

EXHIBIT D

Proposed Order

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

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-05837 (hb)

(Jointly Administered)

**ORDER GRANTING FIRST AND FINAL APPLICATION OF DUFF & PHELPS
SECURITIES, LLC FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
INVESTMENT BANKER TO THE DEBTORS FOR THE PERIOD
NOVEMBER 15, 2018 THROUGH FEBRUARY 22, 2019**

Upon the *First and Final Application of Duff & Phelps Securities, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker to the Debtors for the Period November 15, 2018 Through February 22, 2019* (the “Final Fee Application”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”); and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that venue of this proceeding and this Final Fee Application are properly in this district under 28 U.S.C. §§ 1408 and 1409; and it appearing that notice of the Final Fee Application and opportunity for hearing on the Final Fee Application was appropriate under the circumstances and that no other or further notice with

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.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to the such terms in the Final Fee Application.

respect to the Final Fee Application need be given; and after due deliberation and sufficient cause appearing therefore, IT IS HEREBY ORDERED:

1. The Final Fee Application is GRANTED as set forth herein.
2. Duff & Phelps is awarded professional fees and costs for services as follows:

Monthly Fees:	\$75,000.00
Sale Transaction Fee:	\$450,000.00
Expenses:	\$9,937.08
Total Allowed and Unpaid Compensation:	\$534,937.08

3. The Debtors are authorized to pay Duff & Phelps the amounts approved herein to the extent Duff & Phelps has not already received payment on account thereof.

4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order to the extent permitted by applicable law.

6. This Order shall be effective immediately upon entry.

AND IT IS SO ORDERED.