

**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 APPLICATION OF NELSON MULLINS RILEY &  
SCARBOROUGH LLP FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 30, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

Name of Applicant:	Nelson Mullins Riley & Scarborough LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	Order entered on January 11, 2019 [D.I. 344], retention effective as of November 30, 2018
Period for which compensation and reimbursement is sought:	November 30, 2018 – December 31, 2018
Total Compensation sought as actual, reasonable and necessary:	<u>\$41,438.00</u>
80% of Compensation sought as actual, reasonable and necessary:	<u>\$33,150.40</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$1,770.78</u>
Total Compensation approved by interim order to date:	<u>\$0.00</u>
Total Expenses approved by interim order to date:	<u>\$0.00</u>
Total Allowed Compensation paid to date:	<u>\$0.00</u>
Total Allowed Expenses paid to date:	<u>\$0.00</u>

Blended Rate in this application for all  
timekeepers: \$423.27

Blended Rate in this application for all  
attorneys: \$458.53

This is Nelson Mullins Riley & Scarborough LLP's first fee application in these cases.

The time expended in connection with the preparation of this fee application is not included herein as such time was expended after the Compensation Period.

**COMPENSATION BY NELSON MULLINS RILEY & SCARBOROUGH LLP'S  
PROFESSIONALS AND PARAPROFESSIONALS  
NOVEMBER 30, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

<b>Timekeeper</b>	<b>Title, Department and Year Admitted</b>	<b>Rate</b>	<b>Hours</b>	<b>Amount</b>
Shane G. Ramsey <sup>1</sup>	Partner, Bankruptcy & Financial Restructuring Group Admitted in Georgia in 2006 Admitted in Florida in 2009 Admitted in Tennessee in 2016	\$565.00	11.1	\$6,271.50
B. Keith Poston <sup>2</sup>	Partner, Bankruptcy & Financial Restructuring Group Admitted in South Carolina in 2009	\$450.00	60.3	\$27,135.00
Frank B.B. Knowlton	Partner, Bankruptcy & Financial Restructuring Group Admitted in South Carolina in 1984	\$535.00	6.2	\$3,317.00
Graham S. Mitchell	Associate, Bankruptcy & Financial Restructuring Group Admitted in South Carolina in 2013	\$300.00	7.2	\$2,160.00
Linnea K. Hann	Senior Paralegal	\$195.00	13.1	\$2,554.50
		<b>TOTAL</b>	<b>97.9</b>	<b>\$41,438.00</b>
<b>Blended Hourly Rate for All Timekeepers</b>				<b>\$423.27</b>
<b>Blended Hourly Rate for Attorneys</b>				<b>\$458.53</b>

<sup>1</sup> Certified Business Bankruptcy Specialist by the American Board of Certification.

<sup>2</sup> Certified Bankruptcy Specialist by the South Carolina Supreme Court

**COMPENSATION BY PROJECT CATEGORY  
FOR NELSON MULLINS RILEY & SCARBOROUGH LLP  
NOVEMBER 30, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

Project Category	Task Code	Total Hours	Total Fees
Avoidance Action Analysis	AAA	3.4	\$1,852.00
Asset Disposition	ASD	27.6	\$11,954.00
Case Administration	CAD	23.8	\$9,372.50
Executory Contracts	EXC	0.9	\$405.00
Financing	FNC	7.7	\$3,460.00
Hearing Attendance	HAT	2.3	\$1,035.00
Meetings of and Communications with Creditors	MOC	4.8	\$2,100.50
Plan and Disclosure Statement	PDS	2.8	\$1,260.00
Retention/Compensation of Professionals	RCP	21.0	\$8,379.00
Schedules and Statements	SCST	3.6	\$1,620.00
<b>TOTALS</b>		<b>97.9</b>	<b>\$41,438.00</b>

**EXPENSE SUMMARY FOR NELSON MULLINS RILEY & SCARBOROUGH LLP  
NOVEMBER 30, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

<b>Expense Category</b>	<b>Amount</b>
Court Fees	\$1,000.00
Photocopy Charges	\$204.20
Postage	\$465.21
Out of Town Travel	\$101.37
<b>TOTAL</b>	<b>\$1,770.78</b>

