

Exhibit F

Disclosure Statement Order

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

Case No. 12-01220

**ORDER APPROVING DISCLOSURE STATEMENT AND FIXING TIME
FOR FILING ACCEPTANCES OR REJECTIONS OF PLAN,
COMBINED WITH NOTICE THEREOF**

The relief set forth on the following pages, for a total of ___ 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.*,¹ d/b/a The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**ORDER APPROVING DISCLOSURE STATEMENT AND FIXING TIME
FOR FILING ACCEPTANCES OR REJECTIONS OF PLAN,
COMBINED WITH NOTICE THEREOF**

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”),² having filed their Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”), pursuant to section 1125(b) of Title 11, United States Code, 11 U.S.C. §§ 101 et seq. and Rule 3017 of the Federal Rules of Bankruptcy Procedure, in connection with the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”); and it

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 (7576) (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 not otherwise defined herein shall have the meanings given to them in the Debtors’ Motion for Entry of an Order Approving (I) the Disclosure Statement; (II) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor; and (III) Related Notice and Objection Procedures [Docket Entry No. ____].

having been determined after hearing on notice that the Disclosure Statement contains adequate information:

It is hereby ORDERED, and notice is hereby given, that:

1. The Disclosure Statement is APPROVED, and specifically is approved for solicitation of acceptances of the Plan.

2. July __, 2012 is fixed as the last day for filing written acceptances or rejections of the Plan (the "Voting Deadline"). To be counted, ballots for accepting or rejecting the Plan must be received on or before the Voting Deadline by BMC Group, Inc., the Debtors' duly appointed claims, noticing and balloting agent (the "Voting Agent"), at one of the following addresses:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

3. Within five (5) business days after the entry of this Order, the Debtors shall mail a copy of: (i) this Order (without exhibits); (ii) the Disclosure Statement (together with the Plan annexed thereto and all other prepared attachments); (iii) any additional opinion of the Court approving the Disclosure Statement; (iv) any letter from the Official Committee of Unsecured Creditors in support of the Plan; (v) the Confirmation Hearing Notice (as described below); (vi) an appropriate form of ballot in substantially the forms attached hereto as Exhibits "A-1" through "A-6", together with a pre-addressed, postage prepaid return envelope addressed to the Voting Agent, which form ballots are hereby approved (together, the "Solicitation Package"), to all creditors and equity security holders in these cases, with a copy to the United States Trustee, as

provided in Fed. R. Bankr. P. 3017(d). The Debtors and the Voting Agent are hereby authorized to copy the Solicitation Package onto compact discs (excepting only the form of ballot, which shall be served in paper copy), and to serve such compact discs to the creditors and equity security holders in these cases, in lieu of paper copies of the Solicitation Package; provided, however, that the Debtors and the Voting Agent shall accommodate any reasonable request by creditors and equity security holders to receive a paper copy of the Solicitation Package.

4. The date of this Order is established as the voting record date for purposes of determining the creditors and equity security holders who are entitled to vote to accept or reject the Plan.

5. The Debtors shall not be required to mail the Solicitation Package to any holder of unimpaired claims or interests or to holders of impaired claims or interests who are deemed to reject the Plan. Annexed hereto as Exhibit "B" is an approved form of notice to holders of unimpaired claims and interests who are deemed to accept the Plan, and to holders of claims and interests who are deemed to reject the Plan, which form the Debtors shall distribute to all holders of unimpaired claims and interests who are deemed to accept the Plan and to all holders of claims and interests who are deemed to reject the Plan.

