

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

Case No. 12-01220

**ORDER APPROVING DEBTORS' FIRST OMNIBUS OBJECTION TO THE
ALLOWANCE OF CLAIM NOS. 1251, 1252, 1253, 1254, 1255, 1258, 1259, 1261, 1262,
1263, 1268, 1270, 1271, 1272, 1273 AND 1274 FILED BY CLIFFS DEVELOPMENT
COMPANY AFFILIATES**

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

**FILED BY THE COURT
04/02/2013**



Entered: 04/03/2013

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.

US Bankruptcy Judge
District of South Carolina

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

IN RE:

CCHG Liquidation Co.,

Debtor

The Cliffs Club & Hospitality Group, Inc., *et al.*, d/b/a The
Cliffs Golf & Country Club,

Movant,

v.

The Cliffs at Glassy Inc. (Valley) - Claim No. 1251;
Keowee Investment Group, LLC - Claim No. 1252;
LaBastide Management Group, LLC - Claim No. 1253;
Keowee Falls Investment Group, LLC - Claim No. 1254;
The Cliffs at Keowee Springs, LLC - Claim No. 1255;
The Cliffs at Mountain Park, LLC - Claim No. 1258;
The Cliffs at Walnut Cove, LLC - Claim No. 1259;
Keowee Falls Investment Group, LLC - Claim No. 1261;
The Cliffs at Mountain Park, LLC - Claim No. 1262;
The Cliffs at Keowee Springs, LLC - Claim No. 1263;
Cliffs Management Services, LLC - Claim No. 1268;
LaBastide Management Group, LLC - Claim No. 1270;
LaBastide Management Group, LLC - Claim No. 1271;
The Cliffs at Glassy Inc. (Valley) - Claim No. 1272;
Environmental Leasing, LLC - Claim No. 1273; and
Cliffs Management Services, LLC - Claim No. 1274;

Respondents

CHAPTER 11

Case No. 12-01220

Substantively
Consolidated

Contested Matter

**ORDER APPROVING DEBTORS' FIRST OMNIBUS OBJECTION TO THE
ALLOWANCE OF CLAIM NOS. 1251, 1252, 1253, 1254, 1255, 1258, 1259, 1261, 1262,
1263, 1268, 1270, 1271, 1272, 1273 AND 1274 FILED BY CLIFFS DEVELOPMENT
COMPANY AFFILIATES**

Upon the Objection (Docket Entry Nos. 525, 526, 527, 528, 529, 530, 531, 532, 533, 534,
535, 536, 537, 538, 539 and 540) (the "Objection") of The Cliffs Club & Hospitality Group, Inc.

and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors-in-possession (the “Debtors”),¹ requesting the entry of an order disallowing the claims as filed by the above-shown respondents (the Cliffs Development Company Affiliates, as defined in the Objection) in the above-styled cases; the Court having jurisdiction to consider the Objection and the relief requested therein; due notice of the Objection and opportunity for a hearing thereon having been given to all parties entitled thereto, as listed in the certificates of service filed in connection with the Objection and notice of hearing thereon; it appearing that no other or further notice need be provided; the deadline to respond to the Objection having passed, and 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 Debtors' now 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 numbers 1251, 1252, 1253, 1254, 1255, 1258, 1259, 1261, 1262, 1263, 1268, 1270, 1271, 1272, 1273 and 1274 filed by the Cliffs Development Company Affiliates in the above-styled cases are disallowed as unsecured claims as filed, and are recharacterized as equity interests in the Debtors. Therefore, claim numbers 1251, 1252, 1253, 1254, 1255, 1258,

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) (12-01234); 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).

1259, 1261, 1262, 1263, 1268, 1270, 1271, 1272, 1273 and 1274 shall be treated as Class 8 equity interests in the Debtors under the confirmed 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 Cliffs Development Company Affiliates shall be entitled to no distributions of any kind from the Debtors, the substantively consolidated Debtor, or any other party with respect to such interests; and the Cliffs Development Company Affiliates shall not be entitled to any other claim in the Debtors' bankruptcy cases.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

AND IT IS SO ORDERED.

PREPARED AND PRESENTED BY:

/s/ Däna Wilkinson
Däna Wilkinson
District Court I.D. No. 4663
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-and-

/s/ Gary W. Marsh
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Counsel for the Debtor

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: brooks
Form ID: pdf01

Page 1 of 2
Total Noticed: 2

Date Rcvd: Apr 03, 2013

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 05, 2013.

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

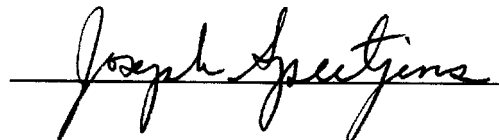
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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: Apr 05, 2013

Signature:



District/off: 0420-7

User: brooks
Form ID: pdf01

Page 2 of 2
Total Noticed: 2

Date Rcvd: Apr 03, 2013

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 3, 2013 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;khandrock@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
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Elizabeth J. Philp on behalf of Creditor Wells Fargo Bank, National Association lphilp@mcnair.net, rmobleymcncnair.net
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Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com
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Linda Barr on behalf of U.S. Trustee US Trustee's Office linda.k.barr@usdoj.gov
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Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.com
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William L Rothschild on behalf of Interested Party Carlile Development Company, LLC br@orrem.com

TOTAL: 39