

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

**DEBTORS' MOTION FOR AN ORDER (I) ESTABLISHING CERTAIN BAR DATES  
FOR FILING PROOFS OF CLAIM, (II) APPROVING BAR DATE NOTICE AND  
MAILING AND PUBLICATION PROCEDURES, (III) IMPLEMENTING UNIFORM  
PROCEDURES REGARDING SECTION 503(B)(9) CLAIMS, AND (IV) PROVIDING  
CERTAIN SUPPLEMENTAL RELIEF**

COME NOW The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), by and through undersigned counsel, and hereby move this Court (this "Motion"), pursuant to section 501 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 2002 and 3003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for the entry of an order (the "Bar Date Order"): (i) establishing **May 31, 2012** as the deadline by which creditors (including, without limitation, general unsecured creditors, any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code), and any creditors holding

<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).

claims under section 503(b)(9) of the Bankruptcy Code) must file proofs of claim in these Chapter 11 cases (the “Bar Date”);<sup>2</sup> (ii) establishing a deadline by which creditors holding claims that have been amended by the Debtors in their Schedules (as defined below) must file proofs of claim in these Chapter 11 cases as the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant (the “Amended Schedule Bar Date” and collectively, with the Bar Date, the “Bar Dates”); (iii) approving the form of notice (the “Bar Date Notice”) to be used to inform potential creditors of the Bar Dates; (iv) approving mailing and publication procedures with respect to notice of the Bar Dates; (v) approving uniform procedures for the assertion of claims pursuant to section 503(b)(9) of the Bankruptcy Code; and (vi) providing certain supplemental relief. In support of this Motion, the Debtors respectfully represent as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. § 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

### **BACKGROUND**

2. On February 28, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

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<sup>2</sup> As more fully set forth herein, for purposes of this Motion, the Bar Dates (as defined herein) requested herein shall not extend to: (i) requests for payment of fees and expenses of professionals retained by the Debtors or any Official Committee of Unsecured Creditors appointed by Order of the Court in these cases; (ii) requests for any payments consistent with the terms of (a) the Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 (I) Approving Post-Petition Financing, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection and (IV) Modifying the Automatic Stay [Docket Entry No. 181] (the “DIP Financing Order”), or (b) the Final Order (I) Authorizing Use of Cash Collateral and (II) Providing Adequate Protection [Docket Entry No. 180] (the “Cash Collateral Order”), or (iii) claims of holders of Notes, as defined in the Cash Collateral Order, with respect to any obligation under the Notes.

3. On March 12, 2012, the United States Trustee appointed the Official Committee of Unsecured Creditors (the "Committee") in these Chapter 11 cases pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Docket Entry No. 141]. No trustee or examiner has been appointed in these Chapter 11 cases.

4. The Debtors are authorized to operate their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

5. A description of the Debtors' businesses, the reasons for filing these Chapter 11 cases, and the relief sought from this Court to allow for a smooth transition into operations under Chapter 11 are set forth in the Declaration of Timothy P. Cherry in Support of First Day Motions (the "Cherry Declaration"), which has been filed with the Court [Docket Entry No. 44].

#### **RELIEF REQUESTED**

6. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claim must be filed in Chapter 11 cases. Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled or whose claim is scheduled as disputed, contingent, or unliquidated must file a proof of claim.

7. Local Rule 3001-1 provides that, in Chapter 11 cases, the bar date for filing proofs of claim or interest shall be not later than 90 days from the first scheduled meeting of creditors pursuant to section 341 of the Bankruptcy Code, and with respect to claims of governmental units, not later than 180 days from the Petition Date, unless otherwise ordered by the Court. The first meeting of creditors pursuant to section 341 of the Bankruptcy Code is scheduled for April 13, 2012. Accordingly, pursuant to Local Rule 3001-1, the bar date for filing proofs of claim or interest may not be later than July 12, 2012, and the bar date for filing claims of governmental units may not be later than August 26, 2012.

8. Pursuant to the bidding procedures approved by Order of this Court on March 16, 2012 [Docket Entry No. 182], the Debtors shall file a proposed plan of reorganization and disclosure statement by May 13, 2012. Accordingly, the Debtors require that the bar dates for filing proofs of claim or interest in these cases be set well prior to the latest dates contemplated by Local Rule 3001-1.

**A. Establishment of Bar Dates**

Bar Date

9. As set forth in the proposed Bar Date Order submitted herewith and attached hereto as **Exhibit A**, except as provided below, the Debtors request that any entity, as such term is defined in section 101(15) of the Bankruptcy Code (an "Entity") (including, without limitation, general unsecured creditors, any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code), and creditors holding claims under section 503(b)(9) of the Bankruptcy Code) that asserts a claim against any or all of the Debtors that *arose prior to the Petition Date* (such claim, a "Prepetition Claim") be required to file an original, written proof of such Prepetition Claim, substantially in the form of Official Form No. 10, so as to be received on or before the Bar Date (**May 31, 2012**) by either mail or delivery by hand, courier, or overnight service to BMC Group, Inc., the Debtors' duly appointed claims, noticing and balloting agent (the "Claims Agent"). Each proof of claim must specifically set forth the full name of the particular Debtor and that Debtor's particular case number to which the Prepetition Claim applies. The original proof of claim with signature and accompanying documentation must be delivered by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at one of the following addresses:

**BY MAIL TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT**

**DELIVERY TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
18675 Lake Drive East  
Chanhassen, MN 55317

**Original proofs of claim (and not email transmissions or facsimile copies) must be received  
by the Claims Agent on or before 4:00 p.m. prevailing Eastern Time on the Bar Date.**

10. The Bar Date would apply to all Prepetition Claims asserted by any Entity, except that the following Entities would not need to file proofs of claim:

- (a) any Entity that has already properly filed with the Claims Agent a proof of claim using a claim form that substantially conforms to Form B10 (Official Form No. 10);
- (b) any Entity whose Prepetition Claim is listed in the Debtors' schedules of assets and liabilities (the "Schedules"), **and** is not designated as "disputed," "contingent," or "unliquidated," **and** with respect to which the Entity agrees with the nature, classification and amount of such Prepetition Claim as identified in the Schedules;
- (c) any Entity whose Prepetition Claim (including any claim pursuant to section 503(b)(9) of the Bankruptcy Code) previously has been allowed by, or paid pursuant to, an order of this Court;
- (d) any Entity asserting a claim under section 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases, specifically including professionals retained by the Debtors or the Committee, as well as all parties authorized to receive payment pursuant to the DIP Financing Order or the Cash Collateral Order;
- (e) any Entity asserting a claim **solely** for a refundable membership or initiation deposit **and** with respect to which the Entity agrees with the description and amount of such Prepetition Claim as identified in the Schedules; and
- (f) holders of Notes, as defined in the Cash Collateral Order, who are not required to file proofs of claim in these Chapter 11 cases with respect to any obligation under the Notes. The Indenture Trustee, as defined in the Cash Collateral Order, is authorized and entitled, in its sole discretion, but is not required, to file (and amend and/or supplement, as it sees fit) aggregate proofs of claim on behalf of the holders of the Notes with respect to any obligation under the Notes.

11. The Debtors also propose that, subject to the provisions proposed below, any Entity whose Prepetition Claim is not listed in the Debtors' Schedules, or is listed as disputed, contingent, or unliquidated, and that desires to participate in these Chapter 11 cases or share in any distribution in these Chapter 11 cases, and any Entity that believes its Prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Prepetition Claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the Bar Date.

12. Consistent with paragraph 10(e) above, the Debtors further propose that any Entity asserting a claim solely for a refundable membership or initiation deposit will be deemed to have filed a timely contingent claim in the amount and of the type as set forth in Schedule F of each of the Debtor's Schedules of Assets and Liabilities filed on March 30, 2012, wherein each such refundable membership or initiation deposit claim is denominated as a contingent "Member Initiation Deposit" in a specified amount (a copy of each Debtor's Schedule F may be obtained at the website maintained for these cases by the Claims Agent at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs)).<sup>3</sup> The Debtors believe this relief is appropriate given the large number of potential individual creditors whose claims may be limited solely to refundable membership or initiation deposits, and who may be prejudiced by the necessity of filing a proof of claim merely due to the contingent nature of their claims.

Amended Schedule Bar Date

13. The Debtors propose further that they shall retain the right to: (a) dispute or assert offsets or defenses against any filed Prepetition Claim or any Prepetition Claim listed or reflected

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<sup>3</sup> For the avoidance of doubt, any Entity asserting any claim in addition to a claim for a refundable membership or initiation deposit must file a separate proof of claim as to such claim or will not be deemed to have filed a timely proof of claim with regard to any non-membership or initiation deposit claim(s).

in the Schedules as to nature, amount, liability, classification or otherwise; (b) subsequently designate any Prepetition Claim as disputed, contingent or unliquidated, and (c) add claims to the Schedules; *provided, however*, that if the Debtors amend the Schedules to reduce the undisputed, noncontingent, and liquidated amount, to change the nature or classification of a Prepetition Claim reflected therein and/or to add a claim to the Schedules, then the affected claimant shall have until the Amended Schedule Bar Date (the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant) to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Prepetition Claim or added claim. Notwithstanding the foregoing, nothing set forth herein would preclude the Debtors from objecting to any Prepetition Claim, whether scheduled or filed, on any grounds.

503(b)(9) Claims Procedures

14. Section 503(b)(9) of the Bankruptcy Code provides that sellers of goods may request allowance of an administrative expense claim for the value of goods received by a debtor in the ordinary course of business within 20 days of the commencement of a case. *See* 11 U.S.C. § 503(b)(9). Uniform procedures (the “503(b)(9) Claims Procedures”) for claims asserted pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”) will help the Debtors understand the full universe of claims and promote efficiency as the Debtors expect that most vendors that delivered goods to the Debtors during the 20 days prior to the Petition Date (the “503(b)(9) Claimants”) will assert 503(b)(9) Claims. Therefore, the Debtors request that the Court establish the 503(b)(9) Claims Procedures set forth below.

15. The Debtors propose the following procedures for filing 503(b)(9) Claims:

- (a) 503(b)(9) Claimants must use a claim form that substantially conforms to Form B10 (Official Form No. 10), must clearly indicate on the face of such claim form that a 503(b)(9) Claim is being asserted, and must

include, with specificity: (i) the amount of the 503(b)(9) Claim; (ii) the date of delivery of the goods the 503(b)(9) Claimant contends the identified Debtor received within 20 days before the Petition Date; (iii) documentation, including invoices, receipts, bills of lading, etc., identifying the particular goods for which the 503(b)(9) Claim is being asserted; (iv) an identification of which goods (if any) were subject to a demand for reclamation asserted under section 546 of the Bankruptcy Code; and (v) a certification that the goods with respect to which the 503(b)(9) Claim is being asserted were sold in the ordinary course of the Debtor's business;

- (b) All of this required information shall be sent to the Claims Agent, so as to be received on or before the Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address set forth herein;
- (c) 503(b)(9) Claimants shall not file a motion to compel allowance or payment of administrative expenses for their 503(b)(9) Claims. All timely and properly filed 503(b)(9) Claims shall be deemed allowed unless objected to. To the extent any 503(b)(9) Claim is allowed pursuant to these 503(b)(9) Claims Procedures and is entitled to administrative priority pursuant to the Bankruptcy Code, the 503(b)(9) Claim shall be paid pursuant any appropriate Order of this Court or as set forth in a plan of reorganization, if any, confirmed by the Court;
- (d) Nothing in these 503(b)(9) Claims Procedures shall preclude any 503(b)(9) Claimant from filing a motion seeking, after notice and a hearing, payment of a 503(b)(9) Claim earlier than provided for herein so long as such motion is predicated on events that have taken place in these cases subsequent to the entry of the Bar Date Order, and the movant asserts that, in light of such subsequent events, the earlier payment of the movant's 503(b)(9) Claim is necessary to ensure fair and equitable treatment of 503(b)(9) Claimants or is otherwise appropriate under the circumstances; and
- (e) Nothing in these 503(b)(9) Claims Procedures shall affect the rights and remedies and/or defenses of the Debtors, claimants or any other party-in-interest with regard to objection to any claim or obligation.

