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When Recorded, Return to:
Shawn C. Ferrin
Parsons Behle & Latimer
201 South Main Street, Suite 1800
P.O. Box 45898
Salt Lake City, Utah 84145-0898

00482077 Bk01058 Pg00334-00358
ALAN SPRIGGS, SUMMIT COUNTY RECORDER
1997 JUL 03 15:31 PM FEE \$175.00 BY MAT
REQUEST: FIRST AMERICAN TITLE CO UTAH

NOTICE OF AGREEMENTS

NOTICE IS HEREBY GIVEN that WOLF MOUNTAIN RESORTS, L.C., a Utah limited liability company ("Wolf") whose address is 4000 Park West Drive, Park City, Utah 84060, and ASC UTAH, INC. a Maine corporation ("ASC") whose address is Sunday River Road, P.O. Box 450, Bethel, Maine 04217, have entered into the following agreements ("Agreements"):

1. Purchase and Sale Agreement. Wolf and ASC have entered into that certain Purchase and Sale Agreement of even date herewith ("Purchase and Sale Agreement"), whereby Wolf agreed to convey to ASC all of Wolf's interests in those certain buildings, improvements and personal property constituting a portion of, or used in connection with, the Wolf Mountain Ski Resort, situated in Summit and Salt Lake Counties, Utah. The Purchase and Sale Agreement contains terms and provisions binding on ASC and its successors and assigns as the owner of certain property more particularly described in Exhibit "A" attached hereto, not herein set forth but incorporated herein by reference for all purposes.

2. Ground Lease Agreement. Wolf, as landlord, and ASC, as tenant, have entered into that certain Ground Lease Agreement of even date herewith ("Lease"), concerning certain real property located in Summit County, Utah, as more particularly described on Exhibit "C" attached hereto and made a part hereof ("Property"). The Lease contains, in part, the following provisions:

- a. The initial term of the Lease shall commence on even date herewith and shall continue for a period of 50 years.
- b. ASC may extend the initial term of the Lease for up to three additional periods of 50 years.
- c. ASC may purchase portions of the Property for an amount and upon the terms and conditions specified in the Lease.
- d. Certain restrictions apply to the assignment and/or subletting of the Property as more fully set forth in the Lease.

3. Reconveyance Agreement. Pursuant to the Purchase and Sale Agreement, Wolf and ASC have entered into that certain Reconveyance Agreement of even date herewith (the "Reconveyance Agreement"), whereby ASC has agreed, in certain circumstances more

FIRST AMERICAN TITLE
SLT # 12784

175⁰⁰

particularly set forth therein, to reconvey to Wolf the tracts, pieces, and parcels of land situated in Summit Counties, Utah, and more particularly described in Exhibit "B" attached hereto.

4. All of the terms and provisions of the Purchase and Sale Agreement, the Reconveyance Agreement and the Lease are hereby incorporated herein by reference. Additional information regarding the Purchase and Sale Agreement, the Reconveyance Agreement and the Lease may be obtained by contacting either of the following:

WOLF MOUNTAIN RESORTS, L.C.
c/o Bracewell & Patterson, LLP
2900 South Tower, Pennzoil Place
Houston, Texas 77002-2781
Attention: Clark Thompson

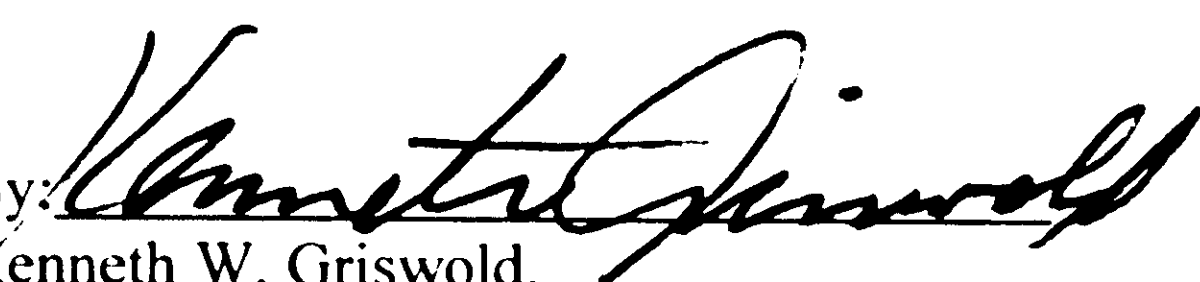
ASC UTAH, INC.
P.O. Box 450
Sunday River Road
Bethel, Maine 04217
Attention: Christopher E. Howard

5. This Notice in no way modifies or amends the terms and provisions of the Purchase and Sale Agreement, Reconveyance Agreement and the Lease. This Notice is executed solely for the purpose of providing record notice of the Purchase and Sale Agreement, Reconveyance Agreement and the Lease and is to be recorded in the real property records of Summit and Salt Lake Counties, Utah.

EXECUTED IN MULTIPLE COUNTERPARTS, each of which shall have the force and effect of an original, this 3rd day of July, 1997.

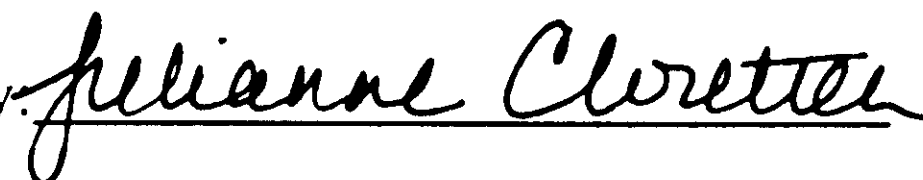
WOLF:

WOLF MOUNTAIN RESORTS, L.C.

By: 
Kenneth W. Griswold,
Managing Member

ASC:


ASC UTAH, INC.

