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WHEN RECORDED, MAIL TO:

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STOEL RIVES LLP
201 South Main, Suite 1100
Salt Lake City, UT 84111

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ALAN SPRIGGS, SUMMIT CO RECORDER
2004 NOV 19 16:34 PM FEE \$16.00 BY GGB
REQUEST: PARK CITY TITLE

AMENDMENT TO AGREEMENT

This Amendment to Agreement, dated as of October 29, 2004 (this "Amendment"), is entered into by and between UNITED PARK CITY MINES COMPANY, a Delaware corporation ("UPCM"), and KAREN H. HUNTSMAN, an individual ("Huntsman").

RECITALS

WHEREAS, UPCM and Huntsman entered into that certain Agreement dated October 31, 1994, as recorded in the office of the Summit County Recorder as Entry No. 418475 on November 3, 1994 (the "Agreement"), concerning, *inter alia*, the parties' rights to that certain parcel of real property owned by UPCM more particularly described on attached Exhibit A (the "Retained Parcel");

WHEREAS, except as otherwise specified herein, all capitalized terms used in this Amendment shall be as defined in the Agreement;

WHEREAS, pursuant to the Agreement, UPCM granted Huntsman the right to traverse the Retained Parcel for the purpose of gaining access to State Highway 224 until such time as UPCM elected to dedicate or convey all or a portion of the Retained Parcel to various Utility Providers for Right of Way Purposes;

WHEREAS, the Agreement provides that if UPCM elects to so dedicate or convey all or a portion of the Retained Parcel to various Utility Providers for Right of Way Purposes, it must do so no later than October 31, 2004 (the "Dedication Deadline"); and

WHEREAS, UPCM and Huntsman desire to extend the Dedication Deadline to October 31, 2006.

NOW, THEREFORE, to these ends and in consideration of the terms and conditions of this Amendment, as well as the mutual benefits to be derived herefrom, the parties agree as follows:

TERMS

1. By the execution hereof, the Dedication Deadline set forth in the Agreement shall be extended to October 31, 2006.

2. This Amendment may be executed by facsimile and in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same original.

3. Except to the extended amended or modified herein, all other terms and conditions of the Agreement shall remain in full force and effect.

BK1661 PG1194

IN WITNESS WHEREOF, UPCM and Huntsman have executed this instrument as of the 29th day of October, 2004.

UNITED PARK CITY MINES COMPANY, a Delaware corporation

By: _____
Its: _____

Dated this ____ day of October, 2004.

KAREN H. HUNTSMAN, an individual

By: Karen Huntsman

Dated this 29th day of October, 2004.

STATE OF _____)
: ss.
COUNTY OF _____)

The foregoing Amendment to Agreement was acknowledged before me this ____ day of _____, 2004, by _____, the _____ of UNITED PARK CITY MINES COMPANY, a Delaware corporation.

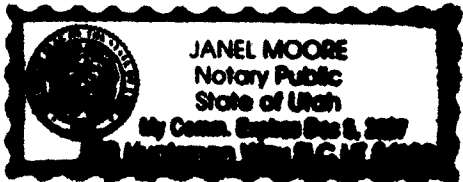
NOTARY SIGNATURE AND SEAL

STATE OF Ut)
: ss.
COUNTY OF Slake)

The foregoing Amendment to Agreement was acknowledged before me this 29 day of October, 2004, by KAREN H. HUNTSMAN.

Janel Moore

NOTARY SIGNATURE AND SEAL



RECORDERS NOTE
DUE TO THE COLOR OF THE INK
OF THE NOTARY SEAL AFFIXED
TO THIS DOCUMENT, THE
SEAL MAY BE UNSATISFACTORY
FOR COPYING.

BK1661 PG1195

IN WITNESS WHEREOF, UPCM and Huntsman have executed this instrument as of the 15th day of ~~October~~, 2004.
November

UNITED PARK CITY MINES COMPANY, a Delaware corporation

By: [Signature]
Its: Vice President

Dated this 15th day of November, 2004.

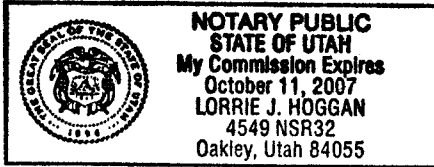
KAREN H. HUNTSMAN, an individual

By: _____

Dated this _____ day of November, 2004.

STATE OF Utah)
 : ss.
COUNTY OF Summit)

The foregoing Amendment to Agreement was acknowledged before me this 15th day of November, 2004, by Mark Thorne, the Vice President of UNITED PARK CITY MINES COMPANY, a Delaware corporation.



[Signature]
NOTARY SIGNATURE AND SEAL

STATE OF _____)
 : ss.
COUNTY OF _____)

The foregoing Amendment to Agreement was acknowledged before me this _____ day of _____, 2004, by KAREN H. HUNTSMAN.

NOTARY SIGNATURE AND SEAL

Exhibit A

(Description of Retained Parcel)

Property situated in Park City, Summit County, State of Utah, and more particularly described as follows:

Beginning at a point West 417.85 feet and South 1236.82 feet from the Northeast corner of Section 21, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence South $21^{\circ}54'58''$ West 68.85 feet to a point on a 2784.21 foot radius curve to the left, whose radius point bears South $68^{\circ}05'02''$ East; thence along the arc of said curve 385.51 feet thru a central angle of $7^{\circ}56'00''$; thence South $13^{\circ}58'57''$ West 237.79 feet to a point on a 1641.12 foot radius curve to the left, whose radius point bears South $76^{\circ}01'03''$ East; thence along the arc of said curve 412.54 feet thru a central angle of $14^{\circ}24'10''$; thence South $0^{\circ}25'13''$ East 136.60 feet to a point on a 9411.91 foot radius curve to the right, whose radius point bears South $89^{\circ}34'47''$ West; thence along the arc of said curve 174.74 feet thru a central angle of $1^{\circ}03'49''$; thence West 82.84 feet to the East edge of Ontario Canyon Road; thence along the East edge of Ontario Canyon road North $0^{\circ}29'05''$ West 240.42 feet to a point on a 2300.00 foot radius curve to the right, whose radius bears North $89^{\circ}30'55''$ East; thence along the East edge of Ontario Canyon Road and along the arc of said curve 559.71 feet thru a central angle of $13^{\circ}56'35''$; thence along the East edge of Ontario Canyon Road North $13^{\circ}27'30''$ East 181.62 feet to a point on a 2871.71 foot radius curve to the right, whose radius point bears South $76^{\circ}01'03''$ East; thence along the East edge of Ontario Canyon Road and along the arc of said curve 48.36 feet thru a central angle of $0^{\circ}57'53''$; thence North $26^{\circ}02'43''$ East 263.25 feet to a point on a 316.58 foot radius curve to the right, whose radius point bears South $63^{\circ}57'17''$ East; thence along the arc of said curve 105.02 feet thru a central angle of $19^{\circ}00'27''$; thence North $45^{\circ}03'09''$ East 57.74 feet to the point of beginning. The basis of bearing for the above description is North $0^{\circ}30'11''$ East between the Northeast corner of Section 21 and the East Quarter Corner of Section 16.

PC-5-46-B-1

PC-5-46-C

PC-5-46-B

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