

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., et al.,<sup>1</sup> d/b/a The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**FIRST INTERIM FEE APPLICATION OF THE LAW OFFICE OF DÄNA WILKINSON FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:	The Law Office of Däna Wilkinson
Authorized to Provide Professional Services to:	The Cliffs Club & Hospitality Group, Inc., et al.
Date of Retention Order:	March 26, 2012 ( <i>nunc pro tunc</i> to February 28, 2012)
Compensation and Reimbursement Period:	February 28, 2012 to May 31, 2012
Compensation Sought:	\$8,070.00
Reimbursement Sought:	\$0.00
Compensation Paid:	\$5,040.00
Reimbursement Paid:	\$0.00
Total Unpaid Compensation & Reimbursement:	\$3,030.00

This is an:                      X   Interim Application                       Final Application

<sup>1</sup> 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 (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

**Prior Applications:**

Period Covered:	Requested		Awarded	
	Fees	Expenses	Fees	Expenses
N/A				

**Summary of Monthly Statements:**

PERIOD COVERED	FEES REQUESTED	EXPENSES REQUESTED	FEES PAID	EXPENSES PAID	TOTAL UNPAID
2/28/2012 - 3/31/2012	\$4,140.00	\$0.00	\$3,312.00	\$0.00	\$828.00
4/1/2012 - 4/30/2012	\$2,160.00	\$0.00	\$1,728.00	\$0.00	\$432.00
5/1/2012 - 5/31/2012	\$1,770.00	\$0.00	\$0.00	\$0.00	\$1,770.00
Grand Totals:	\$8,070.00	\$0.00	\$5,040.00	\$0.00	\$3,030.00

COMES NOW The Law Office of Däna Wilkinson (“Applicant”) and files its First Interim Fee Application of The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses (the “First Interim Fee Application”) relating to the above-styled bankruptcy cases for the period from February 28, 2012 through May 31, 2012 (the “First Interim Fee Application Period”). In support of this First Interim Fee Application, Applicant shows the Court the following:

1. On February 28, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
2. On March 12, 2012, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Docket Entry No. 141]. No trustee or examiner has been appointed in these Chapter 11 cases.

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 [Docket Entry No. 44].

5. On the Petition Date, the Debtors filed their Motion to Establish Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals [Docket Entry No. 39] (the "Monthly Compensation Motion"). On March 26, 2012, this Court approved the Monthly Compensation Motion [Docket Entry No. 206] (the "Monthly Compensation Order").

6. On May 22, 2012, the Debtors filed the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor [Docket Entry No. 365] (the "Plan") and the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor [Docket Entry No. 366] (the "Disclosure Statement").

#### **I. Preliminary Statement**

7. Pursuant to this First Interim Fee Application, Applicant seeks allowance and payment of attorneys' fees and expenses incurred in representing the Debtors during the period from February 28, 2012 through May 31, 2012. Specifically, Applicant seeks approval of interim compensation for attorneys' fees and expenses in the amount of \$8,070.00 in fees and \$0.00 in expenses. During the First Interim Fee Application Period, Applicant expended a total of 26.9 hours representing the Debtors.

## **II. Background**

8. On February 28, 2012, the Debtors made application to this Court for the approval of the employment of Applicant as their local counsel in the above-styled cases. By Order entered March 26, 2012, the Court granted approval for the Debtors to employ Applicant as their local counsel *nunc pro tunc* to February 28, 2012. The application for employment as Debtors' local counsel included the affidavit of Dāna Wilkinson in support of that application, and a statement of attorney compensation pursuant to Rule 2016(b) of the Federal Rule of Bankruptcy Procedure.

## **III. Applicant's First Interim Fee Application**

9. Applicant makes this First Interim Fee Application pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

10. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b). This matter is a core proceeding under 28 U.S.C. § 157(b).