6. For purposes of voting to accept or reject the Plan and tabulation of such votes, and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be entitled to vote the amount of such Claim as set forth in the Schedules (as may be amended from time to time) unless such Holder has timely filed a proof of claim, in

which event such Holder would be entitled to vote the amount of such Claim as set forth in such proof of claim, subject to the following:

- a. With respect to Class 1 Indenture Trustee – Note Holder Claims, the individual Holders of such Claims shall vote for purposes of whether Class 1 votes as a class to accept or reject the Plan. The Debtors intend to file a first amendment to their Schedules (schedules of assets and liabilities) and attach thereto a Schedule D Rider that will detail the individual Note Holder Claims that comprise the Class 1 Secured Claim estimated at \$73,532,000 in the aggregate. For the avoidance of doubt: (i) this provision and the Debtors' submission of the Schedule D Rider is for Plan voting purposes only, and any Note Holder who disagrees with any amount set forth in the Schedule D Rider need not file a proof of claim to assert the amount of his or her Note Holder Claim, but rather should indicate the alleged amount of his or her Note Holder Claim on any Class 1 Ballot submitted to the Voting Agent (the Debtors may address in the tabulation report submitted to the Bankruptcy Court any disputes regarding the appropriate amount of any Note Holder Claim indicated on any such Class 1 Ballot); and (ii) Note Holders will be provided separate Class 7 Ballots with respect to their Club Member Claims;
- b. If a Claim is deemed "Allowed" under the Plan or an order of the Court, such Claim shall be Allowed for voting purposes in the deemed "Allowed" amount set forth in the Plan or the Court's order;
- c. If a Claim for which a proof of claim has been timely filed is wholly contingent (excepting contingent member initiation deposit claims, holders of such claims being entitled to vote such claims in their face amount), unliquidated or disputed (as determined by the Debtors after a reasonable review of the Claim and its supporting documentation), such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, and the Ballot mailed to the Holder of such Claim shall be marked as voting at \$1.00;
- d. If a Claim is partially liquidated and partially unliquidated, the Claim shall be Allowed for voting purposes only in the liquidated amount;
- e. If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Court pursuant to Bankruptcy Rule 3018(a), such Claim shall be temporarily Allowed in the amount so estimated or Allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- f. If a Claim is listed in the Schedules as contingent (excepting contingent member initiation deposit claims, holders of such claims being entitled to

vote such claims), unliquidated or disputed and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, then, unless the Debtors have consented in writing to Allow such Claim for voting purposes, such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

- g. If the Debtors have filed an objection to a Claim before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection; and
- h. Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims (whether against the same or multiple Debtors) that are classified under the Plan in the same Class, shall be provided with only one Solicitation Package and the appropriate form of Ballot(s).

7. If any claimant or equity security holder seeks to challenge the allowance of its claim or equity security for voting purposes in accordance with the above procedures, such claimant or equity security holder is directed to serve on counsel for Debtors and file with the Court no later than 5:00 p.m. (Eastern time) on the seventh (7th) day after the later of (i) the Solicitation Date and (ii) the date of service of an objection, if any, to such claim a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim or equity security in a different amount for purposes of voting to accept or reject the Plan. If and to the extent that the Debtors and any creditor filing a motion pursuant to Bankruptcy Rule 3018(a) are unable to resolve the issues raised by any such motion prior to the Voting Deadline, then at the Confirmation Hearing the Bankruptcy Court will determine whether any provisional Ballot should be counted as a vote on the Plan. Such creditor's Ballot shall not be counted unless temporarily Allowed by the Court for voting purposes after notice and a hearing.

8. If a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last Ballot received before the Voting Deadline is deemed to reflect the voter's intent and, thus, to supersede any prior Ballots.

9. Any Ballot that is properly completed, executed and timely returned to the Voting Agent but does not indicate an acceptance or rejection of the Plan or indicates both an acceptance and a rejection of the Plan, shall not be counted.

10. Any Ballot actually received by the Voting Agent after the Voting Deadline shall not be counted unless the Debtors granted an extension of the Voting Deadline with respect to such Ballot.

11. Any ballot that is illegible or contains insufficient information: (i) to permit the identification of the claimant or equity security holder; or (ii) to determine whether the ballot indicates an acceptance or rejection of the Plan, shall not be counted.

12. Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan shall not be counted.

13. Any ballot cast for a claim identified as unliquidated, contingent (excepting contingent member initiation deposit claims, holders of such claims being entitled to vote such claims) or disputed, and for which no proof of claim was timely filed, shall not be counted.

