

**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

A handwritten signature in cursive script that reads "John E. Waites". The signature is written in black ink and is positioned above a horizontal line.

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”),<sup>1</sup> 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

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<sup>1</sup> 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/ Dána Wilkinson  
Dána Wilkinson  
District Court I.D. No. 4663  
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-and-

/s/ J. Michael Levensgood  
Gary W. Marsh  
Georgia Bar No. 471290  
J. Michael Levensgood  
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*Attorneys for the Debtors*

Certificate of Notice Page 6 of 7  
United States Bankruptcy Court  
District of South Carolina

In re:  
CCHG Liquidation Co.  
Debtor

Case No. 12-01220-jw  
Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0420-7

User: porth  
Form ID: pdf01

Page 1 of 2  
Total Noticed: 2

Date Rcvd: Nov 19, 2012

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Nov 21, 2012.

db +CCHG Liquidation Co., 3598 Highway 11, Travelers Rest, SC 29690-3598  
aty +Gary W Marsh, McKenna Long & Aldridge LLP, 303 Peachtree Street NE, Suite 5300,  
Atlanta, GA 30308-3265

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
NONE. TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE. TOTAL: 0

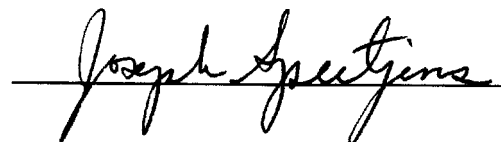
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 21, 2012

Signature:



District/off: 0420-7

User: porth  
Form ID: pdf01

Page 2 of 2  
Total Noticed: 2

Date Rcvd: Nov 19, 2012

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on November 19, 2012 at the address(es) listed below:

A. Todd Darwin on behalf of Creditor Georgia Bridge & Dock, Inc. tdarwin@holcombebomar.com, rmitchell@holcombebomar.com  
B. Lindsay Crawford on behalf of Creditor Rodolfo Stern and Tania Stern wayne@crawfordvk.com, lindsay@crawfordvk.com  
BMC Group, Inc. bmc-cliffs@bmcgroup.com  
Barbara George Barton on behalf of Creditor Daniel & Catherine Goldberg bbarton@bartonlawsc.com, cbrimm@bartonlawsc.com;afloyd@bartonlawsc.com;khandrook@bartonlawsc.com;phunt@bartonlawsc.com  
Bryan E. Bates on behalf of Debtor CCHG Liquidation Co. bbates@mckennalong.com, krohling@mckennalong.com  
Charles W Azano on behalf of Creditor Wells Fargo Bank, National Association cwazano@mintz.com  
Dana Elizabeth Wilkinson on behalf of Debtor CCHG Holdings, Inc. danawilkinson@charter.net, dweceffmail@gmail.com  
Daniel S Bleck on behalf of Creditor Wells Fargo Bank, National Association dsbleck@mintz.com  
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Fair Harbor Capital, LLC vknox.fh@verizon.net  
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James W. Sheedy on behalf of Creditor GE Capital jimsheedy@driscollsheedy.com, sdriscoll@driscollsheedy.com  
Jane H. Downey on behalf of Creditor William & Flonnie Shaw jane@mttlaw.com, jessica@mttlaw.com;corey@mttlaw.com  
John B. Butler on behalf of Creditor Cliffs Members AD Hoc Group, Inc. jbbiii@bellsouth.net  
John M. Levengood on behalf of Debtor CCHG Liquidation Co. mlevengood@mckennalong.com, sbrooks@mckennalong.com;gmarsh@mckennalong.com;bbates@mckennalong.com  
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com  
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Julio E. Mendoza on behalf of Interested Party Carlile Development Company, LLC rmendoza@nexsenpruet.com, ecf@nexsenpruet.com  
Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov  
Louise M. Johnson on behalf of Creditor William and Elaine Clear cjohnson@hsblawfirm.com, chaffer@hsblawfirm.com  
Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.com  
Michael Kevin McCarrell on behalf of Creditor Helena Chemical Company kevin.mccarrell@smithmoorelaw.com, betty.ward@smithmoorelaw.com;kim.harmstad@smithmoorelaw.com  
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Nancy E. Johnson on behalf of Creditor NewLife Turf, Inc. nej@njohnson-bankruptcy.com, notices4nej@njohnson-bankruptcy.com  
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Townes B. Johnson on behalf of Creditor Morgan Concrete Co. johnson@conlaw.com, moser@conlaw.com;townesjohnson@gmail.com  
US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov  
William L Rothschild on behalf of Interested Party Carlile Development Company, LLC br@orrem.com

TOTAL: 37