

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

Case No. 12-01220

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF MCKENNA LONG &
ALDRIDGE LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES**

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

**FILED BY THE COURT
07/13/2012**



Entered: 07/13/2012

John E. Waites

Chief US Bankruptcy Judge
District of South Carolina

**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

**ORDER GRANTING FIRST INTERIM FEE APPLICATION OF MCKENNA LONG &
ALDRIDGE LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES**

This matter is before the Court on the First Interim Fee Application of McKenna Long & Aldridge LLP for Allowance of Compensation and Reimbursement of Expenses [Docket Entry No. 424] (the “Application”),² requesting entry of an order approving on an interim basis the fees and expenses incurred by McKenna Long & Aldridge LLP as legal counsel to The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”), during the period of February 28, 2012 to May 31, 2012. The deadline to object to the Application was July 12, 2012 (the “Objection Deadline”). No objections to the Application were filed prior to the Objection Deadline;

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 Application.

however, Wells Fargo Bank, National Association, as Indenture Trustee (the “Indenture Trustee”), filed a response and reservation of rights with respect to the Application, in which the Indenture Trustee did not object to the relief requested by the Application on an interim basis, but reserved all of its rights with respect to the Application, including the right to raise any objection to any subsequent interim application or the final fee application of McKenna Long & Aldridge LLP and whether any fees and costs requested in the Application were appropriate and should have been paid by the Debtors’ estates (the “Indenture Trustee Reservation”).

Having reviewed the Application, the Indenture Trustee Reservation and the record, and the Court finding that: (i) proper notice of the Application has been given to all parties entitled thereto; (ii) no objections have been filed to the relief requested by the Application on an interim basis; and (iii) the Application satisfies the standards for the compensation of professionals set forth in 11 U.S.C. §§ 330 and 331 and relevant case authority (*e.g.*, *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974)); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and good cause existing to grant the relief requested in the Application,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. McKenna Long & Aldridge LLP is hereby allowed, on an interim basis and subject to the Indenture Trustee Reservation, compensation as an administrative expense claim against the Debtors’ estates in the total sum of \$814,922.50, comprised of \$798,873.00 in fees and \$16,049.53 in expenses, for the time period of February 28, 2012 to May 31, 2012.
3. The Debtors are hereby authorized and directed to pay to McKenna Long & Aldridge LLP the unpaid amount of such approved fees and expenses, and the Court expressly

approves the payment of sums already paid to McKenna Long & Aldridge LLP by the Debtors in accordance with Monthly Compensation Order, as detailed in the Application.

4. The 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