

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>PROOF OF CLAIM</b>						
Name of Debtor: <b>THE CLIFFS CLUB &amp; HOSPITALITY GROUP, INC., ET AL</b>		Case Number: <b>12-01220</b>						
NOTE: <i>Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.</i>		<p style="font-size: 24pt; margin: 0;"><b>RECEIVED</b></p> <p style="font-size: 24pt; margin: 0;"><b>APR 02 2012</b></p> <p style="font-size: 24pt; margin: 0;"><b>BMC GROUP</b></p> <p style="text-align: center; font-weight: bold; margin: 0;">COURT USE ONLY</p> <p><input type="checkbox"/> Check this box if this claim amends a previously filed claim.</p> <p><b>Court Claim Number:</b> _____ <i>(If known)</i></p> <p>Filed on: _____</p> <p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.</p>						
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>L.B.M. INDUSTRIES, INC.</b>								
Name and address where notices should be sent:		<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.</p>						
Telephone number: <b>(828) 966-4270</b> email: <b>SWHITMIRE@MCNEELYCOMPANIES.COM</b>								
Name and address where payment should be sent (if different from above): <b>LBM INDUSTRIES, INC.</b> <b>PO BOX 40</b> <b>SAPPHIRE, NC 28774</b>		<p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.</p>						
Telephone number: <b>(828) 966-4270</b> email: <b>SWHITMIRE@MCNEELYCOMPANIES.COM</b>								
<p><b>1. Amount of Claim as of Date Case Filed:</b>      \$ <u>17868.72</u></p> <p>If all or part of the claim is secured, complete item 4.</p> <p>If all or part of the claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.</p>								
<p><b>2. Basis for Claim:</b> <u>GOODS SOLD</u> (See instruction #2)</p>								
<p><b>3. Last four digits of any number by which creditor identifies debtor:</b></p>	<p><b>3a. Debtor may have scheduled account as:</b> <u>MCNEELY'S STORE</u> (See instruction #3a)</p>	<p><b>3b. Uniform Claim Identifier (optional):</b> <u>L . B . M . I N D U S T R I E S , I N C .</u> (See instruction #3b)</p>						
<p><b>4. Secured Claim</b> (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.</p> <p><b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate   <input type="checkbox"/> Motor Vehicle   <input type="checkbox"/> Other <b>Describe:</b></p> <p><b>Value of Property:</b> \$ _____</p> <p><b>Annual Interest Rate</b> _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</p>		<p><b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b> \$ _____</p> <p><b>Basis for perfection:</b> _____</p> <p><b>Amount of Secured Claim:</b>      \$ _____</p> <p><b>Amount Unsecured:</b>                \$ _____</p>						
<p><b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</b></p> <table style="width:100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).             </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).             </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).             </td> </tr> <tr> <td style="vertical-align: top;"> <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).             </td> <td style="vertical-align: top;"> <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).             </td> <td style="vertical-align: top;"> <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).             </td> </tr> </table> <p style="text-align: right;"><b>Amount entitled to priority:</b> \$ _____</p>			<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).	<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
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<p>Cliffs POC                    00100</p>								
<p><i>*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i></p>								
<p><b>6. Credits.</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)</p>								

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: SHERRY M. WHITMIRE Title: VICE PRESIDENT Company: L.B.M INDUSTRIES, INC. Address and telephone number (if different from notice address above):

Handwritten signature of Sherry M. Whitmire

03/05/2012

(Signature)

(Date)

Telephone number: email:

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number: Fill in the federal judicial district in which the bankruptcy case was filed... Creditor's Name and Address: Fill in the name of the person or entity asserting a claim... 1. Amount of Claim as of Date Case Filed: State the total amount owed to the creditor... 2. Basis for Claim: State the type of debt or how it was incurred... 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits... 3a. Debtor May Have Scheduled Account As: Report a change in the creditor's name... 3b. Uniform Claim Identifier: If you use a uniform claim identifier, you may report it here.

4. Secured Claim: Check whether the claim is fully or partially secured... 5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a): If any portion of the claim falls into any category shown... 6. Credits: An authorized signature on this proof of claim serves as an acknowledgment... 7. Documents: Attach redacted copies of any documents that show the debt exists... 8. Date and Signature: The individual completing this proof of claim must sign and date it.

*McNeely*  
**COMPANIES**

P.O. Box 40  
Sapphire, NC 28774

LBM Industries, Inc.  
McNeely Trucking Co.  
McNeely's Store, Rental & Equipment  
Salem Stone  
Toxaway Concrete, Inc.  
Toxaway Stowaway



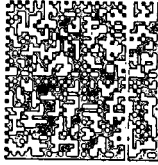
PITNEY BOWES

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MAILED FROM ZIP CODE 28774



RECEIVED

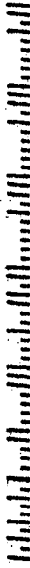
ATTN: The Cliffs Club & Hospitality / 6PAPP

BMC GROUP

claims processing

PO BOX 3020

Chanhassen MN 55317-3020



55317+3020