

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

PROOF OF CLAIM


Your Claim is Scheduled As Follows:
Schedule/Claim ID: s14737
AMOUNT/CLASSIFICATION:
\$200,000.00 UNSECURED
(CONTINGENT)

Name of Debtor:
The Cliffs at Walnut Cove Golf & Country Club, LLC

Case Number:
12-01227

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) :
Les Fredeen and Marlo Fredeen

Name and address where notices should be sent:

**Oliver Friesen Cheek, PLLC
218C South Front Street
PO Box 1548
New Bern, NC 28563**

**RECEIVED
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BMC GROUP**

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.

Creditor Telephone Number **(252) 633-1930** email: **gmo@ofc-law.com**

THIS SPACE IS FOR COURT USE ONLY

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.

Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number (if known): _____
Filed on: _____

Payment Telephone Number () email:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 210,000.00
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: Three Memberships (see attached)
(See instruction #2)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:
9879

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: \$ _____
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: _____
Amount of Secured Claim: \$ _____
Amount Unsecured: \$ _____

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).
 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).
 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).
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
 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.

Cliffs POC

01240

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

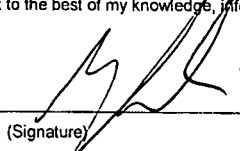
8. SIGNATURE: (See instruction #8)

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: George Mason Oliver
 Title: Attorney
 Company: Oliver Friesen Cheek, PLLC


 (Signature)

5-30-12
 (Date)

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

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



Please retain for your records

**THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC
WALNUT COVE GOLF MEMBERSHIP ENROLLMENT FORM**

This is to certify that **Leslie and Marlo Fredeen** have made application for membership in the CLIFFS GOLF AND COUNTRY CLUB. The membership classification applied for is **Walnut Cove Golf** membership. It is acknowledged that the applicant will submit a payment of **Seventy-five thousand dollars (\$75,000.00)**. The following is the scheduled due dates and amounts of future payments:

Per Terms of Cliffs Club Membership Promissory Note

By signing this form, the Member(s) acknowledges, as a matter of record, the type of Membership classification, and its privileges, and the refund value of initiation deposit paid in the event of resignation or transfer of membership. Furthermore, the Member(s) has received a copy of the Clubs Master Membership Plan, rules and regulations, and has an understanding of the same.

MEMBERSHIP CLASSIFICATION:	Walnut Cove Golf
MEMBERSHIP ACCOUNT NUMBER:	F83
INITIATION DEPOSIT PAID:	\$75,000.00
PROPERTY REFERENCE:	Section <u>1</u> Lot <u>1</u>

1-17-06
Date

Nate Weyand
Nate Weyand
Senior Director of Administrative Services
The Cliffs Golf & Country Clubs

Date

Member Signature

Member Signature

☞ The Cliffs Clubs ☞

The Cliffs at Glassy, Cliffs Valley, The Cliffs at Keowee Vineyards and The Cliffs at Walnut Cove
250 Knightsridge Road, Travelers Rest, South Carolina 29690

864-660-1100

www.cliffscommunities.com

Please retain for your records

**THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC
WALNUT COVE MEMBERSHIP AGREEMENT**

I agree to participate and become enrolled as a member of The Cliffs at Walnut Cove Golf and Country Club, LLC. which is managed and operated by The Cliffs Golf and Country Club, Inc. and agree to pay the applicable membership fees in the amount(s) indicated below:

<u>Membership Classification</u>	<u>Membership Fees</u>
_____ Walnut Cove Family	\$ _____
X Walnut Cove Golf	\$75,000.00

My rights and privileges as a member shall be governed by the Club's Master Membership plan document and the club's rules and regulations. Membership in the club does not convey any ownership, stock or equity certificate or other rights of ownership. As a member, I cannot be assessed as a matter of contract with the Club, and I assume no liability whatsoever in connection with the membership other than the payment of an applicable membership fee, dues and charges incurred by myself, my family and guests. The Club reserves the right to set membership classification limitations. The Club has the plenary power to modify classes of memberships, their definitions, privileges, requirements and availability.

I shall be bound by the terms and conditions of the plan documents, as they may be amended from time to time in accordance with their terms and this membership purchase agreement.

I agree to pay the dues, fees and charges applicable to my membership classification(s) set forth by the club ownership, as it may be amended from time to time.

