



Consumer Financial
Protection Bureau

1700 G Street NW, Washington, DC 20552

July 19, 2012

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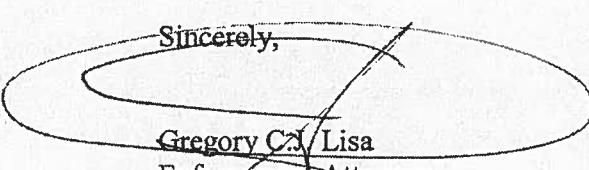
Re: *In re: 3D Resorts-Bluegrass, LLC (Bankruptcy No. 11-41599)*
Proof of Claim

Dear Counsel:

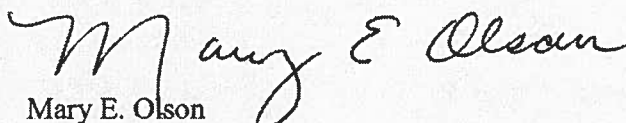
Enclosed please find a Proof of Claim filed by the Consumer Financial Protection Bureau in the above-captioned case. This will be filed with the Bankruptcy Court on July 20, 2012 pursuant to the Court's order of June 5, 2012.

Should you have any questions, please contact Gregory Lisa at (202) 435-7615. Thank you for your attention to this matter.

Sincerely,



Gregory C. Lisa
Enforcement Attorney



Mary E. Olson
Enforcement Attorney

Enclosures

UNITED STATES BANKRUPTCY COURT Western District of Kentucky		PROOF OF CLAIM
Name of Debtor: 3D Resorts-Bluegrass, LLC	Case Number: 11-41599	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Bureau of Consumer Financial Protection		
Name and address where notices should be sent: Consumer Financial Protection Bureau, Office of Enforcement Attn: Gregory C.J. Lisa, Office of Enforcement, 1700 G Street, N.W. (Office of Enforcement) Washington, D.C. 20552		COURT USE ONLY
Telephone number: (202) 435-7615 email: Enforcement@cfpb.gov; Gregory.Lisa@cfpb.gov		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone number: _____ email: _____		
1. Amount of Claim as of Date Case Filed: \$ <u>Unliquidated and contingent</u>		
If all or part of the claim is secured, complete item 4.		
If all or part of the claim is entitled to priority, complete item 5.		
<input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>As set forth in Attachment</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: (See instruction #3a)	3b. Uniform Claim Identifier (optional): (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:		Basis for perfection: _____
Value of Property: \$ _____		Amount of Secured Claim: \$ _____
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).
<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____)
		Amount entitled to priority: \$ _____
*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: Please see Attachment

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Gregory C. Lisa
Title: Enforcement Attorney, Office of Enforcement
Company: Consumer Financial Protection Bureau
Address and telephone number (if different from notice address above):
1700 G Street, N.W., Washington, D.C. 20552

(Signature)

(Date)

Telephone number: (202) 435-7615 email: Enforcement@cfpb.gov; Gregory.Lisa@cfpb.gov

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here: A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

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

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**U.S. BANKRUPTCY COURT
WESTERN DISTRICT OF KENTUCKY
OWENSBORO DIVISION**

In re:)	Chapter 11
)	
3D RESORTS-BLUEGRASS, L.L.C.)	Case No. 11-41599
)	
Debtor)	
<hr/>)	

**Attachment to the Proof of Claim Filed by the
Consumer Financial Protection Bureau**

The Consumer Financial Protection Bureau (the "Bureau") is an independent agency of the United States created by statute, the Consumer Financial Protection Act of 2010, Public Law 111-203 ("CFPA"). The Bureau enforces a number of consumer protection statutes, including the Interstate Land Sales Full Disclosure Act, 15 U.S.C. Section 1701, which is listed as an "enumerated consumer law" under the Section 1002(12)(R) of the CFPA. The Bureau is authorized by Section 1054 of the CFPA to commence actions to impose civil penalties and "all appropriate legal and equitable relief" permitted by law, and may also proceed via administrative action pursuant to Sections 1053 and 1055 of the Act. Regardless of the forum, the Bureau is authorized to seek and obtain extensive monetary and non-monetary relief, including rescission or reformation of contracts; refunds and restitution; disgorgement of proceeds; damages; and other forms of legal and equitable relief. Pursuant to the CFPA, the Bureau may seek and obtain civil monetary penalties, up to one million dollars for each day during which a knowing violation of Federal consumer financial laws continues. CFPA, Section 1055(c)(2). Additionally, under the Interstate Land Sales Full Disclosure Act, the Director of the Bureau may obtain various remedies, including civil monetary penalties pursuant to 15 U.S.C. Section 1717a.

