**Certification**

**(Real Estate Transfer Assessment)**

***This Certification is required by the Canyons Resort Village Association, Inc. (“CVMA”) in connection with its acceptance of payment of the real estate transfer assessment due upon each transfer of real property in the Canyons Village. This Certification must be completed, signed by both buyer and seller, and delivered to CVMA with the payment of the real estate transfer assessment.***

The undersigned Seller and Buyer hereby represent, warrant, and certify to The Canyons Resort Village Association, Inc., a Utah nonprofit corporation (“**CVMA**”), that the following information concerning the following described Transfer of Resort Property (the “**Transfer**”) is true, correct and complete. Capitalized terms used and not otherwise defined herein shall have the meanings given them in The Canyons Resort Village Management Agreement, dated as of November 15, 1999, recorded on December 15, 1999, as Entry No. 00555285 at Page 1 of Book 1300 of the records of the Summit County, Utah Recorder, as amended.

1. **Legal description of the Resort Property that is the subject of the Transfer:**

Tax Parcel No. .

1. **Full Name of Seller:**
2. **Full Name of Buyer:**

[If the Seller or the Buyer is a legal entity, specify the nature of the legal entity - e.g., corporation, limited liability company, etc.].

1. **Consideration for the Transfer:**

Money Paid to Seller at the closing of the Transfer: $

Plus, the Fair Market Value of any other property delivered

or contracted to be paid or delivered to the Seller in

return for the Transfer of the Resort Property: $

**Total amount of Consideration for the Transfer**: $

[Note: Under paragraph 4.6(a) of the Management Agreement “Consideration” means the “total of money paid and the Fair Market Value of any property delivered or contracted to be paid or delivered in return for transfer of any Resort Property . . . .”]

1. **Real Estate Transfer Assessment:**

Total amount of Consideration for the Transfer, multiplied by \_\_\_\_\_ = **$**

[Note: The Real Estate Transfer Assessment is an amount equal to a percentage of the total Consideration paid for the transferred real property, as follows: (i) for a Transfer of improved property (excluding timeshare interests), 2%, (ii) for a Transfer of unimproved property, 1%, and (iii) for a transfer of a timeshare or vacation club interest (as those terms are used in Section 4.6 of the Management Agreement), 0.75%.]

Each of the undersigned acknowledges that CVMA requires this Certification for the purpose of determining the correct amount of the Real Estate Transfer Assessment due in connection with the Transfer, and that CVMA is relying on the information provided in this Certification. CVMA’s acceptance of the amount shown in Section 5 above as payment of the Real Estate Transfer Assessment due in connection with the Transfer is based on, and subject to the accuracy of, the information provided by the Seller and the Buyer in this Certification. CVMA reserves the right to adjust the Real Estate Transfer Assessment if CVMA receives information establishing that the information in this Certification does not accurately reflect the total Consideration actually paid for the Transfer.

By executing this Certification, Seller agrees that, if required by CVMA, Seller consents to the delivery by Buyer to CVMA of a copy of the settlement statement prepared and executed by Buyer and Seller in connection with the closing of the Transfer.

**Seller and Buyer have executed this Certification as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.**

**SELLER:**

Signature

Printed Name:

[Replace with entity signature block if applicable]

**BUYER**:

Signature

Printed Name:

[Replace with entity signature block if applicable]