

**Exhibit "B-3"**

**McKenna Long  
& Aldridge**  
Attorneys at Law

Albany New York  
Atlanta Philadelphia  
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Remittance Address:  
P.O. Box 116573, Atlanta, GA 30368

*Wire Transfer Instructions*  
Bank Name: SunTrust Bank  
Bank Address: 25 Park Place, 26th Floor, Atlanta, GA 30303  
ABA Number: 061000104  
Swift Code/Bank Code: SNTRUS3A  
Account Name: McKenna Long & Aldridge LLP  
Account Number: 8800918057

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 Invoice No. 815379  
Matter No.: 034172.00001 Invoice Date: June 5, 2012

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FOR PROFESSIONAL SERVICES RENDERED through May 31, 2012  
RE: RESTRUCTURING AND POSSIBLE BANKRUPTCY

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

Name	Hours Worked	Billed Per Hour	Bill Amount
M. Lange	49.10	680.00	33,388.00
G. Marsh	113.80	550.00	62,590.00
M. Levengood	119.80	540.00	64,692.00
S. Baxter	0.60	480.00	288.00
B. Bates	179.00	425.00	76,075.00
J. Phillips	29.50	375.00	11,062.50
===== Total	===== 491.80	===== 	===== 248,095.50

TOTAL FEES: \$248,095.50

CHARGES:

COPY CHARGES	436.05
DELIVERY SERVICE/MESSENGER	44.26
LITIGATION SUPPORT VENDORS	933.12
LONG DISTANCE TELEPHONE	586.34
MEALS	122.60
OTHER	287.02

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WESTLAW RESEARCH

3,358.47

TOTAL CHARGES:

\$ 5,767.86

T O T A L T H I S S T A T E M E N T:

\$253,863.36

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DESCRIPTION OF SERVICES

Case Administration

05/01/12	G. Marsh	CONSULT WITH K. GOODMAN ON STATUS.	.30
05/01/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK REGARDING LEGAL STRUCTURE.	.70
05/01/12	G. Marsh	REVIEW MECHANIC LIEN ISSUES.	1.00
05/01/12	M. Lange	PARTICIPATE ON 2:00 P.M. TAX CALL WITH G. MARSH, M. LEVENGOOD AND TAX PERSON ON TAX STRUCTURE ISSUES WITH PLAN SPONSOR; BEGIN DRAFTING AND TAX RESEARCH ON SPECIFIC ISSUES ON THE SECTION 1001 EXCHANGE OF NOTES; DRAFTING ON MLA'S OWN TAX STRUCTURE OUTLINE FOR THE CLIFF'S PLAN.	4.00
05/02/12	M. Lange	CONFERENCE WITH G. MARSH REGARDING MLA TAX OUTLINE FOR STRUCTURE; ADDITIONAL DRAFTING AND REVISION OF TAX STRUCTURE OUTLINE REGARDING PROPOSED PLAN; TELEPHONE CONFERENCE WITH G. MARSH REGARDING SAME; SEND G. MARSH A DRAFT OUTLINE AT 6:57 P.M.	4.00
05/02/12	G. Marsh	E-MAILS AND CALLS TO G. LEAVY REGARDING STATUS.	.40
05/02/12	G. Marsh	WORK ON STIPULATION EXTENDING TIME.	.60
05/02/12	G. Marsh	REVIEW MECHANIC LIEN ISSUES.	1.00
05/03/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.50
05/03/12	G. Marsh	REVIEW INTER COMPANY CLAIMS ANALYSIS.	2.00
05/03/12	G. Marsh	REVIEW NOTEHOLDER SET OFF ISSUE.	2.00
05/03/12	G. Marsh	WORK ON MECHANIC LIEN ANALYSIS.	2.00
05/04/12	B. Bates	PREPARE, FILE AND SERVE HEARING AGENDA.	.60
05/04/12	B. Bates	PREPARE PRESENTATION MATERIALS FOR HEARING.	.60
05/04/12	B. Bates	COMMUNICATIONS, ANALYSIS AND DRAFT LETTER REGARDING TELEPHONIC HEARING.	1.00
05/07/12	G. Marsh	TELEPHONE DISCUSSION WITH A. WEISS REGARDING MEETING AND MEMBER PLAN.	.50

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05/07/12	G. Marsh	MEET WITH M. LEVENGOOD AND B. BATES TO REVIEW TASK LIST.	1.00
05/07/12	G. Marsh	PREPARE FOR HEARING.	1.30
05/07/12	M. Levengood	CONFERENCE WITH G. MARSH AND B. BATES REGARDING NEXT STEPS	.80
05/07/12	B. Bates	MEETINGS WITH G. MARSH AND M. LEVENGOOD REGARDING PLAN NEGOTIATIONS.	1.50
05/07/12	B. Bates	FINAL PREPARATION OF HEARING PRESENTATION MATERIALS.	2.00
05/08/12	B. Bates	OMNIBUS HEARING REGARDING LEASE MOTION AND AUCTION STATUS REPORT.	1.20
05/08/12	G. Marsh	PREPARE FOR AND PARTICIPATE IN CLUBCO HEARING.	1.50
05/08/12	G. Marsh	PREPARE FOR MEETING WITH COMMITTEE AND INDENTURE TRUSTEE.	1.50
05/08/12	M. Lange	RECEIVE FROM M. LEVENGOOD AND REVIEW HOLLAND & KNIGHT COMMENTS ON MLA DRAFT PLAN FOR THE CLIFFS.	1.00
05/09/12	G. Marsh	ATTEND MEETING WITH INDENTURE TRUSTEE, OFFICIAL COMMITTEE AND CO-PLAN SPONSOR.	5.00
05/10/12	G. Marsh	TELEPHONE DISCUSSION WITH COUNSEL FOR GE.	.40
05/10/12	G. Marsh	TELEPHONE DISCUSSION WITH CLAIMS TRADER.	.30
05/10/12	G. Marsh	TELEPHONE DISCUSSION WITH MEMBER REGARDING HIS PROOF OF CLAIM.	.30
05/10/12	G. Marsh	REVIEW AND REPLY TO E-MAILS REGARDING LAWSUIT AT HIGH CAROLINA.	.30
05/10/12	G. Marsh	REVIEW NINETY DAY PREFERENCE ANALYSIS.	.50
05/10/12	G. Marsh	REVIEW AMENDMENTS NEEDED TO SCHEDULES.	1.00
05/10/12	B. Bates	COMMUNICATIONS REGARDING IP ACTION ITEMS.	.30
05/11/12	G. Marsh	REVIEW AND COMMENT ON LIQUIDATION ANALYSIS.	1.00
05/11/12	G. Marsh	REVIEW DEMAND LETTER FROM A. WEISS.	.50
05/11/12	G. Marsh	REVIEW AND REPLY TO E-MAILS.	1.00
05/13/12	M. Lange	EMAIL WITH M. LEVENGOOD AT NOON; RECEIVE AND REVIEW REVISED PLAN AS BACKGROUND TO DRAFTING TAX DISCLOSURES; BEGIN DRAFTING TAX DISCLOSURES FOR CLIFFS' DISCLOSURE STATEMENT.	8.00

