

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court
Eastern District of North Carolina**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Midsouth Golf, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Harbour Pointe Golf Course; DBA Shoreline Golf Course	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 31-1695568	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1105 Barkentine Drive New Bern, NC	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 28560	ZIP Code
County of Residence or of the Principal Place of Business: Craven	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
-------------------------------	---	----------------------------------	----------------------------------	--------------------------------------	---------------------------------------	--	--	---	---------------------------------------

Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
--	--	---	---	---	---	--	---	---	--

Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
--	--	---	---	---	---	--	---	---	--

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Midsouth Golf, LLC
---	---

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
---	--

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition
 (This page must be completed and filed in every case)

Name of Debtor(s):
Midsouth Golf, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
 I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 Signature of Foreign Representative

 Printed Name of Foreign Representative

 Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

 Address

X _____

 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney*

X /s/ Jason L. Hendren / Rebecca F. Redwine
 Signature of Attorney for Debtor(s)

Jason L. Hendren / Rebecca F. Redwine 26869 / 37012
 Printed Name of Attorney for Debtor(s)

Hendren & Malone, PLLC
 Firm Name

4600 Marriott Drive
Suite 150
Raleigh, NC 27612

 Address

Email: jhendren@hendrenmalone.com
(919) 573-1422 Fax: (919) 420-0475

 Telephone Number

December 20, 2013
 Date

 Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Waldo D. Shaw
 Signature of Authorized Individual

Waldo D. Shaw
 Printed Name of Authorized Individual

Manager
 Title of Authorized Individual

December 20, 2013
 Date

 Date

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
Eastern District of North Carolina

In re Midsouth Golf, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, 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).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Fairfield Harbour Property Owners Attn: Gary Shipman 575 Military Cutoff Road, Suite 106 Wilmington, NC 28405	Fairfield Harbour Property Owners Attn: Gary Shipman 575 Military Cutoff Road, Suite 106 Wilmington, NC 28405	two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course		1,450,000.00
Billy Casper Golf, LLC Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182	Billy Casper Golf, LLC Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182	guarantor/indemnif ication obligation		54,674.93
Craven County Tax Collector Attn: Managing Agent 226 Pollock Street New Bern, NC 28560	Craven County Tax Collector Attn: Managing Agent 226 Pollock Street New Bern, NC 28560	property taxes		28,320.66
TriEast Ag Group, Inc. Attn: Managing Agent 1101 Industrial Blvd. Greenville, NC 27834	TriEast Ag Group, Inc. Attn: Managing Agent 1101 Industrial Blvd. Greenville, NC 27834	guarantor/indemnif ication obligation		11,808.50
Regal Chemical Company Attn: Managing Agent P.O. Box 403368 Atlanta, GA 30384	Regal Chemical Company Attn: Managing Agent P.O. Box 403368 Atlanta, GA 30384	guarantor/indemnif ication obligation		9,364.47
VGM Financial Services Attn: Managing Agent 15933 Clayton Road, Suite 20 Ballwin, MO 63011	VGM Financial Services Attn: Managing Agent 15933 Clayton Road, Suite 20 Ballwin, MO 63011	lease obligation		8,242.12
Elliot Enterprises of NC, Inc. Attn: Managing Agent 12380 NC Hwy 55 W. Dover, NC 28526	Elliot Enterprises of NC, Inc. Attn: Managing Agent 12380 NC Hwy 55 W. Dover, NC 28526	guarantor/indemnif ication obligation		6,727.04

B4 (Official Form 4) (12/07) - Cont.

In re **Midsouth Golf, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Cardinal Chemicals, Inc. Attn: Managing Agent 1583 US Hwy 258 S. Kinston, NC 28504	Cardinal Chemicals, Inc. Attn: Managing Agent 1583 US Hwy 258 S. Kinston, NC 28504	guarantor/indemnification obligation		5,332.58
Mallard Oil & LP Gas Co. Attn: Managing Agent 1240 US Hwy 70 E. New Bern, NC 28560	Mallard Oil & LP Gas Co. Attn: Managing Agent 1240 US Hwy 70 E. New Bern, NC 28560	guarantor/indemnification obligation		5,142.75
Ward and Smith, P.A. Attn: Managing Agent P.O. Box 867 New Bern, NC 28563	Ward and Smith, P.A. Attn: Managing Agent P.O. Box 867 New Bern, NC 28563	attorney fees		5,000.00
Pea Creek Mine, LLC Attn: Managing Agent 2242 Sheppard Mill Road Greenville, NC 27834	Pea Creek Mine, LLC Attn: Managing Agent 2242 Sheppard Mill Road Greenville, NC 27834	guarantor/indemnification obligation		3,843.06
Gear For Sports, Inc. Attn: Managing Agent 9700 Commerce Parkway Lenexa, KS 66219	Gear For Sports, Inc. Attn: Managing Agent 9700 Commerce Parkway Lenexa, KS 66219	guarantor/indemnification obligation		3,499.93
BCG Self Insurance Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182	BCG Self Insurance Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182	guarantor/indemnification obligation		3,065.64
US Bank Operations Center Attn: Managing Agent 1200 Energy Park Drive Saint Paul, MN 55108	US Bank Operations Center Attn: Managing Agent 1200 Energy Park Drive Saint Paul, MN 55108	guarantor/indemnification obligation		2,984.93
Taylor Made Golf Company, Inc. Attn: Managing Agent 5545 Fermi Court Carlsbad, CA 92008	Taylor Made Golf Company, Inc. Attn: Managing Agent 5545 Fermi Court Carlsbad, CA 92008	guarantor/indemnification obligation		2,782.55
Century Link Attn: Managing Agent P.O. Box 4300 Carol Stream, IL 60197	Century Link Attn: Managing Agent P.O. Box 4300 Carol Stream, IL 60197	guarantor/indemnification obligation		2,569.42
Larnish Larsen, Inc. Attn: Managing Agent 8300 Boone Blvd., Suite 380 Vienna, VA 22182	Larnish Larsen, Inc. Attn: Managing Agent 8300 Boone Blvd., Suite 380 Vienna, VA 22182	guarantor/indemnification obligation		2,455.00
EZLinks Golf Attn: Managing Agent 401 South LaSalle Street Chicago, IL 60605	EZLinks Golf Attn: Managing Agent 401 South LaSalle Street Chicago, IL 60605	guarantor/indemnification obligation		2,250.00

B4 (Official Form 4) (12/07) - Cont.