11. By this Application, Applicant submits its invoices in the total amount of \$8,070.00 (\$8,070.00 in fees and \$0.00 in expenses) for services performed and expenses incurred during the First Interim Fee Application Period for which Applicant seeks approval as an administrative expense. In accordance with the Monthly Compensation Order, Applicant has received \$5,040.00 in payments during the First Interim Fee Application Period, representing 80% of Applicant's fees and 100% of Applicant's expenses requested. As of the date of this Application, Applicant has an outstanding balance of \$3,030.00 in fees for the First Interim Fee Application Period.

12. Applicant proposes to serve a copy of this Application and the notice of hearing thereon in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121].

13. Under Section 330 of the Bankruptcy Code, the Court may allow compensation and reimbursement of Applicant's expenses only after notice and hearing. Bankruptcy Rule 2002(a) provides that hearings on applications for compensation and reimbursement of expenses totaling in excess of \$1,000 must be on 21-days notice to parties in interest.

14. All legal services performed by Applicant were performed for and on behalf of the Debtors and not on behalf of any other person or entity.

15. Attached hereto as Exhibits "A-1" through "A-3" are copies of Applicant's monthly billing statements for the period covered during the First Interim Fee Application Period. Applicant's monthly billing statements show the hours, hourly rates and fees attributable to the individuals at Applicant who rendered the services for which compensation is sought in the First Interim Fee Application.

16. Applicant has incurred a total of \$0.00 in expenses in connection with its representation of the Debtors during the First Interim Fee Application Period.

17. The following is a brief summary of the qualifications of the principal professionals from Applicant representing the Debtors for which compensation is sought:

Däna Wilkinson: Däna Wilkinson is the principal attorney with The Law Office of Däna Wilkinson, practicing since 1985, with extensive bankruptcy experience as detailed in the curriculum vitae attached hereto as Exhibit "B."

18. The major activities undertaken by Applicant in representing the Debtors during the First Interim Fee Application Period are detailed in Applicant's invoices attached hereto as Exhibits "A-1" through "A-3."

19. Applicant respectfully represents that the fees and expenses requested to be paid are allowable and reasonable pursuant to the twelve factor test as set forth in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974) as well as the amendments to Section 330 of the Code. Those tests and the applicability of each test to the services performed by Applicant in these cases are set forth below:

1. Time and Labor Required:

During the period of February 28, 2012 to May 31, 2012, Applicant expended 26.9 hours in the representation of the Debtors at an average hourly rate of approximately \$300. The substance of the time expended is set forth fully in Exhibits "A-1" through "A-3" to this First Interim Fee Application.

2. Novelty and Difficulty of Questions Presented:

The bankruptcy cases thus far have raised certain novel and difficult issues as further described herein and as more fully detailed in the attached invoices.

3. Skill Requisite to Perform Legal Services:

The Debtors selected Applicant as their local counsel due to Applicant's considerable experience and reputation in bankruptcy matters and related fields. Applicant respectfully submits its professionals are duly qualified to perform the legal services required by the Debtors.

4. Preclusion of Other Employment Due to Acceptance of the Case:

The amount of time devoted to these cases by Applicant's professionals significantly precluded them from performing other work to the extent of the time devoted to these cases, though it did not preclude Applicant from otherwise taking on other engagements generally.

5. Customary Fees for the Type of Services Rendered:

Applicant respectfully represents that the fees requested herein, including the rates charged by timekeepers as reflected in the attached fee invoices, are within the range of customary fees for the type of services rendered and are based upon the hours actually spent and multiplied by the normal billing rates for work of this nature, and that the billing rates are equal to or less than the hourly rates charged by Applicant in matters where it does not represent a debtor in bankruptcy.

6. Whether the Fee is Fixed or Contingent:

Applicant believes that its fees and expenses in this matter are contingent only to the extent that they are subject to this Court's approval and that there are assets recovered by the estate sufficient to satisfy administrative expenses.

7. Time Limitations Imposed by the Client or the Circumstances:

The time limitations imposed or created by the circumstances of these cases at times required intense work by Applicant under short time-frames.