14. Any unsigned Ballot or non-originally signed Ballot shall not be counted.

15. Any Ballot sent directly to any of the Debtors, their agents (other than the Voting Agent), or the Debtors' financial or legal advisors or to any other party instead of the Voting Agent shall not be counted.

16. Any Ballot cast for a Claim that has been disallowed (for voting purposes or otherwise) shall not be counted.

17. Any Ballot transmitted to the Voting Agent by facsimile or other electronic means shall not be counted.

18. The Debtors may reject any and all Ballots the acceptance of which would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules. The Debtors may also waive any defects or irregularities as to any particular Ballot at any time, either before or after the Voting Deadline; provided, however, that any such waivers shall be documented in the tabulation report filed by the Voting Agent with the Bankruptcy Court.

19. None of the Debtors, the Voting Agent or any other person or entity shall be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor shall the Debtors, the Voting Agent or any other person or entity incur any liability for failure to provide such notification.

20. The Voting Agent may disregard any and all defective ballots with no further notice to any other person or entity.

21. **August __, 2012 at ____ .m.** is fixed as the date for the hearing on confirmation of the Plan (the "Confirmation Hearing"), which Confirmation Hearing shall be conducted at: **J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, South Carolina 29201-2423**; provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to any parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

22. The Confirmation Hearing Notice substantially in the form annexed hereto as Exhibit "C" is approved and shall be transmitted to all creditors and equity security holders of the Debtors.

23. The Debtors shall publish the Confirmation Hearing Notice electronically on <http://www.bmcgroup.com/cliffs>.

24. The mailing of the Solicitation Package and the Confirmation Hearing Notice and the publication thereof as set forth herein shall constitute good and sufficient notice of the deadlines set forth herein.

25. **July __, 2012** is fixed as the last day for filing and serving pursuant to Fed. R. Bankr. P. 3020(b)(1) written objections to confirmation of the Plan. All objections to confirmation of the Plan must be in writing; must state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; must state with particularity the basis and nature of any objection to the Plan; must be filed with the Clerk of the United States Bankruptcy Court for the District of South Carolina; and must be served upon counsel for the Debtors and in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121] so as to be actually received on July __, 2012.

26. Objections to confirmation of the Plan not timely filed and served in the manner set forth above may not be considered and may be overruled.

27. The Debtors are authorized to file a consolidated reply to any objections to the Plan.

28. The Debtors are authorized to take or refrain from taking any action and expending such funds necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

29. To the extent the Debtors modify the Plan prior to the Confirmation Hearing, which modification results in no less favorable treatment to the holders of any class of claims or interests, then the Debtors shall not be required to re-solicit the votes of holders of the affected claims or interests.

30. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, ballots, the Confirmation Hearing Notice, any other notice or documents related to the Plan or Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their distribution.

AND IT IS SO ORDERED.

Prepared and presented by:

/s/ Däna Wilkinson

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District Court I.D. No. 4663
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-and-

/s/ J. Michael Levengood

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Georgia Bar No. 471290
J. Michael Levengood
Georgia Bar No. 447934
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*Attorneys for the Debtors and Debtors
in Possession*

Exhibit “A-1”

**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

**CLASS 1 [INDENTURE TRUSTEE – NOTE HOLDER CLAIMS] BALLOT FOR
ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN FILED BY
THE DEBTORS AND THE PLAN SPONSOR**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”). The Court has approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors’ claims, notice and balloting agent, BMC Group, Inc. (the “Voting Agent”), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 1 [Indenture Trustee – Note Holder Claims] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote. If you believe that your claim belongs in a different Class, then you should indicate below the Class in which you believe your claim belongs.

