

FILED

at ____ O'clock & ____ min. ____ M

APR 10 2012

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

United States Bankruptcy Court
Columbia, South Carolina (37)

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 PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE AND
RULES 6006 AND 9014 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
APPROVING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES**

Upon the motion [Docket Entry No. 223] (the "Motion")² 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 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates, 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

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).

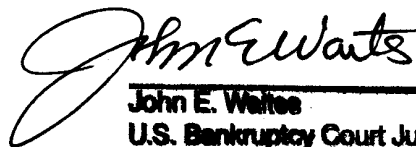
² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

circumstances; and upon the record herein; and after due deliberation; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. Pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors' rejection of the executory contracts and leases identified on Exhibit "1" annexed hereto is approved.
2. If the Debtors have deposited funds with a landlord of a Lease identified on Exhibit "1" as a security deposit or other arrangement, such landlord may not set off or otherwise use such deposit without the prior authority of the Court or agreement of the parties.
3. The Debtors are authorized to take such actions as are necessary to implement and effectuate the terms of this Order.
4. The bar date for parties affected by the rejections authorized herein to file a proof of claim for damages, if any, arising from the rejection of the executory contracts and leases identified on Exhibit "1" shall be the same claims bar date this Court sets for other creditors in these Chapter 11 cases.
5. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

AND IT IS SO ORDERED.



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

4/10/12
Date

Exhibit 1

EXECUTORY CONTRACTS / LEASES TO BE REJECTED

Number	Lease/ Executory Contract	Lessor/Counter Party Notice Address	Monthly Payment
1	WebEx Service Agreement with The Cliffs	Cisco WebEx LLC 3979 Freedom Circle Santa Clara, CA 95054	approximately \$1245.00
2	Plant Lease with Guaranteed Maintenance with The Cliffs at Glassy	Interior Landscapes, LLC 51 Plant Drive Ext. Greenville, SC 29607	\$189.00

Certificate of Notice Page 4 of 5
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: Apr 10, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 12, 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

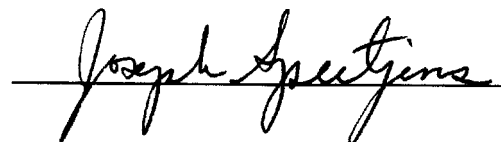
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: Apr 12, 2012

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 1

Date Rcvd: Apr 10, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 10, 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,
dweceffmail@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, rmobleymcnair.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 Interested Party Unsecured Creditors Committee
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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
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cshaffer@hsblawfirm.com
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,
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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
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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: 23