

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

In re ) Chapter 11  
The Cliffs Club & Hospitality ) Case No. 12-01220-W  
Group, Inc. et al  
dba The Cliffs Golf & Country Club ) Jointly Administered  
Debtor(s) ) Application for Attorney's Fees

John B Butler III, (Hereafter Applicant) would show that:

1. Applicant is Local Counsel for Unsecured Creditors Committee in this case.

2. By Order entered March 26, 2012, Unsecured Creditors Committee was authorized to employ Applicant as counsel nunc pro tunc at a rate of \$400.00 per hour or a rate to be approved by the Court. Applicant is informed and believes that this rate is based on the rate customarily charged by comparably skilled practitioners in cases other than cases under Title 11.

3. Applicant has attached a narrative of this case as Exhibit A to this application.

4. The person on whose behalf Applicant has rendered the services has had an opportunity to review the application and has approved payment of the same.

5. Applicant is seeking interim compensation for his services in this case for the period beginning June 1, 2012 through and including June 30, 2012 pursuant to Local Rule 2016-1. Pursuant to the U.S. Trustee Guidelines, Applicant has attached a summary sheet of total compensation requested in this fee application as Exhibit B and has broken down this fee application and attached time sheets into project categories as follows:

(a) Asset Analysis and Recovery: The Asset Analysis and Recovery statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(b) Asset Disposition: The Asset Disposition statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(c) Business Operations: The Business Operations statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(d) Case Administration/ Committee Matters: The Case Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 7.8 hours of professional time for this period.

(e) Cash Collateral: The Cash Collateral statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(f) Claims Administration: The Claims Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.9 hours of professional time for this period.

(g) Disclosure statement and plan: The Disclosure Statement and Plan statement is attached to this application as Exhibit C. Under this category, Applicant has expended 6.00 of professional time for this period.

(h) Fee And Employment Application: The Fee and Employment Application is attached to this application as Exhibit C. Under this category, Applicant has expended 1.60 hours of professional time for this period.

(i) Meeting of Creditors: The Meeting of Creditors statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

(j) Litigation: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

(k) Miscellaneous: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

6. The Applicant is informed and believes that a reasonable interim compensation, on a hourly basis, for said services on all attached statements is \$400.00 per hour for professional time for John B Butler III, Attorney at Law; that Applicant is entitled to interim compensation for time incurred in the within Chapter 11 proceeding in the total amount of \$6,600.00 and for out-of-pocket costs and expenses in the total amount of 74.67.

6. The Applicant requests that this Court look into the matters herein set forth, and issue its Order pursuant to 11 U.S.C. §330 entitling Applicant to the sum of \$6,674.67 for interim legal fees and expenses in the within proceeding for services for the period beginning June 1, 2012 through and including June 30, 2012.

July 6, 2012

\_\_\_\_\_  
/s/ John B Butler III

John B Butler III

Attorney for Unsecured Creditors Committee

1217 Anthony Ave.

Columbia, SC 29201 ID# 1632

United States Bankruptcy Court  
District of South Carolina

In re	) Chapter	11
The Cliffs Club & Hospitality Group, Inc. et al	) Case No.	12-01220-W
dba The Cliffs Golf & Country Club	) Jointly	Administered
Debtor(s)	) Exhibit A	Application for
	) Compensation	

These case were filed on February 28, 2012. The Committee was appointed by the United States Trustee on March 7, 2012. The Committee met on March 7, 2012, and chose Jonathan B. Alter of Bingham McCutchen ("Lead Counsel") to be Lead Counsel. In light of Movant's qualifications, the Committee and Lead Counsel requested that Applicant serve as Local Counsel.

Since the filing of the case and its appointment, the Unsecured Creditors Committee and its Counsel have been reviewing pleadings, and correspondence, meeting telephonically, negotiating with other interested parties and trying to protect the interests of Members, resigned Members, Trade Creditors and other unsecured creditors.

Applicant is seeking compensation for the time period beginning: June 1, 2012 and ending June 30, 2012

**Exhibit B - Summary of Hours Expended by Timekeeper**

Timekeeper	Initials	Admitted to bar	Number of hours	Hourly rate	Total
John B Butler III(Attorney)	JB	1981	16.50	\$400.00	\$6,600.00
(Paralegal)					\$0.00
Total fees requested					\$6,600.00
Costs incurred	JB				\$74.67
<b>Total fees &amp; Expenses requested</b>					<b>\$6,674.67</b>

**Asset Analysis and Recovery**

**Total Time on Asset Analysis and Recovery** 0.00  
**Subtotal on Asset Analysis and Recovery** \$0.00

**Asset Disposition**

**Total Time on Asset Disposition** 0.00  
**Subtotal on Asset Disposition** \$0.00

**Business Operation**

**Total Time on Business Operation** 0.00  
**Subtotal on Business Operation** \$0.00

**Case Administration/Committee Matters**

Jun 1, 2012	Telephone call with Resigned Member Rob Eichner re status of Plan and Disclosure Statement, transfer provisions and treatment of resigned members	0.70
Jun 1, 2012	Reviewing Liquidating Trust Agreement	0.20
Jun 5, 2012	Telephone call with resigned Vineyards Member Brad Seckinger re improper address on Schedules, Plan and Claim for Refundable Deposit	0.30
Jun 8, 2012	Reviewing Debtor's Memo Regarding Recharacterization of Intercompany Payables from Debt to Equity; review Debtor's Spreadsheet of Intercompany Payables	0.20
Jun 8, 2012	Reviewing e mails on 6/11 Committee Conference Call	0.10
Jun 8, 2012	Reviewing e mails from Jonathan Alter and Michael Levensgood re revisions to Liquidating Trust Agreement	0.10
Jun 8, 2012	Reviewing revisions to Liquidating Trust Agreement	0.10
Jun 11, 2012	Review Minutes of 5/23/12 Committee Meeting	0.10

