

Exhibit “B-2”

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ATTORNEY-CLIENT PRIVILEGED
TAX ID NO. 52-1237458

CCHG HOLDINGS, INC.
Attn: Timothy P. Cherry
3598 Highway 11
Travelers Rest, SC 29690

Client No.: 034172
Matter No.: 034172.00001

Invoice No. 809339
Invoice Date: May 7, 2012

FOR PROFESSIONAL SERVICES RENDERED through April 30, 2012
RE: RESTRUCTURING AND POSSIBLE BANKRUPTCY

* * * * * SUMMARY OF ACTIVITY * * * * *

Name	Hours Worked	Billed Per Hour	Bill Amount
M. Lange	21.10	680.00	14,348.00
G. Marsh	99.80	550.00	54,890.00
M. Levensgood	138.80	540.00	74,952.00
J. Blanco	5.50	480.00	2,640.00
B. Bates	128.00	425.00	54,400.00
J. Phillips	66.90	375.00	25,087.50
L.M. Hutchins	4.30	330.00	1,419.00
===== Total	===== 464.40	===== 	===== 227,736.50

TOTAL FEES: \$227,736.50

CHARGES:

COPY CHARGES	1,212.50
DELIVERY SERVICE/MESSENGER	80.29
LITIGATION SUPPORT VENDORS	592.00
LOCAL TRAVEL	15.00
LONG DISTANCE TELEPHONE	561.76
MEALS	671.38

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OTHER	2.27
OUT OF TOWN TRAVEL	1,046.20
WESTLAW RESEARCH	1,004.52

TOTAL CHARGES: \$ 5,185.92

T O T A L T H I S S T A T E M E N T : \$232,922.42

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DESCRIPTION OF SERVICES

Case Administration

04/02/12	G. Marsh	REVIEW E-MAILS.	.30
04/02/12	G. Marsh	TELEPHONE CONFERENCE WITH K. GOODMAN REGARDING STATUS.	.20
04/02/12	G. Marsh	PARTICIPATE IN BOARD UPDATE CALL.	.50
04/03/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK AND J. ALTER REGARDING STATUS.	.50
04/03/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.50
04/03/12	G. Marsh	REVIEW E-MAILS.	.50
04/03/12	G. Marsh	TELEPHONE DISCUSSION WITH J. PEGNIA REGARDING STATUS.	.50
04/03/12	G. Marsh	PREPARE FOR HEARING.	.50
04/03/12	J. Blanco	DISCLOSURE REVIEW.	.30
04/04/12	G. Marsh	WORK ON BRODY RESPONSE.	.50
04/04/12	G. Marsh	WORK ON TRANSACTION.	.80
04/05/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.30
04/05/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK REGARDING STATUS.	.30
04/05/12	G. Marsh	REVIEW AND REPLY TO E-MAIL FROM R. CHESLEY.	.30
04/05/12	G. Marsh	REVIEW E-MAIL FROM UTILITY COMPANY.	.30
04/05/12	G. Marsh	TELEPHONE CONFERENCE WITH R. CHESLEY REGARDING BIDDING PROCEDURES.	.50
04/05/12	G. Marsh	PREPARE FOR HEARING.	1.80
04/05/12	B. Bates	PREPARATION OF HEARING AGENDA MATERIALS FOR FIRST OMNIBUS HEARING.	.80
04/05/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH S. HORGAN REGARDING PREPARATION OF MONTHLY OPERATING REPORTS.	1.00
04/06/12	G. Marsh	PREPARE FOR HEARING.	2.00
04/06/12	B. Bates	FILE AND SERVE HEARING AGENDA.	.30
04/06/12	G. Marsh	REVIEW TERM SHEET.	.50
04/06/12	G. Marsh	TELEPHONE CONFERENCE WITH K. GOODMAN AND T. CHERRY REGARDING TERM SHEET.	.50

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04/06/12	B. Bates	PREPARE HEARING PRESENTATION MATERIALS FOR APRIL 10 OMNIBUS HEARING.	4.50
04/09/12	B. Bates	PREPARE FOR MEETINGS WITH DEBTOR REPRESENTATIVES AND CRO AT CORPORATE HEADQUARTERS.	.50
04/09/12	G. Marsh	PREPARE FOR 341 MEETING.	2.00
04/09/12	G. Marsh	REVIEW AND COMMENT ON STALKING HORSE TERM SHEET.	2.00
04/09/12	G. Marsh	WORK ON AUCTION PREPARATION.	2.00
04/09/12	G. Marsh	REVIEW LIST OF OPEN ITEMS TO ACCOMPLISH.	2.00
04/10/12	G. Marsh	PREPARE FOR AND ATTEND OMNIBUS HEARING.	2.50
04/10/12	G. Marsh	MEET WITH J. ALTER.	.50
04/10/12	G. Marsh	MEET WITH A. COOPER.	1.00
04/10/12	G. Marsh	MEET WITH S. DUBY.	.30
04/10/12	G. Marsh	MEET WITH G. CLARK AND J. KUNKEL.	.50
04/10/12	G. Marsh	MEET WITH D. BLECK AND M. SLADE.	1.00
04/10/12	G. Marsh	WORK ON TRANSACTION.	2.20
04/10/12	B. Bates	FINAL PREPARATION FOR AND ATTENDANCE AT FIRST OMNIBUS HEARING IN COLUMBIA, SOUTH CAROLINA.	4.00
04/11/12	J. Blanco	REVIEW OF MATERIALS AND UPDATE CONFERENCE WITH J. PHILLIPS;	.50
04/11/12	J. Phillips	PREPARE FOR TERM SHEET REVIEW. DISCUSS BANKRUPTCY CASE AND NEXT STEPS WITH G. MARSH (1.5); WORK ON EXECUTORY CONTRACTS AND CURE COSTS SUMMARY SCHEDULE INCLUDING REVIEWING VARIOUS CONTRACTS FOR SAME (5.9).	7.40
04/11/12	G. Marsh	PREPARE FOR AND MEET WITH NATURES FIRST REGARDING THEIR BID.	3.00
04/11/12	G. Marsh	TELEPHONE DISCUSSION WITH G. LEVY REGARDING HIS CONCERNS REGARDING BIDDING PROCESS.	.50
04/11/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING SAME.	.50
04/11/12	G. Marsh	WORK ON AUCTION PROCESS.	1.50
04/12/12	G. Marsh	ADDRESS G. LEVY'S E-MAIL.	.30
04/12/12	G. Marsh	TELEPHONE DISCUSSION WITH L. BARR REGARDING BIDDING STATUS.	.50
04/12/12	G. Marsh	TELEPHONE DISCUSSION WITH J. ALTER REGARDING BIDDING STATUS.	.50

