

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM339953

| | | | |
|---|--|--|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Wind P1 Mortgage Borrower, LLC | | 04/24/2015 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | CP Boulders, LLC | | |
| Street Address: | 740 Centre View Boulevard | | |
| City: | Crestview Hills | | |
| State/Country: | KENTUCKY | | |
| Postal Code: | 41017 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 7 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1885336 | THE BOULDERS | |
| Registration Number: | 1850065 | THE BOULDERS RESORT | |
| Registration Number: | 1870018 | THE BOULDERS | |
| Registration Number: | 1908390 | THE BOULDERS CLUB | |
| Registration Number: | 1934668 | THE BOULDERS | |
| Registration Number: | 4255972 | EL PEDREGAL AT THE BOULDERS | |
| Registration Number: | 1639942 | EL PEDREGAL FESTIVAL MARKETPLACE AT THEB | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 5132416234 | | |
| <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: | (513) 241-2324 | | |
| Email: | ksmith@whe-law.com | | |
| Correspondent Name: | Kathryn E. Smith Wood Herron & Evans LLP | | |
| Address Line 1: | 441 Vine Street | | |
| Address Line 2: | 2700 Carew Tower | | |
| Address Line 4: | Cincinnati, OHIO 45202 | | |
| ATTORNEY DOCKET NUMBER: | TFRIE10128 | | |
| NAME OF SUBMITTER: | Kathryn E. Smith | | |

OP \$190.00 1885336

| | |
|---|--------------------|
| SIGNATURE: | /Kathryn E. Smith/ |
| DATE SIGNED: | 04/30/2015 |
| Total Attachments: 11 source=CP Boulders_Assignment#page1.tif source=CP Boulders_Assignment#page2.tif source=CP Boulders_Assignment#page3.tif source=CP Boulders_Assignment#page4.tif source=CP Boulders_Assignment#page5.tif source=CP Boulders_Assignment#page6.tif source=CP Boulders_Assignment#page7.tif source=CP Boulders_Assignment#page8.tif source=CP Boulders_Assignment#page9.tif source=CP Boulders_Assignment#page10.tif source=CP Boulders_Assignment#page11.tif | |

**ASSIGNMENT OF LICENSES, PERMITS,
WARRANTIES AND GENERAL INTANGIBLES**

This ASSIGNMENT OF LICENSES, PERMITS, WARRANTIES AND GENERAL INTANGIBLES (this "Assignment") is made and entered into as of the 24 day of April, 2015, by and between WIND P1 MORTGAGE BORROWER L.L.C., a Delaware limited liability company, and BOULDERS JOINT VENTURE, an Arizona general partnership (collectively, "Seller"), and CP BOULDERS, LLC, a Delaware limited liability company, a Delaware limited liability company ("Buyer").

Background

This Assignment is being executed and delivered pursuant to that certain Agreement of Purchase and Sale dated as of February 24, 2015, as amended by that certain First Amendment to Agreement of Purchase and Sale dated as of March 26, 2015 (as the same may be amended, modified and/or supplemented from time to time, the "Purchase Agreement") between Seller and Buyer. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Purchase Agreement.

Assignment

In consideration of Ten (\$10.00) Dollars in hand paid by Buyer, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby assign, transfer and set over unto Buyer, to the extent assignable, all of Seller's right, title and interest in and to (i) all licenses, permits and authorizations presently issued in connection with the operation of all or any part of The Boulders Resort in Carefree, Arizona (the "Resort") and/or El Pedregal at the Boulders in Carefree, Arizona (the "Retail Center"), (ii) all warranties and guarantees issued to Seller by any manufacturer or contractor in connection with construction or installation of equipment or any component of the improvements included as part of the Resort and/or the Retail Center and (iii) the Intangible Property, including, without limitation, the intellectual property described on Exhibit A attached hereto and incorporated herein and all other intangibles associated with the Resort and/or the Retail Center, including, without limitation, house bank funds, Assigned Accounts Receivable, Bookings, goodwill, all URLs and websites, logos, designs, trade names, building names, trademarks related to the property and other general intangibles relating to the Resort and/or the Retail Center, and all telephone exchange numbers specifically dedicated and identified with the Resort and/or the Retail Center; but in each case, expressly excluding any Excluded Assets.

