

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., *et al.*,¹
d/b/a The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

STATEMENT OF CHANGES MADE BY AMENDMENT

The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors”), hereby give notice of the following amendments filed electronically in the above-captioned cases:

The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220)

1. **Amended Schedule B** – amended to reflect:
 - (a) Line 28 – Office Equipment, Furnishings, and Supplies: current value of the Debtor’s interest in such property is amended from \$1,526.60 to \$0.00.
2. **Amended Schedule D** – amended to reflect:
 - (a) The Debtor disputes the listed secured claim of Helena Chemical Co. in the amount of \$37,743.94. (The Debtor notes that the unsecured non-priority claim of Helena Chemical Co. in the amount of \$37,743.94 has been included in Schedule F in the case of Cliffs Club & Hospitality Service Company, LLC (Case no. 12-01237)).
 - (b) Schedule D Rider is attached to provide a listing of the principal amounts of the individual note holder claims that comprise the scheduled secured claim of Wells Fargo Bank as Indenture Trustee for the note holders scheduled at

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers and Chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

\$73,531,505 in the aggregate (inclusive of interest through the Petition Date). (The Debtors note that the Schedule D Rider is attached to each Debtor's schedules, even though the Debtors do not repeat herein this amendment for each of the Debtors below).

3. **Amended Schedule F** – amended to reflect:
 - (a) The Debtor disputes the listed claim of Cliffs Management Services in an unknown amount.
 - (b) The Debtor disputes the listed claim of Environmental Leasing in an unknown amount.
4. **Amended Schedule G** – amended to reflect:
 - (a) Deletion of listed agreement with Alston & Bird, LLP.
 - (b) Deletion of listed agreement with K&L Gates LLP.
 - (c) Inclusion of agreement with American Bankers Insurance Company of Florida (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (d) Inclusion of agreement with Federal Insurance Company (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (e) Inclusion of agreement with Fidelity Investments (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (f) Inclusion of agreement with Fireman's Fund Insurance Company (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (g) Inclusion of agreement with Liberty Mutual Insurance (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (h) Inclusion of agreement with National Union Fire Insurance Company of Pittsburgh, PA (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (i) Inclusion of listed agreement with New Hampshire Insurance Company (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case

no. 12-01223)).

- (j) Inclusion of agreements with Philadelphia Indemnity Insurance Company (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (k) Inclusion of agreement with Premium Funding Associates Inc. (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (l) Inclusion of agreement with RSUI Indemnity Company (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (m) Inclusion of agreement with The Benefit Group (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (n) Deletion of agreement with Brett Kist.
 - (o) Deletion of agreement with David Sawyer.
 - (p) Deletion of agreement with Geoff Carey.
 - (q) Deletion of agreement with Steve Seman.
 - (r) Deletion of agreement with Straus Limited Family Partnership.
5. **Submission of Business Income and Expenses.** The Debtors submit herewith as Exhibit A their form of business income and expenses on a consolidated basis for all the Debtors.
6. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

CCHG Holdings, Inc. (Case no. 12-01223)

1. **Amended Schedule D** – amended to reflect:
- (a) The Debtor disputes the listed secured claim of Golf Agronomics Sand & Hauling in the amount of \$435,592.39. (The Debtor notes that the secured claims of Golf Agronomics Sand & Hauling are scheduled in the appropriate cases of the other Debtors.).