By: 
Its: Vice President

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


The foregoing instrument was acknowledged before me this 3rd day of July, 1997, by Kenneth W. Griswold, Managing Member of Wolf Mountain Resorts, L.C.

 Notary Public
WILLIAM D. ROWLEY
330 East 400 South
Salt Lake City, Utah 84111
My Commission Expires April 17, 1999
State of Utah
My Commission Expires

W.D. Rowley
NOTARY PUBLIC
Residing at: _____

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

The foregoing instrument was acknowledged before me this 3rd day of July, 1997, by JULIANNE CLOUTIER, the VICE PRESIDENT of ASC UTAH, INC.

 Notary Public
WILLIAM D. ROWLEY
330 East 400 South
Salt Lake City, Utah 84111
My Commission Expires April 17, 1999
State of Utah
My Commission Expires

W.D. Rowley
NOTARY PUBLIC
Residing at: _____

00482077 Bk01058 Pg00336

EXHIBIT A
TO
NOTICE OF AGREEMENTS

Purchase and Sale Agreement
Description

00482077 Bk01058 Pg00337

THOMCG\05106\007002
HOUSTON\720517.1
157643.1

PARCEL V-1:

PARCEL # 1:

The North 590 feet of the SE $\frac{1}{4}$ SW $\frac{1}{4}$ and the North 590 feet of the W $\frac{1}{2}$ SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 2:

The South 495 feet of the W $\frac{1}{2}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 3:

The South 330 feet of the E $\frac{1}{2}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 4:

The South 330 feet of the West 100 feet and the South 250 feet of the East 100 feet of the West 200 feet and the South 200 feet of the East 200 feet of the West 400 feet of the S $\frac{1}{2}$ SW $\frac{1}{4}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

00482077 Bk01058 Pg00338

**EXHIBIT B
TO
NOTICE OF AGREEMENTS**

**Ground Lease
Description**

00482077 Bk01058 Pg00339

THOMCG\05106\007002
HOUSTON\720517.1
157643.1

IN SUMMIT COUNTY:

PARCEL A:

The SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and the W $\frac{1}{2}$ SW $\frac{1}{4}$ SE $\frac{1}{4}$ of said Section 36.

EXCEPTING THEREFROM:

The North 590 feet thereof and following two parcels:

(A) BEGINNING at a point which is North along a section line 575.96 feet and West 2309.32 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, said point being on the center line of the Green Horn ski lift and running thence South 41°3' East 81 feet; thence South 3°47' West 95 feet; thence South 48°47' West 178 feet; thence South 3°47' West 36 feet; thence South 48°47' West 233 feet; thence North 86°13' West 98.10 feet; thence North 41°13' West 84.26 feet; thence North 48°47' East 97 feet; thence South 86°13' East 26.72 feet; thence North 48°47' East 92.22 feet; thence North 3°47' East 55 feet to the center line of the Green Horn ski lift; thence North 48°47' East along said center line 326 feet to the point of beginning, and,

(B) COMMENCING at a point which is North 70.78 feet and West 2227.47 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence South 84°15' West 102 feet; thence North 5°45' West 207 feet; thence North 84°15' East 102 feet; thence South 5°45' East 207 feet to the point of commencement.

PARCEL A-1:

LOTS 3, 4, 25, 26, and the South 90.5 feet of LOT 27, PARK CITY WEST, PLAT NO. 2, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder.

THE "MALL", as the same is designated on the Official Plat of PARK CITY WEST SUBDIVISION, NO. 2, recorded February 2, 1970, as Entry No. 110560 on file and of record in the Summit County Recorder's Office.

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THAT certain parcel described as follows: COMMENCING at a point which is North 980.76 feet and West 1390 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian; thence West 160 feet, more or less, to a point on the East boundary line of PARK CITY WEST, PLAT NO. 2; thence South along said boundary line 408.36 feet, more or less, to the Southeast Corner of LOT 25, PARK CITY WEST, PLAT NO. 2; thence East 160 feet, more or less, to a point due South from the point of commencement; thence North 408.36 feet, more or less, to the point of beginning.

PARCEL A-3

Northerly 162.40 feet of LOT 20, and ALL of LOT 21 and the East Half of LOT 19, PARK CITY WEST, PLAT NO. 2, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder.

ALSO, the following described parcel:

COMMENCING at a point which is on the intersection of the South Section line of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian and the West boundary of a parcel currently owned by WOLF MOUNTAIN RESORTS, L.C., and which is West 1265.79 feet, more or less, from the Southeast Corner of said Section; thence North 572.40 feet, more or less, to the Northwest Corner of the aforesaid parcel owned by WOLF MOUNTAIN RESORTS, L.C.; thence West 191 feet, more or less, to the Northeast Corner of LOT 21, PARK CITY WEST, PLAT NO. 2, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder; thence South 572.40 feet, more or less, to a point on the aforesaid South Section line; thence East along said Section line 191 feet, more or less, to the point of commencement.

Also, the Southerly 50 feet of **LOT 20, PARK CITY WEST, PLAT NO. 2**, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder.

PARCEL A-4:

COMMENCING at a point which is North 1253 feet and West 750 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence South 510.6 feet; thence West 640 feet; thence North 510.6 feet; thence East 640 feet to the point of commencement.

PARCEL B-1:

LOTS 1, 2, 28, 29 and the North 46 feet of **LOT 27, PARK CITY WEST, PLAT NO. 2, SUBDIVISION**, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder.

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PARCEL B-2:

COMMENCING at a point which is North 1253 feet and West 1336.11 feet from the Southeast Corner of **Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian**, and proceeding thence North $0^{\circ}06'35''$ West 66 feet, more or less, to the North boundary of Park West Drive; thence West along said boundary 668.29 feet, more or less, to a point on the West line of the ~~E-SW~~^{SE} of said Section 36; thence South $0^{\circ}10'03''$ East along said West line 66 feet, more or less, to the Northwest Corner of Park City West, Plat No. 2; thence East along the North

boundary of said plat 668.04 feet, more or less, to the point of commencement.

