

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 30, 2010

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File Number: 001-09614

Vail Resorts, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

51-0291762

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

**390 Interlocken Crescent
Broomfield, Colorado**

80021

(Address of Principal Executive Offices)

(Zip Code)

(303) 404-1800

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of June 2, 2010, 36,293,774 shares of the registrant's common stock were outstanding.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements -- Unaudited

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Vail Resorts, Inc.
Consolidated Condensed Balance Sheets
(In thousands, except share and per share amounts)

	April 30, 2010 (Unaudited)	July 31, 2009	April 30, 2009 (Unaudited)
Assets			
Current assets:			
Cash and cash equivalents	\$ 51,147	\$ 69,298	\$ 170,537
Restricted cash	11,826	11,065	10,129
Trade receivables, net	35,039	58,063	47,729
Inventories, net	42,669	48,947	45,667
Other current assets	46,037	41,615	34,761
Total current assets	186,718	228,988	308,823
Property, plant and equipment, net (Note 5)	1,024,977	1,057,658	1,066,165
Real estate held for sale and investment	445,885	311,485	276,952
Goodwill, net	168,197	167,950	167,950
Intangible assets, net	86,581	79,429	79,607
Other assets	32,481	38,970	41,154
Total assets	\$ 1,944,839	\$ 1,884,480	\$ 1,940,651
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities (Note 5)	\$ 237,583	\$ 245,536	\$ 220,927
Income taxes payable	10,022	5,460	32,156
Long-term debt due within one year (Note 4)	1,851	352	350
Total current liabilities	249,456	251,348	253,433
Long-term debt (Note 4)	489,822	491,608	491,668
Other long-term liabilities (Note 5)	196,693	233,169	221,462
Deferred income taxes	152,089	112,234	131,970
Commitments and contingencies (Note 9)			
Redeemable noncontrolling interest (Note 8)	--	15,415	15,016
Stockholders' equity:			
Preferred stock, \$0.01 par value, 25,000,000 shares authorized, no shares issued and outstanding	--	--	--
Common stock, \$0.01 par value, 100,000,000 shares authorized, 40,170,403 (unaudited), 40,049,988 and 40,034,958 (unaudited) shares issued, respectively	402	400	400
Additional paid-in capital	561,089	555,728	552,748
Retained earnings	429,301	356,995	395,725
Treasury stock, at cost; 3,878,535 (unaudited), 3,878,535 and 3,600,235 (unaudited) shares, respectively (Note 11)	(147,828)	(147,828)	(140,333)
Total Vail Resorts, Inc. stockholders' equity	842,964	765,295	808,540
Noncontrolling interests	13,815	15,411	18,562
Total stockholders' equity	856,779	780,706	827,102
Total liabilities and stockholders' equity	\$ 1,944,839	\$ 1,884,480	\$ 1,940,651

The accompanying Notes are an integral part of these consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Three months ended April 30,	
	2010	2009
Net revenue:		
Mountain	\$ 302,213	\$ 279,180
Lodging	44,877	44,896
Real estate	3,164	9,407
Total net revenue	350,254	333,483
Segment operating expense (exclusive of depreciation and amortization shown separately below):		
Mountain	156,454	144,998
Lodging	39,292	38,988
Real estate	8,391	14,129
Total segment operating expense	204,137	198,115
Other operating (expense) income:		
Depreciation and amortization	(27,812)	(27,582)
Gain (loss) on disposal of fixed assets, net	18	(206)
Income from operations	118,323	107,580
Mountain equity investment income (loss), net	838	(410)
Investment income	141	449
Interest expense, net	(3,673)	(6,490)
Income before provision for income taxes	115,629	101,129
Provision for income taxes	(39,238)	(36,737)
Net income	76,391	64,392
Net income attributable to noncontrolling interests	(3,602)	(2,753)
Net income attributable to Vail Resorts, Inc.	\$ 72,789	\$ 61,639
Per share amounts (Note 3):		
Basic net income per share attributable to Vail Resorts, Inc.	\$ 2.01	\$ 1.69
Diluted net income per share attributable to Vail Resorts, Inc.	\$ 1.98	\$ 1.68

The accompanying Notes are an integral part of these consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Operations
(In thousands, except per share amounts)
(Unaudited)

	Nine months ended	
	April 30,	
	2010	2009
Net revenue:		
Mountain	\$ 602,395	\$578,447
Lodging	124,908	131,299
Real estate	4,239	165,314
Total net revenue	731,542	875,060
Segment operating expense (exclusive of depreciation and amortization shown separately below):		
Mountain	386,940	382,409
Lodging	119,703	122,583
Real estate	20,985	125,014
Total segment operating expense	527,628	630,006
Other operating (expense) income:		
Depreciation and amortization	(82,768)	(80,098)
Gain on sale of real property	6,087	--
Loss on disposal of fixed assets, net	(83)	(808)
Income from operations	127,150	164,148
Mountain equity investment income, net	1,299	1,766
Investment income	563	1,428
Interest expense, net	(12,656)	(21,732)
Income before provision for income taxes	116,356	145,610
Provision for income taxes	(38,397)	(53,740)
Net income	77,959	91,870
Net income attributable to noncontrolling interests	(5,653)	(4,190)
Net income attributable to Vail Resorts, Inc.	\$ 72,306	\$ 87,680
Per share amounts (Note 3):		
Basic net income per share attributable to Vail Resorts, Inc.	\$ 2.00	\$ 2.39
Diluted net income per share attributable to Vail Resorts, Inc.	\$ 1.97	\$ 2.39

The accompanying Notes are an integral part of these consolidated condensed financial statements.

Vail Resorts, Inc.
Consolidated Condensed Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine Months Ended	
	April 30,	
	2010	2009
Cash flows from operating activities:		
Net income	\$ 77,959	\$ 91,870
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	82,768	80,098
Cost of real estate sales	2,477	94,330
Stock-based compensation expense	8,979	7,794
Deferred income taxes, net	38,397	53,549
Gain on sale of real property	(6,087)	--
Other non-cash income, net	(5,707)	(4,286)
Changes in assets and liabilities:		
Restricted cash	(761)	48,308
Trade receivables, net	23,030	2,999
Inventories, net	6,278	4,041
Investments in real estate	(145,829)	(117,895)
Accounts payable and accrued liabilities	(35,932)	(42,715)
Deferred real estate deposits	1,243	(36,078)
Private club deferred initiation fees and deposits	1,616	40,960
Other assets and liabilities, net	8,280	(14,964)
Net cash provided by operating activities	56,711	208,011
Cash flows from investing activities:		
Capital expenditures	(48,801)	(87,089)
Acquisition of business	--	(38,170)
Cash received from sale of real property	8,920	--
Other investing activities, net	(7,915)	(355)
Net cash used in investing activities	(47,796)	(125,614)
Cash flows from financing activities:		
Acquisition of noncontrolling interest	(31,000)	--
Repurchases of common stock	--	(14,872)
Proceeds from borrowings under non-recourse real estate financings	--	9,013
Payments of non-recourse real estate financings	--	(58,407)
Proceeds from borrowings under other long-term debt	85,962	63,396
Payments of other long-term debt	(86,246)	(78,689)
Other financing activities, net	4,218	5,354
Net cash used in financing activities	(27,066)	(74,205)
Net (decrease) increase in cash and cash equivalents	(18,151)	8,192
Cash and cash equivalents:		
Beginning of period	69,298	162,345
End of period	\$ 51,147	\$ 170,537

The accompanying Notes are an integral part of these consolidated condensed financial statements.

Vail Resorts, Inc.
Notes to Consolidated Condensed Financial Statements
(Unaudited)

1. Organization and Business

Vail Resorts, Inc. (“Vail Resorts” or the “Parent Company”) is organized as a holding company and operates through various subsidiaries. Vail Resorts and its subsidiaries (collectively, the “Company”) currently operate in three business segments: Mountain, Lodging and Real Estate. In the Mountain segment, the Company owns and operates five world-class ski resort properties at the Vail, Breckenridge, Keystone and Beaver Creek mountain resorts in Colorado and the Heavenly Mountain Resort in the Lake Tahoe area of California and Nevada, as well as ancillary services, primarily including ski school, dining and retail/rental operations. These resorts operate primarily on Federal land under the terms of Special Use Permits granted by the USDA Forest Service (the “Forest Service”). In the Lodging segment, the Company owns and/or manages a collection of luxury hotels under its RockResorts brand, as well as other strategic lodging properties and a large number of condominiums located in proximity to the Company’s ski resorts, the Grand Teton Lodge Company (“GTLC”), which operates three destination resorts at Grand Teton National Park (under a National Park Service concessionaire contract), Colorado Mountain Express (“CME”), a resort ground transportation company, and golf courses. Vail Resorts Development Company (“VRDC”), a wholly-owned subsidiary, conducts the operations of the Company’s Real Estate segment, which owns and develops real estate in and around the Company’s resort communities. The Company’s mountain business and its lodging properties at or around the Company’s ski resorts are seasonal in nature with peak operating seasons from mid-November through mid-April. The Company’s operations at GTLC and its golf courses generally operate from mid-May through mid-October. The Company also has non-majority owned investments in various other entities, some of which are consolidated (see Note 6, Variable Interest Entities).

2. Summary of Significant Accounting Policies

The Financial Accounting Standards Board (“FASB”) has established the FASB Accounting Standards Codification (“ASC”) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the United States of America for financial statements of interim and annual periods ending after September 15, 2009. This standard does not alter current accounting principles generally accepted in the United States of America (“GAAP”), but rather integrates existing accounting standards with other authoritative guidance.

Basis of Presentation

Consolidated Condensed Financial Statements-- In the opinion of the Company, the accompanying Consolidated Condensed Financial Statements reflect all adjustments necessary to state fairly the Company's financial position, results of operations and cash flows for the interim periods presented. All such adjustments are of a normal recurring nature. Results for interim periods are not indicative of the results for the entire fiscal year. The accompanying Consolidated Condensed Financial Statements should be read in conjunction with the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended July 31, 2009. Certain information and footnote disclosures, including significant accounting policies, normally included in fiscal year financial statements prepared in accordance with GAAP have been condensed or omitted. The July 31, 2009 Consolidated Condensed Balance Sheet was derived from audited financial statements.

Use of Estimates-- The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Noncontrolling Interests in Consolidated Financial Statements-- Effective August 1, 2009, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 160, “Noncontrolling Interest in Consolidated Financial Statements – an Amendment of Accounting Research Bulletin No. 51” (“SFAS 160”). The guidance of this statement is now included in ASC Topic 810 “Consolidation.” This statement requires the presentation of net income or loss attributable to noncontrolling interests (previously referred to as minority interest) along with net income or loss attributable to the stockholders of the Company separately in its consolidated statement of operations. Additionally, noncontrolling interests in the consolidated subsidiaries of the Company are reported as a separate component of equity in the consolidated balance sheet, apart from the Company’s equity. However, redeemable noncontrolling interests in which the Company is subject to a put option under which it may be required to repurchase an interest in a consolidated subsidiary from a noncontrolling interest holder, must be classified outside of stockholders’ equity.

On April 23, 2010, the Company entered into a transfer agreement with the noncontrolling interest holder in SSI Venture, LLC (“SSV”) to acquire all the noncontrolling interest holder’s remaining interest in SSV. As a result of this agreement, equity-noncontrolling interest and redeemable noncontrolling interest related to SSV has been eliminated and the purchase price in excess of the carrying value of the noncontrolling interest of approximately \$2.6 million (net of deferred taxes) was recorded as a reduction in additional paid-in capital (see Note 8, Redeemable Noncontrolling Interest). Prior to the acquisition of the remaining noncontrolling interest in SSV, the Company was subject to a put option beginning August 1, 2010 and each year thereafter. As such, the redeemable noncontrolling interest in SSV was classified in the mezzanine section of the accompanying consolidated condensed balance sheets at the redemption value at the end of each prior reporting period.

Upon adoption, the provisions of this statement have been applied to all noncontrolling interests prospectively, except for the presentation and disclosure requirements, which have been applied retrospectively for all periods presented. The retrospective impact of applying this guidance was a reclassification of \$15.4 million and \$15.0 million as of July 31, 2009 and April 30, 2009, respectively, of minority interest to redeemable noncontrolling interest, representing noncontrolling interest which was subject to a put option. In addition, as of July 31, 2009 and April 30, 2009, noncontrolling interests, which were not subject to a put option, have been reclassified as part of equity-noncontrolling interests. The following table summarizes the changes in total stockholders’ equity (in thousands):

	For the Nine months ended April 30,					
	2010			2009		
	Vail Resorts Stockholders’ Equity	Noncontrolling Interests	Total Equity	Vail Resorts Stockholders’ Equity	Noncontrolling Interests	Total Equity
Balance, beginning of period	\$ 765,295	\$ 15,411	\$ 780,706	\$ 716,633	\$ 8,848	\$ 725,481
Net income	72,306	5,653	77,959	87,680	4,190	91,870
Stock-based compensation expense	8,979	--	8,979	7,794	--	7,794

Issuance of shares under share award plans	(1,180)	--	(1,180)	(590)	--	(590)
Tax benefit (expense) from share award plans	140	--	140	(225)	--	(225)
Repurchases of common stock	--	--	--	(14,872)	--	(14,872)
Adjustment to redemption value of redeemable noncontrolling interest	--	(10,338)	(10,338)	12,120	6,051	18,171
Contributions (distributions) from/to noncontrolling interests, net	--	3,203	3,203	--	(527)	(527)
Acquisition of noncontrolling interest, net of deferred taxes	(2,576)	(114)	(2,690)	--	--	--
Balance, end of period	\$ 842,964	\$ 13,815	\$ 856,779	\$ 808,540	\$ 18,562	\$ 827,102

Additionally, upon adoption of this statement, even though the Company's total provision for income taxes did not change, the Company's effective tax rate calculation has changed because net income or loss attributable to noncontrolling interests is no longer included in the determination of pre-tax income in calculating its effective tax rate.

Fair Value Instruments-- The recorded amounts for cash and cash equivalents, receivables, other current assets, and accounts payable and accrued liabilities approximate fair value due to their short-term nature. The fair value of amounts outstanding under the Employee Housing Bonds (Note 4, Long-Term Debt) approximate book value due to the variable nature of the interest rate associated with that debt. The fair value of the 6.75% Senior Subordinated Notes ("6.75% Notes") (Note 4, Long-Term Debt) is based on quoted market price. The fair value of the Company's Industrial Development Bonds (Note 4, Long-Term Debt) and other long-term debt have been estimated using discounted cash flow analyses based on current borrowing rates for debt with similar remaining maturities and ratings. The estimated fair value of the 6.75% Notes, Industrial Development Bonds and other long-term debt as of April 30, 2010 is presented below (in thousands):

	April 30, 2010	
	Carrying Value	Fair Value
6.75% Notes	\$ 390,000	\$ 394,875
Industrial Development Bonds	\$ 42,700	\$ 47,420
Other long-term debt	\$ 6,398	\$ 6,247

New Accounting Standards

Fair Value Measurements and Disclosures-- In September 2006, the FASB issued guidance which is included in ASC Topic 820, "Fair Value Measurements and Disclosures" (SFAS No. 157 "Fair Value Measurements") on fair value measurements and disclosures. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value guidance in this standard for financial assets and liabilities was effective for the Company on August 1, 2008. The Company adopted the guidance for nonfinancial assets and liabilities on August 1, 2009 and the provisions did not have a material impact on the Company's financial position or results of operations.

Business Combinations-- In December 2007, the FASB issued guidance which is included in ASC Topic 805, "Business Combinations" (SFAS No. 141R, "Business Combinations") which establishes principles and requirements on how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. This standard also requires acquisition-related transaction expenses and restructuring costs be expensed as incurred rather than capitalized as a component of the business combination. The guidance was effective for the Company on August 1, 2009 and will be applied prospectively to business combinations.