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In re: ) Chapter 11  
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**FIRST MONTHLY APPLICATION OF NELSON MULLINS RILEY &  
SCARBOROUGH LLP FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
NOVEMBER 30, 2018 THROUGH AND INCLUDING DECEMBER 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1(a) of the District of South Carolina Local Bankruptcy Rules (the “Local Rules”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* [D.I. 313] (the “Interim Compensation Order”), Nelson Mullins Riley & Scarborough LLP (“NMRS”), hereby files this *First Monthly Application of Nelson Mullins Riley & Scarborough LLP for Allowance of Compensation For Services Rendered as Co-Counsel for the Official Committee of Unsecured Creditors for the Period From November 30, 2018 Through and Including December 31, 2018* (the “Application”). By this Application, NMRS seeks an allowance pursuant to the Interim Compensation Order for fees on account of reasonable and necessary professional services rendered to the Official Committee of Unsecured Creditors (the “Committee”) by NMRS in the amount of \$33,150.40 (80% of \$41,438.00) and reimbursement for actual and necessary expenses incurred in the amount of \$1,770.78 during the period from November 30, 2018 through December 31, 2018 (the “Compensation Period”). In support of this Application, NMRS respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The Committee consents to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1.

### **BACKGROUND**

4. On November 15, 2018 (the "Petition Date"), the Debtors commenced these bankruptcy cases (the "Chapter 11 Cases") by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered.

5. On November 28, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code.

6. On January 8, 2019, the Court entered the Interim Compensation Order.

7. On January 11, 2019, the Court entered an *Order Authorizing and Approving the Employment of Nelson Mullins Riley & Scarborough LLP as Co-Counsel to the Official Committee of Unsecured Creditors of the Debtors Effective as of November 30, 2018* [D.I. 344] (the "Retention Order").

**SERVICES RENDERED DURING THE COMPENSATION PERIOD**

8. Attorneys and paraprofessionals of NMRS have expended a total of 97.9 hours in connection with this matter during the Compensation Period. All services for which compensation is requested by NMRS were performed for or on behalf of the Committee. The reasonable value of the services rendered by NMRS to the Committee during the Compensation Period is \$41,438.00.

9. During the period covered by this Application, NMRS has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between NMRS and any other person other than the partners of NMRS for the sharing of compensation to be received for services rendered in these cases.

10. The partners and associates of NMRS who have rendered professional services in these cases during the Compensation Period are:

<b>Timekeeper</b>	<b>Title and Department</b>
Shane G. Ramsey <sup>1</sup>	Partner, Bankruptcy & Financial Restructuring Group
B. Keith Poston <sup>2</sup>	Partner, Bankruptcy & Financial Restructuring Group
Frank B.B. Knowlton	Partner, Bankruptcy & Financial Restructuring Group
Graham S. Mitchell	Associate, Bankruptcy & Financial Restructuring Group

11. The NMRS paraprofessionals who provided services to these attorneys in these cases during the Compensation Period are:

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<sup>1</sup> Certified Business Bankruptcy Specialist by the American Board of Certification

<sup>2</sup> Certified Bankruptcy Specialist by the South Carolina Supreme Court



Timekeeper	Title
Linnea K. Hann	Senior Paralegal

12. NMRS has maintained contemporaneous time records which indicate the time that each attorney has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as Exhibit A.

13. The services rendered by NMRS during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on Exhibit A attached hereto.

(a) **Avoidance Action Analysis**

**Fees: \$1,852.00; Total Hours: 3.4**

This category includes all matters relating to and including analysis and investigation of potential avoidance actions.

(b) **Asset Disposition**

**Fees: \$11,954.00; Total Hours: 27.6**

This category includes all matters relating to the proposed sale of substantially all of the Debtors' assets.

(c) **Case Administration**

**Fees: \$9,372.50; Total Hours: 23.8**

This category includes all matters related to preparing notices and other administrative documents and responding to questions relating to the administration of these chapter 11 cases.

(d) **Executory Contracts**

**Fees: \$405.00; Total Hours: 0.9**

This category includes all matters related to reviewing the Debtors' executory contracts and their assumption or rejection of same.

(e) **Financing**

**Fees: \$3,460.00; Total Hours: 7.7**

This category includes all matters relating to the Debtors' negotiations for debtor-in-possession financing and the use of cash collateral related to such financing, including negotiations with creditor constituencies and the preparation and review of objections to such financing.

(f) **Hearing Attendance**

**Fees: \$1,035.00; Total Hours: 2.3**

This category includes all matters related to the preparation for, and attendance of, hearings in the Bankruptcy Court.