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05/14/12	M. Lange	ADDITIONAL DRAFTING AND REVISION OF SECTION XII TAX DISCLOSURES FOR THE CLIFF'S DISCLOSURE STATEMENT AND SEND FOR TYPING REVISIONS AT 9:43 P.M.	9.00
05/14/12	G. Marsh	PREPARE FOR AND PARTICIPATE IN CALL WITH CLIFF CLUB PARTNERS.	1.00
05/15/12	M. Lange	RECEIVE DRAFT IT SPE LLC AGREEMENT AND REVIEW SAME; RECEIVE REVISED APA FROM J. PHILLIPS; REVIEW BRIEFLY; ADDITIONAL DRAFTING AND REVISIONS TO TAX SECTION TO CLIFFS DISCLOSURE STATEMENT; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING VARIOUS ISSUES; SEND INSERT TO M. LEVENGOOD AT 8:15 P.M.	8.00
05/16/12	M. Lange	SEND EMAIL TO M. LEVENGOOD REGARDING "OPEN" BLANKS IN TAX DISCLOSURES TO BE FILLED IN BY DEBTORS; CONFERENCE WITH M. LEVENGOOD REGARDING ADDITIONAL TAX ISSUES IN COMPLETING THE TAX DISCLOSURES AND THE NEED TO DISCUSS THE TAX DISCLOSURES WITH T. CHERRY.	1.00
05/16/12	B. Bates	ANALYSIS REGARDING MONTHLY OPERATING REPORT.	1.00
05/17/12	M. Lange	PARTICIPATE ON CONFERENCE CALL AT 9:30 WITH T. CHERRY, M. LEVENGOOD AND G. MARSH REGARDING TAX DISCLOSURES IN DISCLOSURE STATEMENT; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING CHANGES TO PLAN; TAX RESEARCH REGARDING WHETHER CLUB DEPOSITS SHOULD BE COUNTED AS LIABILITIES FOR SECTION 108(D)(3) PURPOSES; SEND EMAIL QUESTIONS TO T. CHERRY REGARDING SAME; EMAILS WITH M. LEVENGOOD REGARDING TAX ISSUES; SEND REV. RULE 92-53 TO T. CHERRY REGARDING EXCESS NONRECOURSE LIABILITIES; SEND NINTH CIRCUIT "MERKEL" CASE TO T. CHERRY; SEND EXTENSIVE TAX EMAIL REGARDING CALCULATING DEBTOR'S INSOLVENCY UNDER SECTION 108(D)(7) TO T. CHERRY AT 6:33 P.M.	6.00

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05/17/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT.	2.00
05/18/12	M. Lange	DRAFT EXPLANATORY TAX EMAIL TO T. CHERRY ABOUT THE TAX TREATMENT OF CLUB DEPOSIT LIABILITIES; ADDITIONAL TAX RESEARCH REGARDING WHETHER CLUB DEPOSITS LIABILITY SHOULD BE COUNTED AS CCI LIABILITIES FOR SECTION 108(D)(3) INSOLVENCY PURPOSES; DRAFT ADDITIONAL TAX DISCLOSURES REGARDING SAME AND REVISE TAX DISCLOSURES TO REFLECT OTHER PLAN CHANGES FROM M. LEVENGOOD; SEND REVISED TAX DISCLOSURES TO M. LEVENGOOD AT 11:15 A.M.; TELEPHONE CONFERENCE WITH G. MARSH ABOUT "BLANKS" IN TAX DISCLOSURES IN DRAFT CLIFFS' DISCLOSURE STATEMENT AND SEND HAND MARK UP TO HIM BY PDF AT 3:40 P.M.	5.00
05/18/12	B. Bates	FINALIZE AND FILE MONTHLY OPERATING REPORT.	.60
05/21/12	M. Lange	REVIEW T. CHERRY'S TAX COMMENTS ON TAX DISCLOSURES IN CLIFF'S DISCLOSURE STATEMENT; REVIEW REVISED 5/21/2012 DISCLOSURE STATEMENT AND SIGN OFF ON TAX DISCLOSURES; REVIEW T. CHERRY'S NPV CALCULATIONS AND THE INCLUSION OF HIS NUMBERS IN THE TAX DISCLOSURES IN DISCLOSURE STATEMENT; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING NPV CALCULATIONS BY T. CHERRY.	1.80
05/22/12	M. Lange	RECEIVE LATEST DRAFTS OF THE PLAN AND DISCLOSURE STATEMENT FOR B. BATES AND RECEIVE MESSAGE FROM M. LEVENGOOD REGARDING CERTAIN PLAN CHANGES; RESPOND TO SAME THAT NO TAX CHANGES ARE NEEDED.	.30
05/23/12	G. Marsh	WORK ON SETTING HEARINGS.	1.50
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH JUDGE WAITES REGARDING CALENDERING.	.30
05/23/12	G. Marsh	REVIEW 15 WEEK CASH FLOW.	.70
05/24/12	B. Bates	DRAFT REPORT REGARDING CANCELLATION OF OMNIBUS HEARING.	.50

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05/24/12	G. Marsh	TELEPHONE CONFERENCE WITH L. RIFKIN REGARDING STRAUS SITUATION.	.50
05/24/12	G. Marsh	PARTICIPATE IN NOTEHOLDER CALL.	.70
05/24/12	G. Marsh	WORK ON SETTING UP COMMITTEE MEETING.	1.30
05/25/12	M. Lange	REVIEW DRAFT LIQUIDATING TRUST AGREEMENT FOR M. LEVENGOOD; DRAFTING TAX CHANGES TO SAME; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING SAME; SEND PDF WITH CHANGES TO M. LEVENGOOD.	1.00
05/29/12	G. Marsh	REVIEW AND REPLY TO E-MAILS AND CALLS FROM CREDITORS AND MEMBERS.	1.00
05/29/12	B. Bates	PREPARE UPDATED ACTION LIST.	.50
05/29/12	B. Bates	PHONE CALL WITH K. GOODMAN REGARDING CASE ACTION ITEMS.	.30
05/30/12	G. Marsh	CALL WITH K. GOODMAN TO REVIEW STATUS AND OUTSTANDING PROJECTS.	.50
05/30/12	G. Marsh	RESOLVE MEMBER ACCOUNTS RECEIVABLES.	.50
05/30/12	B. Bates	CONFERENCE CALL WITH K. GOODMAN REGARDING ACTION ITEMS AND PLAN DOCUMENTS.	.50
05/30/12	B. Bates	MEETING WITH M. LEVENGOOD REGARDING ACTION ITEMS.	.30
05/31/12	B. Bates	ANALYSIS REGARDING CERTIFICATE OF SERVICE FOR PLAN AND DISCLOSURE STATEMENT FILING AND RELATED DOCUMENTS.	.20
SUBTOTAL FOR B110			97.60
Asset Analysis and Recovery			
05/01/12	B. Bates	REVIEW MEMBERSHIP AGREEMENT AND SERIES A NOTE REGARDING DUES OBLIGATIONS.	1.90
05/02/12	B. Bates	DRAFT MEMORANDUM REGARDING SETOFF ISSUES.	2.60
05/03/12	B. Bates	PREPARE ANALYSIS REGARDING INTERCOMPANY LIABILITIES.	2.30
05/04/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING INTERCOMPANY RECEIVABLES.	.60
05/04/12	B. Bates	CONTINUED WORK REGARDING SCHEDULES AMENDMENTS AND ACTION ITEMS FOLLOWING 341 MEETING.	1.10
05/08/12	B. Bates	ANALYSIS WITH S. HORGAN REGARDING SCHEDULES AMENDMENTS AND PREFERENCE ANALYSIS.	.40