TO HAVE AND TO HOLD, the same unto Buyer, its successors and assigns, from and after the date hereof, subject to the terms, covenants, conditions and provisions contained therein.

This Assignment is made without warranty or representation, express or implied, by, or recourse against, Seller of any kind or nature whatsoever except as expressly provided in the Purchase Agreement.

Nothing expressed or implied in this Assignment is intended to confer upon any Person, other than the parties hereto, or their respective successors or permitted assigns, any rights, remedies, obligations or liabilities under or by reason of this Assignment.

In the event of any conflict or inconsistency between the terms of the Purchase Agreement and the terms of this Assignment, the terms of the Purchase Agreement shall govern.

This Assignment shall not be altered, amended, changed, waived, terminated or otherwise modified in any respect unless the same shall be in writing and signed by or on behalf of the party to be charged therewith.

This Assignment shall be governed by, interpreted under, and construed and enforced in accordance with, the laws of the State of Arizona.


This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Assignment to produce or account for more than one such counterpart. Any signature to this Assignment produced via facsimile or electronic mail shall be deemed an original signature and be binding upon the parties hereto.

[Remainder of page intentionally left blank; Signature page follows]


IN WITNESS WHEREOF, the undersigned have caused this Assignment of Licenses, Permits, Warranties and General Intangibles to be executed as of the date written above.

SELLER:

WIND P1 MORTGAGE BORROWER L.L.C., a Delaware limited liability company

By: 
Name: Glenn Alba
Title: Managing Director and Vice President

BOULDERS JOINT VENTURE, an Arizona general partnership

By: ~~BRE Wind Inactive Companies L.L.C., a Delaware limited liability company~~
By: 
Name: Glenn Alba
Title: _____

BUYER:

CP BOULDERS, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have caused this Assignment of Licenses, Permits, Warranties and General Intangibles to be executed as of the date written above.

SELLER:

WIND P1 MORTGAGE BORROWER L.L.C., a Delaware limited liability company

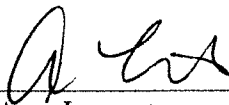
By: _____
Name: Glenn Alba
Title: Managing Director and Vice President

BOULDERS JOINT VENTURE, an Arizona general partnership

By: **BRE/Wind Inactive Companies L.L.C.**, its sole managing partner

By: **BRE/Wind Hotels Holdings II L.L.C.**, its sole member

By: **New Wind Parent L.L.C.**, its sole member

By: 
Name: Amy Lancaster
Title: Vice President

BUYER:

CP BOULDERS, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have caused this Assignment of Licenses, Permits, Warranties and General Intangibles to be executed as of the date written above.

SELLER:

WIND P1 MORTGAGE BORROWER L.L.C., a
Delaware limited liability company

By: _____
Name: _____
Title: _____

BOULDERS JOINT VENTURE, an Arizona
general partnership

By: **BRE/Wind Inactive Companies L.L.C.**, its
sole managing partner

By: **BRE/Wind Hotels Holdings II L.L.C.**, its
sole member

By: **New Wind Parent L.L.C.**, its sole
member

By: _____
Name: Amy Lancaster
Title: Vice President

BUYER:

CP BOULDERS, LLC, a Delaware limited
liability company

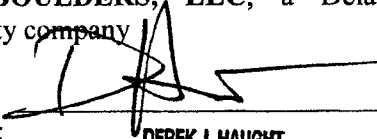
By: 
Name: DEREK J. HAUGHT
Title: VICE PRESIDENT-FINANCE

Exhibit A

Intellectual Property

TradeMark List (by Class)

Classes: 41 Int., 42 Int.

