

**Exhibit "B-2"**

McKenna Long  
& Aldridge<sup>LLP</sup>  
Attorneys at Law

Tel: 404.527.4000  
www.mckennalong.com

Remittance Address:  
P.O. Box 116573, Atlanta, GA 30368

Albany  
Atlanta  
Brussels  
Denver  
Los Angeles

New York  
Philadelphia  
San Diego  
San Francisco  
Washington, D.C.

ATTORNEY-CLIENT PRIVILEGED  
TAX ID NO. 52-1237458

CCHG HOLDINGS, INC.  
Attn: Timothy P. Cherry  
3598 Highway 11  
Travelers Rest, SC 29690

Client No.: 034172  
Matter No.: 034172.00001

Invoice No. 809339  
Invoice Date: May 7, 2012

FOR PROFESSIONAL SERVICES RENDERED through April 30, 2012  
RE: RESTRUCTURING AND POSSIBLE BANKRUPTCY

\* \* \* \* \* SUMMARY OF ACTIVITY \* \* \* \* \*

| Name           | Hours<br>Worked | Billed<br>Per Hour | Bill<br>Amount      |
|----------------|-----------------|--------------------|---------------------|
| M. Lange       | 21.10           | 680.00             | 14,348.00           |
| G. Marsh       | 99.80           | 550.00             | 54,890.00           |
| M. Levengood   | 138.80          | 540.00             | 74,952.00           |
| J. Blanco      | 5.50            | 480.00             | 2,640.00            |
| B. Bates       | 128.00          | 425.00             | 54,400.00           |
| J. Phillips    | 66.90           | 375.00             | 25,087.50           |
| L.M. Hutchins  | 4.30            | 330.00             | 1,419.00            |
| =====<br>Total | =====<br>464.40 | =====<br>          | =====<br>227,736.50 |

TOTAL FEES: \$227,736.50

CHARGES:

|                            |          |
|----------------------------|----------|
| COPY CHARGES               | 1,212.50 |
| DELIVERY SERVICE/MESSENGER | 80.29    |
| LITIGATION SUPPORT VENDORS | 592.00   |
| LOCAL TRAVEL               | 15.00    |
| LONG DISTANCE TELEPHONE    | 561.76   |
| MEALS                      | 671.38   |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 2

|                    |          |
|--------------------|----------|
| OTHER              | 2.27     |
| OUT OF TOWN TRAVEL | 1,046.20 |
| WESTLAW RESEARCH   | 1,004.52 |

TOTAL CHARGES: \$ 5,185.92

T O T A L T H I S S T A T E M E N T : \$232,922.42

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 3

DESCRIPTION OF SERVICES

Case Administration

|          |           |  |      |
|----------|-----------|--|------|
| 04/02/12 | G. Marsh  | REVIEW E-MAILS.  | .30  |
| 04/02/12 | G. Marsh  | TELEPHONE CONFERENCE WITH K.<br>GOODMAN REGARDING STATUS.  | .20  |
| 04/02/12 | G. Marsh  | PARTICIPATE IN BOARD UPDATE CALL.  | .50  |
| 04/03/12 | G. Marsh  | TELEPHONE DISCUSSION WITH D. BLECK<br>AND J. ALTER REGARDING STATUS.                                 | .50  |
| 04/03/12 | G. Marsh  | TELEPHONE DISCUSSION WITH K.<br>GOODMAN REGARDING STATUS.  | .50  |
| 04/03/12 | G. Marsh  | REVIEW E-MAILS.  | .50  |
| 04/03/12 | G. Marsh  | TELEPHONE DISCUSSION WITH J. PEGNIA<br>REGARDING STATUS.   | .50  |
| 04/03/12 | G. Marsh  | PREPARE FOR HEARING.   | .50  |
| 04/03/12 | J. Blanco | DISCLOSURE REVIEW.   | .30  |
| 04/04/12 | G. Marsh  | WORK ON BRODY RESPONSE.  | .50  |
| 04/04/12 | G. Marsh  | WORK ON TRANSACTION.   | .80  |
| 04/05/12 | G. Marsh  | TELEPHONE DISCUSSION WITH K.<br>GOODMAN REGARDING STATUS.  | .30  |
| 04/05/12 | G. Marsh  | TELEPHONE DISCUSSION WITH D. BLECK<br>REGARDING STATUS.  | .30  |
| 04/05/12 | G. Marsh  | REVIEW AND REPLY TO E-MAIL FROM R.<br>CHESLEY.   | .30  |
| 04/05/12 | G. Marsh  | REVIEW E-MAIL FROM UTILITY COMPANY.  | .30  |
| 04/05/12 | G. Marsh  | TELEPHONE CONFERENCE WITH R.<br>CHESLEY REGARDING BIDDING<br>PROCEDURES.                             | .50  |
| 04/05/12 | G. Marsh  | PREPARE FOR HEARING.   | 1.80 |
| 04/05/12 | B. Bates  | PREPARATION OF HEARING AGENDA<br>MATERIALS FOR FIRST OMNIBUS HEARING.                                | .80  |
| 04/05/12 | B. Bates  | COMMUNICATIONS AND ANALYSIS WITH S.<br>HORGAN REGARDING PREPARATION OF<br>MONTHLY OPERATING REPORTS. | 1.00 |
| 04/06/12 | G. Marsh  | PREPARE FOR HEARING.   | 2.00 |
| 04/06/12 | B. Bates  | FILE AND SERVE HEARING AGENDA.   | .30  |
| 04/06/12 | G. Marsh  | REVIEW TERM SHEET.   | .50  |
| 04/06/12 | G. Marsh  | TELEPHONE CONFERENCE WITH K.<br>GOODMAN AND T. CHERRY REGARDING<br>TERM SHEET.                       | .50  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 4

|          |             |  |      |
|----------|-------------|--|------|
| 04/06/12 | B. Bates    | PREPARE HEARING PRESENTATION<br>MATERIALS FOR APRIL 10 OMNIBUS<br>HEARING.   | 4.50 |
| 04/09/12 | B. Bates    | PREPARE FOR MEETINGS WITH DEBTOR<br>REPRESENTATIVES AND CRO AT<br>CORPORATE HEADQUARTERS.  | .50  |
| 04/09/12 | G. Marsh    | PREPARE FOR 341 MEETING.   | 2.00 |
| 04/09/12 | G. Marsh    | REVIEW AND COMMENT ON STALKING<br>HORSE TERM SHEET.  | 2.00 |
| 04/09/12 | G. Marsh    | WORK ON AUCTION PREPARATION.   | 2.00 |
| 04/09/12 | G. Marsh    | REVIEW LIST OF OPEN ITEMS TO<br>ACCOMPLISH.  | 2.00 |
| 04/10/12 | G. Marsh    | PREPARE FOR AND ATTEND OMNIBUS<br>HEARING.   | 2.50 |
| 04/10/12 | G. Marsh    | MEET WITH J. ALTER.  | .50  |
| 04/10/12 | G. Marsh    | MEET WITH A. COOPER.   | 1.00 |
| 04/10/12 | G. Marsh    | MEET WITH S. DUBY.   | .30  |
| 04/10/12 | G. Marsh    | MEET WITH G. CLARK AND J. KUNKEL.  | .50  |
| 04/10/12 | G. Marsh    | MEET WITH D. BLECK AND M. SLADE.   | 1.00 |
| 04/10/12 | G. Marsh    | WORK ON TRANSACTION.   | 2.20 |
| 04/10/12 | B. Bates    | FINAL PREPARATION FOR AND<br>ATTENDANCE AT FIRST OMNIBUS HEARING<br>IN COLUMBIA, SOUTH CAROLINA.   | 4.00 |
| 04/11/12 | J. Blanco   | REVIEW OF MATERIALS AND UPDATE<br>CONFERENCE WITH J. PHILLIPS;<br>PREPARE FOR TERM SHEET REVIEW.   | .50  |
| 04/11/12 | J. Phillips | DISCUSS BANKRUPTCY CASE AND NEXT<br>STEPS WITH G. MARSH (1.5); WORK ON<br>EXECUTORY CONTRACTS AND CURE COSTS<br>SUMMARY SCHEDULE INCLUDING<br>REVIEWING VARIOUS CONTRACTS FOR<br>SAME (5.9). | 7.40 |
| 04/11/12 | G. Marsh    | PREPARE FOR AND MEET WITH NATURES<br>FIRST REGARDING THEIR BID.  | 3.00 |
| 04/11/12 | G. Marsh    | TELEPHONE DISCUSSION WITH G. LEVY<br>REGARDING HIS CONCERNS REGARDING<br>BIDDING PROCESS.  | .50  |
| 04/11/12 | G. Marsh    | TELEPHONE DISCUSSION WITH K.<br>GOODMAN REGARDING SAME.  | .50  |
| 04/11/12 | G. Marsh    | WORK ON AUCTION PROCESS.   | 1.50 |
| 04/12/12 | G. Marsh    | ADDRESS G. LEVY'S E-MAIL.  | .30  |
| 04/12/12 | G. Marsh    | TELEPHONE DISCUSSION WITH L. BARR<br>REGARDING BIDDING STATUS.   | .50  |
| 04/12/12 | G. Marsh    | TELEPHONE DISCUSSION WITH J. ALTER<br>REGARDING BIDDING STATUS.  | .50  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 5

