RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

HEAVENLY VALLEY LIMITED PARTNERSHIP

c/o Scarpello & Alling, Ltd. Post Office Box 3390 Stateline, Nevada 89449 THIS DOCUMENT IS RECORDED AS AN ACCOMODATION ONLY and without liability for the consideration therefor; or as to the validity or sufficiency of said instrument or for the effect of such recording on the title of the property involved.

MAIL TAX STATEMENTS TO:

HEAVENLY VALLEY LIMITED PARTNERSHIP Post Office Box 2180 Stateline, Nevada 89449

APN 42-010-02

R.P.T.T. \$ 12 D

GRANT, BARGAIN AND SALE DEED

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, AMERICAN SKIING COMPANY RESORT PROPERTIES, INC., a Maine corporation ("Grantor") does HEREBY GRANT, BARGAIN, SELL and CONVEY to HEAVENLY VALLEY LIMITED PARTNERSHIP, a Nevada limited partnership ("Grantee"), all that certain part and parcel of real property situate in the County of Douglas, State of Nevada, identified as Douglas County Assessor's Parcel Number 42-010-02, more particularly described on Exhibit "A" attached hereto and incorporated herein by reference (the "Property").

TOGETHER with all tenements, hereditaments and appurtenances thereto belonging or appertaining, and any reversions, remainders, rents, issues or profits thereof.

AMERICAN SKIING COMPANY RESORT PROPERTIES,

INC., a Maine corporation

Bv

Foster Stewart

Its:

1

STATE OF Maine	
COUNTY OF (umber kind))ss.	
This instrument was acknowledged before restrict Senior Vice View deut of PROPERTIES, INC.	ne on fugust 6, 2001 by of AMERICAN SKIING COMPANY RESORT
	Notary Public JADINE CRANE Notary Public, Maine My Commission Expires August 23 2007
	SEA

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EXHIBIT A .

Legal Description

All that real property situate in the County of Douglas, State of Nevada, described as follows:

PARCEL 1

All that portion of Section 30, Township 13 North, Range 19 East, M.D.B. & M., more particularly described as follows:

Beginning at a point which bears South 22°53'48" West, 2,196.47 feet from the Northeast corner of said Section 30;

thence South 31°23'10" West, 1,138.29 feet;

thence North 58°36'37" West, 447.33 feet;

thence North 69°53'40" East, 37.48 feet;

thence along a tangent curve to the left with a radius of 420.00 feet, a central angle of 08°01'30" and an arc length of 58.83 feet;

thence North 61°52'10" East, 143.98 feet;

thence along a tangent curve to the left with a radius of 520.00 feet, a central angle of 14°04'13" and an arc length of 127.70 feet:

thence North 47°47'57" East, 142.90 feet;

thence along a tangent curve to the left with a radius of 120.00 feet, a central angle of 28°37'46" and an arc length of 59.96 feet:

thence North 19°10'11" East 73.41 feet;

thence along a tangent curve to the right with a radius of 130.00 feet, a central angle of 20°57'28" and an arc length of 47.55 feet:

thence North 40°07'39" East, 47.70 feet;

thence along a tangent curve to the left with a radius of 370.00 feet, a central angle of 25°56'59" and an arc length of 167.58;

thence North 14°10'40" East, 50.73 feet;

thence along a tangent curve to the right with a radius of 70.00 feet, a central angle of 41°10'14" and an arc length of 50.30 feet;

thence North 55°20'54" East 15.98 feet;

thence along a tangent curve to the left with a radius of 170.00 feet, a central angle of 46°21'12" and an arc length of 137.53 feet:

thence North 08°59'42" East 49.04 feet;

thence South 58°36'37" East 268.88 feet to the TRUE POINT OF BEGINNING.

PARCEL 2

Together with an exclusive snow stacking and right-of-way easement further described as follows:

BEGINNING at Point "C" as shown on the Fifth Amended Map of Tahoe Village Unit No. 3, said point lying on the Easterly right-of-way of Quaking Aspen Drive, said point also being the POINT OF BEGINNING;

thence from the POINT OF BEGINNING along the Easterly right-of-way of Quaking Aspen Drive, South 9°11'24" West, 123 feet, more or less, to the Northerly right-of-way of Ridge Road;

thence along the Northerly right-of-way of Ridge Road, 172 feet, more or less;

thence North 12°45'27" East, 130 feet, more or less, to a point on the Southerly right-of-way of Galaxy Way;

thence bearing Northwesterly along the Southern right-of-way of Galaxy Way, 120 feet, more or less;

thence bearing Northwesterly 70 feet to the POINT OF BEGINNING.

PARCEL 3

Together with a ski run easement described as follows:

Legal Description - Continued

A parcel of land 250 feet in width situate in the Northwest 1/4 and the Northwest 1/4 of the Southeast 1/4 of Section 30, Township 13 North, Range 19 East, M.D.B. & M., located Northerly of and adjacent to the Northerly line of the U.S. Forest boundary, which is the East/West center line of the Southeast 1/4 of Section 30; beginning at a point 1,000 feet Easterly of the North/South center line of Section 30 and continuing 500 feet Easterly along the U.S. Forest boundary.