2. **Amended Schedule G** – amended to reflect:

- (a) Deletion of listed agreement with Ameritas Life Insurance Corp (to be listed in Schedule G for Cliffs Club & Hospitality Service Company, LLC (Case no. 12-01237) (see below)).
- (b) Deletion of listed agreement with Assurant Employee Benefits (to be listed in Schedule G for Cliffs Club & Hospitality Service Company, LLC (Case no. 12-01237) (see below)).
- (c) Deletion of listed agreement with Blue Choice Health Plan South Carolina (to be listed in Schedule G for Cliffs Club & Hospitality Service Company, LLC (Case no. 12-01237) (see below)).
- (d) Deletion of listed agreement with American Bankers Insurance Company of Florida (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (e) Deletion of listed agreement with Federal Insurance Company (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (f) Deletion of listed agreement with Fidelity Investments (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (g) Deletion of listed agreement with Fireman's Fund Insurance Company (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (h) Deletion of listed agreement with Liberty Mutual Insurance (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (i) Deletion of listed agreement with National Union Fire Insurance Company of Pittsburgh, PA (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (j) Deletion of listed agreement with New Hampshire Insurance Company (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).

- (k) Deletion of listed agreements with Philadelphia Indemnity Insurance Company (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (l) Deletion of listed agreement with Premium Funding Associates Inc. (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (m) Deletion of listed agreement with RSUI Indemnity Company (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).
- (n) Deletion of listed agreement with The Benefit Group (to be listed in Schedule G for The Cliffs Club & Hospitality Group, Inc. (Case no. 12-01220) (see above)).

The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225)

- 1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
- 2. **Amended Schedule B** – amended to reflect:
 - (a) Line 25 – Automobiles, Trucks, Trailers, and Other Vehicles and Accessories: Schedule B Asset Detail Rider attached to provide asset detail for line 25.
 - (b) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Schedule B Asset Detail Rider attached to provide asset detail for line 29.
- 3. **Amended Schedule D** – amended to reflect:
 - (a) The Debtor disputes the listed secured claim of Georgia Bridge and Dock in the amount of \$90,026.48. (The Debtor notes that the unsecured non-priority claim of Georgia Bridge and Dock in the amount of \$90,026.48 has been included in the Debtor's Schedule F.)
 - (b) The Debtor disputes the listed secured claim of Hawkins Nursery in the amount of \$30,979.00. (The Debtor notes that the unsecured non-priority claim of Hawkins Nursery in the amount of \$30,979.00 has been included in the Debtor's Schedule F.)

- (c) The Debtor disputes the listed secured claim of Sunbelt Rentals in the amount of \$24,245.77. (The Debtor notes that the unsecured non-priority claim of Sunbelt Rentals in the amount of \$24,245.77 has been included in the Debtor's Schedule F.).
 - (d) The Debtor amends the listed secured claim of Medalist Golf, Inc. from \$450,125.98 to \$434,055.82.
- 4. **Amended Schedule F** – amended to reflect:
 - (a) The Debtor disputes the listed claim of The Cliffs Valley in an unknown amount.
 - (b) Inclusion of unsecured non-priority claim of Georgia Bridge and Dock in the amount of \$90,026.48.
 - (c) Inclusion of unsecured non-priority claim of Hawkins Nursery in the amount of \$30,979.00.
 - (d) Inclusion of unsecured non-priority claim of Sunbelt Rentals in the amount of \$24,245.77.
- 5. **Amended Schedule G** – amended to reflect:
 - (a) Deletion of listed agreement with Longview Land Company, LLC.
 - (b) Deletion of listed agreement with Waterfall Investment Group, LLC.
- 6. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs at Keowee Vineyards Golf & Country Club, LLC (Case no. 12-01226)

- 1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
- 2. **Amended Schedule B** – amended to reflect:
 - (a) Line 25 – Automobiles, Trucks, Trailers, and Other Vehicles and Accessories: Current value of the Debtor's interest in such property is

amended from \$4,923.82 to \$2,461.86. Schedule B Asset Detail Rider attached to provide asset detail for line 25.

- (b) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
- (c) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Schedule B Asset Detail Rider attached to provide asset detail for line 29.
- (d) Line 30 – Inventory: Current value of the Debtor's interest in such property is amended from \$86,427.65 to \$82,099.62. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.