(g) **Meetings of and Communications with Creditors**

**Fees: \$2,100.50; Total Hours: 4.8**

This category includes all matters relating to and including discussions with the Debtors' creditor constituency and attending the Debtors' meeting of creditors.

(h) **Plan and Disclosure Statement**

**Fees: \$1,260.00; Total Hours: 2.8**

This category includes all matters relating to discussions and the development of a potential plan of reorganization for the Debtors.

(i) **Retention/Compensation of Professionals**

**Fees: \$8,379.00; Total Hours: 21.0**

This category includes all matters related to the retention of NMRS as co-counsel to the Committee and preparing fee applications.

(j) **Schedules and Statements**

**Fees: \$1,620.00; Total Hours: 3.6**

This category includes all matters relating to reviewing the Debtors' bankruptcy schedules and statements of financial affairs.

**EXPENSES INCURRED DURING THE COMPENSATION PERIOD**

14. During the Compensation Period, NMRS incurred \$1,770.78 in aggregate expenses in connection with services rendered to the Committee in these Chapter 11 Cases. The cover sheet to this application provides a summary of these expenses organized by general disbursement categories. Exhibit A attached hereto includes a complete itemization of these expenses.

15. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by NMRS is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of the services, and (e) the costs of comparable services other than in a case under this title.

**NOTICE AND PRIOR APPLICATION**

16. Notice of this Application has been provided in accordance with the Interim Compensation Order. NMRS submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

**WHEREFORE**, NMRS requests approval of \$41,438.00 as the total compensation for professional services rendered during the Compensation Period in these cases from November 30, 2018 through December 31, 2018, 80% of which is to be paid upon the filing of a certificate of no objection, and the sum of \$1,770.78 for reimbursement of actual and necessary costs and expenses incurred by NMRS during the Compensation Period in these cases from November 30, 2018 through December 31, 2018.

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

1320 Main Street

Columbia, SC 29201

Phone: (803) 255-9518

Facsimile: (803) 255-9038

E-Mail: frank.knowlton@nelsonmullins.com

E-Mail: keith.poston@nelsonmullins.com

*Counsel to the Official Committee of Unsecured  
Creditors*

**EXHIBIT A**

**Fee and Expense Statement of Nelson Mullins Riley & Scarborough LLP**



**Nelson Mullins Riley & Scarborough LLP**

Attorneys and Counselors at Law

Tax ID No. 57-0215445

Post Office Box 11070 / Columbia, South Carolina 29211

Tel: 803.799.2000

Official Committee of Unsecured Creditors of Cafe Holdings Corp  
ATTN: Lyena Hale  
Store Master Funding V, LLC  
8377 East Hartford Drive  
Suite 100  
Scottsdale, AZ 85255

January 28, 2019  
Invoice 1928725 Page 1

Our Matter # 058320/01500  
Name of Matter: Cafe Holdings Corp.

For Services Through 12/31/18

**AAA - Avoidance Action Analysis**

12/18/18	Address issues regarding investigation of causes of action. S.G. RAMSEY / Partner	1.20 hrs.	565.00/hr	\$678.00
12/21/18	Research issues regarding investigation of potential causes of action. S.G. RAMSEY / Partner	1.60 hrs.	565.00/hr	\$904.00
12/28/18	Multiple emails with co-counsel regarding extension to challenge period. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
	<b>Subtotal AAA</b>	<b>3.40 hrs.</b>		<b>\$1,852.00</b>

**ASD - Asset Disposition**

12/03/18	Review and analysis of bid procedures motion. S.G. RAMSEY / Partner	1.10 hrs.	565.00/hr	\$621.50
12/06/18	Reviewing proposed email to Atalaya's counsel regarding potential settlement scenarios (.4) and telephone call with Brad Sandler to discuss (.2). B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
12/06/18	Review and revise proposed letter to Atalaya for settlement discussions. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/06/18	Review and analyze applicable 4th Circuit law to determine grounds to seek carve out from proposed 363 sale. G.S. MITCHELL / Associate	2.00 hrs.	300.00/hr	\$600.00
12/10/18	Drafting objection to sale motion. B.K. POSTON / Partner	9.20 hrs.	450.00/hr	\$4,140.00
12/11/18	Reviewing proposed revisions to Sale order. B.K. POSTON / Partner	1.20 hrs.	450.00/hr	\$540.00
12/11/18	Drafting objection to sale motion. B.K. POSTON / Partner	3.60 hrs.	450.00/hr	\$1,620.00

