

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

**Case No. 12-01220-JW**

**ORDER AUTHORIZING AND APPROVING THE RETENTION  
AND EMPLOYMENT OF BINGHAM McCUTCHEM 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.**

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



Entered: 03/26/2012

A handwritten signature in cursive script, reading "John E. Waites".

Chief US Bankruptcy Judge  
District of South Carolina

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

In re:	)	CHAPTER 11
The Cliffs Club & Hospitality Group, Inc., et al., <sup>1</sup> 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.

<sup>1</sup> 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.

Certificate of Notice Page 6 of 7  
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: 2

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.

db +The Cliffs Club & Hospitality Group, Inc., 3598 Highway 11, Travelers Rest, SC 29690-3598  
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

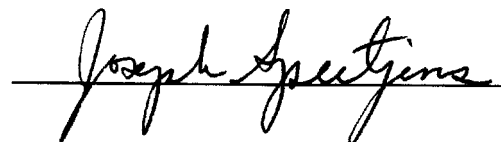
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

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: 2

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