The debtor in the above-filed action, 3D Resorts-Bluegrass, LLC (hereinafter, “Debtor”), is the subject of claims brought by the Office of the Attorney General for the Commonwealth of Kentucky, currently captioned as *Commonwealth of Kentucky v. 3D Resorts Communities, LLC*, 11-CI-212 (Commonwealth of Kentucky; Grayson Circuit Court, Division II; filed June 17, 2011). Many of those same claims and underlying facts may serve as the basis for potential claims to be brought by the Bureau—including claims that the Debtor violated provisions of the Interstate Land Sales Full Disclosure Act by engaging in a series of misrepresentations relating to its registration, marketing, and sale of certain properties relating to the Green Farm Resort in Kentucky. Additionally, because the Debtor may have continued to sell and market its properties well after a Notice of Suspension by the Department of Housing and Urban Development (“HUD”) to discontinue sales, Debtor is potentially subject to additional liability under the Interstate Land Sales Full Disclosure Act. Moreover, Debtor may be liable for the actions and alleged misrepresentations and omissions by one of its agents in relation to the sales of the subdivided lots of the Green Farm Resort property.

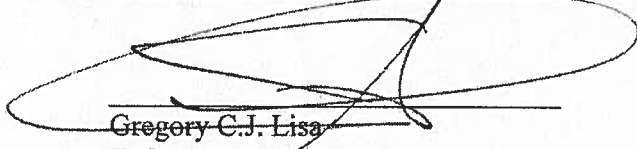
By filing this Proof of Claim, the Bureau does not consent to any stay of any action, and does not waive the Bureau’s position that its actions are an exercise of its police and regulatory power as a governmental unit pursuant to 11 U.S.C. Section 362(b)(4), and thus fall within the exception to the automatic stay rule. Furthermore, with regard to Bureau actions, Section 1053(d)(2) of the CFPA (with certain exceptions inapplicable here) withdraws the jurisdiction of the federal courts “to affect by injunction or otherwise the issuance or enforcement of any notice or order or to review, modify, suspend, terminate, or set aside any such notice or order.”

Investigation in the Bureau’s case is ongoing. Accordingly, the Bureau files this Notice for an indeterminate amount of equitable and legal relief, including potential civil monetary

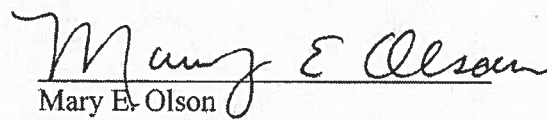
penalties, resulting from these possible violations. The Bureau reserves the right to assert such claims, regardless of whether such relief constitutes a claim under the Bankruptcy Code, and further reserves the right to amend this Proof of Claim to include any amounts ultimately awarded in favor of the Bureau against the Debtor in any action brought by the Bureau. Accordingly, the Bureau anticipates that it may supplement this filing with applicable documentation required by the Court and/or with any necessary information which it obtains during the course of its investigation and/or its civil or administrative enforcement action.

Respectfully submitted,

KENT MARKUS
Enforcement Director
Consumer Financial Protection Bureau



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Enforcement Attorney
Consumer Financial Protection Bureau
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Mary E. Olson
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Certificate of Service

I certify that on this 19th day of July, 2012, I caused the foregoing Proof of Claim to be served upon the following individuals in the manner set forth below:

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Chapter 11 Trustee
(by overnight delivery and electronic mail)

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Counsel to 3D Resorts-Bluegrass, L.L.C.
(by First Class Mail and electronic mail)

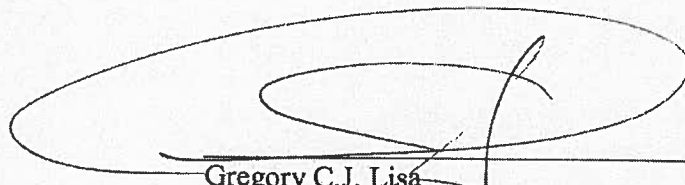
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