PARCEL 4

Together with a ski facilities easement described as follows:

A parcel of land situate in Section 30, Township 13 North, Range 19 East, M.D.B. & M., being more particularly described as follows:

BEGINNING at point "N" as shown on the Record of Survey filed as Document No. 64394 on February 22, 1973, Douglas County, Nevada;

thence South 05°26'45" East, 427.65 feet;

thence South 09°56'03" West, 161.74 feet;

thence South 00°21'10" West, 219.90 feet;

thence South 39°34'28" West 179.98 feet;

thence South 11°23'29" West, 123.43 feet;

thence South 53°04'47" West, 183.19 feet to the Southerly terminus of this easement description, excepting therefrom that portion being within Quaking Aspen Lane right-of-way.

PARCEL 5

Together with a ski facility easement described as follows:

A parcel of land situate in Section 30, Township 13 North, Range 19 East, M.D.B. & M., being more particularly described as follows:

COMMENCING at Point "N" as shown on the Record of Survey filed as Document 64394 on February 22, 1973, Official Records, Douglas County, Nevada;

thence South 10°23'30" East, 352.48 feet to the TRUE POINT OF BEGINNING;

thence South 00°11'42" West, 936.49 feet to a point on the boundary between U.S. Forest Service and Tahoe Village Unit No. 3;

thence along said boundary South 89°51'46" West 835.73 feet and North 00°11'42" East 745.65 feet to a point on the Southeasterly right-of-way line of Quaking Aspen Lane, Tahoe Village Unit No. 1;

thence along said right-of-way line the following courses:

North 47°58'26" East, 214.40 feet;

thence along a curve to the left, having a central angle of 18°23'04" and a radius of 580 feet, a distance of 186.10

feet;

feet;

thence along a curve to the right, having a central angle of 40°30'00" and a radius of 280 feet, a distance of 197.92

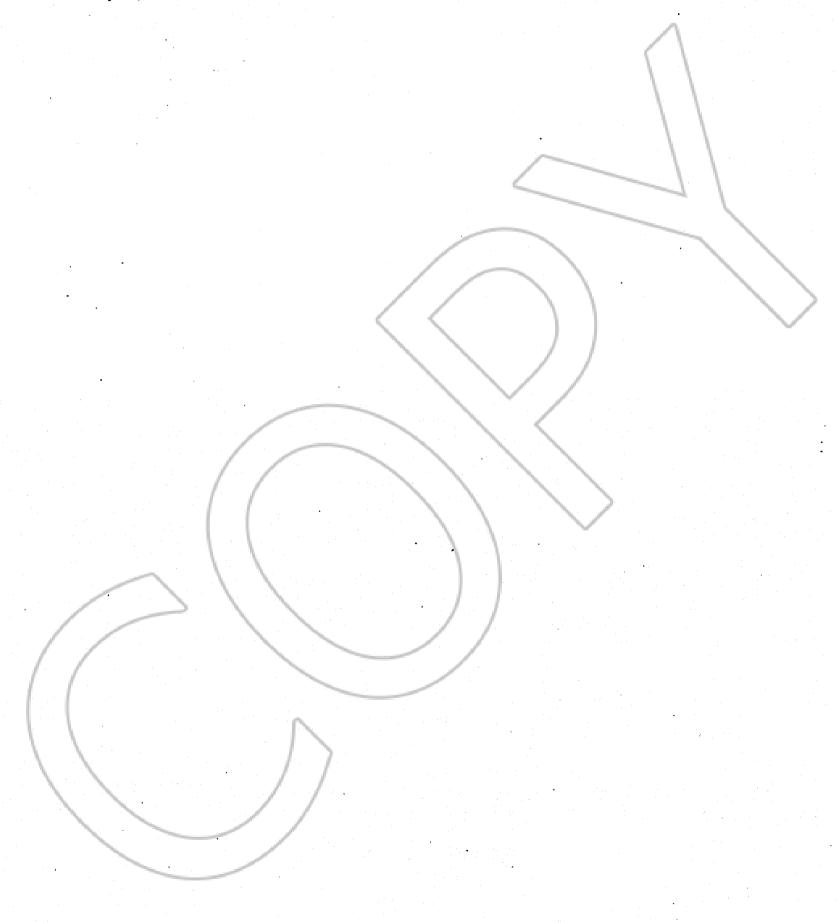
thence North 69°53'40" East, 33.19 feet;

