

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM473576

|                              |   |
|------------------------------|---|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                          |
| <b>NATURE OF CONVEYANCE:</b> | FIRST LIEN TRADEMARK SECURITY AGREEMENT |
| <b>SEQUENCE:</b>             | 1                                       |

## 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

|                        |  |
|------------------------|--|
| <b>Name:</b>           | WELLS FARGO BANK, NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT |
| <b>Street Address:</b> | 1700 LINCOLN STREET, 3RD FLOOR                                 |
| <b>City:</b>           | Denver   |
| <b>State/Country:</b>  | COLORADO   |
| <b>Postal Code:</b>    | 80203  |
| <b>Entity Type:</b>    | Association: UNITED STATES                                     |

## PROPERTY NUMBERS Total: 44

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

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| 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 1L

**NAME OF SUBMITTER:** Annette Vera

**SIGNATURE:** /Annette Vera/

**DATE SIGNED:** 05/11/2018

**Total Attachments: 11**

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## FIRST LIEN TRADEMARK SECURITY AGREEMENT

This FIRST 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 WELLS FARGO BANK, NATIONAL ASSOCIATION (“Wells Fargo Bank”), as Administrative Agent (as defined below).

Reference is made to (a) the Credit Agreement, dated as of May 7, 2018, (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), by and among the Borrower, the Lenders and Issuing Lenders from time to time party thereto (collectively, the “Lenders”) and Wells Fargo Bank, as administrative agent for the Lenders (the “Administrative Agent”) and (b) the First 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 Wells Fargo Bank, as Administrative Agent. The Lenders and the Issuing Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders and the Issuing Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Trademark Security Agreement. The Grantors party hereto (other than the Borrower) are Subsidiaries of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Trademark Security Agreement in order to induce the Lenders and the Issuing Lenders to extend such credit. 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 Credit Agreement or the Collateral Agreement, as applicable. The rules of construction specified in Section 1.2 (except Section 1.2(g)) of the Credit 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 Secured Obligations, each Grantor pursuant to the Collateral Agreement did, and hereby does, grant to the Administrative Agent, its successors and assigns, for the benefit of the 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 Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative 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

*[Signature Page to First Lien Trademark Security Agreement]*

**TRADEMARK**  
**REEL: 006386 FRAME: 0199**

SUGARLOAF MOUNTAIN CORPORATION

By: 

Name: Roland Andreasson

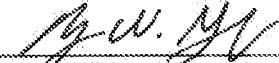
Title: Chief Financial Officer

*[Signature Page to First Lien Trademark Security Agreement]*

**TRADEMARK**  
**REEL: 006386 FRAME: 0200**

Accepted and Agreed:

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Administrative Agent

By:   
Name: ROGER W. GODFREY  
Title: VICE PRESIDENT

*[Signature Page to First Lien Trademark Security Agreement]*



SCHEDULE I

Trademarks (US Federal):


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

| Trademark  | Registration/Application Number | Owner                           | Filing Date     | Registration Date |
|--|---------------------------------|---------------------------------|-----------------|-------------------|
| CHAMPIONSHIP<br><small>CLASSIFIED BY USPTO</small>             |                                 | CORPORATION                     |                 |                   |
| SUNDAY RIVER REAL ESTATE                                       | Reg 5354512                     | SUNDAY RIVER SKIWAY CORPORATION | App 05-May-2017 | Reg 12-DEC-2017   |
| BOYNE ADVENTURES<br><small>CLASSIFIED BY USPTO</small>         | Reg 4095918                     | BOYNE USA, INC.                 | App 07-JUN-2011 | Reg 07-FEB-2012   |
| BOYNE ADVENTURES<br><small>BOYNE ADVENTURES</small>            | Reg 4095919                     | BOYNE USA, INC.                 | App 07-JUN-2011 | Reg 07-FEB-2012   |
| BOYNE WHAT ARE YOU UP FOR?<br><small>BOYNE</small>             | Reg 3487126                     | BOYNE USA, INC.                 | App 08-MAY-2007 | Reg 19-AUG-2008   |
| WHAT ARE YOU UP FOR?<br><small>WHAT ARE YOU UP FOR?</small>    | Reg 3368724                     | BOYNE USA, INC.                 | App 08-MAY-2007 | Reg 15-JAN-2008   |
| WHAT ARE YOU UP FOR?<br><small>WHAT ARE YOU UP FOR?</small>    | Reg 3775111                     | BOYNE USA, INC.                 | App 08-MAY-2007 | Reg 13-APR-2010   |
| BOYNE WHAT ARE YOU UP FOR?<br><small>BOYNE</small>             | Reg 3775112                     | BOYNE USA, INC.                 | App 08-MAY-2007 | Reg 13-APR-2010   |
| AMERICA'S BIGGEST SKIING<br><small>CLASSIFIED BY USPTO</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<br><small>REGISTERED AND PENDING IN 48 STATES</small>  | Reg 3182131                     | BIG SKY RESORT, LLC                  | App 28-MAR-2006 | Reg 05-DEC-2006   |
| SUNDAY RIVER<br><small>SUNDAY RIVER</small>  | Reg 3188970                     | SUNDAY RIVER SKIWAY CORPORATION      | App 15-JUL-2005 | Reg 26-DEC-2006   |
|   | Reg 3188971                     | SUNDAY RIVER SKIWAY CORPORATION      | App 15-JUL-2005 | Reg 26-DEC-2006   |
| BIG S<br><small>SPRINGMOUNTAIN</small>   | Reg 2930334                     | SKI LIFTS, INC.                      | App 03-FEB-2004 | Reg 08-MAR-2005   |
| JUST AROUND THE CORNER...A MILLION MILES AWAY!<br><small>JUST AROUND THE CORNER...A MILLION MILES AWAY!</small>                      | Reg 2915942                     | SKI LIFTS, INC.                      | App 29-JAN-2004 | Reg 04-JAN-2005   |
| <br><small>LOON<br/>QUALITY SKI EQUIPMENT</small> | Reg 2967767                     | LOON MOUNTAIN RECREATION CORPORATION | App 28-APR-2003 | Reg 12-JUL-2005   |
| <br><small>LOON</small>                         | Reg 2938659                     | LOON MOUNTAIN RECREATION CORPORATION | App 28-APR-2003 | Reg 05-APR-2005   |
| <small>LOON</small>  | Reg 2853000                     | LOON MOUNTAIN RECREATION CORPORATION | App 28-APR-2003 | Reg 15-JUN-2004   |
| <small>LOON</small>  | 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   |
| SUNDAY RIVER   | 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<br> | 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<br>SUPPLY CO<br>& Design   |                                 | CORPORATION                                |                 |                   |
| BRIGHTON<br>RESORT<br> | Reg 1885380                     | BOYNE USA, INC.                            | App 07-MAR-1994 | Reg 21-MAR-1995   |
| LOON<br>MOUNTAIN<br>NH &<br>Design  | Reg 4263386                     | LOON MOUNTAIN<br>RECREATION<br>CORPORATION | App 31-OCT-2011 | Reg 25-DEC-2012   |

Trademarks Licenses: None.