In re **Midsouth Golf, LLC**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Carefirst BCBS Attn: Managing Agent 10455 Mill Run Circle Owings Mills, MD 21117	Carefirst BCBS Attn: Managing Agent 10455 Mill Run Circle Owings Mills, MD 21117	guarantor/indemnification obligation		2,150.16
Wilson Attn: Managing Agent 8750 W. Bryn Mawr Avenue Chicago, IL 60631	Wilson Attn: Managing Agent 8750 W. Bryn Mawr Avenue Chicago, IL 60631	guarantor/indemnification obligation		2,058.54

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **December 20, 2013**Signature **/s/ Waldo D. Shaw**
Waldo D. Shaw
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B 6 Summary (Official Form 6 - Summary) (12/13)

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **Midsouth Golf, LLC**

Debtor

Case No. _____

Chapter **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 of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also 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	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	5,719,027.00		
B - Personal Property	Yes	3	523,431.22		
C - Property Claimed as Exempt	Yes	3			
D - Creditors Holding Secured Claims	Yes	2		5,352,438.34	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		28,320.66	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	12		1,599,433.86	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		25			
Total Assets			6,242,458.22		
Total Liabilities				6,980,192.86	

B 6 Summary (Official Form 6 - Summary) (12/13)

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **Midsouth Golf, LLC**,
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 12)	
Average Expenses (from Schedule J, Line 22)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Midsouth Golf, LLC, Debtor Case No. _____

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 cotenant, 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, both, or the marital community 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 an 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	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course (tax value shown)	Fee simple	-	5,719,027.00	5,352,438.34

Sub-Total > **5,719,027.00** (Total of this page)
 Total > **5,719,027.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Midsouth Golf, LLC

Case No. _____

Debtor

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, both, or the marital community 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	N O N E	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
1. Cash on hand		cash	-	0.00
2. 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.		Wells Fargo Checking Account #7119	-	21,211.22
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.		Golf Shop (tv, twenty-eight (28) tables, chairs, bar stools, merchandising fixtures, two desks, office chairs, and three filing cabinets)	-	3,725.00
		Kitchen (gas flat top grill, two bin fryer, refrigerated sandwich station, commercial refrigerator, commercial freezer, sink, ice maker)	-	3,250.00
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
			Sub-Total >	28,186.22
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	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
10. Annuities. Itemize and name each issuer.	X			
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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Midsouth Golf, LLC

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	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
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.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		ABC license	-	0.00
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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		See attached Exhibit "A" (insured value shown)	-	495,245.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	495,245.00
(Total of this page)	
Total >	523,431.22

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

Rev. 12/2009

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA

IN THE MATTER OF:
Midsouth Golf, LLC
Debtor(s).

CASE NUMBER:

SCHEDULE C-1 - PROPERTY CLAIMED AS EXEMPT

I, **Waldo D. Shaw**, claim the following property as exempt pursuant to 11 U.S.C. § 522 and the laws of the State of North Carolina, and nonbankruptcy Federal law: **(Attach additional sheets if necessary)**.

1. NCGS 1C-1601(a)(1) (NC Const., Article X, Section 2) REAL OR PERSONAL PROPERTY USED AS A RESIDENCE OR BURIAL PLOT (The exemption is not to exceed \$35,000; however, an unmarried debtor who is 65 years of age or older is entitled to retain an aggregate interest in the property not to exceed \$60,000 in value so long as the property was previously owned by the debtor as a tenant by the entireties or as a joint tenant with rights of survivorship and the former co-owner of the property is deceased, in which case the debtor must specify his/her age and the name of the former co-owner, if a child use initials only, of the property below).

Description of Property and Address	Market Value	Owner (H)Husband (W)Wife (J)Joint	Mortgage Holder or Lien Holder	Amount of Mortgage or Lien	Net Value	Value Claimed as Exempt Pursuant to NCGS 1C-1601(a)(1)
-NONE-						

Debtor's Age: _____
Name of former co-owner: _____

VALUE OF REAL ESTATE CLAIMED AS EXEMPT PURSUANT TO NCGS 1C-1601(a)(1): \$ 0.00

2. NCGS 1C-1601(a)(3) MOTOR VEHICLE (The exemption in one vehicle is not to exceed \$3,500).

Model, Year Style of Auto	Market Value	Owner (H)Husband (W)Wife (J)Joint	Lien Holder	Amount of Lien	Net Value	Value Claimed as Exempt Pursuant to NCGS 1C-1601(a)(3)
-NONE-						

VALUE OF MOTOR VEHICLE CLAIMED AS EXEMPT PURSUANT TO NCGS 1C-1601(a)(3): \$ 0.00

3. NCGS 1C-1601(a)(4) (NC Const., Article X, Section 1) PERSONAL OR HOUSEHOLD GOODS (The debtor's aggregate interest is not to exceed \$5,000 plus \$1,000 for each dependent of the debtor, not to exceed \$4,000 total for dependents). The number of dependents for exemption purposes is 0.

