

09/12/2011

Electronic Version v1.1
Stylesheet Version v1.1



103632530

MCD 9-7-11

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	This submission serves to correct an error made in Reel 004251, Frame 0658 that erroneously affects title to parent Reg. No. 1167639

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Busch Properties, Inc.		09/07/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Busch Properties, Inc.
Street Address:	One Busch Place
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63118
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1167639	KINGSMILL

CORRESPONDENCE DATA

Fax Number: (303)291-9119
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3034732709
 Email: aaroppel@hollandhart.com
 Correspondent Name: Andrew Roppel
 Address Line 1: Holland & Hart LLP
 Address Line 2: PO Box 8749, Attn. Trademark Docketing
 Address Line 4: Denver, COLORADO 80201

ATTORNEY DOCKET NUMBER:	31958.0118
NAME OF SUBMITTER:	Andrew Roppel
Signature:	/Andrew Roppel/

OP \$40.00 1167639

Date:

09/07/2011

Total Attachments: 10

source=Declaration and attachments#page1.tif

source=Declaration and attachments#page2.tif

source=Declaration and attachments#page3.tif

source=Declaration and attachments#page4.tif

source=Declaration and attachments#page5.tif

source=Declaration and attachments#page6.tif

source=Declaration and attachments#page7.tif

source=Declaration and attachments#page8.tif

source=Declaration and attachments#page9.tif

source=Declaration and attachments#page10.tif

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT DIVISION

Registrant: Busch Properties, Inc.

Registration: No. 1167639

Mark: KINGSMILL

Class: 36

Pursuant to TMEP Section 503.06(c), Registrant, Busch Properties, Inc., by and through its counsel, submits this Declaration in support of its request to correct the chain-of-title for U.S. Reg. No. 1167639. The chain-of-title currently reflected in the USPTO's records for that registration contains an error that apparently arose because the registration was not divided into "parent" and "child" registrations in advance of the recordal of an assignment of a portion of that registration, which portion is now in the "child" registration.

Declaration

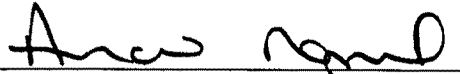
1. Pursuant to the records of the United States Patent and Trademark Office (the "USPTO"), Busch Properties, Inc. obtained Reg. No. 1167639 on Sept. 1, 1981 for the mark KINGSMILL in three classes, namely Classes 36, 41, and 42.
2. On July 30, 2011, Busch Properties, Inc. and Xanterra Kingsmill, LLC entered into a United States Assignment Agreement, whereby Busch Properties, Inc. agreed to assign certain trademarks in certain classes of goods/services to Xanterra Kingsmill, LLC (the "Assignment Agreement"). A copy of that Assignment Agreement is attached.
3. That Assignment Agreement specifies that only Classes 41 and 42 of Reg. No. 1167639 are assigned to Xanterra Kingsmill, LLC, and further specifies that Class 36 of that registration is to remain with Busch Properties, Inc.
4. On July 30, 2011, Busch Properties, Inc. filed a Divisional Request with the USPTO for Reg. No. 1167639 to divide out Classes 41 and 42 (a copy of which is attached), and also submitted the Assignment Agreement for recordal with the Assignment Division of the USPTO.
5. The Assignment Division recorded the Assignment Agreement at **Reel 004251, Frame 0658** on July 30, 2010, long before the Divisional Unit's completion of the Divisional Request on March 30, 2011, such that all three classes of the original Reg. No. 1167639 were placed in the name of Xanterra Kingsmill, LLC prior to the division of the *original* Reg. No. 1167639 into separate registrations, namely *parent* Reg. No. 1167639 covering Class 36 and *child* Reg. No. 3939343 covering Classes 41 and 42.

6. Accordingly, ownership of the *parent* registration, Reg. No. 1167639, has inadvertently and mistakenly been placed in the name of Xanterra Kingsmill, LLC.