|          |              |  |      |
|----------|--------------|--|------|
| 04/12/12 | G. Marsh     | TELEPHONE DISCUSSION WITH D. BLECK REGARDING AUCTION.  | .50  |
| 04/12/12 | G. Marsh     | TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.   | .50  |
| 04/12/12 | J. Phillips  | REVIEW CONFIDENTIALITY AGREEMENTS FOR POTENTIAL BIDDER (.4) AND PROVIDE SUMMARY OF RECOMMENDATIONS REGARDING SAME (.3); TELEPHONE CALL WITH DEBTORS AND INDENTURE TRUSTEE TO DISCUSS BIDDING PROCESS (.9); CONTINUE WORKING ON EXECUTORY CONTRACTS AND CURE COSTS SUMMARY SCHEDULE INCLUDING REVIEWING VARIOUS CONTRACTS FOR SAME (4.5); TELEPHONE CALL WITH DEBTOR MANAGEMENT TEAM TO DISCUSS EXECUTORY CONTRACTS AND CURE COSTS SUMMARY SCHEDULE (.8). | 6.90 |
| 04/12/12 | B. Bates     | MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING ACTION ITEMS AND BIDDING MATTERS.   | .70  |
| 04/12/12 | B. Bates     | ANALYSIS REGARDING PREPARATION OF MONTHLY OPERATING REPORT.  | .60  |
| 04/12/12 | B. Bates     | COMMUNICATIONS REGARDING IRS EIN ISSUE.  | .20  |
| 04/12/12 | B. Bates     | REVISE AND CIRCULATE WORKING GROUP ACTION LIST.  | .50  |
| 04/13/12 | B. Bates     | MEETING WITH LOCAL COUNSEL REGARDING BIDDING MATTERS.  | 1.00 |
| 04/13/12 | G. Marsh     | E-MAILS TO W. EDMONSON.  | .40  |
| 04/13/12 | G. Marsh     | E-MAILS TO S. DUBY.  | .40  |
| 04/13/12 | G. Marsh     | E-MAILS TO A. COOPER.  | .40  |
| 04/13/12 | G. Marsh     | E-MAILS TO A. WEISS AND J. MONAHAN.  | .50  |
| 04/13/12 | G. Marsh     | E-MAILS TO R. CHESLEY.   | .50  |
| 04/13/12 | G. Marsh     | WORK ON AUCTION BIDDING PROCESS.   | 3.00 |
| 04/13/12 | G. Marsh     | MEET WITH J. PHILLIPS.   | .50  |
| 04/13/12 | G. Marsh     | DISCUSS OUTCOME OF 341 MEETING.  | .50  |
| 04/16/12 | M. Levengood | CONFERENCE WITH G. MARSH REGARDING FIRST MEETING OF CREDITORS AND STATUS OF BIDDING (.4); REVIEW B. BATES LIST OF ACTION ITEMS (.3); LEGAL RESEARCH REGARDING IMPACT OF SECTION 108 ON STATE LAW MECHANIC'S  | 3.60 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 6

|          |              |   |      |
|----------|--------------|---|------|
|          |              | LIEN REQUIREMENTS WHERE THE PARTY<br>ASSERTING THE LIEN IS A DEBTOR IN<br>BANKRUPTCY (1.3); REVIEW OF<br>MECHANICS LIENS FILED AGAINST AND<br>BY THE DEBTORS (1.4); CONFERENCE<br>WITH B. BATES (.2). |      |
| 04/16/12 | B. Bates     | COMMUNICATIONS AND ANALYSIS<br>REGARDING PREPARATION OF MONTHLY<br>OPERATING REPORT.  | 2.10 |
| 04/16/12 | B. Bates     | COMMUNICATIONS WITH S. HORGAN AND<br>ANALYSIS REGARDING 341 MEETING<br>FOLLOW-UP QUESTIONS.   | .90  |
| 04/16/12 | J. Blanco    | WORK ON STRATEGY; REVIEW MATERIAL.  | 1.80 |
| 04/17/12 | G. Marsh     | REVIEW VARIOUS BIDDING SUBMISSIONS<br>TO PREPARE FOR AUCTION.   | 2.00 |
| 04/17/12 | J. Blanco    | REVIEW BID MATERIALS/SUBMISSIONS;<br>CALL WITH J. PHILLIPS.   | 2.60 |
| 04/17/12 | B. Bates     | COMMUNICATIONS REGARDING POTENTIAL<br>AMENDMENTS TO SCHEDULES AND SOFAS.  | .50  |
| 04/17/12 | B. Bates     | REVIEW AND ANALYSIS WITH D. MCADA<br>REGARDING MONTHLY OPERATING REPORT<br>MATERIALS.   | 3.20 |
| 04/18/12 | B. Bates     | FINALIZE REVIEW AND ANALYSIS WITH<br>D. MCADA AND S. HORGAN REGARDING<br>PREPARATION OF MONTHLY OPERATING<br>REPORT MATERIALS.  | 2.90 |
| 04/18/12 | M. Levengood | CONFERENCE WITH B. BATES REGARDING<br>QUESTIONS ABOUT FIRST MONTHLY<br>OPERATING REPORT.  | .70  |
| 04/18/12 | G. Marsh     | REVIEW D. TUCKER DEMAND LETTER.   | .50  |
| 04/18/12 | G. Marsh     | DISCUSS SAME WITH K. GOODMAN AND T.<br>CHERRY.  | .50  |
| 04/18/12 | G. Marsh     | WORK WITH BIDDERS.  | 2.00 |
| 04/18/12 | G. Marsh     | RESPOND TO MEMBER CALLS.  | 1.50 |
| 04/19/12 | G. Marsh     | MEET WITH INDENTURE TRUSTEE AND<br>NEGOTIATION COMMITTEE.   | 3.00 |
| 04/19/12 | G. Marsh     | REVIEW AND REPLY TO E-MAILS AND<br>CALLS FROM MEMBERS.  | 1.00 |
| 04/19/12 | J. Blanco    | UPDATE AND NEXT STEPS.  | .30  |
| 04/19/12 | M. Levengood | CONFERENCES WITH B. BATES REGARDING<br>REVIEW OF AND REVISIONS TO FIRST<br>MONTHLY OPERATING REPORT.  | .40  |
| 04/19/12 | B. Bates     | COMMUNICATIONS WITH IRS, M.<br>CAMPBELL AND R. LOVE REGARDING EIN<br>FOR HIGH CAROLINA.   | .60  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 7

|          |              |   |      |
|----------|--------------|---|------|
| 04/20/12 | B. Bates     | COMMUNICATIONS WITH IRS AND M. CAMPBELL REGARDING HIGH CAROLINA EIN.  | .70  |
| 04/20/12 | B. Bates     | UPDATE WORKING GROUP ACTION LIST.   | .20  |
| 04/20/12 | G. Marsh     | TELEPHONE DISCUSSION WITH A. COOPER REGARDING AUCTION.  | .50  |
| 04/20/12 | G. Marsh     | CORRESPONDENCE TO NOTEHOLDER.   | .50  |
| 04/20/12 | G. Marsh     | TELEPHONE DISCUSSION WITH L. RIFKIN REGARDING STATUS.   | .30  |
| 04/20/12 | G. Marsh     | CORRESPONDENCE TO D. TUCKER REGARDING ALLEGATIONS.  | 1.00 |
| 04/20/12 | G. Marsh     | PREPARE FOR MEETINGS.   | 2.70 |
| 04/20/12 | G. Marsh     | REVIEW COMMITTEE BILLS AND WHYCE LAW FIRM BILL.   | 1.00 |
| 04/20/12 | M. Levengood | CONFERENCE WITH G. MARSH AND B. BATES REGARDING MEETING PREPARATION (.2); CONFERENCE WITH DTI REGARDING PRINTING OF PLATS ON DISPLAY BOARDS (.1); TELEPHONE CONFERENCE WITH DTI REGARDING WALNUT COVE PLAT (.1); PREPARE EMAIL TO CLIENT REGARDING NEED FOR REPLACEMENT FILE (.1); REVIEW EMAIL FROM K. GOODMAN AND REVIEW AND FORWARD EMAIL FROM CLIENT TO DTI (.1). | .60  |
| 04/23/12 | B. Bates     | COMMUNICATIONS AND ANALYSIS REGARDING PREPARATION OF BUSINESS INCOME AND EXPENSE FORM.  | .50  |
| 04/23/12 | M. Lange     | RECEIVE AND REVIEW DRAFT PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT FOR M. LEVENGOOD; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING QUESTIONS; BEGIN DRAFTING TAX DISCLOSURES.  | 6.80 |
| 04/24/12 | M. Lange     | DRAFTING TAX SECTION OF DISCLOSURE STATEMENT BASED ON DRAFT PLAN OF REORGANIZATION; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING PPM AND INDENTURE FOR \$64 MILLION OF NOTES FROM CLUB MEMBERS; REVIEW TAX DISCLOSURES IN SAME AND ADDITIONAL DRAFTING OF TAX DISCLOSURES.  | 7.00 |
| 04/24/12 | B. Bates     | FINALIZE AND FILE BMC NOTICE LIST.  | .30  |



CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 8

|          |              |   |      |
|----------|--------------|---|------|
| 04/24/12 | B. Bates     | COMMUNICATIONS WITH DEBTORS<br>REGARDING SOFA AMENDMENT AND<br>DEBTORS' RECORDS.  | .40  |
| 04/24/12 | B. Bates     | COMMUNICATIONS WITH G. MARSH AND M.<br>LEVENGOD REGARDING YESTERDAY'S ALL<br>HANDS MEETING AND GO-FORWARD ACTION<br>ITEMS.  | 1.60 |
| 04/24/12 | G. Marsh     | TELEPHONE DISCUSSION WITH VARIOUS<br>MEMBERS REGARDING THE PROOF OF<br>CLAIM FORM.  | 1.00 |
| 04/24/12 | G. Marsh     | WORK ON NEGOTIATIONS WITH<br>NOTEHOLDERS AND COMMUNICATE WITH K.<br>GOODMAN.  | 2.00 |
| 04/24/12 | M. Levengood | CONFERENCE WITH G. MARSH AND B.<br>BATES REGARDING NEGOTIATIONS (.9);<br>TELEPHONE CONFERENCE WITH K.<br>GOODMAN, DEBTORS' BOARD OF<br>DIRECTORS AND G. MARSH REGARDING<br>DEVELOPMENTS AND STRATEGY FOR<br>CONCLUDING PLAN NEGOTIATIONS (.8);<br>REVIEW OUTLINE OF PENDING TASKS IN<br>PREPARATION FOR CONFERENCE CALL<br>WITH CLIENT TOMORROW (.4).   | 2.10 |
| 04/25/12 | M. Levengood | REVIEW EMAIL AND ATTACHMENT FROM M.<br>CAMPBELL REGARDING WHITMIRE LAWSUIT<br>(.3); REVIEW EMAIL FROM T. CHERRY<br>(.1); PREPARE FOR CONFERENCE WITH<br>CLIENT, CRO AND COUNSEL REGARDING<br>ACTION ITEMS (1.1); CONFERENCE WITH<br>K. GOODMAN, J. PEGNIA, S. HORGAN,<br>T. CHERRY, D. MCADA, M. CAMPBELL,<br>G. MARSH AND B. BATES (1.2); FOLLOW<br>UP CONFERENCE WITH G. MARSH AND B.<br>BATES (.4); TELEPHONE CONFERENCE<br>WITH T. CHERRY REGARDING POSSIBLE<br>GLOBAL RESOLUTION MATTERS (.3);<br>TELEPHONE CONFERENCE WITH D.<br>WILKINSON (.3); REVIEW AND REVISE<br>546(B) NOTICE (.3); CONFERENCE WITH<br>B. BATES (.1). | 4.10 |
| 04/25/12 | B. Bates     | REVIEW AND REVISE WORKING GROUP<br>ACTION LIST.   | .20  |
| 04/25/12 | B. Bates     | CONFERENCE CALL WITH WORKING GROUP<br>REGARDING ACTION ITEMS.   | 1.30 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 9

|          |              |   |      |
|----------|--------------|---|------|
| 04/25/12 | M. Lange     | ADDITIONAL DRAFTING OF TAX DISCLOSURES AND DRAFTING A LIST OF TAX QUESTIONS FOR DEBTORS TO ASSIST IN COMPLETING A DRAFT OF THE TAX DISCLOSURES; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING SAME.  | 4.00 |
| 04/26/12 | M. Lange     | MEETING WITH M. LEVENGOOD AT 10:00 A.M. TO GO OVER PROPOSED PLAN OF REORGANIZATION AND RELATED MATTERS TO ASSIST IN DRAFTING TAX DISCLOSURES FOR INCLUSION IN THE BANKRUPTCY DISCLOSURE STATEMENT FOR THE PLAN; PARTICIPATE IN TAX CALL WITH T. CHERRY, G. MARSH AND M. LEVENGOOD TO DISCUSS TAX ISSUES IN THE PROPOSED PLAN.   | 3.30 |
| 04/26/12 | M. Levengood | REVIEW REPORT ON BIDDING PROCESS (.4); CONFERENCE WITH B. BATES REGARDING REVISIONS TO REPORT (.1); REVIEW EMAILS FROM CRO REGARDING STATUS OF PLAN NEGOTIATIONS (.1); CONFERENCE WITH G. MARSH (.1); REVIEW AND REPLY TO EMAILS FROM J. PEGNIA AND T. CHERRY (.2)  | .90  |
| 04/26/12 | G. Marsh     | REVIEW REPORT ON BIDDING PROCESS.   | 2.00 |
| 04/26/12 | G. Marsh     | REVIEW MOTION TO EXTEND TIME.   | 1.00 |
| 04/26/12 | G. Marsh     | REVIEW LETTER RESPONDING TO WHITMIRE LAWSUIT.   | 1.00 |
| 04/26/12 | G. Marsh     | PARTICIPATE IN CONFERENCE CALLS REGARDING PROPOSED TRANSACTION.   | 2.00 |
| 04/27/12 | M. Levengood | CONFERENCE WITH G. MARSH REGARDING PLAN PROVISIONS AND NEGOTIATIONS IN PREPARATION FOR CONFERENCE CALL WITH COUNSEL FOR PLAN SPONSOR AND INDENTURE TRUSTEE REGARDING ACTION ITEMS (.9); CONFERENCE WITH J. PHILLIPS AND G. MARSH REGARDING CONFERENCE CALL WITH COUNSEL (.2); PARTICIPATE IN CONFERENCE CALL WITH COUNSEL FOR PLAN SPONSOR, INDENTURE TRUSTEE AND CRO REGARDING DOCUMENTS NEEDED IN PLAN CONFIRMATION PROCESS AND ASSIGNMENT OF RESPONSIBILITIES FOR DRAFTING SAME (.6); REVIEW EMAILS REGARDING PLAN DOCUMENTS | 2.40 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 10

|                             |              |   |        |
|-----------------------------|--------------|---|--------|
|                             |              | CHECKLISTS (.2); REVIEW EMAIL FROM G. LEVY (.1); CONFERENCE WITH G. MARSH REGARDING CALL TO G. LEVY (.1); TELEPHONE CONFERENCE WITH G. MARSH AND G. LEVY (.2); REVIEW EMAILS FROM CRO (.1).   |        |
| 04/27/12                    | G. Marsh     | TELEPHONE DISCUSSION WITH J. ALTER REGARDING STATUS.  | .50    |
| 04/27/12                    | G. Marsh     | TELEPHONE DISCUSSION WITH G. LEAVY REGARDING STATUS.  | .50    |
| 04/27/12                    | G. Marsh     | PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR CLIFFS PARTNERS AND TRUSTEE.   | 1.50   |
| 04/27/12                    | G. Marsh     | PARTICIPATE IN CALLS WITH CRO.  | 1.30   |
| 04/27/12                    | B. Bates     | PREPARE, FILE AND SERVE NOTICE OF HEARING ON LEASE MOTION AND BIDDING PROCESS STATUS REPORT.  | .50    |
| 04/27/12                    | B. Bates     | COMMUNICATIONS AND ANALYSIS REGARDING DIP BUDGET.   | .50    |
| 04/30/12                    | B. Bates     | COMMUNICATIONS WITH SYNOVUS COUNSEL REGARDING BANKRUPTCY CASE.  | .30    |
| 04/30/12                    | B. Bates     | MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING ACTION ITEMS.  | .70    |
| 04/30/12                    | G. Marsh     | TELEPHONE DISCUSSION WITH J. ALTER REGARDING STATUS.  | .20    |
| 04/30/12                    | G. Marsh     | TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.  | .30    |
| 04/30/12                    | G. Marsh     | REVIEW AND REPLY TO E-MAILS.  | .50    |
| SUBTOTAL FOR B110           |              |   | 158.80 |
| Asset Analysis and Recovery |              |   |        |
| 04/17/12                    | M. Levengood | LEGAL RESEARCH REGARDING MECHANIC'S LIENS.  | 2.10   |
| 04/19/12                    | B. Bates     | COMMUNICATIONS WITH M. LEVENGOOD REGARDING STATEMENTS OF FINANCIAL AFFAIRS.   | .40    |
| 04/19/12                    | M. Levengood | CONTINUED LEGAL RESEARCH REGARDING MECHANIC'S LIENS (1.2); REVIEW MATERIALS REGARDING KEOWEE FALLS INVESTMENT GROUP BANKRUPTCY FILING (.4); CONFERENCE WITH B. BATES REGARDING STRATEGY (.2). | 1.80   |
| 04/27/12                    | B. Bates     | REVIEW AND ANALYSIS OF SCHEDULE B ASSETS.   | .80    |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 11

|                      |  |      |
|----------------------|--|------|
| SUBTOTAL FOR B120    |  | 5.10 |
| Asset Disposition    |  |      |
| 04/02/12 B. Bates    | COMMUNICATIONS AND ANALYSIS<br>REGARDING PREPARATION OF APA<br>SCHEDULES.  | 2.00 |
| 04/02/12 J. Phillips | TELEPHONE CALL WITH M. CAMPBELL<br>REGARDING DEBTOR PERMITS (.4);<br>REVIEW AND MODIFY PERMITS SCHEDULE<br>ACCORDINGLY (1.0); DISCUSSION WITH<br>B. BATES REGARDING APA SCHEDULES<br>(.4); EDIT AND UPDATE APA SCHEDULES<br>ACCORDINGLY (1.5); REVIEW AND<br>PREPARE MECHANIC'S LIEN SCHEDULE<br>(1.0); PREPARE E-MAIL UPDATE OF<br>SCHEDULE STATUS FOR INTERNAL DEBTOR<br>GROUP (.5). | 4.80 |
| 04/03/12 J. Phillips | TELEPHONE CALL WITH M. CAMPBELL AND<br>S. CHOY TO DISCUSS EMPLOYEE BENEFIT<br>PLANS (.5); DISCUSS SAME WITH S.<br>CHOY (.3); REVIEW COMMENTS ON<br>SCHEDULES PROVIDED BY M. CAMPBELL<br>(.5); EDIT AND UPDATE SCHEDULES<br>ACCORDINGLY (.7); TELEPHONE CALL<br>WITH S. HORGAN REGARDING SCHEDULES<br>(.2).   | 2.20 |
| 04/03/12 B. Bates    | CONTINUED PREPARATION OF APA<br>SCHEDULES.   | .30  |
| 04/04/12 J. Phillips | PREPARE ASSET PURCHASE AGREEMENT<br>FOR POTENTIAL BIDDER (.3); REVIEW<br>SCHEDULE ATTACHMENTS (.4).  | .70  |
| 04/04/12 B. Bates    | COMMUNICATIONS WITH J. PEGNIA<br>REGARDING BID DEADLINE DATES.   | .60  |
| 04/05/12 J. Phillips | PREPARE SUMMARY AND TIMELINE OF<br>BIDDING PROCEDURES FOR POTENTIAL<br>BIDDERS (2.0); TELEPHONE CALLS AND<br>CORRESPONDENCE WITH G. MARSH<br>REGARDING SAME (.5); REVIEW VARIOUS<br>DOCUMENTS RELATED TO INTELLECTUAL<br>PROPERTY (3.2); DISCUSSIONS WITH M.<br>LEVENGOOD AND B. BATES REGARDING<br>ASSUMPTION AND ASSIGNMENT OF<br>CONTRACTS (.4).                                    | 6.10 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 12

