

**Confirmation of OTC  
Weather Index Swap Transaction**

**ART Reinsurance**

**May 9, 2011**

**Weather Index Derivative Transaction**

**Mountain Ski Resorts Inc.**

Dear Sirs:

The purpose of this communication (this "Confirmation") is to confirm the terms and conditions of the Weather Index Derivative Transaction entered into between ART Reinsurance ("Party A") and Mountain Ski Resorts Inc. ("Party B") on the Trade Date specified below (the "Transaction").

This Confirmation, which includes the Weather Index Appendix and the Definitions Appendix, constitutes a "Confirmation" as referred to in, and supplements, forms part of, and is subject to, the ISDA® Master Agreement (Multicurrency-Cross Border) dated as of February 26, 2008 as amended and supplemented from time to time (the "Agreement"), between Party A and Party B. All provisions contained in the Agreement shall govern this Confirmation except as expressly modified below.

The definitions and provisions contained in the 2000 ISDA Definitions (the "Definitions") as published by the International Swaps and Derivatives Association, Inc. ("ISDA"), are incorporated into this Confirmation. In the event of any inconsistency between those definitions and provisions and this Confirmation, this Confirmation will govern. In the event of any inconsistency between the provisions of either the Weather Index Appendix or the Definitions Appendix and the other provisions of this Confirmation, those other provisions of this Confirmation will govern.

The terms of the Transaction to which this Confirmation relates are as follows:

**1. Transaction Terms.**

Transaction Type:	Weather Index Swap
Notional Amount:	USD 50,000 per Weather Index Unit
Trade Date:	May 9, 2011
Effective Date:	November 1, 2011
Termination Date:	April 30, 2012
Weather Index Buyer:	Party A
Weather Index Seller:	Party B
Weather Index Level:	865 Weather Index Unit(s)
Weather Index Unit:	CDD (as defined in the Weather Index Appendix)

Settlement Level:	The cumulative number of Weather Index Units for each day in the Calculation Period
Rounding of Weather Index Units:	Not Applicable
Calculation Period:	The period from and including the Effective Date to and including the Termination Date
Calculation Date:	In relation to each Calculation Period, zero (0) Business Days following the final day of that Calculation Period.
Payment Date:	In relation to each Calculation Period, the day that is five (5) Business Days after the relevant Calculation Date
Payment Amount:	<p>If the Settlement Level in respect of a Calculation Period is greater than the Weather Index Level, then the Weather Index Seller shall, except to the extent by which such amount exceeds the Maximum Transaction Payment Amount in respect of the Weather Index Seller, pay to the Weather Index Buyer on the relevant Payment Date an amount equal to the lesser of: (a) an amount equal to (i) the excess of the Settlement Level over the Weather Index Level multiplied by (ii) the Notional Amount; and (b) if applicable, the Maximum Payment Amount per Calculation Period in respect of the Weather Index Seller.</p> <p>If the Settlement Level in respect of a Calculation Period is less than the Weather Index Level, then the Weather Index Buyer shall, except to the extent by which such amount exceeds the Maximum Transaction Payment Amount in respect of the Weather Index Buyer, if applicable, pay to the Weather Index Seller on the relevant Payment Date an amount equal to the lesser of: (a) an amount equal to (i) the excess of the Weather Index Level over the Settlement Level multiplied by (ii) the Notional Amount; and (b) if applicable, the Maximum Payment Amount per Calculation Period in respect of the Weather Index Buyer.</p> <p>If the Settlement Level in respect of a Calculation Period is equal to the Weather Index Level, neither party shall be required to make a payment on the relevant Payment Date.</p> <p>As used in this Confirmation, the term "Payment Amount" means an amount payable by a Weather Index Seller or a Weather Index Buyer in accordance with this section (Payment Amount) of this Confirmation.</p>
Maximum Payment Amount per Calculation Period:	<p>In respect of the Weather Index Buyer: Not Applicable</p> <p>In respect of the Weather Index Seller: Not Applicable</p>
Maximum Transaction Payment Amount:	<p>In respect of the Weather Index Buyer: Not Applicable</p> <p>In respect of the Weather Index Seller: Not Applicable</p>
Data Correction:	Not Applicable
Business Days:	New York City

Calculation Agent: Party A

**2. Weather Index Appendix Data**

CDD Reference Level:	32 degrees Fahrenheit
Daily Average Temperature:	In respect of a day, the arithmetic average of the maximum and minimum temperatures in degrees Fahrenheit at the Location for that day as reported (directly or indirectly) by the Data Provider
Data Provider:	US-NOAA
Final Edited Data:	Not Applicable
Weather Index Station:	WBAN 93086
Fallback Weather Index Station:	WBAN 93073
Second Fallback Weather Index Station:	WBAN 93003
Alternative Data Provider:	Not Applicable
Synoptic Data Fallback:	Not Applicable

Primary Disruption  
Fallbacks:

The following Primary Disruption Fallbacks will apply (in the following  
order) to this Transaction: As Specified in Master Agreement

Secondary Disruption  
Fallbacks:

The following Secondary Disruption Fallbacks will apply (in the following  
order) to this Transaction: As Specified in Master Agreement

3. **Account Details.**

Payments to [Party A]:

Pay: As Specified in Master Agreement

For the Account of: As Specified in Master Agreement

Account Number/  
[CHIPS UID]: As Specified in Master Agreement

[Fed. ABA No.]: As Specified in Master Agreement

Payments to [Party B]:

Pay As Specified in Master Agreement

For the Account of: As Specified in Master Agreement

Account Number: As Specified in Master Agreement

Please confirm that the foregoing correctly sets forth the terms of the Transaction entered into between us by executing a copy of this Confirmation and returning it to us or by sending to us a letter substantially similar to this letter, which letter sets forth the material terms of the Transaction to which this Confirmation relates and indicates your agreement to those terms.

Yours sincerely,

**ART Reinsurance**

By: \_\_\_\_\_  
Name:  
Title:

Confirmed as of the  
date below:

**MOUNTAIN SKI RESORTS INC.**

By: \_\_\_\_\_  
Name:  
Title:  
Date: