

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.	)	<b><u>NOTICE OF HEARING</u></b>
	)	

**NOTICE OF 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**

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.)**

If you do not want the court to grant the Application for Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP, or you want the court to consider your views on the application, then within fourteen (14) days of service of this notice, you or your attorney must:

File with the court a written response, return, or objection at:

1100 Laurel Street  
Columbia, SC 29201

Responses, returns, or objections filed by an attorney must be electronically filed in [ecf.scb.uscourts.gov](http://ecf.scb.uscourts.gov).

If you mail your response, return, or objection to the court for filing, you must mail it early enough so the court will **receive** it on or before the date stated above.

You must also send a copy to:

B. Keith Poston, Fed. Id. No. 10599  
1320 Main Street  
Columbia, SC 29201  
Phone: (803) 255-9518  
Facsimile: (803) 255-9038  
E-Mail: [keith.poston@nelsonmullins.com](mailto:keith.poston@nelsonmullins.com)

Attend the hearing scheduled to be heard on January 15, 2019, at 10:30 a.m. at the United States Bankruptcy Court, 201 Magnolia Street, Spartanburg, South Carolina 29306.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion or objection and may enter an order granting that relief.

Dated: December 21, 2018

NELSON MULLINS RILEY & SCARBOROUGH LLP

By: /s/ B. Keith Poston

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and

PACHULSKI STANG ZIEHL & JONES LLP  
Bradford J. Sandler (admitted *pro hac vice*)  
Shirley S. Cho (admitted *pro hac vice*)  
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Proposed Attorneys for the Official Committee of  
Unsecured Creditors

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.	)	

**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**

The Official Committee of Unsecured Creditors (the “Committee”) of Café Holdings Corp., and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of South Carolina (the “Local Rules”), authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as lead counsel to the Committee in connection with the Debtors’ jointly administered chapter 11 cases, effective as of November 30, 2018. In support of the Application, the Committee submits the declaration of Bradford J. Sandler (the “Sandler Declaration”), a partner of the Firm, attached hereto as Exhibit A and incorporated herein by reference and the declaration of the Committee Chair attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **BACKGROUND**

3. On November 15, 2018 (the "Petition Date"), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On November 28, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following five (5) members: (i) B&T Sand Co., Inc.; (ii) Carolina Childcare Properties, LLC; (iii) Koury Corporation; (iv) Store Master Funding V, LLC; and (v) Thrift Brothers, Inc.

5. On November 28, 2018, the Committee held its initial meeting. On November 29, 2018 the Committee voted to retain the Firm as its counsel, subject to Court approval.

6. The Firm's retention is requested as of November 30, 2018, insofar as that is the date the Committee first requested PSZ&J to render legal services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

7. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm's attorneys have comprehensive experience representing creditors' committees, debtors, creditors, trustees, and

others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases, including, among others, The Bon-Ton Stores, Cobalt International Energy, Payless Holdings, The Great Atlantic & Pacific Tea Company, Circuit City Stores, and Buffets Holdings. Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below.

**RELIEF REQUESTED**

8. By this Application, the Committee seeks to employ PSZ&J as their bankruptcy counsel to serve in conjunction with Nelson Mullins Riley & Scarborough, L.L.P. ("NMRS") as co-counsel. Accordingly, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its bankruptcy counsel in these chapter 11 cases.

9. The Committee has selected PSZ&J as its counsel in furtherance of the efficient administration of the estates on behalf of the Committee. The Committee seeks to retain the Firm effective as of November 30, 2018 because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since November 30, 2018.

10. The Committee seeks to retain the Firm effective as of November 30, 2018 because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted

to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since November 30, 2018.

11. The Committee has also selected and is, by separate application, seeking to employ NMRS to serve as co-counsel during these cases. Although NMRS and PSZ&J will work closely together in providing services to the Committee, PSZ&J and NMRS will not perform duplicative services for the Committee. PSZ&J has been, and will continue to consult, with the Committee and NMRS throughout the pendency of these cases on the division of responsibilities and the efficient coordination of efforts to best serve the Committee. For example, NMRS will be primarily, although not necessarily exclusively, responsible for retention application matters, communications with the U.S. Trustee and the Court, and appearing at the Debtors' 341 meeting and omnibus hearings. In addition, NMRS, as local counsel, will also review all matters filed before the Court for compliance with the SC LBR and as required by SC LBR 2090-1.

