

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re Devonshire PGA Holdings, LLC, *et al.*  
Debtor

Case No. 13-12460 (CSS)

**INITIAL MONTHLY OPERATING REPORT**

File report and attachments with Court and submit copy to United States Trustee within 15 days after order for relief.

Certificates of insurance must name United States Trustee as a party to be notified in the event of policy cancellation. Bank accounts and checks must bear the name of the debtor, the case number, and the designation "Debtor in Possession." Examples of acceptable evidence of Debtor in Possession Bank accounts include voided checks, copy of bank deposit agreement/certificate of authority, signature card, and/or corporate checking resolution.

REQUIRED DOCUMENTS	Document Attached	Explanation Attached
12-Month Cash Flow Projection (Form IR-1)	Cash Collateral Budget Attached	
<b>Certificates of Insurance:</b>		
Workers Compensation	Attached	
Property	Attached	
General Liability	Attached	
Vehicle	Attached	
Other:		
Identify areas of self-insurance w/liability caps		
<b>Evidence of Debtor in Possession Bank Accounts</b>		
Tax Escrow Account	Cash Management Order Attached	
General Operating Account		
Money Market Account pursuant to Local Rule 4001-3. Refer to <a href="http://www.deb.uscourts.gov/">http://www.deb.uscourts.gov/</a>		
Other:		
Retainers Paid (Form IR-2)	Attached	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the documents attached are true and correct to the best of my knowledge and belief.

\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Authorized Individual\*

10/4/13  
\_\_\_\_\_  
Date

Paul Rundell  
\_\_\_\_\_  
Printed Name of Authorized Individual

Chief Restructuring Officer  
\_\_\_\_\_  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

