

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA


PROOF OF CLAIM

Name of Debtor:  
**CLIFFS CLUB & HOSPITALITY GROUP LLC**

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) :

Name and address where notices should be sent:  
 29347868001179  
 Powell, H Robert  
 23 Delegal Road  
 Savannah, GA 31411

RECEIVED  
 MAY 17 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.

Creditor Telephone Number **912-598-7789** email: **ROBT.POWELL@40L.COM**

THIS SPACE IS FOR COURT USE ONLY

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 \$ 100,000

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)

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

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 **SECURED NOTE DUE 2017**

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

Basis for Perfection: \_\_\_\_\_

Amount of Secured Claim: \$ 100,000

Amount Unsecured: \$ \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_  
 Annual Interest Rate: 3 1/8%  Fixed or  Variable  
 (when case was filed) **Plus Bonus**

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: \$ 100,000

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.       I am a guarantor, surety, indorser, or other codebtor.  
(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: H. ROBERT POWELL  
Title: NA  
Company: NA

H. Robert Powell      5/14/12  
(Signature)      (Date)

Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

Telephone number: 912 548-7789      email: ROBT POWELL 701 @ AOL.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

[Face of Note]

Series A Note due 2017

No. 252

\$100,000

**THE CLIFFS CLUB & HOSPITALITY GROUP, INC.**

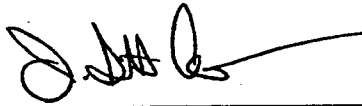
promises to pay to H. Robert Powell the principal sum of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) on April 30, 2017 plus any Bonus Payment then due (calculated as provided on the back of this Note).

Interest Payment Dates: January 15, beginning January 15, 2011

Record Date: December 31

[Signatures to follow]

THE CLIFFS CLUB & HOSPITALITY GROUP,  
INC., a South Carolina corporation

By: 

Name: J. Scott Carlton

Title: President

This is one of the Notes referred to  
in the within-mentioned Indenture:

WELLS FARGO BANK,  
NATIONAL ASSOCIATION

By:   
Authorized Signatory

Dated: 4/30/2010



H. Robert Powell  
23 Delegal Rd.  
Savannah, GA 31411-2616



MAY 17 2012

MAY 17 2012

ALCO GROUP

BMC Group, Inc.

ATTN: CIVIL RIGHTS CLAIMS PROCESSING

P.O. BOX 3020

CHAN HASSEN,

MN 55317-3020

PSDF 214  
MAY 15 2012 PM