12/11/18	Reviewing Easton and Batra Declarations in support of sale motion. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
12/11/18	Review and revise objection to debtors' bid procedures motion. G.S. MITCHELL / Associate	1.60 hrs.	300.00/hr	\$480.00
12/12/18	Review and revise objection to bid procedures. F.B. KNOWLTON / Partner	0.90 hrs.	535.00/hr	\$481.50
12/13/18	Receipt and review UST objection to bidding procedures motion. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
12/13/18	Revising objection to bidding procedures. B.K. POSTON / Partner	2.60 hrs.	450.00/hr	\$1,170.00
12/13/18	Drafting email to committee members regarding objection to sale motion. B.K. POSTON / Partner	0.10 hrs.	450.00/hr	\$45.00
12/14/18	Telephone conference with David Wheeler, counsel for M&R, regarding objection to bid procedures motion. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/14/18	Review and revise bid procedure objections. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/14/18	Address issues regarding settlement structure. S.G. RAMSEY / Partner	0.40 hrs.	565.00/hr	\$226.00
12/14/18	Drafting consent order extending time for committee to object to bid procedures motion and preparing same for filing. G.S. MITCHELL / Associate	1.10 hrs.	300.00/hr	\$330.00
12/14/18	Submit proposed consent order extending deadline to object to bid procedures motion, electronically to the Court for filing. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/17/18	Telephone conference with M&R counsel, Dave Wheeler, regarding bid procedures objection. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/17/18	Prepare certificate of service and submit Objection to Debtor's Motion for Bidding Procedures electronically to the Court for filing. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/19/18	Teleconference regarding asset purchase issues and address issues regarding same. S.G. RAMSEY / Partner	0.40 hrs.	565.00/hr	\$226.00
12/20/18	Reviewing issues associated with potential sale. S.G. RAMSEY / Partner	0.40 hrs.	565.00/hr	\$226.00
12/28/18	Conference with Attorney Poston regarding status of sale issues as to Atalaya. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
	<b>Subtotal ASD</b>	<b>27.60 hrs.</b>		<b>\$11,954.00</b>

**CAD - Case Administration**

12/01/18	Review and analysis of various first day pleadings. S.G. RAMSEY / Partner	2.20 hrs.	565.00/hr	\$1,243.00
12/02/18	Conference call with Brad Sandler, Attorneys Ramsey and Poston regarding planning for initial UCC conference call. F.B. KNOWLTON / Partner	0.70 hrs.	535.00/hr	\$374.50
12/02/18	Prepare for and attend committee call. S.G. RAMSEY / Partner	1.90 hrs.	565.00/hr	\$1,073.50
12/02/18	Telephone call with Shane Ramsey, Frank Knowlton, and Brad Sandler regarding UCC appointment and delegation of duties. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
12/02/18	Telephone call with Shane Ramsey and Frank Knowlton regarding UCC appointment and delegation of duties among Nelson Mullins timekeepers. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/03/18	Confer with co-counsel and court regarding continuance of hearing due to George H.W. Bush's day of remembrance. B.K. POSTON / Partner	0.20 hrs.	450.00/hr	\$90.00
12/03/18	Telephone call with UST Office regarding appointment of counsel for UCC. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
12/03/18	Multiple emails and telephone calls regarding consent for co-counsel to appear telephonically at hearing. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
12/03/18	Prepare applications for pro hac vice admission for Attorneys Ramsey, Sandler and Cho. L.K. HANN / Senior Paralegal	1.00 hrs.	195.00/hr	\$195.00
12/03/18	Assemble notice of appearance with certificate of service and matrix for submission electronically to the Court. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/05/18	Reviewing red-lines to proposed orders for continued first day motions in advance of the hearings on same. B.K. POSTON / Partner	1.30 hrs.	450.00/hr	\$585.00
12/05/18	Telephone call with Committee to discuss case strategy. B.K. POSTON / Partner	0.50 hrs.	450.00/hr	\$225.00
12/05/18	Review critical dates outline. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/05/18	Conference call with Attorneys Poston and Ramsey regarding status and strategy. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
12/05/18	Conference call with UCC Committee. F.B. KNOWLTON / Partner	0.50 hrs.	535.00/hr	\$267.50
12/05/18	Prepare for and attend committee call. S.G. RAMSEY / Partner	0.90 hrs.	565.00/hr	\$508.50