The deadline to submit your ballot is July, 2012 (the “Voting Deadline”). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 1 claim [Indenture Trustee – Note Holder Claims] against the Debtors in the unpaid amount of \$_____:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

Exhibit “A-2”

**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

**CLASS 3 [MECHANIC'S LIEN CLAIMS] BALLOT FOR ACCEPTING OR
REJECTING JOINT CHAPTER 11 PLAN FILED BY
THE DEBTORS AND THE PLAN SPONSOR**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the "Plan"). The Court has approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the "Disclosure Statement"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors' claims, notice and balloting agent, BMC Group, Inc. (the "Voting Agent"), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 3 [Mechanic's Lien Claims] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote. If you believe that your claim belongs in a different Class, then you should indicate below the Class in which you believe your claim belongs.

The deadline to submit your ballot is July , 2012 (the "Voting Deadline"). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 3 claim [Mechanic's Lien Claims] against the Debtors in the unpaid amount of \$_____:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

Exhibit “A-3”

**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

**CLASS 4 [OTHER SENIOR SECURED PARTY CLAIMS] BALLOT FOR
ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN FILED BY
THE DEBTORS AND THE PLAN SPONSOR**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”). The Court has approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors' claims, notice and balloting agent, BMC Group, Inc. (the “Voting Agent”), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 4 [Other Senior Secured Party Claims] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote. If you believe that your claim belongs in a different Class, then you should indicate below the Class in which you believe your claim belongs.

The deadline to submit your ballot is July, 2012 (the "Voting Deadline"). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 4 claim [Other Senior Secured Party Claims] against the Debtors in the unpaid amount of \$_____:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

Exhibit “A-4”

**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

**CLASS 5 [GENERAL UNSECURED CLAIMS] BALLOT FOR ACCEPTING OR
REJECTING JOINT CHAPTER 11 PLAN FILED BY
THE DEBTORS AND THE PLAN SPONSOR**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”). The Court has approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors’ claims, notice and balloting agent, BMC Group, Inc. (the “Voting Agent”), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 5 [General Unsecured Claims] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote. If you believe that your claim belongs in a different Class, then you should indicate below the Class in which you believe your claim belongs.

The deadline to submit your ballot is July, 2012 (the "Voting Deadline"). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 5 claim [General Unsecured Claims] against the Debtors in the unpaid amount of \$_____:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

Exhibit “A-5”

**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

**CLASS 6 [ADMINISTRATIVE CONVENIENCE CLAIMS] BALLOT FOR ACCEPTING
OR REJECTING JOINT CHAPTER 11 PLAN FILED BY
THE DEBTORS AND THE PLAN SPONSOR**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”). The Court has approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors’ claims, notice and balloting agent, BMC Group, Inc. (the “Voting Agent”), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in Class 6 [Administrative Convenience Claims] under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote. If you believe that your claim belongs in a different Class, then you should indicate below the Class in which you believe your claim belongs.

The deadline to submit your ballot is July, 2012 (the "Voting Deadline"). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 6 claim [Administrative Convenience Claims] against the Debtors in the unpaid amount of \$_____:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.
Attn: Cliffs Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317

Exhibit “A-6”

**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

**CLASS 7 [CLUB MEMBER CLAIMS] BALLOT FOR ACCEPTING OR REJECTING
JOINT CHAPTER 11 PLAN FILED BY THE DEBTORS AND THE PLAN SPONSOR
AND MEMBERSHIP ELECTION**

On May 22, 2012, 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 the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”). The Court has approved the Disclosure Statement for the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”). Capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a copy of the Plan or the Disclosure Statement, copies of the Plan and the Disclosure Statement may be inspected in the offices of the clerk of the bankruptcy court during normal business hours or downloaded from the bankruptcy court's website at <http://www.scb.uscourts.gov>. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors’ claims, notice and balloting agent, BMC Group, Inc. (the “Voting Agent”), at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073. Court approval of the Disclosure Statement does not indicate approval of the Plan by the bankruptcy court.

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 (7576) (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).

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. By this Ballot, you will indicate both whether you: (i) accept or reject the Plan; and (ii) agree to become a member of New ClubCo.