**B. Effect of Failure to File Claim by Applicable Bar Date**

16. The Debtors request that the Bar Date Order provide that: (i) the Claims Agent will **not** accept claim forms sent by facsimile, telecopy, or other electronic means, and (ii) all proofs of claim be deemed timely filed only if the original claim form is **actually received** by the Claims Agent on or before **4:00 p.m.** prevailing Eastern Time on the applicable Bar Date.



17. The Debtors propose that, except as expressly set forth herein, pursuant to Bankruptcy Rule 3003(c)(2), any Entity that is required to file a proof of claim for any claim against any or all of the Debtors in these Chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the order approving this Motion, but that fails to do so in a timely manner, shall be forever barred, estopped, and enjoined from asserting any such claim against any or all of the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim. Additionally, any holder of any claim who is required, but fails, to file a proof of such claim on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan or plans or participate in any distribution in the Debtors' Chapter 11 cases on account of such claim or to receive further notices regarding such claim.

**C. Actual Notice of Bar Dates**

18. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors propose to provide actual notice of the Bar Dates by mailing a notice of the Bar Dates (the "Bar Date Notice") in substantially the form attached hereto as **Exhibit B** to all parties listed on the consolidated list of creditors and equity security holders of the Debtors, which list is maintained by the Claims Agent, and which list includes:

- (a) the Office of the U.S. Trustee;
- (b) all holders of Prepetition Claims and/or 503(b)(9) Claims listed on the Schedules at the addresses stated therein;
- (c) all Entities listed on the creditor matrix in these cases;
- (d) all counterparties to executory contracts and unexpired leases;
- (e) all current or former record holders of equity securities of the Debtors;
- (f) all taxing authorities for locations in which the Debtors have done business in the last 3 years;

- (g) the United States Securities and Exchange Commission;
- (h) all lienholders;
- (i) all parties to litigation in which the Debtors are involved;
- (j) all providers of utility services to the Debtors;
- (k) all insurance providers;
- (l) the Debtors' banks;
- (m) the Debtors' pre- and post-petition secured parties;
- (n) all Entities requesting notice pursuant to Bankruptcy Rule 2002 as of the date of the entry of the Bar Date Order; and
- (o) all parties that have filed proofs of claim in these cases as of the date of the entry of the Bar Date Order.

(collectively, the "Bar Date Notice Parties").

19. The Debtors reserve the right to serve the Bar Date Notice to certain Entities not described above with which, prior to the Petition Date, the Debtors had done business or that may have asserted a claim against any or all of the Debtors in the recent past.

20. The proposed Bar Date Notice notifies the parties of the Bar Dates and contains information regarding who must file a proof of claim, the procedures for filing a proof of claim, and the consequences of failure to timely file a proof of claim.

21. The Debtors request that the Court approve the form and use of the Bar Date Notice.

*Actual Notice of Amended Schedule Bar Date, as necessary*

22. If and when the Debtors amend their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a Prepetition Claim reflected therein, to change the nature or classification of a Prepetition Claim reflected therein, or to add a claim, the Debtors will provide notice to the affected claimant of any such amended or added claim, which will

include information regarding the Amended Schedule Bar Date and how to file a proof of claim or amend an existing proof of claim.

23. The Debtors request that the Court approve this method of notice of the Amended Schedule Bar Date.

**D. Timing of Proposed Notice by Mail**

24. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors intend to mail the Bar Date Notice to the Bar Date Notice Parties within five (5) days of the entry of the Bar Date Order. With the Bar Date fixed at **May 31, 2012**, all potential claimants would have well in excess of the twenty-one (21) day notice period required under Bankruptcy Rule 2002(a)(7), providing creditors ample time within which to prepare and file proofs of claim.

**E. Publication Notice**

25. The extensive nature of the Debtors' businesses creates the potential for the existence of claims against any or all of the Debtors of which the Debtors are unaware. Such unknown potential claims may include, for example, claims of customers relating to products or services provided by the Debtors' businesses, claims of trade vendors who failed to submit an invoice to the Debtors, and claims that, for various reasons, are not recorded on the Debtors' books and records. Accordingly, the Debtors believe that it is necessary to provide notice of the Bar Dates to Entities whose names and addresses are unknown to the Debtors and, in addition, that it is advisable to provide supplemental notice to known holders of claims. Therefore, pursuant to Bankruptcy Rule 2002(l), the Debtors request authority to publish notice of the Bar Dates substantially in the form annexed as **Exhibit C** hereto (the "Publication Notice") in the national edition of *USA Today* (or other similar publication designated by the Debtors) as well as in *The Greenville News*, which is the legal organ for Greenville County, South Carolina, as soon as practicable following entry of the Bar Date Order.

26. The Publication Notice will include a telephone number that potential creditors may call and an internet website that they may visit to obtain copies of a proof of claim form and information concerning the procedures for filing proofs of claim.

27. The Debtors request that the Court find that the Debtors' proposed procedures regarding the Publication Notice will provide good, adequate, and sufficient publication notice of the Bar Dates.

