

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

Case No. 12-01220

**ORDER ESTABLISHING PROCEDURES
FOR MONTHLY COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

The relief set forth on the following pages, for a total of 6 pages including this page, is hereby **ORDERED**.

**FILED BY THE COURT
03/26/2012**



Entered: 03/26/2012

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

Chief US Bankruptcy Judge
District of South Carolina

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

In re:

**The Cliffs Club & Hospitality Group, Inc., et
al.,¹ d/b/a The Cliffs Golf & Country Club,**

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**ORDER ESTABLISHING PROCEDURES
FOR MONTHLY COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the motion [Docket Entry No. 39] (the "Motion")² of the Debtors for an order pursuant to sections 105(a) and 331 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, establishing procedures by which professionals approved under section 327 of the Bankruptcy Code by the Court in the above captioned bankruptcy cases may obtain monthly payment of their fees and expenses, subject to review and adjustment in connection with regular fee applications; the Court having reviewed the Motion; no objections having been filed to the Motion by the March 21, 2012 objection deadline; the Court having determined that the relief requested in this Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; it appearing that notice of the

¹ The Debtors, 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. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC (4293) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; upon the record herein; after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. Except as may otherwise be provided in an order of this Court authorizing the retention of a specific professional, and except as to the retention of BMC Group, Inc. and GGG Partners, LLC, as set forth in the Motion, any professional retained by the Debtors or any official committee appointed in these bankruptcy cases, whose retention is approved by this Court pursuant to section 327 or section 1103 of the Bankruptcy Code (the "Professionals" and each a "Professional") may seek monthly compensation in accordance with the following procedures:
 - (a) After the end of a month for which compensation is sought, each Professional seeking compensation must serve a monthly statement (the "Monthly Statement") on the Notice Parties;
 - (b) Each Monthly Statement shall contain a list of individuals and respective titles who provided services during the statement period, respective billing rates, the aggregate hours spent by each individual, contemporaneously maintained time entries for each individual in increments of tenths of an hour, and a reasonably detailed breakdown of disbursements incurred;
 - (c) In the event that a Notice Party has an objection to the compensation or reimbursement sought in a particular Monthly Statement, the objecting party shall, within fourteen (14) days after service of the Monthly Statement, serve upon the Professional whose statement is objected to and upon all of the Notice Parties a written Notice of Objection to Fee Statement, setting forth the nature of the objection and the amount of fees or expenses at issue;
 - (d) After the expiration of the fourteen (14) day period described above, to the extent permitted under any applicable cash collateral or debtor in possession financing order, the Debtors shall pay 80% of the fees and 100% of the expenses identified in each Monthly Statement to which no objection has been specifically served, to the extent permitted under any applicable cash collateral or debtor in possession financing order;

- (e) If the Debtors receive an objection to a particular Monthly Statement, they shall withhold payment of that portion of the Monthly Statement to which the objection is specifically directed and shall promptly pay the remainder of the fees and expenses set forth in the Monthly Statement (subject to the 80% limit of interim payment of fees referenced above), to the extent permitted under any applicable cash collateral or debtor in possession financing order;
- (f) If any objecting party resolves a dispute with a Professional, the objecting party (or the Debtors, with the consent of the objecting party) shall serve a written notice on the Professional whose statement is objected to and upon counsel for the Debtors, as well as the Notice Parties, that the objection is withdrawn and shall generally describe the terms of the resolution. The Debtors shall promptly pay that portion of the Monthly Statement at issue that is no longer subject to an objection (subject to the 80% limit on interim payment of fees referenced above), to the extent permitted under any applicable cash collateral or debtor in possession financing order;
- (g) Any objection that is not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing.

3. The lack of an objection in accordance with paragraph (c) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in an objection to the Monthly Statement or not. Furthermore, the decision by any party not to object to a Monthly Statement shall not be deemed as a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court.

4. Approximately every one hundred twenty (120) days, each Professional may serve and file with the Court, pursuant to sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Bankruptcy Rules, an application for interim or final approval and allowance of compensation and reimbursement of expenses, including compensation previously paid by the Debtors on the basis of a Monthly Statement.

5. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation or reimbursement of expenses of any Professional.

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

7. The Debtors shall, within three (3) business days hereof, serve a copy of this Order on all parties that received notice of the Motion, as well as all parties that have appeared in these cases and requested notice since the Debtors filed the Motion, and file a certificate of service evidencing such service.

AND IT IS SO ORDERED.

Prepared and presented by:

/s/ Däna Wilkinson

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-and-

/s/ J. Michael Levensgood

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*Proposed Attorneys for Debtors and
Debtors in Possession*

Certificate of Notice Page 7 of 8
United States Bankruptcy Court
District of South Carolina

In re:
The Cliffs Club & Hospitality Group, Inc
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: 1

Date Rcvd: Mar 26, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 28, 2012.

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

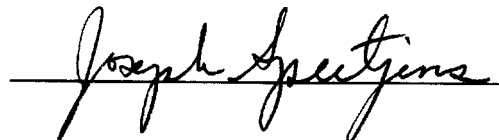
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: Mar 28, 2012

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 1

Date Rcvd: Mar 26, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 26, 2012 at the address(es) listed below:

BMC Group, Inc. bmc-cliffs@bmcgroup.com
Bryan E. Bates on behalf of Debtor The Cliffs Club & Hospitality Group, Inc.
bbates@mckennalong.com, krohling@mckennalong.com
Charles W Azano on behalf of Creditor Wells Fargo Bank, National Association cwazano@mintz.com
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Holdings, Inc. 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
Jane H. Downey on behalf of Creditor William & Flonnie Shaw jane@mttlaw.com,
jessica@mttlaw.com;corey@mttlaw.com
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
John M. Levengood on behalf of Debtor The Cliffs Club & Hospitality Group, Inc.
mlevengood@mckennalong.com,
sbrooks@mckennalong.com;gmarsh@mckennalong.com;bbates@mckennalong.com
Jonathan B Alter on behalf of Creditor Cliffs Members AD Hoc Group, Inc.
jonathan.alter@bingham.com, linda.miller@bingham.com
Joseph F. Buzhardt on behalf of U.S. Trustee US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov,
robert.b.doyle@usdoj.gov
Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC
rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
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
R. Geoffrey Levy on behalf of Interested Party Keowee Falls Investment Group, LLC, A
Corporation llfecf@levylawfirm.org, levylawecf@gmail.com
Thomas L. Ogburn on behalf of Creditor TCF Equipment Finance, Inc. togburn@poynerspruill.com,
dfurr@poynerspruill.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: 20