


UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: <i>THE CLIFFS CLUB'S HOSPITALITY GROUP</i>		Case Number: <i>12-01220</i>
NOTE: 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.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <i>DAVID P. SMITH</i>		COURT USE ONLY
Name and address where notices should be sent: <i>DAVID P. SMITH 126 EASTATOE PKWY SUNSET, S.C. 29685</i>		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Telephone number: <i>864-868-4963</i> email: <i>CARMEL1949@ATT.NET</i>		
Name and address where payment should be sent (if different from above):		<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.
Telephone number: _____ email: _____		
1. Amount of Claim as of Date Case Filed: \$ <i>100,000.00</i> BMC GROUP		
If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <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.		
2. Basis for Claim: <i>SERIES "A" NOTE - INDENTURE DATED APRIL 30, 2010.</i> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: <i>5476</i>	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 the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____
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.		
<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)(____).
		Amount entitled to priority: \$ _____ <div style="text-align: right;"> Cliffs POC  00802 </div>
*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 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 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: DAVID P. SMITH Title: Company: Address and telephone number (if different from notice address above):

(Signature) (Date) MAY 8 2012

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 on the date of the bankruptcy filing... 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 of the debtor's account... 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.

[Face of Note]

Series A Note due 2017

No. 291

\$100,000

THE CLIFFS CLUB & HOSPITALITY GROUP, INC.

promises to pay to David P. Smith 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
INC., a South Carolina corporation

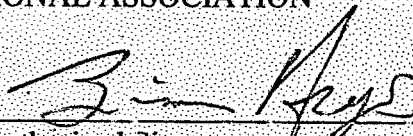
By: 

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

BMC Group, Inc

Date: May 8, 2012

Attn: Cliffs Claims Processing

PO Box 3020

Chanhasen, MN 55317-3020

Dear Sirs:

Pleased find enclosed "Proof of Claim" forms to be filed under "The Cliffs at Keowee Vineyards Golf & Country Club" (Case Number: 12-01226) and "The Cliffs Clubs and Hospitality Group" (Case Number 12-01220).

The form for case number 12-01220 relates to a secured debt - "Series "A" Note" for \$100,000.00. This form was filled out by myself, and is being accordingly submitted. Copies of the note documentation and signatures are attached.

The form for case number 12-01226 are copies of what you have sent me relative to my membership initiation fee – unsecured debt. I assume these are officially registered since you sent them to me. I added my signature to the form.

If you have any questions don't hesitate to call. Thank you in advance for assuring these debts are registered in the bankruptcy proceedings.

Regards,



David P. Smith

David P. Smith

126 Eastatoe Pkwy

Sunset , South Carolina 29685

864-868-4963 or 309-397-4577

carmel1949@att.net

Mr. David Smith
126 Eastatoe Pkwy.
Sunset, SC 29685-2433

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BMC Group Inc
ATTN: Cliffs Claims Processing
P.O. Box 3020
CHANNASEN, MN.

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EMC GROUP

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