

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

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

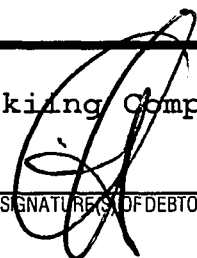
Filed with: Secretary of State
Receipt No.

1. File No. of Orig. Financing Statement 9819667	1A. Date of Filing of Orig. Financing Statement 12/14/98	1B. Date of Orig. Financing Statement	1C. Place of Filing Orig. Financing Statement Secretary of State
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, Sunday River Road		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. <input type="checkbox"/> 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 <input type="checkbox"/> 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. <input type="checkbox"/> 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. <input type="checkbox"/> 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. <input type="checkbox"/> 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. <input checked="" type="checkbox"/> 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. Amendment: The name and address of the Secured Party is changed to Fleet National Bank, as Agent, 111 Westminster Street, Providence, Rhode Island 02903. The above original financing statement is hereby amended to increase the maximum amount of indebtedness to be secured at any one time to \$120,000,000.00.			
			No. of Additional Sheets Presented:

THIS SPACE FOR USE OF FILING OFFICER

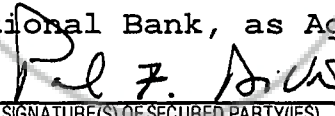
9. (Date) June 28, 2000 19__

American Skiing Company Resort Properties, Inc.

By  **Executive Vice President**

SIGNATURE(S) OF DEBTOR(S) (TITLE)

Fleet National Bank, as Agent (f/k/a BankBoston, N.A.)

By 


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

2000 SEP 13 PH 1:07

LINDA SLATER
RECORDER

0499293
\$15.00 PAID  DEPUTY

BN0900PG2005

11. Return Copy To:

<p>NAME CHARLES T. SHARBAUGH, ESQ</p> <p>ADDRESS PAUL, HASTINGS, JANOFSKY & WALKER</p> <p>CITY, STATE AND ZIP TWENTY-FOURTH FLOOR 600 PEACHTREE STREET, N.E. ATLANTA, GEORGIA 30308-2222</p>	<p>Trust Account Number (If Applicable)</p>
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