

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

**IN RE:**

**CCHG Liquidation Co.,**

**Debtor**

**CHAPTER 11**

**Case No. 12-01220**

**Substantively Consolidated**

**CCHG Liquidation Co.,**

**Movant,**

**v.**

**Contested Matter**

**Root Learning, Inc., - Claim Nos. 1243 and 1244**

**Respondent**

**DEBTOR'S OBJECTION TO THE ALLOWANCE OF CLAIM NOS. 1243 AND 1244  
FILED BY ROOT LEARNING, INC.**

COMES NOW CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), and hereby objects (this "Objection") to the allowance of claims filed by Root Learning, Inc. in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors.<sup>1</sup> In support of this Objection, the Debtor shows the Court as follows:

<sup>1</sup> The debtors (now substantively consolidated as the single Debtor), followed by the last four digits of their respective taxpayer identification numbers and chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-

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### **I. Relief Requested**

1. By this Objection, the Debtor respectfully requests the entry of an order, pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3007, disallowing claims filed by Root Learning, Inc.

### **II. Jurisdiction**

2. This Court has jurisdiction over this Objection under 28 U.S.C. § 1334. Venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

### **III. Background**

3. On February 28, 2012 (the “Petition Date”), The Cliffs Club & Hospitality Group, Inc. and its above-shown affiliated debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. On March 12, 2012, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Docket Entry No. 141]. No trustee or examiner has been appointed.

5. On April 10, 2012, the Court established May 31, 2012 (the “Claims Bar Date”) as the deadline for non-governmental-entity creditors wishing to assert pre-petition claims

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01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

against the debtors to file their proofs of claim with BMC Group, Inc., the claims and noticing agent (the “Claims Agent”) [Docket Entry No. 278].

6. On or about May 31, 2012, Root Learning, Inc. filed an unsecured non-priority claim against the debtors in the amount of \$76,280.00. The claim was assigned as claim number 1243 by the Claims Agent. On or about May 31, 2012, Root Learning, Inc. filed another unsecured non-priority claim against the debtors in the amount of \$76,280.00. The claim was assigned as claim number 1244 by the Claims Agent (together, claim number 1243 and claim number 1244 are hereinafter referred to as the “Root Learning Claims”).

7. On July 2, 2012, the debtors filed their First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor dated June 30, 2012, as amended [Docket Entry No. 616, Ex. A] (the “Plan”) and the First Amended and Restated Disclosure Statement to Accompany the First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor [Docket Entry No. 480] (the “Disclosure Statement”).

8. On August 17, 2012, this Court entered that certain Order Confirming First Amended and Restated Joint Chapter 11 Plan filed by the Debtors and the Plan Sponsor (the “Confirmation Order”).

9. On August 31, 2012, the Debtors filed that certain Notice of Occurrence of Effective Date of Chapter 11 Plan; Limitation of Notice; and Related Matters, reflecting that the Effective Date of the Plan occurred on August 23, 2012.

10. On October 1, 2012, this Court entered that certain Order Pursuant To Confirmed Plan Amending Case Dockets To Reflect Amended Corporate Names Of Debtors And Closing Substantively Consolidated Cases.

11. The Debtor has the authority to pursue claims litigation with respect to claims filed in the debtors' bankruptcy cases. The Debtor has reviewed proofs of claim filed in the debtors' bankruptcy cases. This Objection is the result of the Debtor's review.

#### **IV. Basis for Relief Requested**

12. The documents and materials submitted with the Root Learning Claims reflect that none of the debtors is liable to the claimant with respect to the asserted claims, and that, at best, a third party non-debtor entity may be liable to the claimant. The books and records of the debtors do not reflect any such obligation owing to the claimant. Accordingly, the claims are unenforceable against the debtors, and should be disallowed. Moreover, claim number 1244 is duplicative of claim number 1243, and should therefore be disallowed. Unless the claims are disallowed, Root Learning, Inc. will receive a larger recovery than that to which it is entitled.

#### **V. Reservation of Rights**

13. The Debtor reserves the right to supplement this Objection and to subsequently object to the Root Learning Claims on any other appropriate ground, whether or not stated herein. In addition, the Debtor reserves the right to object to any and all other claims filed in the debtors' cases, and any other claims asserted by Root Learning, Inc.

#### **VI. Notice**

14. Notice of this Objection has been provided to Root Learning, Inc. and each other party entitled to notice, as listed in the certificate of service filed in connection herewith. In light

of the nature of the relief requested, the Debtor submits that no other or further notice is necessary.

**WHEREFORE**, the Debtor respectfully requests that this Court:

1. enter the proposed order attached hereto as Exhibit "A";
2. disallow the Root Learning Claims; and
3. grant the Debtor such other and further relief as is just and proper.

*[signature follows]*

This 29<sup>th</sup> day of March, 2013.

/s/ Däna Wilkinson

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**EXHIBIT "A"**

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

Case No. 12-01220

**ORDER APPROVING DEBTOR'S OBJECTION  
TO THE ALLOWANCE OF CLAIM NOS. 1243 AND 1244 FILED BY ROOT  
LEARNING, INC.**

The relief set forth on the following pages, for a total of 4 pages including this page, is hereby ORDERED.



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

**IN RE:**

**CCHG Liquidation Co.,**

**Debtor**

**CHAPTER 11**

**Case No. 12-01220**

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**Movant,**

**v.**

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**Respondent**

**ORDER APPROVING DEBTOR’S OBJECTION  
TO THE ALLOWANCE OF CLAIM NOS. 1243 AND 1244 FILED BY ROOT  
LEARNING, INC.**

Upon the Objection [Docket Entry # \_\_\_\_] (the “Objection”) of CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the “Debtor”), requesting the entry of an order disallowing claims filed by Root Learning, Inc. in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors;<sup>1</sup> the Court having jurisdiction to

<sup>1</sup> The debtors (now substantively consolidated as the single Debtor), followed by the last four digits of their respective taxpayer identification numbers and chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. n/k/a CCHG Liquidation Co. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC n/k/a CCHG Liquidation Co. II, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC n/k/a CCHG Liquidation Co. III, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IV, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC n/k/a CCHG Liquidation Co. V, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VI, LLC (2898)

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consider the Objection and the relief requested therein; a hearing having been held on \_\_\_\_\_, 2013 to consider the Objection; due notice of the Objection and hearing having been given to all parties entitled thereto, as listed in the certificate of service attached to the Objection and filed with the Court; it appearing that no other or further notice need be provided; no objections having been filed or asserted; the Court having determined that the relief sought in the Objection is in the best interests of the Debtor's substantively consolidated bankruptcy estate, its creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED as follows:

1. The Objection is GRANTED.
2. Claim number 1243 filed by Root Learning, Inc. in the debtors' bankruptcy cases is disallowed.
3. Claim number 1244 filed by Root Learning, Inc. in the debtors' bankruptcy cases is disallowed.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

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(12-01230); The Cliffs at High Carolina Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VII, LLC (7576) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC n/k/a CCHG Liquidation Co. VIII, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC n/k/a CCHG Liquidation Co. IX, LLC (6486) (12-01236); and Cliffs Club & Hospitality Service Company, LLC n/k/a CCHG Liquidation Co. X, LLC (9665) (12-01237).

**PREPARED AND PRESENTED BY:**

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