

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

PROOF OF CLAIM



Your Claim is Scheduled As Follows:
Schedule/Claim ID: s13482
AMOUNT/CLASSIFICATION:
\$75,000.00 UNSECURED
(CONTINGENT)

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

Case Number:
12-01226

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:
 29347866003710
Noonan, Tom
C/O MARK VARNO
3010 TYLER PLACE
Wilmington, NC 28409

RECEIVED
JUN 01 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 (410) 392-0943 email: mvarno@ec.rf.com

Name and address where payment should be sent (if different from above):

SAME

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 \$ 75,000.00

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: Golf Membership
(See instruction #2)

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)

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: MARK T. VARNO
Title: PRESIDENT
Company: RKT INVESTMENTS INC

Mark T Varno 5/28/12
(Signature) (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

CASE 12-01226
Claim ID 513482

U.S. DEPARTMENT OF HOUSING & URBAN DEVELOPMENT SETTLEMENT STATEMENT		B. TYPE OF LOAN: 1. <input type="checkbox"/> FHA 2. <input type="checkbox"/> FmHA 3. <input checked="" type="checkbox"/> CONV. UNINS. 4. <input type="checkbox"/> VA 5. <input type="checkbox"/> CONV. INS.		
C. NOTE: This form is furnished to give you a statement of actual settlement costs. Amounts paid to and by the settlement agent are shown. Items marked "POCF" were paid outside the closing; they are shown here for informational purposes and are not included in the totals.		6. FILE NUMBER: RKT INVESTMENTS		
D. NAME AND ADDRESS OF BORROWER: Base Co., Inc. as Intermediary for RKT Investments, LLC 5600 Roswell Road, Ste. E-275 Atlanta, GA 30342		E. NAME AND ADDRESS OF SELLER: Lisa C. Brown 1625 Adger Road Columbia, SC 29205 SBN: 258-28-1239		7. LOAN NUMBER:
G. PROPERTY LOCATION: Lot 40, Cliffs at Keowee Vineyards, Section S Pickens County		H. SETTLEMENT AGENT: 57-0522-227 Horton Drawdy Ward & Jenkins, P.A. PLACE OF SETTLEMENT 307 Pettigru Street Greenville, SC 29601		I. SETTLEMENT DATE: August 10, 2004
J. SUMMARY OF BORROWER'S TRANSACTION		K. SUMMARY OF SELLER'S TRANSACTION		
100. GROSS AMOUNT DUE FROM BORROWER:		400. GROSS AMOUNT DUE TO SELLER:		
101. Contract Sales Price	378,000.00	401. Contract Sales Price		379,000.00
102. Personal Property		402. Personal Property		
103. Settlement Charges to Borrower (Line 1400)	80,347.50	403.		
104.		404.		
105.		405.		
Adjustments For Items Paid By Seller in advance		Adjustments For Items Paid By Seller in advance		
106. City/Town Taxes	to	406. City/Town Taxes	to	
107. County Taxes	to	407. County Taxes	to	
108. Assessments	08/1/04 to 01/01/05	408. Assessments	08/1/04 to 01/01/05	273.50
109. Reimb. Utility Install. Fee	1,250.00	409. Reimb. Utility Install. Fee		1,250.00
110.		410.		
111.		411.		
112.		412.		
120. GROSS AMOUNT DUE FROM BORROWER	460,871.00	420. GROSS AMOUNT DUE TO SELLER		380,523.50
200. AMOUNTS PAID BY OR IN BEHALF OF BORROWER:		500. REDUCTIONS IN AMOUNT DUE TO SELLER:		
201. Deposit or earnest money	5,000.00	501. Excess Deposit (See Instructions)		
202. Principal Amount of New Loan(s)	294,000.00	502. Settlement Charges to Seller (Line 1400)		47,217.30
203. Existing loan(s) taken subject to		503. Existing loan(s) taken subject to		
204. Credit overpayment of appraisal	25.00	504. Payoff of first Mortgage to Carolina First Bank		501,386.41
205. 1031 proceeds	160,163.47	505. Payoff of second Mortgage		
206.		506.		
207.		507. (Deposit Reb. as proceeds)		
208.		508.		
209.		Adjustments For Items Unpaid By Seller		
210. City/Town Taxes	to	610. City/Town Taxes	to	
211. County Taxes	01/01/04 to 08/11/04	511. County Taxes	01/01/04 to 08/11/04	1,692.53
212. Assessments	to	512. Assessments	to	
213.		513.		
214.		514.		
215.		515.		
216.		516.		
217.		517.		
218.		518.		
219.		519.		
220. TOTAL PAID BY/FOR BORROWER	460,871.00	520. TOTAL REDUCTION AMOUNT DUE SELLER		350,296.24
300. CASH AT SETTLEMENT FROM/TO BORROWER:		600. CASH AT SETTLEMENT TO/FROM SELLER:		
301. Gross Amount Due From Borrower (Line 120)	460,871.00	601. Gross Amount Due To Seller (Line 420)		380,523.50
302. Less Amount Paid By/Fo Borrower (Line 220)	(460,871.00)	602. Less Reductions Due Seller (Line 620)		(350,296.24)
303. CASH (FROM) (TO) BORROWER	0.00	603. CASH (X TO) (FROM) SELLER		30,227.26

The undersigned hereby acknowledge receipt of a completed copy of pages 1&2 of this statement & any attachments referred to herein. I HAVE CAREFULLY REVIEWED THE HUD-1 SETTLEMENT STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS A TRUE AND ACCURATE STATEMENT OF ALL RECEIPTS AND DISBURSEMENTS MADE ON MY ACCOUNT OR BY ME IN THIS TRANSACTION. I FURTHER CERTIFY THAT I HAVE RECEIVED A COPY OF THE HUD-1 SETTLEMENT STATEMENT.

Borrower Base Co., Inc. as Intermediary for RKT Investments, LLC

Seller Lisa C. Brown

TO THE BEST OF MY KNOWLEDGE, THE HUD-1 SETTLEMENT STATEMENT WHICH I HAVE PREPARED IS A TRUE AND ACCURATE ACCOUNT OF THE FUNDS WHICH WERE RECEIVED AND HAVE BEEN OR WILL BE DISBURSED BY THE UNDERSIGNED AS PART OF THE SETTLEMENT OF THIS TRANSACTION.

Horton Drawdy Ward & Jenkins, P.A.
Settlement Agent

WARNING: IT IS A CRIME TO KNOWINGLY MAKE FALSE STATEMENTS TO THE UNITED STATES ON THIS OR ANY SIMILAR FORM. PENALTIES UPON CONVICTION CAN INCLUDE A FINE AND IMPRISONMENT. FOR DETAILS SEE: TITLE 18 U.S. CODE SECTION 1001 & SECTION 1010.

Consented to and agreed by:
R. B. T. Investment, LLC
By: Mark Varano

L. SETTLEMENT CHARGES

		PAID FROM BORROWERS FUNDS AT SETTLEMENT		PAID FROM SELLERS FUNDS AT SETTLEMENT	
702. TOTAL COMMISSION Based on Price	\$ 378,000.00 @ 12.0000 %	45,480.00			
Division of Commission (line 702) as follows:					
701. \$ 45,480.00	to Cliffs Real Estate, Inc.				
702. \$	to				45,480.00
703. Commission Paid at Settlement					
704.	to				
800. ITEMS PAYABLE IN CONNECTION WITH LOAN					
801. Loan Origination Fee	0.7500 % to Pinnacle Financial			2,205.00	
802. Loan Discount	% to				
803. Appraisal Fee	to Pinnacle Financial		POC \$300.00		
804. Credit Report	to				
805. Lender's Inspection Fee	to				
806. Processing Fee	to Pinnacle Financial			100.00	
807. Origination Fee	to IMI Resort Mortgage LLC			735.00	
808. Flood Determination Fee	to Carolina First Bank			12.00	
809. Document Preparation	to Carolina First Bank			188.00	
810. Commitment Fee	to Carolina First Bank			312.00	
811.					
900. ITEMS REQUIRED BY LENDER TO BE PAID IN ADVANCE					
901. Interest From	to @ \$ /day (days %)				
902. Mortgage Insurance Premium for	months to				
903. Hazard Insurance Premium for	1.0 years to				
904.					
905.					
1000. RESERVES DEPOSITED WITH LENDER					
1001. Hazard Insurance	months @ \$ per month				
1002. Mortgage Insurance	months @ \$ per month				
1003. City/Town Taxes	months @ \$ per month				
1004. County Taxes	months @ \$ per month				
1005. Assessments	months @ \$ per month				
1006.	months @ \$ per month				
1007.	months @ \$ per month				
1008.	months @ \$ per month				
1100. TITLE CHARGES					
1101. Settlement or Closing Fee	to			183.25	
1102. Abstract or Title Search	to Palmetto Title Agency				
1103. Title Examination	to			115.00	
1104. Title Insurance Binder	to Petigru Title Company, Inc.				250.00
1105. Deed Preparation	to Horton Drawdy Ward & Jenkins, P.A.				
1106. Notary Fees	to			475.00	
1107. Attorney's Fees	to Horton Drawdy Ward & Jenkins, P.A.				
(includes above item numbers:					
1108. Title Insurance	to Petigru Title Company, Inc.			788.25	
(includes above item numbers:					
1109. Lender's Coverage	\$ 294,000.00	25.00			
1110. Owner's Coverage	\$ 378,000.00	763.25			
1111. FVTCM Memberships	to Keowee Golf and Country Club, Inc.			75,000.00	
1112. Mortgage Payoff Processing Fee	to Horton Drawdy Ward & Jenkins, P.A.				35.00
1113. Document Preparation	to Horton Drawdy Ward & Jenkins, P.A.			225.00	
1200. GOVERNMENT RECORDING AND TRANSFER CHARGES					
1201. Recording Fees - Deed \$ 10.00; Mortgage \$ 14.00; Release \$ 5.00				24.00	5.00
1202. County Landmark Fees					1,402.50
1203. State Landmark - Revenue Stamps	1,472.50; Mortgage				
1204. Record Assignment of Leases	to Pickens County Register of Deeds			15.00	
1205.					
1300. ADDITIONAL SETTLEMENT CHARGES					
1301. Surety	to				
1302. Post Inspection	to				
1303. Overnight Fees	to Horton Drawdy Ward & Jenkins, P.A.				95.00
1304.					
1305.					
1400. TOTAL SETTLEMENT CHARGES (Enter on Lines 183, Section J and 502, Section K)			60,347.00	47,217.40	