8. Amounts Involved and Results Obtained:

The Debtors' bankruptcy cases are ongoing, complex matters. Applicant respectfully represents that it has obtained positive results for the Debtors in these cases.

9. Experience, Reputation and Ability of Attorneys:

Applicant respectfully submits that its professionals have reputations as lawyers of the highest quality, and have the experience and skills necessary to be engaged in this matter that presents complex and sophisticated issues.

10. Undesirability of the Case:

Applicant respectfully represents that this factor is not applicable to this proceeding.

11. Nature and Length of Professional Relationship with Client:

Applicant has represented the Debtors since February 28, 2012, solely on matters related to the above-captioned cases. Applicant was first retained by The Cliffs Club & Hospitality Group, Inc., et al. on or about January 5, 2012 in preparation for the Debtors' bankruptcy filings.

12. Awards in Similar Cases:

Applicant respectfully represents that its Application is in keeping with similar applications for the payment of administrative expenses, including attorneys' fees in other cases.

20. Applicant hereby certifies that the Debtors have received and approved the invoices attached to this Application.

21. Attached hereto as Exhibit "C" is the Disclosure Statement of Attorney Compensation required by Bankruptcy Rule 2016(a).

22. Notice of this Application has been given in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121]. Applicant respectfully submits that no further notice is necessary.

WHEREFORE, Applicant respectfully requests the following relief:

1. That the Court enter an Order substantially in the form attached hereto as Exhibit "D" approving on an interim basis the fees and expenses incurred by Applicant during the First Interim Fee Application Period in the total amount of \$8,070.00 in fees and \$0.00 in expenses;
2. That the Court direct the Debtors to pay to Applicant the unpaid amount of such approved fees and expenses; and
3. That the Court grant such other and further relief as the Court deems just and proper.

*[signature follows]*



Dated: June 21, 2012

Respectfully submitted,

/s/ Däna Wilkinson  
Däna Wilkinson  
District Court I.D. No. 4663  
THE LAW OFFICE OF DÄNA WILKINSON  
365-C East Blackstock Road  
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864.574.7944 (Telephone)  
864.574.7531 (Facsimile)  
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-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  
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mlevengood@mckennalong.com  
bbates@mckennalong.com

*Attorneys for the Debtors and Debtors in Possession*

**Exhibit "A-1"**

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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

3/1/2012	E-mail corresp B McMillan re McCarthy litigation	0.2	\$	60.00
3/1/2012	E-mail corresp M Levengood, Agricredit re inventory	0.2	\$	60.00
3/1/2012	E-mail corresp UST re direct contact authorization	0.1	\$	30.00
3/1/2012	Tel conf court re service of orders for emerg hearings	0.1	\$	30.00
3/1/2012	E-mail corresp G Marsh re media, solicitations	0.1	\$	30.00
3/1/2012	E-mail corresp re Lamphier inquiry re notice	0.1	\$	30.00
3/1/2012	Tel conf D Lanphier re Benefit Group notice	0.1	\$	30.00
3/1/2012	Tel conf A Brock re foreclosure Walnut Cove Dev	0.1	\$	30.00
3/2/2012	Review draft bidding procedures motion	0.2	\$	60.00
3/2/2012	E-mail corresp J Butler re CMAG; notice of appearance	0.1	\$	30.00
3/2/2012	E-mail corresp B Bates re amended top 50	0.1	\$	30.00
3/2/2012	Review M Levengood responses to UST questions	0.2	\$	60.00
3/2/2012	E-mail corresp J Craig re Duke objection to motion	0.1	\$	30.00
3/2/2012	E-mail corresp D Shetley re Duke objection	0.1	\$	30.00
3/2/2012	Review Keowee Falls Inv. Ch. 11 petition	0.1	\$	30.00
3/2/2012	E-mail corresp M Levengood re utilities motion/consent order	0.1	\$	30.00
3/2/2012	Review revised draft proposed consent orders-uncontested	0.5	\$	150.00
3/3/2012	Tel conf M Levengood re status of motions, objections	0.3	\$	90.00
3/5/2012	Travel to Columbia	3.0	\$	450.00
3/5/2012	Attend hearings on first day motions	2.0	\$	600.00
3/5/2012	E-mail corresp S Kistler re proposed orders	0.2	\$	60.00
3/5/2012	E-mail corresp M Faldon re Premium Funding notice	0.1	\$	30.00
3/6/2012	E-mail corresp S Kistler re tel conf on proposed orders	0.1	\$	30.00
3/6/2012	E-mail corresp L Barr, M Levengood re sales taxes	0.1	\$	30.00
3/6/2012	E-mail corresp S Kistler re case management order	0.1	\$	30.00
3/7/2012	E-mail corresp D Shetley re proposed consent order	0.1	\$	30.00
3/9/2012	E-mail corresp M Levengood re T Cherry independent Kor	0.1	\$	30.00
3/12/2012	Review draft motion to employ T Cherry as ind. K'or	0.2	\$	60.00