PARCEL B-3:

COMMENCING at the Northeast Corner of **LOT 29, PARK CITY WEST, PLAT NO. 2**, according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder, which point is approximately North 1253 feet and West 1547 feet from the Southeast Corner of **Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian**, and running East therefrom along the South boundary of a 66 foot right of way known as Park West Drive 160 feet, more or less, to a point on said boundary which is West 1387 feet, more or less, from the East line of said Section 36; thence South 272.24 feet; thence West 160 feet, more or less, to a point on the East boundary of the aforesaid Plat; thence North along said East boundary 272.24 feet, more or less, to the point of commencement.

PARCEL C:

COMMENCING at a point which is North 1360.64 feet and West 782.23 feet from the Southeast Corner of **Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian**, which point is also the Southwest Corner of PARK WEST CONDOMINIUMS (GEORGETOWN PORTION) according to the Official Plat thereof; thence following the Southerly line of said Condominiums, North 71°30' East 104.58 feet; thence North 20°28'28" West 125.00 feet; thence North 64°08' East 212.10 feet; thence South 40° East 228.35 feet; thence South 78°48' East 152.95 feet; thence 249.38 feet along the North right of way line of Park West Drive, and along the arc of a 320 foot radius curve to the left through a central angle of 44°39'06" [chord bears North 79°40'27" East 243.119 feet] to a point on the East section line of Section 36; thence South 0°00'26" East 189.29 feet, more or less, along said section line to a point which is North 1253 feet from the Southwest Corner of Section 36; thence West 1336.11 feet, more or less, to the West line of the SE $\frac{1}{4}$ of Section 36; thence Northerly along said West line 250 feet; thence North 72°45'44" East 407.95 feet, more or less, to the Westernmost angle in the boundary of the PARK WEST CONDOMINIUMS; thence South 18°28'40" East along said boundary 89.02 feet; thence South 37°14'50" East along said boundary 224.88 feet to the point of commencement.

LESS and EXCEPTING THEREFROM any portion thereof within the bounds of RED PINE TOWNHOUSES, according to the Record of Survey recorded in the Office of the County Recorder.

PARCEL D:

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COMMENCING at the most Westerly point on the boundary of the PARK WEST CONDOMINIUMS which point is North 1624 feet and West 946.80 feet from the Southeast Corner of **Section 36, Township 1**

South, Range 3 East, Salt Lake Base and Meridian, and running thence North 50°00' East 278.50 feet; thence East 102.03 feet; thence North 50°00' East 247.14 feet; thence North 40°00' West 191.53 feet; thence North 89°27' West 772.42 feet, more or less, to a point on the 1/16 section line; thence North 0°06'35" West 208.04 feet, more or less, along said 1/16 section line to the Northeast Corner of the ~~S¹/₂NE¹/₄NW¹/₄SE¹/₄~~ of said Section 36; thence North 89°22'19" West along the North boundary of the aforesaid half quarter quarter quarter 669.19 feet, more or less, to the Northwest Corner of said half quarter quarter quarter; thence South 0°10'03" East along the West boundary of said half quarter quarter quarter 333.04 feet, more or less, to the Southwest Corner thereof; thence North 89°27'39" West along the North boundary of the ~~N¹/₂SW¹/₄NW¹/₄SE¹/₄~~ of said Section 36 668.84 feet, more or less, to the Northwest Corner of said half quarter quarter; thence South 0°13'31" East along the West boundary of said half quarter quarter 338.16 feet, more or less, to the Southwest Corner thereof; thence South 89°53'59" East along the South boundary of said half quarter quarter 668.45 feet, more or less, to the Southeast Corner thereof; thence South 0°10'03" East 162.20 feet, more or less, to a point which is North 1503.11 feet from the South section line of Section 36; thence East 668.29 feet to a point on the East boundary line of the ~~SE¹/₄NW¹/₄SE¹/₄~~ of Section 36; thence North 72°45'44" East 407.95 feet, more or less, to the point of commencement.

AND ALSO: BEGINNING at the Southeast Corner of the property described as **PARCEL N** in the Warranty Deed recorded February 19, 1995, as Entry No. 424516 in Book 866 at Page 818 of Official Records, which is also described as the Southeast Corner of the ~~SW¹/₄NW¹/₄SE¹/₄~~ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence along the East line of the property so described North 0°10'03" West 184.11 feet, more or less, to the South line of the property described as **PARCEL D** in the Special Warranty Deed recorded November 27, 1996, as Entry No. 468164 in Book 1010 at Page 606 of Official Records, and running thence along the South line of the property so described, East 668.29 feet, more or less, to a point which is described in said deed as being on the East line of the ~~SE¹/₄NW¹/₄SE¹/₄~~ of Section 36; thence South 184.11 feet, more or less, to the Northeast Corner of the property described as **PARCEL B-2** in the Special Warranty Deed recorded November 27, 1996, as Entry No. 468164 in Book 1010 at Page 606 of Official Records, which point is also described as the North line of Park West Drive; thence West along the North of said Park West Drive and said deed line 668.04 feet, more or less, to a point of beginning.

PARCEL E-1:

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Commencing at a point North 503 feet and West 448 feet from the Southeast corner of Section 36, Township 1 South, Range 3 East,

Salt Lake Base and Meridian, and running thence South 100 feet; thence North 89°58' West 59.4 feet; thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 97.4 feet; thence North 46° East 16.1 feet; thence North 89°15'45" East 37.4 feet; thence South 43°45' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence South 89°32'14" East 48.05 feet; thence South 43°45' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence South 89°58'50" East 48.7 feet; thence South 43°40' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence North 89°37'45" East 48.7 feet; thence South 45° East more or less, 30 feet, more or less, to the point of commencement.