## **CASH COLLATERAL BUDGET**

Consolidated 13 Week Cash Collateral Forecast

	Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		Forecast		13 Week Total WE
	Week Ended	Friday	Week Ended	Friday	Week Ended	Friday	Week Ended	Friday	Week Ended	Friday	Week Ended	Friday	Week Ended	Friday	
	9/27/13	10/4/13	10/11/13	10/18/13	10/25/13	11/1/13	11/8/13	11/15/13	11/22/13	11/29/13	12/6/13	12/13/13	12/20/13	12/27/13	12/20/2013
<b>Cash Flow</b>															
Beginning Bank Cash Balance <sup>(1)</sup>	\$ 5,574,804	\$ 5,796,264	\$ 6,179,818	\$ 5,753,595	\$ 5,639,922	\$ 5,213,699	\$ 5,645,300	\$ 5,814,863	\$ 5,187,077	\$ 4,443,679	\$ 5,083,013	\$ 5,087,018	\$ 5,033,344	\$ 5,574,804	\$
<b>Cash Receipts</b>															
Medicare	463,504	-	-	-	-	463,504	-	-	-	463,504	-	-	-	-	1,390,512
Managed Care / Private Pay	515,055	890,753	115,876	115,876	115,876	481,880	867,578	92,701	92,701	491,880	890,753	115,876	115,876	4,912,681	
<b>Total Cash Receipts</b>	<b>978,559</b>	<b>890,753</b>	<b>115,876</b>	<b>115,876</b>	<b>115,876</b>	<b>955,384</b>	<b>867,578</b>	<b>92,701</b>	<b>92,701</b>	<b>955,384</b>	<b>890,753</b>	<b>115,876</b>	<b>115,876</b>	<b>6,303,193</b>	
<b>Cash Disbursements - Operating</b>															
Payroll	372,550	-	372,550	-	372,550	-	372,550	-	372,550	-	372,550	-	372,550	-	2,607,848
Benefits	-	159,417	-	-	-	159,417	159,417	-	-	-	159,417	-	-	-	478,250
Ordinary Course Professionals	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	15,595	202,740
Utility	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	15,088	196,150
Medical Care	271,366	121,366	121,366	181,366	121,366	271,366	121,366	181,366	121,366	271,366	121,366	121,366	181,366	2,207,752	
Taxes <sup>(2)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital Expenditures <sup>(3)</sup>	17,500	17,500	17,500	17,500	17,500	14,000	14,000	14,000	14,000	14,000	17,500	17,500	17,500	210,000	
Other <sup>(4)</sup>	-	-	-	-	-	494,437	-	494,437	-	-	-	-	-	494,437	
<b>Total Cash Operating Disbursements</b>	<b>692,099</b>	<b>328,966</b>	<b>542,099</b>	<b>229,549</b>	<b>542,099</b>	<b>316,049</b>	<b>698,016</b>	<b>720,486</b>	<b>538,599</b>	<b>316,049</b>	<b>701,516</b>	<b>169,549</b>	<b>602,099</b>	<b>6,397,177</b>	
<b>Net Operating Cash Flow</b>	<b>286,460</b>	<b>561,787</b>	<b>(426,223)</b>	<b>(113,673)</b>	<b>(426,223)</b>	<b>639,335</b>	<b>169,562</b>	<b>(627,786)</b>	<b>(445,898)</b>	<b>639,335</b>	<b>189,238</b>	<b>(53,673)</b>	<b>(486,223)</b>	<b>(93,984)</b>	
<b>Restructuring Disbursements</b>															
Utility Deposits	63,000	-	-	-	-	-	-	-	-	-	-	-	-	-	63,000
Debtor Counsel	-	-	-	-	-	-	-	-	170,000	-	-	-	-	-	300,000
Debtor CRO	-	-	-	-	-	-	-	-	110,000	-	-	-	-	-	200,000
Ombudsman & Counsel	-	-	-	-	-	-	-	-	17,500	-	-	-	-	-	32,000
US Trustee	-	10,000	-	-	-	-	-	-	-	-	-	-	-	-	10,000
Claims Agent	-	-	-	-	-	37,500	-	-	-	-	15,000	-	-	-	52,500
<b>Total Restructuring Disbursements</b>	<b>63,000</b>	<b>10,000</b>	-	-	-	<b>37,500</b>	-	-	<b>297,500</b>	-	<b>15,000</b>	-	-	-	<b>657,500</b>
<b>Other Disbursements</b>															
Management Fees	-	124,094	-	-	-	124,094	-	-	-	-	124,094	-	-	-	372,283
Rent	-	46,139	-	-	-	46,139	-	-	-	-	46,139	-	-	-	138,417
<b>Total Other Disbursements</b>	-	<b>170,233</b>	-	-	-	<b>170,233</b>	-	-	-	-	<b>170,233</b>	-	-	-	<b>510,700</b>
<b>Financing Disbursements</b>															
<b>Total Financing Disbursements</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Net Cash Flow</b>	<b>223,460</b>	<b>381,554</b>	<b>(426,223)</b>	<b>(113,673)</b>	<b>(426,223)</b>	<b>431,501</b>	<b>169,562</b>	<b>(627,786)</b>	<b>(743,398)</b>	<b>639,335</b>	<b>4,004</b>	<b>(53,673)</b>	<b>(720,723)</b>	<b>(1,262,183)</b>	
Ending Bank Cash Balance	\$ 5,796,264	\$ 6,179,818	\$ 5,753,595	\$ 5,639,922	\$ 5,213,699	\$ 5,645,300	\$ 5,814,863	\$ 5,187,077	\$ 4,443,679	\$ 5,083,013	\$ 5,087,018	\$ 5,033,344	\$ 4,312,621	\$ 4,312,621	\$

Note <sup>(1)</sup>: Bank of America Bank Statement balance as at 9/20/13

Note <sup>(2)</sup>: Property taxes are paid yearly, next anticipated payment due March 2014

Note <sup>(3)</sup>: Does not include \$144K in pending Chatsworth renovation projects

Note <sup>(4)</sup>: Includes \$494K entrance fee due to resident due WE 11/15/13

**CERTIFICATES OF INSURANCE**



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/03/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER LIC #36-3066541 1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C No, Ext): (312) 288-7401 FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com <hr/> <table style="width: 100%;"> <tr> <td style="text-align: center;">INSURER(S) AFFORDING COVERAGE</td> <td style="text-align: center;">NAIC #</td> </tr> <tr> <td>INSURER A: QBE INS CORP</td> <td>39217</td> </tr> <tr> <td>INSURER B:</td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: QBE INS CORP	39217	INSURER B:		INSURER C:		INSURER D:		INSURER E:		INSURER F:	
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INSURER A: QBE INS CORP	39217														
INSURER B:															
INSURER C:															
INSURER D:															
INSURER E:															
INSURER F:															
INSURED SHP Employment Services, LLC  2701 N. Rocky Point Drive, Suite 1160  Tampa, FL 33418															

**COVERAGES** **CERTIFICATE NUMBER: 33459877** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input type="checkbox"/> RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	WHC0300140	05/01/13	05/01/14	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 Devonshire at PGA National; 100 Devonshire Way; Palm Beach Gardens, FL 33418

