

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

IN RE:

CCHG Liquidation Co.,

Debtor

CHAPTER 11

Case No. 12-01220

Substantively Consolidated

**DEBTOR'S OMNIBUS OBJECTION TO THE ALLOWANCE OF CLAIMS TO
PROPERLY CHARACTERIZE CLAIMS AS CLASS 7 CLAIMS UNDER THE
CONFIRMED PLAN**

**CLAIMANTS RECEIVING THIS OMNIBUS OBJECTION SHOULD
LOCATE THEIR NAMES AND CLAIMS LISTED ON EXHIBIT A OF
THIS OMNIBUS OBJECTION**

COMES NOW CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), and hereby files this objection (this "Objection") to the allowance of the claims listed on Exhibit A hereto in order to ensure that such claims are properly characterized as Class 7 claims under 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"). 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, characterizing the claims listed on Exhibit A as Class 7 claims under the Plan subject to appropriate treatment and satisfaction as Class 7 claims. Subject to any other objection to such

claims (see paragraph 14 below), the Debtor does not by this Objection oppose allowance and satisfaction of such claims as Class 7 claims under the Plan.

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 debtors¹ filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. 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].

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).

5. 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”).

6. 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”).

7. 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.

8. 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.

9. 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

10. The claimants listed on Exhibit A filed the unsecured claims listed thereon relating to membership rights and claims with respect to the debtors' golf and country clubs. In accordance with the express terms of the Plan, as described below, each of the claims listed on Exhibit A should properly be characterized as a Class 7 claim under the Plan. Specifically, 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." Art. I, sec. 1.01. The Plan further provides that Club Member Claims are to be treated and satisfied as Class 7 claims under the Plan. Art. III, sec. 3.13.

11. The documents and materials submitted with the claims listed on Exhibit A reflect that each of the claims asserts a claim by a Club Member or another person relating to membership rights or claims, honorary membership rights or claims, or access to the debtors' golf and country clubs. Accordingly, each of the claims listed on Exhibit A should be properly characterized as a Club Member Claim and treated as a Class 7 claim under the Plan.

12. Out of an abundance of caution and for the avoidance of doubt, the Debtor files this Objection in order to ensure that the Claims Agent properly characterizes the claims listed on Exhibit A as Class 7 Club Member Claims for final allowance and distribution purposes. Unless the claims listed on Exhibit A are properly characterized as Class 7 claims, such claimants may receive a larger recovery than that to which they are entitled with respect to their asserted claims.

13. Federal Rule of Bankruptcy Procedure 3007(d)(5) provides that objections to more than one claim may be joined in an omnibus objection in circumstances where the subject

claims have been satisfied pursuant to a court order. In this case, pursuant to the Confirmation Order, allowed Club Member Claims are to be satisfied in accordance with Plan provisions governing the treatment of Class 7 claims. Accordingly, it is appropriate for the Debtor to join its objections to the claims listed on Exhibit A.

V. Reservation of Rights

14. The Debtor reserves the right to supplement this Objection and to subsequently object to the claims listed on Exhibit A 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 claimants listed on Exhibit A.

VI. Notice

15. Notice of this Objection has been provided to the claimants listed on Exhibit A 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. characterize the claims listed on Exhibit A as Class 7 claims under the Plan; and
3. grant the Debtor such other and further relief as is just and proper.

This 12th day of July, 2013.

/s/ Däna Wilkinson

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Counsel for the Debtor

EXHIBIT A

**CLAIMS THAT SHOULD BE CHARACTERIZED AS CLASS 7 CLAIMS
UNDER THE CONFIRMED PLAN**

**CLAIMANTS RECEIVING THIS OMNIBUS OBJECTION SHOULD LOCATE
THEIR NAMES AND CLAIMS LISTED BELOW**

Claimant	Claim Number	Claim Amount
ANTHONY, VICTORIA A.	1260	\$100,000.00
ANTHONY, VICTORIA A.	1265	\$100,000.00
ANTHONY, VICTORIA A.	1266	\$100,000.00
BLAND, SYDNEY	470	\$4,590.00
BRAGG, MICHAEL E.	1010	\$104,586.88
BROPHY, JIM	267	unliquidated
CCHRB LLC	1248	\$100,000.00
CHERRY, TIMOTHY P.	1045	unliquidated
CKS 1, LLC	1267	\$100,000.00
CKS 55 LLC	1264	\$200,000.00
CLIFFS INVESTMENT GROUP LLC	824	unliquidated
DELLA VECCHIA, JASON & LAND OF WNC LLC	459	\$50,000.00
DELLA VECCHIA, JASON & LAND OF WNC LLC	460	\$50,000.00
DUBOSE ENTERPRISES, LTD	869	\$614,573.00
DUBOSE, DAVID & SUE ANN	870	\$199,846.00
DUBOSE, MAX	871	\$314,727.00
DUBOSE, JASON	872	\$100,000.00
EAST PARKINS MILL LAND COMPANY, LLC	1269	\$100,000.00
FREDEEN, LES & LOWELL	1239	\$50,000.00
FREEMAN, PALMER	893	\$10,000.00
HUBBLE, RICHARD & MARTIN L RITSCH	1257	\$100,000.00
IVIE, STEPHEN L & DOROTHY G	233	\$35,559.96
LAND OF WNC LLC & JASON DELLA VECCHIA INDIVIDUALLY	459	\$50,000.00
LAND OF WNC LLC & JASON DELLA VECCHIA INDIVIDUALLY	460	\$50,000.00
LASHER, REESE A.	724	\$45,000.00
LASHER, REESE A.	804	\$45,000.00
LINDSAY, JOE	977	\$35,000.00
LU, DAVID KAN	1063	\$200,000.00
LU, KIAN DER SAM	1064	\$200,000.00

LU, KAIYA ZOE	1065	\$200,000.00
PULLIAM JR, WINSTON W	723	\$35,000.00
PULLIAM JR, WINSTON W	803	\$35,000.00
RITSCH, MARTIN L & RICHARD HUBBLE	1257	\$100,000.00
SRJ TIMBERLANDS NO 2 LLC	1249	\$100,000.00
SRJ TIMBERLANDS, LLC	1250	\$100,000.00
SRJ TIMBERLANDS, LLC	1256	\$100,000.00

EXHIBIT B

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

Case No. 12-01220

**ORDER APPROVING DEBTOR'S OMNIBUS OBJECTION TO THE ALLOWANCE
OF CLAIMS TO PROPERLY CHARACTERIZE CLAIMS AS CLASS 7 CLAIMS
UNDER THE CONFIRMED PLAN**

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

**ORDER APPROVING DEBTOR'S OMNIBUS OBJECTION TO THE ALLOWANCE
OF CLAIMS TO PROPERLY CHARACTERIZE CLAIMS AS CLASS 7 CLAIMS
UNDER THE CONFIRMED PLAN**

Upon the Objection [Docket Entry # _____] (the "Objection")¹ of CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), requesting the entry of an order characterizing certain claims filed in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors² as Class 7 claims under 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 Court having 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

¹ Capitalized terms not defined herein shall have the meaning ascribed thereto in the Objection.

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) (12-01229); 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).

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. The claims listed on Exhibit A of the Objection are hereby characterized as Class 7 claims under the Plan, and such claims are subject to the specific Plan provisions governing 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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