Description of Property	Market Value	Owner (H)Husband (W)Wife (J)Joint	Lien Holder	Amount of Lien	Net Value	Claimed as Exempt Pursuant to NCGS 1C-1601(a)(4)
-NONE-						

VALUE CLAIMED AS EXEMPT PURSUANT TO NCGS 1C-1601(a)(4): \$ 0.00

4. NCGS 1C-1601(a)(5) TOOLS OF TRADE (The debtor's aggregate interest is not to exceed \$2,000 in value).

Description	Market Value	Owner (H)Husband (W)Wife (J)Joint	Lien Holder	Amount of Lien	Net Value	Value Claimed as Exempt Pursuant to NCGS 1C-1601(a)(5)
-NONE-						

VALUE CLAIMED AS EXEMPT PURSUANT TO NCGS 1C-1601(a)(5): \$ 0.00

5. NCGS 1C-1601(a)(6) LIFE INSURANCE (NC Const., Article X, Section 5).

Description\Insured\Last Four Digits of Policy Number\Beneficiary(if child, initials only)	Cash Value
-NONE-	

6. NCGS 1C-1601(a)(7) PROFESSIONALLY PRESCRIBED HEALTH AIDS (For Debtor or Debtor's Dependents, no limit on value).

Description
-NONE-

7. NCGS 1C-1601(a)(8) COMPENSATION FOR PERSONAL INJURY, INCLUDING COMPENSATION FROM PRIVATE DISABILITY POLICIES OR ANNUITIES, OR COMPENSATION FOR DEATH OF A PERSON UPON WHOM THE DEBTOR WAS DEPENDENT FOR SUPPORT. COMPENSATION NOT EXEMPT FROM RELATED LEGAL, HEALTH OR FUNERAL EXPENSE.

Description AND Source of Compensation, Including Name (If child, initials only) & Last Four Digits of Account Number of any Disability Policy/Annuity
-NONE-

8. NCGS 1C-1601(a)(2) ANY PROPERTY (Debtor's aggregate interest in any property is not to exceed \$5,000 in value of any unused exemption amount to which the debtor is entitled under NCGS 1C-1601(a)(1)).

Description of Property and Address	Market Value	Owner (H)Husband (W)Wife (J)Joint	Lien Holder	Amount of Lien	Net Value	Value Claimed as Exempt Pursuant to NCGS 1C-1601(a)(2)
-NONE-						

VALUE CLAIMED AS EXEMPT PURSUANT TO NCGS 1C-1601(a)(2): \$ 0.00

9. NCGS 1C-1601(a)(9) and 11 U.S.C. § 522 INDIVIDUAL RETIREMENT PLANS & RETIREMENT FUNDS, as defined in the Internal Revenue Code, and any plan treated in the same manner as an individual retirement plan, including individual retirement accounts and Roth retirement accounts as described in §§ 408(a) and 408A of the Internal Revenue Code, individual retirement annuities as described in § 408(b) of the Internal Revenue Code, accounts established as part of a trust described in § 408(c) of the Internal Revenue Code, and funds in an account exempt from taxation under § 401, 403, 408, 408A, 414, 457, or 510(a) of the Internal Revenue Code. For purposes of this subdivision, "Internal Revenue Code" means Code as defined in G.S. 105-228.90.

Type of Account\Location of Account\Last Four Digits of Account Number
-NONE-

10. NCGS 1C-1601(a)(10) FUNDS IN A COLLEGE SAVINGS PLAN, as qualified under § 529 of the Internal Revenue Code, and that are not otherwise excluded from the estate pursuant to 11 U.S.C. §§ 541(b)(5)-(6), (e), not to exceed a cumulative limit of \$25,000. If funds were placed in a college savings plan within the 12 months prior to filing, the contributions must have been made in the ordinary course of the debtor's financial affairs and must have been consistent with the debtor's past pattern of contributions. The exemption applies to funds for a child of the debtor that will actually be used for the child's college or university expenses.

College Savings Plan\Last Four Digits of Account Number\Value\Initials of Child Beneficiary
-NONE-

11. NCGS 1C-1601(a)(11) RETIREMENT BENEFITS UNDER THE RETIREMENT PLANS OF OTHER STATES AND GOVERNMENTAL UNITS OF OTHER STATES (The debtor's interest is exempt only to the extent that these benefits are exempt under the laws of the state or governmental unit under which the benefit plan is established).

Name of Retirement Plan\State Governmental Unit\Last Four Digits of Identifying Number
-NONE-

12. NCGS 1C-1601(a)(12) ALIMONY, SUPPORT, SEPARATE MAINTENANCE, AND CHILD SUPPORT PAYMENTS OR FUNDS THAT HAVE BEEN RECEIVED OR TO WHICH THE DEBTOR IS ENTITLED (The debtor's interest is exempt to the extent the payments or funds are reasonably necessary for the support of the debtor or any dependent of the debtor).

Type of Support\Amount\Location of Funds
-NONE-

13. TENANCY BY THE ENTIRETY. The following property is claimed as exempt pursuant to 11 U.S.C. § 522 and the law of the State of North Carolina pertaining to property held as tenants by the entirety.

Description of Property and Address	Market Value	Lien Holder	Amount of Lien	Net Value
-NONE-				

VALUE CLAIMED AS EXEMPT: \$ 0.00

14. NORTH CAROLINA PENSION FUND EXEMPTIONS

-NONE-	
--------	--

15. OTHER EXEMPTIONS CLAIMED UNDER LAWS OF THE STATE OF NORTH CAROLINA

-NONE-	
--------	--

16. FEDERAL PENSION FUND EXEMPTIONS

-NONE-	
--------	--

17. OTHER EXEMPTIONS CLAIMED UNDER NONBANKRUPTCY FEDERAL LAW

-NONE-	
--------	--

18. RECENT PURCHASES

(a). List tangible personal property purchased by the debtor within ninety (90) days of the filing of the bankruptcy petition.

Description	Market Value	Lien Holder	Amount of Lien	Net Value
-NONE-				

(b). List any tangible personal property from 18(a) that is directly traceable to the liquidation or conversion of property that may be exempt and that was not acquired by transferring or using additional property.

