

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM

Name of Debtor:

THE CLIFFS COMMUNITY

Case Number:

NOTE: See reverse and attached for List of Debtors/Case Numbers/important details. Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for Administrative Expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).

Name of Creditor (the person or other entity to whom the debtor owes money or property) :

SES ADVISORS

Name and address where notices should be sent:

 29347868009174

ESOP Administration
Mychelle Hollaway
10 Shurs Lane, Suite 102
Philadelphia, PA 19127

RECEIVED

APR 23 2012

BMC GROUP

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number () email:

Name and address where payment should be sent (if different from above):

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number (if known):

Filed on: _____

Payment Telephone Number () email:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 19029

If all or part of your claim is secured, complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. BASIS FOR CLAIM:

(See instruction #2)

ESOP PLAN ADMINISTRATION PROFESSIONAL FEE

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

0707

3a. Debtor may have scheduled account as:

(See instruction #3a)

3b. Uniform Claim Identifier (optional):

(See instruction #3b)

4. SECURED CLAIM: (See instruction #4)

Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:
Describe:

Real Estate Motor Vehicle Other _____

Value of Property: \$ _____

Annual Interest Rate: _____ % Fixed or Variable
(when case was filed)

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____

Basis for Perfection: _____

Amount of Secured Claim: \$ _____

Amount Unsecured: \$ _____

5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or 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 administrative expense or priority and state the amount.

Amount entitled to priority: \$ _____

Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$ _____

You MUST specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

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).

Wages, salaries, or commissions (up to \$11,725*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____).

Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).

* 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



6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. DOCUMENTS: *Attached are redacted copies of 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 definition of "redacted").

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

If the documents are not available, please explain:

DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES OR EMAIL NOT ACCEPTED) so that it is actually received on or before 4:00 pm prevailing Eastern Time on May 31, 2012 for Non-Governmental Claimants OR on or before 4:00 pm prevailing Eastern Time on August 27, 2012 for Governmental Claimants.

BY MAIL TO:
 BMC Group, Inc
 Attn: Cliffs Claims Processing
 PO Box 3020
 Chanhassen, MN 55317-3020

BY MESSENGER OR OVERNIGHT DELIVERY TO:
 BMC Group, Inc
 Attn: Cliffs Claims Processing
 18675 Lake Drive East
 Chanhassen, MN 55317

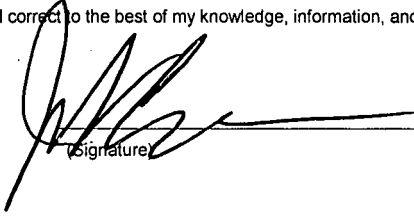
8. SIGNATURE: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.) I am a guarantor, surety, indorser, or other codebtor. (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: JAMES V CARONE, CH
 Title: CHAIRMAN / DIRECTOR
 Company: SEP ADVISORS
 Address and telephone number (if different from notice address above):

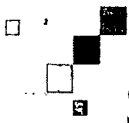
 _____
 (Signature) (Date) 4/26/12

Telephone number: 715 508-5631 email: JCARONE@SEPADVISORS.COM

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.

LIST OF DEBTORS:

Case Name	Case Nbr
The Cliffs Club & Hospitality Group, Inc.	12-01220
CCHG Holdings, Inc.	12-01223
The Cliffs at Mountain Park Golf & Country Club, LLC	12-01225
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	12-01226
The Cliffs at Walnut Cove Golf & Country Club, LLC	12-01227
The Cliffs at Keowee Falls Golf & Country Club, LLC	12-01229
The Cliffs at Keowee Springs Golf & Country Club, LLC	12-01230
The Cliffs at High Carolina Golf & Country Club, LLC	12-01231
The Cliffs at Glassy Golf & Country Club, LLC	12-01234
The Cliffs Valley Golf & Country Club, LLC	12-01236
Cliffs Club & Hospitality Service Company, LLC	12-01237



SES | ADVISORS

Telephone: 215-508-1600

Invoice

January 10, 2012

Invoice #

29254

1203

The Cliffs Communities, Inc.
Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598

TAX I.D. NO. 04-3760707

Professional Services Rendered: 1/10/2012

	<u>Amount</u>
Plan Admin 1st Install Base Fee PYE 2011	<u>\$5,900.00</u>
Total Plan Fees	\$5,900.00
Previous balance	\$13,129.90
Total Amount Due	<u><u>\$19,029.90</u></u>

SES Advisors, Inc.
10 Shurs Lane, Suite 102
Philadelphia, PA 19127

The Cliffs Communities, Inc.
Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598
Client No.: 1203-A Plan Admin