PARCEL E-2:

The following described tract of land in Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian;

Commencing at a point on the North right-of-way line of Chalet Drive which point is North 403 feet and West 507.4 feet from the Southeast corner of the aforesaid section 36 and running thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 2° West 9.34 feet; thence West 48.7 feet; thence North 43°40' West 16.1 feet; thence North 97.4 feet; thence North 46° East 16.1 feet; thence North 89°15'45" East 37.4 feet; thence South 43°45' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence South 89°32'14" East 48.05 feet; thence South 43°45' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence South 89°58'50" East 48.7 feet; thence South 43°40' East 16.1 feet; thence South 2°7'9" East 9.34 feet; thence North 89°37'45" East 48.7 feet; thence South 45° East more or less, 30 feet, more or less, to a point which is North 503 feet and West 448 feet from the Southeast corner of the aforesaid Section 36; thence North 62 feet; thence East 41 feet; thence North 70 feet; thence East 102.51 feet; thence North 30 feet, more or less, to a point which is on the Southeast corner of the Red Pine Townhouses; thence West 61.51 feet along the South boundary of said Townhouses to a point on a 45.00 foot radius curve to the

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right, the radius point of which bears North; thence Northwesterly along said boundary and along the arc of said curve 52.17 feet; thence West along said boundary 108.76 feet; thence North along said boundary 55.00 feet; thence West along said boundary 204 feet to a point on the East right-of-way line of Red Pine Road and which is also on the aforesaid South boundary line; thence South along said East right-of-way line 189.6 feet, more or less; thence South 10°00' East along said East right-of-way line 175.72 feet, more or less, to a point which is North 403 feet, more or less, from the South section line of said section 36 and which is on a line running North 89°58' West from the point of commencement; thence South 89°58' East 222 feet, more or less to the point of commencement.

PARCEL F:

COMMENCING at a point which is 1014.78 feet North of the Southwest Corner of Section 31, Township 1 South, Range 4 East, Salt Lake Base and Meridian, and running thence North along said section line 425 feet, more or less, to a point on the North boundary line of the Park West Drive right of way; thence Northeasterly 50 feet, more or less, along said North right of way line and along the arc of a 320 foot radius curve to the left to a point of tangency; thence North 48°30' East along said North right of way line 255.19 feet to a point on a 15 foot radius curve to the left; thence Northerly along the arc of said curve 23.56 feet to a point of tangency; thence North 41°30' West 114.95 feet to a point on a 254 foot radius curve to the left; thence Northwesterly along the arc of said curve 117.48 feet to a point of tangency; thence North 68°00' West 76.72 feet to a point on a 416 foot radius curve to the right; thence Northwesterly along the arc of said curve 203.29 feet to a point of tangency; thence North 40°00' West 57.53 feet; thence North 50°00' East 36 feet; thence South 40°00' East 57.53 feet to a point on a 380 foot radius curve to the left; thence Southeasterly along the arc of said curve 185.70 feet to a point of tangency; thence South 68°00' East 76.72 feet; thence along the arc of a 290 foot radius curve to the right 134.129 feet through a central angle of 26°30'00" (chord bears South 54°45' East 132.936 feet); thence South 41°30' East 114.95 feet to a point on a 15 foot radius curve to the left; thence Easterly along the arc of said curve 23.56 feet to a point of reverse curvature on a 972 foot radius curve to the right which point is on the North right of way line of Park West Drive; thence Easterly along the arc of said curve and along said North right of way 704.02 feet to a point of tangency; thence East along the aforesaid North right of way line 264.4 feet, more or less, to a point on the West boundary of the U-224 access right of way, which point is approximately North 1929 feet and East 1188.59 feet from the Southwest Corner of Section 31; and running thence South along said West boundary 78.39

feet to a point on the South boundary of said right of way; thence South $86^{\circ}29'46''$ East along said South boundary 167.71 feet; thence Southeasterly along the East boundary line of the U-224 right of way and along the arc of a 1230.92 foot radius curve to the left 293.77 feet, more or less, to a point which is North 1544 feet from the South section line of Section 31; thence West 694 feet, more or less, to a point on the West boundary line of LOT 8, PARK CITY WEST, PLAT NO. 1; thence South 290 feet; thence East 139.96 feet; thence South 239.22 feet, more or less, to a point which is North 1014.78 feet from the South section line of Section 31; thence West 139.96 feet; thence South 1 foot; thence West 710.04 feet, more or less, to the point of commencement.

EXCEPTING therefrom the following parcel:

COMMENCING at a point which is North 1836.89 feet and East 957.35 feet from the Southwest Corner of the aforesaid Section 31, and running thence South 144 feet; thence West 100 feet; thence North 144 feet; thence East 100 feet, more or less, to the point of commencement.

ALSO, EXCEPTING therefrom any portion thereof located West of the West line of said Section 31, being that portion of Summit Drive within the bounds of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL G-1:

COMMENCING at a point which is North 2458.79 feet and East 747.03 feet from the Southwest Corner of Section 31, Township 1 South, Range 4 East, Salt Lake Base and Meridian, and running thence South 150.2 feet, more or less, to a point on the Northeast Corner of the boundary of the PARK WEST CONDOMINIUMS [CLUSTER PORTION] according to the Official Plat thereof, on file and of record in the Office of the Summit County recorder, and as amended by subsequent deeds; thence West along said boundary 255.08 feet; thence Southwest along said boundary 99 feet, more or less; thence South along said boundary 70 feet; thence West along said boundary 215.50 feet; thence South 40° West along said boundary 168 feet; thence South $50^{\circ}17'$ East along said boundary 89.03 feet; thence South $69^{\circ}24'$ West along said boundary 60 feet; thence North $20^{\circ}36'$ West along said boundary 30 feet; thence South $69^{\circ}24'$ West along said boundary 60 feet; thence South $20^{\circ}36'$ East along said boundary 117.30 feet; thence North $69^{\circ}24'$ East along said boundary 60 feet; thence South $20^{\circ}36'$ East along said boundary 30 feet; thence North $69^{\circ}24'$ East along said boundary 60 feet; thence South $2^{\circ}29'$ East along said boundary 36.10 feet; thence South $45^{\circ}30'$ West along said boundary 51.85 feet; thence Southwesterly 22 feet, more or less, along said boundary and along the arc of a 15.27 foot radius curve to the right through a central angle of $84^{\circ}35'51''$ (chord bears South $87^{\circ}47'56''$ West 20.19 feet) to a