Amendments to FASB Interpretation, Consolidation of Variable Interest Entities-- In June 2009, the FASB issued guidance which is included in ASC 810, "Consolidation" (SFAS 167 "Amendments to FASB No. 46(R)") which amends the consolidation guidance for variable interest entities. Under this new standard, entities must perform a qualitative assessment in determining the primary beneficiary of a variable interest entity which includes, among other things, consideration as to whether a variable interest holder has the power to direct the activities that most significantly impact the economic performance of the variable interest entity and the obligation to absorb losses or the right to receive benefits of the variable interest entity that could potentially be significant to the variable interest entity. This standard is effective for the Company beginning August 1, 2010 (the Company's fiscal year ending July 31, 2011). The Company is currently evaluating the impacts, if any, the adoption of this new standard will have on the Company's financial position or results of operations.

Revenue Recognition Guidance for Arrangements with Multiple Deliverables-- In September 2009, the FASB issued Accounting Standards Update ("ASU") 2009-13, "Multiple-Deliverables Revenue Arrangements" (amendments to ASC Topic 605, "Revenue Recognition," and the Emerging Issues Task Force Issue No. 08-01 "Revenue Arrangements with Multiple Deliverables") which amends the revenue recognition guidance for arrangements with multiple deliverables. This new standard requires entities to allocate revenue in arrangements with multiple deliverables using estimated selling prices and eliminates the use of the residual method. The provisions of this new standard are effective for the Company beginning August 1, 2010 (the Company's fiscal year ending July 31, 2011); however, early adoption is permitted. The Company is currently evaluating the impacts, if any, the adoption of this new standard will have on the Company's financial position or results of operations.

3. Net Income Per Common Share

Basic earnings per share ("EPS") excludes dilution and is computed by dividing net income attributable to Vail Resorts stockholders by the weighted-average shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised, resulting in the issuance of shares of common stock that would then share in the earnings of Vail Resorts. Presented below is basic and diluted EPS for the three months ended April 30, 2010 and 2009 (in thousands, except per share amounts):

	Three Months Ended April 30,			
	2010		2009	
	Basic	Diluted	Basic	Diluted
Net income per share:				
Net income attributable to Vail Resorts	\$ 72,789	\$ 72,789	\$ 61,639	\$ 61,639

Weighted-average shares outstanding	36,271	36,271	36,574	36,574
Effect of dilutive securities	--	563	--	99
Total shares	36,271	36,834	36,574	36,673
Net income per share attributable to Vail Resorts	\$ 2.01	\$ 1.98	\$ 1.69	\$ 1.68

The number of shares issuable on the exercise of share based awards that were excluded from the calculation of diluted net income per share because the effect of their inclusion would have been anti-dilutive totaled 35,000 and 696,000 for the three months ended April 30, 2010 and 2009, respectively.

Presented below is basic and diluted EPS for the nine months ended April 30, 2010 and 2009 (in thousands, except per share amounts):

	Nine months ended April 30,			
	2010		2009	
	Basic	Diluted	Basic	Diluted
Net income per share:				
Net income attributable to Vail Resorts	\$ 72,306	\$ 72,306	\$ 87,680	\$ 87,680
Weighted-average shares outstanding	36,239	36,239	36,624	36,624
Effect of dilutive securities	--	499	--	128
Total shares	36,239	36,738	36,624	36,752
Net income per share attributable to Vail Resorts	\$ 2.00	\$ 1.97	\$ 2.39	\$ 2.39

The number of shares issuable on the exercise of share based awards that were excluded from the calculation of diluted net income per share because the effect of their inclusion would have been anti-dilutive totaled 12,000 and 816,000 for the nine months ended April 30, 2010 and 2009, respectively.

4. Long-Term Debt

Long-term debt as of April 30, 2010, July 31, 2009 and April 30, 2009 is summarized as follows (in thousands):

	Maturity (a)	April 30, 2010	July 31, 2009	April 30, 2009
Credit Facility Revolver	2012	\$ --	\$ --	\$ --
SSI Venture LLC Facility (b)	--	--	--	--
Industrial Development Bonds	2011-2020	42,700	42,700	42,700
Employee Housing Bonds	2027-2039	52,575	52,575	52,575
6.75% Senior Subordinated Notes	2014	390,000	390,000	390,000
Other	2010-2029	6,398	6,685	6,743
Total debt		491,673	491,960	492,018
Less: Current maturities (c)		1,851	352	350
Long-term debt		\$ 489,822	\$ 491,608	\$ 491,668

(a) Maturities are based on the Company's July 31 fiscal year end.

(b) As result of the Company's acquisition of the remaining noncontrolling interest in SSV on April 30, 2010 (see Note 8, Redeemable Noncontrolling Interest) and the ensuing designation of SSV as a restricted subsidiary under its senior credit facility, the Amended and Restated Revolving Credit and Security Agreement dated as of September 23, 2005 (SSV Facility), by and between SSI Venture LLC and U.S. Bank National Association was terminated on April 29, 2010.

(c) Current maturities represent principal payments due in the next 12 months.

Aggregate maturities for debt outstanding as of April 30, 2010 reflected by fiscal year are as follows (in thousands):

2010	\$ 61
2011	1,831
2012	305
2013	319
2014	390,219
Thereafter	98,938
Total debt	\$ 491,673

The Company incurred gross interest expense of \$8.4 million in each of the three months ended April 30, 2010 and 2009, of which \$0.4 million in each period was amortization of deferred financing costs. The Company capitalized \$4.7 million and \$1.9 million of interest during the three months ended April 30, 2010 and 2009, respectively. The Company incurred gross interest expense of \$25.3 million and \$26.7 million for the nine months ended April 30, 2010 and 2009, respectively, of which \$1.2 million and \$1.6 million, respectively, was amortization of deferred financing costs. The Company capitalized \$12.6 million and \$5.0 million of interest during the nine months ended April 30, 2010 and 2009, respectively.

5. Supplementary Balance Sheet Information

The composition of property, plant and equipment follows (in thousands):

	April 30, 2010	July 31, 2009	April 30, 2009
Land and land improvements	\$ 269,176	\$ 262,255	\$ 263,966
Buildings and building improvements	738,228	734,576	732,288
Machinery and equipment	514,009	498,912	500,720
Furniture and fixtures	191,054	187,316	182,011
Software	53,687	44,584	44,114
Vehicles	35,296	33,991	34,300
Construction in progress	46,947	40,724	32,063
Gross property, plant and equipment	1,848,397	1,802,358	1,789,462
Accumulated depreciation	(823,420)	(744,700)	(723,297)
Property, plant and equipment, net	\$ 1,024,977	\$ 1,057,658	\$ 1,066,165

The composition of accounts payable and accrued liabilities follows (in thousands):

	April 30, 2010	July 31, 2009	April 30, 2009
Trade payables	\$ 37,717	\$ 42,530	\$ 49,657
Real estate development payables	35,920	45,681	34,925
Deferred revenue	31,363	57,171	42,420
Deferred real estate and other deposits	56,940	21,637	18,833
Accrued salaries, wages and deferred compensation	24,000	15,202	17,167
Accrued benefits	28,716	23,496	27,251
Accrued interest	6,506	14,002	6,591
Liabilities to complete real estate projects, short term	1,937	3,972	5,639
Other accruals	14,484	21,845	18,444
Total accounts payable and accrued liabilities	\$ 237,583	\$ 245,536	\$ 220,927

The composition of other long-term liabilities follows (in thousands):

	April 30, 2010	July 31, 2009	April 30, 2009
Private club deferred initiation fee revenue and deposits	\$ 149,889	\$ 153,265	\$ 154,950
Deferred real estate deposits	--	32,792	46,151
Other long-term liabilities	46,804	47,112	20,361
Total other long-term liabilities	\$ 196,693	\$ 233,169	\$ 221,462

6. Variable Interest Entities

The Company is the primary beneficiary of four employee housing entities (collectively, the "Employee Housing Entities"), Breckenridge Terrace, LLC, The Tarnes at BC, LLC, BC Housing, LLC and Tenderfoot Seasonal Housing, LLC, which are Variable Interest Entities ("VIEs"), and has consolidated them in its Consolidated Condensed Financial Statements. As a group, as of April 30, 2010, the Employee Housing Entities had total assets of \$34.9 million (primarily recorded in property, plant and equipment, net) and total liabilities of \$61.6 million (primarily recorded in long-term debt as "Employee Housing Bonds"). The Company's lenders have issued letters of credit totaling \$53.4 million under the Company's senior credit facility (the "Credit Facility") related to Employee Housing Bonds. Payments under the letters of credit would be triggered in the event that one of the entities defaults on required payments. The letters of credit have no default provisions.

The Company is the primary beneficiary of Avon Partners II, LLC ("APII"), which is a VIE. APII owns commercial space and the Company currently leases substantially all of that space. APII had total assets of \$5.3 million (primarily recorded in property, plant and equipment, net) and no debt as of April 30, 2010.

The Company, through various lodging subsidiaries, manages hotels in which the Company has no ownership interest in the entities that own such hotels. The Company has extended a \$2.0 million note receivable to one of these entities. These entities were formed by unrelated third parties to acquire, own, operate and realize the value in resort hotel properties. The Company managed the day-to-day operations of seven hotel properties as of April 30, 2010. The Company has determined that the entities that own the hotel properties are VIEs, and the management contracts are significant variable interests in these VIEs. The Company has also determined that it is not the primary beneficiary of these entities and, accordingly, is not required to consolidate any of these entities. Based upon the latest information provided by these third party entities, these VIEs had estimated total assets of approximately \$229 million and total liabilities of approximately \$151 million. The Company's maximum exposure to loss as a result of its involvement with these VIEs is limited to a \$2.4 million note receivable including accrued interest from one of the third parties and the net book value of the intangible asset associated with a management agreement in the amount of \$0.5 million as of April 30, 2010.

7. Fair Value Measurements

The FASB issued fair value guidance that establishes how reporting entities should measure fair value for measurement and disclosure purposes. The guidance establishes a common definition of fair value applicable to all assets and liabilities measured at fair value and prioritizes the inputs into valuation techniques used to measure fair value. Accordingly, the Company uses valuation techniques which maximize the use of observable inputs and minimize the use of unobservable inputs when determining fair value. The three levels of the hierarchy are as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets that are accessible to the Company for identical assets or liabilities;

Level 2: Inputs include quoted prices for similar assets and liabilities in active and inactive markets or that are observable for the asset or liability either directly or indirectly; and

Level 3: Unobservable inputs which are supported by little or no market activity.

The table below summarizes the Company's cash equivalents measured at fair value (all other assets and liabilities measured at fair value are immaterial) (in thousands):

Fair Value Measurements at Reporting Date Using	April 30, 2010	July 31, 2009	April 30, 2009
Level 1	\$ 8,695	\$ 47,915	\$ 121,742
Level 2	300	13,300	35,000
Level 3	--	--	--
Total	\$ 8,995	\$ 61,215	\$ 156,742

The Company's cash equivalents include money market funds (Level 1) and time deposits (Level 2) which are measured utilizing quoted market prices or pricing models whereby all significant inputs are either observable or corroborated by observable market data.

8. Redeemable Noncontrolling Interest

On April 23, 2010, the Company entered into a transfer agreement with GSSI LLC ("GSSI"), the noncontrolling interest holder in SSV, to acquire all of GSSI's remaining 30.7% ownership interest in SSV for a negotiated price of \$31.0 million. The purchase of GSSI's interest in SSV was completed on April 30, 2010, resulting in the Company holding 100% interest in SSV. As a result of this agreement, equity-noncontrolling interest and redeemable noncontrolling interest related to SSV has been eliminated. The purchase price in excess of the carrying value of the noncontrolling interest of approximately \$2.6 million (net of deferred taxes) was recorded as a reduction in additional paid-in capital. Additionally, GSSI held a management agreement with SSV which was terminated concurrent with the Company's purchase of GSSI's interest in SSV. Under the SSV operating agreement, the Company held call rights and GSSI held put rights (discussed below) which were waived as a result of the transfer agreement.

The Company's and GSSI's put and call rights were as follows: (i) beginning August 1, 2010 and each year thereafter, each of the Company and GSSI had the right to call or put, respectively, 100% of GSSI's ownership interest in SSV to the Company during certain periods each year and (ii) GSSI had the right to put to the Company 100% of its ownership interest in SSV at any time after GSSI had been removed as manager of SSV or after an involuntary transfer of the Company's ownership interest in SSV has occurred. The put and call pricing was generally based on a multiple of the trailing twelve month EBITDA (as defined in the operating agreement) of SSV for the fiscal period ended prior to the commencement of the put or call period, as applicable.

Since GSSI's remaining interest in SSV had a redemption feature, as a result of the put option, the Company had classified the redeemable noncontrolling interest in SSV in the mezzanine section in the Consolidated Condensed Balance Sheets, outside of stockholders' equity. The Company had recorded the redeemable noncontrolling interest at the redemption value as prescribed in the operating agreement at the end of each reporting period. At the end of each reporting period if the redemption value was below the carrying value of the noncontrolling interest, the difference was recorded in noncontrolling interests as a component of stockholders' equity; however, if the redemption value exceeded the carrying value of the noncontrolling interest the difference was recorded in retained earnings.

9. Commitments and Contingencies

Metropolitan Districts

The Company credit-enhances \$8.5 million of bonds issued by Holland Creek Metropolitan District ("HCMD") through an \$8.1 million letter of credit issued under the Company's Credit Facility. HCMD's bonds were issued and used to build infrastructure associated with the Company's Red Sky Ranch residential development. The Company has agreed to pay capital improvement fees to Red Sky Ranch Metropolitan District ("RSRMD") until RSRMD's revenue streams from property taxes are sufficient to meet debt service requirements under HCMD's bonds, and the Company has recorded a liability of \$1.8 million, \$1.9 million and \$1.4 million, primarily within "other long-term liabilities" in the accompanying Consolidated Condensed Balance Sheets, as of April 30, 2010, July 31, 2009 and April 30, 2009, respectively, with respect to the estimated present value of future RSRMD capital improvement fees. The Company estimates that it will make capital improvement fee payments under this arrangement through the year ending July 31, 2028.

Guarantees

As of April 30, 2010, the Company had various other letters of credit in the amount of \$73.9 million, consisting primarily of \$53.4 million in support of the Employee Housing Bonds, \$14.3 million of construction and development related guarantees and \$5.4 million for workers' compensation and general liability deductibles related to construction and development activities.

In addition to the guarantees noted above, the Company has entered into contracts in the normal course of business which include certain indemnifications under which it could be required to make payments to third parties upon the occurrence or non-occurrence of certain future events. These indemnities include indemnities to licensees in connection with the licensees' use of the Company's trademarks and logos, indemnities for liabilities associated with the infringement of other parties' technology and software products, indemnities related to liabilities associated with the use of easements, indemnities related to employment of contract workers, the Company's use of trustees, indemnities related to the Company's use of public lands and environmental indemnifications. The duration of these indemnities generally is indefinite and generally do not limit the future payments the Company could be obligated to make.

As permitted under applicable law, the Company and certain of its subsidiaries indemnify their directors and officers over their lifetimes for certain events or occurrences while the officer or director is, or was, serving the Company or its subsidiaries in such a capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a director and officer insurance policy that should enable the Company to recover a portion of any future amounts paid.

