

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., *et al.*,¹ *d/b/a* The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220-jw

Joint Administration Pending

APPLICATION/AFFIDAVIT FOR
PRO HAC VICE ADMISSION

(1) Name. Charles W. Azano
First Middle Last

(2) Residence. I reside in the following state: Massachusetts
If a South Carolina resident, indicate months/years of residence: _____

(3) Business Address. I am an attorney and practice law under the name of or as a member of the following firm:

Firm name: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mailing address: One Financial Center, Boston, MA 02111

Telephone number: 617-348-1843

Facsimile number: 617-542-2241

E-mail address: cwazano@mintz.com

(Application will not be considered without an e-mail address to receive electronic notification.)

(4) Jurisdiction of this Court. I, by execution of this Application and Affidavit, consent and agree to comply with the applicable statutes, laws, and rules of the State of South Carolina, with all applicable federal statutes, laws, and rules, including Local Rules of the United States District Court for the District of South Carolina (particularly, Local Civil Rule 83.I.08 and/or Local Criminal Rule 57.I.08). I consent to the jurisdiction of the United States District Court for the District of South Carolina in all matters of attorney conduct.²

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338); CCHG Holdings, Inc. (1356); The Cliffs at Mountain Park Golf & Country Club, LLC (2842); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898); The Cliffs at High Carolina Golf & Country Club, LLC (4293); The Cliffs at Glassy Golf & Country Club, LLC (6559); The Cliffs Valley Golf & Country Club, LLC (6486); and Cliffs Club & Hospitality Service Company, LLC (9665).

² This District maintains a web site (www.scd.uscourts.gov) from which the federal and local rules of procedure and related materials may be obtained.

(5) Regular Practice of Law. I am a member in good standing of the bar of the highest court of the State of Massachusetts where I regularly practice law. **Attached is my certificate of good standing.**

(6) Additional Bar Membership. I have been admitted to practice before the following courts: (List all of the courts Applicant has been admitted to practice before: United States District Courts; United States Circuit Courts; the Supreme Court of the United States; and courts of other states or the District of Columbia.) By signing this Affidavit, I certify that I am a member in good standing of each of the listed bars unless otherwise noted.

Court	Date Admitted	Good Standing
<u>U.S. District Court Massachusetts</u>	<u>2004</u>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<u>_____</u>	<u>_____</u>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<u>_____</u>	<u>_____</u>	<input type="checkbox"/> Yes <input type="checkbox"/> No

(7) Pending Disciplinary Matters. Are you presently the subject of any formal suspension or disbarment proceedings, and have you been notified by any disciplinary agency of the initiation of formal procedures? Yes No
 (If "yes," give particulars, such as jurisdiction, court, date, grounds. Information to comply with this paragraph may be provided *in camera* but that fact shall be revealed below.)

(8) Curtailment of Prior Pro Hac Vice Admissions. Have you ever had any application for admission *pro hac vice* in this or any other jurisdiction denied or any *pro hac vice* admission revoked?
 Yes No
 (If "yes," give particulars, such as date, court, docket number, judge, circumstances; attach a copy of any order of denial or revocation.)

(9) Sanctions. Have you ever had any certificate or privilege to appear and practice before any judicial or administrative body suspended or revoked, or received a public reprimand or greater sanction?
 Yes No
 (If "yes," give particulars, e.g., judicial or administrative body, date of suspension, and reinstatement.)

(10) Criminal Sanctions. Have you ever been convicted of a felony under the laws of the District of Columbia or of any State or under the laws of the United States?
 Yes No

(If "yes," give particulars, such as date, court, judge, circumstances, and ultimate disposition.)

- (11) Present and Previous Pro Hac Vice in this Court. Have you, within the last ten (10) years, filed an application to appear *pro hac vice* in the United States District Court for the District of South Carolina or another court in the state of South Carolina?

Yes No

(If "yes," give court, case name, docket number, and status of litigation, year of application, local counsel of record in each case, and state whether application is pending or was granted.) Attach additional pages if necessary.

- (12) Designated Local Counsel. Local counsel of record associated with Applicant in this case is:

Attorney Name: Elizabeth (Lisa) J. Philp
Firm name: McNair Law Firm, P.A.
Mailing address: P. O. Box 1431, Charleston, SC 29402
Telephone number: (843) 723-7831
Facsimile number: (843) 805-6568
E-mail address: lphilp@mcnair.net

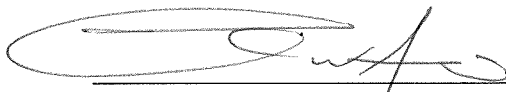
Attorney Name: Michael M. Beal
Firm name: McNair Law Firm, P.A.
Mailing address: P. O. Box 11390, Columbia, SC 29211
Telephone number: (803) 799-9800
Facsimile number: (803) 753-3277
E-mail address: mbeal@mcnair.net

I understand that local counsel of record is required to: (1) personally sign each pleading, motion, discovery procedure, or other document served or filed in this Court; (2) accept service of all pleadings and notices as required on behalf of all counsel for the party represented; (3) be present at all pretrial conferences, hearings and trials, unless excused by the Court; (4) be prepared to participate actively as may be necessary; and (5) assure compliance with Local Civil Rules 83.I.04, 83.I.05, and 83.I.06 or Local Criminal Rules 57.I.04, 57.I.05, and 57.I.06 as appropriate. Local counsel of record may attend discovery proceedings.

- (13) Associated Counsel. In addition to local counsel designated above, the following counsel are also associated with the undersigned in this case and any related adversary proceeding.

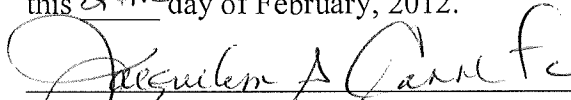
Robin C. Stanton, Michael H. Weaver, McNair Law Firm, P.A., Post Office Box 11390,
Columbia, SC 29211 Tel: (803) 799-9800 Fax: (803) 753-3277
rstanton@mcnair.net, mweaver@mcnair.net

- (14) Application Fee. I affirm that the application fee of two hundred and fifty dollars (\$250) has been paid in accordance with Local Civil Rule 83.I.05 or Local Criminal Rule 57.I.05 or paid herewith.
- (15) Electronic Notification. By submitting this application, I consent to electronic notification.
- (16) Represented Party/Parties. I seek to represent the following party/parties: **Wells Fargo Bank, National Association in its capacity as Indenture Trustee.**

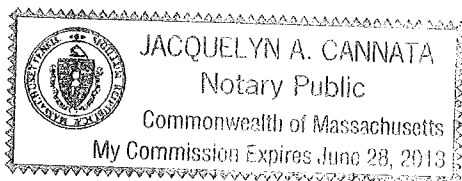


Signature of Applicant
Charles W. Azano

Sworn to and subscribed before me
this 24th day of February, 2012.



Notary Public of the State of Massachusetts
My Commission expires: 6/28/13



UNITED STATES DISTRICT COURT

DISTRICT OF

MASSACHUSETTS

CERTIFICATE OF
GOOD STANDING

I, Sarah A. Thornton, Clerk of this Court,

certify that Charles W. Azano, Bar 655775,

was duly admitted to practice in this Court on

April 15, 2004, and is in good standing
DATE

as a member of the Bar of this Court.

Dated at Boston, Massachusetts on February 23, 2012.
LOCATION DATE



Sarah A. Thornton
CLERK

Seamus M. Taylor
DEPUTY CLERK