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05/10/12	B. Bates	WORK ON AMENDMENTS TO SCHEDULES.	1.40
05/10/12	B. Bates	PREPARE LETTERS TO NON-PAYING NOTEHOLDERS.	.70
05/11/12	B. Bates	ANALYSIS REGARDING COMMUNICATIONS TO NON-PAYING NOTEHOLDERS.	.50
05/11/12	B. Bates	CONTINUED WORK ON AMENDMENTS TO SCHEDULES.	3.50
05/12/12	B. Bates	CONTINUED WORK ON COMPREHENSIVE AMENDMENTS TO SCHEDULES.	2.90
05/16/12	B. Bates	CONTINUED PREPARATION AND ANALYSIS REGARDING SCHEDULES AMENDMENTS.	1.30
05/29/12	B. Bates	CONTINUED PREPARATION OF SCHEDULES AMENDMENTS.	1.00
05/30/12	B. Bates	CONTINUED COMMUNICATIONS AND ANALYSIS REGARDING AMENDMENTS TO SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS.	2.60
05/31/12	B. Bates	CONTINUED COMMUNICATIONS AND ANALYSIS REGARDING AMENDMENTS TO STATEMENT OF FINANCIAL AFFAIRS.	2.10
SUBTOTAL FOR B120 Asset Disposition			24.90
05/08/12	J. Phillips	REVIEW MARKUP OF PLAN OF REORGANIZATION (3.5); DISCUSS COMMENTS WITH M. LEVENGOOD (.6).	4.10
05/15/12	J. Phillips	TELEPHONE CALL WITH G. MARSH TO DISCUSS TRANSACTION STATUS AND NEXT STEPS (.4); REVIEW SPE OPERATING AGREEMENT (.5); REVIEW ASSET PURCHASE AGREEMENT (2.8); PREPARE ISSUES LIST REGARDING SAME (1.2).	4.90
05/16/12	J. Phillips	DISCUSSION WITH J. BLANCO REGARDING CLIFFS ASSET PURCHASE AGREEMENT AND TRANSACTION ISSUES (.5); MEETING WITH INTERNAL CLIFFS TEAM TO DISCUSS ASSET PURCHASE AGREEMENT (1.2); EDIT AND UPDATE ISSUES LIST ACCORDING TO DISCUSSION (.5); BEGIN PREPARING MARKUP OF ASSET PURCHASE AGREEMENT (2.0).	4.20

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05/17/12	J. Phillips	TELEPHONE CALL WITH BUYER REPRESENTATIVES REGARDING ASSET PURCHASE AGREEMENT (.9); MEETING WITH G. MARSH REGARDING SAME (.3); MARKUP OF ASSET PURCHASE AGREEMENT BASED ON TELEPHONE CALL AND EARLIER CONVERSATIONS (1.5).	2.70
05/18/12	J. Phillips	MEETING WITH G. MARSH TO WALK THROUGH ASSET PURCHASE AGREEMENT AND DISCUSS BANKRUPTCY IMPACT (1.5); FINALIZE MARKUP OF ASSET PURCHASE AGREEMENT (1.7); WORK ON PURCHASE AGREEMENT SCHEDULES BASED ON REVISED DRAFT (1.5).	4.70
05/21/12	J. Phillips	PREPARE FOR CONFERENCE CALL TO DISCUSS DISCLOSURE SCHEDULES (.5); PARTICIPATE ON CONFERENCE CALL WITH INTERNAL CLIFFS TEAM TO DISCUSS DISCLOSURE SCHEDULES (2.3); REVIEW FOLLOW UP MATERIALS PROVIDES FOR DISCLOSURE SCHEDULES (1.0); INCORPORATE SAME INTO DISCLOSURE SCHEDULES (.5).	4.30
05/22/12	J. Phillips	UPDATE AND RECIRCULATE DRAFT OF DISCLOSURE SCHEDULES TO CLIFFS TEAM.	1.20
05/24/12	J. Phillips	REVIEW VARIOUS DOCUMENTS PROVIDED BY COUNSEL FOR BUYER AND COUNSEL FOR TRUSTEE INCLUDING VARIOUS LOAN DOCUMENTS, NOTE RESTRUCTURING DOCUMENTS AND LLC AGREEMENT.	2.00
05/25/12	J. Phillips	WALK THROUGH SCHEDULES WITH G. MARSH (.5); MODIFY AND UPDATE SCHEDULES ACCORDINGLY (.4); FINALIZE DRAFT OF SCHEDULES AND SEND TO BUYER'S COUNSEL (.5).	1.40
SUBTOTAL FOR B130			29.50
Relief from Stay/Adequate Protection			
05/08/12	B. Bates	ANALYSIS REGARDING ADEQUATE PROTECTION PAYMENTS.	.30
SUBTOTAL FOR B140			.30
Meetings and Comms. with Creditors			
05/01/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	.40

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05/02/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	.90
05/04/12	B. Bates	COMMUNICATIONS REGARDING SYNOVUS.	.40
05/04/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	.80
05/04/12	B. Bates	COMMUNICATIONS REGARDING NOTEHOLDERS QUESTIONS.	.50
05/07/12	B. Bates	DRAFT LETTER REGARDING PAYMENT OF DUES BY NOTEHOLDERS.	1.30
05/07/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	.20
05/08/12	B. Bates	LEGAL RESEARCH AND ANALYSIS REGARDING NOTEHOLDER SETOFF CLAIMS.	3.60
05/08/12	M. Levengood	MANY TELEPHONE CONFERENCES WITH CREDITORS REGARDING QUESTIONS ABOUT PROOF OF CLAIM FORMS	.80
05/09/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	1.80
05/10/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS AND CASE ADMINISTRATION.	2.20
05/11/12	B. Bates	COMMUNICATIONS WITH CREDITORS AND NOTEHOLDERS REGARDING CLAIMS AND CASE ADMINISTRATION MATTERS.	1.40
05/17/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING BAR DATE AND CASE ADMINISTRATION.	1.60
05/23/12	B. Bates	COMMUNICATIONS WITH CREDITORS AND PARTIES IN INTEREST REGARDING PLAN AND DISCLOSURE STATEMENT FILED YESTERDAY.	2.30
05/23/12	M. Levengood	TELEPHONE CONFERENCE WITH G. MARSH AND J. ALTER REGARDING NEW CLUB MEMBERSHIP PLAN AND STRATEGY FOR FACE TO FACE MEETING BEFORE JUNE 5 EVENT AT FURMAN UNIVERSITY (.4); SEVERAL TELEPHONE CONFERENCES WITH CREDITORS REGARDING PROOF OF CLAIM AND PLAN QUESTIONS (.9)	1.30
05/24/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH L. RIFKIN AND G. MARSH REGARDING STRAUS AGREEMENT.	1.10