Unless otherwise noted, the Company has not recorded any significant liabilities for the letters of credit, indemnities and other guarantees noted above in the accompanying Consolidated Condensed Financial Statements, either because the Company has recorded on its Consolidated Condensed Balance Sheets the underlying liability associated with the guarantee, the guarantee is with respect to the Company's own performance and is therefore not subject to the measurement requirements as prescribed by GAAP, or because the Company has calculated the fair value of the indemnification or guarantee to be immaterial

based upon the current facts and circumstances that would trigger a payment under the indemnification clause. In addition, with respect to certain indemnifications it is not possible to determine the maximum potential amount of liability under these guarantees due to the unique set of facts and circumstances that are likely to be involved in each particular claim and indemnification provision. Historically, payments made by the Company under these obligations have not been material.

As noted above, the Company makes certain indemnifications to licensees in connection with their use of the Company's trademarks and logos. The Company does not record any liabilities with respect to these indemnifications.

Self Insurance

The Company is self-insured for claims under its health benefit plans and for the majority of workers' compensation claims, subject to a stop loss policy. The self-insurance liability related to workers' compensation is determined actuarially based on claims filed. The self-insurance liability related to claims under the Company's health benefit plans is determined based on analysis of actual claims. The amounts related to these claims are included as a component of accrued benefits in accounts payable and accrued liabilities (see Note 5, Supplementary Balance Sheet Information).

Legal

The Company is a party to various lawsuits arising in the ordinary course of business. Management believes the Company has adequate insurance coverage or has accrued for loss contingencies for all known matters that are deemed to be probable losses and estimable. As of April 30, 2010, July 31, 2009 and April 30, 2009 the accrual for the above loss contingencies was not material individually and in the aggregate.

10. Segment Information

The Company has three reportable segments: Mountain, Lodging and Real Estate. The Mountain segment includes the operations of the Company's ski resorts and related ancillary services. The Lodging segment includes the operations of all of the Company's owned hotels, RockResorts, GTLC, condominium management, CME and golf operations. The Real Estate segment owns and develops real estate in and around the Company's resort communities. The Company's reportable segments, although integral to the success of the others, offer distinctly different products and services and require different types of management focus. As such, these segments are managed separately.

The Company reports its segment results using Reported EBITDA (defined as segment net revenue less segment operating expenses, plus or minus segment equity investment income or loss and for the Real Estate segment plus gain on sale of real property), which is a non-GAAP financial measure. The Company reports segment results in a manner consistent with management's internal reporting of operating results to the chief operating decision maker (Chief Executive Officer) for purposes of evaluating segment performance.

Reported EBITDA is not a measure of financial performance under GAAP. Items excluded from Reported EBITDA are significant components in understanding and assessing financial performance. Reported EBITDA should not be considered in isolation or as an alternative to, or substitute for, net income (loss), net change in cash and cash equivalents or other financial statement data presented in the Consolidated Condensed Financial Statements as indicators of financial performance or liquidity. Because Reported EBITDA is not a measurement determined in accordance with GAAP and thus is susceptible to varying calculations, Reported EBITDA as presented may not be comparable to other similarly titled measures of other companies.

The Company utilizes Reported EBITDA in evaluating performance of the Company and in allocating resources to its segments. Mountain Reported EBITDA consists of Mountain net revenue less Mountain operating expense plus or minus Mountain equity investment income or loss. Lodging Reported EBITDA consists of Lodging net revenue less Lodging operating expense. Real Estate Reported EBITDA consists of Real Estate net revenue less Real Estate operating expense plus gain on sale of real property. All segment expenses include an allocation of corporate administrative expense. Assets are not allocated between segments, or used to evaluate performance, except as shown in the table below.

Following is key financial information by reportable segment which is used by management in evaluating performance and allocating resources (in thousands):

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2010	2009	2010	2009
Net revenue:				
Lift tickets	\$ 159,772	\$ 149,384	\$ 289,289	\$ 276,542
Ski school	40,625	36,374	70,694	65,336
Dining	25,837	24,246	49,094	48,456
Retail/rental	55,107	48,214	137,671	129,878
Other	20,872	20,962	55,647	58,235
Total Mountain net revenue	302,213	279,180	602,395	578,447
Lodging	44,877	44,896	124,908	131,299
Total Resort net revenue	347,090	324,076	727,303	709,746
Real Estate	3,164	9,407	4,239	165,314
Total net revenue	\$ 350,254	\$ 333,483	\$ 731,542	\$ 875,060
Operating expense:				
Mountain	\$ 156,454	\$ 144,998	\$ 386,940	\$ 382,409
Lodging	39,292	38,988	119,703	122,583
Total Resort operating expense	195,746	183,986	506,643	504,992
Real estate	8,391	14,129	20,985	125,014
Total segment operating expense	\$ 204,137	\$ 198,115	\$ 527,628	\$ 630,006
Gain on sale of real property	\$ --	\$ --	\$ 6,087	\$ --
Mountain equity investment income (loss), net	\$ 838	\$ (410)	\$ 1,299	\$ 1,766
Reported EBITDA:				
Mountain	\$ 146,597	\$ 133,772	\$ 216,754	\$ 197,804

Lodging	5,585	5,908	5,205	8,716
Resort	152,182	139,680	221,959	206,520
Real Estate	(5,227)	(4,722)	(10,659)	40,300
Total Reported EBITDA	\$ 146,955	\$ 134,958	\$ 211,300	\$ 246,820

Real estate held for sale and investment	\$ 445,885	\$ 276,952	\$ 445,885	\$ 276,952
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Reconciliation to net income attributable to Vail Resorts, Inc:

Total Reported EBITDA	\$ 146,955	\$ 134,958	\$ 211,300	\$ 246,820
Depreciation and amortization	(27,812)	(27,582)	(82,768)	(80,098)
Gain (loss) on disposal of fixed assets, net	18	(206)	(83)	(808)
Investment income	141	449	563	1,428
Interest expense, net	(3,673)	(6,490)	(12,656)	(21,732)
Income before provision for income taxes	115,629	101,129	116,356	145,610
Provision for income taxes	(39,238)	(36,737)	(38,397)	(53,740)
Net income	\$ 76,391	\$ 64,392	\$ 77,959	\$ 91,870
Net income attributable to noncontrolling interests	(3,602)	(2,753)	(5,653)	(4,190)
Net income attributable to Vail Resorts, Inc.	\$ 72,789	\$ 61,639	\$ 72,306	\$ 87,680

11. Stock Repurchase Plan

On March 9, 2006, the Company's Board of Directors approved the repurchase of up to 3,000,000 shares of common stock and on July 16, 2008 approved an increase of the Company's common stock repurchase authorization by an additional 3,000,000 shares. The Company did not repurchase any shares of common stock during the three and nine months ended April 30, 2010. Since inception of its stock repurchase plan through April 30, 2010, the Company has repurchased 3,878,535 shares at a cost of approximately \$147.8 million. As of April 30, 2010, 2,121,465 shares remained available to repurchase under the existing repurchase authorization. Shares of common stock purchased pursuant to the repurchase program will be held as treasury shares and may be used for the issuance of shares under the Company's employee share award plans.

12. Guarantor Subsidiaries and Non-Guarantor Subsidiaries

The Company's payment obligations under the 6.75% Notes (see Note 4, Long-Term Debt) are fully and unconditionally guaranteed on a joint and several, senior subordinated basis by substantially all of the Company's consolidated subsidiaries (collectively, and excluding Non-Guarantor Subsidiaries (as defined below), the "Guarantor Subsidiaries") except for Eagle Park Reservoir Company, Gros Ventre Utility Company, Mountain Thunder, Inc., SSV (subsequent to April 30, 2010, SSV became a Guarantor Subsidiary under the 6.75% Notes), Larkspur Restaurant & Bar, LLC, Gore Creek Place, LLC and certain other insignificant entities (together, the "Non-Guarantor Subsidiaries"). APII and the Employee Housing Entities are included with the Non-Guarantor Subsidiaries for purposes of the consolidated financial information, but are not considered subsidiaries under the indenture governing the 6.75% Notes.

Presented below is the consolidated financial information of the Parent Company, the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries. Financial information for the Non-Guarantor Subsidiaries is presented in the column titled "Other Subsidiaries." Balance sheets are presented as of April 30, 2010, July 31, 2009 and April 30, 2009. Statements of operations are presented for the three and nine months ended April 30, 2010 and 2009. Statements of cash flows are presented for the nine months ended April 30, 2010 and 2009.

Investments in subsidiaries are accounted for by the Parent Company and Guarantor Subsidiaries using the equity method of accounting. Net income (loss) of Guarantor and Non-Guarantor Subsidiaries is, therefore, reflected in the Parent Company's and Guarantor Subsidiaries' investments in and advances to (from) subsidiaries. Net income (loss) of the Guarantor and Non-Guarantor Subsidiaries is reflected in Parent Company and Guarantor Subsidiaries as equity in income (loss) of consolidated subsidiaries. The elimination entries eliminate investments in Other Subsidiaries and intercompany balances and transactions for consolidated reporting purposes.

Supplemental Condensed Consolidating Balance Sheet
As of April 30, 2010
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Current assets:					
Cash and cash equivalents	\$ --	\$ 26,315	\$ 24,832	\$ --	\$ 51,147
Restricted cash	--	11,448	378	--	11,826
Trade receivables, net	--	33,455	1,584	--	35,039
Inventories, net	--	10,383	32,286	--	42,669
Other current assets	24,819	19,364	1,854	--	46,037
Total current assets	24,819	100,965	60,934	--	186,718
Property, plant and equipment, net	--	966,348	58,629	--	1,024,977
Real estate held for sale and investment	--	445,885	--	--	445,885
Goodwill, net	--	148,949	19,248	--	168,197
Intangible assets, net	--	63,136	23,445	--	86,581
Other assets	2,693	24,711	5,077	--	32,481
Investments in subsidiaries and advances to (from) parent	1,403,150	358,365	(4,485)	(1,757,030)	--
Total assets	\$ 1,430,662	\$ 2,108,359	\$ 162,848	\$ (1,757,030)	\$ 1,944,839
Current liabilities:					
Accounts payable and accrued liabilities	\$ 5,897	\$ 215,565	\$ 16,121	\$ --	\$ 237,583
Income taxes payable	10,022	--	--	--	10,022
Long-term debt due within one year	--	1,509	342	--	1,851
Total current liabilities	15,919	217,074	16,463	--	249,456
Long-term debt	390,000	41,213	58,609	--	489,822
Other long-term liabilities	29,690	165,058	1,945	--	196,693
Deferred income taxes	152,089	--	--	--	152,089
Redeemable noncontrolling interest	--	--	--	--	--
Total Vail Resorts, Inc. stockholders' equity	842,964	1,685,014	72,016	(1,757,030)	842,964
Noncontrolling interests	--	--	13,815	--	13,815
Total stockholders' equity	842,964	1,685,014	85,831	(1,757,030)	856,779
Total liabilities and stockholders' equity	\$ 1,430,662	\$ 2,108,359	\$ 162,848	\$ (1,757,030)	\$ 1,944,839

Supplemental Condensed Consolidating Balance Sheet
As of July 31, 2009
(in thousands)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Current assets:					
Cash and cash equivalents	\$ --	\$ 66,364	\$ 2,934	\$ --	\$ 69,298
Restricted cash	--	11,065	--	--	11,065
Trade receivables, net	--	56,834	1,229	--	58,063
Inventories, net	--	11,895	37,052	--	48,947
Other current assets	21,333	18,407	1,875	--	41,615
Total current assets	21,333	164,565	43,090	--	228,988
Property, plant and equipment, net	--	991,027	66,631	--	1,057,658
Real estate held for sale and investment	--	311,485	--	--	311,485
Goodwill, net	--	148,702	19,248	--	167,950
Intangible assets, net	--	63,580	15,849	--	79,429
Other assets	3,226	30,710	5,034	--	38,970
Investments in subsidiaries and advances to (from) parent	1,290,532	307,124	(15,179)	(1,582,477)	--
Total assets	\$ 1,315,091	\$ 2,017,193	\$ 134,673	\$ (1,582,477)	\$ 1,884,480
Current liabilities:					
Accounts payable and accrued liabilities	\$ 12,412	\$ 214,021	\$ 19,103	\$ --	\$ 245,536
Income taxes payable	5,460	--	--	--	5,460
Long-term debt due within one year	--	9	343	--	352
Total current liabilities	17,872	214,030	19,446	--	251,348
Long-term debt	390,000	42,716	58,892	--	491,608
Other long-term liabilities	29,690	200,974	2,505	--	233,169
Deferred income taxes	112,234	--	--	--	112,234
Redeemable noncontrolling interest	--	--	15,415	--	15,415
Total Vail Resorts, Inc. stockholders' equity	765,295	1,559,473	23,004	(1,582,477)	765,295
Noncontrolling interests	--	--	15,411	--	15,411
Total stockholders' equity	765,295	1,559,473	38,415	(1,582,477)	780,706
Total liabilities and stockholders' equity	\$ 1,315,091	\$ 2,017,193	\$ 134,673	\$ (1,582,477)	\$ 1,884,480

Supplemental Condensed Consolidating Balance Sheet
As of April 30, 2009
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Current assets:					
Cash and cash equivalents	\$ --	\$ 161,853	\$ 8,684	\$ --	\$ 170,537
Restricted cash	--	9,881	248	--	10,129
Trade receivables, net	--	45,990	1,739	--	47,729
Inventories, net	--	10,321	35,346	--	45,667
Other current assets	18,102	14,770	1,889	--	34,761
Total current assets	18,102	242,815	47,906	--	308,823
Property, plant and equipment, net	--	999,086	67,079	--	1,066,165
Real estate held for sale and investment	--	276,952	--	--	276,952
Goodwill, net	--	148,702	19,248	--	167,950
Intangible assets, net	--	63,757	15,850	--	79,607
Other assets	3,403	32,700	5,051	--	41,154
Investments in subsidiaries and advances to (from) parent	1,350,254	307,604	(13,220)	(1,644,638)	--
Total assets	\$ 1,371,759	\$ 2,071,616	\$ 141,914	\$ (1,644,638)	\$ 1,940,651
Current liabilities:					
Accounts payable and accrued liabilities	\$ 5,951	\$ 198,486	\$ 16,490	\$ --	\$ 220,927
Income taxes payable	32,156	--	--	--	32,156
Long-term debt due within one year	--	9	341	--	350
Total current liabilities	38,107	198,495	16,831	--	253,433
Long-term debt	390,000	42,717	58,951	--	491,668
Other long-term liabilities	3,142	216,118	2,202	--	221,462
Deferred income taxes	131,970	--	--	--	131,970
Redeemable noncontrolling interest	--	--	15,016	--	15,016
Total Vail Resorts, Inc. stockholders' equity	808,540	1,614,286	30,352	(1,644,638)	808,540
Noncontrolling interests	--	--	18,562	--	18,562
Total stockholders' equity	808,540	1,614,286	48,914	(1,644,638)	827,102
Total liabilities and stockholders' equity	\$ 1,371,759	\$ 2,071,616	\$ 141,914	\$ (1,644,638)	\$ 1,940,651

Supplemental Condensed Consolidating Statement of Operations
For the three months ended April 30, 2010
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Total net revenue	\$ --	\$ 294,644	\$ 58,567	\$ (2,957)	\$ 350,254
Total operating expense	172	187,398	47,280	(2,919)	231,931
(Loss) income from operations	(172)	107,246	11,287	(38)	118,323
Other (expense) income, net	(6,758)	3,490	(302)	38	(3,532)
Equity investment income, net	--	838	--	--	838
(Loss) income before benefit (provision) for income taxes	(6,930)	111,574	10,985	--	115,629
Benefit (provision) for income taxes	1,699	(40,937)	--	--	(39,238)
Net (loss) income before equity in income (loss) of consolidated subsidiaries	(5,231)	70,637	10,985	--	76,391
Equity in income (loss) of consolidated subsidiaries	78,020	7,383	--	(85,403)	--
Net income (loss)	72,789	78,020	10,985	(85,403)	76,391
Net income attributable to noncontrolling interests	--	--	(3,602)	--	(3,602)
Net income (loss) attributable to Vail Resorts, Inc.	\$ 72,789	\$ 78,020	\$ 7,383	\$ (85,403)	\$ 72,789