7. Busch Properties, Inc. confirms that it is the original registrant of Reg. No. 1167639 and that it has been and continues to be the owner of *parent* Reg. No. 1167639.

8. Busch Properties, Inc. respectfully requests correction of the USPTO's records to reflect ownership of the *parent* registration, Reg. No. 1167639, in the name of Busch Properties, Inc.

This the 7th day of September, 2011.



Andrew Roppel
for HOLLAND & HART LLP
1800 Broadway, Suite 300
Boulder, CO 80302

Phone: (303) 473-2709
Facsimile: (303) 473-2720

Attorneys for Busch Properties, Inc.

5226615_1.DOCX

**Request to Divide Registration
To the Commissioner for Trademarks:**

The following is submitted for registration number. **1167639** KINGSMILL :

FORM INFORMATION

All services listed in Class 41 (Golf Facilities) and Class 42 (Restaurant Services) are to be divided into a new registration which, by the Trademark Assignment dated as of July 30, 2010 (attached hereto) and recorded immediately prior to this filing on July 30, 2010, is was assigned to Xanterra Kingsmill, LLC, 6312 S. Fiddlers Green Circle, Suite 600 North Greenwood Village, CO 80111. Xanterra Kingsmill, LLC can be reached through their counsel, Tyler Harvey, Esq., tel (303) 454-2436.

The services in Class 36 (Real Estate Brokerage and Agency Services and the Leasing of Residential Buildings) are to remain with the parent registration in the name of Busch Properties, Inc.

FEE(S)

Fee(s) in the amount of \$100 is being submitted.

SIGNATURE(S)

Submission Signature

Signature: /Janet P. Peyton/ Date: 07/30/2010

Signatory's Name: Janet P. Peyton

Signatory's Position: Attorney of record, VA bar member

The signatory has confirmed that he/she is an attorney who is a member in good standing of

RAM Sale Number: 3792

RAM Accounting Date: 08/02/2010

Serial Number: 73238018

Internet Transmission Date:

TEAS Stamp: USPTO/RTD-10.112.131.89-2010073017140066

3440-1167639-20100730170030762681-CC-379

2-20100730170030762681

Request to Divide Registration

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	73238018
REGISTRATION NUMBER	1167639
FORM TEXT	
*	All services listed in <u>Class 41 (Golf Facilities)</u> and <u>Class 42 (Restaurant Services)</u> are to be divided into a new registration which, by the Trademark Assignment dated as of July 30, 2010 (attached hereto) and recorded immediately prior to this filing on July 30, 2010, is assigned to Xanterra Kingsmill, LLC, 6312 S. Fiddlers Green Circle, Suite 600 North Greenwood Village, CO 80111. Xanterra Kingsmill, LLC can be reached through their counsel, Tyler Harvey, Esq., tel (303) 454-2436.
*	The services in Class 36 (Real Estate Brokerage and Agency Services and the Leasing of Residential Buildings) are to <u>remain with the parent registration</u> in the name of Busch Properties, Inc.
PAYMENT SECTION	
NUMBER OF CLASSES	1
FEE PER CLASS	100
TOTAL FEES DUE	100
SIGNATURE SECTION	
SUBMISSION SIGNATURE	/Janet P. Peyton/
SIGNATORY'S NAME	Janet P. Peyton
SIGNATORY'S POSITION	Attorney of record, VA bar member
DATE SIGNED	07/30/2010
AUTHORIZED SIGNATORY	YES
FILING INFORMATION SECTION	
TEAS STAMP	USPTO/RTD-10.112.131.89-2 0100730171400663440-11676 39-20100730170030762681-C C-3792-201007301700307626 81

