# TAB A-3

## Case 12-01220-jw Doc 410-4 Filed 06/12/12 Entered 06/12/12 10:07:35 Desc Exhibit Equipment Schedule No. 11 Page 2 of 9

Financial Servi	CCS To Master Lease Agreemen Dated 02/02/2005	ULE NO	Ingersoll-Rand Financial Services, division of CitiCapital Commercial Leasing Corporation 3950 Regent Blvd. Irving, TX 75063
LESSEE NAME			
Address _1222 nyy t 11		- Address	
CityTRAVELERS REST	State Zip _29690	City	State Zip
EQUIPMENT LOCATION (Complete on Address: 41 CLUB VILLAGE WAY	nly if Equipment will not be located at Lessee' City: ARDEN		Zio: 28704-9001
105	) CLUB CAR GOLF CAR - ELECTRIC PRI	EC 12 EXCEL ELECT.	- 0 -
ALI SE	L COMPLETE WITH ATTACHMENTS AND E ATTACHED SCHEDULE A	ACCESSORIES	Eeler

All Rental Payments are payable as set forth above without notice or demand. All amounts payable hereunder to Lessor are payable at Lessor's address set forth herein or at such other address as Lessor may specify from time to time in writing. "InterIm Rental" shall mean the per day rental for the period from the date of delivery of the Equipment ("Delivery Date") to the first Rental Payment date calculated as monthly Rental Payment divided by 30 times the number of days from the Delivery Date through the end of the month prior to which first Rental Payment for the Equipment is due. Interim Rental is payable upon delivery of the Equipment to the Lessee unless deferred by Lessor to the first monthly Rental Payment date.

### ADDITIONAL PROVISIONS

Lessor hereby agrees to lease to or otherwise finance for Lessee (named above), and Lessee agrees to lease or rent from or otherwise pay for the extension of credit to Lessor the Equipment or modifications listed above, or on any exhibit attached hereto, for the term, and at the additional lease payments as set forth above, subject to all terms and conditions in the Master Lease Agreement dated executed by Lessee and Lessor. Lessor and Lessee agrees that the terms, provisions and conditions of the subject Master Lease Agreement are incorporated into this Equipment Schedule.

Lessee authorizes Lessor, or any officer, employee or desi describing the Equipment.	gnee of Lessor, or any assignee of Lessor, to file a financing statement
$\bigcap$	a.
THIS EQUIPMENT SCHEDULE IS NOT	BINDING UNTIL ACCEPTED BY LESSOR
(1 - 1)	THE CLIFFS COMMUNITIES, INC.
LESSOR: Ingersoll Rand Financial Services, a division of	1-0
LESSOR: Ingersol Rand Financial Services, a division of CitiCapital Commercial Lessing Corporation	THE CLIFFS COMMUNITIES, INC.

Pege 1 of 2 of Mestor Lease Equipment Schedule w/o Purchase Option between THE CLIFFS COMMUNITIES, INC.
CITICAPITAL COMMERCIAL LEASING CORPORATION (Lessor).
TODOR Ray 06/2004
LESSOR'S COPY

1.394425.6.0 XC:20080711161956

(Lessee) and



REQUEST AND AUTHORIZATION BY THE UNDERSIGNED FOR THE ACCEPTANCE AND EXECUTION OF A FAXED COPY OF THE CONTRACT OF EVEN DATE HEREWITH EXECUTED BY THE UNDERSIGNED

In order to expedite the acceptance and execution by Ingersoil Rand Financial Services a division of CitiCapital Commerical Corporation and CitiCapital Commerical Leasing Corporation (jointly and severally "IRFS") of the security agreement or lease ("Contract") executed by the undersigned as Debtor or Lessee on even date herewith, the undersigned has requested that a copy of the Contract and supporting documents be faxed to IRFS at its office at the following fax number (hereinafter, "IRFS Location"):

#### Fax Number: 888-810-4102

The undersigned requests that IRFS review the faxed copy of the Contract and supporting documents. If the transaction is approved by IRFS, the undersigned requests that IRFS (i) accept the transaction at IRFS's Location based upon the faxed documents and (ii) execute, at IRFS's Location, the faxed copy of the Contract and supporting documents. The undersigned further agrees (a) to be bound by the faxed copy of said Contract as executed and accepted by IRFS at IRFS's Location, (b) that the original will also be forwarded to IRFS at IRFS's Location together with the supporting documents and (c) that the original can then be executed and accepted by IRFS at IRFS's Location and substituted for the faxed copies which shall be binding upon the undersigned until the original documents have been received and executed.