12/05/18	Revise pro hac vice application for Attorney Ramsey. L.K. HANN / Senior Paralegal	0.80 hrs.	195.00/hr	\$156.00
12/05/18	Review docket as to upcoming hearing and objection deadlines. L.K. HANN / Senior Paralegal	0.60 hrs.	195.00/hr	\$117.00
12/06/18	Reviewing red-lined orders filed by debtors in advance of continued first day hearings. B.K. POSTON / Partner	0.80 hrs.	450.00/hr	\$360.00
12/06/18	Reviewing and revising confidentiality motion. B.K. POSTON / Partner	1.30 hrs.	450.00/hr	\$585.00
12/06/18	Finalize list identifying all courts and admission dates for Attorney Ramsey for pro hac vice application. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/06/18	Prepare notebook of memoranda and pleadings pertinent to the UCC for review by Attorney Knowlton. L.K. HANN / Senior Paralegal	0.80 hrs.	195.00/hr	\$156.00
12/07/18	Reviewing emergency motion to restore internet filed against Windstream (.3) and confer with co-counsel as to joinder (.1). B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
12/10/18	Further revisions to pro hac vice application of Attorney Ramsey. L.K. HANN / Senior Paralegal	0.60 hrs.	195.00/hr	\$117.00
12/10/18	Submit Statement in Support of Motion to Compel Windstream electronically to the Court for filing and serve same electronically. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/10/18	Submit pro hac vice applications for Attorneys Golden and Sandler electronically to the Court for filing and prepare correspondence to the Court submitting fees for same. L.K. HANN / Senior Paralegal	1.20 hrs.	195.00/hr	\$234.00
12/11/18	Assemble and submit pro hac vice applications for Sharon Cho and Max Litvak electronically to the Court for filing. L.K. HANN / Senior Paralegal	1.00 hrs.	195.00/hr	\$195.00
12/12/18	Telephone call with UST regarding December 18 hearings. B.K. POSTON / Partner	0.70 hrs.	450.00/hr	\$315.00
12/13/18	Assemble pleadings recently filed for review by Attorney Knowlton. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
12/19/18	Review docket for status of current motions and objections. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
12/20/18	Review filings to docket new hearing dates. L.K. HANN / Senior Paralegal	0.20 hrs.	195.00/hr	\$39.00
12/21/18	Review docket regarding status of case. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50

12/21/18	Reviewing and revising confidentiality sharing motion. B.K. POSTON / Partner	0.90 hrs.	450.00/hr	\$405.00
12/21/18	Email to committee regarding Rule 2019 statement. B.K. POSTON / Partner	0.20 hrs.	450.00/hr	\$90.00
12/26/18	Revising 2019 information. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
12/26/18	Telephone call with court to discuss hearing on confidentiality motion. B.K. POSTON / Partner	0.10 hrs.	450.00/hr	\$45.00
12/26/18	Docket objection deadlines and hearing dates. L.K. HANN / Senior Paralegal	0.30 hrs.	195.00/hr	\$58.50
12/27/18	Revising 2019 report. B.K. POSTON / Partner	0.20 hrs.	450.00/hr	\$90.00
12/27/18	Review docket regarding status. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
	<b>Subtotal CAD</b>	<b>23.80 hrs.</b>		<b>\$9,372.50</b>

**EXC - Executory Contracts**

12/11/18	Telephone call with landlord regarding case and treatment of his lease. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/21/18	Telephone call with landlord regarding lease and assumption/rejection issues. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/31/18	Reviewing debtors' motions to reject executory contracts. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
	<b>Subtotal EXC</b>	<b>0.90 hrs.</b>		<b>\$405.00</b>

**FNC - Financing**

12/04/18	Reviewing objection by PACA party to PACA and DIP motions. B.K. POSTON / Partner	0.10 hrs.	450.00/hr	\$45.00
12/05/18	Review memorandum regarding DIP financing and sale motions. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
12/10/18	Review and revise DIP objection. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
12/10/18	Telephone call with Brad Sandler regarding DIP objection and coordinating filing of same. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/10/18	Reviewing and revising objection to DIP motion. B.K. POSTON / Partner	1.50 hrs.	450.00/hr	\$675.00
12/10/18	Reviewing UST's objection to DIP motion.			