3. **Amended Schedule F** – amended to reflect:

- (a) The Debtor disputes the listed claim of Keowee Falls Investment Group in an unknown amount.
- (b) The Debtor disputes the listed claim of Keowee Investment Group in an unknown amount.
- (c) The Debtor disputes the listed claim of LaBastide Management Group in an unknown amount.
- (d) The Debtor disputes the listed claim of The Cliffs at Keowee Springs in an unknown amount.

4. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs at Walnut Cove Golf & Country Club, LLC (Case no. 12-01227)

1. **Amended Schedule A** – amended to reflect:

- (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.

2. **Amended Schedule B** – amended to reflect:

- (a) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
- (b) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business:

Schedule B Asset Detail Rider attached to provide asset detail for line 29.

- (c) Line 30 – Inventory: Current value of the Debtor’s interest in such property is amended from \$58,262.34 to \$60,686.56. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.

3. **Amended Schedule F** – amended to reflect:

- (a) The Debtor disputes the listed claim of The Cliffs at Mountain Park in an unknown amount.
- (b) The Debtor disputes the listed claim of The Cliffs at Walnut Cove in an unknown amount.

4. **Summary of Schedules.** The Debtor’s Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs at Keowee Falls Golf & Country Club, LLC (Case no. 12-01229)

1. **Amended Schedule A** – amended to reflect:

- (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.

2. **Amended Schedule B** – amended to reflect:

- (a) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
- (b) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Schedule B Asset Detail Rider attached to provide asset detail for line 29.
- (c) Line 30 – Inventory: Current value of the Debtor’s interest in such property is amended from \$80,882.25 to \$71,012.98. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.

3. **Amended Schedule D** – amended to reflect:

- (a) The Debtor disputes the listed secured claim of Sunbelt Rentals in the amount of \$24,245.77. (The Debtor notes that the unsecured non-priority claim of Sunbelt Rentals in the amount of \$24,245.77 has been included in Schedule F in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)

4. **Amended Schedule F** – amended to reflect:
 - (a) The Debtor disputes the listed claim of Keowee Falls Investment Group in an unknown amount.
 - (b) The Debtor disputes the listed claim of The Cliffs at Keowee Springs in an unknown amount.
 - (c) The Debtor disputes the listed claim of The Cliffs at Mountain Park in an unknown amount.
5. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs at Keowee Springs Golf & Country Club, LLC (Case no. 12-01230)

1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
2. **Amended Schedule B** – amended to reflect:
 - (a) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
 - (b) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Schedule B Asset Detail Rider attached to provide asset detail for line 29.
 - (c) Line 30 – Inventory: Current value of the Debtor's interest in such property is amended from \$18,362.55 to \$18,199.33. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.
3. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs at High Carolina Golf & Country Club, LLC (Case no. 12-01231)

1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
2. **Amended Schedule D** – amended to reflect:
 - (a) The Debtor disputes the listed secured claim of Atlas Environmental in the amount of \$99,353.35.

The Cliffs at Glassy Golf & Country Club, LLC (Case no. 12-01234)

1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
2. **Amended Schedule B** – amended to reflect:
 - (a) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
 - (b) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Current value of the Debtor's interest in such property is amended from \$273,581.71 to \$259,899.40. Schedule B Asset Detail Rider attached to provide asset detail for line 29.
 - (c) Line 30 – Inventory: Current value of the Debtor's interest in such property is amended from \$79,897.21 to \$74,229.18. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.
3. **Amended Schedule D** – amended to reflect:
 - (a) The Debtor disputes the listed secured claim of Georgia Bridge and Dock in the amount of \$90,026.48.
 - (b) The Debtor disputes the listed secured claim of Medalist Golf, Inc. in the amount of \$450,125.98. (The Debtor notes that the secured claim of Medalist Golf, Inc. is scheduled in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)

- (c) The Debtor disputes the listed secured claim of General Electric Capital Corporation in an unknown amount.
- 4. **Amended Schedule F** – amended to reflect:
 - (a) The Debtor disputes the listed claim of LaBastide Management Group in an unknown amount.
- 5. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