Description of Replacement Property	Description of Property Liquidated or Converted that May Be Exempt

19. The debtor's property is subject to the following claims:

- a. Of the United States or its agencies as provided by federal law.
- b. Of the State of North Carolina or its subdivisions for taxes, appearance bonds or fiduciary bonds;
- c. Of a lien by a laborer for work done and performed for the person claiming the exemption, but only as to the specific property affected.
- d. Of a lien by a mechanic for work done on the premises, but only as to the specific property affected.
- e. For payment of obligations contracted for the purchase of specific real property affected.
- f. For contractual security interests in specific property affected; provided, that the exemptions shall apply to the debtor's household goods notwithstanding any contract for a nonpossessory, nonpurchase money security interest in any such goods.
- g. For statutory liens, on the specific property affected, other than judicial liens.
- h. For child support, alimony or distributive award order pursuant to Chapter 50 of the General Statutes of North Carolina.
- i. For criminal restitution orders docketed as civil judgments pursuant to G.S. 15A-1340.38.
- j. Debts of a kind specified in 11 U.S.C. § 523(a)(1) (certain taxes), (5) (domestic support obligations).
- k. Debts of a kind specified in 11 U.S.C. § 522(c).

Claimant	Nature of Claim	Amount of Claim	Description of Property	Value of Property	Net Value
Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. Grady Shumate Jack Shaw Jack Shaw	Deed of Trust swap account Deed of Trust Deed of Trust Deed of Trust	2,997,291.75 8,146.59 47,000.00 800,000.00 1,500,000.00	two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course (tax value shown)	5,719,027.00	366,588.66

None of the property listed in paragraph 18(a), except qualified replacement property under 18(b), has been included in this claim of exemptions.

None of the claims listed in paragraph 19 is subject to this claim of exemptions.

I declare that to the extent any exemptions I have claimed appear on its face to exceed the amount allowed by the applicable statute, I claim only the maximum amount allowed by statute.

UNSWORN DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF INDIVIDUAL
TO SCHEDULE C-1 - PROPERTY CLAIMED AS EXEMPT

I, Waldo D. Shaw, declare under penalty of perjury that I have read the foregoing Schedule C-1 - Property Claimed as Exempt, consisting of 4 sheets, and that they are true and correct to the best of my knowledge, information and belief.

Executed on: December 20, 2013

/s/ Waldo D. Shaw
Waldo D. Shaw

Debtor

B6D (Official Form 6D) (12/07)

In re Midsouth Golf, LLC Case No. _____
 Debtor

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 a creditor, 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", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the 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.)

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" 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" 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.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.									
Grady Shumate 1100 Pelican Drive New Bern, NC 28560	-	4/6/2009 Deed of Trust two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course						47,000.00	0.00
		Value \$ 5,719,027.00							
Account No.									
Jack Shaw 126 Millport Circle, Suite 200 Greenville, SC 29607	-	4/5/2009 Deed of Trust two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course						800,000.00	0.00
		Value \$ 5,719,027.00							
Account No.									
Jack Shaw 126 Millport Circle, Suite 200 Greenville, SC 29607	-	3/17/2010 Deed of Trust two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course						1,500,000.00	0.00
		Value \$ 5,719,027.00							
Account No. 2925									
Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620	X -	11/23/2005 Deed of Trust two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course						2,997,291.75	0.00
		Value \$ 5,719,027.00							
Subtotal								5,344,291.75	0.00
(Total of this page)									

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. 7060929 Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620	-	swap account two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course (tax value shown)				8,146.59	0.00
Value \$		5,719,027.00					
Account No.							
Value \$							
Account No.							
Value \$							
Account No.							
Value \$							

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page) **8,146.59** **0.00**

Total
(Report on Summary of Schedules) **5,352,438.34** **0.00**

B6E (Official Form 6E) (4/13)

In re Midsouth Golf, LLC

Case No. _____

Debtor

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, 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 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 creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the 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 claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

TYPES 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 for 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 \$12,475* 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).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* 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 \$2,775* 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 certain other 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).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re Midsouth Golf, LLC
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			FOR NOTICE PURPOSES ONLY					
City of New Bern Attn: Property Tax Payments P.O. Box 1129 New Bern, NC 28563	-						Unknown	Unknown
Account No.			property taxes				Unknown	Unknown
Craven County Tax Collector Attn: Managing Agent 226 Pollock Street New Bern, NC 28560	-						0.00	0.00
Account No.			FOR NOTICE PURPOSES ONLY				28,320.66	28,320.66
Internal Revenue Service Centralized Insolvency Operations P.O. Box 7346 Philadelphia, PA 19101-7346	-						Unknown	Unknown
Account No.			FOR NOTICE PURPOSES ONLY				Unknown	Unknown
NC Department of Revenue Office Services Div Bankruptcy Unit P.O. Box 1168 Raleigh, NC 27602-1168	-						Unknown	Unknown
Account No.								

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal (Total of this page)	28,320.66	0.00	28,320.66
----------------------------------	------------------	-------------	------------------

Total (Report on Summary of Schedules)	28,320.66	0.00	28,320.66
---	------------------	-------------	------------------

B6F (Official Form 6F) (12/07)

In re Midsouth Golf, LLC Case No. _____
 Debtor

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," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the 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 primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. A-1 Fire Safety Company, Inc. Attn: Managing Agent P.O. Box 13896 New Bern, NC 28561			guarantor/indemnification obligation				147.49
Account No. A.C.A.R, Inc. Attn: Managing Agent 2220 Ridge Road New Bern, NC 28560			guarantor/indemnification obligation				176.00
Account No. ADP, Inc. Attn: Managing Agent P.O. Box 842875 Boston, MA 02284			guarantor/indemnification obligation				1,326.55
Account No. Aetna Attn: Managing Agent P.O. Box 804735 Chicago, IL 60680			guarantor/indemnification obligation				92.24
Subtotal (Total of this page)							1,742.28

