

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

**In re:**

**CCHG Liquidation Co.,**

**Debtor.**

**CHAPTER 11**

**Case No. 12-01220**

**Substantively Consolidated**

**FINAL FEE APPLICATION OF THE LAW OFFICE OF DÄNA WILKINSON FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Name of Applicant: The Law Office of Däna Wilkinson  
 Authorized to Provide Professional Services to: The Cliffs Club & Hospitality Group, Inc., et al.  
 Date of Retention Order: March 26, 2012  
 (*nunc pro tunc* to February 28, 2012)  
 Compensation and Reimbursement Period: February 28, 2012 to August 23, 2012  
 Compensation Sought: \$13,890.00  
 Reimbursement Sought: \$0.00  
 Compensation Paid: \$10,830.00  
 Reimbursement Paid: \$0.00  
 Total Unpaid Compensation & Reimbursement: \$3,060.00

This is a:                                     Interim Application                                     Final Application

**Prior Applications:**

Period Covered:	Requested		Awarded	
	Fees	Expenses	Fees	Expenses
2/28/12 - 3/31/12	\$4,140.00	\$0.00	\$4,140.00	\$0.00
4/1/12 - 4/30/12	\$2,160.00	\$0.00	\$2,160.00	\$0.00
5/1/12 - 5/31/12	\$1,770.00	\$0.00	\$1,770.00	\$0.00
<b>Totals:</b>	<b>\$8,070.00</b>	<b>\$0.00</b>	<b>\$8,070.00</b>	<b>\$0.00</b>

**Summary of Monthly Statements:**

PERIOD COVERED	FEES REQUESTED	EXPENSES REQUESTED	FEES PAID	EXPENSES PAID	TOTAL UNPAID
2/28/12 - 3/31/12	\$4,140.00	\$0.00	\$4,140.00	\$0.00	\$0.00
4/1/12 - 4/30/12	\$2,160.00	\$0.00	\$2,160.00	\$0.00	\$0.00
5/1/12 - 5/31/12	\$1,770.00	\$0.00	\$1,770.00	\$0.00	\$0.00
6/1/12- 6/30/12	\$1,260.00	\$0.00	\$1,008.00	\$0.00	\$252.00
7/1/12- 7/31/12	\$2,190.00	\$0.00	\$1,752.00	\$0.00	\$438.00
8/1/12- 8/23/12	\$2,370.00	\$0.00	\$0.00	\$0.00	\$474.00
<b>Totals:</b>	<b>\$13,890.00</b>	<b>\$0.00</b>	<b>\$10,830.00</b>	<b>\$0.00</b>	<b>\$3,060.00</b>

COMES NOW The Law Office of Däna Wilkinson (“Applicant”) and files its Final Fee Application of The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses (the “Final Fee Application”) relating to the bankruptcy cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors for the period from February 28, 2012 through August 23, 2012 (the “Final Fee Application Period”). In support of this Final Fee Application, Applicant shows the Court the following:

1. On February 28, 2012 (the “Petition Date”), The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors (the “Debtors”)<sup>1</sup> filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

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<sup>1</sup> 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. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country  
*(footnote continued on next page)*

2. On March 12, 2012, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) in the Debtors’ Chapter 11 cases pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Docket Entry No. 141]. No trustee or examiner has been appointed in the Debtors’ Chapter 11 cases.

3. A description of the Debtors’ businesses, the reasons for filing the Debtors’ Chapter 11 cases, and the relief sought from this Court to allow for a smooth transition into operations under Chapter 11 are set forth in the Declaration of Timothy P. Cherry in Support of First Day Motions (the “Cherry Declaration”), which has been filed with the Court [Docket Entry No. 44].

4. On the Petition Date, the Debtors filed a Motion to Establish Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals [Docket Entry No. 39] (the “Monthly Compensation Motion”). On March 26, 2012, this Court approved the Monthly Compensation Motion [Docket Entry No. 206] (the “Monthly Compensation Order”).

5. On July 2, 2012, the Debtors filed their First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor dated June 30, 2012, as amended [Docket Entry No. 616, Ex. A] (the “Plan”)<sup>2</sup> and 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 [Docket Entry No. 480] (the “Disclosure Statement”).

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*(footnote continued from previous page)*

Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

6. On August 17, 2012, this Court entered that certain Order Confirming First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the "Confirmation Order").

7. On August 31, 2012, the Debtors filed that certain Notice of Occurrence of Effective Date of Chapter 11 Plan; Limitation of Notice; and Related Matters, reflecting that the Effective Date of the Plan occurred on August 23, 2012.

8. On October 1, 2012, this Court entered that certain Order Pursuant To Confirmed Plan Amending Case Dockets To Reflect Amended Corporate Names Of Debtors And Closing Substantively Consolidated Cases.