3/12/2012	E-mail corresp J Pegnia, G Holman re pending events at Cliffs	0.1	\$	30.00
3/12/2012	Review draft emerg hearing motion on T Cherry app	0.1	\$	30.00
3/12/2012	E-mail corresp J Butler re cred comm; PHV admission	0.1	\$	30.00
3/12/2012	E-mail corresp S Kistler, A Babb, re 3/16 hearings	0.1	\$	30.00
3/13/2012	Review initial DIP report to UST	0.1	\$	30.00
3/13/2012	Review cred comm obj to cash coll, bidding motions	0.1	\$	30.00
3/13/2012	E-mail corresp T Cherry, B Bates re initial rep to UST	0.1	\$	30.00
3/16/2012	Attend final hearing on first day motions	1.5	\$	450.00
3/16/2012	Review final drafts of orders on DIP financing, bidding	0.2	\$	60.00
3/16/2012	Review corresp to ct by M Brody re membership	0.1	\$	30.00
3/16/2012	Review final drafts of order on cash coll, GGG	0.2	\$	60.00
3/19/2012	E-mail corresp R Mendoza re bid compliance	0.1	\$	30.00
3/20/2012	Review draft bar date motion	0.1	\$	30.00
3/21/2012	E-mail corresp B Bates re request for service motion	0.1	\$	30.00
3/21/2012	E-mail corresp J Wilkerson re resigned membership	0.1	\$	30.00
3/23/2012	E-mail corresp M Levengood, others, re confidentiality a'ment	0.1	\$	30.00
3/23/2012	E-mail corresp S Kistler, B Bates, re hearings set for 3/26	0.1	\$	30.00
3/26/2012	Tel conf M Levengood re status of bidders, Carlile, motions	0.3	\$	90.00
3/26/2012	E-mail corresp re confidentiality a'ment	0.1	\$	30.00
3/28/2012	E-mail corresp re Wellness Center lease	0.1	\$	30.00
3/29/2012	Review response to inquiry re Longview Land mech lien	0.1	\$	30.00
3/29/2012	Review draft schedules (all cases)	1.2	\$	360.00
3/29/2012	Review final draft bar date motion	0.1	\$	30.00
3/29/2012	Review draft SOFAs (all cases)	0.7	\$	210.00
3/29/2012	Review 1st omnibus motion to reject exec contracts	0.2	\$	60.00
3/29/2012	Tel conf S Greene @ ct re claims procedure	0.1	\$	30.00
3/29/2012	E-mail corresp M Levengood, B Bates re claims procedure	0.1	\$	30.00
3/30/2012	Review motion to lease-office, Wellness Center, Equip	0.2	\$	60.00
3/30/2012	Review final schedules, statements, signatures	0.3	\$	90.00
	Total			\$ 4,140.00

**Exhibit "A-2"**

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danawilkinson@danawilkinsonlaw.com