|          |              |  |      |
|----------|--------------|--|------|
| 04/06/12 | J. Phillips  | REVIEW VARIOUS INTELLECTUAL<br>PROPERTY AGREEMENTS (.8); PREPARE<br>TIMELINE AND SUMMARY OF<br>INTELLECTUAL PROPERTY POSITION<br>(2.5); REVIEW AMENDMENT TO CARLILE<br>TERM SHEET (2.1); PREPARE ISSUES<br>LIST REGARDING SAME (2.4);<br>TELEPHONE CALL WITH G. MARSH<br>REGARDING TRANSACTION ISSUES (.4).  | 8.20 |
| 04/09/12 | J. Phillips  | CONFERENCE CALL WITH MANAGEMENT<br>TEAM AND G. MARSH TO DISCUSS<br>AMENDED TERM SHEET (1.0); EDIT AND<br>UPDATE TERM SHEET ACCORDINGLY<br>(1.2); FOLLOW UP CALLS REGARDING<br>TERM SHEET (.4); SEND UPDATED DRAFT<br>OF TERM SHEET TO POTENTIAL BIDDER<br>AND INDENTURE TRUSTEE (.3); WORK ON<br>SCHEDULE OF EXECUTORY CONTRACTS AND<br>CURE COSTS (.8). | 3.70 |
| 04/09/12 | B. Bates     | MEETINGS AND COMMUNICATIONS WITH<br>BIDDERS AND CREDITORS AT CORPORATE<br>HEADQUARTERS.  | 3.50 |
| 04/09/12 | B. Bates     | MEETING WITH CRO AND T. CHERRY<br>REGARDING BIDDING MATTERS.   | 1.00 |
| 04/10/12 | J. Phillips  | CONFERENCE CALL WITH THE CLIFFS<br>TEAM TO DISCUSS CONTRACTS SCHEDULE<br>(.5); TELEPHONE CALL WITH M.<br>CAMPBELL TO DISCUSS SAME (.3);<br>BEGIN PREPARING CONTRACTS SCHEDULE<br>(3.5).  | 4.30 |
| 04/11/12 | M. Levengood | TELEPHONE CONFERENCE WITH G. MARSH<br>REGARDING BIDDING PROCESS<br>DEVELOPMENTS  | .20  |
| 04/11/12 | B. Bates     | BREAKFAST MEETING WITH NATURES<br>FIRST REGARDING POTENTIAL BID FOR<br>PLAN SPONSOR RIGHTS.  | 3.00 |
| 04/12/12 | B. Bates     | COMMUNICATIONS REGARDING WIRE<br>INSTRUCTIONS.   | .40  |
| 04/12/12 | B. Bates     | CONFERENCE CALL WITH J. PHILLIPS,<br>D. MCADA, S. HORGAN AND M. CAMPBELL<br>REGARDING APA SCHEDULES.   | .90  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 13

|          |              |  |      |
|----------|--------------|--|------|
| 04/13/12 | J. Phillips  | TELEPHONE CALL WITH INDENTURE TRUSTEE'S COUNSEL AND DEBTOR'S COUNSEL REGARDING BIDS (.5); UPDATE CONTRACTS SCHEDULE WITH INFORMATION FROM MANAGEMENT (1.0); MEETING WITH G. MARSH TO DISCUSS BANKRUPTCY MATTERS (.5).  | 2.00 |
| 04/13/12 | B. Bates     | REVIEW BID MATERIALS SUBMITTED.  | .60  |
| 04/14/12 | B. Bates     | REVIEW BID MATERIALS SUBMITTED.  | 1.40 |
| 04/16/12 | J. Phillips  | REVIEW BID SETS PROVIDED BY QUALIFIED BIDDERS (5.0); PREPARE COMPARATIVE BID SUMMARIES FOR REFERENCE PURPOSES (3.5); DISCUSSION WITH J. BLANCO REGARDING SAME (.5).  | 9.00 |
| 04/16/12 | B. Bates     | CONFER WITH G. MARSH AND M. LEVENGOOD REGARDING STATUS OF BIDS.  | 1.20 |
| 04/17/12 | M. Levengood | REVIEW BIDDING MATERIALS (2.1); CONFERENCE WITH G. MARSH (.2).   | 2.30 |
| 04/17/12 | J. Phillips  | REVIEW COMMENTS TO EXECUTORY CONTRACTS SCHEDULE PROVIDED BY D. MCADA (.7); UPDATE EXECUTORY CONTRACTS SCHEDULE ACCORDINGLY (.5); REVIEW SPECIAL MEMBERSHIP RIGHTS SCHEDULE PROVIDED BY M. CAMPBELL (.5); INCORPORATE INTO EXECUTORY CONTRACTS SCHEDULE (.7); DISCUSS BANKRUPTCY CASE STATUS AND NEXT STEPS WITH G. MARSH (.5). | 2.90 |
| 04/18/12 | J. Phillips  | PREPARE EXIT COSTS SUMMARY (.8); DISCUSS WITH G. MARSH (.3); UPDATE EXECUTORY CONTRACTS SCHEDULE (.8).   | 1.90 |
| 04/18/12 | B. Bates     | PREPARE FOR MONDAY'S AUCTION.  | .60  |
| 04/20/12 | B. Bates     | INITIAL DRAFTING OF STATUS REPORT ON BIDDING PROCESS.  | 1.10 |
| 04/22/12 | B. Bates     | REVIEW AND REVISE STATUS REPORT ON BIDDING PROCESS.  | .90  |
| 04/23/12 | J. Phillips  | REVIEW CONTRACTS LISTING FOR NONRESIDENTIAL LEASES WITH NONAFFILIATES (.4); CORRESPONDENCE WITH B. BATES REGARDING SAME (.3).  | .70  |
| 04/23/12 | M. Levengood | TELEPHONE CONFERENCE WITH K. GOODMAN (.1); TELEPHONE CONFERENCE WITH K. GOODMAN AND G. MARSH (.2); REVIEW PLATS FOR DISPLAY DURING NEGOTIATIONS (.2) SEVERAL   | 2.10 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 14

|                                      |             |  |       |
|--------------------------------------|-------------|--|-------|
|                                      |             | CONFERENCES WITH DEBTORS' BOARD OF DIRECTORS, COUNSEL FOR COMMITTEE, COUNSEL FOR INDENTURE TRUSTEE AND COUNSEL FOR PLAN SPONSOR REGARDING PLAN SPONSOR BID (1.2); CONFERENCES WITH G. MARSH (.4).  |       |
| 04/24/12                             | J. Phillips | REVIEW NONRESIDENTIAL AFFILIATE LEASES FOR B. BANKRUPTCY.  | .40   |
| 04/26/12                             | J. Phillips | REVIEW TRANSACTION STRUCTURE (.3); TELEPHONE CALL WITH K. GOODMAN REGARDING SAME (.2); MEETING WITH G. MARSH AND M. LEVENGOOD TO DISCUSS DEAL ISSUES AND STRUCTURE (1.0).  | 1.50  |
| 04/27/12                             | J. Phillips | TELEPHONE CALL WITH ALL ATTORNEYS TO DISCUSS DOCUMENT PREPARATION (.6); DISCUSS SAME WITH M. LEVENGOOD AND G. MARSH (.4); TELEPHONE CALL WITH E. MENZIE REGARDING LICENSE TRANSFER (.3); GATHER AND REVIEW DUE DILIGENCE DOCUMENTS FOR SAME (.9); RESEARCH REGARDING SAME (1.0); REVIEW LIST OF DOCUMENTS TO BE PREPARED BY PARTIES (.3); PROVIDE COMMENTS ON SAME (.3); REVIEW UPDATED LIST OF EXECUTORY CONTRACTS PROVIDED BY MANAGEMENT (.4). | 4.20  |
| SUBTOTAL FOR B130                    |             |  | 74.70 |
| Relief from Stay/Adequate Protection |             |  |       |
| 04/05/12                             | B. Bates    | COMMUNICATIONS AND ANALYSIS REGARDING UTILITY PROVIDER DEMANDS.  | .80   |
| 04/09/12                             | B. Bates    | COMMUNICATIONS WITH UTILITY PROVIDER REGARDING ADEQUATE PROTECTION.  | .50   |
| 04/27/12                             | B. Bates    | COMMUNICATIONS REGARDING PROGRESS ENERGY ISSUES.   | .40   |
| SUBTOTAL FOR B140                    |             |  | 1.70  |
| Meetings and Comms. with Creditors   |             |  |       |
| 04/02/12                             | B. Bates    | PHONE CALL WITH CREDITOR REGARDING RESIGNED MEMBER CLAIM.  | .10   |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 15

