

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.

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	26.20	\$400.00	\$10,480.00
(Paralegal)					\$0.00
Total fees requested					\$10,480.00
Costs incurred	JB				\$197.50
Total fees & Expenses requested					\$10,677.50

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

Mar 8, 2012 Telephone with George Clauer, Attorney for 0.40
Member McKenzie, re potential issue of
incentive balances of members

Total Time on Business Operation 0.40
Subtotal on Business Operation \$160.00

Case Administration/Committee Matters

Mar 7, 2012 Review numerous e mails re appointment of 0.10
Unsecured Creditors Committee and counsel for
same

Mar 7, 2012 Review numerous e mails re 3/9 Conference Call 0.10

Mar 8, 2012 Review e mail re agenda for 3/9 Conference Call 0.10
with Committee

Mar 9, 2012 Conference call with Unsecured Creditors 0.70
Committee

Mar 9, 2012 Telephone call with Jim Cassidy, Attorney for 0.30
Members' Group, re makeup of Creditors
Committee and dissatisfaction of some Members
with representation

Mar 9, 2012 Review Proposed Committee Bylaws (14 pages) 0.40

Mar 9, 2012 Review file on Pacer, review appearances and 0.10
pro hac vice admissions

Mar 9, 2012 Review entered Notice and Procedures Order (19 0.20
pages)

Mar 12, 2012	E mail to Jonathan Alter re documentation of bonuses which Debtor requested be paid to employees	0.10
Mar 12, 2012	Drafting and e filing Withdrawal of Notice of Appearance on behalf of Members Ad Hoc Committee	0.10
Mar 12, 2012	Drafting and e filing Amended Motion and Application for Pro Hac Vice Admission of Jonathan Alter, e mail to Parties' Attorneys re same	0.20
Mar 12, 2012	Review e mail from Linda Barr re adding Hoot Gibson to Committee; e mail to Committee re same	0.10
Mar 12, 2012	Revise Pro Hac Vice Order to include language Pro Hac Vice admission did not constitute tacit approval that Jonathan Alter was Committee Counsel; e mail to Parties' Attorneys re same; review responses	0.10
Mar 12, 2012	Telephone call with Linda Miller, Assistant to Jonathan Alter re obtaining Pacer Login and status of Jonathan Alter's pro hac vice Motion and Application	0.10
Mar 12, 2012	4 telephone calls with Clerk's Office re status of Jonathan Alter's pro hac vice Motion and Application and issuance of Order for representation of Unsecured Creditors Committee instead of Members Ad Hoc Committee	0.20
Mar 12, 2012	Telephone call with Jerry Hilligoss re substitute counsel for Members Ad Hoc Committee	0.20
Mar 13, 2012	Review Debtor's Motion to hire Timothy Cherry as Independent Contractor (17 pages); review Jonathan Alter's e mail re same; review Notice of Emergency Hearing on same, e mail to Jonathan Alter re emergency hearing date	0.40
Mar 13, 2012	Review e mail from Jonathan Alter re Carlile's due diligence findings, attorney's fees and costs of secured lenders and value of assets and relevance to Cash Collateral Motion and Motion for Post-petition Lending	0.10
Mar 13, 2012	Telephone call with Court re status of Jonathan Alter's pro hac vice Order and representation of Unsecured Creditors Committee instead of Members Ad Hoc Committee	0.10
Mar 14, 2012	Telephone call with Jerry Hilligoss re additional suggestions for substitute counsel for Members Ad Hoc Committee	0.10
Mar 14, 2012	2 telephone calls with Bill Metzger re serving as substitute counsel for Members Ad Hoc Committee	0.30

Date	Description	Amount
Mar 15, 2012	Review initial Draft of Confidentiality Agreement with Debtor	0.20
Mar 16, 2012	Review e mails re Conference Call; respond	0.10
Mar 16, 2012	Review Agenda for Conference Call	0.10
Mar 19, 2012	Review Carlile Asset Purchase Agreement (47 pages)	0.90
Mar 19, 2012	Conference call with Unsecured Creditors Committee	0.90
Mar 19, 2012	Review NewCo Assumption Agreement with Noteholders (31 pages)	0.50
Mar 19, 2012	Telephone call with Stephanie Mai re advisability of filing Motion for Protocol to Disseminate Information to Creditors under §1102(a)(3)	0.20
Mar 19, 2012	Review Carlile Dev. Notice of Compliance with Bidding Procedures Order	0.10
Mar 21, 2012	Reviewing e mails from Jonathan Alter and Stephanie Mai re Debtor's Revisions to First Draft of Confidentiality Agreement; reviewing Debtor's Revisions to First Draft of Confidentiality Agreement	0.20
Mar 23, 2012	Reviewing e mails from Jonathan Alter and other Committee Members re press release on partnership between Carlile Group, SunTx Urbana and Arendale Holdings and 3/26 Committee Conference Call; respond	0.20
Mar 26, 2012	Reviewing e mails re 3/26 Conference Call, reviewing agenda	0.10
Mar 26, 2012	Committee Conference Call	1.00
Mar 26, 2012	Reviewing and executing Revised Confidentiality Agreement; e mail to Stephanie Mai re same; reviewing e mails from Stephanie Mai re executed Confidentiality Agreement; review Confidentiality Agreement as executed by all parties	0.20
Mar 26, 2012	Reviewing 2011 order approving settlement with members in PGA West case (16 pages) and e mail from Michael Riley re same and opt out of resigned members not being applicable in Cliffs case	0.30
Mar 28, 2012	Telephone call with Geoff Levy, attorney for Keowee Falls Investment, re status of funding and sale	0.10
Mar 30, 2012	Review Debtor's Motion to Reject WebEx and Guaranteed Maintenance Contracts (17 pages) and Notice	0.20