The deadline to submit your ballot is July, 2012 (the "Voting Deadline"). If your ballot is not received by the Voting Deadline by mail or delivery by hand, courier or overnight service to the Voting Agent at the appropriate address shown below, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, a current or former member of the Debtors' clubs, and holder of a Class 7 [Club Member Claims] claim against the Debtors in the unpaid amount of \$_____ with respect to such membership:

(Check one box only)

☐ **ACCEPTS THE PLAN**

☐ **REJECTS THE PLAN**

MEMBERSHIP ELECTION

The undersigned, a current or former member of the Debtors' clubs, and holder of a claim against the Debtors as set forth above:

(Check one box only)

☐ **AGREES TO BECOME A MEMBER OF NEW CLUBCO**

☐ **DECLINES TO BECOME A MEMBER OF NEW CLUBCO**

THE UNDERSIGNED ACKNOWLEDGES AND AGREES that, in the event the undersigned elected above to become a member of New ClubCo, the undersigned further agrees to: (i) pay any applicable Transfer Fee and/or optional Membership Reinstatement Fee; (ii) execute any applicable New ClubCo Membership Plan documents to effectuate such membership; and (iii) be bound by the terms and conditions of the New ClubCo Membership Plan and all associated provisions of the Plan, if confirmed.

Dated: _____

Print or type name: _____

Signature: _____

Title (if corporation or partnership) _____

Address: _____

RETURN THIS BALLOT TO:

BY MAIL TO:

BMC Group, Inc.

Attn: Cliffs Ballot Processing

PO Box 3020

Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:

BMC Group, Inc.

Attn: Cliffs Ballot Processing

18675 Lake Drive East

Chanhassen, MN 55317

Exhibit "B"

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 NON-VOTING STATUS UNDER THE JOINT CHAPTER 11 PLAN
FILED BY THE DEBTORS AND THE PLAN SPONSOR

1. 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 Code (the "Bankruptcy Code").
2. On June __, 2012, the United States Bankruptcy Court for the District of South Carolina (the "Bankruptcy Court") entered an Order [Docket Entry No. __] (the "Approval Order") approving the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the "Disclosure Statement") [Docket Entry No. ____].
3. Among other things, the Approval Order: (a) approved the Disclosure Statement; (b) established certain procedures for the solicitation and tabulation of votes to accept or reject the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor [Docket No. ____] (the "Plan"); (c) approved the contents of the proposed solicitation package to be distributed to the Debtors' stakeholders who are entitled to vote to accept or reject the Plan (the "Solicitation Package"); (d) approved this form of notice to be sent to certain stakeholders who are not entitled to vote to accept or reject the Plan; and (e) approved other notice and objection procedures in connection with the hearing to confirm the Plan (the "Confirmation Hearing").

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 (7576) (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).

4. Pursuant to Rule 3017(d) of the Federal Rules of Bankruptcy Procedure and the Approval Order, the Debtors are: (a) required to provide the Solicitation Package to all creditors and equity holders entitled to vote to accept or reject the Plan; and (b) not required to provide the Solicitation Package to holders of claims or interests in classes under the Plan that are conclusively presumed to either accept or reject the Plan (collectively, the "Non-Voting Classes").

5. The Non-Voting Classes, and their proposed treatment under the Plan, are set forth immediately below:

Class 2: The Allowed Class 2 Indenture Trustee Bridge Loan Claim is not impaired under the Plan and will be satisfied in full. The Holder of the Class 2 claim is conclusively presumed to have accepted the Plan and is not entitled to vote to accept or reject the Plan on account of such claim.

Class 8: Allowed Equity Interests in the Debtors are impaired under the Plan. Under the Plan, Holders of Class 8 Interests in the Debtors will not receive or retain any property on account of such interests. Holders of Class 8 Interests in the Debtors are conclusively presumed to reject the Plan and are not entitled to vote to accept or reject the Plan.

