

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

In re) Case No. 12-01220-W
The Cliffs Club & Hospitality) Jointly Administered
Group, Inc. et al)
dba The Cliffs Golf & Country) Chapter 11
Club)
Debtor(s)) Application for Final
Compensation

Now comes John B Butler III, ("Applicant") as Local Counsel for Unsecured Creditors Committee seeking the allowance of interim compensation and costs for the period beginning March 7, 2012, and ending October 11, 2012, ("Application Period") and alleges as follows.

1. On February 28, 2012 ("Petition Date"), the Debtors filed their voluntary petitions for relief with this Court under chapter 11 of the Bankruptcy Code.
2. The Debtors Plan of Reorganization has been confirmed and the Debtors are proceeding with the sale of the assets to the successful bidder. No trustee or examiner has been appointed in these Chapter 11 Cases.
3. On March 12, 2012, the United States Trustee for Region 4 ("U.S. Trustee"), pursuant to section 1102(a) of the Bankruptcy Code, appointed the Committee pursuant to the Fourth Amended Appointment of Committee of Unsecured Creditors [Doc. No. 141] to represent the interests of the Debtors' unsecured creditors in these Chapter 11 Cases.
4. By order entered on March 26, 2012, the Committee was authorized to employ Applicant as its Local Counsel *nunc pro tunc* to March 7, 2012.
5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory authority for the relief sought is found in §§ 330 and 331 of the Bankruptcy Code.
6. Applicant has complied with (i) the United States Trustee Guidelines

for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 ("U.S. Trustee Guidelines") and (ii) the Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals [Doc. No. 206], dated March 26, 2012 ("Compensation Procedures Order").

7. Pursuant to the terms of the Compensation Procedures Order, if no objection to a duly appointed professional's monthly statement is filed within fourteen (14) days of the date of serving such monthly statement, then the Debtors are to promptly pay such professional eighty percent (80%) of the fees and one hundred percent (100%) of expenses set forth in the applicable monthly statement.

8. Under the terms of the Compensation Procedures Order, at four-month intervals, each professional shall file with the Court an application for interim Court approval and allowance of the compensation and reimbursement of expenses requested. At the request of the U.S. Trustee and this Court, the Application Period has been changed to three-month intervals.

9. Applicant has not entered into any agreement, express or implied, with any other party for the purposes of fixing or sharing fees or other compensation to be paid for professional services rendered in this case. No promises have been received by Applicant as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

10. By this Application, Applicant seeks approval and allowance of (a) compensation for professional services rendered as Local Counsel for the Committee, during the Application Period and (b) reimbursement of expenses incurred in connection with such services during the Application Period.

11. The fees and expenses for which Applicant's requests for allowance of compensation and reimbursement relate to the Application Period and were rendered in connection with these Chapter 11 Cases and in the exercise of Applicant's professional responsibilities as Local Counsel to the Committee. Applicant respectfully submits the services rendered during the Application Period were at the request of the Committee and in all respects have been reasonable, necessary and beneficial to the Committee and to the Debtors' estates.

12. Applicant has been billing at an hourly rate of \$400.00 and has spent

a total of 143.3 billable hours during the Application Period. Applicant has also incurred reasonable and necessary expenses of \$1,485.96 during the Application Period. See Exhibit A for all detailed Fee and Expense Documents for the period of March 2012 - May 2012 and Exhibit B for all detailed Fee and Expense Documents for the period of June 2012 - August 2012.

13. To date in accordance with the Compensation Procedures Order, Applicant has received payments due on its monthly statements as follows:

Month	Amount Billed/ Requested	Amount Paid to Date	Amount Owed and Requested and/or Paid	Comment
March 2012	\$10,677.50	\$8,581.50	\$2,096.00	80% of fees/100% of Expenses
April 2012	\$8,205.81	\$6,597.81	\$1,608.00	80% of fees/100% of Expenses
May 2012	\$14,929.51	\$12,105.51	\$2,824.00	80% of fees/100% of Expenses
March - May 2012	\$6,528.00	\$6,528.00	\$0.00	Interim Compensation of unpaid 20% balance; paid in full
June 2012	\$6,674.67	\$5,345.67	\$1,329.00	80% of fees/100% of Expenses
July 2012	\$7,901.45	\$7,661.43	\$240.02	Partial payment and payment on part of June 2012 bill
August 2012 (until 8/23/12)	\$9,569.77	\$7,681.77	\$1,888.00	Partial Payment

Sep. Oct. 2012 ¹	\$847.25	\$0.00	\$847.25	Time billed after August bill and included in Final Application
Totals	\$58,805.96	\$54,501.69	\$4,304.27	Balance due

14. By Application dated June 15, 2012, Applicant requested the unpaid 20% balance of fees for the months of March through May 2012. After the Application for Interim Compensation was approved, Applicant was paid the sum of \$6,528.00 for the remaining 20% balance owed on fees incurred from March - May 2012.

15. In connection with the reimbursement of expenses, Applicant charges its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. These expenses include, among other things, teleconference charges, mail and express delivery charges, photocopying charges, out-of-town travel expenses, and electronic research.

16. Applicant has not incurred expenses for luxury accommodations, meals, or travel and has tried to minimize expenses charged to the Debtors' estate.

17. In accordance with this Court's Order Establishing Certain Notice, Case Management and Administrative Procedures [Doc. No. 121] entered on March 8, 2012 ("Case Management Order"), Notice of this Application has been served upon the Service List defined in the Case Management Order.

18. Exhibit C attached is the Proposed Order submitted on this Application.

19. This is Applicant's **final** application for compensation.

¹ Subsequent to August 23, 2012, Applicant incurred 2.1 hours in legal fees and \$7.25 in costs in responding to Member inquiries regarding the status of the case and preparing his Final Fee Application and corresponding with Lead Counsel for the Committee as well as Debtors' Attorneys about filing the Final Fee Application for Bingham McCuthchen.