11 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Airgas USA, LLC Attn: Managing Agent 3102 Neuse Blvd New Bern, NC 28560		-	guarantor/indemnification obligation				2.05	
Account No. BCG Self Insurance Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182		-	guarantor/indemnification obligation				3,065.64	
Account No. Billy Casper Golf, LLC Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182		-	guarantor/indemnification obligation				54,674.93	
Account No. Bridgestone Golf, Inc. Attn: Managing Agent 15320 Industrial Park Blvd. NE Covington, GA 30014		-	guarantor/indemnification obligation				274.52	
Account No. Cardinal Chemicals, Inc. Attn: Managing Agent 1583 US Hwy 258 S. Kinston, NC 28504		-	guarantor/indemnification obligation				5,332.58	
Sheet no. <u>1</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	63,349.72

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Carefirst BCBS Attn: Managing Agent 10455 Mill Run Circle Owings Mills, MD 21117		-	guarantor/indemnification obligation			2,150.16	
Account No. Caro-San Industries, Inc. Attn: Managing Agent 4901 US 17 Business New Bern, NC 28562		-	guarantor/indemnification obligation			127.40	
Account No. 8792 Century Link Attn: Managing Agent P.O. Box 4300 Carol Stream, IL 60197		-	guarantor/indemnification obligation			2,569.42	
Account No. Cleggs Termite & Pest Control Attn: Managing Agent 2401 Reichard Street Durham, NC 27705		-	guarantor/indemnification obligation			77.50	
Account No. Cleveland Golf Attn: Managing Agent 5601 Skylab Road Huntington Beach, CA 92647		-	guarantor/indemnification obligation			1,061.68	
Sheet no. <u>2</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	5,986.16

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Coastal Floratine, Inc. Attn: Managing Agent P.O. Box 30267 Myrtle Beach, SC 29588		-	guarantor/indemnification obligation				1,826.99	
Account No. Customer Service Experts, Inc. Attn: Managing Agent 2901 Riva Trace Parkway, Suite 100 Annapolis, MD 21401		-	guarantor/indemnification obligation				949.84	
Account No. 05001 CWS Systems Attn: Managing Agent P.O. Box 11025 Lewiston, ME 04243		-	guarantor/indemnification obligation				54.41	
Account No. 32380 CWS Systems Attn: Managing Agent P.O. Box 11025 Lewiston, ME 04243		-	guarantor/indemnification obligation				70.61	
Account No. 37580 CWS Systems Attn: Managing Agent P.O. Box 11025 Lewiston, ME 04243		-	guarantor/indemnification obligation				202.26	
Sheet no. <u>3</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,104.11

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. 69580 CWS Systems Attn: Managing Agent P.O. Box 11025 Lewiston, ME 04243		-	guarantor/indemnification obligation			75.14
Account No. Dell Marketing, LP Attn: Managing Agent P.O. Box 643561 Pittsburgh, PA 15264		-	guarantor/indemnification obligation			384.21
Account No. 4853 DirectTV Attn: Managing Agent P. O. Box 60036 Los Angeles, CA 90060-0036		-	guarantor/indemnification obligation			466.43
Account No. Eastern Turf Equipment Attn: Managing Agent 1045 Bragg Blvd. Fayetteville, NC 28301		-	guarantor/indemnification obligation			122.79
Account No. Elliot Enterprises of NC, Inc. Attn: Managing Agent 12380 NC Hwy 55 W. Dover, NC 28526		-	guarantor/indemnification obligation			6,727.04
Sheet no. <u>4</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	7,775.61

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. EZLinks Golf Attn: Managing Agent 401 South LaSalle Street Chicago, IL 60605	-		guarantor/indemnification obligation				2,250.00
Account No. Fairfield Harbour Property Owners Attn: Gary Shipman 575 Military Cutoff Road, Suite 106 Wilmington, NC 28405	-		7/14/2009 two golf courses in Fairfield Harbour: (includes clubhouses, proshops, restaurant and bar, pools, tennis, and 45 slip marina) Shoreline Golf Course Harbour Pointe Golf Course (tax value shown)				1,450,000.00
Account No. Gear For Sports, Inc. Attn: Managing Agent 9700 Commerce Parkway Lenexa, KS 66219	-		guarantor/indemnification obligation				3,499.93
Account No. Golf Assoc. Services of Carolinas Attn: Managing Agent P.O. Box 319 West End, NC 27376	-		guarantor/indemnification obligation				96.00
Account No. Golf Associates Scorecard Company Attn: Managing Agent P.O. Box 6917 Asheville, NC 28816	-		guarantor/indemnification obligation				1,293.59
Sheet no. <u>5</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	1,457,139.52

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Imavex, LLC Attn: Managing Agent 9615 E. 148th Street, Suite 5 Noblesville, IN 46060		-	guarantor/indemnification obligation			981.00
Account No. Larnish Larsen, Inc. Attn: Managing Agent 8300 Boone Blvd., Suite 380 Vienna, VA 22182		-	guarantor/indemnification obligation			2,455.00
Account No. Mallard Oil & LP Gas Co. Attn: Managing Agent 1240 US Hwy 70 E. New Bern, NC 28560		-	guarantor/indemnification obligation			5,142.75
Account No. Pea Creek Mine, LLC Attn: Managing Agent 2242 Sheppard Mill Road Greenville, NC 27834		-	guarantor/indemnification obligation			3,843.06
Account No. Regal Chemical Company Attn: Managing Agent P.O. Box 403368 Atlanta, GA 30384		-	guarantor/indemnification obligation			9,364.47
Sheet no. <u>6</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	21,786.28

