

# **EXHIBIT A**

## **Fee Detail**

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**TIME SUMMARY**

<b>Matter</b>	<b>Description</b>	<b>Total Hours</b>	<b>Total Amount</b>
01	Case Administration	20.60	\$10,396.50
02	Fee/Employment matters	37.50	\$12,511.50
03	Meeting of Creditors	30.60	\$24,080.00
05	Relief from Stay Proceeding	0.80	\$680.00
06	Fee/Employment Objections	2.60	\$2,210.00
08	Business Operations	57.50	\$48,668.50
09	Asset Disposition	1.40	\$1,190.00
10	Asset Analysis and Recovery	0.70	\$595.00
11	Claims Administration and Objections	7.60	\$6,033.00
13	Plan and Disclosure Statement	92.20	\$68,590.50
14	General Review of Pleadings	1.60	\$1,301.50
15	Non working Travel	17.00	\$14,450.00
		<b><u>270.10</u></b>	<b><u>\$190,706.50</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Case Administration**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	6.10	\$5,185.00
Bogle, Charles R.	\$675.00	2.50	\$1,687.50
Mai, Stephanie W.	\$695.00	0.80	\$556.00
Miller, Linda J.	\$265.00	11.20	\$2,968.00
<b>Totals:</b>		<b><u>20.60</u></b>	<b><u>\$10,396.50</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**Fee/Employment matters**

<u>Timekeeper Name</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Total</u>
Alter, Jonathan B.	\$850.00	4.40	\$3,740.00
Miller, Linda J.	\$265.00	33.10	\$8,771.50
<b>Totals:</b>		<b><u>37.50</u></b>	<b><u>\$12,511.50</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Meeting of Creditors**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	21.20	\$18,020.00
Mai, Stephanie W.	\$695.00	8.30	\$5,768.50
Miller, Linda J.	\$265.00	1.10	\$291.50
<b>Totals:</b>		<b><u>30.60</u></b>	<b><u>\$24,080.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Relief from Stay Proceeding**

<u>Timekeeper Name</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Total</u>
Alter, Jonathan B.	\$850.00	0.80	\$680.00
<b>Totals:</b>		<b><u>0.80</u></b>	<b><u>\$680.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Fee/Employment Objections**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	2.60	\$2,210.00
<b>Totals:</b>		<b><u>2.60</u></b>	<b><u>\$2,210.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**Business Operations**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	57.00	\$48,450.00
Mai, Stephanie W.	\$695.00	0.20	\$139.00
Miller, Linda J.	\$265.00	0.30	\$79.50
<b>Totals:</b>		<b><u>57.50</u></b>	<b><u>\$48,668.50</u></b>



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Asset Disposition**

<u>Timekeeper Name</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Total</u>
Alter, Jonathan B.	\$850.00	1.40	\$1,190.00
<b>Totals:</b>		<b><u>1.40</u></b>	<b><u>\$1,190.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Asset Analysis and Recovery**

<u>Timekeeper Name</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Total</u>
Alter, Jonathan B.	\$850.00	0.70	\$595.00
<b>Totals:</b>		<b><u>0.70</u></b>	<b><u>\$595.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Claims Administration and Objections**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	5.40	\$4,590.00
Mai, Stephanie W.	\$695.00	2.00	\$1,390.00
Miller, Linda J.	\$265.00	0.20	\$53.00
<b>Totals:</b>		<b><u>7.60</u></b>	<b><u>\$6,033.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**Plan and Disclosure Statement**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	59.90	\$50,915.00
Mai, Stephanie W.	\$695.00	21.20	\$14,734.00
Miller, Linda J.	\$265.00	11.10	\$2,941.50
<b>Totals:</b>		<b><u>92.20</u></b>	<b><u>\$68,590.50</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**General Review of Pleadings**

<b>Timekeeper Name</b>	<b>Hourly Rate</b>	<b>Hours Billed</b>	<b>Total</b>
Alter, Jonathan B.	\$850.00	1.50	\$1,275.00
Miller, Linda J.	\$265.00	0.10	\$26.50
<b>Totals:</b>		<b><u>1.60</u></b>	<b><u>\$1,301.50</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Non working Travel**

<u>Timekeeper Name</u>	<u>Hourly Rate</u>	<u>Hours Billed</u>	<u>Total</u>
Alter, Jonathan B.	\$850.00	17.00	\$14,450.00
<b>Totals:</b>		<b><u>17.00</u></b>	<b><u>\$14,450.00</u></b>

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Case Administration**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/04/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review email communications and electronic notices.
06/06/12	Linda J. Miller	1.00	\$265.00	\$265.00	Review and analysis of procedural matters regarding notice and service issues (.8); telephone conversation with Mr. Bates regarding same (.2).
06/07/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review calendar matters.
06/11/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review notice of hearing.
06/13/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review hearing notice.
06/14/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to conflicting objection deadlines in order and notice.
06/14/12	Linda J. Miller	0.70	\$265.00	\$185.50	Review order approving disclosure statement, pleadings and hearing notices for applicable deadlines (.3); email and telephone conversation with Mr. Bates regarding discrepancy in deadline to object to disclosure statement (.2); related attention to calendar matters (.2).
06/15/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with trade creditor regarding status.
06/15/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to calendar matters.
06/19/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review docket and follow up regarding status of plan supplement.
06/20/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and approve scheduling of finance motion.
06/21/12	Linda J. Miller	1.50	\$265.00	\$397.50	Review electronic notices (.2); follow up regarding service of Committee counsel fee applications (.3); review certificate of service file by noticing agent (.2); review case management order (.3); emails and discussions with Mr. Bates and Mr. Butler regarding case management order and related service questions (.3); review draft omnibus notice of fee hearing (.2).
07/09/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review deadlines.
07/11/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review communication from clerk's office and related communications regarding entry of interim fee orders.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/11/12	Linda J. Miller	0.70	\$265.00	\$185.50	Review emails regarding procedural matters (.1); review revised proposed order approving fee application (.1); review and confirm objection status (.1); review local rules (.2); coordinate with Mr. Butler regarding proposed order (.1); review further email communications and as-filed proposed orders (.1).
07/12/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review and comment to committee upon email from noteholder.
07/13/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review communication to clerk of court from debtors' local counsel concerning docketing (.1); attention to communications with estate regarding payment of administrative expenses (.1).
07/13/12	Linda J. Miller	0.20	\$265.00	\$53.00	Email exchange with Mr. Bates regarding administrative expense payments (.1); review electronic notices (.1).
07/13/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review entered fee orders and confirm figures.
07/16/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with trade creditor regarding status of plan and voting.
07/19/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review docket entry regarding objection deadline and compare with notice of hearing on 3018(a) motion (.1); review case management order and disclosure statement order for deadlines and procedural matters (.3).
07/20/12	Linda J. Miller	0.40	\$265.00	\$106.00	Attention to calendar matters and related email to Mr. Bates (.2); review local procedures (.2).
07/23/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with resigned member/property owner regarding status.
07/24/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review confirmation of objection deadline for 3018(a) motion and related attention to calendar.
07/26/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to communications from resigned member regarding resigned members committee.
07/26/12	Linda J. Miller	0.90	\$265.00	\$238.50	Telephone conversation with resigned member regarding status and possible separate committee for resigned members (.3); telephone conversations with Ms. Mai regarding same (.3); provide email summary of conversation and related email communications (.3).