Date	Description	Amount
Jun 11, 2012	Committee Conference Call	0.90
Jun 11, 2012	Review CIPOC's comments on Proposed Members' Provisions (5 pages)	0.20
Jun 11, 2012	Review e mail from Jonathan Alter to Debtors' Attorneys re additional information requested; simplified ballot and other issues; review response	0.20
Jun 12, 2012	Review e mail from Jonathan Alter re Motion filed by GECC on golf carts; review Motion (5 pages)	0.10
Jun 13, 2012	Conference call with Members re updated Membership Provisions, Negotiations with Plan Sponsor, Amending Disclosure to address outcome if Plan not confirmed	1.20
Jun 15, 2012	Conference call with Michael Beal, Local Counsel for Indenture Trustee, and Geoff Levy, Attorney for Keowee Investment, re status of case, status of Membership Plan, 7/2/12 hearing and status of Disclosure Statement and Plan Amendments	0.50
Jun 21, 2012	Reviewing Debtor's Emergency Motion to Enter into Insurance Premium Agreement and Order on 7/2 Emergency Hearing	0.10
Jun 21, 2012	Review e mail from Jonathan Alter re possible objection to Plan by Advisory Committee Board of Indenture Trustee	0.10
Jun 21, 2012	Reviewing e mails from Jonathan Alter, Jerry Phillips, and Janet Hilligoss re revisions to draft of APA; reviewing proposed revisions	0.20
Jun 25, 2012	Telephone call with Resigned Member John Downey re status of Plan and Disclosure Statement and treatment on non-transferring Members under Plan	0.20
Jun 25, 2012	Reviewing Revised Membership Plan and Revised Rules and Regulations (49 pages); reviewing Committee's Comments on Revised Membership Plan and Revised Rules and Regulations	0.90
Jun 25, 2012	Reviewing e mails from Jonathan Alter and Al Silva re revisions to Revised Membership Plan and Revised Rules and Regulations	0.10
Jun 26, 2012	Reviewing e mails about 6/27 Conference call	0.10
Jun 27, 2012	Committee Conference Call	0.70
Jun 27, 2012	Review Statement of Change as to Amended Schedules (23 pages)	0.20
Jun 27, 2012	2 telephone calls with Resigned Member Cripa Jones re status of case and Disclosure Statement Hearing	0.10

Jun 29, 2012	Reviewing Draft of Letter to All Unsecured Creditors on Behalf of Committee	0.10
Jun 29, 2012	E mail to Counsel re Service of Reservation of Rights; e filing of Affidavit of Service of Reservation of Rights	0.10
<b>Total Time on Case Administration</b>		7.80
<b>Subtotal on Case Administration</b>		\$3,120.00
<b>Cash Collateral</b>		
<b>Total Time on Cash Collateral Matters</b>		0.00
<b>Subtotal on Cash Collateral Matters</b>		\$0.00
<b>Claims Administration</b>		
Jun 5, 2012	Review Notice of Settlement between Debtor and Noteholders re Noteholders not having to file claims and extended deadline to file claims if the settlement is not approved	0.10
Jun 8, 2012	Reviewing Mechanic's Lien list; reviewing Judge Waites' Georgetown Steel case; e mail to Debtors' Attorneys re same	0.60
Jun 12, 2012	Review e mail from Gary Marsh re claims filed by DevCo entities; review list of claims	0.10
Jun 18, 2012	Review e mails from Diane Furr, Attorney for TCF Equip. re cure amount on Executory Contract; respond	0.10
<b>Total Time on Claims Administration</b>		0.90
<b>Subtotal on Claims Administration</b>		\$360.00

**Disclosure Statement and Plan**

Jun 1, 2012	Research re constitutes permitted communication after approval of Disclosure Statement and what types of communications constitute prohibited solicitation; review 14 cases	1.00
Jun 1, 2012	E mail to Jonathan Alter re SC Cases on adequacy of Disclosure Statement and possible grounds for objecting to Disclosure Statement	0.30
Jun 1, 2012	E mail to Jonathan Alter re what constitutes permitted communication after approval of Disclosure Statement and what types of communications constitute prohibited solicitation	0.40
Jun 7, 2012	Reviewing Debtors' Motion to Extend Time to Solicit Acceptances of Plan and Proposed Order (14 pages)	0.20
Jun 8, 2012	Review e mail from Jonathan Alter to Debtors' Attorneys re including other parties in release/exculpation clauses of plan and further explanation of consequences if plan not confirmed	0.10
Jun 12, 2012	Review e mail from Gary Marsh re draft of release of third parties; review draft of release	0.10
Jun 12, 2012	Review e mail from Gary Marsh re draft of chart setting forth financing steps and assumption and pledging steps of money to finance plan	0.10
Jun 12, 2012	Review e mail from Gary Marsh re draft of Plan Supplement; reviewing initial draft of Plan Supplement	0.10
Jun 21, 2012	Reviewing Draft of Plan Supplement regarding Officers and Directors Subject to Plan Release Provisions; Retained Potential Preferential Transfer Actions; Retained Claims for Potentially Avoidable Transfers; Retained Receivables Claims owing from DevCo entities, Jim Anthony, and third parties; Retained Past Due Member and Other Accounts Receivable; Retained Outstanding Financed Membership Initiation Deposits	0.20
Jun 25, 2012	Reviewing e mail from Jonathan Alter to Gary Marsh re remaining information needed to be included in Disclosure Statement and possible filing of Objection to Disclosure Statement	0.10
Jun 26, 2012	Reviewing Draft of Plan Supplement; reviewing drafts of Amnesty Membership Application, Amnesty Program Summary and Regular Membership Application	0.20



Jun 26, 2012	E mail to Jonathan Alter re reviewing current draft of Objection to Disclosure Statement; reviewing and revising Initial Draft of Objection to Disclosure Statement (10 pages); e mail to Jonathan Alter re Initial Draft of Objection to Disclosure Statement	0.50
Jun 26, 2012	Review e mails from Jonathan Alter and Michael Beal re Consent Order Extending Time to Object to Disclosure Statement; review Proposed Consent Order; respond to e mails; reviewing filed Proposed Order	0.20
Jun 26, 2012	Review e mails from Jonathan Alter and Hoot Gibson re CIPOC Objection to Disclosure Statement and Objections to Disclosure Statement being filed by individuals	0.10
Jun 27, 2012	Reviewing revised draft of Objection to Disclosure Statement	0.10
Jun 28, 2012	Review NLT Objection to Disclosure Statement	0.10
Jun 28, 2012	Review e mail from Jonathan Alter re NLT Objection to Disclosure Statement and Debtors' Revised Pro Formas; review Debtors' Revised Pro Formas (9 pages)	0.40
Jun 28, 2012	3 telephone calls with Linda Barr re status of Disclosure Statement and whether Committee will be filing Objection	0.30
Jun 28, 2012	2 telephone calls with Jonathan Alter re revisions to Objection to Disclosure Statement	0.20
Jun 28, 2012	Reviewing revisions to Objection to Disclosure Statement; e filing same; e mail to Counsel re Objection to Disclosure Statement	0.20
Jun 28, 2012	Review Keowee Investment Properties Objection to Disclosure Statement (4 pages); review Worthington Hyde Objection to Disclosure Statement (7 pages); review TCF Equipment Objection to Disclosure Statement (8 pages);	0.40
Jun 29, 2012	Reviewing e mails from Nancy Johnson, Gary Marsh and Rick Mendoza re withdrawal of NLT Objection to Disclosure Statement	0.10
Jun 29, 2012	Reviewing Wells Fargo Objection to Disclosure Statement (33 pages)	0.50
Jun 29, 2012	Reviewing Proposed Order Extending Exclusivity Period	0.10
	<b>Total Time on Disclosure Statement and Plan</b>	6.00
	<b>Subtotal on Disclosure Statement and Plan</b>	\$2,400.00
	<b>Fee And Employment Application</b>	

