

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Moonlight Basin Ranch Limited Partnership		01/12/2010	LIMITED PARTNERSHIP: OHIO
RECEIVING PARTY DATA			
Name:	Lehman Commercial Paper Inc.		
Street Address:	1271 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3687497	THE RESERVE AT MOONLIGHT BASIN	
Registration Number:	3558960	MOONLIGHT BASIN	
Registration Number:	2011576	SKI MOONLIGHT	
Registration Number:	1869974	MOONLIGHT BASIN RANCH	
Serial Number:	77402466	MOOSE CREEK CLUB	
Serial Number:	77212371	GENUINE MONTANA	
Serial Number:	77212349	MOONLIGHT MONTANA	
Serial Number:	77551469	MOONLIGHT	
Serial Number:	77612165	THE CLUB AT MOONLIGHT	
Serial Number:	77612161	MOONLIGHT BASIN	
CORRESPONDENCE DATA			
Fax Number:	(212)310-8007		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			

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Email: tanya.forde-chandler@weil.com, beth.akers@weil.com
Correspondent Name: Tanya Forde-Chandler
Address Line 1: Weil Gotshal & Manges LLP
Address Line 2: 767 Fifth Avenue
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	73683-4037 T FORDE-CHANDL
NAME OF SUBMITTER:	Tanya Forde-Chandler
Signature:	/Tanya Forde-Chandler/
Date:	01/15/2010

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of January 12, 2010, by each of the entities listed on the signature pages hereof or that becomes a party hereto pursuant to the Credit Agreement referred to below (each a "**Grantor**" and, collectively, the "**Grantors**"), in favor of Lehman Commercial Paper Inc. as lender ("**Lender**").

W I T N E S S E T H:

WHEREAS, pursuant to the Senior Secured Super-Priority Debtor-In-Possession Credit Agreement, dated as of January 12, 2010 among Moonlight Basin Ranch Limited Partnership as borrower (the "**Borrower**"), certain subsidiaries and affiliates of the borrower as Guarantors and Lehman Commercial Paper Inc., as Lender (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), Lender has agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to the Credit Agreement, the Grantors other than the Borrower have guaranteed the Obligations and each Grantor granted a security interest in favor of Lender in substantially all assets of such Grantor to secure such Obligations; and

WHEREAS, pursuant to the Credit Agreement, the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce Lender to enter into the Credit, each Grantor hereby agrees with Lender as follows:

Section 1. Defined Terms

(a) Unless otherwise defined herein, terms defined in the Credit Agreement and used herein have the meaning given to them in the Credit Agreement; and

(b) "**Trademark License**" means any agreement, whether written or oral, to which any Grantor is a party providing for the grant by or to any Grantor of any right in or to any Trademark or providing for any covenant not to sue with respect to any Trademark or permitting co-existence with respect to any Trademark.

Section 2. Grant of Security Interest in Trademark Collateral

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations of such Grantor, hereby mortgages, pledges and hypothecates to Lender for its benefit, and grants to Lender a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "**Trademark Collateral**"):

(a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on Schedule I hereto;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

Section 3. Security Agreement

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to Lender pursuant to the Credit Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of Lender with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

**MOONLIGHT BASIN RANCH LIMITED
PARTNERSHIP,**

as Grantor

By:  _____

Name: *Lee Poole*

Title: *President*

Signature Page to Trademark Security Agreement

TRADEMARK

REEL: 004132 FRAME: 0310

ACCEPTED AND AGREED
as of the date first above written:

LEHMAN COMMERCIAL PAPER INC., as
Lender

By: 
Name: **Jeffrey Fitts**
Title: **Authorized Signatory**

**Schedule I
to
Trademark Security Agreement**

Trademark Registrations

[A. REGISTERED TRADEMARKS

REGISTERED TRADEMARKS – U.S.

Mark	Registration #
THE RESERVE AT MOONLIGHT BASIN	3,687,497
MOONLIGHT BASIN	3,558,960
SKI MOONLIGHT	2,011,576
MOONLIGHT BASIN RANCH	1,869,974

REGISTERED TRADEMARKS – CANADA

Mark	Registration #
MOONLIGHT BASIN RANCH	TMA452440

B. TRADEMARK APPLICATIONS

TRADEMARK APPLICATIONS – U.S.

Mark	Serial #
MOOSECREEK CLUB	77402466
GENUINE MONTANA	77212371
MOONLIGHT MONTANA	77212349
MOONLIGHT	77551469
THE CLUB AT MOONLIGHT	77612165
MOONLIGHT BASIN	77612161

TRADEMARK APPLICATIONS – CANADA

Mark	Application #
MOONLIGHT BASIN	1242839

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C. TRADEMARK LICENSES: NONE.