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04/12/12	G. Marsh	TELEPHONE DISCUSSION WITH D. BLECK REGARDING AUCTION.	.50
04/12/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.50
04/12/12	J. Phillips	REVIEW CONFIDENTIALITY AGREEMENTS FOR POTENTIAL BIDDER (.4) AND PROVIDE SUMMARY OF RECOMMENDATIONS REGARDING SAME (.3); TELEPHONE CALL WITH DEBTORS AND INDENTURE TRUSTEE TO DISCUSS BIDDING PROCESS (.9); CONTINUE WORKING ON EXECUTORY CONTRACTS AND CURE COSTS SUMMARY SCHEDULE INCLUDING REVIEWING VARIOUS CONTRACTS FOR SAME (4.5); TELEPHONE CALL WITH DEBTOR MANAGEMENT TEAM TO DISCUSS EXECUTORY CONTRACTS AND CURE COSTS SUMMARY SCHEDULE (.8).	6.90
04/12/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING ACTION ITEMS AND BIDDING MATTERS.	.70
04/12/12	B. Bates	ANALYSIS REGARDING PREPARATION OF MONTHLY OPERATING REPORT.	.60
04/12/12	B. Bates	COMMUNICATIONS REGARDING IRS EIN ISSUE.	.20
04/12/12	B. Bates	REVISE AND CIRCULATE WORKING GROUP ACTION LIST.	.50
04/13/12	B. Bates	MEETING WITH LOCAL COUNSEL REGARDING BIDDING MATTERS.	1.00
04/13/12	G. Marsh	E-MAILS TO W. EDMONSON.	.40
04/13/12	G. Marsh	E-MAILS TO S. DUBY.	.40
04/13/12	G. Marsh	E-MAILS TO A. COOPER.	.40
04/13/12	G. Marsh	E-MAILS TO A. WEISS AND J. MONAHAN.	.50
04/13/12	G. Marsh	E-MAILS TO R. CHESLEY.	.50
04/13/12	G. Marsh	WORK ON AUCTION BIDDING PROCESS.	3.00
04/13/12	G. Marsh	MEET WITH J. PHILLIPS.	.50
04/13/12	G. Marsh	DISCUSS OUTCOME OF 341 MEETING.	.50
04/16/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING FIRST MEETING OF CREDITORS AND STATUS OF BIDDING (.4); REVIEW B. BATES LIST OF ACTION ITEMS (.3); LEGAL RESEARCH REGARDING IMPACT OF SECTION 108 ON STATE LAW MECHANIC'S	3.60

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		LIEN REQUIREMENTS WHERE THE PARTY ASSERTING THE LIEN IS A DEBTOR IN BANKRUPTCY (1.3); REVIEW OF MECHANICS LIENS FILED AGAINST AND BY THE DEBTORS (1.4); CONFERENCE WITH B. BATES (.2).	
04/16/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PREPARATION OF MONTHLY OPERATING REPORT.	2.10
04/16/12	B. Bates	COMMUNICATIONS WITH S. HORGAN AND ANALYSIS REGARDING 341 MEETING FOLLOW-UP QUESTIONS.	.90
04/16/12	J. Blanco	WORK ON STRATEGY; REVIEW MATERIAL.	1.80
04/17/12	G. Marsh	REVIEW VARIOUS BIDDING SUBMISSIONS TO PREPARE FOR AUCTION.	2.00
04/17/12	J. Blanco	REVIEW BID MATERIALS/SUBMISSIONS; CALL WITH J. PHILLIPS.	2.60
04/17/12	B. Bates	COMMUNICATIONS REGARDING POTENTIAL AMENDMENTS TO SCHEDULES AND SOFAS.	.50
04/17/12	B. Bates	REVIEW AND ANALYSIS WITH D. MCADA REGARDING MONTHLY OPERATING REPORT MATERIALS.	3.20
04/18/12	B. Bates	FINALIZE REVIEW AND ANALYSIS WITH D. MCADA AND S. HORGAN REGARDING PREPARATION OF MONTHLY OPERATING REPORT MATERIALS.	2.90
04/18/12	M. Levensgood	CONFERENCE WITH B. BATES REGARDING QUESTIONS ABOUT FIRST MONTHLY OPERATING REPORT.	.70
04/18/12	G. Marsh	REVIEW D. TUCKER DEMAND LETTER.	.50
04/18/12	G. Marsh	DISCUSS SAME WITH K. GOODMAN AND T. CHERRY.	.50
04/18/12	G. Marsh	WORK WITH BIDDERS.	2.00
04/18/12	G. Marsh	RESPOND TO MEMBER CALLS.	1.50
04/19/12	G. Marsh	MEET WITH INDENTURE TRUSTEE AND NEGOTIATION COMMITTEE.	3.00
04/19/12	G. Marsh	REVIEW AND REPLY TO E-MAILS AND CALLS FROM MEMBERS.	1.00
04/19/12	J. Blanco	UPDATE AND NEXT STEPS.	.30
04/19/12	M. Levensgood	CONFERENCES WITH B. BATES REGARDING REVIEW OF AND REVISIONS TO FIRST MONTHLY OPERATING REPORT.	.40
04/19/12	B. Bates	COMMUNICATIONS WITH IRS, M. CAMPBELL AND R. LOVE REGARDING EIN FOR HIGH CAROLINA.	.60

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04/20/12	B. Bates	COMMUNICATIONS WITH IRS AND M. CAMPBELL REGARDING HIGH CAROLINA EIN.	.70
04/20/12	B. Bates	UPDATE WORKING GROUP ACTION LIST.	.20
04/20/12	G. Marsh	TELEPHONE DISCUSSION WITH A. COOPER REGARDING AUCTION.	.50
04/20/12	G. Marsh	CORRESPONDENCE TO NOTEHOLDER.	.50
04/20/12	G. Marsh	TELEPHONE DISCUSSION WITH L. RIFKIN REGARDING STATUS.	.30
04/20/12	G. Marsh	CORRESPONDENCE TO D. TUCKER REGARDING ALLEGATIONS.	1.00
04/20/12	G. Marsh	PREPARE FOR MEETINGS.	2.70
04/20/12	G. Marsh	REVIEW COMMITTEE BILLS AND WHYCE LAW FIRM BILL.	1.00
04/20/12	M. Levengood	CONFERENCE WITH G. MARSH AND B. BATES REGARDING MEETING PREPARATION (.2); CONFERENCE WITH DTI REGARDING PRINTING OF PLATS ON DISPLAY BOARDS (.1); TELEPHONE CONFERENCE WITH DTI REGARDING WALNUT COVE PLAT (.1); PREPARE EMAIL TO CLIENT REGARDING NEED FOR REPLACEMENT FILE (.1); REVIEW EMAIL FROM K. GOODMAN AND REVIEW AND FORWARD EMAIL FROM CLIENT TO DTI (.1).	.60
04/23/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PREPARATION OF BUSINESS INCOME AND EXPENSE FORM.	.50
04/23/12	M. Lange	RECEIVE AND REVIEW DRAFT PLAN OF REORGANIZATION AND DISCLOSURE STATEMENT FOR M. LEVENGOOD; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING QUESTIONS; BEGIN DRAFTING TAX DISCLOSURES.	6.80
04/24/12	M. Lange	DRAFTING TAX SECTION OF DISCLOSURE STATEMENT BASED ON DRAFT PLAN OF REORGANIZATION; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING PPM AND INDENTURE FOR \$64 MILLION OF NOTES FROM CLUB MEMBERS; REVIEW TAX DISCLOSURES IN SAME AND ADDITIONAL DRAFTING OF TAX DISCLOSURES.	7.00
04/24/12	B. Bates	FINALIZE AND FILE BMC NOTICE LIST.	.30