**I. Preliminary Statement**

9. Pursuant to this Final Fee Application, Applicant seeks allowance and payment of attorneys' fees and expenses incurred representing the Debtors during the period from February 28, 2012 through August 23, 2012, the administrative period of the Debtors' cases. Specifically, Applicant seeks final approval of compensation for attorneys' fees and expenses in the amount of \$13,890.00 in fees and \$0.00 in expenses. During the Final Fee Application Period, Applicant expended a total of 46.3 hours representing the Debtors.

**II. Background**

10. On February 28, 2012, the Debtors made application to this Court for the approval of the employment of Applicant as their local counsel. By Order entered March 26, 2012, the Court granted approval for the Debtors to employ Applicant as their local counsel *nunc pro tunc* to February 28, 2012. The application for employment as Debtors' local counsel included the affidavit of Däna Wilkinson in support of that application, and a statement of attorney compensation pursuant to Rule 2016(b) of the Federal Rule of Bankruptcy Procedure.

11. On June 21, 2012, pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, Applicant filed its First Interim Fee Application of The Law Office of Dána Wilkinson for Allowance of Compensation and Reimbursement of Expenses, which interim application was approved by Order of this Court entered July 13, 2012.

**III. Applicant's Final Fee Application**

12. Applicant makes this Final Fee Application pursuant to Section 330 of the Bankruptcy Code and Bankruptcy Rule 2016.

13. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334(b). This matter is a core proceeding under 28 U.S.C. § 157(b).

14. By this Application, Applicant submits its invoices in the total amount of \$13,890.00 (\$13,890.00 in fees and \$0.00 in expenses) for services performed and expenses incurred during the Final Fee Application Period for which Applicant seeks approval as an administrative expense. In accordance with the Monthly Compensation Order, Applicant has received \$10,830.00 in payments during the Final Fee Application Period, representing 80% of Applicant's fees and 100% of Applicant's expenses requested. As of the date of this Application, Applicant has an outstanding balance of \$3,060.00 in fees for the Final Fee Application Period.

15. Applicant proposes to serve a copy of this Application and the notice of hearing thereon in accordance with Section 7.12 of the Plan, which provides that from and after the Effective Date, any person seeking relief from the Bankruptcy Court in the Chapter 11 Cases will be required to provide notice only to the Debtors, the Liquidation Trustee, the United States Trustee, the Plan Sponsor and their respective counsel, to any person whose rights are directly affected by the relief sought, and to other parties in interest who, after entry of the Confirmation

Order, file a request for such notice with the clerk of the Bankruptcy Court and serve a copy of such notice on counsel to the Debtors and the Liquidation Trustee. Applicant respectfully submits that no further notice is necessary.

16. Under Section 330 of the Bankruptcy Code, the Court may allow compensation and reimbursement of Applicant's expenses only after notice and hearing. Bankruptcy Rule 2002(a) provides that hearings on applications for compensation and reimbursement of expenses totaling in excess of \$1,000 must be on 21-days notice.

17. All legal services performed by Applicant were performed for and on behalf of the Debtors and not on behalf of any other person or entity.

18. Attached hereto as Exhibits "A-1" through "A-6" are copies of Applicant's monthly billing statements for the period covered during the Final Fee Application Period. Applicant's monthly billing statements show the hours, hourly rates and fees attributable to the individuals at Applicant who rendered the services for which compensation is sought in the Final Fee Application.

19. Applicant has incurred a total of \$0.00 in expenses in connection with its representation of the Debtors during the Final Fee Application Period.

20. The following is a brief summary of the qualifications of the principal professionals from Applicant representing the Debtors for which compensation is sought:

Däna Wilkinson: Däna Wilkinson is the principal attorney with The Law Office of Däna Wilkinson, practicing since 1985, with extensive bankruptcy experience as detailed in the curriculum vitae attached hereto as Exhibit "B."

21. The major activities undertaken by Applicant in representing the Debtors during the Final Fee Application Period are detailed in Applicant's invoices attached hereto as Exhibits "A-1" through "A-6."

22. Applicant respectfully represents that the fees and expenses requested to be paid are allowable and reasonable pursuant to the twelve factor test as set forth in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974) as well as the amendments to Section 330 of the Code. Those tests and the applicability of each test to the services performed by Applicant in these cases are set forth below:

1. Time and Labor Required:

During the period of February 28, 2012 to August 23, 2012, Applicant expended 46.3 hours in the representation of the Debtors at an average hourly rate of approximately \$300. The substance of the time expended is set forth fully in Exhibits "A-1" through "A-6" to this Final Fee Application.

2. Novelty and Difficulty of Questions Presented:

The bankruptcy cases raised certain novel and difficult issues as further described herein and as more fully detailed in the attached invoices.

