

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc. *d/b/a* The Cliffs Golf & Country Club,

Debtor.

CHAPTER 11

Case No. 12-01220

In re:

CCHG Holdings, Inc. *d/b/a* The Cliffs Golf & Country Club,

Debtor.

CHAPTER 11

Case No. 12-01223

In re:

The Cliffs at Mountain Park Golf & Country Club, LLC *d/b/a* The Cliffs Golf & Country Club,

Debtor.

CHAPTER 11

Case No. 12-01225

In re:

The Cliffs at Keowee Vineyards Golf & Country Club, LLC *d/b/a* The Cliffs Golf & Country Club,

Debtor.

CHAPTER 11

Case No. 12-01226

In re:

**The Cliffs at Walnut Cove Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01227

In re:

**The Cliffs at Keowee Falls Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01229

In re:

**The Cliffs at Keowee Springs Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01230

In re:

**The Cliffs at High Carolina Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01231

In re:

**The Cliffs at Glassy Golf & Country Club, LLC
d/b/a The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01234

In re:

**The Cliffs Valley Golf & Country Club, LLC d/b/a
The Cliffs Golf & Country Club,**

Debtor

CHAPTER 11

Case No. 12-01236

In re:

**Cliffs Club & Hospitality Service Company,
LLC d/b/a The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01237

**MOTION OF DEBTORS FOR ORDER PURSUANT TO
BANKRUPTCY RULE 1015(b) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES**

COME NOW the above-captioned debtors and debtors in possession (collectively, the "Debtors"), and, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), move the Court to enter an Order substantially in the form attached hereto as Exhibit A (the "Joint Administration Order") directing the joint administration of these Chapter 11 cases. In support of this Motion, the Debtors state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

BACKGROUND

2. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

3. The Debtors are authorized to operate their businesses as Debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. A description of the Debtors' businesses, the reasons for filing these Chapter 11 cases, and the relief sought from this Court to allow for a smooth transition into operations under Chapter 11 are set forth in the Declaration of Timothy P. Cherry in Support of First Day Motions (the "Cherry Declaration"), which has been filed with the Court.

RELIEF REQUESTED

5. By this motion, pursuant to Bankruptcy Rule 1015(b), the Debtors request entry of an order directing the joint administration of their Chapter 11 cases for procedural purposes only. As set forth below, because of the administrative relationship of the Debtors and the similarity of their creditor constituencies, the relief requested herein is in the best interests of the Debtors' estates and will lessen the administrative costs of these Chapter 11 cases.

Joint Administration Will Facilitate the Administration of These Cases and Reduce Costs and Expenses

6. Rule 1015(b) of the Bankruptcy Rules provides in relevant part as follows:

If a joint petition or two or more petitions are pending in the same court by or against...a debtor and an affiliate, the court may order a joint administration of the estates.

7. The Debtors commenced the eleven (11) Chapter 11 cases referenced above by filing the appropriate petitions with this Court. The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested.

8. The Debtors believe that these cases should be administered jointly because the business operations of the Debtors are related and have common ownership. Entry of an order directing joint administration of these cases will obviate the need for duplicative notices, applications and orders, and thereby save considerable time and expense for the Debtors and their estates.

9. The Debtors seek the Court’s direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors’ cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc.; CCHG Holdings, Inc.; The Cliffs at Mountain Park Golf & Country Club, LLC; The Cliffs at Keowee Vineyards Golf & Country Club, LLC; The Cliffs at Walnut Cove Golf & Country Club, LLC; The Cliffs at Keowee Falls Golf & Country Club, LLC; The Cliffs at Keowee Springs Golf & Country Club, LLC; The Cliffs at High Carolina Golf & Country Club, LLC; The Cliffs at Glassy Golf & Country Club LLC; The Cliffs Valley Golf & Country Club, LLC; and Cliffs Club & Hospitality Service Company, LLC. The docket in **Case No. 12-01220** should be consulted for all matters affecting this case.

10. The Debtors request that one file and one docket be maintained for all of the jointly administered cases, which file and docket should be the file and docket established for the case of the corporation, In re: The Cliffs Club & Hospitality Group, Inc., et al. A proposed consolidated caption for all notices, applications, motions and other pleadings (the “Proposed Caption”) is annexed as Exhibit 1 to the proposed order approving this Motion. Pursuant to

section 342(c)(1) of the Bankruptcy Code, “[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor.” The Proposed Caption contains all of the required information and, therefore, the Debtors respectfully submit that the Proposed Caption satisfies the terms of section 342(c) of the Bankruptcy Code.

11. The rights of the respective creditors of the Debtors will not be adversely affected by the proposed joint administration of these cases because each creditor may still file its claim against a particular estate. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files. Likewise, supervision of the administrative aspects of the Chapter 11 cases by the Office of the United States Trustee will be simplified.

