

When recorded return to:

Parsons Behle & Latimer
210 South Main Street, Suite 1800
Post Office Box 45898
Salt Lake City, Utah 84145-0898
Attention: Shawn C. Ferrin

555580 BK1300 Pg 1074-1081
0055580 BK01300 Pg01074-01081
ALAN SPRIGGS, SUMMIT CO RECORDER
1999 DEC 20 15:41 PM FEE \$30.00 BY DMG
REQUEST: FIRST AMERICAN TITLE CO UTAH

ASSIGNMENT OF EASEMENT (Sundial Lodge)

This Assignment of Easement ("Assignment") is made and entered into this 20th day of December, 1999, by and between American Skiing Company Resort Properties, Inc., a Maine corporation ("Assignor"), and The Canyons Resort Village Association, Inc., a Utah nonprofit corporation ("Assignee"), with reference to the following:

RECITALS

A. The Canyons Resort Properties, Inc., a Maine corporation ("TCRP") is the owner of a parcel of real property located in Summit County, Utah and more particularly described on Exhibit A ("TCRP Parcel").

B. ASCRP assigned to TCRP certain development rights for the TCRP Parcel.

C. Pursuant to that certain Easement Agreement ("Easement Agreement") dated August 1, 1998, and recorded on April 30, 1999, as Entry No. 537596, in Book 1253, at Page 245 of the records of the Summit County Recorder's Office, as amended by that certain First Amendment to Easement Agreement dated December 20, 1999, and recorded on 12-20-99, as Entry No. 555579, in Book 1300, at Page 1067 of the records of the Summit County Recorder's Office, Wolf Mountain Resorts, L.C., a Utah limited liability company ("WMR") granted to Assignor certain easement rights benefiting the TCRP Parcel, over that certain parcel of real property owned by WMR and located in Summit County, Utah, as more particularly described in Exhibit B ("Easement Parcel"). Paragraph 5 of the Agreement authorizes ASCRP to transfer ASCRP's rights under the Agreement to third parties.

D. Assignee desires to assume, and Assignor desires to assign to Assignee, all of Assignor's rights and obligations in, to and under the Easement Agreement and with respect to the Easement Parcel.

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignment. Assignor hereby transfers and assigns to Assignee all of Assignor's rights, interests, liabilities, obligations and responsibilities under the Easement Agreement with respect to the Easement Parcel. Assignee hereby accepts and assumes all of Assignor's rights, interests, liabilities, obligations and responsibilities under the Easement Agreement with respect to the Easement Parcel. Assignee's rights under the Easement Agreement shall include, but are

not limited to, the exclusive right to: control access to and use of all roadways, pedestrian and bike paths and sidewalks; and design, construct, operate, maintain, repair and replace all roadways, utilities and other improvements; as permitted by the Easement Agreement all in accordance with terms and conditions of The Canyons Resort Village Management Agreement ("Agreement") dated November 15, 1999, and recorded on December 15, 1999, as Entry No. 555285, in Book 1300, beginning at Page 1 of the records of the Summit County Recorder's Office, as amended by the First Amendment to The Canyons Resort Village Management Agreement, dated December 17, 1999, and recorded on December 17, 1999, as Entry No. 555434, in Book 1300, beginning at Page 668 of the records of the Summit County Recorder's Office.

2. Binding Effect. All provisions of this Assignment shall be binding upon and shall inure to the benefit of the respective successors and assigns of the parties.

3. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of Utah.

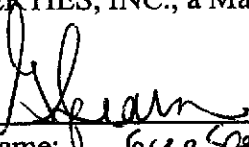
4. Further Assurances. Each of the parties agrees to execute and deliver such further documents, instruments or agreements as shall be necessary or appropriate to reflect the intent and agreement of the parties hereunder, including any memoranda or notices requested by any party hereto of the other parties for filing with any state or local authorities or recording agencies.

5. Counterparts. This Assignment may be executed in counterparts, all of which when taken together shall constitute one original document. This Assignment may be delivered by facsimile.

IN WITNESS WHEREOF, the parties have executed this Assignment of Easement to be effective as of the date first above written.