3. Skill Requisite to Perform Legal Services:

The Debtors selected Applicant as their local counsel due to Applicant's considerable experience and reputation in bankruptcy matters and related fields. Applicant respectfully submits its professionals are duly qualified to perform the legal services required by the Debtors.

4. Preclusion of Other Employment Due to Acceptance of the Case:

The amount of time devoted to these cases by Applicant's professionals precluded them from performing other work to the extent of the time devoted to these cases, though it did not preclude Applicant from otherwise taking on other engagements generally.

5. Customary Fees for the Type of Services Rendered:

Applicant respectfully represents that the fees requested herein, including the rates charged by timekeepers as reflected in the attached fee invoices, are within the range of customary fees for the type of services rendered and are based upon the hours actually spent and multiplied by the normal billing rates for work of this nature, and that the billing rates are equal to or less than the hourly rates charged by Applicant in matters where it does not represent a debtor in bankruptcy.

6. Whether the Fee is Fixed or Contingent:

Applicant believes that its fees and expenses in this matter are contingent only to the extent that they are subject to this Court's approval and that there are assets sufficient to satisfy administrative expenses.

7. Time Limitations Imposed by the Client or the Circumstances:

The time limitations imposed or created by the circumstances of these cases at times required intense work by Applicant under short time-frames.

8. Amounts Involved and Results Obtained:

The Debtors' bankruptcy cases were complex matters involving large amounts of money. Applicant respectfully represents that it obtained positive results for the Debtors in these cases. Specifically: (i) this Court entered the Confirmation Order confirming the Plan on August 17, 2012; and (ii) the Effective Date of the confirmed Plan occurred on August 23, 2012.

9. Experience, Reputation and Ability of Attorneys:

Applicant respectfully submits that its professionals have reputations as lawyers of the highest quality, and have the experience and skills necessary to be engaged in this matter that presented complex and sophisticated issues.

10. Undesirability of the Case:

Applicant respectfully represents that this factor is not applicable to this proceeding.

11. Nature and Length of Professional Relationship with Client:

Applicant has represented the Debtors since February 28, 2012, solely on matters related to the Debtors' bankruptcy cases. Applicant was first retained by The Cliffs Club & Hospitality Group, Inc., et al. on or about January 5, 2012 in preparation for the Debtors' bankruptcy filings.

12. Awards in Similar Cases:

Applicant respectfully represents that its Application is in keeping with similar applications for the payment of administrative expenses, including attorneys' fees in other cases.

23. Applicant hereby certifies that the Debtors have received and approved the invoices attached to this Application.



24. Attached hereto as Exhibit "C" is the Disclosure Statement of Attorney Compensation required by Bankruptcy Rule 2016(a).

WHEREFORE, Applicant respectfully requests the following relief:

1. That the Court enter an Order substantially in the form attached hereto as Exhibit "D" approving on a final basis the fees and expenses incurred by Applicant during the Final Fee Application Period in the total amount of \$13,890.00 in fees and \$0.00 in expenses;
2. That the Court direct that the Applicant be paid the unpaid amount of such approved fees and expenses as an allowed administrative expense; and
3. That the Court grant such other and further relief as the Court deems just and proper.

*[signature follows]*

Dated: October 15, 2012

Respectfully submitted,

/s/ Dána Wilkinson

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-and-

/s/ J. Michael Levensgood

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**Exhibit "A-1"**

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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

