

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473577

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECOND LIEN TRADEMARK SECURITY AGREEMENT
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BOYNE USA, INC.		05/07/2018	Corporation: MICHIGAN
BIG SKY RESORT, LLC		05/07/2018	Limited Liability Company: MICHIGAN
SUNDAY RIVER SKIWAY CORPORATION		05/07/2018	Corporation: MAINE
SKI LIFTS, INC.		05/07/2018	Corporation: WASHINGTON
LOON MOUNTAIN RECREATION CORPORATION		05/07/2018	Corporation: NEW HAMPSHIRE
SUGARLOAF MOUNTAIN CORPORATION		05/07/2018	Corporation: MAINE

RECEIVING PARTY DATA

Name:	WILMINGTON TRUST, N.A., AS SECOND PRIORITY COLLATERAL AGENT
Street Address:	50 SOUTH SIXTH STREET, SUITE 1290
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Registration Number:	5309362	GATLINBURG SKY LIFT
Registration Number:	5169687	INN AT BAY HARBOR
Registration Number:	5288724	INN AT BAY HARBOR
Registration Number:	4678805	BIGGEST SKIING IN AMERICA
Registration Number:	4678806	BIGGEST SKIING IN AMERICA
Registration Number:	4464812	NORTH AMERICAN WIFE CARRYING CHAMPIONSHI
Registration Number:	5354512	SUNDAY RIVER REAL ESTATE
Registration Number:	4095918	BOYNE ADVENTURES
Registration Number:	4095919	BOYNE ADVENTURES

OP \$1115.00 5309362

Property Type	Number	Word Mark
Registration Number:	3487126	BOYNE WHAT ARE YOU UP FOR?
Registration Number:	3368724	WHAT ARE YOU UP FOR?
Registration Number:	3775111	WHAT ARE YOU UP FOR?
Registration Number:	3775112	BOYNE WHAT ARE YOU UP FOR?
Registration Number:	3182130	AMERICA'S BIGGEST SKIING
Registration Number:	3182131	BIGGEST SKIING IN AMERICA
Registration Number:	3188970	SUNDAY RIVER
Registration Number:	3188971	
Registration Number:	2930334	BIG S
Registration Number:	2915942	JUST AROUND THE CORNER...A MILLION MILES
Registration Number:	2967767	LOON
Registration Number:	2938659	LOON
Registration Number:	2853000	LOON
Registration Number:	2853001	LOON
Registration Number:	2853002	
Registration Number:	2763724	SUNDAY RIVER
Registration Number:	4918019	FIND YOUR HAPPY PLACE
Registration Number:	4873822	SOMEDAY BIGGER
Registration Number:	2439724	BIG SKY RESORT
Registration Number:	2055536	BIG SKY CENTRAL RESERVATIONS
Registration Number:	2439725	BIG SKY SKI AND SUMMER RESORT
Registration Number:	2439726	BIG SKY MONTANA
Registration Number:	2439727	BIG SKY MONTANA
Registration Number:	1946833	THE EDGE
Registration Number:	1967517	SUPERQUAD
Registration Number:	4131706	BRACKETT BASIN
Registration Number:	5168614	DOWNHILL SUPPLY CO.
Registration Number:	4131701	KING OF SPRING
Registration Number:	4131703	
Registration Number:	4131705	
Registration Number:	5234817	SUGARLOAF MAINE DOWNHILL SUPPLY CO
Registration Number:	1885380	BRIGHTON SKI RESORT
Registration Number:	4263386	LOON MOUNTAIN NH
Serial Number:	86912197	GATLINBURG SKY ZIP
Serial Number:	86892673	GATLINBURG SKY PARK

CORRESPONDENCE DATA

Fax Number: 8004947512

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.

Phone: 202-370-4750
Email: ipteam@cogencyglobal.com
Correspondent Name: Melony Sot
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: COGENCY GLOBAL INC.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F176897 Boyne USA 2L
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NAME OF SUBMITTER:	Annette Vera
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SIGNATURE:	/Annette Vera/
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DATE SIGNED:	05/11/2018
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Total Attachments: 11

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SECOND LIEN TRADEMARK SECURITY AGREEMENT

This SECOND LIEN TRADEMARK SECURITY AGREEMENT, dated as of May 7, 2018 (this “Trademark Security Agreement”), by and among BOYNE USA, INC., a Michigan corporation (the “Borrower”), certain Subsidiaries of the Borrower as identified on the signature pages hereto (such Subsidiaries, collectively with the Borrower, the “Grantors”) and WILMINGTON TRUST, NATIONAL ASSOCIATION (“Wilmington Trust”), as Second Priority Collateral Agent (the “Collateral Agent”).