Supplemental Condensed Consolidating Statement of Operations
For the three months ended April 30, 2009
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Total net revenue	\$ --	\$ 284,871	\$ 51,677	\$ (3,065)	\$ 333,483
Total operating expense	111	186,169	42,650	(3,027)	225,903
(Loss) income from operations	(111)	98,702	9,027	(38)	107,580
Other (expense) income, net	(6,758)	1,207	(528)	38	(6,041)
Equity investment loss, net	--	(410)	--	--	(410)
(Loss) income before benefit (provision) for income taxes	(6,869)	99,499	8,499	--	101,129
Benefit (provision) for income taxes	2,403	(39,137)	(3)	--	(36,737)
Net (loss) income before equity in income (loss) of consolidated subsidiaries	(4,466)	60,362	8,496	--	64,392
Equity in income (loss) of consolidated subsidiaries, net	66,105	5,743	--	(71,848)	--
Net income (loss)	61,639	66,105	8,496	(71,848)	64,392
Net income attributable to noncontrolling interests	--	--	(2,753)	--	(2,753)
Net income (loss) attributable to Vail Resorts, Inc.	\$ 61,639	\$ 66,105	\$ 5,743	\$ (71,848)	\$ 61,639

Supplemental Condensed Consolidating Statement of Operations
For the nine months ended April 30, 2010
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Total net revenue	\$ --	\$ 593,221	\$ 145,869	\$ (7,548)	\$ 731,542
Total operating expense	492	482,548	128,786	(7,434)	604,392
(Loss) income from operations	(492)	110,673	17,083	(114)	127,150
Other (expense) income, net	(20,276)	8,871	(802)	114	(12,093)
Equity investment income, net	--	1,299	--	--	1,299
(Loss) income before benefit (provision) for income taxes	(20,768)	120,843	16,281	--	116,356
Benefit (provision) for income taxes	7,293	(45,690)	--	--	(38,397)
Net (loss) income before equity in income (loss) of consolidated subsidiaries	(13,475)	75,153	16,281	--	77,959
Equity in income (loss) of consolidated subsidiaries, net	85,781	10,628	--	(96,409)	--
Net income (loss)	72,306	85,781	16,281	(96,409)	77,959
Net income attributable to noncontrolling interests	--	--	(5,653)	--	(5,653)
Net income (loss) attributable to Vail Resorts, Inc.	\$ 72,306	\$ 85,781	\$ 10,628	\$ (96,409)	\$ 72,306

Supplemental Condensed Consolidating Statement of Operations
For the nine months ended April 30, 2009
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Eliminating Entries	Consolidated
Total net revenue	\$ --	\$ 745,316	\$ 138,901	\$ (9,157)	\$ 875,060
Total operating expense	378	593,682	125,895	(9,043)	710,912
(Loss) income from operations	(378)	151,634	13,006	(114)	164,148
Other (expense) income, net	(20,276)	2,001	(2,143)	114	(20,304)
Equity investment income, net	--	1,766	--	--	1,766
(Loss) income before benefit (provision) for income taxes	(20,654)	155,401	10,863	--	145,610
Benefit (provision) for income taxes	7,848	(61,579)	(9)	--	(53,740)
Net (loss) income before equity in income (loss) of consolidated subsidiaries	(12,806)	93,822	10,854	--	91,870
Equity in income (loss) of consolidated subsidiaries, net	100,486	6,664	--	(107,150)	--
Net income (loss)	87,680	100,486	10,854	(107,150)	91,870
Net income attributable to noncontrolling interests	--	--	(4,190)	--	(4,190)
Net income (loss) attributable to Vail Resorts, Inc.	\$ 87,680	\$ 100,486	\$ 6,664	\$ (107,150)	\$ 87,680

Supplemental Condensed Consolidating Statement of Cash Flows

For the nine months ended April 30, 2010

(in thousands)

(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Consolidated
Net cash provided by operating activities	\$ 23,053	\$ 9,217	\$ 24,441	\$ 56,711
Cash flows from investing activities:				
Capital expenditures	--	(45,987)	(2,814)	(48,801)
Cash received from sale of real property	--	8,920	--	8,920
Other investing activities, net	--	(605)	(7,310)	(7,915)
Net cash used in investing activities	--	(37,672)	(10,124)	(47,796)
Cash flows from financing activities:				
Acquisition of noncontrolling interest	--	(31,000)	--	(31,000)
Proceeds from borrowings under other long-term debt	--	60,000	25,962	85,962
Payments of other long-term debt	--	(60,000)	(26,246)	(86,246)
Other financing activities, net	1,020	(4,667)	7,865	4,218
Advances (to) from affiliates	(24,073)	24,073	--	--
Net cash (used in) provided by financing activities	(23,053)	(11,594)	7,581	(27,066)
Net (decrease) increase in cash and cash equivalents	--	(40,049)	21,898	(18,151)
Cash and cash equivalents:				
Beginning of period	--	66,364	2,934	69,298
End of period	\$ --	\$ 26,315	\$ 24,832	\$ 51,147

Supplemental Condensed Consolidating Statement of Cash Flows
For the nine months ended April 30, 2009
(in thousands)
(Unaudited)

	Parent Company	100% Owned Guarantor Subsidiaries	Other Subsidiaries	Consolidated
Net cash provided by operating activities	\$ 8,154	\$ 188,502	\$ 11,355	\$ 208,011
Cash flows from investing activities:				
Capital expenditures	--	(80,174)	(6,915)	(87,089)
Acquisition of business	--	(38,170)	--	(38,170)
Other investing activities, net	--	(538)	183	(355)
Net cash used in investing activities	--	(118,882)	(6,732)	(125,614)
Cash flows from financing activities:				
Repurchases of common stock	(14,872)	--	--	(14,872)
Proceeds from borrowings under non-recourse real estate financings	--	9,013	--	9,013
Payments of non-recourse real estate financings	--	(58,407)	--	(58,407)
Proceeds from borrowings under other long-term debt	--	--	63,396	63,396
Payments of other long-term debt	--	(15,017)	(63,672)	(78,689)
Other financing activities, net	671	4,351	332	5,354
Advances from (to) affiliates	6,047	(4,489)	(1,558)	--
Net cash used in financing activities	(8,154)	(64,549)	(1,502)	(74,205)
Net increase in cash and cash equivalents	--	5,071	3,121	8,192
Cash and cash equivalents:				
Beginning of period	--	156,782	5,563	162,345
End of period	\$ --	\$ 161,853	\$ 8,684	\$ 170,537

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended July 31, 2009 ("Form 10-K") and the Consolidated Condensed Financial Statements as of April 30, 2010 and 2009 and for the three and nine months then ended, included in Part I, Item 1 of this Form 10-Q, which provide additional information regarding the financial position, results of operations and cash flows of the Company. To the extent that the following Management's Discussion and Analysis contains statements which are not of a historical nature, such statements are forward-looking statements which involve risks and uncertainties. These risks include, but are not limited to those discussed in this Form 10-Q and in the Company's other filings with the Securities and Exchange Commission ("SEC"), including the risks described in Item 1A "Risk Factors" of Part I of the Form 10-K.

Management's Discussion and Analysis includes discussion of financial performance within each of the Company's segments. The Company has chosen to specifically include Reported EBITDA (defined as segment net revenue less segment operating expense, plus or minus segment equity investment income or loss and for the Real Estate segment plus gain on sale of real property) and Net Debt (defined as long-term debt plus long-term debt due within one year less cash and cash equivalents), in the following discussion because management considers these measurements to be significant indications of the Company's financial performance and available capital resources. Reported EBITDA and Net Debt are not measures of financial performance or liquidity under accounting principles generally accepted in the United States of America ("GAAP"). The Company utilizes Reported EBITDA in evaluating performance of the Company and in allocating resources to its segments. Refer to the end of the Results of Operations section for a reconciliation of Reported EBITDA to net income attributable to Vail Resorts, Inc. Management also believes that Net Debt is an important measurement as it is an indicator of the Company's ability to obtain additional capital resources for its future cash needs. Refer to the end of the Results of Operations section for a reconciliation of Net Debt.

Items excluded from Reported EBITDA and Net Debt are significant components in understanding and assessing financial performance or liquidity. Reported EBITDA and Net Debt should not be considered in isolation or as an alternative to, or substitute for, net income (loss), net change in cash and cash equivalents or other financial statement data presented in the Consolidated Condensed Financial Statements as indicators of financial performance or liquidity. Because Reported EBITDA and Net Debt are not measurements determined in accordance with GAAP and are thus susceptible to varying calculations, Reported EBITDA and Net Debt as presented may not be comparable to other similarly titled measures of other companies.

Overview

The Company's operations are grouped into three integrated and interdependent segments: Mountain, Lodging and Real Estate. Resort is the combination of the Mountain and Lodging segments.

Mountain Segment

The Mountain segment is comprised of the operations of five ski resort properties as well as ancillary services, primarily including ski school, dining and retail/rental operations. The Company's five ski resorts are typically open for business from mid-November through mid-April, which is the peak operating season for the Mountain segment. The Company's single largest source of Mountain segment revenue is the sale of lift tickets (including season passes), which represented approximately 53% and 54% of Mountain segment net revenue for the three months ended April 30, 2010 and 2009, respectively, and approximately 48% of Mountain segment net revenue for each of the nine months ended April 30, 2010 and 2009.

Lift ticket revenue is driven by volume and pricing. Pricing is impacted by both absolute pricing as well as the demographic mix of guests, which impacts the price points at which various products are purchased. The demographic mix of guests is divided into two primary categories: (i) Destination guests and (ii) In-State guests. For the 2009/2010 ski season, Destination guests comprised approximately 58% of the Company's skier visits, while In-State guests comprised approximately 42% of the Company's skier visits, which compares to approximately 57% and 43%, respectively, for the 2008/2009 ski season.

Destination guests generally purchase the Company's higher-priced lift ticket products and utilize more ancillary services such as ski school, dining and retail/rental, as well as the lodging at or around the Company's resorts. Destination guest visitation is less likely to be impacted by changes in the weather due to the advance planning generally required for vacation trips, but can be more impacted by adverse economic conditions or the global geopolitical climate. In-State guests tend to be more value-oriented and weather sensitive. Prior to the 2008/2009 ski season, the Company primarily marketed season passes to In-State guests in an effort to offer a value option in turn for a commitment predominately prior to the beginning of the ski season by In-State guests to ski at the Company's resorts. This in turn has developed a loyal customer base that generally skis multiple days each season at the Company's resorts and provides a more stabilized stream of lift revenue to the Company. Given the success of In-State pass products, the Company introduced a new season pass product (the "Epic Season pass") for the 2008/2009 ski season, marketed to its Destination guests (and also marketed to In-State guests) allowing pass holders unlimited and unrestricted access to all five of its ski resorts during the entire ski season. All of the Company's season pass products, including the Epic Season pass, are sold predominately prior to the start of the ski season. Season pass revenue, although primarily collected prior to the ski season, is recognized in the Consolidated Condensed Statement of Operations ratably over the ski season. For the 2009/2010 and the 2008/2009 ski season, approximately 35% and 34%, respectively, of the total lift revenue recognized was comprised of season pass revenue.

The cost structure of ski resort operations has a significant fixed component with variable expenses including, but not limited to, USDA Forest Service ("Forest Service") fees, credit card fees, retail/rental operations, ski school labor and dining operations; as such, profit margins can fluctuate based on the level of revenues.

Lodging Segment

Operations within the Lodging segment include (i) ownership/management of a group of luxury hotels through the RockResorts brand, including several proximate to the Company's ski resorts; (ii) ownership/management of non-RockResorts branded hotels and condominiums proximate to the Company's ski resorts; (iii) Grand Teton Lodge Company ("GTLC"); (iv) Colorado Mountain Express ("CME"), a resort ground transportation company; and (v) golf courses.

Lodging properties (including managed condominium rooms) at or around the Company's ski resorts, and CME, are closely aligned with the performance of the Mountain segment and generally experience similar seasonal trends as the Mountain segment, particularly with respect to visitation by Destination guests. Lodging revenue from properties (including managed condominium rooms) at or around the Company's ski resorts, and CME, represented approximately 92% and 94% of Lodging segment revenue for the three months ended April 30, 2010 and 2009, respectively, and 75% and 76% of Lodging segment revenue for the nine months ended April 30, 2010 and 2009, respectively. Lodging segment revenue during the Company's first and fourth fiscal quarters is generated primarily by the operations of GTLC (as GTLC's operating season generally occurs from mid-May to mid-October), golf operations and seasonally low operations from the Company's other owned and managed properties and businesses.

Real Estate Segment

The Real Estate segment owns and develops real estate in and around the Company's resort communities and primarily engages in the vertical development of projects, as well as occasionally the sale of land to third-party developers (which often includes a contingent revenue structure based on the ultimate sale of the developed units). Revenue from vertical development projects is not recognized until closing of individual units within a project which occurs after substantial completion of the project. Contingent future profits from land sales, if any, are recognized only when received. The Company attempts to mitigate the risk of vertical development by often utilizing guaranteed maximum price construction contracts (although certain construction costs may not be covered by contractual limitations), pre-selling a portion of the project, requiring significant non-refundable deposits from buyers, and potentially obtaining non-recourse financing for certain projects (although the Company's last two major vertical development projects have not incurred any third party financing). Additionally, the Company's real estate development projects most often result in the creation of certain resort assets that provide additional benefit to the Mountain and Lodging segments. The Company's revenue from the Real Estate segment, and associated expense, fluctuate based upon the timing of closings and the type of real estate being sold, causing volatility in the Real Estate segment's operating results from period to period.

