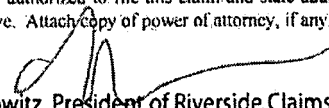



B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT     District of South Carolina		PROOF OF CLAIM
Name of Debtor: <b>The Cliffs Club &amp; Hospitality Group, Inc. et al. dba The Cliffs Golf &amp; Country Club</b>		Case Number: <b>12-01220</b>
NOTE: This form should not be used to make a claim for an administrative expense 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.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Riverside Claims LLC as assignee for Moore Stephens Tiller LLC</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <b>Riverside Claims LLC</b> Telephone number: _____ <b>P.O. Box 626</b> <b>Planetarium Station</b> <b>New York, NY 10024</b>		Court Claim Number: _____ (If known)  Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: _____		<input type="checkbox"/> Check this 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 if you are the debtor or trustee in this case.
<b>RECEIVED</b> <b>MAY 30 2012</b> <b>BMC GROUP</b>		
1. Amount of Claim as of Date Case Filed: \$ <u>40,033.00</u> if all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not 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.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a)(7)(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  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). Wages, salaries, or commissions (up to \$10,950*) 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"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,425* 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).
2. Basis for Claim: (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____		
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff 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 _____ %    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: \$ _____		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a) ( ). 11 USC §503(b)(9) <b>Amount entitled to priority:</b> \$ _____  *Amounts are subject to adjustment on 4/1/10 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. 7. Documents: Attach 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. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		
Date: <b>05/09/2012</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Neil Herskowitz, President of Riverside Claims LLC</b>	FOR COURT USE ONLY  <b>Cliffs POC</b>  01105

**MOORE STEPHENS TILLER LLC**

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

1960 Satellite Boulevard  
Suite 3600  
Duluth, GA 30097

770-995-8800  
www.mstiller.com

Cliffs Club and Hospitality Service Company, LLC  
Attn: David McAda  
3598 Highway 11  
Travelers Rest, SC 29690

1050147

10/10/2011  
L44105 - Hayes

This invoice is due and payable upon receipt. Finance charges, if shown, apply at an monthly rate of 1.5%.  
Please return the duplicate invoice with your remittance.

**SERVICE**

**AMOUNT**

Professional services rendered in connection with:

**PROGRESS BILLING:**

Preparation of audited financial statements for the  
year ended 12/31 2010

A. Griner 8.75 hrs @ \$295/hr  
D. Sosebee 4.0 hrs @ \$160/hr  
T. Cloer 21.75 hrs @ \$150/hr  
S. Collins 2.25 hrs @ \$130/hr  
G. Hayes .4 hrs @ \$350/hr

\$ 6,873.00

Total Amount Due \$ 6,873.00

Eng	Date	Employee	Cat	SubCat	Service	Memo	Hours	Billed
0	9/1/2011	Collins	TAX	1120	1126	depreciable lives of 2010 additions	2.25	292.50
0	9/1/2011	Hayes	CONSU	GEN	CG04	depreciation issues iwth sarah on 2010 additions .4	0.40	140.00
0	9/2/2011	Griner	AUDIT	AFP	AFP18	Sales leaseback	3.00	885.00
0	9/2/2011	Cloer	AUDIT	AFP	AFP34	sale leaseback, allora, notes re/c/c issues	2.50	375.00
0	9/6/2011	Griner	AUDIT	ANP	ANP22	Includes review of sales/leaseback and 2011 option to repurchase assets in sales/leaseback (subsequent event)	4.50	1,327.50
0	9/6/2011	Cloer	AUDIT	AFP	AFP34	sale leaseback	0.25	37.50
0	9/13/2011	Sosebee	AUDIT	AFP	AFP34	audit fieldwork and clearing of notes	1.00	160.00
0	9/14/2011	Griner	AUDIT	AFP	AFP32	Meeting with Board member	1.25	368.75
0	9/14/2011	Cloer	AUDIT	AFP	AFP34	planning, meeting with board member	2.50	375.00
0	9/22/2011	Cloer	AUDIT	AFP	AFP34	impairment testing	1.00	150.00
0	9/23/2011	Cloer	AUDIT	AFP	AFP34	impairment	3.75	562.50
0	9/26/2011	Cloer	AUDIT	AFP	AFP34	impairment testing	6.25	937.50
0	9/27/2011	Cloer	AUDIT	AFP	AFP34	impairment	5.50	825.00
0	10/3/2011	Sosebee	AUDIT	AFP	AFP34	audit fieldwork	3.00	480.00
							37.15	6,916.25

