

B1 (Official Form 1)(12/11)

United States Bankruptcy Court District of South Carolina	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): The Cliffs Club & Hospitality Group, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA The Cliffs Golf & Country Club	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 27-1396338	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 3598 Highway 11 Travelers Rest, SC	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 29690	ZIP Code
County of Residence or of the Principal Place of Business: Greenville	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input checked="" type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): The Cliffs Club & Hospitality Group, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached		Case Number:	Date Filed:
District:		Relationship:	Judge:
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

The Cliffs Club & Hospitality Group, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Dana Wilkinson
Signature of Attorney for Debtor(s)

Dana Wilkinson
Printed Name of Attorney for Debtor(s)

Dana Wilkinson District Court ID 4663
Firm Name

365-C East Blackstock Road
Spartanburg, SC 29301

Address

danawilkinson@danawilkinsonlaw.com

(864) 574-7944 Fax: (864) 574-7531

Telephone Number

February 28, 2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Timothy P. Cherry
Signature of Authorized Individual

Timothy P. Cherry
Printed Name of Authorized Individual

Authorized Officer
Title of Authorized Individual

February 28, 2012

Date

RIDER I

Pending Bankruptcy Cases Filed by the Debtor and Its Affiliates Each Concurrently Filed in the United States Bankruptcy Court for the District of South Carolina

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

1. CCHG Holdings, Inc.
2. The Cliffs Club & Hospitality Group, Inc.
3. The Cliffs at Mountain Park Golf & Country Club, LLC
4. The Cliffs at Keowee Vineyards Golf & Country Club, LLC
5. The Cliffs at Walnut Cove Golf & Country Club, LLC
6. The Cliffs at Keowee Falls Golf & Country Club, LLC
7. The Cliffs at Keowee Springs Golf & Country Club, LLC
8. The Cliffs at High Carolina Golf & Country Club, LLC
9. The Cliffs at Glassy Golf & Country Club, LLC
10. The Cliffs Valley Golf & Country Club, LLC
11. Cliffs Club & Hospitality Service Company, LLC

CERTIFICATE

Dated: February 28, 2012

The undersigned, an authorized officer of The Cliffs Club & Hospitality Group, Inc., a South Carolina corporation (the "Corporation"), does hereby certify the following at and as of the date hereof:

(i) attached as Annex A hereto is a true, accurate and complete copy of the resolutions (the "Resolutions") adopted by a vote of the Corporation's Board of Directors at a meeting of the Board of Directors duly held on January 4, 2012;

(iii) such Resolutions were adopted by the Board of Directors in accordance with the terms of the Corporation's articles of incorporation, as amended and restated; and

(iv) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.

/s/ Timothy P. Cherry

Name: Timothy P. Cherry

Title: Authorized Officer

ANNEX A

**Minutes of Special Meeting of Directors
of
CCHG Holdings, Inc and The Cliffs Club & Hospitality Group, Inc.
January 4, 2012**

A Special Meeting of the Directors of CCHG Holdings, Inc. and The Cliffs Club & Hospitality Group, Inc. ("collectively, the Company"), companies organized and existing under the laws of the State of South Carolina in the United States of America, was held on Wednesday, January 4, 2012 at 4:00 pm at 3598 Highway 11, Travelers Rest SC 29690 (the "Meeting"). Directors having received proper notice by email to Directors.

Timothy Cherry, Brett Kist, Geoff Carey, David Sawyer, Steve Humphrey and Dave Bailey were in attendance for the Meeting. Timothy Cherry reported that all Directors were in attendance in person or by phone, a quorum was present and Mr. Cherry called the Meeting to Order.

APPROVAL OF BANKRUPTCY FILING

WHEREAS, certain circumstances have developed that necessitate the filing of a petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in order to protect the Company, its parent, its subsidiaries, its assets and its business; and

WHEREAS, it is in the best interests of the Company that an appropriate person be authorized to take all actions reasonably necessary to cause the filing of such a petition and take all other actions necessary or expedient in connection with such filing, and upon such filing to take all actions reasonably necessary or expedient in connection with the prosecution of the Chapter 11 cases.

Until such time as the undersigned direct otherwise, it is therefore hereby

RESOLVED, that Timothy P. Cherry, its "Authorized Officer" is individually authorized, subject to consultation with Gary Marsh of McKenna, Long & Aldridge, PA, as counsel, to execute on behalf of the Company, its parent and subsidiaries as listed on Exhibit A, any petition, motion, application, schedule, exhibit, list or other document or papers (collectively, "Pleadings") necessary or expedient to cause the commencement and prosecution by the Company its parent and subsidiaries as listed on Exhibit A of a case under Chapter 11 of the Bankruptcy Code, at such time and in such venue as the Authorized Officer deems necessary or expedient in order reasonably to protect the Company, its parent and subsidiaries as listed on Exhibit A its assets and its business; and