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04/24/12	B. Bates	COMMUNICATIONS WITH DEBTORS REGARDING SOFA AMENDMENT AND DEBTORS' RECORDS.	.40
04/24/12	B. Bates	COMMUNICATIONS WITH G. MARSH AND M. LEVENGOOD REGARDING YESTERDAY'S ALL HANDS MEETING AND GO-FORWARD ACTION ITEMS.	1.60
04/24/12	G. Marsh	TELEPHONE DISCUSSION WITH VARIOUS MEMBERS REGARDING THE PROOF OF CLAIM FORM.	1.00
04/24/12	G. Marsh	WORK ON NEGOTIATIONS WITH NOTEHOLDERS AND COMMUNICATE WITH K. GOODMAN.	2.00
04/24/12	M. Levengood	CONFERENCE WITH G. MARSH AND B. BATES REGARDING NEGOTIATIONS (.9); TELEPHONE CONFERENCE WITH K. GOODMAN, DEBTORS' BOARD OF DIRECTORS AND G. MARSH REGARDING DEVELOPMENTS AND STRATEGY FOR CONCLUDING PLAN NEGOTIATIONS (.8); REVIEW OUTLINE OF PENDING TASKS IN PREPARATION FOR CONFERENCE CALL WITH CLIENT TOMORROW (.4).	2.10
04/25/12	M. Levengood	REVIEW EMAIL AND ATTACHMENT FROM M. CAMPBELL REGARDING WHITMIRE LAWSUIT (.3); REVIEW EMAIL FROM T. CHERRY (.1); PREPARE FOR CONFERENCE WITH CLIENT, CRO AND COUNSEL REGARDING ACTION ITEMS (1.1); CONFERENCE WITH K. GOODMAN, J. PEGNIA, S. HORGAN, T. CHERRY, D. MCADA, M. CAMPBELL, G. MARSH AND B. BATES (1.2); FOLLOW UP CONFERENCE WITH G. MARSH AND B. BATES (.4); TELEPHONE CONFERENCE WITH T. CHERRY REGARDING POSSIBLE GLOBAL RESOLUTION MATTERS (.3); TELEPHONE CONFERENCE WITH D. WILKINSON (.3); REVIEW AND REVISE 546(B) NOTICE (.3); CONFERENCE WITH B. BATES (.1).	4.10
04/25/12	B. Bates	REVIEW AND REVISE WORKING GROUP ACTION LIST.	.20
04/25/12	B. Bates	CONFERENCE CALL WITH WORKING GROUP REGARDING ACTION ITEMS.	1.30

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04/25/12	M. Lange	ADDITIONAL DRAFTING OF TAX DISCLOSURES AND DRAFTING A LIST OF TAX QUESTIONS FOR DEBTORS TO ASSIST IN COMPLETING A DRAFT OF THE TAX DISCLOSURES; TELEPHONE CONFERENCE WITH M. LEVENGOOD REGARDING SAME.	4.00
04/26/12	M. Lange	MEETING WITH M. LEVENGOOD AT 10:00 A.M. TO GO OVER PROPOSED PLAN OF REORGANIZATION AND RELATED MATTERS TO ASSIST IN DRAFTING TAX DISCLOSURES FOR INCLUSION IN THE BANKRUPTCY DISCLOSURE STATEMENT FOR THE PLAN; PARTICIPATE IN TAX CALL WITH T. CHERRY, G. MARSH AND M. LEVENGOOD TO DISCUSS TAX ISSUES IN THE PROPOSED PLAN.	3.30
04/26/12	M. Levengood	REVIEW REPORT ON BIDDING PROCESS (.4); CONFERENCE WITH B. BATES REGARDING REVISIONS TO REPORT (.1); REVIEW EMAILS FROM CRO REGARDING STATUS OF PLAN NEGOTIATIONS (.1); CONFERENCE WITH G. MARSH (.1); REVIEW AND REPLY TO EMAILS FROM J. PEGNIA AND T. CHERRY (.2)	.90
04/26/12	G. Marsh	REVIEW REPORT ON BIDDING PROCESS.	2.00
04/26/12	G. Marsh	REVIEW MOTION TO EXTEND TIME.	1.00
04/26/12	G. Marsh	REVIEW LETTER RESPONDING TO WHITMIRE LAWSUIT.	1.00
04/26/12	G. Marsh	PARTICIPATE IN CONFERENCE CALLS REGARDING PROPOSED TRANSACTION.	2.00
04/27/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING PLAN PROVISIONS AND NEGOTIATIONS IN PREPARATION FOR CONFERENCE CALL WITH COUNSEL FOR PLAN SPONSOR AND INDENTURE TRUSTEE REGARDING ACTION ITEMS (.9); CONFERENCE WITH J. PHILLIPS AND G. MARSH REGARDING CONFERENCE CALL WITH COUNSEL (.2); PARTICIPATE IN CONFERENCE CALL WITH COUNSEL FOR PLAN SPONSOR, INDENTURE TRUSTEE AND CRO REGARDING DOCUMENTS NEEDED IN PLAN CONFIRMATION PROCESS AND ASSIGNMENT OF RESPONSIBILITIES FOR DRAFTING SAME (.6); REVIEW EMAILS REGARDING PLAN DOCUMENTS	2.40

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		CHECKLISTS (.2); REVIEW EMAIL FROM G. LEVY (.1); CONFERENCE WITH G. MARSH REGARDING CALL TO G. LEVY (.1); TELEPHONE CONFERENCE WITH G. MARSH AND G. LEVY (.2); REVIEW EMAILS FROM CRO (.1).	
04/27/12	G. Marsh	TELEPHONE DISCUSSION WITH J. ALTER REGARDING STATUS.	.50
04/27/12	G. Marsh	TELEPHONE DISCUSSION WITH G. LEAVY REGARDING STATUS.	.50
04/27/12	G. Marsh	PREPARE FOR AND PARTICIPATE IN CALL WITH COUNSEL FOR CLIFFS PARTNERS AND TRUSTEE.	1.50
04/27/12	G. Marsh	PARTICIPATE IN CALLS WITH CRO.	1.30
04/27/12	B. Bates	PREPARE, FILE AND SERVE NOTICE OF HEARING ON LEASE MOTION AND BIDDING PROCESS STATUS REPORT.	.50
04/27/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING DIP BUDGET.	.50
04/30/12	B. Bates	COMMUNICATIONS WITH SYNOVUS COUNSEL REGARDING BANKRUPTCY CASE.	.30
04/30/12	B. Bates	MEETING WITH G. MARSH AND M. LEVENGOOD REGARDING ACTION ITEMS.	.70
04/30/12	G. Marsh	TELEPHONE DISCUSSION WITH J. ALTER REGARDING STATUS.	.20
04/30/12	G. Marsh	TELEPHONE DISCUSSION WITH K. GOODMAN REGARDING STATUS.	.30
04/30/12	G. Marsh	REVIEW AND REPLY TO E-MAILS.	.50
SUBTOTAL FOR B110			158.80
Asset Analysis and Recovery			
04/17/12	M. Levengood	LEGAL RESEARCH REGARDING MECHANIC'S LIENS.	2.10
04/19/12	B. Bates	COMMUNICATIONS WITH M. LEVENGOOD REGARDING STATEMENTS OF FINANCIAL AFFAIRS.	.40
04/19/12	M. Levengood	CONTINUED LEGAL RESEARCH REGARDING MECHANIC'S LIENS (1.2); REVIEW MATERIALS REGARDING KEOWEE FALLS INVESTMENT GROUP BANKRUPTCY FILING (.4); CONFERENCE WITH B. BATES REGARDING STRATEGY (.2).	1.80
04/27/12	B. Bates	REVIEW AND ANALYSIS OF SCHEDULE B ASSETS.	.80