Invoice Summary

Invoice Date		Amount
1/10/2012	29254	\$5,900.00
Plus: Previous Balance		\$13,129.90
Less: Payment, Credits etc		\$0.00
TOTAL BALANCE DUE:		<u>\$19,029.90</u>

Please remit the TOTAL BALANCE DUE and a copy of this page to:

SES Advisors, Inc.
10 Shurs Lane, Suite 102
Philadelphia, PA 19127
Telephone: 215-508-1600



SES | ADVISORS

Telephone: 215-508-1600

Invoice

November 16, 2011

Invoice #

28741

1203

The Cliffs Communities, Inc.
Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598

TAX I.D. NO. 04-3760707

Professional Services Rendered: 11/16/2011

	<u>Amount</u>
Distribution packages (682 @ \$1.95)	\$1,329.90
Additional Services	<u>\$1,329.90</u>
Total Plan Fees	\$1,329.90
Previous balance	\$17,700.00
Accounts receivable transactions	
11/14/2011 Payment - Thank You	(\$5,900.00)
Total payments and adjustments	<u>(\$5,900.00)</u>
Total Amount Due	<u><u>\$13,129.90</u></u>

SES Advisors, Inc.10 Shurs Lane, Suite 102
Philadelphia, PA 19127The Cliffs Communities, Inc.
Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598
Client No.: 1203-A Plan Admin**Invoice Summary**

Invoice Date		Amount
11/16/2011	28741	\$1,329.90
Plus: Previous Balance		\$17,700.00
Less: Payment, Credits etc		(\$5,900.00)
TOTAL BALANCE DUE:		<u>\$13,129.90</u>

Please remit the TOTAL BALANCE DUE and a copy of this page to:

SES Advisors, Inc.
10 Shurs Lane, Suite 102
Philadelphia, PA 19127
Telephone: 215-508-1600



Telephone: 215-508-1600

Invoice

October 03, 2011

Invoice #

28264

1203

The Cliffs Communities, Inc.
Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598

TAX I.D. NO. 04-3760707

Professional Services Rendered: 10/3/2011

	<u>Amount</u>
Plan Administration Base Fee PYE 2010	<u>\$11,800.00</u>
Total Plan Fees	\$11,800.00
Previous balance	\$5,900.00
Total Amount Due	<u><u>\$17,700.00</u></u>

SES Advisors, Inc.

10 Shurs Lane, Suite 102
Philadelphia, PA 19127

The Cliffs Communities, Inc.

Attn: Harris Robinson
3598 Highway 11
Travelers Rest, SC 29690-3598
Client No.: 1203-A Plan Admin

Invoice Summary

Invoice Date		Amount
10/3/2011	28264	\$11,800.00
Plus: Previous Balance		\$5,900.00
Less: Payment, Credits etc		\$0.00
TOTAL BALANCE DUE:		<u>\$17,700.00</u>

Please remit the TOTAL BALANCE DUE and a copy of this page to:

**SES Advisors, Inc.
10 Shurs Lane, Suite 102
Philadelphia, PA 19127
Telephone: 215-508-1600**

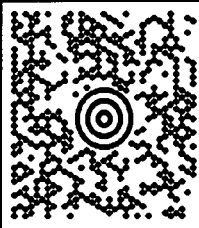
1 OF 1

1.0 LBS LTR

JANE WORMECK
2155081600
SFS ADVISORS
10 SHURS LN
PHILADELPHIA PA 19127

SHIP TO:

ATTN: CLIFFS CLAIM PROCESSING
215-508-1600
BMC GROUP, INC.
18675 LAKE DRIVE EAST
CHANHASSEN MN 55317



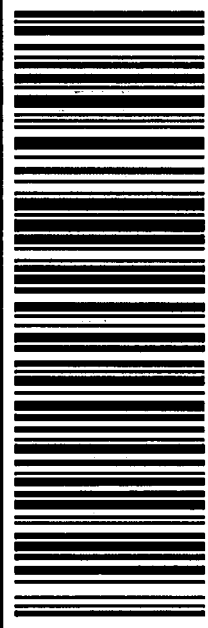
MN 559 9-56



UPS 2ND DAY AIR

2

TRACKING #: 1Z 088 5V5 NY 9507 6285



BILLING: P/P
ATTENTION UPS DRIVER: SHIPPER RELEASE

Trx Ref No.: 1203-A re bankruptcy
Trx Ref No.: from JVC



XOL 12.04.02 NVA5 24.0A 01/2012

[Create New Shipment](#)

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APR 23 2012

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