Reference is made to (a) the Indenture dated as of April 11, 2018 (as amended, supplemented or otherwise modified from time to time, the “Indenture”) between the Borrower, as issuer, and Wilmington Trust, National Association, as trustee (the “Trustee”) and (b) the Second Lien Collateral Agreement dated as of May 7, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), by and among the Borrower, Boyne Properties, Inc., a Michigan corporation, the other Grantors from time to time party thereto and Wilmington Trust, as Collateral Agent. It is a condition to the issuance of the Notes that payment shall be secured by, among other things, a security interest in favor of the Collateral Agent for the benefit of the Second Priority Secured Parties in the Collateral. Each Grantor will receive substantial direct and indirect benefits from the execution, delivery and performance of the obligations under the Indenture and the Notes and each is, therefore, willing to enter into this Trademark Security Agreement. Accordingly, the parties hereto agree as follows:

SECTION 1. Defined Terms. Each capitalized term used but not otherwise defined herein shall have the meaning specified in the Indenture or the Collateral Agreement, as applicable. The rules of construction specified in Section 1.3 of the Collateral Agreement also apply to this Trademark Security Agreement, *mutatis mutandis*.

SECTION 2. Grant of Security Interest in Trademark Collateral. As security for the payment and performance in full of the Second Priority Obligations, each Grantor pursuant to the Collateral Agreement did, and hereby does, grant to the Collateral Agent, its successors and assigns, for the benefit of the Second Priority Secured Parties, a security interest in all of such Grantor’s right, title and interest in the following assets now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time hereafter may acquire any right, title or interest (the “Trademark Collateral”):

(a) (i) all trademarks, trade names, corporate names, company names, business names, fictitious business names, internet domain names, trade styles, service marks, logos, other business identifiers, whether registered or unregistered, designs and general intangibles of like nature, all registrations and recordings thereof, and all applications in connection therewith (other than each application to register any trademark or service mark prior to the filing under Applicable Law of a verified statement of use for such trademark or service mark) anywhere in the world, including those listed in Schedule I, (ii) all extensions, divisionals and renewals of any of the foregoing, (iii) all income, royalties, damages and payments now or hereafter due and/or payable under any of the foregoing or with respect to any of the foregoing, including damages or payments for past, present or future infringements of any of the foregoing,

(iv) the right to sue for past, present or future infringements of any of the foregoing and (v) all rights corresponding to any of the foregoing (including the goodwill and all other assets, rights and interests that uniquely reflect or embody such goodwill) throughout the world;

(b) all Trademark Licenses under which any Grantor is a licensee, including, those referred to in Schedule I; and

(c) all Proceeds with respect to any of the foregoing.

SECTION 3. Collateral Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.


SECTION 4. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts (and by different parties hereto in separate counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page to this Trademark Security Agreement by facsimile or in electronic (*i.e.*, “pdf” or “tif”) form shall be effective as delivery of a manually executed counterpart of this Trademark Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Trademark Security Agreement to be executed and delivered by their duly authorized officers as of the date first set forth above.

Very truly yours,


BOYNE USA, INC.

By: 
Name: Roland Andreasson
Title: Chief Financial Office


BIG SKY RESORT, LLC

By: 
Name: Roland Andreasson
Title: Chief Financial Officer


SKI LIFTS, INC.

