

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA**

**In re:**

**The Cliffs Club & Hospitality Group, Inc., *d/b/a*  
The Cliffs Golf & Country Club,**

**Debtor.**

**CHAPTER 11**

**Case No. 12-01220**

**Jointly Administered<sup>1</sup>**

**SCHEDULES OF ASSETS AND LIABILITIES**

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<sup>1</sup> The jointly administered Debtors, followed by the last four digits of their respective taxpayer identification numbers and Chapter 11 case numbers, are as follows: The Cliffs Club & Hospitality Group, Inc. (6338) (12-01220); CCHG Holdings, Inc. (1356) (12-01223); The Cliffs at Mountain Park Golf & Country Club, LLC (2842) (12-01225); The Cliffs at Keowee Vineyards Golf & Country Club, LLC (5319) (12-01226); The Cliffs at Walnut Cove Golf & Country Club, LLC (9879) (12-01227); The Cliffs at Keowee Falls Golf & Country Club, LLC (3230) (12-01229); The Cliffs at Keowee Springs Golf & Country Club, LLC (2898) (12-01230); The Cliffs at High Carolina Golf & Country Club, LLC (4293) (12-01231); The Cliffs at Glassy Golf & Country Club, LLC (6559) (12-01234); The Cliffs Valley Golf & Country Club, LLC (6486) (12-01236); Cliffs Club & Hospitality Service Company, LLC (9665) (12-01237).

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA

**In re:**

**The Cliffs Club & Hospitality Group, Inc., et  
al.,<sup>1</sup> d/b/a The Cliffs Golf & Country Club,**

**Debtors.**

**CHAPTER 11**

**Case No. 12-01220**

**Jointly Administered**

**GLOBAL NOTES TO DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES  
AND STATEMENTS OF FINANCIAL AFFAIRS**

The Cliffs Club & Hospitality Group, Inc. and its affiliated debtors in the above-captioned Chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), submit their Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "SOFAs") pursuant to 11 U.S.C. § 521, Rule 1007 of the Federal Rules of Bankruptcy Procedure, and Order of this Court dated March 5, 2012 (Docket Entry No. 97).

1. These global notes (the "Global Notes") regarding the Debtors' Schedules and SOFAs comprise an integral part of the Schedules and SOFAs filed by the Debtors, and should be referenced in connection with any review of the Schedules and SOFAs.

2. The Schedules and SOFAs prepared by the Debtors are unaudited, and were prepared to reflect as near as possible the financial condition of the Debtors as of February 28, 2012, the date of commencement of the Debtors' chapter 11 cases (the "Petition Date"). Although the Debtors' management made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on information that was available to them at the time of preparation, inadvertent errors or omissions may

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exist, and subsequent information or discovery may result in material changes to the Schedules and SOFAs, including, but not limited to, the discovery of prepetition invoices that were not available (or that the Debtors had not yet received) at the time the Schedules and SOFAs were prepared. Accordingly, the Schedules and SOFAs remain subject to further review and verification by the Debtors, and the Debtors reserve the right to amend the Schedules and SOFAs from time-to-time as may be necessary or appropriate. Nothing contained in the Schedules and SOFAs shall constitute, or be deemed, a waiver of any rights, claims or defenses of the Debtors against any third party, or with respect to any aspect of these chapter 11 cases or any related litigation or arbitration. Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, nothing contained in the Schedules and SOFAs is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtors, or as a waiver of the Debtors' rights to dispute any claim or assert any cause of action or defense against any party, and the Debtors reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

3. The Schedules and SOFAs do not purport to represent financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles. The preparation of the Schedules and SOFAs required the Debtors to make estimates and assumptions with respect to the reported amounts of assets and liabilities, as well as the amount of contingent assets and contingent liabilities. Actual results could differ from the Debtors' estimates.

4. Any failure to designate a claim on the Debtors' Schedules and/or SOFAs as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such claim is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules and SOFAs as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as "disputed," "contingent" or "unliquidated" by filing and serving an appropriate amendment. The Debtors reserve the right to amend their Schedules and/or SOFAs as necessary and/or appropriate.

5. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Schedules and SOFAs. For this reason, amounts ultimately realized may vary from net book value, and such variances may be material. In addition, the amounts shown for total liabilities exclude any items identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and SOFAs. The Debtors reserve the right to amend or adjust the value of any asset or liability set forth in the Debtors' Schedules and SOFAs.

6. Despite reasonable efforts, the Debtors may not have identified and/or set forth all causes of action against third parties in their Schedules and SOFAs. The Debtors reserve any and all rights with respect to any causes of action they may have, and neither

these Global Notes nor the Schedules and SOFAs shall be deemed a waiver of any such causes of action, nor may they be used in any litigation in these, or related to these, chapter 11 cases.

7. Information requested by the Schedules and SOFAs requires the Debtors to make judgments regarding the appropriate category in which information should be presented or how certain parties, claims or other data should be labeled. The Debtors' decisions regarding the category or label to use is based on the best information available as of the filing of these Schedules and SOFAs within the time constraints imposed by the Bankruptcy Code, Bankruptcy Rules and order of the Bankruptcy Court. The Debtors may have also made judgments to exclude certain immaterial assets and liabilities. The Debtors reserve the right to modify, change, supplement or delete any information in the Schedules and SOFAs by amendment, including to the extent some information currently presented should be moved to a different category or labeled in a different way.