Invoice Reconciliation

Billed WIP	6,916.25
Adjusted	(43.25)
Progress Amount	0.00
	6,873.00
Gross Amount	6,873.00
(Apply Prior Progress)	0.00
Sales Tax	0.00
(Sales Tax Applied)	0.00
	6,873.00
Net Invoice	6,873.00

**MOORE STEPHENS TILLER LLC**

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

*1960 Satellite Boulevard  
Suite 3600  
Duluth, GA 30097*

*770-995-8800  
www.ms-tiller.com*

*Cliffs Club and Hospitality Service Company, LLC  
Attn: David McAda  
3598 Highway 11  
Travelers Rest, SC 29690*

1052170

05/02/2012  
L44105 - Hayes

This invoice is due and payable upon receipt. Finance charges, if shown, apply at an monthly rate of 1.5%.  
Please return the duplicate invoice with your remittance.

**SERVICE**

**AMOUNT**

Professional services rendered in connection with:

PROGRESS BILLING - SEE DETAIL ATTACHED:

Preparation of audited financial statements for  
the year ended 12/31/2011.

\$ 12,000.00

Total Amount Due \$ 12,000.00

Invoice #1052170 for Cliffs Club and Hospitality Service Company, LLC ( L44105 )

Eng	Date	Employee	Cat	SubCat	Service	Memo	Hours	Billed
0	9/2/2011	Stockinger	AUDIT	AEB	AEB22	scanned and filed audit letter	0.25	18.50
0	9/1/2011	Maier	AUDIT	AFP	AFP34		0.50	57.50
0	9/8/2011	Griner	AUDIT	ANP	ANP16		2.00	590.00
0	9/12/2011	Cloer	AUDIT	AFP	AFP34	impairment	0.25	37.50
0	9/12/2011	Griner	AUDIT	AFP	AFP17	impairment	0.75	221.25
0	9/13/2011	Griner	AUDIT	AFP	AFP25		0.50	147.50
0	9/12/2011	Stockinger	AUDIT	AEB	AEB22		0.50	37.00
0	9/30/2011	Allred	AUDIT	AFP	AFP34	Notes Receivable, Import PY TB's	3.25	276.25
0	9/29/2011	Cloer	AUDIT	AFP	AFP34	impairment, board minutes, sale leaseback	6.50	975.00
0	9/30/2011	Cloer	AUDIT	AFP	AFP34	impairment, dues credits, notes rec, tb	5.25	787.50
0	9/28/2011	Cloer	AUDIT	AFP	AFP34	tb's, fixed asset testing	6.00	900.00
0	9/29/2011	Griner	AUDIT	AFP	AFP25		0.50	147.50
0	9/30/2011	Griner	AUDIT	ANP	ANP24		2.00	590.00
0	9/2/2011	Hayes	CONSU	GEN	CG04	discussions re emails from directors	0.40	140.00
0	9/14/2011	Hayes	CONSU	GEN	CG04	meeting/call with S. Humphrey and D. Bailey, re: Clubco developments.	0.90	315.00
0	10/4/2011	Griner	AUDIT	AFP	AFP25		3.50	1,032.50
0	10/3/2011	Griner	AUDIT	AFP	AFP23		3.00	885.00
0	10/3/2011	Griner	AUDIT	AFP	AFP25		3.00	885.00
0	10/3/2011	Leach	AUDIT	AFP	AFP13		0.50	100.00
0	10/5/2011	Cloer	AUDIT	AFP	AFP34	ic, p&l, interest	7.50	1,125.00
0	10/4/2011	Cloer	AUDIT	AFP	AFP34	ppe, ic	8.00	1,200.00
0	10/3/2011	Cloer	AUDIT	AFP	AFP34	fixed assets, impairment	6.25	937.50
0	10/5/2011	Griner	AUDIT	AFP	AFP25		0.83	244.50
0	10/3/2011	Hayes	CONSU	GEN	CG04	review going concern language from AG, revisions .6	0.60	210.00
0	10/4/2011	Hayes	CONSU	GEN	CG04	discuss impairment with AG	0.40	140.00
							63.13	12,000.00