<b>CERTIFICATE HOLDER</b>  Linda Guevarez SHP Management Services, LLC  2701 N. Rocky Point Drive, #1160  Tampa, FL 66307  <div style="text-align: right;">USA</div>	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE  
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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/03/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

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PRODUCER LIC #36-3066541      1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C, No, Ext): (312) 288-7401      FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com  INSURER(S) AFFORDING COVERAGE      NAIC # INSURER A: QBE INS CORP      39217 INSURER B: _____ INSURER C: _____ INSURER D: _____ INSURER E: _____ INSURER F: _____
INSURED SHP Employment Services, LLC  2701 N. Rocky Point Drive, Suite 1160  Tampa, FL 33418	

**COVERAGES**      **CERTIFICATE NUMBER:** 33459879      **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	<b>GENERAL LIABILITY</b> <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	<b>UMBRELLA LIAB</b> <input type="checkbox"/> OCCUR <b>EXCESS LIAB</b> <input type="checkbox"/> CLAIMS-MADE DED    RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
A	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N <input checked="" type="checkbox"/> N	N/A	WHC0300140	05/01/13	05/01/14	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT      \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE    \$ 1,000,000 E.L. DISEASE - POLICY LIMIT    \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 Chatsworth at PGA National; 347 Hiatt Drive; Palm Beach Gardens, FL 33418

<b>CERTIFICATE HOLDER</b>  Linda Guevarez SHP Management Services, LLC  2701 N. Rocky Point Drive, #1160  Tampa, FL 66307  USA	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE  
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**EVIDENCE OF COMMERCIAL PROPERTY INSURANCE**

DATE (MM/DD/YYYY)  
06/14/2013

THIS EVIDENCE OF COMMERCIAL PROPERTY INSURANCE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE ADDITIONAL INTEREST NAMED BELOW. THIS EVIDENCE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS EVIDENCE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE ADDITIONAL INTEREST.

PRODUCER NAME, CONTACT PERSON AND ADDRESS Willis of Illinois, Inc. Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606		PHONE (A/C, No, Ext): 1-312-288-7700 LIC #36-3066541	COMPANY NAME AND ADDRESS Ironshore Specialty Insurance Co. One Exchange Plaza 55 Broadway, 12th Floor New York, NY 10006 (Additional Carriers - Refer to Addendum) IF MULTIPLE COMPANIES, COMPLETE SEPARATE FORM FOR EACH	NAIC NO: 25445
FAX (A/C, No): 1-312-234-0640	E-MAIL ADDRESS:			
CODE:	SUB CODE:	POLICY TYPE		
AGENCY CUSTOMER ID #:				
NAMED INSURED AND ADDRESS Devonshire at PGA National, LLC Chatsworth at PGA National, LLC Chatsworth PGA Properties, LLC 2701 N. Rocky Point Drive, Suite 1160 Tampa, FL 33607		LOAN NUMBER	POLICY NUMBER 000271003	
ADDITIONAL NAMED INSURED(S)		EFFECTIVE DATE 05/01/13	EXPIRATION DATE 05/01/14	<input type="checkbox"/> CONTINUED UNTIL TERMINATED IF CHECKED
THIS REPLACES PRIOR EVIDENCE DATED:				

**PROPERTY INFORMATION (Use REMARKS on page 2, if more space is required)**  BUILDING OR  BUSINESS PERSONAL PROPERTY

LOCATION/DESCRIPTION  
Devonshire at PGA National - 100 Devonshire Way, Palm Beach Gardens, FL 33418  
Total Reported Values: \$76,004,000 Building / \$4,260,000 Contents / \$17,189,810 Business Income-Extra Expense  
Chatsworth at PGA National - 347 Hiatt Drive, Palm Beach Gardens, FL 33418  
Total Reported Values: \$9,919,000 Building / \$735,000 Contents / \$6,430,376 Business Income-Extra Expense

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS EVIDENCE OF PROPERTY INSURANCE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

