

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 Pending

**DEBTORS' MOTION FOR EMERGENCY HEARING ON MOTION FOR ORDER
UNDER 11 U.S.C. §§ 105(A) AND 366 (I) PROHIBITING UTILITY COMPANIES FROM
ALTERING OR DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION
INVOICES, (II) APPROVING DEPOSIT AS ADEQUATE ASSURANCE OF PAYMENT,
AND (III) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY
UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT**

PLEASE TAKE NOTICE THAT the undersigned, on behalf 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"), does hereby move before this Court for an order granting an emergency hearing on Motion For Order Under 11 U.S.C. §§ 105(a) and 366 (i) Prohibiting Utility Companies from Altering or Discontinuing Service on Account of Prepetition Invoices, (ii) Approving Deposit as Adequate Assurance of Payment, and (iii) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment (the "Motion"), filed contemporaneously herewith. In support of this

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).

request for an emergency hearing, and pursuant to SC LBR 9013-1(d), the Debtors state as follows:

In connection with the operation of their businesses, the Debtors obtain Utility Services from various Utility Companies.² By the Motion, the Debtors seek entry of interim and final orders: (a) prohibiting the Utility Companies (as defined in the Motion) from altering or discontinuing service on account of unpaid prepetition invoices, (b) approving the adequate assurance arrangements set forth in the motion as providing Utilities Companies with “adequate assurance of payment” under section 366 of the Bankruptcy Code and deeming all utilities entitled to such assurance of payment under section 366 of the Bankruptcy Code to have received adequate assurance of payment pursuant to section 366; and (c) approving the Additional Adequate Assurance Procedures (as defined in the Motion) set forth in the Motion as the method for resolving disputes regarding adequate assurance of payment. The Debtors request the immediate entry of an interim order, to be followed by a final hearing on notice to the Utility Companies identified on Exhibit A to the Motion to be held within twenty-five (25) days of the Petition Date, and entry of a final order at the conclusion of that hearing. As described in more detail in the Motion, the services provided by the Utility Companies are crucial to the continued operations of the Debtors. If the Utility Companies refuse or discontinue service, even for a brief period, the Debtors could be forced to cease operations. The Debtors’ failure to obtain

² The Utility Companies known and identified by the Debtors to date are listed on Exhibit A to the motion. While the Debtors have used their best efforts to list their Utility Companies in Exhibit A, it is possible that certain Utility Companies may have been inadvertently omitted from the list. Accordingly, the Debtors reserve the right, under the terms and conditions of the motion and without further order of the Court, to amend Exhibit A to add any Utility Company that was omitted therefrom and to request that the relief requested therein apply to any and all such entities as well. In addition, the Debtors reserve the right to argue that (a) any of the entities now or hereafter listed in Exhibit A are not “utilities” within the meaning of section 366 of the Bankruptcy Code, and (b) any such entity is compelled by contractual obligation, state or local law, or otherwise, to continue to furnish services to the Debtors notwithstanding the Debtors filing for relief under Chapter 11 of the Bankruptcy Code.

the immediate entry of the proposed interim order prohibiting the Utility Companies from altering or discontinuing service on account of unpaid prepetition invoices, pending entry of the proposed final order, would result in immediate and irreparable harm to their estates. Thus, the Debtors respectfully request that the Motion be heard on an emergency basis, at the earliest possible time. Finally, counsel for the Debtors certifies that representatives of the Debtors have made substantial good faith efforts to resolve these matters with other parties in interest to the Motion, but such efforts have been unsuccessful.

WHEREFORE, the Debtors respectfully request that the Court enter an order granting their request for an emergency hearing on the Motion.

[signature follows]

Dated: February 28, 2012

Respectfully submitted,

/s/ Däna Wilkinson

Däna Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DÄNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
864.574.7944 (Telephone)
864.574.7531 (Facsimile)
danawilkinson@danawilkinsonlaw.com

-and-

/s/ J. Michael Levengood

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levengood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
404-527-4000 (phone)
404-527-4198 (fax)
gmarsh@mckennalong.com
mlevengood@mckennalong.com
bbates@mckennalong.com

Proposed Attorneys for Debtors and Debtors in Possession