

WHEN RECORDED RETURN TO:

Larry G. Moore
Ray Quinney & Nebeker P.C.
P.O. Box 45385
Salt Lake City, Utah 84145-0385

ENTRY NO. 00991929

03/24/2014 03:08:51 PM B: 2232 P: 1816

Warranty Deed PAGE 1/7
MARY ANN TRUSSELL, SUMMIT COUNTY RECORDER
FEE 22.00 BY RAY QUINNEY NEBEKER PC

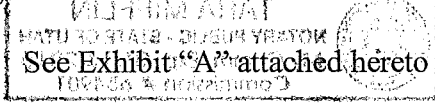


Space above for County Recorder's Use

AP No.: PP-75-4

SPECIAL WARRANTY DEED

TCFC PropCo LLC f/k/a Talisker Canyons PropCo LLC, a Delaware limited liability company ("Grantor"), hereby conveys and warrants against all claiming by, through or under Grantor, to Sundial Lodge Condominium Owners Association, Inc., a Utah nonprofit corporation ("Grantee"), of 3720 North Sundial Court, Park City, Utah 84098, for the sum of Ten Dollars, the following described tract of land located in Summit County, Utah;



See Exhibit "A" attached hereto and made a part hereof

SUBJECT TO those matters described in Exhibit "B" attached hereto and made a part hereof.

Grantor has executed this Special Warranty Deed this 11 day of MARCH, 2013⁴

GRANTOR:

TCFC PropCo LLC f/k/a Talisker Canyons
PropCo LLC
a Delaware limited liability company,
by its sole Member, TCFC
Finance Co LLC


By:

Printed Name: DARRICK MARTIN

Title: Corporate Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 11th day of March, 2014 by DARRICK MARTIN the duly authorized Corporate Secretary of TCFC Finance Co LLC, in its capacity as the sole Member of TCFC PropCo LLC, a Delaware limited liability company.



Notary Public
Residing at: 1840 SUN PEAK 84098

My Commission Expires:

06/13/2016
1238753v2/LGM



**EXHIBIT A
TO
SPECIAL WARRANTY DEED**

Legal Description

The real property referenced in the foregoing instrument is located in Summit County, Utah, and is more particularly described as follows:

Commencing at the South Quarter Corner of Section 36, Township 1 South, Range 3 East, Salt Lake Base and Meridian; thence along the South line of said Section, South 89°59'43" East, a distance of 831.48 feet, (basis of bearing being South 89°59'43" East from the said South Quarter Corner of the Southeast Corner of said Section 36); thence leaving said Section line North, a distance of 382.64 feet to the POINT OF BEGINNING, said point being on the boundary of the Sundial Lodge Amended Site Plat, on file and of record in the Office of the Summit County Recorder; thence leaving said plat South 60°31'31" West, a distance of 61.97 feet; thence South 68°39'46" West, a distance of 80.32 feet to a point 6.50 feet perpendicular distance from the top back of an existing curb; thence along the back of curb 6.50 feet perpendicularly distance the following two calls 1.) North 02°09'29" West, a distance of 61.70 feet to a point of curve to the left having a radius of 63.00 feet and a central angle of 61°23'32"; 2.) thence Northwesterly along the arc a distance of 67.50 feet to a point on the A2 Parcel; thence along said Parcel North 00°09'59" West, a distance of 10.11 feet; to a point on the said Sundial Lodge Amended Site Plat boundary; thence leaving said A2 Parcel and along said Sundial Lodge Amended Site Plat boundary line the following calls: North 60°31'31" East, a distance of 9.43 feet; thence South 29°29'36" East, a distance of 25.02 feet; thence North 60°30'24" East, a distance of 59.55 feet; thence South 29°28'29" East, a distance of 107.25 feet; thence North 60°31'31" East, a distance of 43.03 feet; thence South 29°28'29" East, a distance of 6.96 feet to the POINT OF BEGINNING.

EXHIBIT B
TO
SPECIAL WARRANTY DEED

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records; (b) proceedings by a public agency that may result in taxes or assessments, or notice of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests or claims that are not shown by the public records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the public records.
4. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.
5. (a) Unpatented mining claim; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims, or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the Public Records.
6. Any lien, or right to a lien, for services, labor or material theretofore or hereafter furnished, imposed by law and not shown by the public records.
7. Defects, liens, encumbrances, adverse claims or other matters, if any created, first appearing in the public records or attaching subsequent to the effective date hereof but prior to the date the proposed insured acquires of record for value the estate or interest or mortgage thereon covered by this commitment.
8. General property taxes for year 2013 are now a lien, not yet due. Tax ID No. PP-75-4.
9. The property described herein is located within the boundaries of Weber Basin Water Conservancy District, and is subject to any and all charges and assessments thereof.
10. The property described herein is located within the boundaries of Snyderville Basin Water Reclamation District, and is subject to any and all charges and assessments thereof.
11. The property described herein is located within the boundaries of Snyderville Basin Special Recreation District, and is subject to any and all charges and assessments thereof.
12. The property described herein is located within the boundaries of Summit County Special Service District No. 1, and is subject to any and all charges and assessments thereof.

13. The property described herein is located within the bounds of Snyderville Basin Public Transit District and is subject to the charges and assessments thereof.
14. The terms and conditions of that certain Easement Agreement, by and between Timber Wolf Development, L.C.; Wolf Mountain Resorts, L.C. and Joseph Cox and Don M. Muller and Carolynne K. Muller, as Trustees for the Muller Trust; and recorded July 11, 1996 as Entry No. 457965 in Book 977 at page 445 of Official Records. See said document for full particulars.