Jun 6, 2012	Review e mail from Linda Miller re request by Debtors' Attorneys, UST and Court to have interim fee applications filed; reviewing May statement; e mail to Linda Miller re same	0.20
Jun 7, 2012	E mail to Linda Barr re form of interim fee applications and individual orders; review response; e mail to Jonathan Alter re procedure for Interim Fee Applications	0.10
Jun 13, 2012	Reviewing e mail from Linda Miller re cover letter for May fee application and service of same; respond	0.10
Jun 15, 2012	Draft Interim Fee Application, Notice and Order; 3 telephone calls with Court re hearing date for objections	0.30
Jun 15, 2012	Review e mails from Linda Miller re first draft of Bingham McCutchen's Interim Fee Application and filing of same; respond	0.10
Jun 18, 2012	Reviewing and e filing First Interim Fee Application of Bingham McCutchen	0.10
Jun 20, 2012	Telephone call with Michael Beal, Local Counsel for Indenture Trustee, re reservation of right to object to fee applications; reviewing filed Reservations of Rights; e mail to Jonathan Alter re same	0.20
Jun 21, 2012	Review e mails from Linda Miller and Bryan Bates re service of Notice of Interim Fee Applications on all parties; respond; telephone calls with Linda Miller, Bryan Bates and Court re same	0.20
Jun 21, 2012	Review Application for Interim Compensation by McKenna, Long and Aldridge	0.10
Jun 21, 2012	Review Application for Interim Compensation by Dana Wilkinson	0.10
Jun 22, 2012	Review e mails from Bryan Barnes and Judge's Chambers re service of Notice of Interim Fee Applications on all parties	0.10
	<b>Total Time on Fee And Employment Application</b>	1.60
	<b>Subtotal on Fee And Employment Application</b>	\$640.00
	<b>Litigation</b>	
Jun 29, 2012	Review Notice of 7/2 Hearing Agenda	0.10
Jun 29, 2012	Review Proposed Order Authorizing Insurance Premium Finance Agreement	0.10

**Total Time on Litigation** 0.20  
**Subtotal on Litigation** \$80.00

**Meeting of Creditors**

**Total Time on Meeting of Creditors** 0.00

**Miscellaneous**

**Total Time on Miscellaneous** 0.00

**Subtotal on Miscellaneous** \$0.00

**Subtotal of time spent on all categories of professional services** 16.50

**Hourly rate charged for all of above professional services** \$400.00

**Subtotal of all categories of professional services** \$6,600.00

**Additional Charges for Costs Excluding Professional Fees**

Jun 1, 2012	6	copies at per page charge of	0.25	\$1.50
Jun 6, 2012	1	copies at per page charge of	0.25	\$0.25
Jun 7, 2012	15	copies at per page charge of	0.25	\$3.75
Jun 8, 2012	2	copies at per page charge of	0.25	\$0.50
Jun 11, 2012	8	copies at per page charge of	0.25	\$2.00
Jun 12, 2012	8	copies at per page charge of	0.25	\$2.00
Jun 15, 2012	2	copies at per page charge of	0.25	\$0.50
Jun 25, 2012	34	copies at per page charge of	0.25	\$8.50
Jun 28, 2012	43	copies at per page charge of	0.25	\$10.75
Jun 29, 2012	35	copies at per page charge of	0.25	\$8.75
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00

copies at per page charge of 0.25

**Subtotal of copy charges** \$38.50

**Costs such as parking, depositions, meals, accommodations, subpoena costs, witness fees**

Parking for hearings

**Subtotal of costs such as parking depositions, meals, accommodations** \$0.00

**Express Mail**

**Subtotal of Express Mail** \$0.00

**Fax @ .25/pg for incoming fax; \$2.00 for outgoing long distance fax of any length; no charge for outgoing local fax**

**Subtotal of Fax** \$0.00

**Long Distance Phone Calls**

Jun 27, 2012 Actual time and charges \$0.40

Jun 28, 2012 Actual time and charges \$0.45

Actual time and charges

Actual time and charges

**Subtotal of Long Distance Phone Calls** \$0.85

**Mileage**

miles at per mile charge of 0.555 \$0.00

miles at per mile charge of 0.555 \$0.00

miles at per mile charge of 0.555 \$0.00

miles at per mile charge of 0.555 \$0.00

**Subtotal of Mileage/Parking Expenses** \$0.00

**Postage (Excluding Express Mail)**

**Subtotal of Postage (Excluding Express Mail) \$0.00**

**Westlaw or other computer assisted research actual time and charges for this case at non-subscriber rate of \$7.85 per minute reduced by 90% to account for savings due to subscriber rate**

Jun 1, 2012 Research re constitutes permitted communication after approval of Disclosure Statement and what types of communications constitute prohibited solicitation; review 14 cases. Actual time on Westlaw 45 minutes. 35.32

**Subtotal of Westlaw or other computer assisted research \$35.32**

**Total of All Costs \$74.67**

**Total of All Professional Fees and All Costs \$6,674.67**

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

In re ) Chapter 11  
The Cliffs Club & Hospitality ) Case No. 12-01220-W  
Group, Inc. et al  
dba The Cliffs Golf & Country Club ) Jointly Administered  
Debtor(s) ) Application for Attorney's Fees

John B Butler III, (Hereafter Applicant) would show that:

1. Applicant is Local Counsel for Unsecured Creditors Committee in this case.
2. By Order entered March 26, 2012, Unsecured Creditors Committee was authorized to employ Applicant as counsel nunc pro tunc at a rate of \$400.00 per hour or a rate to be approved by the Court. Applicant is informed and believes that this rate is based on the rate customarily charged by comparably skilled practitioners in cases other than cases under Title 11.
3. Applicant has attached a narrative of this case as Exhibit A to this application.
4. The person on whose behalf Applicant has rendered the services has had an opportunity to review the application and has approved payment of the same.
5. Applicant is seeking interim compensation for his services in this case for the period beginning July 1, 2012 through and including July 31, 2012 pursuant to Local Rule 2016-1. Pursuant to the U.S. Trustee Guidelines, Applicant has attached a summary sheet of total compensation requested in this fee application as Exhibit B and has broken down this fee application and attached time sheets into project categories as follows:
  - (a) Asset Analysis and Recovery: The Asset Analysis and Recovery statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.
  - (b) Asset Disposition: The Asset Disposition statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.
  - (c) Business Operations: The Business Operations statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.
  - (d) Case Administration/ Committee Matters: The Case Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 6.8 hours of professional time for this period.
  - (e) Cash Collateral: The Cash Collateral statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(f) Claims Administration: The Claims Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.9 hours of professional time for this period.

