

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion Converting SIERRA-AT-TAHOE, Inc. into SIERRA-AT-TAHOE LLC		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
SIERRA-AT-TAHOE, Inc.		10/12/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	SIERRA-AT-TAHOE LLC		
Street Address:	1111 SIERRA-AT-TAHOE ROAD		
City:	TWIN BRIDGES		
State/Country:	CALIFORNIA		
Postal Code:	95735		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
Property Type	Number	Word Mark	
Registration Number:	2398108	GET GOOD QUICK	
Registration Number:	3032695	THINK SNOW	
Registration Number:	2221759	VERTICAL VALUE	
Registration Number:	2447671	SMART TERRAIN	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(303)607-3600		
Phone:	303-607-3500		
Email:	trademarkdnvr@faegre.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Leslie P. Kramer		
Address Line 1:	1700 Lincoln Street, Suite 3200		
Address Line 4:	Denver, COLORADO 80203-4532		
<b>ATTORNEY DOCKET NUMBER:</b>	77069-319865		

OP \$115.00 2398108

**900205857**

**TRADEMARK  
 REEL: 004651 FRAME: 0208**

NAME OF SUBMITTER:	Leslie P. Kramer
Signature:	/Leslie P. Kramer/
Date:	10/28/2011
<b>Total Attachments: 3</b> source=Sierra-At-Tahoe Certificate of Conversion#page1.tif source=Sierra-At-Tahoe Certificate of Conversion#page2.tif source=Sierra-At-Tahoe Certificate of Conversion#page3.tif	

# Delaware

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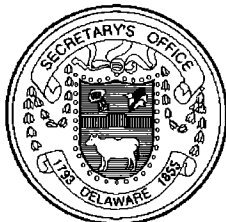
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SIERRA-AT-TAHOE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SIERRA-AT-TAHOE, INC." TO "SIERRA-AT-TAHOE LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 2010, AT 7:56 O'CLOCK P.M.

2337458 8100V

100989187

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8286548

DATE: 10-13-10

TRADEMARK  
REEL: 004651 FRAME: 0210

**CERTIFICATE OF CONVERSION  
CONVERTING  
SIERRA-AT-TAHOE, INC.  
INTO  
SIERRA-AT-TAHOE LLC**

This Certificate of Conversion has been duly executed and is being filed by Jeffrey J. Joyce, as an authorized person, to convert Sierra-at-Tahoe, Inc., a Delaware corporation (the "Corporation"), into Sierra-at-Tahoe LLC, a Delaware limited liability company (the "LLC"), pursuant to the Delaware Limited Liability Company Act (Del. Code tit. 6, § 18-101 et seq.) (the "DLLCA") and the General Corporation Law of the State of Delaware (Del. Code tit. 8, § 101 et seq.) (the "DGCL");

**FIRST:** The Corporation was duly incorporated in the State of Delaware pursuant to the DGCL on May 24, 1993.

**SECOND:** The name of the Corporation immediately prior to the filing of this Certificate of Conversion is "Sierra-at-Tahoe, Inc."

**THIRD:** The name of the limited liability company as set forth in the Certificate of Formation is "Sierra-at-Tahoe LLC".

**FOURTH:** The conversion of the Corporation into the LLC and the Limited Liability Company Agreement of the LLC have been approved in accordance with the provisions of Sections 228 and 266 of the DGCL and Section 18-214 of the DLLCA.

**FIFTH:** The conversion of the Corporation into the LLC shall be effective upon the filing of this Certificate of Conversion and the Certificate of Formation of the LLC with the Secretary of State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, this 12 day of October, 2010.

By: 

Name: Jeffrey J. Joyce

Title: Authorized Person