

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

Case No. 12-01220

**ORDER AUTHORIZING (I) CONTINUED USE OF EXISTING CASH MANAGEMENT
SYSTEM, (II) CONTINUED USE OF EXISTING BANK ACCOUNTS, (III)
AUTHORIZING CONTINUED USE OF EXISTING BUSINESS FORMS, AND (IV)
GRANTING A WAIVER OF INVESTMENT AND DEPOSIT REQUIREMENTS**

The relief set forth on the following pages, for a total of 8 pages including this page, is hereby
ORDERED.

**FILED BY THE COURT
03/05/2012**



Entered: 03/05/2012

Chief US Bankruptcy Judge
District of South Carolina

**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

Joint Administration

**ORDER AUTHORIZING (I) CONTINUED USE OF EXISTING CASH MANAGEMENT
SYSTEM, (II) CONTINUED USE OF EXISTING BANK ACCOUNTS, (III)
AUTHORIZING CONTINUED USE OF EXISTING BUSINESS FORMS, AND (IV)
GRANTING A WAIVER OF INVESTMENT AND DEPOSIT REQUIREMENTS**

Upon the motion [Docket Entry No. 18] (the “Motion”)² of the Debtors for an order, pursuant to sections 105 and 363 of the Bankruptcy Code, authorizing (i) the continued maintenance and use of the Debtors’ existing cash management system, (ii) the continued maintenance and use of the Debtors’ existing bank accounts, (iii) the continued use of existing business forms and checks; and (iv) a waiver of investment and deposit requirements and upon the Cherry Declaration; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors’ estates,

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); Cliffs Club & Hospitality Service Company, LLC (9665).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

their creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

CONTINUED USE OF CASH MANAGEMENT SYSTEM

2. The Debtors are authorized to continue using the Cash Management System to manage their cash in the ordinary course of business and to otherwise transfer funds consistent with their past practices, except as set forth herein.

3. The Debtors shall maintain records of all transfers within the Cash Management System so that all transfers and transactions shall be adequately and promptly documented in, and ascertainable from, the Debtors' books and records, to the same extent as maintained prior to the commencement of these Chapter 11 cases.

4. The bank at which the Debtors maintain bank accounts (the "Bank"), as set forth on Exhibit A attached hereto (the "Bank Accounts"), is authorized and directed to (a) continue to administer, service, and maintain the Bank Accounts as such accounts were administered, serviced, and maintained prior to the Petition Date, without interruption and in the usual and ordinary course and (b) to pay any and all checks, drafts, wires, automated clearinghouse transfers, electronic fund transfers, or other items presented, issued, or drawn on the Bank Accounts (collectively, the "Debits") on account of a claim arising on or after the Petition Date so long as there are sufficient funds in the relevant Bank Accounts.

5. The Bank is restrained and prohibited from honoring any Debit presented, issued, or drawn on any Bank Account on account of a claim arising prior to the Petition Date (a "Prepetition Debit") unless the payment of such claim: (a) has been authorized by an order of this Court, (b) has been directed by the Debtors and not otherwise prohibited by a "stop

payment” request received by the relevant Bank from the Debtors, and (c) is supported by sufficient funds in the relevant Bank Account.

6. Subject to the provisions of this Order, the Bank is authorized and directed to rely on the representations of the Debtors as to which Debits are authorized to be honored or dishonored, whether or not such Debits are dated prior to, on, or subsequent to the Petition Date, and whether or not the Bank believes the payment are authorized by an order of the Court. To the extent that the Debtors direct that any Debit be dishonored, the Debtors may issue replacement Debits consistent with the orders of this Court.

7. The Bank shall implement reasonable handling procedures to effectuate the terms of this Order. No Bank that implements such handling procedures shall be liable to the Debtors or their estates, or otherwise held in violation of this Order, for honoring a Prepetition Debit or other Debit (a) at the direction of the Debtors to honor such Prepetition Debit or other Debit, (b) in the good faith belief that the Court has authorized that such Prepetition Debit or other Debit be honored, or (c) as a result of an innocent mistake made despite implementation of such handling procedures.

8. The relief, rights, and responsibilities provided for in this Order shall be deemed to apply to any and all Bank Accounts maintained in the Debtors’ names, whether or not such Bank Accounts are listed on Exhibit A attached hereto.

CONTINUED USE OF BANK ACCOUNTS

9. The requirements of the U.S. Trustee Guidelines that the Debtors close all existing bank accounts and open new debtor-in-possession accounts are hereby waived. Further, the requirements of the U.S. Trustee Guidelines that the Debtors establish specific bank accounts for tax payments are hereby waived. However, the Debtors shall close, and not reopen, any and

all Bank Accounts maintained at any and all financial institutions listed on the Unauthorized Depository List maintained by the Office of the United States Trustee.