(g) Disclosure statement and plan: The Disclosure Statement and Plan statement is attached to this application as Exhibit C. Under this category, Applicant has expended 4.90 of professional time for this period.

(h) Fee And Employment Application: The Fee and Employment Application is attached to this application as Exhibit C. Under this category, Applicant has expended 1.00 hours of professional time for this period.

(i) Meeting of Creditors: The Meeting of Creditors statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

(j) Litigation: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

(k) Miscellaneous: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

6. The Applicant is informed and believes that a reasonable interim compensation, on a hourly basis, for said services on all attached statements is \$400.00 per hour for professional time for John B Butler III, Attorney at Law; that Applicant is entitled to interim compensation for time incurred in the within Chapter 11 proceeding in the total amount of \$7,800.00 and for out-of-pocket costs and expenses in the total amount of 101.425.

6. The Applicant requests that this Court look into the matters herein set forth, and issue its Order pursuant to 11 U.S.C. §330 entitling Applicant to the sum of \$7,901.43 for interim legal fees and expenses in the within proceeding for services for the period beginning July 1, 2012 through and including July 31, 2012.

August 9, 2012

/s/ John B Butler III

John B Butler III

Attorney for

Unsecured Creditors Committee

1217 Anthony Ave.

Columbia, SC 29201 ID#

1632

United States Bankruptcy Court  
District of South Carolina

In re	) Chapter	11
The Cliffs Club & Hospitality Group, Inc. et al	) Case No.	12-01220-W
dba The Cliffs Golf & Country Club	) Jointly	Administered
Debtor(s)	) Exhibit A	Application for
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These case were filed on February 28, 2012. The Committee was appointed by the United States Trustee on March 7, 2012. The Committee met on March 7, 2012, and chose Jonathan B. Alter of Bingham McCutchen ("Lead Counsel") to be Lead Counsel. In light of Movant's qualifications, the Committee and Lead Counsel requested that Applicant serve as Local Counsel.

Since the filing of the case and its appointment, the Unsecured Creditors Committee and its Counsel have been reviewing pleadings, and correspondence, meeting telephonically, negotiating with other interested parties and trying to protect the interests of Members, resigned Members, Trade Creditors and other unsecured creditors.

Applicant is seeking compensation for the time period beginning: July 1, 2012 and ending July 31, 2012



**Exhibit B - Summary of Hours Expended by Timekeeper**

<b>Timekeeper</b>	<b>Initials</b>	<b>Admitted to bar</b>	<b>Number of hours</b>	<b>Hourly rate</b>	<b>Total</b>
John B Butler III (Attorney)	JB	1981	19.50	\$400.00	\$7,800.00
(Paralegal)					\$0.00
<b>Total fees requested</b>					<b>\$7,800.00</b>
Costs incurred	JB				\$101.43
<b>Total fees &amp; Expenses requested</b>					<b>\$7,901.43</b>

**Asset Analysis and Recovery**

**Total Time on Asset Analysis and Recovery** 0.00  
**Subtotal on Asset Analysis and Recovery** \$0.00

**Asset Disposition**

**Total Time on Asset Disposition** 0.00  
**Subtotal on Asset Disposition** \$0.00

**Business Operation**

**Total Time on Business Operation** 0.00  
**Subtotal on Business Operation** \$0.00

**Case Administration/Committee Matters**

Jul 2, 2012	Committee Conference Call	0.90
Jul 3, 2012	Telephone call with Geoff Levy, Attorney for Keowee Falls Investment, re claim, possible objection and allowance for voting purposes	0.20
Jul 3, 2012	Reviewing draft of Letter from Committee to Unsecured Creditors recommending Plan	0.20
Jul 3, 2012	Reviewing revised draft of Letter from Committee to Unsecured Creditors recommending Plan	0.10
Jul 3, 2012	Committee Conference Call	0.70
Jul 3, 2012	Reviewing e mail from Jonathan Alter re revised draft of Letter from Committee to Unsecured Creditors recommending Plan and submitting same to Debtor by 7/5; reviewing revised Letter from Committee to Unsecured Creditors recommending Plan	0.10

Jul 3, 2012	Reviewing e mail from Bryan Bates re Consent Order Denying GE's Motion for Relief from Stay on golf carts; reviewing proposed Consent Order Denying GE's Motion for Relief from Stay on golf carts; e mail to Jonathan Alter re consenting to Consent Order Denying GE's Motion for Relief from Stay on golf carts, review response and e mail to Committee re same	0.30
Jul 4, 2012	Reviewing e mail from Jonathan Alter re revised draft of Letter from Committee to Unsecured Creditors recommending Plan and submitting same to Debtor by 7/5; reviewing revised Letter from Committee to Unsecured Creditors recommending Plan	0.10
Jul 5, 2012	Reviewing e mails from Jonathan Alter, Bill Schoppman, Dan Hitchcock, Michael Krimbill and Gary Marsh re Letter from Committee to Unsecured Creditors recommending Plan	0.20
Jul 5, 2012	Reviewing e mails from Gary Marsh and Charles Azano re Consent Order on GE Motion for Relief from Stay	0.10
Jul 9, 2012	Reviewing e mail from Jonathan Alter re newspaper article on Disclosure Statement and Plan; review article	0.10
Jul 10, 2012	Review e mail from Jonathan Alter re Meeting with Members, potential purchase by Ashley Cooper and status of negotiations with Jim Anthony	0.10
Jul 11, 2012	Reviewing e mails from Patrick Mohan, Bryan Bates Michael Beal and Jonathan Alter re revisions to Consent Order Denying GE's Motion for Relief from Stay on golf carts and consent to same; respond; reviewing revised proposed order; reviewing entered Consent Order	0.30
Jul 11, 2012	Telephone call with resigned Member Mike Murray re Membership Plan, Transfer Fees, Disclosure Statement and Ballot	0.50
Jul 27, 2012	Reviewing e mails from Jonathan Alter and Gary Marsh re active members resigning and using amnesty program to attempt to rejoin club at lower level	0.10
Jul 30, 2012	Reviewing e mails from Barbara Barton and Jonathan Alter re High Carolina Property Owners and treatment of same under Plan	0.10
Jul 30, 2012	Review e mails from John Mack and Jonathan Alter re Bruce Cassidy Objection and High Carolina Members' concerns	0.20
Jul 30, 2012	Telephone call with Jonathan Alter re attending Keowee Investment Deposition and possible objection by High Carolina Members	0.20