12. By reason of the foregoing, the Debtors submit that the interests of the Debtors and their creditors would best be served by joint administration of the above-captioned cases.

NOTICE

13. No trustee, examiner, or creditors’ committee has been appointed in these Chapter 11 cases. Notice of this motion has been provided to: (a) the Office of the United States Trustee for the District of South Carolina; (b) counsel to the Indenture Trustee (as defined in the Cherry Declaration); (c) counsel to the DIP Lender (as defined in the Cherry Declaration); (d) the Debtors’ fifty (50) largest unsecured creditors (on a consolidated basis); (e) those persons who have formally appeared in these bankruptcy cases and requested service pursuant to Bankruptcy Rule 2002; and (f) all applicable government agencies to the extent required by the Bankruptcy Rules and the Local Rules. Because of the nature of the relief requested in this motion, the Debtors submit that no other notice need be given.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: February 28, 2012

Respectfully submitted,

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Proposed Attorneys for Debtors and Debtors in Possession

Exhibit A

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

Case No. 12-01220
Case No. 12-01223
Case No. 12-01225
Case No. 12-01226
Case No. 12-01227
Case No. 12-01229
Case No. 12-01230
Case No. 12-01231
Case No. 12-01234
Case No. 12-01236
Case No. 12-01237

**ORDER DIRECTING THE JOINT ADMINISTRATION
OF THE DEBTORS' CHAPTER 11 CASES**

The relief set forth on the following pages, for a total of 9 pages including this page, is hereby **ORDERED**.

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

In re:

**The Cliffs Club & Hospitality Group, Inc. *d/b/a* The
Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01220

In re:

**CCHG Holdings, Inc. *d/b/a* The Cliffs Golf &
Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01223

In re:

**The Cliffs at Mountain Park Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01225

In re:

**The Cliffs at Keowee Vineyards Golf & Country
Club, LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01226

In re:

**The Cliffs at Walnut Cove Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01227

In re:

**The Cliffs at Keowee Falls Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01229

In re:

**The Cliffs at Keowee Springs Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01230

In re:

**The Cliffs at High Carolina Golf & Country Club,
LLC *d/b/a* The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01231

In re:

**The Cliffs at Glassy Golf & Country Club, LLC
d/b/a The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01234

In re:

**The Cliffs Valley Golf & Country Club, LLC d/b/a
The Cliffs Golf & Country Club,**

Debtor

CHAPTER 11

Case No. 12-01236

In re:

**Cliffs Club & Hospitality Service Company,
LLC d/b/a The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01237

**ORDER PURSUANT TO
BANKRUPTCY RULE 1015(b) DIRECTING JOINT
ADMINISTRATION OF CHAPTER 11 CASES**

This matter coming before the Court on the *Motion of Debtors for Order Pursuant to Bankruptcy Rule 1015(b) Directing Joint Administration of Chapter 11 Cases* (the "Motion")¹ filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting joint administration of the Debtors' Chapter 11 cases for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules, all as more fully set forth in the Motion, the Court having held a hearing on the Motion on _____, 2012 (the "Hearing"), and

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

concluding that: (a) it has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b); (b) Debtors have provided sufficient notice of the Motion and Hearing to the Office of the United States Trustee for this District; (c) the relief requested in the Motion is in the best interests of Debtors' estates, creditors and all parties in interest for ease of administration; and (d) sufficient cause supports the relief sought in the Motion; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The above-captioned Chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned Chapter 11 cases.
4. One file and one docket be maintained for all of the above-captioned Chapter 11 cases, which file and docket should be the file and docket established for the case of the corporation, In re: The Cliffs Club & Hospitality Group, Inc., et al.
5. Parties in interest are directed to use the consolidated caption annexed hereto as Exhibit 1 when filing papers with the Court in these Chapter 11 cases. The consolidated caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.
6. A docket entry shall be made in each of the Debtors' Chapter 11 cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc.; CCHG Holdings, Inc.; The Cliffs at Mountain Park Golf & Country Club, LLC; The Cliffs at Keowee Vineyards Golf & Country Club, LLC; The Cliffs

at Walnut Cove Golf & Country Club, LLC; The Cliffs at Keowee Falls Golf & Country Club, LLC; The Cliffs at Keowee Springs Golf & Country Club, LLC; The Cliffs at High Carolina Golf & Country Club, LLC; The Cliffs at Glassy Golf & Country Club LLC; The Cliffs Valley Golf & Country Club, LLC; and Cliffs Club & Hospitality Service Company, LLC. The docket in **Case No. 12-01220** should be consulted for all matters affecting this case.

7. The Debtors shall be permitted to file their monthly operating reports required by the United States Trustee on a consolidated basis.

8. This Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and / or enforcement of this Order.

AND IT IS SO ORDERED.

Prepared and presented by:

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*Proposed Attorneys for Debtors and
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EXHIBIT 1

**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

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).