

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM432250

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spruce Peak Realty, LLC		06/07/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	VR US Holdings II, LLC		
Street Address:	390 Interlocken Crescent		
Internal Address:	Suite 1000		
City:	Broomfield		
State/Country:	COLORADO		
Postal Code:	80021		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1752944	STOWE	
Registration Number:	1821752	STOWE MOUNTAIN RESORT	
CORRESPONDENCE DATA			
Fax Number:	2066826031		
<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>			
Phone:	2066224900		
Email:	jeremyb@seedip.com		
Correspondent Name:	Seed IP Law Group LLP		
Address Line 1:	701 Fifth Avenue		
Address Line 2:	Suite 5400		
Address Line 4:	Seattle, WASHINGTON 98104		
NAME OF SUBMITTER:	Marc C. Levy		
SIGNATURE:	/Marc C. Levy/		
DATE SIGNED:	06/22/2017		
Total Attachments: 7			
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INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (this “Assignment”) is made this 7th day of June, 2017, by and between Spruce Peak Realty, LLC, a Delaware limited liability company (“Seller”), and VR US Holdings II, LLC, a Delaware limited liability company (“Buyer”).

WHEREAS, Seller uses in connection with its business (i) the registered marks identified on Schedule A attached hereto and the goodwill associated therewith and symbolized thereby (the “Marks”), (ii) the domain names identified on Schedule A attached hereto (the “Domain Names”), and (iii) common law rights in and to the Marks (together with the Marks and the Domain Names, the “IP”);

WHEREAS, subject to the Agreement (as defined below), Seller desires to assign, transfer, convey and deliver all of its right, title and interest throughout the world in and to the IP to Buyer;

WHEREAS, on June 6, 2017, pursuant to an Assignment Agreement, VR US Holdings, Inc., a Delaware corporation (“VRUSH”), assigned to Buyer, and Buyer accepted from VRUSH, certain of VRUSH’s rights, title and interest in and to the Agreement (as defined below); and

WHEREAS, subject to the Agreement, Seller and Buyer are hereby effecting such assignment, transfer, conveyance and delivery of all of the right, title and interest of Seller throughout the world in and to the IP.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller and Buyer agree as follows:

1. Seller has assigned, and hereby assigns, transfers, conveys and delivers, to Buyer, subject to the Agreement (as defined below), all right, title and interest of Seller throughout the world in and to the IP, the same to be held and enjoyed by Buyer, its successors and assigns.
2. Seller further assigns to Buyer all of Seller’s right to sue for and receive all damages accruing from past, present or future infringements of the IP.
3. This Assignment shall be binding upon Seller, its successors and assigns and all others acting by, through, with or under their direction, and all those in privity therewith.
4. This Assignment is given pursuant to that certain Asset Purchase Agreement by and among Mt. Mansfield Company, Inc., a Vermont corporation, VRUSH and, solely for the purposes of Section 10.15 of the Agreement, Seller, and effective as of February 17, 2017 (as the same may be amended, restated, and/or supplemented from time to time, the “Agreement”), and is subject to the terms thereof. This Assignment shall not be construed to amend the terms of the Agreement nor limit, alter, impair, enlarge or enhance the rights thereunder of the parties thereto. This Assignment is given solely for the purpose of separately evidencing the transactions contemplated by the Agreement. Without limiting the generality of the foregoing, nothing contained herein shall relieve or release the parties to the Agreement from any of their respective covenants, obligations or duties under the Agreement, it being the intention of such parties that

such covenants, obligations and duties shall survive the execution and delivery of this Assignment except to the extent otherwise expressly provided in the Agreement.

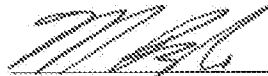
[The rest of this page has been left blank intentionally; the signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed, sealed and delivered the day and year first above written.

