

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

Case No. 12-01220

**CONSENT ORDER REGARDING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 1155 FILED BY KEOWEE INVESTMENT
PROPERTIES, LLC**

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

**FILED BY THE COURT
05/21/2013**



Entered: 05/22/2013

US Bankruptcy Judge
District of South Carolina

**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

**Keowee Investment Properties, LLC, - Claim
No. 1155**

Respondent

**CONSENT ORDER REGARDING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 1155 FILED BY KEOWEE INVESTMENT
PROPERTIES, LLC**

Upon the Objection [Docket Entry # 871] (the "Objection") of CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), requesting the entry of an order disallowing a claim filed by Keowee Investment Properties, LLC 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-

(footnote continued on next page)

jurisdiction to consider the Objection and the relief requested therein; due notice of the Objection and opportunity for a hearing thereon 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; Keowee Investment Properties, LLC having filed a response [Docket Entry # 1037] in opposition to the Objection; counsel for the Debtor having conferred with counsel for Keowee Investment Properties, LLC, and having reached an agreement on the Objection and the response thereto, as evidenced by the signatures below; the deadline to respond to the Objection having passed, and no other objections or responses 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 1155 filed by Keowee Investment Properties, LLC in the debtors' bankruptcy cases is disallowed. Notwithstanding any other provisions of this Consent Order, Keowee Investment Properties, LLC shall not be entitled to any claim against the above-referenced debtors or the Debtor's substantively consolidated bankruptcy estate. Note, however, that nothing herein modifies, alters, or amends the terms or effect of that certain Assumption Agreement Regarding Memberships by and between The Cliffs Club & Hospitality Group,

(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).

Inc.; The Cliffs at Keowee Springs Golf & Country Club, LLC; Keowee Investment Properties, LLC; and Cliffs Clubs Partners, LLC.

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

-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
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

Counsel for the Debtor

CONSENTED TO BY:

/s/ Christopher M. Towery
Christopher M. Towery
District Court ID No.: 11394
Womble Carlyle Sandridge and Rice, LLP
550 S. Main Street, Suite 400
P.O. Box 10208 (29603-0208)
Greenville, SC 29601
Tel: (864) 255-5461
Fax: (864) 255-5491
ctowery@wcsr.com

*Counsel for Keowee Investment
Properties, LLC*

In re:
CCHG Liquidation Co.
Debtor

Case No. 12-01220-jw
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7

User: brooks
Form ID: pdf01

Page 1 of 3
Total Noticed: 2

Date Rcvd: May 22, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 24, 2013.

db +CCHG Liquidation Co., 3598 Highway 11, Travelers Rest, SC 29690-3598
aty +Gary W Marsh, McKenna Long & Aldridge LLP, 303 Peachtree Street NE, Suite 5300,
Atlanta, GA 30308-3265

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

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

NONE. TOTAL: 0

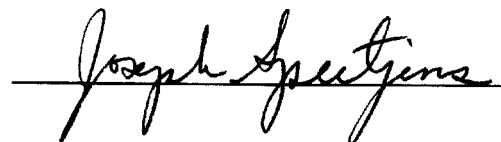
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: May 24, 2013

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 3
Total Noticed: 2

Date Rcvd: May 22, 2013

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 22, 2013 at the address(es) listed below:

A. Todd Darwin on behalf of Creditor Medalist Golf, Inc. tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
A. Todd Darwin on behalf of Creditor Golf Agronomics Sand & Hauling, Inc. tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
A. Todd Darwin on behalf of Creditor Georgia Bridge & Dock, Inc. tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
B. Lindsay Crawford, III on behalf of Creditor Rodolfo Stern and Tania Stern wayne@crawfordvk.com, lindsay@crawfordvk.com
B. Lindsay Crawford, III on behalf of Creditor Regions Bank wayne@crawfordvk.com, lindsay@crawfordvk.com
BMC Group, Inc. bmc-cliffs@bmcgroup.com
Barbara George Barton on behalf of Creditor Daniel & Catherine Goldberg bbarton@bartonlawsc.com, cbrimm@bartonlawsc.com; afloyd@bartonlawsc.com; khandrock@bartonlawsc.com; phunt@bartonlawsc.com
Bryan E. Bates on behalf of Debtor CCHG Liquidation Co. bbates@mckennalong.com, krohling@mckennalong.com
Charles W Azano on behalf of Creditor Wells Fargo Bank, National Association cwazano@mintz.com
Constance L. Young on behalf of Creditor Wetland and Natural Resource Consultants, Inc. cyoung@jahlaw.com, cmorrow@jahlaw.com
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Holdings, Inc. danawilkinson@charter.net, dwecfmail@gmail.com
Dana Elizabeth Wilkinson on behalf of Other Prof. Katie S. Goodman, Liquidation Trustee danawilkinson@charter.net, dwecfmail@gmail.com
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Liquidation Co. danawilkinson@charter.net, dwecfmail@gmail.com
Dana Elizabeth Wilkinson on behalf of Plaintiff Katie S. Goodman, Liquidation Trustee of CCHG Liquidation Co. danawilkinson@charter.net, dwecfmail@gmail.com
Daniel S Bleck on behalf of Creditor Wells Fargo Bank, National Association dsbleck@mintz.com
Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association lphilp@mcnair.net, rmobley@mcnair.net
Eugene B. McLeod, III on behalf of Creditor South Carolina Department of Employment and Workforce tmcleod@dew.sc.gov, aproveaux@dew.sc.gov
Fair Harbor Capital, LLC vknox.fh@verizon.net
George Barry Cauthen on behalf of Creditor Nelson Mullins Riley & Scarborough LLP George.Cauthen@nelsonmullins.com, joan.kishline@nelsonmullins.com; linnea.hann@nelsonmullins.com; Paul.Collins@nelsonmullins.com; steven.mcfarland@nelsonmullins.com
George L. Clauer, III on behalf of Creditor Ellis W. McCracken gc_clauerlaw@bellsouth.net
J. Ronald Jones, Jr. on behalf of Creditor Mitel Leasing, Inc. rjones@clawsonandstaubes.com, bessex@clawsonandstaubes.com
James E. Sterling on behalf of Attorney Daniel Austin McCollum sterling@smithjordan.com
James W. Sheedy on behalf of Creditor GE Capital jimsheedy@driscollsheedy.com, sdriscoll@driscollsheedy.com
Jane H. Downey on behalf of Creditor William & Flonnie Shaw jane@mttlaw.com, jessica@mttlaw.com; corey@mttlaw.com
John B. Butler, III on behalf of Interested Party Unsecured Creditors Committee jbbiii@bellsouth.net
John B. Butler, III on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
John M. Levensgood on behalf of Debtor CCHG Liquidation Co. mlevengood@mckennalong.com, sbrooks@mckennalong.com; gmarsh@mckennalong.com; bbates@mckennalong.com
John Robert Devlin, Jr. on behalf of Defendant Kevin Culhan john.devlin@devlinparkinson.com, laura.kirwan@devlinparkinson.com; joyce.gibson@devlinparkinson.com
John Timothy Stack on behalf of U.S. Trustee US Trustee's Office John.T.Stack@usdoj.gov, robert.b.doyle@usdoj.gov
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com
Julio E. Mendoza, Jr. on behalf of Interested Party SP 50 Investments, Ltd. rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Julio E. Mendoza, Jr. on behalf of Interested Party Cliff Club Partners, LLC rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Julio E. Mendoza, Jr. on behalf of Interested Party Carlile Development Group rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Julio E. Mendoza, Jr. on behalf of Interested Party Steve & Penny Carlile rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Julio E. Mendoza, Jr. on behalf of Interested Party Carlile Development Company, LLC rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Kristin D Ogburn on behalf of Creditor AlSCO kogburn@horacktalley.com, tking@horacktalley.com
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
Louise M. Johnson on behalf of Creditor William and Elaine Clear cjohnson@hsblawfirm.com, cshaffer@hsblawfirm.com
Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.com
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
Nancy E. Johnson on behalf of Creditor NewLife Turf, Inc. nej@njohnson-bankruptcy.com, notices4nej@njohnson-bankruptcy.com

District/off: 0420-7

User: brooks
Form ID: pdf01

Page 3 of 3
Total Noticed: 2

Date Rcvd: May 22, 2013

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

R. Geoffrey Levy on behalf of Interested Party Keowee Falls Investment Group, LLC, A Corporation llfecf@levylawfirm.org, levylawecf@gmail.com, whitney@levylawfirm.org
Ralph Marshall Winn on behalf of Creditor Wyche Professional Association mwinn@wyche.com, sminor@wyche.com; cbryant@wyche.com
Randy A. Skinner on behalf of Interested Party James B Anthony main@skinnerlawfirm.com, amy@skinnerlawfirm.com, candis@skinnerlawfirm.com; karen@skinnerlawfirm.com, jward@skinnerlawfirm.com
Richard R. Gleissner on behalf of Creditor Freeman Gas rick@gleissnerlaw.com, anissa@gleissnerlaw.com
Ricoh Americas Corporation jennifer.orenstein@ricoh-usa.com
Robert A. Kerr, Jr. on behalf of Creditor Deere Credit Inc robertkerr@mvalaw.com, melissaaltman@mvalaw.com
Robert P. Wood on behalf of Creditor T.J.F. Golf, Inc. wood@rtt-law.com, sheri.mcclendon@rtt-law.com
Rory D. Whelehan on behalf of Creditor Keowee Investment Properties, LLC rwhelehan@wcsr.com, kpedersoli@wcsr.com
T. S. Stern, Jr. on behalf of Respondent Harrell's, LLC sstern@covpatlaw.com, bwright@covpatlaw.com; kberdugo@covpatlaw.com; variza@covpatlaw.com
Tara E. Nauful on behalf of Creditor US Foods, Inc. tnauful@hsblawfirm.com, ccarter@hsblawfirm.com
Thomas L. Ogburn, III on behalf of Creditor TCF Equipment Finance, Inc. togburn@poynerspruill.com, dfurr@poynerspruill.com
Tobias G. Ward, Jr. on behalf of Creditor Worthington Hyde Partners-II, L.P. tw@tobywardlaw.com
Townes B. Johnson, III on behalf of Creditor Wall to Wall Golf, LLC, d/b/a Wall to Wall Golf, Inc. and Wall to Wall Concrete, Inc. johnson@conlaw.com, moser@conlaw.com; townesjohnson@gmail.com
Townes B. Johnson, III on behalf of Creditor RSL of Greenville, LLC johnson@conlaw.com, moser@conlaw.com; townesjohnson@gmail.com
Townes B. Johnson, III on behalf of Creditor Morgan Concrete Co. johnson@conlaw.com, moser@conlaw.com; townesjohnson@gmail.com
Townes B. Johnson, III on behalf of Creditor Kevin McCarthy johnson@conlaw.com, moser@conlaw.com; townesjohnson@gmail.com
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov
William L Rothschild on behalf of Interested Party Carlile Development Company, LLC br@orrem.com
William L Rothschild on behalf of Interested Party Steve & Penny Carlile br@orrem.com
William L Rothschild on behalf of Interested Party SP 50 Investments, Ltd. br@orrem.com
TOTAL: 62