|          |              |   |      |
|----------|--------------|---|------|
| 04/05/12 | B. Bates     | COMMUNICATIONS WITH COMMITTEE COUNSEL AND G. MARSH REGARDING BIDDING NEGOTIATIONS AND M. BRODY MATTER.  | .50  |
| 04/09/12 | B. Bates     | MEETING WITH T. CHERRY, D. MCADA AND K. GOODMAN IN PREPARATION FOR 341 MEETING OF CREDITORS.  | 1.50 |
| 04/10/12 | B. Bates     | MEETINGS AT CORPORATE HEADQUARTERS WITH POTENTIAL BIDDERS AND CREDITORS.  | 2.50 |
| 04/10/12 | B. Bates     | MEETING WITH INDENTURE TRUSTEE AND COUNSEL D. BLECK.  | 1.50 |
| 04/10/12 | M. Levengood | REVIEW EMAILS REGARDING PREPARATION FOR 341 MEETINGS (.2); TELEPHONE CONFERENCE WITH T. CHERRY REGARDING WITNESS PREPARATION  | .40  |
| 04/12/12 | B. Bates     | COMMUNICATIONS AND ANALYSIS WITH T. CHERRY, D. MCADA AND M. LEVENGOOD REGARDING 341 MEETING.  | 1.40 |
| 04/12/12 | M. Levengood | CONFERENCE WITH G. MARSH AND B. BATES REGARDING PREPARATION FOR FIRST MEETING OF CREDITORS (.4); TELEPHONE CONFERENCE WITH B. BATES AND T. CHERRY (.4)  | .80  |
| 04/13/12 | B. Bates     | ATTEND MEETING OF CREDITORS IN RELATED BANKRUPTCY CASE.   | 1.00 |
| 04/13/12 | B. Bates     | PREPARE FOR AND ATTEND MEETING OF CREDITORS IN SPARTANBURG, SOUTH CAROLINA.   | 5.00 |
| 04/13/12 | M. Levengood | TRAVEL FROM ATLANTA TO SPARTANBURG WITH B. BATES AND CONFERENCES WITH B. BATES IN PREPARATION FOR FIRST MEETING OF CREDITORS FOR DEBTORS (2.7); ATTEND FIRST MEETING OF CREDITORS OF FALLS INVESTMENT DEBTOR (.5); TELEPHONE CONFERENCE WITH D. WILKINSON (.1); CONFERENCE WITH D. WILKINSON (.6); ATTEND FIRST MEETING OF CREDITORS OF DEBTORS (1.7); RETURN TO ATLANTA AND CONFERENCE WITH B. BATES REGARDING NEXT STEPS AND TELEPHONE CONFERENCE WITH G. MARSH REGARDING BIDDING DEVELOPMENTS (2.4). | 8.00 |
| 04/18/12 | B. Bates     | PHONE CALLS WITH CREDITORS REGARDING BAR DATE NOTICE.   | .60  |



CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 16

|          |              |   |      |
|----------|--------------|---|------|
| 04/18/12 | M. Levengood | CONFERENCE WITH G. MARSH REGARDING CREDITOR COMMUNICATIONS (.2);<br>REVIEW EMAIL FROM D. TUCKER FORWARDED BY K. GOODMAN (.3);<br>TELEPHONE CONFERENCE WITH G. MARSH REGARDING REPLY TO D. TUCKER (.2);<br>PREPARE DRAFT REPLY FOR K. GOODMAN TO D. TUCKER LETTER (1.2);<br>CONFERENCE WITH G. MARSH (.1);<br>REVIEW AND REVISE DRAFT (.1);<br>PREPARE EMAIL TO G. MARSH REGARDING PDF OF LETTER AND ATTACHMENTS (.1).   | 2.20 |
| 04/19/12 | M. Levengood | REVIEW AND REPLY TO EMAIL FROM G. MARSH (.1); REVIEW EMAIL FROM T. CHERRY (.1); PREPARE EMAIL TO T. CHERRY, G. MARSH AND K. GOODMAN (.2); REVIEW AND REVISE DRAFT REPLY LETTER TO D. TUCKER (.3); TELEPHONE CONFERENCE WITH G. MARSH REGARDING UNWINDING OF SALE LEASEBACK TRANSACTION IN 2011 (.3); PREPARE EMAIL TO M. CAMPBELL (.1);<br>TELEPHONE CONFERENCE WITH M. CAMPBELL (.2); TELEPHONE CALLS TO T. CHERRY (.1); ELECTRONIC RESEARCH (.4); PREPARE EMAIL TO G. MARSH AND K. GOODMAN (.2) TELEPHONE CONFERENCE WITH G. MARSH AND K. GOODMAN (.1); REVIEW AND REVISE REPLY LETTER TO D. TUCKER (.2);<br>TELEPHONE CONFERENCE WITH B. BATES (.2); REVIEW SOFAS (.2); PREPARE EMAIL TO G. MARSH (.1); REVIEW AND REPLY TO EMAIL FROM T. CHERRY (.1);<br>TELEPHONE CONFERENCES WITH SEVERAL CREDITORS REGARDING PROOF OF CLAIM PACKAGE RECEIVED BY THEM (.4). | 3.30 |
| 04/19/12 | B. Bates     | PHONE CALLS WITH CREDITORS REGARDING FILING PROOFS OF CLAIM.  | 1.30 |
| 04/20/12 | B. Bates     | PHONE CALLS WITH CREDITORS REGARDING BAR DATE NOTICE MATERIALS.   | 1.30 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 17

|                             |              |   |       |
|-----------------------------|--------------|---|-------|
| 04/20/12                    | M. Levengood | REVIEW AND REPLY TO EMAIL FROM G. MARSH (.2); PREPARE REVISION TO LETTER TO D. TUCKER (.1); CONFERENCE WITH G. MARSH (.1); TELEPHONE CONFERENCE WITH T. CHERRY (.4); CONFERENCE WITH G. MARSH (.2); REVIEW AND REVISE LETTER TO D. TUCKER (.2). | 1.20  |
| 04/23/12                    | B. Bates     | PHONE CALLS WITH CREDITORS REGARDING BAR DATE MATERIALS.  | .50   |
| 04/25/12                    | B. Bates     | COMMUNICATIONS WITH CREDITORS REGARDING CLAIM ISSUES.   | .50   |
| 04/26/12                    | B. Bates     | COMMUNICATIONS WITH CANDO AND COUNSEL REGARDING CLAIM.  | .50   |
| 04/26/12                    | B. Bates     | COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS.   | .80   |
| 04/30/12                    | M. Levengood | SEVERAL TELEPHONE CONFERENCES WITH CREDITORS REGARDING STATUS OF CASE AND PROOF OF CLAIM NOTICE.  | .40   |
| SUBTOTAL FOR B150           |              |   | 35.30 |
| Fee/Employment Applications |              |   |       |
| 04/03/12                    | B. Bates     | COMMUNICATIONS AND ANALYSIS REGARDING PROFESSIONAL INVOICES.  | .40   |
| 04/04/12                    | B. Bates     | LEGAL RESEARCH REGARDING AND PREPARATION OF ORDINARY COURSE PROFESSIONAL AFFIDAVITS.  | 1.50  |
| 04/04/12                    | B. Bates     | REVIEW GGG INVOICES.  | .20   |
| 04/16/12                    | B. Bates     | COMMUNICATIONS WITH POTENTIAL ORDINARY COURSE PROFESSIONALS.  | 1.00  |
| 04/17/12                    | B. Bates     | COMMUNICATIONS REGARDING PAYMENT OF PROFESSIONAL FEE INVOICES.  | .50   |
| 04/19/12                    | M. Levengood | REVIEW EMAIL FROM L. BARR (.1); CONFERENCE WITH B. BATES AND PREPARE RESPONSE TO L. BARR (.1)   | .20   |
| 04/23/12                    | B. Bates     | COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEE INVOICES.   | .50   |
| 04/27/12                    | B. Bates     | REVIEW T. CHERRY INDEPENDENT CONTRACTOR AGREEMENT.  | .20   |
| SUBTOTAL FOR B160           |              |   | 4.50  |
| Avoidance Action Analysis   |              |   |       |
| 04/22/12                    | B. Bates     | COMMUNICATIONS AND ANALYSIS WITH S. HORGAN REGARDING PREFERENCE ANALYSIS.   | .40   |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 18