Recent Trends, Risks and Uncertainties

Together with those risk factors identified in the Company's Form 10-K, the Company's management has identified the following important factors (as well as risks and uncertainties associated with such factors) that could impact the Company's future financial performance or condition:

- Despite that the Company experienced improved operating results for the three months and nine months ended April 30, 2010 compared to the same periods in the prior year in its Mountain segment in part due to a strong spring break and Easter holiday period as visitation to the Company's mountain resorts improved, as well as overall guest spend on ancillary services to levels that approached the spring break and Easter holiday periods of 2007 and 2008, uncertainties still exist surrounding the strength and duration of the general economic recovery. Conditions currently present or recently present in the economic environment including high unemployment, erosion of consumer confidence, financial instability in Europe and weakness in the financial and real estate markets may potentially have negative effects on the travel and leisure industry and the Company's results of operations. Because of these uncertainties the Company cannot predict whether recent favorable trends in visitation and guest spend will continue and the impact it may have on its future results of operations, in particular for the 2010/2011 ski season.
- In the spring of 2008, the Company introduced the Epic Season pass, which contributed to season pass revenue as a percent of total lift revenue increasing from 26% for the 2007/2008 ski season to 34% and 35% for the 2008/2009 and 2009/2010 ski seasons, respectively. In March 2010, the Company began its pre-season pass sales program for the 2010/2011 ski season, including the Epic Season pass. As of April 30, 2010, the Company has experienced a decline in spring advance sales of season pass products for the 2010/2011 ski season primarily due to a decline in Epic Season pass sales compared to sales through April 30, 2009 for the 2009/2010 ski season. The Company believes that the decline in early spring pre-season sales of the Epic Season pass is due to the maturation of the product combined with an acceleration of the Epic Season pass sales in the prior year's spring period. Additionally, early pre-season sales of the Epic Season pass in the current year appear to be more consistent with the pattern of early pre-season pass sales of its other pass products, and of Epic Season pass sales in the spring of 2008 (Epic Season pass introductory year). Historically, the Company realizes the majority of its pass sales in the fall selling period. However, there can be no assurance that the Epic Season pass sales in the fall selling period will result in an overall selling pattern of the Epic Season pass similar to the Company's other pass products or the overall impact that season pass sales will have on lift revenue for the 2010/2011 ski season.
- In response to the economic downturn in 2008 and 2009, the Company implemented cost reduction initiatives in fiscal year 2009 including a company-wide wage reduction and suspension of the Company's matching contribution to its 401(k) plan. The Company reinstated some of the prior year's wage and benefit reductions with a 2% interim wage increase for year round employees effective April 1, 2010 and seasonal employees for the 2010/2011 ski season along with partial reinstatement of the Company's matching component of its 401(k) plan. The Company plans to fully reinstate the previous level of matching ratably over a three year period. The Company has not committed to further reinstatement of the wage reductions at this time, but could agree to do so over time in the future.
- Real Estate Reported EBITDA is highly dependent on, among other things, the timing of closings on real estate under contract, which determines when revenue and associated cost of sales is recognized. Changes to the anticipated timing or mix of closing on one or more real estate projects, or unit closings within a real estate project, or delays in new project launches, could materially impact Real Estate Reported EBITDA for a particular fiscal quarter or fiscal year. Recently, the Company received its certificate of occupancy for a real estate project (One Ski Hill Place in Breckenridge) and has begun closing on units under contract in the fourth quarter of fiscal year 2010. Additionally, the Company has one real estate project currently under development (the Ritz-Carlton Residences, Vail) which is scheduled to be completed in the fall of calendar year 2010 of which it anticipates units under contract will begin closing upon completion. The Company has increased risk associated with selling and closing real estate as a result of the continued instability in the capital and credit markets and slowdown in the overall real estate market, including the risk that certain buyers may be unable to close on their units due to a reduction in funds available to buyers and/or decreases in mortgage availability, as well as the potential of certain buyers being successful in seeking rescission of their contracts (see Part II Item 1. Legal Proceedings). As such, the Company cannot predict the ultimate number of units that it will sell and/or close, the ultimate price it will receive, or when the units will sell and/or close. Additionally, if a more severe prolonged economic downturn were to occur the Company may have to adjust its selling prices in an effort to sell and close on units currently under development, although it currently has no plans to do so.
- Over the past three years the Company's Real Estate segment results through July 31, 2009 have reflected the successful completion of several real estate projects including the Arrabelle at Vail Square, Vail's Front Door, Crystal Peak Lodge at Breckenridge, Gore Creek Place in Vail's Lionshead Village and Mountain Thunder in Breckenridge. Additionally, as mentioned above, the Company has received its certificate of occupancy for One Ski Hill Place and expects to complete The Ritz-Carlton Residences, Vail in the near future, of which revenue and profit from these projects are expected to be recognized beginning in the fourth quarter of fiscal year 2010 as units close. Although the Company continues to do planning and design work on future projects, it currently does not plan to undertake significant development activities on new projects until the current economic environment for real estate improves. The Company believes that due to its low carrying costs of real estate held for sale and investment combined with no third party debt being held associated with its real estate investments, that it is well situated to time the launch of future projects with a more favorable economic environment.
- The Company had \$51.1 million in cash and cash equivalents as of April 30, 2010 as well as \$319.0 million available under the revolver component of its senior credit facility (the "Credit Facility"). The Company plans to continue to self-fund its current real estate projects under construction (the Company estimates to incur between \$45 and \$65 million in cash expenditures subsequent to April 30, 2010 on the projects currently under construction) which has and may require the Company to borrow under the revolver component of its Credit Facility from time to time during fiscal 2010; especially during its seasonal low points outside of the ski season, however, the Company currently believes it has reached an inflection point, where as future proceeds from anticipated real estate closings on One Ski Hill Place and the Ritz-Carlton Residences, Vail should now exceed anticipated future construction costs on these projects.
- Under GAAP, the Company is required to test goodwill for impairment annually, which the Company does so during the fourth quarter of each fiscal year. The Company evaluates the recoverability of its goodwill by estimating the future discounted cash flows of its reporting units and terminal values of the businesses using projected future levels of income as well as business trends, prospects and market and economic conditions. The

Company evaluates the recoverability of indefinite-lived intangible assets using the income approach based upon estimated future revenue streams. The Company's fiscal 2009 annual impairment test did not result in a goodwill or indefinite-lived intangible asset impairment, however, if a more severe prolonged economic downturn were to occur it could cause less than expected growth and/or reduction in terminal values of the Company's reporting units which may result in a goodwill and/or indefinite-lived intangible asset impairment charge.

RESULTS OF OPERATIONS

Summary

Shown below is a summary of operating results for both the three and nine months ended April 30, 2010, compared to the three and nine months ended April 30, 2009 (in thousands):

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2010	2009	2010	2009
Mountain Reported EBITDA	\$ 146,597	\$ 133,772	\$ 216,754	\$ 197,804
Lodging Reported EBITDA	5,585	5,908	5,205	8,716
Resort Reported EBITDA	152,182	139,680	221,959	206,520
Real Estate Reported EBITDA	(5,227)	(4,722)	(10,659)	40,300
Income before provision for income taxes	115,629	101,129	116,356	145,610
Net income attributable to Vail Resorts, Inc.	\$ 72,789	\$ 61,639	\$ 72,306	\$ 87,680

A discussion of the segment results and other items can be found below.

Mountain Segment

Three months ended April 30, 2010 compared to the three months ended April 30, 2009

Mountain segment operating results for the three months ended April 30, 2010 and 2009 are presented by category as follows (in thousands, except effective ticket price ("ETP")):

	Three Months Ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Net Mountain revenue:			
Lift tickets	\$ 159,772	\$ 149,384	7.0 %
Ski school	40,625	36,374	11.7 %
Dining	25,837	24,246	6.6 %
Retail/rental	55,107	48,214	14.3 %
Other	20,872	20,962	(0.4) %
Total Mountain net revenue	\$ 302,213	\$ 279,180	8.3 %
Mountain operating expense:			
Labor and labor-related benefits	\$ 63,443	\$ 59,625	6.4 %
Retail cost of sales	19,369	17,856	8.5 %
Resort related fees	19,460	17,376	12.0 %
General and administrative	24,032	20,801	15.5 %
Other	30,150	29,340	2.8 %
Total Mountain operating expense	\$ 156,454	\$ 144,998	7.9 %
Mountain equity investment income (loss), net	838	(410)	304.4 %
Total Mountain Reported EBITDA	\$ 146,597	\$ 133,772	9.6 %
Total skier visits	3,228	3,086	4.6 %
ETP	\$ 49.50	\$ 48.41	2.3 %

Total Mountain Reported EBITDA includes \$1.2 million and \$1.1 million of stock-based compensation expense for the three months ended April 30, 2010 and 2009, respectively.

Lift revenue increased \$10.4 million, or 7.0%, for the three months ended April 30, 2010 compared to the same period in the prior year, due to a \$7.3 million, or 7.0%, increase in lift revenue excluding season passes and a \$3.1 million, or 6.9%, increase in season pass revenue. The increase in lift revenue excluding season passes was driven by a 5.6% increase in visitation excluding season pass holders coupled with a 1.3% increase in ETP excluding season pass products. The increase in ETP excluding season pass products is partially due to the Company instituting an increase in its lift ticket prices mid-way through the 2009/2010 ski season. The increase in season pass revenue was due to an increase in season pass units sold, as well as year-over-year price increases in season pass products including the Epic Season pass. Total skier visitation increased 4.6% led by the Company's Heavenly resort which experienced a 9.8% increase in visitation while overall visitation for the four Colorado resorts (excluding Heavenly) increased by 3.7%. Visitation by season pass holders increased by approximately 3.5% with average visits per season pass holder slightly down over the same period in the prior year resulting in further improvement in ETP. Destination visitation increased by an estimated 7.9% and was particularly strong in the spring break and Easter holiday time periods.

Ski school revenue increased \$4.3 million, or 11.7%, for the three months ended April 30, 2010 compared to the same period in the prior year, primarily due to a 6.8% increase in yield per skier visit as both group and private lessons benefited from higher guest spend and were also favorably impacted by new programs being offered in ski school this year. Dining revenue increased \$1.6 million, or 6.6%, in the three months ended April 30, 2010 compared to the same period in the prior year, due to an approximate 5.1% increase in the number of total on-mountain food and beverage transactions and a 2.8% increase in revenue per transaction. Revenue from retail/rental operations increased \$6.9 million, or 14.3%, primarily due to higher retail sales and rental volumes across the majority of locations and, in particular at the Company's Vail, Beaver Creek and Breckenridge mountain resort stores and San Francisco Bay area stores.

Other revenue mainly consists of private club revenue (which includes both club dues and amortization of initiation fees), other mountain activities revenue, strategic alliance and other marketing revenue, commercial leasing revenue, employee housing revenue, municipal services revenue and other recreation activity revenue. For the three months ended April 30, 2010 other revenue decreased 0.4% compared to the three months ended April 30, 2009, primarily due to a decrease in other municipal services revenue (primarily transportation services provided on behalf of certain municipalities), mostly offset by an increase in strategic alliance and other marketing revenues.

Operating expense increased \$11.5 million, or 7.9%, during the three months ended April 30, 2010 compared to the same period in the prior year. This increase primarily resulted from an increase in labor and labor-related benefits expense of \$3.8 million, or 6.4%, due to increased employee incentive compensation expense and increased workers' compensation costs, as well as an increase in ski school and dining labor resulting from the increased number of lessons and food and beverage transactions partially offset by a company-wide wage reduction plan instituted in April 2009; a \$1.5 million, or 8.5%, increase in retail cost of sales due to higher retail/rental revenue partially offset by improved inventory management and lower average inventory costs resulting in improved gross margins; a \$2.1 million, or 12.0%, increase in resort related fees associated with higher Mountain net revenue, including USDA Forest Service fees which are calculated on a graduated scale based on revenue levels achieved by resort; and a \$3.2 million, or 15.5%, increase in general and administrative expenses resulting from a shift in the timing of certain marketing spend from the first and second fiscal quarters in the prior year to the third fiscal quarter in the current year, higher employee medical costs and increased employee incentive compensation expense when compared to the same period in the prior year. Additionally, other expenses increased \$0.8 million, or 2.8%, primarily due to increased food and beverage costs of sales related to the higher dining revenues and increased repairs and maintenance expense, partially offset by a decrease in property taxes.

Mountain equity investment income primarily includes the Company's share of income from the operations of a real estate brokerage joint venture. The increase in equity investment income for the three months ended April 30, 2010 compared to the three months ended April 30, 2009 is primarily due to increased commissions earned by the brokerage resulting from increased real estate closings in the three months ended April 30, 2010 compared to the three months ended April 30, 2009.

Nine months ended April 30, 2010 compared to the nine months ended April 30, 2009

Mountain segment operating results for the nine months ended April 30, 2010 and 2009 are presented by category as follows (in thousands, except ETP):

	Nine Months Ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Net Mountain revenue:			
Lift tickets	\$ 289,289	\$ 276,542	4.6 %
Ski school	70,694	65,336	8.2 %
Dining	49,094	48,456	1.3 %
Retail/rental	137,671	129,878	6.0 %
Other	55,647	58,235	(4.4) %
Total Mountain net revenue	\$ 602,395	\$ 578,447	4.1 %
Mountain operating expense:			
Labor and labor-related benefits	\$ 144,686	\$ 143,490	0.8 %
Retail cost of sales	55,663	55,769	(0.2) %
Resort related fees	34,565	32,338	6.9 %
General and administrative	70,603	68,138	3.6 %
Other	81,423	82,674	(1.5) %
Total Mountain operating expense	\$ 386,940	\$ 382,409	1.2 %
Mountain equity investment income, net	1,299	1,766	(26.4) %
Total Mountain Reported EBITDA	\$ 216,754	\$ 197,804	9.6 %
Total skier visits	6,010	5,864	2.5 %
ETP	\$ 48.13	\$ 47.16	2.1 %

Total Mountain Reported EBITDA includes \$4.0 million and \$3.4 million of stock-based compensation expense for the nine months ended April 30, 2010 and 2009, respectively.

Lift revenue increased \$12.7 million, or 4.6%, for the nine months ended April 30, 2010 compared to the same period in the prior year, due to a \$6.6 million, or 3.6%, increase in lift revenue excluding season passes and a \$6.1 million, or 6.5%, increase in season pass revenue. The increase in lift revenue excluding season passes was driven by a 3.3% increase in visitation excluding season pass holders coupled with a 0.4% increase in ETP excluding pass products. The increase in season pass revenue was due to an increase in season pass units sold, as well as, year-over-year price increases in season pass products including the Epic Season pass. Total skier visitation increased 2.5% led by the Company's Heavenly resort which experienced a 10.7% increase in visitation while overall visitation for the four Colorado resorts (excluding Heavenly) increased 1.2%. The four Colorado resorts were negatively impacted by significantly below average snowfall, particularly in the early season up to mid-January 2010, but experienced increased visitation in the second half of the ski season particularly during the spring break and Easter holiday periods which primarily contributed to the overall increase in skier visits in Colorado for the 2009/2010 ski season compared to the 2008/2009 ski season. Visitation by season pass holders increased by approximately 1.7% with average visits per season pass holders declining approximately 4.8%, or approximately one half a day less skied per season pass holder, over the prior ski season resulting in an increase in ETP.

Ski school revenue increased \$5.4 million, or 8.2%, in the nine months ended April 30, 2010 compared to the same period in the prior year primarily due to a 5.6% increase in yield per skier visit as both group and private lessons benefited from higher guest spend and were also favorably impacted by new programs being offered in ski school this year. Dining revenue increased \$0.6 million, or 1.3%, in the nine months ended April 30, 2010 compared to the same period in the prior year, due to an increase in dining revenue of 2.5% for the 2009/2010 ski season compared to the 2008/2009 ski season, partially offset by a decline in dining revenue for the three months ended October 31, 2009 compared to the same period in the prior year. Dining revenue for the 2009/2010 ski season improved over the prior ski season due to both an increase in the number of transactions and average revenue per transaction of approximately 1.2% although, dining operations were negatively impacted in the first half of the 2009/2010 ski season by the significantly lower than average early season snowfall in Colorado which resulted in delays in the opening of certain on-mountain dining venues.

Revenue from retail/rental operations increased \$7.8 million, or 6.0%, primarily due to higher retail sales and rental volumes at the Company's Vail, Beaver Creek and Breckenridge mountain resort stores and San Francisco Bay area stores as retail/rental revenue increased 8.1% for the 2009/2010 ski season compared to the 2008/2009 ski season, partially offset by a decline in retail/rental sales for the three months ended October 31, 2009 compared to the same period in the prior year. Retail/rental revenue was particularly strong in the second half of the ski season which was bolstered by increased visitation to the Company's resorts and higher guest spend.

Other revenue mainly consists of private club revenue (which includes both club dues and amortization of initiation fees), summer visitation and other mountain activities revenue, strategic alliance and other marketing revenue, commercial leasing revenue, employee housing revenue, municipal services revenue and other recreation activity revenue. For the nine months ended April 30, 2010 other revenues decreased \$2.6 million, or 4.4%, compared to the nine months ended April 30, 2009, primarily due to a decrease in employee housing revenue particularly at Breckenridge and Vail, strategic alliance marketing revenue and municipal services revenue, partially offset by an increase in private club revenues primarily resulting from the opening of the Vail Mountain Club in November 2008, increased commercial leasing revenue and higher on - mountain summer activities related revenue in Breckenridge and Keystone as the prior year's on-mountain summer activities were negatively impacted by construction activities at the respective resorts.