Date: 1 8/21/08

THE CLIFF		, INC.			
(Debtor	or Jessee)		·		2
Ву: (	Xin	in			
Title:	Alia	tho	WRE	MENT	-
	.,	/			

3- 621828 1.00 08/2008

Ingersoll-Rand Financial Services is a division of CitiCapital Commercial Corporation and CitiCapital Commercial Leasing Corporation. 1.394425.5.0 XC:20080711161958

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(IIII) Ingersoli Rand. Financial Services	e a construction of the second se
(Insurging Company North NA TOOD Contral Muy (Audrose) Atlanta GA 30329 (City State 20)	ncun McRue Ste 700
(Fax) Gentlemen:	ne nemen in car a la calcana a se
We have entered into a Lease with: Ingersoll-Rand	d Financial Services, a division of CitiCapital Commercial Leasing Corporation
whereby they have an insurable interest in the folio (63) CLUB CAR GOLF CAR - ELECTRIC PREC 12 ( ALL COMPLETE WITH ATTACHMENTS AND ACC SEE ATTACHED SCHEDULE A	EXCEL ELECT.
41 CLUB VILLAGE WAY	
ARDEN NC 28704-9001 (Location of Property)	1\$(Value)
Under the terms of the Lease we are required to minimum amounts of: PL \$ 1,000,000,00,00,00,00,00,00,00,00,00,00,	insure the property against all risks and obtain Public Liability and Property Damage in PD \$ 1,000,000.00 . Please place the necessary coverage and provide them with a ce showing the following information:
Name of Insured	Policy Number
Name of Insurance Agent	Description of Property Insured
Name of Insurance	Description of Limits of Coverage
ž	
In addition to the above Policy or Certificate of Endorsement naming them Additional Insured as re-	Insurance, please execute and send to them a standard Long Form Loss Payable gards to PL and PD Coverage.
	Sincerely,
Distance in the second s	THE CLIFFS COMMUNITIES, INC.
Please fax copy of completed Certificate to:	
ATTN:	By: When and the second
2	Title: 3598 HWY 11

<sup>3-</sup> 625072 Rev. 10/01

insurance Certificate -CCLC

1.01

1.394425.5.0 XC:20080711161956 Ingersoll-Rand Financial Services is a division of CitiCapital Commercial Leasing Corporation.

(City, State, Zip)

TRAVELERS REST SC 29690

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# STANDARD RETURN CONDITIONS RIDER

(Club Car)

This Standard Return Conditions Rider (this "Rider") is attached to and incorporated into the terms of that certain Lease Agreement or Equipment Schedule (the "Lease") between INGERSOLL-RAND FINANCIAL SERVICES