Mar 30, 2012	Review Debtor's Motion to Assume Lease of Office Space, Lease of Computers and Lease of Keowee Falls Wellness Center and Notice	0.20
Total Time on Case Administration		9.60
Subtotal on Case Administration		\$3,840.00
Cash Collateral		
Mar 12, 2012	Review e mails from Jonathan Alter re and Bill Rothschild re Objections to Bid Procedures Motion, Order on Motion to Use Cash Collateral, Motion for Post-petition Financing, DIP Credit Agreement	0.20
Mar 12, 2012	Review e mails from Linda Barr re Committee's Position on Cash Collateral Motion, Motion to Approve Bidding Procedures, and Motion for Post-petition Lending; e mail to Jonathan Alter re same; review responses	0.10
Mar 13, 2012	Review and revising draft of Committee's Objection to Motion to Use Cash Collateral, Motion for Post-petition Financing; review SCLBR 4001-4 and e mail to Jonathan Alter and Stephanie Mai re same	0.30
Mar 16, 2012	Review e mails from various parties re settlement terms, amended budget, revised orders on Cash Collateral Use, Post-petition Financing and Motion to Approve Bid Procedures; respond	0.10
Total Time on Cash Collateral Matters		0.70
Subtotal on Cash Collateral Matters		\$280.00
Claims Administration		
Mar 21, 2012	Reviewing e mail from Bryan Bates, associate attorney for Debtor, re revised Motion to Establish Bar Date; reviewing revised Motion to Establish Bar Date, Notice and Order (42 pages); e mail to Stephanie Mai and Jonathan Alter re same; review e mail from Stephanie Mai to Debtor's Attorney re suggested changes to revised Motion to Establish Bar Date	0.60

Mar 22, 2012	Review response from Debtor's Attorney re suggested changes to revised Motion to Establish Bar Date	0.10
Mar 28, 2012	Telephone call with Resigned Member Mrs. Jerry Briggs re filing proof of claim, bar date and mechanics for filing claim	0.30
Mar 29, 2012	Review fax from Equity Member Bruce Gailes re \$50,000 claim; fill in caption of claim form and fax to Bruce Gailes; respond to fax	0.30
Mar 29, 2012	E mails to Jonathan Alter and Stephanie Mai re calls from Members about filing Claims and how we want to respond; review responses	0.30
Mar 30, 2012	Review Debtor's Motion to Set Bar Date and Claim Procedures (37 pages) and Notice; Review e mails from Stephanie Mai re same	0.40
	Total Time on Claims Administration	2.00
	Subtotal on Claims Administration	\$800.00
	Disclosure Statement and Plan	

	Total Time on Disclosure Statement and Plan	0.00
	Subtotal on Disclosure Statement and Plan	\$0.00

Fee And Employment Application

Mar 8, 2012	E mails to Jonathan Alter re Application for Employment, concerns about First Day Motions and telephone call with McKenzie's Attorney	0.10
Mar 8, 2012	Research re what constitutes adverse interest for purposes of 1103(b) and representation of prior party; review 18 cases	1.60
Mar 8, 2012	Draft Application for Employment as Local Attorney for Unsecured Creditors Committee	0.80
Mar 9, 2012	Telephone call with Jonathan Alter re status of his Application for Employment; telephone call with Linda Barr re same	0.20

Mar 15, 2012	Review e mail from Linda Miller, Assistant to Jonathan Alter, re Application of Committee to Employ Jonathan Alter Nunc Pro Tunc; review SC cases on employment Nunc Pro Tunc; e mail to Jonathan Alter, Stephanie Mai and Linda Miler re revising Application of Committee to Employ Jonathan Alter Nunc Pro Tunc to include SC cases	0.40
Mar 15, 2012	Revising my Application for Employment and Order to include Nunc Pro Tunc relief	0.30
Mar 19, 2012	Reviewing Notices of Hearings on Nunc Pro Tunc Applications for Employment filed by Jonathan Alter and John B Butler; e mail to Jonathan Alter and Stephanie Mai re same	0.20
Mar 21, 2012	Review e mail from Linda Barr re possible Objection to Application of Jonathan Alter; respond	0.10
Mar 22, 2012	Telephone calls with Jonathan Alter re possible Objection by UST if Application includes related Bingham Financial Advisor; telephone call with Linda Barr re same; review e mails from Jonathan Alter and Linda Barr re withdrawal of request to use related Bingham Financial Advisor	0.50
Mar 22, 2012	Drafting Engagement Letter; e mal to Committee re same; review responses	0.20
Mar 23, 2012	Reviewing e mails from Judge's Chamber and other Attorneys re no objections to Nunc Pro Tunc Applications of Jonathan Alter and John Butler; respond	0.20
Mar 23, 2012	Reviewing revised Order Appointing Jonathan Alter Nunc Pro Tunc as Committee Counsel, e filing same and e filing Notice of Pleading for Upcoming Hearing	0.10
Mar 23, 2012	Reviewing e mails and faxes from Committee Members re consent to employment of John B Butler	0.10
Mar 23, 2012	Telephone call with Michael Beal, Local Counsel for Noteholders re Amended Order removing Bingham Consultants from Application of Jonathan Alter and Noteholders not objecting to Nunc Pro Tunc Applications as a result; e mail re Amended Proposed Order	0.20
Mar 26, 2012	Reviewing Order Approving Employment of John B Butler III P.A. Nunc Pro Tunc, Bingham McCutchen Nunc Pro Tunc and Order Setting Procedures for Compensation of Professionals; e mail to Jonathan Alter and Stephanie Mai re same	0.10