3/1/2012	E-mail corresp B McMillan re McCarthy litigation	0.2	\$	60.00
3/1/2012	E-mail corresp M Levengood, Agrifcredit re Inventory	0.2	\$	60.00
3/1/2012	E-mail corresp UST re direct contact authorization	0.1	\$	30.00
3/1/2012	Tel conf court re service of orders for emerg hearings	0.1	\$	30.00
3/1/2012	E-mail corresp G Marsh re media, solicitations	0.1	\$	30.00
3/1/2012	E-mail corresp re Lamphier inquiry re notice	0.1	\$	30.00
3/1/2012	Tel conf D Lanphier re Benefit Group notice	0.1	\$	30.00
3/1/2012	Tel conf A Brock re foreclosure Walnut Cove Dev	0.1	\$	30.00
3/2/2012	Review draft bidding procedures motion	0.2	\$	60.00
3/2/2012	E-mail corresp J Butler re CMAG; notice of appearance	0.1	\$	30.00
3/2/2012	E-mail corresp B Bates re amended top 50	0.1	\$	30.00
3/2/2012	Review M Levengood responses to UST questions	0.2	\$	60.00
3/2/2012	E-mail corresp J Craig re Duke objection to motion	0.1	\$	30.00
3/2/2012	E-mail corresp D Shetley re Duke objection	0.1	\$	30.00
3/2/2012	Review Keoweek Falls Inv. Ch. 11 petition	0.1	\$	30.00
3/2/2012	E-mail corresp M Levengood re utilitles motion/consent order	0.1	\$	30.00
3/2/2012	Review revised draft proposed consent orders-uncontested	0.5	\$	150.00
3/3/2012	Tel conf M Levengood re status of motions, objections	0.3	\$	90.00
3/5/2012	Travel to Columbla	3.0	\$	450.00
3/5/2012	Attend hearings on first day motions	2.0	\$	600.00
3/5/2012	E-mail corresp S Kistler re proposed orders	0.2	\$	60.00
3/5/2012	E-mail corresp M Faldon re Premium Funding notice	0.1	\$	30.00
3/6/2012	E-mail corresp S Kistler re tel conf on proposed orders	0.1	\$	30.00
3/6/2012	E-mail corresp L Barr, M Levengood re sales taxes	0.1	\$	30.00
3/6/2012	E-mail corresp S Kistler re case management order	0.1	\$	30.00
3/7/2012	E-mail corresp D Shetley re proposed consent order	0.1	\$	30.00
3/9/2012	E-mail corresp M Levengood re T Cherry Independent Kor	0.1	\$	30.00
3/12/2012	Review draft motion to employ T Cherry as Ind. K'or	0.2	\$	60.00

3/12/2012	E-mail corresp J Pegnla, G Holman re pending events at Cliffs	0.1	\$	30.00
3/12/2012	Review draft emerg hearing motion on T Cherry app	0.1	\$	30.00
3/12/2012	E-mail corresp J Butler re cred comm; PHV admission	0.1	\$	30.00
3/12/2012	E-mail corresp S Kistler, A Babb, re 3/16 hearings	0.1	\$	30.00
3/13/2012	Review Initial DIP report to UST	0.1	\$	30.00
3/13/2012	Review cred comm obj to cash coll, bidding motions	0.1	\$	30.00
3/13/2012	E-mail corresp T Cherry, B Bates re Initial rep to UST	0.1	\$	30.00
3/16/2012	Attend final hearing on first day motions	1.5	\$	450.00
3/16/2012	Review final drafts of orders on DIP financing, bidding	0.2	\$	60.00
3/16/2012	Review corresp to ct by M Brody re membership	0.1	\$	30.00
3/16/2012	Review final drafts of order on cash coll, GGG	0.2	\$	60.00
3/19/2012	E-mail corresp R Mendoza re bid compliance	0.1	\$	30.00
3/20/2012	Review draft bar date motion	0.1	\$	30.00
3/21/2012	E-mail corresp B Bates re request for service motion	0.1	\$	30.00
3/21/2012	E-mail corresp J Wilkerson re resigned membership	0.1	\$	30.00
3/23/2012	E-mail corresp M Levengood, others, re confidentiality a'ment	0.1	\$	30.00
3/23/2012	E-mail corresp S Kistler, B Bates, re hearings set for 3/26	0.1	\$	30.00
3/26/2012	Tel conf M Levengood re status of bidders, Carlile, motions	0.3	\$	90.00
3/26/2012	E-mail corresp re confidentiality a'ment	0.1	\$	30.00
3/28/2012	E-mail corresp re Wellness Center lease	0.1	\$	30.00
3/29/2012	Review response to inquiry re Longview Land mech lien	0.1	\$	30.00
3/29/2012	Review draft schedules (all cases)	1.2	\$	360.00
3/29/2012	Review final draft bar date motion	0.1	\$	30.00
3/29/2012	Review draft SOFAs (all cases)	0.7	\$	210.00
3/29/2012	Review 1st omnibus motion to reject exec contracts	0.2	\$	60.00
3/29/2012	Tel conf S Greene @ ct re claims procedure	0.1	\$	30.00
3/29/2012	E-mail corresp M Levengood, B Bates re claims procedure	0.1	\$	30.00
3/30/2012	Review motion to lease-office, Wellness Center, Equip	0.2	\$	60.00
3/30/2012	Review final schedules, statements, signatures	0.3	\$	90.00
	Total			\$ 4,140.00

**Exhibit "A-2"**

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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

