

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

Case No. 12-01220

**CONSENT ORDER APPROVING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 322 FILED BY MATERIAL SALES
COMPANY, INC.**

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

Material Sales Company, Inc., - Claim No. 322

Respondent

**CONSENT ORDER APPROVING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 322 FILED BY MATERIAL SALES
COMPANY, INC.**

Upon the Objection [Docket Entry # 879] (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 Material Sales Company, Inc. 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)

(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; Material Sales Company, Inc. having filed a response [Docket Entry # 1021] in opposition to the Objection; counsel for the Debtor having conferred with Mr. Anthony M. Arnold, President of Material Sales Company, Inc., and having reached an agreement on the Objection and the response thereto, as evidenced by the signatures below; the Court having determined that the relief set forth below 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 322 filed by Material Sales Company, Inc. in the debtors' bankruptcy cases is disallowed.
3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

(footnote continued from previous page)

(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).

PREPARED AND PRESENTED BY:

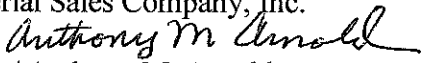
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CONSENTED TO BY:

Material Sales Company, Inc.

By: /s/ Anthony M. Arnold
Its: President