Mar 27, 2012	Reviewing Amended Order Admitting Jonathan Alter Pro Hac Vice; e mail to Jonathan Alter and Stephanie Mai re same; review responses	0.10
Mar 30, 2012	Preparing and reviewing fee application	0.20
	Total Time on Fee And Employment Application	5.40
	Subtotal on Fee And Employment Application	\$2,160.00
	Litigation	
Mar 8, 2012	E mails to Jonathan Alter re Application for Employment, concerns about First Day Motions and telephone call with McKenzie's Attorney	0.10
Mar 12, 2012	Review e mails from Jonathan Alter re and Bill Rothschild re Objections to Bid Procedures Motion, Order on Motion to Use Cash Collateral, Motion for Post-petition Financing, DIP Credit Agreement	0.20
Mar 12, 2012	Review e mails from Linda Barr re Committee's Position on Cash Collateral Motion, Motion to Approve Bidding Procedures, and Motion for Post-petition Lending; e mail to Jonathan Alter re same; review responses	0.10
Mar 12, 2012	Review e mail from Jonathan Alter re additional issue with Motion to Approve Bidding Procedures	0.20
Mar 12, 2012	Review e mails from Gary Marsh, Jonathan Alter and Stephanie Mai re superpriority administrative expenses of Post-petition lender, review Polymer case attached by Debtor's Counsel; e mail to Jonathan Alter and Stephanie Mai re post-petition lending order in Daufuskie Island case	0.20
Mar 13, 2012	Review e mail from Jonathan Alter re issues with Debtor's Motion to hire Timothy Cherry as Independent Contractor	0.10
Mar 13, 2012	Review numerous e mails from Stephanie Mai and Jonathan Alter re drafts of Committee's Objection to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures	0.10
Mar 13, 2012	Review and revising draft of Committee's Objection to Motion to Use Cash Collateral, Motion for Post-petition Financing; review SCLBR 4001-4 and e mail to Jonathan Alter and Stephanie Mai re same	0.30
Mar 13, 2012	Review and revising draft of Committee's Objection to Motion to Approve Bid Procedures; e mail to Jonathan Alter and Stephanie Mai re same	0.50

Mar 13, 2012	Review numerous e mails from Stephanie Mai and Jonathan Alter re revisions to drafts of Committee's Objections to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures; respond	0.10
Mar 13, 2012	Revise, serve and e file Committee's Objection to Motion to Use Cash Collateral, Motion for Post-petition Financing	0.20
Mar 13, 2012	Revise, serve and e file Committee's Objection to Motion to Use Approve Bid Procedures	0.10
Mar 13, 2012	E mail to Jonathan Alter re filed Committee's Objections to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures	0.10
Mar 13, 2012	Review Mintz Levin revisions to Post-petition Financing Order (24 pages)	0.50
Mar 14, 2012	Review UST's Objection to Motion to Use Approve Bid Procedures	0.10
Mar 14, 2012	2 telephone calls with Stephanie Mai re Telephonic appearance at 3/16/12 Hearings and status of Committee Objections and revisions to Proposed Orders	0.20
Mar 14, 2012	2 telephone calls with Agnes Babb re Stephanie Mai's Telephonic appearance at 3/16/12 Hearings	0.20
Mar 14, 2012	Review e mail from Jonathan Alter re issue of amount of carve out dedicated to payment os fees and expenses of Unsecured Creditors Committee	0.10
Mar 14, 2012	Review Bingham McCutchen revisions to Cash Collateral Order (34 pages)	0.60
Mar 14, 2012	Review e mails from Jonathan Alter re issue of amount of carve out dedicated to payment os fees and expenses of Unsecured Creditors Committee and Amended Operating Budget of Debtor; telephone call with Stephanie Mai re same	0.20
Mar 14, 2012	Review e mail from Linda Miller, Assistant to Jonathan Alter, re Amended Affidavits of Service on Committee's Objections to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures; review and e file same; e mail to Jonathan Alter, Stephanie Mai and Linda Miler re same	0.10
Mar 15, 2012	Review e mail from Linda Barr re status of Committee's Objections to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures; respond	0.10

Mar 15, 2012	Review e mail from Stephanie Mai re open issues on Committee's Objections to Motion to Use Cash Collateral, Motion for Post-petition Financing and Motion to Approve Bid Procedures; respond	0.10
Mar 16, 2012	Review e mails from various parties re settlement terms, amended budget, revised orders on Cash Collateral Use, Post-petition Financing and Motion to Approve Bid Procedures; respond	0.10
Mar 16, 2012	Attending Omnibus Hearings; conference with Jonathan Alter and Jack Sager re telephone conference and reception of settlement terms by Committee	2.60
Mar 22, 2012	3 telephone calls with Agnes Babb re video availability for attorneys at 3/26 Spartanburg hearing and parties appearing telephonically	0.20
Mar 22, 2012	Telephone calls with Jonathan Alter re possible need for me to appear in Spartanburg for 3/26 hearings	0.10
Mar 26, 2012	3 telephone calls with Agnes Babb re whether 3/26 hearings will be telephonic or video; reviewing e mail from Judge's Chamber and other parties re entry of orders without hearing unless party appears in Spartanburg	0.10
Mar 26, 2012	Research re SC cases involving Membership interests; reviewing Reserve Club case (12 pages) several Daufuskie cases and T2 Green case (27 pages); e mail to Jonathan Alter and Stephanie Mai re Reserve Club and T2 Green cases	0.70
Total Time on Litigation		8.10
Subtotal on Litigation		\$3,240.00
Miscellaneous		
Total Time on Miscellaneous		0.00
Subtotal on Miscellaneous		\$0.00
Subtotal of time spent on all categories of professional services		26.20

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

Mar 16, 2012	Parking for hearings	\$10.00
	Parking for hearings	
	Parking for hearings	
	Parking for hearings	
	Parking for hearings	
	Subtotal of costs such as parking depositions, meals, accommodations	\$10.00

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

Mar 23, 2012	Fax From Hoot Gibson re consent to employment	\$0.25
Mar 29, 2012	Fax from Bruce Gailes, fax to Bruce Gailes	\$1.25

Subtotal of Fax \$1.50

Long Distance Phone Calls

Mar 9, 2012	Actual time and charges	\$1.20
Mar 14, 2012	Actual time and charges	\$3.30
Mar 22, 2012	Actual time and charges	\$0.40
	Actual time and charges	
	Actual time and charges	
	Actual time and charges	

Subtotal of Long Distance Phone Calls \$4.90

Mileage

Mar 16, 2012	6 miles at per mile charge of	0.555	\$3.33
	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
miles at per mile charge of	0.555	\$0.00

Subtotal of Mileage/Parking Expenses		\$3.33
Postage (Excluding Express Mail)		

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

Mar 8, 2012	Research re what constitutes adverse interest for purposes of 1103(b) and representation of prior party; review 18 cases - actual time at \$7.85 per minute = \$510.25	\$51.02
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Subtotal of Westlaw or other computer assisted research		\$51.02
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Total of All Costs		\$197.50
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Total of All Professional Fees and All Costs		\$10,677.50
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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 April 1, 2012 through and including April 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 9.7 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 3.2 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 0.00 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 0.40 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 5.10 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 1.70 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 \$8,040.00 and for out-of-pocket costs and expenses in the total amount of 165.81.