VR US HOLDINGS II, LLC,
a Delaware limited liability company

By: VR US HOLDINGS, INC., a Delaware
corporation, its Sole Member

By:



Name: Michael Z. Barkin

Title: Executive Vice President and
Chief Financial Officer

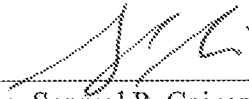
[Signature Page to Intellectual Property Assignment Agreement]

TRADEMARK
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SPRUCE PEAK REALTY, LLC,
a Delaware limited liability company

By: MT. MANSFIELD COMPANY, INC.,
a Vermont corporation, its Sole Member

By:


Name: Samuel P. Gaines
Title: Vice President


[Signature Page to Intellectual Property Assignment Agreement]

TRADEMARK
REEL: 006089 FRAME: 0718

SCHEDULE A

TRADEMARKS AND DOMAIN NAMES

TRADEMARKS

TM/AN/RN/Disclaimer	Status/Key Dates	Owner Information	Full Goods/Services
 RN: 1752944 SN: 74250417	Int'l Class: 41 First Use: 1955 Filed: February 28, 1992 Application Published: November 24, 1992 Registered: February 16, 1993	Spruce Peak Realty, LLC (DELAWARE LIMITED LIABILITY COMPANY) 7320 Mountain Road Stowe, Vermont 05672 USA	(Int'l Class: 41) year-round recreational services; namely, providing facilities for skiing, hiking, sight-seeing, golfing, tennis, swimming, alpine sliding, and summer concerts; and amusement centers
<u>STOWE MOUNTAIN RESORT</u> RN: 1821752 SN: 74260175 Disclaimer: "MOUNTAIN RESORT"	Int'l Class: 41 First Use: February 12, 1992 Filed: March 30, 1992 Application Published: November 23, 1993 Registered: February 15, 1994	Spruce Peak Realty, LLC (DELAWARE LIMITED LIABILITY COMPANY) 7320 Mountain Road Stowe, Vermont 05672 USA	(Int'l Class: 41) year-round recreational services; namely, providing facilities for skiing, hiking, sight-seeing, golfing, tennis, swimming, alpine slide, summer concerts, amusement centers

DOMAIN NAMES

Name	Registration Date	Registry Expiry Date	Registrant	Address
13pitch.com	13-Apr-2000	13-Apr-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
naturallyvermontsbest.com	02-Jan-2008	02-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
ridestowe.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
spruce-peak.com	13-Apr-2000	05-May-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
sprucepeaksports.com	10-Jul-2006	10-Jul-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowe-reservations.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowe-resort.net	27-Apr-2006	27-Apr-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672

Name	Registration Date	Registry Expiry Date	Registrant	Address
stowe.biz	27-Mar-2002	26-Mar-2017	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowe.com	01-Mar-1995	02-Mar-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowe.info	09-Aug-2001	09-Aug-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowe.us	24-Apr-2002	23-Apr-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stoweadventure.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowecardpoints.com	14-Mar-2006	14-Mar-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowegrouppreservations.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowegroups.com	19-Mar-2001	19-Mar-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stoweinsideline.com	14-Nov-2005	14-Nov-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stoweinsidersguide.com	15-Jul-2002	15-Jul-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowelessons.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowemagazine.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowemountainresort.com	29-Jun-2000	29-Jun-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowemountainresort.mobi	12-Feb-2007	12-Feb-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowenaturallyvermontsbest.com	02-Jan-2008	02-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stoweonestore.com	04-Nov-2005	04-Nov-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowerentals.net	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672

Name	Registration Date	Registry Expiry Date	Registrant	Address
stowereservations.net	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stoweresort.net	27-Apr-2006	27-Apr-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowetv.com	11-Jan-2001	11-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stovevacationrewards.com	23-Nov-2004	23-Nov-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowked.com	08-Dec-2006	08-Dec-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowked.net	08-Dec-2006	08-Dec-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowked.org	08-Dec-2006	08-Dec-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
stowked.tv	04-Jan-2007	04-Jan-2019	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672
visitstowe.com	29-Nov-2001	29-Nov-2018	Spruce Peak Realty, LLC	7320 Mountain Road Stowe, Vermont 05672