McCarrell
2 W. Washington Street, Suite 1100
Greenville, SC 29601

Office of the United States Trustee
Attn: Elisabetta G. Gasparini
1835 Assembly Street, Suite 953
Columbia, SC 29201

s/Linnea Hann

Linnea Hann

Paralegal

January 30, 2019