

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

Case No. 12-01220

**ORDER APPROVING DEBTOR'S OMNIBUS OBJECTION TO THE ALLOWANCE
OF CLUB MEMBER AND NOTE HOLDER CLAIMS FILED AS SECURED,
PRIORITY, AND/OR ADMINISTRATIVE CLAIMS, WHICH CLAIMS ARE SUBJECT
TO TREATMENT AND SATISFACTION UNDER CLASS 1 AND/OR CLASS 7 UNDER
THE CONFIRMED PLAN**

The relief set forth on the following pages, for a total of 4 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 the printed name of the judge.

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 APPROVING DEBTOR'S OMNIBUS OBJECTION TO THE ALLOWANCE
OF CLUB MEMBER AND NOTE HOLDER CLAIMS FILED AS SECURED,
PRIORITY, AND/OR ADMINISTRATIVE CLAIMS, WHICH CLAIMS ARE SUBJECT
TO TREATMENT AND SATISFACTION UNDER CLASS 1 AND/OR CLASS 7 UNDER
THE CONFIRMED PLAN**

Upon the Objection [Docket Entry # 782] (the "Objection")¹ of CCHG Liquidation Co., the above-captioned substantively consolidated debtor (the "Debtor"), requesting the entry of an order disallowing the claims listed on Exhibit A of the Objection as filed in the chapter 11 cases of The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors;² 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 certificate of service filed in connection with the Objection and notice of hearing thereon; it

¹ Capitalized terms not defined herein shall have the meaning ascribed thereto in the Objection.

² 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).

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, excepting only that claimant Richard Headley filed an objection to the Debtor's objection to his claim number 1328; 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, as follows.
2. The claims listed on Exhibit A of the Objection, excepting only claim number 1328 filed by Richard Headley, are disallowed as filed. The claims listed on Exhibit A of the Objection, excepting only claim number 1328 filed by Richard Headley, are subject to the provisions of 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] governing the treatment and satisfaction of Class 1 claims (applicable to Note Holder Claims) and Class 7 claims (applicable to Club Member Claims), and are otherwise satisfied pursuant to such treatment.
3. The ultimate approval or denial of the Debtor's objection to claim number 1328 filed by Richard Headley shall be governed by separate Order of this Court.
4. 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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J. Michael Levensgood
Georgia Bar No. 447934
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Counsel for the Debtor

Certificate of Notice Page 5 of 6
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

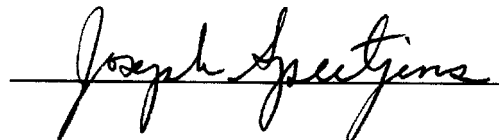
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

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, dwecefm@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, rmobleymcncnair.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
John Robert Devlin on behalf of Defendant Kevin Culhan john.devlin@devlinparkinson.com, laura.kirwan@devlinparkinson.com;joyce.gibson@devlinparkinson.com
John Timothy Stack on behalf of U.S. Trustee US Trustee's Office John.T.Stack@usdoj.gov, robert.b.doyle@usdoj.gov
Jonathan B Alter on behalf of Interested Party Unsecured Creditors Committee jonathan.alter@bingham.com, linda.miller@bingham.com
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
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Malinda McAleer Pennington on behalf of Creditor Hawkins Nursery nef@mcaleerpennington.com
Martin M Tomlinson on behalf of Creditor Wyche Professional Association mtomlinson@wyche.com, cbryant@wyche.com,scrاندall@wyche.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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Ricoh Americas Corporation jennifer.orenstein@ricoh-usa.com
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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: 39