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.			guarantor/indemnification obligation					
RJ Shepherd Co Attn: Managing Agent 7 Marble Street Whitman, MA 02382		-					216.62	
Account No.			guarantor/indemnification obligation					
STI Holding, Inc. Attn: Managing Agent P.O. Box 669388 Charlotte, NC 28266		-					696.33	
Account No. 2601			guarantor/indemnification obligation					
SuddenLink Attn: Managing Agent P.O. Box 660365 Dallas, TX 75266		-					97.04	
Account No. 7401			guarantor/indemnification obligation					
SuddenLink Attn: Managing Agent P.O. Box 660365 Dallas, TX 75266		-					101.30	
Account No.			guarantor/indemnification obligation					
Suttle Straus Attn: Managing Agent P.O. Box 370 Waunakee, WI 53597		-					1,395.94	
Sheet no. <u>7</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	2,507.23

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Taylor Made Golf Company, Inc. Attn: Managing Agent 5545 Fermi Court Carlsbad, CA 92008		-	guarantor/indemnification obligation				2,782.55	
Account No. The CIT Group Attn: Managing Agent P.O. Box 1036 Charlotte, NC 28201		-	guarantor/indemnification obligation				499.36	
Account No. The Local Book Attn: Managing Agent 701 E. Naylor Mill Road, Suite J Salisbury, MD 21804		-	guarantor/indemnification obligation				100.00	
Account No. 6002 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				45.96	
Account No. 6003 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				159.24	
Sheet no. <u>8</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	3,587.11

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. 6004 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				81.01	
Account No. 6005 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				950.97	
Account No. 6008 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				40.50	
Account No. 6011 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				189.46	
Account No. 6013 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				56.29	
Sheet no. <u>9</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	1,318.23

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Debtor Case No. _____

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. 6014 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				319.14	
Account No. 6016 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				444.50	
Account No. 0000 Tideland EMC Attn: Managing Agent P.O. Box 159 Pantego, NC 27860		-	guarantor/indemnification obligation				161.75	
Account No. TriEast Ag Group, Inc. Attn: Managing Agent 1101 Industrial Blvd. Greenville, NC 27834		-	guarantor/indemnification obligation				11,808.50	
Account No. US Bank Operations Center Attn: Managing Agent 1200 Energy Park Drive Saint Paul, MN 55108		-	guarantor/indemnification obligation				2,984.93	
Sheet no. <u>10</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	15,718.82

B6F (Official Form 6F) (12/07) - Cont.

In re Midsouth Golf, LLC, Case No. _____
 Debtor

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. VGM Financial Services Attn: Managing Agent 15933 Clayton Road, Suite 20 Ballwin, MO 63011			lease obligation				8,242.12	
Account No. Ward and Smith, P.A. Attn: Managing Agent P.O. Box 867 New Bern, NC 28563			attorney fees				5,000.00	
Account No. What Counts, Inc. Attn: Managing Agent 3630 Peachtree Road NE, Suite 900 Atlanta, GA 30326			guarantor/indemnification obligation				118.13	
Account No. Wilson Attn: Managing Agent 8750 W. Bryn Mawr Avenue Chicago, IL 60631			guarantor/indemnification obligation				2,058.54	
Account No.								
Sheet no. <u>11</u> of <u>11</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	15,418.79
							Total (Report on Summary of Schedules)	1,599,433.86

B6G (Official Form 6G) (12/07)

In re Midsouth Golf, LLC, Debtor Case No. _____

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 timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a 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 and Fed. R. Bankr. P. 1007(m).

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.
<p>Billy Casper Golf, LLC Attn: Managing Agent 8300 Boone Blvd., Suite 350 Vienna, VA 22182</p>	<p>Golf Course Management Agreement</p>
<p>VGM Financial Services Attn: Managing Agent 111 W. San Marnan Drive Ballwin, MO 63011</p>	<p>lease of fifty (50) DS electric golf carts expires May 25, 2015</p>

B6H (Official Form 6H) (12/07)

In re **Midsouth Golf, LLC**

Case No. _____

Debtor

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
Grady Shumate 2042 Lawton Bluff Road Charlotte, NC 28226	Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620
Jack Shaw 126 Millport Circle, Suite 200 Greenville, SC 29607	Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620
Sam Shumate 3219 Silver Pond Circle Charlotte, NC 28210	Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620
Waldo D. Shaw 6 Rubaiyat Court Greer, SC 29650	Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620
William R. Shaw 605 Scarborough Drive Greer, SC 29650	Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620

0

_____ continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
Eastern District of North Carolina**In re **Midsouth Golf, LLC**

Debtor(s)

Case No.

Chapter

11**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 27 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **December 20, 2013**Signature **/s/ Waldo D. Shaw****Waldo D. Shaw
Manager**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (04/13)

**United States Bankruptcy Court
Eastern District of North Carolina**

In re Midsouth Golf, LLC

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$484,653.46	2013 YTD
\$534,597.00	2012
\$237,029.00	2011

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

B7 (Official Form 7) (04/13)

2**3. Payments to creditors**None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Wells Fargo Bank, N.A. Attn: Managing Agent or Officer P.O. Box 602620 Charlotte, NC 28260-2620	9/21/2013 - 12/20/2013	\$94,519.90	\$2,997,291.75
Wells Fargo Bank Swap Agreement Attn: Managing Agent P.O. Box 60308 Charlotte, NC 28260-0308	9/21/2013 - 12/20/2013	\$37,044.10	\$0.00
Premium Assignment Attn: Managing Agent 3522 Thomasville Road, Suite 400 Tallahassee, FL 32309	9/21/2013 - 12/20/2013	\$10,998.57	\$0.00
HarbourPointe Golf Club Management, LLC Attn: Managing Agent 8300 Boone Blvd. Suite 350 Vienna, VA 22182	9/21/2013 - 12/20/2013	\$40,000.00	\$0.00
Selective Insurance Attn: Managing Agent P.O. Box 8500 Philadelphia, PA 19178	9/21/2013 - 12/20/2013	\$10,995.00	\$0.00
Ward & Smith, P.A. Attn: Managing Agent P.O. Box 867 New Bern, NC 28563	12/19/2013	\$14,827.96	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B7 (Official Form 7) (04/13)

