

**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.)

**NOTICE AND SUMMARY OF THE THIRD 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
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

TAKE NOTICE that Nelson Mullins Riley & Scarborough LLP (“NMRS” or the “Applicant”), as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the above captioned chapter 11 cases, hereby submits its *Third Monthly Application for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Advanced as Co-Counsel to the Committee for the Period February 1, 2019 through February 28, 2019* (the “Application”) pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* [Docket No. 313] (the “Fee Procedures Order”).

TAKE FURTHER NOTICE that any response, return and/or objection to this Application, should be filed with the Clerk of the United States Bankruptcy Court for the District of South Carolina, 1100 Laurel Street, Columbia, SC 29201, **no later than twenty-one (21) days from service of this Application** and a copy simultaneously served on (i) the Debtors: 4324 Wade Hampton Blvd., Suite B, Taylors, S.C. 29687, Attn: Eric Easton; (ii) counsel for the Debtors: Haynes and Boone, LLP, Attn: Ian T. Peck, 2323 Victory Avenue, Suite 700, Dallas, TX 75219 and Burr & Forman LLP, Attn: Michael H. Weaver, P.O. Box 11390, Columbia, S.C. 29211; (iii) counsel to Atalya Administrative LLC: Holland & Knight, LLP, Attn: Brent McIlwain, 200 Crescent Court, Suite 1600, Dallas, TX 75201 and Fox Rothschild, Attn: Kevin McCarrell, 2 W. Washington Street, Suite 1100, Greenville, SC 29601-2784; (iv) counsel to the Committee: Pachuslki Stang Ziel & Jones LLP, Attn: Bradford J. Sandler, 919 North Market Street, 17th Floor, Wilmington, DE 19801; and (v) the Office of the United States Trustee, Attn: Elisabetta G. Gasparini: 1835 Assembly Street, Suite 953, Columbia, SC 29201.

TAKE FURTHER NOTICE that no hearing will be held on this Application unless a response, return and/or objection is timely filed and served, and any objection will be treated and resolved in the manner prescribed in the Fee Procedures Order.

TAKE FURTHER NOTICE that pursuant to the Fee Procedures Order, if no objections to the Application are received timely, the Applicant shall request the Debtors to pay the

Applicant the sum of **\$16,147.28**, which represents 80% of NMRS' fees and 100% of its expenses for the period covered by the Application.

Dated: March 29, 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*

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**THIRD 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
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

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:	February 1, 2019 – February 28, 2019
Total Compensation sought as actual, reasonable and necessary:	<u>\$20,042.00</u>
80% of Compensation sought as actual, reasonable and necessary:	<u>\$16,033.60</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$113.68</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>\$33,150.40</u>
Total Allowed Expenses paid to date:	<u>\$1,770.78</u>

Blended Rate in this application for all
timekeepers: \$487.64

Blended Rate in this application for all
attorneys: \$501.04

This is Nelson Mullins Riley & Scarborough LLP's third monthly 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
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

Timekeeper	Title, Department and Year Admitted	Rate	Hours	Amount
B. Keith Poston ¹	Partner, Bankruptcy & Financial Restructuring Group Admitted in South Carolina in 2009	\$450.00	15.7	\$7,065.00
Frank B.B. Knowlton	Partner, Bankruptcy & Financial Restructuring Group Admitted in South Carolina in 1984	\$535.00	23.6	\$12,626.00
Linnea K. Hann	Senior Paralegal	\$195.00	1.8	\$351.00
TOTAL			41.1	\$20,042.00
Blended Hourly Rate for All Timekeepers				\$487.64
Blended Hourly Rate for Attorneys				\$501.04

¹ Certified Bankruptcy Specialist by the South Carolina Supreme Court

**COMPENSATION BY PROJECT CATEGORY
FOR NELSON MULLINS RILEY & SCARBOROUGH LLP
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