4/3/2012	E-mail corresp D Baddeley (SEC) re bar date order	\$ 300.00	0.1	\$	30.00
4/5/2012	Review UST objection to claims motion	\$ 300.00	0.2	\$	60.00
4/10/2012	Attend hearings on bar date, exec contract, etc.	\$ 300.00	0.7	\$	210.00
4/12/2012	E-mail corresp S Kistler re tel conf for local counsel	\$ 300.00	0.2	\$	60.00
4/12/2012	Tel conf with Judge Waites and local counsel	\$ 300.00	0.8	\$	240.00
4/12/2012	Tel conf G Marsh re local counsel call w/ J Waites	\$ 300.00	0.2	\$	60.00
4/12/2012	Tel conf M Levensgood re local counsel call w/ J Waites	\$ 300.00	0.2	\$	60.00
4/12/2012	E-mail re conf w/ chambers re status, updates	\$ 300.00	0.2	\$	60.00
4/13/2012	Attend 341 meeting	\$ 300.00	1.9	\$	570.00
4/16/2012	Research mechanics lien bar date	\$ 300.00	0.3	\$	90.00
4/16/2012	Tel conf Sharon @ ct re claims procedure	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp B Bates re ct claims procedure	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp G Marsh, et al re mech lien bar date	\$ 300.00	0.1	\$	30.00
4/16/2012	E-mail corresp T Naufal re US Foods PHV app	\$ 300.00	0.1	\$	30.00
4/18/2012	Email corresp G Marsh re bidding procedures	\$ 300.00	0.1	\$	30.00
4/20/2012	Research SC case law on §546(b) & mech lien	\$ 300.00	0.3	\$	90.00
4/20/2012	Tel conf J Butler re §546(b); local counsel conf	\$ 300.00	0.2	\$	60.00
4/20/2012	Review monthly operating report	\$ 300.00	0.2	\$	60.00
4/20/2012	Corresp Barnak, Benzing and Resmondo re claims procedure	\$ 300.00	0.3	\$	90.00
4/25/2012	Tel conf M Levensgood re bidding results	\$ 300.00	0.5	\$	150.00
4/26/2012	Review written report on bidding	\$ 300.00	0.3	\$	90.00
4/26/2012	Review motion to extend time on exec leases	\$ 300.00	0.1	\$	30.00
	Total:				\$ 2,160.00

**Exhibit "A-3"**



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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

5/2/2012	Review Keowee Falls IG response to bidding report	\$ 300.00	0.1	\$ 30.00
5/3/2012	E-mail corresp M Johnson & B Bates re claims	\$ 300.00	0.1	\$ 30.00
5/3/2012	E-mail corresp R Coggins & B Bates re claim	\$ 300.00	0.1	\$ 30.00
5/4/2012	E-mail corresp N Johnson re status of bidding	\$ 300.00	0.2	\$ 60.00
5/4/2012	E-mail corresp Chambers re telephonic hearing	\$ 300.00	0.1	\$ 30.00
5/7/2012	Update from M Levengood re status of bidding, hearing	\$ 300.00	0.1	\$ 30.00
5/7/2012	Review Indenture Tee response to status report	\$ 300.00	0.1	\$ 30.00
5/8/2012	Attend telephonic hearing	\$ 300.00	0.2	\$ 60.00
5/11/2012	E-mail corresp L Barr re status hearing	\$ 300.00	0.1	\$ 30.00
5/11/2012	E-mail corresp K Kitchen re Peifer claim	\$ 300.00	0.1	\$ 30.00
5/11/2012	E-mail corresp M Levengood, P Hanna re claims	\$ 300.00	0.1	\$ 30.00
5/16/2012	Corresp H Readshaw re R Jackson claim	\$ 300.00	0.1	\$ 30.00
5/16/2012	Review schedule exec Ks, liquidation analysis	\$ 300.00	0.1	\$ 30.00
5/18/2012	Review mthly operating report for April 2012	\$ 300.00	0.2	\$ 60.00
5/18/2012	Review draft disclosure statement	\$ 300.00	0.9	\$ 270.00
5/18/2012	Review draft Plan	\$ 300.00	0.8	\$ 240.00
5/18/2012	E-mail corresp re drafts plan and discl statement	\$ 300.00	0.1	\$ 30.00
5/18/2012	Review draft motion to approve DS, ballots	\$ 300.00	0.3	\$ 90.00
5/21/2012	Review clean and redlined drafts: Plan, DS, Motion, etc.	\$ 300.00	0.9	\$ 270.00
5/22/2012	E-mail corresp R Mendoza re changes to Plan, DS	\$ 300.00	0.2	\$ 60.00
5/23/2012	Review final Plan, DS	\$ 300.00	0.5	\$ 150.00
5/24/2012	Tel conf Connie at court re service req for order	\$ 300.00	0.1	\$ 30.00
5/24/2012	E-mail corresp G Marsh, M Levengood re tel call clerks ofc	\$ 300.00	0.1	\$ 30.00
5/29/2012	E-mail corresp S. Blades re claimant	\$ 300.00	0.1	\$ 30.00
5/31/2012	Review proposed stipulation w/ trust indenture re claims	\$ 300.00	0.2	\$ 60.00
	Total:			\$ 1,770.00

**Exhibit "A-4"**

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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