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	<u>Description</u>
07/26/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Call and correspondence with Ms. Miller regarding creditor inquiry (0.3); correspondence with Mr. Alter regarding same (0.1); call with committee member regarding same (0.2); correspondence with Ms. Goodman regarding same (0.2).
07/27/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with member regarding special treatment of certain acreage (.2); attention to information and document request from property owner (.1).
07/31/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review docket and deadlines (.1); email to Mr. Bates regarding objection to 3018(a) motion (.1).
08/02/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review calendar matters and deadlines (.2); review electronic notices (.2).
08/06/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review docket entries.
08/07/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review administrative expense deadline.
08/17/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review docket notices.
08/20/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review emails and electronic notices.
08/20/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review confirmation order.
08/21/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to status, timing and Effective Date issues.
08/22/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Respond to information request from member.
08/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review filing of notice of confirmation of chapter 11, injunction and various deadlines.
08/22/12	Linda J. Miller	0.30	\$265.00	\$79.50	Assemble materials in response to request from member.
08/24/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Attention to inquiry from committee member (.1); review communication from CRO regarding closing (.1); review notice from Cliffs regarding emergence from bankruptcy (.1); review Keowee Falls' notice of additional exhibits to APA (.3).
08/26/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Communications with plan sponsor regarding closing.
08/27/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Telephone conference with unsecured creditor regarding effect of confirmation on claims (.4); inquire with debtors' counsel regarding status and review response (.1); respond to committee member inquiry regarding J. Anthony (.1).
08/27/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of consent orders associated with claims.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/27/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review notice of confirmation and administrative expense deadline.
08/28/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Respond to comment from committee member (.1); attention to over-payment of administrative expense (.1).
08/28/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review email from Mr. Butler regarding administrative expenses.
08/29/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review and circulate information regarding emergence to committee.
08/31/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review communication regarding overpayment of invoice (.1); review and circulate notice of effective date (.1).
09/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to member inquiry.
09/06/12	Linda J. Miller	0.80	\$265.00	\$212.00	Review emails and follow up regarding member inquiry.
09/07/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to potential response to member inquiry.
09/07/12	Charles R. Bogle	2.50	\$675.00	\$1,687.50	Research regarding response to member inquiry.
09/10/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review hearing dates and objection deadline.
09/11/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Respond to inquiry from member.
09/11/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review member inquiry and assist with response.
09/14/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review order granting settlement motion (.1); telephone conference with attorney regarding requested information (.2); review motion of Mitel Leasing (.1).
09/18/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review deadlines for filing of administrative claims.
10/01/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review order pursuant to confirmed plan amending case dockets.
10/03/12	Linda J. Miller	0.30	\$265.00	\$79.50	Communications with Mr. Bates and Mr. Butler regarding final fee application (.2); review notice of change of case caption (.1).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Fee/Employment matters**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/04/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to monthly invoice.
06/04/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review and revise monthly bill (.2); follow up regarding committee member expenses (.2).
06/05/12	Linda J. Miller	1.00	\$265.00	\$265.00	Attention to monthly billing (.6); attention to Committee expenses for reimbursements (.4).
06/06/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Assist with preparation of interim fee application including related communications with local counsel.
06/06/12	Linda J. Miller	1.00	\$265.00	\$265.00	Attention to monthly billing and analysis of fee application requirements (.8); telephone conversation with Mr. Bates regarding timing and coordination (.2).
06/07/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to monthly billing.
06/08/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review communication with U.S. Trustee's Office regarding form for interim fee applications (.2); assist with first interim fee application (.1).
06/08/12	Linda J. Miller	1.70	\$265.00	\$450.50	Attention to fee application and related procedures.
06/11/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to monthly billing and fee application questions.
06/12/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review expenses for compliance with UST guidelines.
06/13/12	Linda J. Miller	2.80	\$265.00	\$742.00	Attention to Committee member expense reimbursement request (.3); update spreadsheet (.3); prepare letter to Ms. Goodman regarding same (.2); review, revise and finalize May monthly fee statement (.8); review J. Butler fee statement (.2); prepare letter to notice parties and coordinate email and U.S. Mail service (.3); review draft exhibits for interim fee application (.7).
06/14/12	Linda J. Miller	3.80	\$265.00	\$1,007.00	Follow up regarding billing matters (.1); prepare emails to Mr. Sager and Mr. Bates regarding monthly billing (.1); preparation of first interim fee application and exhibits (3.2); update spreadsheet (.4).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/15/12	Linda J. Miller	0.80	\$265.00	\$212.00	Attention to exhibits for first interim fee application (.4); email communications with Mr. Butler and Mr. Bates regarding hearing date and coordination of filing and service (.2); review J. Butler fee application (.2).
06/18/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Revise first interim fee application (.3); review filing and service of interim fee application by J. Butler (.1).
06/18/12	Linda J. Miller	2.80	\$265.00	\$742.00	Review, revise and finalize first interim fee application and exhibits (2.6); email exchanges with Mr. Butler regarding filing and service (.2).
06/19/12	Linda J. Miller	0.40	\$265.00	\$106.00	Attention to monthly billing (.2); attention to fee application issues (.2).
06/20/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to fee application issues.
06/22/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to monthly billing.
06/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review reimbursement request of committee member.
06/29/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to billing matters.
06/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review reimbursement request.
07/02/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to monthly billing.
07/03/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Attention to monthly invoice.
07/06/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review fees and expenses of local counsel.
07/09/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to monthly billing.
07/10/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
07/12/12	Linda J. Miller	1.90	\$265.00	\$503.50	Attention to committee member expense reimbursement request (.3); prepare letter to Ms. Goodman (.2); finalize June monthly statement (.6); update fee spreadsheet (.2); review local counsel fee statement and prepare for service (.2); prepare letter to notice parties and coordinate service (.4).
07/18/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to billing matters.
07/23/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
07/24/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to billing matters.
07/30/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to billings matters.
08/01/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
08/02/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Attention to monthly invoice.
08/07/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to monthly billing.

Fee/Employment matters

BILLDOCS/798220.2

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/08/12	Linda J. Miller	1.40	\$265.00	\$371.00	Review, revise and finalize July monthly statement (.7); update fee spreadsheet (.2); follow up with local counsel concerning monthly statement (.1); prepare letter to notice parties and prepare for service (.4).
08/09/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to July monthly statements.
08/10/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to July monthly billing.
08/15/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to August stub invoice.
08/21/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
08/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Assist with preparation of invoice.
08/22/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to billing matters (.2); telephone conversation with Mr. Bates regarding billing (.1).
08/23/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to billing matters.
08/23/12	Linda J. Miller	2.30	\$265.00	\$609.50	Attention to final fee application.
08/31/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Communications concerning completing August invoice of committee counsel.
08/31/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to billing matters.
09/04/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to monthly billing.
09/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to stub invoice through effective date.
09/05/12	Linda J. Miller	1.50	\$265.00	\$397.50	Review, revise and finalize August monthly statement (.7); follow up with local counsel concerning monthly statement (.1); update fee spreadsheet (.3); prepare letter to notice parties and coordinate service (.4).
09/10/12	Linda J. Miller	0.10	\$265.00	\$26.50	Attention to monthly billing.
09/20/12	Linda J. Miller	0.20	\$265.00	\$53.00	Attention to fee application questions.
09/28/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to fee application exhibits.
10/03/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to final billing.
10/05/12	Linda J. Miller	0.40	\$265.00	\$106.00	Attention to fee application exhibits.
10/07/12	Linda J. Miller	2.20	\$265.00	\$583.00	Preparation of fee application.
10/08/12	Linda J. Miller	1.20	\$265.00	\$318.00	Attention to fee application.
10/09/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review payments and calculations for final fee application.
10/10/12	Linda J. Miller	0.30	\$265.00	\$79.50	Communications and coordination with counsel regarding fee application.
10/11/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review and finalize final fee application.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
10/11/12	Linda J. Miller	2.30	\$265.00	\$609.50	Review, revise and finalize fee application and exhibits (2.1); coordinate with counsel regarding filing and service (.2).

