

**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

AGENDA FOR AUGUST 6, 2012 HEARING

Date and

Time of Hearing:

August 6, 2012 at 10:00 A.M. (Prevailing Eastern Time).

Location of Hearing:

**J. Bratton Davis United States Bankruptcy Courthouse
1100 Laurel Street
Columbia, South Carolina 29201-2423**

Copies of Motions:

Copies of the motions and papers referenced herein may be inspected in the offices of the Clerk of the Bankruptcy Court during normal business hours or downloaded from the Bankruptcy Court's website at <http://www.scb.uscourts.gov>. Please note that prior registration with the PACER Service Center and payment of a fee may be required to access such documents. Additionally, copies of the motions and papers are available for free download via an unofficial version of the case docket accessible through the Debtors' claims, notice and balloting agent, BMC Group, Inc., at <http://www.bmcgroup.com/cliffs>. Requests for copies of the motions and papers may also be made to counsel for the Debtors at the contact information shown below.

¹ 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).

Suggested order of consideration:

I. CONTESTED MATTERS:

- A. Confirmation of First Amended and Restated Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor, as amended, supplemented or otherwise modified (the "Plan") [**Docket No. 616, Ex. A**].

Related Documents:

1. Keowee Investment Properties, LLC's Limited Objection to Confirmation of Plan [**Docket No. 623**];
2. James B. Anthony's Objection to the Debtors' Plan of Reorganization [**Docket No. 626**];
3. Keowee Falls Investment Group, LLC's Objection to Confirmation of the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor as supplemented by the Debtors and the Plan Sponsor [**Docket No. 627**]

- and -

Debtors' Response in Opposition Keowee Falls Investment Group, LLC's Objection to Confirmation of the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor as supplemented by the Debtors and the Plan Sponsor [**Docket No. 639**];

4. Objection to Confirmation of the Plan filed by Catherine and Daniel Goldberg [**Docket No. 628**];
5. Limited Response of Wells Fargo Bank, N.A., as Indenture Trustee, to Confirmation of Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor [**Docket No. 629**]; and
6. Objection of Bruce Cassidy, Jr. to Confirmation of First Amended and Restated Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor [**Docket No. 630**], as amended by the Amended Objection of Bruce Cassidy, Jr. to Confirmation of First Amended and Restated Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor [**Docket No. 632**].

Status: The Debtors have commenced communications with the objecting parties to seek to resolve the objections set forth above.

To the extent that the objections above allege that the Plan should not be confirmed, the Debtors respectfully submit that the objections

should be denied. The Debtors intend to submit responses to the objections prior to the hearing, except to the extent that any particular objection is resolved, in which case the Debtors will endeavor to submit an amended hearing agenda generally reflecting such resolution.

The Debtors note that, as set forth in Keowee Investment Properties, LLC's Limited Objection to Confirmation of Plan [**Docket No. 623**], the Debtors and Keowee Investment Properties, LLC have reached an agreement in principle, and expect that this objection will be resolved prior to the hearing. Accordingly, the Debtors do not anticipate that any contested matters will remain outstanding as of the hearing with respect to this objection.

The Debtors note that the Limited Response of Wells Fargo Bank, N.A., as Indenture Trustee, to Confirmation of Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor [**Docket No. 629**] does not allege that the Plan should not be confirmed, but rather merely reserves the Indenture Trustee's rights with respect to completion of certain documents contemplated to be completed in connection with the Plan. Accordingly, the Debtors do not anticipate that any contested matters are or will be outstanding as of the hearing with respect to this limited response.

If any of the other objections are unresolved as of the commencement of the hearing, then each such unresolved matter will go forward on a contested basis.

Witnesses: The Debtors will proffer the following declarations in support of confirmation of the Plan:

1. Declaration of Katie S. Goodman in support of Confirmation of the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor;
2. Declaration of John Kunkel in support of Confirmation of the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor; and
3. Declaration of Balloting Agent Regarding Solicitation and Tabulation of Votes in connection with the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor.

Both Ms. Goodman and Mr. Kunkel will be present at the hearing, and a representative of BMC Group, Inc. (the Balloting Agent) will be available by telephone if necessary.

- B. Motion of Keowee Falls Investment Group, LLC for an Order Pursuant to Bankruptcy Rule 3018(a) [**Docket No. 559**].

Related Documents:

1. Debtors' Response (joined by the Official Committee of Unsecured Creditors) in Opposition to Motion of Keowee Falls Investment Group, LLC for an Order Pursuant to Bankruptcy Rule 3018(a) [**Docket No. 638**].

The Debtors anticipate that this matter will go forward on a contested basis, except to the extent it is resolved or is moot.

[signature follows]

This 3rd day of August, 2012.

Respectfully submitted,

/s/ Dána Wilkinson

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

-and-

/s/ J. Michael Levensgood

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levensgood
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

Attorneys for the Debtors and Debtors in Possession