

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	Execution Date	Entity Type
Pronghorn Investors, LLC		02/10/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Pronghorn Intangibles, LLC		
Street Address:	1100 Alakea Street		
Internal Address:	25th Floor		
City:	Honolulu		
State/Country:	HAWAII		
Postal Code:	96813		
Entity Type:	LIMITED LIABILITY COMPANY: HAWAII		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3437591	PRONGHORN	
Registration Number:	3437592	PRONGHORN	
CORRESPONDENCE DATA			
Fax Number:	(212)226-1995		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-226-3946		
Email:	mdonovan@yeellp.com		
Correspondent Name:	Mary Donovan		
Address Line 1:	161 Avenue of the Americas		
Address Line 2:	Suite 1201		
Address Line 4:	New York, NEW YORK 11105		
ATTORNEY DOCKET NUMBER:	1611		
NAME OF SUBMITTER:	Derek Morales		

OP \$65.00 3437591

Signature:	/Derek Morales/
Date:	04/04/2012
Total Attachments: 4 source=General Assignment Agreement#page1.tif source=General Assignment Agreement#page2.tif source=General Assignment Agreement#page3.tif source=General Assignment Agreement#page4.tif	

GENERAL ASSIGNMENT

THIS GENERAL ASSIGNMENT (the "Assignment") is made and entered into this 10th day of February, 2012, by and between PRONGHORN INVESTORS LLC, a Delaware limited liability company, PRONGHORN VILLA PARTNERS, LLC, a Delaware limited liability company, THE PRONGHORN GOLF CLUB, LLC, a Delaware limited liability company, PRONGHORN DEVELOPMENT COMPANY LLC, a Delaware limited liability company (collectively, "Assignor"), and PRONGHORN INTANGIBLES, LLC, a Hawaii limited liability company ("Assignee").

WITNESSETH:

For and in consideration of the sum of Ten and No/100 Dollars (\$10.00), the conveyance by the Assignor to the Assignee of the improved real property located in Deschutes County, Oregon, and more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Property") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers, grants, conveys and assigns to Assignee the following (defined herein as the "Assigned Property"), to-wit:

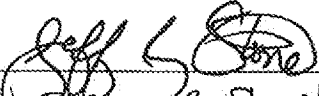
1. All of the Assignor's right, title and interest in and to all books, records, keys, permits, inventory, collateral materials, trademark rights, including, but not limited to, the marks registered with the United States Patent and Trademark Office on May 27, 2008 as registration numbers 3437591 and 3437592 respectively, licenses, websites, liquor licenses, all claims for refund of taxes or assessments or other credits, abatement or offset for any taxes or assessments related to the Property, easements and any other property, documentation, right, title or interest relating to the Property.
2. All of Assignor's right, title and interest in and to any assignable or otherwise transferable licenses, certificates of occupancy and other governmental approvals relating to the Property.
3. All of Assignor's right, title and interest in and to all warranties and guaranties assigned to or benefiting the Assignor and relating to the Property regarding the acquisition, construction, design, use, operation, management or maintenance of the Property, to the extent that the same may exist and may be assignable.

The Assigned Property is assigned subject to the liens of Pronghorn Resort LLC, a Hawaii limited liability company.

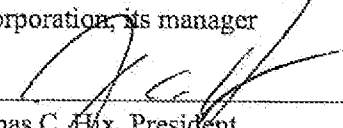
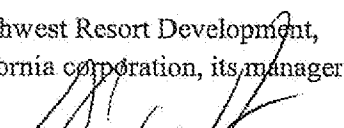
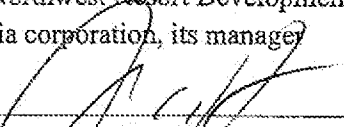
This Assignment and all rights and obligations of the parties hereunder shall be governed by, and construed and interpreted in accordance with, the laws of the State of Oregon.

This Assignment may be executed in any number of counterparts, each of which, when executed and delivered, shall be an original, and such counterparts together constitute one and the same instrument. Signature and acknowledgment pages may be detached from the counterparts and attached to a single copy of this document to physically form one document.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day and year first above written.

