

**U.S. BANKRUPTCY COURT
District of South Carolina**

Case Number: 12-01220

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

FILED BY THE COURT ON

7/2/12



A handwritten signature in black ink, appearing to read "John E. Waites".

John E. Waites, Chief Judge
US Bankruptcy Court Judge
District of South Carolina

ENTERED: _____

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

FILED
at _____ O'clock & _____ min. _____ M
JUL 2 2012

United States Bankruptcy Court
Columbia, South Carolina (37)

In re:

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

Debtors.

CHAPTER 11

Case No. 12-01220

Jointly Administered

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO SECTION 1121(d) OF THE
BANKRUPTCY CODE FOR AN ORDER EXTENDING THEIR EXCLUSIVE PERIOD
TO SOLICIT ACCEPTANCES OF CHAPTER 11 PLAN**

This matter came on for hearing on July 2, 2012 at 10:00 a.m. (Eastern) (the "Hearing") on the motion [Docket Entry No. 394] (the "Motion")² filed by 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") requesting entry of an order extending the Debtors' exclusive period to solicit acceptances of the Debtors' Chapter 11 Plan (the "Exclusive Solicitation Period") all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Motion having been given in accordance with the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket Entry No. 121]; and it

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

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

appearing that no other or further notice need be provided; and the Court having determined that cause exists to extend the Exclusive Solicitation Period pursuant to 11 U.S.C. § 1121 and that the relief sought in the Motion is in the best interests of the Debtors, the Debtors' bankruptcy estates, and the Debtors' creditors and other parties in interest; and having considered the record; and after due deliberation; and good cause existing to grant the relief requested in the Motion,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to 11 U.S.C. § 1121(d), the Debtors' Exclusive Solicitation Period is extended to, through and including October 1, 2012.
3. This Order shall be without prejudice to the Debtors' right to seek additional extensions of the Exclusive Solicitation Period.
4. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Order.

AND IT IS SO ORDERED

Prepared and presented by:

/s/ Däna Wilkinson

Däna Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DÄNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
864.574.7944 (Telephone)
864.574.7531 (Facsimile)
danawilkinson@danawilkinsonlaw.com

-and-

/s/ J. Michael Levensgood

Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levensgood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
404-527-4000 (phone)
404-527-4198 (fax)
gmarsh@mckennalong.com
mlevengood@mckennalong.com
bbates@mckennalong.com

*Attorneys for the Debtors and Debtors in
Possession*

Certificate of Notice Page 5 of 6
United States Bankruptcy Court
District of South Carolina

In re:
The Cliffs Club & Hospitality Group, Inc
Debtor

Case No. 12-01220-jw
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0420-7

User: brooks
Form ID: pdf01

Page 1 of 2
Total Noticed: 2

Date Rcvd: Jul 02, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 04, 2012.

db +The Cliffs Club & Hospitality Group, Inc., 3598 Highway 11, Travelers Rest, SC 29690-3598
aty +Gary W Marsh, McKenna Long & Aldridge LLP, 303 Peachtree Street NE, Suite 5300,
Atlanta, GA 30308-3265

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

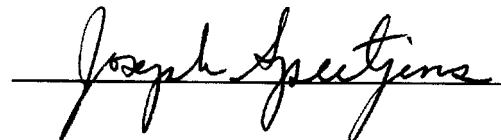
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 04, 2012

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 2

Date Rcvd: Jul 02, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 2, 2012 at the address(es) listed below:

A. Todd Darwin on behalf of Creditor Georgia Bridge & Dock, Inc. tdarwin@holcombebomar.com, rmitchell@holcombebomar.com
B. Lindsay Crawford on behalf of Creditor Rodolfo Stern and Tania Stern wayne@crawfordvk.com, lindsay@crawfordvk.com
BMC Group, Inc. bmc-cliffs@bmcgroup.com
Bryan E. Bates on behalf of Debtor The Cliffs Club & Hospitality Group, Inc. bbates@mckennalong.com, krohling@mckennalong.com
Charles W Azano on behalf of Creditor Wells Fargo Bank, National Association cwazano@mintz.com
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Holdings, Inc. danawilkinson@charter.net, dwecefmail@gmail.com
Daniel S Bleck on behalf of Creditor Wells Fargo Bank, National Association dsbleck@mintz.com
Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association lphilp@mcnair.net, rmobley@mcnair.net
Fair Harbor Capital, LLC vknox.fh@verizon.net
George L. Clauer on behalf of Creditor Ellis McCracken gc_clauerlaw@bellsouth.net
James E. Sterling on behalf of Attorney Daniel McCollum sterling@smithjordan.com
James W. Sheedy on behalf of Creditor GE Capital jimsheedy@driscollsheedy.com, sdriscoll@driscollsheedy.com
Jane H. Downey on behalf of Creditor William & Flonnie Shaw jane@mttlaw.com, jessica@mttlaw.com;corey@mttlaw.com
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net
John M. Levengood on behalf of Debtor The Cliffs Club & Hospitality Group, Inc. mlevengood@mckennalong.com, sbrooks@mckennalong.com;gmarsh@mckennalong.com;bbates@mckennalong.com
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com
Joseph F. Buzhardt on behalf of U.S. Trustee US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov, robert.b.doyle@usdoj.gov
Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC rmendoza@nexsenpruet.com, ecf@nexsenpruet.com
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
Louise M. Johnson on behalf of Creditor William and Elaine Clear cjohnson@hsblawfirm.com, cshaffer@hsblawfirm.com
Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.com
Michael Kevin McCarrell on behalf of Creditor Helena Chemical Company kevin.mccarrell@smithmoorelaw.com, betty.ward@smithmoorelaw.com;kim.harmstad@smithmoorelaw.com
Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net, astokes@mcnair.net
Nancy E. Johnson on behalf of Creditor NewLife Turf, Inc. nej@njohnson-bankruptcy.com, notices4nej@njohnson-bankruptcy.com
R. Geoffrey Levy on behalf of Interested Party Keowee Falls Investment Group, LLC, A Corporation llfecf@levylawfirm.org, levylawecf@gmail.com,whitney@levylawfirm.org
Ricoh Americas Corporation jennifer.orenstein@ricoh-usa.com
Robert A. Kerr on behalf of Creditor Deere Credit Inc robertkerr@mvalaw.com, melissaaltman@mvalaw.com
Rory D. Whelehan on behalf of Creditor Keowee Investment Properties, LLC rwhelehan@wcsr.com, kpedersoli@wcsr.com
Tara E. Nauful on behalf of Creditor US Foods, Inc. tnauful@hsblawfirm.com, ccarter@hsblawfirm.com
Thomas L. Ogburn on behalf of Creditor TCF Equipment Finance, Inc. togburn@poynerspruill.com, dfurr@poynerspruill.com
Tobias G. Ward on behalf of Creditor Worthington Hyde Partners-II, L.P. tw@tobywardlaw.com
Townes B. Johnson on behalf of Creditor Morgan Concrete Co. johnson@conlaw.com, moser@conlaw.com;townesjohnson@gmail.com
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov
William L Rothschild on behalf of Interested Party Carlile Development Company, LLC br@orrem.com

TOTAL: 34