**In re The Cliffs Club & Hospitality Group, Inc. et al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

**Meeting of Creditors**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/04/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Draft extensive response to committee member inquiry (.3); communication with committee member regarding availability (.1).
06/05/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review and respond to communication from committee member regarding discussions with plan sponsor (.1); communication with committee member regarding status (.1); communications with committee member regarding presentation to members (.1).
06/08/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Draft communication to committee regarding status and upcoming conference call (.3); respond to communication from member (.1); revise meeting minutes (.2).
06/08/12	Linda J. Miller	0.40	\$265.00	\$106.00	Review committee minutes and scheduling of upcoming calls (.2); review emails regarding status and matters for consideration at upcoming call (.2).
06/08/12	Stephanie W. Mai	0.90	\$695.00	\$625.50	Draft minutes for 5/23/12 committee meeting (.8); correspondence regarding 6/11/12 committee meeting (.1).
06/10/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication from committee chair concerning status and strategy and respond.
06/11/12	Jonathan B. Alter	1.70	\$850.00	\$1,445.00	Preparation for committee conference call (.7); attendance on committee conference call (.8); draft note to committee regarding follow-up membership terms call (.2).
06/11/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review committee minutes and emails regarding upcoming calls.
06/11/12	Stephanie W. Mai	0.80	\$695.00	\$556.00	Attend committee call.
06/12/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Respond to committee comments related to future membership meetings (.1); draft note to committee circulating revised schematic and GE Capital motion (.2).
06/13/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Participation on committee conference call regarding membership agreement and amendments to disclosure statement.
06/17/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communication with committee members regarding status.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/18/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Telephone conference with committee member regarding status and strategy.
06/19/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review committee member communications concerning club operations (.2); respond to inquiry from committee member regarding meeting with CRO and related discussions (.4);
06/20/12	Linda J. Miller	0.50	\$265.00	\$132.50	Prepare draft minutes for 6/13 committee conference call.
06/21/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with committee members regarding committee members' meeting with CRO concerning financials (.1); review communication from committee member regarding developments (.1).
06/22/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to note from committee members concerning communications with plan sponsor.
06/26/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to scheduling and communications concerning committee conference call.
06/27/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Preparation for committee conference call (.6); participation on committee conference call (.7).
06/27/12	Stephanie W. Mai	0.70	\$695.00	\$486.50	Attend committee call.
06/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review committee member update concerning meeting with plan sponsor.
07/02/12	Jonathan B. Alter	1.40	\$850.00	\$1,190.00	Communications with committee member regarding revised treatment of class and disclosure issues (.2); participation on committee conference call (.7); conference with S. Mai regarding committee recommendation (.2); telephone conference with committee member regarding outreach by membership groups (.3).
07/02/12	Stephanie W. Mai	1.10	\$695.00	\$764.50	Draft minutes for 6/11/12 committee meeting.
07/03/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Attention to committee member reimbursements (.1); telephone conference with committee member regarding recommendations and outreach from member groups (.2); participate on committee conference call concerning recommendation letter and solicitation process (.6).
07/04/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with committee members concerning recommendation letter.