Exhibit

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name		Formerly	Entity Type
Busch Properties, Inc.			CORPORATION: DELAWARE
Execution Date			
07/30/2010			
RECEIVING PARTY DATA			
Name:	Xanterra Kingsmill, LLC		
Street Address:	6312 S. Fiddlers Green Circle		
Internal Address:	Suite 600 North		
City:	Greenwood Village		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	1167639	KINGSMILL	
Registration Number:	1788659	KINGSMILL	
Registration Number:	1791969	KINGSMILL	
Registration Number:	1806453	KINGSMILL	
Registration Number:	2221667	KINGSMILL RESORT	
Registration Number:	1808063	KM	
Registration Number:	1786018	KM	
CORRESPONDENCE DATA			
Fax Number:	(804)698-2230		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(804) 775-1166		
Email:	jpeyton@mcguirewoods.com		
Correspondent Name:	Janet P. Peyton		
Address Line 1:	901 East Cary Street		

OP \$190.00 1167639

900168270

TRADEMARK
REEL: 004251 FRAME: 0658

TRADEMARK
REEL: 004628 FRAME: 0040

Address Line 2: McGuireWoods LLP
Address Line 4: Richmond, VIRGINIA 23219

ATTORNEY DOCKET NUMBER: 0208493-0033

NAME OF SUBMITTER: Janet P. Peyton

Signature: /Janet P. Peyton/

Date: 07/30/2010

Total Attachments: 4
source=Assignment of KINGSMILL trademarks#page1.tif
source=Assignment of KINGSMILL trademarks#page2.tif
source=Assignment of KINGSMILL trademarks#page3.tif
source=Assignment of KINGSMILL trademarks#page4.tif

TRADEMARK
REEL: 004251 FRAME: 0659

TRADEMARK
REEL: 004628 FRAME: 0041

UNITED STATES TRADEMARK ASSIGNMENT

THIS UNITED STATES TRADEMARK ASSIGNMENT (this "Assignment"), is made as of this 30th day of July, 2010 (the "Closing Date"), by and between BUSCH PROPERTIES, INC., a Delaware corporation ("Assignor"), and XANTERRA KINGSMILL, LLC, a Delaware limited liability company ("Assignee"), pursuant to that certain Asset Purchase Agreement dated as of July 12, 2010, between Assignor and Assignee (as amended or supplemented from time to time, the "Purchase Agreement").

Recitals

A. Assignor adopted, used and is the owner of the trademarks and service marks set forth on Schedule A attached hereto in connection with the goods or services described therein, together with the goodwill of the business relating thereto, and all common law rights relating thereto, along with the domain name www.kingsmill.com, along with the United States Trademark Registrations relating thereto as set forth on Schedule A (collectively, the "Marks"); and

B. Assignee is desirous of acquiring the Marks.

Agreement

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto Assignee and its successors and assigns Assignor's entire right, title and interest in and to the Marks throughout the world and all goodwill relating thereto (but specifically excluding International Class 36 from Registration No. 1,167,639, which Registration shall be divided, and with respect to Class 36 shall be retained by the Assignor), including the right to sue for past, present and future infringements and collect damages relating to the same, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its subsidiaries, successors, assigns and legal representatives, for the full extent of the life and term of the Marks, to be used as fully and entirely as such rights would have been held and enjoyed by Assignor had this Assignment and sale not been made. Assignor makes this Assignment free and clear from any and all liens, licenses, sublicenses, security interests and encumbrances of any kind.

Assignor covenants that Assignor is the owner of the Marks and the holder of record and title to the registrations relating to the Marks, that Assignor has full power to make this Assignment and that Assignor agrees to execute such further assignments and related documents with respect to the Marks as Assignee shall reasonably request.

Assignor's signature page to follow.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its proper officer thereunto duly authorized, as of the 30th day of July, 2010.

BUSCH PROPERTIES, INC., a Delaware corporation

By: [Signature]
Name: Michael R. Taylor
Title: President

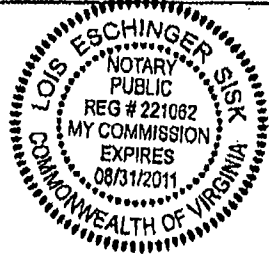
Commonwealth of Virginia
City/County of Richmond:

On this 29th day of July, 2010, before me personally appeared Michael R. Taylor, to me known to be the President of Busch Properties, Inc., a Delaware corporation, on whose behalf he executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed on behalf of the corporation.