By virtue of that certain Partial Release and Termination of Easement Agreement; recorded November 26, 2001 as Entry No. 604339 in Book 1413 at page 1212 of Official Records; certain of the parties involved in said Agreement released and terminated their interest in said agreement, and the rights granted therein.

15. Development Agreement for The Canyons Specially Planned Area, recorded July 29, 1998 as Entry No. 513500 in Book 1168 at Page 82 of Official Records, but deleting any covenant, conditions or restrictions indicating a preference, limitation or discrimination based upon race, color, religion, sex, handicap, familial status or national origin to the extent such covenants, conditions or restrictions violate 42 USC 3604 (c).

An Ordinance Amending The Canyons SPA Rezone Ordinance and Development Agreement was recorded November 24, 1999 as Entry No. 553911 in Book 1297 at page 405 of Official Records.

Amended and Restated Development Agreement for The Canyons Specially Planned Area recorded November 24, 1999 as Entry No. 553911 in Book 1297 at Page 405 of Official Records.

An Ordinance Approving and Adopting the Amended and Restated Snyderville Basin Special Recreation District Regional Trails Agreement, Exhibit 1.2.3 of The Canyons Spa and Development Agreement as Amended, was recorded May 20, 2010 as Entry No. 899057 in Book 2032 at page 1797 of Official Records.

16. An Ordinance, No. 332, to officially vacate a portion of, realign and rename Park West Drive, (a public road); and to vacate portions of Park City West Plat No. 1 and Park City West Plat No. 2 Subdivisions, and recorded September 15, 1998 as Entry No. 517641 in Book 1182 at page 318 of Official Records.

An Ordinance to Amend Summit County Ordinance No. 332 was recorded July 9, 1999 as Entry No. 543611 in Book 1272 at page 633 of Official Records.

17. The limitations, covenants, conditions, restrictions, exceptions, easements, terms and liens contained within that certain The Canyons Resort Village Management Agreement recorded December 15, 1999 as Entry No. 555285 in Book 1300 at Page 1 of Official Records, but deleting any covenant, conditions or restrictions indicating a preference, limitation or discrimination based upon race, color, religion, sex, handicap, familial status or national origin, to the extent such covenants, conditions or restrictions violate 42 USC 3604 (c).

First Amendment to The Canyons Resort Village Management Agreement (Sundial Lodge), recorded December 17, 1999 as Entry No. 555434 in Book 1300 at Page 668 of Official Records.

Second Amendment to The Canyons Resort Village Management Agreement (Spoor), recorded January 11, 2000 as Entry No. 556961 in Book 1303 at Page 296 of Official Records.

Third Amendment to The Canyons Resort Village Management Agreement (Grand Summit), recorded January 31, 2000 as Entry No. 558232 in Book 1305 at Page 719 of Official Records.

18. The limitations, covenants, conditions, restrictions, exceptions, easements, terms and liens contained within that certain Declaration of Covenants, Conditions, Easements and Restrictions for The Canyons Forum Zone recorded November 2, 2004 as Entry No. 715713 in Book 1657 at Page 634 of Official Records, but deleting any covenant, conditions or restrictions indicating a preference, limitation or discrimination based upon race, color, religion, sex, handicap, familial status or national origin, to the extent such covenants, conditions or restrictions violate 42 USC 3604 (c).
19. A Memorandum and Notice of Lien and Security Interest Granted to The Canyons Resort Village Association, Inc., Pursuant to The Canyons Resort Village Management Agreement was recorded March 14, 2006 as Entry No. 771415 in Book 1776 at page 1762 of Official Records

An Amendment to Memorandum and Notice of Lien and Security Interest Granted to The Canyons Resort Village Management Association, Inc., Pursuant to The Canyons Resort Village Management Agreement was recorded August 15, 2006 as Entry No. 786761 in Book 1809 at page 1709 of Official Records.

Second Amendment to Memorandum and Notice of Lien and Security Interest Granted to The Canyons Resort Village Management Association, Inc., Pursuant to The Canyons Resort Village Management Agreement was recorded March 2, 2010 as Entry No. 893359 in Book 2023 at page 86 of Official Records.

Third Amendment to Memorandum and Notice of Lien and Security Interest Granted to The Canyons Resort Village Management Association, Inc., Pursuant to The Canyons Resort Village Management Agreement was recorded August 10, 2010 as Entry No. 905270 in Book 2044 at 1378 of Official Records.

20. An Easement Agreement, which affects said land, for the right to install, construct, reasonable access, maintain and operate all necessary underground wastewater pipes and other manner of improvements, and incidental purposes, as granted to Snyderville Basin Water Reclamation District, and made subject to the terms and conditions contained in the document recorded June 6, 2007 as Entry No. 815274 in Book 1868 at Page 1508 of Official Records.

21. A Notice of Reinvestment Fee Covenant, recorded May 28, 2010 as Entry No. 899508 in Book 2033 at page 1651 of Official Records.

The imposition of a transfer or conveyance fee is contained within the Notice shown above. The provisions for such a fee require it to be paid upon the conveyance of the land. Such imposition may include a conveyance resulting from a foreclosure of an interest in the Land and any subsequent transfers, whether or not derived through such foreclosure.

22. An Easement Agreement, which affects said land, for the right to install, construct, reasonable access, maintain and operate all necessary underground wastewater pipes and other manner of improvements, and incidental purposes, as granted to Snyderville Basin Water Reclamation District, and made subject to the terms and conditions contained in the document recorded October 25, 2010 as Entry No. 909482 in Book 2053 at Page 1073 of Official Records.

An Encroachment Agreement Improvements Within a Wastewater System Easement was recorded December 27, 2010 as Entry No. 913818 in Book 2063 at page 319 of Official Records.