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05/29/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS BAR DATE AND PLAN AND DISCLOSURE STATEMENT MATTERS.	1.80
05/29/12	M. Levensgood	TELEPHONE CONFERENCE WITH L. GLASS AND B. BATES REGARDING CLAIM AND PLAN QUESTIONS	.40
05/30/12	B. Bates	COMMUNICATIONS WITH NUMEROUS CREDITORS AND MEMBERS REGARDING BAR DATE AND PLAN AND DISCLOSURE STATEMENT MATTERS.	2.20
05/31/12	B. Bates	COMMUNICATIONS WITH NUMEROUS CREDITORS AND MEMBERS REGARDING BAR DATE AND PLAN AND DISCLOSURE STATEMENT MATTERS.	1.60
SUBTOTAL FOR B150 Fee/Employment Applications			26.60
05/01/12	B. Bates	REVIEW AND COMMUNICATIONS REGARDING BMC BUDGET MATERIALS.	.20
05/02/12	B. Bates	PREPARE AND FILE RETENTION AFFIDAVIT FOR CORT FLINT.	.40
05/03/12	B. Bates	WORK REGARDING RETENTION OF INTELLECTUAL PROPERTY COUNSEL.	1.00
05/04/12	B. Bates	COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES.	.40
05/07/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING RETENTION OF IP LAWYER.	.70
05/07/12	B. Bates	COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL INVOICES.	.40
05/08/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING IP LAWYER RETENTION.	.60
05/11/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PROFESSIONAL FEES.	.30
05/13/12	B. Bates	DRAFT LETTER REGARDING TIM CHERRY INDEPENDENT CONTRACTOR RETENTION.	.50
05/23/12	B. Bates	COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES.	.30
05/24/12	B. Bates	ANALYSIS REGARDING PROFESSIONAL FEES.	.30
05/29/12	B. Bates	COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEES.	.70
SUBTOTAL FOR B160 Avoidance Action Analysis			5.80
05/02/12	B. Bates	ANALYSIS REGARDING TRANSFERS DURING PREFERENCE PERIOD.	1.00

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05/03/12	B. Bates	ANALYSIS REGARDING TRANSFERS DURING 90 DAY PREFERENCE PERIOD.	1.10
05/09/12	B. Bates	ANALYSIS REGARDING TRANSFERS DURING 90-DAY PREFERENCE PERIOD.	1.00
05/10/12	B. Bates	CONTINUED PREFERENCE ANALYSIS.	.70
05/13/12	B. Bates	DRAFT MEMORANDUM REGARDING 90 DAY PREFERENCE ANALYSIS.	1.50
05/25/12	B. Bates	CONTINUED PREPARATION OF PREFERENCE ANALYSIS COVER MEMORANDUM.	1.00
05/29/12	B. Bates	COMMUNICATIONS REGARDING GE LEASES.	.40
05/29/12	B. Bates	COMMUNICATIONS WITH M. CAMPBELL AND ANALYSIS REGARDING DEBTOR TRANSFERS.	.90
SUBTOTAL FOR B180			7.60
Assumption/Rejection of Leases and Contracts			
05/01/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING LEASES.	.40
05/01/12	B. Bates	REVIEW AND COMMUNICATIONS REGARDING JOHN DEERE INVOICES.	.50
05/15/12	B. Bates	ANALYSIS REGARDING EXECUTORY CONTRACTS.	1.00
05/16/12	B. Bates	REVIEW AND REVISE SCHEDULE OF EXECUTORY CONTRACTS.	1.00
05/29/12	B. Bates	COMMUNICATIONS WITH AND REGARDING MITEL LEASING	.50
SUBTOTAL FOR B185			3.40
Other Contested Matters			
05/03/12	B. Bates	REVIEW URBANA LAWSUIT PLEADINGS.	1.00
05/07/12	B. Bates	COMMUNICATIONS REGARDING WHITMIRE HIGH CAROLINA SUIT.	.40
05/08/12	B. Bates	REVIEW SUIT AGAINST HIGH CAROLINA AND PREPARE LETTER TO COUNSEL REGARDING STAY.	.70
05/09/12	B. Bates	FINALIZE AND SEND LETTER REGARDING LAND OF SUN LITIGATION.	.30
05/25/12	B. Bates	COMMUNICATIONS TO HIGH CAROLINA PLAINTIFFS LAWYERS.	.20
05/30/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING HIGH CAROLINA LIEN LITIGATION.	1.00
05/31/12	B. Bates	PREPARE NOTICE OF BANKRUPTCY IN HIGH CAROLINA LAWSUITS.	1.40

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SUBTOTAL FOR B190		5.00
Business Operations		
05/31/12	B. Bates	COMMUNICATIONS WITH S. HORGAN AND ANALYSIS REGARDING WARN NOTICE. 1.10
SUBTOTAL FOR B210		1.10
Financing/Cash Collections		
05/23/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING DIP BUDGET. .50
05/29/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING INSURANCE PREMIUM FINANCING RENEWAL. .40
SUBTOTAL FOR B230		.90
Tax Issues		
05/01/12	G. Marsh	WORK ON TAX ISSUES. 3.30
05/01/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM G. MARSH REGARDING MEETING TO DISCUSS TAX MATTERS (.1); CONFERENCE WITH M. LANGE AND G. MARSH (.8); TELEPHONE CONFERENCE WITH PLAN SPONSOR TAX PARTNER, G. MARSH AND M. LANGE REGARDING TAX MATTERS (.4) TELEPHONE CONFERENCE WITH G. MARSH AND D. BLECK REGARDING TAX MATTERS (.4); TELEPHONE CONFERENCE WITH M. LANGE (.3); REVIEW AND REPLY TO EMAIL FROM M. LANGE (.1) 2.10
05/02/12	G. Marsh	WORK ON PLAN AND TAX ISSUES. 2.70
05/14/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM M. LANGE (.1); CONFERENCES WITH M. LANGE REGARDING STRUCTURE AND TAX ISSUES (.9); REVIEW TAX ISSUES (.8) 1.80
05/17/12	M. Levengood	CONFERENCE WITH M. LANGE (.3); TELEPHONE CONFERENCE WITH M. LANGE AND T. CHERRY (.3); FOLLOW UP CONFERENCE WITH M. LANGE (.3) .90
05/18/12	M. Levengood	REVIEW EMAILS REGARDING TAX INSERT TO DISCLOSURE STATEMENT (.2); REVIEW TAX INSERT (.4) .60
SUBTOTAL FOR B240		11.40
Board of Directors Matters		
05/03/12	G. Marsh	REVIEW AND REPLY TO E-MAILS FROM BOARD. .50