6/4/2012	Review draft notice/app re bar date settlement	\$ 300.00	0.2	\$ 60.00
6/6/2012	E-mail corresp R Doyle re Fasciana claim	\$ 300.00	0.1	\$ 30.00
6/6/2012	Review draft motion re exclusivity period	\$ 300.00	0.1	\$ 30.00
6/12/2012	Review plan implementation chart	\$ 300.00	0.2	\$ 60.00
6/12/2012	Review draft plan supplement (release)	\$ 300.00	0.1	\$ 30.00
6/14/2012	Corresp R Gleaton re Masters claim	\$ 300.00	0.1	\$ 30.00
6/15/2012	Review MFRS by GECC	\$ 300.00	0.2	\$ 60.00
6/18/2012	Corresp K Gresham re claim	\$ 300.00	0.1	\$ 30.00
6/18/2012	Review J Butler & Bingham McC fee app	\$ 300.00	0.1	\$ 30.00
6/19/2012	Review Fee apps for Wilkinson, McKenna Long	\$ 300.00	0.5	\$ 150.00
6/19/2012	Corresp G Marsh re Masters claim	\$ 300.00	0.1	\$ 30.00
6/19/2012	E-mail corresp J Stoerback re July 2 hearing date	\$ 300.00	0.1	\$ 30.00
6/20/2012	E-mail corresp B Bates re fee apps	\$ 300.00	0.1	\$ 30.00
6/20/2012	Review monthly operating report	\$ 300.00	0.2	\$ 60.00
6/21/2012	Review draft motion to finance ins premium/emerg hrg	\$ 300.00	0.2	\$ 60.00
6/21/2012	Tel conf Connie at court re service req for emerg hrg	\$ 300.00	0.1	\$ 30.00
6/21/2012	E-mail corresp G Marsh, M Levengood re tel call clerks ofc	\$ 300.00	0.1	\$ 30.00
6/26/2012	Review draft report re comp for ord course professionals	\$ 300.00	0.1	\$ 30.00
6/26/2012	Review ind t'ee response to fee apps	\$ 300.00	0.1	\$ 30.00
6/26/2012	Review stipulation for extension of time to object to DS	\$ 300.00	0.2	\$ 60.00
6/27/2012	Review amended schedules	\$ 300.00	0.2	\$ 60.00
6/27/2012	E-mail corresp re change of address S Dalton	\$ 300.00	0.1	\$ 30.00
6/28/2012	Review objection to DS filed by TCF	\$ 300.00	0.1	\$ 30.00
6/29/2012	Review objections to DS-Worthington & NewLife Turf	\$ 300.00	0.1	\$ 30.00
6/29/2012	Review response to DS by Keowee Inv	\$ 300.00	0.1	\$ 30.00
6/29/2012	Review objection to DS and withdrawal of obj Wells Fargo	\$ 300.00	0.2	\$ 60.00
6/29/2012	Review withdrawal of TCF obj	\$ 300.00	0.1	\$ 30.00
6/30/2012	Review draft omnibus objection to DevCo claims	\$ 300.00	0.3	\$ 90.00
	Total:			\$ 1,260.00

**Exhibit "A-5"**

**Däna Wilkinson**  
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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