3

4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Fairfield Harbour Property Owners Association, Inc. v. Midsouth Golf, LLC, Grady Shumate, and Jack E. Shaw 13 CVS 1036	Contract	Craven County Superior Court	Pending

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY

5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY

7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT

B7 (Official Form 7) (04/13)

4

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Jason L. Hendren, Esq. Hendren & Malone, PLLC 4600 Marriott Drive, Ste 150 Raleigh, NC 27612	10/18/2013	\$5,000.00
Jason L. Hendren, Esq. Hendren & Malone, PLLC 4600 Marriott Drive, Ste 150 Raleigh, NC 27612	12/5/2013 Jack Shaw	\$50,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
-------------------------------	------------------------	---

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

B7 (Official Form 7) (04/13)

5

12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
HarbourPointe Golf Club Management, LLC Attn: Managing Agent 8300 Boone Blvd. Suite 350 Vienna, VA 22182	All proshop inventory \$15,558.00	
HarbourPointe Golf Club Management, LLC Attn: Managing Agent 8300 Boone Blvd. Suite 350 Vienna, VA 22182	All food and beverage inventory \$1,296.00	

15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

- None 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 **eight years** 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.

NAME

B7 (Official Form 7) (04/13)

6

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18. Nature, location and name of business

- None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	----------------------------

- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

B7 (Official Form 7) (04/13)

7

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

**Ken Rollins
126 Millport Circle
Greenville, SC 29607**

DATES SERVICES RENDERED

May 2011 - present

HarbourPointe Golf Club Management, LLC

**Attn: Kimberly Smith
8300 Boone Blvd., Suite 350
Vienna, VA 22182**

May 2011 - present

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Carr Riggs & Ingram, LLC

ADDRESS

**Attn: Thomas Monet
3105 Trent Road
New Bern, NC 28562**

DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Carr Riggs & Ingram, LLC

ADDRESS

**Attn: Thomas Monet
3105 Trent Road
New Bern, NC 28562**

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

B7 (Official Form 7) (04/13)

8

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jack Shaw 126 Millport Circle, Suite 200 Greenville, SC 29607	Member Manager	80% interest
Sam Shumate 3219 Silver Pond Circle Charlotte, NC 28210	Member	10% interest
Grady Shumate 2042 Lawton Bluff Road Charlotte, NC 28226	Member	10% interest
Waldo D. Shaw 6 Rubaiyat Court Greer, SC 29650	Manager	none

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	--------------------------------	--

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

B7 (Official Form 7) (04/13)

9

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date December 20, 2013

Signature /s/ Waldo D. Shaw
Waldo D. Shaw
Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Eastern District of North Carolina**

In re Midsouth Golf, LLC

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>0.00</u>
Prior to the filing of this statement I have received.....	\$	<u>0.00</u>
Balance Due.....	\$	<u>0.00</u>

2. \$ 0.00 of the filing fee has been paid.
3. The source of the compensation paid to me was:
 Debtor Other (specify):
4. The source of compensation to be paid to me is:
 Debtor Other (specify):
5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
 I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
 - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - [Other provisions as needed]
7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: December 20, 2013

/s/ Jason L. Hendren / Rebecca F. Redwine
Jason L. Hendren / Rebecca F. Redwine 26869 / 37012
Hendren & Malone, PLLC
4600 Marriott Drive
Suite 150
Raleigh, NC 27612
(919) 573-1422 Fax: (919) 420-0475
jhendren@hendrenmalone.com

United States Bankruptcy Court
Eastern District of North Carolina

In re Midsouth Golf, LLC
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Grady Shumate 2042 Lawton Bluff Road Charlotte, NC 28226			10%
Jack Shaw 126 Millport Circle, Suite 200 Greenville, SC 29607			80%
Sam Shumate 3219 Silver Pond Circle Charlotte, NC 28210			10%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date December 20, 2013

Signature /s/ Waldo D. Shaw
Waldo D. Shaw
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **Midsouth Golf, LLC**

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **December 20, 2013**

/s/ Waldo D. Shaw

Waldo D. Shaw/Manager

Signer/Title

A-1 Fire Safety Company, Inc.
Attn: Managing Agent
P.O. Box 13896
New Bern, NC 28561

Cardinal Chemicals, Inc.
Attn: Managing Agent
1583 US Hwy 258 S.
Kinston, NC 28504

Customer Service Experts, Inc.
Attn: Managing Agent
2901 Riva Trace Parkway, Suite 10
Annapolis, MD 21401

A.C.A.R., Inc.
Attn: Managing Agent
2220 Ridge Road
New Bern, NC 28560

Carefirst BCBS
Attn: Managing Agent
10455 Mill Run Circle
Owings Mills, MD 21117

CWS Systems
Attn: Managing Agent
P.O. Box 11025
Lewiston, ME 04243

ADP, Inc.
Attn: Managing Agent
P.O. Box 842875
Boston, MA 02284

Caro-San Industries, Inc.
Attn: Managing Agent
4901 US 17 Business
New Bern, NC 28562

Dell Marketing, LP
Attn: Managing Agent
P.O. Box 643561
Pittsburgh, PA 15264

Aetna
Attn: Managing Agent
P.O. Box 804735
Chicago, IL 60680

Century Link
Attn: Managing Agent
P.O. Box 4300
Carol Stream, IL 60197

DirectTV
Attn: Managing Agent
P. O. Box 60036
Los Angeles, CA 90060-0036

Airgas USA, LLC
Attn: Managing Agent
3102 Neuse Blvd
New Bern, NC 28560

City of New Bern
Attn: Property Tax Payments
P.O. Box 1129
New Bern, NC 28563

Eastern Turf Equipment
Attn: Managing Agent
1045 Bragg Blvd.
Fayetteville, NC 28301

Bankruptcy Administrator
434 Fayetteville Street Mall
Suite 620
Raleigh, NC 27601

Cleggs Termite & Pest Control
Attn: Managing Agent
2401 Reichard Street
Durham, NC 27705