Invoice Reconciliation

Billed WIP	12,000.00
Adjusted	0.00
Progress Amount	0.00
<hr/>	
Gross Amount	12,000.00
(Apply Prior Progress)	0.00
Sales Tax	0.00
(Sales Tax Applied)	0.00
<hr/>	
Net Invoice	12,000.00

**MOORE STEPHENS TILLER LLC**

CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

1960 Satellite Boulevard  
Suite 3600  
Duluth, GA 30097

770-995-8800  
www.mstiller.com

Cliffs Club and Hospitality Service Company, LLC  
Attn: David McAde  
3598 Highway 11  
Travelers Rest, SC 29690

1055347

05/02/2012  
L44105 - Hayes

This invoice is due and payable upon receipt. Finance charges, if shown, apply at an monthly rate of 1.5%.  
Please return the duplicate invoice with your remittance.

**SERVICE**

**AMOUNT**

Professional services rendered in connection with:

PROGRESS BILLING - SEE DETAIL ATTACHED:

Preparation of audited financial statements for  
the year ended 12/31/2011.

\$ 21,160.00

Total Amount Due

\$ 21,160.00

Emp	Date	Employee	Cat	SubCat	Service	Memo	Hours	Billed
0	10/5/2011	Sosebee	AUDIT	AFP	AFP34	audit fieldwork	3.00	480.00
0	10/5/2011	Griner	AUDIT	AFP	AFP25		3.67	1,083.00
0	10/6/2011	Allred	AUDIT	AFP	AFP23	OLE linking	0.75	63.75
0	10/6/2011	Griner	AUDIT	AFP	AFP25		1.00	295.00
0	10/6/2011	Leach	AUDIT	AFP	AFP19		1.00	200.00
0	10/8/2011	Cloer	AUDIT	AFP	AFP34	accruals, cap interest, impairment testing	6.25	937.50
0	10/7/2011	Sosebee	AUDIT	AFP	AFP34	audit fieldwork	1.00	160.00
0	10/7/2011	Cloer	AUDIT	AFP	AFP34	f/s	5.25	797.50
0	10/10/2011	Griner	AUDIT	AFP	AFP25	Related party balances/allowance and APIC transactions relating to change in reporting entities for Glassy/Valley Club credits analysis cash flow statement, equity	4.00	1,180.00
0	10/10/2011	Sosebee	AUDIT	AFP	AFP34		0.70	112.00
0	10/10/2011	Cloer	AUDIT	AFP	AFP34		8.00	1,200.00
0	10/10/2011	Maier	AUDIT	AFP	AFP01		1.50	172.50
0	10/11/2011	Griner	AUDIT	AFP	AFP25		2.50	737.50
0	10/11/2011	Cloer	AUDIT	AFP	AFP34	cash flow, p&l analytics, member deposits	7.50	1,125.00
0	10/12/2011	Cloer	AUDIT	AFP	AFP34	f/s, disc checklist, cash flow	7.00	1,050.00
0	10/12/2011	Griner	AUDIT	AFP	AFP25		4.00	1,180.00
0	10/13/2011	Griner	AUDIT	AFP	AFP25		5.00	1,475.00
0	10/13/2011	Cloer	AUDIT	AFP	AFP34	f/s, disc checklist	7.50	1,125.00
0	10/14/2011	Allred	AUDIT	AFP	AFP34	Proofing financials	1.00	85.00
0	10/14/2011	Cloer	AUDIT	AFP	AFP34	f/s, binder cleanup	6.25	937.50
0	10/14/2011	Griner	AUDIT	AFP	AFP25		4.00	1,180.00
0	10/18/2011	Cloer	AUDIT	AFP	AFP34	f/s, capital lease disclosure	1.25	187.50
0	12/12/2011	Cloer	AUDIT	AFP	AFP34	aje's and providing other wps to client	0.50	75.00
0	12/13/2011	Cloer	AUDIT	AFP	AFP34	ajes	0.25	37.50
0	12/28/2011	Cloer	AUDIT	AFP	AFP34	review binder to prepare request list for eliott davis	1.00	150.00
0	1/17/2012	Cloer	AUDIT	AFP	AFP34	interest, high carolina cip	3.75	562.50
0	1/18/2012	Cloer	AUDIT	AFP	AFP34	audit wrapup, capitalized interest, int exp, sale leaseback	7.00	1,120.00
0	1/19/2012	Cloer	AUDIT	AFP	AFP34	audit documentation wrapup	1.00	160.00
0	1/23/2012	Cloer	AUDIT	AFP	AFP34	prior auditor wp review	5.50	880.00
0	1/24/2012	Cloer	AUDIT	AFP	AFP34	prior auditor wp review	2.50	400.00
0	2/1/2012	Griner	AUDIT	AFP	AFP25		3.00	885.00
0	2/1/2012	Scott	AUDIT	AFP	AFP11	Generate draft of financial stmts	0.25	35.50
0	2/4/2012	Griner	AUDIT	AFP	AFP25		2.00	590.00
0	2/15/2012	Hayes	CONSU	GEN	CG04	call with d mcard are staus of audit discuss with AG	0.40	142.00
0	2/16/2012	Griner	AUDIT	AFP	AFP32		1.25	368.75
							110.52	21,160.00