**NOTICE OF THIS MOTION**

28. No trustee or examiner has been appointed in these Chapter 11 cases. Notice of this Motion will be served pursuant to the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121]. The Debtors submit that, under the circumstances, no other or further notice is required.

**NO PRIOR REQUEST**

29. No previous request for the relief sought in this Motion has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as **Exhibit A** and grant such other and further relief as the Court may deem just and proper.

Dated: March 30, 2012

Respectfully submitted,

/s/ Däna Wilkinson

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-and-

/s/ J. Michael Levengood

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*Attorneys for Debtors and Debtors in Possession*

**EXHIBIT A**

**PROPOSED ORDER**

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

Case No. 12-01220

**ORDER (I) ESTABLISHING CERTAIN BAR DATES FOR FILING PROOFS OF  
CLAIM, (II) APPROVING BAR DATE NOTICE AND MAILING AND PUBLICATION  
PROCEDURES, (III) IMPLEMENTING UNIFORM PROCEDURES  
REGARDING SECTION 503(B)(9) CLAIMS, AND  
(IV) PROVIDING CERTAIN SUPPLEMENTAL RELIEF**

The relief set forth on the following pages, for a total of 11 pages including this page is hereby **ORDERED**.

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,

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CHAPTER 11

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Jointly Administered

**ORDER (I) ESTABLISHING CERTAIN BAR DATES FOR FILING PROOFS OF  
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REGARDING SECTION 503(B)(9) CLAIMS, AND  
(IV) PROVIDING CERTAIN SUPPLEMENTAL RELIEF**

Upon the motion [Docket Entry No. \_\_\_\_] (the “Motion”)<sup>2</sup> of the debtors and debtors-in-possession in the above-captioned Chapter 11 cases (the “Debtors”), for entry of an order (this “Order”) pursuant to section 501 the Bankruptcy Code and Bankruptcy Rules 2002 and 3003: (i) establishing **May 31, 2012** as the deadline by which creditors (including, without limitation, general unsecured creditors, any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code), and creditors holding claims under section 503(b)(9) of the Bankruptcy

<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 but not defined herein shall have the meanings ascribed to such terms in the Motion.



Code) must file proofs of claim in these Chapter 11 cases (the “Bar Date”); (ii) establishing a deadline by which creditors holding claims that have been amended by the Debtors in their Schedules must file proofs of claim in these Chapter 11 cases as the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant (the “Amended Schedule Bar Date” and collectively, with the Bar Date, the “Bar Dates”); (iii) approving the form of notice (the “Bar Date Notice”) to be used to inform potential creditors of the Bar Dates; (iv) approving mailing and publication procedures with respect to notice of the Bar Dates; (v) approving uniform procedures for the assertion of claims pursuant to section 503(b)(9) of the Bankruptcy Code; and (vi) providing certain supplemental relief; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates, and that the establishment of the Bar Dates and the procedures set forth in the Motion are fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against any or all of the Debtors or their property in these Chapter 11 cases; and the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of this Motion having been due and sufficient under the circumstances; and upon the record herein; and after due deliberation; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Bar Dates set forth in the Motion are hereby APPROVED.
3. The forms of the Bar Date Notice and the Publication Notice, substantially in the forms attached to the Motion, are hereby APPROVED.

4. The manner of providing notice of the Bar Dates proposed in the Motion is hereby APPROVED.

5. The form and manner of notice of the Bar Dates approved hereby are deemed to fulfill the notice requirements of the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, and will provide good, adequate, and sufficient notice of the Bar Dates.

6. Except as provided herein, any Entity that asserts a Prepetition Claim against any or all of the Debtors shall be required to file an original, written proof of such Prepetition Claim, substantially in the form of Official Form No. 10, so as to be received on or before **May 31, 2012** by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at one of the following addresses:

**BY MAIL TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT  
DELIVERY TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
18675 Lake Drive East  
Chanhassen, MN 55317

**Original proofs of claim (and not email transmissions or facsimile copies) must be received by the Claims Agent on or before 4:00 p.m. prevailing Eastern Time on the Bar Date.**

7. Any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) that asserts a Prepetition Claim against any of the Debtors shall be required to file an original, written proof of such Prepetition Claim, substantially in the form of Official Form No. 10, so as to be received on or before **May 31, 2012** by either mail or delivery by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at the appropriate address set forth above.

8. If the Debtors amend the Schedules to reduce the undisputed, noncontingent, and liquidated amount of a Prepetition Claim, to change the nature or classification of a Prepetition

Claim reflected therein and/or to add a claim to the Schedules, then any affected claimant shall have until the Amended Schedule Bar Date (the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant) to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Prepetition Claim or added claim. Entities wishing to file proofs of claim with respect to claims that have been amended by the Debtors in their Schedules or added thereto are required to file an original proof of such claim substantially in the form of Form B10 (Official Form No. 10) so as to be actually received by the Claims Agent on or before the Amended Schedule Bar Date by either mail or delivery by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at the appropriate address set forth above.

