

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

PROSPECT CAPITAL CORPORATION,

Plaintiff,

v.

WELLSPRING CAPITAL MANAGEMENT,
LLC, *et al*,

Defendants.

Adversary/Complaint No.: 19-80071-dd

ORDER

A Motion and Application/Affidavit for Admission *Pro Hac Vice* has been filed in this case and considered by the undersigned.

IT IS ORDERED THAT:

Applicant Lewis R. Clayton who represents Wellspring Capital Management LLC, Wellspring Capital Partners IV, L.P., WCM GenPar IV, L.P., WCM GenPar IV GP, LLC, Alexander E. Carles, William F. Dawson, Jr., and John E. Morningstar,

Be **granted** admission *pro hac vice* in this case.

FILED BY THE COURT
09/30/2019



Entered: 10/01/2019

David R. Duncan
Chief US Bankruptcy Judge
District of South Carolina

Notice Recipients

District/Off: 0420-3
Case: 19-80071-dd

User: weathers
Form ID: pdf01

Date Created: 10/1/2019
Total: 6

Recipients of Notice of Electronic Filing:

aty	Keith Moss Babcock	kmb@lblegal.com
aty	Mary Campolong	mcampolong@robinsongray.com
aty	R. William Metzger, Jr.	bmetzger@robinsongray.com

TOTAL: 3

Recipients submitted to the BNC (Bankruptcy Noticing Center):

aty	Jacob A Adlerstein	Paul Weiss Rifkind Wharton Garrison LLP	1285 Avenue of the Americas	New
	York, NY 10019			
aty	Kevin K Bell	ROBINSON GRAY STEPP & LAFFITTE, LLC	PO Box 11449	Columbia, SC 29211
aty	Lewis R Clayton	Paul Weiss Rifkind Wharton Garrison LLP	1285 Avenue of the Americas	New
	York, NY 10019-6064			

TOTAL: 3

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**Motion
in Support of
Pro Hac Vice Application**

The undersigned local counsel hereby moves, together with the attached Application and Affidavit, that Lewis R. Clayton be admitted *pro hac vice* in the above-captioned case as associate counsel. As local counsel, I understand that:

1. I will personally sign and include my District of South Carolina federal bar attorney identification number on each pleading, motion, discovery procedure, or other document that I serve or file in this court; and
2. All pleadings and other documents that I file in this case will contain my name, firm name, address, and phone number and those of my associate counsel admitted *pro hac vice*; and
3. Service of all pleadings and notices as required shall be sufficient if served upon me, and it is my responsibility to serve my associate counsel admitted *pro hac vice*; and
4. Unless excused by the court, I will be present at all pretrial conferences, hearings, and trials and may attend discovery proceedings. I will be prepared to actively participate if necessary.
5. Certification of Consultation (Local Civil Rule 7.02).
 - Prior to filing this Motion, I conferred with opposing counsel who has indicated the following position as to this Motion: will likely oppose; does not intend to oppose
 - Prior to filing this Motion, I attempted to confer with opposing counsel but was unable to do so for the following reason(s):
 - No duty of consultation is required because the opposing party is proceeding pro se.

LEWIS BABCOCK L.L.P.

Firm Name

Post Office Box 11208

Street Address or Post Office Box
Columbia, South Carolina 29211

City, State, Zip Code

(803)771-8000

Telephone Number

kmb@lewisbabcock.com

E-mail address

September 27, 2019

Keith M. Babcock

Name of Local Counsel

s/ Keith M. Babcock

Signature of Local Counsel

Local Counsel for Wellspring Capital Management
LLC, Wellspring Capital Partners IV, L.P., WCM
GenPar IV, L.P., WCM GenPar IV GP, LLC,
Alexander E. Carles, William F. Dawson, Jr., and
John E. Morningstar

District of South Carolina

Federal Bar Number: 1143

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF SOUTH CAROLINA

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CIVIL ACTION FILE

No. 19-80071

Removed from the Court of Common
Pleas Lexington County, South
Carolina: 2019 CP 3202045

