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02/19/98 11:57 AM 16.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
REC BY: V ASHBY DEPUTY - WI

WHEN RECORDED RETURN TO:

Larry G. Moore, Esq.
Ray, Quinney & Nebeker
P.O. Box 45385
Salt Lake City, Utah 84145-0385

AMENDMENT TO PRIVATE ROAD
EASEMENT AND MAINTENANCE AGREEMENT

THIS AMENDMENT is made and entered into this 3d day of February, 1998, by and between SOLITUDE SKI CORPORATION, a Delaware corporation ("Solitude") and L.G.P.D. L.C., a Utah limited liability company ("LGPD").

Recitals:

A. Solitude and LGPD have previously entered into that certain Private Road Easement and Maintenance Agreement dated as of November 17, 1997 (the "Easement"), which Easement was recorded November 18, 1997, as Entry No. 6793378, in Book 7809 at Page(s) 1459, et seq. of the official Records of the Salt Lake County, Utah Recorder's Office.

B. Solitude and LGPD desire to amend the Easement to amend the description of the real property constituting the "Street Alignment" as that term is defined in the Easement and making such amended property description subject to the Easement.

NOW THEREFORE, in consideration of the foregoing Recitals, and for Ten Dollars and other good and valuable consideration, the parties do hereby agree as follows:

1. The real property described on Exhibit "A" attached hereto and incorporated herein by this reference, is hereby substituted in its entirety, and replaces the real property constituting the "Street Alignment" which was previously described on Exhibit "C" to the Easement, and is hereby defined as the "Street Alignment" which is subject to the Easement and Solitude does hereby grant and convey to LGPD its successors and assigns, and LGPD does hereby grant to Solitude, its successors and assigns, rights of ingress and egress and easements for construction, installation, maintenance and repair of utilities, consistent with those granted by the parties to, and terms and conditions of the original Easement, over the property described on Exhibit "A" attached hereto and incorporated herein. The Easement is hereby terminated as to any portion of the real property described in Exhibit "C" to the original Easement which is not also contained within the property description attached hereto as Exhibit "A".

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2. This Amendment to Easement shall benefit and burden the parties hereto, and their respective successors and assigns, and shall run with the land.

3. The Easement is corrected and clarified to state that LGPD is a Utah limited liability company, rather than a Delaware limited liability company.

4 All terms and conditions of the Easement, except as expressly modified by this Amendment to Easement, shall remain in full force and effect and are hereby ratified.

Executed as of the date first written above.

"Solitude"

Solitude Ski Corporation,
a Delaware Corporation

By: 

Its: Vice President

"LGPD"

L.G.P.D. L.C., a Utah limited
liability company

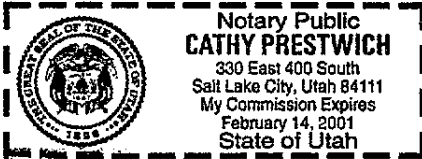
By: 

Derk Pardoe

Its: Managing Member

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 3rd day of February, 1998, personally appeared before me David DeSeelhorst, who being first duly sworn, acknowledged to me that he is the duly authorized Vice President of Solitude Ski Corporation, a Delaware corporation and that he executed the foregoing instrument on behalf of said corporation.



Cathy Prestwich
Notary Public
Residing at: Salt Lake City, Utah

My commission expires: 02/14/2001

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 17th day of February, 1998, personally appeared before me Derk Pardoe, who being first duly sworn, acknowledged to me that he is the authorized Managing Member of L.G.P.D. L.C., a Utah limited liability company, and that he executed the foregoing instrument on behalf of said limited liability company.

Cathy Prestwich
Notary Public
Residing at: Salt Lake City, Utah

My commission expires: 2/14/2001

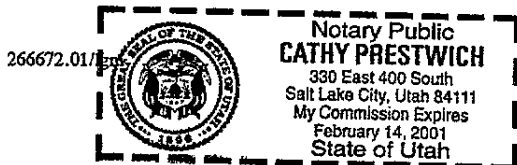


EXHIBIT "A"

The following described real property located in Salt Lake County, State of Utah:

BEGINNING at a point that is N 00°03'39" W 1102.37 feet and due West 100.17 feet from the Center of Section 23, Township 2 South, Range 1 East, Salt Lake Base and Meridian; thence S 77°11'17" E 598.09 feet; thence S 12°55'06" W 40.00 feet; thence N 77°11'17" W 72.19 feet; thence S 12°16'59" W 291.11 feet; thence N 89°25'08" W 49.53 feet; thence N 12°16'59" E 301.61 feet; thence N 77°11'17" W 477.97 feet; thence N 12°26'45" E 40.00 feet to the point of BEGINNING.

Said easement contains 33,478 sq. ft. or 0.77 acres.

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