**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

4/3/2012	E-mail corresp D Baddeley (SEC) re bar date order	\$ 300.00	0.1	\$	30.00
4/5/2012	Review UST objection to claims motion	\$ 300.00	0.2	\$	60.00
4/10/2012	Attend hearings on bar date, exec contract, etc.	\$ 300.00	0.7	\$	210.00
4/12/2012	E-mail corresp S Kistler re tel conf for local counsel	\$ 300.00	0.2	\$	60.00
4/12/2012	Tel conf with Judge Waites and local counsel	\$ 300.00	0.8	\$	240.00
4/12/2012	Tel conf G Marsh re local counsel call w/ J Waites	\$ 300.00	0.2	\$	60.00
4/12/2012	Tel conf M Levengood re local counsel call w/ J Waites	\$ 300.00	0.2	\$	60.00
4/12/2012	E-mail re conf w/ chambers re status, updates	\$ 300.00	0.2	\$	60.00
4/13/2012	Attend 341 meeting	\$ 300.00	1.9	\$	570.00
4/16/2012	Research mechanics lien bar date	\$ 300.00	0.3	\$	90.00
4/16/2012	Tel conf Sharon @ ct re claims procedure	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp B Bates re ct claims procedure	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp G Marsh, et al re mech lien bar date	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp T Naful re US Foods PHV app	\$ 300.00	0.1	\$	30.00
4/18/2012	Email corresp G Marsh re bidding procedures	\$ 300.00	0.1	\$	30.00
4/20/2012	Research SC case law on §546(b) & mech lien	\$ 300.00	0.3	\$	90.00
4/20/2012	Tel conf J Butler re §546(b); local counsel conf	\$ 300.00	0.2	\$	60.00
4/20/2012	Review monthly operating report	\$ 300.00	0.2	\$	60.00
4/20/2012	Corresp Barnak, Benzing and Resmondo re claims procedure	\$ 300.00	0.3	\$	90.00
4/25/2012	Tel conf M Levengood re bidding results	\$ 300.00	0.5	\$	150.00
4/26/2012	Review written report on bidding	\$ 300.00	0.3	\$	90.00
4/26/2012	Review motion to extend time on exec leases	\$ 300.00	0.1	\$	30.00
	Total:				\$ 2,160.00

**Exhibit "A-3"**

**Däna Wilkinson**  
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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

5/2/2012	Review Keowee Falls IG response to bidding report	\$ 300.00	0.1	\$ 30.00
5/3/2012	E-mail corresp M Johnson & B Bates re claims	\$ 300.00	0.1	\$ 30.00
5/3/2012	E-mail corresp R Coggins & B Bates re claim	\$ 300.00	0.1	\$ 30.00
5/4/2012	E-mail corresp N Johnson re status of bidding	\$ 300.00	0.2	\$ 60.00
5/4/2012	E-mail corresp Chambers re telephonic hearing	\$ 300.00	0.1	\$ 30.00
5/7/2012	Update from M Levengood re status of bidding, hearing	\$ 300.00	0.1	\$ 30.00
5/7/2012	Review Indenture Tee response to status report	\$ 300.00	0.1	\$ 30.00
5/8/2012	Attend telephonic hearing	\$ 300.00	0.2	\$ 60.00
5/11/2012	E-mail corresp L Barr re status hearing	\$ 300.00	0.1	\$ 30.00
5/11/2012	E-mail corresp K Kitchen re Peifer claim	\$ 300.00	0.1	\$ 30.00
5/11/2012	E-mail corresp M Levengood, P Hanna re claims	\$ 300.00	0.1	\$ 30.00
5/16/2012	Corresp H Readshaw re R Jackson claim	\$ 300.00	0.1	\$ 30.00
5/16/2012	Review schedule exec Ks, liquidation analysis	\$ 300.00	0.1	\$ 30.00
5/18/2012	Review mthly operating report for April 2012	\$ 300.00	0.2	\$ 60.00
5/18/2012	Review draft disclosure statement	\$ 300.00	0.9	\$ 270.00
5/18/2012	Review draft Plan	\$ 300.00	0.8	\$ 240.00
5/18/2012	E-mail corresp re drafts plan and discl statement	\$ 300.00	0.1	\$ 30.00
5/18/2012	Review draft motion to approve DS, ballots	\$ 300.00	0.3	\$ 90.00
5/21/2012	Review clean and redlined drafts: Plan, DS, Motion, etc.	\$ 300.00	0.9	\$ 270.00
5/22/2012	E-mail corresp R Mendoza re changes to Plan, DS	\$ 300.00	0.2	\$ 60.00
5/23/2012	Review final Plan, DS	\$ 300.00	0.5	\$ 150.00
5/24/2012	Tel conf Connie at court re service req for order	\$ 300.00	0.1	\$ 30.00
5/24/2012	E-mail corresp G Marsh, M Levengood re tel call clerks ofc	\$ 300.00	0.1	\$ 30.00
5/29/2012	E-mail corresp S. Blades re claimant	\$ 300.00	0.1	\$ 30.00
5/31/2012	Review proposed stipulation w/ trust indenture re claims	\$ 300.00	0.2	\$ 60.00
	Total:			\$ 1,770.00