**COVERAGE INFORMATION** PERILS INSURED  BASIC  BROAD  SPECIAL

COMMERCIAL PROPERTY COVERAGE AMOUNT OF INSURANCE: \$ 115,423,186				DED: 25,000
<input checked="" type="checkbox"/> BUSINESS INCOME <input checked="" type="checkbox"/> RENTAL VALUE	YES	NO	N/A	If YES, LIMIT: Included <input checked="" type="checkbox"/> Actual Loss Sustained; # of months: 12
BLANKET COVERAGE	x			If YES, indicate value(s) reported on property identified above: \$
TERRORISM COVERAGE		x		Attach Disclosure Notice / DEC
IS THERE A TERRORISM-SPECIFIC EXCLUSION?	x			
IS DOMESTIC TERRORISM EXCLUDED?	x			
LIMITED FUNGUS COVERAGE	x			If YES, LIMIT: 2,500,000 DED: 25,000
FUNGUS EXCLUSION (If "YES", specify organization's form used)	x			Manuscript
REPLACEMENT COST	x			
AGREED VALUE	x			
COINSURANCE		x		If YES, %
EQUIPMENT BREAKDOWN (If Applicable)		x		If YES, LIMIT: DED:
ORDINANCE OR LAW - Coverage for loss to undamaged portion of bldg	x			
- Demolition Costs	x			If YES, LIMIT: 10,000,000 DED: 25,000
- Incr. Cost of Construction	x			If YES, LIMIT: Incl Above DED: 25,000
EARTH MOVEMENT (If Applicable)	x			If YES, LIMIT: 10,000,000 DED: 25,000
FLOOD (If Applicable)	x			If YES, LIMIT: 10,000,000 DED: 100,000
WIND / HAIL (If Subject to Different Provisions)	x			If YES, LIMIT: See Attached DED: See Attached
PERMISSION TO WAIVE SUBROGATION IN FAVOR OF MORTGAGE HOLDER PRIOR TO LOSS	x			

**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

**ADDITIONAL INTEREST**

<input checked="" type="checkbox"/> MORTGAGEE	<input type="checkbox"/> CONTRACT OF SALE	LENDER SERVICING AGENT NAME AND ADDRESS
<input checked="" type="checkbox"/> LENDERS LOSS PAYABLE		
NAME AND ADDRESS Merrill Lynch Capital, a Division of Merrill Lynch Business Financial Svcs., Inc. & its successors & assigns  c/o TriMont Real Estate Advisors, Inc. 3424 Peachtree Road NE, Suite 2200 Atlanta, GA 30326  USA		AUTHORIZED REPRESENTATIVE 

EVIDENCE OF COMMERCIAL PROPERTY INSURANCE REMARKS - Including Special Conditions (Use only if more space is required)

Re: Loan Nos. 1543801 / 1543901 / 1544001 / 1544101

Merrill Lynch Capital, a Division of Merrill Lynch Business Financial Services, Inc., and its successors and assigns c/o TriMont Real Estate Advisors, Inc. is shown as mortgagee and lenders loss payable with respect to property coverage as evidenced herein as required by written contract or agreement with respect to the locations as shown above.

This is a quota shared layered primary and excess property program. The carriers and their respective limits of liability are as follows:

Primary Property Program (\$10,000,000 total combined limit of liability):

Ironshore Specialty Insurance Company - \$5,000,000 limit of liability, per occurrence

Arch Specialty Insurance Company - \$3,500,000 limit of liability, per occurrence

Landmark American Insurance Company - \$1,500,000 limit of liability, per occurrence

Excess Property Program (\$105,423,186 total combined limit of liability excess \$10,000,000):

Maiden Specialty Insurance Company - \$57,308,044 limit of liability, per occurrence

Homeland Insurance Company of New York - \$31,626,956 limit of liability, per occurrence

Great American Insurance Company - \$16,488,186 limit of liability, per occurrence

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Extended Period of Indemnity is 365 days

Wind/Hail is included except there is a \$10,000,000 sub-limit for Named Storms subject to a deductible of 5% for physical damage and time element applied separately per unit of insurance involved in the loss and for which a claim is made, subject to a minimum deductible of \$250,000 in any one occurrence.

Loss of Rents from Wind/Hail is not excluded



Transhorc Specialty Insurance Company  
Policy No. 000271002

### III. GENERAL CONDITIONS

#### 15. MORTGAGEE INTERESTS AND OBLIGATIONS

The following provisions in favor of any Mortgagee named in a schedule or Certificate of Insurance on file with the Company apply to the Location for which the Mortgagee is named, unless another Mortgagee Clause is specifically indicated as applying.

- a. The term "Mortgagee" includes Trustees.
- b. For insured loss under this policy to specified property the Company will pay to each specified Mortgagee, as its interest may appear under all present or future mortgages upon the property, in order of precedence of the mortgages.
- c. The interest of the Mortgagee in property insured under this policy will not be invalidated by:
  - (1) Any act or neglect of the Mortgagor or owner of the specified property;
  - (2) Foreclosures, notice of sale, or similar proceeding with respect to the specified property;
  - (3) Change in the title or ownership of the specified property; or
  - (4) Change to an occupancy of the premises more hazardous than that permitted by this policy;

Provided that, if the Mortgagor or owner has failed to pay any premium due under this policy, the Mortgagee must pay the premium within ten (10) days of written notice by the Company.

