

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

Case No. 12-01220

**ORDER AUTHORIZING
THE DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF
ALCOHOLIC BEVERAGE CLAIMANTS**

The relief set forth on the following pages, for a total of 5 pages including this page, is hereby **ORDERED**.

**FILED BY THE COURT
03/05/2012**



Entered: 03/05/2012

A handwritten signature in cursive script, reading "John E. Waite". The signature is written in black ink and is positioned above a horizontal line.

Chief US Bankruptcy Judge
District of South Carolina

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

Joint Administration

ORDER AUTHORIZING
THE DEBTORS TO PAY CERTAIN PREPETITION CLAIMS OF
ALCOHOLIC BEVERAGE CLAIMANTS

Upon the motion [Docket Entry No. 24] (the “Motion”)² of the Debtors for an order authorizing the Debtors to pay certain prepetition claims of alcoholic beverage vendors; and upon the Cherry Declaration; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338); CCHG Holdings, Inc. (1356); The Cliffs at Mountain Park Golf & Country Club, LLC (2842); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898); The Cliffs at High Carolina Golf & Country Club, LLC (4293); The Cliffs at Glassy Golf & Country Club, LLC (6559); The Cliffs Valley Golf & Country Club, LLC (6486); Cliffs Club & Hospitality Service Company, LLC (9665).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. The Debtors are authorized, in the reasonable exercise of their business judgment, to pay all or part of the prepetition claims of the Beverage Claimants, including Beverage Claimants who delivered goods that were received by the Debtors in the ordinary course of business prior to the Petition Date, in an amount not to exceed \$21,500 in the aggregate.

3. In accordance with this Order and any other order of this Court, each of the financial institutions at which the Debtors maintain their accounts relating to the payment of Beverage Claims are directed to honor checks presented for payment and all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in such accounts.

4. Nothing in the Motion or this Order, nor as a result of the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors or an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. The requirements of Bankruptcy Rule 6004(a) are waived.

7. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

8. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion.

9. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order

10. The Debtors shall, within three (3) business days hereof, serve a copy of this Order on all parties that received notice of the Motion, as well as all parties that have appeared in these Chapter 11 cases and requested notice since the Debtors filed the Motion, and file a certificate of service evidencing such service.

AND IT IS SO ORDERED.

Prepared and presented by:

/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

*Proposed Attorneys for Debtors and
Debtors in Possession*

Certificate of Notice Page 6 of 7
United States Bankruptcy Court
District of South Carolina

In re:
The Cliffs Club & Hospitality Group, Inc
Debtor

Case No. 12-01220-jw
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7

User: porth
Form ID: pdf01

Page 1 of 2
Total Noticed: 4

Date Rcvd: Mar 05, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 07, 2012.

- db +The Cliffs Club & Hospitality Group, Inc., 3598 Highway 11, Travelers Rest, SC 29690-3598
- aty +William L Rothschild, Ogier Rothschild Rosenfield & Ellis-Mono, 170 Mitchell Street SW, Atlanta, GA 30303-3441
- cr Cliffs Members AD Hoc Group, Inc., c/o Jonathan Alter, One State St., Hartford, CT 06103-3178
- cr +Helena Chemical Company, c/o M. Kevin McCarrell, Smith Moore Leatherwood LLP, 300 East McBee Avenue, Suite 500, Greenville, SC 29601-2882

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

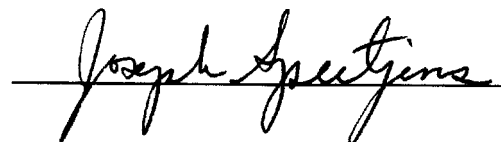
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 07, 2012

Signature:



District/off: 0420-7

User: porth
Form ID: pdf01

Page 2 of 2
Total Noticed: 4

Date Rcvd: Mar 05, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 5, 2012 at the address(es) listed below:

BMC Group, Inc. bmc-cliffs@bmcgroup.com
Dana Elizabeth Wilkinson on behalf of Debtor The Cliffs Club & Hospitality Group, Inc.
danawilkinson@charter.net, dwecefmail@gmail.com
Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association
lphilp@mcnair.net, rmobley@mcnair.net
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
Joseph F. Buzhardt on behalf of U.S. Trustee US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov,
robert.b.doyle@usdoj.gov
Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC
rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
Michael Kevin McCarrell on behalf of Creditor Helena Chemical Company
kevin.mccarrell@smithmoorelaw.com, betty.ward@smithmoorelaw.com;kim.harmstad@smithmoorelaw.com
Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net,
astokes@mcnair.net
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov

TOTAL: 10