

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM368552

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Telluride Resort and Spa L.L.C.		07/23/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TSG SKI & GOLF, LLC		
<b>Street Address:</b>	565 Mountain Village Blvd.		
<b>City:</b>	Mountain Village		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	81435		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3913136	THE PEAKS	
<b>Registration Number:</b>	3038609	THE PEAKS	
<b>Registration Number:</b>	3038608	THE PEAKS RESORT & SPA	
<b>Registration Number:</b>	3006781	THE PEAKS RESORT & SPA	
<b>Registration Number:</b>	1910574	THE PEAKS AT TELLURIDE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3038630223		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	303-863-9700		
<b>Email:</b>	phirschman@sheridanross.com		
<b>Correspondent Name:</b>	Pamela N. Hirschman		
<b>Address Line 1:</b>	Sheridan Ross P.C.		
<b>Address Line 2:</b>	1560 Broadway, Suite 1200		
<b>Address Line 4:</b>	Denver, COLORADO 80202		
<b>ATTORNEY DOCKET NUMBER:</b>	8384-1		
<b>NAME OF SUBMITTER:</b>	Pamela N. Hirschman		
<b>SIGNATURE:</b>	/Pamela N. Hirschman/		
<b>DATE SIGNED:</b>	01/08/2016		

CH \$140.00 3913136

**Total Attachments: 3**

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## BILL OF SALE

KNOW BY ALL MEN THESE PRESENTS, That Telluride Resort and Spa L.L.C., a Delaware limited liability company ("Seller"), for and in consideration of \_\_\_\_\_

\_\_\_\_\_ Dollars, in hand paid, at or before the ensembling or delivery of these presents by TSG SKI & GOLF, LLC, A DELAWARE LIMITED LIABILITY COMPANY, whose address is 565 MOUNTAIN VILLAGE BLVD. MOUNTAIN VILLAGE, CO 81435 ("Buyer"), the receipt of which is hereby acknowledged, has bargained and sold, and by these presents does grant and convey unto the said Buyer, his/her/its heirs, personal representatives, successors and assigns:

- A. All furniture, furnishings, equipment, tools, appliances and other items of tangible personal property owned by Seller which are located in the Property, or which are used in connection with the Property and the Association Management Agreement ("AMA"), Rental Management Agreement ("RMA") or Unit Management Agreement ("UMA") (the "FF&E").
- B. All china, glassware and silverware, linens, uniforms, engineering, cleaning and housekeeping supplies, toiletries and all other supplies owned by which are located in the Property or used in connection with the Property and the RMA, AMA or UMA ("Supplies").
- C. All computer hardware, computer software, telecommunications, reservation and information technology systems owned by Seller and located in the Property or used in connection with the Property and the AMA, RMA or UMA (subject to the terms of any applicable third-party license or lease agreements which are disclosed to Buyer), (the "IT Systems").
- D. All food and beverages inventory (alcoholic and non-alcoholic) owned by Seller located in the Property or used in connection with the Property and the AMA, RMA or UMA (the "F&B").
- E. All telephone numbers and facsimile numbers assigned to the Property or used in connection with the Property.
- F. Ownership of all code, domain names, images and video assets, as well as administrative control to the hosting account required for the continued operation of ThePeaksResort.com website and ThePeaksResort.com/spa microsite, ThePeaksResortTelluride.com, as well as all website addresses, including "Peaksresort.com" (except for any websites owned and operated by GH), tradenames, trademarks, goodwill, supplies and printed materials related to "The Peaks," "Peaks Hotel", "Peaks Resort" "Peaks Resort & Spa" "Telluride Resort & Spa" and any similar names.

All tangible and intangible personal property that is currently used by Seller or an affiliate of Seller in connection with the Property and the AMA, RMA or UMA that is appurtenant to and/or located in the Units more particularly described on attached Exhibit "A" and not otherwise designated as a Common Element or Limited Common Element in the Declaration and/or Map for The Doral Telluride Resort and Spa, a Condominium, Mountain Village, Colorado. Title to any FF&E designated as a Common Element or Limited Common Element shall vest in The Peaks Owners Association, Inc., a Colorado nonprofit corporation ("Association").

And see the attached Inventory List for the Spa FF&E and Commercial FF&E, incorporated herein by this reference

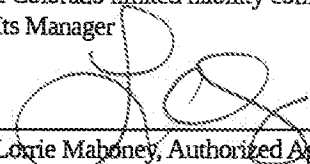
TO HAVE AND TO HOLD the same unto the said Buyer, his/her/its heirs, personal representatives, successors and assigns, forever.

When used herein shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Dated and made effective as of July 23, 2015.

Telluride Resort and Spa L.L.C.,  
a Delaware limited liability company

By: Peaks Capital Partners, LLC,  
a Colorado limited liability company,  
Its Manager

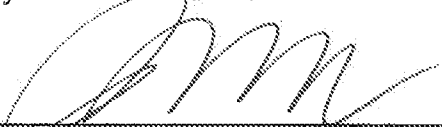
  
\_\_\_\_\_  
Lorrie Mahoney, Authorized Agent

Date: 7/23/15

STATE OF COLORADO     )  
  ) ss.  
COUNTY OF SAN MUGUEL )

Subscribed to and sworn to before me this day of July 23, 2015, by Lorrie Mahoney as Authorized Agent of Peaks Capital Partners, LLC, the Manager of Telluride Resort and Spa L.L.C.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 06/28/16