- d. The Mortgagee will notify the Company of any known change in ownership or occupancy or increase in hazard of the covered property that has come to the knowledge of said Mortgagee. The Mortgagee may immediately pay the increased premium associated with such known change. If the Mortgagee fails immediately to notify the Company of such known change or fails to pay the increased premium, all coverage under this policy will cease at the time of such premium due date.
- e. The Company may cancel, non-renew or materially changed this policy, including the interest of the Mortgagee, by giving the Mortgagee or its agent written notice:
  - (1) Ten (10) days prior to the effective date of cancellation, if cancellation is for nonpayment of premium;
  - (2) Ninety (90) days prior to effective date of cancellation, non-renewal or material change, if cancellation is for any other reason.
- f. If a loss hereunder is made payable, in whole or in part, to a designated Mortgagee not named in this policy, that interest may be canceled by giving to such Mortgagee ten (10) days written notice of cancellation.

Ironshore Specialty Insurance Company  
Policy No. 000271002

- g. If the Company pays the Mortgagee for loss under this policy, and denies liability to the Mortgagor or owner, the Company will, to the extent of the payment made to the Mortgagee, be subrogated to all the rights of the Mortgagee under all securities and loan agreements held as collateral to the debt. At its option, the Company may pay to the Mortgagee the whole principal on the debt with its interest; and in this event, all rights and securities will be transferred from the Mortgagee to the Company. However, any subrogation by the Company will not impair the right of the Mortgagee to recover the full amount of said Mortgagee's claim.
- h. If the Insured fails to render proof of loss, the Mortgagee, upon notice, will render proof of loss within sixty (60) days of notice and will be subject to the provisions of the policy relating to Appraisal, Payment of Loss and Suit Against the Insurers.

Other provisions relating to the interests and obligations of such Mortgagee may be added hereto by agreement in writing.



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/03/2013

**THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.**

**IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).**

PRODUCER LIC #36-3066541      1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C, No, Ext): (312) 288-7401      FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com														
INSURED Chatsworth at PGA National, LLC  347 Hiatt Drive  Palm Beach Gardens, FL 33418	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: center;">INSURER(S) AFFORDING COVERAGE</th> <th style="text-align: center;">NAIC #</th> </tr> <tr> <td>INSURER A: COLUMBIA CAS CO</td> <td style="text-align: center;">31127</td> </tr> <tr> <td>INSURER B:</td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> <tr> <td>INSURER F:</td> <td></td> </tr> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A: COLUMBIA CAS CO	31127	INSURER B:		INSURER C:		INSURER D:		INSURER E:		INSURER F:	
INSURER(S) AFFORDING COVERAGE	NAIC #														
INSURER A: COLUMBIA CAS CO	31127														
INSURER B:															
INSURER C:															
INSURER D:															
INSURER E:															
INSURER F:															

**COVERAGES      CERTIFICATE NUMBER: 33466229      REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<b>GENERAL LIABILITY</b> <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input checked="" type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR <input checked="" type="checkbox"/> Retro Date 01/22/2001  GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC			5086963733	05/01/13	05/01/14	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 3,000,000 PRODUCTS - COMP/OP AGG \$ 3,000,000 \$
	<b>AUTOMOBILE LIABILITY</b> <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS						COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input checked="" type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			5086963716	05/01/13	05/01/14	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000 \$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b> ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N If yes, describe under DESCRIPTION OF OPERATIONS below		N/A				WC STATUTORY LIMITS    OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	<b>Professional Liability</b> Claims Made Form Retro Date 01/22/2001			5086963733	05/01/13	05/01/14	Aggregate 3,000,000 Each Incident 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 Chatsworth at PGA National; 347 Hiatt Drive; Palm Beach Gardens, FL 33418

<b>CERTIFICATE HOLDER</b>  Linda Guevarez SHP Management Services, LLC  2701 N. Rocky Point Drive, #1160  Tampa, FL 66307  USA	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE  
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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/03/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

