

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

Joint Administration Pending

STATEMENT OF CHANGES MADE BY AMENDMENT

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”), hereby give notice of the following amendments to the original Consolidated List of Creditors Holding The 50 Largest Unsecured Claims filed in the above-captioned cases for which joint administration is pending:

- (1) Removal of the reference in footnote 1 to The Cliffs Golf & Country Club, Inc.
- (2) Addition of “Contingent” to the Resigned Liability claim of John Walter.
- (3) Combination of Member Liability and Resigned Member Liability Contingent claims of John Evans.
- (4) Addition of Lars Bespolka’s contingent Member Liability claim in the amount of \$230,000.
- (5) Addition of next five largest non-contingent unsecured claims.

[signature follows]

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 (4293); 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).

/s/ Däna Wilkinson
Däna Wilkinson, Attorney for Debtor
District Court ID #4663
365-C East Blackstock Road
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(864) 574-7944
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March 2, 2012

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

In re:

**The Cliffs Club & Hospitality Group, Inc., et al.,¹
d/b/a The Cliffs Golf & Country Club,**

Debtor.

CHAPTER 11

Case No. 12-01220

**CONSOLIDATED LIST OF CREDITORS HOLDING THE 50 LARGEST UNSECURED
CLAIMS**

The following is a list of the creditors holding the fifty (50) largest unsecured claims, on a consolidated basis, against The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"). This list has been prepared from the unaudited books and records of the Debtors. This list reflects amounts from the Debtors' books and records as of February 24, 2012. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors' chapter 11 cases. This list does not include (a) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claim. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected on this list.

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 (4293); 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).

(1) Name of Creditor	(2) Creditor Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
T J F Golf, Inc.	T J F Golf, Inc. 401 N Main Street, Ste 400 Hendersonville, NC 28792 Contact: Brian Courcelle Tel: 828-693-0052	Trade		\$800,000.00
Mike Krimbill	Mike Krimbill 5620 East 114th Street Tulsa, OK 74137 Tel: 918-298-4625	Member Liability	Contingent	\$750,000.00
John Evans	John Evans 48 Moccasin Flower Trail Landrum, SC 29356 Tel: 864-233-6311	Member Liability; Resigned Member Liability	Contingent	\$660,000.00
Kent Smith	Kent Smith 16 Golfside Ct Arden, NC 28704 Tel: 828-687-9606	Member Liability	Contingent	\$462,500.00
Harrell's	Harrell's PO BOX 402927 Atlanta, GA 30384 Contact: Jack Harrell Tel: 863-687-2774	Trade		\$452,606.35
Medalist Golf, Inc.	Medalist Golf, Inc. 327 Dahlonga Street Suite #1005 Cumming, GA 30040 Contact: Wayne Massey Tel: 678-679-0500	Trade		\$450,125.98
Golf Agronomics	Golf Agronomics Sand & Hauling 2165 17Th Street Sarasota, FL 34234 Contact: Rob Hamrick Tel: 828-230-2417	Trade		\$440,262.53

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John Downey	John Downey 1373 Eagles Flight Way North Port, FL 34287 Tel: 941-286-8258	Member Liability	Contingent	\$400,000.00
Glenn Wright	Glenn Wright 1776 Pine Island Rd , Ste 102 Plantation, FL 33322-5200 Tel: 954-761-3475	Member Liability	Contingent	\$400,000.00
Scott Hughes	Scott Hughes 122 Sun Drop Court Sunset, SC 29685 Tel: 864-868-0062	Member Liability	Contingent	\$375,000.00
Michael Blackburn	Michael Blackburn 320 Wake Robin Drive Sunset, SC 29685 Tel: 864-868-4243	Member Liability	Contingent	\$355,300.00
William Whisnant	William Whisnant 14090 Shadow Oaks Way Saratoga, CA 95070 Tel: 408-867-2595	Member Liability	Contingent	\$350,000.00
John Stites	John Stites 6750 Walnut Trace Cookeville, TN 38501 Tel: 931-528-2274	Member Liability	Contingent	\$350,000.00
Douglas Cioce	Douglas Cioce 501 Walnut Valley Parkway Arden, NC 28704 Tel: 828-684-7012	Member Liability	Contingent	\$325,000.00
Bob Levine	Bob Levine 1455 Lanes End Villanova, PA 19085 Tel: 610-527-9227	Member Liability	Contingent	\$325,000.00

