

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ULTIMATE ESCAPES HOLDINGS,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 10-12915 (BLS)

(Joint Administration Requested)

NOTICE OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE that on September 20, 2010, Ultimate Escapes Holdings, LLC and its affiliated Chapter 11 debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under title 11 of the United States Code (the “**Bankruptcy Code**”) with the Clerk of the United States Bankruptcy Court for the District of Delaware. The Debtors are continuing to operate their business and manage their affairs as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the following motions on **September 22, 2010, at 10:30 a.m. prevailing Eastern time** at a hearing before the Honorable Brendan L. Shannon, at the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, **6th Floor, Courtroom No. 1**, Wilmington, Delaware 19801:

MOTIONS

1. Motion of the Debtors For Entry of An Order Directing Joint Administration of Chapter 11 Cases [Docket No. 11, Filed September 21, 2010]
2. Application Of The Debtors For Order Pursuant To 28 U.S.C. § 156(c) Authorizing The Retention And Appointment Of BMC Group As Claims And Noticing Agent To The Debtors Nunc Pro Tunc To The Petition Date [Docket No. 5, Filed September 20, 2010]

¹ A list of the Debtors in these chapter 11 cases and their case numbers along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as **Schedule “1”**.

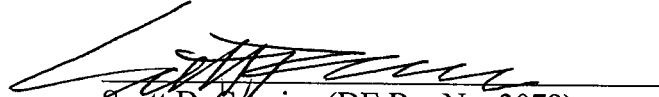
3. Motion of the Debtors For Entry of an Order (I) Authorizing Debtors to Pay (A) Certain Prepetition Employee Obligations, and (B) Prepetition Withholding Obligations, and (II) Directing Banks to Honor Related Prepetition Transfers [Docket No. 10, Filed September 21, 2010]
4. Motion of the Debtors For Entry of an Order (A) Authorizing the Maintenance of Bank Accounts and Continued Use Of Existing Business Forms and Checks, (B) Authorizing the Continued Use of Existing Cash Management System, (C) Granting Administrative Expense Status to Postpetition Intercompany Claims, and (D) Waiving Certain Investment and Deposit Guidelines [Docket No. 7, Filed September 20, 2010]
5. Motion of the Debtors For Entry of an Order Authorizing Debtors to Honor Existing Reservations, Accept New Reservations, and Provide Services to Members Under Certain Terms and Conditions [Docket No. 6, Filed September 20, 2010]
6. Motion of the Debtors For Entry of Interim and Final Orders Pursuant to Sections 105(A) and 366 of the Bankruptcy Code (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Service, (II) Deeming Utilities Adequately Assured of Future Performance, and (III) Establishing Procedures For Determining Adequate Assurance of Payment [Docket No. 9, Filed September 21, 2010]
7. Motion Requesting Entry Of An Order Pursuant To 11 U.S.C. § 107(B)(1), Fed. R. Bankr. P. 9018, And Local Rule 9018-1(B) Authorizing Debtors To File Certain Confidential, Commercial And Proprietary Member Information Under Seal [Docket No. 13, Filed September 21, 2010]
8. Debtors' Motion, Pursuant To Sections 105(A), 363(B) And 365 Of The Bankruptcy Code, Bankruptcy Rules 2002, 6004, 6006 And 9014, And Local Rules 2002-1 And 6004-1, Requesting Entry Of Order: (A) Approving Bid Procedures Relating To Sale Of The Debtors' Assets; (B) Scheduling A Hearing To Consider The Sale; (C) Approving The Form And Manner Of Notice Of Sale By Auction; (D) Establishing Procedures For Noticing And Determining Cure Amounts; And (E) Granting Related Relief [Docket No. 8, Filed September 21, 2010]
9. Motion Of Debtors For (I) Authorization To (A) Obtain Secured Post-Petition Financing Pursuant To 11 U.S.C. §§ 105, 361, 362, And 364(C) And (D); (B) Grant Security Interests, Superpriority Claims And Adequate Protection; And (C) Use Cash Collateral And (ii) Schedule A Final Hearing Pursuant To Bankruptcy Rule 4001(C) [Docket No. 20, Filed September 21, 2010]
10. Motion for An Order Authorizing Debtors to File Certain Portions of (A) Adversary Complaint for Fraudulent and Preferential Transfers and For Declaratory and Injunctive Relief, (B) Related Memorandum in Support of Motion for a Temporary Restraining Order and Preliminary Injunctive Relief and (C) Certain Exhibits Referenced Therein Under Seal [Adv. Proc No. 10- 53064, Docket No. 2, Filed September 21, 2010]

PLEASE TAKE FURTHER NOTICE copies of the above-noted motions and applications can be obtained via the United States Bankruptcy Court's website at

www.deb.uscourts.gov, referencing Case No. 10-12915 or by contacting the Debtors' undersigned proposed counsel.

Dated: September 21, 2010

GREENBERG TRAURIG, LLP



Scott D. Cousins (DE Bar No. 3079)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: cousinss@gtlaw.com

-and-

Nancy A. Mitchell
200 Park Avenue
New York, New York 10166
Telephone: (212) 801-9200
Facsimile: (212) 801-6400
Email: mitchelln@gtlaw.com