The Cliffs Valley Golf & Country Club, LLC (Case no. 12-01236)

- 1. **Amended Schedule A** – amended to reflect:
 - (a) Amount of Secured Claim with respect to Real Property totals approximately \$75,531,505.
- 2. **Amended Schedule B** – amended to reflect:
 - (a) Line 25 – Automobiles, Trucks, Trailers, and Other Vehicles and Accessories: Schedule B Asset Detail Rider attached to provide asset detail for line 25.
 - (b) Line 28 – Office Equipment, Furnishings, and Supplies: Schedule B Asset Detail Rider attached to provide asset detail for line 28.
 - (c) Line 29 – Machinery, Fixtures, Equipment and Supplies Used in Business: Schedule B Asset Detail Rider attached to provide asset detail for line 29.
 - (d) Line 30 – Inventory: Current value of the Debtor's interest in such property is amended from \$100,114.47 to \$100,877.90. Schedule B Inventory Detail Rider attached to provide asset detail for line 30.
- 3. **Amended Schedule F** – amended to reflect:
 - (a) The Debtor disputes the listed claim of LaBastide Management Group in an unknown amount.
 - (b) The deletion of the unsecured contingent claim of Patrick Hanna in the amount of \$75,000. (The Debtor notes that Patrick Hanna has a scheduled unsecured contingent claim in the amount of \$50,000 in the case of The Cliffs at Keowee Vineyards Golf & Country Club, LLC (Case no. 12-

01226).)

4. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.

Cliffs Club & Hospitality Service Company, LLC (Case no. 12-01237)

1. **Amended Schedule B** – amended to reflect:
 - (a) Line 25 – Automobiles, Trucks, Trailers, and Other Vehicles and Accessories: Schedule B Asset Detail Rider attached to provide asset detail for line 25.
2. **Amended Schedule D** – amended to reflect:
 - (a) The Debtor disputes the listed secured claim of Aquarius II, Inc. in the amount of \$217,242.73. (The Debtor notes that the secured claim of Aquarius II, Inc. is scheduled in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)
 - (b) The Debtor disputes the listed secured claim of Atlas Environmental in the amount of \$99,353.35.
 - (c) The Debtor disputes the listed secured claim of Georgia Bridge and Dock in the amount of \$90,026.48.
 - (d) The Debtor disputes the listed secured claim of Golf Agronomics Sand & Hauling in the amount of \$435,592.39. (The Debtor notes that the secured claims of Golf Agronomics Sand & Hauling are scheduled in the appropriate cases of the other Debtors.)
 - (e) The Debtor disputes the listed secured claim of Hawkins Nursery in the amount of \$30,979.00. (The Debtor notes that the unsecured non-priority claim of Hawkins Nursery in the amount of \$30,979.00 has been included in Schedule F in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)
 - (f) The Debtor disputes the listed secured claim of HD Supply Waterworks Ltd. in the amount of \$60,944.26. (The Debtor notes that the secured claim of HD Supply Waterworks Ltd. is scheduled in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)
 - (g) The Debtor disputes the listed secured claim of Helena Chemical Co. in the

amount of \$37,743.94. (The Debtor notes that the unsecured non-priority claim of Helena Chemical Co. in the amount of \$37,743.94 has been included in the Debtor's Schedule F.)

- (h) The Debtor disputes the listed secured claim of Jerry T. Whitmire Grading Inc. in the amount of \$86,702.82.
- (i) The Debtor disputes the listed secured claim of Medalist Golf, Inc. in the amount of \$450,125.98. (The Debtor notes that the secured claim of Medalist Golf, Inc. is scheduled in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)
- (j) The Debtor disputes the listed secured claim of Sunbelt Rentals in the amount of \$24,245.77.
- (k) The Debtor disputes the listed secured claim of Wall to Wall in the amount of \$249,102.00. (The Debtor notes that the secured claim of Wall to Wall is scheduled in the case of The Cliffs at Mountain Park Golf & Country Club, LLC (Case no. 12-01225).)
- (l) The Debtor disputes the listed secured claim of Club Car, Inc. in the amount of \$7,480.84.