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Gregory Paul	Gregory Paul 114 Kingshead Rd Travelers Rest, SC 29690 Tel: 864-836-7014	Member Liability	Contingent	\$316,500.00
Sharon Simmons (Keowee Devel, LLC)	Sharon Simmons (Keowee Devel, LLC) 105 N Waterside Drive Seneca, SC 29672 Tel: 864-654-7222	Member Liability	Contingent	\$315,000.00
Smith Turf & Irrigation Co.	Smith Turf & Irrigation Co. Div Of Sti Holdings Inc. PO BOX 669388 Charlotte, NC 28266-9388 Contact: Steve Smith Tel: 704-957-0777	Trade		\$304,214.36
Charles Moniotte	Charles Moniotte 17518 Amelia Drive Baton Rouge, LA 70810 Tel: 225-751-5226	Member Liability	Contingent	\$300,000.00
John Walter	John Walter PO Box 1765 Clemson, SC 29633 Tel: 864-430-6769	Resigned Member Liability	Contingent	\$300,000.00
Steve Carlile	Steve Carlile 1595 Garden Oaks Drive Marshall, TX 75672 Tel: 903-938-8513	Member Liability	Contingent	\$300,000.00
Daniel Gerner	Daniel Gerner 4473 Wayside Drive Naples, FL 34119 Tel: 239-596-3837	Member Liability	Contingent	\$300,000.00

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Chuck Hutchinson	Chuck Hutchinson 8 Westwood Rd Asheville, NC 28803 Tel: 828-424-7096	Member Liability	Contingent	\$300,000.00
William Hicks	William Hicks 18 Hemlock Court Hershey, PA 17033 Tel: 717-520-1832	Member Liability	Contingent	\$300,000.00
David Meek	David Meek 1889 Sable Palm Drive Boca Raton, FL 33432 Tel: 561-504-4345	Member Liability	Contingent	\$300,000.00
Glenn Simpson	Glenn Simpson 11215 Marseilles Lane Houston, TX 77082 Tel: 281-712-1182	Member Liability	Contingent	\$300,000.00
Rick Steif	Rick Steif 9 Valley Lake Trail Travelers Rest, SC 29690 Tel: 864-836-7111	Member Liability	Contingent	\$300,000.00
Myles Jerdan	Myles Jerdan 10 Vickwood Court Marietta, GA 30068 Tel: 770-426-0827	Member Liability	Contingent	\$300,000.00
Richard Berkowitz	Richard Berkowitz 223 Fairmont Road Shelby, NC 28150 Tel: 704-482-8315	Member Liability	Contingent	\$285,000.00
Daniel Zinke	Daniel Zinke 15 Fair Green Lane Travelers Rest, SC 29690 Tel: 864-836-2582	Member Liability	Contingent	\$275,000.00

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Tom Currey	Tom Currey 3707 Kings Road Chattanooga, TN 37416 Tel: 423-629-5559	Member Liability	Contingent	\$275,000.00
Scott Logan	Scott Logan PO Box 1489 Sanibel, FL 33957 Tel: 239-395-3992	Member Liability	Contingent	\$275,000.00
Stephen Larson	Stephen Larson 7418 Edgewild Drive Peoria, IL 61614 Tel: 309-692-0549	Member Liability	Contingent	\$275,000.00
Daniel McCollum	Daniel McCollum PO Box 484 Easley, SC 29641 Tel: 864-982-4336	Member Liability	Contingent	\$275,000.00
Fred Myers	Fred Myers 17 Chateau Haut Brion Drive Kenner, LA 70065 Tel: 504-467-2029	Member Liability	Contingent	\$275,000.00
John Mack	John Mack PO Box 700 Annandale, VA 22003 Tel: 703-980-0465	Member Liability	Contingent	\$275,000.00
Matthew Price	Matthew Price 3525 Blossom Heath Road Kettering, OH 45419 Tel: 937-293-9199	Member Liability	Contingent	\$275,000.00
Robert Satterfield	Robert Satterfield 517 Goldfinch Lane Amler, PA 19002 Tel: 215-628-0920	Member Liability	Contingent	\$275,000.00