	B.K. POSTON / Partner	0.20 hrs.	450.00/hr	\$90.00
12/11/18	Prepare certificate of service and submit Objection to Debtor's Motion for DIP Financing electronically to the Court for filing.			
	L.K. HANN / Senior Paralegal	0.50 hrs.	195.00/hr	\$97.50
12/15/18	Reviewing proposed amended DIP order and related documents (1.4) and email to co-counsel with proposed revisions (.2).			
	B.K. POSTON / Partner	1.60 hrs.	450.00/hr	\$720.00
12/17/18	Review revisions to final DIP order.			
	S.G. RAMSEY / Partner	0.40 hrs.	565.00/hr	\$226.00
12/17/18	Telephone call with co-counsel as to DIP hearing and position of Committee in advance of 12/18 hearing.			
	B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/31/18	Reviewing term sheet and proposed amendments to final cash collateral order.			
	B.K. POSTON / Partner	1.90 hrs.	450.00/hr	\$855.00
	<b>Subtotal FNC</b>	<b>7.70 hrs.</b>		<b>\$3,460.00</b>

**HAT - Hearing Attendance**

12/06/18	Appear for and attend continued first day hearings.			
	B.K. POSTON / Partner	1.00 hrs.	450.00/hr	\$450.00
12/18/18	Appear for and attend hearing to continue final DIP.			
	B.K. POSTON / Partner	1.30 hrs.	450.00/hr	\$585.00
	<b>Subtotal HAT</b>	<b>2.30 hrs.</b>		<b>\$1,035.00</b>

**MOC - Meetings of and Communications with Creditors**

12/14/18	Appear for and attend 341 meeting (billed at 1/2 travel).			
	B.K. POSTON / Partner	4.30 hrs.	450.00/hr	\$1,935.00
12/14/18	Conference with Attorney Poston regarding 341 meetings.			
	F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
12/17/18	Contact US Trustee's Office for audio recording of 341 meeting.			
	L.K. HANN / Senior Paralegal	0.10 hrs.	195.00/hr	\$19.50
12/18/18	Coordinate transcription of 341 meeting audio recording.			
	L.K. HANN / Senior Paralegal	0.20 hrs.	195.00/hr	\$39.00
	<b>Subtotal MOC</b>	<b>4.80 hrs.</b>		<b>\$2,100.50</b>

**PDS - Plan and Disclosure Statement**

12/06/18	Telephone call with Brad Sandler to discuss potential plan strategies.			
	B.K. POSTON / Partner	0.50 hrs.	450.00/hr	\$225.00

12/21/18	Reply to debtors regarding structured dismissal and provided example of recent case handled by Nelson Mullins in MD Tenn using structured dismissal. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
12/31/18	Reviewing multiple proposals to potential resolution of bankruptcy case and term sheets regarding same. B.K. POSTON / Partner	1.70 hrs.	450.00/hr	\$765.00
	<b>Subtotal PDS</b>	<b>2.80 hrs.</b>		<b>\$1,260.00</b>

**RCP - Retention/Compensation of Professionals**

12/04/18	Drafting application to employ NMRS as committee counsel. G.S. MITCHELL / Associate	1.10 hrs.	300.00/hr	\$330.00
12/05/18	Continue drafting Application to Employ NMRS as committee co-counsel. G.S. MITCHELL / Associate	1.40 hrs.	300.00/hr	\$420.00
12/06/18	Drafting declaration in support of employment application. B.K. POSTON / Partner	5.10 hrs.	450.00/hr	\$2,295.00
12/07/18	Review and revise declaration in support of motion to employ. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
12/12/18	Revising employment application. B.K. POSTON / Partner	1.20 hrs.	450.00/hr	\$540.00
12/12/18	Review and comment on employment application. S.G. RAMSEY / Partner	0.60 hrs.	565.00/hr	\$339.00
12/13/18	Reviewing expanded conflict search and revising retention application. B.K. POSTON / Partner	2.70 hrs.	450.00/hr	\$1,215.00
12/14/18	Revising NMRS employment application. B.K. POSTON / Partner	1.40 hrs.	450.00/hr	\$630.00
12/17/18	Review and revise employment application. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
12/18/18	Reviewing PSZ&J's retention application for comments raised by UST consistent with NMRS' retention application. B.K. POSTON / Partner	0.70 hrs.	450.00/hr	\$315.00
12/21/18	Revising NMRS employment application and preparing same and exhibits for filing. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
12/21/18	Revising notice of hearing on applications to employ NMRS and PSZJ. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
12/21/18	Email to Committee Chair regarding employment applications and filing same. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
12/21/18	Reviewing and preparing PSZJ employment application for filing. B.K. POSTON / Partner	0.70 hrs.	450.00/hr	\$315.00