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 \$8,205.81 for interim legal fees and expenses in the within proceeding for services for the period beginning April 1, 2012 through and including April 30, 2012.

May 8, 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: April 1, 2012 and ending April 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	20.10	\$400.00	\$8,040.00
(Paralegal)					\$0.00
Total fees requested					\$8,040.00
Costs incurred	JB				\$165.81
Total fees & Expenses requested					\$8,205.81

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

Apr 2, 2012	Reviewing Minutes of 3/26/12 Committee Meeting	0.10
Apr 3, 2012	Reviewing e mails from Jonathan Alter re request from CIPOC Members to meet; e mail to Jim Cassidy re consent to same	0.10
Apr 5, 2012	Reviewing lengthy e mails from Jonathan Alter re status of negotiations with Carlile, possible new bidders, corrections to Schedules, matters for 4/10 hearing date, meetings with Members, possible assessment against members as alternative to priming exit facility and outline of Member concerns; respond	0.30
Apr 9, 2012	2 telephone calls with Geoff Levy Attorney for Keowee Falls Investment re Keowee Falls Investment's Unsecured Claim, status of case, potential purchasers, Claims Procedure Motion	0.70
Apr 9, 2012	Reviewing e mails from Jonathan Alter, Janet Hilligoss and Stehpanie Mai re Draft of Proposed Membership Plan Provisions; reviewing Draft of Proposed Membership Plan Provisions (6 pages)	0.30

Apr 9, 2012	Review e mail from Jim Cassidy, Attorney for CPAC re Jonathan Alter meeting with CPAC Members and other Members	0.10
Apr 10, 2012	Review e mail from Jonathan Alter re outcome of hearings, status of sale, meetings with parties and 341 Meeting	0.10
Apr 11, 2012	Review e mail from Geoff Levy to UST re possible problems with bidding process; forward to Jonathan Alter; review e mail from Jonathan Alter re same	0.10
Apr 11, 2012	Telephone call with Jonathan Alter re possible problems with bidding process and possible other bidders	0.10
Apr 11, 2012	Reviewing e mails from Jonathan Alter re 4/13 Conference Call, agenda and Draft of Proposed Membership Plan Provisions	0.10
Apr 12, 2012	3 telephone calls with Rosa Scheffter, Attorney for Member Stern, re 4/10 Meeting of Members, filing claims and Notice of Bar Date and Claims Procedure and Local Attorney Contacts	0.40
Apr 12, 2012	Review e mail from Jonathan Alter re revisions to Draft of Proposed Membership Plan Provisions	0.10
Apr 12, 2012	Conference call with Judge Waites, other Local Counsel and U.S. Trustee re status of case	0.60
Apr 12, 2012	Review e mail from Judge Waites re status of case and responses	0.10
Apr 12, 2012	Review e mails from Jonathan Alter re potential bidders and status of negotiations with Carlile and Bullet Point of Terms to Consider in Bid	0.10
Apr 13, 2012	Conference call with Unsecured Creditors' Committee	1.30
Apr 13, 2012	Review e mails from Gary Marsh, Jonathan Alter and Stephanie Mai re Draft of Proposed Membership Plan Provisions, potential bidders	0.20
Apr 16, 2012	Telephone call with Member Floyd Vaughn re Bar Date for Filing Claims, procedure to file claims and possible Class Action Suit by Noteholders	0.20
Apr 16, 2012	Review e mails from Jonathan Alter re Nature's First withdrawing and remaining bidders; respond	0.10
Apr 16, 2012	Telephone call with Geoff Levy Attorney for Keowee Falls Investment re remaining potential purchasers	0.10
Apr 17, 2012	Reviewing e mails from Jonathan Alter and Janet Hilligoss re submission of Membership Plan Provisions to Carlile and Seaport term sheet and Seaport offer	0.20

Apr 17, 2012	Review e mail from Stephanie Mai re comparison of Carlile and Seaport bid sheets and terms; review comparison of Carlile and Seaport bid sheets and terms (3 pages)	0.30
Apr 18, 2012	Review e mail from Stephanie Mai re Minutes of Prior Meeting and Meeting Scheduled for 4/20/12	0.10
Apr 20, 2012	Conference call with Unsecured Creditors Committee	0.70
Apr 20, 2012	Telephone call with Geoff Levy, Attorney for Keowee Financial, re 4/23 Auction, Bidders, and status of Seaport Bid	0.40
Apr 23, 2012	Review e mail from Stephanie Mai re Debtors not filing corrections to Schedules and Creditors needing to file claims to correct addresses or names	0.10
Apr 24, 2012	Reviewing e mails from Jonathan Alter and Janet Hilligoss re auction, meeting with Purchasers, Debtors' Attorneys and Noteholders and 4/25 conference call	0.10
Apr 24, 2012	Review emails from Stephanie Mai and other Committee Members re 4/25 Conference call	0.10
Apr 24, 2012	Review e mails from Jonathan Alter re negotiations with Noteholders	0.10
Apr 25, 2012	Conference call with Unsecured Creditors Committee	0.60
Apr 25, 2012	Review e mails from Jonathan Alter and Jack Sager re Financial Projections for Plan; review Financial Projections for Plan (2 pages)	0.10
Apr 25, 2012	Telephone call with Geoff Levy Attorney for Keowee Falls Investment re outcome of auction	0.10
Apr 27, 2012	Reviewing Debtor's Motion to Extend Time to Assume or Reject Leases and Executory Contracts (12 pages)	0.10
Apr 27, 2012	Review Debtor's Status Report on Bidding Procedures (7 pages)	0.20
Apr 27, 2012	2 Telephone calls with Michael Beal, Local Counsel for Indenture Trustee, and Geoff Levy, Counsel for Keowee Falls Investment re status of negotiations between Noteholders and Buyers, inclusion of property of Dev Cos in sale and possible meeting before Status Conference Hearing	0.70
Apr 27, 2012	Reviewing e mail from Jonathan Alter re Debtor's Status Report on Bidding and Motion to Extend Time to Assume or Reject Leases and Executory Contracts and status of negotiations	0.10
Apr 27, 2012	Review e mail from Stephanie Mai re Minutes of 4/20 and 4/25 Meetings; reviewing Minutes	0.10