|  |              |                                      |      |
|--|--------------|--------------------------------------|------|
| 04/23/12                                     | B. Bates     | LEGAL RESEARCH REGARDING FOURTH      | .80  |
| 04/30/12                                     | B. Bates     | CIRCUIT PREFERENCE ANALYSIS.         |      |
|  |              | COMMUNICATIONS AND ANALYSIS WITH S.  | 1.50 |
|  |              | HORGAN REGARDING PREFERENCE          |      |
|  |              | ANALYSIS.                            |      |
| SUBTOTAL FOR B180                            |              |                                      | 2.70 |
| Assumption/Rejection of Leases and Contracts |              |                                      |      |
| 04/12/12                                     | B. Bates     | REVIEW COMMUNICATIONS REGARDING      | .30  |
|  |              | LEASES.                              |      |
| 04/17/12                                     | M. Levengood | REVIEW AND RESPOND TO EMAILS FROM    | 1.20 |
|  |              | K. GOODMAN REGARDING IT CONTRACT     |      |
|  |              | ASSIGNMENT (.3); REVIEW MATERIALS    |      |
|  |              | REGARDING IT CONTRACT (.2); REVIEW   |      |
|  |              | EXECUTORY CONTRACTS (.3); REVIEW     |      |
|  |              | EMAIL FROM K. GOODMAN REGARDING      |      |
|  |              | POST PETITION RECOGNITION OF         |      |
|  |              | PREPETITION DUES CREDITS (.4).       |      |
| 04/19/12                                     | B. Bates     | DRAFT MOTION TO EXTEND TIME TO       | 1.40 |
|  |              | ASSUME OR REJECT LEASES.             |      |
| 04/24/12                                     | B. Bates     | REVIEW AND REVISE MOTION TO EXTEND   | 1.40 |
|  |              | TIME TO ASSUME OR REJECT UNEXPIRED   |      |
|  |              | NONRESIDENTIAL REAL PROPERTY LEASES. |      |
| 04/25/12                                     | B. Bates     | REVIEW PREPETITION EMPLOYEE          | .50  |
|  |              | DEFERRED COMPENSATION AGREEMENTS.    |      |
| 04/25/12                                     | B. Bates     | FINAL REVISIONS AND ANALYSIS TO      | 1.30 |
|  |              | LEASE EXTENSION MOTION.              |      |
| 04/25/12                                     | B. Bates     | ANALYSIS REGARDING HONORARY          | .70  |
|  |              | MEMBERSHIP DEALS.                    |      |
| 04/25/12                                     | M. Levengood | REVIEW MOTION TO EXTEND TIME TO      | .20  |
|  |              | ASSUME OR REJECT LEASES.             |      |
| 04/26/12                                     | B. Bates     | FINALIZE AND FILE LEASE EXTENSION    | .80  |
|  |              | MOTION.                              |      |
| 04/27/12                                     | B. Bates     | REVIEW AND ANALYSIS OF EXECUTORY     | .80  |
|  |              | CONTRACTS.                           |      |
| 04/30/12                                     | B. Bates     | ANALYSIS REGARDING EXECUTORY         | .80  |
|  |              | CONTRACT CURE AMOUNTS AND TRADE      |      |
|  |              | CLAIMS.                              |      |
| SUBTOTAL FOR B185                            |              |                                      | 9.40 |
| Other Contested Matters                      |              |                                      |      |
| 04/03/12                                     | B. Bates     | DRAFT RESPONSE TO M. BRODY           | 2.40 |
|  |              | LETTER/MOTION.                       |      |
| 04/04/12                                     | B. Bates     | FINALIZE RESPONSE TO M. BRODY        | 1.20 |
|  |              | LETTER/MOTION.                       |      |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 19

|                            |               |   |       |
|----------------------------|---------------|---|-------|
| 04/04/12                   | M. Levengood  | REVIEW DRAFT REPLY TO HERB LETTER (.2); CONFERENCE WITH B. BATES REGARDING REPLY (.1)   | .30   |
| 04/18/12                   | M. Levengood  | REVIEW DEBTOR MATERIALS REGARDING MECHANIC'S AND MATERIALMAN'S LIENS (2.4); CONFERENCE WITH G. MARSH REGARDING 546(B) NOTICE (.3); REVIEW AND REVISE 546(B) NOTICE (.4).  | 3.10  |
| 04/20/12                   | M. Levengood  | CONFERENCE WITH G. MARSH REGARDING MECHANIC'S AND MATERIALMAN'S LIEN REVIEW (.3); PREPARE CHART OF MECHANICS LIENS INCLUDING REVIEW OF DEBTOR DOCUMENTS (2.9); PREPARE EMAIL TO G. MARSH (.1); TELEPHONE CONFERENCE WITH G. MARSH (.1); REVIEW AND REVISE CHART (.4); LEGAL RESEARCH REGARDING SOUTH CAROLINA AND FOURTH CIRCUIT PRECEDENTS (.8). | 4.60  |
| 04/25/12                   | B. Bates      | FILE KFIG MECHANICS LIEN NOTICE.  | .30   |
| 04/25/12                   | B. Bates      | INITIAL ANALYSIS REGARDING WHITMIRE LAWSUIT.  | .30   |
| 04/25/12                   | B. Bates      | COMMUNICATIONS AND ANALYSIS REGARDING TITLE POLICIES.   | .20   |
| 04/26/12                   | B. Bates      | DRAFT LETTER IN RESPONSE TO WHITMIRE LAWSUIT.   | 3.00  |
| 04/26/12                   | M. Levengood  | TELEPHONE CONFERENCE WITH T. CHERRY REGARDING MECHANICS LEIN REVIEW AND RELATED MATTERS.  | .20   |
| SUBTOTAL FOR B190          |               |   | 15.60 |
| Employee Benefits/Pensions |               |   |       |
| 04/17/12                   | L.M. Hutchins | REVIEW NEW DOCUMENTS IN HUMAN RESOURCES DATA ROOM FOLDER AND PREPARE SUMMARY OF ACTION ITEMS NEEDED TO WIND DOWN AND TERMINATE BENEFIT PLANS AND PROGRAMS.  | .30   |
| 04/19/12                   | L.M. Hutchins | PREPARE INVENTORY OF EMPLOYEE BENEFIT PLANS AND STEPS TO TERMINATE.   | .50   |
| 04/20/12                   | L.M. Hutchins | PREPARE INVENTORY OF PLANS AND ACTION ITEMS TO HANDLE TRANSFER OF EMPLOYEES; IDENTIFY DOCUMENTS NEEDED AND REVIEW DATA ROOM FOR UPDATES TO EMPLOYEE BENEFIT PLAN DOCUMENTS.   | 3.50  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 20

|                            |              |  |
|----------------------------|--------------|--|
| SUBTOTAL FOR B220          |              | 4.30   |
| Financing/Cash Collections |              |  |
| 04/17/12                   | G. Marsh     | WORK ON SUMMARY OF EXIT COSTS. 2.20  |
| 04/18/12                   | G. Marsh     | WORK ON EXIT COSTS. 2.00   |
| 04/24/12                   | G. Marsh     | WORK ON FINANCIAL MODEL. 2.00  |
| 04/30/12                   | B. Bates     | COMMUNICATIONS REGARDING DIP ORDER CLAIM DEADLINE. .30   |
| SUBTOTAL FOR B230          |              | 6.50   |
| Tax Issues                 |              |  |
| 04/24/12                   | B. Bates     | COMMUNICATIONS WITH D. MCADA AND J. PEGNIA REGARDING TAX CLAIMS. .40   |
| 04/24/12                   | B. Bates     | FINALIZE AND FILE STATEMENT OF AMENDMENT REGARDING HIGH CAROLINA EIN. .50  |
| 04/24/12                   | M. Levengood | PREPARE EMAIL TO M. LANGE TRANSMITTING DRAFT PLAN AND DISCLOSURE STATEMENT (.1); REVIEW AND REPLY TO EMAIL FROM M. LANGE (.1); TELEPHONE CONFERENCE WITH M. LANGE REGARDING DEAL STRUCTURE AND INFORMATION NEEDED TO COMPLETE DISCLOSURE STATEMENT TAX SECTION (.4). .60 |
| 04/25/12                   | M. Levengood | CONFERENCE WITH M. LANGE REGARDING DISCLOSURE STATEMENT TAX SECTION (.8); CONFERENCE WITH G. MARSH REGARDING TAX SECTION PREPARATION (.2). 1.00  |
| 04/26/12                   | M. Levengood | CONFERENCE WITH M. LANGE AND G. MARSH REGARDING TAX DISCLOSURES (.9); CONFERENCE CALL WITH T. CHERRY, M. LANGE AND G. MARSH TO DISCUSS BACKGROUND FOR TAX DISCLOSURES (1.3); CONFERENCE WITH G. MARSH AND M. LANGE (.2) 2.40   |
| SUBTOTAL FOR B240          |              | 4.90   |
| Real Estate                |              |  |
| 04/19/12                   | M. Levengood | REVIEW AGRONOMICS LIEN MATERIALS (.4); TELEPHONE CONFERENCE WITH K. BRADFORD REGARDING DEBTORS REQUEST THAT AGRONOMICS REMOVE LIEN FROM NON-GOLF COURSE PROPERTIES (.3); CONFERENCE WITH B. BATES (.1). .80  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 21

