

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>The Cliffs at Keowee Springs Golf &amp; Country Club, LLC</b>		Case Number: <b>12-01230</b>
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): <b>Victoria A. Anthony</b>		<b>COURT USE ONLY</b>
Name and address where notices should be sent: <b>Victoria A. Anthony 3101 Table Rock Road Pickens, SC 29671</b>		<input type="checkbox"/> Check this box if this claim amends a previously filed claim.
Telephone number: <b>(864) 878-9448</b> email: <b>vickyaaanthony@gmail.com</b>		Court Claim Number: _____ (If known)
Name and address where payment should be sent (if different from above):		Filed on: _____
Telephone number: _____ email: _____		<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.
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>MAY 31 2012</b>   <b>BMC GROUP</b> </div>		
1. Amount of Claim as of Date Case Filed: \$ <u>100,000.00</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.		
2. Basis for Claim: <u>Membership agreement to benefit of Creditor (lot 47-A Ph1)</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: <u>Unsecured</u> (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: \$ <u>100,000.00</u>
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"/> 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)(____).
		Amount entitled to priority: \$ _____
*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 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. (See Bankruptcy Rule 3005.)  
(Attach copy of power of attorney, if any.)    (See Bankruptcy Rule 3004.)

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: Victoria A. Anthony

Title: \_\_\_\_\_

Company: \_\_\_\_\_

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

(Signature)

(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.

**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](http://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.

Inst # 200822819 DocType:DEED Page 1 of 2 BKD:1226 PG:194 12/11/2008 at 12:14:57 PM, Fee:\$10.00 PAUL MCGUFFIN ROD PICKENS CO, SC - County Assesor & Auditor 222 McDaniel Ave., B8 & B7 Pickens, SC 29671

Space above this line for recording information

STATE OF SOUTH CAROLINA )  
 ) TITLE TO REAL ESTATE  
COUNTY OF PICKENS )

KNOW ALL MEN BY THESE PRESENTS THAT, JAMES B. ANTHONY, herein referred to as Grantor, for and in consideration of the sum of ONE DOLLAR AND 00/100 (\$1.00) Dollar, and LOVE AND AFFECTION FOR MY WIFE paid by VICTORIA A. ANTHONY, hereinafter referred to as Grantee, in the State aforesaid, the receipt of which is hereby acknowledged, has granted, bargained, sold and released, and by these presents does grant, bargain, sell and release all of my undivided one half interest unto:

VICTORIA A. ANTHONY,  
her heirs and assigns forever:

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot Number FORTY SEVEN "A" (47-A) of The Cliffs at Keowee Springs, Phase I, as shown on a plat thereof entitled, "Survey for The Cliffs at Keowee Springs, LLC The Cliffs at Keowee Springs Phase I, Lots 35 thru 65", dated 4/13/05, and recorded 5/3/05 in the Office of the Register of Deeds for Pickens in Plat Book 525, at Pages 1 & 2 , and having the metes and bounds, courses and distances as upon said plat appear.

This is a portion of the same property conveyed unto the Grantor herein by deed from The Cliffs at Keowee Springs, LLC dated 12/2/08 and recorded 12/11/08 in the Office of the Pickens County Register of Deeds in Deed Book 1226 at Page 192.

This conveyance is made subject to Easements, Restrictions, Covenants, and Conditions of record, including matters shown on recorded plats.

Grantee's Address: 3598 Highway 11  
Travelers Rest, SC 29690

Tax/Map No. 4131-00-81-3126

seal and as Its act and deed, deliver the within written Deed for the uses and purposes therein mentioned, and that (s)he with the other witness subscribed above witnessed the execution thereof.

SWORN to before me this  
2nd day of December, 2008.