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05/07/12	G. Marsh	RESPOND TO MEMBER CALLS AND E-MAILS.	.50
05/07/12	G. Marsh	PARTICIPATE IN BOARD UPDATE CALL.	1.20
05/10/12	G. Marsh	PARTICIPATE IN BOARD MEETING.	1.00
05/21/12	M. Levengood	PARTICIPATE IN BOARD CONFERENCE CALL WITH G. MARSH	.80
05/21/12	G. Marsh	PARTICIPATE IN DEBTOR BOARD CALL.	1.00
SUBTOTAL FOR B260			5.00
Claims Administration and Objections			
05/01/12	M. Levengood	TELEPHONE CONFERENCE WITH T. CHERRY REGARDING INTERCOMPANY PAYABLES (.2); REVIEW EMAIL FROM T. CHERRY AND ATTACHED SPREADSHEET REGARDING INTERCOMPANY PAYABLES (1.4)	1.60
05/01/12	B. Bates	REVIEW AND REVISE BAR DATE STIPULATION.	.20
05/04/12	M. Levengood	LEGAL RESEARCH REGARDING STANDARDS FOR RECHARACTERIZING DEBT AS EQUITY	2.70
05/07/12	B. Bates	COMMUNICATIONS REGARDING PROOFS OF CLAIM.	.40
05/07/12	B. Bates	REVIEW RECHARACTERIZATION MATERIALS.	.30
05/08/12	B. Bates	ANALYSIS REGARDING CLAIMS FILED.	.40
05/10/12	B. Bates	REVIEW AND REVISE RECHARACTERIZATION MEMORANDUM.	.60
05/10/12	B. Bates	ANALYSIS REGARDING CLUBCO / DEVCO INTERCOMPANY CLAIMS.	1.30
05/13/12	B. Bates	DRAFT FORM OF CLAIM OBJECTION.	.50
05/23/12	B. Bates	COMMUNICATIONS WITH CLAIMANTS REGARDING BAR DATE MATTERS.	1.00
05/25/12	B. Bates	ANALYSIS REGARDING CLAIMS FILED.	.50
05/29/12	B. Bates	ANALYSIS REGARDING BAR DATE STIPULATION.	.80
05/29/12	B. Bates	ANALYSIS REGARDING CLAIMS.	.50
SUBTOTAL FOR B310			10.80
Plan and Disclosure Statement			
05/01/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT DOCUMENTS SPREADSHEET.	.30
05/01/12	B. Bates	ANALYSIS REGARDING HONORARY MEMBERSHIPS AND LAND DEAL OBLIGATIONS.	2.00
05/01/12	M. Levengood	REVIEW EMAILS FROM D. MCADA AND UPDATE MECHANIC'S LIEN CHART ACCORDINGLY	.40

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05/01/12	B. Bates	ANALYSIS REGARDING STIPULATION EXTENDING TIME TO FILE PLAN.	.50
05/01/12	B. Bates	DRAFT MOTION TO EXTEND EXCLUSIVITY PERIODS.	.80
05/02/12	B. Bates	CONTINUED ANALYSIS REGARDING HONORARY MEMBERSHIPS AND LAND DEALS.	.50
05/02/12	B. Bates	DRAFT STIPULATION EXTENDING TIME TO FILE PLAN AND DISCLOSURE STATEMENT.	2.50
05/02/12	M. Levengood	REVIEW AND REVISE MECHANIC'S LIEN CHART TO INCLUDE INFORMATION IDENTIFIED IN REVIEW OF MECHANIC'S LIEN DOCUMENTS (1.8); CONFERENCE WITH G. MARSH REGARDING MECHANIC'S LIENS CHART AND PRESENTATION FORMAT (.5)	2.30
05/03/12	M. Levengood	REVIEW EMAIL AND ATTACHMENTS FROM E. MENZIE (.4); REVIEW AND REVISE MEMO REGARDING MECHANIC'S LIEN CLAIMS (3.1); PREPARE EMAIL TO G. MARSH (.1)	3.60
05/03/12	B. Bates	REVIEW INDENTURE DOCUMENTS REGARDING VOTING RIGHTS AND REMEDY PROVISIONS.	.70
05/03/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH G. LEVY REGARDING RESPONSE TO BIDDING PROCEDURES REPORT.	1.30
05/03/12	B. Bates	REVIEW AND REVISE STIPULATION REGARDING EXTENSION OF TIME TO FILE PLAN AND DISCLOSURE STATEMENT IN ACCORDANCE WITH COMMUNICATIONS WITH PARTIES TO STIPULATION.	.80
05/04/12	B. Bates	ANALYSIS REGARDING PLAN PROVISIONS AND NEGOTIATIONS.	.90
05/04/12	B. Bates	REVIEW MEMBERSHIP PLANS AND COMMUNICATIONS REGARDING SAME.	.50
05/04/12	B. Bates	REVIEW AND REVISE STIPULATION EXTENDING TIME TO FILE PLAN AND DISCLOSURE STATEMENT.	.60
05/05/12	B. Bates	REVIEW INDENTURE MATERIALS.	1.20
05/07/12	M. Levengood	LEGAL RESEARCH REGARDING EQUITY RECHARACTERIZATION (1.6); PREPARE MEMO REGARDING EQUITY RECHARACTERIZATION (.8); TELEPHONE CONFERENCE WITH J. PEGNIA REGARDING EQUITY RECHARACTERIZATION MATTERS	6.20



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		(.3); TELEPHONE CONFERENCE WITH T. CHERRY AND J. PEGNIA REGARDING INTERCOMPANY PAYABLES AND EQUITY RECHARATERIZATION STRATEGY (.3); REVIEW EMAIL FROM J. PEGNIA INCLUDING ATTACHED INTERCOMPANY PAYABLES DETAIL (1.6); REVIEW MATERIALS REGARDING TAX CONSIDERATIONS IN CONNECTION WITH PLAN STRUCTURE (.4); REVIEW NEW CLUB MEMBERSHIP PLAN DOCUMENTS (1.2)	
05/07/12	B. Bates	FINALIZE AND FILE STIPULATION REGARDING EXTENSION OF TIME TO FILE PLAN AND DISCLOSURE STATEMENT CONSISTENT WITH COMMUNICATIONS REGARDING SAME.	1.00
05/08/12	B. Bates	ANALYSIS REGARDING REVISED PLAN.	.80
05/08/12	M. Levengood	REVIEW MARKUP OF PLAN FROM COUNSEL FOR PLAN SPONSOR (2.2); CONFERENCE WITH G. MARSH REGARDING HIGH LEVEL SUMMARY OF PROVISIONS (.2); PREPARE FOR MEETINGS WITH PLAN SPONSOR AND WITH COMMITTEE COUNSEL TOMORROW TO DISCUSS MEMBERSHIP PLAN AND PLAN REVISIONS (1.2)	3.60
05/09/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	3.00
05/09/12	M. Levengood	DETAILED REVIEW OF MARKUP OF PLAN IN PREPARATION FOR MEETINGS WITH COUNSEL FOR PLAN SPONSOR (1.9); PREPARE EMAIL TO G. MARSH REGARDING ISSUES LIST (.1); TELEPHONE CONFERENCE WITH G. MARSH (.2); PARTICIPATE IN MEETING WITH COUNSEL AND MEMBERS OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND COUNSEL AND REPRESENTATIVES OF PLAN SPONSOR TO DISCUSS MEMBERSHIP PLAN AND RELATED MATTERS (2.1); MEETING WITH A. WEISS, J. KUNKEL, K. GOODMAN AND J. PEGNIA REGARDING DISCLOSURE STATEMENT PROJECTIONS FOR JOINT CHAPTER 11 PLAN (1.3); MEETING WITH COUNSEL FOR PLAN SPONSOR TO REVIEW STATUS OF CHAPTER 11 CASE AND TO DISCUSS OUR COMMENTS AND QUESTIONS REGARDING PLAN MARK UP (3.6)	9.20

