

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

Case No. 12-01220

**ORDER AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

The relief set forth on the following pages, for a total of 5 pages including this page, is hereby **ORDERED**.

**FILED BY THE COURT
03/26/2012**



Entered: 03/26/2012

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

Jointly Administered

**ORDER AUTHORIZING DEBTORS TO RETAIN AND COMPENSATE
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

This matter is before the Court on the motion of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), for authority to retain and compensate certain professionals used in the ordinary course of business [Docket Entry No. 38] (the “Motion”).² The Court has considered the Motion, the Declaration of Timothy P. Cherry in Support of First Day Motions, and the matters reflected in the record of any hearing held on the Motion. It appears that the Court has jurisdiction over this proceeding; that this is a core proceeding; that appropriate notice of the Motion has been given and that no further notice is necessary; that no

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers and Chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC (4293) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

objections were filed to the Motion by the March 21, 2012 objection deadline; that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and that good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED.
2. The Debtors are authorized to retain Ordinary Course Professionals without further application to or approval of this Court, specifically including those Ordinary Course Professionals listed in Exhibit A to the Motion.
3. Each Ordinary Course Professional shall file with this Court a Retention Affidavit, substantially in the form of Exhibit B attached to the Motion, stating that such professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which such professional is to be employed.
4. Subject to the DIP Budget, the Debtors are authorized to compensate and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner, in the full amount billed by each such professional, upon receipt by the Debtors and the Indenture Trustee of a sufficiently detailed invoice indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' rights to dispute any such invoices), up to \$10,000 per month per such professional (the "Fee Cap"). Any payment in excess of the Fee Cap to any Ordinary Course Professional shall be subject to the prior approval of this Court in accordance with sections 330 and 331 of the Bankruptcy Code.
5. The Debtors shall not make any payment to an Ordinary Course Professional that has not filed a Retention Affidavit.

6. Every ninety (90) days (commencing ninety (90) days from the date hereof), the Debtors shall file a statement with this Court certifying their compliance with this Order, which statement shall include the following information: (a) for each Ordinary Course Professional, (i) the name of such Ordinary Course Professional and (ii) the aggregate amounts paid as compensation for services rendered and for reimbursement of expenses incurred by such Ordinary Course Professional during such ninety-day period; and (b) a list of any additional Ordinary Course Professionals that are retained or used after the Petition Date and that have not been reported to the Court previously. Such statement shall be served on the Office of the United States Trustee and on counsel for the Official Committee of Unsecured Creditors appointed in these cases.

7. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

Prepared and presented by:

/s/ Däna Wilkinson

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