12/21/18	Assemble and submit Applications to Employ NMRS and PSZL for filing electronically and coordinate service of same. L.K. HANN / Senior Paralegal	3.10 hrs.	195.00/hr	\$604.50
12/27/18	Reviewing Sandler amended declaration. B.K. POSTON / Partner	0.20 hrs.	450.00/hr	\$90.00
12/27/18	Submit supplemental declaration of Bradford Sandler to the Court electronically for filing. L.K. HANN / Senior Paralegal	0.30 hrs.	195.00/hr	\$58.50
	<b>Subtotal RCP</b>	<b>21.00 hrs.</b>		<b>\$8,379.00</b>

**SCST - Schedules and Statements**

12/12/18	Reviewing debtors' schedules and statements and drafting outline for 341 hearing. B.K. POSTON / Partner	3.60 hrs.	450.00/hr	\$1,620.00
	<b>Subtotal SCST</b>	<b>3.60 hrs.</b>		<b>\$1,620.00</b>

**Fees for Legal Services ..... \$41,438.00**

**BILLING SUMMARY**

<u>Timekeeper</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
F.B. KNOWLTON	Partner	6.20	\$535.00	\$3,317.00
B.K. POSTON	Partner	60.30	\$450.00	\$27,135.00
S.G. RAMSEY	Partner	11.10	\$565.00	\$6,271.50
G.S. MITCHELL	Associate	7.20	\$300.00	\$2,160.00
L.K. HANN	Senior Paralegal	13.10	\$195.00	\$2,554.50
TOTAL		97.90	\$423.27	\$41,438.00

**CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED**

**E101 - Copying**

12/21/2018	Copies 4,084 Page(s)	204.20
	<b>Total E101 - Copying</b>	<b>\$204.20</b>

**E112 - Court Fees**

12/10/2018	VENDOR: US District Court - South Carolina INVOICE#: 121018-58320-1006 DATE: 12/10/2018 - 12/10/18 - Pro Hac Vice Fee - Steven Golden	250.00
12/10/2018	VENDOR: US District Court - South Carolina INVOICE#: 121018-58320-1008 DATE: 12/10/2018 - 12/10/18 - Pro Hac Vice Fee - Bradford Sandler	250.00
12/11/2018	VENDOR: US District Court - South Carolina INVOICE#: 121018-58320-0229 DATE: 12/10/2018 - 12/10/18 - Pro Hac Vice Fee - Max Litvak	250.00
12/11/2018	VENDOR: US District Court - South Carolina INVOICE#: 121018-58320-0223 DATE: 12/10/2018 - 12/10/18 - Pro Hac Vice Fee - Shirley Cho	250.00

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<b>Total E112 - Court Fees</b>		<b>\$1,000.00</b>
<b>E108 - Postage</b>		
12/11/2018	Postage	102.69
12/17/2018	Postage	116.44
12/26/2018	Postage	40.42
12/21/2018	Postage	205.66
<b>Total E108 - Postage</b>		<b>\$465.21</b>
<b>E110 - Out of Town Travel</b>		
12/18/2018	VENDOR: Poston, Brandon K. INVOICE#: 2983977112180202 DATE: 12/17/2018 - Mileage 12/17/18 Attend 341 meeting (CAE - Spart. round trip) 186.0 miles	101.37
<b>Total E110 - Out of Town Travel</b>		<b>\$101.37</b>
<b>Total Charges for Other Services Provided/Expenses Incurred .....</b>		<b>\$1,770.78</b>

**DISBURSEMENT SUMMARY**

<u>Description</u>	<u>Dollars</u>
E101 - Copying	204.20
E108 - Postage	465.21
E110 - Out of Town Travel	101.37
E112 - Court Fees	1,000.00
TOTAL	\$1,770.78

**TOTAL FOR THIS INVOICE .....** **\$43,208.78**

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

In re: )  
 ) Chapter 11  
CAFÉ HOLDINGS CORP., *et al.*,<sup>1</sup> )  
 ) 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 APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 30, 2018 THROUGH AND INCLUDING 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

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<sup>1</sup> 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

Pachulski Stang Ziehl & Jones LLP  
Attn: Bradford J. Sandler  
919 North Market Street, 17<sup>th</sup> Floor  
Wilmington, DE 19801

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