Project Category	Task Code	Total Hours	Total Fees
Asset Disposition	ASD	8.6	\$4,456.50
Business Operations/General Corporate	BUO	0.3	\$160.50
Case Administration	CAD	2.3	\$746.00
Claim Administration	CAO	2.5	\$1,269.50
Executory Contracts	EXC	2.5	\$1,184.50
Financing	FNC	4.4	\$2,218.00
Hearing Attendance	HAT	7.8	\$4,173.00
Non-Working Travel	NWT	1.7	\$909.50
Plan and Disclosure Statement	PDS	5.1	\$2,422.50
Retention/Compensation of Professionals	RCP	5.9	\$2,502.00
TOTALS		41.1	\$20,042.00

**EXPENSE SUMMARY FOR NELSON MULLINS RILEY & SCARBOROUGH LLP
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

Expense Category	Amount
Out of Town Travel	\$113.68
TOTAL	\$113.68

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

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

**THIRD 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
FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019**

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 *Third 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 February 1, 2019 Through and Including February 28, 2019* (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 \$16,033.60 (80% of \$20,042.00) and reimbursement for actual and necessary expenses incurred in the amount of \$113.68 during the period from February 1, 2019 through February 28, 2019 (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 41.1 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 \$20,042.00.

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:

Timekeeper	Title and Department
B. Keith Poston ¹	Partner, Bankruptcy & Financial Restructuring Group
Frank B.B. Knowlton	Partner, Bankruptcy & Financial Restructuring Group

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

Timekeeper	Title
Linnea K. Hann	Senior Paralegal

¹ Certified Bankruptcy Specialist by the South Carolina Supreme Court

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) **Asset Disposition**

Fees: \$4,456.50; Total Hours: 8.6

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

(b) **Business Operations/General Corporate**

Fees: \$160.50; Total Hours: 0.3

This category includes all issues relating to general debtor in possession operations in chapter 11.

(c) **Case Administration**

Fees: \$746.00; Total Hours: 2.3

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) **Claim Administration**

Fees: \$1,269.50; Total Hours: 2.5

This category includes all matters related to reviewing claims filed in these chapter 11 cases.

(e) **Executory Contracts**

Fees: \$1,184.50; Total Hours: 2.5

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

(f) **Financing**

Fees: \$2,218.00; Total Hours: 4.4

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.

(g) **Hearing Attendance**

Fees: \$4,173.00; Total Hours: 7.8

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

(h) **Non-Working Travel**

Fees: \$909.50; Total Hours: 1.7

This category includes all non-working travel to and from Spartanburg, South Carolina to attend hearings in this matter.

(i) **Plan and Disclosure Statement**

Fees: \$2,422.50; Total Hours: 5.1

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

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

Fees: \$2,502.00; Total Hours: 5.9

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

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

14. During the Compensation Period, NMRS incurred \$113.68 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.

17. NMRS has previously applied for compensation for professional services and reimbursement of expenses herein as follows:

Filed	Period	Requested		Approved		Paid		Holdback	CNO Filed
		Fees	Expenses	Fees	Expenses	Fees	Expenses		
1/30/19 [D.I. 385]	11/30/18- 12/31/18	\$41,438.00	\$1,770.78	\$33,150.40	\$1,770.78	\$33,150.40	\$1,770.78	\$8,287.60	2/21/19 [D.I. 451]
2/28/19 [D.I. 462]	1/1/19- 1/31/19	\$13,440.00	\$212.96	\$10,752.00	\$212.96	\$0.00	\$0.00		3/22/19 [D.I. 490]

WHEREFORE, NMRS requests approval of \$20,042.00 as the total compensation for professional services rendered during the Compensation Period in these cases from February 1, 2019 through February 28, 2019, 80% of which is to be paid upon the filing of a certificate of no objection, and the sum of \$113.68 for reimbursement of actual and necessary costs and expenses incurred by NMRS during the Compensation Period in these cases from February 1, 2019 through February 28, 2019.