Jul 30, 2012	Exhibit Fee and Expense Detail June - August Page 20 of 37 Reviewing 7/17/12 Memo from Brett Johnson to High Carolina Property Owners re treatment under Membership Agreement	0.10
Jul 30, 2012	Review e mails from Janet Hilligoss and Jonathan Alter re Bruce Cassidy's Receivership Hearing and impact on CCI and Dev Cos and impact on foreclosure actions	0.20
Jul 30, 2012	2 telephone calls with Resigned Glassy Member Hatice Kozlowski re status of case, filing ballot, obtaining individual attorney and updating address	0.50
Jul 30, 2012	Reviewing e mails from Barbara Barton, Gary Marsh and Jonathan Alter re High Carolina Property Owners and treatment of same under Plan	0.20
Jul 31, 2012	Committee Conference Call	1.00
Jul 31, 2012	Review e mail from Hoot Gibson re time and place of Confirmation Hearing; respond	0.10
Jul 31, 2012	Review e mail from Geoff Levy, Attorney for Keowee Investment re Deposition, Transcript of Deposition, Motion to Recharacterize Debt to Equity and Objection to Plan	0.20
	<b>Total Time on Case Administration</b>	<b>6.80</b>
	<b>Subtotal on Case Administration</b>	<b>\$2,720.00</b>
	<b>Cash Collateral</b>	
	<b>Total Time on Cash Collateral Matters</b>	<b>0.00</b>
	<b>Subtotal on Cash Collateral Matters</b>	<b>\$0.00</b>
	<b>Claims Administration</b>	

Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claim of Worthington Hyde	0.10
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claims of Cox, Enigman Corp. LBI, Shanley and Guerrieri	0.10
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claims of Accurate, GE Capital, 932 S. Main, Rodriguez and Crawford	0.10
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claims of Georgia Bridge, Hawkins Nursery, Morgan Concete, HD Supply, Medalist Golf and Wall to Wall	0.10
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claims of Cliffs Development Co. Affiliates; review Objection and Request for Recharacterization (17 pages)	0.20
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Objection to Claims of Kruger, Cassidy, Friedman Family Partnership, and Schneider	0.10
Jul 31, 2012	Reviewing District Court Action by Bruce Cassidy and allegations as to claims against Debtors and non-debtors (24 pages)	0.20
	<b>Total Time on Claims Administration</b>	0.90
	<b>Subtotal on Claims Administration</b>	\$360.00
	<b>Disclosure Statement and Plan</b>	
Jul 2, 2012	Review Redline Version of Amended Disclosure Statement (107 pages)	0.90
Jul 2, 2012	Review Redline Version of Amended Plan (71 pages)	0.60
Jul 2, 2012	Review filed Disclosure Statement and Plan and attachments to Disclosure Statement	0.80
Jul 6, 2012	Review e mail from Gary Marsh re package to be sent to Members and Resigned Members and instructions on completion of ballots and mailing of same	0.10
Jul 10, 2012	Review e mail from Bryan Bates re Plan Solicitation Questions and Communications and phone number for Member questions	0.10
Jul 27, 2012	Reviewing e mail from Bryan Bates re Amendment to Plan; reviewing redlined version of Amended Plan; reviewing filed Amended Plan	0.20
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Keowee Falls Investment Motion for Allowance of Claim for Voting Purposes; reviewing Motion	0.10

	Exhibit Fee and Expense Detail June - August	Page 22 of 37	
Jul 27, 2012	Reviewing e mail from Jonathan Alter re potential Objection to Plan by Bruce Cassidy, reviewing letter from Bruce Cassidy's Attorney to Gary Marsh		0.30
Jul 30, 2012	Research re what constitutes substantially similar claim for classification purposes under 1122(a) and Rule 3013 request for order on classification; review 18 cases; e mail to Jonathan Alter re same		1.00
Jul 31, 2012	Review Plan Tabulation forwarded by Debtors' Attorney		0.10
Jul 31, 2012	Telephone call with Barbara Barton re possible Objection to Plan by High Carolina Members Goldberg		0.50
Jul 31, 2012	Telephone call with Geoff Levy, Attorney for Keowee Investment re Motion to Recharacterize Debt to Equity and Objection to Plan, 8/1 Hearing in Action to Appoint Receiver in Federal Court		0.20

<b>Total Time on Disclosure Statement and Plan</b>	4.90
<b>Subtotal on Disclosure Statement and Plan</b>	\$1,960.00

**Fee And Employment Application**

Jul 6, 2012	Reviewing and drafting fee application for June; e mail to Linda Miller re same	0.10
Jul 11, 2012	Reviewing e mail from Sarah Kistler re revising interim fee application order to address Indenture Trustee's Reservation of Rights	0.10

Jul 11, 2012	Reviewing e mails from Bryan Bates and Michael Beal re revising interim fee application orders to address Indenture Trustee's Reservation of Rights; revising interim fee application order to address Indenture Trustee's Reservation of Rights; e mail to Michael Beal, Jonathan Alter, Bryan Bates and Sarah Kistler re revised proposed order granting interim fee application; review responses	0.40
Jul 11, 2012	Revising proposed interim fee order of Bingham McCutchen; e mails to Michael Beal, Jonathan Alter and Linda Miller re same; review responses; telephone calls with Jonathan Alter and Linda Miller re same	0.30
Jul 11, 2012	E mail to Sarah Kistler, Michael Beal, Linda Barr, Bryan Bates and Jonathan Alter re revised Proposed Orders Granting Interim Compensation	0.10
	<b>Total Time on Fee And Employment Application</b>	<b>1.00</b>
	<b>Subtotal on Fee And Employment Application</b>	<b>\$400.00</b>
	<b>Litigation</b>	
Jul 2, 2012	Attending hearings on various Motions, attending hearing on Objection to Disclosure Statement; conferring with Members of Unsecured Creditors Committee	2.70
Jul 2, 2012	Research re cram down of equity interest; review 1129(b)(2)(C); review 1126(g); review 7 cases; e mail to Jonathan Alter re same	0.40
Jul 27, 2012	Reviewing e mail from Jonathan Alter re Debtors' Deposition of Keowee Falls Investment and attending same; respond	0.10
Jul 30, 2012	Conference with Geoff Levy's Staff at Wayne St. Office re moving Deposition of Keowee Investment to Traveler's Rest and possible telephonic appearance	0.30