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/05/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review and revise minutes from various committee meetings (.4); respond to committee member inquiry regarding member outreach (.1); respond to inquiry from committee member (.2).
07/05/12	Stephanie W. Mai	2.00	\$695.00	\$1,390.00	Draft committee meeting minutes for 6/11/12 and 6/27/12.
07/09/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Telephone conference with committee member concerning outreach from A. Cooper.
07/09/12	Stephanie W. Mai	1.00	\$695.00	\$695.00	Draft minutes of 7/2/12 Committee meeting.
07/12/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member inquiry concerning claims against Jim Anthony.
07/13/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Communications with committee chair regarding status (.1); telephone conference with committee member regarding status and strategy (.5).
07/15/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communications from committee members regarding member concerns.
07/17/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with committee members regarding responding to member inquiry (.1); review committee chair's analysis of club credits (.1).
07/18/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review and respond to inquiry from committee member regarding open plan issues (.1); draft note to committee concerning general status including claims and club meetings (.2); telephone conference with committee member regarding use of amnesty program by resigned member (.3).
07/19/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review communication from committee member regarding status of discussion concerning widows' treatment (.1); review and circulate notice of deposition of Keowee Falls (.2); communication with committee member regarding Valley meeting (.1).
07/20/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with committee member concerning status.
07/23/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Revise meeting minutes.
07/23/12	Stephanie W. Mai	0.40	\$695.00	\$278.00	Revise draft of minutes.
07/24/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and respond to communication from committee member regarding treatment of resigned member.
07/24/12	Stephanie W. Mai	0.10	\$695.00	\$69.50	Email committee regarding 7/2/12 minutes.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/25/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review inquiries from committee chair.
07/26/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Respond to inquiry from committee chair including review of note from debtors' counsel.
07/27/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review notes from committee members regarding status and member response (.1); draft update to committee members regarding proposed plan amendments, plan concerns and objections, membership agreement issues, and status (.3); communications with committee member concerning responding to member inquiries (.1).
07/30/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Draft update to committee (.2); communication with committee member regarding High Carolina owners and founders (.1); respond to numerous committee member questions concerning Cassidy action and potential bankruptcy filings by DevCos and J. Anthony (.4); preparation for committee conference call (.4).
07/31/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Final preparation for committee conference call (.3); participation on committee conference call (1.0).
07/31/12	Stephanie W. Mai	1.00	\$695.00	\$695.00	Attend committee conference call.
08/01/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Respond to inquiries and comments from committee members concerning settlement discussions.
08/02/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Draft updates to committee members (.2); review and respond to inquiry and comment from committee member (.1).
08/04/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Review stipulation resolving objection of Bruce Cassidy and circulate to committee with note (.3); review debtors' response to objection by Goldbergs (.4); review debtors' brief in support of confirmation (.4).
08/06/12	Jonathan B. Alter	1.50	\$850.00	\$1,275.00	Lunch meeting with committee members.
08/07/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member's inquiry concerning status.
08/08/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and revise committee minutes.
08/08/12	Stephanie W. Mai	0.30	\$695.00	\$208.50	Revise draft minutes for 7/31/12 meeting.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/21/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Report to committee on confirmation order and status of closing (.2); respond to committee member inquiry concerning Worthington Hyde claim (.1); draft note to committee regarding Worthington Hyde claim and reimbursement for expenses of committee members (.3).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Relief from Stay Proceeding**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/12/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review motion by GE Capital as to application of stay to replevin proceedings.
06/21/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review relief from stay motions filed in Keowee Falls proceedings.
06/27/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to potential resolution with GE Capital concerning motion for relief from stay.
07/11/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to inquiry concerning committee consent to GE order and review entry of consent order.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Fee/Employment Objections**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review monthly invoice of debtors' local counsel.
06/06/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review May billing statement from debtors' counsel.
06/08/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review monthly invoice of GGG Partners.
06/21/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review interim fee applications of debtors' counsel, related notices and proposed orders.
07/06/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review monthly invoice from debtors' counsel.
07/09/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review GGG's June invoice.
08/07/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review GGG July invoice.
08/08/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review July invoice of debtors' counsel.
08/30/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review August statements.
08/31/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review August invoice of debtor's counsel.
09/18/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to communication from debtor's counsel forwarding fee statement of local counsel.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Business Operations**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/01/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Draft note to G. Clark regarding meeting (.1); review Atlanta meeting summary and provide comments (.4); telephone conference with member regarding treatment of property owner associations, Keowee Falls case, and J. Anthony liability (.4); review and circulate further communications from members regarding concerns with the membership plan (.2).
06/02/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review communications amongst committee members regarding provisions for historic active vs. historic resigned members, transfer fee rates and honorary memberships (.3); review notice of meeting at Furman College (.1); review and respond to communication from ad hoc group (.1).
06/03/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and circulate communication from certain notcholders regarding lack of substantial equity contribution.
06/04/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Communications with CRO regarding status and Furman College presentation (.1); draft notes to plan sponsor to assist in Furman College presentation and related communications (.3); telephone conference with CRO regarding status (.2); inquire with plan sponsor's counsel regarding membership agreement and review response (.1); review Q and A memo regarding Furman College meeting (.1); review CRO communiqué to members (.1).
06/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Communication with CRO regarding committee member.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/06/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Draft note to CRO and debtors' counsel regarding member presentation (.1); telephone conference with debtors' counsel regarding status and open issues (.5); request of debtors information concerning mechanic's liens, avoidable transfers and intercompany obligations and review preliminary response (.1); review CIPOC note to members (.1); communications concerning asset investigation of J. Anthony (.1); review chart of mechanic's liens by debtor (.3); respond to inquiry from CRO concerning member outreach (.1).
06/06/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Draft extensive note to ad hoc group regarding communications amongst members including review and response to reply (.5); telephone conference with ad hoc group regarding status and strategy (.6).
06/07/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Review debtors' memorandum on debt recharacterization regarding intercompany payables and spreadsheet detailing intercompany payables (.3); telephone conference with representative of ad hoc group regarding status (.5); respond to inquiry from members regarding voting and paying membership fees while out of the country (.1).
06/08/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review case law and analysis concerning mechanic's liens.
06/09/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review and circulate inquiry from debtors' counsel regarding composition of ad hoc committees.
06/10/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Communications with members and committee members regarding releases/exculpations of ad hoc groups.
06/11/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Draft response to debtors' inquiry concerning composition of member group (.2); draft note to CIPOC group inquiring as to identity of board of group, review response, and circulate to debtors' counsel (.1).
06/12/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review revised schematic of underlying transaction (.2); respond to inquiry from membership group regarding status of open issues (.1); respond to member suggestion concerning polling and review related comments (.2).
06/13/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Draft extensive strategy note concerning treatment of deposits (.3); preparation for and attendance at meeting with member (2.0).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/15/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review communication from group of concerned noteholders and related comments (.2); analyze membership deposit breakdowns (.3).
06/16/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Review report on meeting with Glassy group and communication to CRO and D. Sawyer (.2); review communications from D. Sawyer and CRO regarding discussions with members (.1); communications with CRO and D. Sawyer regarding status and strategy (.4); review membership campaign and process proposal, and protocol for processing inquiries (.3); provide discrete comment on proposed protocol deficiency (.1).
06/17/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Communications with CRO regarding issues with members and member outreach (.2); review note from CRO regarding monitoring member comments (.1).
06/18/12	Jonathan B. Alter	2.40	\$850.00	\$2,040.00	Telephone conference with CRO regarding status and strategy (.4); telephone conference with debtors' counsel regarding status and strategy (.4); telephone conference with plan sponsor's counsel regarding membership agreement and status (.3); review issues statement from various Glassy members (.2); forward information concerning splinter groups to plan sponsor (.2); telephone conference with Urbana representative and CRO regarding webinar and member outreach (.8); attention to report on meeting of committee member with CRO (.1).
06/19/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review estimates of delayed maintenance (.1); review and respond to update from Jennifer Nicholson of Urbana regarding status of membership documents (.1); review further communications to Glassy members and related committee commentary (.2); inquire with debtors' counsel regarding intention relative to receivables, review response, and circulate to committee member (.3).
06/20/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review communication from CIPOC member (.1); review monthly operating report for May 2012 (.3); review communication from indenture trustee's counsel concerning insurance finance motion (.1).
06/20/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review May 2012 monthly operating report and circulate to committee members.



