

**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**.

**FILED BY THE COURT  
07/12/2012**



Entered: 07/12/2012

A handwritten signature in cursive script that reads "John E. Waites". The signature is written in black ink and is positioned above a horizontal line.

Chief US Bankruptcy Judge  
District of South Carolina

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
	)	Order Granting Interim Compensation	
Debtor(s)	)	To 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.

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: lee  
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

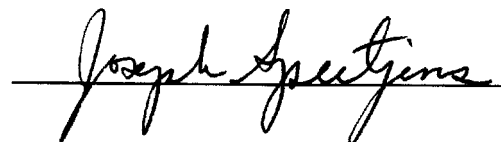
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

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: lee  
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, rmittchell@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, chafffer@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