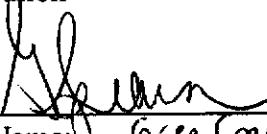
ASSIGNOR:

AMERICAN SKIING COMPANY RESORT
PROPERTIES, INC., a Maine corporation

By: 
Print Name: Greg Spear
Its: Senior Vice President

ASSIGNEE:

THE CANYONS RESORT VILLAGE
ASSOCIATION, INC., a Utah nonprofit
corporation

By: 
Print Name: Greg Spear
Its: President

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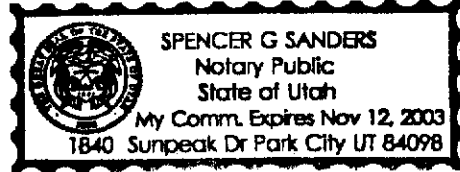
STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 20th day of December, 1999, by GREG SPEARN the SENIOR VICE PRESIDENT of American Skiing Company Resort Properties, Inc., a Maine corporation.

Spencer G. Sanders
Notary Public
Residing at: SALT LAKE COUNTY

My Commission Expires:

NOVEMBER 12, 2003



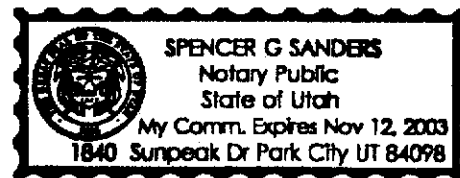
STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 20th day of December, 1999, by GREG SPEARN the PRESIDENT of The Canyons Resort Village Association, Inc., a Utah nonprofit corporation.

Spencer G. Sanders
Notary Public
Residing at: SALT LAKE COUNTY

My Commission Expires:

NOVEMBER 12, 2003



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**EXHIBIT A
TO
ASSIGNMENT OF EASEMENT**

(TCRP Parcel)

The TCRP Parcel is located in Summit County, Utah and is more particularly described as follows:

All Units of **SUNDIAL LODGE AT THE CANYONS**, a Utah Condominium Project, together with an appurtenant undivided interest in the Common Areas and Facilities as established and identified in (i) the Declaration of Condominium for **SUNDIAL LODGE AT THE CANYONS** dated December 10, 1999, and recorded December 15, 1999, as Entry No. 555290, in Book 1300, beginning at Page 125 in the Official Records of the Summit County, Utah Recorder's Office, and (ii) the Record of Survey Map for **SUNDIAL LODGE AT THE CANYONS** recorded December 15, 1999, as Entry No. 555291, in the Official Records of the Summit County, Utah Recorder's Office.

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**EXHIBIT B
TO
ASSIGNMENT OF EASEMENT**

(Easement Parcel)

The Canyons Resort Drive:

A 68.00 foot wide non-exclusive easement lying 34.00 feet each side of the centerline more particularly described as follows:

Beginning at a point being North 1325.85 feet and West 760.24 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian); and running thence South 80°11'39" West 63.67 feet to a point of curvature of a 210.00 foot radius curve to the right, center of which bears North 09°48'21" East; thence Northwesterly along the arc of said curve 55.90 feet through a Central Angle of 15°15'09"; thence North 84°33'11" West 89.73 feet to a point of curvature of a 185.00 foot radius curve to the left, center of which bears South 05°26'49" West; thence Southwesterly along the arc of said curve 302.58 feet through a Central Angle of 93°42'41"; thence South 01°44'07" West 157.02 feet to a point of curvature of a 270.00 foot radius curve to the right, center of which bears North 88°15'53" West; thence Southwesterly along the arc of said curve 165.79 feet through a Central Angle of 35°10'52"; thence South 36°54'59" West 147.38 feet to a point of curvature of a 180.00 foot radius curve to the left, center of which bears South 53°05'01" East; thence Southwesterly along the arc of said curve 265.27 feet through a Central Angle of 84°26'15"; thence South 47°31'16" East 314.03 feet to the point of terminus.

High Mountain Road:

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A 30.00 foot wide non-exclusive easement lying 15.00 feet each side of the centerline more particularly described as follows:

Beginning at a point at the Intersection of The Canyons Drive and High Mountain Road, said point being North 322.83 feet, and West 1131.21 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36); and running thence South 42°28'44" West 304.64 feet to a point of curvature of a 225.00 foot radius curve to the right, center of which bears North 47°31'16" West; thence Southwesterly along the arc of said curve 186.71 feet through a Central Angle of 47°32'39"; thence North 89°58'37" West 363.80 feet to a point of curvature of a 225.00 foot radius curve to the left, center of which bears South 00°01'23" West;

thence Southwesterly along the arc of said curve 139.51 feet through a Central Angle of 35°31'34"; thence South 54°29'50" West 50.00 feet to the point of terminus.

