


UNITED STATES BANKRUPTCY COURT		District of South Carolina	PROOF OF CLAIM
Name of Debtor: The Cliffs Club & Hospitality Group, Inc.		Case Number: 12-01220	
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): Freeman Gas			
Name and address where notices should be sent: Jerry A. Gaines P.O. Box 5504 Spartanburg, SC 29304		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED MAY 31 2012 BMC GROUP </div>	COURT USE ONLY
Telephone number: (864) 582-6776 email: Jerry@odomlawsc.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):		<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.	
Telephone number: _____ email: _____			
1. Amount of Claim as of Date Case Filed: \$ <u>3,285.49</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>Gas supplier</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.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____		Basis for perfection: _____	
Value of Property: \$ _____		Amount of Secured Claim: \$ _____	
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		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).	
<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)(____).	
			Amount entitled to priority: \$ _____
Cliffs POC  01207			
*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)			

DEFINITIONS**INFORMATION****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

ADDENDUM TO PROOF OF CLAIM

A portion of the total of this claim is a 503(b)(9) claim for priority.

Priority Claim	Remaining Claim	Total Claim
\$341.24	\$2,944.25	\$3,285.49

CUST ID	NAME	LOCATION	DATE	INVOICE #	QTY	AMOUNT
CLIFG1	Cliffs Community,	Greenhouses	2/11/2011	91754	394.4	\$ 762.15
			2/15/2011	47367	31.7	\$ 63.63
			9/8/2011	580763	396.8	\$ 811.41
			10/3/2011	580978	45.7	\$ 96.15
			10/14/2011	581163	34.3	\$ 70.86
			2/29/2012	Finance Charge		\$ 54.12

CUST ID	NAME	LOCATION	DATE	INVOICE #	QTY	AMOUNT
CLIFFS	Cliffs Community,	Employee Rental	1/9/2011	79610	2.6	\$ 9.01
			10/4/2011	510177	24.5	\$ 53.46
			11/9/2011	510606	99.3	\$ 195.91
			11/25/2011	510781	68.8	\$ 137.79
			12/12/2011	510992	85.3	\$ 168.15
			12/27/2011	511147	74.3	\$ 137.27
			1/12/2012	113174	90.2	\$ 168.42
			1/24/2012	113332	75.8	\$ 136.23
			2/8/2012	511433	71.2	\$ 126.89
			2/21/2012	113451	82.0	\$ 150.72
			2/29/2012	Finance Charge		\$ 143.32

\$ 3,285.49

ODOM LAW FIRM
220 N. CHURCH STREET, SUITE 1
P.O. Box 5504
SPARTANBURG, S.C. 29304
PHONE (864) 582-6776
FAX (864) 585-9523

B. C. TERRY
W. G. CANTRELL
J.A. GAINES

L. A. ODOM
(1896-1974)
R. R. ODOM
(1921-2011)

May 30, 2012

BMC Group, Inc.
Attn: Cliffs Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317-3020

RE: Proof of Claims for The Cliffs Club & Hospitality Group, Inc. et al.

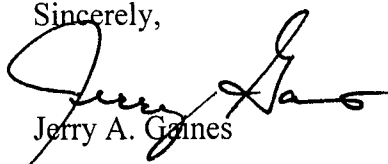
Dear Sir or Madam:

Please find enclosed with this letter an original and one copy of Proof of Claims for the above-referenced debtors:

1. The Cliffs Club & Hospitality Group, Inc.
2. CCHG Holdings, Inc.
3. The Cliffs at Mountain Park Golf & Country Club, LLC
4. The Cliffs at Keowee Vineyards Golf & Country Club, LLC
5. The Cliffs at Walnut Cove Golf & Country Club, LLC
6. The Cliffs at Keowee Falls Golf & Country Club, LLC
7. The Cliffs at Keowee Springs Golf & Country Club, LLC
8. The Cliffs at High Carolina Golf & Country Club, LLC
9. The Cliffs at Glassy Golf & Country Club, LLC
10. The Cliffs Valley Golf & Country Club, LLC

Please return a date stamped copy of the Proof of Claims to me in the enclosed, self-addressed stamped envelope.

Sincerely,



Jerry A. Gaines

JAG/
Enclosures

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.

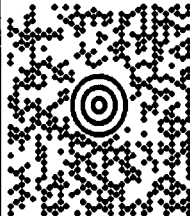

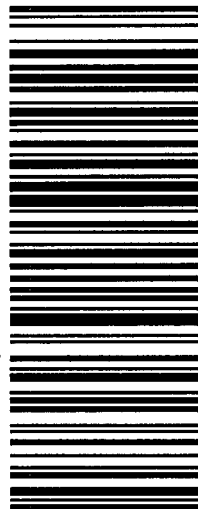

Find your closest UPS location at: www.ups.com/dropoff

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.

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THE ODOM LAW FIRM 864-582-6776 THE ODOM LAW FIRM 220 N. CHURCH STREET SPARTANBURG, SC 29306	0.0 LBS LTR 1 OF 1
SHIP TO: CLIFFS CLAIMS PROCESSING, INC. BMC GROUP, INC 18675 LAKE DRIVE EAST CHANHASSEN MN 55317-9383	
	
UPS NEXT DAY AIR TRACKING #: 1Z Y33 715 01 9674 5678	MIN 559 9-03
	
BILLING: P/P	
UPS 14.1.1.0. W007E80 27.0A. 04/2012	

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MAY 31 2012

BMC GROUP