Application/Affidavit for *Pro Hac Vice*
Application

(1) Name. Lewis R. Clayton
First Middle Last

(2) Residence. I reside in the following state: New York
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: Paul, Weiss, Rifkind, Wharton & Garrison LLP _____

Mailing address: 1285 Avenue of the Americas City/State/Zip New York, NY 10019-6064

Telephone number: (212) 373-3215

Facsimile number: (212) 492-0215

E-mail address: lclayton@paulweiss.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.¹

(5) Regular Practice of Law. I am a member in good standing of the bar of the highest court of the District of Columbia or the State of New York 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 of Appeals; the Supreme Court of the United States; and courts of other

¹This District 1 maintains a web site (www.scd.uscourts.gov) from which the federal and local rules of procedure and related materials may be obtained.

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	
New York, 1st Department	04/09/1979	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 11th Circuit	10/26/1981	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 2nd Circuit	07/16/1991	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 3rd Circuit	06/29/1992	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 5th Circuit	10/26/1981	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 7th Circuit	10/17/1986	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, 10th Circuit	03/15/1990	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
District of Columbia Court of Appeals	09/06/1989	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Appeals, Federal Circuit	11/23/1987	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Court of Claims	02/14/1986	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. Tax Court	08/09/1984	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. District Court, Eastern District of New York	08/27/1979	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
U.S. District Court, Southern District of New York	08/28/1979	<input checked="" 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) Curtailement 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:

Keith M. Babcock

Firm Name:

Lewis Babcock L.L.P.

Street Address or Post Office Box:

1513 Hampton Street

City, State, and Zip Code:

Columbia, SC 29211

Telephone Number:

(803) 771 8000

E-Mail Address:

kmb@lewisbabcock.com

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.

- (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:

Wellspring Capital Management LLC

Wellspring Capital Partners IV, L.P

WCM GenPar IV, L.P.

WCM GenPar IV GP, LLC

Carles, Alexander E.

Dawson, Jr., William F.

Morningstar, John E.

(17) I certify that I have read Local Civil Rule 30.04 regarding the conduct of depositions.



Signature of Applicant

Sworn to and subscribed before me
this 25 day of September, 2019.

Carolyn Beelitz

A Notary Public
of the State of New York

My Commission expires: April 28, 2022

CAROLYN BEELITZ
Notary Public, State of New York
No. 01BE6301923
Qualified in New York County
Commission Expires April 28, 2022

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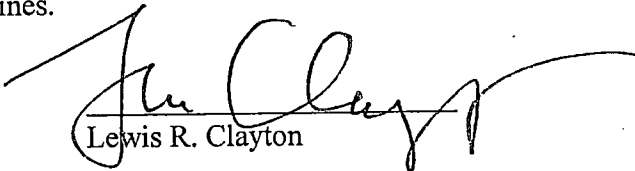
Removed from the Court of Common
Pleas Lexington County, South
Carolina: 2019 CP 3202045

Supplemental Application for *Pro Hac*
Vice Admission

The undersigned has filed an Application for *Pro Hac Vice* Admission. The undersigned further certifies that:

1. Lewis R. Clayton has a proficient understanding of bankruptcy law and procedure to wit: Lewis has advised a variety of clients including restructuring committees in numerous chapter 11 cases and contested restructuring transactions. He is familiar with and has an understanding of the Federal Rules of Bankruptcy Procedure and the Title 11 of the United States Code.

2. Lewis R. Clayton agrees to abide by the District of South Carolina Local Bankruptcy Rules and applicable chambers guidelines.


Lewis R. Clayton

**Appellate Division of the Supreme Court
of the State of New York
First Judicial Department**

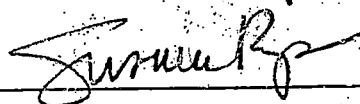
I, Susanna Rojas, Clerk of the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, certify that

LEWIS RICHARD CLAYTON

was duly licensed and admitted to practice as an Attorney and Counsellor at Law in all the courts of the State of New York on April 9, 1979, has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counsellors at Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an attorney and counsellor at law.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of this court on

September 17, 2019



Clerk of the Court

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- Be **granted** admission *pro hac vice* in this case.
- Be **denied** admission *pro hac vice* in this case.