

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM

Name of Debtor:  
Cliffs Club & Hospitality Service Company, LLC

Case Number:  
12-01237

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):  
WEST HAVEN PROPERTIES, LLC [W. LEIN ELLISTON - MBR-MGR]

Name and address where notices should be sent:  
29347867011439  
West Haven II  
14 McDowell Street  
Asheville, NC 28801

RECEIVED  
MAY 29 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 828 253-3302 email: elliston\_1@hotmail.com

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 \$ 103,613.00  
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: LAND PURCHASED FROM West Haven Properties, LLC as Recorded in Buncombe County, NC, Deed Book 3424, Page 466!

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:  
CASE NBR - 1237

3a. Debtor may have scheduled account as:  
WEST HAVEN PROPERTIES II  
(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: \$ 1,250,000.00  
Annual Interest Rate: NA %  Fixed or  Variable (when case was filed)

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ \_\_\_\_\_  
PHASE 1, Lot # 18 -  
Basis for Perfection: 0.30 Acres of 3.257 Acres of 12,500,000 x 0.09212  
Amount of Secured Claim: \$ 103,613.00  
Amount Unsecured: \$ \_\_\_\_\_  
x 90% Release = \$103,613.00

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: \$ \_\_\_\_\_  
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).

Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$ \_\_\_\_\_  
 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  
01000

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: W. LEON ELLISTON  
 Title: MEMBER-MANAGER  
 Company: WEST HAVEN PROPERTIES, LLC

W. Leon Elliston (Signature)      May 24, 2012 (Date)

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

Telephone number: c-828 273-2484 (c-828-273-2484)      email: elliston\_1@hotmail.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

# RE: agreement

From: **Marty Ritsch** (mritsch@cliffscommunities.com)  
 Sent: Thu 5/24/12 3:58 PM  
 To: 'elliston\_1@hotmail.com' ('elliston\_1@hotmail.com')  
 Cc: Kelly Edwards (kedwards@cliffsclubs.com)

Dear Mr. Elliston:

Per your request, below is a summary of the balance due to Westhaven Properties II:

Land purchased from Westhaven Properties II as recorded in Buncombe County, NC in Deed Book 3424 at Page 466 .

Remaining land is that portion of Phase I Lot #18.

Westhaven .30 Acres of total lot of 3.257 acres represents .0921%

Current projected Sales Price of lot is \$1,250,000 \* .0921% Westhaven \* 90.0% Release Price = \$103,613.00 as being the balance due to Westhaven Properties II.

If you have any questions, please let me know.

Marty Ritsch



**Marty Ritsch**  
*Independent Contractor formerly Senior Financial Director/Treasurer*  
 864.371.1063 | office  
 864.918.3799 | mobile  
 864.371.1542 | fax  
 800.371.1000 | toll-free  
 mritsch@cliffscommunities.com  
 www.cliffscommunities.com

*"World's Best International Development 2007."  
 CNBC International Property Awards*



Please consider the environment before printing this e-mail.

Agreement between W. Leon ELLISTON, representing  
 WEST HAVEN II, a separate property owned by West Haven Properties LLC  
 and not part of WEST HAVEN I, and Jim Anthony and Cliff's  
 Communities- CLIFFS at WALNUT COVE, on September 27, 2006.

Agreed that the 1.412 acres of WEST HAVEN II property  
 along Cliffside Parkway, from Raven Cliff Lane to the Eblen  
 Charities property, shall be developed, marketed and sold by Cliff's  
 at Walnut Cove.

Of the retail sale price of the lots that include  
 West Haven property, Cliff's Communities shall pay West Haven  
 Properties LLC ninety percent of the percentage of the lots  
 owned by West Haven Properties, LLC.

Exception to the above is that Cliff's Communities  
 shall not pay West Haven Properties for that portion of land  
 below lot #15 needed for ~~sewer~~ <sup>sewer</sup> drainage field. That portion  
 of land to be determined at the discretion of Cliff's Communities.

West Haven II  
 of West HAVEN PROPERTIES LLC

member manager W. LEON ELLISTON  
 Signature W. Leon Elliston

The Cliff's Communities, Inc.  
 The Cliff's at Walnut Cove, LLC

James B. Anthony

**ALLERGY PARTNERS**  
— of Western North Carolina  
14 McDowell Street Asheville, NC 28801



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MAY 29 2012

BMC Group, Inc.

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ATTN: CLIFFS CLAIMS PROCESSING

P.O. Box 3020

CHANHASSEN, MN 55317-3020

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