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SUBTOTAL FOR B120		5.10
Asset Disposition		
04/02/12 B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PREPARATION OF APA SCHEDULES.	2.00
04/02/12 J. Phillips	TELEPHONE CALL WITH M. CAMPBELL REGARDING DEBTOR PERMITS (.4); REVIEW AND MODIFY PERMITS SCHEDULE ACCORDINGLY (1.0); DISCUSSION WITH B. BATES REGARDING APA SCHEDULES (.4); EDIT AND UPDATE APA SCHEDULES ACCORDINGLY (1.5); REVIEW AND PREPARE MECHANIC'S LIEN SCHEDULE (1.0); PREPARE E-MAIL UPDATE OF SCHEDULE STATUS FOR INTERNAL DEBTOR GROUP (.5).	4.80
04/03/12 J. Phillips	TELEPHONE CALL WITH M. CAMPBELL AND S. CHOY TO DISCUSS EMPLOYEE BENEFIT PLANS (.5); DISCUSS SAME WITH S. CHOY (.3); REVIEW COMMENTS ON SCHEDULES PROVIDED BY M. CAMPBELL (.5); EDIT AND UPDATE SCHEDULES ACCORDINGLY (.7); TELEPHONE CALL WITH S. HORGAN REGARDING SCHEDULES (.2).	2.20
04/03/12 B. Bates	CONTINUED PREPARATION OF APA SCHEDULES.	.30
04/04/12 J. Phillips	PREPARE ASSET PURCHASE AGREEMENT FOR POTENTIAL BIDDER (.3); REVIEW SCHEDULE ATTACHMENTS (.4).	.70
04/04/12 B. Bates	COMMUNICATIONS WITH J. PEGNIA REGARDING BID DEADLINE DATES.	.60
04/05/12 J. Phillips	PREPARE SUMMARY AND TIMELINE OF BIDDING PROCEDURES FOR POTENTIAL BIDDERS (2.0); TELEPHONE CALLS AND CORRESPONDENCE WITH G. MARSH REGARDING SAME (.5); REVIEW VARIOUS DOCUMENTS RELATED TO INTELLECTUAL PROPERTY (3.2); DISCUSSIONS WITH M. LEVENGOOD AND B. BATES REGARDING ASSUMPTION AND ASSIGNMENT OF CONTRACTS (.4).	6.10

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04/06/12	J. Phillips	REVIEW VARIOUS INTELLECTUAL PROPERTY AGREEMENTS (.8); PREPARE TIMELINE AND SUMMARY OF INTELLECTUAL PROPERTY POSITION (2.5); REVIEW AMENDMENT TO CARLILE TERM SHEET (2.1); PREPARE ISSUES LIST REGARDING SAME (2.4); TELEPHONE CALL WITH G. MARSH REGARDING TRANSACTION ISSUES (.4).	8.20
04/09/12	J. Phillips	CONFERENCE CALL WITH MANAGEMENT TEAM AND G. MARSH TO DISCUSS AMENDED TERM SHEET (1.0); EDIT AND UPDATE TERM SHEET ACCORDINGLY (1.2); FOLLOW UP CALLS REGARDING TERM SHEET (.4); SEND UPDATED DRAFT OF TERM SHEET TO POTENTIAL BIDDER AND INDENTURE TRUSTEE (.3); WORK ON SCHEDULE OF EXECUTORY CONTRACTS AND CURE COSTS (.8).	3.70
04/09/12	B. Bates	MEETINGS AND COMMUNICATIONS WITH BIDDERS AND CREDITORS AT CORPORATE HEADQUARTERS.	3.50
04/09/12	B. Bates	MEETING WITH CRO AND T. CHERRY REGARDING BIDDING MATTERS.	1.00
04/10/12	J. Phillips	CONFERENCE CALL WITH THE CLIFFS TEAM TO DISCUSS CONTRACTS SCHEDULE (.5); TELEPHONE CALL WITH M. CAMPBELL TO DISCUSS SAME (.3); BEGIN PREPARING CONTRACTS SCHEDULE (3.5).	4.30
04/11/12	M. Levengood	TELEPHONE CONFERENCE WITH G. MARSH REGARDING BIDDING PROCESS DEVELOPMENTS	.20
04/11/12	B. Bates	BREAKFAST MEETING WITH NATURES FIRST REGARDING POTENTIAL BID FOR PLAN SPONSOR RIGHTS.	3.00
04/12/12	B. Bates	COMMUNICATIONS REGARDING WIRE INSTRUCTIONS.	.40
04/12/12	B. Bates	CONFERENCE CALL WITH J. PHILLIPS, D. MCADA, S. HORGAN AND M. CAMPBELL REGARDING APA SCHEDULES.	.90

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04/13/12	J. Phillips	TELEPHONE CALL WITH INDENTURE TRUSTEE'S COUNSEL AND DEBTOR'S COUNSEL REGARDING BIDS (.5); UPDATE CONTRACTS SCHEDULE WITH INFORMATION FROM MANAGEMENT (1.0); MEETING WITH G. MARSH TO DISCUSS BANKRUPTCY MATTERS (.5).	2.00
04/13/12	B. Bates	REVIEW BID MATERIALS SUBMITTED.	.60
04/14/12	B. Bates	REVIEW BID MATERIALS SUBMITTED.	1.40
04/16/12	J. Phillips	REVIEW BID SETS PROVIDED BY QUALIFIED BIDDERS (5.0); PREPARE COMPARATIVE BID SUMMARIES FOR REFERENCE PURPOSES (3.5); DISCUSSION WITH J. BLANCO REGARDING SAME (.5).	9.00
04/16/12	B. Bates	CONFER WITH G. MARSH AND M. LEVENGOOD REGARDING STATUS OF BIDS.	1.20
04/17/12	M. Levengood	REVIEW BIDDING MATERIALS (2.1); CONFERENCE WITH G. MARSH (.2).	2.30
04/17/12	J. Phillips	REVIEW COMMENTS TO EXECUTORY CONTRACTS SCHEDULE PROVIDED BY D. MCADA (.7); UPDATE EXECUTORY CONTRACTS SCHEDULE ACCORDINGLY (.5); REVIEW SPECIAL MEMBERSHIP RIGHTS SCHEDULE PROVIDED BY M. CAMPBELL (.5); INCORPORATE INTO EXECUTORY CONTRACTS SCHEDULE (.7); DISCUSS BANKRUPTCY CASE STATUS AND NEXT STEPS WITH G. MARSH (.5).	2.90
04/18/12	J. Phillips	PREPARE EXIT COSTS SUMMARY (.8); DISCUSS WITH G. MARSH (.3); UPDATE EXECUTORY CONTRACTS SCHEDULE (.8).	1.90
04/18/12	B. Bates	PREPARE FOR MONDAY'S AUCTION.	.60
04/20/12	B. Bates	INITIAL DRAFTING OF STATUS REPORT ON BIDDING PROCESS.	1.10
04/22/12	B. Bates	REVIEW AND REVISE STATUS REPORT ON BIDDING PROCESS.	.90
04/23/12	J. Phillips	REVIEW CONTRACTS LISTING FOR NONRESIDENTIAL LEASES WITH NONAFFILIATES (.4); CORRESPONDENCE WITH B. BATES REGARDING SAME (.3).	.70
04/23/12	M. Levengood	TELEPHONE CONFERENCE WITH K. GOODMAN (.1); TELEPHONE CONFERENCE WITH K. GOODMAN AND G. MARSH (.2); REVIEW PLATS FOR DISPLAY DURING NEGOTIATIONS (.2) SEVERAL	2.10

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		CONFERENCES WITH DEBTORS' BOARD OF DIRECTORS, COUNSEL FOR COMMITTEE, COUNSEL FOR INDENTURE TRUSTEE AND COUNSEL FOR PLAN SPONSOR REGARDING PLAN SPONSOR BID (1.2); CONFERENCES WITH G. MARSH (.4).	
04/24/12	J. Phillips	REVIEW NONRESIDENTIAL AFFILIATE LEASES FOR B. BANKRUPTCY.	.40
04/26/12	J. Phillips	REVIEW TRANSACTION STRUCTURE (.3); TELEPHONE CALL WITH K. GOODMAN REGARDING SAME (.2); MEETING WITH G. MARSH AND M. LEVENGOOD TO DISCUSS DEAL ISSUES AND STRUCTURE (1.0).	1.50
04/27/12	J. Phillips	TELEPHONE CALL WITH ALL ATTORNEYS TO DISCUSS DOCUMENT PREPARATION (.6); DISCUSS SAME WITH M. LEVENGOOD AND G. MARSH (.4); TELEPHONE CALL WITH E. MENZIE REGARDING LICENSE TRANSFER (.3); GATHER AND REVIEW DUE DILIGENCE DOCUMENTS FOR SAME (.9); RESEARCH REGARDING SAME (1.0); REVIEW LIST OF DOCUMENTS TO BE PREPARED BY PARTIES (.3); PROVIDE COMMENTS ON SAME (.3); REVIEW UPDATED LIST OF EXECUTORY CONTRACTS PROVIDED BY MANAGEMENT (.4).	4.20
SUBTOTAL FOR B130			74.70
Relief from Stay/Adequate Protection			
04/05/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING UTILITY PROVIDER DEMANDS.	.80
04/09/12	B. Bates	COMMUNICATIONS WITH UTILITY PROVIDER REGARDING ADEQUATE PROTECTION.	.50
04/27/12	B. Bates	COMMUNICATIONS REGARDING PROGRESS ENERGY ISSUES.	.40
SUBTOTAL FOR B140			1.70
Meetings and Comms. with Creditors			
04/02/12	B. Bates	PHONE CALL WITH CREDITOR REGARDING RESIGNED MEMBER CLAIM.	.10

