

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

PROOF OF CLAIM

Your Claim is Scheduled As Follows:
Schedule/Claim ID: s12722
AMOUNT/CLASSIFICATION:
\$150,000.00 UNSECURED
(CONTINGENT)


Name of Debtor:
The Cliffs Valley Golf & Country Club, LLC

Case Number:
12-01236

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:

 29347866002578
Shaw, James
563 Eagle Creek Drive
Naples, FL 34113

RECEIVED

MAY 21 2012

BMC GROUP

The amounts reflected above constitute your claim as scheduled by the Debtor or pursuant to a filed claim. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed except as provided in the accompanying bar date notice.

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 () 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.

THIS SPACE IS FOR COURT USE ONLY

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 \$ 150,000.00

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: Golf membership
(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 _____

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.

Cliffs POC

00789

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 S Shaw
 Title: _____
 Company: 563 Eagle Creek Dr

James Shaw 5-2-12
 (Signature) (Date)
 Individually and as managing member

Address and telephone number (if different from notice address above):
563 Eagle Creek Dr
Naples FL 34103

Telephone number: 239-451-5723 email: SRSShaw@aero@yahoo.com
att.shaw@bank@me.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

U.S. DEPARTMENT OF HOUSING & URBAN DEVELOPMENT
SETTLEMENT STATEMENT

D TYPE OF LOAN

1 FHA 2 FmHA 3 CONV UNINS 4 VA 5 CONV INS

6 FILE NUMBER 09-26819CROWNRI DGE 7 LOAN NUMBER

8 MORTGAGE INS CASE NUMBER

C NOTE This form is furnished to give you a statement of actual settlement costs. Amounts paid to and by the settlement agent are shown. Items marked [POC] were paid outside the closing, they are shown here for informational purposes and are not included in the totals.

D NAME AND ADDRESS OF BUYER
 19 Crown Ridge Road LLC
 563 Eagle Creek Dr
 Naples FL 34103

E NAME AND ADDRESS OF SELLER
 Ronnie L. Smith
 208 Pine Ridge Drive
 Easley SC 29642

F NAME AND ADDRESS OF LENDER

G PROPERTY LOCATION
 19 Crown Ridge Rd/LL 12 Cliffs Valley Sec B
 Travelers Rest SC 29690
 Greenville County South Carolina

H SETTLEMENT AGENT 57-0522927
 Horton Drawdy Ward & Jenkins, P A

I SETTLEMENT DATE
 November 6 2009

PLACE OF SETTLEMENT
 307 Pettigru Street
 Greenville SC 29601

J SUMMARY OF BUYER'S TRANSACTION		K SUMMARY OF SELLER'S TRANSACTION	
100. GROSS AMOUNT DUE FROM BUYER:		400. GROSS AMOUNT DUE TO SELLER:	
101 Contract Sales Price	580 000 00	401 Contract Sales Price	580 000 00
102 Personal Property		402 Personal Property	
103 Settlement Charges to Buyer (Line 1400)	153 449 15	403	
104		404	
105		405	
<i>Adjustments For Items Paid By Seller in advance</i>		<i>Adjustments For Items Paid By Seller in advance</i>	
106 City/Town Taxes to		406 City/Town Taxes to	
107 County Taxes to		407 County Taxes to	
108 Assessments 11/07/09 to 01/01/10	130 34	408 Assessments 11/07/09 to 01/01/10	130 34
109 Pro-rata Termite Protection	100 00	409 Pro-rata Termite Protection	100 00
110		410	
111		411	
112		412	
120 GROSS AMOUNT DUE FROM BUYER	733 679 49	420 GROSS AMOUNT DUE TO SELLER	580 230 34
200. AMOUNTS PAID BY OR IN BEHALF OF BUYER:		500. REDUCTIONS IN AMOUNT DUE TO SELLER:	
201 Deposit or earnest money	20 000 00	501 Excess Deposit (See Instructions)	
202 Principal Amount of New Loan(s)		502 Settlement Charges to Seller (Line 1400)	40 675 81
203 Existing loan(s) taken subject to		503 Existing loan(s) taken subject to	
204		504 Payoff of first Mortgage	
205		505 Payoff of second Mortgage	
206		506	
207		507 (Deposit disb as proceeds)	
208		508	
209		509	
<i>Adjustments For Items Unpaid By Seller</i>		<i>Adjustments For Items Unpaid By Seller</i>	
210 City/Town Taxes to		510 City/Town Taxes to	
211 County Taxes to		511 County Taxes to	
212 Assessments to		512 Assessments to	
213		513	
214		514	
215		515	
216		516	
217		517	
218		518	
219		519	
220 TOTAL PAID BY/FOR BUYER	20 000 00	520. TOTAL REDUCTION AMOUNT DUE SELLER	40 675 81
300. CASH AT SETTLEMENT FROM/TO BUYER:		600. CASH AT SETTLEMENT TO/FROM SELLER:	
301 Gross Amount Due From Buyer (Line 120)	733 679 49	601 Gross Amount Due To Seller (Line 420)	580 230 34
302 Less Amount Paid By/FOR Buyer (Line 220)	(20 000 00)	602 Less Reductions Due Seller (Line 520)	(40 675 81)
303 CASH (X FROM) (TO) BUYER	713 679 49	603 CASH (X TO) (FROM) SELLER	539 554 53

The undersigned hereby acknowledge receipt of a completed copy of pages 1&2 of this statement & any attachments referred to hereon. I HAVE CAREFULLY REVIEWED THE HUD-1 SETTLEMENT STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF IT IS A TRUE AND ACCURATE STATEMENT OF ALL RECEIPTS AND DISBURSEMENTS MADE ON MY ACCOUNT OR BY ME IN THIS TRANSACTION. I FURTHER CERTIFY THAT I HAVE RECEIVED A COPY OF THE HUD-1 SETTLEMENT STATEMENT.

