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B: 1255 P: 97 Fee \$16.00
Debbie B. Johnson, Iron County Recorder Page 1 of 4
12/20/2012 11:21:16 AM By FIRST AMERICAN TITLE/CEDAR

WHEN RECORDED, MAIL TO:

Brian Head Acquisition Partners, LLC
c/o Kevan D. Acord, P.A.
15700 College Blvd., Suite 100
Lenexa, Kansas 66219

ASSIGNMENT AND ASSUMPTION OF SKI ACCESS EASEMENT

This ASSIGNMENT AND ASSUMPTION OF SKI ACCESS EASEMENT (this "Assignment") is entered into as of this 19th day of December, 2012 (the "Effective Date"), by and between M. NEAL ECKARD, RECEIVER FOR BRIAN HEAD SKI, LTD., a Utah limited partnership, ("Assignor") as authorized by that certain court order of Findings of Fact, Conclusions of Law, and Order Approving Sale of Assets entered July 27, 2012 in the matter entitled *Zions First National Bank v. Brian Head Ski, LTD., et al.*, Case No. 120902245 pending before the Third Judicial District Court in and for the State of Utah, and BRIAN HEAD ACQUISITION PARTNERS, LLC, a Delaware limited liability company ("Assignee").

RECITALS

A. Brian Head Ski, LTD. is a party to that certain Ski Access Easement dated March 16, 2002, with Giant Steps Condominium Owners Association, a Utah nonprofit corporation, and recorded on May 30, 2002, as Entry No. 00449047, Book 00803, Pages 00143-00150 in the Iron County Recorder's Office, (the "Ski Access Easement"). Pursuant to the Ski Access Easement, Brian Head Ski, LTD. received by conveyance a perpetual nonexclusive ski easement running in its favor over, upon and across that certain property located in Iron County, Utah, and more particularly described on **Exhibit A**.

B. Pursuant to that certain Asset Purchase Agreement, dated as of July 17, 2012, between Assignor and Assignee (as may have been amended from time to time, the "Agreement"), Assignor is, simultaneously with the execution of this Assignment, transferring to Assignee all of its right, title and interest in certain real property benefitted, in part, by the Ski Access Easement (the "Property Transfer") under the terms and conditions more fully set forth in the Agreement.

C. In connection with the Property Transfer, Assignor desires to assign, transfer, give and convey to Assignee, and Assignee desires to acquire from Assignor, all of Assignor's interest, in and to the Ski Access Easement.

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

ASSIGNMENT AND ASSUMPTION

1. Incorporation. The recitals set forth are hereby incorporated herein and made a part hereof.

Exhibit A
(Legal Description of Easement)

That certain real property located in Iron County, Utah, particularly described as follows:

SKI ACCESS EASEMENT:

A 15' easement for the purpose of skier access across the Northeasterly 15.00 feet of the Giant Steps Condominium Project, Brian Head, Utah according to the Official Plat thereof recorded as Entry No. 251253 on April 3, 1984 in Book 315, Page 535 in the office of the Iron County Recorder, more particularly described as follows:

Beginning at a point which is South 89°58'00" East 817.39 feet along the North section line and North 00°00'00" East 91.58 feet from the Northwest corner of Section 11, Township 36 South, Range 9 West of the Salt Lake Base and Meridian, said point also being the most Northerly corner of Giant Steps Condominium Project, Brian Head, Utah according to the Official Plat thereof and running thence along the Northeasterly boundary line of said Giant Steps Condominium Project in the following three (3) courses: South 33°52'44" East 142.00 feet; thence South 62°53'00" East 123.74 feet; thence South 33°52'44" East 125.13 feet to the most Easterly corner of said Giant Steps Condominium Project; thence along the southeasterly boundary line of said Giant Steps Condominium Project thence South 51°45'15" West 15.04 feet; thence leaving said southeasterly boundary line North 33°52'44" West 122.40 feet; thence North 62°53'00" West 123.74 feet; thence North 33°52'44" West 143.41 feet to a point on the Northwesterly boundary line of said Giant Steps Condominium Project; thence along said Northwesterly boundary line North 46°47'16" East 15.20 feet to the point of beginning.

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