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04/05/12	B. Bates	COMMUNICATIONS WITH COMMITTEE COUNSEL AND G. MARSH REGARDING BIDDING NEGOTIATIONS AND M. BRODY MATTER.	.50
04/09/12	B. Bates	MEETING WITH T. CHERRY, D. MCADA AND K. GOODMAN IN PREPARATION FOR 341 MEETING OF CREDITORS.	1.50
04/10/12	B. Bates	MEETINGS AT CORPORATE HEADQUARTERS WITH POTENTIAL BIDDERS AND CREDITORS.	2.50
04/10/12	B. Bates	MEETING WITH INDENTURE TRUSTEE AND COUNSEL D. BLECK.	1.50
04/10/12	M. Levengood	REVIEW EMAILS REGARDING PREPARATION FOR 341 MEETINGS (.2); TELEPHONE CONFERENCE WITH T. CHERRY REGARDING WITNESS PREPARATION	.40
04/12/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH T. CHERRY, D. MCADA AND M. LEVENGOD REGARDING 341 MEETING.	1.40
04/12/12	M. Levengood	CONFERENCE WITH G. MARSH AND B. BATES REGARDING PREPARATION FOR FIRST MEETING OF CREDITORS (.4); TELEPHONE CONFERENCE WITH B. BATES AND T. CHERRY (.4)	.80
04/13/12	B. Bates	ATTEND MEETING OF CREDITORS IN RELATED BANKRUPTCY CASE.	1.00
04/13/12	B. Bates	PREPARE FOR AND ATTEND MEETING OF CREDITORS IN SPARTANBURG, SOUTH CAROLINA.	5.00
04/13/12	M. Levengood	TRAVEL FROM ATLANTA TO SPARTANBURG WITH B. BATES AND CONFERENCES WITH B. BATES IN PREPARATION FOR FIRST MEETING OF CREDITORS FOR DEBTORS (2.7); ATTEND FIRST MEETING OF CREDITORS OF FALLS INVESTMENT DEBTOR (.5); TELEPHONE CONFERENCE WITH D. WILKINSON (.1); CONFERENCE WITH D. WILKINSON (.6); ATTEND FIRST MEETING OF CREDITORS OF DEBTORS (1.7); RETURN TO ATLANTA AND CONFERENCE WITH B. BATES REGARDING NEXT STEPS AND TELEPHONE CONFERENCE WITH G. MARSH REGARDING BIDDING DEVELOPMENTS (2.4).	8.00
04/18/12	B. Bates	PHONE CALLS WITH CREDITORS REGARDING BAR DATE NOTICE.	.60

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04/18/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING CREDITOR COMMUNICATIONS (.2); REVIEW EMAIL FROM D. TUCKER FORWARDED BY K. GOODMAN (.3); TELEPHONE CONFERENCE WITH G. MARSH REGARDING REPLY TO D. TUCKER (.2); PREPARE DRAFT REPLY FOR K. GOODMAN TO D. TUCKER LETTER (1.2); CONFERENCE WITH G. MARSH (.1); REVIEW AND REVISE DRAFT (.1); PREPARE EMAIL TO G. MARSH REGARDING PDF OF LETTER AND ATTACHMENTS (.1).	2.20
04/19/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM G. MARSH (.1); REVIEW EMAIL FROM T. CHERRY (.1); PREPARE EMAIL TO T. CHERRY, G. MARSH AND K. GOODMAN (.2); REVIEW AND REVISE DRAFT REPLY LETTER TO D. TUCKER (.3); TELEPHONE CONFERENCE WITH G. MARSH REGARDING UNWINDING OF SALE LEASEBACK TRANSACTION IN 2011 (.3); PREPARE EMAIL TO M. CAMPBELL (.1); TELEPHONE CONFERENCE WITH M. CAMPBELL (.2); TELEPHONE CALLS TO T. CHERRY (.1); ELECTRONIC RESEARCH (.4); PREPARE EMAIL TO G. MARSH AND K. GOODMAN (.2) TELEPHONE CONFERENCE WITH G. MARSH AND K. GOODMAN (.1); REVIEW AND REVISE REPLY LETTER TO D. TUCKER (.2); TELEPHONE CONFERENCE WITH B. BATES (.2); REVIEW SOFAS (.2); PREPARE EMAIL TO G. MARSH (.1); REVIEW AND REPLY TO EMAIL FROM T. CHERRY (.1); TELEPHONE CONFERENCES WITH SEVERAL CREDITORS REGARDING PROOF OF CLAIM PACKAGE RECEIVED BY THEM (.4).	3.30
04/19/12	B. Bates	PHONE CALLS WITH CREDITORS REGARDING FILING PROOFS OF CLAIM.	1.30
04/20/12	B. Bates	PHONE CALLS WITH CREDITORS REGARDING BAR DATE NOTICE MATERIALS.	1.30

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04/20/12	M. Levengood	REVIEW AND REPLY TO EMAIL FROM G. MARSH (.2); PREPARE REVISION TO LETTER TO D. TUCKER (.1); CONFERENCE WITH G. MARSH (.1); TELEPHONE CONFERENCE WITH T. CHERRY (.4); CONFERENCE WITH G. MARSH (.2); REVIEW AND REVISE LETTER TO D. TUCKER (.2).	1.20
04/23/12	B. Bates	PHONE CALLS WITH CREDITORS REGARDING BAR DATE MATERIALS.	.50
04/25/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIM ISSUES.	.50
04/26/12	B. Bates	COMMUNICATIONS WITH CANDO AND COUNSEL REGARDING CLAIM.	.50
04/26/12	B. Bates	COMMUNICATIONS WITH CREDITORS REGARDING CLAIMS.	.80
04/30/12	M. Levengood	SEVERAL TELEPHONE CONFERENCES WITH CREDITORS REGARDING STATUS OF CASE AND PROOF OF CLAIM NOTICE.	.40
SUBTOTAL FOR B150			35.30
Fee/Employment Applications			
04/03/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING PROFESSIONAL INVOICES.	.40
04/04/12	B. Bates	LEGAL RESEARCH REGARDING AND PREPARATION OF ORDINARY COURSE PROFESSIONAL AFFIDAVITS.	1.50
04/04/12	B. Bates	REVIEW GGG INVOICES.	.20
04/16/12	B. Bates	COMMUNICATIONS WITH POTENTIAL ORDINARY COURSE PROFESSIONALS.	1.00
04/17/12	B. Bates	COMMUNICATIONS REGARDING PAYMENT OF PROFESSIONAL FEE INVOICES.	.50
04/19/12	M. Levengood	REVIEW EMAIL FROM L. BARR (.1); CONFERENCE WITH B. BATES AND PREPARE RESPONSE TO L. BARR (.1)	.20
04/23/12	B. Bates	COMMUNICATIONS WITH D. MCADA REGARDING PROFESSIONAL FEE INVOICES.	.50
04/27/12	B. Bates	REVIEW T. CHERRY INDEPENDENT CONTRACTOR AGREEMENT.	.20
SUBTOTAL FOR B160			4.50
Avoidance Action Analysis			
04/22/12	B. Bates	COMMUNICATIONS AND ANALYSIS WITH S. HORGAN REGARDING PREFERENCE ANALYSIS.	.40