	copies at per page charge of	0.25	\$0.00
	copies at per page charge of	0.25	
	<b>Subtotal of copy charges</b>		\$24.00
	<b>Costs such as parking, depositions, meals, accommodations, subpoena costs, witness fees</b>		
Jul 2, 2012	Meter charges		\$2.00
	Parking for hearings		
	<b>Subtotal of costs such as parking depositions, meals, accommodations</b>		\$2.00
	<b>Express Mail</b>		
	<b>Subtotal of Express Mail</b>		\$0.00
	<b>Fax @ .25/pg for incoming fax; \$2.00 for outgoing long distance fax of any length; no charge for outgoing local fax</b>		
	<b>Subtotal of Fax</b>		\$0.00
	<b>Long Distance Phone Calls</b>		
Jul 11, 2012	Actual time and charges		\$0.60
Jul 30, 2012	Actual time and charges		\$6.85
	Actual time and charges		
	Actual time and charges		
	<b>Subtotal of Long Distance Phone Calls</b>		\$7.45
	<b>Mileage</b>		
Jul 2, 2012	6 miles at per mile charge of	0.555	\$3.33
Jul 30, 2012	3 miles at per mile charge of	0.555	\$1.67
	miles at per mile charge of	0.555	\$0.00
	miles at per mile charge of	0.555	\$0.00
	<b>Subtotal of Mileage/Parking Expenses</b>		\$5.00
	<b>Postage (Excluding Express Mail)</b>		

	<b>Subtotal of Postage (Excluding Express Mail)</b>	<b>\$0.00</b>
	<b>Westlaw or other computer assisted research actual time and charges for this case at non-subscriber rate of \$7.85 per minute reduced by 90% to account for savings due to subscriber rate</b>	
Jul 2, 2012	Research re cram down of equity interest; review 1129(b)(2)(C); review 1126(g); review 7 cases. Actual time on Westlaw 8 minutes	6.20
Jul 30, 2012	Research re what constitutes substantially similar claim for classification purposes under 1122(a) and Rule 3013 request for order on classification; review 15 cases on Westlaw; actual time on Westlaw 56 minutes	\$56.78
	<b>Subtotal of Westlaw or other computer assisted research</b>	<b>\$62.98</b>
	<b>Total of All Costs</b>	<b>\$101.43</b>
	<b>Total of All Professional Fees and All Costs</b>	<b>\$7,901.43</b>

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

In re ) Chapter 11  
The Cliffs Club & Hospitality ) Case No. 12-01220-W  
Group, Inc. et al  
dba The Cliffs Golf & Country Club ) Jointly Administered  
Debtor(s) ) Application for Attorney's Fees

John B Butler III, (Hereafter Applicant) would show that:

1. Applicant is Local Counsel for Unsecured Creditors Committee in this case.

2. By Order entered March 26, 2012, Unsecured Creditors Committee was authorized to employ Applicant as counsel nunc pro tunc at a rate of \$400.00 per hour or a rate to be approved by the Court. Applicant is informed and believes that this rate is based on the rate customarily charged by comparably skilled practitioners in cases other than cases under Title 11.

3. Applicant has attached a narrative of this case as Exhibit A to this application.

4. The person on whose behalf Applicant has rendered the services has had an opportunity to review the application and has approved payment of the same.

5. Applicant is seeking interim compensation for his services in this case for the period beginning August 1, 2012 through and including August 31, 2012 pursuant to Local Rule 2016-1. Pursuant to the U.S. Trustee Guidelines, Applicant has attached a summary sheet of total compensation requested in this fee application as Exhibit B and has broken down this fee application and attached time sheets into project categories as follows:

(a) Asset Analysis and Recovery: The Asset Analysis and Recovery statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(b) Asset Disposition: The Asset Disposition statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(c) Business Operations: The Business Operations statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(d) Case Administration/ Committee Matters: The Case Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 3.1 hours of professional time for this period.

(e) Cash Collateral: The Cash Collateral statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0 hours of professional time for this period.

(f) Claims Administration: The Claims Administration statement is attached to this application as Exhibit C. Under this category, Applicant has expended 1.3 hours of professional time for this period.

(g) Disclosure statement and plan: The Disclosure Statement and Plan statement is attached to this application as Exhibit C. Under this category, Applicant has expended 17.70 of professional time for this period.

(h) Fee And Employment Application: The Fee and Employment Application is attached to this application as Exhibit C. Under this category, Applicant has expended 0.70 hours of professional time for this period.

(i) Meeting of Creditors: The Meeting of Creditors statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

(j) Litigation: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.80 hours of professional time for this period.

(k) Miscellaneous: The Miscellaneous statement is attached to this application as Exhibit C. Under this category, Applicant has expended 0.00 hours of professional time for this period.

6. The Applicant is informed and believes that a reasonable interim compensation, on a hourly basis, for said services on all attached statements is \$400.00 per hour for professional time for John B Butler III, Attorney at Law; that Applicant is entitled to interim compensation for time incurred in the within Chapter 11 proceeding in the total amount of \$9,440.00 and for out-of-pocket costs and expenses in the total amount of 129.77.

6. The Applicant requests that this Court look into the matters herein set forth, and issue its Order pursuant to 11 U.S.C. §330 entitling Applicant to the sum of \$9,569.77 for interim legal fees and expenses in the within proceeding for services for the period beginning August 1, 2012 through and including August 31, 2012.

September 4, 2012

/s/ John B Butler III

John B Butler III

Attorney for Unsecured Creditors Committee

1217 Anthony Ave.

Columbia, SC 29201 ID# 1632

United States Bankruptcy Court  
District of South Carolina

In re	) Chapter	11
The Cliffs Club & Hospitality Group, Inc. et al	) Case No.	12-01220-W
dba The Cliffs Golf & Country Club	) Jointly	Administered
Debtor(s)	) Exhibit A	Application for
	) Compensation	

These case were filed on February 28, 2012. The Committee was appointed by the United States Trustee on March 7, 2012. The Committee met on March 7, 2012, and chose Jonathan B. Alter of Bingham McCutchen ("Lead Counsel") to be Lead Counsel. In light of Movant's qualifications, the Committee and Lead Counsel requested that Applicant serve as Local Counsel.