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/21/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Revise transaction documents and circulate comments to debtors' counsel (1.0); review reports regarding upcoming advisory board conferences (.1); preliminarily review exit and Mountain Park notes and mortgages (.5).
06/22/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review letter from advisory board and related communications (.3); review communication from ad hoc member (.1).
06/23/12	Jonathan B. Alter	2.00	\$850.00	\$1,700.00	Review and circulate revised membership plan, rules and regulations, application and membership agreement for historic member, historic member addendum, non-resident member addendum, credit card authorization addendum, ACH authorization addendum and current schedule of initiation fees, dues, other fees and charges (1.5); review and circulate proposed ground lease (.5).
06/25/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review comments from committee members to membership documents, prepare list of comments, and circulate along with disclosure statement comments (1.0); telephone conference with A. Silva regarding membership documents and report to committee members (.3).
06/26/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review and circulate application and membership agreement with property owner amnesty program addendum (.3); review note from Cliffs Club Partners concerning community meetings, inquire concerning same, and review responses (.2); review declaration regarding retention and compensation of professionals used in the ordinary course (.1); review executive summary of membership plan and related communications with committee member (.4); review communication with ad hoc member concerning status, forward concerns to debtors' counsel, review debtors' response, and reply to ad hoc member (.3).
06/27/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Communication with CRO regarding status and updates (.1); respond to inquiry regarding Keowee Springs' dues, and review related comments from Keowee Springs members (.3); review statement of changes made to schedules by amendment and related comment from committee chair (.3).
06/28/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review report on meeting with noteholders and related comments.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/29/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review communication concerning inconsistency in treatment of transferring members and inquire with debtors' counsel and counsel for plan sponsor concerning same (.4); communication with counsel for plan sponsor regarding membership documents and status (.3).
06/29/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review communication regarding 7/9 meeting at Furman College.
06/29/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call with Mr. Bates regarding amended schedules.
07/03/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Communications with CRO regarding member sign up and outreach (.1); review and circulate proposed consent order with GE (.3); inquire with CRO concerning status of member and review response (.1).
07/04/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Review analysis concerning changes to membership documents (.2); review report on determination of advisory board (.1); commence planning for meeting at Furman College (.4).
07/05/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Provide consent to GE order and review similar responses from parties in interest (.1); communication with ad hoc group regarding status (.1); commence preparation of presentation (.5).
07/06/12	Jonathan B. Alter	2.50	\$850.00	\$2,125.00	Telephone conference with Urbana (.6); draft note to committee member regarding discussions amongst member groups (.4); preparation for presentation to members (1.5).
07/07/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review resignation from advisory board and related communications.
07/09/12	Jonathan B. Alter	5.50	\$850.00	\$4,675.00	Review communication from A. Cooper (.2); communications with debtors' counsel and CRO regarding A. Cooper (.2); review and circulate press reporting (.1); preparation for and participation at Furman presentation to members, including follow up discussions with members (5.0).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/10/12	Jonathan B. Alter	2.40	\$850.00	\$2,040.00	Attention to resolution of membership issue related to Mountain Park (.1); telephone conference with committee member regarding issues for plan sponsor to address at meetings (.3); telephone conference with A. Cooper regarding proposal and status (.3); draft communication to debtors and plan sponsor concerning communication with A. Cooper and preparation for meetings (.3); review communication from committee members regarding independent communications with A. Cooper (.1); review communications of advisory board (.1); telephone conference with lot owner regarding amount of member deposit (.3); telephone conference with CIPOC member concerning comments to membership agreement, report on same to committee members, and review responses (.4); preparation for and participation in telephone conference with ad hoc group (.5).
07/11/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Draft note to plan sponsor's counsel concerning CIPOC comments to membership plan (.3); draft note to CIPOC member regarding addressing comments to membership plan (.3); telephone conference with Mountain Park member concerning questions regarding downgrade, provide initial response, and circulate to plan sponsor's counsel for clarification (.3); review proposed responses of committee member to inquiries from Mountain Park member (.2); review communication from committee member regarding membership to Mountain Park women golfers (.1); review distribution of ad hoc group recommendation (.1).
07/12/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Draft note responding to membership plan inquiry from Mountain Park member (.3); review communication from plan sponsor's counsel regarding membership questions and circulate to committee members (.1); communications with plan sponsor regarding negative comment letter from noteholder, and related communication with committee member concerning same (.2); review and circulate analysis of professional fees and expenses incurred to date (.3); draft note to plan sponsor's counsel regarding treatment of recent widows and members awaiting downgrades (.1).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/13/12	Jonathan B. Alter	1.60	\$850.00	\$1,360.00	Draft response to letter from noteholder to committee and circulate (.4); telephone conference with committee member regarding communications with noteholder and tender of membership deposits in escrow (.2); draft note to debtors and plan sponsors regarding tender of deposits in escrow and review response (.1); draft note to plan sponsor's counsel regarding error in lease agreement and definition of net cash flow and review response (.1); review exchange between noteholders (.2); attention to telephone conference from CRO regarding meeting with members (.1); telephone conference with committee member regarding meeting with member and approach to comments (.3); review communications from plan sponsor regarding meeting with member and related comments (.1); review communication from ad hoc group regarding discussions with member (.1).
07/14/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review CRO report on meeting with Glassy member, Glassy member report to membership on meeting, and committee member comments on status (.2); review Plan Sponsor notice of meetings (.1); communication with member of ad hoc group concerning discussions with members (.1); review Glassy member presentation of issues/concerns with proposed plan (.2).
07/15/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review communication from High Carolina member regarding issues and circulate for comment (.1); review responses from committee member and plan sponsor concerning High Carolina situation (.1); review preliminary response of CRO to High Carolina situation (.1).
07/16/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review important update to members from partnership (.1); draft response to inquiry from High Carolina member (.2); review communications concerning treatment of club credits (.1); respond to inquiry regarding fees and costs (.1); review communication from CRO regarding club credits (.1).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/17/12	Jonathan B. Alter	2.90	\$850.00	\$2,465.00	Review waiver of processing fee for transfer charges for members (.1); review meeting notice (.1); review and respond to member inquiry regarding sale of home, including related communications with committee member (.4); review amnesty program clarification (.1); telephone conference with debtors' counsel regarding general status (.1); review member communications concerning loss of club credits (.2); telephone conference with committee member regarding treatment of honorary members (.1); respond to committee member inquiries regarding treatment of honorary members, including related communications with debtors' counsel (.3); review Cliffs Club Partners Membership Application & Voting Process Reminders (.1); telephone conference with counsel for resigned members regarding accounts receivable claim (.1); participation on clubhouse meeting call for Glassy members (1.3).
07/18/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Review memorandum from Cliffs Club Partners to High Carolina property owners proposing settlement, and related communications with High Carolina property owner (.3); draft note to debtors' counsel and plan sponsor's counsel regarding treatment of non-contingent member claims and widows including related note to committee members (.2); communications with debtors' counsel and plan sponsor's counsel regarding treatment of widows and non-contingent member claims (.3); communications with CRO regarding meetings at clubs, including circulation of same to committee members (.1); review Alvarez & Marsal corrections to settlement brochure (.1); telephone conference with counsel for plan sponsor regarding treatment of widows (.2); report to committee member regarding proposed treatment of certain widows and related communications (.2); review member report on Glassy meeting (.1); participate by telephone in plan sponsor club meeting at the Valley (1.2).
07/19/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with debtors' counsel regarding status and strategy.
07/20/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Review and circulate June's monthly operating report (.5); telephone conference with member regarding membership plan and bankruptcy status (.3).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to inquiry regarding death of generational member and circulate to plan sponsor's counsel for clarification.
07/23/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review update to plan sponsor's responses to frequently asked questions (.1); telephone conference with committee member regarding membership questions (.2); draft note to plan sponsor regarding membership questions concerning downgrades and designated holders of memberships (.2); review communication from cro regarding status (.1).
07/24/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with plan sponsor's counsel and committee members concerning membership plan.
07/25/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with counsel for High Carolina creditor regarding status (.3); review plan sponsor's notice concerning property owner amnesty program (.1).
07/27/12	Jonathan B. Alter	1.10	\$850.00	\$935.00	Review notes from committee members regarding potential misuse of amnesty program and inquire with plan sponsor's counsel concerning same (.2); telephone conference with plan sponsor's counsel concerning interpretation of amnesty program and potential plan objections (.2); draft note to parties confirming proper interpretation of amnesty program and contemplated press release (.2); telephone conference with debtors' counsel regarding status and strategy (.3); review Cliffs update notice and new frequently asked questions (.2).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/30/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Review communication from D. Goldberg encouraging class action of HC lot owners (.1); review report on conference call with High Carolina owners and presentment of High Carolina membership options (.2); telephone conference with local counsel regarding strategy and attendance at Keowee Falls deposition (.2); numerous and extensive telephone conferences with Valley lot owners regarding membership options for resigned members including follow-up inquiries and reports to committee members and telephone conference with plan sponsor's counsel (1.0); review and revise proposed settlement with U.S. Foods related to assumption and assignment of contract and waiver of preference action, and related communications with debtors' counsel (.4); review and respond to inquiries from counsel for High Carolina members including related communications with debtors' counsel (.3); review report on Keowee Falls deposition (.1); inquire with CRO regarding status of membership agreements and votes and review response (.1); telephone conference with counsel for member regarding membership options and deadlines (.2); review revised language setting forth U.S. Foods' settlement (.1).
07/31/12	Jonathan B. Alter	0.70	\$850.00	\$595.00	Telephone conference with counsel for High Carolina property owners (.5); forward requested pleadings to counsel for High Carolina property owners (.1); review communications with U.S. Foods concerning settlement (.1).
08/01/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review updates on, and communications concerning, settlement negotiations with J. Anthony and Keowee Falls (.4); review update on result of Cassidy federal hearing and report to committee members concerning same (.2).
08/02/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to status of membership agreements and discussions with plan sponsor representatives.
08/04/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review note from D. Tucker to CRO and related communication with committee and parties concerning same (.4); review report on status of Anthony settlement discussions and related communications (.2).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/16/12	Jonathan B. Alter	0.80	\$850.00	\$680.00	Review motion to approve nature center lease (.2); draft update to client describing debtors' motions (.2); assist creditor with amending claim, associated telephone conference and note (.4).
08/20/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review small business monthly report.
08/21/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Inquire regarding status and related telephone conversation with debtors' counsel.



