

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM



Your Claim is Scheduled As Follows:

Schedule/Claim ID: ~~814770~~

AMOUNT/CLASSIFICATION:

~~\$100,000.00 UNSECURED (CONTINGENT)~~

**\$75,000 secured**

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.

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: \_\_\_\_\_

Name of Debtor:

The Cliffs at ~~Mountain Park~~ Golf & Country Club, LLC  
**Keowee Falls**

Case Number:

~~12-04225~~ **01229**  
~~12-01229~~

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) :

**James W. and Jean P. Freeman**

Name and address where notices should be sent:

~~29347866001217~~

Freeman, James  
30 Heathwood Circle  
Columbia, SC 29205

**(803) 256-1090**

**jeannie.freeman@gmail.com**

**RECEIVED**

**MAY 30 2012**

**BMC GROUP**

Creditor Telephone Number **(803) 256-1090** 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.

Payment Telephone Number ( ) email:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ **75,000**

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: (See instruction #2)

**Refundable Initiation Fee/Deposit**

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: \$ **Unknown**

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: \$ **75,000**

Basis for Perfection: **Junior Lien pursuant to Notes due in 2017**

Amount of Secured Claim: \$ **75,000**

Amount Unsecured: \$ \_\_\_\_\_

**\* Per indenture trustee, documentation does not have to be filed to prove not under initiation fees are secured so long as amount is correct.**

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).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

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).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

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).

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.



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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: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Company: \_\_\_\_\_

*[Handwritten Signature]* 5/25/12  
*[Handwritten Signature]* 5/25/12

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

(Signature)

(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

5/25/12

Dear Sir or Madam

I am enclosing a corrected Proof of Claim form that I would like you to file in ~~the~~ Cliffs Club & Hospitality Group, Inc 12-01228 and The Cliffs at Keowee Falls Golf and Country Club, LLC 12-01229 bankruptcy. The form you sent me originally had the correct name and address, but the incorrect country club listed and the amount of the Initiation Deposit (Refundable) was incorrect. I can only assume that this error was due to the fact that there are 2-3 James Freemans who own memberships at one or more of the Cliffs' Entities.

The correct information for me is that James W. & Jean P. Freeman have a \$75,000 Refundable Initiation Deposit with The Cliffs at Keowee Falls Golf & Country Club - 12-01229 - which is secured with a Junior Lien Pursuant to The Cliffs Club Series A & B Notes due 2017. We understand that if the Refundable Initiation Deposit is the Only Secured Claim being filed, the Indenture Trustee has reached an agreement with Debtors that proof of security interest or lien does not have to be filed with each claim.

Please file the enclosed claim, and make the appropriate corrections in the record. Thank you in advance

James W. & Jean P. Freeman

Alinn top of FedEx Express® Shipping label here

ORIGIN ID: TMAA  
PATRICK BROUSSARD  
30P  
5680 NEW NORTHSIDE DRIVE  
ATLANTA, GA 30328  
UNITED STATES US

SHIP DATE: 25MAY12  
ACTWT: 0.2 LB  
CAD: 468262/CAFE2511

BILL SENDER

TO: **CLIFFS CLAIMS PROCESSING**

**BMC GROUP, INC**  
**18875 LAKE DRIVE EAST**

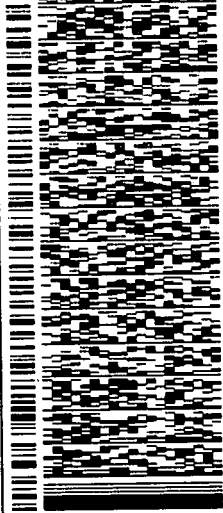
**CHANHASSEN MN 55317**  
(770) 927-1090  
DEPT: CLIENT SERVICES

**RECEIVED**

**MAY 30 2012**

**BMC GROUP**

**Express**



FedEx  
Express



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TRK#  
0201

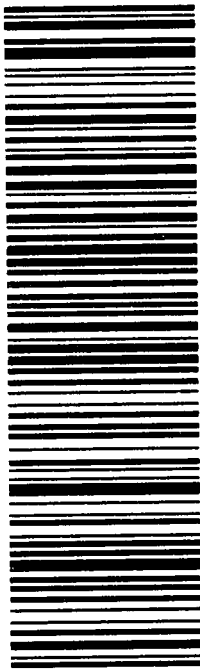
5319 1928 1910

WED - 30 MAY A1  
STANDARD OVERNIGHT

**XH FBLA**

55317  
MN-US MSP

Pct# 154250-354 TRIT 11-07



*The World*

**Envelope**

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1910  
FZ **36** 05.30