8. These Global Notes are in addition to any specific notes set forth in the Schedules, SOFAs and/or herein. The fact that the Debtors may have prepared a specific note with respect to any of the Schedules and SOFAs and not to others should not be interpreted in any way, and specifically should not be interpreted as a decision by the Debtors to exclude the applicability of any Global Note to any of the Debtors' Schedules and SOFAs.

9. All totals that are included in the Schedules and SOFAs represent totals of the liquidated amounts for the individual schedule and/or SOFA entry for which they are listed. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total. The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.

10. Potential deferred and/or unaccrued taxes have not been included in the Schedules and SOFAs to the extent the Debtors did not have sufficient information to include at the time of preparation of the Schedules and SOFAs.

11. The Debtors have reported the value of their inventory on a book basis. Where applicable, inventory is presented without consideration for any potential warehousemen's or similar liens.

12. Although the Debtors may have scheduled claims of various creditors as secured claims on Schedule D, except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the secured nature or the validity of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens of any nature is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their rights to challenge such liens and the underlying claims on any ground

whatsoever, except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court. Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and SOFAs shall be deemed a modification or interpretation of the terms of any such agreements.

13. The Debtors reserve the right to dispute or challenge whether creditors listed on Schedule E are entitled to priority claims. Schedule E does not include (a) priority employee claims that were paid pursuant to the *Order Authorizing, but not Directing, the Debtors to: (i) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation and Costs, and (ii) For Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations* dated March 5, 2012 [Docket Entry No. 90]; or (b) claims of taxing authorities that were paid pursuant to the *Order Authorizing the Payment of Prepetition Trust Fund Taxes in the Ordinary Course of Business* dated March 5, 2012 [Docket Entry No. 92]. Also, the Debtors have omitted from their responses to SOFA question #3b payments made to employees within 90 days of the Petition Date.

14. The liabilities identified in Schedule F are derived from the Debtors' books and records. The Debtors have made a reasonable attempt to set forth their unsecured obligations, although the actual amount of claims against the Debtors may vary from those liabilities represented on Schedule F. The listed liabilities may not reflect the correct amount of any unsecured creditor's allowed claim or the correct amount of all unsecured claims. Parties in interest should not anticipate that the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs will reflect their ultimate recoveries in these cases. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financials that the Debtors believe to be reasonable, actual liabilities and assets may deviate from the Schedules and SOFAs due to certain events that occur throughout the duration of these chapter 11 cases and upon the potential discovery of additional information.

15. The claims listed on Schedule F arose or were incurred on various dates. The Debtors do not list a date for each claim listed on Schedule F because such efforts would be unduly burdensome or cost prohibitive.

16. In certain instances, the Debtors may be co-obligors with respect to scheduled claims or contracts, and no claims or contracts set forth on Schedules D, E, F or G are intended to acknowledge claims or contracts of creditors that are otherwise satisfied or discharged by other entities.

17. The descriptions provided in Schedules D, E, F or G are intended only to be a summary. Nothing in the Global Notes or the Schedules and SOFAs shall be deemed to be a modification or interpretation of the terms of any such agreements. The claims of individual creditors for, among other things, merchandise, goods, or services

are listed at the amounts listed on the Debtors' books and records and may not reflect credits or allowances due from such creditor. The Debtors reserve all of their rights respecting such credits or allowances.

18. Certain prepetition fixed, liquidated and undisputed unsecured claims owing as of the Petition Date were paid in accordance with certain first-day orders before the date of the filing of the Schedules and SOFAs. As such, certain Schedules may exclude amounts that were payable as of the Petition Date or liabilities that have been or are expected to be paid pursuant to Court order.

19. For a very small group of potential general unsecured claimants, the Debtors' books and records contain incomplete information regarding the identification and addresses of certain claimants that may be listed in Schedule F. The information in the Debtors' books and records, though incomplete, is listed on Exhibit A hereto. The Debtors will continue in their reasonable efforts to locate the missing information and thereafter determine if it is appropriate to supplement their Schedules and/or SOFAs.

20. The dollar amounts listed in Schedule F may be exclusive of contingent and unliquidated amounts. All parties to executory contracts and unexpired leases, including those listed on Schedule G, are holders of contingent and unliquidated unsecured claims arising from (i) obligations under those executory contracts and unexpired leases and/or (ii) rejection damages in the event that any such executory contracts and unexpired leases are rejected. Not all such claims are included on Schedule F.

21. The Debtors' businesses are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding the Debtors' executory contracts and unexpired leases, inadvertent errors, omissions, or over-inclusions may have occurred. Listing a contract, lease or agreement on Schedule G does not constitute an admission that such contract, lease or agreement is an executory contract or unexpired lease or that such contract, lease or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors reserve all of their rights to dispute the validity, effectiveness, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G (including, but not limited to, whether any lease is a true lease or financing arrangement) and to amend or supplement Schedule G as necessary.

22. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments, and agreements which may not be listed therein. Where the Debtors may be party to an agreement that has expired by its terms, but where all parties thereto continue to operate under the agreement, out of an abundance of caution the Debtors may have listed such agreement on Schedule G. The Debtors' inclusion of such contracts or agreements on Schedule G is not an admission that any such contract or agreement is an executory contract or unexpired lease.

23. The Debtors are in possession of certain property and equipment necessary for the continued operations of the Debtors' businesses, which property and equipment may be the subject of leases, contracts or agreements entered into by non-debtor affiliates of the Debtors. Accordingly, such leases, contracts or agreements may not be listed on Schedule G, but they are reflected on Exhibit B hereto. Exhibit B further reflects certain agreements that are important to the Debtors' operations, which agreements may have been entered into by non-debtor affiliates of the Debtors. Omission of any such lease, contract or agreement from Schedule G does not constitute an admission that the Debtors do not have any interest in any such omitted lease, contract or agreement, or in the property or equipment that is the subject thereof.

24. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations may not be set forth separately on Schedule G. Nothing in Schedule G shall operate as a bar to the Debtors' right to treat such agreements as severable. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as easements, rights of way, subordination agreements, nondisturbance agreements, supplemental agreements, amendments, letter agreements, title agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Schedule G may not include certain stand alone purchase orders for goods or equipment or nondisclosure agreements.

25. Omission of a contract, lease or agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by any such omission.

26. Schedule G includes the membership agreements entered into between the Debtors and the members of the Debtors' clubs. Schedule G for each particular Debtor reflects the members who have designated that particular Debtor as the member's "home club;" however, any such member may have entered into additional membership agreements with one or more of the affiliated Debtors, which additional membership agreements may not be separately identified.

27. For a very small group of resigned members of the Debtors' clubs, the Debtors' books and records contain incomplete information regarding the identification and addresses of such resigned members who may be listed in Schedule G. The information in the Debtors' books and records, though incomplete, is listed on Exhibit A hereto. The Debtors will continue in their reasonable efforts to locate the missing information and thereafter determine if it is appropriate to supplement their Schedules and/or SOFAs.

28. Schedule A for The Cliffs at High Carolina Golf & Country Club, LLC reflects the net book value of that Debtor's interest in real property, as shown in the

Debtor's books and records; however, the Debtors note that the subject real property is owned by a third party.

29. The responses to SOFA questions #17a, 17b, and 17c were made to the best of each Debtor's knowledge and by reviewing documents contained in each Debtor's files. Each Debtor's answers to these questions do not take into account or reflect, as to that particular Debtor's facilities and assets, information from any time period before that Debtor's acquisition of such facilities and assets.

30. Except as may be otherwise indicated in the SOFAs or the Schedules, the Debtors have included payments made during the one-year period preceding the Petition Date to persons deemed an "insider," as that term is defined in section 101(31) of the Bankruptcy Code. The Debtors do not take any position with respect to (a) any such person's influence over the control of the Debtors, (b) the management responsibilities or functions of any such person, (c) the decision-making or corporate authority of any such person, or (d) whether any such person could successfully argue that he or she is not an "insider" under applicable law.

31. The Debtors specifically reserve the right to amend, modify, supplement, correct, change, or alter any part of their Schedules, SOFAs and Global Notes as and to the extent necessary and as they deem appropriate.

*[signature follows]*



This 30th day of March, 2012.



David McAda, Controller

and

/s/ Däna Wilkinson

Däna Wilkinson  
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s/ J. Michael Levengood

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*Counsel for the Debtors and Debtors in Possession*

**EXHIBIT A**

<b>Debtor</b>	<b>Last Name</b>	<b>First Name</b>	<b>Address</b>	<b>Schedule</b>	<b>Claim</b>
The Cliffs at Keowee Falls Golf & Country Club, LLC	Armstrong	[No First name Listed]	[Address Not Available]	F	\$50,000.00
The Cliffs at Keowee Falls Golf & Country Club, LLC	Bohannon - Builder		[Address Not Available]	F	\$500.00
The Cliffs at Glassy Golf & Country Club, LLC	Chen See	Anne Marie	[Address Not Available]	F	Unknown
The Cliffs Club & Hospitality Group, Inc.	Crain	Kritain	[Address Not Available]	F	Unknown
The Cliffs Club & Hospitality Group, Inc.	David Cox and Regina Cox		[Address Not Available]	G	N/A
The Cliffs at Walnut Cove Golf & Country Club, LLC	DCS2		[Address Not Available]	F	\$10,000.00
The Cliffs at Glassy Golf & Country Club, LLC	Eberly	Arthur	[Address Not Available]	F	\$6.75
The Cliffs at Keowee Falls Golf & Country Club, LLC	Fish-RE		[Address Not Available]	F	\$500.00
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	Flandry	Robert	[Address Not Available]	G	N/A
The Cliffs Club & Hospitality Group, Inc.	Goldsmith	Mason	[Address Not Available]	F	\$1,000.00
The Cliffs Club & Hospitality Group, Inc.	Hallman	Diane	[Address Not Available]	F	Unknown
The Cliffs at Glassy Golf & Country Club, LLC	Johnson	[No First name Listed]	[Address Not Available]	F	\$35,000.00
The Cliffs at Keowee Springs Golf & Country Club, LLC	Johnson	[No First name Listed]	[Address Not Available]	F	\$80,000.00
The Cliffs at Keowee Springs Golf & Country Club, LLC	Johnson	[No First name Listed]	[Address Not Available]	G	N/A
The Cliffs at Glassy Golf & Country Club, LLC	Keuper	Penelope	[Address Not Available]	F	\$14,000.00
The Cliffs at Walnut Cove Golf & Country Club, LLC	Land of WNC, LLC		[Address Not Available]	F	Unknown