RESOLVED, that, subject to subsequent approval of the Board of Directors, upon the commencement of such Chapter 11 cases the Authorized Officer is authorized to take or cause the Company its parent and subsidiaries as listed on Exhibit A to take full advantage of all protections available under Chapter 11 and other provisions of the Bankruptcy Code that are in the reasonable best interests of the Company, its parent and subsidiaries as listed on Exhibit A including, without limitation, the filing of any Pleadings or adversary proceedings and the proposal of post-petition financing arrangements or plan(s) of reorganization, or any other actions necessary or expedient in order to take full advantage of any such protections; and

RESOLVED, that subject to the provisions of the Bankruptcy Code and applicable rules, the Authorized Officer is authorized to retain such law firm(s), accountants, consultants and other third party advisors (collectively, "Professionals") as the Authorized Officer deems necessary or expedient to assist with such Chapter 11 filing or the prosecution of such Chapter 11 cases, under such terms, including payment of any retainer or fees, as such Professionals may require and the Authorized Officer deems appropriate; and

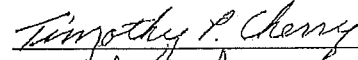
RESOLVED, that upon the commencement of such Chapter 11 cases, subject to the provisions of this Resolution and Consent, the Authorized Officer is expressly authorized to cause the Company, its parent and subsidiaries as listed on Exhibit A and the Company, its parent and subsidiaries as listed on Exhibit A is expressly authorized, to incur post-petition secured and super-priority indebtedness in such amounts and under such terms (including the granting of any liens including "priming liens" and other protections reasonably necessary to effectuate such financings), and to enter into any other post-petition agreements, as the Authorized Officer deems appropriate, and to execute, file and prosecute any agreements, documents or Pleadings necessary or expedient in order to effectuate any such financings or agreements; and

RESOLVED, that the Authorized Officer is authorized to cause the Company, its parent and subsidiaries as listed on Exhibit A, to pay all expenses, fees or other amounts incurred in connection with any of the forgoing as the Authorized Officer deems necessary or expedient; and

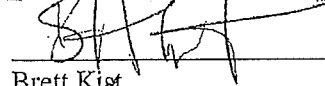
RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions has or have been taken by the Authorized Officer, such actions are hereby ratified and affirmed in their entirety.

The undersigned, being all of the members of the Board of Directors of the Company, its parent and subsidiaries as listed on Exhibit A hereby consent that this Written Consent be filed with the minutes of the Company, its parent and subsidiaries as listed on Exhibit A with an effective date as of the day and year first above written.

Directors




Timothy P. Cherry



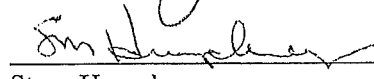
Brett Kist



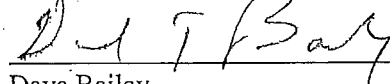
Geoff Carey



David Sawyer



Steve Humphrey



Dave Bailey

Exhibit A

CCHG Holdings, Inc.
The Cliffs Club & Hospitality Group, Inc.
The Cliffs Valley Golf & Country Club, LLC
The Cliffs at Glassy Golf & Country Club, LLC
The Cliffs at Mountain Park Golf & Country Club, LLC
The Cliffs at Keowee Springs Golf & Country Club, LLC
The Cliffs at Keowee Vineyards Golf & Country Club, LLC
The Cliffs at Keowee Falls Golf & Country Club, LLC
The Cliffs at Walnut Cove Golf & Country Club, LLC
The Cliffs at High Carolina Golf & Country Club, LLC
Cliffs Club & Hospitality Service Company, LLC

**United States Bankruptcy Court
District of South Carolina**

In re The Cliffs Club & Hospitality Group, Inc.
Debtor(s)

Case No. _____
Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CCHG Holdings, Inc. 3598 Highway 11 Travelers Rest, SC 29690	Common stock, no par value		100% Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 28, 2012

Signature /s/ Timothy P. Cherry
Timothy P. Cherry, Authorized Officer

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of South Carolina**

In re The Cliffs Club & Hospitality Group, Inc.

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for The Cliffs Club & Hospitality Group, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

SEE ATTACHMENT A

CCHG Holdings, Inc.
3598 Highway 11
Travelers Rest, SC 29690

James B. Anthony
3598 Highway 11
Travelers Rest, SC 29690

The Cliffs Communities, Inc.
3598 Highway 11
Travelers Rest, SC 29690

The Cliffs ESOP
The Cliffs Communities, Inc.
Attn: ESOP Trustees
3598 Highway 11
Travelers Rest, SC 29690

None [*Check if applicable*]

February 28, 2012

Date

/s/ Dana Wilkinson

Dana Wilkinson, District Court I. D. No. 4663

Signature of Attorney or Litigant

Counsel for The Cliffs Club & Hospitality Group, Inc.

Law Office of Dana Wilkinson

365-C East Blackstock Road

Spartanburg, SC 29301

(864) 574-7944

danawilkinson@danawilkinsonlaw.com

ATTACHMENT A