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05/09/12	B. Bates	ANALYSIS REGARDING BIDDING PROCEDURES.	.60
05/09/12	B. Bates	MEETING WITH PLAN SPONSOR REGARDING PLAN NEGOTIATIONS AND ANALYSIS.	4.50
05/10/12	B. Bates	COMMUNICATIONS WITH HOLLAND & KNIGHT REGARDING PLAN ISSUES.	.70
05/10/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING LIQUIDATION ANALYSIS.	.50
05/10/12	M. Levensgood	REVIEW NOTES OF DISCUSSION WITH PLAN SPONSOR REGARDING PLAN REVISIONS AND BEGIN REVISIONS TO JOINT CHAPTER 11 PLAN (3.8); PREPARE EMAIL TO J. MONAGHAN (.1); PREPARE EMAIL TO J. ALTER (.2); CONFERENCE WITH G. MARSH REGARDING STATUS (.2); REVIEW LIQUIDATION ANALYSIS (.3)	4.60
05/11/12	M. Levensgood	PREPARE FOR CONFERENCE CALL WITH J. MONAGHAN (.4); CONFERENCE CALL WITH J. MONAGHAN TO COMPLETE INITIAL DISCUSSION OF OUR COMMENTS TO PLAN SPONSOR'S SUGGESTED JOIN PLAN REVISIONS (.6); CONFERENCE WITH G. MARSH REGARDING STATUS (.2); REVIEW AND REVISE JOINT CHAPTER 11 PLAN (5.1)	6.30
05/11/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING LIQUIDATION ANALYSIS.	1.90
05/11/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	.50
05/12/12	M. Levensgood	REVIEW AND REVISE JOINT CHAPTER 11 PLAN	1.20
05/13/12	M. Levensgood	PREPARE REDLINE OF JOINT CHAPTER 11 PLAN (.1), REVIEW AND REVIEW JOINT CHAPTER 11 PLAN (.4); PREPARE EMAIL TO G. MARSH, B. BATES AND M. LANGE (.1); REVIEW AND REPLY TO EMAILS FROM M. LANGE REGARDING TAX INSERT TO DISCLOSURE STATEMENT (.1); PREPARE EMAIL TO J. PHILLIPS (.1)	.80
05/13/12	B. Bates	REVIEW AND ANALYSIS REGARDING REVISED PLAN.	.30
05/14/12	S. Baxter	CORRESPOND WITH M. LEVENGOOD REGARDING VARIOUS LIENS.	.20
05/14/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	3.00

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05/14/12	M. Levensgood	CONFERENCE WITH G. MARSH (.3); REVIEW AND REVISE JOINT CHAPTER 11 PLAN (4.2); TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING REVISION OF PLAN CLASSES (.2); PREPARE EMAIL TO K. GOODMAN (.1); CONFERENCES WITH G. MARSH (.6); RESEARCH REGARDING OTHER SENIOR SECURED PARTY CLAIMS (1.3); CONFERENCE WITH S. BAXTER (.1)	6.80
05/14/12	B. Bates	REVIEW AND ANALYSIS REGARDING REVISED PLAN.	2.50
05/15/12	M. Levensgood	CONFERENCE WITH G. MARSH REGARDING PLAN CONFIRMATION ISSUES (.3); LEGAL RESEARCH REGARDING PLAN CONFIRMATION ISSUES (2.8); CONFERENCES WITH G. MARSH AND B. BATES TO REVIEW IN DETAIL REVISED JOINT CHAPTER 11 PLAN (4.6); REVIEW AND REVISE JOINT CHAPTER 11 PLAN (1.8); PREPARE EMAIL DISTRIBUTING DRAFT OF REVISED JOINT CHAPTER 11 PLAN (.1); REVISE DISCLOSURE STATEMENT TO INCORPORATE CHANGES TO PLAN CLASSES AND TERMS (1.1)	10.70
05/15/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING LIQUIDATION ANALYSIS.	1.00
05/15/12	S. Baxter	REVIEW UCCS AND RELATED FINANCING DOCUMENTS (.3); TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING SAME (.1).	.40
05/15/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	3.50
05/15/12	G. Marsh	WORK ON LETTER TO A. COOPER.	1.00
05/15/12	G. Marsh	PARTICIPATE IN BOARD CALL.	.50
05/15/12	G. Marsh	REVIEW E-MAILS REGARDING DISCLOSURE STATEMENT.	.50
05/15/12	B. Bates	DRAFT DISCLOSURE STATEMENT APPROVAL ORDER AND EXHIBITS THERETO.	2.00
05/15/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	4.00
05/16/12	B. Bates	MEETING WITH J. PEGNIA AND K. GOODMAN REGARDING PLAN, DISCLOSURE STATEMENT AND RELATED MATTERS.	2.50
05/16/12	B. Bates	REVIEW AND REVISE DISCLOSURE STATEMENT NOTICE.	.70

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05/16/12	B. Bates	INITIAL DRAFTING OF DISCLOSURE STATEMENT MOTION.	1.50
05/16/12	M. Levengood	PREPARE FOR CONFERENCE WITH K. GOODMAN AND J. PEGNIA (.6); CONFERENCE WITH K. GOODMAN AND J. PEGNIA, G. MARSH AND B. BATES TO REVIEW ACTION ITEMS INCLUDING PLAN REVISIONS (2.9); CONFERENCE WITH G. MARSH, B. BATES AND J. PEGNIA REGARDING DISCLOSURE STATEMENT (1.3); TELEPHONE CONFERENCE WITH J. MONAGHAN AND G. MARSH REGARDING FURTHER PLAN REVISIONS (.1); REVIEW AND REVISE PLAN (1.4); PREPARE EMAIL TO COUNSEL FOR COMMITTEE AND INDENTURE TRUSTEE (.2); REVIEW AND REPLY TO EMAIL FROM J. MONAGHAN (.1); CONFERENCE WITH M. LANGE REGARDING TAX INSERT TO DISCLOSURE STATEMENT (.3); TELEPHONE CALL TO T. CHERRY (1.); REVIEW AND REPLY TO EMAIL FROM T. CHERRY (1.); REVIEW AND REVISE DISCLOSURE STATEMENT (1.3)	8.40
05/16/12	G. Marsh	WORK ON DISCLOSURE STATEMENT.	3.50
05/16/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	3.50
05/17/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	2.00
05/17/12	G. Marsh	WORK ON DISCLOSURE STATEMENT.	2.00
05/17/12	M. Levengood	REVIEW AND REVISE JOINT CHAPTER 11 PLAN (3.4); TELEPHONE CONFERENCE WITH K. GOODMAN, G. MARSH, A. WEISS, AND R. JANOFSKY REGARDING APA (.4); TELEPHONE CONFERENCES WITH J. PEGNIA REGARDING PROJECTIONS FOR DISCLOSURE STATEMENT (.4); REVIEW AND REVISE DISCLOSURE STATEMENT (2.4); REVIEW REVISED ASSET PURCHASE AGREEMENT (.8)	7.40
05/17/12	B. Bates	ANALYSIS REGARDING 11 USC 1129(B) IN CONNECTION WITH PLAN AND DISCLOSURE STATEMENT.	.90
05/17/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING PLAN AND DISCLOSURE STATEMENT.	1.00

