

**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

**SECOND PLAN SUPPLEMENT TO THE
FIRST AMENDED AND RESTATED JOINT CHAPTER 11 PLAN FILED BY THE
DEBTORS AND THE PLAN SPONSOR**

COME NOW 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”), having filed: (i) the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Plan”);² (ii) the First Amended and Restated Disclosure Statement to Accompany the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor; and (iii) the Plan Supplement to the Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor, and hereby file this Second Plan Supplement to the First

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 All capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Plan.

Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor to provide certain information supplemental to the Plan, as described below and attached hereto:

- 1) Attached hereto as attachment 1 is the Asset Purchase Agreement, as amended;
- 2) Attached hereto as attachment 2 is the Mountain Park Facility, as amended;
- 3) Attached hereto as attachment 3 is the Exit Facility, as amended;
- 4) Attached hereto as attachment 4 is the Subordination and Intercreditor Agreement by and among Cliffs Club Holdings, Cliffs Club Partners and Indenture Trustee, as amended;
- 5) Attached hereto as attachment 5 is the Schedule of Assumed Contracts, as amended;
- 6) Attached hereto as attachment 6 is the Indenture Trustee SPE Limited Liability Company Agreement; and
- 7) Attached hereto as attachment 7 is the form of the Subleases by and between Cliffs Club Partners and the golf operating subsidiaries.

EACH OF THE ABOVE-DESCRIBED DOCUMENTS IS A DRAFT AND IS SUBJECT TO CHANGE.

[signature follows]

Dated: July 27, 2012

Respectfully submitted,

/s/ Dána Wilkinson

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-and-

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