|                                      |          |   |
|--------------------------------------|----------|---|
| SUBTOTAL FOR B250                    |          | .80                                       |
| Board of Directors Matters           |          |   |
| 04/11/12                             | G. Marsh | PARTICIPATE IN CLUBCO BOARD MEETING. 1.00 |
| 04/19/12                             | G. Marsh | MEET WITH BOARD OF DIRECTORS TO 4.00      |
|                                      |          | REVIEW STATUS AND AUCTION.                |
| 04/24/12                             | G. Marsh | PARTICIPATE IN BOARD CALL. 1.00           |
| SUBTOTAL FOR B260                    |          | 6.00                                      |
| Claims Administration and Objections |          |   |
| 04/03/12                             | B. Bates | ANALYSIS REGARDING SEC'S RESPONSE .90     |
|                                      |          | TO BAR DATE MOTION.                       |
| 04/03/12                             | B. Bates | REVISE BAR DATE ORDER AND RELATED .50     |
|                                      |          | DOCUMENTS REGARDING GOVERNMENT BAR        |
|                                      |          | DATE.                                     |
| 04/05/12                             | B. Bates | ANALYSIS AND REVISIONS TO BAR DATE 3.10   |
|                                      |          | ORDER AND NOTICE MATERIALS                |
|                                      |          | REGARDING OBJECTION FILED.                |
| 04/09/12                             | B. Bates | REVISE BAR DATE ORDER AND NOTICE 1.00     |
|                                      |          | MATERIALS PER COMMUNICATIONS WITH         |
|                                      |          | L. BARR.                                  |
| 04/12/12                             | B. Bates | COMMUNICATIONS REGARDING NOTEHOLDER .80   |
|                                      |          | MEMBER INITIATION DEPOSIT CLAIMS.         |
| 04/12/12                             | B. Bates | COMMUNICATIONS WITH S. HORGAN .30         |
|                                      |          | REGARDING CLAIMS AND LESSOR MATTERS.      |
| 04/12/12                             | B. Bates | WORK ON SERVICE OF BAR DATE 1.00          |
|                                      |          | MATERIALS.                                |
| 04/12/12                             | B. Bates | FINALIZE BAR DATE NOTICING .90            |
|                                      |          | MATERIALS FOR SERVICE AND                 |
|                                      |          | PUBLICATION.                              |
| 04/16/12                             | B. Bates | REVIEW AND REVISE PUBLICATION .80         |
|                                      |          | NOTICE PROOFS.                            |
| 04/17/12                             | B. Bates | COMMUNICATIONS REGARDING .40              |
|                                      |          | PUBLICATION NOTICE OF BAR DATES.          |
| 04/17/12                             | B. Bates | DISCUSSIONS WITH S. MAI REGARDING .30     |
|                                      |          | PROOF OF CLAIM MATTERS.                   |
| 04/25/12                             | B. Bates | COMMUNICATIONS AND ANALYSIS .50           |
|                                      |          | REGARDING DE CANDO JUDGMENT.              |
| 04/27/12                             | B. Bates | ANALYSIS AND COMMUNICATIONS .90           |
|                                      |          | REGARDING STIPULATION REGARDING           |
|                                      |          | INITIATION DEPOSIT CLAIMS.                |
| 04/30/12                             | B. Bates | REVIEW AND REVISE STIPULATION .80         |
|                                      |          | REGARDING SECURED INITIATION              |
|                                      |          | DEPOSIT CLAIMS.                           |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 22

|                               |   |       |
|-------------------------------|---|-------|
| SUBTOTAL FOR B310             |   | 12.20 |
| Plan and Disclosure Statement |   |       |
| 04/02/12 M. Levengood         | CONFERENCE WITH G. MARSH REGARDING<br>PLAN NEGOTIATIONS UPDATE (.1);<br>REVIEW AND REVISE JOINT PLAN OF<br>REORGANIZATION (5.2); CONFERENCE<br>WITH G. MARSH AND B. BATES (.1);<br>BEGIN DRAFTING DISCLOSURE STATEMENT<br>(2.2)   | 7.60  |
| 04/02/12 G. Marsh             | WORK ON PLAN OF REORGANIZATION.   | 2.00  |
| 04/03/12 M. Levengood         | CONTINUED PREPARATION OF DISCLOSURE<br>STATEMENT  | 7.60  |
| 04/03/12 B. Bates             | REVIEW DRAFT PLAN MATERIALS.  | .80   |
| 04/04/12 M. Levengood         | CONTINUED PREPARATION OF DISCLOSURE<br>STATEMENT (5.9); CONFERENCE WITH G.<br>MARSH AND B. BATES REGARDING STATUS<br>OF NEGOTIATIONS AND PLAN DRAFTING<br>STATUS (.9)   | 6.80  |
| 04/05/12 M. Levengood         | REVIEW AND REVISE PLAN AND<br>DISCLOSURE STATEMENT  | 6.20  |
| 04/06/12 G. Marsh             | WORK ON PLAN OF REORGANIZATION.   | 2.00  |
| 04/06/12 M. Levengood         | REVIEW AND REVISE DISCLOSURE<br>STATEMENT (5.3); CONFERENCE WITH G.<br>MARSH REGARDING DEVELOPMENTS IN<br>NEGOTIATIONS (.3); REVIEW AMENDED<br>TERM SHEET (.4); REVIEW EMAIL FROM<br>J. PHILLIPS REGARDING AMENDED TERM<br>SHEET (.2); REVISE CHAPTER 11 PLAN<br>(1.3); PREPARE EMAIL TO G. MARSH<br>(.1) | 7.60  |
| 04/06/12 B. Bates             | ANALYSIS AND COMMUNICATIONS<br>REGARDING REVISED TERM SHEET.  | .90   |
| 04/07/12 M. Levengood         | REVIEW AND REVISE DISCLOSURE<br>STATEMENT.  | 2.30  |
| 04/09/12 M. Levengood         | REVIEW AND REVISE PLAN AND<br>DISCLOSURE STATEMENT.   | 5.90  |
| 04/12/12 M. Levengood         | REVIEW AND REVISE PLAN AND<br>DISCLOSURE STATEMENT (3.7);<br>CONFERENCE WITH G. MARSH AND B.<br>BATES REGARDING BIDDING<br>NEGOTIATIONS (.8); TELEPHONE<br>CONFERENCE WITH D. WILKINSON (.1);   | 5.40  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 23

|          |              |  |      |
|----------|--------------|--|------|
|          |              | CONFERENCE WITH G. MARSH AND<br>TELEPHONE CONFERENCE WITH G. MARSH<br>AND D. WILKINSON (.3); TELEPHONE<br>CONFERENCE WITH T. CHERRY (.1);<br>TELEPHONE CONFERENCE WITH G. MARSH<br>(.1); TELEPHONE CONFERENCE WITH T.<br>CHERRY (.1); REVIEW EMAILS<br>REGARDING BIDDING PROCEDURES (.2) |      |
| 04/16/12 | M. Levengood | REVIEW AND REVISE DISCLOSURE<br>STATEMENT.   | 2.80 |
| 04/17/12 | M. Levengood | REVIEW DISCLOSURE STATEMENT AND<br>RELATED MATERIALS.  | 1.80 |
| 04/18/12 | M. Levengood | REVIEW AND REVISE DISCLOSURE<br>STATEMENT (.8); CONFERENCE WITH G.<br>MARSH REGARDING SAME (.1); REVIEW<br>CASH COLLATERAL ORDER (.2);<br>CONFERENCE WITH G. MARSH REGARDING<br>STRATEGY FOR BIDDING NEGOTIATIONS<br>(.4); REVIEW MATERIALS REGARDING<br>EXIT COSTS (.3).                | 1.60 |
| 04/19/12 | B. Bates     | COMMUNICATIONS AND ANALYSIS<br>REGARDING EXIT COSTS.   | 1.50 |
| 04/19/12 | B. Bates     | ANALYSIS REGARDING TRADE CLAIMS.   | .50  |
| 04/20/12 | B. Bates     | PREPARE FOR MONDAY MEETING WITH<br>INDENTURE TRUSTEE, PURCHASER AND<br>COMMITTEE.  | 1.00 |
| 04/20/12 | M. Levengood | CONFERENCE WITH G. MARSH REGARDING<br>PLAN ISSUES (.2); LEGAL RESEARCH<br>REGARDING PLAN TREATMENT OF JUNIOR<br>LIENS (2.0).   | 2.20 |
| 04/22/12 | M. Levengood | CONTINUED LEGAL RESEARCH REGARDING<br>PLAN ISSUES.   | 1.70 |
| 04/22/12 | B. Bates     | PREPARE FOR MONDAY'S MEETING WITH<br>THE INDENTURE TRUSTEE, STALKING<br>HORSE AND COMMITTEE.   | 1.00 |
| 04/23/12 | G. Marsh     | ATTEND ALL DAY MEETINGS WITH<br>REPRESENTATIVES OF INDENTURE<br>TRUSTEE, OFFICIAL COMMITTEE, CLIFFS<br>CLUB PARTNERS AND THE DEBTORS TO<br>NEGOTIATE TERMS OF PLAN OF<br>REORGANIZATION.   | 8.00 |
| 04/23/12 | M. Levengood | LEGAL RESEARCH REGARDING PLAN<br>CONFIRMATION ISSUES.  | 2.40 |



CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 24

|          |              |  |      |
|----------|--------------|--|------|
| 04/23/12 | M. Levengood | CONFERENCE WITH G. MARSH (.1);<br>ASSEMBLE PLAN MATERIALS FOR PLAN<br>SPONSOR (.4); CONFERENCE WITH J.<br>MONAGHAN AND A. WEISS (.1);<br>CONTINUED REVIEW OF MECHANIC'S AND<br>MATERIALMANS' LIEN DOCUMENTS AND<br>REVISIONS TO CHART OF LIEN CLAIMS<br>(2.6). | 3.20 |
| 04/23/12 | B. Bates     | LEGAL RESEARCH IN PREPARATION OF<br>BIDDING PROCESS STATUS REPORT.   | 1.00 |
| 04/23/12 | B. Bates     | PARTICIPATE IN ALL DAY MEETING WITH<br>STALKING HORSE, COMMITTEE, DEBTORS<br>AND INDENTURE TRUSTEE.  | 4.00 |
| 04/24/12 | B. Bates     | TELECONFERENCE WITH K. GOODMAN<br>REGARDING NEGOTIATIONS.  | 1.20 |
| 04/24/12 | B. Bates     | REVIEW AND ANALYSIS REGARDING PLAN<br>AND DISCLOSURE STATEMENT.  | 1.90 |
| 04/24/12 | M. Levengood | LEGAL RESEARCH REGARDING PLAN<br>CONFIRMATION ISSUES.  | 1.20 |
| 04/24/12 | M. Levengood | CONTINUED REVIEW AND REVISIONS TO<br>MECHANICS' AND MATERIALMANS' LIEN<br>CHART.   | 1.90 |
| 04/25/12 | G. Marsh     | WORK ON PLAN OF REORGANIZATION.  | 1.00 |
| 04/25/12 | G. Marsh     | WORK ON TAX ISSUES RELATING TO THE<br>PLAN OF REORGANIZATION.  | 1.50 |
| 04/25/12 | G. Marsh     | PARTICIPATE IN CALLS WITH K.<br>GOODMAN REGARDING PROPOSED PLAN OF<br>REORGANIZATION.  | 1.50 |
| 04/25/12 | M. Levengood | ELECTRONIC RESEARCH REGARDING<br>MECHANIC'S LIEN CLAIMS.   | 1.20 |
| 04/25/12 | B. Bates     | COMMUNICATIONS REGARDING<br>LIQUIDATION ANALYSIS AND FINANCIAL<br>PROJECTIONS.   | .40  |
| 04/25/12 | B. Bates     | INITIAL DRAFTING OF STATUS REPORT<br>ON BIDDING PROCESS.   | 2.00 |
| 04/26/12 | B. Bates     | REVIEW, REVISE AND FILE STATUS<br>REPORT ON BIDDING PROCESS.   | 1.90 |
| 04/26/12 | B. Bates     | ANALYSIS REGARDING PLAN AND<br>DISCLOSURE STATEMENT.   | .60  |
| 04/26/12 | M. Levengood | CONTINUED REVIEW OF DEBTORS<br>DOCUMENTS INCLUDING TITLE POLICIES<br>REGARDING MECHANICS LIEN CLAIMS<br>(2.7); CONFERENCE CALL WITH G.<br>MARSH AND K. GOODMAN REGARDING PLAN<br>NEGOTIATIONS (.3); PARTICIPATE IN   | 3.40 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 25

|                              |   |                    |
|------------------------------|---|--------------------|
|                              | CONFERENCE CALL WITH K. GOODMAN,<br>INDENTURE TRUSTEE NEGOTIATING<br>COMMITTEE AND COUNSEL AND PLAN<br>SPONSOR AND COUNSEL REGARDING<br>BUSINESS POINTS (.4).   |                    |
| 04/27/12 M. Levengood        | CONTINUED REVIEW OF DEBTOR<br>DOCUMENTS REGARDING MECHANICS LIEN<br>CLAIMS (3.4); PREPARE CHART OF<br>MECHANIC'S LIEN CLAIMS (.9).  | 4.30               |
| 04/27/12 B. Bates            | COMMUNICATIONS AND ANALYSIS<br>REGARDING SCHEDULING OF HEARINGS.  | 1.20               |
| 04/27/12 B. Bates            | REVIEW MEMBERSHIP PLAN ANALYSIS.  | .40                |
| 04/29/12 M. Levengood        | CONSIDER PLAN ISSUES (.9); REVIEW<br>EMAILS AND ATTACHMENTS REGARDING<br>PLAN DOCUMENT PREPARATION (.3);<br>REVIEW EMAIL FROM B. ROTHSCHILD<br>(.1); REVIEW DISCLOSURE STATEMENT<br>TO BE FACILITATE REVISIONS UPON<br>RECEIPT OF PLAN REVISIONS (.6).          | 1.90               |
| 04/30/12 M. Levengood        | REVIEW MECHANIC'S LIEN LITIGATION<br>FILES (1.0); COMPLETE MECHANIC'S<br>LIEN CHART WITH DETAIL (3.7);<br>CONFERENCE WITH G. MARSH AND B.<br>BATES REGARDING PLAN DOCUMENTS<br>NEEDED (.8); PREPARE EMAIL TO<br>CLIENT REGARDING MECHANIC'S LIEN<br>CHART (.1). | 5.60               |
| 04/30/12 B. Bates            | ANALYSIS REGARDING ANCILLARY PLAN<br>DOCUMENTS AND TIMING AND SERVICE<br>ISSUES.  | 1.00               |
| SUBTOTAL FOR B320            |   | 121.90             |
| Case Administration ( B110 ) |   |                    |
| B. Bates                     | 31.50   | 425.00 \$13,387.50 |
| G. Marsh                     | 71.60   | 550.00 \$39,380.00 |
| J. Blanco                    | 5.50  | 480.00 \$2,640.00  |
| J. Phillips                  | 14.30   | 375.00 \$5,362.50  |
| M. Lange                     | 21.10   | 680.00 \$14,348.00 |
| M. Levengood                 | 14.80   | 540.00 \$7,992.00  |
| TOTAL HOURS AND FEE          |   | 158.80 \$83,110.00 |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 26

|  |          |        |             |
|--|----------|--------|-------------|
| Asset Analysis and Recovery                  | ( B120 ) |        |             |
| B. Bates                                     | 1.20     | 425.00 | \$510.00    |
| M. Levengood                                 | 3.90     | 540.00 | \$2,106.00  |
| TOTAL HOURS AND FEE                          | 5.10     |        | \$2,616.00  |
| Asset Disposition                            | ( B130 ) |        |             |
| B. Bates                                     | 17.50    | 425.00 | \$7,437.50  |
| J. Phillips                                  | 52.60    | 375.00 | \$19,725.00 |
| M. Levengood                                 | 4.60     | 540.00 | \$2,484.00  |
| TOTAL HOURS AND FEE                          | 74.70    |        | \$29,646.50 |
| Relief from Stay/Adequate Protection         | ( B140 ) |        |             |
| B. Bates                                     | 1.70     | 425.00 | \$722.50    |
| TOTAL HOURS AND FEE                          | 1.70     |        | \$722.50    |
| Meetings and Comms. with Creditors           | ( B150 ) |        |             |
| B. Bates                                     | 19.00    | 425.00 | \$8,075.00  |
| M. Levengood                                 | 16.30    | 540.00 | \$8,802.00  |
| TOTAL HOURS AND FEE                          | 35.30    |        | \$16,877.00 |
| Fee/Employment Applications                  | ( B160 ) |        |             |
| B. Bates                                     | 4.30     | 425.00 | \$1,827.50  |
| M. Levengood                                 | .20      | 540.00 | \$108.00    |
| TOTAL HOURS AND FEE                          | 4.50     |        | \$1,935.50  |
| Avoidance Action Analysis                    | ( B180 ) |        |             |
| B. Bates                                     | 2.70     | 425.00 | \$1,147.50  |
| TOTAL HOURS AND FEE                          | 2.70     |        | \$1,147.50  |
| Assumption/Rejection of Leases and C(nB185t) |          |        |             |
| B. Bates                                     | 8.00     | 425.00 | \$3,400.00  |
| M. Levengood                                 | 1.40     | 540.00 | \$756.00    |
| TOTAL HOURS AND FEE                          | 9.40     |        | \$4,156.00  |

CCHG HOLDINGS, INC.  
MATTER NUMBER: 034172.00001  
INVOICE NO.: 809339

May 7, 2012

PAGE 27

|                                      |          |        |             |
|--------------------------------------|----------|--------|-------------|
| Other Contested Matters              | ( B190 ) |        |             |
| B. Bates                             | 7.40     | 425.00 | \$3,145.00  |
| M. Levengood                         | 8.20     | 540.00 | \$4,428.00  |
| TOTAL HOURS AND FEE                  | 15.60    |        | \$7,573.00  |
| Employee Benefits/Pensions           | ( B220 ) |        |             |
| L.M. Hutchins                        | 4.30     | 330.00 | \$1,419.00  |
| TOTAL HOURS AND FEE                  | 4.30     |        | \$1,419.00  |
| Financing/Cash Collections           | ( B230 ) |        |             |
| B. Bates                             | .30      | 425.00 | \$127.50    |
| G. Marsh                             | 6.20     | 550.00 | \$3,410.00  |
| TOTAL HOURS AND FEE                  | 6.50     |        | \$3,537.50  |
| Tax Issues                           | ( B240 ) |        |             |
| B. Bates                             | .90      | 425.00 | \$382.50    |
| M. Levengood                         | 4.00     | 540.00 | \$2,160.00  |
| TOTAL HOURS AND FEE                  | 4.90     |        | \$2,542.50  |
| Real Estate                          | ( B250 ) |        |             |
| M. Levengood                         | .80      | 540.00 | \$432.00    |
| TOTAL HOURS AND FEE                  | .80      |        | \$432.00    |
| Board of Directors Matters           | ( B260 ) |        |             |
| G. Marsh                             | 6.00     | 550.00 | \$3,300.00  |
| TOTAL HOURS AND FEE                  | 6.00     |        | \$3,300.00  |
| Claims Administration and Objections | ( B310 ) |        |             |
| B. Bates                             | 12.20    | 425.00 | \$5,185.00  |
| TOTAL HOURS AND FEE                  | 12.20    |        | \$5,185.00  |
| Plan and Disclosure Statement        | ( B320 ) |        |             |
| B. Bates                             | 21.30    | 425.00 | \$9,052.50  |
| G. Marsh                             | 16.00    | 550.00 | \$8,800.00  |
| M. Levengood                         | 84.60    | 540.00 | \$45,684.00 |
| TOTAL HOURS AND FEE                  | 121.90   |        | \$63,536.50 |