10. The Bank Accounts are deemed debtor-in-possession accounts, the Debtors are authorized, but not directed, to maintain and use the Bank Accounts in the same manner and with the same account numbers, styles and document forms as those employed prior to the Petition Date, including, without limitation: (a) to deposit funds in, and withdraw funds from, the Bank Accounts by all usual means, including checks, wire transfers, and other Debits, (b) to pay postpetition ordinary course bank fees in connection with the Bank Accounts, (c) to perform obligations under the documents and agreements governing the Bank Accounts, and (d) to treat the Bank Accounts for all purposes as accounts of the Debtors in their capacity as debtors in possession.

CONTINUED USE OF BUSINESS FORMS AND CHECKS

11. The Debtors are authorized to continue using all checks and other banking forms substantially in the forms existing immediately prior to the Petition Date, without reference to the Debtors' status as debtors-in-possession, except that the Debtors have agreed to print "Debtor in Possession" on all of the Debtors' checks cut during the pendency of these bankruptcy cases.

WAIVER OF INVESTMENT AND DEPOSIT REQUIREMENTS

12. The Debtors are authorized to invest and deposit funds in accordance with the Debtors' established investment and deposit practices in effect as of the commencement of these Chapter 11 cases (as described in the Motion).

OTHER MATTERS

13. The requirements of Bankruptcy Rule 6004(a) are waived.

14. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

15. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.

16. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order

17. The Debtors shall, within three (3) business days hereof, serve a copy of this Order on all parties that received notice of the Motion, as well as all parties that have appeared in these Chapter 11 cases and requested notice since the Debtors filed the Motion, and file a certificate of service evidencing such service.

AND IT IS SO ORDERED.

Prepared and presented by:

/s/ Dána Wilkinson
Dána Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DANA
WILKINSON
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-and-

/s/ J. Michael Levensgood
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J. Michael Levensgood
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*Proposed Attorneys for Debtors and
Debtors in Possession*

EXHIBIT A

Debtors' Bank Accounts

National Bank of South Carolina Post Office Box 1798 Sumter, SC 29151	Operating Account	xxx98701
Harold L. Deprill, Jr., SVP (803) 775-1211	Payroll Account	xxx00701
	Credit Card Control Account	xxx99501

Certificate of Notice Page 9 of 10
United States Bankruptcy Court
District of South Carolina

In re:
The Cliffs Club & Hospitality Group, Inc
Debtor

Case No. 12-01220-jw
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7

User: porth
Form ID: pdf01

Page 1 of 2
Total Noticed: 4

Date Rcvd: Mar 05, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 07, 2012.

- db +The Cliffs Club & Hospitality Group, Inc., 3598 Highway 11, Travelers Rest, SC 29690-3598
- aty +William L Rothschild, Ogier Rothschild Rosenfield & Ellis-Mono, 170 Mitchell Street SW, Atlanta, GA 30303-3441
- cr Cliffs Members AD Hoc Group, Inc., c/o Jonathan Alter, One State St., Hartford, CT 06103-3178
- cr +Helena Chemical Company, c/o M. Kevin McCarrell, Smith Moore Leatherwood LLP, 300 East McBee Avenue, Suite 500, Greenville, SC 29601-2882

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

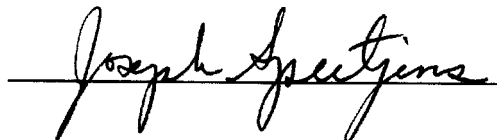
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 07, 2012

Signature:



District/off: 0420-7

User: porth
Form ID: pdf01

Page 2 of 2
Total Noticed: 4

Date Rcvd: Mar 05, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 5, 2012 at the address(es) listed below:

BMC Group, Inc. bmc-cliffs@bmcgroup.com
Dana Elizabeth Wilkinson on behalf of Debtor The Cliffs Club & Hospitality Group, Inc.
danawilkinson@charter.net, dwecfmail@gmail.com
Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association
lphilp@mcnair.net, rmobley@mcnair.net
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
Joseph F. Buzhardt on behalf of U.S. Trustee US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov,
robert.b.doyle@usdoj.gov
Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC
rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
Michael Kevin McCarrell on behalf of Creditor Helena Chemical Company
kevin.mccarrell@smithmoorelaw.com, betty.ward@smithmoorelaw.com; kim.harmstad@smithmoorelaw.com
Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net,
astokes@mcnair.net
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov

TOTAL: 10