Veena M. Owens  
Notary Public for the State of South Carolina  
My Commission Expires: 6-21-2017

Olson, Smith, Jordan & Cox, PA  
800 College Avenue  
Clemson, SC 29631  
NO TITLE EXAMINATION

## MEMBERSHIP AGREEMENT

THIS MEMBERSHIP AGREEMENT (this "Agreement") is executed this 15 day of April, 2010, by and between **THE CLIFFS CLUB & HOSPITALITY GROUP, INC.** (the "Club") and **VICTORIA A. ANTHONY** (the "Lender") and is executed and delivered in connection with that certain Loan Agreements (the "Loan Agreements") executed simultaneously herewith between Lender and The Cliffs Communities, Inc. (the "Borrower"). Capitalized terms used herein but not otherwise defined have the meanings given to such terms in the Loan Agreement.

WHEREAS, the Club is the administrator and owner of the club facilities (including but not limited to Cliffs at High Carolina, Cliffs at Mountain Park, Cliffs at Keowee Falls North, Cliffs at Keowee Falls South, The Cliffs at Keowee Springs, Cliffs at Keowee Vineyards, Cliffs at Glassy, Cliffs Valley, Cliffs Valley North and Cliffs at Walnut Cove) located in Borrower's residential developments and has been duly authorized to enter into this Membership Agreement;

WHEREAS, Borrower and Lender have entered into the Loan Agreement; and the Lender has entered into Loan Agreements with Other Lenders, this Membership Agreement may be assigned to the Other Lenders based on the Property used as collateral assigned to these Lenders.

WHEREAS, the Loan Agreement provides that after the occurrence and during the continuance of an Event of Default, a Golf Membership will be made available to a third party purchaser of each piece of Property that is part of the Collateral; and

WHEREAS, the execution and delivery of this Agreement is a condition to the effectiveness of the Loan Agreements.

NOW, THEREFORE, in consideration of the above premises and the mutual promises and covenants contained in the Loan Agreement and the other Loan Documents, Borrower, Lender, and Club agree as follows:

1. Upon the occurrence and during the continuance of an Event of Default, in addition to the Lender's right to enforce its rights and remedies pursuant to the Loan Documents, the Lender will be entitled to exercise the right to offer and sell (at the then prevailing membership rates) one Golf Club Membership for each piece of Property that is part of the Collateral pursuant to the terms and conditions set forth in the Membership Plan; provided, however, that the Lender shall not be entitled to receive any payments from the Borrower in respect of the Golf Club Memberships. The Lender shall only offer and sell the Golf Club Memberships to purchasers of each such Property.
2. This Agreement shall be governed by and construed in accordance with the laws of the State of South Carolina without regard to conflict of laws principles.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto as of the date first written above.

**CLUB:**

THE CLIFFS CLUB & HOSPITALITY GROUP, INC.

By: Timothy P. Cherry  
Name: Timothy P. Cherry  
Title: Treasurer

**BORROWER:**

THE CLIFFS COMMUNITIES, INC.

By: [Signature]  
Name:  
Title:

**LENDER:**

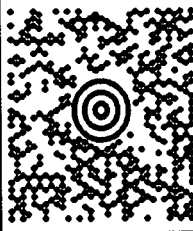
VICTORIA A. ANTHONY

By: [Signature]  
Name:

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

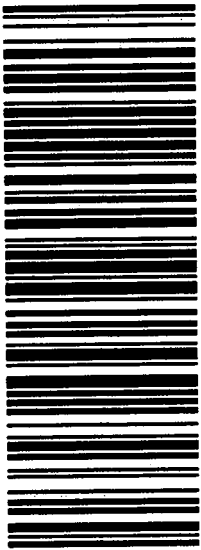


**MIN 559 9-03**

**UPS NEXT DAY AIR**

TRACKING #: 1Z 7Y9 T95 01 9591 4158

**1**



BILLING: P/P

CS 1-4-1,1,0 WXP7B80 27.0A 04/2012



FOLD HERE

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.

UPS CampussShip: Shipment Label  
UPS CampussShip: View/Print Label

RECEIVED  
MAY 31 2012  
BMC GROUP