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| UNITED STATES BANKRUPTCY COURT DISTRICT OF SOUTH CAROLINA | | PROOF OF CLAIM | |
| Name of Debtor: <u>The Cliffs Communities, Inc</u> <u>Cliffs Club & Hospitality Group, Inc</u> | | Case Number: <u>12-01250</u> | |
| 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): <u>Jeanie Addington</u> | | | |
| Name and address where notices should be sent:  29347868006006 Addington, Jeanie 550 Terrapin Tail Rd Salem, SC 29676 | | RECEIVED MAY 25 2012 BMC GROUP | |
| Creditor Telephone Number <u>864 944-6808</u> email: <u>Jeanieaddington@yahoo.com</u> | | THIS SPACE IS FOR COURT USE ONLY | |
| Name and address where payment should be sent (if different from above): | | <input type="checkbox"/> 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. | <input type="checkbox"/> 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 \$ <u>15,369.69</u> 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. <input type="checkbox"/> 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: <u>ESOP - see Statement of Account</u> (See instruction #2) | | | |
| 3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: <u>0713</u> | | 3a. Debtor may have scheduled account as: <u>N/A</u> (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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ 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 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): \$ <u>15,369.69</u> You MUST specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <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"/> 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). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (_____). <input type="checkbox"/> 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  00928 | | | |
| 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: Jeannie Addington
 Title: was food & beverage manager
 Company: Cliffs Club Hospitality Group, Inc.
 Address and telephone number (if different from notice address above):

Jeannie Addington
 (Signature)

5-8-12
 (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.

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 |

Jeanie Addington
550 Terrapin Tail Rd
Salem, SC 29676

The value of one share of the
The Cliffs Communities, Inc. is:

\$197.60 as of 12/31/2009
\$220.40 as of 12/31/2008

An independent appraiser determines the value
of the shares annually.



**The Cliffs Communities, Inc. Employee Stock Ownership Plan
Statement of Account
For the period 1/1/2009 through 12/31/2009**

Shares in Your Account:

| | <u>Shares</u> |
|---|----------------------|
| Beginning number of shares in your account: | 52.3872 |
| Shares allocated to your account through employer contributions: | 23.8616 |
| Shares allocated to your account through reallocation of forfeitures: | 1.5321 |
| Shares distributed to you: | 0.000 |
| Total shares in your account as of 12/31/2009: | 77.7809 |

Value of the Shares in Your Account:

| | |
|--|--------------------|
| Value of your shares at the beginning of the period: | \$11,546.14 |
| Value of shares allocated to your account through employer contributions: | \$4,715.05 |
| Value of shares allocated to your account through reallocation of forfeitures: | \$302.74 |
| Value of shares you received: | \$0.00 |
| Gain/(Loss) on your prior shares: | -\$1,194.42 |
| Value of the shares in your account as of 12/31/2009: | \$15,369.51 |
| Value of the cash in your account as of 12/31/2009 | \$0.16 |

Account Summary and Vesting:

| | |
|--|--------------------|
| The total value of your account as of 12/31/2009 is: | \$15,369.67 |
| The vested balance of your account as of 12/31/2009 is: | \$15,369.67 |

You are 100% vested in your account with 9 Year(s) of Service under the plan.

If you have questions about this statement please contact Amy Styles at 864-371-1010

Mrs. Jeanie Addington
550 Terrapin Tail Rd
Salem SC 29676



CERTIFIED MAIL™



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PAID
SALEM SC
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MAY 25 12
AMOUNT

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USA
00057293-05 LASS



FOREVER

BMC Group, Inc.

Attn: Cliffs Claims Processing

P.O. Box 3020

Chanhassen, MN 55317-3020

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MAY 25 2012
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