3. **Amended Schedule F** – amended to reflect:

- (a) The Debtor disputes the listed claim of Genuin Golf & Dress of America, Inc. in the amount of \$1,187.79.
- (b) The Debtor disputes the listed claim of Georgia Pine Straw Inc. in the amount of \$7,670.84.
- (c) The Debtor disputes the listed claim of Laser Link Golf in the amount of \$3,392.51.
- (d) The Debtor disputes the listed claim of Pitch Pro Golf LLC in the amount of \$2,145.00.
- (e) The Debtor disputes the listed claim of SESAC, Inc. in the amount of \$1,201.98.

- (f) The Debtor disputes the listed claim of T J F Golf, Inc. in the amount of \$800,000.00.
 - (g) The Debtor disputes the listed claim of USGA Club Membership in the amount of \$220.00.
 - (h) Inclusion of unsecured non-priority claim of Helena Chemical Co. in the amount of \$37,743.94.
4. **Amended Schedule G** – amended to reflect:
- (a) Inclusion of agreement with Ameritas Life Insurance Corp (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (b) Inclusion of agreement with Assurant Employee Benefits (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
 - (c) Inclusion of agreement with Blue Choice Health Plan South Carolina (agreement formerly listed in Schedule G for CCHG Holdings, Inc. (Case no. 12-01223)).
5. **Summary of Schedules.** The Debtor's Summary of Schedules has been amended to reflect the foregoing amendments.
6. **Amended Response to Question 10 in Statement of Financial Affairs.** Amended to add the following responses:

<u>Name and Address of Transferee, Relationship to Debtor</u>	<u>Date</u>	<u>Describe Property Transferred and Value Received</u>
Cliffs Management Services, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	6/1/2010	\$533,448.95; in connection with land transferred to Debtors by Non-Debtor Affiliates
The Cliffs at High Carolina, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	7/2/2010	\$1,250,000; escrow payment in connection with attempted purchase of High Carolina golf course footprint (amount subsequently repaid to Debtor)

The Cliffs at High Carolina, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	7/22/2010	\$1,250,000; escrow payment in connection with attempted purchase of High Carolina golf course footprint (amount subsequently repaid to Debtor)
The Cliffs at High Carolina, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	8/4/2010	\$1,100,000; escrow payment in connection with attempted purchase of High Carolina golf course footprint (amount subsequently repaid to Debtor)
The Cliffs at High Carolina, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	8/20/2010	\$1,000,000; escrow payment in connection with attempted purchase of High Carolina golf course footprint (amount subsequently repaid to Debtor)
Cliffs Management Services, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	9/16/2010	\$406,723.24; escrow payment in connection with attempted purchase of High Carolina golf course footprint (amount subsequently repaid to Debtor)
Cliffs Wellson, LLC 3598 Hwy 11 Travelers Rest, SC 29690 Non-Debtor Affiliate	9/27/2010	\$1,519,731; for purchase of Keowee Springs Wellness Center infrastructure
The Cliffs Golf Course Holding Company, LLC 3598 Hwy 11 Travelers Rest, SC 29690 LLC owned 50% by Non-Debtor Affiliate and 50% by third parties (Mr. William B. Allin and Mr. Emmett I. Davis, Jr.)	1/24/2011	\$8,079,395.13; exercise of option to repurchase real property used for golf courses at Keowee Falls, Keowee Springs and Walnut Cove in connection with December 2007 sale/leaseback agreement
No intercompany book entries in connection with such transfers are listed. Intercompany receivables and payables are shown in the Debtors' schedules.		