Operating expense increased \$4.5 million, or 1.2%, for the nine months ended April 30, 2010 compared to the same period in the prior year. This increase primarily resulted from an increase in labor and labor-related benefits expense of \$1.2 million, or 0.8%, due to increased employee incentive compensation expense mostly offset by a company-wide wage reduction plan implemented in April 2009 and the suspension of the Company's matching contribution to its 401(k) program in January 2009; a \$2.2 million, or 6.9%, increase in resort related fees associated with higher Mountain net revenue and a \$2.5 million, or 3.6%, increase in general and administrative expenses due to increased higher employee medical costs and increased employee incentive compensation expense when compared to the same period in the prior year. The above increases were offset by a \$0.1 million, or 0.2%, decrease in retail cost of sales due to improved inventory management and lower average inventory costs resulting in improved gross margins and a \$1.3 million, or 1.5%, decrease in other expenses due primarily to lower food cost of sales and supplies costs resulting from improved procurement practices in addition to lower fuel and property tax expense.

Mountain equity investment income primarily includes the Company's share of income from the operations of a real estate brokerage joint venture. The decrease in equity investment income for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009 is primarily due to decreased commissions earned by the brokerage due to a lower level of real estate closures primarily on multi-unit projects compared to the nine months ended April 30, 2009.

Lodging Segment

Three months ended April 30, 2010 compared to the three months ended April 30, 2009

Lodging segment operating results for the three months ended April 30, 2010 and 2009 are presented by category as follows (in thousands, except average daily rates ("ADR") and revenue per available room ("RevPAR")):

	Three months ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Lodging net revenue:			
Owned hotel rooms	\$ 9,899	\$ 10,493	(5.7) %
Managed condominium rooms	12,239	12,188	0.4 %
Dining	5,157	5,797	(11.0) %
Transportation	8,374	7,911	5.9 %
Other	9,208	8,507	8.2 %
Total Lodging net revenue	\$ 44,877	\$ 44,896	(0.1) %
Lodging operating expense:			
Labor and labor-related benefits	\$ 18,815	\$ 19,783	(4.9) %
General and administrative	8,511	6,573	29.5 %
Other	11,966	12,632	(5.3) %
Total Lodging operating expense	\$ 39,292	\$ 38,988	0.8 %
Total Lodging Reported EBITDA	\$ 5,585	\$ 5,908	(5.5) %
Owned hotel statistics:			
ADR	\$ 205.61	\$ 215.52	(4.6) %
RevPar	\$ 132.37	\$ 136.57	(3.1) %
Managed condominium statistics:			
ADR	\$ 334.73	\$ 318.19	5.2 %
RevPar	\$ 140.07	\$ 137.59	1.8 %
Owned hotel and managed condominium statistics (combined):			
ADR	\$ 278.74	\$ 275.25	1.3 %
RevPar	\$ 137.51	\$ 137.25	0.2 %

Total Lodging Reported EBITDA includes \$0.5 million of stock-based compensation expense for both the three months ended April 30, 2010 and 2009.

Revenue from owned hotel rooms decreased \$0.6 million, or 5.7%, for the three months ended April 30, 2010 compared to the three months ended April 30, 2009, primarily as a result of a decline in ADR of 4.6% partially offset by an increase in occupancy of 1.0 percentage point. Revenue from managed condominium rooms increased \$0.1 million, or 0.4%, for the three months ended April 30, 2010 compared to the three months ended April 30, 2009, due to a 5.2% increase in ADR mostly offset by a 1.4 percentage point drop in occupancy. The overall drop in room revenue (both owned and managed) is primarily a result of decreased ADR and occupancy at the Company's Keystone lodging properties. For the three months ended April 30, 2010, Keystone lodging properties experienced a decline in ADR of 3.8% and a decline in occupancy of 6.2 percentage points. The declines in occupancy at the Keystone lodging

properties is largely due to a decline in group room nights of 24.6% combined with a decline in transient room nights of 8.3%. Excluding Keystone properties, total room revenues (owned and managed) would have increased \$0.5 million driven by a 5.0 percentage point increase in occupancy. The increase in occupancy (excluding Keystone lodging properties) was driven by a 7.9% increase in transient room nights and is primarily attributable to the increase in destination skier visits discussed in the Mountain segment.

Dining revenue for the three months ended April 30, 2010 decreased \$0.6 million, or 11.0%, compared to the three months ended April 30, 2009, mainly due to decreased group business in Keystone. Transportation revenue for the three months ended April 30, 2010 increased \$0.5 million, or 5.9%, compared to the three months ended April 30, 2009, primarily due to an increase in passengers of 5.6%, including higher destination visitation at the Company's ski resorts and a slight increase in revenue per passenger. Other revenue increased \$0.7 million, or 8.2%, in the three months ended April 30, 2010 compared to the three months ended April 30, 2009, due to an increase in strategic alliance and other marketing revenue.

Operating expense increased \$0.3 million, or 0.8%, for the three months ended April 30, 2010 compared to the three months ended April 30, 2009, primarily due to (i) a decrease in labor and labor-related benefits of \$1.0 million, or 4.9%, primarily due to lower staffing levels and other impacts of cost reduction initiatives, including a company-wide wage reduction plan implemented in April 2009, (ii) a decrease in other expense of \$0.7 million, or 5.3%, primarily due to decreased variable operating costs associated with lower revenue, including lower food and beverage cost of sales, property taxes and other operating expense, and (iii) all of which were more than offset by an increase in general and administrative expense of \$1.9 million, or 29.5%, primarily due to higher marketing expenses and employee medical costs.

Nine months ended April 30, 2010 compared to the nine months ended April 30, 2009

Lodging segment operating results for the nine months ended April 30, 2010 and 2009 are presented by category as follows (in thousands, except ADR and RevPAR):

	Nine months ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Lodging net revenue:			
Owned hotel rooms	\$ 29,182	\$ 31,467	(7.3) %
Managed condominium rooms	27,468	29,407	(6.6) %
Dining	18,625	21,275	(12.5) %
Transportation	17,410	15,486	12.4 %
Golf	6,888	8,127	(15.2) %
Other	25,335	25,537	(0.8) %
Total Lodging net revenue	\$ 124,908	\$ 131,299	(4.9) %
Lodging operating expense:			
Labor and labor-related benefits	\$ 57,639	\$ 61,035	(5.6) %
General and administrative	23,142	20,602	12.3 %
Other	38,922	40,946	(4.9) %
Total Lodging operating expense	\$ 119,703	\$ 122,583	(2.3) %
Total Lodging Reported EBITDA	\$ 5,205	\$ 8,716	(40.3) %

Owned hotel statistics:

ADR	\$ 193.69	\$ 191.24	1.3 %
RevPar	\$ 105.30	\$ 116.10	(9.3) %

Managed condominium statistics:

ADR	\$ 308.28	\$ 298.15	3.4 %
RevPar	\$ 92.37	\$ 100.42	(8.0) %

Owned hotel and managed condominium statistics (combined):

ADR	\$ 249.66	\$ 244.26	2.2 %
RevPar	\$ 97.10	\$ 106.07	(8.5) %

Total Lodging Reported EBITDA includes \$1.5 million and \$1.4 million of stock-based compensation expense for the nine months ended April 30, 2010 and 2009, respectively.

Total Lodging net revenue for the nine months ended April 30, 2010 decreased \$6.4 million, or 4.9%, compared to the nine months ended April 30, 2009. The Company acquired CME on November 1, 2008, and as a result Lodging net revenue for the nine months ended April 30, 2009 includes only six months of operations for CME. Excluding the impact of CME revenue for the three months ended October 31, 2009, total Lodging net revenue decreased \$8.2 million, or 6.2% for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009.

Revenue from owned hotel rooms decreased \$2.3 million, or 7.3%, for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009, driven by a decrease in occupancy of 6.3 percentage points partially offset by an increase in ADR of 1.3%. Revenue from managed condominium rooms decreased \$1.9 million, or 6.6%, for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009, driven by a decrease in occupancy of 3.7 percentage points partially offset by an increase in ADR of 3.4%. The decrease in occupancy is largely attributed to declines in group and transient room nights primarily at the Company's Keystone lodging properties.

Dining revenue for the nine months ended April 30, 2010 decreased \$2.7 million, or 12.5%, compared to the nine months ended April 30, 2009, primarily due to a decline in group visitation primarily at the Company's Keystone lodging properties. Golf revenues decreased \$1.2 million, or 15.2%, for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009, resulting from a 15% decrease in the number of golf rounds played combined with lower revenue per round. Other revenue decreased \$0.2 million, or 0.8%, in the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009, primarily due to a decrease in revenue from conference services and spa services which were negatively impacted by lower occupancy from groups. Transportation revenues were up \$1.9 million, or 12.4%, primarily due to a full nine months of operations for CME included in the nine months ended April 30, 2010 compared to only six months of operations for CME in the nine months ended April 30, 2009.

Operating expense decreased \$2.8 million, or 2.3%, for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009. Due to the acquisition of CME on November 1, 2008, operating expenses for the nine months ended April 30, 2010 included nine months of CME operating expenses compared to only six months of CME operating expenses for the nine months ended April 30, 2009. Excluding the impact of CME operating expenses for the three months ended October 31, 2009 of \$2.7 million, operating expenses decreased \$5.6 million, or 4.6%, primarily due to (i) a decrease in labor and labor-related benefits of \$5.1 million, or 8.4%, primarily due to lower staffing levels associated with decreased occupancy and the impacts of cost reduction initiatives including a company-wide wage reduction plan implemented in April 2009 and the suspension of the Company's matching contribution to its 401(k) program in January 2009, and (ii) a decrease in other expense of \$3.0 million, or 7.4 %, primarily due to decreased variable operating costs associated with lower revenue including lower food and beverage cost of sales and a decrease in supplies. The above decreases were partially offset by an increase in general and administrative expense of \$2.5 million, or 12.3%, primarily due to higher employee medical costs.

Real Estate Segment

Three months ended April 30, 2010 compared to the three months ended April 30, 2009

Real Estate segment operating results for the three months ended April 30, 2010 and 2009 are presented by category as follows (in thousands):

	Three Months Ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Total Real Estate net revenue	\$ 3,164	\$ 9,407	(66.4) %
Total Real Estate operating expense	8,391	14,129	(40.6) %
Total Real Estate Reported EBITDA	\$ (5,227)	\$ (4,722)	(10.7) %

Real Estate Reported EBITDA includes \$1.0 million of stock-based compensation expense for both the three months ended April 30, 2010 and 2009, respectively.

The Company's Real Estate operating revenue is primarily determined by the timing of closings and the mix of real estate sold in any given period. Different types of projects have different revenue volumes and profit margins; therefore, as the real estate inventory mix changes it can greatly impact Real Estate segment net revenue, operating expense and Real Estate Reported EBITDA.

Three months ended April 30, 2010

Real Estate segment net revenue for the three months ended April 30, 2010 was driven primarily by the closing of thirteen affordable housing units associated with the Jackson Hole Golf & Tennis Club ("JHG&TC") development (\$2.5 million of revenue with an average selling price per unit of \$0.2 million and an average price per square foot of \$187).

Operating expense for the three months ended April 30, 2010 included cost of sales of \$2.5 million resulting from the closing of thirteen affordable housing units associated with the JHG&TC development (average cost per square foot of \$187). Operating expense also included general and administrative costs of approximately \$5.9 million (including \$1.0 million of stock-based compensation expense). General and administrative costs were primarily comprised of marketing expense for the real estate projects under development (including those that have not yet closed), overhead costs, such as labor and labor-related benefits, and allocated corporate costs.

Three months ended April 30, 2009

Real Estate segment net revenue for the three months ended April 30, 2009 was driven primarily by the closing of one condominium at the Arrabelle (\$9.0 million of revenue with an average price per square foot of \$1,708). The Arrabelle average price per square foot is driven by its ski-in/ski-out location in Vail, and the comprehensive offering of amenities associated with this project.

Operating expense for the three months ended April 30, 2009 included cost of sales of \$6.8 million resulting from the closing of one condominium at the Arrabelle (average cost per square foot of \$1,291). The cost per square foot for the Arrabelle condominiums are reflective of the high-end features and amenities associated with this project and the relatively high construction costs associated with mountain resort development. Operating expense also included sales commissions of approximately \$0.7 million and general and administrative costs of approximately \$6.7 million (including \$1.0 million of stock-based compensation expense). General and administrative costs were primarily comprised of marketing expense for the real estate projects under development (including those that have not yet closed), overhead costs, such as labor and labor-related benefits and allocated corporate costs.

Nine months ended April 30, 2010 compared to the nine months ended April 30, 2009

Real Estate segment operating results for the nine months ended April 30, 2010 and 2009 are presented by category as follows (in thousands):

	Nine Months Ended April 30,		Percentage Increase (Decrease)
	2010	2009	
Total Real Estate net revenue	\$ 4,239	\$ 165,314	(97.4) %
Total Real Estate operating expense	20,985	125,014	(83.2) %
Gain on sale of real property	6,087	--	-- %
Total Real Estate Reported EBITDA	\$ (10,659)	\$ 40,300	(126.4) %

Real Estate Reported EBITDA includes \$3.5 million and \$3.0 million of stock-based compensation expense for the nine months ended April 30, 2010 and 2009, respectively.

Nine months ended April 30, 2010

Real Estate segment net revenue for the nine months ended April 30, 2010 was driven primarily by the closing of thirteen affordable housing units associated with the JHG&TC development (\$2.5 million of revenue with an average selling price per unit of \$0.2 million and an average price per square foot of \$187). Additionally, during the nine months ended April 30, 2010, the Company sold a land parcel located at the Arrowhead base area of the Beaver Creek Resort for \$8.5 million and recorded a gain on sale of real property of \$6.1 million (net of \$2.4 million in related cost of sales).

Operating expense for the nine months ended April 30, 2010 included cost of sales of \$2.5 million resulting from the closing of thirteen affordable housing units associated with the JHG&TC development (average cost per square foot of \$187). Operating expense also included general and administrative costs of approximately \$18.3 million (including \$3.5 million of stock-based compensation expense). General and administrative costs were primarily comprised of marketing expense for the real estate projects under development (including those that have not yet closed), overhead costs, such as labor and labor-related benefits and allocated corporate costs.

Nine months ended April 30, 2009

Real Estate segment net revenue for the nine months ended April 30, 2009 was driven primarily by the closing of seven Chalets (\$91.3 million of revenue with an average selling price per unit of \$13.1 million and an average price per square foot of \$2,721), the closing of 42 condominiums at Crystal Peak Lodge (\$54.9 million of revenue with an average selling price per unit of \$1.3 million and an average price per square foot of \$1,038) and two condominium units at the Arrabelle (\$16.7 million of revenue with an average selling price per unit of \$8.4 million and an average price per square foot of \$1,623). The higher average price per square foot for the Chalet units was driven by its premier location at the base of Vail mountain in Vail Village and the fact that this development consisted of only thirteen exclusive chalets. The Arrabelle average price per square foot is driven by its ski-in/ski-out location in Vail, and the comprehensive offering of amenities associated with this project. The Crystal Peak Lodge average price per square foot, though significantly lower than the Vail project real estate sales, was significantly higher than historical Breckenridge project real estate sales and was primarily driven by its ski-in/ski-out location at the base of Peak 7 in Breckenridge and its close proximity to the BreckConnect Gondola.

