

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM

Your Claim is Scheduled As Follows:
Schedule/Claim ID: s13930
AMOUNT/CLASSIFICATION:
\$125,000.00 UNSECURED
(CONTINGENT)

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

Case Number:
12-01229

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) :

Name and address where notices should be sent:
29347866003354
Beeson, Jack
200 North Road
Wilmington, DE 19809

RECEIVED

MAY 31 2012

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.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number (302) 764-9076 email: jbeeson@wilmingtontrust.com

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):

Payment Telephone Number () email:

Already listed on

Filed on:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 125,000 Schedule F

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: See attached "Basis for claim"

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 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.



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)

In re The Cliffs at Keowee Falls Golf & Country Club, LLC

Case No. 12-01229

Debtor

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT		
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		AMOUNT OF CLAIM
			DISPUTED		
Vendor No. s13834 BEATENBOUGH, BRYAN 233 CAMSON ROAD #8 ANDERSON, SC 29625-1611		MEMBER MEMBER INITIATION DEPOSIT	X		\$100,000.00
Vendor No. s13896 BEAUCHAMP, KATHLEEN 307 BROADLEAF COURT SALEM, SC 29676		MEMBER MEMBER INITIATION DEPOSIT	X		\$100,000.00
Vendor No. s13930 BEESON, JACK 200 NORTH ROAD WILMINGTON, DE 19809		MEMBER MEMBER INITIATION DEPOSIT	X		\$125,000.00
Vendor No. s13977 BENZ, STEVE 640 SWEET FERN TRAIL SALEM, SC 29676		MEMBER MEMBER INITIATION DEPOSIT	X		\$100,000.00
Vendor No. s13801 BERKOWITZ, RICHARD 223 FAIRMONT ROAD SHELBY, NC 28150		MEMBER MEMBER INITIATION DEPOSIT	X		\$210,000.00
Vendor No. s13816 BERTSCH, LYLE 607 MAJESTY COURT SALEM, SC 29676		MEMBER MEMBER INITIATION DEPOSIT	X		\$75,000.00
Vendor No. s11585 BILL HAYMOND 2 AMEN CORNER COURT MANSFIELD, TX 76063		MEMBER DUES CREDITS			\$15,000.00
Vendor No. s11586 BILL PATTERSON 7055 AMBERLEIGH WAY DULUTH, GA 30097		MEMBER DUES CREDITS			\$10,680.00
Vendor No. s13905 BIRKHAUSER, DANIEL 233 WILLOW RUN WAY INDIANAPOLIS, IN 46260		MEMBER MEMBER INITIATION DEPOSIT	X		\$105,000.00

Beeson, Jack M.

From: Ashley Blevins [ablevins@cliffscommunities.com]
Sent: Tuesday, October 18, 2011 2:02 PM
To: Beeson, Jack M.
Subject: RE: Resignation Confirmation

Mr. Beeson,

You are 21st on the waiting golf waiting list for \$75,000. And now also 9th on the family waiting list for the remaining \$50,000.

Thank you,
Ashley

From: Beeson, Jack M. [mailto:JBeeson@WilmingtonTrust.com]
Sent: Tuesday, October 18, 2011 1:59 PM
To: Ashley Blevins
Subject: Re: Resignation Confirmation

Thank you Ashley. Were already on a waiting list for a dues reimbursement as we downgraded our membership from a Golf Membership (125,000) to a Family Membership over a year ago. Can you re-verify the amount of our reimbursement and let us know what our position is on the reimbursement list? Thank you, The Beesons

From: Ashley Blevins [mailto:ablevins@cliffscommunities.com]
Sent: Tuesday, October 18, 2011 01:43 PM
To: Beeson, Jack M.
Subject: Resignation Confirmation

Dear Mr. and Mrs. Beeson,

It is with regret we write at this time to confirm acknowledgment of your Cliffs at Keowee Falls Family Membership resignation in conjunction with Laurel Pointe, Lot 88 with The Cliffs at Keowee Falls Golf and Country Club dated October 11, 2011. Since the Club requires a twelve month notice of resignation, the notice date above establishes your position in the refund priority waiting list and the Family Membership dues will continue through October 2012. Your membership privileges and access to The Cliffs Clubs remain during the notice period.

The refund of initiation deposit will be processed in accordance with the refund policies and procedures as outlined in the Master Membership Plan. If you need a copy of this document, please let us know. In summary, the refund policy is as follows:

- Your Keowee Falls Family Membership refund of \$50,000 is placed in a priority waiting list based on the classification and location of your membership. The Master Membership Plan, Section 11.2, outlines that a voluntary resignation will be refunded consistent with the Cliffs Clubs processing of accounts payable, and will be process only on the basis of one (1) refund for every five (5) memberships issued by the Club from its previously unissued memberships within the same classification as the resigned membership.

I wish you the best in your future endeavors. If you have any questions regarding the procedures as outlined above, please call the Membership Office at 864-660-1160.

Kind regards,
Ashley

VIA FedEx
5/30/2012

RE: Case Number 12-01229
Jack Beeson
Vendor No. s13930

To Whom It May Concern:

My family has been a Cliff's member since 2007. In 2010, we reduced our membership from a full Golf Membership to a Family Membership. This allowed for a refund of the difference in Initiation Fee of \$75,000. I have been on the waiting list for that refund since January, 2010.

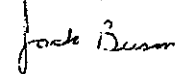
On October 11, 2011, we resigned from the club and were informed of the 1-year wait period before the resignation became effective. That effective date is October 11, 2012. We are now on a second list for the \$50,000 remaining on the Family Initiation Fee reimbursement.

Although I am currently listed on Schedule F as a Creditor of \$125,000 I wanted you to be aware of my extenuating circumstances should this additional information create a more favorable opportunity to collect my initiation deposit.

Lastly, please refer to that attached correspondence which verifies the above.

Should you have any questions or comments please do not hesitate to contact me.

Sincerely,



John "Jack" Beeson Jr.

Internal Use Only