Invoice Reconciliation

Billed WIP	21,160.00
Adjusted	0.00
Progress Amount	0.00
Gross Amount	21,160.00
(Apply Prior Progress)	0.00
Sales Tax	0.00
(Sales Tax Applied)	0.00
Net Invoice	21,160.00

## District of South Carolina Claims Register

12-01220-jw The Cliffs Club & Hospitality Group, Inc.

**Chief Judge:** John E. Waites      **Chapter:** 11  
**Office:** Spartanburg              **Last Date to file claims:**  
**Trustee:**                              **Last Date to file (Govt):** 08/27/2012

<b>Creditor:</b> (541993632) Riverside Claims LLC P.O. Box 626 Planetarium Station New York, NY 10024	<b>Claim No:</b> 16 <i>Original Filed</i> Date: 05/22/2012 <i>Original Entered</i> Date: 05/22/2012	<b>Status:</b> <i>Filed by:</i> CR <i>Entered by:</i> ReGen Capital <i>Modified:</i>
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Amount claimed: \$40033.00

*History:*

Details    16-1 05/22/2012 Claim #16 filed by Riverside Claims LLC, Amount claimed: \$40033.00  
(ReGen Capital)

*Description:* (16-1) Riverside Claims LLC as assignee for Moore Stephens Tiller LLC

*Remarks:*

### Claims Register Summary

**Case Name:** The Cliffs Club & Hospitality Group, Inc.  
**Case Number:** 12-01220-jw  
**Chapter:** 11  
**Date Filed:** 02/28/2012  
**Total Number Of Claims:** 1

<b>Total Amount Claimed*</b>	\$40033.00
<b>Total Amount Allowed*</b>	

\*Includes general unsecured claims

**The values are reflective of the data entered. Always refer to claim documents for actual amounts.**

	Claimed	Allowed
<b>Secured</b>		
<b>Priority</b>		
<b>Administrative</b>		