I hereby agree to release and discharge the Club, its ownership, affiliates, employees and agents from any and all claims and causes of actions that I may have against any of them regarding the Club membership program and facilities, except claims and causes of action arising from misrepresentations or omissions in the club documents.

_____ 1-17-06
Date

_____ *Nate Weyand*
Nate Weyand
Senior Director of Administrative Services
The Cliffs Golf & Country Clubs

Date

Member Signature

Member Signature



**THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC
WALNUT COVE A ENROLLMENT FORM**

1 MARLO FREDEN WLF

This is to certify that **Les Fredeen** have made application for membership in the CLIFFS GOLF AND COUNTRY CLUB. The membership classification applied for is **Walnut Cove A** membership. It is acknowledged that the applicant has submitted a payment of **Fifty thousand dollars (\$50,000)**. The following is the scheduled due dates and amounts of future payments:

Paid in Full

By signing this form, the Member(s) acknowledges, as a matter of record, the type of Membership classification, and its privileges, and the refund value of initiation deposit paid in the event of resignation or transfer of membership.

MEMBERSHIP CLASSIFICATION:	Walnut Cove A
MEMBERSHIP ACCOUNT NUMBER:	F83
INITIATION DEPOSIT PAID:	\$50,000
TOTAL FEES PAID:	\$50,000
PROPERTY REFERENCE:	Lot <u>49</u>
DATE:	September 25, 2002

9/25/02
Date

[Signature]
Member Signature

Patt M. Fero
Patt M. Fero
VP, Community & Club Relations
The Cliffs Golf & CC, Inc.

10.14.02
Date

[Signature]
Member Signature

[Signature]
Mimsy DeMars
Manager, Membership Services
The Cliffs Golf & CC, Inc.

☞ The Cliffs Clubs ☞

The Cliffs at Glassy, Cliffs Valley, The Cliffs at Keowee Vineyards and The Cliffs at Walnut Cove
250 Knightsridge Road, Travelers Rest, South Carolina 29690
864-660-1100

**THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC
WALNUT COVE SOCIAL ATHLETIC MEMBERSHIP ENROLLMENT FORM**

! MARLO FREDEN MF

This is to certify that **Les Fredeen** has purchased a Walnut Cove Social Athletic Membership, in conjunction with purchase of property at The Cliffs at Walnut Cove Community. It is acknowledged that he/she has submitted membership fees in the amount **Ten thousand dollars (\$10,000)**. It is further agreed that the member(s) understand the membership classification purchased, its privileges and benefits, and refund values associated with a resignation from the club.

(For office use only)

MEMBERSHIP CLASSIFICATION	Walnut Cove Social Athletic
MEMBERSHIP ACCOUNT NUMBER	F83
INITIATION DEPOSIT PAID	\$10,000
TOTAL FEES PAID	\$10,000
LOT REFERENCE:	Lot 49
DATE:	September 25, 2002

9/25/02
Date
[Signature]
Member Signature

10.14.02
Date
Marlo C. Fredeen
Member Signature

[Signature]
Pat M. Fero
VP, Community & Club Relations
The Cliffs Golf & CC, Inc.

[Signature]
Mimsy DeMars
Manager, Membership Services
The Cliffs Golf & CC, Inc.

**THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC
WALNUT COVE MEMBERSHIP AGREEMENT**

I agree to participate and become enrolled as a member of The Cliffs at Walnut Cove Golf and Country Club, LLC. which is managed and operated by The Cliffs Golf and Country Club, Inc. and agree to pay the applicable membership fees in the amount(s) indicated below:

	<u>Membership Classification</u>	<u>Membership Fees</u>
X	Walnut Cove Social Athletic	\$10,000
X	Walnut Cove A Golf	\$50,000
—	Walnut Cove Sports	\$ _____

My rights and privileges as a member shall be governed by the plan documents and the club's by-laws, rules and regulations. Membership in the club does not convey any ownership, stock or equity certificate or other rights of ownership. As a member, I cannot be assessed as a matter of contract with the Club, and I assume no liability whatsoever in connection with the membership other than the payment of an applicable membership fee, dues and charges incurred by myself, my family and guests.

The Club reserves the right to set membership classification limitations. The Club has the plenary power to modify classes of memberships, their definitions, privileges, requirements and availability.

