

Case Number: **12-01220-jw**

ORDER SETTING HEARING ON DISCLOSURE STATEMENT

The relief set forth on the following pages, for a total of 4 pages including this page, is hereby ORDERED.

FILED BY THE COURT
05/24/2012



Entered: 05/24/2012

A handwritten signature in cursive script, reading "John E. Wailes".

Chief US Bankruptcy Judge
District of South Carolina

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 AND NOTICE OF HEARING ON THE
DISCLOSURE STATEMENT TO ACCOMPANY THE JOINT CHAPTER 11
PLAN FILED BY THE DEBTORS AND THE PLAN SPONSOR

To the debtors, their creditors, and other parties in interest:

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”),² filed the 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”), now, therefore:

IT IS ORDERED and **NOTICE IS HEREBY GIVEN**, that:

1. The hearing to consider the approval of the Disclosure Statement shall be held on **July 2, 2012 at 10:00 a.m. at: J. Bratton Davis United States**

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. 367].

**Bankruptcy Courthouse, 1100 Laurel Street, Columbia, South Carolina
29201-2423.**

2. The last day for filing and serving in accordance with Fed. R. Bankr. P. 3017(a) written objections to the Disclosure Statement shall be **June 28, 2012.**

3. With the consent of the counsel for the Official Committee of Unsecured Creditors, the Debtors and the Plan Sponsor are authorized to communicate with current and former members of the Debtors' clubs to facilitate their understanding and consideration of the New ClubCo Membership Plan with respect to their election, as set forth on the ballot for Class 7 Club Member Claims, of whether to become members of New ClubCo following confirmation of the Plan, it being understood that such informational activity will not involve a solicitation of a vote in favor of or against the Plan unless and until a Disclosure Statement is approved by this Court.

4. Within three (3) business days after entry of this Order, the Disclosure Statement and Plan shall be served in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121] and distributed to the Debtors, the Official Committee of Unsecured Creditors, the Securities and Exchange Commission, the United States Trustee and any party in interest who requests in writing a copy of the Disclosure Statement or Plan in accordance with Fed. R. Bankr. P. 3017(a). This Order and notice of hearing shall be served in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121] and distributed to all creditors and indenture trustees in accordance with Fed. R. Bankr. P. 2002(b).

5. Requests for copies of the Disclosure Statement and Plan may be made to the Debtors by mail at McKenna Long & Aldridge LLP, 303 Peachtree Street, Suite 5300, Atlanta, GA 30308, Attn: Bryan E. Bates, Esq.; or by facsimile at (404) 527-4198, Attn: Bryan E. Bates, Esq.; or by electronic mail, at bbates@mckennalong.com.

6. Copies of the Disclosure Statement and Plan may also 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>.**

AND IT IS SO ORDERED.

Prepared and presented by:

/s/ Däna Wilkinson

Däna Wilkinson
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-and-

/s/ J. Michael Levensgood

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*Attorneys for the Debtors and Debtors
in Possession*

Certificate of Notice Page 5 of 6
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: May 24, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 26, 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

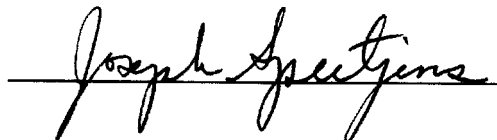
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: May 26, 2012

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 1

Date Rcvd: May 24, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 24, 2012 at the address(es) listed below:

B. Lindsay Crawford on behalf of Creditor Rodolfo Stern and Tania Stern wayne@crawfordvk.com, lindsay@crawfordvk.com
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, dwecefm@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
Fair Harbor Capital, LLC vknox.fh@verizon.net
George L. Clauer on behalf of Creditor Ellis McCracken gc_clauerlaw@bellsouth.net
James W. Sheedy on behalf of Creditor GE Capital jimsheedy@driscollsheedy.com, sdriscoll@driscollsheedy.com
Jane H. Downey on behalf of Creditor William & Flonnie Shaw jane@mttlaw.com, jessica@mttlaw.com; corey@mttlaw.com
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
John M. Levengood on behalf of Debtor The Cliffs Club & Hospitality Group, Inc. mlevengood@mckennalong.com, sbrooks@mckennalong.com; gmarsh@mckennalong.com; bbates@mckennalong.com
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee 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
Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.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
Ricoh Americas Corporation jennifer.orenstein@ricoh-usa.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
Tobias G. Ward on behalf of Creditor Worthington Hyde Partners-II, L.P. tw@tobywardlaw.com
Townes B. Johnson on behalf of Creditor Morgan Concrete Co. johnson@conlaw.com, moser@conlaw.com; townesjohnson@gmail.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: 31