7/2/2012	Attend telephonic hearing-Disc'l Stmt	\$ 300.00	1.4	\$ 420.00
7/2/2012	Review 1st amended/restated DS	\$ 300.00	0.3	\$ 90.00
7/2/2012	Review Order approving DS w/ redlines	\$ 300.00	0.3	\$ 90.00
7/3/2012	E-mail corresp w/ J Besnard & B Bates	\$ 300.00	0.1	\$ 30.00
7/5/2012	Review draft order settling GECC MFRS	\$ 300.00	0.1	\$ 30.00
7/5/2012	E-mail corresp B Bates & J Sheedy re signed consent ord	\$ 300.00	0.1	\$ 30.00
7/10/2012	E-mail corresp B Bates re instructions for member voting	\$ 300.00	0.2	\$ 60.00
7/11/2012	E-mail corresp w/ chambers & counsel re fee orders	\$ 300.00	0.1	\$ 30.00
7/11/2012	E-mail corresp R Schmidt re docket entries for fee apps	\$ 300.00	0.1	\$ 30.00
7/12/2012	Review drafts objections to claims	\$ 300.00	0.6	\$ 180.00
7/13/2012	Review orders re fee apps	\$ 300.00	0.1	\$ 30.00
7/13/2012	Review corresp w/ chambers re 7/16 hrgs	\$ 300.00	0.1	\$ 30.00
7/13/2012	Review corresp w/ clerk re changes in docket entries	\$ 300.00	0.2	\$ 60.00
7/13/2012	E-mail corresp w/ chambers re hrgs for 7/16	\$ 300.00	0.1	\$ 30.00
7/16/2012	Review KFIG 3018(a) motion	\$ 300.00	0.2	\$ 60.00
7/17/2012	Tel conf C. Catalan re mailing list	\$ 300.00	0.1	\$ 30.00
7/17/2012	Review drafts objections to claims	\$ 300.00	0.4	\$ 120.00
7/18/2012	Review notice of depo-KFIG	\$ 300.00	0.1	\$ 30.00
7/18/2012	Review emerg motion re KFIG bidding proc	\$ 300.00	0.1	\$ 30.00
7/20/2012	Review monthly operating report	\$ 300.00	0.2	\$ 60.00
7/20/2012	Review additional claims objections	\$ 300.00	0.2	\$ 60.00
7/25/2012	Review draft confirmation brief	\$ 300.00	0.6	\$ 180.00
7/25/2012	Tel conf M Levengood re update balloting, objections	\$ 300.00	0.4	\$ 120.00
7/27/2012	Review draft confirmation order	\$ 300.00	0.5	\$ 150.00
7/27/2012	E-mail corresp G Leibowitz, G Marsh re US Foods	\$ 300.00	0.1	\$ 30.00
7/27/2012	Review amendments to 1st amended plan & Plan supp	\$ 300.00	0.3	\$ 90.00
7/30/2012	Tel conf dist ct re suit w/TRO-non-debtor entities	\$ 300.00	0.1	\$ 30.00
7/30/2012	E-mail corresp M Levengood re dist ct suit	\$ 300.00	0.1	\$ 30.00
7/31/2012	E-mail corresp & appearance B Barton	\$ 300.00	0.1	\$ 30.00
	Total:			\$ 2,190.00

**Exhibit "A-6"**

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**Statement**

The Cliffs Club & Hospitality Group, Inc., et al.  
Case No. 12-1220

8/1/2012	Tel conf M Levengood re dist ct suit, balloting	\$ 300.00	0.3	\$	90.00
8/3/2012	E-mail corresp B Bates re draft of order, objections	\$ 300.00	0.2	\$	60.00
8/5/2012	Review objections, briefs and replies	\$ 300.00	0.9	\$	270.00
8/5/2012	Review CRO statement	\$ 300.00	0.3	\$	90.00
8/6/2012	Attend confirmation hearing	\$ 300.00	4.5	\$	1,350.00
8/10/2012	Review draft confirmation order	\$ 300.00	0.7	\$	210.00
8/22/2012	Review Notice of Plan Confirmation	\$ 300.00	0.1	\$	30.00
8/22/2012	Review claim of Insight Direct	\$ 300.00	0.1	\$	30.00
8/27/2012	Tel conf B Dennis re W-9 by liquidating trust	\$ 300.00	0.1	\$	30.00
8/27/2012	E-mail corresp B Bates re e-mail for liquidating trust	\$ 300.00	0.1	\$	30.00
8/27/2012	Tel conf T Haynie re membership offer	\$ 300.00	0.2	\$	60.00
8/27/2012	E-mail corresp T Haynie re CRO, membership	\$ 300.00	0.2	\$	60.00
8/29/2012	Tel conf R Schaeffer re question about admin claim	\$ 300.00	0.1	\$	30.00
8/29/2012	Tel conf L Guzman re question about admin claim	\$ 300.00	0.1	\$	30.00
	Total:			\$	2,370.00

**Exhibit "B"**



**Däna Wilkinson**

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**Education:**

B.A. 1981, University of South Carolina, *cum laude*

J.D. 1985, University of South Carolina

Law Review 1983—1985

Student Works Editor, Law Review 1984-1985

Order of the Coif, 1985

**Legal Background:**

1985: Admitted to Georgia State Bar

1987: Admitted to South Carolina Bar

1985—1987: Law Clerk for the United States Bankruptcy Court, Western District of Louisiana, the Honorable Rodney Bernard and the Honorable Donald Boe presiding.

1987—1990: Associate with Bernstein & Freeman, P.A., a commercial law firm located in Charleston, South Carolina. Practiced exclusively in bankruptcy court handling Chapter 11 debtor representation, and consumer debtor representation in Chapters 7 and 13.

1990—1997: Associate with Anderson & Associates, P.A., a bankruptcy boutique firm located in Charleston, South Carolina with a state-wide practice. Practice including representation of creditors, debtors, trustees and creditors committees in commercial and consumer cases.

1997—1998: Associate with Law Office of John K. Fort, a bankruptcy boutique firm located in Spartanburg, South Carolina. Practice focused on consumer cases including representation of creditors, debtors, and trustees.

1998: Established Law Office of Däna Wilkinson in Spartanburg, South Carolina, a bankruptcy boutique firm focused on representing debtors and creditors in consumer and commercial cases.

