

**Exhibit X**

**EME's BRINGDOWN CERTIFICATE**  
**("Certificate")**

**THE DESERT MOUNTAIN CLUB, INC.**, an Arizona non-profit corporation, (the "**EME**") in connection with that certain Agreement For Purchase and Sale dated \_\_\_\_, 2010 (and as the Agreement For Purchase and Sale may be amended, from time to time, collectively referred to as the "**Purchase Agreement**") entered into with **DESERT MOUNTAIN PROPERTIES LIMITED PARTNERSHIP**, a Delaware limited partnership ("**DMP**"), in accordance with the terms of the Purchase Agreement, does hereby certify to the EME the following as of the Effective Date, as hereinafter defined:

1 Except as may be disclosed on **Schedule 1** attached hereto and subject to any qualifications that may be set forth in the Purchase Agreement, the warranties and representations of the EME set forth in **Section 6.1** of the Purchase Agreement are, as of the Effective Date, true and correct in all material respects.

2. Except as may be set forth on **Schedule 2** attached hereto, the EME has performed or observed in all material respects all covenants and agreements set forth in the Purchase Agreement to be performed or observed by the EME at or prior to the Closing Date.

3. All Schedules attached hereto are incorporated into and made a part of this Certificate for all purposes.

IN WITNESS WHEREOF, the EME has executed this Certificate effective as of this \_\_\_\_ day of \_\_\_\_\_, 201\_\_ (the "**Effective Date**").

**EME:**

**THE DESERT MOUNTAIN CLUB, INC.**,  
an Arizona non-profit corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date of Execution: \_\_\_\_\_

## **Schedule 1**

## **Schedule 2**