

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: <i>The Cliffs Club & Hospitality Group Inc., et al</i>	Case Number: <i>12-01220</i>	<div style="font-size: 24px; font-weight: bold; margin-bottom: 10px;">RECEIVED</div> <div style="font-size: 24px; font-weight: bold; margin-bottom: 10px;">JUN 01 2012</div> <div style="font-size: 24px; font-weight: bold; margin-bottom: 10px;">BMC GROUP</div> <div style="font-size: 12px; font-weight: bold; margin-bottom: 10px;">COURT USE ONLY</div> <div style="font-size: 10px;"> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____ </div> <div style="font-size: 10px;"> <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>
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): <i>Victor O. Roof</i>		
Name and address where notices should be sent: <i>Victor O. Roof 1232 Morning Shore Dr Lexington, SC Telephone number: <i>803-5593186</i> email: <i>MAXINE@SC.RR.COM</i></i>		
Name and address where payment should be sent (if different from above): <i>Victor O. Roof 1232 Morning Shore Dr Lexington, S.C. 29072 Telephone number: <i>803-600-5579</i> email:</i>		
1. Amount of Claim as of Date Case Filed: \$ <u><i>100,000 membership to Mountain Park</i></u> If all or part of the claim is secured, complete item 4. <u><i>15,000 prepaid dues when property</i></u> If all or part of the claim is entitled to priority, complete item 5. <u><i>was purchased</i></u> <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><i>Membership to Mountain Park</i></u> (See instruction #2) <u><i>Prepaid dues when property was purchased</i></u>		
3. Last four digits of any number by which creditor identifies debtor: <u><i>2512</i></u>	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 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: \$ _____
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. (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: Victor O. Roof

Title: _____

Company: _____

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

1232 Morning Shore Dr.
Lexington, B.C. 29072

Victor O. Roof
(Signature)

5/30/12
(Date)

Telephone number: 803 600-5579 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.



January 2, 2007

Mr. and Mrs. Victor Roof
1232 Morning Shore Drive
Lexington, SC 29072

Dear Mr. and Mrs. Roof,

On behalf of Jim Anthony, Founder and President of The Cliffs Communities, it's my pleasure to welcome you to The Cliffs Family of over 3,000 property owners from 46 of the 50 states and six countries around the world. We are excited to extend ourselves in any way possible as you begin immersing yourself in The Cliffs' lifestyle and taking advantage of what *Resort Living* describes as "the most impressive, comprehensive private club membership in the world." For your convenience, and to get you started, we have enclosed here your Membership Guide to The Cliffs.

Our records show that you have purchased property at The Cliffs at Mountain Park and that you have elected to participate in the club as a Mountain Park Golf Member. If this information is incorrect in any way, please contact me immediately at (864) 371-1019 or via e-mail at nweyand@cliffscommunities.com.

The enclosed Membership Guide contains forms that we ask you to complete in order to finalize and activate your club membership. Please return the following forms in the enclosed self-addressed stamped envelope, to the Membership Office:

Membership Application: Please fill out this application in its entirety.

Membership Agreement Form: This agreement completes your application and verifies that you have read and understand the Master Membership Plan and the Rules and Regulations of the Club.

Also enclosed in this packet:

Reciprocal Program Guideline: This outlines the details of your reciprocal privileges at all of the club facilities across The Cliffs Communities.

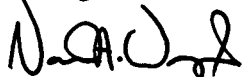
The Cliffs Golf and Country Clubs
Membership Office
3598 Highway 11, Travelers Rest, South Carolina 29690
(864) 660-1100
www.cliffscommunities.com

Membership Fees and Dues Schedule: This schedule notes all of the current membership dues levels and related club fees in place at the club.

Lifestyle monthly newsletter: The Club's monthly newsletter is a popular publication among Members, as it lists the many events, activities, and special happenings at The Cliffs.

If you have any questions about the Membership Guide to The Cliffs, please feel free to contact the Membership Office at (864) 371-1047. Welcome to The Cliffs!

Best regards,

A handwritten signature in black ink, appearing to read "Nate Weyand".

Nate Weyand
Membership Director

Enclosures

**THE CLIFFS GOLF AND COUNTRY CLUB, INC.
MOUNTAIN PARK GOLF MEMBERSHIP AGREEMENT**

This is to certify that **Victor and Patricia Roof** have made application for membership in The Cliffs Golf and Country Club at The Cliffs at Mountain Park. The membership classification applied for is a **Mountain Park Golf Membership**.

It is acknowledged that he/she will submit membership fees in the amount **One Hundred Thousand Dollars (\$100,000)**. The following is the scheduled due dates and amounts of future payments:

**Per terms of Real Estate Purchase Agreement &
Membership Finance Addendum**

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, as outlined in The Cliffs Golf & Country Clubs constitution and by-laws, rules and regulations.

MEMBERSHIP CLASSIFICATION:	Mountain Park Golf
MEMBERSHIP ACCOUNT NUMBER:	R291
INITIATION DEPOSIT PAID:	\$100,000.00
PROPERTY REFERENCE:	Section <u>I</u> Lot <u>46</u>

I have received and reviewed official club documents, specifically The Cliffs and Country Club, Inc. constitution and by-laws, rules and regulations outlining the Cliffs Membership Program. I agree to participate and become enrolled as a member of The Cliffs at Mountain Park Golf and Country Club, Inc., 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 above.

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.

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.

1-2-07
Date _____
Nate Weyand
Membership Director
The Cliffs Golf and Country Clubs

Date

Member Signature

Member Signature

emely urgent

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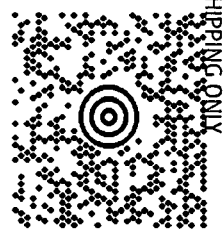
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JUN 01 2012

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BMC GROUP INC.
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MN 559 9-03

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