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05/17/12	B. Bates	REVIEW AND REVISE ORDER APPROVING DISCLOSURE STATEMENT AND EXHIBITS.	1.20
05/17/12	B. Bates	REVIEW AND REVISE MOTION TO APPROVE DISCLOSURE STATEMENT.	2.70
05/17/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	1.10
05/18/12	B. Bates	REVIEW AND REVISE ORDER APPROVING DISCLOSURE STATEMENT AND EXHIBITS.	1.30
05/18/12	B. Bates	REVIEW AND REVISE MOTION TO APPROVE DISCLOSURE STATEMENT.	1.40
05/18/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	5.00
05/18/12	M. Levensgood	REVIEW AND REVISE DISCLOSURE STATEMENT (3.7); TELEPHONE CONFERENCE WITH G. MARSH AND J. ALTER REGARDING PLAN COMMENTS (.4); TELEPHONE CONFERENCE WITH G. MARSH, D. BLECK AND C. AZANO REGARDING COMMENTS ON PLAN (.5); FOLLOW UP CONFERENCES WITH G. MARSH AND B. BATES TO FINALIZE PLAN AND DISCLOSURE STATEMENT (.4)	5.00
05/18/12	G. Marsh	WORK ON ASSET PURCHASE AGREEMENT AND DISCLOSURE SCHEDULES.	3.00
05/18/12	G. Marsh	WORK ON PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT.	5.00
05/19/12	M. Levensgood	REVIEW AND REVISE JOINT CHAPTER 11 PLAN (2.3); REVIEW AND REVISE DISCLOSURE STATEMENT (2.7); REVIEW DRAFT MOTION TO APPROVE DISCLOSURE STATEMENT AND EXHIBITS (.4); REVIEW AND REPLY TO EMAILS REGARDING PLAN QUESTIONS (.2); PREPARE CHART SHOWING PLAN CLASS 1 PLAN CONSUMMATION STEPS (.6)	6.20
05/19/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	4.00
05/20/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	4.00
05/20/12	M. Levensgood	PROOF DISCLOSURE STATEMENT	2.30
05/21/12	M. Levensgood	SEVERAL CONFERENCES WITH G. MARSH AND B. BATES TO FINALIZE PLAN AND DISCLOSURE STATEMENT LANGUAGE (1.9); CONFERENCE CALL WITH G. MARSH, K. GOODMAN, J. PEGNIA AND B. BATES TO REVIEW PLAN PROVISIONS	7.30

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		(.7); CONFERENCE WITH M. LANGE REGARDING REVISIONS TO TAX INSERT TO DISCLOSURE STATEMENT (.3); REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT (2.6); REVIEW AND REVISE RELEASE LANGUAGE (1.4); CONFERENCE WITH G. MARSH AND B. BATES TO DISCUSS RELEASE REFINEMENTS (.4)	
05/21/12	G. Marsh	WORK ON PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT.	7.00
05/21/12	B. Bates	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT IN PREPARATION FOR FILING.	6.00
05/21/12	B. Bates	COMMUNICATIONS REGARDING REVISIONS TO PLAN AND DISCLOSURE STATEMENT.	2.00
05/22/12	B. Bates	FINALIZE AND FILE PLAN AND DISCLOSURE STATEMENT.	5.50
05/22/12	B. Bates	COMMUNICATIONS REGARDING REVISIONS TO PLAN AND DISCLOSURE STATEMENT.	2.50
05/22/12	M. Levengood	CONFERENCE WITH G. MARSH (.1); CONFERENCE WITH B. BATES REGARDING REVISION TO LIQUIDATING TRUST LANGUAGE (.2); TELEPHONE CONFERENCE WITH K. GOODMAN (.2); PREPARE FOR CALLS WITH COUNSEL FOR INDENTURE TRUSTEE AND COUNSEL FOR PLAN SPONSOR (.4); CONFERENCE CALL WITH K. WALSH, D. BLECK, G. MARSH AND B. BATES (.6); TELEPHONE CONFERENCE WITH D. WILKINSON REGARDING PLAN AND DISCLOSURE STATEMENT (.4); REVIEW EMAIL FROM J. MONAGHAN AND PROPOSED REVISIONS TO JOINT CHAPTER 11 PLAN (.4); TELEPHONE CONFERENCE WITH A. WEISS AND G. MARSH REGARDING PLAN REVISIONS (.3); CONFERENCES WITH G. MARSH AND B. BATES TO FINALIZE PLAN AND DISCLOSURE STATEMENT LANGUAGE (1.4)	5.00
05/22/12	G. Marsh	REVIEW, REVISE AND FILE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION AND DISCUSSION WITH COUNSEL FOR COMMITTEE, INDENTURE TRUSTEE AND PLAN SPONSOR.	8.50

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05/23/12	M. Levengood	CONFERENCE WITH G. MARSH AND B. BATES REGARDING NEXT STEPS (.3); DRAFT D&O RELEASE (.4); DRAFT LIQUIDATING TRUST AGREEMENT (1.6); REVIEW EMAILS REGARDING POSSIBLE DISCLOSURE AND PLAN CONFIRMATION HEARING DATES (.1)	2.40
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK REGARDING PLAN.	.50
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH J. ALTER REGARDING PLAN.	1.00
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH COUNSEL FOR LOT OWNERS IN WHITMIRE LAWSUIT.	.50
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH CREDITORS REGARDING PLAN.	1.00
05/23/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS, PLAN AND PROJECTIONS.	1.50
05/23/12	B. Bates	REVIEW AND REVISE MOTION TO APPROVE DISCLOSURE STATEMENT AND PROPOSED ORDER WITH EXHIBITS.	3.00
05/23/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING SERVICE OF DISCLOSURE STATEMENT, PLAN AND RELATED DOCUMENTS.	1.00
05/24/12	G. Marsh	WORK ON AMENDMENTS TO SCHEDULES.	2.00
05/24/12	G. Marsh	TELEPHONE DISCUSSION WITH PLAN SPONSOR AND CRO.	1.10
05/24/12	B. Bates	COMMUNICATIONS REGARDING SCHEDULING OF DISCLOSURE STATEMENT AND CONFIRMATION HEARINGS.	1.20
05/24/12	B. Bates	COMMUNICATIONS REGARDING MEMBERSHIP PLAN AND SCHEDULING OF MEETING REGARDING SAME.	1.10
05/24/12	B. Bates	FINALIZE AND FILE MOTION TO APPROVE DISCLOSURE STATEMENT AND PROPOSED ORDER WITH EXHIBITS.	2.20
05/24/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING STATUS OF NEGOTIATIONS WITH COMMITTEE AND PLAN SPONSOR AND NEXT STEPS (.3); REVIEW AND REVISE D&O RELEASE (.3); REVIEW AND REVISE LIQUIDATING TRUST AGREEMENT (1.3); REVIEW AND REPLY TO EMAILS REGARDING CLUB MEMBERSHIP PLAN DISCUSSIONS (.2)	2.10