12. PSZ&J is primarily handling the negotiations with the Debtors' DIP Lender on the DIP Financing motion and any global case implications arising therefrom as the DIP Lender is also the stalking horse bidder. NMRS is primarily responsible for responding to the Debtors' motion to sell substantially all assets and the bid procedures related thereto. Both PSZ&J and NMRS will have separate areas of responsibility that reflect their respective roles and that recognize, where appropriate, their respective proximities to the Debtors, the Court, and significant parties in interest in these cases.

### **SERVICES TO BE RENDERED**

13. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. Assisting, advising, and representing the Committee in its consultations with the Debtors regarding the administration of these cases;

- b. Assisting, advising, and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
- c. Assisting, advising, and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- d. Assisting, advising, and representing the Committee in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;
- e. Assisting, advising, and representing the Committee in its participation in the negotiation, formulation, and drafting of a plan of liquidation or reorganization;
- f. Advising the Committee on the issues concerning the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code;
- g. Assisting, advising, and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- h. Assisting, advising, and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions and claims against directors and officers and any other party; and
- i. Providing such other services to the Committee as may be necessary or appropriate in these cases.

**NO ADVERSE INTEREST OF PROFESSIONALS**

14. To the best of the Committee's knowledge, and based upon the Sandler Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Sandler Declaration.

15. To the best of the Committee's knowledge, except as provided in the Sandler Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained.

16. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should the Firm, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

17. The Firm represents many debtors and committees in other bankruptcy cases, and those debtors, the members of those committees, or those estates may be creditors of the Debtors. However, the Firm will not represent any those debtors, committees, or their members with respect to any claims that they may have collectively or individually against the Debtors.

### **PROFESSIONAL COMPENSATION**

18. Subject to Court approval and in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZ&J on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The Firm's standard hourly rates are:

	<b>2018 Rates</b>
Partners	\$650.00 - \$1,295.00 per hour
Of Counsel	\$595.00 - \$1,025.00 per hour
Associates	\$495.00 - \$595.00 per hour
Paraprofessionals	\$295.00 - \$395.00 per hour

19. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. These rates are set at a level designed to fairly compensate



PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.<sup>1</sup>

20. However, in this case PSZ&J has agreed that should the Committee request that PSZ&J submit interim and final fee applications with Mr. Sandler's rate at \$740.00 per hour and all other hourly rates discounted 20%, it will do so, and will not seek payment of the "discounted" amount from PSZ&J's normal rates unless and until the Committee approves such request, which will be in its sole discretion. PSZ&J will also waive any cost related to travel that it incurs in these cases.

21. The hourly rates set forth above are PSZ&J's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, printing and scanning, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, and transcription costs. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and within the guidelines set forth in Local Rule 2014-1 and 2016-1, and all amendments and supplemental standing orders of the Court. PSZ&J believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

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<sup>1</sup> These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

**NOTICE**

22. Notice of this Application has been provided to all parties listed on the Debtors' Master Service List. The Committee submits that such notice is sufficient and that no other or further notice be provided.

**NO PRIOR REQUEST**

23. No previous request for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZ&J as counsel effective as of November 30, 2018, and granting such other and further relief as is just and proper.

Date: December 21, 2018

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS CAFÉ HOLDINGS  
CORP., *et al.***

/s/ Lyena Hale

STORE Master Funding V, LLC

By: Lyena Hale

Solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of Café  
Enterprises, Inc., *et al.*, and not in any other  
capacity

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

In re:	)	Chapter 11
	)	
CAFÉ HOLDINGS CORP., <i>et al.</i> , <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, proposed 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, 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 and Proposed Order

Parties Served: See Attached Mailing Matrix

s/Linnea Hann  
Linnea Hann  
Paralegal

December 21, 2018

<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.

Label Matrix for local noticing  
0420-7  
Case 18-05837-hb  
District of South Carolina  
Spartanburg  
Fri Dec 21 11:23:55 EST 2018

7420 BROAD RIVER ROAD LLC  
BARBARA HUNTER  
1525 ASHLEY RIVER RD  
CHARLESTON SC 29407-5201

AAA Accurate Backflow Testing and Repair, LL  
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PO Box 50124  
COLUMBIA, SC 29250-0124

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2 West Washington Street  
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Dallas, TX 75265-0205

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LEXINGTON SC 29073-0001

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STORE MASTER FUNDING V LLC  
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David Brian Wheeler  
78 Wentworth Street  
Charleston, SC 29401-1428

David Brian Wheeler  
78 Wentworth Street  
PO Box 22828  
Charleston, SC 29413-2828

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g) (4).

South Carolina Department of Employment and  
Document Control-Bankruptcy  
P.O. Box 995  
Columbia, SC 29202-0995

Vandelay, LLC  
3578 St. Matthews Road  
Orangeburg, SC 29118

(d)Vandelay, LLC  
3578 St. Matthews Road  
Orangeburg, SC 29118

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)B&T Sand Company, Inc.