<p>ASSIGNEE:</p> <p>PRONGHORN INTANGIBLES, a Hawaii limited liability company</p> <p>By: <u></u> Name: <u>Jeffrey R. Stone</u> Title: <u>President</u></p>	<p>ASSIGNOR:</p> <p>PRONGHORN INVESTORS LLC, a Delaware limited liability company</p> <p>By: _____ Name: _____ Title: _____</p>
<p>ASSIGNOR:</p> <p>PRONGHORN VILLA PARTNERS, LLC, a Delaware limited liability company</p> <p>By: _____ Name: _____ Title: _____</p>	<p>ASSIGNOR:</p> <p>PRONGHORN INVESTORS LLC, a Delaware limited liability company</p> <p>By: _____ Name: _____ Title: _____</p>
<p>ASSIGNOR:</p> <p>THE PRONGHORN GOLF CLUB, LLC, a Delaware limited liability company</p> <p>By: _____ Name: _____ Title: _____</p>	<p>ASSIGNOR:</p> <p>PRONGHORN DEVELOPMENT COMPANY LLC, a Delaware limited liability company</p> <p>By: _____ Name: _____ Title: _____</p>

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day and year first above written.

<p>ASSIGNEE:</p> <p>PRONGHORN INTANGIBLES, a Hawaii limited liability company</p> <p>By: _____</p> <p>Name: _____</p> <p>Title: _____</p>	<p>ASSIGNOR:</p> <p>PRONGHORN INVESTORS LLC, a Delaware limited liability company</p> <p>By: MS-Pronghorn Holding Company, LLC, a Delaware limited liability company, its sole member</p> <p>By: HDDP Holdings, LLC, a Delaware limited liability company, its sole member</p> <p>By: Northwest Resort Development, Inc., a California corporation, its manager</p> <p>By:  _____ Thomas C. Hix, President</p>
<p>ASSIGNOR:</p> <p>PRONGHORN VILLA PARTNERS, LLC, a Delaware limited liability company</p> <p>By: Pronghorn Investors LLC, a Delaware limited liability company, its sole member</p> <p>By: MS-Pronghorn Holding Company, LLC, a Delaware limited liability company, its sole member</p> <p>By: HDDP Holdings, LLC, a Delaware limited liability company, its sole member</p> <p>By: Northwest Resort Development, Inc., a California corporation, its manager</p> <p>By:  _____ Thomas C. Hix, President</p>	<p>ASSIGNOR:</p> <p>PRONGHORN INVESTORS LLC, a Delaware limited liability company</p> <p>By: MS-Pronghorn Holding Company, LLC, a Delaware limited liability company, its sole member</p> <p>By: HDDP Holdings, LLC, a Delaware limited liability company, its sole member</p> <p>By: Northwest Resort Development, Inc., a California corporation, its manager</p> <p>By:  _____ Thomas C. Hix, President</p>

DEC-1760096-1

<p>ASSIGNOR:</p> <p>THE PRONGHORN GOLF CLUB, LLC, a Delaware limited liability company</p> <p>By: Pronghorn Investors LLC, a Delaware limited liability company, its sole member</p> <p>By: MS-Pronghorn Holding Company, LLC, a Delaware limited liability company, its sole member</p> <p>By: HDDP Holdings, LLC, a Delaware limited liability company, its sole member</p> <p>By: Northwest Resort Development, Inc., a California corporation, its manager</p> <p>By:  Thomas C. Hix, President</p>	<p>ASSIGNOR:</p> <p>PRONGHORN DEVELOPMENT COMPANY LLC, a Delaware limited liability company</p> <p>By: Pronghorn Investors LLC, a Delaware limited liability company, its sole member</p> <p>By: MS-Pronghorn Holding Company, LLC, a Delaware limited liability company, its sole member</p> <p>By: HDDP Holdings, LLC, a Delaware limited liability company, its sole member</p> <p>By: Northwest Resort Development, Inc., a California corporation, its manager</p> <p>By:  Thomas C. Hix, President</p>
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