Operating expense for the nine months ended April 30, 2009 included cost of sales of \$90.9 million commensurate with revenue recognized, primarily driven by the closing of seven Chalets (\$43.9 million in cost of sales with an average cost per square foot of \$1,308), the closing of 42 condominiums at Crystal Peak Lodge (\$34.6 million in cost of sales with an average cost per square foot of \$660), and two condominiums at the Arrabelle (\$12.4 million in cost of sales with an average cost per square foot of \$1,210). The cost per square foot for the Arrabelle and Chalets are reflective of the high-end features and amenities associated with these projects and the relatively high construction costs associated with mountain resort development. The cost per square foot for Crystal Peak Lodge is reflective of its less complicated design features and fewer amenities relative to the Arrabelle and Chalets. Operating expense also included sales commissions of approximately \$9.5 million commensurate with revenue recognized and general and administrative costs of approximately \$21.2 million (including \$3.0 million of stock-based compensation expense). General and administrative costs were primarily comprised of marketing expense for the real estate projects under development (including those that have not yet closed), overhead costs such as labor and labor-related benefits and allocated corporate costs. In addition, the Company recorded \$3.0 million of costs in excess of anticipated sales proceeds for an affordable housing commitment resulting from the cancellation of a contract by a third party developer related to the JHG&TC development, which is reflected in Real Estate segment operating expense in the nine months ended April 30, 2009.

Other Items

In addition to segment operating results, the following material items contributed to the Company's overall financial position.

Depreciation and amortization. Depreciation and amortization expense for the three and nine months ended April 30, 2010 increased \$0.2 million and \$2.7 million, respectively, compared to the same periods in the prior year, primarily due to an increase in the fixed asset base due to the timing of incremental capital expenditures and the acquisition of CME.

Investment income. Investment income decreased \$0.3 million and \$0.9 million for the three and nine months ended April 30, 2010, respectively, compared to the same periods in the prior year, primarily due to a decrease in average invested cash during the period.

Interest expense, net. For the three and nine months ended April 30, 2010, interest expense, net decreased \$2.8 million and \$9.0 million, respectively, compared to the same periods in the prior year primarily due to an increase in capitalized interest on self-funded real estate projects.

Income taxes. The effective tax rate for the three and nine months ended April 30, 2010 was 33.9% and 33.0%, respectively, compared to the effective tax rate for the three and nine months ended April 30, 2009 of 36.3% and 36.9%, respectively. The interim period effective tax rate is primarily driven by the amount of anticipated pre-tax book income for the full fiscal year adjusted for items that are deductible/non-deductible for tax purposes only (i.e. permanent items) and the amount of net income attributable to noncontrolling interest. The effective tax rate declined for the three and nine months ended April 30, 2010 over the same periods in the prior year primarily due to an increase in net income attributable to noncontrolling interests, resulting from the purchase by the Company of GSSI's remaining noncontrolling interest in SSV. Additionally, the Company recorded a \$0.3 million income tax benefit in the nine months ended April 30, 2010 due to a reversal of an income tax contingency resulting from the expiration of the statute of limitations. The Company anticipates that its effective tax rate for the near term beginning with the fiscal year 2011 will more closely approximate its statutory income tax rate of approximately 38%.

Beginning August 1, 2009, the Company adopted a FASB statement regarding noncontrolling interest (see Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Condensed Financial Statements), which requires that the net income or loss attributable to noncontrolling interest in the Company's consolidated subsidiaries no longer be included in the determination of pretax income or loss in the Company's effective tax rate calculation.

In 2005, the Company amended previously filed tax returns (for the tax years from 1997 through 2002) in an effort to remove restrictions under Section 382 of the Internal Revenue Code on approximately \$73.8 million of net operating losses ("NOLs") relating to fresh start accounting from the Company's reorganization in 1992. As a result, the Company requested a refund related to the amended returns in the amount of \$6.2 million and has reduced its Federal tax liability in the amount of \$19.6 million in subsequent tax returns. In 2006, the Internal Revenue Service ("IRS") completed its examination of the Company's filing position in its amended returns and disallowed the Company's request for refund and its position to remove the restriction on the NOLs. The Company appealed the examiner's disallowance of the NOLs to the Office of Appeals. In December 2008, the Office of Appeals denied the Company's appeal, as well as a request for mediation. The Company disagrees with the IRS interpretation disallowing the utilization of the NOLs and in August 2009, filed a complaint in the United States District Court for the District of Colorado seeking recovery of \$6.2 million in over payments that were previously denied by the IRS, plus interest. Due to the uncertainty surrounding the utilization of the NOLs, the Company has not reflected any of the benefits of the utilization of the NOLs within its financial statements; thus if the Company is unsuccessful in its action regarding this matter it will not negatively impact the Company's results of operations.

Reconciliation of Non-GAAP Measures

The following table reconciles from segment Reported EBITDA to net income attributable to Vail Resorts, Inc. (in thousands):

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2010	2009	2010	2009
Mountain Reported EBITDA	\$ 146,597	\$ 133,772	\$ 216,754	\$ 197,804
Lodging Reported EBITDA	5,585	5,908	5,205	8,716
Resort Reported EBITDA	152,182	139,680	221,959	206,520
Real Estate Reported EBITDA	(5,227)	(4,722)	(10,659)	40,300
Total Reported EBITDA	146,955	134,958	211,300	246,820
Depreciation and amortization	(27,812)	(27,582)	(82,768)	(80,098)
Gain (loss) on disposal of fixed assets, net	18	(206)	(83)	(808)
Investment income	141	449	563	1,428
Interest expense, net	(3,673)	(6,490)	(12,656)	(21,732)
Income before provision for income taxes	115,629	101,129	116,356	145,610
Provision for income taxes	(39,238)	(36,737)	(38,397)	(53,740)
Net income	76,391	64,392	77,959	91,870
Net income attributable to noncontrolling interests	(3,602)	(2,753)	(5,653)	(4,190)
Net income attributable to Vail Resorts, Inc.	\$ 72,789	\$ 61,639	\$ 72,306	\$ 87,680

The following table reconciles Net Debt (in thousands):

	April 30,	
	2010	2009
Long-term debt	\$ 489,822	\$ 491,668
Long-term debt due within one year	1,851	350
Total debt	491,673	492,018
Less: cash and cash equivalents	51,147	170,537
Net debt	\$ 440,526	\$ 321,481

LIQUIDITY AND CAPITAL RESOURCES

Significant Sources of Cash

The Company's second and third fiscal quarters historically result in seasonally high cash on hand as the Company's ski resorts are generally open for ski operations from mid-November to mid-April, from which the Company has historically generated a significant portion of its operating cash flows for the year. Additionally, cash provided by operating activities can be significantly impacted by the timing of closings on and investment in real estate development projects.

In addition to the Company's \$51.1 million of cash and cash equivalents at April 30, 2010, the Company has \$319.0 million available under its Credit Facility (which represents the total commitment of \$400.0 million less certain letters of credit outstanding of \$81.0 million). The Company continued to self-fund its current real estate projects under construction (the Company estimates to incur between \$45 and \$65 million in cash expenditures subsequent to April 30, 2010 on its two major projects under construction) which has and may require the Company to borrow under the revolver component of its Credit Facility from time to time during fiscal 2010. The Company expects that its liquidity needs in the near term will be met by the utilization of cash flows generated by operating activities and borrowings under the Credit Facility. The Company believes the Credit Facility, which matures in 2012, provides adequate flexibility and is priced favorably, with any new borrowings currently being priced at LIBOR plus 0.75%.

Nine months ended April 30, 2010 compared to the nine months ended April 30, 2009

The Company generated \$56.7 million of cash from operating activities in the nine months ended April 30, 2010, a decrease of \$151.3 million when compared to the \$208.0 million of cash generated in the nine months ended April 30, 2009. The decline in operating cash flows was primarily a result of real estate closings that occurred in the nine months ended April 30, 2009, which generated \$125.9 million in proceeds. Additionally, investments in real estate increased \$27.9 million during the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009. Further contributing to the decrease in cash provided by operating activities for the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009 was the receipt of \$39.3 million of private club initiation fees for the Vail Mountain Club in the nine months ended April 30, 2009 and a reduction in restricted cash of \$49.1 million in the prior year period which became available for general purpose use due to the payoff of the Company's non-recourse real estate financing. Partially offsetting the above items were improved operating cash flows from the Company's resort operations of approximately \$15.4 million, a decrease in income tax payments of \$31.0 million and an increase in accrued expenses and real estate development payables of \$21.9 million.

Cash used in investing activities decreased by \$77.8 million in the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009 due to a decrease in resort capital expenditures of \$38.3 million, the acquisition of CME for \$38.2 million on November 1, 2008 in the prior fiscal year and the cash receipt of \$8.9 million primarily related to a land parcel the Company sold during the nine months ended April 30, 2010.

Cash used in financing activities decreased \$47.1 million in the nine months ended April 30, 2010 compared to the nine months ended April 30, 2009 resulting from the \$58.4 million payoff of the Company's non-recourse real estate financings in the nine months ended April 30, 2009, repurchases of \$14.9 million of the Company's common stock during the nine months ended April 30, 2009 and the payoff of \$15.0 million for a scheduled debt maturity during the nine months ended April 30, 2009. Partially offsetting the above items was the acquisition of the remaining noncontrolling interest in SSV for \$31.0 million on April 30, 2010.

Significant Uses of Cash

The Company's cash uses currently include providing for operating expenditures, capital expenditures for assets to be used in operations and for real estate projects under construction.

The Company expects to spend approximately \$100 million to \$120 million in calendar year 2010 for real estate under development, including the construction of associated resort-related depreciable assets, of which approximately \$55 million was spent as of April 30, 2010, leaving approximately \$45 million to \$65 million to spend in the remainder of the calendar year 2010. The Company has entered into contracts with third parties to provide services to the Company throughout the course of project development; commitments for future services to be performed under such current contracts total approximately \$38 million and are expected to be performed primarily over the 2010 calendar year.

The Company has historically invested significant cash in capital expenditures for its resort operations, and expects to continue to invest in the future; however, plans for such investment were reduced in calendar year 2009 given the significant level of capital expenditures made in the previous few years including individually significant projects that do not annually re-occur such as gondolas and major hotel renovations coupled with the current economic environment. The Company has increased its level of expected resort discretionary investment for calendar year 2010 above the calendar year 2009 level, although such spending is still expected to remain well below the 2007 and 2008 calendar year levels. Current capital expenditure levels will primarily include investments that allow the Company to maintain its high quality standards, as well as certain incremental discretionary improvements at the Company's five ski resorts and throughout its owned hotels. The Company evaluates additional discretionary capital improvements based on an expected level of return on investment. The Company currently anticipates it will spend approximately \$75 million to \$85 million of resort capital expenditures for calendar year 2010, excluding resort depreciable assets arising from real estate activities noted above. Included in these capital expenditures are approximately \$37 million to \$42 million which are necessary to maintain appearance and level of service appropriate to the Company's resort operations, including routine replacement of snow grooming equipment and rental fleet equipment. Discretionary expenditures for calendar 2010 are expected to include a new high speed chairlift to serve Vail mountain's back bowls; a new on-mountain restaurant at Heavenly; a new coast er slide at Breckenridge; expansion of Vail mountain's adventure ridge; Keystone Lodge guest room renovation and new marketing campaign management software, among other projects. The Company currently plans to utilize cash on hand, borrowing available under its Credit Facility and/or cash flow generated from future operations to provide the cash necessary to execute its capital plans.

Principal payments on the vast majority of the Company's long-term debt (\$489.2 million of the total \$491.7 million debt outstanding as of April 30, 2010) are not due until fiscal 2014 and beyond. As of April 30, 2010 and 2009, total long-term debt (including long-term debt due within one year) was \$491.7 million and \$492.0 million, respectively. Net Debt (defined as long-term debt plus long-term debt due within one year less cash and cash equivalents) increased from \$321.5 million as of April 30, 2009 to \$440.5 million as of April 30, 2010 due primarily to the decrease in cash and cash equivalents.

The Company's debt service requirements can be impacted by changing interest rates as the Company had \$52.6 million of variable-rate debt outstanding as of April 30, 2010. A 100-basis point change in LIBOR would cause the Company's annual interest payments to change by approximately \$0.5 million. The fluctuation in the Company's debt service requirements, in addition to interest rate changes, may be impacted by future borrowings under its Credit Facility or other alternative financing arrangements, including non-recourse real estate financings, it may enter into. The Company's long term liquidity needs are dependent upon operating results that impact the borrowing capacity under the Credit Facility, which can be mitigated by adjustments to capital expenditures, flexibility of investment activities and the ability to obtain favorable future financing. The Company can respond to liquidity impacts of changes in the business and economic environment by managing its capital expenditures and the timing of new real estate development activity.

On March 9, 2006, the Company's Board of Directors approved the repurchase of up to 3,000,000 shares of common stock and on July 16, 2008 approved an increase of the Company's common stock repurchase authorization by an additional 3,000,000 shares. The Company did not repurchase any shares of common stock during the nine months ended April 30, 2010. Since inception of its stock repurchase plan, the Company has repurchased 3,878,535 shares at a cost of approximately \$147.8 million, through April 30, 2010. As of April 30, 2010, 2,121,465 shares remained available to repurchase under the existing repurchase authorization. Shares of common stock purchased pursuant to the repurchase program will be held as treasury shares and may be used for the issuance of shares under the Company's employee share award plans. Acquisitions under the stock repurchase program may be made from time to time at prevailing prices as permitted by applicable laws, and subject to market conditions and other factors. The timing as well as the number of shares that may be repurchased under the program will depend on a number of factors, including the Company's future financial performance, the Company's available cash resources and competing uses for cash that may arise in the future, the restrictions in the Company's Fourth Amended and Restated Credit Agreement, dated as of January 28, 2005, as amended, between The Vail Corporation (a wholly-owned subsidiary of the Company), Bank of America, N.A. as administrative agent and the Lenders party thereto (the "Credit Agreement") governing the Company's Credit Facility and the Indenture, dated as of January 29, 2004 among the Company, the guarantors therein and The Bank of New York Mellon Trust Company, N.A. as Trustee ("Indenture"), governing its 6.75% Senior Subordinated Notes due 2014 ("6.75% Notes"), prevailing prices of the Company's common stock and the number of shares that become available for sale at prices that the Company believes are attractive. The stock repurchase program may be discontinued at any time and is not expected to have a significant impact on the Company's capitalization.

Covenants and Limitations

The Company must abide by certain restrictive financial covenants under its Credit Facility and the Indenture. The most restrictive of those covenants include the following Credit Facility covenants: Net Funded Debt to Adjusted EBITDA ratio, the Interest Coverage ratio and Minimum Net Worth (each as defined in the Credit Agreement). In addition, the Company's financing arrangements, including the Indenture, limit its ability to incur certain indebtedness, make certain restricted payments, enter into certain investments, make certain affiliate transfers and may limit its ability to enter into certain mergers, consolidations or sales of assets. The Company's borrowing availability under the Credit Facility is primarily determined by the Net Funded Debt to Adjusted EBITDA ratio, which is based on the Company's segment operating performance, as defined in the Credit Agreement.

The Company was in compliance with all restrictive financial covenants in its debt instruments as of April 30, 2010. The Company expects it will meet all applicable financial maintenance covenants in its Credit Agreement, including the Net Funded Debt to Adjusted EBITDA ratio throughout the year ending July 31, 2010. However, there can be no assurance that the Company will continue to meet such financial covenants. If such covenants are not met, the Company would be required to seek a waiver or amendment from the banks participating in the Credit Facility. While the Company anticipates that it would obtain such waiver or amendment, if any were necessary, there can be no assurance that such waiver or amendment would be granted, which could have a material adverse impact on the liquidity of the Company.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet transactions that are expected to have a material effect on the Company's financial condition, revenue, expenses, results of operations, liquidity, capital expenditures or capital resources.

FORWARD-LOOKING STATEMENTS

Except for any historical information contained herein, the matters discussed in this Form 10-Q contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information available as of the date hereof, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our contemplated future prospects, developments and business strategies.