Apr 27, 2012	Review e mail from Geoff Levy, Attorney for Keowee Falls Investment, re possible meeting before Status Conference Hearing	0.10
Apr 30, 2012	Review e mails from Geoff Levy and Gary Marsh re Status Report on Auction and improving communications between counsel	0.10
Apr 30, 2012	Review e mail from Jonathan Alter re information needed by Committee to evaluate Membership Plan and Plan and Disclosure Statement	0.10
Apr 30, 2012	Review e mail from Jonathan Alter re update on details of sale and management by Purchaser	0.10
Total Time on Case Administration		9.70
Subtotal on Case Administration		\$3,880.00
Cash Collateral		

Total Time on Cash Collateral Matters		0.00
Subtotal on Cash Collateral Matters		\$0.00

Claims Administration

Apr 4, 2012	Reviewing numerous Assignments of Claim filed by Claims Recovery Group; e mail to Jonathan Alter, Stephanie Mai and Committee Members re same	0.10
Apr 5, 2012	Reviewing US Trustee's Objection to Motion to Establish Claims Procedure and Bar Date (4 pages); review e mails re same; e mail to Linda Barr re same, review response; Reviewing Debtor's Objection to Motion of Mark Brody and Debtor's Statement regarding honorary memberships (6 pages)	0.30
Apr 6, 2012	Reviewing revised draft of Claims Procedure and Bar Date Order and Bar Date Notice (26 pages)	0.20
Apr 10, 2012	Reviewing revised Bar Date and Claims Procedure Order to address UST Objection; Reviewing Entered Claims Procedure and Bar Date Order (21 pages)	0.30

Apr 10, 2012	Telephone call with Resigned Member Mrs. Jerry Briggs re filing proof of claim, Bar Date Order and mechanics for filing claim	0.20
Apr 11, 2012	Research re whether deposit for club membership constitutes deposit within the scope of 507(a)(7); review 8 cases including Palmas Del Mar and Heritage Village cases; e mail to Jonathan Alter re same	0.40
Apr 17, 2012	Review e mail from Member Don Barnak re filing of additional claim; respond	0.20
Apr 17, 2012	Reviewing e mails from Bryan Bates and Stephanie Mai re exemptions for Members Filing claims and how to handle multiple claims; respond	0.20
Apr 18, 2012	Review e mails from Resigned Member Alvin Fuller re filing proof of claim, reviewing Cliffs Valley Schedules for Mr. Fuller's Claim; e mail to Mr. Fuller re Bar Date Order and mechanics for filing claim	0.30
Apr 18, 2012	Review e mails from Trade Creditor Alan H. Shaw re filing proof of claim, reviewing Cliffs Service Co. Schedules for Shaw Claim; e mail to Jodi Lunsford re Bar Date Order and mechanics for filing claim	0.30
Apr 20, 2012	Reviewing e mails from Stephanie Mai and Gary Marsh re disseminating emails interpreting exceptions to Bar Date Order to Members	0.10
Apr 20, 2012	2 telephones call with Resigned Member Mrs. Jerry Briggs re filing proof of claim in wrong case and amended claim	0.10
Apr 23, 2012	Reviewing e mails from Stephanie Mai and Bryan Bates re disseminating emails interpreting exceptions to Bar Date Order to Members	0.10
Apr 27, 2012	Telephone call with Resigned Member Rob Eichner re multiple claims, wrong amount of claim and mechanics of filing claims	0.40
Total Time on Claims Administration		3.20
Subtotal on Claims Administration		\$1,280.00
Disclosure Statement and Plan		

	Total Time on Disclosure Statement and Plan	0.00
	Subtotal on Disclosure Statement and Plan	\$0.00
	Fee And Employment Application	
Apr 5, 2012	Review e mails from Jonathan Alter re March fee application, respond	0.10
Apr 18, 2012	Review e mail from Linda Miller re providing copy of March Invoice and Cover Letter, drafting cover letter; e mail to Linda Miller re same	0.10
Apr 24, 2012	E mail to Linda Miller re service of fee application and copy of same and service of future applications; review response	0.10
Apr 30, 2012	Reviewing time records and fee application	0.10
	Total Time on Fee And Employment Application	0.40
	Subtotal on Fee And Employment Application	\$160.00
	Litigation	