Since the filing of the case and its appointment, the Unsecured Creditors Committee and its Counsel have been reviewing pleadings, and correspondence, meeting telephonically, negotiating with other interested parties and trying to protect the interests of Members, resigned Members, Trade Creditors and other unsecured creditors.

Applicant is seeking compensation for the time period beginning: August 1, 2012 and ending August 31, 2012

**Exhibit B - Summary of Hours Expended by Timekeeper**

Timekeeper	Initials	Admitted to bar	Number of hours	Hourly rate	Total
John B Butler III(Attorney)	JB	1981	23.60	\$400.00	\$9,440.00
(Paralegal)					\$0.00
Total fees requested					\$9,440.00
Costs incurred	JB				\$129.77
<b>Total fees &amp; Expenses requested</b>					<b>\$9,569.77</b>

**Asset Analysis and Recovery**

**Total Time on Asset Analysis and Recovery** 0.00  
**Subtotal on Asset Analysis and Recovery** \$0.00

**Asset Disposition**

**Total Time on Asset Disposition** 0.00  
**Subtotal on Asset Disposition** \$0.00

**Business Operation**

**Total Time on Business Operation** 0.00  
**Subtotal on Business Operation** \$0.00

**Case Administration/Committee Matters**

Aug 1, 2012	Reviewing e mail from Jonathan Alter re Answer to Cassidy Federal Court Action filed by Jim Anthony, Cliffs at High Carolina, and Cliff Communities Inc.; reviewing Answer to Cassidy Federal Court Action filed by Jim Anthony, Cliffs at High Carolina, and Cliff Communities Inc. (24 pages)	0.40
Aug 1, 2012	Review e mail from Court Reporter re copy of Transcript of Deposition of Jim Anthony and Tim Cherry re Keowee Falls Investment Claim; respond	0.10
Aug 1, 2012	E mails to Jonathan Alter re potential settlement of Keowee Falls Investment Claim and conversation with Geoff Levy; review responses	0.50
Aug 1, 2012	Review e mails from Gary Marsh and Jonathan Alter re not discussing settlement of Keowee Falls Investment Claim with Keowee Falls Attorney and status of Confirmation; respond	0.30
Aug 1, 2012	Reviewing e mails from Jonathan Alter, Janet Hilligoss, and Jack Sager re potential settlement of Keowee Falls Investment Claim, conversation with Geoff Levy, and Goldbergs' possible Objection; respond	0.30
Aug 2, 2012	Reviewing e mails from Jonathan Alter to Committee re Objections filed to Plan; review e mail from Janet Hilligoss re Objections and Plan Membership Renewals	0.30

Aug 3, 2012	Review e mail from Jonathan Alter re possible defenses to Cassidy Objection	0.10
Aug 4, 2012	Review e mails from Jonathan Alter, CRO and Gary Marsh re status of Objections to Plan; resolution of Cassidy Objection solicitation by CRO and e mails to CRO	0.40
Aug 8, 2012	Review e mail from Jonathan Alter to Committee re Confirmation Hearing and future of Debtors	0.10
Aug 9, 2012	Reviewing Minutes from 7/31 Committee Conference Call	0.10
Aug 15, 2012	Reviewing e mail from Jonathan Alter re status of Confirmation Order, Membership Numbers and negotiations with Indenture Trustee	0.10
Aug 16, 2012	Reviewing e mail from Jonathan Alter re Debtor's Motion to Assume Nature Center Lease at Walnut Cove and Notice of Settlement with Former Members Leonard Herb, et al	0.10
Aug 21, 2012	Review e mails from Jonathan Alter re Order Confirming Plan, Closing, Bill for August, Membership Numbers, Worthington Hyde Reply to Objection to Claim, and Committee Member Expenses; respond	0.30
<b>Total Time on Case Administration</b>		3.10
<b>Subtotal on Case Administration</b>		\$1,240.00
<b>Cash Collateral</b>		
<b>Total Time on Cash Collateral Matters</b>		0.00
<b>Subtotal on Cash Collateral Matters</b>		\$0.00
<b>Claims Administration</b>		
Aug 1, 2012	2 telephone calls with Mike Levensgood re Deposition of Jim Anthony and Tim Cherry re Keowee Falls Investment Claim; possible global settlement with Jim Anthony and Keowee Falls	0.40
Aug 1, 2012	4 telephone calls with Geoff Levy re potential settlement of Keowee Falls Investment Claim	0.30



Aug 5, 2012	Reviewing Amended Schedule of Assumed Contracts	0.10
Aug 6, 2012	Telephone calls with Geoff Levy re status of Keowee Falls Investment Claim after confirmation	0.20
Aug 13, 2012	Review Georgia Dock's Reply to Debtor's Objection to Claim	0.10
Aug 16, 2012	Reviewing Debtor's Motion to Assume Nature Center Lease at Walnut Cove (17 pages)	0.10
Aug 20, 2012	Reviewing e mail from Worthington Hyde's Attorney re Reply to Objection to Claim; review Reply to Objection to Claim (9 pages)	0.10
	<b>Total Time on Claims Administration</b>	<b>1.30</b>
	<b>Subtotal on Claims Administration</b>	<b>\$520.00</b>
	<b>Disclosure Statement and Plan</b>	
Aug 1, 2012	E mail to Mike Levensgood re summary of cases on classification of similar claims	0.10
Aug 1, 2012	Review Objection to Confirmation filed by Keowee Investment Properties (7 pages); e mail to Jonathan Alter re same; review GE accepting ballot	0.20
Aug 1, 2012	Reviewing e mail from Geoff Levy re Objection of Keowee Falls to Plan; review draft Objection; reviewing filed Objection (5 pages); e mail to Jonathan Alter re same	0.20
Aug 1, 2012	Reviewing Objection of James Anthony to Plan (5 pages); e mail to Jonathan Alter re same	0.20
Aug 2, 2012	Reviewing e mails from Gary Marsh, Bryan Bates and Jonathan Alter re Objections filed to Plan and Conference Call with Debtors' Attorneys and Plan Sponsor re Objections; respond	0.30
Aug 2, 2012	Reviewing Objection filed by Goldbergs (30 pages)	0.60
Aug 2, 2012	Reviewing Limited Objection filed by Wells Fargo (4 pages)	0.10
Aug 2, 2012	Reviewing Objection filed by Bruce Cassidy (20 pages); reviewing SC cases on §1129(a)(7); reviewing Jim Beck opinion on Westlaw; reviewing Amended Objection (20 pages)	0.80
Aug 2, 2012	Conference call with Attorneys for Debtors and Jonathan Alter re Objections to Plan and Confirmation Hearing	0.90