The Cliffs Valley Golf & Country Club, LLC	Logan	Anne	[Address Not Available]	F	\$10,000.00
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	Lutot	Wendy	[Address Not Available]	F	\$10,000.00
The Cliffs at Glassy Golf & Country Club, LLC	Mainous	Carolyn	[Address Not Available]	G	N/A
The Cliffs at Walnut Cove Golf & Country Club, LLC	Mayfair Prop (Tyner)		[Address Not Available]	F	\$500.00
The Cliffs at Walnut Cove Golf & Country Club, LLC	McDonald – Builder		[Address Not Available]	F	\$500.00
The Cliffs at Glassy Golf & Country Club, LLC	McLain	Mark	[Address Not Available]	F	Unknown
The Cliffs Club & Hospitality Group, Inc.	McLain	Mary	[Address Not Available]	F	Unknown
The Cliffs at Walnut Cove Golf & Country Club, LLC	Meadow Development		[Address Not Available]	F	\$25,000.00
The Cliffs at Walnut Cove Golf & Country Club, LLC	Mtn Properties		[Address Not Available]	F	\$10,000.00
The Cliffs at Keowee Springs Golf & Country Club, LLC	O'Brian & Robinson		[Address Not Available]	F	\$35,000.00
Cliffs Club & Hospitality Service Company, LLC	Progress Energy Carolinas, Inc		[Address Not Available]	F	\$3,951.91
The Cliffs at Keowee Springs Golf & Country Club, LLC	Robertson	[No First name Listed]	[Address Not Available]	F	\$35,000.00
The Cliffs at Keowee Springs Golf & Country Club, LLC	Rogers	[No First name Listed]	[Address Not Available]	F	\$35,000.00
The Cliffs at Glassy Golf & Country Club, LLC	Sanders	Jim	[Address Not Available]	F	\$15,000.00
The Cliffs at Walnut Cove Golf & Country Club, LLC	SFT LLC		[Address Not Available]	F	\$10,000.00
The Cliffs Valley Golf & Country Club, LLC	Stall	Elizabeth	[Address Not Available]	F	\$12,500.00
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	Steele	Jim	[Address Not Available]	F	\$75,000.00

The Cliffs at Glassy Golf & Country Club, LLC	Talley	Michael	[Address Not Available]	F	\$27,500.00
The Cliffs Valley Golf & Country Club, LLC	Talley	Michael	[Address Not Available]	F	\$17,000.00
The Cliffs Valley Golf & Country Club, LLC	Vassoc		[Address Not Available]	F	\$15,000.00
The Cliffs at Keowee Vineyards Golf & Country Club, LLC	Wenger	William	Address not Available	F	\$35,000.00

**EXHIBIT B**

<b>Vendor</b>	<b>Acct Number</b>	<b>Description</b>
Agricredit Acceptance, LLC	101-0343652-000	Glassy Fleet
Agricredit Acceptance, LLC	101-0348102-000	Lease of Beverage Car
Agricredit Acceptance, LLC	101-0363435-000	Valley Golf Cart Fleet
Agricredit Acceptance, LLC	101-0366530-000	Falls Golf Cart Fleet
Billtrust	CLIFFSCOMMUNITIES	Billing Contract
CWI Benefits	n/a	Health Insurance
Ecolab Inc.	16014623	Glassy Dishwasher
Ecolab Inc.	18040283, 18040853	Keowee Vineyards Dishwasher
Fazio Golf Designers, Inc.	n/a	Design Agreement
Fidelity 401K	Plan Number 28403	401K / Insurance
Freeman Gas	various	Propane Pricing Agreement
Gary Player Inc. (Design)	n/a	Design Agreement
Gary Player Inc. Tournament	n/a	Tournament Agreement
IRFS-Club Car	111-0230463-012	Springs Golf Cart Fleet
IRFS-Club Car	111-0230463-010	Springs Utility Cart
IRFS-Club Car	111-0230463-011	Walnut Cove Golf Fleet
IRFS-Club Car	111-0230463-009	Vineyards Golf Fleet
Nicklaus Design, LLC	n/a	Design Agreement
PNC National City Golf Finance	122225000	Vineyards and Glassy Golf Maintenance Equipment
PNC_National City Golf Finance	123037000	Vineyards and Glassy Golf Maintenance Equipment
Schindler Elevator Corporation	5000145626 (for Corp I)	Valley Elevator
Smith Turf & Irrigation Co.	44582	Toro Equipment
Tiger Woods Design, Inc.	n/a	Design Agreement

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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF SOUTH CAROLINA**