		ION OF CITICAPITAL COMMERCIAL LEASING CORPORATION
as	Lesso	andTHE CLIFFS COMMUNITIES, INC.
85	Lesse	e, dated
1.	Equi	URN OF EQUIPMENT. Notwithstanding anything to the contrary contained in the Lease, and in addition to the terms and titions contained therein and herein, Lessee shall, at Lessee's sole cost and expense, return all, but not less than all, of such pment to Lessor immediately upon the expiration of the Term of the Lease pursuant to the terms and conditions contained in ease and, with respect to each item of Equipment, as applicable, the following must be true:
	(A) (B) (C)	All Safety Equipment must be in place and meet applicable federal, state and other governmental standards. All covers and guards must be in place with no sheet metal, plastic, or cowling damage. All parts, pieces, components and optional equipment must be present, installed and operational. All accessories that
	(D)	All motors shall operate smoothly without overheating and shall have good bearings and bushings
	(E)	All electronic controls shall operate per manufacturer's specifications. Controls which bypass normal operations shall be repaired at Lessee's expense.
	(F) (G)	All electrical systems shall be able to provide electrical output as specified by the manufacturer. All batteries shall be in good, safe operating condition with no dead cells or cracked cases. Batteries should hold a charge and provide adequate power to operate the equipment.
	(H) (I)	All Equipment shall have serviceable tires, retaining proper air pressure, and without repair patches. All oil and grease seals must contain lubrication in the manufacturers designed reservoir.
	(J) (K)	All Equipment must have a relatively clean appearance. All Equipment shall be free from excessive wear necessitating major component repair or replacement caused by lack of recommended maintenance as detailed in customer operation/maintenance manual furnished with each item of Equipment.
	(L) (M)	All Equipment shall be free from structural damage or bent frames. All Equipment attachments, if any, must be in good condition.
	RETU (i) (ii) (iii) (iv) (v) (v)	JRN PERFORMANCE. Each item of Equipment must be able to complete the following tests: Operate normally in forward and reverse directions through all its speed ranges or gears. Steer normally right and left in both forward and reverse. Have all functions and controls work in normal manner. Be able to stop with its service brakes in a safe distance in both forward and reverse. Operate without leaking any fluids. Perform its designed functions in a satisfactory manner.
	Notwi	thstanding the above, repairs under \$100.00 will not be billed to the Lessee.
	set to	JIRED PURCHASE. If, in the sole judgment of Lessor, any item of Equipment is damaged or does not meet the standards rth above, or if Lessee fails to discharge its obligations set forth above with regard to any item of Equipment, Lessee shall b Lessor, immediately upon demand, the Fair Market Value of such item of Equipment.
		VED TERMS. All capitalized terms used herein but not otherwise defined herein shall have the definitions prescribed for erms in the Lease.
ES	SOR:	INGERSOLL-RAND FINANCIAL SERVICES THE CLIFFS COMMUNITIES, INC.
y/	J	By 4/5
am	e	Name STEVE SEMAN
itle		Title Title PROLUREMENT

3-400000 Rev 08/2004 Page 1 of 1 RTRNCOND.CC 1.03

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Ingersoll-Rand Financial Services is a division of CitlCapital Commercial Leasing Corporation,



**Financial Services** 

## DELIVERY AND ACCEPTANCE CERTIFICATE

**Customer Certification** 

Please provide the information requested, sign and return promptly to the selling dealer.

I hereby certify that I, on behalf of the customer, personally inspected the equipment described below and that said equipment was delivered in proper working order on this day of ; and that I, on behalf of the customer, accept delivery of said equipment.

DESCRIPTION OF EQUIPMENT:

(63) CLUB CAR GOLF CAR . ELECTRIC PREC 12 EXCEL ELECT.

ALL COMPLETE WITH ATTACHMENTS AND ACCESSORIES

SEE ATTACHED SCHEDULE A

THE CLIFFS COMMUNITIES, INC.

By: LUREMENT Title

701015 Rev. 8/01 Cert. of Delivery 1.02

Ingersoll-Rand Financial Services is a division of CitiCapital Commercial Corporation and CitiCapital Commercial Leasing Corporation. 1,394425.5.0 XC:20080711161956

