

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

Chapter 11 Case No. 12-01220 (Jointly Administered)

**ORDER APPROVING APPLICATION
FOR SETTLEMENT AND COMPROMISE**

The foregoing Application for Settlement and Compromise having been considered, the Court being duly advised in the premises, and good cause appearing therefore; the relief set forth on the following pages, for a total of 3 pages including this page,

IS HEREBY ORDERED.

**FILED BY THE COURT
07/11/2012**



John E. Waites

Chief US Bankruptcy Judge
District of South Carolina

Entered: 07/12/2012

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 APPROVING APPLICATION
FOR SETTLEMENT AND COMPROMISE**

The matter before the Court is the Notice and Application of Settlement and Compromise (the "Application"). Pursuant to the Application, The Cliffs Club and Hospitality Group, Inc. and its affiliated debtors in the above-captioned cases, as debtors and debtors-in-possession (the "Debtors") and Wells Fargo Bank, National Association as Indenture Trustee (the "Indenture Trustee") seek Court approval to enter into the Stipulation Regarding Bar Date Motion annexed hereto.

WHEREAS, the Debtors have represented that (1) given the efficiencies involved in addressing the issues under the Stipulation, the Debtors and Indenture Trustee believe that the approval of the Stipulation as set forth therein and in the Application is in the best interest of the Debtors' estates and their beneficiaries, is reasonable, and should be approved in accordance with the Bankruptcy Code and Rules, including Rule 9019 of the Federal Rules of Bankruptcy Procedure; and (2) the Debtors have served the Application on all applicable parties requesting

¹ 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 (7576); The Cliffs at Glassy Golf & Country Club, LLC (6559); The Cliffs Valley Golf & Country Club, LLC (6486); and Cliffs Club & Hospitality Service Company, LLC (9665).

notices under Rule 2002 and other parties in interest; and

WHEREAS, any party wishing to object to the Application was given ample and reasonable opportunity to do so and an opportunity for a hearing, and notice was appropriate under the circumstances; and

WHEREAS, the Court, finding that the relief requested in the Application is in the best interest of the Debtors' estates, hereby overrules any objections that may have been filed or presented prior to or at any hearing on the matter, and it is hereby

ORDERED, ADJUDGED, and DECREED THAT:

A. The Stipulation Regarding Bar Date Motion (the "Stipulation") set forth in the Application is hereby approved in its entirety in accordance with the Bankruptcy Code and Rules, including Rule 9019 of the Federal Rules of Bankruptcy Procedure.

B. The Debtors are hereby authorized to enter into the Stipulation and may take any actions necessary or desirable to consummate the Stipulation and all such actions taken before the date hereof are ratified and approved hereby.

C. The Court shall retain jurisdiction to hear and determine all matters arising from and related to implementation of this Order.

AND IT IS SO ORDERED.

Certificate of Notice Page 4 of 5
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 12, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 14, 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

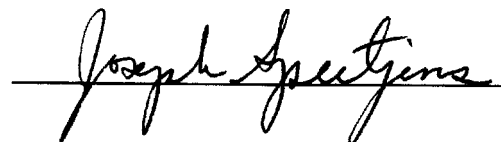
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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 14, 2012

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 2

Date Rcvd: Jul 12, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 12, 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, dwecefm@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