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| UNITED STATES BANKRUPTCY COURT District of South Carolina | | PROOF OF CLAIM |
| Name of Debtor: The Cliffs at Mountain Park Golf and Country Club LLC | | Case Number: 12-01225 |
| <i>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.</i> | | |
| Name of Creditor (the person or other entity to whom the debtor owes money or property): William R. Francis | | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: <u>12-01220jw</u> <i>(If known)</i> Filed on: <u>02/29/2012</u> |
| Name and address where notices should be sent: Francis, William R. 18 B. Interchange Blvd Greenville SC 29607 Telephone number: (864) 288-1400 | | |
| Name and address where payment should be sent (if different from above): Francis, William R. 18 B. Interchange Blvd Greenville, SC 29607 Telephone number: (864) 288-1400 | | <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. |
| 1. Amount of Claim as of Date Case Filed: \$ <u>65,000.00</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). 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). <input type="checkbox"/> 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). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <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"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(). |
| 2. Basis for Claim: <u>Required Membership</u> <i>(See instruction #2 on reverse side.)</i> | | |
| 3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: <u>William Francis</u> <i>(See instruction #3a on reverse side.)</i> | | |
| 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: \$ _____ | | |
| 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. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i> DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: | | Amount entitled to priority: \$ <u>65,000.00</u> <i>*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.</i> |
| Date: <u>05/30/2012</u> Signature: <i>William H. Thomas III</i> 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. William H. Thomas III P.A. Atty for Creditor 410 East Washington Street, Gville SC 29601 (864) 298-0064 | | FOR COURT USE ONLY Cliffs POC  01223 |

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, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located 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 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. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your 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:

Use this space to 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.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

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

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) 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 to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing 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. 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. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**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 owed a debt by the debtor that arose on or 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 on a debt owed by the debtor that arose 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 should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

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.

INFORMATION**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.

ADDITIONAL DISBURSEMENTS EXHIBIT

Borrower: Great Mountain Properties, LLC
Seller: The Cliffs at Mountain Park, LLC
Lender: Independence National Bank
Settlement Agent: Howard, Howard, Francis & Reid, LLP
 (864)242-3522
Place of Settlement: 111 Pettigru Street
 Greenville, SC 29601
Settlement Date: December 15, 2006
Property Location: Lot 96 the Cliffs at Mountain Park, Phase 1
 Marietta, SC 29661
 Greenville County, South Carolina

| <u>PAYEE/DESCRIPTION</u> | <u>NOTE/REF NO</u> | <u>BORROWER</u> | <u>SELLER</u> |
|--|--------------------|------------------|------------------------|
| Cliffs Golf and Country Club. Dues Credit | | | X 15,000.00 |
| Mountain Park Property Owner's Assn. 2007 POA Dues | | 750.00 | |
| Mountain Park Property Owner's Association Reserve Working Capital Contribution | | 125.00 | |
| Pinnacle Partners Charity Donation | | | 5,601.00 |
| Blue Ridge Electric Electric Availability Fee | | | 1,000.00 |
| Cliff Golf and County Club Family Membership | | | X 50,000.00 |
| | | <hr/> | <hr/> |
| Total Additional Disbursements shown on Line 1305 | | \$ 875.00 | \$ 71,601.00 |

WILLIAM H. THOMAS, III P.A.
ATTORNEY AT LAW

May 30, 2012

"Schedule A"

Claim for Membership and dues creditor purchased Lot 96 through his LLC (Great Mountain Properties LLC) and as part of the transaction my client was required to also to purchase a club membership. The Creditor agreed to said purchase and Debtor used creditor payments or agreed t use creditor payments for said membership. See attached closing statement.

FedEx NEW Package
Express **US Airbill**
FedEx Tracking Number **8007 9849 0503**

0215

Recipient's Copy

1 From This portion can be returned for Recipient's records
Date **5/30/12** FedEx Tracking Number **800798490503**

Sender's Name **THOMAS LAW FIRM** Phone **864 298-0064**

Company **THOMAS LAW FIRM**

Address **410 E WASHINGTON ST**

City **GREENVILLE** State **SC** ZIP **29601-2927**

2 Your Internal Billing Reference

3 To
Recipients Name **BMC Group Inc** Phone **864 818 0064**

Company **ATTN: CLIFFS CLAIM PROCESSING**

Address **18675 Lake Dr. East**

City **Chanhassen** State **MN** ZIP **55317**

0452476389



8007 9849 0503

4 Express Package Service * To most locations
NOTE: Service order has changed. Please select carefully.

Next Business Day

2 or 3 Business Days

- FedEx First Overnight
- FedEx Priority Overnight
- FedEx Standard Overnight
- FedEx Express Saver

NEW FedEx 2Day AM
Ship by **MAY 31 2012**
RYCC GROUP

- 5 Packaging** *Declared value limit \$500
- FedEx Envelope*
- FedEx Pak*
- FedEx Box
- FedEx Tube
- Other

6 Special Handling and Delivery/Signature Options

- SATURDAY Delivery
- NOT available for FedEx Standard Overnight, FedEx 2Day AM, or FedEx Express Saver.
- No Signature Required
- Package may be left without obtaining a signature for delivery.
- Direct Signature
- Indirect Signature
- Signature required. Signature address same as shipping address may sign for delivery. **Fee applies.**
- Signature required. Signature address may sign for delivery. **Fee applies.**

- 7 Payment Bill to:**
- Sender
- Recipient
- Third Party
- Credit Card
- Cash/Check

Emer FedEx Acct. No. or Credit Card No. below: _____

Obtain recip. Acct. No.

Total Packages _____ Total Weight _____ lbs.

Credit Card Auth. **6111**