Dated: March 29, 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

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

For Services Through 02/28/19

ASD - Asset Disposition

02/01/19	Conference with Attorney Poston regarding bidding issues. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
02/01/19	Reviewing UST's objection to sale and providing response to co-counsel. B.K. POSTON / Partner	0.50 hrs.	450.00/hr	\$225.00
02/05/19	Reviewing amended statement in support of sale. B.K. POSTON / Partner	0.50 hrs.	450.00/hr	\$225.00
02/06/19	Reviewing proposed revisions to APA and global settlement terms. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
02/11/19	Reviewing sales motion and objections. F.B. KNOWLTON / Partner	1.80 hrs.	535.00/hr	\$963.00
02/11/19	Telephone call with Frank Knowlton and Brad Sandler to discuss various issues regarding hearing. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
02/11/19	Telephone conference with landlord counsel, David Wheeler, regarding sale motion and objections. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
02/11/19	Conference call with Brad Sandler and Attorney Poston regarding asset sale hearing. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
02/11/19	Prepare opening statement for sale hearing. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
02/12/19	Review motions, objections, and legal research in preparation for hearing regarding asset sale and motion to dismiss. F.B. KNOWLTON / Partner	2.10 hrs.	535.00/hr	\$1,123.50
02/12/19	Telephone conference with Brad Sandler regarding sale hearing issues. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00

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02/12/19	Telephone conference with Attorney Poston regarding sale hearing issues. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
02/14/19	Telephone conference with Old Mill counsel regarding sale order. F.B. KNOWLTON / Partner	0.20 hrs.	535.00/hr	\$107.00
02/28/19	Review revisions to draft assumption assignment and rejection agreement and motion in support. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
	Subtotal ASD	8.60 hrs.		\$4,456.50

BUO - Business Operations/General Corporate

02/13/19	Review monthly operating report. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
	Subtotal BUO	0.30 hrs.		\$160.50

CAD - Case Administration

02/05/19	Reviewing strategy for hearing mechanics at final hearing. B.K. POSTON / Partner	0.90 hrs.	450.00/hr	\$405.00
02/05/19	Review filings and docket hearings and deadlines accordingly. L.K. HANN / Senior Paralegal	0.50 hrs.	195.00/hr	\$97.50
02/05/19	Submit Statement in Support electronically to the Court for filing. L.K. HANN / Senior Paralegal	0.30 hrs.	195.00/hr	\$58.50
02/07/19	Review docket regarding case status. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
02/11/19	Update notebook with new filings to assist Attorney Knowlton in preparation for February 12th hearing. L.K. HANN / Senior Paralegal	0.40 hrs.	195.00/hr	\$78.00
02/13/19	Review docket regarding status. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
	Subtotal CAD	2.30 hrs.		\$746.00

CAO - Claim Administration

02/11/19	Reviewing PACA claims motion. F.B. KNOWLTON / Partner	1.10 hrs.	535.00/hr	\$588.50
02/13/19	Receipt and review order establishing procedures regarding PACA claims. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
02/26/19	Multiple emails to Fort Hill Natural Gas Authority as to its claim. B.K. POSTON / Partner	0.80 hrs.	450.00/hr	\$360.00
	Subtotal CAO	2.50 hrs.		\$1,269.50

EXC - Executory Contracts

02/01/19	Reviewing objections to motions to assume. B.K. POSTON / Partner	0.50 hrs.	450.00/hr	\$225.00
02/04/19	Reviewing settlement regarding personal property and tax obligations at Gastonia location. B.K. POSTON / Partner	0.40 hrs.	450.00/hr	\$180.00
02/19/19	Receipt and review draft motion to reject master distribution agreement with Sysco and proposed order. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
02/20/19	Reviewing motions to reject executory contracts. B.K. POSTON / Partner	0.90 hrs.	450.00/hr	\$405.00
02/28/19	Review first omnibus order approving the rejection of certain executory contracts. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
02/28/19	Receipt and review notice of final list of executory contracts and unexpired leases to be assumed and assigned. F.B. KNOWLTON / Partner	0.30 hrs.	535.00/hr	\$160.50
	Subtotal EXC	2.50 hrs.		\$1,184.50

FNC - Financing

02/01/19	Reviewing proposed final DIP order and proposing edits to same to co-counsel. B.K. POSTON / Partner	1.60 hrs.	450.00/hr	\$720.00
02/01/19	Review revisions to final DIP order. F.B. KNOWLTON / Partner	0.60 hrs.	535.00/hr	\$321.00
02/11/19	Review proposed final DIP order. F.B. KNOWLTON / Partner	1.80 hrs.	535.00/hr	\$963.00
02/13/19	Receipt and review final order regarding post-petition financing. F.B. KNOWLTON / Partner	0.40 hrs.	535.00/hr	\$214.00
	Subtotal FNC	4.40 hrs.		\$2,218.00