Aug 3, 2012	Reviewing Proposed Order of Confirmation (46 pages); review e mails from Bryan Barnes and Jonathan Alter re same; respond	0.70
Aug 3, 2012	Review e mail from Jonathan Alter re High Carolina Members Voting Tabulation; review Tabulation	0.10
Aug 3, 2012	Review Letter from Jim Anthony's Attorney re conditions to consent to Plan	0.10
Aug 3, 2012	Review Declaration of Katie Goodman in support of Plan (25 pages)	0.40
Aug 3, 2012	Review Declaration of John Kunkel in support of Plan (7 pages)	0.10
Aug 3, 2012	Review Declaration of Balloting Agent	0.10
Aug 3, 2012	Review Debtor's Response to Objection of Keowee Falls Investment to Plan (11 pages)	0.20
Aug 3, 2012	Review Debtor's Response to Objection of Cassidy to Plan (14 pages)	0.30
Aug 5, 2012	Review filed Memorandum of Debtors in support of Plan (59 pages)	0.80
Aug 5, 2012	Review revised Proposed Order Confirming Plan (redline 53 pages)	0.70
Aug 5, 2012	Review Debtors' Response to Objection of James Anthony (10 pages)	0.20
Aug 5, 2012	Review Stipulation of Settlement with Bruce Cassidy (5 pages)	0.10
Aug 6, 2012	Review Debtors' Response to Objection of Goldbergs (27 pages); review Goldbergs' Reply to Debtors' Response to Objection (14 pages)	1.10
Aug 6, 2012	Attending Confirmation Hearing; conference with Unsecured Creditors Committee Members at lunch	7.50
Aug 10, 2012	Reviewing revised draft of Order Confirming Plan (55 pages); e mails to Gary Marsh and Jonathan Alter re consent to revised Order Confirming Plan; review responses; review e mails from Rick Mendoza and John Monaghan re revisions to Proposed Order of Confirmation; review e mail from Bryan Bates to Sarah Kistler re Proposed Order Confirming Plan and Exhibits	1.50
Aug 20, 2012	Reviewing entered Order Confirming Plan (128 pages)	0.40
	<b>Total Time on Disclosure Statement and Plan</b>	17.70
	<b>Subtotal on Disclosure Statement and Plan</b>	\$7,080.00
	<b>Fee And Employment Application</b>	

Aug 2, 2012	Drafting, reviewing and revising July Fee Application and accompanying documents	0.20
Aug 9, 2012	Reviewing e mail from Linda Miller re July Fee Application; reviewing and revising same; e mail to Jonathan Alter and Linda Miller re same and service	0.10
Aug 10, 2012	Reviewing e mail from Gary Marsh re July and August Statements	0.10
Aug 20, 2012	Initial Draft of Final Request for Compensation	0.30
	<b>Total Time on Fee And Employment Application</b>	<b>0.70</b>
	<b>Subtotal on Fee And Employment Application</b>	<b>\$280.00</b>
	<b>Litigation</b>	
Aug 3, 2012	Review e mails from Bryan Bates and Jonathan Alter re Response to Keowee Falls Investment Motion to Allow Claim; reviewing Response to Keowee Falls Investment Motion to Allow Claim (16 pages)	0.40
Aug 3, 2012	Review Agenda for 8/6 Hearing Date	0.10
Aug 13, 2012	Reviewing Order denying Keowee Falls Investment Motion for Order Allowing Its Claim for Voting Purposes	0.10
Aug 16, 2012	Reviewing Debtor's Motion for Approval of Settlement with Former Members Leonard Herb, et al (34 pages)	0.20
	<b>Total Time on Litigation</b>	<b>0.80</b>
	<b>Subtotal on Litigation</b>	<b>\$320.00</b>
	<b>Meeting of Creditors</b>	
	<b>Total Time on Meeting of Creditors</b>	<b>0.00</b>
	<b>Miscellaneous</b>	
	<b>Total Time on Miscellaneous</b>	<b>0.00</b>
	<b>Subtotal on Miscellaneous</b>	<b>\$0.00</b>
	<b>Subtotal of time spent on all categories of professional services</b>	<b>23.60</b>

**Hourly rate charged for all of above professional services** \$400.00  
**Subtotal of all categories of professional services** \$9,440.00

**Additional Charges for Costs Excluding Professional Fees**

Aug 1, 2012	69	copies at per page charge of	0.25	\$17.25
Aug 2, 2012	84	copies at per page charge of	0.25	\$21.00
Aug 3, 2012	96	copies at per page charge of	0.25	\$24.00
Aug 6, 2012	146	copies at per page charge of	0.25	\$36.50
Aug 8, 2012	2	copies at per page charge of	0.25	\$0.50
Aug 9, 2012	17	copies at per page charge of	0.25	\$4.25
Aug 16, 2012	27	copies at per page charge of	0.25	\$6.75
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00
		copies at per page charge of	0.25	\$0.00

**Subtotal of copy charges** \$110.25

**Costs such as parking, depositions, meals, accommodations, subpoena costs, witness fees**

Parking for hearings

**Subtotal of costs such as parking depositions, meals, accommodations** \$0.00

**Express Mail**

**Subtotal of Express Mail** \$0.00

**Fax @ .25/pg for incoming fax; \$2.00 for outgoing long distance fax of any length; no charge for outgoing local fax**

	<b>Subtotal of Fax</b>		\$0.00
	<b>Long Distance Phone Calls</b>		
Aug 1, 2012	Actual time and charges		\$8.80
	Actual time and charges		
	Actual time and charges		
	Actual time and charges		
	<b>Subtotal of Long Distance Phone Calls</b>		\$8.80
	<b>Mileage</b>		
Aug 6, 2012	8 miles at per mile charge of	0.555	\$4.44
	miles at per mile charge of	0.555	\$0.00
	miles at per mile charge of	0.555	\$0.00
	miles at per mile charge of	0.555	\$0.00
	<b>Subtotal of Mileage/Parking Expenses</b>		\$4.44
	<b>Postage (Excluding Express Mail)</b>		
	<b>Subtotal of Postage (Excluding Express Mail)</b>		\$0.00
	<b>Westlaw or other computer assisted research actual time and charges for this case at non-subscriber rate of \$7.85 per minute reduced by 90% to account for savings due to subscriber rate</b>		
Aug 2, 2012	Reviewing Jim Beck opinion on Westlaw (actual time spent 8 minutes)		\$6.28
	<b>Subtotal of Westlaw or other computer assisted research</b>		\$6.28
	<b>Total of All Costs</b>		\$129.77
	<b>Total of All Professional Fees and All Costs</b>		<b>\$9,569.77</b>