

UNIFORM COMMERCIAL CODE—FINANCING STATEMENT CHANGE—FORM N-UCC-2

This STATEMENT is presented for filing pursuant to the Nevada Uniform Commercial Code

Filed with: Douglas

Receipt No. _____

777877U

1. File No. of Orig. Financing Statement 08444	1A. Date of Filing of Orig. Financing Statement 12/11/98	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Douglas
2. DEBTOR (As Appears on Original Financing Statement) (ONE NAME ONLY) <input checked="" type="checkbox"/> LEGAL BUSINESS NAME American Skiing Company Resort Properties, Inc. <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		2A. SOCIAL SECURITY OR FEDERAL TAX NO. 01-0514267	
2B. MAILING ADDRESS P.O. Box 450		2C. CITY, STATE Bethel, ME	2D. ZIP CODE 04217
3. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		3A. SOCIAL SECURITY OR FEDERAL TAX NO.	
3B. MAILING ADDRESS		3C. CITY, STATE	3D. ZIP CODE
4. ADDITIONAL DEBTOR (If Any) (ONE NAME ONLY) <input type="checkbox"/> LEGAL BUSINESS NAME <input type="checkbox"/> INDIVIDUAL (LAST NAME FIRST)		4A. SOCIAL SECURITY OR FEDERAL TAX NO.	
4B. MAILING ADDRESS		4C. CITY, STATE	4D. ZIP CODE
5. SECURED PARTY NAME BankBoston, N.A. MAILING ADDRESS 100 Federal Street CITY Boston STATE MA ZIP CODE 02110		5A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	
6. ASSIGNEE OF SECURED PARTY (If Any) NAME MAILING ADDRESS CITY STATE ZIP CODE		6A. SOCIAL SECURITY NO. FEDERAL TAX NO. OR BANK TRANSIT AND A.B.A. NO.	

7. A. CONTINUATION—The original Financing Statement between the foregoing Debtor and Secured Party bearing the file number and date shown above is continued. If collateral is crops or timber, fixtures, or oil, gas, or minerals check here and insert description of real property on which growing or to be grown or to which affixed or to be affixed or from which to be extracted in Item 8 below. If crops or fixtures, also insert name of record owner of real estate. Effective only if submitted within 6 months prior to expiration date.

B. RELEASE— From the collateral described in the Financing Statement bearing the file number shown above, the Secured Party releases the collateral described in Item 8 below. Release does not terminate debt.

C. ASSIGNMENT —The Secured Party certifies that the Secured Party has assigned to the Assignee above named, all or part of the Secured Party's rights under the Financing Statement bearing the file number shown above in the collateral described in Item 8 below.

D. TERMINATION— The Secured Party certifies that the Secured Party no longer claims a security interest under the Financing Statement bearing the file number shown above.

E. AMENDMENT— The Financing Statement bearing the file number shown above is amended as set forth in Item 8 below. (Signature of Debtor(s) and Secured Party(ies) required on all amendments.)

8. THIS FIXTURE FILING IS TO BE RECORDED IN THE REAL ESTATE RECORDS.
Amendment: The above original financing statement is hereby amended to increase the maximum amount of indebtedness to be secured at any one time to \$45,000,000.00

No. of Additional Sheets Presented: _____

9. American Skiing Company Resort Properties, Inc. (Date) January 8 19 99
By Chris Howard Senior Vice President
SIGNATURE(S) OF DEBTOR(S) (TITLE)

BankBoston, N.A.
By Paul F. DiVito Managing Director
SIGNATURE(S) OF SECURED PARTY(IES) (TITLE)

10. This Space for Use of Filing Officer (Date, Time, File Number and Filing Officer)

REQUESTED BY
WESTERN TITLE COMPANY, INC
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

11. Return Copy To:

NAME ADDRESS CITY, STATE AND ZIP
**CHARLES T. SHARBAUGH, ESQ
PAUL, HASTINGS, JANOFFSKY & WALKER
TWENTY-FOURTH FLOOR
600 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308-2222**

Trust Account Number (If Applicable)

'99 JAN 19 P12:01
LINDA SLATER
RECORDER
0458935 \$15⁰⁰ PAID K2 DEPUTY

THIS SPACE FOR USE OF FILING OFFICER