(u)Robert B. Barrier

(u)William L. Barrier

(u)CGD Real Estate Tennessee, LLC

(u)CLAIMS AGENT

(u)Michael A. DiGiacomo

(u)Bruce Dressler

(u)East Forest Plaza III, LLC

(u)M&R Investors, LLC

(du)M&R Investors, LLC

(u)MRB, LLC

(du)MRB, LLC

(u)Official Committee of Unsecured Creditors

(u)Old Mill Stream, LLC

(u)Betty B. Tyson

(u)Joel A. Tyson

End of Label Matrix  
Mailable recipients 92  
Bypassed recipients 16  
Total 108



**EXHIBIT A**

**Declaration of Bradford J. Sandler**

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.	)	

**DECLARATION OF BRADFORD J. SANDLER IN SUPPORT OF 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**

I, Bradford J. Sandler, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of South Carolina, that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), with offices located at 919 N. Market Street, 17<sup>th</sup> Floor, Wilmington, DE 19801. I am duly admitted to practice law in the states of Delaware, Pennsylvania, New Jersey and New York, the United States Supreme Court and the U.S. Court of Appeals third Circuit.

2. I am authorized to submit this declaration (the “Declaration”) in support of 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.*

3. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm’s attorneys have comprehensive experience representing creditors’ committees, debtors, creditors, trustees, and

others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases, including, among many others, The Bon-Ton Stores, Cobalt International Energy, Payless Holdings, The Great Atlantic & Pacific Tea Company, Circuit City Stores, and Buffets Holdings. Accordingly, the Firm is well-qualified to render the services described below.

4. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee (the "U.S. Trustee") or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of South Carolina, except as set forth herein.

5. The Debtors have retained various professionals, including Haynes and Boone LLP, McNair Law firm, P.A., and Duff & Phelps. The Firm has previously worked with and will continue to work with these referenced professionals on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

6. Section 1103(b) of the Bankruptcy Code does not impose the general "disinterestedness" standard of section 327(a) on proposed counsel to an official committee of unsecured creditors. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the U.S. Trustee.

7. The Firm has made the following investigation of its connections prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer

database, which contains the names of clients and other parties in interest in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of parties provided by the Debtors through the Firm's database. The categories of the parties entered in the Firm's database with respect to the Firm's conflicts check in these cases are set forth on Schedule 1 annexed hereto.

8. Based on the Firm's conflict check within its database, the Firm has not encountered any creditors of the Debtors in which a conflict exists between the Firm and such creditors. If, at any time during the course of this proceeding, the Firm learns of any representation which may give rise to a conflict, the Firm will promptly file with the Court an amended declaration identifying and specifying such involvement.

9. PSZ&J and certain of its attorneys have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases.

10. The Firm has not received any retainer or payment from the Debtors or the Committee. Nor has the Firm received any promise of payment in connection with these cases during the one-year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these cases. No promises have been received by the Firm nor by any attorneys thereof as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the

Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

11. The Firm intends to apply for compensation for professional services rendered in connection with these cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court.

The Firm's current standard hourly rates are:

	<b>2018 Rates</b>
Partners	\$650.00 - \$1,295.00 per hour
Of Counsel	\$595.00 - \$1,025.00 per hour
Associates	\$495.00 - \$595.00 per hour
Paraprofessionals	\$295.00 - \$395.00 per hour

12. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. These rates are set at a level designed to fairly compensate PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.<sup>2</sup>

13. However, in this case PSZ&J has agreed that should the Committee request that PSZ&J submit interim and final fee applications with Mr. Sandler's rate at \$740.00 per hour and all other hourly rates discounted 20%, it will do so, and will not seek payment of the "discounted"

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<sup>2</sup> These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

amount from PSZ&J's normal rates unless and until the Committee approves such request, which will be in its sole discretion. PSZ&J has agreed to waive any cost related to travel in these cases.

14. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, printing and scanning, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, and transcription costs. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these cases. PSZ&J intends to work closely with any such professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed on behalf of the Committee or charged to the Debtors' estates.

16. PSZ&J intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZ&J in these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
and correct.