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Asset Disposition**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/19/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Commence review of revised asset purchase agreement.
06/20/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Continue revisions to proposed asset purchase agreement.
08/27/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review docket and sale transactions in Keowee Falls case and report to committee, including review of follow-up comments.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	<u>Description</u>
06/07/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review member communication regarding potential fraudulent transfers amongst pre-petition entities.
06/25/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Attention to review of preference analysis.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Claims Administration and Objections**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/01/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Numerous calls and correspondence with creditors regarding claims process.
06/04/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review claim transfers.
06/04/12	Stephanie W. Mai	0.10	\$695.00	\$69.50	Email to Mr. Bates regarding member inquiry.
06/06/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review material, filed claims including DevCo claims, trade claims and Urbana claim.
06/07/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Call to and correspondence with creditor regarding claims and notice issue.
06/11/12	Stephanie W. Mai	0.60	\$695.00	\$417.00	Correspondence and call with creditor regarding claim.
06/13/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review claims filed by DevCo entities.
06/13/12	Linda J. Miller	0.20	\$265.00	\$53.00	Review list of claims.
06/21/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Respond to creditor inquiry.
06/25/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Correspondence with creditor regarding claim (.1); email to Mr. Bates regarding claim (.1).
06/27/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Inquire with debtors' counsel regarding treatment of intercompany claims, including review and circulation of response.
06/28/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and circulate information to committee chair regarding release of receivables claims.
07/02/12	Stephanie W. Mai	0.20	\$695.00	\$139.00	Email to committee member regarding claims issue.
07/05/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to claim assignment activity.
07/12/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Communications regarding claims amount (.2); review claim objections directed to claims of Cliffs Development Company affiliates and forward to committee with description (.4).
07/13/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review and circulate claim objections regarding Georgia Bridge, Hawkins Nursery, Morgan Concrete, HD Supply Waterworks, Medalist Golf, and Wall to Wall Golf.

Claims Administration and Objections

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/17/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Review proof of claim of trade creditor (.1); telephone conferences with trade creditor regarding proof of claim, forward executed and filed claim for records, and communications regarding need to amend claim (.3); review inquiry regarding treatment of club member claims, inquire with debtors' counsel concerning same, and respond to inquiry (.2); respond to member's inquiry concerning proofs of claim and recovery (.2); review and circulate several claim objections along with status report to committee (.4).
07/18/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review various claim objections.
07/20/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review objection to Worthington Hyde claims and summarize for committee (.3); review various claim objections and summarize for committee (.3).
07/31/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with trade creditor regarding amended proof of claim.
08/10/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review response to objection to claim filed by Georgia Bridge & Dock, Inc.
08/19/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review response of Worthington Hyde to claim objection and circulate.
08/21/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review proposed consent orders concerning duplicative mechanic lien claims.
08/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Telephone conference with debtors' counsel regarding mechanic's lien claims orders and provide consent to same.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Plan and Disclosure Statement**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/01/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review communication from committee member to plan sponsor regarding option for downgrade (.1); review cases regarding adequacy of disclosure statement and identified grounds for possible objection (.5); review and assist with committee member communication to plan sponsor's counsel identifying additional points for consideration in membership plan (.3); review case law and analyses concerning anti-solicitation requirements (.4).
06/02/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and circulate communication from noteholder regarding questions and issues with plan.
06/05/12	Jonathah B. Alter	1.40	\$850.00	\$1,190.00	Attendance at webinar presentation to members by plan sponsor.
06/06/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Telephone conference with committee chair regarding questions concerning refunds under proposed plan.
06/07/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review debtors' motion to extend exclusivity period (.1); draft communication to debtors' counsel requesting increase in release/exculpation provisions for volunteer groups and expanded liquidation analysis in disclosure statement (.3); review and circulate draft schematic of restructuring (.2).
06/10/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review CIPOC comments directed to plan sponsor and related communications.
06/11/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Draft extensive set of inquiries to debtors' counsel relative to disclosure statement (.4); telephone conference with debtors' counsel regarding disclosure statement inquiries (.3); draft note to debtors setting forth and confirming proposed responses to inquiries (.2).
06/12/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review communication regarding attendance of committee member at meeting of CIPOC with plan sponsor (.1); review inquiry regarding impact of plan rejection by certain clubs, inquire with debtors' counsel concerning inquiry, and report to committee (.3).

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/13/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review draft of proposed plan supplement and related communication from debtors' counsel, and respond thereto (.1); respond to member inquiry concerning separate treatment of similar classes (.2); draft request to debtors' counsel to expand scope of plan exculpation (.1); respond to inquiry concerning effect of substantive consolidation on voting (.1); draft note to debtors' counsel regarding adding to disclosure statement impact of absence of support at clubs (.1).
06/19/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Assist with preparation of potential objection to disclosure statement (.4); review and circulate plan supplement schedules (.5).
06/20/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member inquiry concerning objection to disclosure statement.
06/20/12	Linda J. Miller	1.20	\$265.00	\$318.00	Prepare draft of objection to disclosure statement.
06/21/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Attention to progress of objection to disclosure statement.
06/21/12	Linda J. Miller	0.30	\$265.00	\$79.50	Attention to objection to disclosure statement.
06/25/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Review draft of summary of impact of liquidation scenario and related communications with committee member (.2); draft inquiry to debtors' counsel regarding status of amended disclosure statement and circulate accordingly (.3); continue preparation of objection to disclosure statement (.4); analysis concerning plan releases and strategy (.4).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/26/12	Jonathan B. Alter	3.40	\$850.00	\$2,890.00	Extensive telephone conference with debtors' counsel regarding disclosure statement, negotiations with parties in interest, and status (.7); review and circulate draft plan supplement (.2); revise reservation of rights relative to disclosure statement (1.0); respond to inquiry from Springs member regarding treatment of club amenities and ability to object to disclosure statement (.3); review extensive comments from committee members on documents and forward to debtors and plan sponsor along with note concerning committee intentions (.6); telephone conference with debtors' counsel regarding extension of deadline to object to disclosure statement and report accordingly to committee (.2); add additional comments to reservation of rights related to disclosure statement and circulate to committee members with explanation (.4).
06/26/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Review and comment on disclosure statement objection.
06/27/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Review Cliffs Club PowerPoint presentation summary of plan and related member comments (.5); telephone conference with committee member regarding question from club member about pursuing disclosure statement objection (.2); communications with committee member regarding PowerPoint presentation from plan sponsor, projections, and strategy (.3); respond to inquiry from debtors' counsel concerning exculpation recipients (.2); review APA receivables issue and present concerns to debtors' counsel (.4); telephone conference with club member regarding plan concerns (.4); telephone conference with debtors' counsel regarding treatment of receivables (.3); review and circulate revisions to effective date schematic regarding plan implementation and related comments (.3); review report on plan sponsor presentation (.1).
06/27/12	Stephanie W. Mai	2.40	\$695.00	\$1,668.00	Call with committee member regarding comments to draft disclosure statement reservation of rights (.2); review and comment on draft of reservation of rights (2.0); correspondence with committee regarding reservation of rights (.2).