**Professional Activities and Awards:**

- Certified Specialist in Bankruptcy and Creditor-Debtor Law by South Carolina Supreme Court
- Bankruptcy and Creditor-Debtor Law Specialization Advisory Board, 1995—1997
- 2001 recipient of the William E.S. Robinson Public Service Award
- 2003 recipient of the South Carolina Bar Pro Bono Service Award
- Member, American Bankruptcy Institute
- Member, South Carolina Bankruptcy Law Association
- Member, South Carolina Women's Law Association

**Exhibit “C”**

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

**In re:**

**CCHG Liquidation Co.,**

**Debtor.**

**CHAPTER 11**

**Case No. 12-01220**

**Substantively Consolidated**

**STATEMENT OF ATTORNEY COMPENSATION PURSUANT TO  
BANKRUPTCY RULE 2016(a)**

COMES NOW, The Law Office of Dána Wilkinson (“Applicant”), local counsel for The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors (the “Debtors”)<sup>1</sup> and, pursuant to Fed. R. Bankr. P. 2016(a), hereby states that:

1. The undersigned is local counsel for the Debtors in their Chapter 11 bankruptcy cases.
2. The detailed statements setting forth the services rendered, the time expended and expenses incurred with respect to the representation of the Debtors in connection with their bankruptcy cases are set forth in Exhibits “A-1” through “A-6” to the Final Fee Application of

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<sup>1</sup> The Debtors (now substantively consolidated as a single debtor), 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. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses filed by Applicant (the "Application").

3. With respect to the attorneys' fees and expenses agreed to by the Debtors:

(a) The Debtors have agreed to Applicant's customary fees calculated at the applicable billable rate multiplied by the number of hours expended for legal services rendered or to be rendered in contemplation of or in connection with the Debtors' bankruptcy cases.

(b) By the Application, Applicant submits its invoices in the total amount of \$13,890.00 (\$13,890.00 in fees and \$0.00 in expenses) for services performed and expenses incurred during the Final Fee Application Period for which Applicant seeks approval as an administrative expense. In accordance with the Monthly Compensation Order, Applicant has received \$10,830.00 in payments during the Final Fee Application Period. As of the date of this Application, Applicant has an outstanding balance of \$3,060.00 for the Final Fee Application Period.

4. Applicant has received no transfer, assignment or pledge of property in these cases other than the payment of \$10,830.00 in fees and expenses in these cases, as authorized by prior Court Order.

5. Applicant has not shared or agreed to share with any other person any compensation paid or to be paid except pursuant to the partnership agreement of Applicant.

*[signature follows]*

This 15th day of October, 2012.

/s/ Däna Wilkinson  
Däna Wilkinson  
District Court I.D. No. 4663  
THE LAW OFFICE OF DÄNA WILKINSON  
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*Attorneys for the Debtors*

**Exhibit “D”**

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

Case No. 12-01220

**ORDER GRANTING FINAL FEE APPLICATION OF THE LAW OFFICE OF DÄNA  
WILKINSON 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**.

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

**In re:**

**CCHG Liquidation Co.,**

**Debtor.**

**CHAPTER 11**

**Case No. 12-01220**

**Substantively Consolidated**

**ORDER GRANTING FINAL FEE APPLICATION OF THE LAW OFFICE OF DÄNA WILKINSON FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

This matter is before the Court on the Final Fee Application of The Law Office of Däna Wilkinson for Allowance of Compensation and Reimbursement of Expenses [Docket Entry No. \_\_\_\_] (the “Application”),<sup>1</sup> requesting entry of an order approving on a final basis the fees and expenses incurred by The Law Office of Däna Wilkinson as local counsel to The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in their Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”) during the period of February 28, 2012 to August 23, 2012. The deadline to object to the Application was November 6, 2012 (the “Objection Deadline”). No objections to the Application were filed prior to the Objection Deadline.

Having reviewed the Application 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 to the Application have been filed; 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*

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.



*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. The Law Office of Däna Wilkinson is hereby allowed, on a final basis, compensation as an administrative expense claim against the Debtors' estates in the total sum of \$13,890.00, comprised of \$13,890.00 in fees and \$0.00 in expenses, for the time period of February 28, 2012 to August 23, 2012.
3. The Court hereby expressly approves the payment of sums already paid to The Law Office of Däna Wilkinson in accordance with the Monthly Compensation Order, as detailed in the Application, and The Law Office of Däna Wilkinson shall be paid the additional sum of \$3,060.00 in satisfaction of the unpaid amount of such approved fees and expenses.
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/ Dána Wilkinson  
Dána Wilkinson  
District Court I.D. No. 4663  
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-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  
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*Attorneys for the Debtors*