

2012 JUN 14 PM 2:40
 U.S. DISTRICT COURT
 DISTRICT OF SOUTH CAROLINA

UNITED STATES BANKRUPTCY COURT		District of South Carolina	PROOF OF CLAIM
Name of Debtor: The Cliffs Club and Hospitality Group dba The Cliffs Communities		Case Number: 12-01220	COURT USE ONLY <input checked="" type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: <u>12-01237</u> (If known) Filed on: <u>3-16-12</u>
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): Ogletree, Deakins, Nash, Smoak & Stewart, P.C.			
Name and address where notices should be sent: Ogletree, Deakins, Nash, Smoak & Stewart, P.C. PO Box 167 Greenville, SC 29602		Telephone number: (864) 240-5968 email: nancy.collet@ogletreedeakins.com	
Name and address where payment should be sent (if different from above): Same as above		RECEIVED AUG 10 2012 BMC GROUP	
Telephone number:		email:	
1. Amount of Claim as of Date Case Filed: \$ <u>5,528.20</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>Services performed</u> (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 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>5,528.20</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).	Amount entitled to priority: \$ _____
<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)().	
*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, 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: Nancy Collet
 Title: Accounts Receivable
 Company: Ogletree, Deakins, Nash, Smoak & Stewart, P.
 Address and telephone number (if different from notice address above):
Same as above
 Telephone number: _____ email: _____

Nancy Collet 6-13-12
 (Signature) (Date)

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

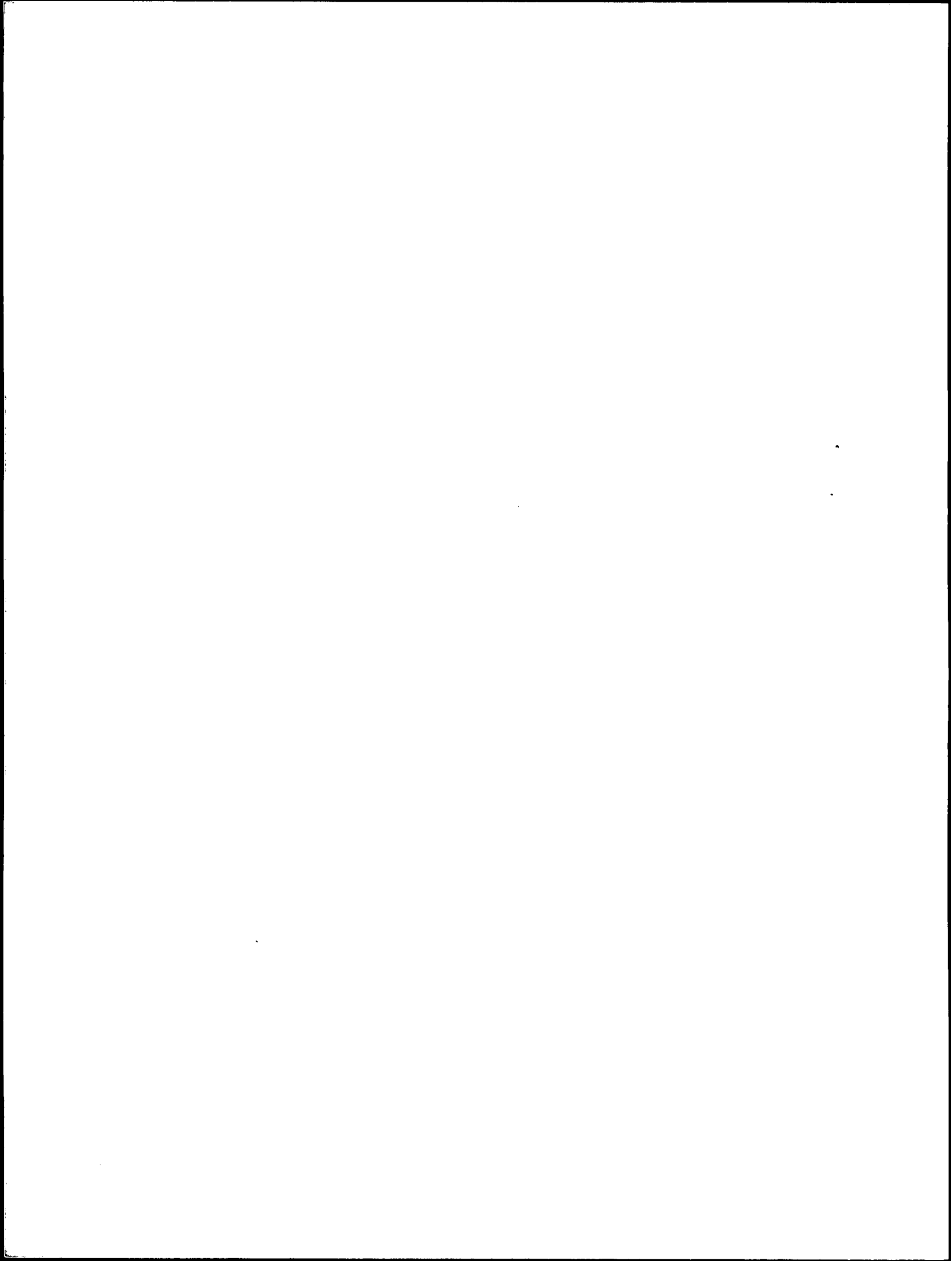
Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

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) 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.





OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.

Attorneys at Law

Administrative Office
918 South Pleasantburg Drive (29607)
P.O. Box 167
Greenville, South Carolina 29602
Telephone: 864.241.1900
Facsimile: 864.235.4649
www.ogletreedeakins.com

April 7, 2011

James B. Anthony
President and Chief Executive Officer
The Cliffs Communities, Inc.
3598 Highway 11
Travelers Rest, SC 29690

PERSONAL AND CONFIDENTIAL

Invoice # 792531
Matter # 001203-000007

Re: Sara E. Beach

For professional services rendered through March 31, 2011, in connection with the above-referenced matter as outlined on the attached detailed billing sheets:

Fees	\$4,293.00
Expenses	\$2.20
Total Due This Invoice.....	\$4,295.20

PLEASE REMIT TO: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Post Office Box 89
Columbia, SC 29202
Federal ID # 57-1044820

Payable upon receipt.

Direct inquiries to the billing attorney or the Account Services Department (864) 241-1900.

James B. Anthony
President and Chief Executive Officer
The Cliffs Communities, Inc.
3598 Highway 11
Travelers Rest, SC 29690

Re: Sara E. Beach

For professional services rendered through March 31, 2011:

Date	Initials	Description	Hours	Amount
03/02/11	MLH	Memorandum to and from Mary Kasunick regarding status of mediation; telephone conference with Phyllis Jackson of EEOC.	0.30	99.00
03/09/11	MLH	Telephone conference with Phyllis Jackson, EEOC Mediator; memorandum to and from Mary Kasunick regarding mediation for Sara Beach.	0.30	99.00
03/10/11	MLH	Telephone call from Phyllis Jackson, mediator for EEOC, regarding scheduling of mediation; memoranda to and from Ms. Mary Kasunick.	0.30	99.00
03/11/11	MLH	Memorandum to and from Ms. Kasunick; telephone call to Phyllis Jackson regarding scheduling of mediation.	0.30	99.00
03/15/11	MLH	Prepared for EEOC mediation; drafted summary and mediation presentation.	1.60	528.00
03/16/11	MLH	Telephone conference with Mary Kasunick and Brett Kist regarding mediation preparation; review of charge; draft response; receipt and review memorandum written by Ms. Beach; review spread sheet regarding reorganization of positions.	1.20	396.00
03/17/11	MLH	Drafted mediation script for Mary Kasunick and Brett Kist.	0.50	165.00
03/18/11	MLH	Completed mediation form; receipt and review mediation package agreement and confidentiality order; memorandum to Ms. Kasunick.	0.40	132.00
03/29/11	MLH	Prepared for mediation; drafted presentation for mediation and complainant's file and charge.	1.30	429.00

**Ogletree
Deakins**

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001203-000007-PAK

Date	Initials	Description	Hours	Amount
03/30/11	MLH	Prepared for mediation; drafted mediation presentation and talking points for Ms. Kasunick and Mr. Kist; reviewed complainant's charge.	1.40	462.00
03/31/11	MLH	Office preparation for mediation with Ms. Kasunick and Britt Kist; attendance at mediation; drafted general release of all claims; attendance at execution of general release and withdrawal of charge; conferences with EEOC Mediator, Phyllis Jackson.	5.10	1,683.00
03/31/11	PRP	Drafted employment release.	0.60	102.00
Total Services			13.30	\$4,293.00

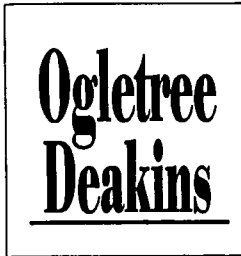
Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Mary Lou Hill	Shareholder	330.00	12.70	4,191.00
Paula Rudolph-Pheanis	Paralegal	170.00	0.60	102.00

Expenses

Description		Amount
Facsimiles (outgoing)	2 @ 1.10 ea.	2.20
Total Expenses		\$2.20

TOTAL FEES \$4,293.00
TOTAL EXPENSES \$2.20
TOTAL THIS INVOICE \$4,295.20



**OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.**

Attorneys at Law

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918 South Pleasantburg Drive (29607)
P.O. Box 167
Greenville, South Carolina 29602
Telephone: 864.241.1900
Facsimile: 864.235.4649
www.ogletreedeakins.com

January 13, 2011

Mary Campbell
The Cliffs Communities, Inc.
PO Box 1189
Travelers Rest, SC 29690

PERSONAL AND CONFIDENTIAL

Invoice # 772761
Matter # 001203-000000

Re: General Labor

For professional services rendered through December 31, 2010, in connection with the above-referenced matter as outlined on the attached detailed billing sheets:

Fees	\$1,233.00
Expenses	\$0.00
Total Due This Invoice.....	\$1,233.00

PLEASE REMIT TO: Ogletree, Deakins, Nash, Smoak & Stewart, P.C.
Post Office Box 89
Columbia, SC 29202
Federal ID # 57-1044820

Payable upon receipt.
Direct inquiries to the billing attorney or the Account Services Department (864) 241-1900.