**Exhibit "B"**

**Däna Wilkinson**

864.574.7944

[danawilkinson@danawilkinsonlaw.com](mailto:danawilkinson@danawilkinsonlaw.com)

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**Education:**

B.A. 1981, University of South Carolina, *cum laude*

J.D. 1985, University of South Carolina

Law Review 1983—1985

Student Works Editor, Law Review 1984-1985

Order of the Coif, 1985

**Legal Background:**

1985: Admitted to Georgia State Bar

1987: Admitted to South Carolina Bar

1985—1987: Law Clerk for the United States Bankruptcy Court, Western District of Louisiana, the Honorable Rodney Bernard and the Honorable Donald Boe presiding.

1987—1990: Associate with Bernstein & Freeman, P.A., a commercial law firm located in Charleston, South Carolina. Practiced exclusively in bankruptcy court handling Chapter 11 debtor representation, and consumer debtor representation in Chapters 7 and 13.

1990—1997: Associate with Anderson & Associates, P.A., a bankruptcy boutique firm located in Charleston, South Carolina with a state-wide practice. Practice including representation of creditors, debtors, trustees and creditors committees in commercial and consumer cases.

1997—1998: Associate with Law Office of John K. Fort, a bankruptcy boutique firm located in Spartanburg, South Carolina. Practice focused on consumer cases including representation of creditors, debtors, and trustees.

1998: Established Law Office of Däna Wilkinson in Spartanburg, South Carolina, a bankruptcy boutique firm focused on representing debtors and creditors in consumer and commercial cases.

**Professional Activities and Awards:**

- Certified Specialist in Bankruptcy and Creditor-Debtor Law by South Carolina Supreme Court
- Bankruptcy and Creditor-Debtor Law Specialization Advisory Board, 1995—1997
- 2001 recipient of the William E.S. Robinson Public Service Award
- 2003 recipient of the South Carolina Bar Pro Bono Service Award
- Member, American Bankruptcy Institute
- Member, South Carolina Bankruptcy Law Association
- Member, South Carolina Women's Law Association

**Exhibit "C"**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., *et al.*,<sup>3</sup> *d/b/a* The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**STATEMENT OF ATTORNEY COMPENSATION PURSUANT TO  
BANKRUPTCY RULE 2016(a)**

COMES NOW, The Law Office of Dána Wilkinson (“Applicant”), local counsel for The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”) and, pursuant to Fed. R. Bankr. P. 2016(a), hereby states that:

1. The undersigned is local counsel for the Debtors in the above-captioned Chapter 11 bankruptcy cases.
2. The detailed statements setting forth the services rendered, the time expended and expenses incurred with respect to the representation of the Debtors in connection with the above-captioned bankruptcy cases are set forth in Exhibits “A-1” through “A-3” to the First Interim Fee

<sup>3</sup> 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 (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

Application of The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses filed by Applicant (the "Application").

