

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

IN RE:

CCHG Liquidation Co.,

Debtor

CHAPTER 11

Case No. 12-01220

Substantively Consolidated

CCHG Liquidation Co.,

Movant,

v.

Contested Matter

Richard Headley, - Claim No. 1328

Respondent

**DEBTOR'S AMENDED OBJECTION TO ALLOWANCE OF CLAIM NUMBER 1328
FILED BY RICHARD HEADLEY¹**

COMES NOW CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), and hereby files this amended objection (this "Objection") to the allowance of claim number 1328 filed by Richard Headley in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors.² The Debtor originally objected to

¹ The Debtor originally objected to claim number 1328 filed by Richard Headley as part of the Debtor's Omnibus Objection To The Allowance Of Club Member And Note Holder Claims Filed As Secured, Priority, And/Or Administrative Claims, Which Claims Are Subject To Treatment And Satisfaction Under Class 1 And/Or Class 7 Under The Confirmed Plan [Docket Entry No. 782].

² The debtors (now substantively consolidated as the single Debtor), 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. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-

(footnote continued on next page)

claim number 1328 filed by Richard Headley as part of the Debtor's Omnibus Objection To The Allowance Of Club Member And Note Holder Claims Filed As Secured, Priority, And/Or Administrative Claims, Which Claims Are Subject To Treatment And Satisfaction Under Class 1 And/Or Class 7 Under The Confirmed Plan [Docket Entry No. 782] (the "Omnibus Objection"). By Order entered April 2, 2013 [Docket Entry No. 947], this Court granted the Debtor's Omnibus Objection, excepting only that claim number 1328 filed by Richard Headley was expressly unaffected by such Order.

As further described below, in accordance with the confirmed First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor dated June 30, 2012, as amended [Docket Entry No. 616, Ex. A] (the "Plan"), claim number 1328 filed by Richard Headley should be disallowed as filed because such claim: (i) is a Club Member Claim (as defined in the Plan) that is subject to treatment and satisfaction as a Class 7 claim under the Plan, and not as a secured claim as filed; and (ii) was not filed by the claims-filing deadline established by Order of this Court. In support of this Objection, the Debtor shows the Court as follows:

I. Relief Requested

1. By this Objection, the Debtor respectfully requests the entry of an order, pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3007, disallowing claim number 1328 filed by Richard Headley as filed, and allowing such claim as a Class 7 claim under the Plan in the sum of \$100,000.00.

(footnote continued from previous page)

01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

II. Jurisdiction

2. This Court has jurisdiction over this Objection under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

III. Background

3. On February 28, 2012 (the “Petition Date”), The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. On March 12, 2012, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Docket Entry No. 141]. No trustee or examiner has been appointed.

5. On April 10, 2012, the Court established May 31, 2012 (the “Claims Bar Date”) as the deadline for non-governmental-entity creditors wishing to assert pre-petition claims against the debtors to file their proofs of claim with BMC Group, Inc., the claims and noticing agent (the “Claims Agent”) [Docket Entry No. 278].

6. On July 2, 2012, the debtors filed the Plan, as well as the First Amended and Restated Disclosure Statement to Accompany the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor [Docket Entry No. 480] (the “Disclosure Statement”).

7. On August 17, 2012, this Court entered that certain Order Confirming First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the "Confirmation Order").

8. On August 31, 2012, the debtors filed that certain Notice of Occurrence of Effective Date of Chapter 11 Plan; Limitation of Notice; and Related Matters, reflecting that the Effective Date of the Plan occurred on August 23, 2012.

9. On October 1, 2012, this Court entered that certain Order Pursuant To Confirmed Plan Amending Case Dockets To Reflect Amended Corporate Names Of Debtors And Closing Substantively Consolidated Cases.

10. The Debtor has the authority to pursue claims litigation with respect to claims filed in the debtors' bankruptcy cases. The Debtor has reviewed proofs of claim filed in the debtors' bankruptcy cases. This Objection is the result of the Debtor's review.

IV. Basis for Relief Requested

11. On or about June 13, 2012, Richard Headley filed a proof of claim against the debtors (the "Headley Claim"), a copy of which is attached hereto as Exhibit "A". The Headley Claim was assigned as claim number 1328 by the Claims Agent. The principal basis of the Headley Claim appears to be a \$100,000.00 claim against the debtors on the basis of "Refund Of Golf Membership For \$100,000.000." In addition to that claim, Richard Headley further asserted via the Headley Claim that he has a \$100,000.00 secured claim against the debtors, though he provided no documentary or other evidence of the basis for such a secured claim, other than checking the "Other" box to describe the nature of the property on which he purports to hold a lien with respect to such claim. Finally, Richard Headley indicated via the Headley Claim that he has a \$100,000.00 priority claim against the debtors, though he provided no documentary or

other evidence of the basis for such priority claim, other than checking the "Other" box to describe the applicable paragraph of 11 U.S.C. § 507(a) on which he bases such priority claim.