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PRODUCER LIC #36-3066541      1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C, No, Ext): (312) 288-7401      FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com  INSURER(S) AFFORDING COVERAGE      NAIC # INSURER A: COLUMBIA CAS CO      31127 INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:
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**COVERAGES**      **CERTIFICATE NUMBER:** 33466231      **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY			5086963733	05/01/13	05/01/14	EACH OCCURRENCE      \$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input checked="" type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR <input checked="" type="checkbox"/> Retro Date 01/22/2001  GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						DAMAGE TO RENTED PREMISES (Ea occurrence)      \$ 100,000 MED EXP (Any one person)      \$ 5,000 PERSONAL & ADV INJURY      \$ 1,000,000 GENERAL AGGREGATE      \$ 3,000,000 PRODUCTS - COMP/OP AGG      \$ 3,000,000 \$
	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident)      \$ BODILY INJURY (Per person)      \$ BODILY INJURY (Per accident)      \$ PROPERTY DAMAGE (Per accident)      \$ \$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input checked="" type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			5086963716	05/01/13	05/01/14	EACH OCCURRENCE      \$ 5,000,000 AGGREGATE      \$ 5,000,000 \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						<input type="checkbox"/> Y <input checked="" type="checkbox"/> N      N/A WC STATUTORY LIMITS      OTH-ER E.L. EACH ACCIDENT      \$ E.L. DISEASE - EA EMPLOYEE      \$ E.L. DISEASE - POLICY LIMIT      \$
A	Professional Liability Claims Made Form Retro Date 01/22/2001			5086963733	05/01/13	05/01/14	Aggregate      3,000,000 Each Incident      1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 Devonshire at PGA National; 100 Devonshire Way; Palm Beach Gardens, FL 33418

<b>CERTIFICATE HOLDER</b>  Linda Guevarez SHP Management Services, LLC  2701 N. Rocky Point Drive, #1160  Tampa, FL 66307  USA	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE  
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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
06/28/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

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PRODUCER LIC #36-3066541      1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C, No, Ext): (312) 288-7401      FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com  INSURER(S) AFFORDING COVERAGE      NAIC # INSURER A: Philadelphia Indemnity Insurance Co.      18058 INSURER B: INSURER C: INSURER D: INSURER E: INSURER F:
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**COVERAGES**      **CERTIFICATE NUMBER:** 34492639      **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS			PHPK1014116	05/01/13	05/01/14	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED    RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N If yes, describe under DESCRIPTION OF OPERATIONS below		N/A				WC STATUTORY LIMITS    OTHER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Auto Physical Damage ACV or Cost of Repair, whichever is less			PHPK1014116	05/01/13	05/01/14	Refer Below      ReferBelow

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 Re: Devonshire at PGA National - 100 Devonshire Way, Palm Beach Gardens, FL 33418 and Chartsworth at PGA National - 347 Hiatt Drive, Palm Beach Gardens, FL 33418

<b>CERTIFICATE HOLDER</b>  Merrill Lynch Capital, a Division of Merrill Lynch Business Financial Svcs., Inc. & its successors & assigns  c/o TriMont Real Estate Advisors, Inc. 3424 Peachtree Road NE, Suite 2200 Atlanta, GA 30326  USA	<b>CANCELLATION</b>  SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE  
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# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/03/2013

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PRODUCER LIC #36-3066541      1-312-288-7700 Willis of Illinois, Inc.  Willis Tower 233 South Wacker Drive, Suite 2000 Chicago, IL 60606	CONTACT NAME: Michele Lemmens PHONE (A/C, No, Ext): (312) 288-7401      FAX (A/C, No): (312) 234-0640 E-MAIL ADDRESS: michele.lemmens@Willis.com  INSURER(S) AFFORDING COVERAGE      NAIC # INSURER A: PHILADELPHIA IND INS CO      18058 INSURER B: _____ INSURER C: _____ INSURER D: _____ INSURER E: _____ INSURER F: _____
INSURED Devonshire at PGA National, LLC  100 Devonshire Way  Palm Beach Gardens, FL 33418	

**COVERAGES**      **CERTIFICATE NUMBER:** 33458181      **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$ \$
A	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS <input checked="" type="checkbox"/> Comp/Col1			PHPK1014116	05/01/13	05/01/14	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED    RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						WC STATUTORY LIMITS    OTH-ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)  
 For Informational Purposes Only.