3. With respect to the attorneys' fees and expenses agreed to by the Debtors:

(a) The Debtors have agreed to Applicant's customary fees calculated at the applicable billable rate multiplied by the number of hours expended for legal services rendered or to be rendered in contemplation of or in connection with the above-captioned bankruptcy cases.

(b) By the Application, Applicant submits its invoices in the total amount of \$8,070.00 (\$8,070.00 in fees and \$0.00 in expenses) for services performed and expenses incurred during the First Interim Fee Application Period for which Applicant seeks approval as an administrative expense. In accordance with the Monthly Compensation Order, Applicant has received \$5,040.00 in payments during the First Interim Fee Application Period. As of the date of this Application, Applicant has an outstanding balance of \$3,030.00 for the First Interim Fee Application Period.

4. Applicant has received no transfer, assignment or pledge of property in these cases other than the payment of \$5,040.00 in fees and expenses in these cases, as authorized by prior Court Order.

5. Applicant has not shared or agreed to share with any other person any compensation paid or to be paid except pursuant to the partnership agreement of Applicant.

*[signature follows]*

This 21st day of June, 2012.

/s/ Däna Wilkinson  
Däna Wilkinson  
District Court I.D. No. 4663  
THE LAW OFFICE OF DÄNA WILKINSON  
365-C East Blackstock Road  
Spartanburg, SC 29301  
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*Attorneys for the Debtors and Debtors in Possession*

**Exhibit "D"**

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

Case No. 12-01220

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF THE LAW OFFICE  
OF DANA WILKINSON FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES**

The relief set forth on the following pages, for a total of 4 pages including this page, is hereby **ORDERED**.



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., *et al.*,<sup>1</sup>  
*d/b/a* The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

ORDER GRANTING FIRST INTERIM FEE APPLICATION OF THE LAW OFFICE  
OF DÄNA WILKINSON FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES

This matter is before the Court on the First Interim Fee Application of The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses [Docket Entry No. \_\_\_\_] (the “Application”),<sup>2</sup> requesting entry of an order approving on an interim basis the fees and expenses incurred by The Law Office of Däna Wilkinson as local counsel to The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”) during the period of February 28, 2012 to May 31, 2012. The deadline to object to the Application was July 12, 2012 (the

<sup>1</sup> 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 (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

“Objection Deadline”). No objections to the Application were filed prior to the Objection Deadline.

Having reviewed the Application and the record, and the Court finding that: (i) proper notice of the Application has been given to all parties entitled thereto; (ii) no objections to the Application have been filed; and (iii) the Application satisfies the standards for the compensation of professionals set forth in 11 U.S.C. §§ 330 and 331 and relevant case authority (*e.g.*, *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974)); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and good cause existing to grant the relief requested in the Application,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED.
2. The Law Office of Däna Wilkinson is hereby allowed, on an interim basis, compensation as an administrative expense claim against the Debtors' estates in the total sum of \$8,070.00, comprised of \$8,070.00 in fees and \$0.00 in expenses, for the time period of February 28, 2012 to May 31, 2012.
3. The Debtors are hereby authorized and directed to pay to The Law Office of Däna Wilkinson the unpaid amount of such approved fees and expenses, and the Court expressly approves the payment of sums already paid to The Law Office of Däna Wilkinson by the Debtors in accordance with Monthly Compensation Order, as detailed in the Application.
4. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Order.

**AND IT IS SO ORDERED**

**Prepared and presented by:**

/s/ Däna Wilkinson  
Däna Wilkinson  
District Court I.D. No. 4663  
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-and-

/s/ J. Michael Levengood  
Gary W. Marsh  
Georgia Bar No. 471290  
J. Michael Levengood  
Georgia Bar No. 447934  
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