Global Notes to Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs

1. **Paragraph 28** – amended to read:

Schedule A for The Cliffs at High Carolina Golf & Country Club, LLC reflects the net book value of that Debtor's interest in real property, as shown in the Debtor's books and records; however, the Debtors note that the subject real property is owned by a third party. By agreement dated November 4, 2011, The Cliffs at High Carolina Golf & Country Club, LLC holds the right and option to purchase the subject real property. Moreover, on November 22, 2011, The Cliffs at High Carolina Golf & Country Club, LLC filed a claim of lien on the subject real property for unpaid costs and expenses in an amount not less than \$5,478,443.21 incurred by The Cliffs at High Carolina Golf & Country Club, LLC in the development of such property. Accordingly, The Cliffs at High Carolina Golf & Country Club, LLC asserts an interest in the scheduled real property.

NOTICE

The Debtors will provide notice of these changes by amendment to each affected party identified above, and the Debtors will notify each such affected party that, in accordance with the Order (I) Establishing Certain Bar Dates for Filing Proofs of Claim, (II) Approving Bar Date Notice and Mailing and Publication Procedures, (III) Implementing Uniform Procedures Regarding Section 503(b)(9) Claims, and (IV) Providing Certain Supplemental Relief [Docket Entry No. 278], each such party shall have thirty (30) days after the date that notice of these amendments is served on the affected party (the "Amended Schedule Bar Date") to file a proof of claim or to amend any previously filed proof of claim in respect of such amended scheduled prepetition claim or added claim. Entities wishing to file proofs of claim with respect to claims that have been amended by the Debtors hereby or added to the Debtors' schedules are required to file an original proof of such claim substantially in the form of Form B10 (Official Form No. 10) so as to be actually received by BMC Group, Inc. (the "Claims Agent") on or before the Amended

Schedule Bar Date by either mail or delivery by hand delivery, courier service, overnight delivery, or first-class U.S. mail to the Claims Agent at the appropriate address set forth in the notice.

RESERVATION

The Debtors are finalizing an analysis of membership initiation deposit claims and other claims held by members of the Debtors' golf and country clubs, and the Debtors reserve the right to file a second amendment to their schedules of assets and liabilities to reflect the results of that analysis.

[signature follows]

Dated: June 27, 2012

Respectfully submitted,

/s/ Däna Wilkinson

Däna Wilkinson
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Attorneys for the Debtors and Debtors in Possession

Exhibit A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:

The Cliffs Club & Hospitality Group, Inc., *et al.*,¹
d/b/a The Cliffs Golf & Country Club,

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

BUSINESS INCOME AND EXPENSES

FINANCIAL REVIEW OF THE DEBTORS' BUSINESS OPERATIONS

PART A – GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1. Gross Income for 12 Months Prior to Filing: \$29,120,437

PART B – ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income: *\$2,028,457

PART C – ESTIMATED FUTURE MONTHLY EXPENSES:

***SEE DETAILED BUDGET ATTACHED
HERETO AS EXHIBIT A FOR THREE-MONTH
PERIOD FROM PETITION DATE TO JUNE 1, 2012**

3.	Net Employee Payroll (Other Than Debtor)	*\$ _____
4.	Payroll Taxes	*\$ _____
5.	Unemployment Taxes	*\$ _____
6.	Worker's Compensation	*\$ _____
7.	Other Taxes	*\$ _____
8.	Inventory Purchases (Including raw materials)	*\$ _____
9.	Purchase of Feed/Fertilizer/Seed/Spray	*\$ _____

¹ The Debtors, followed by the last four digits of their respective taxpayer identification numbers and Chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

10.	Rent (Other than debtor's principal residence)	*\$ _____
11.	Utilities	*\$ _____
12.	Office Expenses and Supplies	*\$ _____
13.	Repairs and Maintenance	*\$ _____
14.	Vehicle Expenses	*\$ _____
15.	Travel and Entertainment	*\$ _____
16.	Equipment Rental and Leases	*\$ _____
17.	Legal/Accounting/Other Professional Fees	*\$ _____
18.	Insurance	*\$ _____
19.	Employee Benefits (e.g., pension, medical, etc.)	*\$ _____
20.	Payments to Be Made Directly by Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):	*\$ _____
21.	Other (Specify):	*\$ _____
22.	Total Monthly Expense (Add items 3-21)	*\$3,070,676
PART D – ESTIMATED AVERAGE <u>NET</u> MONTHLY INCOME		
23.	AVERAGE NET MONTHLY INCOME (Subtract Item 22 from Item 2)	*-\$1,042,219

EXHIBIT A

DIP BUDGET

The Cliffs Club & Hospitality Group, Inc. et al.