I shall be bound by the terms and conditions of the plan documents, as they may be amended from time to time in accordance with their terms and this membership purchase agreement.

I agree to pay the dues, fees and charges applicable to my membership classification(s) set forth by the club ownership, as it may be amended from time to time.

I hereby agree to release and discharge the Club, its ownership, affiliates, employees and agents from any and all claims and causes of actions that I may have against any of them regarding the Club membership program and facilities, except claims and causes of action arising from misrepresentations or omissions in the club documents.

Date 10/25/02
Member Signature [Signature]
Patt M. Fero
VP, Community & Club Relations
The Cliffs Golf & CC, Inc.

Date 10.19.02
Member Signature [Signature]
Mimsy DeMars
Manager, Membership Services
The Cliffs Golf & CC, Inc.



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WALNUT COVE GOLF MEMBERSHIP ENROLLMENT FORM**

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MEMBERSHIP CLASSIFICATION:	Walnut Cove Golf
MEMBERSHIP ACCOUNT NUMBER:	F83
INITIATION DEPOSIT PAID:	\$75,000.00
PROPERTY REFERENCE:	Section <u>1</u> Lot <u>5</u>

1-17-06
Date

Date

Nate Weyand
Nate Weyand
Senior Director of Administrative Services
The Cliffs Golf & Country Clubs

Member Signature

Member Signature

☞ The Cliffs Clubs ☞

The Cliffs at Glassy, Cliffs Valley, The Cliffs at Keowee Vineyards and The Cliffs at Walnut Cove
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Please retain for your records

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WALNUT COVE MEMBERSHIP AGREEMENT**

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<u>Membership Classification</u>	<u>Membership Fees</u>
<input type="checkbox"/> Walnut Cove Family	\$ _____
<input checked="" type="checkbox"/> Walnut Cove Golf	\$75,000.00

My rights and privileges as a member shall be governed by the Club's Master Membership plan document and the club's rules and regulations. Membership in the club does not convey any ownership, stock or equity certificate or other rights of ownership. As a member, I cannot be assessed as a matter of contract with the Club, and I assume no liability whatsoever in connection with the membership other than the payment of an applicable membership fee, dues and charges incurred by myself, my family and guests. The Club reserves the right to set membership classification limitations. The Club has the plenary power to modify classes of memberships, their definitions, privileges, requirements and availability.

I shall be bound by the terms and conditions of the plan documents, as they may be amended from time to time in accordance with their terms and this membership purchase agreement.

I agree to pay the dues, fees and charges applicable to my membership classification(s) set forth by the club ownership, as it may be amended from time to time.

I hereby agree to release and discharge the Club, its ownership, affiliates, employees and agents from any and all claims and causes of actions that I may have against any of them regarding the Club membership program and facilities, except claims and causes of action arising from misrepresentations or omissions in the club documents.

Date 1-17-06

Nate Weyand
Senior Director of Administrative Services
The Cliffs Golf & Country Clubs

Date

Member Signature

Member Signature

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.

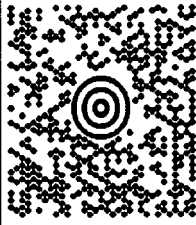
Customers with a Daily Pickup
Your driver will pickup your shipment(s) as usual.

FOLD HERE

GEORGE MASON OLIVER
252-633-1930
OLIVER FRIESEN CHEEK, PLLC
218C SOUTH FRONT STREET
NEW BERN NC 28560

0.0 LBS LTR 1 OF 1

SHIP TO:
ATTN: CLIFFS CLAIMS PROCESSING
BMC GROUP, INC.
18675 LAKE DRIVE EAST
CHANHASSEN MN 55317-9383

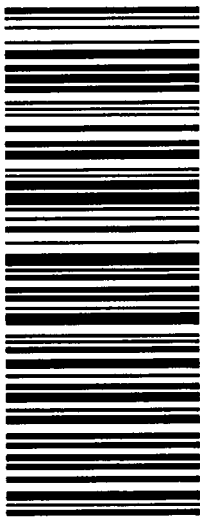


MN 559 9-03

UPS NEXT DAY AIR

1

TRACKING #: 1Z ATO 379 01 9612 1346



BILLING: P/P

Reference #1: 114.00

US 14.1.10. W037250 27.04.04/2012



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