9. Vendors that delivered goods to the Debtors during the 20 days prior to the Petition Date (the “503(b)(9) Claimants”) shall follow the following procedures to assert claims pursuant to section 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”):

- (a) 503(b)(9) Claimants must use a claim form that substantially conforms to Form B10 (Official Form No. 10), must clearly indicate on the face of such claim form that a 503(b)(9) Claim is being asserted, and must include, with specificity: (i) the amount of the 503(b)(9) Claim; (ii) the date of delivery of the goods the 503(b)(9) Claimant contends the identified Debtor received within 20 days before the Petition Date; (iii) documentation, including invoices, receipts, bills of lading, etc., identifying the particular goods for which the 503(b)(9) Claim is being asserted; (iv) an identification of which goods (if any) were subject to a demand for reclamation asserted under section 546 of the Bankruptcy Code; and (v) a certification that the goods with respect to which the 503(b)(9) Claim is being asserted were sold in the ordinary course of the Debtor’s business;
- (b) All of this required information shall be sent to the Claims Agent, so as to be received on or before the Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address set forth herein;
- (c) 503(b)(9) Claimants shall not file a motion to compel allowance or payment of administrative expenses for their 503(b)(9) Claims. All timely and properly filed 503(b)(9) Claims shall be deemed allowed unless

objected to. To the extent any 503(b)(9) Claim is allowed pursuant to these 503(b)(9) Claims Procedures and is entitled to administrative priority pursuant to the Bankruptcy Code, the 503(b)(9) Claim shall be paid pursuant any appropriate Order of this Court or as set forth in a plan of reorganization, if any, confirmed by the Court;

- (d) Nothing in these 503(b)(9) Claims Procedures shall preclude any 503(b)(9) Claimant from filing a motion seeking, after notice and a hearing, payment of a 503(b)(9) Claim earlier than provided for herein so long as such motion is predicated on events that have taken place in these cases subsequent to the entry of the Bar Date Order, and the movant asserts that, in light of such subsequent events, the earlier payment of the movant's 503(b)(9) Claim is necessary to ensure fair and equitable treatment of 503(b)(9) Claimants or is otherwise appropriate under the circumstances; and
- (e) Nothing in these 503(b)(9) Claims Procedures shall affect the rights and remedies and/or defenses of the Debtors, claimants or any other party-in-interest with regard to objection to any claim or obligation.

10. The Claims Agent shall **not** accept claim forms sent by facsimile, telecopy, or other electronic means, and all proofs of claim shall be deemed timely filed only if the original claim form is **actually received** by the Claims Agent on or before **4:00 p.m.** prevailing Eastern Time on the applicable Bar Date.

11. The following Entities **do not** need to file proofs of claim:

- (a) any Entity that has already properly filed with the Claims Agent a proof of claim using a claim form that substantially conforms to Form B10 (Official Form No. 10);
- (b) any Entity whose Prepetition Claim is listed in the Debtors' Schedules,<sup>3</sup> **and** is not designated as "disputed," "contingent," or "unliquidated," **and** with respect to which the Entity agrees with the nature, classification and amount of such Prepetition Claim as identified in the Schedules;
- (c) any Entity whose Prepetition Claim (including any claim pursuant to section 503(b)(9) of the Bankruptcy Code) previously has been allowed by, or paid pursuant to, an order of this Court;

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<sup>3</sup> A copy of the Debtors' Schedules may be obtained at the website maintained for these cases by the Claims Agent, at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs).

- (d) any Entity asserting a claim under section 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases, specifically including professionals retained by the Debtors or the Committee, as well as all parties authorized to receive payment pursuant to the DIP Financing Order or the Cash Collateral Order;
- (e) any Entity asserting a claim **solely** for a refundable membership or initiation deposit **and** with respect to which the Entity agrees with the description and amount of such Prepetition Claim as identified in the Schedules; and
- (f) holders of Notes, as defined in the Cash Collateral Order, who are not required to file proofs of claim in these Chapter 11 cases with respect to any obligation under the Notes. The Indenture Trustee, as defined in the Cash Collateral Order, is authorized and entitled, in its sole discretion, but is not required, to file (and amend and/or supplement, as it sees fit) aggregate proofs of claim on behalf of the holders of the Notes with respect to any obligation under the Notes.

12. Subject to the provisions herein, any Entity whose Prepetition Claim is not listed in the Debtors' Schedules, or is listed as disputed, contingent, or unliquidated, and that desires to participate in these Chapter 11 cases or share in any distribution in these Chapter 11 cases, and any Entity that believes its Prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Prepetition Claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the Bar Date.

13. Any Entity asserting a claim **solely** for a refundable membership or initiation deposit will be deemed to have filed a timely contingent claim in the amount and of the type as set forth in Schedule F of each of the Debtor's Schedules of Assets and Liabilities filed on March 30, 2012, wherein each such refundable membership or initiation deposit claim is denominated as a contingent "Member Initiation Deposit" in a specified amount (a copy of each Debtor's Schedule F may be obtained at the website maintained for these cases by the Claims Agent at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs)). Any Entity asserting any claim in addition to a claim

for a refundable membership or initiation deposit **must file a separate proof of claim as to such claim or it will not be deemed to have filed a proof of claim with regard to any such non-membership or initiation deposit claim(s)**. Nothing herein precludes any Entity from filing a separate proof of claim in accordance with the procedures set forth herein.

14. Each proof of claim filed shall: (a) be written in the English language, (b) be denominated in lawful currency of the United States, (c) conform substantially with Official Form No. 10, (d) attach copies of any writings upon which the claim is based, and (e) when asserting a 503(b)(9) Claim, shall also comply with the 503(b)(9) Claims Procedures.

15. Except as expressly set forth herein, pursuant to Bankruptcy Rule 3003(c)(2), any Entity that is required to file a proof of claim for any claim against any or all of the Debtors in these Chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order, but that fails to do so in a timely manner, shall be forever barred, estopped, and enjoined from asserting any such claim against any or all of the Debtors, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim. Additionally, any holder of any claim that is required, but fails, to file a proof of such claim on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan or plans or participate in any distribution in the Debtors' Chapter 11 cases on account of such claim or to receive further notices regarding such claim.

16. The Debtors shall provide actual notice of the Bar Dates by mailing the Bar Date Notice, substantially in the form attached to the Motion as **Exhibit B**, to the Bar Date Notice Parties (as defined in the Motion) within five (5) days of the entry of this Order.