Buyer 19 Crown Ridge Road LLC
 BY James R. Shaw
 James R. Shaw Member
 BY Francis L. Shaw
 Francis L. Shaw Member

Seller
 Ronnie L. Smith

TO THE BEST OF MY KNOWLEDGE THE HUD-1 SETTLEMENT STATEMENT WHICH I HAVE PREPARED IS A TRUE AND ACCURATE ACCOUNT OF THE FUNDS WHICH WERE RECEIVED AND HAVE BEEN OR WILL BE DISBURSED BY THE UNDERSIGNED AS PART OF THE SETTLEMENT OF THIS TRANSACTION.

Horton Drawdy Ward & Jenkins P A
 Settlement Agent

WARNING IT IS A CRIME TO KNOWINGLY MAKE FALSE STATEMENTS TO THE UNITED STATES ON THIS OR ANY SIMILAR FORM. PENALTIES UPON CONVICTION CAN INCLUDE A FINE AND IMPRISONMENT. FOR DETAILS SEE TITLE 18 U.S. CODE SECTION 1001 & SECTION 1010.

SETTLEMENT STATEMENT				PAID FROM BUYER'S FUNDS AT SETTLEMENT	PAID FROM SELLER'S FUNDS AT SETTLEMENT
700. TOTAL COMMISSION Based on Price	\$	580 000 00 @ 6 0000 %	34 800 00		
<i>Division of Commission (line 700) as Follows</i>					
701 \$ 17 400 00	to	Cliffs Communities Real Estate Inc			
702 \$ 17 400 00	to	Sun Realty			
703 Commission Paid at Settlement					34 800 00
704	to				
800. ITEMS PAYABLE IN CONNECTION WITH LOAN					
801 Loan Origination Fee	%	to			
802 Loan Discount	%	to			
803 Appraisal Fee		to			
804 Credit Report		to			
805 Lender's Inspection Fee		to			
806 Mortgage Ins App Fee		to			
807 Assumption Fee		to			
808					
809					
810					
811					
900. ITEMS REQUIRED BY LENDER TO BE PAID IN ADVANCE					
901 Interest From	to	@ \$	/day (days %)		
902 Mortgage Insurance Premium for	months to				
903 Hazard Insurance Premium for	1 0 years to				
904					
905					
1000. RESERVES DEPOSITED WITH LENDER					
1001 Hazard Insurance	@ \$	per			
1002 Mortgage Insurance	@ \$	per			
1003 City/Town Taxes	@ \$	per			
1004 County Taxes	@ \$	per			
1005 Assessments	@ \$	per			
1006	@ \$	per			
1007	@ \$	per			
1008	@ \$	per			
1100. TITLE CHARGES					
1101 Settlement or Closing Fee	to				
1102 Abstract/Title Search/Copies	to	Youngblood/Horton		257 50	
1103 Title Examination	to				
1104 Title Insurance Binder	to	Pettigru Title Company, Inc		275 00	
1105 Document Preparation	to				
1106 Notary Fees	to				
1107 Attorneys Fees	to	Horton Drawdy Ward & Jenkins P A		775 00	
<i>(includes above item numbers)</i>					
1108 Title Insurance	to	Pettigru Title Company, Inc		1 095 00	
<i>(includes above item numbers)</i>					
1109 Lender's Coverage	\$				
1110 Owner's Coverage	\$	580 000 00		1 095 00	
1111					
1112 Document Preparation	to	Horton Drawdy Ward & Jenkins P A		375 00	
1113					
1200. GOVERNMENT RECORDING AND TRANSFER CHARGES					
1201 Recording Fees Deed \$	10 00	Mortgage \$	Releases \$	10 00	
1202 City/County Tax/Stamps Deed		Mortgage			
1203 State Tax/Stamps Revenue Stamps	2 146 00	Mortgage			2 146 00
1204					
1205					
1300. ADDITIONAL SETTLEMENT CHARGES					
1301 Survey	to				
1302 Pest Inspection	to				
1303 Golf Membership	to	Cliffs Golf and Country Club, Inc		150 000 00	
1304 2009 county taxes	to	Greenville County Tax Collector		661 65	3 729 81
1305					
1400. TOTAL SETTLEMENT CHARGES (Enter on Lines 103, Section J and 502, Section K)				153 449 15	40 675 81

By signing page 1 of this statement, the signatories acknowledge receipt of a completed copy of page 2 of this two page statement.

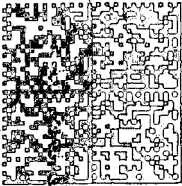
Horton Drawdy Ward & Jenkins P A
Settlement Agent

Certified to be a true copy

F. Shaw
9529 Winterview Dr.
Naples, FL 34109

CERTIFIED MAIL™

FORT MYERS FL 339



7010 2780 0000 2632 1669

017H1-559204

\$3.75

05/17/2012

Mailed From 34135

US POSTAGE

RECEIVED

MAY 21 2012

BMC Group Inc
Attn: Cliffs Processing

PO Box 3020

Chanassen MN 55317-3020

55317-3020