In re The Cliffs Club & Hospitality Group, Inc.,

Debtor

Case No. 12-01220Chapter 11**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1			
B - Personal Property	Yes	6	\$1,526.60 PLUS UNKNOWN		
C - Property Claimed As Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$75,627,358.63 UNKNOWN	
E - Creditors Holding Unsecured Priority Claims	Yes	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$3,000.00 UNKNOWN	
G - Executory Contracts and Unexpired Leases	Yes	5			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
Total Number of Sheets In ALL Schedules		24			
		Total Assets	\$1,526.60 PLUS UNKNOWN		
			Total Liabilities	\$75,630,358.63 PLUS UNKNOWN	

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an 'H', 'W', 'J', or 'C' in the column labeled 'Husband, Wife, Joint or Community.' If the debtor holds no interest in real property, write 'None' under 'Description and Location of Property.'

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write 'None' in the column labeled 'Amount of Secured Claim.'

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	AMOUNT OF SECURED CLAIM
		CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
None			

Sheet no. 1 of 1 sheets attached to Schedule of Real Property

Total   
(Use only on the last page of the completed Schedule A)  
(Report total also on Summary of Schedules)

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	HUSBAND, WIFE, JOINT OR COMMUNITY
	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
DESCRIPTION AND LOCATION OF PROPERTY		
01 CASH ON HAND.	<input checked="" type="checkbox"/>	
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input checked="" type="checkbox"/>	
03 SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	<input checked="" type="checkbox"/>	
04 HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	<input checked="" type="checkbox"/>	



In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE  DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY  CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
05 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	<input checked="" type="checkbox"/>	
06 WEARING APPAREL.	<input checked="" type="checkbox"/>	
07 FURS AND JEWELRY.	<input checked="" type="checkbox"/>	
08 FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	<input checked="" type="checkbox"/>	
09 INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	<input checked="" type="checkbox"/>	
10 ANNUITIES. ITEMIZE AND NAME EACH INSURER.	<input checked="" type="checkbox"/>	
11 INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(B)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(B)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(C).)	<input checked="" type="checkbox"/>	

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE <input type="checkbox"/>  DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY  <input type="checkbox"/>  CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12 INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	<input checked="" type="checkbox"/>	
13 STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	<input type="checkbox"/> 100% EQUITY HOLDER / SOLE MEMBER OF THE CLIFFS AT MOUNTAIN PARK GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT KEOWEE VINEYARDS GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT KEOWEE FALLS GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT KEOWEE SPRINGS GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT HIGH CAROLINA GOLF & COUNTRY CLUB, LLC; THE CLIFFS AT GLASSY GOLF & COUNTRY CLUB, LLC; THE CLIFFS VALLEY GOLF & COUNTRY CLUB, LLC; AND CLIFFS CLUB & HOSPITALITY SERVICE COMPANY, LLC.	UNKNOWN
14 INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	<input checked="" type="checkbox"/>	
15 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input checked="" type="checkbox"/>	
16 ACCOUNTS RECEIVABLE.	<input checked="" type="checkbox"/>	
17 ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE  DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY  CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18 OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDE TAX REFUNDS. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
19 EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	<input checked="" type="checkbox"/>	
20 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	<input checked="" type="checkbox"/>	
21 OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	<input checked="" type="checkbox"/>	
22 PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
23 LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE  DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY  CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24 CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	<input checked="" type="checkbox"/>	
25 AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	<input checked="" type="checkbox"/>	
26 BOATS, MOTORS, AND ACCESSORIES.	<input checked="" type="checkbox"/>	
27 AIRCRAFT AND ACCESSORIES.	<input checked="" type="checkbox"/>	
28 OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	<input type="checkbox"/> OFFICE FURNITURE, DINING FACILITIES, GOLF CLUB AND WELLNESS CENTER EQUIPMENT	\$1,526.60
29 MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	<input checked="" type="checkbox"/>	
30 INVENTORY.	<input checked="" type="checkbox"/>	
31 ANIMALS.	<input checked="" type="checkbox"/>	

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
**(Continuation Sheet)**

TYPE OF PROPERTY	NONE  DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY  CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
32 CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
33 FARMING EQUIPMENT AND IMPLEMENTS.	<input checked="" type="checkbox"/>	
34 FARM SUPPLIES, CHEMICALS, AND FEED.	<input checked="" type="checkbox"/>	
35 OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	<input type="checkbox"/> SEE ATTACHED RIDER B.35., WHICH INCLUDES INTERCOMPANY RECEIVABLES	UNKNOWN

Sheet no. 6 of 6 sheets attached to Schedule of Personal Property

(Use only on the last page of the completed Schedule B)

\$1,526.60 PLUS UNKNOWN
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(Report total also on Summary of Schedules)

In re The Cliffs Club & Hospitality Group, Inc.