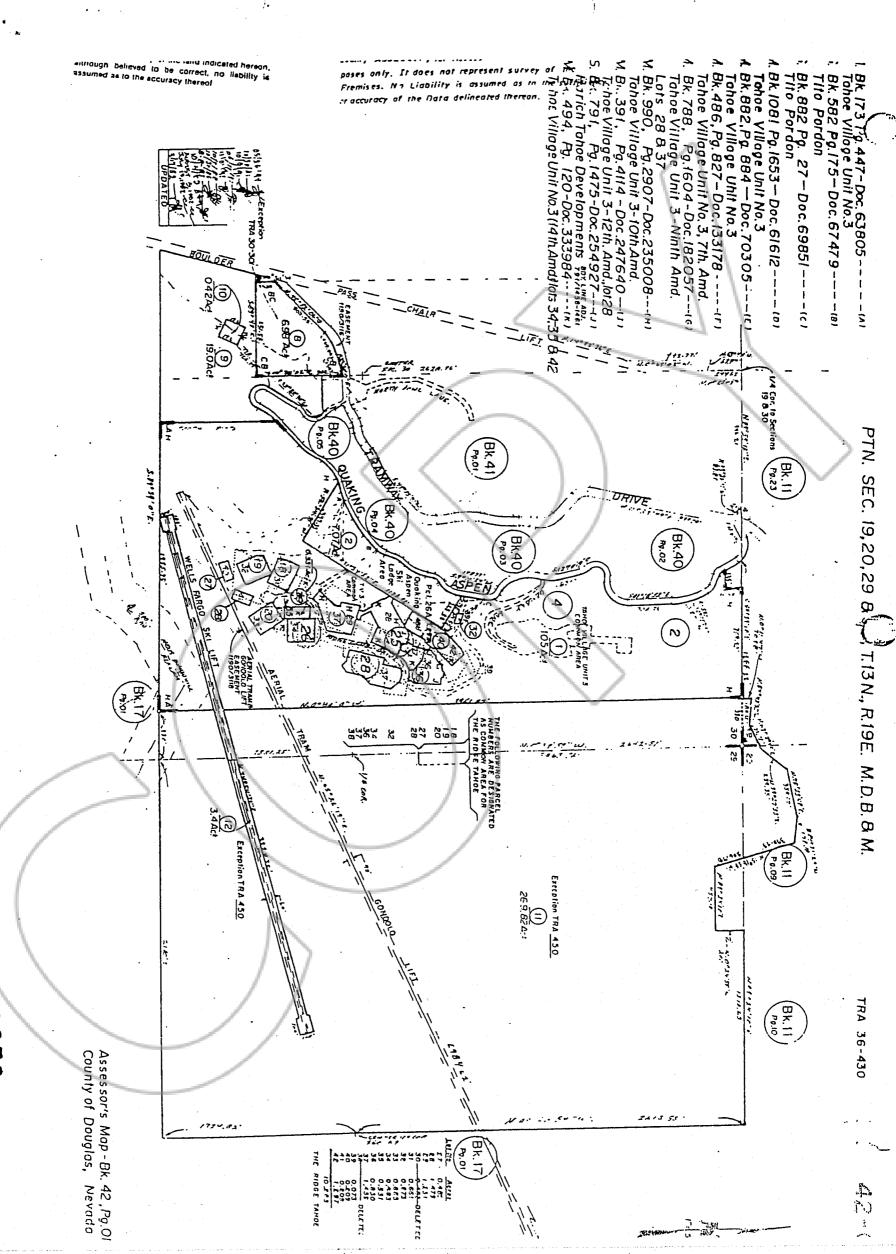
thence leaving said right-of-way line South 58°36'37" West 447.33 feet to the TRUE POINT OF BEGINNING.

PARCEL 6

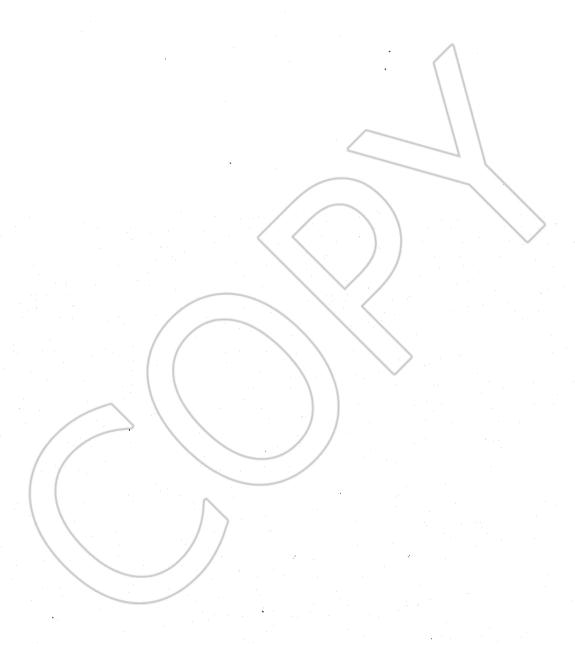
Legal Description - Continued

Grant of non-exclusive easements over and across the Resort Parcel as set forth in Agreement dated, January 8, 1999, by and between AMERICAN SKIING COMPANY and AMERICAN SKIING COMPANY RESORT PROPERTIES, INC., recorded January 19, 1999.





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

2001 SEP -6 PM 12: 34

LINDA SLATER RECORDER \$ 13 PAID & DEPUTY

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