My commission expires: 8/31/11.

[Signature]
Notary Public
Name: _____

[SEAL]



Schedule A

U.S. Trademark Registrations:

Trademark and U.S. Registration No.	Services	Registration Date
* KINGSMILL 1,167,639 (or successor registration subject to Request to Divide)	GOLF FACILITIES (Class 41); RESTAURANT SERVICES (Class 42)	01 SEPT. 1981
KINGSMILL 1,788,659	PROVIDING BANQUET AND SOCIAL FUNCTION FACILITIES FOR SPECIAL OCCASIONS; CAFÉ, RESTAURANT, COCKTAIL LOUNGE AND BAR SERVICES; ROOM SERVICE; RETAIL STORES IN THE NATURE OF GOLF AND TENNIS PRO SHOPS AND RETAIL GIFT AND APPAREL SHOPS; RESORT HOTEL SERVICES; HOTEL AND CONFERENCE CONCIERGE SERVICES; CATERING; MASSAGE THERAPY SERVICES; CHILD CARE SERVICES (Class 42)	17 AUG 1993
KINGSMILL 1,791,969	GOLF COURSES; GOLF CLUB SERVICES; ENTERTAINMENT IN THE NATURE OF GOLF TOURNAMENTS; PROVIDING GOLF, TENNIS, FISHING, FITNESS, NUTRITION, AND EXERCISE INSTRUCTION; PROVIDING FACILITIES FOR GOLF, TENNIS, RENTAL OF GOLF, TENNIS AND FISHING EQUIPMENT; HEALTH CLUB SERVICES; FEATURING BILLIARDS, AND CHESS; RECREATIONAL DAY CAMPS FOR YOUTHS; RENTAL OF AUDIO-VISUAL EQUIPMENT; ARRANGING AND CONDUCTING EDUCATIONAL CONFERENCES; EDUCATIONAL DEMONSTRATIONS (Class 41)	07 SEP 1993
KINGSMILL 1,806,453	PROVIDING MARINA SERVICES (Class 39)	23 NOV 1993

Trademark and U.S. Registration No.	Services	Registration Date
KINGSMILL RESORT 2,221,667	BOTTLED DRINKING WATER (Class 32)	02 FEB 1999
KM and Design 1,808,063	GOLF COURSES; GOLF CLUB SERVICES; ENTERTAINMENT IN THE NATURE OF GOLF TOURNAMENTS; PROVIDING GOLF, TENNIS, FISHING, FITNESS, NUTRITION AND EXERCISE INSTRUCTION; PROVIDING FACILITIES FOR GOLF, TENNIS, RENTAL OF GOLF, TENNIS, AND FISHING EQUIPMENT; HEALTH CLUB SERVICES; FEATURING BILLIARDS, AND CHESS; RECREATIONAL DAY CAMPS FOR YOUTHS; AND RENTAL OF AUDIO-VISUAL EQUIPMENT. (Class 41)	30 NOV 1993
KM and Design 1,786,018	PROVIDING BANQUET AND SOCIAL FUNCTION FACILITIES FOR SPECIAL OCCASIONS; CAFÉ, RESTAURANT, COCKTAIL LOUNGE AND BAR SERVICES; ROOM SERVICE; RETAIL STORES IN THE NATURE OF GOLF AND TENNIS PRO SHOPS AND RETAIL GIFT AND APPAREL SHOPS; RESORT HOTEL SERVICES; HOTEL AND CONFERENCE CONCIERGE SERVICES; CATERING; MASSAGE THERAPY SERVICES; CHILD CARE SERVICES (Class 42)	03 AUG 1993

V11726034.6

RECORDED: 07/30/2010

TRADEMARK
REEL: 004251 FRAME: 0663

RECORDED: 09/07/2011

TRADEMARK
REEL: 004628 FRAME: 0045