Case No. 12-01220

**SCHEDULE B -PERSONAL PROPERTY**  
**Rider B.35 - Other personal property of any kind**

<b>PROPERTY TYPE</b>	<b>DESCRIPTION</b>	<b>BOOK VALUE (FACE AMOUNT)</b>
Intercompany	The Cliffs at Glassy Golf & Country Club, LLC	\$11,648,364.45
Intercompany	The Cliffs Valley Golf & Country Club, LLC	\$14,490,379.79
Intercompany	The Cliffs at Keowee Vineyards Golf & Country Club, LLC	\$12,378,410.11
Intercompany	The Cliffs at Keowee Falls Golf & Country Club, LLC	\$20,210,694.20
Intercompany	The Cliffs at Keowee Springs Golf & Country Club, LLC	\$11,050,353.54
Intercompany	The Cliffs at Walnut Cove Golf & Country Club, LLC	\$16,285,494.15
Intercompany	The Cliffs at Mountain Park Golf & Country Club, LLC	\$15,858,128.93
Intercompany	The Cliffs at High Carolina Golf & Country Club, LLC	\$2,746,427.80
Intercompany	Keowee Marina Group	\$895,097.76
Intercompany	Property Management Group	\$817.76
Intercompany	LaBastide Management Group	\$219,852.33
<b>TOTAL</b>		<b>\$105,784,020.82</b>

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**

Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)

- 11 U.S.C. 522(b)(2)
- 11 U.S.C. 522(b)(3)
- Check if debtor claims a homestead exemption that exceeds \$146,450.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable	Not Applicable		

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT		UNSECURED PORTION, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	UNLIQUIDATED		
			DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
Vendor No: s3899 HELENA CHEMICAL CO PO BOX 198153 ATLANTA, GA 30384-8153		MECHANICS LIEN  Value: Unknown		\$37,743.94	UNKNOWN
Vendor No: s15821 TCF EQUIPMENT FINANCE, INC. PO BOX 77077 MINNEAPOLIS, MN 55480-7777		SECURED LEASE  Value: Unknown		\$58,109.69	UNKNOWN
Vendor No: s15826 VGM FINANCIAL SERVICES 1111 W. SAN MARNAN DRIVE WATERLOO, IA 50701		SECURED LEASE  Value: Unknown		UNKNOWN	UNKNOWN



In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			UNSECURED PORTION, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
		AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL				
Vendor No: s15164 WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111	X	SECURED DEBT SECURED NOTES APRIL 30, 2010 (EXCLUSIVE OF FEES)			\$73,531,505.00	UNKNOWN
Value: Unknown						
Vendor No: s15180 WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111	X	SECURED DEBT BRIDGE LOAN FEBRUARY 21, 2012			\$2,000,000.00	UNKNOWN
Value: Unknown						
Vendor No: s15841 WORTHINGTON HYDE BAKER DONELSON 100 MED TECH PARKWAY SUITE 200 JOHNSON CITY, TN 37604		FORECLOSURE	X	X	X	UNKNOWN
Value: Unknown						
Vendor No: s15842 WP LAW, INC. 217 WHITSETT ST GREENVILLE, SC 29603		FORECLOSURE MECHANICS LIEN	X	X	X	UNKNOWN
Value: Unknown						

Sheet no. 2 of 2 sheets attached to Schedule of Creditors Holding Secured Claims

Total Unsecured	UNKNOWN
Total Secured (Use only on the last page of the completed Schedule D)	\$75,627,358.63 PLUS UNKNOWN

(Report total also on Summary of Schedules)

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

#### TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re **The Cliffs Club & Hospitality Group, Inc.**  
Debtor

Case No. **12-01220**  
(If known)

**Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9)

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

1 continuation sheets attached

\* Amounts are subject to adjustment on April 1, 2013, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re The Cliffs Club & Hospitality Group, Inc.  
 Debtor

Case No. 12-01220  
 (If known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT			AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM		

Total		
-------	--	--

In re **The Cliffs Club & Hospitality Group, Inc.**  
 Debtor

Case No. **12-01220**  
 (If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primary consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
Vendor No. s3902 CHEN SEE, ANNE MARIE [ADDRESS NOT AVAILABLE]		LITIGATION COMMERCIAL SUIT	X	X	X	UNKNOWN
Vendor No. s15126 CLIFFS MANAGEMENT SERVICES 3598 HIGHWAY 11 TRAVELERS REST, SC 29690		INTERCOMPANY (FACE AMOUNT = \$38,916,334.53)				UNKNOWN
Vendor No. s3905 CRAIN, KRITAIN [ADDRESS NOT AVAILABLE]		LITIGATION COMMERCIAL SUIT	X	X	X	UNKNOWN
Vendor No. s3904 CRAIN, THOMAS 66 WILD GINGER ROAD LANDRUM, SC 29356		LITIGATION COMMERCIAL SUIT	X	X	X	UNKNOWN
Vendor No. s15128 ENVIRONMENTAL LEASING 3598 HIGHWAY 11 TRAVELERS REST, SC 29690		INTERCOMPANY (FACE AMOUNT = \$778.31)				UNKNOWN

