

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

Case No. 12-01220

**ORDER GRANTING MOTION OF THE LIQUIDATION TRUSTEE
FOR ENTRY OF AN ORDER APPROVING ENTRY INTO TOLLING AGREEMENT**

The relief set forth on the following pages, for a total of 3 pages including this page, is hereby ORDERED.

**FILED BY THE COURT
02/25/2014**



Entered: 02/26/2014

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

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

**ORDER GRANTING MOTION OF THE LIQUIDATION TRUSTEE
FOR ENTRY OF AN ORDER APPROVING ENTRY INTO TOLLING AGREEMENT**

Upon the motion [Docket Entry # 1352] (the “Motion”)¹ of Katie S. Goodman, solely in her capacity as the Liquidation Trustee for CCHG Liquidation Co.² (the “Liquidation Trustee”), requesting the entry of an order approving and authorizing the Liquidation Trustee to enter into a tolling agreement between the Liquidation Trustee and Mr. James B. Anthony, substantially in the form attached to the Motion as Exhibit B (the “Tolling Agreement”); the Court having jurisdiction to consider the Motion and the relief requested therein; a hearing having been noticed for February 25, 2014 to consider the Motion; due notice of the Motion and hearing having been given to all

¹ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

² The debtors (now substantively consolidated as a 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).

parties entitled thereto, as listed in the certificate of service attached to the Motion 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 Motion 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 Motion is GRANTED.
2. The Liquidation Trustee is authorized to enter into the Tolling Agreement, and to perform all obligations thereunder without further order of this Court.
3. To the extent that the Liquidation Trustee has already entered into the Tolling Agreement, such entry is approved and the Liquidation Trustee is authorized to perform all obligations thereunder without further order of the Court.
4. The Liquidation Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

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 2
Total Noticed: 2

Date Rcvd: Feb 26, 2014

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 28, 2014.

db +CCHG Liquidation Co., 5883 Glenridge Drive NE, Suite #160, Atlanta, GA 30328-5571
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: Feb 28, 2014

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 26, 2014 at the address(es) listed below:

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 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; dpetrauskas@jahlaw.com
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Holdings, Inc. danawilkinson@danawilkinsonlaw.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; stephanie.arnold@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; sallie@mttlaw.com
John B. Butler, III on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
John M. Levengood 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
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com

District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 2

Date Rcvd: Feb 26, 2014

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

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 cjohanson@hsblawfirm.com,
cshaffer@hsblawfirm.com; dhardesty@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; erin.acchetta@smithmoorelaw.com
Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net,
khandrock@mcnair.net
Nancy E. Johnson on behalf of Creditor NewLife Turf, Inc. nej@njohanson-bankruptcy.com,
notices4nej@njohanson-bankruptcy.com
P. John Freeman on behalf of Creditor Palmer Freeman freemanlaw@comporium.net
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,
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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.mccleendon@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. tara.nauful@arlaw.com,
candice.carter@arlaw.com; suzanne.eddins@arlaw.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 Morgan Concrete Co. 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

TOTAL: 47