Apr 6, 2012	Review Notice of Matters on Agenda for 4/10/12 Calendar	0.10
Apr 10, 2012	Attending Omnibus Hearings, conference with Jonathan Alter re 341 Meeting on 4/13	1.30
Apr 20, 2012	Reviewing e mail from Däna Wilkinson re time for Debtor to file action to enforce mechanic's lien; respond	0.20
Apr 20, 2012	Review e mail from Linda Barr re 70 day deadline for challenging Secured Claims of Lenders; respond	0.10
Total Time on Litigation		1.70
Subtotal on Litigation		\$680.00
Meeting of Creditors		
Apr 9, 2012	Review e mail from Linda Miller re attending Meeting of Creditors; respond	0.10
Apr 11, 2012	Review e mail from Jack Sager re notice to Members of 341 Meeting of Creditors	0.10
Apr 13, 2012	Travel to Spartanburg, attend Meeting of Creditors, meet with Debtor's Attorneys, meet with Members, includes 50% reduction for travel time of 3.8 hours (3.8 x .50 = 1.9)	4.90
Total Time on Meeting of Creditors		5.10
Miscellaneous		
Total Time on Miscellaneous		0.00

copies at per page charge of 0.25 \$0.00

copies at per page charge of 0.25

Subtotal of copy charges \$42.25

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

Apr 10, 2012 Parking for hearings \$2.00

Apr 13, 2012 Parking for hearings \$2.00

Parking for hearings

Parking for hearings

Parking for hearings

Subtotal of costs such as parking depositions, meals, accommodations \$4.00

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

Apr 11, 2012 Actual time and charges \$0.70

Apr 12, 2012 Actual time and charges \$3.80

Apr 20, 2012 Actual time and charges \$0.65

Actual time and charges

Actual time and charges

Actual time and charges

Subtotal of Long Distance Phone Calls \$5.15

Mileage

Apr 10, 2012	6	miles at per mile charge of	0.555	\$3.33
Apr 13, 2012	186	miles at per mile charge of	0.555	\$103.23
		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 \$106.56

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

Apr 11, 2012	Research on Westlaw Plus re whether deposit for club membership constitutes deposit within the scope of 507(a)(7)	\$7.85
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Subtotal of Westlaw or other computer assisted research \$7.85

Total of All Costs \$165.81

Total of All Professional Fees and All Costs \$8,205.81

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 May 1, 2012 through and including May 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 15.7 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 3.8 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 11.00 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 0.20 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 3.70 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 0.90 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 \$14,120.00 and for out-of-pocket costs and expenses in the total amount of 809.505.

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 \$14,929.51 for interim legal fees and expenses in the within proceeding for services for the period beginning May 1, 2012 through and including May 31, 2012.

June 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: May 1, 2012 and ending May 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	35.30	\$400.00	\$14,120.00
(Paralegal)					\$0.00
Total fees requested					\$14,120.00
Costs incurred	JB				\$809.51
Total fees & Expenses requested					\$14,929.51

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

May 1, 2012	Review e mails from Jonathan Alter re review of liens of Indenture Trustee and Carlile, application of binding language in Order to third parties; respond; review e mail to Linda Barr from Jonathan Alter re review of liens of Indenture Trustee and Carlile	0.30
May 1, 2012	2 telephone calls with Geoff Levy, Attorney for Keowee Falls Investment re whether any party is objecting to auction confirmation, Debtors' state court suit against Urbana and status of negotiations with Devcos	0.40
May 2, 2012	Reviewing e mail from Jonathan Alter to Gary Marsh re delays in negotiation of Membership Plan	0.10
May 2, 2012	Review emails re 5/4 Conference Call; respond	0.10
May 3, 2012	Review emails re 5/4 Conference Call and proposed agenda	0.10
May 4, 2012	Committee Conference Call	0.80

May 4, 2012	2 telephone calls with Geoff Levy, Attorney for Keowee Falls Investment, re whether Response to Debtor's Auction Status Report, proposed payment to unsecured creditors and 5/8 hearings	0.30
May 4, 2012	Review e mail from Stephanie Mai re request from Committee regarding ownership of Keowee Falls Investment; reviewing Petition and Schedules for Keowee Falls Investment case	0.20
May 8, 2012	Telephone call with Geoff Levy, Attorney for Keowee Falls Investment, re status of Disclosure Statement and Plan and 5/8 hearings	0.20
May 9, 2012	Telephone call with Jim Sheedy, Attorney for GE Capital, re Golf carts and whether contract was assumed and status of case	0.20
May 11, 2012	Review e mail from Jonathan Alter re Letter from Holland & Knight re inquiries from potential purchasers, Carlile Group being only Plan Sponsor, and proceeding with Plan Confirmation process	0.10
May 11, 2012	Review e mail from Stephanie Mai re Minutes of 5/4 Committee Conference call	0.10
May 11, 2012	Telephone call with Jonathan Alter re Letter from Holland & Knight re inquiries from potential purchasers, Carlile Group being only Plan Sponsor, proceeding with Plan Confirmation process, status of Membership Plan Talking Points	0.10
May 11, 2012	Review e mail from Jonathan Alter to Attorneys for Debtors, Purchasers, and Indenture Trustee re Response to Membership Proposals in Plan	0.20
May 15, 2012	Review letter from Debtor to Ashley Cooper re bidding deadline having passed and inability of Debtor to provide information to potential purchasers and requirement to proceeds with Carlile Group as Plan Sponsor	0.10
May 16, 2012	Telephone call with Member of Keowee HOA Board as to Members of Creditors Committee and separate representation of Keowee HOA Board	0.10
May 21, 2012	Review e mails from Jonathan Alter to Hugh Connerty re face to face meeting to resolve Membership Plan disputes; review responses	0.10
May 21, 2012	Review numerous e mails from Jonathan Alter, Stephanie Mai, Hoot Gibson and Janet Hilligoss re In person Meeting with Plan Sponsor and Debtor and conference calls; respond	0.10
May 21, 2012	Review e mails from Jonathan Alter re Comments on Membership Plan; review 2 revisions to Comments on Proposed Membership Plan (13 pages)	0.70