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point on the Easterly line of Summit Drive; thence Northwesterly 91.60 feet, along said street line and the arc of a 290 foot radius curve to the left through a central angle of 18°05'51" (chord bears North 58°57'06" West 91.22 feet); thence along said street line North 68°00' West 73.72 feet, more or less, to a point on the West section line of Section 31; thence North along said section line 240 feet, more or less, to a point which is North 2103.17 feet from the Southwest Corner of Section 31 and is the Southwest Corner of the property described in that certain Warranty Deed recorded November 16, 1990, as Entry No. 332849 in Book 587 at Page 19 of Official Records, thence following said deed for the following four (4) courses: East 35.52 feet; thence North 101.10 feet; thence East 342 feet; thence North 254.18 feet; thence East 325 feet, more or less, to the point of commencement.

PARCEL G-2:

COMMENCING at a point which is on the East section line of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, which point is South 543.33 feet from the Northeast Corner of the Southeast Quarter of said section, and running thence South along the section line to a point on the North boundary of a right of way known as Park West Drive; thence Westerly 150 feet, more or less, along said boundary to a point which is on an angle between the South boundary and the East boundary of the PARK WEST CONDOMINIUMS (GEORGETOWN PORTION) according to the official plat thereof on file and of record in the Office of the Summit County Recorder (as amended by subsequent deeds); thence North 18°22'45" West 69.41 feet along said East boundary; thence North 15°45'01" West along said boundary 27.04 feet; thence North 14°18'58" West along said boundary 17.39 feet; thence North 49°23'05" East along said boundary 85.63 feet; thence North 4°50' West along said boundary 163 feet; thence North 54°51' West along said boundary 123.18 feet; thence North 50°00' East along said boundary 60.97 feet to a point 45.00 feet perpendicularly distant Northeasterly from the Easterly edge of a railroad tie retaining wall, being the most Southerly Corner of that certain 'Parcel C' conveyed and described in Special Warranty Deed to PARK WEST LAND COMPANY, a Utah limited partnership, recorded December 19, 1994, as Entry No. 421226 in Book 857 at Page 331 of Official Records, thence parallel with said retaining wall North 46°49'43" West along the Westerly boundary of said 'Parcel C', 146.55 feet; thence North 57°00' East 101.48 feet to a point on the Easterly boundary line of the PARK WEST CONDOMINIUMS (GEORGETOWN PORTION) according to the Official Plat thereof, on file with the Office of the Summit County Recorder, said point also being North 1988.35 feet and West 194.81 feet from the Southeast Corner of said Section 36; thence North 40°00' West along the boundary of said PARK WEST CONDOMINIUMS (GEORGETOWN PORTION) 24.18 feet; thence South 57°00' West along said boundary 113.34 feet; thence South 50°00' West along said boundary 94 feet; thence North 40°00' West

(along said boundary for the first 100.70 feet) 270 feet, more or less, to a point which is South 543.33 feet from the North line of the South Half of the aforesaid Section 36; thence Easterly 550 feet, more or less, to the point of commencement.

LESS and EXCEPTING THEREFROM that portion conveyed by Special Warranty Deed dated November 21, 1994, to all of the Unit Owners of the PARK WEST CONDOMINIUMS, recorded December 19, 1994, as Entry No. 421224 in Book 857 at Page 328 of Official Records, and being more particularly described as follows:

Parcel D: Commencing at an angle point on the Easterly boundary line of the PARK WEST CONDOMINIUM (GEORGETOWN PORTION) according to the Official Plat thereof, on file with the Office of the Summit County Recorder, said point of Commencement being shown on said plat to be North 1558.39 feet and West 105.54 feet from the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence along said Easterly condominium boundary line North 7°31' East 1.92 feet; thence North 4°50' West 163.00 feet; thence North 54°51' West 123.18 feet; thence North 50°00' East 60.97 feet to a point which is 45.00 feet perpendicularly distant Northeasterly from the Easterly edge of a railroad tie retaining wall; thence parallel with said retaining wall South 46°49'43" East 173.58 feet; thence South 43°10'17" West 45.00 feet to the end of said retaining wall; thence South 12°30'55" West 124.72 feet to a sprinkler fixture; thence South 49°23'05" West 1.69 feet to the point of commencement.

PARCEL G-3:

COMMENCING at a point on the West section line of Section 31, Township 1 South, Range 4 East, Salt Lake Base and Meridian, which point is on the Northwesterly boundary of a right of way known as Park West Drive and is North 1000 feet, more or less, from the Southwest Corner of said section, and running North along said West section line 370 feet, more or less, to the Southwesterly boundary of a right of way known as Summit Drive; thence Southwesterly along said boundary 280 feet, more or less, to a point on the Northwesterly boundary of the aforesaid boundary of the right of way known as Park West Drive; thence Southwesterly along said boundary 300 feet, more or less, to the point of commencement.