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05/25/12	G. Marsh	PREPARE FOR DISCLOSURE STATEMENT HEARING.	1.00
05/25/12	G. Marsh	WORK ON PLAN SUPPLEMENT.	1.90
05/25/12	B. Bates	PREPARE PLAN SUPPLEMENT MATERIALS.	1.40
05/25/12	B. Bates	CONTINUED ANALYSIS AND PREPARATION REGARDING EXCLUSIVITY MOTION.	.80
05/25/12	M. Levensgood	REVIEW AND REVISE LIQUIDATING TRUST AGREEMENT (.2); PREPARE EMAIL TO M. LANGE (.1); TELEPHONE CONFERENCE WITH M. LANGE (.1); REVIEW EMAIL FROM M. LANGE (.1); PREPARE EMAIL TO G. MARSH REGARDING D&O RELEASE (.1); CONFERENCE WITH B. BATES AND G. MARSH (.2)	.80
05/26/12	M. Levensgood	LEGAL RESEARCH REGARDING PLAN CONFIRMATION MATTERS	2.80
05/29/12	G. Marsh	WORK ON AMENDING SCHEDULES.	1.50
05/30/12	G. Marsh	WORK ON LEGAL DOCUMENTS REGARDING THE PLAN.	2.50
05/30/12	G. Marsh	TELEPHONE DISCUSSION WITH MEMBERS AND CREDITORS REGARDING MEMBER PLAN AND BAR DATE ORDER.	1.00
05/30/12	M. Levensgood	CONFERENCE WITH B. BATES (.2); REVIEW AND REPLY TO EMAILS (.2)	.40
05/30/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH G. MARSH REGARDING PLAN DOCUMENTS AND ACTION ITEMS.	1.40
05/31/12	B. Bates	COMMUNICATIONS WITH K. GOODMAN REGARDING PLAN VOTING AND TABULATION PROCEDURES.	.30
05/31/12	M. Levensgood	CONFERENCE WITH B. BATES	.20
05/31/12	G. Marsh	PREPARE FOR AND ATTEND MEETING WITH OFFICIAL COMMITTEE AND PLAN SPONSOR.	3.50
05/31/12	G. Marsh	MEET WITH PLAN SPONSOR TO REVIEW STATUS.	1.00
05/31/12	G. Marsh	REPORT ON PLAN SPONSOR MEETING WITH K. GOODMAN.	.50
SUBTOTAL FOR B320			261.70
General Bankruptcy Advice/Opinion			
05/29/12	B. Bates	ANALYSIS REGARDING PAYMENT TO COMMITTEE MEMBERS FOR EXPENSE REIMBURSEMENTS.	.20



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SUBTOTAL FOR B410					.20
Case Administration	( B110 )				
B. Bates	11.10	425.00	\$4,717.50		
G. Marsh	36.60	550.00	\$20,130.00		
M. Lange	49.10	680.00	\$33,388.00		
M. Levengood	.80	540.00	\$432.00		
TOTAL HOURS AND FEE	97.60		\$58,667.50		
Asset Analysis and Recovery	( B120 )				
B. Bates	24.90	425.00	\$10,582.50		
TOTAL HOURS AND FEE	24.90		\$10,582.50		
Asset Disposition	( B130 )				
J. Phillips	29.50	375.00	\$11,062.50		
TOTAL HOURS AND FEE	29.50		\$11,062.50		
Relief from Stay/Adequate Protection	( B140 )				
B. Bates	.30	425.00	\$127.50		
TOTAL HOURS AND FEE	.30		\$127.50		
Meetings and Comms. with Creditors	( B150 )				
B. Bates	24.10	425.00	\$10,242.50		
M. Levengood	2.50	540.00	\$1,350.00		
TOTAL HOURS AND FEE	26.60		\$11,592.50		
Fee/Employment Applications	( B160 )				
B. Bates	5.80	425.00	\$2,465.00		
TOTAL HOURS AND FEE	5.80		\$2,465.00		
Avoidance Action Analysis	( B180 )				
B. Bates	7.60	425.00	\$3,230.00		
TOTAL HOURS AND FEE	7.60		\$3,230.00		

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Assumption/Rejection of Leases and C(nB185t)			
B. Bates	3.40	425.00	\$1,445.00
TOTAL HOURS AND FEE	3.40		\$1,445.00
Other Contested Matters	( B190 )		
B. Bates	5.00	425.00	\$2,125.00
TOTAL HOURS AND FEE	5.00		\$2,125.00
Business Operations	( B210 )		
B. Bates	1.10	425.00	\$467.50
TOTAL HOURS AND FEE	1.10		\$467.50
Financing/Cash Collections	( B230 )		
B. Bates	.90	425.00	\$382.50
TOTAL HOURS AND FEE	.90		\$382.50
Tax Issues	( B240 )		
G. Marsh	6.00	550.00	\$3,300.00
M. Levengood	5.40	540.00	\$2,916.00
TOTAL HOURS AND FEE	11.40		\$6,216.00
Board of Directors Matters	( B260 )		
G. Marsh	4.20	550.00	\$2,310.00
M. Levengood	.80	540.00	\$432.00
TOTAL HOURS AND FEE	5.00		\$2,742.00
Claims Administration and Objections	( B310 )		
B. Bates	6.50	425.00	\$2,762.50
M. Levengood	4.30	540.00	\$2,322.00
TOTAL HOURS AND FEE	10.80		\$5,084.50
Plan and Disclosure Statement	( B320 )		
B. Bates	88.10	425.00	\$37,442.50
G. Marsh	67.00	550.00	\$36,850.00
M. Levengood	106.00	540.00	\$57,240.00

CCHG HOLDINGS, INC.  
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S. Baxter	.60	480.00	\$288.00
TOTAL HOURS AND FEE	261.70		131,820.50
General Bankruptcy Advice/Opinion ( B410 )			
B. Bates	.20	425.00	\$85.00
TOTAL HOURS AND FEE	.20		\$85.00