By: 
Name: Roland Andreasson
Title: Chief Financial Officer

SUNDAY RIVER SKIWAY CORPORATION

By: 
Name: Roland Andreasson
Title: Chief Financial Officer

LOON MOUNTAIN RECREATION CORPORATION

By: 
Name: Roland Andreasson
Title: Chief Financial Officer

SUGARLOAF MOUNTAIN CORPORATION

By: 

Name: Roland Andreasson

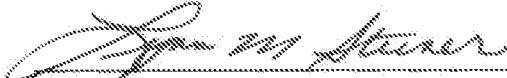
Title: Chief Financial Officer

[Signature Page to Second Lien Trademark Security Agreement]

TRADEMARK
REEL: 006329 FRAME: 0522

Accepted and Agreed:

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Collateral Agent

By: 
Name: Lynn M. Steiner
Title: Vice President



[Signature Page to Second Lien Trademark Security Agreement]



SCHEDULE I

Trademarks (US Federal):

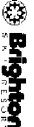
Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
GATLINBURG SKY LIFT <small>GATLINBURG SKY ZIP</small>	Reg 5309362	BOYNE USA, INC.	App 15-SEP-2016	Reg 17-OCT-2017
INN AT BAY HARBOR <small>GATLINBURG SKY ZIP</small>	Reg 5169687	BOYNE USA, INC.	App 20-APR-2016	Reg 28-MAR-2017
INN AT BAY HARBOR <small>INN AT BAY HARBOR</small>	Reg 5288724	BOYNE USA, INC.	App 20-APR-2016	Reg 19-SEP-2017
GATLINBURG SKY ZIP <small>GATLINBURG SKY ZIP</small>	App 86912197	BOYNE USA, INC.	App 18-FEB-2016	N/A
GATLINBURG SKY PARK <small>GATLINBURG SKY PARK</small>	App 86892673	BOYNE USA, INC.	App 01-FEB-2016	N/A
BIGGEST SKIING AMERICA <small>BIGGEST SKIING AMERICA</small>	Reg 4678805	BIG SKY RESORT, LLC	App 23-JUN-2014	Reg 27-JAN-2015
BIGGEST SKIING AMERICA <small>BIGGEST SKIING AMERICA</small>	Reg 4678806	BIG SKY RESORT, LLC	App 23-JUN-2014	Reg 27-JAN-2015
NORTH AMERICAN WIFE CARRYING	Reg 4464812	SUNDAY RIVER SKIWAY	App 09-NOV-2012	Reg 14-JAN-2014

Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
CHAMPIONSHIP <small>AMERICAN CHAMPIONSHIP</small>		CORPORATION		
SUNDAY RIVER REAL ESTATE	Reg 5354512	SUNDAY RIVER SKIWAY CORPORATION	App 05-May-2017	Reg 12-DEC-2017
BOYNE ADVENTURES <small>BOYNE ADVENTURES</small>	Reg 4095918	BOYNE USA, INC.	App 07-JUN-2011	Reg 07-FEB-2012
BOYNE ADVENTURES <small>BOYNE ADVENTURES</small>	Reg 4095919	BOYNE USA, INC.	App 07-JUN-2011	Reg 07-FEB-2012
BOYNE WHAT ARE YOU UP FOR? BOYNE <small>BOYNE USA, INC.</small>	Reg 3487126	BOYNE USA, INC.	App 08-MAY-2007	Reg 19-AUG-2008
WHAT ARE YOU UP FOR? <small>BOYNE USA, INC.</small>	Reg 3368724	BOYNE USA, INC.	App 08-MAY-2007	Reg 15-JAN-2008
WHAT ARE YOU UP FOR? <small>BOYNE USA, INC.</small>	Reg 3775111	BOYNE USA, INC.	App 08-MAY-2007	Reg 13-APR-2010
BOYNE WHAT ARE YOU UP FOR? BOYNE <small>BOYNE USA, INC.</small>	Reg 3775112	BOYNE USA, INC.	App 08-MAY-2007	Reg 13-APR-2010
AMERICA'S BIGGEST SKIING <small>AMERICAN CHAMPIONSHIP</small>	Reg 3182130	BIG SKY RESORT, LLC	App 28-MAR-2006	Reg 05-DEC-2006

Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
BIGGEST SKIING IN AMERICA <small>REGISTERED TRADEMARK OF SKIWAY</small>	Reg 3182131	BIG SKY RESORT, LLC	App 28-MAR-2006	Reg 05-DEC-2006
SUNDAY RIVER <small>SKIWAY RIVER</small>	Reg 3188970	SUNDAY RIVER SKIWAY CORPORATION	App 15-JUL-2005	Reg 26-DEC-2006
 BIG S <small>SKIWAY RIVER</small>	Reg 3188971	SUNDAY RIVER SKIWAY CORPORATION	App 15-JUL-2005	Reg 26-DEC-2006
Reg 2930334	SKI LIFTS, INC.	App 03-FEB-2004	Reg 08-MAR-2005	
JUST AROUND THE CORNER...A MILLION MILES AWAY! <small>JUST AROUND THE CORNER...A MILLION MILES AWAY!</small>	Reg 2915942	SKI LIFTS, INC.	App 29-JAN-2004	Reg 04-JAN-2005
LOON <small>LOON MOUNTAIN RECREATION CORPORATION</small>	Reg 2967767	LOON MOUNTAIN RECREATION CORPORATION	App 28-APR-2003	Reg 12-JUL-2005
LOON <small>LOON MOUNTAIN RECREATION CORPORATION</small>	Reg 2938659	LOON MOUNTAIN RECREATION CORPORATION	App 28-APR-2003	Reg 05-APR-2005
 LOON	Reg 2853000	LOON MOUNTAIN RECREATION CORPORATION	App 28-APR-2003	Reg 15-JUN-2004
LOON	Reg 2853001	LOON MOUNTAIN RECREATION CORPORATION	App 28-APR-2003	Reg 15-JUN-2004

Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
	Reg 2853002	LOON MOUNTAIN RECREATION CORPORATION	App 28-APR-2003	Reg 15-JUN-2004
	Reg 2763724	SUNDAY RIVER SKIWAY CORPORATION	App 03-JUN-2002	Reg 16-SEP-2003
FIND YOUR HAPPY PLACE	Reg 4918019	SUNDAY RIVER SKIWAY CORPORATION	App 13-MAY-2015	Reg 15-MAR-2016
SOMEDAY BIGGER	Reg 4873822	SUNDAY RIVER SKIWAY CORPORATION	App 13-MAY-2015	Reg 22-DEC-2015
BIG SKY RESORT 	Reg 2439724	BIG SKY RESORT, LLC	App 15-JUL-1996	Reg 03-APR-2001
BIG SKY CENTRAL RESERVATIONS	Reg 2055536	BIG SKY RESORT, LLC	App 15-JUL-1996	Reg 22-APR-1997
BIG SKY SKI AND SUMMER RESORT	Reg 2439725	BIG SKY RESORT, LLC	App 15-JUL-1996	Reg 03-APR-2001
BIG SKY MONTANA	Reg 2439726	BIG SKY RESORT, LLC	App 15-JUL-1996	Reg 03-APR-2001

Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
				
BIG SKY MONTANA	Reg 2439727	BIG SKY RESORT, LLC	App 15-JUL-1996	Reg 03-APR-2001
				
THE EDGE	Reg 1946833	SUNDAY RIVER SKIWAY CORPORATION	App 03-FEB-1995	Reg 09-JAN-1996
				
SUPERQUAD	Reg 1967517	SUGARLOAF MOUNTAIN CORPORATION	App 20-DEC-1994	Reg 09-APR-1996
BRACKETT BASIN	Reg 4131706	SUGARLOAF MOUNTAIN CORPORATION	App 23-AUG-2011	Reg 24-APR-2012
DOWNHILL SUPPLY CO.	Reg 5168614	SUGARLOAF MOUNTAIN CORPORATION	App 12-FEB-2016	Reg 21-MAR-2017
KING OF SPRING	Reg 4131701	SUGARLOAF MOUNTAIN CORPORATION	App 23-AUG-2011	Reg 24-APR-2012
SUGARLOAF and Crown Logo	Reg 4131703	SUGARLOAF MOUNTAIN CORPORATION	App 23-AUG-2011	Reg 24-APR-2012
SUGARLOAF Logo	Reg 4131705	SUGARLOAF MOUNTAIN CORPORATION	App 23-AUG-2011	Reg 24-APR-2012
SUGARLOAF MAINE	Reg 5234817	SUGARLOAF MOUNTAIN	App 12-FEB-2016	Reg 4-JUL-2017

Trademark	Registration/Application Number	Owner	Filing Date	Registration Date
DOWNHILL SUPPLY CO & Design		CORPORATION		
BRIGHTON RESORT 	Reg 1885380	BOYNE USA, INC.	App 07-MAR-1994	Reg 21-MAR-1995
LOON MOUNTAIN NH & Design	Reg 4263386	LOON MOUNTAIN RECREATION CORPORATION	App 31-OCT-2011	Reg 25-DEC-2012

Trademarks Licenses: None.