	3/8/2012	3/16/2012	3/23/2012	3/30/2012	4/6/2012	4/13/2012	4/20/2012	4/27/2012	5/4/2012	5/11/2012	5/18/2012	5/25/2012	6/1/2012	
	Actual	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Budget	Total
Beginning Cash Balance	950,106	950,106	1,038,890	135,571	205,584	153,977	45,094	110,290	581,405	140,580	197,885	185,541	769,706	
CASH RECEIPTS														
Member payments	149,371	360,000	275,000	697,000	300,000	375,000	393,000	750,000	300,000	467,500	437,500	887,500	462,500	5,849,371
Miscellaneous	-	-	47,000	-	-	-	-	69,000	-	-	-	120,000	-	236,000
Membership Notes	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL CASH RECEIPTS:	149,371	360,000	322,000	697,000	300,000	375,000	393,000	819,000	300,000	467,500	437,500	1,007,500	462,500	6,085,371
CASH DISBURSEMENTS														
Taxes	-	(4,475)	(88,000)	-	-	(104,475)	-	-	-	-	(4,475)	(122,000)	-	(323,425)
Cost of Sales	(16,199)	(215,904)	(75,000)	(50,000)	(70,000)	(116,000)	(72,000)	(52,000)	(127,000)	(175,000)	(55,000)	(136,000)	(61,000)	(1,223,102)
Payroll/Benefit Related	(501,172)	(14,138)	(605,552)	(121,000)	(459,338)	(72,000)	(521,914)	(128,000)	(499,192)	(10,000)	(563,330)	(11,000)	(662,192)	(4,118,828)
Insurance	(53,456)	(4,500)	(30,500)	-	(53,456)	-	-	-	(53,456)	-	-	-	-	(195,368)
Communication/Technology/Software	-	(59,239)	(98,000)	(39,000)	(7,723)	(46,402)	(30,000)	(15,000)	(7,723)	(9,100)	(54,402)	(15,000)	(7,723)	(389,312)
Utilities	(2,810)	(39,190)	(6,800)	(13,800)	(35,800)	(9,800)	(21,800)	(12,800)	(32,800)	(9,800)	(21,800)	(19,800)	(9,800)	(236,800)
Other Operating Expense	(35,124)	(250,386)	(102,000)	(87,000)	(117,000)	(177,000)	(117,000)	(117,000)	(92,000)	(92,000)	(87,000)	(92,000)	(78,000)	(1,443,510)
Leases	(14,970)	(44,559)	(3,667)	(51,329)	-	(8,200)	(3,667)	-	(51,329)	(8,200)	(3,667)	-	(51,329)	(240,516)
Golf Course Operating	(14,739)	(219,825)	(150,796)	(143,596)	(96,656)	(39,481)	(47,549)	(23,085)	(34,970)	(70,095)	(66,170)	(27,555)	(23,870)	(958,767)
Facilities/Rent Expense	-	(19,000)	-	-	(10,000)	-	(9,000)	-	(10,000)	-	(9,000)	-	(10,000)	(67,000)
Property & Other Taxes	-	-	-	-	-	(15,000)	-	-	-	-	-	-	-	(15,000)
Total Cash Disbursements from Operations	(638,468)	(871,217)	(1,160,315)	(505,725)	(849,973)	(433,883)	(927,804)	(347,885)	(908,470)	(375,195)	(865,844)	(423,335)	(903,914)	(9,212,029)
Chapter 11 Net Operating Cash Flow (cumulative)	(489,097)	(1,000,314)	(1,838,629)	(1,647,354)	(2,197,327)	(2,256,210)	(2,791,015)	(2,319,900)	(2,928,370)	(2,841,065)	(3,269,409)	(2,585,244)	(3,126,558)	