PARCEL H-1:

00482077 B&O1058 Pg00348

BEGINNING at a point on the North section line of Section 1, Township 2 South, Range 3 East, Salt Lake Base and Meridian,

which point is 2463.5 feet West of the Northeast corner of said section, and running thence South 504.5 feet; thence West 289.5 feet; thence South 577 feet, more or less, to a point on the North line of Parcel B as described in that certain Warranty Deed, recorded April 25, 1989 as Entry No. 307264, in Book 519 at page 241; thence West 400 feet, more or less, to a point on the West boundary line of the Northeast quarter of said Section 1; thence North 1°50' West along said West boundary line 1082.4 feet, more or less, to a point on the aforesaid North section line; thence East along said North section line 723 feet, more or less, to the point of beginning.

PARCEL H-2:

COMMENCING at the Northwest Corner of LOT 13, PARK CITY WEST, PLAT NO. 2, as recorded in the Office of the Summit County Recorder, which point is on the North Section line of Section 1, Township 2 South, Range 3 East, Salt Lake Base and Meridian, and is located West 2460.54 feet from the Northeast Corner of said section; and running thence South 479.50 feet, to the Southwest Corner of said lot; thence East 126.23 feet; thence South 25.00 feet; thence East 300.00 feet; thence North 25.00 feet; thence East 147.29 feet to the Southeast Corner of LOT 14 of the aforesaid Plat; thence South 44.76 feet, more or less, to a point on the center line of a 50 foot right of way easement; thence West 576.56 feet; thence North 524.26 feet, more or less, to a point on the aforesaid North section line; thence East 3.00 feet, more or less to the point of commencement.

PARCEL NO. I:

Commencing at a point on the North section line of Section 1, Township 2 South, Range 3 East, Salt Lake Base and Meridian, which is West 1.269 feet from the Northeast corner of said Section 1 and running thence West along the section line 208.97 feet; thence South 524.26 feet, more or less, to a point on the center line of a 50 foot right of way easement; thence East along said center line 162.26 feet; thence Northeasterly along said center line and along the arc of a 636.62 foot radius curve to the left 471.11 feet; thence North 48°30' West 511.34 feet, more or less, to a point which is West 1269 feet from the East section line of said section 1; thence North 18.93 feet; more or less, to the point of beginning.

00482077 Bk01058 Pg00349

Together with and subject to a perpetual right of way and easement for Roadway purposes and for the construction, alteration, maintenance and repair of underground utilities including water, electrical power, telephone and natural gas,

50 feet in width, 25 feet on either side of the following described center line;

Beginning at a point on the South line of a county road which is 1253 feet North and 750 feet West from the Northeast corner of Section 1, Township 2 South, Range 3 East, Salt Lake Base and Meridian, and running thence South 680.6 feet; thence South 10°00' East 355 feet; thence 1,112.96 feet along the arc of a 636.62 foot radius curve to the right; thence West 881 feet.

As conveyed in that certain Warranty Deed recorded August 2, 1977 as Entry No. 139351 in Book M-97 at Page 730.

PARCEL J:

Township 2 South, Range 3 East, Salt Lake Base and Meridian:
Section 2: All.

PARCEL K-1:

That portion of the E $\frac{1}{2}$ of Section 34, Township 1 South, Range 3 East, Salt Lake Base and Meridian, lying within Summit County, State of Utah.

PARCEL K-2:

Section 35, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL K-3:

The W $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL K-4:

The E $\frac{1}{2}$ of Section 22, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

LESS and EXCEPTING therefrom the follow property conveyed in Special Warranty Deed to WILLOW RANCH DEVELOPMENT COMPANY, a Utah corporation recorded August 31, 1995, as Entry No. 436508 in Book 905 at Page 66 of Official Records, described as follows:

00482077 Bk01058 Pg00350

Parcel 1: A parcel of land lying within the NE $\frac{1}{4}$ of Section 22, Township 1 South, Range 3 East, Salt Lake Base and Meridian, more particularly described as follows:

Beginning at a point that is South 64°59'17" West 1628.01 feet from the Southwest Corner of Section 14, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence South 217.80 feet; thence West 200 feet; thence North 217.80 feet; thence East 200.00 feet to the point of beginning. The basis of bearing for the above description is South 89°53'53" West between the South Quarter Corner of Section 14 and the Southeast Corner of Section 14, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL K-5:

The $\frac{1}{2}$ NW $\frac{1}{4}$, the SW $\frac{1}{4}$, the $\frac{1}{2}$ SE $\frac{1}{4}$, and the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 26, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL K-6:

That portion of the SE $\frac{1}{4}$ of Section 27, Township 1 South, Range 3 East, Salt Lake Base and Meridian, lying within Summit County, State of Utah.

PARCEL K-7:

That portion of the following described property lying within Summit County, State of Utah:

BEGINNING at a point North 89°47' East 2543.22 feet from the West Quarter Corner of Section 27, Township 1 South, Range 3 East, Salt Lake Base and Meridian; thence South 4568.66 feet; thence South 43°15' West 328.70 feet; thence North 49°51' West 659.34 feet; thence North 88°11' West 1162.26 feet; thence North 75°48' West 289.74 feet; thence South 79°47' West 374.88 feet; thence South 948.1 feet, more or less, to the West Quarter Corner of Section 34; thence East 2640 feet, more or less, to the center of said Section 34; thence North 5280 feet, more or less, to the center of Section 27; thence South 89°47' West 96.78 feet, more or less, to the point of beginning.

PARCEL K-8:

Easement rights only on the property described as follows:

(A) COMMENCING at a point South 200 feet from the Northeast Corner of the SE $\frac{1}{4}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence South 130 feet; thence West 660 feet; thence North 330 feet; thence East 100 feet; thence Southeasterly 594.6 feet, more or less, to the point of commencement: **00482077 Bk01058 Pg00351**

(B) The South 35 feet of the NW $\frac{1}{4}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of said Section 36, and

(C) The North 165 feet of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of said Section 36. As the same created under that certain Grant of Easement recorded September 15, 1985, as Entry No. 258066 in Book 399 at

Page 739 of Official Records, and as Entry No. 258067 in Book 399 at Page 741 of Official Records.

