

BILL OF SALE
Skier Funnel Bridge

KNOW ALL MEN BY THESE PRESENTS that Base Village Owner LLC, hereinafter referred to as "**Grantor**", for good and valuable consideration, the receipt of which is hereby acknowledged, paid by Base Village Metropolitan District No. 1, hereinafter referred to as the "**District**", has bargained and sold, and by these presents, does grant and convey unto the District, its successors and assigns, all of its right, title and interest in the improvements described on **Appendix A**, attached hereto and incorporated herein (the "**Improvements**") and all things of value, including all work product, both tangible and intangible, including legal, accounting, engineering, and management costs related thereto, accruing from the costs associated with the provision of the Improvements.

TO HAVE AND TO HOLD the same unto the District, its successors and assigns forever; Grantor warrants to the District that Grantor has good title to all such Improvements, free and clear of all liens, encumbrances, security interests and adverse claims of any kind or nature whatsoever, and Grantor shall forever warrant and defend the title to all such Improvements unto the District against all and every person or persons claiming the whole or any part thereof, by, through or under Grantor.

IN WITNESS WHEREOF, Grantor, by and through its authorized representatives, hereby executes this Bill of Sale and sets its seal as of this 19th day of August, 2008.

BASE VILLAGE OWNER LLC

By: _____
Its: MANAGER

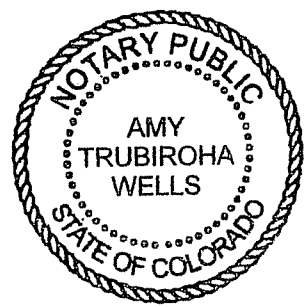
STATE OF COLORADO)
) ss.
COUNTY OF Pitkin)

The foregoing instrument was acknowledged before me this 19th day of August, 2008, by Patrick V. Smith, as Manager of Base Village Owner LLC.

(SEAL)

My commission expires: 10/27/08

Amy Trubiroha Wells
Notary Public



**APPENDIX A
To Bill of Sale**

IMPROVEMENTS

Skier Funnel Bridge over Wood Road, in Base Village, Town of Snowmass Village, Pitkin
County, Colorado