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04/23/12	B. Bates	LEGAL RESEARCH REGARDING FOURTH	.80
04/30/12	B. Bates	CIRCUIT PREFERENCE ANALYSIS. COMMUNICATIONS AND ANALYSIS WITH S. HORGAN REGARDING PREFERENCE ANALYSIS.	1.50
SUBTOTAL FOR B180			2.70
Assumption/Rejection of Leases and Contracts			
04/12/12	B. Bates	REVIEW COMMUNICATIONS REGARDING LEASES.	.30
04/17/12	M. Levensgood	REVIEW AND RESPOND TO EMAILS FROM K. GOODMAN REGARDING IT CONTRACT ASSIGNMENT (.3); REVIEW MATERIALS REGARDING IT CONTRACT (.2); REVIEW EXECUTORY CONTRACTS (.3); REVIEW EMAIL FROM K. GOODMAN REGARDING POST PETITION RECOGNITION OF PREPETITION DUES CREDITS (.4).	1.20
04/19/12	B. Bates	DRAFT MOTION TO EXTEND TIME TO ASSUME OR REJECT LEASES.	1.40
04/24/12	B. Bates	REVIEW AND REVISE MOTION TO EXTEND TIME TO ASSUME OR REJECT UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES.	1.40
04/25/12	B. Bates	REVIEW PREPETITION EMPLOYEE DEFERRED COMPENSATION AGREEMENTS.	.50
04/25/12	B. Bates	FINAL REVISIONS AND ANALYSIS TO LEASE EXTENSION MOTION.	1.30
04/25/12	B. Bates	ANALYSIS REGARDING HONORARY MEMBERSHIP DEALS.	.70
04/25/12	M. Levensgood	REVIEW MOTION TO EXTEND TIME TO ASSUME OR REJECT LEASES.	.20
04/26/12	B. Bates	FINALIZE AND FILE LEASE EXTENSION MOTION.	.80
04/27/12	B. Bates	REVIEW AND ANALYSIS OF EXECUTORY CONTRACTS.	.80
04/30/12	B. Bates	ANALYSIS REGARDING EXECUTORY CONTRACT CURE AMOUNTS AND TRADE CLAIMS.	.80
SUBTOTAL FOR B185			9.40
Other Contested Matters			
04/03/12	B. Bates	DRAFT RESPONSE TO M. BRODY LETTER/MOTION.	2.40
04/04/12	B. Bates	FINALIZE RESPONSE TO M. BRODY LETTER/MOTION.	1.20

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04/04/12	M. Levengood	REVIEW DRAFT REPLY TO HERB LETTER (.2); CONFERENCE WITH B. BATES REGARDING REPLY (.1)	.30
04/18/12	M. Levengood	REVIEW DEBTOR MATERIALS REGARDING MECHANIC'S AND MATERIALMAN'S LIENS (2.4); CONFERENCE WITH G. MARSH REGARDING 546(B) NOTICE (.3); REVIEW AND REVISE 546(B) NOTICE (.4).	3.10
04/20/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING MECHANIC'S AND MATERIALMAN'S LIEN REVIEW (.3); PREPARE CHART OF MECHANICS LIENS INCLUDING REVIEW OF DEBTOR DOCUMENTS (2.9); PREPARE EMAIL TO G. MARSH (.1); TELEPHONE CONFERENCE WITH G. MARSH (.1); REVIEW AND REVISE CHART (.4); LEGAL RESEARCH REGARDING SOUTH CAROLINA AND FOURTH CIRCUIT PRECEDENTS (.8). FILE KFIG MECHANICS LIEN NOTICE.	4.60
04/25/12	B. Bates	INITIAL ANALYSIS REGARDING WHITMIRE LAWSUIT.	.30
04/25/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING TITLE POLICIES.	.30
04/25/12	B. Bates	DRAFT LETTER IN RESPONSE TO WHITMIRE LAWSUIT.	.20
04/26/12	B. Bates	TELEPHONE CONFERENCE WITH T. CHERRY REGARDING MECHANICS LEIN REVIEW AND RELATED MATTERS.	3.00
04/26/12	M. Levengood		.20
SUBTOTAL FOR B190 Employee Benefits/Pensions			15.60
04/17/12	L.M. Hutchins	REVIEW NEW DOCUMENTS IN HUMAN RESOURCES DATA ROOM FOLDER AND PREPARE SUMMARY OF ACTION ITEMS NEEDED TO WIND DOWN AND TERMINATE BENEFIT PLANS AND PROGRAMS.	.30
04/19/12	L.M. Hutchins	PREPARE INVENTORY OF EMPLOYEE BENEFIT PLANS AND STEPS TO TERMINATE.	.50
04/20/12	L.M. Hutchins	PREPARE INVENTORY OF PLANS AND ACTION ITEMS TO HANDLE TRANSFER OF EMPLOYEES; IDENTIFY DOCUMENTS NEEDED AND REVIEW DATA ROOM FOR UPDATES TO EMPLOYEE BENEFIT PLAN DOCUMENTS.	3.50

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SUBTOTAL FOR B220		4.30
Financing/Cash Collections		
04/17/12	G. Marsh	WORK ON SUMMARY OF EXIT COSTS. 2.20
04/18/12	G. Marsh	WORK ON EXIT COSTS. 2.00
04/24/12	G. Marsh	WORK ON FINANCIAL MODEL. 2.00
04/30/12	B. Bates	COMMUNICATIONS REGARDING DIP ORDER CLAIM DEADLINE. .30
SUBTOTAL FOR B230		6.50
Tax Issues		
04/24/12	B. Bates	COMMUNICATIONS WITH D. MCADA AND J. PEGNIA REGARDING TAX CLAIMS. .40
04/24/12	B. Bates	FINALIZE AND FILE STATEMENT OF AMENDMENT REGARDING HIGH CAROLINA EIN. .50
04/24/12	M. Levengood	PREPARE EMAIL TO M. LANGE TRANSMITTING DRAFT PLAN AND DISCLOSURE STATEMENT (.1); REVIEW AND REPLY TO EMAIL FROM M. LANGE (.1); TELEPHONE CONFERENCE WITH M. LANGE REGARDING DEAL STRUCTURE AND INFORMATION NEEDED TO COMPLETE DISCLOSURE STATEMENT TAX SECTION (.4). .60
04/25/12	M. Levengood	CONFERENCE WITH M. LANGE REGARDING DISCLOSURE STATEMENT TAX SECTION (.8); CONFERENCE WITH G. MARSH REGARDING TAX SECTION PREPARATION (.2). 1.00
04/26/12	M. Levengood	CONFERENCE WITH M. LANGE AND G. MARSH REGARDING TAX DISCLOSURES (.9); CONFERENCE CALL WITH T. CHERRY, M. LANGE AND G. MARSH TO DISCUSS BACKGROUND FOR TAX DISCLOSURES (1.3); CONFERENCE WITH G. MARSH AND M. LANGE (.2) 2.40
SUBTOTAL FOR B240		4.90
Real Estate		
04/19/12	M. Levengood	REVIEW AGRONOMICS LIEN MATERIALS (.4); TELEPHONE CONFERENCE WITH K. BRADFORD REGARDING DEBTORS REQUEST THAT AGRONOMICS REMOVE LIEN FROM NON-GOLF COURSE PROPERTIES (.3); CONFERENCE WITH B. BATES (.1). .80

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SUBTOTAL FOR B250			.80
Board of Directors Matters			
04/11/12	G. Marsh	PARTICIPATE IN CLUBCO BOARD MEETING.	1.00
04/19/12	G. Marsh	MEET WITH BOARD OF DIRECTORS TO REVIEW STATUS AND AUCTION.	4.00
04/24/12	G. Marsh	PARTICIPATE IN BOARD CALL.	1.00
SUBTOTAL FOR B260			6.00
Claims Administration and Objections			
04/03/12	B. Bates	ANALYSIS REGARDING SEC'S RESPONSE TO BAR DATE MOTION.	.90
04/03/12	B. Bates	REVISE BAR DATE ORDER AND RELATED DOCUMENTS REGARDING GOVERNMENT BAR DATE.	.50
04/05/12	B. Bates	ANALYSIS AND REVISIONS TO BAR DATE ORDER AND NOTICE MATERIALS REGARDING OBJECTION FILED.	3.10
04/09/12	B. Bates	REVISE BAR DATE ORDER AND NOTICE MATERIALS PER COMMUNICATIONS WITH L. BARR.	1.00
04/12/12	B. Bates	COMMUNICATIONS REGARDING NOTEHOLDER MEMBER INITIATION DEPOSIT CLAIMS.	.80
04/12/12	B. Bates	COMMUNICATIONS WITH S. HORGAN REGARDING CLAIMS AND LESSOR MATTERS.	.30
04/12/12	B. Bates	WORK ON SERVICE OF BAR DATE MATERIALS.	1.00
04/12/12	B. Bates	FINALIZE BAR DATE NOTICING MATERIALS FOR SERVICE AND PUBLICATION.	.90
04/16/12	B. Bates	REVIEW AND REVISE PUBLICATION NOTICE PROOFS.	.80
04/17/12	B. Bates	COMMUNICATIONS REGARDING PUBLICATION NOTICE OF BAR DATES.	.40
04/17/12	B. Bates	DISCUSSIONS WITH S. MAI REGARDING PROOF OF CLAIM MATTERS.	.30
04/25/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING DE CANDO JUDGMENT.	.50
04/27/12	B. Bates	ANALYSIS AND COMMUNICATIONS REGARDING STIPULATION REGARDING INITIATION DEPOSIT CLAIMS.	.90
04/30/12	B. Bates	REVIEW AND REVISE STIPULATION REGARDING SECURED INITIATION DEPOSIT CLAIMS.	.80

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SUBTOTAL FOR B310		12.20
Plan and Disclosure Statement		
04/02/12 M. Levengood	CONFERENCE WITH G. MARSH REGARDING PLAN NEGOTIATIONS UPDATE (.1); REVIEW AND REVISE JOINT PLAN OF REORGANIZATION (5.2); CONFERENCE WITH G. MARSH AND B. BATES (.1); BEGIN DRAFTING DISCLOSURE STATEMENT (2.2)	7.60
04/02/12 G. Marsh	WORK ON PLAN OF REORGANIZATION.	2.00
04/03/12 M. Levengood	CONTINUED PREPARATION OF DISCLOSURE STATEMENT	7.60
04/03/12 B. Bates	REVIEW DRAFT PLAN MATERIALS.	.80
04/04/12 M. Levengood	CONTINUED PREPARATION OF DISCLOSURE STATEMENT (5.9); CONFERENCE WITH G. MARSH AND B. BATES REGARDING STATUS OF NEGOTIATIONS AND PLAN DRAFTING STATUS (.9)	6.80
04/05/12 M. Levengood	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT	6.20
04/06/12 G. Marsh	WORK ON PLAN OF REORGANIZATION.	2.00
04/06/12 M. Levengood	REVIEW AND REVISE DISCLOSURE STATEMENT (5.3); CONFERENCE WITH G. MARSH REGARDING DEVELOPMENTS IN NEGOTIATIONS (.3); REVIEW AMENDED TERM SHEET (.4); REVIEW EMAIL FROM J. PHILLIPS REGARDING AMENDED TERM SHEET (.2); REVISE CHAPTER 11 PLAN (1.3); PREPARE EMAIL TO G. MARSH (.1)	7.60
04/06/12 B. Bates	ANALYSIS AND COMMUNICATIONS REGARDING REVISED TERM SHEET.	.90
04/07/12 M. Levengood	REVIEW AND REVISE DISCLOSURE STATEMENT.	2.30
04/09/12 M. Levengood	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT.	5.90
04/12/12 M. Levengood	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT (3.7); CONFERENCE WITH G. MARSH AND B. BATES REGARDING BIDDING NEGOTIATIONS (.8); TELEPHONE CONFERENCE WITH D. WILKINSON (.1);	5.40

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		CONFERENCE WITH G. MARSH AND TELEPHONE CONFERENCE WITH G. MARSH AND D. WILKINSON (.3); TELEPHONE CONFERENCE WITH T. CHERRY (.1); TELEPHONE CONFERENCE WITH G. MARSH (.1); TELEPHONE CONFERENCE WITH T. CHERRY (.1); REVIEW EMAILS REGARDING BIDDING PROCEDURES (.2)	
04/16/12	M. Levengood	REVIEW AND REVISE DISCLOSURE STATEMENT.	2.80
04/17/12	M. Levengood	REVIEW DISCLOSURE STATEMENT AND RELATED MATERIALS.	1.80
04/18/12	M. Levengood	REVIEW AND REVISE DISCLOSURE STATEMENT (.8); CONFERENCE WITH G. MARSH REGARDING SAME (.1); REVIEW CASH COLLATERAL ORDER (.2); CONFERENCE WITH G. MARSH REGARDING STRATEGY FOR BIDDING NEGOTIATIONS (.4); REVIEW MATERIALS REGARDING EXIT COSTS (.3).	1.60
04/19/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING EXIT COSTS.	1.50
04/19/12	B. Bates	ANALYSIS REGARDING TRADE CLAIMS.	.50
04/20/12	B. Bates	PREPARE FOR MONDAY MEETING WITH INDENTURE TRUSTEE, PURCHASER AND COMMITTEE.	1.00
04/20/12	M. Levengood	CONFERENCE WITH G. MARSH REGARDING PLAN ISSUES (.2); LEGAL RESEARCH REGARDING PLAN TREATMENT OF JUNIOR LIENS (2.0).	2.20
04/22/12	M. Levengood	CONTINUED LEGAL RESEARCH REGARDING PLAN ISSUES.	1.70
04/22/12	B. Bates	PREPARE FOR MONDAY'S MEETING WITH THE INDENTURE TRUSTEE, STALKING HORSE AND COMMITTEE.	1.00
04/23/12	G. Marsh	ATTEND ALL DAY MEETINGS WITH REPRESENTATIVES OF INDENTURE TRUSTEE, OFFICIAL COMMITTEE, CLIFFS CLUB PARTNERS AND THE DEBTORS TO NEGOTIATE TERMS OF PLAN OF REORGANIZATION.	8.00
04/23/12	M. Levengood	LEGAL RESEARCH REGARDING PLAN CONFIRMATION ISSUES.	2.40

