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APR 10 2012

United States Bankruptcy Court
Columbia, South Carolina (37)

**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-jw

Jointly Administered

**ORDER AUTHORIZING AND APPROVING DEBTORS' (I) LEASE OF OFFICE
SPACE, (II) LEASE PURCHASE OF COMPUTERS AND IT AND (III) LEASE OF
WELLNESS CENTER**

Upon consideration of the motion [Docket Entry No. 221] (the "Motion")² of the above-captioned debtors (the "Debtors") for entry of an order authorizing and approving the entry by certain of the Debtors into leases with third parties, some of whom are non-debtor affiliates of the Debtors, in order to continue using property that they were using on the Petition Date and that is necessary in the ordinary course of the Debtors' business, namely (i) a Lease between Debtor Cliffs Club & Hospitality Service Company LLC, as lessee, and non-debtor affiliate The Cliffs Commercial Properties, LLC, as lessor, for the use for a period of six months of the Debtors' office space, (ii) an Equipment Lease and Purchase Option Agreement between Debtor Cliffs Club & Hospitality Service Company LLC, as lessee, and non-debtor affiliate Cliffs

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338); CCHG Holdings, Inc. (1356); The Cliffs at Mountain Park Golf & Country Club, LLC (2842); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898); The Cliffs at High Carolina Golf & Country Club, LLC (4293); The Cliffs at Glassy Golf & Country Club, LLC (6559); The Cliffs Valley Golf & Country Club, LLC (6486); Cliffs Club & Hospitality Service Debtors, LLC (9665).

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

Communities, Inc., as lessor, for the lease purchase of computer equipment and IT, and (iii) a Commercial Lease Agreement (Triple Net) between Debtor The Cliffs at Keowee Falls Golf & Country Club, LLC, as lessee, and McCloskey, LLC, as lessor, in order to continue to use for a period of one year the space currently used for the operation of a wellness center; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and after due deliberation and sufficient cause therefore, it is hereby:

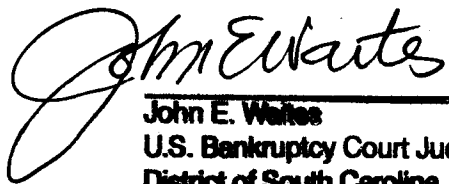
ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. The Debtors are authorized to enter into the Leases attached to the Motion as Exhibits A, B and C.
3. The Leases are approved.
4. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor in possession financing facility, any budget in connection therewith, and any order regarding the use of cash collateral.
5. Notwithstanding the possible application of the Bankruptcy Rules, including Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court retains jurisdiction with respect to all matters arising from or related to 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.



John E. Waite
U.S. Bankruptcy Court Judge
District of South Carolina

4/10/12
Date