

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

Case No. 12-01220

**ORDER GRANTING FINAL FEE APPLICATION OF MCKENNA LONG &
ALDRIDGE LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES**

The relief set forth on the following pages, for a total of 5 pages including this page, is hereby **ORDERED**.

**FILED BY THE COURT
11/19/2012**



Entered: 11/19/2012

Chief US Bankruptcy Judge
District of South Carolina

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

In re:

CCHG Liquidation Co.,

Debtor.

CHAPTER 11

Case No. 12-01220

Substantively Consolidated

**ORDER GRANTING FINAL FEE APPLICATION OF MCKENNA LONG &
ALDRIDGE LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES**

This matter is before the Court on the Final Fee Application of McKenna Long & Aldridge LLP for Allowance of Compensation and Reimbursement of Expenses [Docket Entry No. 718] (the “Application”),¹ requesting entry of an order approving on a final basis the fees and expenses incurred by McKenna Long & Aldridge LLP as legal counsel to The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in their Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”), during the period of February 28, 2012 to August 23, 2012. The deadline to object to the Application was November 5, 2012 (the “Objection Deadline”). No objections to the Application were filed prior to the Objection Deadline.

The Debtors’ cases were complex Chapter 11 cases involving numerous parties holding significant secured and unsecured claims against the Debtors. McKenna Long & Aldridge LLP served as counsel for the Debtors throughout these cases, and the efforts of McKenna Long & Aldridge LLP during the six-month administrative period of these cases played a significant role

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

in the successful reorganization of the Debtors pursuant to that certain First Amended and Restated Joint Chapter 11 Plan dated June 30, 2012, as amended (the "Plan"), which Plan was confirmed by Order of this Court entered on August 17, 2012. Pursuant to the confirmed Plan, substantial sums of secured and unsecured claims against the Debtors have been or will be paid, and the Debtors' golf and country clubs remain in operation under new ownership, thereby: (i) preserving hundreds of jobs of club employees; (ii) ensuring that preeminent golf, social and wellness services continue to be provided to over two thousand members of the clubs; and (iii) preserving significant real estate asset values in and around the Debtor's clubs.

Having reviewed the Application and the record, and the Court finding that: (i) proper notice of the Application has been given to all parties entitled thereto; (ii) no objections to the Application have been filed; and (iii) the Application satisfies the standards for the compensation of professionals set forth in 11 U.S.C. §§ 330 and 331 and relevant case authority (*e.g.*, *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974)); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and good cause existing to grant the relief requested in the Application,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. McKenna Long & Aldridge LLP is hereby allowed, on a final basis, compensation as an administrative expense claim against the Debtors' estates in the total sum of \$1,445,198.38, comprised of \$1,411,483.00 in fees and \$33,715.38 in expenses, for the time period of February 28, 2012 to August 23, 2012.
3. The Court hereby expressly approves the payment of sums already paid to McKenna Long & Aldridge LLP in accordance with the Monthly Compensation Order, as detailed in the Application; McKenna Long & Aldridge LLP is hereby authorized to apply to its

outstanding invoices the sum of \$39,963.70 it is holding as a result of the overpayment, relative to the authority granted by the Monthly Compensation Order, it received for its August 2012 invoice; and McKenna Long & Aldridge LLP shall be paid the additional sum of \$82,558.30 in satisfaction of the unpaid amount of its approved fees and expenses.

4. The Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and implementation of this Order.

AND IT IS SO ORDERED

Prepared and presented by:

/s/ Däna Wilkinson
Däna Wilkinson
District Court I.D. No. 4663
LAW OFFICE OF DÄNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
864.574.7944 (Telephone)
864.574.7531 (Facsimile)
danawilkinson@danawilkinsonlaw.com

-and-

/s/ J. Michael Levensgood
Gary W. Marsh
Georgia Bar No. 471290
J. Michael Levensgood
Georgia Bar No. 447934
Bryan E. Bates
Georgia Bar No. 140856
MCKENNA LONG & ALDRIDGE LLP
303 Peachtree Street, Suite 5300
Atlanta, Georgia 30308
404-527-4000 (phone)
404-527-4198 (fax)
gmarsh@mckennalong.com
mlevengood@mckennalong.com
bbates@mckennalong.com

Attorneys for the Debtors