17. The Debtors may, in their discretion, but shall not be required to, serve the Bar Date Notice to certain Entities that are not Bar Date Notice Parties with which, prior to the

Petition Date, the Debtors had done business or that may have asserted a claim against any or all of the Debtors in the recent past, to the extent any such Entities exist.

18. If and when the Debtors amend their Schedules to reduce an undisputed, noncontingent and liquidated amount of a Prepetition Claim reflected therein, to change the nature or classification of a Prepetition Claim reflected therein or add a claim to the Schedules, the Debtors shall provide notice to any affected claimant of any such amended or added claim, which notice shall include information regarding the Amended Schedule Bar Date and how to file a proof of claim or amend an existing proof of claim.

19. The Debtors shall cause the Publication Notice to be published in the national edition of *USA Today* (or other similar publication designated by the Debtors) as well as in *The Greenville News*, which is the legal organ for Greenville County, South Carolina, as soon as practicable after entry of this Order. The Court finds that the Debtors' proposed procedures regarding the Publication Notice will provide good, adequate, and sufficient publication notice of the Bar Dates.

20. Nothing set forth herein shall preclude the Debtors from objecting to any Prepetition Claim on any grounds. Except as otherwise expressly set forth in any Order of this Court, the Debtors' rights to dispute, or assert offsets or defenses against, any claim, to subsequently designate any claim as disputed, contingent or unliquidated, and/or to object to any claim, whether scheduled or filed, on any grounds are hereby preserved.

21. The Debtors are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order, including payment of costs incurred in connection with noticing of the Bar Dates.

22. This Court shall retain jurisdiction over all matters arising out of or related to the Motion and this Order.

AND IT IS SO ORDERED.



**Prepared and presented by:**

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-and-

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*Attorneys for Debtors and Debtors in Possession*

**EXHIBIT B**

**BAR DATE NOTICE**

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

**NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On February 28, 2012 (the "Petition Date"), The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of South Carolina (the "Bankruptcy Court").

Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against any or all of the Debtors, notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Under section 101(5) of the Bankruptcy Code, the word "claim" means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

<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).

Under the Bankruptcy Code, the Debtors are granted certain protections against creditors. A creditor is anyone to whom the Debtors owe money or property. Creditors are prohibited from taking any actions to collect money or property from the Debtors. If unauthorized actions are taken by a creditor against any or all of the Debtors, the Bankruptcy Court may penalize that creditor. A creditor who is considering taking action against any or all of the Debtors, or property of any or all of the Debtors, other than by the filing of a proof of claim consistent with this notice, may wish to consult an attorney.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OR ALL OF THE DEBTORS.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.**

**BAR DATE FOR PREPETITION CLAIMS AND  
PROCEDURES FOR ASSERTION OF SECTION 503(B)(9) CLAIMS**

By Order of the Bankruptcy Court entered on April \_\_, 2012 (the "Bar Date Order"), except as expressly provided herein, any entity, as such term is defined in section 101(15) of the Bankruptcy Code (an "Entity"), including any governmental unit, as such term is defined in section 101(27) of the Bankruptcy Code, that asserts a claim against any or all of the Debtors that *arose prior to the Petition Date*, whether secured, unsecured priority, or unsecured non-priority (such claim, a "Prepetition Claim"), is required to file an original, written proof of such Prepetition Claim, substantially in the form of Form B10 (Official Form No. 10),<sup>2</sup> so as to be **actually received** on or before **May 31, 2012** (the "Bar Date") by hand delivery, courier service, overnight delivery, or first-class U.S. mail to BMC Group, Inc., the Debtors' duly appointed claims, noticing and balloting agent (the "Claims Agent"), at one of the following addresses:

**BY MAIL TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT**

**DELIVERY TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
18675 Lake Drive East  
Chanhassen, MN 55317

**Original proofs of claim (and not email transmissions or facsimile copies) must be received by the Claims Agent on or before 4:00 p.m. prevailing Eastern Time on the Bar Date.**

<sup>2</sup> You should have received a copy of a proof of claim form consistent with Form B10 (Official Form No. 10). However, if you did not receive a copy of such form, or if you need another copy, you can print a copy of the appropriate form from the website maintained for these cases by BMC Group, Inc., the Debtors' duly appointed claims, noticing and balloting agent, at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs). Additionally, you may obtain a proof of claim form from any bankruptcy court clerk's office, from your lawyer, or by contacting the Debtors' bankruptcy counsel, Bryan E. Bates, at 404-527-4000.

The Bar Date applies to all Prepetition Claims, including claims pursuant to section 503(b)(9) of the Bankruptcy Code, except that the following Entities **do not** need to file proofs of claim:

- (a) any Entity that has already properly filed with the Claims Agent a proof of claim using a claim form that substantially conforms to Form B10 (Official Form No. 10);
- (b) any Entity whose Prepetition Claim is listed in the Debtors' schedules of assets and liabilities (the "Schedules"),<sup>3</sup> **and** is not designated as "disputed," "contingent," or "unliquidated," **and** with respect to which the Entity agrees with the nature, classification and amount of such Prepetition Claim as identified in the Schedules;
- (c) any Entity whose Prepetition Claim (including any claim pursuant to section 503(b)(9) of the Bankruptcy Code) previously has been allowed by, or paid pursuant to, an order of this Court;
- (d) any Entity asserting a claim under section 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases, specifically including professionals retained by the Debtors or the Committee, as well as all parties authorized to receive payment pursuant to the DIP Financing Order or the Cash Collateral Order;
- (e) any Entity asserting a claim **solely** for a refundable membership or initiation deposit **and** with respect to which the Entity agrees with the description and amount of such Prepetition Claim as identified in the Schedules; and
- (f) holders of Notes, as defined in the Cash Collateral Order, who are not required to file proofs of claim in these Chapter 11 cases with respect to any obligation under the Notes. The Indenture Trustee, as defined in the Cash Collateral Order, is authorized and entitled, in its sole discretion, but is not required, to file (and amend and/or supplement, as it sees fit) aggregate proofs of claim on behalf of the holders of the Notes with respect to any obligation under the Notes.