PARCEL M:

BEGINNING at a point which is North 572.40 feet and West 1269 feet from the Glo Brass Cap Monument at the Southeast Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, from which Glo Monument the Summit County Brass Cap Monument at the Northeast Corner of Section 36 bears due North (basis of bearing); thence East 519 feet; thence South 10°00' East 355 feet; thence Southwesterly 640 feet along the arc of a 636.62 foot curve to the right through a central angle of 57°36'00" (chord bears South 18°48' West 613.39 feet); thence North 48°30" West 511.34 feet (prior deed = 510 feet); thence North 591.45 feet (prior deed = 572.4 feet) to the point of beginning.

TOGETHER with a right of way for ingress and egress 50 feet in width, the centerline of which is located along the East line of the subject property as disclosed in that certain Warranty Deed dated April 28, 1971, recorded May 26, 1971, as Entry No. 113232 in Book M-31 at Page 324 of Official Records.

PARCEL N:

COMMENCING at the Southeast Corner of the SW¹/₄ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and running thence North 89°38'21" West 268.14 feet, more or less, to a point which is South 89°38'21" East 400 feet along said 1/16 Section line from the West line of said Southeast Quarter (said point also being the Southeast Corner of Parcel 4 of that certain Warranty Deed recorded as Entry No. 404909 in Book 807 at Page 371); thence North 0°13'31" West 200 feet along said deed line; thence North 89°38'21" West 200 feet, more or less, along said deed line, to a point which is East 200 feet from the aforesaid West line of the Southeast Quarter; thence North 0°13'31" West 50 feet, along said deed line; thence North 89°38'21" West 100 feet, more or less, along said deed line, to a point which is South 89°38'21" East 100 feet from the aforesaid West line of the Southeast Quarter; thence North 0°13'31" West 80 feet, more or less, along said deed line, to a point on the North line of South half of the aforesaid quarter quarter quarter; thence South 89°56'45" East along said North line 568.45 feet, more or less, to the Northeast Corner of said South Half; thence South 0°10'03" East 333.04 feet, more or less, to the point of commencement.

00482077 Bk01058 Pg00352

PARCEL V-1:

PARCEL # 1:

The North 590 feet of the SE $\frac{1}{4}$ SW $\frac{1}{4}$ and the North 590 feet of the W $\frac{1}{2}$ SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 2:

The South 495 feet of the W $\frac{1}{2}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 3:

The South 330 feet of the E $\frac{1}{2}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL # 4:

The South 330 feet of the West 100 feet and the South 250 feet of the East 100 feet of the West 200 feet and the South 200 feet of the East 200 feet of the West 400 feet of the S $\frac{1}{2}$ SW $\frac{1}{4}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian.

PARCEL V-2

BEGINNING at a point North along the Section line 2103.17 feet from the Southwest corner of Section 31, Township 1 South, Range 4 East, Salt Lake Base and Meridian; and running thence North along said West line of Section 31, 355.62 feet; thence East 377.52 feet; thence South 254.18 feet; thence West 342 feet; thence South 101.10 feet; thence West 35.52 feet to the point of beginning.

TOGETHER WITH a right of way easement described as follows:

BEGINNING at a point North 1873 feet along the range line from the Southeast corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, said point being on the North right of way line of Summit Drive; and running thence North 68°00'00" West 64.62 feet; thence North 206.17 feet; thence East 90.0 feet; thence South 30.0 feet; thence West 30.0 feet; thence South 230.17 feet, more or less, to the point of beginning.

00482077 Bk01058 Pg00353

All of the above described parcels with the exception of Parcel K-4, K-8 and Parcel F are together with the following rights of

way for ingress, egress and public utilities; as set forth and shown in that certain Right of Way Agreement recorded June 29, 1967 as Entry No. 105436 in Book M-11 at page 625 of Official Records, and other documents of record; and being more particularly described as follows:

Two (2) strips of land, 66 feet in width, the centerlines of which are more particularly described as follows:

Commencing at a point on the East line of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, which point is 1286 feet North of the Southeast corner of said Section 36; and running thence North 68°30' East 130 feet; thence North 51°40' East 148 feet; thence East 1240 feet, more or less, to State Highway 248. In any event, said commencement point shall not be less than 34 feet South of the East Quarter corner of said Section 36.

And also, commencing at a point on the East line of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, which point is 1286 feet North of the Southeast corner of said Section 36; in any event, said commencement point shall not be less than 34 feet South of the East Quarter corner of said Section 36; and running thence West 2640 feet, more or less, to the common boundary line between Land Owner's property and "Russell" property; such Westerly terminus shall be 66 feet in width on said common boundary line, which line also constitutes the West boundary of the Land Owners' property.

PARCEL OSG:

Township 2 South, Range 3 East, Salt Lake Base & Meridian:
Section 1: Lots 3, 4, 5, and 6.
Section 3: Lots 1, 2, 7, 8, 9, 10 and the SE 1/4.

00482077 Bk01058 Pg00354

IN SALT LAKE COUNTY

PARCEL K-1:

That part of the East half of Section 34, Township 1 South, Range 3 East, Salt Lake Base and Meridian, within the bounds of the Salt Lake County.

PARCEL K-6:

That portion of the Southeast quarter of Section 27, Township 1 South, Range 3 East, Salt Lake Base and Meridian, within the bounds of the Salt Lake County.