HAT - Hearing Attendance

02/12/19	Participate in hearing regarding motion for sale and motion to dismiss. F.B. KNOWLTON / Partner	7.80 hrs.	535.00/hr	\$4,173.00
	Subtotal HAT	7.80 hrs.		\$4,173.00

NWT - Non-working Travel

02/12/19	Travel to Spartanburg for hearing regarding motion to sell (one-way). F.B. KNOWLTON / Partner	1.70 hrs.	535.00/hr	\$909.50
	Subtotal NWT	1.70 hrs.		\$909.50

PDS - Plan and Disclosure Statement

02/04/19	Reviewing Debtors' edits to Committee's support of global settlement. B.K. POSTON / Partner	0.30 hrs.	450.00/hr	\$135.00
02/10/19	Plan and prepare for hearings on global settlement, motion to dismiss, sale, and final DIP. B.K. POSTON / Partner	3.30 hrs.	450.00/hr	\$1,485.00
02/11/19	Reviewing motion to dismiss. F.B. KNOWLTON / Partner	0.70 hrs.	535.00/hr	\$374.50
02/11/19	Review motion to approve global settlement. F.B. KNOWLTON / Partner	0.70 hrs.	535.00/hr	\$374.50
02/13/19	Review order granting global settlement motion. F.B. KNOWLTON / Partner	0.10 hrs.	535.00/hr	\$53.50
	Subtotal PDS	5.10 hrs.		\$2,422.50

RCP - Retention/Compensation of Professionals

02/21/19	Preparing NMRS and PSZJ certificates of no objection as to first monthly fee application. B.K. POSTON / Partner	1.20 hrs.	450.00/hr	\$540.00
02/26/19	Reviewing prebill in preparation of fee application. B.K. POSTON / Partner	0.60 hrs.	450.00/hr	\$270.00
02/26/19	Drafting second monthly fee application. B.K. POSTON / Partner	2.40 hrs.	450.00/hr	\$1,080.00
02/27/19	Finalizing Nelson Mullins' monthly fee application (.3) and reviewing and revising PSZJ's fee application (.8). B.K. POSTON / Partner	1.10 hrs.	450.00/hr	\$495.00
02/28/19	Submit monthly fee application of Nelson Mullins and Pachulski Stang electronically to the Court for filing. L.K. HANN / Senior Paralegal	0.60 hrs.	195.00/hr	\$117.00
	Subtotal RCP	5.90 hrs.		\$2,502.00

Fees for Legal Services \$20,042.00

BILLING SUMMARY

<u>Timekeeper</u>	<u>Position</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
F.B. KNOWLTON	Partner	23.60	\$535.00	\$12,626.00
B.K. POSTON	Partner	15.70	\$450.00	\$7,065.00
L.K. HANN	Senior Paralegal	1.80	\$195.00	\$351.00
TOTAL		41.10	\$487.64	\$20,042.00

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CHARGES FOR OTHER SERVICES PROVIDED/EXPENSES INCURRED

E110 - Out of Town Travel

02/14/2019 VENDOR: Frank B. Knowlton INVOICE#: 3105432302140200 113.68
DATE: 2/13/2019 - Mileage 02/12/19 2/12/19 Court
Appearance (Spartanburg, SC) 196.0 miles

Total E110 - Out of Town Travel \$113.68

Total Charges for Other Services Provided/Expenses Incurred \$113.68

DISBURSEMENT SUMMARY

<u>Description</u>	<u>Dollars</u>
E110 - Out of Town Travel	113.68
TOTAL	\$113.68

TOTAL FOR THIS INVOICE \$20,155.68

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

In re:)
) Chapter 11
CAFÉ HOLDINGS CORP., *et al.*,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: NOTICE AND THIRD 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 FEBRUARY 1, 2019 THROUGH AND INCLUDING FEBRUARY 28, 2019

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

Pachulski Stang Ziehl & Jones LLP
Attn: Bradford J. Sandler
919 North Market Street, 17th 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

March 29, 2019