May 22 2012	Telephone call with Geoff Levy, Attorney for Keowee Falls Investment, re status of Amended Plan and Disclosure Statement and Plan and negotiations on Membership Provisions	0.20
May 22, 2012	Reviewing e mails from various Committee Members re possible meetings of Members of various clubs and Noteholders' Meetings	0.10
May 23, 2012	Committee Conference Call	0.70
May 23, 2012	Telephone call with current Glassy Member William Bradshaw re accessing Membership Provisions, filed claim and wrong address	0.70
May 23, 2012	Review e mail from Jonathan Alter re inclusion of Membership Provisions in Plan Attachment, further needed negotiations and proposed meeting	0.10
May 24, 2012	Reviewing e mails from Jack Sager re replacement counsel of AD Hoc Members Committee; respond	0.10
May 24, 2012	Telephone call with Geoff Levy, Attorney for Keowee Falls Investment, re filed Plan and Disclosure Statement, Substantive Consolidation and Proposed Membership Provisions	0.30
May 24, 2012	2 telephone calls with Jonathan Alter re Meeting in Atlanta to discuss Proposed Membership Provisions and possible research on adequacy of Disclosure Statement	0.10
May 25, 2012	Reviewing e mails from Jonathan Alter, Gary Marsh, Jack Sager and Hoot Gibson re Meeting in Atlanta to discuss Proposed Membership Provisions	0.10
May 29, 2012	Review e mails from Jonathan Alter re Meeting in Atlanta to discuss Proposed Membership Provisions and possible meeting before; respond	0.10
May 30, 2012	Review e mail from Jerry Hilligoss re communication from Ad Hoc Members' Group re Plan and Disclosure Statement, Membership Provisions and Members Meeting; review communication from Ad Hoc Members' Group re Plan and Disclosure Statement, Membership Provisions and Members Meeting	0.20
May 30, 2012	Travel to Atlanta for Meeting with Debtors' Attorney and Attorneys for Plan Sponsors re Plan and Disclosure Statement and Membership Provisions (actual time 4.4 hours)	2.20
May 31, 2012	Meeting with Debtors' Attorney and Attorneys for Plan Sponsors re Plan and Disclosure Statement and Membership Provisions; conference with Jonathan Alter, Jack Sager and Janet Hilligoss re Plan and Disclosure Statement and Membership Provisions	4.20

May 31, 2012	Travel from Atlanta for Meeting with Debtors' Attorney and Attorneys for Plan Sponsors re Plan and Disclosure Statement and Membership Provisions (actual time 4.6 hours)	2.30
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Total Time on Case Administration	15.70
Subtotal on Case Administration	\$6,280.00
Cash Collateral	

Total Time on Cash Collateral Matters	0.00
Subtotal on Cash Collateral Matters	\$0.00

Claims Administration

May 1, 2012	3 telephone calls with Bill Metzger re resale refund claim of Sam Casamento, status of sale and provision for unsecured claims	0.60
May 1, 2012	Review e mail from Bill Metzger, Attorney for Resigned Member Sam Casamento re contact person for Debtor and copy of bylaws; respond	0.10
May 7, 2012	2 telephone calls with John Laver re Membership Deposit Claim and one other claim	0.10
May 9, 2012	Telephone call with Tim Mehoch, Attorney for Member John Thomas, re two claims and status of case	0.40
May 10, 2012	3 telephone calls with Bob Wood, Attorney for Glassy Member, re filing of claim; review e mail from Bob Wood re same	0.20

May 10, 2012	Telephone call with Bob Culver, Attorney for Keowee Member Lisa Shultz, re filing of claim, non-joining members and status of case	0.20
May 10, 2012	Review Stipulation as to Bar Date between Debtors and Well Fargo as Indenture Trustee for Noteholders	0.10
May 15, 2012	Telephone call with Jeff Sterling, Attorney for Resigned Member Dr. McCollum, re status of case, bar date and filing proof of claim	0.40
May 29, 2012	3 telephone calls with Keowee Vineyards and Keowee Falls Member Kripa Jones re claims for dues credits and Initiation Deposit and filing of same and address for overnight delivery; reviewing Schedules of all clubs on BMC Group Website for claims scheduled for Kripa Jones	0.60
May 29, 2012	Review e mails from David Lu re honorary memberships and wrong addresses listed on claims forms; respond	0.30
May 29, 2012	3 telephone calls with Philip M. Colicchio, Esq., Attorney for Member Charles Grant, re A and B Notes and Membership Deposit	0.40
May 30, 2012	4 telephone calls with Glassy Member Jim Hutchinson re status of case and deadline to file claim for Refundable Deposit	0.40
	Total Time on Claims Administration	3.80
	Subtotal on Claims Administration	\$1,520.00
	Disclosure Statement and Plan	
May 3, 2012	Review e mails regarding Stipulation to Extend Time to File Disclosure Statement	0.10
May 3, 2012	Review Stipulation to Extend Time to File Disclosure Statement	0.10
May 7, 2012	Reviewing e mails from various attorneys re Consent to Stipulation Extending Time to File Disclosure Statement and Plan; respond; review filed Consent to Stipulation Extending Time to File Disclosure Statement and Plan	0.10
May 15, 2012	Reviewing Analysis of Membership Plan Provisions (4 pages) reviewing e mails from Jonathan Alter and Fred Ridley re same	0.30