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/28/12	Jonathan B. Alter	2.90	\$850.00	\$2,465.00	Review, summarize and circulate New Line Turf's objection to disclosure statement (.3); review revised pro formas for disclosure statement and circulate to committee (.4); review proposed list of exculpated persons (.1); forward draft disclosure statement filing to debtors' counsel (.1); telephone conference with debtors' counsel regarding disclosure statement issues and status of noteholder negotiations (.5); revise and finalize reservation of rights related to disclosure statement (.2); telephone conference with local counsel concerning comments of U.S. Trustee's Office to disclosure statement and revise reservation of rights accordingly (.4); review revised plan of reorganization (.4); review and analyze Keowee Investment objection to disclosure statement, including comment from committee chair (.2); respond to committee member inquiry regarding attendance at disclosure statement hearing (.1); review Worthington Hyde objection to disclosure statement (.2).
06/28/12	Linda J. Miller	1.00	\$265.00	\$265.00	Review disclosure statement and related filings (.4); attention to preparation of disclosure statement hearing binder (.6).
06/28/12	Stephanie W. Mai	1.30	\$695.00	\$903.50	Review objections to disclosure statement (.5); draft committee case update (.8).
06/29/12	Jonathan B. Alter	1.90	\$850.00	\$1,615.00	Review objection to disclosure statement filed by TCF Equipment Finance (.2); review revised draft disclosure statement (.5); draft plan recommendation letter from committee and circulate for comment (.6); review indenture trustee's objection to disclosure statement (.4); review committee member's comments to revised plan of reorganization (.2).
06/29/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review withdrawal of objection and related communications (.1); attention to communications concerning preparation for disclosure statement hearing (.1); review hearing agenda (.1).
06/29/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review objections to disclosure statement (.2); review blackline of proposed amended plan and disclosure statement (.2); coordinate updates for hearing binder (.1).

Plan and Disclosure Statement



**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/29/12	Stephanie W. Mai	3.20	\$695.00	\$2,224.00	Review revised draft plan and disclosure statement (1.7); revise member comments (.3); email comments to plan to debtors' counsel (1.0); email revised plan and disclosure statement to committee with note (.2).
06/30/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review regarding circulation of revised plan and disclosure statement (.4); review proposed disclosure statement order (.3); attention to preliminary comments to the revised draft plan (.3).
07/01/12	Jonathan B. Alter	1.20	\$850.00	\$1,020.00	Review agenda for hearing (.1); review plan comments from committee members and related communications (.3); review plan supplement (.5); review suggested revisions to committee recommendation letter (.3).
07/01/12	Stephanie W. Mai	3.70	\$695.00	\$2,571.50	Correspondence with Mr. Alter and committee members regarding plan and disclosure statement (0.6); review revised plan (1.1); email to McKenna regarding comments to same (0.4); review and revise draft committee recommendation letter (1.6).
07/02/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Meeting with debtors' counsel and plan sponsor's counsel in preparation for hearing (1.0); attendance at disclosure statement hearing including follow-up discussions with counsel and committee members (1.7).
07/02/12	Linda J. Miller	0.70	\$265.00	\$185.50	Review recent plan-related filings (.3); review and circulate orders extending exclusivity and approving disclosure statement (.2); attention to calendar matters for plan deadlines (.2).
07/02/12	Stephanie W. Mai	5.40	\$695.00	\$3,753.00	Revise draft letter of recommendation (2.5); correspondence with Mr. Alter and committee regarding same (0.2); call with Committee regarding same (0.7); revise draft of committee letter (2.0).

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/03/12	Jonathan B. Alter	1.70	\$850.00	\$1,445.00	Revise and circulate committee recommendation letter (.6); respond to inquiry from debtors' counsel regarding committee recommendation letter (.1); telephone conference with chairman of committee, revise committee recommendation letter in accordance with chair's comments, and recirculate letter (.4); amend and recirculate recommendation letter incorporating committee's comments (.4); attention to further revisions to recommendation letter requested by chairman of committee and recirculate (.2).
07/03/12	Stephanie W. Mai	2.80	\$695.00	\$1,946.00	Review and comment on revised draft letter of recommendation regarding plan (0.5); call with Committee regarding same (0.6); review correspondence regarding membership plan comments (0.7); review revised membership plan regarding same (2.0).
07/04/12	Stephanie W. Mai	1.30	\$695.00	\$903.50	Review correspondence regarding comments to draft membership plan (0.4); review draft membership plan regarding same (0.9).
07/05/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Communications with debtors' counsel and committee members concerning acquiring full support for recommendation letter and finalize letter accordingly (.6); forward committee recommendation letter along with committee communication (.3).
07/06/12	Jonathan B. Alter	1.30	\$850.00	\$1,105.00	Communications with plan sponsor representatives concerning status (.1); review notice from indenture trustee and letter from negotiating committee, and circulate (.3); review order approving disclosure statement and other documents to be included in solicitation package (.5); review debtors' non-voting notice (.2); review debtors' letter to members concerning solicitation package (.1); review notice of confirmation hearing (.1).
07/09/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Respond to committee member inquiry concerning resolicitation standard.

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/10/12	Jonathan B. Alter	0.90	\$850.00	\$765.00	Review and comment upon recommendation of plan (.5); respond to inquiries regarding voting in absentia (.2); review e-mail from debtors' counsel concerning addressing plan solicitation questions and communications, and circulate to various committee members (.1); inquire regarding overture to plan sponsor's counsel regarding revisions to plan document and review responses (.1).
07/11/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Telephone conference with ad hoc group member regarding recommendation in favor of plan and status (.3); attention to issues of conversion of recommendation letter on ClubCo website (.1).
07/12/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Draft note to plan sponsor's counsel regarding error in property owner amnesty program addendum (.1); draft note to debtors' counsel and plan sponsor's counsel containing discrete plan and membership questions, review response, and respond accordingly (.4).
07/13/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review numerous communications between noteholders concerning plan, and related commentary from committee members (.4); draft note to debtors' counsel and plan sponsor's counsel regarding noteholders, and review response (.1).
07/15/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review CIPOC recommendation of plan.
07/16/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review Keowee motion to estimate claim for voting purposes.
07/17/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Draft notes to debtors' counsel requesting ballot for trade creditor, review response, and related communications (.3); respond to member questions about plan (.3).
07/19/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Preparation for confirmation hearing and potential objections.
07/22/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review distribution of frequently asked questions and responses by plan sponsor.
07/26/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review communication from lot owner's counsel regarding plan issues.
07/26/12	Stephanie W. Mai	0.10	\$695.00	\$69.50	Correspondence with Messrs. Marsh and Bates regarding plan voting update.
07/27/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Draft note to debtors' counsel regarding plan issues (.1); review proposed plan amendments (.5).