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
**(Continuation Sheet)**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT				AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED				
			DISPUTED				
Vendor No. s3903 GLAVIN, CONNIE 289 FOGGY CUT LANE LANDRUM, SC 29356		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN
Vendor No. s15021 GOLDSMITH, MASON [ADDRESS NOT AVAILABLE]		MEMBER MEMBER INITIATION DEPOSIT	X				\$1,000.00
Vendor No. s15018 GOLDSMITH, PAUL PO BOX 1827 GREENVILLE, SC 29602		MEMBER MEMBER INITIATION DEPOSIT	X				\$2,000.00
Vendor No. s3906 HALLMAN, DAN 4 PARK GREEN WAY LANDRUM, SC 29356		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN
Vendor No. s3907 HALLMAN, DIANE [ADDRESS NOT AVAILABLE]		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN
Vendor No. s3901 HERB, LEONARD 52 NORTH WINDWARD COURT TAYLORS, SC 29687		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN
Vendor No. s3900 HERTZ EQUIPMENT RENTAL INC. PO BOX 650280 DALLAS, TX 75265-0280		LITIGATION NOTICE OF WORK	X	X	X		UNKNOWN
Vendor No. s3908 MCLAIN, MARK [ADDRESS NOT AVAILABLE]		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN
Vendor No. s3909 MCLAIN, MARY [ADDRESS NOT AVAILABLE]		LITIGATION COMMERCIAL SUIT	X	X	X		UNKNOWN

In re **The Cliffs Club & Hospitality Group, Inc.**  
Debtor

Case No. **12-01220**  
(If known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any time share interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
5761 ALSTON & BIRD, LLP ATTN: RICHARD W. GRICE 1201 WEST PEACHTREE STREET ATLANTA, GA 30309-3424	AGREEMENT
1794 AUTHUR FAMILY TRUST CECIL ARTHUR: 275 BALLGAP ROAD ARDEN, NC 28704	AGREEMENT
1798 BRAD BYLENGA 728 NORTH PLEASANTBURG DRIVE GREENCILLE, SC 29607	AGREEMENT
1692 BRETT KIST 3598 HWY 11 TRAVELERS REST, SC 29690	AGREEMENT EMPLOYMENT CONTRACT
1736 CARL R.RENFRO OR CAROLYN S. RENFRO TRUSTEES AND/OR TRUSTEES OF CARL R. RENFRO AND CAROL S. RENFRO RE 3100 CADET PONCA CITY, OK 74604	AGREEMENT
1763 CCHRB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
1777 CKS 55, LLC 501 SPAULDING LAKE DRIVE GREENVILLE, SC 29615	AGREEMENT
1768 CKS1 S. BEVILLE 501 SPAULDING LAKE DRIVE GREENVILLE, SC 29615	AGREEMENT
1737 CLIFFS INVESTMENT GROUP 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

Case No. 12-01220  
(If known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
1769	DAVID COX AND REGINA COX [ADDRESS NOT AVAILABLE]	AGREEMENT
1739	DAVID COX OR JUDY COX 1651 EARLS BRIDGE ROAD EASLEY, SC 29640	AGREEMENT
1695	DAVID SAWYER 3598 HWY 11 TRAVELERS REST, SC 29690	AGREEMENT EMPLOYMENT CONTRACT
1774	DAVIS & FLLOYD, INC. P.O. BOX 428 GREENWOOD, SC 29648	AGREEMENT
1770	EAST PARKINS MILL LLC 480 EAST PARKINS MILL ROAD GREENVILLE, SC 29607	AGREEMENT
1694	GEOFF CAREY 3598 HWY 11 TRAVELERS REST, SC 29690	AGREEMENT EMPLOYMENT CONTRACT
1740	GEORGE AND BETTY COX 151 BANKS ROAD EASLEY, SC 29640	AGREEMENT
5003	GLOVER, LUCAS 105 ANNA'S PLACE SIMPSONVILLE, SC 29681	AGREEMENT MEMBERSHIP CONTRACT
5005	GOLDSMITH, MASON [ADDRESS NOT AVAILABLE]	AGREEMENT MEMBERSHIP CONTRACT
5002	GOLDSMITH, PAUL PO BOX 1827 GREENVILLE, SC 29602	AGREEMENT MEMBERSHIP CONTRACT
1801	GREG SAAD 183 FARIS CIRCLE GREENVILLE, SC 29605	AGREEMENT
1795	GURLEY PROPERTIES, LLC 380 HOLLY HILL DRIVE MARION, NC 28752	AGREEMENT
5762	K&L GATES LLP ATTN: PATRICK L. RIDINGER 214 NORTH TRYON STREET HEARST TOWER CHARLOTTE, NC 28202	AGREEMENT
5773	KEOWEE INVESTMENT PROPERTIES, LLC 183 FARIS CIRCLE GREENVILLE, SC 29605	AGREEMENT