May 17, 2012	Reviewing Debtor's liquidation analysis; reviewing e mails from Jack Sager, Hoot Gibson, Jonathan Alter, and Mike Levengood re liquidation analysis	0.30
May 17, 2012	Reviewing 5/17/12 Draft of Plan (67 pages)	1.50
May 18, 2012	Reviewing Disclosure Statement and Plan (106 pages)	2.10
May 21, 2012	Reviewing 5/21/12 Revision to Disclosure Statement (107 pages)	0.60
May 21, 2012	Reviewing 5/21/12 Revision to Plan (66 pages)	0.50
May 21, 2012	Reviewing 5/21/12 Draft of Motion for Approval of Disclosure Statement (16 pages), Notice (3 pages) and Proposed Order (10 pages)	0.40
May 22, 2012	Reviewing second 5/21/12 Revision to Plan (73 pages) and Disclosure Statement (107 pages)	0.40
May 22, 2012	Reviewing third 5/21/12 Revision to Plan (72 pages) and Disclosure Statement (105 pages); review e mails from various parties re suggested changes to Plan and Disclosure Statement	0.30
May 23, 2012	Reviewing filed Disclosure Statement, attachments, Proposed Order and Ballots (165 pages)	1.00
May 23, 2012	Reviewing filed Plan, attachments, and Debtor's Proposed Member Provisions (138 pages)	1.30
May 24, 2012	Reviewing e mails from Gary Marsh and Jonathan Alter re including language about consent of UCC to meeting with Members in Order Setting Hearing on Disclosure Statement; reviewing filed Motion for Entry of Order Approving Disclosure Statement and Procedures for Soliciting Votes and for Objections (18 pages)	0.20
May 25, 2012	Reviewing Order Setting Hearing on Disclosure Statement (4 pages)	0.10
May 29, 2012	Research re adequacy of Disclosure Statement as to valuation of property, intercorporate claims and claims against insiders, lack of financial ability of Plan Sponsors to fund Plan, lack of information as to property owned by non-debtor parties and contracts and leases on same, Plan proposal if sufficient members do not transfer, lack of estimate of value and collectability of accounts receivable, lack of information regarding recoverable transfers; review 20 cases	1.70

Total Time on Disclosure Statement and Plan 11.00
Subtotal on Disclosure Statement and Plan \$4,400.00

Fee And Employment Application

May 8, 2012 Review April fee statement; e mail to Linda Miller and Jonathan Alter re same 0.10

May 24, 2012 2 telephone calls with Linda Barr re attending negotiations with Plan Sponsor in Atlanta 0.10

Total Time on Fee And Employment Application 0.20
Subtotal on Fee And Employment Application \$80.00

Litigation

May 2, 2012 Reviewing Debtors' state court suit against Urbana (26 pages); review Sun Tx Capital Partners Answer to Amended Complaint and Counter-Claims (23 pages); review Synovus Answer to Amended Complaint and Counter-Claims (24 pages); review Urbana C3 Answer to Amended Complaint and Counter-Claims (38 pages); review Plaintiffs Answers to Counter-claims of Defendants (13 pages); telephone call with Jonathan Alter re state court litigation 1.90

May 2, 2012	Review e mails from Linda Miller re attending 5/8 Omnibus Hearings and Jonathan Alter appearing telephonically, respond	0.10
May 3, 2012	Reviewing emails regarding draft of Response to Debtor's Bidding Status Report to be filed by Keowee Falls Investment; reviewing draft of Response to Debtor's Bidding Status Report	0.10
May 3, 2012	Reviewing Response to Debtor's Bidding Status Report to be filed by Keowee Falls Investment	0.10
May 3, 2012	Reviewing emails regarding state court suit by resigned members regarding liability for dues and reinstatement of good standing status	0.10
May 4, 2012	2 telephone calls with Agnes Babb re Jonathan Alter's telephonic appearance and 5/8 hearings; e mail to Jonathan Alter re same; review e mail from Agnes Babb re same	0.20
May 4, 2012	Reviewing Notice of Agenda for 5/8 Omnibus Hearings	0.10
May 8, 2012	Attending Omnibus Hearings; conference with Local Counsel re status of Plan and Disclosure Statement; conference with Todd Darwin, attorney for various Mechanic's Lien holders	0.90
May 8, 2012	Reviewing Indenture Trustee's Response to Debtor's Bidding Status Report	0.10
May 29, 2012	Review order cancelling 6/5/12 Omnibus Hearing	0.10

Total Time on Litigation	3.70
Subtotal on Litigation	\$1,480.00
Meeting of Creditors	

Total Time on Meeting of Creditors	0.00
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Miscellaneous

May 18, 2012	Research re substantive consolidation without reservation of rights may constitute waiver or constructively fraudulent transfer claims, review 9 cases; research re ability to substantively consolidate cases through confirmation process, review 4 cases; telephone call with Jonathan Alter re adding Plan language to address same	0.90
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Total Time on Miscellaneous	0.90
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Subtotal on Miscellaneous	\$360.00
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Subtotal of time spent on all categories of professional services	35.30
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Hourly rate charged for all of above professional services	\$400.00
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Subtotal of all categories of professional services	\$14,120.00
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Additional Charges for Costs Excluding Professional Fees

May 1, 2012	6	copies at per page charge of	0.25	\$1.50
May 2, 2012	126	copies at per page charge of	0.25	\$31.50
May 3, 2012	21	copies at per page charge of	0.25	\$5.25

Subtotal of costs such as parking depositions, meals, accommodations \$221.39

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

May 2, 2012	Actual time and charges	\$0.85
May 7, 2012	Actual time and charges	\$0.20
May 11, 2012	Actual time and charges	\$1.20
May 18, 2012	Actual time and charges	\$0.25
May 24, 2012	Actual time and charges	\$1.80
May 29, 2012	Actual time and charges	\$4.20

Subtotal of Long Distance Phone Calls \$8.50

Mileage

May 8, 2012	6	miles at per mile charge of	0.555	\$3.33
May 30, 2012	274	miles at per mile charge of	0.555	\$152.07
May 31, 2012	275	miles at per mile charge of	0.555	\$152.63
		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 \$308.03

	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	
May 18, 2012	Research re substantive consolidation without reservation of rights may constitute waiver or constructively fraudulent transfer claims, review 9 cases; ability to substantively consolidate cases through confirmation process, review 4 cases. Time on Westlaw Next 48 minutes	\$37.68
May 29, 2012	Research re adequacy of Disclosure Statement as to valuation of property, intercorporate claims and claims against insiders, lack of financial ability of Plan Sponsors to fund Plan, lack of information as to property owned by non-debtor parties and contracts and leases on same, Plan proposal if sufficient members do not transfer, lack of estimate of value and collectability of accounts receivable, lack of information regarding recoverable transfers; review 120cases. Time on Westlaw 69 minutes.	\$54.16
	Subtotal of Westlaw or other computer assisted research	\$91.84
	Total of All Costs	\$809.51
	Total of All Professional Fees and All Costs	\$14,929.51