

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

Case No. 12-01220-JW

**ORDER AUTHORIZING AND APPROVING THE RETENTION
AND EMPLOYMENT OF BINGHAM McCUTCHEN LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF THE CLIFFS CLUB & HOSPITALITY
GROUP, INC., ET AL., NUNC PRO TUNC TO MARCH 7, 2012**

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

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:)	CHAPTER 11
The Cliffs Club & Hospitality Group, Inc., et al., ¹ d/b/a The Cliffs Golf & Country Club,)	Case No. 12-01220-JW
Debtors.)	Jointly Administered

**ORDER AUTHORIZING AND APPROVING THE RETENTION
AND EMPLOYMENT OF BINGHAM McCUTCHEN LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF THE CLIFFS CLUB & HOSPITALITY
GROUP, INC., *ET AL.*, NUNC PRO TUNC TO MARCH 7, 2012**

Upon the application dated March 16, 2012 (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned Debtors and debtors-in-possession (the “**Debtors**”), seeking entry of an order (the “**Order**”) pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the Committee to employ and retain Bingham McCutchen LLP (“**Bingham**”) *nunc pro tunc* to March 7, 2012; and upon the affidavit of Jonathan B.

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).

Alter, a partner of Bingham (the “Alter Affidavit”); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the consideration of the Application and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b); and the Court having considered the Application, the Alter Affidavit, and all responses or objections to the Application; and the Court being satisfied that Bingham is a disinterested person and does not hold or represent an interest adverse to the Debtors’ estates with respect to any of the matters for which Bingham is to be engaged; and the Court finding that the employment of Bingham is necessary to the performance of the Committee’s duties; and it appearing as if *nunc pro tunc* employment of Bingham is warranted under the nine part test set forth in *In re Anderson Place Associates, C. A. 8:91-1889-20* (D.S.C. 1/31/91) *aff’d* 92-1288 (4th Cir. 5/24/93) (unpub.); and notice of this Order having been given to all parties entitled to receive notice; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that except as expressly modified herein, the Application be and it hereby is granted in its entirety; and it is further

ORDERED that, in accordance with sections 328(a) and 1103(a) of the Bankruptcy Code, and Fed. R. Bankr. P. 2014, the Committee be, and hereby is, authorized to employ and retain Bingham *nunc pro tunc* to March 7, 2012, upon such terms and conditions set forth in the Application (as expressly modified herein) and the Alter Affidavit; and it is further

ORDERED that Bingham will render professional services to the Committee that may include, but shall not be limited to, the following:

- a. providing legal advice with respect to the Committee's rights, powers, and duties in the Bankruptcy Cases;
- b. representing the Committee at all hearings and other proceedings;
- c. advising and assisting in the Committee's discussions with the Debtors and other parties in interest, as well as professionals retained by any such parties, regarding the overall administration of the Bankruptcy Cases;
- d. assisting the Committee in analyzing the claims of the Debtors' creditors and in negotiating with such creditors;
- e. assisting with the Committee's investigation of the assets, liabilities, and financial condition of the Debtors and of the operations of the Debtors' businesses;
- f. assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, formulating the terms of a plan or plans of reorganization for the Debtors;
- g. assisting and advising the Committee with respect to its communications with the general creditor body regarding matters in the Bankruptcy Cases;
- h. reviewing and analyzing all pleadings, orders, statements of operations, schedules, and other legal documents;
- i. preparing on behalf of the Committee all pleadings, orders, reports and other legal documents as may be necessary in furtherance of the Committee's interests and objectives; and
- j. performing all other legal services for the Committee that may be necessary and proper to facilitate the discharge by the Committee of its duties in the Bankruptcy Cases and any related proceedings; and it is further

ORDERED that the Application shall be considered modified to withdraw without prejudice any and all authorization to engage John J. (Jack) Bradley III and Bingham Strategic Advisors; and it is further

ORDERED that Bingham shall be compensated in accordance with 11 U.S.C. §§ 330, 331 and such Federal Bankruptcy Rules, Local Rules or Operating Orders as may be applicable. Notwithstanding any term of the Application or Order to the contrary, the

compensation of Bingham is subject to review by the Court pursuant to 11 U.S.C. § 330 and is not authorized pursuant 11 U.S.C. § 328; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.