Proposed Counsel for the Debtors and Debtors-in-Possession

SCHEDULE 1**DEBTORS**

DEBTOR	Last Four Digits of Federal Tax I.D. No.¹	Case No.
Ultimate Escapes Holdings, LLC	4466	10-12915
Ultimate Resort, LLC	7685	10-12916
Ultimate Operations, LLC	N/A	10-12917
Ultimate Resort Holdings, LLC	4489	10-12918
Ultimate Escapes Inc., (F/K/A Secure America Acquisition Corporation)	8408	10-12919
P&J Partners, LLC	N/A	10-12920
UE Holdco, LLC	N/A	10-12921
UE Member, LLC	N/A	10-12922
Ultimate Escapes Clubs, LLC	0470	10-12923
Ultimate Escapes Elite Club, LLC	N/A	10-12925
Ultimate Escapes Signature Club, LLC	N/A	10-12926
Ultimate Escapes Premiere Club, LLC	N/A	10-12927
Ultimate Scottsdale, LLC	N/A	10-12928
Ultimate Lake Tahoe, LLC	N/A	10-12929
Ultimate Colorado, LLC	N/A	10-12931
Ultimate Telluride Mountain Village, LLC	N/A	10-12932
Ultimate Naples Strada Bella, LLC	N/A	10-12933
Ultimate Naples Monteverde, LLC	N/A	10-12934
Ultimate Palm Beach Ocean, LLC	N/A	10-12936
Ultimate Maui Wailea Beach, LLC	N/A	10-12938
Ultimate Sun Valley MacKenzie, LLC	N/A	10-12939
Ultimate Sun Valley Plaza Townhouse, LLC	N/A	10-12940
Ultimate New York Trp International, LLC	N/A	10-12941
Ultimate Kiawah Turtle Beach, LLC	N/A	10-12942
Ultimate Park City Silverlake, LLC	N/A	10-12943
Ultimate Jackson Hole Snake River, LLC	N/A	10-12944
Bahamas Investments I, LLC	N/A	10-12945
Bahamas Investments II, LLC	N/A	10-12946
Bahamas Investments III, LLC	N/A	10-12947
Bahamas Investments IV, LLC	N/A	10-12948
Cabo Casa Tortuga, LLC	N/A	10-12949

¹ Pursuant to Treasury Regulation section 301.7701-3(b), certain Debtors are disregarded for tax purposes. "N/A" indicates that a separate tax identification number is not required for these Debtors.

SCHEDULE 1**DEBTORS**

DEBTOR	Last Four Digits of Federal Tax I.D. No.¹	Case No.
Cabo Esperanza #1501, LLC	N/A	10-12950
Cabo Esperanza #1502, LLC	N/A	10-12951
Cabo Esperanza #1503, LLC	N/A	10-12952
Cabo Esperanza #1601, LLC	N/A	10-12953
Cabo Esperanza #1602, LLC	N/A	10-12954
Cabo Esperanza #1603, LLC	N/A	10-12955
Cabo Villa Del Sol, LLC	N/A	10-12956
Cabo Villa Eternidad, LLC	N/A	10-12957
Cabo San Lucas Villa Paraiso, LLC	N/A	10-12958
Ultimate Nevis Investments, LLC	N/A	10-12959
Snowflake Investments I, LLC	N/A	10-12960
Sunny Isles Investments I, LLC	N/A	10-12961
Tahoe Investments I, LLC	N/A	10-12962
Cabo Investments I, LLC	N/A	10-12963
Mahogany Run Investments I, LLC	N/A	10-12964
Candlewood Investments I, LLC	N/A	10-12965
Ultimate Scottsdale Rocks, LLC	N/A	10-12966
Ultimate Beaver Creek, LLC	N/A	10-12967
Ultimate Indian Rocks Beach, LLC	N/A	10-12968
Ultimate Key West, LLC	N/A	10-12969
Ultimate Lake Las Vegas, LLC	N/A	10-12970
Ultimate Newport Americas, LLC	N/A	10-12971
Private Escapes of La Quinta Platinum, LLC	N/A	10-12972
Private Escapes La Quinta I, LLC	N/A	10-12973
Private Escapes La Quinta II, LLC	N/A	10-12974
Private Escapes Platinum of Copper Mountain, LLC	N/A	10-12975
Private Escapes Platinum Telluride, LLC	N/A	10-12976
Private Escapes of Steamboat, LLC	N/A	10-12977
Private Escapes of Lake Oconee, LLC	N/A	10-12978
Private Escapes of Waikoloa, LLC	N/A	10-12979
Private Escapes of Waikoloa II, LLC	N/A	10-12980
Private Escapes of Chicago, LLC	N/A	10-12981
Private Escapes of Currituck, LLC	N/A	10-12982
Private Escapes Platinum Currituck, LLC	N/A	10-12983

SCHEDULE 1**DEBTORS**

DEBTOR	Last Four Digits of Federal Tax I.D. No.¹	Case No.
Private Escapes of Tahoe, LLC	N/A	10-12984
Private Escapes Platinum Lake George, LLC	N/A	10-12985
Private Escapes of One Central Park West, LLC	N/A	10-12986
Private Escapes 1600 Broadway, LLC	N/A	10-12987
Private Escapes Link, LLC	N/A	10-12988
Private Escapes Platinum One Central Park West, LLC	N/A	10-12989
Privates Escapes of Kiawah, LLC	N/A	10-12990
Private Escapes Platinum Kiawah, LLC	N/A	10-12991
Private Escapes of Jackson Hole, LLC	N/A	10-12992
Private Escapes Villa 304, LLC	N/A	10-12993
Private Escapes Platinum Cabo, LLC	N/A	10-12994
Private Escapes La Playa, LLC	N/A	10-12995
Private Escapes of Cabo, LLC	N/A	10-12996
Private Escapes Platinum TCI, LLC	N/A	10-12997
Private Escapes Platinum Chicago, LLC	N/A	10-12998
Private Escapes of Fox Acres, LLC	N/A	10-12999
Private Escapes of Stowe, LLC	N/A	10-13000
Private Escapes La Costa, LLC	N/A	10-13001
Private Escapes Platinum La Costa, LLC	N/A	
Private Escapes Borgo di Vagli, LLC	N/A	10-13003