PARCEL K-7:

That part of the following described parcel located within the bounds of the Salt Lake County:

BEGINNING at a point North 89°47' East 2543.22 feet from the West quarter corner of Section 27, Township 1 South, Range 3 East, Salt Lake Base and Meridian, thence South 4568.66 feet, thence South 43°15' West 328.70 feet; thence North 49°51' West 659.34 feet; thence North 88°11' West 1162.26 feet; thence north 75°48' West 289.74 feet; thence South 79°47' West 374.88 feet; thence South 948.1 feet, more or less to the West quarter corner of Section 34; thence East 2640 feet, more or less, to the center of said Section 34; thence North 5280 feet, more or less to the center of Section 27; thence South 89°47' West 96.78 feet, more or less, to the point of beginning.

00482077 Bk01058 Pg00355

**EXHIBIT C
TO
NOTICE OF AGREEMENTS**

**Reconveyance Agreement
Description**

00482077 Bk01058 Pg00356

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HOUSTON\720517.1
157643.1

PARCEL J:

Township 2 South, Range 3 East, Salt Lake Base and Meridian:
Section 2: All.

PARCEL CIEL:

Parcel 1:

The North 10 rods of the Northeast quarter of the
Northeast quarter of the Southwest quarter of Section
36, Township 1 South. Range 3 East, Salt Lake Base and
Meridian.

Parcel 2:

The South 10 rods of the North 20 rods of the
Northeast quarter of the Northeast quarter of the
Southwest quarter of Section 36, Township 1 South,
Range 3 East, Salt Lake Base and Meridian.

Parcel 3:

The South 10 rods of the North 30 rods of the
Northeast quarter of the Northeast quarter of the
Southwest quarter of Section 36, Township 1 South,
Range 3 East, Salt Lake Base and Meridian.

Parcel 4:

The South 10 rods of the Northeast quarter of the
Northeast quarter of the Southwest quarter of Section
36, Township 1 South, Range 3 East, Salt Lake Base and
Meridian.

Parcel 5:

The South one-half of the Northwest quarter of the
Northwest quarter of the Southeast quarter of Section
36, Township 1 South, Range 3 East, Salt Lake Base and
Meridian.

Together with an easement for ingress and egress 60
feet wide, and being more particularly described as
follows:

00482077 Bk01058 Pg00357

Beginning at a point designated "Point A" that is NORTH
along the Section line 2293.86 feet and WEST 243.81
feet from the GLO brass can monument at the Southeast

corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian, and from which monument the Summit County brass cap monument at the Northeast corner of said Section 36 bears due NORTH (basis of bearing), said "Point A" also being SOUTH 345.43 feet and WEST 243.81 feet from an unmarked aluminium cap monument accepted as the East quarter corner of said Section 36; thence NORTH 170.00 feet; thence Northeasterly 204.69 feet along the arc of a 225.533 foot radius curve to the right through a central angle of 52 deg 00 min 00 sec (chord bears North 26 deg 00 min 00 sec East 197.735 feet); thence North 52 deg 00 min 00 sec East 45.00 feet to designated "Point B"; thence North 52 deg 00 min 00 sec East 154.40 feet to a point on the East line of said Section 35.

ALSO: Beginning at designated "Point B", said point being NORTH along the Section line 2669.29 feet and West 121.67 feet from said Southeast corner of Section 36; thence North 37 deg 00 min 00 sec West 78.00 feet; thence Northwesterly 99.18 feet along the arc of a 315.688 foot radius curve to the left through a central angle of 18 deg 00 min 00 sec (chord bears North 46 deg 00 min 00 sec West 98.769 feet); thence North 55 deg 00 min 00 sec West 100.00 feet; thence Northwesterly 147.15 feet along the arc of 179.388 foot radius curve to the right through a central angle of 47 deg 00 min 00 sec (chord bears North 31 deg 30 min 00 sec West 143.061 feet) to a point of reverse curve; thence Northwesterly 118.52 feet along the arc of a 308.673 foot radius curve to the left through a central angle of 22 deg 00 min 00 sec (chord bears North 19 deg 00 min 00 sec West 117.795 feet); thence North 30 deg 00 min 00 sec West 95.00 feet to designated "Point C"; thence Northeasterly 265.68 feet along the arc of a 267.057 foot radius curve to the right through a central angle of 57 deg 00 min 00 sec (chord bears North 1 deg 30 min 00 sec West 254.857 feet); thence North 27 deg 00 min 00 sec East 106.00 feet; thence Northwesterly 158.83 feet along the arc of a 109.639 foot radius curve to the left through a central angle of 83 deg 00 min 00 sec (chord bears North 14 deg 30 min 00 sec West 145.297 feet) to a point of compound curve; thence Southwesterly 203.53 feet along the arc of a 138.827 foot radius curve to the left through a central angle.

00482077 Br01058 Pg00358

PARCEL CONDAS:

Township 2 South, Range 3 East, Salt Lake Base & Meridian:

Parcel #1:

Section 13: ~~W $\frac{1}{2}$ NW $\frac{1}{4}$~~

Together with a right of way as described in Book M-192 at Page 614 of Official Records.

Parcel #2:

Section 14: ~~NE $\frac{1}{4}$ NE $\frac{1}{4}$; W $\frac{1}{2}$ NE $\frac{1}{4}$; NW $\frac{1}{4}$~~

Together with a right of way as described in Book M-192 at Page 614 of Official Records.

Examiner's Note: 70 acres of the above described Parcel #2 is situated in Salt Lake County.

Parcel #3:

Section 12: Lot 4; ~~W $\frac{1}{2}$ SE $\frac{1}{4}$; SW $\frac{1}{4}$~~ .

Together with a right of way as described in Book M-192 at Page 614 of Official Records.

Subject to a right of way as described in Book M-193 at Page 378 of Official Records.

PARCEL OSG:

Township 2 South, Range 3 East, Salt Lake Base & Meridian:

Section 1: Lots 3, 4, 5, and 6.

Section 3: Lots 1, 2, 7, 8, 9, 10 and the SE 1/4.

00482077 Bk01058 Pg00359