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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.,
d/b/a The Cliffs Golf & Country Club,**

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**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**

Upon the motion [Docket Entry No. 221] (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 501 the Bankruptcy Code and Bankruptcy Rules 2002 and 3003: (i) establishing **May 31, 2012** as the deadline by which non-governmental creditors (including, without limitation, general unsecured creditors and creditors holding claims under section 503(b)(9) of the Bankruptcy Code) must file proofs of claim in these Chapter 11 cases (the "Bar

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); and 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.

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, and the Governmental Claims Bar Date (defined below), 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. Except as set forth herein, the Bar Dates requested in the Motion are hereby APPROVED.

3. Except as provided herein, any non-governmental 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: Cliffs Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT
DELIVERY TO:**
BMC Group, Inc
Attn: Cliffs 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 applicable Bar Date.

4. 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 **August 27, 2012** (the "Governmental Claims 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. **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 applicable Bar Date.**

5. The Bar Date Notice and the Publication Notice, substantially in the forms attached hereto as Exhibits A and B, respectively, are hereby APPROVED.

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

7. 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.

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 either (i) filed within thirty (30) days of entry of the Bar Date Order and is based on an argument that these procedures unfairly prejudice 503(b)(9) Claimants, or (ii) 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 Court or 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,³ **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/or an amount due under the Notes, **and**, with respect to the refundable membership or initiation deposit claim, 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 applicable Bar Date.

³ 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.

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). Any Entity asserting any claim in addition to a claim for a refundable membership or initiation deposit (or other amounts included in Paragraph 11(a)-(f) of this Order for which a proof of claim need not be filed, including but not limited to a claim with respect to any obligation under the Notes) **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

(except that nothing herein shall prejudice any right of a claimant that fails to file a claim in a timely manner from asserting, subject to objection by the Debtors or any other party in interest, that its untimely-filed claim: (i) should be allowed as a timely-filed claim, on the basis that such claimant did not have notice or actual knowledge of these cases in time to timely file a proof of claim, (ii) is entitled to a distribution under chapter 7 of the Bankruptcy Code, in the event these chapter 11 cases are converted to chapter 7 cases, or (iii) should otherwise be allowed under applicable law). 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 hereto as **Exhibit A**, 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: (i) *The Greenville News*, which is the legal organ for Greenville County, South Carolina, and (ii) *The Asheville Citizen-Times*, which is the legal organ for Buncombe County, North 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.



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

April 10, 2012

Date

EXHIBIT A

BAR DATE NOTICE

**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

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.

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); and 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 DATES 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),² so as to be **actually received** on or before **May 31, 2012** (the "Bar Date") (or by **August 27, 2012** for claims of governmental units (the "Governmental Claims 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: Cliffs Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT
DELIVERY TO:**
BMC Group, Inc
Attn: Cliffs Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

² 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. 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.

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 applicable Bar Date.

The Bar Dates apply 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 Court or 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"),³ **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/or an amount due under the Notes, **and**, with respect to the refundable membership or initiation deposit claim, 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.

³ 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.

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 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). Any Entity asserting any claim in addition to a claim for a refundable membership or initiation deposit (or other amounts included in paragraphs (a)-(f) above for which a proof of claim need not be filed, including but not limited to a claim with respect to any obligation under the Notes) **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 either (i) filed within thirty (30) days of entry of the Bar Date Order and is based on an argument that these procedures unfairly prejudice 503(b)(9) Claimants, or (ii) 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 (EXCEPT THAT NOTHING HEREIN SHALL PREJUDICE ANY RIGHT OF A CLAIMANT THAT FAILS TO FILE A CLAIM IN A TIMELY MANNER FROM ASSERTING, SUBJECT TO OBJECTION BY THE DEBTORS OR ANY OTHER PARTY IN INTEREST, THAT ITS UNTIMELY-FILED CLAIM: (I) SHOULD BE ALLOWED AS A TIMELY-FILED CLAIM, ON THE BASIS THAT SUCH CLAIMANT DID NOT HAVE NOTICE OR ACTUAL KNOWLEDGE OF THESE CASES IN TIME TO TIMELY FILE A PROOF OF CLAIM, (II) IS ENTITLED TO A DISTRIBUTION UNDER CHAPTER 7 OF THE BANKRUPTCY CODE, IN THE EVENT THESE CHAPTER 11 CASES ARE CONVERTED TO CHAPTER 7 CASES, OR (III) SHOULD OTHERWISE BE ALLOWED UNDER APPLICABLE LAW). 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, (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.

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

Däna Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DÄNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
864.574.7944 (Telephone)
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-and-

/s/ J. Michael Levensgood

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levensgood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
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Attorneys for Debtors and Debtors in Possession

EXHIBIT B

PUBLICATION NOTICE

**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

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") (or by **August 27, 2012** for claims of governmental units (the "Governmental Claims Bar Date").

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); and 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** (or by **August 27, 2012** for claims of governmental units) 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: Cliffs Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

**BY HAND OR OVERNIGHT
DELIVERY TO:**

BMC Group, Inc
Attn: Cliffs 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, 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, (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.

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 (EXCEPT THAT NOTHING HEREIN SHALL PREJUDICE ANY RIGHT OF A CLAIMANT THAT FAILS TO FILE A CLAIM IN A TIMELY MANNER FROM ASSERTING, SUBJECT TO OBJECTION BY THE DEBTORS OR ANY OTHER PARTY IN INTEREST, THAT ITS UNTIMELY-FILED CLAIM: (I) SHOULD BE ALLOWED AS A TIMELY-FILED CLAIM, ON THE BASIS THAT SUCH CLAIMANT DID NOT HAVE NOTICE OR ACTUAL KNOWLEDGE OF THESE CASES IN TIME TO TIMELY FILE A PROOF OF CLAIM, (II) IS ENTITLED TO A DISTRIBUTION UNDER CHAPTER 7 OF THE BANKRUPTCY CODE, IN THE EVENT THESE CHAPTER 11 CASES ARE CONVERTED TO CHAPTER 7 CASES, OR (III) SHOULD OTHERWISE BE ALLOWED UNDER APPLICABLE LAW). 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.**

Certificate of Notice Page 22 of 23

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, 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. Levensgood 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
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
Louise M. Johnson on behalf of Creditor William and Elaine Clear cjohnson@hsblawfirm.com,
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,
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
Robert A. Kerr on behalf of Creditor Deere Credit Inc robertkerr@mvalaw.com,
melissaaltman@mvalaw.com
Tara E. Nauful on behalf of Creditor US Foods, Inc. tnauful@hsblawfirm.com,
ccarter@hsblawfirm.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: 23