

12-09-2004

12.6.04

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102897601

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Okemo Mountain, Inc.

- Individual(s)
- General Partnership
- Corporation-State Vermont
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Execution Date(s) March 1, 2002

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Okemo Limited Liability Company

Internal

Address: 77 Okemo Ridge Road

Street Address: (Same)

City: Ludlow

State: Vermont

Country: USA Zip: 05149

Association Citizenship \_\_\_\_\_

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship \_\_\_\_\_

Other LLC Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1651087

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Okemo Mountain Resort - and design

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Richard H. Coutant, Esq.

Internal Address: Salmon & Nostrand

12/08/2004 NSETACHE 00000098 1651087

01 FC:0521

Street Address: P.O. Box 535

City: Bellows Falls

State: VT Zip: 05101

Phone Number: 802 463-4507

Fax Number: 802 463-9713

Email Address: \_\_\_\_\_

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

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OPR/FINANCE

9. Signature:

Signature

12 2 04  
Date

Richard H. Coutant, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE



*I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the*

*Articles of Merger*

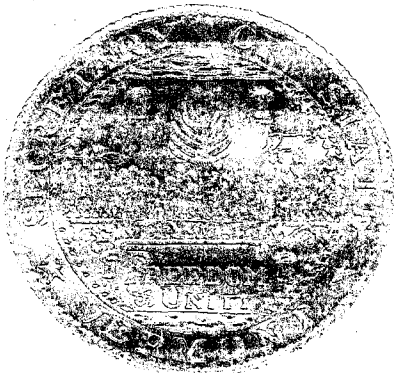
*for*

**OKEMO LIMITED LIABILITY COMPANY**

*which appear of record in this department.*

*March 1, 2002*

*Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital*



A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz  
Secretary of State*

**ARTICLES OF MERGER**  
**OF**  
**OKEMO MOUNTAIN, INC. AND OKEMO LIMITED LIABILITY COMPANY**

A plan of merger having been adopted by the shareholders or members of each of said constituent entities on February 22, 2002, the undersigned, Timothy T. Mueller and George W. Nostrand, being the President and Secretary, respectively, of Okemo Mountain, Inc., being a domestic close corporation organized and existing under the laws of the State of Vermont, and Timothy T. Mueller, President of Triple Peaks, Inc. and manager of Okemo Limited Liability Company, a Limited Liability Company organized and existing under the laws of the State of Vermont, do hereby certify:

1. The name of each constituent entity is as follows: Okemo Mountain, Inc. and Okemo Limited Liability Company. The name of the surviving entity is Okemo Limited Liability Company with an address of 77 Okemo Ridge Road, Ludlow, Vermont 05149.
2. The number of outstanding shares of Okemo Mountain, Inc. is 124 with a par value of \$10.00 per share, all of which are entitled to vote. The number of outstanding membership units of Okemo Limited Liability Company is 100, all of which are entitled to vote. There are no other outstanding shares of stock or membership units of either constituent entity.
3. The effective date of the merger of Okemo Mountain, Inc. into Okemo Limited Liability Company shall be February 22, 2002.
4. The date when the Certificate of Incorporation of Okemo Mountain, Inc. was filed with the Secretary of State is January 11, 1955. The date when the Certificate of Organization of Okemo Limited Liability Company was issued by the Vermont Secretary of State on February 6, 2002.

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**TRADEMARK**  
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5. The Plan of Merger adopted and executed by each constituent entity provides as follows:

When the merger shall become effective, the separate existence of Okemo Mountain, Inc. shall cease and said corporation shall be merged in accordance with the provisions of this plan into Okemo Limited Liability Company, which shall survive such merger and shall continue in existence and shall without other transfer succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the constituent entities, and all of the property, real and personal, including subscriptions for shares or membership units, causes in action and every other asset of each of the constituent entities, including without limitation the name, trademarks, trade names and goodwill of each constituent entity. All such property or interests in property, whether corporeal or incorporeal, tangible or intangible, including but not limited to hereditaments, licenses, leases, permits, easements, franchises, reservations, property rights in condominium declarations, private roads and every species of valuable right and interest shall vest in such surviving corporation without further act or deed. If the surviving entity shall at any time deem it desirable that any further assignment or assurance shall be given to further accomplish the purposes of this merger, the shareholders or members of either constituent entity shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger. The surviving entity shall assume and be liable for all the liabilities, obligations and penalties of each of the constituent entities. No liability or obligation due or to become due, claim or demand for any cause existing against either constituent entity or any shareholder, member, officer or manager thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against either constituent entity, or any shareholder, director, officer, member or manager thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or the surviving entity may be substituted in such action in place of either constituent entity.

6. The merger of Okemo Mountain, Inc. and Okemo Limited Liability Company was authorized in respect to Okemo Mountain, Inc. by unanimous consent of the shareholders on February 21, 2002.

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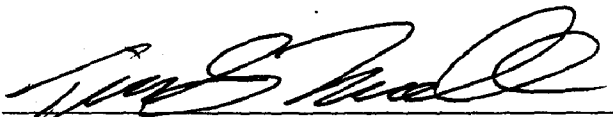
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7. The merger of Okemo Mountain, Inc. and Okemo Limited Liability Company was authorized in respect to Okemo Limited Liability Company by unanimous consent of the members on February 21, 2002.
8. The merger of Okemo Limited Liability Company and Okemo Mountain, Inc. is permitted by the laws of the State of Vermont and is in compliance therewith.
9. The plan of merger has not been abandoned.

**IN WITNESS THEREOF**, the undersigned have executed and signed these Articles this 22<sup>nd</sup> day of February, 2002.

OKEMO LIMITED LIABILITY COMPANY

By:   
Triple Peaks, Inc., Sole Manager  
By: Timothy T. Mueller, President

OKEMO MOUNTAIN, INC.

By:   
Timothy T. Mueller, President  
  
By:   
George W. Nostrand, Secretary

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