Dated: December 21, 2018

*/s/ Bradford J. Sandler*  
Bradford J. Sandler

Café Holdings Corp.  
Potential Parties in Interest  
18-05837

Debtors and DBAs

Café Holdings Corp.  
Café Enterprises, Inc.  
CE Sportz LLC  
CES Gastonia LLC  
Fatz Café  
Fatz Southern Kitchen  
Tavern 24

Directors & Officers

Bob Bloom  
Brian Dukes  
Carl Lane  
Eric Easton  
Holly Smith  
Jim Mazany  
Tom Clark  
William Burton

Secured Creditors

Sysco Charlotte LLC  
Triangle Mexxanine Fund LLLP  
Shrayne Capital, LLC

Insurance

Lloyds of London  
Stratford Insurance Company  
The Hartford Steam Boiler Inspection and  
Insurance Company  
Zurich

Professionals

BDO USA,LLP  
Duff & Phelps LLC  
Fisher & Phillips LLP  
Goldberg Kohn  
Haynes and Boone, LLP  
Loughlin Management Partners + Company  
McNair Law Firm, P.A.  
Pepper Hamilton LLP  
Robinson, Bradshaw & Hinson

Top 30

7420 Broad River Road LLC  
B&T Sand Company

Beetle Enterprises  
Carolina Child Care Properties  
Center Hills, LLC  
Duke Power  
Fishbowl, Inc.  
Freshpoint  
Gary & Margaret Smith  
Geoffrey Stuchman  
Hamilton Chase-Citadel, LLC  
Henderson Crossing  
Infinity Marketing Solutions, Inc.  
Koury Corp  
M&R Investors  
Maxpoint Interactive, Inc.  
MRB, LLC  
NCR Corporation  
Old Mill Stream  
Pepper Hamilton LLP  
PP Gaston mall  
Restaurant Technologies, Inc.  
Robinson, Bradshaw & Hinson  
Store Master Funding I, LLC  
Store Master Funding V, LLC  
Sysco  
Sysco-Charlotte  
Thrift Brothers  
Tryon Sisson  
Valassis Digital  
Winds Crossing

Banks

BB&T  
Citizens Bank  
Community First  
County Bank  
CresCom Bank  
Entegra Bank  
First Citizens  
First National Bank  
Meta Bank/Money Network  
National Bank of South Carolina  
NBSC  
People's Bank  
South Bank  
Synovus Bank



TD Bank  
Union Bank  
United Community

Equity

Bill Burton  
Brian Harrington  
Chuck Faust  
David & Suzanne Hadley  
Eric Holman  
Fred Grant  
Gerald Johnson  
Jane Melvin  
Jim Bails  
Larry Zwain  
Linda Kiehl  
Lynne Burton  
Milestone Partners III, L.P.  
Milestone Partners III, L.P. 2  
Pedro Garcia  
Richie Cannon  
Sara Anderson  
Steve Bruce  
Steve Corson  
Tabitha Sprouse  
Tony Wright  
Triangle Capital

Lenders

ACM Fatz VII LLC  
Atalaya Administrative LLC  
Madison Capital Funding LLC  
Triangle Mezzanine Fund LLLP

Landlords

B & T Sand Company Inc.  
Bill Barnett  
Carolina Child Care Properties  
CDG Real Estate Tennessee LLC  
Eaglewood Properties  
East Forest Plaza III LLC  
Gary And Margaret Smith  
Geoffrey S Stutchman & Leehouang  
George R Bailey Jr.  
Great Meadows LLC

Hamilton Chase Citadel LLC  
Hilltop Way LLC  
James Rogers And Louis Manios  
John Narguizian  
Koury Corp  
Ligon Properties LLC  
MRB LLC  
Ohlandt Properties LLC  
Old Mill Stream LLC  
PP Gaston Mall  
RCC Shoppes At West Market  
Riverview Office Park  
Store Master Funding I LLC  
Store Master Funding V LLC  
Suso3 Holding  
The Vans Steennis Family Trust  
Thrift Brothers  
Tryon Sisson  
Vandelay  
Warner Robins Westgate LLC  
Winds Crossing

Utilities

Access Point, Inc.  
Anderson County Sewer  
Appalachian Power AT&T  
Athens Clarke County Finance  
Atmos Energy  
Birch Communications  
Blue Ridge Electric Cooperative  
Blue Ridge Mountain EMC  
Board of Public Works  
BTES  
Carolina Sound Communications  
Century Link  
Charleston Water System  
Charter Communications  
Chesterfield County Rural  
City of Aiken  
City of Asheville  
City of Blairsville  
City of Bristol, TN  
City of Camden  
City of Clinton  
City of Columbia  
City of Conway

City of Elizabethton, TN  
City of Florence  
City of Gastonia  
City of Greensboro  
City of Jasper  
City of Kannapolis  
City of Kingsport  
City of Lenoir  
City of Lincolnton  
City of Marion  
City of Morganton  
City of Pooler  
City of Rock Hill  
City of Rockingham  
City of Shelby  
City of Toccoa  
City of Warner Robins  
City of Winder  
Clinton-Newberry Natural Gas  
Columbia County Water and Sewer  
Combined Utility System  
Comcast  
Commission of Public Works  
Department of Public Utilities Direct TV  
Dish Network  
Duke Energy Progress  
Duke Energy  
Elizabethton Electric System  
Flint Energies  
Fort Hill Natural Gas Authority  
Frontier  
Georgia Power  
Greeneville Light & Power  
Hendersonville Water & Sewer  
Horry Electric  
Mid-Carolina Electric  
Northland Cable Television  
Piedmont Natural Gas  
ProFlame  
Public Service Authority  
Public Service Company of NC  
Sandy Springs Water District  
Scana Energy  
Seneca Light & Water Plant  
South Carolina Electric & Gas  
Spartanburg Water System

Time Warner Cable  
Touchtone Communications  
Town of Cheraw Water Works  
Town of Dublin  
Town of Forest City  
Town of Franklin  
Town of Lexington TruVista  
Verizon  
Waste Revelation LLC  
Windstream  
York County Natural Gas

Taxing Authorities

Aiken County  
Athens-Clarke County  
Athens-Clarke County Finance Department  
Barrow County  
Barrow County Environmental Health  
Barrow County Licenses  
Barrow County Tax Commissioner  
Buncombe County  
Buncombe County Tax Dept  
Burke County  
Cabarrus County Tax Collector's Office  
Caldwell County  
Carter County  
Charleston County  
Cherokee County Tax Collector  
Chesterfield County Treasurer  
City of Aiken  
City of Asheville  
City Of Blairsville  
City of Bristol  
City of Camden  
City of Clinton  
City of Columbia  
City of Conway  
City of Easley  
City of Elizabethton  
City of Greenwood  
City of Greer  
City of Hendersonville  
City of Jasper  
City of Kingsport  
City of Lenoir  
City of Marion

City of Morganton  
City of Orangeburg  
City of Rock Hill  
City of Rockingham  
City of Shelby  
City of Spartanburg  
City of Warner Robins  
Clarke County Environmental Health  
Clarke County Tax Commissioner  
Cleveland County  
Cleveland County Tax Collector  
Columbia County  
Columbia County Health Dept.  
Columbia County Tax Commissioner  
County Treasurer (GB&S)  
Florence County  
GA Department of Revenue  
Gaston County  
Greene County  
Greenville County  
Greenwood County  
Guilford County Tax Department  
Henderson County Tax Collector  
Horry County Treasurer  
Houston County Tax Commissioner  
Jackie W. Williams County Treasurer  
Kershaw County Treasurer  
Laurens County  
Lexington County Treasurer  
Lincoln County  
Macon County Tax Collector  
Macon Tax Office  
McDowell County  
NC ABC Commission  
NC Department of Revenue  
NCDHHS  
Oconee County  
Orangeburg County Treasurer  
Oren L Brady, Spartanburg County  
Treasurer  
Pickens County  
Pulaski County  
Richland County Business Service Center  
Richmond County Tax  
Richmond County Tax Collector  
SC Department of Revenue

SCDHEC  
SCDOR  
Spartanburg County Tax Collector  
State of TN  
Sullivan County  
TN ABC Commission  
TN Department of Revenue  
Town of Cheraw  
Town of Forest City  
Town of Franklin  
Town of Greenville  
Town of Lexington  
Union County Health Dept.  
Union County Tax Commissioner  
VAABC  
VA Department of Taxation  
York County Treasurer

PACA & Lien Claimants

Freshpoint  
Freshpoint Central Florida  
Freshpoint of Atlanta  
Freshpoint Southern Georgia  
Freshpoint Nashville  
Freshpoint Charlotte  
Sysco Charlotte LLC

Environmental Authorities

Environmental Protection Agency  
Georgia Dept of Natural Resources  
North Carolina Dept of Environmental  
South Carolina Dept of Health  
South Carolina Dept of Natural Resources  
Tennessee Dept of Environment  
Virginia Dept of Environmental Quality

Litigants

Brads Lawn Maintenance  
Burnett Family Trust  
Carolina Child Care Properties  
CES Gastonia, LLC  
CIT  
Fisher & Phillips  
Hamilton Chase-Citadel  
Headrich Outdoor Media  
Infinity Marketing

Isom Electric  
Jerry's Auto Trim  
Kilo, LLC  
Lawn Maintenance Service  
M&R Investors (James B. Rogers and Louis  
C. Manios)  
MBR, LLC  
McDowell Square / Great Meadows  
Old Mill Stream  
PP-Cox Road  
Riverview Office Park  
SIB Fixed Reduction  
Tavern 24  
The State Media  
Trust Brothers  
Van Steenis Family Trust  
Winds Crossing

Significant Vendors (owed \$1,000.00 or  
more)

3 Dimensions Lawn Care  
A Better Clean  
Absolute Sign Works  
Access Point  
Ace Refrigeration Service  
Adams Outdoor Advertising  
ADP, Inc.  
Advanced Restaurant Services  
Affordable Drain Cleaning & Plumbing  
Affordable Services  
Alpha Media  
Alternative Solutions Floor Cleaning  
Service  
Ambiance Radio  
Amplifii  
Appalachian Electronics  
Appalachian Power  
Aramark  
Aspire Fire Sprinkler, Inc.  
AT&T  
Athens Clarke County Finance Dept  
Atmos Energy  
Augusta Carpet Cleaning  
Avery Heating & Air Conditioning  
B Brothers  
Ballentine Equipment  
BBi Metrics

BB's Services  
BDO USA, LLP  
Becks Plumbing  
Benjamin Franklin Plumbing  
BFPE  
Black Box  
Blue Outdoor  
Blue Ridge Electric Cooperative  
Blue Ridge Mountain EMC  
Board Of Public Works  
Boon Administrative Services, Inc.  
Brad's Lawn Maintenance  
Bri-Darra  
Bristol Broadcasting Company, Inc.  
BTES  
Buckner Plumbing, Inc.  
Buzzell Plumbing, Heating & Air  
C.E. Holt Refrigeration  
Caldwell County Chamber  
Caraway Fire & Safety  
Carland Signs And Lighting LLC  
Carolina Headwear, LLC  
Carolina Kitchens Inc.  
Carolina Pro  
Carolina R.C.S  
Casper's Body And Locksmith Shop LLC  
Cater's Food Service Equipment  
CDW Computer Services, Inc.  
COD Real Estate Tennessee LLC  
Chapman Plumbing  
Chappells Maintenance  
Charleston Water System  
Charter Communications  
Cheadle Signworks  
Cintas  
CIT!  
City Gastonia  
City Of Aiken  
City Of Blairsville  
City Of Camden  
City Of Clinton  
City Of Columbia  
City Of Conway  
City Of Elizabethton, TN  
City Of Florence  
City Of Greensboro

City Of Kingsport	Ecolab Pest Elimination Div
City Of Lincolnton	EDT Construction
City Of Marion	Edwards Refrigeration, Inc.
City Of Morganton	Elizabethton Electric System
City Of Rock Hill	Emedia Group Inc.
City Of Rockingham	Emerald Services
City Of Shelby	Employment Screening Services
City Of Spartanburg False Alarm	Eneco Inc.
City Of Toccoa	Entercom Greenville WTPT-Fm
City Of Winder	Eyeretum Marketing LLC
CK Parts	F N Wholesale Lighting & Supply
Classic Hits 102.7	Fairway Outdoor Advertising
Clayton Sign Works, Inc.	Federal Express Corporation
Clemson University Athletic Dept	FHS Athletic Booster
Clinton-Newberry Natural Gas Authority-	Club Fire Control
Cody Jones	Systems Fishbowl, Inc.
Combined Utility System	Fisher & Phillips LLP
Comcast Spotlight	Floor Pro
Commercial Lighting	Fort Hill Natural Gas Authority
Commission Of Public Works - G	Four Oaks Lawn Service
Commission Of Public Works-GWD	Franklin Machine Products, Inc.
Community Broadcasters, LLC	Fresh Point Nashville
Cooper Mechanical Services, Inc.	Freshpoint
Creative Sign Service, Inc.	Galloway Construction, Inc.
Creekpointe	Garcia Studio, Inc.
Culbertson Enterprises Inc.	Gary and Margaret Smith
Cumbees Ultimate Cleaning Services	Georgia Gasket LLC
Cumulus Media	Georgia Power
Cumulus Tri Cities	Glenn Plumbing Co, Inc.
Cumulus-Columbia, SC WOMG-Fm	Goldberg Kohn
Cyclone Touchdown Club	Goodwin & Associates, LLC
Daisy Outdoor Advertising Co.	Google LLC
Data Source	Greasepro
Denton Lawn & Landscaping	Greeneville Light & Power System
Dept. Of Public Utilities	Greensky Graphics
Directv	Greenville Refrigeration Services, Inc.
Discovery Place, Inc.	Grinnell Fire Protection
DLS Alarm Systems, Inc.	Hamilton Chase, Inc.
Doc Maintenance Inc.	Hap Select
Duke Energy Progress	Harrison Landscape Management, Inc.
Duke Power	Haynes And Boone, LLP
Earthlink Inc.	Haynes Sign Co-Billboard Division
East Coast Solutions, LLC	Hite Mechanical
East Tennessee Landscaping	Hobart-Macon
Ecolab	Holston Valley Broadcasting Corp
Ecolab Food Safety Specialties	Hoods Unlimited