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	THE CLIFFS CO	MMUNITIES, I	INC.							
	15. INDIVIDUAL'S LAST	NAME			FIRST NAME		MIDDLE	NAME		SUFFIX
c Mailing address 598 HWY 11					CITY TRAVELEI	REST	STATE SC	POSTAL CODE 29690		COUNTRY USA
	EE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	18. TYPE OF ORGAN	ON		ON OF ORGANIZATION		1g. ORGANIZATIONAL ID #. if any		
AI			EGAL NAME - inse	rt only <u>one</u> de	ebtor name (2a	or 2b) - do not abbrevial	e or combine r	names		
	28. ORGANIZATION'S N	AME								
	2b. INDIVIDUAL'S LAST	NAME			FIRST NAME		MIDDLE	NAME		SUFFIX
N	AILING ADDRESS				CITY		STATE	POSTAL CODE		COUNTRY
S	EE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGA	NIZATION	21. JURISDICT	ION OF ORGANIZATION	2g. ORG	] Ganizational ID #	#. if any	
S		AME (or NAME of	TOTAL ASSIGNED	of ASSIGNO	OR S/P) - insert	only one secured party	name (3a or 3t	)		
	3a. ORGANIZATION'S N CITICAPITAL CO	OMMERCIAL	LEASING COR	PORATIO	N					
ı	30. INDIVIDUAL'S LAST	NAME			FIRST NAME		MIDDLE	e1197-542962290		SUFFIX
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	lis North America				PHONE (A/C, No	. Ext):404 3		EAY	404-9	942-5110
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INSR	TYPE OF INSURANCE	ADDL	SUBR	POLICY NUMBER		POLICY EFF (MM/DD/YYYY)	POLICY EXP	LIMIT	TS .	
A	GENERAL LIABILITY	Insu		DGLB00714331		7/1/2010	7/1/2011	EACH OCCURRENCE	\$1,00	10,000
	X COMMERCIAL GENERAL LIABILITY							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$50,0	00
	CLAIMS-MADE X OCCUR							MED EXP (Any one person)	\$	
								PERSONAL & ADV INJURY	100	00,000
								GENERAL AGGREGATE	124-2010	0,000
	POLICY X PRO- LOC							PRODUCTS - COMP/OP AGG	\$	10,000
С	POLICY X JECT LOC			ASJZ91454884020		7/1/2010	7/1/2011	COMBINED SINGLE LIMIT (Ea accident)	\$1,00	0,000
								BODILY INJURY (Per person)	\$	
	ALL OWNED SCHEDULED AUTOS NON-OWNED							BODILY INJURY (Per accident)		
	HIRED AUTOS AUTOS							PROPERTY DAMAGE (Per accident)	\$ \$	
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	AND EMPLOYERS' LIABILITY Y / N ANY PROPRIETOR/PARTNER/EXECUTIVE	N/A						E.L. EACH ACCIDENT	\$500,	000
	OFFICER/MEMBER EXCLUDED?							E.L. DISEASE - EA EMPLOYEE	\$500,	000
	If yes, describe under DESCRIPTION OF OPERATIONS below							E.L. DISEASE - POLICY LIMIT		
D E	Property Special Incl Inland Marine Deductible \$5,000			WB0003396 LHT368364		7/1/2010 7/1/2010	7/1/2011 7/1/2011	Policy limit Flood/Earthqua- ke FL Ded	\$60,3 \$1,00 2% Pe:	
DES	CRIPTION OF OPERATIONS / LOCATIONS / VEHIC	LES (	) Attach	ACORD 101, Additional Remarks	Schedule	, if more space i	s required)			
Cer	tificate holder is Loss Pa	vee	and	Additional Insur	ed as	respect	s attache	d schedule.		
542	1547001. See Attached Sch	edu	le a	is respects Stated	Valu	e of Ass	et or ACV	•		
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# To: PagGase 12-01220-jw Doc 410-4201Filed 206/112/112 Entered 206/112/12 s10:07/1635RAD Desc Exhibit Equipment Schedule No. 11 Page 9 of 9

Asset Description(s):									
VIN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description			
PQ0739-821099+	2007	ELE PRE	CLUB CAR (IR)	5421547001	1705419	GOLF CAR - ELECTRIC			

RG0733-799111	2007	CA2G	CLUB CAR (IR) 54215	47001 1705420	GOLF CAR - UTILITY
KG0733-799112	2007	VILL 6G	CLUB CAR (IR) 54215	47001 1705421	GOLF CAR - UTILITY
HG0733-799113	2007	CA1G	CLUB CAR (IR) 54215	47001 1705422	GOLF CAR - UTILITY

VIN/SN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description
KG0748-843027	2007	VILLA 6G	CLUB CAR (IR)	5421548001	1724070	TRANSPORTATION VEHICLE
VIN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description
PQ0809-878312+	2008	ELE PRE	CLUB CAR (IR	5421549001	1762479	68 GOLF CARS ELECTRI

See below for # '50'

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VIN/SN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description
KG0846-981075	2008	VILLA	CLUB CAR (IR)	5421551001	1836706	GAS UTLTY VEHICLE

 VIN/SN
 Year
 Model #
 Make
 Account Schedule
 Asset Id
 Equipment Description

 PH0903-992783 + 2008
 ELE PRE I2 EXCECLUB CAR (IR)
 5421552001
 1843097
 65 ELEC GOLF CARS

VIN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description
PH0904-995064 +	2008	ELE PRE 12 EXCE	CLUB CAR (IR)	5421553001	1843086	64 ELEC GOLF CARS
RG0903-991465 +	2008	CA2G	CLUB CAR (IR)	5421553001	1843087	2 GAS UTLTY VEHICLES

VIN/SN	Year	Model #	Make	Account Schedule	Asset Id	Equipment Description
PH0846-982514 +	2008	ELE PRE	CLUB CAR (IR)	5421550001	1832657	65 CC GC ELE PRE

## THE CLIFFS COMMUNITIES INC