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**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
1797	KEOWEE INVESTMENT PROPERTIES, LLC 183 FARIS CIRCLE GREENVILLE,, SC 29605	AGREEMENT
5774	LONGVIEW LAND COMPANY, LLC C/O JAMES B. ANTHONY 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
5764	LONGVIEW LAND COMPANY, LLC C/O JAMES B. ANTHONY 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
1789	LSSC, LLC 1414 EAST WASHINGTON STREET GREENVILLE, SC 29607	AGREEMENT
1773	MCKISSICK CAPITAL 208 EAST 1ST AVENUE EASLEY, SC 29640	AGREEMENT
5001	MILLS, JENNIFER 5107 TIMBERVIEW TERRACE ORLANDO, FL 32819	AGREEMENT MEMBERSHIP CONTRACT
5760	NATIONAL BANK OF SOUTH CAROLINA ATTN: ROBYN TAYLOR/BECKY BELL 201 EAST MCBEE AVENUE GREENVILLE, SC 29601	AGREEMENT
1743	RICHARD HUBBLE & MARTIN RITSCH 6598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
1766	ROBINSON FAMILY PARTNERSHIP 20 WEST WILLOW OAK HILTON HEAD, SC 29928	AGREEMENT
1693	SEMAN, STEVE 3598 HWY 11 TRAVELERS REST, SC 29690	AGREEMENT EMPLOYMENT CONTRACT
1776	SEP PROPERTIES 183 FARIS CIRCLE GREENVILLE,, SC 29605	AGREEMENT
5007	SEWELL, DAN 17 THORNBRIAR COURT TRAVELERS REST, SC 29690	AGREEMENT MEMBERSHIP CONTRACT
5006	SPINKS, WHITNEY PO BOX 8624 GREENVILLE, SC 29604	AGREEMENT MEMBERSHIP CONTRACT

In re The Cliffs Club & Hospitality Group, Inc.  
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	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
1761	SRJ TIMBERLANDS 2, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
1764	SRJ TIMBERLANDS 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	AGREEMENT
1744	STEVE OWNINGS 135 S. MAIN STREET GREENVILLE,, SC 29601	AGREEMENT
1796	STRAUS LIMITED FAMILY PARTNERSHIP 8914 CLEWERWALL DRIVE BETHESDA, MD 20817	AGREEMENT
5671	THE CLIFFS COMMUNITIES, INC. 3598 HWY 11, TSC, 29690 TRAVELERS REST, SC 29690	AGREEMENT LICENSE FOR TRADE MARKS
5758	THE CLIFFS COMMUNITIES, INC. CORPORATE HEADQUARTERS TRAVELERS REST, SC 29690	AGREEMENT
5759	THE CLIFFS COMMUNITIES, INC. CORPORATE HEADQUARTERS TRAVELERS REST, SC 29690	AGREEMENT
5775	THE CLIFFS COMMUNITIES, INC. CORPORATE HEADQUARTERS TRAVELERS REST, SC 29690	AGREEMENT
5763	THE CLIFFS COMMUNITIES, INC. CORPORATE HEADQUARTERS TRAVELERS REST, SC 29690	AGREEMENT
1754	TIMBERLANDS, LP PO BOX 1805 GREENVILLE, SC 20602	AGREEMENT
1741	VICTORIA A. ANTHONY-DAVID COX 3101 TABLE ROCK ROAD PICKENS, SC 29671	AGREEMENT
1742	VICTORIA A. ANTHONY-GEORGE COX 3101 TABLE ROCK ROAD PICKENS, SC 29671	AGREEMENT
5004	WARREN, KELLY 19 STEADMAN WAY GREER, SC 29650	AGREEMENT MEMBERSHIP CONTRACT
5765	WATERFALL INVESTMENT GROUP, LLC 3598 HWY 11, TSC, 29690 TRAVELERS REST, SC 29690	AGREEMENT

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

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<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT</b>
1767 WORTHINGTON HYDE 3930 EAST JONES BRIDGE ROAD SUITE 145 NORCROSS, GA 30092	AGREEMENT

In re The Cliffs Club & Hospitality Group, Inc.  
Debtor

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(If known)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
CCHG HOLDINGS, INC. 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
CCHG HOLDINGS, INC. 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
CLIFFS CLUB & HOSPITALITY SERVICE COMPANY, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
CLIFFS CLUB & HOSPITALITY SERVICE COMPANY, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
JAMES B. ANTHONY, AS GUARANTOR 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
JAMES B. ANTHONY, AS GUARANTOR 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111

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Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
THE CLIFFS AT GLASSY GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT GLASSY GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT HIGH CAROLINA GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT HIGH CAROLINA GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT KEOWEE FALLS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT KEOWEE FALLS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111

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Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
THE CLIFFS AT KEOWEE SPRINGS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT KEOWEE SPRINGS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT KEOWEE VINEYARDS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT KEOWEE VINEYARDS GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT MOUNTAIN PARK GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT MOUNTAIN PARK GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111

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Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS AT WALNUT COVE GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS VALLEY GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111
THE CLIFFS VALLEY GOLF & COUNTRY CLUB, LLC 3598 HIGHWAY 11 TRAVELERS REST, SC 29690	WELLS FARGO BANK, NA AS INDENTURE TRUSTEE FOR NOTEHOLDERS C/O DANIEL S. BLECK. ESQ. MINTZ, LEVIN, COHN, FERRIS, GLOVSKY & POPEO, PC ONE FINANCIAL CENTER BOSTON, MA 02111

In re The Cliffs Club & Hospitality Group, Inc., Case No. 12-01220  
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**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION**

I, David McAda, the Controller of The Cliffs Club & Hospitality Group, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 25 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

*(Total shown on summary page plus 1.)*

Date March 30, 2012 Signature David McAda

David McAda  
(print name of individual signing on behalf of debtor)

Controller  
(indicate position or relationship to debtor)