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Jon Kraut	Jon Kraut 740 River Road Ewing, NJ 08628 Tel: 609-538-0260	Member Liability	Contingent	\$260,000.00
Scott Minton	Scott Minton 2116 8th Street Drive NW Hickory, NC 28601 Tel: 828-267-1541	Member Liability	Contingent	\$260,000.00
John Charles	John Charles 5417 Buckland Way Mableton, GA 30126 Tel: 770-745-0238	Member Liability	Contingent	\$250,000.00
Larry Lacerte	Larry Lacerte 4970 Landmark Place Dallas, TX 75254 Tel: 214-346-7000	Member Liability	Contingent	\$250,000.00
Ellis McCracken	Ellis McCracken 106 Peaceful Night Trail Travelers Rest, SC 29690 Tel: 864-836-3593	Member Liability	Contingent	\$250,000.00
Keith Rezin	Keith Rezin 5395 Crescent Green Ct Morris, IL 60450 Tel: 815-942-4875	Member Liability	Contingent	\$250,000.00
Lee Zoeller	Lee Zoeller 50 Eastgate Drive Phoenixville, PA 19460 Tel: 610-917-8447	Member Liability	Contingent	\$250,000.00
Wall to Wall Concrete, Inc.	Wall to Wall Concrete, Inc. 3450 North Tropical Trail Merritt Island, FL 32953 Contact: Paul Powers Tel: 706-835-6619	Trade		\$249,102.00

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Douglas Snyder	Douglas Snyder 220 Pitcher Plant Lane Sunset, SC 29685 Tel: 864-868-6464	Member Liability	Contingent	\$248,100.00
Robert Swander	Robert Swander 2590 Half Moon Walk Naples, FL 34102 Tel: 239-262-3606	Member Liability	Contingent	\$235,000.00
Robert Missant	Robert Missant 4399 Chisholm Trail Bloomfield Hills, MI 48301 Tel: 248-851-7941	Member Liability	Contingent	\$230,000.00
Lars Bespolka	Lars Bespolka 101 Lark Spur Lane Sunset, SC 29685 Tel: 864-868-0189	Member Liability	Contingent	\$230,000.00
Newlife Turf Inc.	Newlife Turf Inc. P.O. Box 212 Norway, SC 29113 Contact: John Brown Tel: 803-263-4231	Trade		\$218,366.60
Aquarius II, Inc.	Aquarius II, Inc. P.O. Box 239 Greensboro, NC 30642 Contact: Jim Ware Tel: 706-467-0806	Trade		\$217,242.73
American Services	American Services P.O. Box 100199 Columbia, SC 29202-3199 Tel: 864-292-7450	Trade		\$109,424.15

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Mr. & Mrs. William Clear	Mr. & Mrs. William Clear 3685 Peachtree Rd. Unit 10 Atlanta, GA 30319	Resigned Member Liability		\$102,654.00
Sam & Ruscella Casamento	Sam & Ruscella Casamento P.O. Box 2212 Rancho Santa Fe, CA 92067	Resigned Member Liability		\$100,000.00

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Debtors.

CHAPTER 11

Case No. 12-01220

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**DECLARATION CONCERNING THE AMENDED CONSOLIDATED LIST OF
CREDITORS HOLDING THE LARGEST 50 UNSECURED CLAIMS**

I, the undersigned authorized officer of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors, as debtors and debtors in possession (collectively the “Debtors”), declare under penalty of perjury that I have read the foregoing amended consolidated list of creditors holding the fifty (50) largest unsecured claims against the Debtors on a consolidated basis, and that the list is true and correct to the best of my information and belief.

Dated: March 2, 2012

/s/ Timothy P. Cherry

Timothy P. Cherry, Authorized Officer

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Case No. 12-01220

Joint Administration Pending

CERTIFICATE OF SERVICE BY MAIL

I hereby certify that I have on March 2, 2012 served a copy of the Statement of Changes Made by Amendment and Amended Consolidated List of Creditors Holding The 50 Largest Unsecured Claims on: (a) the Office of the United States Trustee for the District of South Carolina; (b) counsel to the Indenture Trustee (as defined in the Cherry Declaration); (c) counsel to the DIP Lender (as defined in the Cherry Declaration); (d) the Debtors' fifty (50) largest unsecured creditors (on a consolidated basis); (e) those persons who have formally appeared in these bankruptcy cases and requested service pursuant to Bankruptcy Rule 2002; and (f) all applicable government agencies to the extent required by the Bankruptcy Rules and the Local Rules, via electronic notice where available.

/s/ Däna Wilkinson

Däna Wilkinson, Attorney for Debtor

District Court ID #4663

365-C East Blackstock Road

Spartanburg SC 29301

(864) 574-7944

(864) 574-7531 (fax)

court@danawilkinsonlaw.com

March 2, 2012

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