12. The books and records of the debtors confirm that Richard Headley has an allowable \$100,000.00 claim against the debtors on the basis of a refundable membership deposit owing to him; accordingly, the Debtor concurs that Richard Headley is entitled to a \$100,000.00 membership deposit refund claim. The Plan defines "Club Member Claim" as "any Claim of whatever nature held by a Club Member against one or more of the Debtors that is not a Note Holder Claim, including, without limitation, a Claim under any of the Club Membership Agreements for Membership Deposit Obligations, club credits, dues credits, and any other credits or claims under any other agreements, specifically including under any agreements for honorary membership(s), or any Claim of whatever nature held by any other person with respect to a discounted or free membership in any of the Clubs or access to any of the Clubs." Because the Headley Claim asserts a \$100,000.00 claim on the basis of "Refund Of Golf Membership," it fits squarely into the Plan's definition of a Club Member Claim. Section 3.13 of the Plan governs the treatment of all Club Member Claims, as Class 7 claims under the Plan. Accordingly, the Headley Claim should be allowed as a \$100,000.00 Class 7 Club Member Claim under the Plan, and should be subject to the Plan provisions governing the treatment and satisfaction of such claims.

13. However, the books and records of the debtors do not reflect any secured or priority claim obligations owing to Richard Headley, and the documents and materials submitted with the Headley Claim do not substantiate that Richard Headley has any right to an allowed secured or priority claim under the Plan. Accordingly, the secured and priority portions of the Headley Claim are unenforceable against the debtors. Unless the Headley Claim is disallowed as

filed, and instead allowed in accordance with this Objection, Richard Headley will receive a larger recovery than that to which he is entitled.

14. Moreover, Richard Headley submitted the Headley Claim after the Claims Bar Date; accordingly, the claim as filed should be disallowed as untimely filed. Unless the claim is disallowed as filed, Richard Headley will receive a larger recovery than that to which he is entitled. Notwithstanding that Richard Headley submitted the Headley Claim after the Claims Bar Date, the Debtor does not object to the allowance of the Headley Claim as a \$100,000.00 Class 7 Club Member Claim under the Plan.

V. Reservation of Rights

15. The Debtor reserves the right to supplement this Objection and to subsequently object to the Headley Claim on any other appropriate ground, whether or not stated herein. In addition, the Debtor reserves the right to object to any and all other claims filed in the debtors' cases, and any other claims asserted by the claimant.

VI. Notice

16. Notice of this Objection has been provided to the claimant and each other party entitled to notice, as listed in the certificate of service filed in connection herewith. In light of the nature of the relief requested, the Debtor submits that no other or further notice is necessary.

WHEREFORE, the Debtor respectfully requests that this Court:

1. enter the proposed order attached hereto as Exhibit B;
2. disallow the Headley Claim, as filed, and allow the Headley Claim as a \$100,000.00 Class 7 Club Member Claim under the Plan; and
3. grant the Debtor such other and further relief as is just and proper.

This 17th day of April, 2013.

/s/ Däna Wilkinson

Däna Wilkinson
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365-C East Blackstock Road
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Facsimile: (864) 574-7531
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and

/s/ Gary W. Marsh

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levensgood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
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404-527-4000 (phone)
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Counsel for the Debtor

EXHIBIT A

UNITED STATES BANKRUPTCY COURT DISTRICT OF SOUTH CAROLINA		PROOF OF CLAIM	
Name of Debtor: <i>CLIFFS VALLEY GOLF & COUNTRY CLUB LLC</i>		Case Number: <i>12-01236</i>	
NOTE: See reverse and attached for List of Debtors/Case Numbers/important details. Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for Administrative Expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).			
Name of Creditor (the person or other entity to whom the debtor owes money or property) : <i>Richard Headley</i>			
Name and address where notices should be sent:  29347868002323 Headley, Richard 811 Dogwood Trail Hiawassee, GA 30546		RECEIVED JUN 13 2012 BMC GROUP	
Creditor Telephone Number <i>706 251 9201</i> email: <i>RickHeadley@DobWood.com</i>		THIS SPACE IS FOR COURT USE ONLY	
Name and address where payment should be sent (if different from above): <i>811 DOBWOOD TRAIL HIWASSEE GA 30546</i>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number (if known): _____ Filed on: _____	
Payment Telephone Number <i>706 251 9201</i> email: <i>RickHeadley@DobWood.com</i>			
1. AMOUNT OF CLAIM AS OF DATE CASE FILED <i>\$ 100,000.00</i>			
If all or part of your claim is secured, complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
2. BASIS FOR CLAIM: <i>REFUND OF GOLF MEMBERSHIP II IS ON LIST FOR \$ 100,000.00</i>			
3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: <i>1</i>		3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)
4. SECURED CLAIM: (See instruction #4)			
Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: Describe: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other _____		Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____ Basis for Perfection: _____ Amount of Secured Claim: \$ <i>100,000.00</i> Amount Unsecured: \$ _____	
Value of Property: \$ _____		Annual Interest Rate: _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)	
5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.			
Amount entitled to priority: \$ <i>100,000.00</i>		Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$ _____	
You MUST specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).	
* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.			
Cliffs POC  01328			
6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)			

7. DOCUMENTS: Attached are redacted copies of documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and definition of "redacted").
 DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
 If the documents are not available, please explain:

DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES OR EMAIL NOT ACCEPTED) so that it is actually received on or before 4:00 pm prevailing Eastern Time on May 31, 2012 for Non-Governmental Claimants OR on or before 4:00 pm prevailing Eastern Time on August 27, 2012 for Governmental Claimants.