Except with respect to any Entity asserting a claim solely for a refundable membership or initiation deposit, any Entity whose Prepetition Claim is not listed in the Debtors' Schedules, or is listed as disputed, contingent, or unliquidated, and that desires to participate in these Chapter 11 cases or share in any distribution in these Chapter 11 cases, and any Entity that believes its Prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and

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<sup>3</sup> A copy of the Debtors' Schedules may be obtained at the website maintained for these cases by the Claims Agent, at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs).

that desires to have its Prepetition Claim allowed in a classification or amount other than that set forth in the Schedules, must file a proof of claim on or before the Bar Date.

Any Entity asserting a claim **solely** for a refundable membership or initiation deposit will be deemed to have filed a timely contingent claim in the amount and of the type as set forth in Schedule F of each of the Debtor's Schedules of Assets and Liabilities filed on March 30, 2012, wherein each such refundable membership or initiation deposit claim is denominated as a contingent "Member Initiation Deposit" in a specified amount (a copy of each Debtor's Schedule F may be obtained at the website maintained for these cases by the Claims Agent at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs)). Any Entity asserting any claim in addition to a claim for a refundable membership or initiation deposit **must file a separate proof of claim as to such claim or it will not be deemed to have filed a proof of claim with regard to any such non-membership or initiation deposit claim(s)**. Nothing herein precludes any Entity from filing a separate proof of claim in accordance with the procedures set forth herein.

The following procedures shall apply to the assertion of claims pursuant to section 503(b)(9) of the Bankruptcy Code (the "503(b)(9) Claims") by vendors that delivered goods to the Debtors during the 20 days prior to the Petition Date (the "503(b)(9) Claimants"):

- (a) 503(b)(9) Claimants must use a claim form that substantially conforms to Form B10 (Official Form No. 10), must clearly indicate on the face of such claim form that a 503(b)(9) Claim is being asserted, and must include, with specificity: (i) the amount of the 503(b)(9) Claim; (ii) the date of delivery of the goods the 503(b)(9) Claimant contends the identified Debtor received within 20 days before the Petition Date; (iii) documentation, including invoices, receipts, bills of lading, etc., identifying the particular goods for which the 503(b)(9) Claim is being asserted; (iv) an identification of which goods (if any) were subject to a demand for reclamation asserted under section 546 of the Bankruptcy Code; and (v) a certification that the goods with respect to which the 503(b)(9) Claim is being asserted were sold in the ordinary course of the Debtor's business;
- (b) All of this required information shall be sent to the Claims Agent, so as to be received on or before the Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address set forth herein;
- (c) 503(b)(9) Claimants shall not file a motion to compel allowance or payment of administrative expenses for their 503(b)(9) Claims. All timely and properly filed 503(b)(9) Claims shall be deemed allowed unless objected to. To the extent any 503(b)(9) Claim is allowed pursuant to these 503(b)(9) Claims Procedures and is entitled to administrative priority pursuant to the Bankruptcy Code, the 503(b)(9) Claim shall be paid pursuant any appropriate Order of this Court or as set forth in a plan of reorganization, if any, confirmed by the Court;

- (d) Nothing in these 503(b)(9) Claims Procedures shall preclude any 503(b)(9) Claimant from filing a motion seeking, after notice and a hearing, payment of a 503(b)(9) Claim earlier than provided for herein so long as such motion is predicated on events that have taken place in these cases subsequent to the entry of the Bar Date Order, and the movant asserts that, in light of such subsequent events, the earlier payment of the movant's 503(b)(9) Claim is necessary to ensure fair and equitable treatment of 503(b)(9) Claimants or is otherwise appropriate under the circumstances; and
- (e) Nothing in these 503(b)(9) Claims Procedures shall affect the rights and remedies and/or defenses of the Debtors, claimants or any other party-in-interest with regard to objection to any claim or obligation.

#### AMENDED SCHEDULE BAR DATE

If the Debtors amend their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a Prepetition Claim reflected therein, to change the nature or classification of a Prepetition Claim reflected therein and/or to add a claim to the Schedules, then any affected claimant shall have until the Amended Schedule Bar Date (the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant) to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Prepetition Claim or added claim. Entities wishing to file proofs of claim with respect to claims that have been amended by the Debtors in their Schedules or added thereto are required to file an original proof of such claim substantially in the form of Form B10 (Official Form No. 10) so as to be **actually received** by the Claims Agent on or before the Amended Schedule Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address set forth herein.

#### GENERAL REQUIREMENTS AND INFORMATION

Each proof of claim filed shall: (a) be written in the English language, (b) be denominated in lawful currency of the United States, (c) conform substantially with Official Form No. 10, (d) attach copies of any writings upon which the claim is based, and (e) when asserting a 503(b)(9) Claim, shall also comply with the 503(b)(9) Claims Procedures.

The Claims Agent will **not** accept claim forms sent by facsimile, telecopy, or other electronic means, and all proofs of claim shall be deemed timely filed only if the original claim form is **actually received** by the Claims Agent on or before **4:00 p.m.** prevailing Eastern Time on the applicable Bar Date.

