

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: The Cliffs at Mountain Park Golf & Country Club, LLC	Case Number: 12-01225	
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): Ross Currie		
Name and address where notices should be sent: Shumaker, Loop & Kendrick, LLP (Attn: D. Matthews) 128 South Tryon Street, Suite 1800 Charlotte, NC 28202		COURT USE ONLY
Telephone number: (704) 375-0057 email: dmatthews@slk-law.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____		<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.
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED MAY 31 2012 BMC GROUP </div>		
1. Amount of Claim as of Date Case Filed: \$ <u>125,000.00</u>		
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: <u>Membership Initiation Deposit</u> (See instruction #2)		
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 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 checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: See attached.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ <u>0.00</u>
Value of Property: \$ _____		Basis for perfection: <u>See attached.</u>
Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of Secured Claim: \$ <u>125,000.00</u> 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).	Amount entitled to priority: \$ _____
<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"/> 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)(____).
*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:

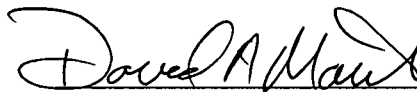
8. Signature: (See instruction #8)

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 A. Matthews, Esq. (attorney)
 Title: Attorney
 Company: Shumaker, Loop & Kendrick, LLP
 Address and telephone number (if different from notice address above):


 (Signature) 5/30/12
 (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.

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 (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

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, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

ATTACHMENT TO PROOF OF CLAIM

Debtor: **The Cliffs Club at Mountain Park Golf & Country Club, LLC**
Case No.: **12-01225**
Creditor: **Ross Currie**

Secured Claim

As set forth in the attached Certificate of Confirmation of Membership Deposit Obligations, Mr. Currie's membership initiation deposit in the amount of \$125,000 is secured under the terms of that certain Collateral Trust Agreement dated as of April 29, 2010 between The Cliffs Club Hospitality Group, Inc. and Wells Fargo Bank, N.A. as the Trustee and Collateral Trustee. As of the date of the filing of this claim, Mr. Currie does not have a copy of the Collateral Trust Agreement, but upon information and belief the obligation is secured by substantially all of the assets of the Debtor and its debtor-affiliates in the cases jointly administered with Case No. 12-01220. The value of the collateral is unknown.

Mr. Currie's reserves the right to amend this claim to the extent the value of the collateral becomes known and to assert all or a portion of his claim is unsecured or that his claim is secured by a right of setoff or recoupment, or otherwise.

CERTIFICATE OF CONFIRMATION OF MEMBERSHIP DEPOSIT OBLIGATIONS

THE CLIFFS CLUB & HOSPITALITY GROUP, INC.

hereby confirms that, pursuant to the terms of the Collateral Trust Agreement dated as of April 29, 2010 (as amended, the "Collateral Trust Agreement"; capitalized terms used but not defined herein have the meanings given them in the Collateral Trust Agreement) by and among The Cliffs Club & Hospitality Group, Inc. (the "Issuer"), the Guarantors from time to time party thereto, Wells Fargo Bank, National Association, as the Trustee, and Wells Fargo Bank, National Association, as Collateral Trustee, Ross Currie, Membership No. [REDACTED] is a "Designated Holder" within the meaning of the Collateral Trust Agreement. This Certificate of Confirmation shall not be negotiable, assignable or transferable (and any attempted negotiation, transfer or assignment shall be void *ab initio*) and shall only serve as confirmation that, as of the date of such certificate, the Membership Deposit Obligations owing to such Designated Holder are secured under the terms of the Security Documents. In addition, this Certificate of Confirmation shall not entitle the certificate holder to any benefit if subsequent to the issuance hereof, the certificate holder ceases to be a Designated Holder within the meaning of the Collateral Trust Agreement. The Collateral Trustee shall act as registrar regarding the Membership Deposit Obligations secured by the Security Documents and the books and records of the Collateral Trustee regarding the identity of the Designated Holders and the outstanding Membership Deposit Obligations owing to such Designated Holder shall be deemed to be conclusive evidence thereof, absent manifest error, regardless of the existence; or lack of existence, of a Certificate of Confirmation for such Designated Holder or any other Person.

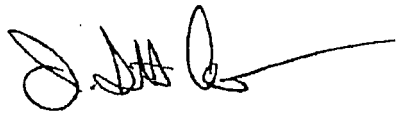
Community: Mtn Park

Lot Reference and Initiation Deposit Amount: 01 - 058 \$125,000

Dated: April 30, 2010

[Signatures are on next page]

THE CLIFFS CLUB & HOSPITALITY GROUP,
INC., a South Carolina corporation

By: 
Name: J. Scott Carlton
Title: President

This is one of the Certificates of Confirmation referred to in the within-mentioned Collateral Trust Agreement:

WELLS FARGO BANK,
NATIONAL ASSOCIATION,
as Authenticating Agent

AUTHORIZED SIGNATURE

By: 
Name: COREY J. DAHLSTRAND
Title: Corporate Trust Officer

DAVID A. MATTHEWS
704.945.2140
dmatthews@slk-law.com

May 30, 2012

Via Federal Express

BMC Group, Inc.
Attn: Cliffs Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: In re The Cliffs Club & Hospitality Group, Inc., et al.
U.S. Bankruptcy Court, District of South Carolina, Case No. 12-01220
File No. 151840

Dear Sir or Madam:

Please find enclosed for filing in the above-referenced matter the following:

- An original and duplicate Proof of Claim in Case No. 12-01225, The Cliffs at Mountain Park Golf & Country Club, LLC; and
- An original and duplicate Proof of Claim in Case No. 12-01220, The Cliffs Club & Hospitality Group, Inc.

Please return to me a filed stamped copy of each proof of claim in the enclosed self-addressed, metered envelope.

If you have any questions, please feel free to contact me.

Very truly yours,



David A. Matthews

DAM/lmc

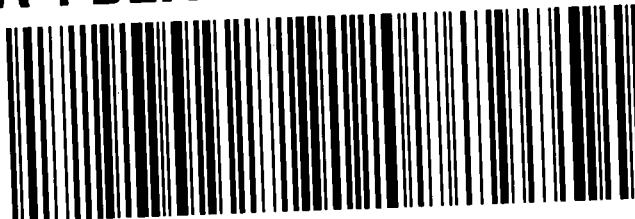
Enclosures

FedEx
 TRK# 8710 3344 3434
 0215

THU - 31 MAY A1
 PRIORITY OVERNIGHT

NA FBLA

55317
 MN-US
 MSP



Emp# 235183 30MAY12 QWGA 512C3/61A4/A278

FedEx carbon-n
 envelope shipping

FedEx US Airbill
 Express

FedEx
 Tracking
 Number

8710 3344 3434

Form
 ID No.

0215

RECEIVED
 Recipient's Copy

MAY 31 2012

Packages up to 150 lbs.

From This portion can be removed for Recipient's records.

Date 5/30/12 FedEx Tracking Number 871033443434

Sender's Name D. Matthews Phone 704 375-0057

Company SHUMAKER LOOP & KENDRICK LLP

Address 123 S TRYON ST STE 1800 Dept./Floor/Suite/Room

City CHARLOTTE State NC ZIP 28202

Your Internal Billing Reference

To Recipient's Name Attn: Cliffs Chain Processing Phone

Company BMC Group, Inc. HOLD Weekday HOLD Saturday

Address 18675 Lake Drive East Dept./Floor/Suite/Room

Address Print FedEx location address here if HOLD option is selected.

City Chanhassen State MN ZIP 55317

0412811305



8710 3344 3434

4a Express Package Service * To most locations

FedEx Priority Overnight Next business morning.* Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Standard Overnight Next business afternoon.* Saturday Delivery NOT available.

FedEx First Overnight Earliest next business morning delivery to select locations.* Saturday Delivery NOT available.

FedEx 2Day Second business day.* Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx Express Saver Third business day.* Saturday Delivery NOT available.

4b Express Freight Service ** To most locations

FedEx 1Day Freight Next business day.** Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

FedEx 2Day Freight Second business day.** Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.

5 Packaging * Declared value limit \$500.

FedEx Envelope* **FedEx Pak*** Includes FedEx Small Pak, F, Large Pak, and FedEx Sturdy Pak.

6 Special Handling and Delivery Signature Options

SATURDAY Delivery NOT available for FedEx Standard Overnight, FedEx First Overnight, FedEx Express Saver, or FedEx 3Day Freight.

No Signature Required Package may be left without obtaining a signature for delivery.

Direct Signature Someone at recipient's address may sign for delivery. Fee applies.

Indirect Signature If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

No Yes Yes Yes

One box must be checked. As per attached Shipper's Declaration. Shipper's Declaration not required.

Dry Ice Dry ice, 9, UN 1845 x kg Cargo Aircraft Only

Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

7 Payment Bill to: Enter FedEx Acct. No. or Credit Card No. below.

Sender Acct. No. in Section 1 will be billed. Recipient Third Party Credit Card Cash/Check

Total Packages Total Weight Credit Card Auth.

Our liability is limited to \$100 unless you declare a higher value. See the current FedEx Service Guide for details.

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