BY MAIL TO:

BMC Group, Inc
 Attn: Cliffs Claims Processing
 PO Box 3020
 Chanhassen, MN 55317-3020

BY MESSENGER OR OVERNIGHT DELIVERY TO:

BMC Group, Inc
 Attn: Cliffs Claims Processing
 18675 Lake Drive East
 Chanhassen, MN 55317

8. SIGNATURE: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Richard Heasley
 Title: _____
 Company: _____

[Signature] 5/25/12
 (Signature) (Date)

Address and telephone number (if different from notice address above):
811 Dob Wood Trail
Chanhassen MN 55317

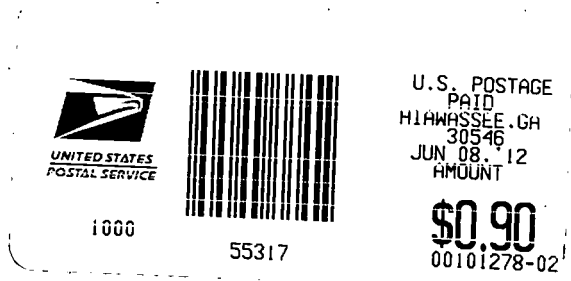
Telephone number: 706 351 9281 email: RICKHEASLEY01@GMAIL.COM

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

LIST OF DEBTORS:

Case Name	Case Nbr
The Cliffs Club & Hospitality Group, Inc.	12-01220
CCHG Holdings, Inc.	12-01223
The Cliffs at Mountain Park Golf & Country Club, LLC	12-01225
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	12-01226
The Cliffs at Walnut Cove Golf & Country Club, LLC	12-01227
The Cliffs at Keowee Falls Golf & Country Club, LLC	12-01229
The Cliffs at Keowee Springs Golf & Country Club, LLC	12-01230
The Cliffs at High Carolina Golf & Country Club, LLC	12-01231
The Cliffs at Glassy Golf & Country Club, LLC	12-01234
The Cliffs Valley Golf & Country Club, LLC	12-01236
Cliffs Club & Hospitality Service Company, LLC	12-01237

R HEADLEY
811 DOBWOOD TRAIL
HIWASSEE, GA
30546



BMC GROUP Inc
ATT CLIFFS CLAIMS PROCESSING
PO Box 3020
CHANHASSEN, MN
55317-3020

RECEIVED
JUN 13 2012
BMC GROUP

RECEIVED
JUN 13 2012
BMC GROUP

EXHIBIT B

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

Case No. 12-01220

**ORDER APPROVING DEBTOR'S AMENDED OBJECTION TO ALLOWANCE OF
CLAIM NUMBER 1328 FILED BY RICHARD HEADLEY**

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:

CCHG Liquidation Co.,

Debtor

CHAPTER 11

Case No. 12-01220

Substantively Consolidated

CCHG Liquidation Co.,

Movant,

v.

Contested Matter

Richard Headley, - Claim No. 1328

Respondent

**ORDER APPROVING DEBTOR'S AMENDED OBJECTION TO ALLOWANCE OF
CLAIM NUMBER 1328 FILED BY RICHARD HEADLEY**

Upon the Objection [Docket Entry # _____] (the "Objection") of CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), requesting the entry of an order disallowing, as filed, claim number 1328 filed by Richard Headley in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors;¹ the Court having

¹ The debtors (now substantively consolidated as the single Debtor), 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. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

jurisdiction to consider the Objection and the relief requested therein; a hearing having been held on _____, 2013 to consider the Objection; due notice of the Objection and hearing having been given to all parties entitled thereto, as listed in the certificate of service attached to the Objection and filed with the Court; it appearing that no other or further notice need be provided; no objections having been filed or asserted; the Court having determined that the relief sought in the Objection is in the best interests of the Debtor's substantively consolidated bankruptcy estate, its creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED as follows:

1. The Objection is GRANTED.
2. Claim number 1328 filed by Richard Headley is disallowed as filed, and is instead hereby allowed in the total amount of \$100,000.00 as a Class 7 Club Member Claim (as defined in the confirmed First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor dated June 30, 2012, as amended [Docket Entry No. 616, Ex. A] (the "Plan")), the treatment and satisfaction of which shall be governed by the provisions of the Plan relating to the treatment and satisfaction of Class 7 claims.
3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

PREPARED AND PRESENTED BY:

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

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