


<b>UNITED STATES BANKRUPTCY COURT</b> District of South Carolina		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>The Cliffs at Keowee Falls Golf &amp; Country Club, LLC</b>		Case Number: <b>12-01229</b>
NOTE: <i>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.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Keowee Falls Investment Group, LLC</b>		<b>COURT USE ONLY</b>
Name and address where notices should be sent: <b>3598 Highway 11 Travelers Rest, SC 29690</b>		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ <i>(If known)</i>  Filed on: _____
Telephone number: <b>(864) 371-1000</b> email: <b>janthony@cliffscommunities.com</b>		
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: _____		
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>16,669,860.00</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.		
<b>2. Basis for Claim:</b> <u>Account Receivable - Inter-company (see attached)</u> (See instruction #2)		
<b>3. Last four digits of any number by which creditor identifies debtor:</b>	<b>3a. Debtor may have scheduled account as:</b>  _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b>  _____ (See instruction #3b)
<b>4. Secured Claim (See instruction #4)</b> 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.		<b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b>  \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____		<b>Basis for perfection:</b> _____
Value of Property: \$ _____		<b>Amount of Secured Claim:</b> \$ _____
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		<b>Amount Unsecured:</b> \$ <u>16,669,860.00</u>
<b>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.</b>		
<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"/> 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) (____)
		<b>Amount entitled to priority:</b>  \$ _____
Cliffs POC  01261		
*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.		
<b>6. Credits.</b> 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:

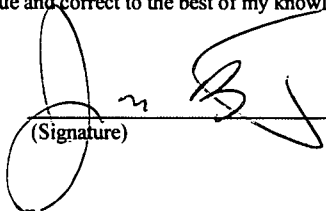
**8. Signature:** (See instruction #8)

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: James B. Anthony  
 Title: Member  
 Company: Keowee Falls Investment Group, LLC  
 Address and telephone number (if different from notice address above):  
 \_\_\_\_\_  
 \_\_\_\_\_

  
 (Signature)

5/29/2012  
 (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.

Debtor: Cliffs at Keowee Falls Golf & Country Club, LLC

Creditor: Keowee Falls Investment Group, LLC

Attachments:

1. Inter-Company Account Balance:

Inter-company Accounts were historically used to control inter-company transactions between legal entities of the Cliffs Communities, Inc. up until the time of the formation of the Cliffs Club & Hospitality Group, Inc.

Account transactions attached.

- These transactions were dated between December 2005 and September 2011, the balance of these transactions is for the transfer of the costs for the construction of the Falls Golf Course from the development company Keowee Falls Investment Group, LLC and the club entity.

12-01229

53 - Keowee Falls South Golf & CC  
Trial Balance for Feb, 2012  
Closing Period Balances

Account	Description	Closing Bal Debit	Closing Bal Credit
1813	Due to/from Cliffs @ Mtn Park	0.00	-517,812.07
1824	Due to/from Keowee Falls Inv Group	0.00	-16,669,860.46
1825	Due to/from Cliffs @ Keowee Springs	0.00	-80.48
1836	Due to/from Cliffs @ High Carolina	10,170.11	0.00
1850	Due to/from Cliffs @ Glassy CC	0.00	-30,465.43
1851	Due to/from Cliffs Valley CC	7,273.73	0.00
1852	Due to/from Keowee Vineyards CC	18,438,837.59	0.00
1854	Due to/from Keowee Springs CC	21,148.75	0.00
1855	Due to/from Walnut Cove CC	117,689.64	0.00
1859	Due to/from Cliffs Club & Hosp Grp	0.00	-20,221,200.76
1866	Due to/from LaBastide Mgmt Group	394.00	0.00
1899	Due to/from Cliffs Mgmt Services	9,591,193.31	0.00
		=====	=====
	Total Report	28,186,707.13	-37,439,419.20
		=====	=====

==== End of Report ====

53 - Keowee Falls South Golf & CC  
 Detailed G/L History from Jan 1, 2006 to Feb 28, 2012

Date	JR Audit#	Reference	Description	Amount
<b>1824-0000000 Due to/from Keowee Falls Inv Group</b>				
Dec 31, 06	GJ	GJ9036	OpenBal 1114-04-000	-18,283,720.56
Apr 17, 07	GJ	GJ9004	Due to Co. 24	-523,967.28
Jun 30, 07	GJ	GJ9030	Due from Co. 24	1,885,456.32
Dec 11, 07	GJ	GJ9110	Due from Co. 24	20,000.00
Dec 31, 08	GJ	GJ9195	Due to Co. 24	-98,091.12
Sep 8, 11	SJ	SJ1750	REMOVE LAN 99- CCI - Transfers	330,462.18
				-----
				-16,669,860.46
				=====
				-16,669,860.46

==== End of Report ====

May 29, 2012 5:31pm

User: MRITSCH Term: T0

GENERAL LEDGER DETAIL REPORT

DETAIL POSTINGS FOR DATES 01/01/01 THRU 12/31/06

ACCOUNT NO./ PER DATE	JOURNAL POSTING REMARKS	BEGINNING BAL	DEBIT	CREDIT	NET CHANGE	ENDING BAL
1114-04-000	Due to/from KIF	.00				.00
12 12/31/05	AJ-J0001 AJE Land trsfr to fixed assets			988,284.40		988,284.40CR
12 12/29/06	BM-J0007 Reclass WIP Balance to KFC		5,527.20			982,757.20CR
12 12/31/06	JC-R0009 JOB POSTING COST BATCH: 0000010			23,797.77		1,006,554.97CR
12 12/31/06	JC-R0010 JOB POSTING COST BATCH: 0000011			2,445.20		1,009,000.17CR
12 12/31/06	JC-R0011 JOB POSTING COST BATCH: 0000012			15,994.12		1,024,994.29CR
12 12/31/06	JC-R0012 JOB POSTING COST BATCH: 0000013			3,352,810.03		4,377,804.32CR
12 12/31/06	JC-R0013 JOB POSTING COST BATCH: 0000014			1,150,842.27		5,528,646.59CR
12 12/31/06	JC-R0014 JOB POSTING COST BATCH: 0000015			4,205,864.63		9,734,511.22CR
12 12/31/06	JC-R0015 JOB POSTING COST BATCH: 0000016			1,772,150.09		11,506,661.31CR
12 12/31/06	JC-R0016 JOB POSTING COST BATCH: 0000017			2,443,943.60		13,950,604.91CR
12 12/31/06	JC-R0017 JOB POSTING COST BATCH: 0000018			522,921.28		14,473,526.19CR
12 12/31/06	JC-R0018 JOB POSTING COST BATCH: 0000019			1,941,088.81		16,414,615.00CR
12 12/31/06	JC-R0019 JOB POSTING COST BATCH: 0000020			1,819,107.53		18,233,722.53CR
12 12/31/06	JC-R0020 JOB POSTING COST BATCH: 0000021			39,273.82		18,272,996.35CR
12 12/31/06	JC-R0021 JOB POSTING COST BATCH: 0000022			10,724.21		18,283,720.56CR
		.00	5,527.20	18,289,247.76	18,283,720.56CR	18,283,720.56CR
	REPORT TOTAL:	.00	5,527.20	18,289,247.76	18,283,720.56CR	18,283,720.56CR

G/L DETAIL BY SOURCE REPORT

SOURCE POSTING  
JOURNAL DATE  
JC-0009 12/31/06

ACCOUNT	DESCRIPTION	POSTING REMARKS	DEBIT	CREDIT
1114-04-000	Due to/from KIF	JOB POSTING COST BATCH: 0000010		23,797.77
1477-04-000	Golf Course WIP	COST:0000010 JOB:0004614 400000200S	23,797.77	
JOURNAL JC-0009 TOTALS:			23,797.77	23,797.77
SOURCE JC TOTALS:			23,797.77	23,797.77
REPORT TOTALS:			23,797.77	23,797.77

G/L DETAIL BY SOURCE REPORT

SOURCE POSTING  
JOURNAL DATE

JC-0021 12/31/06

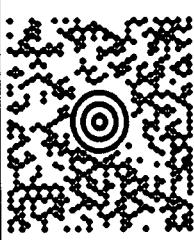
ACCOUNT	DESCRIPTION	POSTING REMARKS	DEBIT	CREDIT
1114-04-000	Due to/from KIF	JOB POSTING COST BATCH: 0000022		10,724.21
1477-04-000	Golf Course WIP	COST:0000022 JOB:0010480 400002002S	10,724.21	
JOURNAL JC-0021 TOTALS:			10,724.21	10,724.21
SOURCE JC TOTALS:			10,724.21	10,724.21
REPORT TOTALS:			10,724.21	10,724.21



NANCY GOLDSMITH  
864-371-1052  
CLIFFS CORPORATE OFFICE  
3598 HIGHWAY 11  
TRAVELERS REST SC 29690

3 LBS PAK 1 OF 1

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



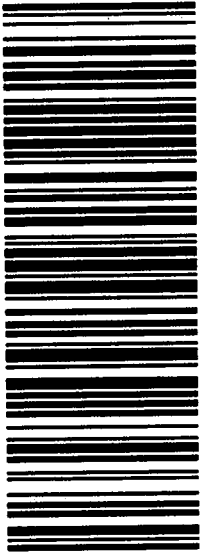
**MN 559 9-03**



**UPS NEXT DAY AIR**

**1**

TRACKING #: 1Z 7Y9 T95 01 9591 4158



BILLING: P/P

CS 14.1.10. WXPRES0 27.0A 04/2012



FOLD HERE

RECEIVED  
MAY 31 2012  
BMC GROUP

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](http://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 Resources area of CampusShip and select UPS Locations.  
Customers with a Daily Pickup  
Your driver will pickup your shipment(s) as usual.