

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA

In re) Chapter 11
The Cliffs Club & Hospitality) Case No. 12-01220-W
Group, Inc. et al)
dba The Cliffs Golf & Country) Jointly Administered
Club)
Debtor(s)) Notice of Filing of **Interim**
) Application For Professional Fees
) and Opportunity for Hearing

TO: CREDITORS AND OTHER PARTIES IN INTEREST:

NOTICE IS HEREBY GIVEN that an interim application for fees and expenses has been filed in the above captioned case by the following:

APPLICANT, PROFESSION AND ADDRESS	FEES OR COMPENSATION	COSTS	DATE OF APPLICATION
John B Butler III Attorney 1217 Anthony Ave. Columbia, SC 29201	\$32,640.00	\$1,172.82	June 18, 2012

A copy of the proposed Order accompanies this Notice. The application is on record in the Office of the Clerk of this Court (U.S. Bankruptcy Court, address below) for inspection by any interested party. Questions regarding any previous amounts requested by, or paid to, the above applicant for fees, compensation or expenses, should be directed to the applicant.

TAKE FURTHER NOTICE that any response, return and/or objection to the within Notice of Filing of Fees should be filed with the Clerk of the Bankruptcy Court no later than **twenty one (21)** days from the Date of service of this Notice*, and a copy simultaneously served on the applicant, the Trustee, and the U.S. Trustee, setting forth the grounds for such objection.

TAKE FURTHER NOTICE no hearing will, be held on this Notice of Filing of Fees unless a response, return and/or objection is timely filed and served, In which case the Court will conduct a hearing **on July 16, 2012, at 1:30 p.m.** at the U.S. Bankruptcy Court, United States Bankruptcy Court, 1100 Laurel St. Columbia, SC. No further notice of the hearing will be given.

*SERVICE DATE Jun 18, 2012 Serving Party (Applicant)
John B Butler III
1217 Anthony Ave.
Columbia, SC 29201

Signed by /s/ John B Butler III

Address of Unsecured Creditors Committee	Address of Court: U.S. Bankruptcy Court	Address of US Trustee: U.S. Trustee
c/o John Sager 104 Eagle Rock Rd Landrum, SC 29356	1100 Laurel St. Columbia, SC 29201	1835 Assembly St, Ste 935 Columbia, SC 29201

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In re) Case No. 12-01220-W
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dba The Cliffs Golf & Country) Chapter 11
Club)
Debtor(s)) Application for Interim
Compensation

Now comes John B Butler III, ("Applicant") as Local Counsel for Unsecured Creditors Committee seeking the allowance of interim compensation and costs for the period beginning March 7, 2012, and ending May 31, 2012, ("Application Period") and alleges as follows.

1. On February 28, 2012 ("Petition Date"), the Debtors filed their voluntary petitions for relief with this Court under chapter 11 of the Bankruptcy Code.

2. The Debtors continue to operate their businesses and manage their affairs as Debtors-in-Possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

3. On March 12, 2012, the United States Trustee for Region 4 ("U.S. Trustee"), pursuant to section 1102(a) of the Bankruptcy Code, appointed the Committee pursuant to the Fourth Amended Appointment of Committee of Unsecured Creditors [Doc. No. 141] to represent the interests of the Debtors' unsecured creditors in these Chapter 11 Cases.

4. By order entered on March 26, 2012, the Committee was authorized to employ Applicant as its Local Counsel *nunc pro tunc* to March 7, 2012.

5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory authority for the relief sought is found in §§ 330 and 331 of the Bankruptcy Code.

6. Applicant has complied with (i) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 ("U.S. Trustee Guidelines") and (ii) the Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals [Doc. No. 206], dated March 26, 2012 ("Compensation Procedures Order").

7. Pursuant to the terms of the Compensation Procedures Order, if no objection to a duly appointed professional's monthly statement is filed within fourteen (14) days of the date of serving such monthly statement, then the Debtors are to promptly pay such professional eighty percent (80%) of the fees and one hundred percent (100%) of expenses set forth in the

applicable monthly statement.

8. Under the terms of the Compensation Procedures Order, at four-month intervals, each professional shall file with the Court an application for interim Court approval and allowance of the compensation and reimbursement of expenses requested. At the request of the U.S. Trustee and this Court, the Application Period has been changed to three-month intervals.

9. Applicant has not entered into any agreement, express or implied, with any other party for the purposes of fixing or sharing fees or other compensation to be paid for professional services rendered in this case. No promises have been received by Applicant as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

10. By this Application, Applicant seeks allowance of (a) compensation for professional services rendered as Local Counsel for the Committee, during the Application Period and (b) reimbursement of expenses incurred in connection with such services during the Application Period.

11. The fees and expenses for which Applicant's requests for allowance of compensation and reimbursement relate to the Application Period and were rendered in connection with these Chapter 11 Cases and in the exercise of Applicant's professional responsibilities as Local Counsel to the Committee. Applicant respectfully submits the services rendered during the Application Period were at the request of the Committee and in all respects have been reasonable, necessary and beneficial to the Committee and to the Debtors' estates.

12. Applicant has been billing at an hourly rate of \$400.00 and has spent a total of 81.6 billable hours during the Application Period. Applicant has also incurred reasonable and necessary expenses of \$1,172.82 during the Application Period.

13. Exhibit A contains the individual monthly Applications for each month of the Application Period, including detail of time spent on each task and expenses, as well as a summary of time spent by applicable category.

14. To date in accordance with the Compensation Procedures Order, Applicant has received payments due on its monthly statements as follows:

Month	Amount Billed/ Requested	Amount Paid or Anticipated* to be Paid	Amount Still Owed and Requested	Comment
March 2012	\$10,677.50	\$8,581.50	\$2,096.00	80% of fees/100% of Expenses
April 2012	\$8,205.81	\$6,597.81	\$1,608.00	80% of fees/100% of Expenses

May 2012*	\$14,929.51	\$11,296.00	\$3,633.51	80% of fees/100% of Expenses
Totals	\$33,812.82	\$26,475.31	\$7,337.51	Balance

15. In connection with the reimbursement of expenses, Applicant charges its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. These expenses include, among other things, teleconference charges, mail and express delivery charges, photocopying charges, out-of-town travel expenses, and electronic research.

16. Applicant has not incurred expenses for luxury accommodations, meals, or travel and has tried to minimize expenses charged to the Debtors' estate.

17. In accordance with this Court's Order Establishing Certain Notice, Case Management and Administrative Procedures [Doc. No. 121] entered on March 8, 2012 ("Case Management Order"), Notice of this Application has been served upon the Service List defined in the Case Management Order.

18. Exhibit B attached is the Proposed Order submitted on this Application.

19. This is Applicant's **first** interim application for compensation.

WHEREFORE, Applicant respectfully requests this Court enter an order: (i) awarding Applicant interim compensation in the amount of \$32,640.00 for actual, reasonable and necessary professional services rendered on behalf of the Committee during Application Period and (ii) awarding Applicant interim reimbursement in the amount of \$1,172.82 for actual, reasonable and necessary expenses incurred during the Application Period; (iii) authorizing Applicant to retain and apply to the foregoing award the amount of payments already received for sums due during the Application Period; (iv) authorizing and directing the Debtors immediately to pay to Applicant the unpaid balance of amounts awarded and due during the Application Period; and (v) granting such other and further relief as the Court may deem proper.

June 18, 2012

/s/ John B Butler III

John B Butler III

Local Counsel for Unsecured Creditors Committee

1217 Anthony Ave.

Columbia, SC 29201 ID# 1632

803-256-9661

jbbiii@bellsouth.net