

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

_____)	
In re:)	Chapter 11
)	
The Cliffs Club & Hospitality Group, Inc., et)	Case No. 12-01220-JW
al., ¹ d/b/a The Cliffs Golf & Country Club,)	
)	Jointly Administered
Debtors.)	
_____)	

**ORDER GRANTING FIRST INTERIM APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF BINGHAM MCCUTCHEN LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD MARCH 7, 2012 THROUGH MAY 31, 2012**

Upon consideration of the first interim fee application (the “**Application**”)² of Bingham McCutchen LLP (“**Bingham**”) for professional services rendered and expenses incurred by Bingham; and a hearing having been held before this Court on July 16, 2012, and notice thereof having been given pursuant to Rules 2002(a)(6) and (c)(2) of the Federal Rules of Bankruptcy Procedure; and due consideration having been given to any responses thereto, and sufficient cause having been shown therefor; it is hereby

ORDERED, that pursuant to 11 U.S.C. §§ 330 and 331 and in respect of the Application, the Court hereby grants to Bingham an interim allowance and approval of

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

² Capitalized terms used herein and not defined shall have the meanings set forth in the Application.

\$244,882.50 for compensation for professional services rendered during the Application Period and reimbursement of Bingham's expenses incurred during the Application Period in the amount of \$7,376.34, for an aggregate first interim award of \$252,258.84; and it is further

ORDERED, that Bingham is hereby authorized to retain and apply to the foregoing award the amount of any partial payments received in respect of the Application; and it is further

ORDERED, that the Debtors are hereby authorized and directed immediately to pay to Bingham the unpaid balance of amounts awarded to Bingham.