**CERTIFICATE HOLDER**

Linda Guevarez  
 SHP Management Services, LLC  
  
 2701 N. Rocky Point Drive, #1160  
  
 Tampa, FL 66307

USA

**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

**CASH MANAGEMENT ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----X  
:   
In re: : Chapter 11  
:   
DEVONSHIRE PGA HOLDINGS, LLC, : Case No. 13-12460 (CSS)  
*et al.*,<sup>1</sup> :   
: (Jointly Administered)  
Debtors. :   
:   
X Ref. Docket No. 8

**ORDER GRANTING MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION  
FOR ENTRY OF AN ORDER (A) APPROVING THE CONTINUED USE OF THE  
DEBTORS' CASH MANAGEMENT SYSTEM AND (B) EXTENDING THE DEADLINE  
TO COMPLY WITH THE DEPOSIT AND INVESTMENT REQUIREMENTS OF  
SECTION 345 OF THE BANKRUPTCY CODE**

This matter coming before the Court for an order pursuant to sections 345 and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") (i) approving the Debtors' continued use of their current cash management system and the Debtors' existing bank accounts and business forms, (ii) authorizing the Debtors to open and close bank accounts, (iii) and allowing the Debtors a 60-day extension to either comply with the requirements of section 345(b) of the Bankruptcy Code or file a motion seeking an additional extension or waiver of the requirements of section 345(b) of the Bankruptcy Code and (iv) authorizing all banks participating in the Debtors' cash management system to honor certain transfers and charge bank fees and certain other amounts (the "Motion"),<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion and the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: Devonshire PGA Holdings, LLC (2843), Devonshire at PGA National, LLC (2904), Chatsworth at PGA National, LLC (3412) and Chatsworth PGA Properties, LLC (3472). The mailing address of each of the Debtors, solely for purposes of notices and communications, is 100 Devonshire Way, Palm Beach Gardens, FL 33418.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.



Rundell Declaration and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012, (ii) venue is proper in this district pursuant to 28 U.S.C. §§1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iv) notice of the Motion and the Hearing was sufficient under the circumstances, and after due deliberation the Court having determined that the relief requested in the Motion is necessary and essential for the Debtors' reorganization and such relief is in the best interests of the Debtors, their estates and their creditors; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized to continue to maintain, operate and make transfers under the Cash Management System in the ordinary course of their business in the same manner and on the same basis as the Debtors implemented and maintained the same prior to the commencement of these chapter 11 cases.
3. The Debtors are authorized to continue to use the Bank Accounts, a list of which are attached hereto as Exhibit A, under their existing account numbers without interruption.
4. The Banks are authorized to charge, and the Debtors are authorized to pay or honor, the Bank Fees related to the Bank Accounts, including any portion of any such fees attributable to the period prior to the Petition Date. The Banks are also authorized to charge back returned items to the Bank Accounts in the normal course of business, whether such items are dated prior to, on or subsequent to the Petition Date.

5. The Banks are authorized to continue to service and administer the Bank Accounts as accounts of the respective Debtor as a debtor in possession without interruption and in the usual and ordinary course, and to receive, process and honor and pay any and all checks, drafts, wires, or ACH Transfers drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be. Such Bank Accounts shall be designated internally as “debtor-in-possession” accounts. The Banks are also authorized to waive any applicable requirement to establish separate accounts for cash collateral and/or tax payments. The Banks will not be liable to any party on account of (a) following the Debtors’ instructions or representations as to any order of this Court, (b) honoring any prepetition check or item in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) an innocent mistake made despite implementation of reasonable item-handling procedures.

6. Except for those checks, drafts, wires, or ACH Transfers that must be honored and paid in order to comply with any order(s) of this Court authorizing payment of certain prepetition claims, no checks, drafts, wires, or ACH Transfers issued on the Bank Accounts prior to the Petition Date but presented for payment after the Petition Date shall be honored or paid.

7. The Debtors are authorized to continue to use their existing checks and other business forms, which checks and business forms shall not be required to include the legend “Debtor-in-Possession” or a debtor-in-possession case number; provided, however, that, if new checks and business forms are ordered, such checks and business forms shall be required to include the legend “Debtor-in-Possession” and a “debtor-in-possession case number.” Third-party payroll and benefits administrators and providers are also authorized, but not directed, to prepare and issue checks on behalf of the Debtors, subject to the provisions of this paragraph.

8. Subject to the terms and conditions in this Order ~~and any requirements imposed on the Debtors under any orders of this Court approving any debtor in possession financing for, or any use of cash collateral,~~ the Debtors may open additional bank accounts and close certain of the Bank Account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors' requests to open or close, as the case may be, any such Bank Accounts; provided, however, that the Debtors give notice within fifteen days to the Office of the United States Trustee for the District of Delaware and any statutory committees appointed in these chapter 11 cases; provided, further, that the Debtors shall open any such new Bank Account at banks that have executed a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware; provided further that any new domestic account is established at a bank insured with the FDIC and is organized under the laws of the United States or any State therein and, in the case of accounts that may carry a balance exceeding the insurance limitations set thereby, already be included on the list of authorized bank depositories for the District of Delaware. Subject to the foregoing, the Banks are authorized to honor the Debtors' requests to open additional bank accounts and close certain of the Bank Account(s).