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04/23/12	M. Levengood	CONFERENCE WITH G. MARSH (.1); ASSEMBLE PLAN MATERIALS FOR PLAN SPONSOR (.4); CONFERENCE WITH J. MONAGHAN AND A. WEISS (.1); CONTINUED REVIEW OF MECHANIC'S AND MATERIALMANS' LIEN DOCUMENTS AND REVISIONS TO CHART OF LIEN CLAIMS (2.6).	3.20
04/23/12	B. Bates	LEGAL RESEARCH IN PREPARATION OF BIDDING PROCESS STATUS REPORT.	1.00
04/23/12	B. Bates	PARTICIPATE IN ALL DAY MEETING WITH STALKING HORSE, COMMITTEE, DEBTORS AND INDENTURE TRUSTEE.	4.00
04/24/12	B. Bates	TELECONFERENCE WITH K. GOODMAN REGARDING NEGOTIATIONS.	1.20
04/24/12	B. Bates	REVIEW AND ANALYSIS REGARDING PLAN AND DISCLOSURE STATEMENT.	1.90
04/24/12	M. Levengood	LEGAL RESEARCH REGARDING PLAN CONFIRMATION ISSUES.	1.20
04/24/12	M. Levengood	CONTINUED REVIEW AND REVISIONS TO MECHANICS' AND MATERIALMANS' LIEN CHART.	1.90
04/25/12	G. Marsh	WORK ON PLAN OF REORGANIZATION.	1.00
04/25/12	G. Marsh	WORK ON TAX ISSUES RELATING TO THE PLAN OF REORGANIZATION.	1.50
04/25/12	G. Marsh	PARTICIPATE IN CALLS WITH K. GOODMAN REGARDING PROPOSED PLAN OF REORGANIZATION.	1.50
04/25/12	M. Levengood	ELECTRONIC RESEARCH REGARDING MECHANIC'S LIEN CLAIMS.	1.20
04/25/12	B. Bates	COMMUNICATIONS REGARDING LIQUIDATION ANALYSIS AND FINANCIAL PROJECTIONS.	.40
04/25/12	B. Bates	INITIAL DRAFTING OF STATUS REPORT ON BIDDING PROCESS.	2.00
04/26/12	B. Bates	REVIEW, REVISE AND FILE STATUS REPORT ON BIDDING PROCESS.	1.90
04/26/12	B. Bates	ANALYSIS REGARDING PLAN AND DISCLOSURE STATEMENT.	.60
04/26/12	M. Levengood	CONTINUED REVIEW OF DEBTORS DOCUMENTS INCLUDING TITLE POLICIES REGARDING MECHANICS LIEN CLAIMS (2.7); CONFERENCE CALL WITH G. MARSH AND K. GOODMAN REGARDING PLAN NEGOTIATIONS (.3); PARTICIPATE IN	3.40

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		CONFERENCE CALL WITH K. GOODMAN, INDENTURE TRUSTEE NEGOTIATING COMMITTEE AND COUNSEL AND PLAN SPONSOR AND COUNSEL REGARDING BUSINESS POINTS (.4).	
04/27/12	M. Levengood	CONTINUED REVIEW OF DEBTOR DOCUMENTS REGARDING MECHANICS LIEN CLAIMS (3.4); PREPARE CHART OF MECHANIC'S LIEN CLAIMS (.9).	4.30
04/27/12	B. Bates	COMMUNICATIONS AND ANALYSIS REGARDING SCHEDULING OF HEARINGS.	1.20
04/27/12	B. Bates	REVIEW MEMBERSHIP PLAN ANALYSIS.	.40
04/29/12	M. Levengood	CONSIDER PLAN ISSUES (.9); REVIEW EMAILS AND ATTACHMENTS REGARDING PLAN DOCUMENT PREPARATION (.3); REVIEW EMAIL FROM B. ROTHSCHILD (.1); REVIEW DISCLOSURE STATEMENT TO BE FACILITATE REVISIONS UPON RECEIPT OF PLAN REVISIONS (.6).	1.90
04/30/12	M. Levengood	REVIEW MECHANIC'S LIEN LITIGATION FILES (1.0); COMPLETE MECHANIC'S LIEN CHART WITH DETAIL (3.7); CONFERENCE WITH G. MARSH AND B. BATES REGARDING PLAN DOCUMENTS NEEDED (.8); PREPARE EMAIL TO CLIENT REGARDING MECHANIC'S LIEN CHART (.1).	5.60
04/30/12	B. Bates	ANALYSIS REGARDING ANCILLARY PLAN DOCUMENTS AND TIMING AND SERVICE ISSUES.	1.00
SUBTOTAL FOR B320			121.90
Case Administration		(B110)	
	B. Bates	31.50	425.00 \$13,387.50
	G. Marsh	71.60	550.00 \$39,380.00
	J. Blanco	5.50	480.00 \$2,640.00
	J. Phillips	14.30	375.00 \$5,362.50
	M. Lange	21.10	680.00 \$14,348.00
	M. Levengood	14.80	540.00 \$7,992.00
TOTAL HOURS AND FEE		158.80	\$83,110.00

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Asset Analysis and Recovery	(B120)		
B. Bates	1.20	425.00	\$510.00
M. Levengood	3.90	540.00	\$2,106.00
TOTAL HOURS AND FEE	5.10		\$2,616.00
Asset Disposition	(B130)		
B. Bates	17.50	425.00	\$7,437.50
J. Phillips	52.60	375.00	\$19,725.00
M. Levengood	4.60	540.00	\$2,484.00
TOTAL HOURS AND FEE	74.70		\$29,646.50
Relief from Stay/Adequate Protection(B140)			
B. Bates	1.70	425.00	\$722.50
TOTAL HOURS AND FEE	1.70		\$722.50
Meetings and Comms. with Creditors	(B150)		
B. Bates	19.00	425.00	\$8,075.00
M. Levengood	16.30	540.00	\$8,802.00
TOTAL HOURS AND FEE	35.30		\$16,877.00
Fee/Employment Applications	(B160)		
B. Bates	4.30	425.00	\$1,827.50
M. Levengood	.20	540.00	\$108.00
TOTAL HOURS AND FEE	4.50		\$1,935.50
Avoidance Action Analysis	(B180)		
B. Bates	2.70	425.00	\$1,147.50
TOTAL HOURS AND FEE	2.70		\$1,147.50
Assumption/Rejection of Leases and C(nB185t)			
B. Bates	8.00	425.00	\$3,400.00
M. Levengood	1.40	540.00	\$756.00
TOTAL HOURS AND FEE	9.40		\$4,156.00

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Other Contested Matters	(B190)		
B. Bates	7.40	425.00	\$3,145.00
M. Levengood	8.20	540.00	\$4,428.00
TOTAL HOURS AND FEE	15.60		\$7,573.00
Employee Benefits/Pensions	(B220)		
L.M. Hutchins	4.30	330.00	\$1,419.00
TOTAL HOURS AND FEE	4.30		\$1,419.00
Financing/Cash Collections	(B230)		
B. Bates	.30	425.00	\$127.50
G. Marsh	6.20	550.00	\$3,410.00
TOTAL HOURS AND FEE	6.50		\$3,537.50
Tax Issues	(B240)		
B. Bates	.90	425.00	\$382.50
M. Levengood	4.00	540.00	\$2,160.00
TOTAL HOURS AND FEE	4.90		\$2,542.50
Real Estate	(B250)		
M. Levengood	.80	540.00	\$432.00
TOTAL HOURS AND FEE	.80		\$432.00
Board of Directors Matters	(B260)		
G. Marsh	6.00	550.00	\$3,300.00
TOTAL HOURS AND FEE	6.00		\$3,300.00
Claims Administration and Objections	(B310)		
B. Bates	12.20	425.00	\$5,185.00
TOTAL HOURS AND FEE	12.20		\$5,185.00
Plan and Disclosure Statement	(B320)		
B. Bates	21.30	425.00	\$9,052.50
G. Marsh	16.00	550.00	\$8,800.00
M. Levengood	84.60	540.00	\$45,684.00
TOTAL HOURS AND FEE	121.90		\$63,536.50