By (typed name) of () of () of () the undersigned acknowledge receipt of a completed copy of page 2 of this two page settlement.

Horton Drawdy Ward & Jenkins, P.A.
Settlement Agent

Certified to be a true copy.

ARTICLES OF ORGANIZATION

OF

R.K.T. INVESTMENTS, LLC

I. The name of the Limited Liability Company is:

R.K.T. Investments, LLC

II. The name and address of the organizers are as follows:

Thomas P. Noonan
200 Azalea Cove Lane
Alpharetta, Georgia 30022

Mark T. Varno
3010 Tyler Place
Wilmington, NC 28409

III. The initial registered office of the Company is located at 3600 Mansell Road, Suite 300, Fulton County, Alpharetta, Georgia 30022. The initial registered agent of the Company at its registered office is William C. Tinsley, II, Esq.

IV. The address of the principal office is:

200 Azalea Cove Lane
Alpharetta, Georgia 30022

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this
10th day of June, 2003.

R.K.T. Investments, LLC

By: 

William C. Tinsley, II,
~~Attorney-in-fact~~

STATE OF GEORGIA

FULTON COUNTY

ASSIGNMENT AGREEMENT

RKT Investments, LLC, of the State of Georgia, hereby assigns, sells, transfers, and conveys all of our rights and interests in that certain Purchase Agreement for the real estate identified herein below to Base Company, Inc. as Intermediary for us, as Purchaser of the below listed IRC 1031 "Acquisition Property".

The Acquisition Property is described as follows:

Lot 40, South Section, Pickens County, South Carolina and being known as Cliffs at Keowee Vineyards

SELLER: Lisa C. Brown

DATE OF SALES CONTRACT: June 29, 2004

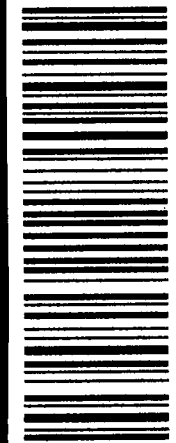
IN WITNESS WHEREOF, Assignor for himself and his successors, has set hereunto his hand and seal, this 10 day of August, 2004.

ASSIGNOR:

RKT Investments, LLC

BY: Mark Varro

PKI
3010 TYLER PL
WILM NC 28409



7012 0470 0001 0934 5919

1257122

U.S. POSTAGE
PAID
WILMINGTON, NC
28403
MAY 28, 12
AMOUNT
\$405
00015969-0



55317



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RECEIVED
JUN 01 2012
BMC GROUP

BMC GROUP INC

ATTN: CLIFFS CLAIMS PROCESSING

Po Box 3020

CLIFF HASSEN, MN

55317-3020