6. **YOU HAVE BEEN IDENTIFIED AS THE HOLDER OF A CLAIM OR INTEREST IN A NON-VOTING CLASS UNDER THE PLAN AND THEREFORE ARE NOT ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN ON ACCOUNT OF SUCH CLAIM OR INTEREST.** Accordingly, pursuant to the Approval Order, you are receiving this Notice in lieu of a Solicitation Package. Should you wish to obtain a copy of either the Disclosure Statement or the Plan, copies of the Disclosure Statement and the Plan are available for free download via an unofficial version of the case docket accessible through the Debtors' claims, notice and balloting agent, BMC Group, Inc., at <http://www.bmcgroup.com/cliffs>. You may also request copies of the Plan and the Disclosure Statement from counsel to the Debtors via mail: McKenna Long & Aldridge, LLP, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Suite 5300, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073.

7. If you wish to challenge the Debtors' classification of your claim, you must file a motion, pursuant to Bankruptcy Rule 3018(a) (a "Rule 3018(a) Motion") and the Approval Order, for an order temporarily allowing your claim in a different classification or amount for purposes of voting to accept or reject the Plan and serve such motion on the Debtors and all appropriate notice parties in these cases. In accordance with Bankruptcy Rule 3018(a), as to any creditor filing a Rule 3018(a) Motion, such creditor's ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served will not be considered.

8. The Confirmation Hearing to consider confirmation of the Plan will be held on July , 2012 at :00 .m. at: J. Bratton Davis United States Bankruptcy Courthouse,

1100 Laurel Street, Columbia, South Carolina 29201-2423; *provided, however*, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing.

9. **July**, **2012** is the last day for filing and serving pursuant to Fed. R. Bankr. P. 3020(b)(1) written objections to confirmation of the Plan. All objections to confirmation of the Plan must be in writing, must be filed with the Clerk of the United States Bankruptcy Court for the District of South Carolina, and must be served upon counsel for the Debtors and in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121].

Dated: June __, 2012

BY ORDER OF THE COURT

/s/ Dăna Wilkinson

Dăna Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DĂNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
864.574.7944 (Telephone)
864.574.7531 (Facsimile)
danawilkinson@danawilkinsonlaw.com

/s/ J. Michael Levengood

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levengood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
404-527-4000 (phone)
404-527-4198 (fax)
gmarsh@mckennalong.com
mlevengood@mckennalong.com
bbates@mckennalong.com

Attorneys for the Debtors and Debtors in Possession

Exhibit “C”

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 (A) ENTRY OF ORDER APPROVING DISCLOSURE STATEMENT AND
SOLICITATION PROCEDURES; (B) DEADLINE FOR CASTING VOTES TO ACCEPT
OR REJECT CHAPTER 11 PLAN; (C) HEARING TO CONSIDER CONFIRMATION
OF CHAPTER 11 PLAN; AND (D) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Pursuant to an order dated June __, 2012 [Docket Entry No. __] (the “Approval Order”), the United States Bankruptcy Court for the District of South Carolina (the “Bankruptcy Court”) has (a) approved the Disclosure Statement to Accompany the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Disclosure Statement”) filed by 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”), and (b) authorized the Debtors to solicit votes to accept or reject the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (as may be amended, the “Plan”).

Pursuant to the Bankruptcy Rules, June __, 2012 is the voting record date for determining the holders of prepetition claims and interests entitled to vote to accept or reject the Plan, and the Approval Order establishes **July __, 2012** as the voting deadline for submission of ballots to accept or reject the Plan. Creditors, equity security holders and all other parties as directed by Bankruptcy Rule 3017 will receive the following materials: (i) the Plan; (ii) the Disclosure Statement; (iii) the Approval Order (without exhibits); (iv) any

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 (7576) (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).

additional opinion of the Court approving the Disclosure Statement; (v) this notice; (vi) a letter from the Official Committee of Unsecured Creditors in support of the Plan; and (vii) a ballot to be used to vote to accept or reject the Plan (parties not entitled to vote will not receive a ballot). Please note that, with the exception of the ballot, such documents may be copied onto compact discs and served in that format in lieu of paper copies. If you require paper copies of such documents, please contact counsel to the Debtors via mail: McKenna Long & Aldridge, LLP, Attn: Bryan E. Bates, Esq., 303 Peachtree St. NE, Suite 5300, Atlanta, GA 30308; via email: bbates@mckennalong.com; or via phone: 404-527-4073.