9. The Debtors are granted an initial 60-day extension from the Petition Date to (a) comply with the requirements of section 345 of the Bankruptcy Code or Local Rule 4001-3, (b) file a motion seeking authority to deviate from such requirements, or (c) file a motion seeking a further extension.

10. The Debtors shall maintain accurate and detailed records of all transfers, including intercompany transfers, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between prepetition and post-petition transactions and shall

make such records available to the Office of the United States Trustee for the District of Delaware upon request.

11. For Banks at which the Debtors hold Bank Accounts that are party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, within 15 days of the date of entry of this Order the Debtors shall (a) contact each Bank, (b) provide each of the Debtors' employer identification numbers and (c) identify each of their Bank Accounts held at such Banks as being held by a debtor in possession in a bankruptcy case.

12. For Banks at which the Debtors hold Bank Accounts that are not a party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall (a) request that such banks internally mark the Debtors' accounts as "debtor-in-possession" accounts and (b) use their good faith efforts to cause the Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within 45 days of the date of this Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

13. Bankruptcy Rule 6003(b) has been satisfied.


14. The requirements of Bankruptcy Rule 6004(a) are hereby waived.

15. Pursuant to Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, this Order shall be immediately effective and enforceable upon its entry.

16. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

17. The Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

Dated: 9/23, 2013  
Wilmington, Delaware



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Christopher S. Sontchi  
United States Bankruptcy Judge

**EXHIBIT A**

**List of Bank Accounts**

<b>DEBTOR</b>	<b>BANK NAME</b>	<b>BANK ADDRESS</b>	<b>ACCOUNT NO.</b>
Devonshire at PGA National, LLC	Bank of America	P.O. Box 25118 Tampa, FL 33622	#xxx-xxxxx-9248
Chatsworth at PGA National, LLC	Bank of America	P.O. Box 25118 Tampa, FL 33622	#xxx-xxxxx-9196
Chatsworth PGA Properties, LLC	Bank of America	P.O. Box 25118 Tampa, FL 33622	#xxx-xxxxx-9235
Devonshire PGA Holdings, LLC	Bank of America	P.O. Box 25118 Tampa, FL 33622	#xxxx9222
Devonshire at PGA National, LLC (Restricted Funds – Entrance Fees)	State of Florida, Department of Financial Services – Bureau of Collateral Management	Division of Treasury Bureau of Collateral Management Program Administration Section 200 East Gaines Street Tallahassee, FL 32399-0345	Escrow #xx-xx-x- xxxxxxx-x1200
Devonshire at PGA National, LLC	First Republic	101 Pine St, San Francisco, CA, 94111	#xxx-xxxx-3049
Devonshire PGA Holdings, LLC	Merrill Lynch	TBD	#xxx-x2459
Chatsworth Pat PGA National, LLC	PNC Bank	TBD	#xx-xxxx-9154
Devonshire at PGA National, LLC, Chatsworth at PGA National, LLC and Chatsworth PGA Properties, LLC - (Restricted Funds – Restricted Funds - Debt Service Reserve)	US Bank	80 S. 8th St. Ste. 224, Minneapolis, MN 55402	#xxxxxx4000

DEBTOR	BANK NAME	BANK ADDRESS	ACCOUNT NO.
Devonshire at PGA National, LLC, Chatsworth at PGA National, LLC and Chatsworth PGA Properties, LLC - (Restricted Funds - Minimum Liquidity Reserve)	US Bank	One Enterprise Center 225 Water Street Suite 700 Jacksonville, FL 32202	#xxxxxx4001
Devonshire at PGA National, LLC, Chatsworth at PGA National, LLC and Chatsworth PGA Properties, LLC (Mortgage Funds – Escrow)	Trimont Real Estate Advisors	3424 Peachtree Rd. Ne, Ste 2200, Atlanta, GA 30326	TBD

**RETAINERS PAID TO PROFESSIONALS**



**Devonshire Schedule of Retainers Paid**

<b>Firm</b>	<b>Date of Wire</b>	<b>Original Retainer</b>	<b>Amount Applied</b>	<b>Retainer Balance</b>
Epiq	18-Sep-13	10,000.00	10,000.00	-
Alvarez & Marsal	18-Sep-13	75,000.00	65,936.29	9,063.71
Young, Conaway, Stargatt & Taylor	18-Sep-13	300,000.00	60,275.20	239,724.80