

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

Case Number:12-01220-W

Order Granting Interim Compensation to Attorney

The relief set forth on the following pages, for a total of 3 pages including this page, is hereby **ORDERED**.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTH CAROLINA

In re	)	Case No.	12-01220-W
The Cliffs Club & Hospitality Group, Inc. et al <sup>1</sup>	)	Jointly Administered	
dba The Cliffs Golf & Country Club	)	Chapter	11
Debtor(s)	)	Order Allowing Interim Compensation For Attorney	

Before the Court is the first interim fee application (the "Application")<sup>2</sup> of Bingham McCutchen LLP ("Bingham") for professional services rendered and expenses incurred by Bingham. Notice of said Application has been given to all required creditors and parties in interest pursuant to Rules 2002(a)(6) and (c)(2) of the Federal Rules of Bankruptcy Procedure. A hearing date of July 16, 2012, was provided for any objections. On June 20, 2012, Wells Fargo Bank, N.A., as Indenture Trustee for certain Noteholders ("Indenture Trustee") filed a Reservation of Rights which stated: "The Indenture Trustee does not object to the relief requested on an interim basis; however, the Indenture Trustee reserves all of its rights with respect to the Interim Application, including the right to raise any objection to any subsequent interim application or the final fee application and whether any fees and costs requested in the Interim Application were appropriate and should have been paid by the estate." No other party filed a response or objection. Sufficient cause having been shown therefor; it is hereby

ORDERED, that pursuant to 11 U.S.C. §§ 330 and 331 and in respect of the Application, the Court hereby grants, subject to the Indenture Trustee's Reservation of Rights, to Bingham an interim allowance and approval of \$244,882.50 for compensation for professional services rendered during the Application Period and reimbursement of Bingham's expenses incurred during the Application Period in the amount of \$7,376.34, for an aggregate first interim award of \$252,258.84; and it is further

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

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

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

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