

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMSC Killington, LLC		05/31/2013	LIMITED LIABILITY COMPANY: DELAWARE
MTB Killington, LLC		05/31/2013	LIMITED LIABILITY COMPANY: DELAWARE
SP II Resort LLC		05/31/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Killington/Pico Ski Resort Partners, LLC
Street Address:	1790 Bonanza Drive
Internal Address:	Suite W201
City:	Park City
State/Country:	UTAH
Postal Code:	84060
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3164176	KILLINGTON VERMONT
Registration Number:	1735355	KILLINGTON VERMONT
Registration Number:	3186077	RISE ABOVE
Registration Number:	4312403	
Registration Number:	4323435	KILLINGTON
Registration Number:	4334015	THE BEAST

CORRESPONDENCE DATA

Fax Number: 6023826070

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 602-382-6572
Email: enielsen@swlaw.com
Correspondent Name: Snell & Wilmer L.L.P. Eric Nielsen
Address Line 1: 400 East Van Buren Street
Address Line 2: One Arizona Center
Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER:	37173.00045
NAME OF SUBMITTER:	Eric Nielsen
Signature:	/Eric Nielsen/
Date:	05/31/2013

Total Attachments: 3

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMSC KILLINGTON, LLC", A DELAWARE LIMITED LIABILITY COMPANY,


"MTB KILLINGTON, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
"SP II RESORT LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "KILLINGTON/PICO SKI RESORT PARTNERS, LLC"
UNDER THE NAME OF "KILLINGTON/PICO SKI RESORT PARTNERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2013, AT 8:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MAY, A.D. 2013, AT 11:59 O'CLOCK P.M.

4294208 8100M

130705710




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0473520

DATE: 05-31-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005038 FRAME: 0921

STATE OF DELAWARE
CERTIFICATE OF MERGER
DOMESTIC LIMITED LIABILITY COMPANIES
(Effective May 31, 2013)

Pursuant to Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company, KILLINGTON/PICO SKI RESORT PARTNERS, LLC, a Delaware limited liability company, executed the following Certificate of Merger:

FIRST: The name, state of domicile and type of entity of each of the constituent entities is as follows: (a) KILLINGTON/PICO SKI RESORT PARTNERS, LLC, a Delaware limited liability company ("Pico"); (b) AMSC KILLINGTON, LLC, a Delaware limited liability company ("AMSC"); (c) MTB KILLINGTON, LLC, a Delaware limited liability company ("MTB"); and (d) SP II RESORT LLC, a Delaware limited liability company ("Resort").

SECOND: The Agreement and Plan of Merger, dated as of May 31, 2013, among Pico, AMSC, MTB, and Resort has been approved and executed by each of the constituent limited liability companies in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is KILLINGTON/PICO SKI RESORT PARTNERS, LLC (the "Surviving LLC").

FOURTH: The effective time and date of the merger shall be 11:59 p.m. on May 31, 2013 (the "Effective Time").

FIFTH: The Certificate of Formation of Pico as in effect immediately prior to the merger shall be the certificate of formation of the Surviving LLC without amendment as of the Effective Time.


SIXTH: The Agreement and Plan of Merger is on file at the office of the Surviving LLC at 1790 Bonanza Dr., Suite W201, Park City, Utah 84060.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, the Surviving LLC, KILLINGTON/PICO SKI RESORT PARTNERS, LLC, a Delaware limited liability company, has caused this Certificate of Merger to be signed by its duly authorized officer, on the 15th day of May 2013.

KILLINGTON/ PICO SKI RESORT PARTNERS, LLC
a Delaware limited liability company

By: KILLINGTON MOUNTAIN RESORT HOLDING COMPANY,
a Delaware corporation
Its: Managing Member

By: 
Jennifer L. Botter
Its: Senior Vice President and Chief Executive Officer