

02-01-2001



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner v.

The attached original documents or copy thereof.

1. Name of conveying party(ies):

Grand Targhee Incorporated

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- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 19, 2000

2. Name and address of receiving party(ies)

Name: Booth Creek Ski Holdings, Inc.

Internal Address:

Street Address: 1000 S. Frontage Rd Waa  
City: Vail State: CO ZIP: 81657

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/135,923

B. Trademark Registration No.(s)

2,288,354

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

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6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath

*[Signature]*  
Signature

7/24/00  
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK  
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GRAND TARGHEE INCORPORATED", A DELAWARE CORPORATION, WITH AND INTO "BOOTH CREEK SKI HOLDINGS, INC." UNDER THE NAME OF "BOOTH CREEK SKI HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0508090

DATE: 06-20-00

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**GRAND TARGHEE INCORPORATED, A DELAWARE CORPORATION**

**INTO**

**BOOTH CREEK SKI HOLDINGS, INC., A DELAWARE CORPORATION**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

Booth Creek Ski Holdings, Inc., a Delaware corporation (the "Company"),  
**DOES HEREBY CERTIFY:**

**FIRST:** That the Company is incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Company owns all of the outstanding shares of each class of the capital stock of Grand Targhee Incorporated, a Delaware corporation ("Subsidiary").

**THIRD:** That the Company, by resolutions duly adopted by its Board of Directors and deemed effective on the 21<sup>st</sup> day of March, 2000 (the "Resolutions"), determined to merge with and into itself Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware, effective on the filing date of this certificate of ownership and merger on the conditions set forth in such Resolutions. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Resolutions:

**NOW, THEREFOR, BE IT RESOLVED,** that the Board of Directors hereby certifies that the transaction contemplated by the Asset Purchase Agreement, which is an Affiliate Transaction as defined in the Indenture, complies with the requirements set forth in section 4.11(a)(ii) of the Indenture in that such transaction is upon terms that are fair and reasonable to the Company and such terms are at least as favorable as the terms which could be obtained by the Company in a comparable transaction made on an arm's-length basis between unaffiliated parties; and

**BE IT FURTHER RESOLVED,** that the Board of Directors hereby authorizes and empowers the President and/or any Executive Vice President of the Company, acting on behalf of the Company, to execute and deliver the Transaction Papers in such form and with terms and provisions and reflecting such changes as the executing officer shall deem necessary or advisable and hereby approves the execution and delivery of the Transaction Papers and any and all ancillary documents, applications, instruments, agreements, certificates, assignments, related documents, reports, schedules, amendments, modifications, waivers and/or other documents relating to the Transaction Papers deemed necessary or advisable by the executing officer to carry out the transactions contemplated by the Asset

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Purchase Agreement and the performance of all of the Company's obligations under the Transaction Papers.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be exercised by its duly authorized officer this 11<sup>th</sup> day of May, 2000.

BOOTH CREEK SKI HOLDINGS, INC., a  
Delaware corporation

BY: [Signature]

NAME: Elizabeth J. Cole

ITS: Executive Vice President/CFO

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RECORDED: 07/28/2000

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