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring Expenses	-	-	(35,004)	(121,262)	-	-	-	-	-	-	-	-	-	(156,266)
Debtors Financial Advisor-GGG	-	-	-	-	-	(190,000)	-	-	-	-	(190,000)	-	-	(380,000)
Debtors Counsel - McKenna Long	-	-	-	-	-	(240,000)	-	-	-	-	(240,000)	-	-	(480,000)
Debtors Counsel - Wilkerson (local counsel)	-	-	-	-	-	(10,000)	-	-	-	-	(10,000)	-	-	(20,000)
Unsecured Creditors Counsel	-	-	-	-	-	(95,000)	-	-	-	-	(95,000)	-	-	(190,000)
Ordinary Course Professionals	-	-	(30,000)	-	-	(42,500)	-	-	-	(30,000)	(12,500)	-	-	(115,000)
Debtors Accountants	-	-	-	-	-	(12,500)	-	-	-	-	(12,500)	-	-	(25,000)
Claims / Noticing Agent - BMC	-	-	-	-	-	(60,000)	-	-	-	-	(24,000)	-	-	(84,000)
US Trustee Fees	-	-	-	-	-	-	-	-	(16,750)	-	-	-	-	(16,750)
Adequate Protection Payments	(235,000)	-	-	-	(235,000)	-	-	-	-	-	-	-	(235,000)	(940,000)
DIP Lenders Monitoring Fees	(121,000)	-	-	-	(40,000)	-	-	-	-	-	-	-	(40,000)	(241,000)
DIP Interest & Fees	-	-	-	-	(26,633)	-	-	-	(40,604)	-	-	-	(53,240)	(120,477)
Total Restructuring Expenses	(356,000)	-	(30,000)	-	(301,633)	(650,000)	-	-	(332,954)	(30,000)	(584,000)	-	(328,240)	(2,612,227)
Total Disbursements	(994,468)	(871,217)	(1,225,319)	(626,987)	(1,151,607)	(1,083,883)	(927,804)	(347,885)	(1,240,824)	(405,195)	(1,449,844)	(423,335)	(1,232,154)	(11,980,522)
Net Cash Flow (for the period)	-	(511,217)	(903,319)	70,013	(851,607)	(708,883)	(534,804)	471,115	(940,824)	57,305	(1,012,344)	584,165	(769,654)	(5,050,054)
Chapter 11 Net Cash Flow (cumulative)	-	(1,356,314)	(2,259,633)	(2,189,620)	(3,041,227)	(3,750,110)	(4,284,914)	(3,813,799)	(4,754,623)	(4,697,318)	(5,709,663)	(5,125,498)	(5,895,151)	
DIP Loan Advance (Repayment)	500,000	600,000	600,000	800,000	800,000	600,000	600,000	581,405	500,000	1,000,000	1,000,000	1,000,000	500,000	5,100,000
ENDING CASH BALANCE	950,106	1,038,890	135,571	205,584	153,977	45,094	110,290	581,405	140,580	197,885	185,541	769,706	500,053	500,053
DIP Loan Balance														
Operating	-	500,000	1,100,000	1,100,000	1,100,000	1,900,000	2,500,000	3,100,000	3,100,000	3,600,000	3,600,000	4,600,000	4,600,000	4,600,000
Advance / (repayment)	500,000	600,000	-	-	800,000	600,000	600,000	-	500,000	-	2,000,000	-	500,000	5,100,000
Ending	500,000	1,100,000	1,100,000	1,100,000	1,900,000	2,500,000	3,100,000	3,100,000	3,600,000	3,600,000	4,600,000	4,600,000	5,100,000	5,100,000