Mary Campbell
The Cliffs Communities, Inc.
PO Box 1189
Travelers Rest, SC 29690

Re: General Labor

For professional services rendered through December 31, 2010:

Date	Initials	Description	Hours	Amount
12/16/10	PAK	Review executive deferred compensation plan; telephone conference with Mary Kasunick regarding same; e-mail to client summarizing initial assessment.	0.50	182.50
12/16/10	CJW	Conference with Karen Brandon to discuss executive bonus plan payment issues; review executive bonus plan for compliance with applicable tax laws; review relevant Treasury Regulations and other IRS guidance under Internal Revenue Code Section 409A.	2.00	650.00
12/21/10	CJW	Continue review of Code Section 409A correction issues; email to Tim Cherry regarding nonqualified deferred compensation plan correction.	0.30	97.50
12/28/10	CJW	Review nonqualified deferred compensation arrangement to prepare for upcoming call; conference call with Mary Kasunick to discuss Code Section 409A tax matters.	0.60	195.00
12/30/10	TAB	Telephone conference with Jewell Bunch about management training session for The Cliffs.	0.30	108.00
Total Services			3.70	\$1,233.00

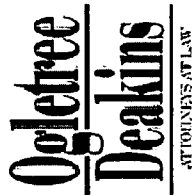
Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Phillip A. Kilgore	Shareholder	365.00	0.50	182.50
Thomas A. Bright	Shareholder	360.00	0.30	108.00
C. John Wentzell, Jr.	Associate	325.00	2.90	942.50

**Ogletree
Deakins**

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001203-000000-PAK

TOTAL FEES	\$1,233.00
TOTAL EXPENSES	\$0.00
TOTAL THIS INVOICE	\$1,233.00

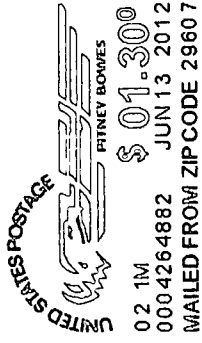


OGLETREE, DEAKINS, NASH,
SMOAK & STEWART, P.C.
Administrative Office
918 S. Pleasantburg Drive (29607)
P.O. Box 167
Greenville, SC 29602

First Class Mail

First Class Mail

United States Bankruptcy Court
J. Bratton Davis United States Bankruptcy
Courthouse
ATTN: Claims Clerk
1100 Laurel Street
Columbia, SC 29201-2423



OFFICE OF THE CLERK

UNITED STATES BANKRUPTCY COURT

Tammi M. Hellwig
Clerk of Court

DISTRICT OF SOUTH CAROLINA
J. BRATTON DAVIS UNITED STATES BANKRUPTCY COURTHOUSE
1100 LAUREL STREET
COLUMBIA, SOUTH CAROLINA 29201-2423

TELEPHONE (803)765-5436
www.scb.uscourts.gov

August 8, 2012

Julia Osborne
The Cliffs Club & Hospitality, Inc.
Claims Processing/BMC Group, Inc.
18675 East Lake Drive
Chanhassen MN 55317

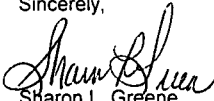
Re: The Cliffs Club & Hospitality Group, Inc.
C/A No.12-01220-jw

Dear Ms. Osborne,

On March 6, 2012, BMC Group, Inc., was appointed as the claims and noticing agent in the above captioned bankruptcy case pending in the District of South Carolina. Please find enclosed 4 proofs of claim which have been submitted for filing.

If you have any questions, please do not hesitate to contact me at (803) 765-5038.

Sincerely,



Sharon L. Greene

Public Services Supervisor/Pro Se Coordinator

FedEx

Express

ORIGIN ID: LGBA 310 321-5555
JANET K. HARRIS, CLERK OF COURT
BANKRUPTCY COURT HOUSE
1100 LAUREL STREET
COLUMBIA, SC 29201
UNITED STATES US

SHIP DATE: 17APR12
ACTWGT: 1.0 LB 14.00 OZ
CRD: 462272/CAFEZ511

BILL SENDER

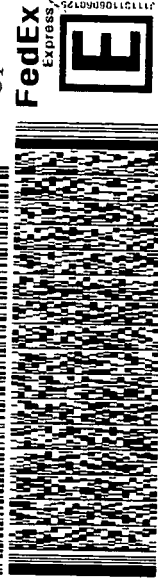
10 THE CLIFFS CLUB & HOSPITALITY, INC.
CLAIMS PROCESSING/ BMC GROUP, INC
18675 EAST LAKE DRIVE
RECEIVED

CHANHASSEN MN 55317
(310) 321-5556

AUG 10 2012

REF: CLIFFS CLAIMS

BMC GROUP



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STANDARD OVERNIGHT

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55317
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The Wi

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