

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM

Name of Debtor:
The Cliffs Valley Golf & Country Club, LLC


Case Number:
12-01236

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) :

Upstate Mortgage / Valerie Lee

Name and address where notices should be sent:

 29347867005125
Mortgage, Upstate
C/o ~~Johnny~~ Lee, Valerie
8 Mc Kenna Commons Ct
Greenville, SC 29615

RECEIVED

MAY 31 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 (864) 232-3830 email: signjml@aol.com

Name and address where payment should be sent (if different from above):

Upstate Mortgage.
Same as 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 (864) 232-3830 mail: _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 12,000.00

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: Amount due to turning membership back into club.
(See instruction #2)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
661 memb. ID

3a. Debtor may have scheduled account as:
Lee, Johnny or Valerie
(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 Membership

Value of Property: \$ 100,000

Annual Interest Rate: _____ % Fixed or 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: Contract states we get 80% of purchase price of \$15,000.

Amount of Secured Claim: \$ 12,000.

Amount Unsecured: \$ _____

Cliffs Valley Golf Membership

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.



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: *The Cliffs have all membership info on file*

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. *attached*

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: Valerie Lee, Owner

Title: _____

Company: upstate mortgage

Address and telephone number (if different from notice address above):
8 McKenna Commons Ct
Greenville, SC 29615

Valerie Lee 05.29.2012
 (Signature) (Date)

Telephone number: 864-238-9690 email: Signum1@aol.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 |

UPS Internet Shipping: View/Print Label

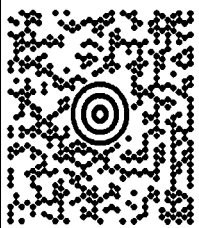

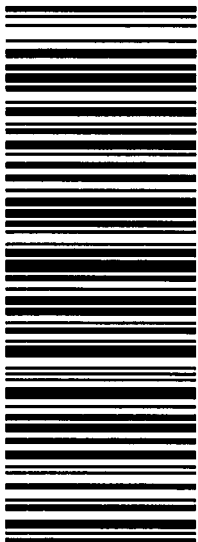

1. Ensure there are no other shipping or tracking labels attached to your package. Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.

2. Fold the printed sheet containing the label at the line so that the entire shipping label is visible. Place the label on a single side of the package and cover it completely with clear plastic shipping tape. Do not cover any seams or closures on the package with the label. Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.

3. GETTING YOUR SHIPMENT TO UPS
 UPS locations include the UPS Store®, UPS drop boxes, UPS customer centers, authorized retail outlets and UPS drivers.
 Find your closest UPS location at: www.ups.com/dropoff
 Take your package to any location of The UPS Store®, UPS Drop Box, UPS Customer Center, UPS Alliances (Office Depot® or Staples®) or Authorized Shipping Outlet near you. Items sent via UPS Return Services(SM) (including via Ground) are also accepted at Drop Boxes. To find the location nearest you, please visit the 'Find Locations' Quick link at ups.com.

Customers with a Daily Pickup
Your driver will pickup your shipment(s) as usual.

FOLD HERE

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|---|--|--|
| VALERIE LEE 864-232-3830 UPSTATE MORTGAGE 8 MCKENNA COMMONS CT GREENVILLE SC 29615 | 0.0 LBS LTR | 1 OF 1 |
| SHIP TO: CLIFFS CLAIMS PROCESSING BMC GROUP, INC. ATTN: CLIFFS CLAIMS PROCESSING 18675 LAKE DRIVE EAST CHANHASSEN MN 55317-9383 | RECEIVED MAY 31 2012 BMC GROUP | |
|  |  | |
| UPS NEXT DAY AIR 1 | MN 559 9-03 | |
| TRACKING #: 1Z 984 Y20 25 9680 1318 |  | |
| BILLING: P/P | US 14.1.10 WNTT/0 27 04 04/2012 |  |