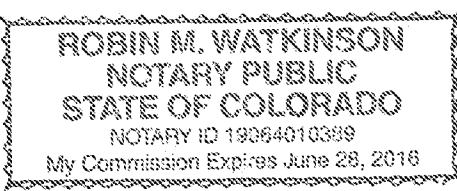


Exhibit "A"

PARCEL 1:

(RESIDENTIAL) CONDOMINIUM UNITS 201, 203, 205 AND (COMMERCIAL) CONDOMINIUM UNITS 2, 3, 3A, 3B, 4, 5, 6, 7, 8, 9, 10 AND 12, THE DORAL TELLURIDE RESORT AND SPA, A CONDOMINIUM, ACCORDING TO THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR THE DORAL TELLURIDE RESORT AND SPA, A CONDOMINIUM, RECORDED MAY 29, 1992 IN BOOK 492 AT PAGE 938; FIRST SUPPLEMENT THERETO RECORDED MARCH 16, 1993 IN BOOK 507 AT PAGE 974; SECOND SUPPLEMENT THERETO RECORDED JUNE 11, 1993 IN BOOK 512 AT PAGE 337; THIRD SUPPLEMENT THERETO RECORDED JUNE 30, 1994 IN BOOK 531 AT PAGE 698; FOURTH SUPPLEMENT THERETO RECORDED JANUARY 20, 1998 UNDER RECEPTION NO. 316647; FIFTH SUPPLEMENT THERETO RECORDED FEBRUARY 3, 2006 UNDER RECEPTION NO. 381269; AND THE FIRST AMENDMENT THERETO RECORDED MARCH 14, 2011 UNDER RECEPTION NO. 416901, NOTICE OF SCRIVENER'S ERROR CORRECTION RECORDED DECEMBER 9, 2014 UNDER RECEPTION NO. 435601, AS MAY BE FURTHER AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME; AND ACCORDING TO THAT FIRST AMENDED CONDOMINIUM PLAT FOR DORAL TELLURIDE RESORT AND SPA, A CONDOMINIUM RECORDED JUNE 26, 1992 IN PLAT BOOK 1 AT PAGE 1315; FIRST SUPPLEMENT THERETO RECORDED MARCH 16, 1993 IN PLAT BOOK 1 AT PAGE 1459; SECOND SUPPLEMENT THERETO RECORDED MARCH 16, 1993 IN PLAT BOOK 1 AT PAGE 1460; THIRD SUPPLEMENT THERETO RECORDED JUNE 11, 1993 IN PLAT BOOK 1 AT PAGE 1496; FOURTH SUPPLEMENT THERETO RECORDED JUNE 30, 1994 IN PLAT BOOK 1 AT PAGE 1692; THE FIFTH SUPPLEMENT THERETO RECORDED DECEMBER 28, 1994 IN PLAT BOOK 1 AT PAGE 1791; THE SIXTH SUPPLEMENT THERETO RECORDED FEBRUARY 27, 1995 IN PLAT BOOK 1 AT PAGE 1799; THE SEVENTH SUPPLEMENT THERETO RECORDED FEBRUARY 6, 1996 IN PLAT BOOK 1 AT PAGE 1994; THE EIGHTH SUPPLEMENT THERETO RECORDED SEPTEMBER 3, 1996 IN PLAT BOOK 1 AT PAGE 2104; THE NINTH SUPPLEMENT THERETO RECORDED APRIL 5, 2001 IN PLAT BOOK 1 AT PAGE 2875; THE TENTH SUPPLEMENT THERETO RECORDED FEBRUARY 3, 2006 IN PLAT BOOK 1 AT PAGE 3619; THE SECOND AMENDMENT THERETO RECORDED MARCH 14, 2011 IN PLAT BOOK 1 AT PAGE 4441; AND THIRD SUPPLEMENT/AMENDMENT TO THE CONDOMINIUM PLAT FOR DORAL TELLURIDE RESORT AND SPA RECORDED July 24, 2015 IN PLAT BOOK 71 AT PAGE 4743 AS MAY BE FURTHER AMENDED AND/OR SUPPLEMENTED FROM TIME TO TIME; COUNTY OF SAN MIGUEL, STATE OF COLORADO.

PARCEL 2:

NON-EXCLUSIVE EASEMENTS FOR ACCESS, INGRESS AND EGRESS, AND FOR ENCRACHMENTS, AS SET FORTH AND GRANTED IN AMENDED AND RESTATED GENERAL DECLARATION RECORDED DECEMBER 11, 2002 UNDER RECEPTION NO. 353668.

PARCEL 3:

NON-EXCLUSIVE EASEMENTS FOR PEDESTRIAN ACCESS; FOR CONSTRUCTION, OPERATION AND MAINTENANCE OF A BRIDGE, LANDSCAPING AND RELATED IMPROVEMENTS; FOR CONSTRUCTION, OPERATION AND MAINTENANCE OF IMPROVEMENTS RELATING TO SKIER AND PEDESTRIAN ACCESS; FOR GOLF CART AND PEDESTRIAN ACCESS; FOR PEDESTRIAN ACCESS AND FOR CONSTRUCTION, OPERATION, MAINTENANCE OF TENNIS COURTS AND RELATED LANDSCAPING, AND; FOR PROTECTION OF VIEWS AND OPEN SPACE; ALL AS SET FORTH AND GRANTED IN WARRANTY DEED RECORDED MARCH 8, 1990 IN BOOK 463 AT PAGE 573.