Horry Electric	NCR Corporation
Hoyle Plumbing, Inc.	Nelson, Mullins, Riley & Scarborough
H-Too-0	New Image Landscaping Supply
I Heartmedia	New River Valley Restaurant Services
I.B.N. Dist, Inc.	Nimble
Indeed	Nuco2 Inc.
Infinity Marketing Solutions, Inc.	Ohmstead Plumbing Co., LLC
Insite Mediacom 2, LLC	One Call Plumbing, Inc.
Intergrated Behavioral Health	One.Source
IPFS Corporation	Palmetto Heating & Air, LLC
Isom Electric	Pandora Media
J.E.S Equipment Sales & Service	Patriot Pro Turf And Landscape
J.I. Reece	Penske Truck Leasing Co., LP
Jae Services LLC	Pepper Hamilton LLP
Jan-Pro Of The Western Carolinas	Pepsi-Cola National
Jerry's Auto Trim	Phase 3 Media, LLC
Johnson Landscaping	Piedmont Natural Gas
Johnsons Lawncare	Pp-Gaston Mall, LLC
Kay Plumbing Services	Precision Electric
Keating Marshall PLLC	Premier Fire Protection, Inc.
Kent Nelson	Presbyterian College Athletics
Keys Innovative Solutions	Prestige Farms
King's Landscaping & Irrigation	Professional Carpet Care
Kingsport Chamber Of Commerce	Professional Party Rentals
Koury Corporation	Proflame
Lamar Companies	Pro-Tech Fire Services, LLC
Lane's Lawn Care	Providence Environmental Concepts And Services, LLC
Lawn Management Service	PSA
Legrand's Lawn Care	Public Service Company Of N.C.
Leroy Dyer Signs	Purified Air Services, Inc.
Lowe's	Pye Barker
Lutz Residential Garage Doors	QSR Automations, Inc.
M & W Outdoor, LLC	Quality Inn
Market Force Information	R&G Plumbing & Sewer Service
Mars Bluff Specialty Services	Rapit Rooter Plumbing
McGrady-Perdue Heating and Cooling, Inc.	RDK Equipment
MCT Enterprises	RDK Equipment Company, Inc.
Mid-Carolina Electric	Rea Landscape Management, LLC
Morganton Hampton Inn	Reece Heating And Air, LLC
Mr. Rooter	Reggie Frye
Mspark-Dallas Lockbox	Restaurant Magic
My Employees	Restaurant Technologies, Inc.
National Food Equipment	Richland County Finance
National Welders Supply Co., Inc.	Rivers Plumbing & Electrical
NC Child Support Central Colle	Rizon Restaurant Services, Inc.
NC Department Of Transportation	

Robinson, Bradshaw & Hinson  
Rodgers Upholstery Shop  
Ron's Carpet Cleaners  
Roto-Rooter  
Roto-Rooter Of Greenwood  
Roto-Rooter Plumbing  
Roto-Rooter Sewer Service  
Roto-Rooter-Fayetteville  
Safe Gard Products  
SCANA Energy  
SCEPF  
Self Opportunity Inc.  
Seneca Light & Water Plant  
Service Plumbing  
Services And Beyond  
Shore's Doors And Moore  
Shred-It USA  
SIB Development & Consulting, Inc.  
Sign Systems, Inc.  
Sinclair Broadcast  
Sinclair Broadcast Group  
Smoky Mountain Center  
Snagajob/Peoplermatter  
South Carolina Electric & Gas  
Southern Filter Services, Inc.  
Spartanburg Water System  
Stanley Steemer Of Tri-Cities  
Staples Business Advantage  
Steam Source  
Steamaster  
Summit Media  
Sysco  
Sysco-Charlotte  
Taylors Mini Warehouse  
Tech-Tronics Microwave Repair  
Ted Nichols  
The Seals  
The Seat Doctor  
The Sherwin-Williams Co  
The State Newspaper  
The Wasserstrom Company  
The Water Commission  
Thomas & Company  
Thomas & Thorngren  
Tidewater Landscape Management  
Time Warner Cable

Tony's Plumbing Repairs & Services  
Town Of Cheraw Water Works  
Town Of Dublin  
Town Of Forest City  
Town Of Lexington  
Troubleshooter  
TWC Services  
United States Traffic Network, LLC  
Unitedhealthcare  
Upward Star Center  
Urquhart Plumbing, Inc.  
Valassis Digital  
Velosio  
Waldrop Heating & Air Condition  
Walkup Electrical Construction, LLC  
Williamson SVU LLC  
Windstream  
WJHL  
WOLO  
Yelp Inc.  
York County Natural Gas

Judges and UST

Andrea W. Hill  
Barbara S. Sphon  
David R. Duncan  
Elisabetta G. Gasparini  
Helen E. Burris  
John E. Waites  
John T. Stack  
Julie C. Smoak  
Linda K. Barr

Office of the US Trustee, S.C. District

Andrea W. Hill  
Barbara S. Spohn  
Elisabetta G. Gasparini  
John Timothy Stack  
Julie C. Smoak  
Linda K. Barr

**EXHIBIT B**

**Declaration of Committee Chair**



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

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

**DECLARATION OF COMMITTEE CHAIR IN SUPPORT OF 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**

Lyena Hale, as authorized representative of the Committee, declare under penalty of perjury as follows:

1. STORE Master Funding V, LLC (“STORE”) was elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am employed by STORE and am the STORE representative serving on the Committee. I am authorized to submit this declaration (the “Declaration”) in support of 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* (the “Application”) on behalf of the Committee.<sup>1</sup>

**The Committee’s Selection of PSZ&J as Counsel**

2. Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On November 28, 2018, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following five (5) members: (i) B&T Sand Co., Inc.; (ii) Carolina Childcare Properties, LLC; (iii) Koury Corporation; (iv) Store Master Funding V, LLC; and (v) Thrift Brothers, Inc.

4. On November 28, 2018, the Committee held its initial meeting. On November 29, 2018 the Committee voted to retain the Firm as its counsel, subject to Court approval. The Committee believes that PSZ&J's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZ&J as the Committee's counsel during these Cases.

#### **Rate Structure**

5. In my capacity as Committee Chair, I am responsible for supervising counsel. PSZ&J has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZ&J has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. PSZ&J has agreed that should the Committee request that PSZ&J submit interim and final fee applications with Mr. Sandler's rate at \$740.00 per hour and all other hourly rates discounted 20%, it will do so, and will not seek payment of the "discounted" amount from PSZ&J's normal rates unless and until the Committee approves such request, which is within the Committee's sole

discretion. PSZ&J has also indicated that it will waive any travel-related cost it incurs in these cases. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZ&J.

**Cost Supervision**

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZ&J prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZ&J. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZ&J regularly submits, and, together with PSZ&J, periodically amend any budget and staffing plans, as the case develops.

*[remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Date: December 21, 2018

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS CAFÉ HOLDINGS  
CORP., *et al.***

*/s/ Lyena Hale*

\_\_\_\_\_  
STORE Master Funding V, LLC

By: Lyena Hale

Solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of Café  
Enterprises, Inc., *et al.*, and not in any other  
capacity

**EXHIBIT C**

**Proposed Order**

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.	)	

**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**

Upon consideration of 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* (the “Application”),<sup>1</sup> pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of South Carolina (the “Local Rules”), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP (“PSZ&J”) as counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors (collectively, the “Debtors”) in these chapter 11 cases; and upon consideration of the declarations of Bradford J. Sandler and the Committee Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as provided herein.
2. The Committee is authorized to retain and employ PSZ&J as counsel to the Committee effective as of November 30, 2018 pursuant to the conditions set forth in the Application and the Sandler Declaration, *nunc pro tunc* to November 30, 2018, as modified by this Order. Subject to Court approval, PSZ&J may be compensated for services rendered and reimbursed for expenses incurred beginning on November 30, 2018.
3. PSZ&J shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.
4. The Committee and PSZ&J are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. PSZ&J shall file applications for monthly, interim, and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Bankruptcy Code sections 330 and 331, such Bankruptcy Rules as may then be applicable, and any applicable orders and procedures of this Court, including the Interim Compensation Order. For billing purposes, PSZ&J shall keep its time in one tenth (1/10) hour increments in accordance with the U.S. Trustee Guidelines.

6. PSZ&J shall provide ten-business-days' notice to the Debtors, the U.S. Trustee, and any official committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. The U.S. Trustee's rights to object to any expense reimbursement sought by PSZ&J shall be preserved.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2018

THE HONORABLE HELEN E. BURRIS  
UNITED STATES BANKRUPTCY JUDGE