These forward-looking statements are identified by their use of terms and phrases such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “will” and similar terms and phrases, including references to assumptions. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that such plans, intentions or expectations will be achieved. Important factors that could cause actual results to differ materially from our forward-looking statements include, but are not limited to:

- *prolonged downturn in general economic conditions, including adverse affects on the overall travel and leisure related industries;*
- *unfavorable weather conditions or natural disasters;*
- *adverse events that occur during our peak operating periods combined with the seasonality of our business;*
- *competition in our mountain and lodging businesses;*
- *our ability to grow our resort and real estate operations;*
- *our ability to successfully complete real estate development projects and achieve the anticipated financial benefits from such projects;*
- *further adverse changes in real estate markets;*
- *continued volatility in credit markets;*
- *our ability to obtain financing on terms acceptable to us to finance our real estate development, capital expenditures and growth strategy;*
- *our reliance on government permits or approvals for our use of Federal land or to make operational improvements;*
- *adverse consequences of current or future legal claims;*
- *our ability to hire and retain a sufficient seasonal workforce;*
- *willingness of our guests to travel due to terrorism, the uncertainty of military conflicts or outbreaks of contagious diseases, and the cost and availability of travel options;*
- *negative publicity or unauthorized use of our trademarks which diminishes the value of our brands;*
- *our ability to integrate and successfully operate future acquisitions; and*
- *implications arising from new Financial Accounting Standards Board (“FASB”)/governmental legislation, rulings or interpretations.*

All forward-looking statements attributable to us or any persons acting on our behalf are expressly qualified in their entirety by these cautionary statements.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Given these uncertainties, users of the information included in this Form 10-Q, including investors and prospective investors, are cautioned not to place undue reliance on such forward-looking statements. Actual results may differ materially from those suggested by the forward-looking statements that the Company makes for a number of reasons including those described in this Form 10-Q and in Part I, Item 1A “Risk Factors” of the Form 10-K. All forward-looking statements are made only as of the date hereof. Except as may be required by law, the Company does not intend to update these forward-looking statements, even if new information, future events or other circumstances have made them incorrect or misleading.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rate Risk. The Company's exposure to market risk is limited primarily to the fluctuating interest rates associated with variable rate indebtedness. At April 30, 2010, the Company had \$52.6 million of variable rate indebtedness, representing 10.7% of the Company's total debt outstanding, at an average interest rate during the three and nine months ended April 30, 2010 of 0.5% and 0.9%, respectively. Based on variable-rate borrowings outstanding as of April 30, 2010, a 100-basis point (or 1.0%) change in LIBOR would result in the Company's annual interest payments to change by \$0.5 million. The Company's market risk exposure fluctuates based on changes in underlying interest rates.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Management of the Company, under the supervision and with participation of the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), have evaluated the effectiveness of the Company's disclosure controls and procedures as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Act”) as of the end of the period covered by this report on Form 10-Q.

Based upon their evaluation of the Company's disclosure controls and procedures, the CEO and the CFO concluded that the disclosure controls are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Act is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

The Company, including its CEO and CFO, does not expect that the Company's internal controls and procedures will prevent or detect all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the period covered by this Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Canyons Ski Resort Litigation

During the fourth quarter of the year ended July 31, 2007, the Company entered into an agreement with Peninsula Advisors, LLC (“Peninsula”) for the negotiation and mutual acquisition of The Canyons and the land underlying The Canyons. On July 15, 2007, American Skiing Company (“ASC”) entered into an agreement to sell The Canyons to Talisker Corporation and Talisker Canyons Finance Company, LLC (together “Talisker”). On July 27, 2007, the Company filed a complaint in the District Court in Colorado against Peninsula and Talisker claiming, among other things, breach of contract by Peninsula and intentional interference with contractual relations and prospective business. The Company’s request for a preliminary injunction to prevent the closing of the acquisition by Talisker of The Canyons from ASC was denied. Talisker filed an answer to the Company’s complaint along with three counterclaims. Peninsula filed a motion to dismiss, which was denied. On October 21, 2009, the Company filed a Stipulated Motion to Dismiss ASC and agreed that it would not seek any relief that would have the effect of invalidating the sale by ASC to Talisker Canyons Finance Co, LLC. On January 12, 2010, Peninsula filed an answer to the Company’s complaint and brought cross claims against Talisker and a third party complaint against Mark Robbins (Peninsula’s former managing member), Jacob Bistricher (Talisker Corporation’s CEO), and Talisker Canyons Acquisition Co. LLC. Talisker moved to strike Peninsula’s answer, cross claims and third party complaint. After the District Court denied Talisker’s motion to strike Peninsula’s answer, cross claims and third party complaint, Talisker and Talisker Canyons Acquisition Co. LLC filed a motion to dismiss Peninsula’s cross claims and third party complaint on April 6, 2010. Jacob Bistricher subsequently filed a motion to dismiss Peninsula’s claims against him for a lack of jurisdiction. Peninsula has since responded to these motions to dismiss. Additionally, on May 13, 2010, Peninsula informed the District Court that Peninsula had effected personal service over Mark Robbins, who has not yet responded to Peninsula’s third party complaint against him. The Company continues to pursue this action, but is unable to predict the ultimate outcome of the above described actions.

Internal Revenue Service Litigation

On August 24, 2009, the Company filed a complaint in the United States District Court for the District of Colorado against the United States of America seeking a refund of approximately \$6.2 million in federal income taxes paid for the tax years ended December 31, 2000 and December 31, 2001. The Company’s amended tax returns for those years included calculations of net operating losses (“NOL”) carried forward from prior years to reduce its tax years 2000 and 2001 tax liabilities. The Internal Revenue Service (“IRS”) has disallowed refunds associated with those NOL carry forwards and the Company disagrees with the IRS action disallowing the utilization of the NOLs. The IRS filed its answer on November 6, 2009 denying liability for the Company’s claimed refunds. The Company is unable to predict the ultimate outcome of this matter.

Ritz-Carlton Residences, Vail Litigation

The holders of contracts to purchase 13 Ritz-Carlton Residences, Vail units have sent notices of breach of contract to the Company or have commenced an action in Eagle County, Colorado, District Court seeking rescission of their contracts based on a disputed delivery date included in their respective purchase and sale agreements.

The Company is a defendant in the following cases filed by holders of contracts to purchase seven Ritz-Carlton Residences, Vail units: *Levy and Weidhorn v. RCR Vail, LLC, District Court, Eagle County, Colorado 09cv487* filed on August 6, 2009; *AR Homes, LP and Castletop Capital Properties, LP v. RCR Vail, LLC District Court, Eagle County, Colorado 09cv527* filed on August 18, 2009; *Masri and Assis v. RCR Vail, LLC District Court, Eagle County, Colorado 09cv543* filed on August 26, 2009; and *Vail Ritz-Carlton, LLC v. RCR Vail, LLC District Court, Eagle County, Colorado 10cv122*, filed on February 18, 2010; and *Vail Ritz 200, LLC and Vail Ritz 207, LLC v. RCR Vail, LLC, 10cv259*, filed on April 12, 2010. The Company is also a defendant in a case filed in United States District Court, District of Colorado, by a holder of a contract to purchase one Ritz-Carlton Residences, Vail unit: *Aldarondo v. RCR Vail, LLC, 10cv767*, filed April 9, 2010. The plaintiffs’ complaints allege similar causes of action, primarily breach of contract, based on the failure of the Company to deliver the units under the purchase and sale agreements by a certain specific disputed date. The plaintiffs seek rescission of their contracts and return of their deposits under the purchase and sale agreements. The Company disputes that it has breached its obligations under the purchase and sale agreements and denies that the contract holders are entitled to the relief that they are seeking.

The Company does not anticipate further breach of contract allegations based on the disputed delivery date as all other Ritz-Carlton Residences, Vail contract holders have signed contracts or amendments to contracts specifically acknowledging the delivery date.

ITEM 1A. RISK FACTORS.

There have been no material changes from risk factors previously disclosed in Item 1A to Part I of the Company’s Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. RESERVED.

None.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

The following exhibits are either filed herewith or, if so indicated, incorporated by reference to the documents indicated in parentheses, which have previously been filed with the Securities and Exchange Commission.

Exhibit Number	Description	Sequentially Numbered Page
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SUPPLEMENTAL INDENTURE

Dated as of May 26, 2010

to

INDENTURE

Dated as of January 29, 2004

among

VAIL RESORTS, INC., as Issuer,

the Guarantors named therein, as Guarantors,

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

6 3/4 % Senior Subordinated Notes due 2014

SUPPLEMENTAL INDENTURE, dated as of May 26, 2010, among Vail Resorts, Inc., a Delaware corporation (the "Issuer"), the Guarantors named on the signature pages hereto (the "Guarantors"), the Additional Guarantor named on the signature pages hereto (collectively the "Additional Guarantors"), and The Bank of New York Mellon Trust Company, N.A., as successor trustee to The Bank of New York, as Trustee (the "Trustee").

WHEREAS, the Issuer and the Guarantors have heretofore executed and delivered to the Trustee an Indenture dated as of January 29, 2004 (the "Indenture") providing for the issuance of \$390,000,000 aggregate principal amount of 6 3/4% Senior Subordinated Notes due 2014 of the Company (the "Notes"); and

WHEREAS, subsequent to the execution of the Indenture and the issuance of \$390,000,000 aggregate principal amount of the Notes, the Additional Guarantor has become a guarantor under the Credit Agreement; and

WHEREAS, pursuant to and as contemplated by Sections 4.18 and 9.01 of the Indenture, the parties hereto desire to execute and deliver this Supplemental Indenture for the purpose of providing for the Additional Guarantor to expressly assume all the obligations of a Guarantor under the Notes and the Indenture;

NOW, THEREFORE, in consideration of the above premises, each party agrees, for the benefit of the other and for the equal and ratable benefit of the Holders of the Notes, as follows:

I.

ASSUMPTION OF GUARANTEES

The Additional Guarantor, as provided by Section 4.18 of the Indenture, jointly and severally, hereby unconditionally expressly assumes all of the obligations of a Guarantor under the Notes and the Indenture to the fullest as set forth in Article 12 of the Indenture; and each Additional Guarantor may expressly exercise every right and power of a Guarantor under the Indenture with the same effect as if it had been named a Guarantor therein.

II.

MISCELLANEOUS PROVISIONS

A. Terms Defined.

For all purposes of this Supplemental Indenture, except as otherwise defined or unless the context otherwise requires, terms used in capitalized form in this Supplemental Indenture and defined in the Indenture have the meanings specified in the Indenture.

B. Indenture.

Except as amended hereby, the Indenture and the Notes are in all respects ratified and confirmed and all the terms shall remain in full force and effect.

C. Governing Law.

THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, AS APPLIED TO CONTRACTS MADE AND PERFORMED ENTIRELY WITHIN THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

D. Successors.

All agreements of the Company, the Guarantors and the Additional Guarantor in this Supplemental Indenture, the Notes and the Guarantees shall bind their respective successors. All agreements of the Trustee in this Supplemental Indenture shall bind its successors.

E. Duplicate Originals.

The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together shall represent the same agreement.

F. Trustee Disclaimer.

The Trustee is not responsible for the validity or sufficiency of this Supplemental Indenture.

SIGNATURES

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first written above.

ISSUER:

VAIL RESORTS, INC.

By: /s/ JEFFREY W. JONES

Name: Jeffrey W. Jones

Title: Senior Executive Vice President and Chief
Financial Officer

GUARANTORS:

Arrabelle at Vail Square, LLC
Beaver Creek Associates, Inc.
Beaver Creek Consultants, Inc.
Beaver Creek Food Services, Inc.
Breckenridge Resort Properties, Inc.
Bryce Canyon Lodge Company
Colter Bay Corporation
Colter Bay Convenience Store, LLC
Colter Bay General Store, LLC
Colter Bay Café Court, LLC
Colter Bay Marina, LLC
Crystal Peak Lodge of Breckenridge, Inc.
Delivery Acquisition, Inc.
Gillett Broadcasting, Inc.
Grand Teton Lodge Company
Heavenly Valley, Limited Partnership
Jackson Hole Golf and Tennis Club, Inc.
Jackson Hole Golf & Tennis Club Snack Shack, LLC
Jackson Lake Lodge Corporation
Jenny Lake Lodge, Inc.
Jenny Lake Store, LLC
JHL&S LLC
Keystone Conference Services, Inc.
Keystone Development Sales, Inc.
Keystone Food and Beverage Company
Keystone Resort Property Management Company
Lodge Properties, Inc.
Lodge Realty, Inc.
Mesa Verde Lodge Company
National Park Hospitality Company
One Ski Hill Place, LLC
Property Management Acquisition Corp., Inc.
RCR Vail, LLC
Rockresorts Arrabelle, LLC
Rockresorts Cheeca, LLC
Rockresorts Cordillera Lodge Company, LLC
Rockresorts DR, LLC
Rockresorts Equinox, Inc.
Rockresorts Hotel Jerome, LLC
Rockresorts International, LLC
Rockresorts LLC
Rockresorts LaPosada, LLC
Rockresorts Rosario, LLC
Rockresorts (St. Lucia) Inc.
Rockresorts Ski Tip, LLC
Rockresorts Tempo, LLC
Rockresorts Third Turtle, Ltd.
Rockresorts Wyoming, LLC
SOHO Development, LLC
SSV Holdings, Inc.
Stampede Canteen, LLC
Teton Hospitality Services, Inc.
The Chalets at the Lodge at Vail, LLC
The Vail Corporation
The Village at Breckenridge Acquisition Corp., Inc.
Vail Associates Holdings, Ltd.
Vail Associates Investments, Inc.
Vail Associates Real Estate, Inc.

Vail Food Services, Inc.
Vail Holdings, Inc.
Vail Hotel Management Company, LLC
Vail Resorts Development Company
Vail Resorts Lodging Company
Vail Summit Resorts, Inc.
Vail Trademarks, Inc.
Vail/Arrowhead, Inc.
Vail/Beaver Creek Resort Properties, Inc.
VAMHC, Inc.
Vail RR, Inc.
VA Rancho Mirage I, Inc.
VA Rancho Mirage II, Inc.
VA Rancho Mirage Resort, L.P.
VR Heavenly I, Inc.
VR Heavenly II, Inc.
VR Holdings, Inc.
Zion Lodge Company

Each by its authorized officer or signatory:

By: /s/ JEFFREY W. JONES
Name: Jeffrey W. Jones
Title: Senior Executive Vice President and
Chief Financial Officer of each Guarantor listed above

ADDITIONAL GUARANTORS:

SSI VENTURE LLC

a Colorado limited liability company

By: SSV Holdings, Inc., a Colorado corporation
its sole member

By: /s/ JEFFREY W. JONES _____
Name: Jeffrey W. Jones
Title: Senior Executive Vice President and
Chief Financial Officer

TRUSTEE:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee

By: /s/ ALEX BRIFFETT &# 160;
Name: John A. (Alex) Briffett
Title: Authorized Signatory

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Robert A. Katz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vail Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2010

/s/ ROBERT A. KATZ

Robert A. Katz
Chief Executive Officer

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Jeffrey W. Jones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Vail Resorts, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 9, 2010

/s/ JEFFREY W. JONES

Jeffrey W. Jones
Senior Executive Vice President and
Chief Financial Officer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
AND THE CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned hereby certifies in his capacity as an officer of Vail Resorts, Inc. (the "Company") that the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 2010 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Report fairly presents, in all material respects, the financial condition and the results of operations of the Company at the end of and for the periods covered by such Report.

Date: June 9, 2010

/s/ ROBERT A. KATZ

Robert A. Katz
Chief Executive Officer

Date: June 9, 2010

/s/ JEFFREY W. JONES

Jeffrey W. Jones
Senior Executive Vice President and
Chief Financial Officer

This certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, is not a part of the Form 10-Q to which it refers, and is, to the extent permitted by law, provided by each of the above signatories to the extent of his respective knowledge. This certification is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Vail Resorts, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing. A signed original of this written statement required by Section 906 has been provided to Vail Resorts, Inc. and will be furnished to the Securities and Exchange Commission or its staff upon request.