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/29/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Communications with counsel for High Carolina members regarding issues with plan, and related notes to debtors' counsel.
07/30/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Respond to inquiry from committee member concerning potential plan objections (.4); telephone conference with debtors' counsel regarding responses to potential plan objections and status (.3); review case law concerning classification and treatments of claims within unsecured class (.2); review summary of tabulation report (.1).
07/31/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Attention to objection to temporary allowance motion
07/31/12	Stephanie W. Mai	0.50	\$695.00	\$347.50	Conference call with Messrs. Alter and Butler and Ms. Barton regarding plan issues.
08/01/12	Jonathan B. Alter	2.30	\$850.00	\$1,955.00	Review High Carolina memorandum in opposition to Cassidy motion, and circulate to committee with summary (.4); numerous email communications and telephone conference with debtors' counsel regarding negotiations with potential plan objectors (.7); review and summarize plan objection filed by Keowee Springs concerning easement rights (.2); review plan objections of Keowee Falls, James Anthony and the Goldbergs and circulate to committee with comments (1.0).
08/01/12	Linda J. Miller	0.30	\$265.00	\$79.50	Review order approving disclosure statement and confirm plan objection requirements and deadline.
08/02/12	Jonathan B. Alter	3.30	\$850.00	\$2,805.00	Review plan objections filed by Wells Fargo and Bruce Cassidy and circulate to committee with comments (.6); communications with debtors' counsel regarding response to objection and negotiation strategy (.2); telephone conference with counsel for plan sponsor regarding plan objections and preparation for confirmation hearing (.4); review summary of High Carolina voting related to gerrymandering argument (.1); preparation for confirmation hearing including consideration of proper responses to objections to plan (.8); review amended objection filed by Bruce Cassidy and attached order of district court (.3); participate on conference call with debtors' counsel regarding plan objections and confirmation (.8); review debtors' statement of changes by amendment (.1).

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**

**Chapter 11 Case No. 12-01220-JW**

Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/02/12	Linda J. Miller	2.00	\$265.00	\$530.00	Review emails, docket entries, and pleadings for all plan-related filings and materials for confirmation hearing binder.
08/03/12	Jonathan B. Alter	4.20	\$850.00	\$3,570.00	Review committee member's analysis of Cassidy objection and provide related report to debtors' counsel (.4); review and comment upon draft confirmation order (.6); preparation for confirmation hearing (.5); revise proposed response to KFIG's motion for allowance of claim including review of disclosure statement order and approve joinder in final (.6); review and circulate ballot declaration with summary (.4); review and analyze response to Cassidy objection (.4); review declaration of John Kunkel in support of confirmation (.2); review agenda for confirmation hearing (.1); review correspondence from counsel for J. Anthony regarding plan and settlement (.2); review declaration of K. Goodman in support of confirmation (.4); review debtors' filing of exhibits (.4).
08/03/12	Linda J. Miller	4.50	\$265.00	\$1,192.50	Assist with preparation for confirmation hearing (.8); review and analysis of KFIG's motion for temporary allowance 3018(a) (.3); related review of FRBP 3018(a) and local rules (.4); compare Cassidy's amended vs. original plan objection (.3); review debtors' response to 3018(a) motion (.2); review and identify final versions of all plan-related documents (.6); related attention to hearing binder preparation (1.5); review additional plan objections as filed and circulate to committee (.4).
08/05/12	Jonathan B. Alter	2.60	\$850.00	\$2,210.00	Review and comment upon revised draft confirmation order (.3); review filing of notice and exhibit (.4); meeting with debtors' counsel in preparation for confirmation hearing (1.5); review Goldbergs' reply to debtors' response to objection (.4).
08/06/12	Jonathan B. Alter	7.30	\$850.00	\$6,205.00	Preparation for confirmation hearing (.8); meeting with parties in preparation for confirmation hearing (1.0); attendance at confirmation hearing (5.0); post-confirmation discussions with parties and committee (.5).
08/07/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review notice to members regarding confirmation (.1); communications with committee member, plan sponsor and debtors' counsel regarding KFIG claim (.2).

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
08/07/12	Linda J. Miller	0.10	\$265.00	\$26.50	Telephone conversation with committee member regarding plan objections and confirmation.
08/08/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Draft extensive update for committee concerning confirmation (.4); review proposed order denying KFIG's Rule 3018 motion (.1); review reporting on confirmation circulated by committee member (.1).
08/08/12	Linda J. Miller	0.50	\$265.00	\$132.50	Review correspondence regarding confirmation hearing and next steps (.2); attention to procedural matters (.3).
08/09/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Review revised confirmation order and related comments (.4); telephone conference with debtors' counsel regarding confirmation order and indicate approval to form (.2).
08/10/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Attention to tender to clerk of proposed confirmation order (.1); review entry of consent order (.1).
08/13/12	Jonathan B. Alter	0.60	\$850.00	\$510.00	Attention to various inquiries concerning status.
08/14/12	Jonathan B. Alter	1.00	\$850.00	\$850.00	Review filing of notice (.1); communication with committee member regarding amnesty program (.1); communications with members concerning status and signup for new club (.8).
08/15/12	Jonathan B. Alter	1.70	\$850.00	\$1,445.00	Inquire with debtors' counsel and chief restructuring officer concerning status (.1); telephone conference with High Carolina member regarding status (.3); review filings in Cassidy litigation and circulate with summary (.4); telephone conference with chief restructuring officer regarding status (.2); telephone conference with debtors' counsel regarding status (.2); draft update for committee (.3); attention to completion of settlement with former members (.2),
08/16/12	Jonathan B. Alter	0.30	\$850.00	\$255.00	Review motion to approve settlement with former members.
08/17/12	Jonathan B. Alter	0.40	\$850.00	\$340.00	Review entry of confirmation order.

Plan and Disclosure Statement

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**General Review of Pleadings**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
06/21/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review motion to expedite hearing and entry of order granting relief.
06/26/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review and approve stipulated order extending objection deadline and review related approvals (.1); review response and reservation of rights of indenture trustee to first interim fee application of debtors' counsel (.1).
06/26/12	Linda J. Miller	0.10	\$265.00	\$26.50	Review proposed order extending deadline to object to disclosure statement.
06/27/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of consent order.
07/02/12	Jonathan B. Alter	0.20	\$850.00	\$170.00	Review hearing notes and entry of various orders.
07/12/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of orders approving interim compensation.
07/13/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review entry of orders awarding compensation.
07/27/12	Jonathan B. Alter	0.50	\$850.00	\$425.00	Review pleadings in Cassidy action, U.S. District Court, SC.
07/30/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review docket of Cassidy action.
07/31/12	Jonathan B. Alter	0.10	\$850.00	\$85.00	Review notice of filing of updated service list.

General Review of Pleadings

**In re The Cliffs Club & Hospitality Group, Inc. et.al.**  
**Chapter 11 Case No. 12-01220-JW**  
Application Period: June 1, 2012 through October 11, 2012

**Non working Travel**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>	<b>Description</b>
07/01/12	Jonathan B. Alter	2.50	\$850.00	\$2,125.00	Non-working travel to SC for disclosure statement hearing [billed at one-half time 5.0 to 2.5 ].
07/02/12	Jonathan B. Alter	3.40	\$850.00	\$2,890.00	Continue non-working travel to Columbia, SC (.6) [billed at one half time]; non-working return travel from Columbia, SC (2.8) [billed at one-half time].
07/09/12	Jonathan B. Alter	4.00	\$850.00	\$3,400.00	Non-working travel to Furman University (3.0) [billed at one-half time]; non-working travel to Charlotte, NC (1.0) [billed at one-half time].
07/10/12	Jonathan B. Alter	1.70	\$850.00	\$1,445.00	Non-working return travel from Charlotte, NC [billed at one-half time].
08/05/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Non-working travel to Columbia, SC. [billed at one-half time]
08/07/12	Jonathan B. Alter	2.70	\$850.00	\$2,295.00	Non-working return travel from Columbia, SC. [billed at one-half time]

Non working Travel