Elliot Enterprises of NC, Inc.
Attn: Managing Agent
12380 NC Hwy 55 W.
Dover, NC 28526

BCG Self Insurance
Attn: Managing Agent
8300 Boone Blvd., Suite 350
Vienna, VA 22182

Cleveland Golf
Attn: Managing Agent
5601 Skylab Road
Huntington Beach, CA 92647

Employment Security Commission
P.O. Box 26504
Raleigh, NC 27611-6504

Billy Casper Golf, LLC
Attn: Managing Agent
8300 Boone Blvd., Suite 350
Vienna, VA 22182

Coastal Floratine, Inc.
Attn: Managing Agent
P.O. Box 30267
Myrtle Beach, SC 29588

EZLinks Golf
Attn: Managing Agent
401 South LaSalle Street
Chicago, IL 60605

Bridgestone Golf, Inc.
Attn: Managing Agent
15320 Industrial Park Blvd. NE
Covington, GA 30014

Craven County Tax Collector
Attn: Managing Agent
226 Pollock Street
New Bern, NC 28560

Fairfield Harbour Property Owners
Attn: Gary Shipman
575 Military Cutoff Road, Suite 106
Wilmington, NC 28405

Gary K. Shipman
Shipman & Wright, LLP
575 Military Cutoff Road, Suite 106
Wilmington, NC 28405

Jack Shaw
126 Millport Circle, Suite 200
Greenville, SC 29607

Securities & Exchange Commission
Branch of Reorganization
950 East Paces Ferry Road, Ste 9
Atlanta, GA 30326-1382

Gear For Sports, Inc.
Attn: Managing Agent
9700 Commerce Parkway
Lenexa, KS 66219

Larnish Larsen, Inc.
Attn: Managing Agent
8300 Boone Blvd., Suite 380
Vienna, VA 22182

STI Holding, Inc.
Attn: Managing Agent
P.O. Box 669388
Charlotte, NC 28266

Golf Assoc. Services of Carolinas
Attn: Managing Agent
P.O. Box 319
West End, NC 27376

Mallard Oil & LP Gas Co.
Attn: Managing Agent
1240 US Hwy 70 E.
New Bern, NC 28560

SuddenLink
Attn: Managing Agent
P.O. Box 660365
Dallas, TX 75266

Golf Associates Scorecard Company
Attn: Managing Agent
P.O. Box 6917
Asheville, NC 28816

NC Department of Revenue
Office Services Div Bankruptcy Unit
P.O. Box 1168
Raleigh, NC 27602-1168

Suttle Straus
Attn: Managing Agent
P.O. Box 370
Waunakee, WI 53597

Grady Shumate
1100 Pelican Drive
New Bern, NC 28560

Pea Creek Mine, LLC
Attn: Managing Agent
2242 Sheppard Mill Road
Greenville, NC 27834

Taylor Made Golf Company, Inc.
Attn: Managing Agent
5545 Fermi Court
Carlsbad, CA 92008

Grady Shumate
2042 Lawton Bluff Road
Charlotte, NC 28226

Regal Chemical Company
Attn: Managing Agent
P.O. Box 403368
Atlanta, GA 30384

The CIT Group
Attn: Managing Agent
P.O. Box 1036
Charlotte, NC 28201

Imavex, LLC
Attn: Managing Agent
9615 E. 148th Street, Suite 5
Noblesville, IN 46060

RJ Shepherd Co
Attn: Managing Agent
7 Marble Street
Whitman, MA 02382

The Local Book
Attn: Managing Agent
701 E. Naylor Mill Road, Suite J
Salisbury, MD 21804

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19101-7346

Sam Shumate
3219 Silver Pond Circle
Charlotte, NC 28210

Tideland EMC
Attn: Managing Agent
P.O. Box 159
Pantego, NC 27860

Internal Revenue Service
Kinston Bldg, Mail Stop 24
2303 W. Meadowview Rd
Greensboro, NC 27407-3726

Secretary of Treasury
Attn: Managing Agent
1500 Pennsylvania Ave. NW
Washington, DC 20220

TriEast Ag Group, Inc.
Attn: Managing Agent
1101 Industrial Blvd.
Greenville, NC 27834

United States Attorney
Federal Bulding
310 New Bern Avenue, Suite 800
Raleigh, NC 27601-1461

Wilson
Attn: Managing Agent
8750 W. Bryn Mawr Avenue
Chicago, IL 60631

US Bank Operations Center
Attn: Managing Agent
1200 Energy Park Drive
Saint Paul, MN 55108

VGM Financial Services
Attn: Managing Agent
15933 Clayton Road, Suite 20
Ballwin, MO 63011

VGM Financial Services
Attn: Managing Agent
111 W. San Marnan Drive
Ballwin, MO 63011

Waldo D. Shaw
6 Rubaiyat Court
Greer, SC 29650

Ward and Smith, P.A.
Attn: Managing Agent
P.O. Box 867
New Bern, NC 28563

Wells Fargo Bank, N.A.
Attn: Managing Agent or Officer
P.O. Box 602620
Charlotte, NC 28260-2620

What Counts, Inc.
Attn: Managing Agent
3630 Peachtree Road NE, Suite 900
Atlanta, GA 30326

William R. Shaw
605 Scarborough Drive
Greer, SC 29650

**United States Bankruptcy Court
Eastern District of North Carolina**

In re **Midsouth Golf, LLC**

Debtor(s)

Case No.
Chapter**11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Midsouth Golf, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s) equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

December 20, 2013

Date

/s/ Jason L. Hendren / Rebecca F. Redwine

Jason L. Hendren / Rebecca F. Redwine 26869 / 37012

Signature of Attorney or Litigant
Counsel for **Midsouth Golf, LLC****Hendren & Malone, PLLC**

4600 Marriott Drive

Suite 150

Raleigh, NC 27612

(919) 573-1422 Fax:(919) 420-0475

jhendren@hendrenmalone.com