Tennis Court Road:

A 30.00 foot wide non-exclusive easement lying 15.00 feet each side of the centerline more particularly described as follows:

Beginning at a point on the westerly top back of curb line of the Red Pine Road, said point being North 381.62 feet and West 717.38 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base & Meridian; (Basis of Bearing being North 89°59'43" West between the said Southeast Corner of Section 36, and the South Quarter Corner of said Section 36); thence South 76°31'50" West 93.05 feet to the point of curvature of a 300 foot radius tangent curve to the right; thence along the arc of said curve 33.55 feet through a Central Angle of 06°24'26" to the curves end; thence South 82°56'16" West 38.83 feet to the point of Curvature of a 300 foot radius tangent curve to the right; thence along the arc of said curve 48.33 feet through a Central Angle of 9° 13'48" to the curves end; thence North 87°49'56" West 78.34 feet to the point of curvature of a 300 foot radius tangent curve to the left; thence along the arc of said curve 87.41 feet through a Central Angle of 16°41'36" to the curves end; thence South 75°28'28" West 6.60 feet to the Northeasterly top back of curb line of the Canyons Resort Drive, said point being the point of termination, right-of-way lines extend to said top back of curb on the Canyons Resort Drive and said top back of curb on Red Pine Road.

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Sundial Court:

A 30.00 foot wide non-exclusive easement lying 15.00 feet each side of the centerline more particularly described as follows:

Beginning at a point at the Intersection of High Mountain Road and Sundial Court, said point being North 18.33 feet, and West 1922.21 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36); and running thence North 14°14'22" West 45.72 feet to a point of curvature of a 150.00 foot radius curve to the right, center of which bears North 75°45'38" East; thence Northwesterly along the arc of said curve 37.27 feet through a Central Angle of 14°14'16"; thence North 00°00'06" West 27.91 feet to a point of curvature of a 200.00 foot radius curve to the left, center of which bears South 89°59'54" West; thence Northwesterly along the arc of said curve 198.56 feet through a Central Angle of 56°52'59"; thence North 56°53'05" West 171.60 feet to a point of curvature of a 150.00 foot radius curve to the right, center of which bears North 33°06'55" East; thence Northwesterly along the arc of said curve 41.33 feet

through a Central Angle of 15°47'16"; thence North 41°05'48" West 74.88 feet to a point of curvature of a 250.00 foot radius curve to the right, center of which bears North 48°54'12" East; thence Northwesterly along the arc of said curve 284.51 feet through a Central Angle of 65°12'16"; thence North 24°06'27" East 189.63 feet to the point of terminus.

Sundial Courtyard "A":

A 29.00 foot wide non-exclusive easement lying 14.50 feet each side of the centerline more particularly described as follows:

Beginning at a point in Sundial Court, said point being North 253.25 feet, and West 1982.59 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36); and running thence North 02°09'29" West 130.91 feet to a point of curvature of a 42.00 foot radius curve to the left, center of which bears North 87°50'31" East; thence Northwesterly along the arc of said curve 62.36 feet through a Central Angle of 85°03'52" to a point of terminus.

Sundial Courtyard "B":

A 29.00 foot wide non-exclusive easement lying 14.50 feet each side of the centerline more particularly described as follows:

Beginning at a point which is North 424.44 feet, and West 2027.46 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36), said point also being on the arc of a 42.00 foot radius curve to the left, the center of which bears South 02°46'39" West; and running thence Northwesterly along the arc of said curve 3.55 feet through a Central Angle of 04°50'48"; thence North 87°55'51" East 8.98 feet to a point of curvature of a 48.00 foot radius curve to the left, center of which bears South 02°04'09" East; thence Southwesterly along the arc of said curve 45.14 feet through a Central Angel of 53°52'44" to a point of terminus.

Sundial Courtyard "C":

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A 29.00 foot wide non-exclusive easement lying 14.50 feet each side of the centerline more particularly described as follows:

Beginning at a point which is North 403.04 feet, and West 2078.01 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing being North 00°00'31" East between said Southeast Corner and the East Quarter Corner of said Section 36), said point also

being on the arc of a 48.00 foot radius curve to the left, the center of which bears South 55°56'52" West; and running thence Southwesterly along the arc of said curve 6.26 feet through a Central Angle of 07°28'25"; thence South 26°34'43" West 57.77 feet to a point of terminus.

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