

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

Case No. 12-01220

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MCKENNA LONG &  
ALDRIDGE LLP AS BANKRUPTCY COUNSEL FOR THE DEBTORS, *NUNC PRO*  
*TUNC TO THE PETITION DATE***

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: 03/27/2012

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.*,<sup>1</sup> *d/b/a* The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF MCKENNA LONG & ALDRIDGE LLP AS BANKRUPTCY COUNSEL FOR THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the Application [Docket Entry No. 36] (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”), pursuant to sections 327(a) and 1107 of title 11 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rule 2014-1 and 2016-1, authorizing the Debtors to retain and employ McKenna Long & Aldridge LLP (“McKenna”) as bankruptcy counsel *nunc pro tunc* to the Petition Date; and upon the Cherry Declaration; and upon the Levengood Declaration, which is annexed to the Application as Exhibit A; and upon the First Supplemental Declaration of J. Michael Levengood in Support of the Debtors’ Application for entry of an Order Authorizing

<sup>1</sup> 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).

<sup>2</sup> Capitalized terms used herein as defined terms and not otherwise defined shall have those meanings ascribed to them in the Application.

Retention and Employment of McKenna Long & Aldridge LLP as Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket Entry No. 193]; and the Court being satisfied that McKenna represents no interest adverse to the Debtors' estates, that McKenna is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; no objections having been filed to the Application by the March 21, 2012 objection deadline; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §157(b)(2)(A); and due and sufficient notice of the Application having been given; and it appearing that no other or further notice need be provided; and the Court having determined that the relief requested in the Application is just and proper; and it appearing that the relief requested by the Application is necessary and in the best interest of the Debtors, their estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Debtors are authorized to retain and employ McKenna as their attorneys in these Chapter 11 cases *nunc pro tunc* to the Petition Date.
3. The compensation to be paid to McKenna for professional services rendered and reimbursement for expenses incurred by McKenna shall be as determined by this Court upon proper application pursuant to sections 330 and 331 of the Bankruptcy Code.
4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. The Debtors shall, within three (3) business days hereof, serve a copy of this Order on all parties that received notice of the Application, 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  
Däna Wilkinson  
District Court I.D. No. 4663  
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-and-

/s/ J. Michael Levensgood  
Gary W. Marsh  
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J. Michael Levensgood  
Georgia Bar No. 447934  
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Georgia Bar No. 140856  
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*Attorneys for Debtors and Debtors in  
Possession*

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 27, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 29, 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

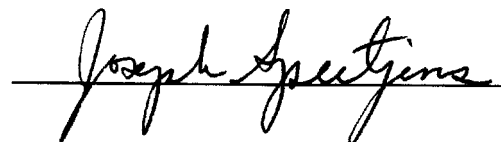
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

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 29, 2012

Signature:



District/off: 0420-7

User: brooks  
Form ID: pdf01

Page 2 of 2  
Total Noticed: 2

Date Rcvd: Mar 27, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 27, 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.  
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Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC  
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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  
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Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net,  
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R. Geoffrey Levy on behalf of Interested Party Keowee Falls Investment Group, LLC, A  
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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