If the Debtors have determined that you are not entitled to vote to accept or reject the Plan, but you believe that you should be entitled to vote to accept or reject the Plan, then you must file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a), and in accordance with the Approval Order, temporarily allowing such claim in a specified amount for purposes of voting to accept or reject the Plan. Any such motion must be served upon the Debtors, counsel for the Debtors and in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121].

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THE DISCLOSURE STATEMENT, PLAN AND ALL OTHER DOCUMENTS ASSOCIATED THEREWITH CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

July __, 2012 is fixed as the last day for filing and serving pursuant to Fed. R. Bankr. P. 3020(b)(1) written objections to confirmation of the Plan. All objections to confirmation of the Plan must be in writing; must state the name and address of the objecting party and the amount and nature of the Claim or Interest of such party; must state with particularity the basis and nature of any objection to the Plan; must be filed with the Clerk of the United States Bankruptcy Court for the District of South Carolina; and must be served upon counsel for the Debtors and in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121] so as to be actually received on July __, 2012.

A hearing to consider confirmation of the Plan will be held on **July __, 2012 at :00 .m.** at: J. Bratton Davis United States Bankruptcy Courthouse, 1100 Laurel Street, Columbia, South Carolina 29201-2423.

THE PLAN CONTAINS CERTAIN RELEASE, INJUNCTION AND EXCULPATION PROVISIONS. THESE PROVISIONS ARE SET FORTH IN THE PLAN AND DESCRIBED IN THE DISCLOSURE STATEMENT.

ANY PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BE ASSUMED SHALL HAVE TWENTY ONE (21) DAYS AFTER SERVICE OF THE SCHEDULE OF ASSUMED CONTRACTS WITHIN WHICH TO FILE WITH THE BANKRUPTCY COURT AN OBJECTION TO THE CURE AMOUNT LISTED

BY THE DEBTORS, AN OBJECTION TO THE ADEQUACY OF ASSURANCE OF FUTURE PERFORMANCE, OR ANY OTHER OBJECTION TO THE ASSUMPTION OF SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY SUCH OBJECTION SHALL BE RESOLVED BY THE BANKRUPTCY COURT AT THE CONFIRMATION HEARING OR, IF THE COURT DOES NOT HEAR SUCH OBJECTION AT THE CONFIRMATION HEARING, AT SUCH OTHER TIME AS AGREED TO BY THE AFFECTED PARTIES. IF THE BANKRUPTCY COURT DETERMINES THAT THE CURE AMOUNT WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE IS GREATER THAN THE AMOUNT LISTED BY THE DEBTORS, THEN THE DEBTORS MAY ELECT TO REJECT THE EXECUTORY CONTRACT OR LEASE AT ISSUE.

Copies of the Disclosure Statement and Plan may be inspected in the offices of the Clerk of the Bankruptcy Court during normal business hours or downloaded from the Bankruptcy Court's website at <http://www.scb.uscourts.gov>. Please note that prior registration with the PACER Service Center and payment of a fee may be required to access such documents. Additionally, copies of the Disclosure Statement and Plan are available for free download via an unofficial version of the case docket accessible through the Debtors' claims, notice and balloting agent, BMC Group, Inc., at <http://www.bmcgroup.com/cliffs>. Requests for copies of the Disclosure Statement and Plan may also be made to counsel for the Debtors at the contact information shown below.

Dated: June __, 2012

BY ORDER OF THE COURT

/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)
864.574.7531 (Facsimile)
danawilkinson@danawilkinsonlaw.com

/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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404-527-4000 (phone)
404-527-4198 (fax)
gmarsh@mckennalong.com
mlevengood@mckennalong.com
bbates@mckennalong.com

Attorneys for the Debtors and Debtors in Possession