

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

_____ )	
In re: )	Chapter 11
)	
CCHG Liquidation Co., )	Case No. 12-01220-JW
)	
Debtor. )	Substantively Consolidated
_____ )	

**ORDER GRANTING SECOND AND FINAL APPLICATION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES OF BINGHAM MCCUTCHEN LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter comes before the Court on the second and final fee application (the “**Application**”)<sup>1</sup> of Bingham McCutchen LLP (“**Bingham**”) for professional services rendered and expenses incurred by Bingham during the period of March 7, 2012 to October 15, 2012. The deadline to object to the Application was November 5, 2012. No objections to the Application were filed prior to the objection deadline.

The bankruptcy cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors (the “Debtors”) were complex Chapter 11 cases involving numerous parties holding significant secured and unsecured claims against the Debtors. Bingham served as counsel for the Official Committee of Unsecured Creditors (the “Committee”) throughout these cases, and the efforts of Bingham on behalf of the Committee during the six-month administrative period of these cases played a significant role in the successful reorganization of the Debtors pursuant

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<sup>1</sup> Capitalized terms used herein and not defined shall have the meanings set forth in the Application.

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.

Based on the Application and the record in this case, it is hereby

ORDERED, that pursuant to 11 U.S.C. §§ 330 and 331 and in respect of the Application, the Court hereby grants to Bingham with respect to the Current Interim Period final allowance and approval of compensation in the amount of \$190,706.50 and reimbursement of actual and necessary expenses in the amount of \$5,568.59; and it is further

ORDERED that pursuant to 11 U.S.C. §§ 330 and 331 and in respect of the Application, the Court hereby grants to Bingham with respect to the Prior Interim Period final allowance and approval of compensation in the amount of \$244,882.50 and reimbursement of actual and necessary expenses in the amount of \$7,376.34; and it is further

ORDERED that pursuant to 11 U.S.C. §§ 330 and 331 and in respect of the Application, the Court hereby grants to Bingham with respect to the Final Application Period an aggregate final allowance of compensation in the amount of \$435,589.00 and reimbursement of actual and necessary expenses in the amount of \$12,944.93 for combined total fees and expenses of \$448,533.93; and it is further

ORDERED that Bingham is hereby authorized to retain and apply to the foregoing award the amount of payments received in respect of the Final Application Period; and it is further

ORDERED that the Debtor is authorized and directed immediately to pay to Bingham the unpaid balance of amounts awarded in respect of the Final Application Period.

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



A handwritten signature in cursive script, reading "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

Entered: 11/19/2012

Certificate of Notice Page 4 of 5  
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

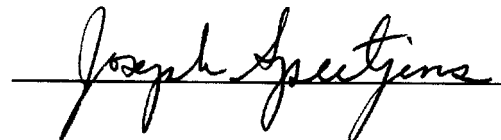
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

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  
Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association lphilp@mcnair.net, rmobleymcnair.net  
Fair Harbor Capital, LLC vknox.fh@verizon.net  
George L. Clauer on behalf of Creditor Ellis McCracken gc\_clauerlaw@bellsouth.net  
J. Ronald Jones on behalf of Creditor Mitel Leasing, Inc. rjones@clawsonandstaubes.com, bessex@clawsonandstaubes.com  
James E. Sterling on behalf of Attorney Daniel McCollum sterling@smithjordan.com  
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  
Joseph F. Buzhardt on behalf of U.S. Trustee US Trustee's Office USTPRegion04.CO.ECF@usdoj.gov, robert.b.doyle@usdoj.gov  
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  
Michael M. Beal on behalf of Creditor Wells Fargo Bank, National Association mbeal@mcnair.net, astokes@mcnair.net  
Nancy E. Johnson on behalf of Creditor NewLife Turf, Inc. nej@njohnson-bankruptcy.com, notices4nej@njohnson-bankruptcy.com  
R. Geoffrey Levy on behalf of Interested Party Keowee Falls Investment Group, LLC, A Corporation llfecf@levylawfirm.org, levylawecf@gmail.com,whitney@levylawfirm.org  
Randy A. Skinner on behalf of Interested Party James Anthony main@skinnerlawfirm.com, amy@skinnerlawfirm.com;candis@skinnerlawfirm.com;karen@skinnerlawfirm.com  
Ricoh Americas Corporation jennifer.orenstein@ricoh-usa.com  
Robert A. Kerr on behalf of Creditor Deere Credit Inc robertkerr@mvalaw.com, melissaaltman@mvalaw.com  
Rory D. Whelehan on behalf of Creditor Keowee Investment Properties, LLC rwhelehan@wcsr.com, kpedersoli@wcsr.com  
Tara E. Nauful on behalf of Creditor US Foods, Inc. tnauful@hsblawfirm.com, ccarter@hsblawfirm.com  
Thomas L. Ogburn on behalf of Creditor TCF Equipment Finance, Inc. togburn@poynerspruill.com, dfurr@poynerspruill.com  
Tobias G. Ward on behalf of Creditor Worthington Hyde Partners-II, L.P. tw@tobywardlaw.com  
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