**EXCEPT AS EXPRESSLY SET FORTH IN THE BAR DATE ORDER, PURSUANT TO BANKRUPTCY RULE 3003(C)(2), ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM FOR ANY CLAIM AGAINST ANY OR ALL OF THE DEBTORS IN THESE CHAPTER 11 CASES PURSUANT TO THE BANKRUPTCY CODE, THE BANKRUPTCY RULES OR THE BAR DATE ORDER, BUT THAT FAILS**

**TO DO SO IN A TIMELY MANNER, SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING ANY SUCH CLAIM AGAINST ANY OR ALL OF THE DEBTORS, AND THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM. ADDITIONALLY, ANY HOLDER OF ANY CLAIM WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE PERMITTED TO VOTE TO ACCEPT OR REJECT ANY PLAN OR PLANS OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

You may be listed as the holder of a claim against any or all of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to and carefully review the Schedules. Copies of the Schedules and the Bar Date Order are available and may be examined by interested parties: (i) at the website maintained for these cases by the Claims Agent at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs), (ii) at the office of the Clerk of the Court, J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, SC 29201-2423, during normal business hours, or (iii) on the Court's electronic docket of these cases at the address [www.scb.uscourts.gov](http://www.scb.uscourts.gov).

YOU SHOULD CONSULT YOUR ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER YOU SHOULD FILE A PROOF OF CLAIM. If you have any further questions regarding the filing or processing of a proof of claim, please contact undersigned counsel for the Debtors. **PLEASE DO NOT ATTEMPT TO CONTACT THE COURT FOR ADVICE.**



Dated: April \_\_, 2012

Respectfully submitted,

/s/ Däna Wilkinson

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-and-

/s/ J. Michael Levengood

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J. Michael Levengood  
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*Attorneys for Debtors and Debtors in Possession*

**EXHIBIT C**

**PUBLICATION NOTICE**

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

**NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE CLIFFS CLUB & HOSPITALITY GROUP, INC. AND ITS AFFILIATED DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES, AS DEBTORS AND DEBTORS IN POSSESSION (COLLECTIVELY, THE “DEBTORS”), PLEASE TAKE NOTICE OF THE FOLLOWING:**

On February 28, 2012 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”).

**Bar Dates.** Pursuant to an order of the Bankruptcy Court entered on April \_\_, 2012 (the “Bar Date Order”), and in accordance with Rule 3003(c) of the Federal Rules of Bankruptcy Procedures, all entities (except those entities that are excused pursuant to the Bar Date Order) who: (i) have a claim or potential claim against any or all of the Debtors that arose before the Petition Date, no matter how remote or contingent such claim may be (a “Prepetition Claim”) MUST FILE A PROOF OF CLAIM on or before May 31, 2012 (the “Bar Date”).

<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).

If the Debtors amend their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a Prepetition Claim reflected therein, to change the nature or classification of a Prepetition Claim reflected therein and/or to add a claim to the Schedules, then any affected claimant shall have until the later of the Bar Date and thirty (30) days after the date that notice of the amendment is served on the affected claimant to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled Prepetition Claim or added claim.

**Procedures for Submitting Proofs of Claim.** Proofs of claim must be submitted to BMC Group, Inc., the Debtors' duly appointed claims, noticing and balloting agent (the "Claims Agent"), on or before **May 31, 2012** by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at one of the following addresses:

**BY MAIL TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT  
DELIVERY TO:**

BMC Group, Inc  
Attn: The Cliffs Club & Hospitality  
Group, Inc., et al. Claims Processing  
18675 Lake Drive East  
Chanhassen, MN 55317

Proofs of claim shall be deemed timely filed only if the original claim form is **actually received** by the Claims Agent on or before **4:00 p.m.** prevailing Eastern Time on the applicable Bar Date. The Claims Agent will **not** accept claim forms sent by facsimile, telecopy, or other electronic means.

Each proof of claim filed shall: (a) be written in the English language, (b) be denominated in lawful currency of the United States, (c) conform substantially with Official Form No. 10, (d) attach copies of any writings upon which the claim is based, and (e) when asserting a 503(b)(9) Claim, shall also comply with the 503(b)(9) Claims Procedures set forth in the Bar Date Order.

You may obtain a proof of claim form from any bankruptcy court clerk's office, from your lawyer, from certain business supply stores, from the website maintained for these cases at the address [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs), or by contacting the Debtors' bankruptcy counsel, Bryan E. Bates at McKenna Long & Aldridge LLP, at 404-527-4000. If you wish to obtain copies of the Debtors' schedules of assets and liabilities and/or the Bar Date Order, they are available and may be examined by interested parties: (i) at [www.bmcgroup.com/cliffs](http://www.bmcgroup.com/cliffs), (ii) at the office of the Clerk of the Court, J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, SC 29201-2423, during normal business hours, or (iii) on the Court's electronic docket of these cases at the address [www.scb.uscourts.gov](http://www.scb.uscourts.gov).

**EXCEPT AS EXPRESSLY SET FORTH IN THE BAR DATE ORDER, PURSUANT TO BANKRUPTCY RULE 3003(C)(2), ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM FOR ANY CLAIM AGAINST ANY OR ALL OF THE DEBTORS IN THESE CHAPTER 11 CASES PURSUANT TO THE BANKRUPTCY CODE, THE BANKRUPTCY RULES OR THE BAR DATE ORDER, BUT THAT FAILS TO DO SO IN A TIMELY MANNER, SHALL BE FOREVER BARRED, ESTOPPED,**

**AND ENJOINED FROM ASSERTING ANY SUCH CLAIM AGAINST ANY OR ALL OF THE DEBTORS, AND THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM. ADDITIONALLY, ANY HOLDER OF ANY CLAIM WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE PERMITTED TO VOTE TO ACCEPT OR REJECT ANY PLAN OR PLANS OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

YOU SHOULD CONSULT YOUR ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER YOU SHOULD FILE A PROOF OF CLAIM. If you have any further questions regarding the filing or processing of a proof of claim, please contact the Debtors' bankruptcy counsel, Bryan E. Bates at McKenna Long & Aldridge LLP, at 404-527-4000. **PLEASE DO NOT ATTEMPT TO CONTACT THE COURT FOR ADVICE.**