

**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.

Steven E. Seman, - Claim No. 502

Respondent

Contested Matter

**DEBTOR'S OBJECTION TO THE ALLOWANCE OF CLAIM NO. 502 FILED BY
STEVEN E. SEMAN**

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

¹ 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-

(footnote continued on next page)

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 the claim filed by Seman.

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

(footnote continued from previous page)

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) (12-01234); 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 3, 2012, Seman filed an unsecured non-priority claim against the debtors in the amount of \$30,900.00 (the “Seman Claim”). The Seman Claim was assigned as claim number 502 by the Claims Agent.

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 Seman Claim reflect that the claim is based on obligations purportedly owing to Seman under two separate deferred compensation agreements, one of which is with one of the debtors, the other of which is with a third party non-debtor entity. Of the \$30,900.00 claim amount asserted, \$22,500.00 derives from Seman's deferred compensation agreement with one of the debtors, and \$8,400.00 derives from Seman's deferred compensation agreement with a third party non-debtor entity. First, the debtors are in no way obligated to Seman under Seman's agreement with a third party non-debtor entity; accordingly, that portion of the Seman Claim should be disallowed in its entirety. Second, the terms of Seman's deferred compensation agreement with one of the debtors do not substantiate that Seman is entitled to any payment from any of the debtors, but rather evidences that Seman was provided a certificate of an award for deferred compensation *subject to* the terms of the deferred compensation agreement. The deferred compensation agreement provides that any such deferred compensation could be awarded from the *net profits* of the subject debtor, of which there were none. Therefore, the Seman Claim is unenforceable against the debtors, and should be disallowed. Unless the Seman Claim is disallowed, Seman will receive a larger recovery than that to which he is entitled.

V. Reservation of Rights

13. The Debtor reserves the right to supplement this Objection and to subsequently object to the Seman Claim 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 Seman.

VI. Notice

14. Notice of this Objection has been provided to Seman 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 Seman Claim; and
3. grant the Debtor such other and further relief as is just and proper.

[signature follows]

This 5th day of April, 2013.

/s/ Däna Wilkinson
Däna Wilkinson
LAW OFFICE OF DÄNA WILKINSON
365-C East Blackstock Road
Spartanburg, SC 29301
Telephone: (864) 574-7944
Facsimile: (864) 574-7531
danawilkinson@danawilkinsonlaw.com

and

/s/ Gary W. Marsh
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

Counsel for the Debtor

EXHIBIT "A"

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

Case No. 12-01220

**ORDER APPROVING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 502 FILED BY STEVEN E. SEMAN**

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

Substantively Consolidated

CCHG Liquidation Co.,

Movant,

v.

Steven E. Seman, - Claim No. 502

Respondent

Contested Matter

**ORDER APPROVING DEBTOR'S OBJECTION
TO THE ALLOWANCE OF CLAIM NO. 502 FILED BY STEVEN E. SEMAN**

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 a claim filed by Steven E. Seman in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors;¹ the Court having jurisdiction to

¹ 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-

(footnote continued on next page)

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 502 filed by Steven E. Seman in the debtors' bankruptcy cases is disallowed because the record before the Court reflects that none of the debtors is liable to the claimant with respect to the asserted claim.
3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

(footnote continued from previous page)

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:

/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/ Gary W. Marsh
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

Counsel for the Debtor