Owner: Wind P1 Mortgage Borrower, LLC

Agent:

THE BOULDERS and Design

| Docket Number | Sub Case | Case Type | Application No. | Publication Date | Registration No. | Status |
|--------------------------|----------|-----------|-----------------|------------------|------------------|-------------|
| 107418.04000 | 001 | ORD | 74251,882 | 21-Dec-1993 | 1,885,336 | Renewed |
| United States of America | | | 03-Mar-1992 | | 21-Mar-1995 | 21-Mar-2015 |

Classes: 41 Int., 42 Int.

Owner: Wind P1 Mortgage Borrower, LLC

Agent:

Attorneys: MMM JAB
Client Reference:
Agent Reference:

THE BOULDERS RESORT

107418.04000
United States of America

002 ORD 74251,887
03-Mar-1992 24-May-1994
1,850,065 16-Aug-1994
Renewed 16-Aug-2024

Classes: 41 Int.

Owner: Wind P1 Mortgage Borrower, LLC

Agent:

Attorneys: MMM JAB
Client Reference:
Agent Reference:

THE BOULDERS

107418.04000
United States of America

003 ORD 74251,888
03-Mar-1992 28-Dec-1993
1,870,018 27-Dec-1994
Renewed 27-Dec-2024

Classes: 41 Int., 42 Int.

Owner: Wind P1 Mortgage Borrower, LLC

Agent:

Attorneys: JAB
Client Reference:
Agent Reference:

THE BOULDERS CLUB

107418.04000
United States of America

004 ORD 74251,890
03-Mar-1992 07-Jun-1994
1,908,390 01-Aug-1995
Renewed 01-Aug-2015

Classes: 16 Int., 41 Int., 42 Int.

Owner: Wind P1 Mortgage Borrower, LLC

Agent:

Attorneys: MMM JAB
Client Reference:
Agent Reference:

| Trademark | Docket Number | Sub Case | Case Type | Application No. Filing Date | Publication No. Publication Date | Registration No. Registration Date | Status | Next Renewal |
|------------------------|--|----------|-----------|-----------------------------|----------------------------------|------------------------------------|---------|--------------|
| THE BOULDERS | 107418.04000 United States of America | 005 | ORD | 74464,089 29-Nov-1993 | 22-Aug-1995 | 1,934,668 14-Nov-1995 | Renewed | 14-Nov-2015 |
| | Classes: 25 Int. | | | | | | | |
| | Owner: Wind P1 Mortgage Borrower, LLC | | | Attorneys: MMM JAB | | | | |
| | Agent: | | | Client Reference: | | | | |
| | Agent Reference: | | | | | | | |
| BOULDERS GOLF COURSE | 107418.04000 Arizona | 006 | ORD | | | | Unfiled | |
| | Classes: | | | | | | | |
| | Owner: Wind P1 Mortgage Borrower, LLC | | | Attorneys: MMM JAB | | | | |
| | Agent: | | | Client Reference: | | | | |
| | Agent Reference: | | | | | | | |
| THE BOULDERS CLUB | 107418.04000 Arizona | 007 | ORD | | | | Unfiled | |
| | Classes: | | | | | | | |
| | Owner: Wind P1 Mortgage Borrower, LLC | | | Attorneys: MMM JAB | | | | |
| | Agent: | | | Client Reference: | | | | |
| | Agent Reference: | | | | | | | |
| BOULDERS JOINT VENTURE | 107418.04000 Arizona | 008 | ORD | | | | Unfiled | |
| | Classes: | | | | | | | |
| | Owner: Wind P1 Mortgage Borrower, LLC | | | Attorneys: MMM JAB | | | | |
| | Agent: | | | Client Reference: | | | | |
| | Agent Reference: | | | | | | | |

| Trademark | Docket Number | Sub Case | Case Type | Application No. Filing Date | Publication Date | Registration No. | Registration Date | Status |
|--------------|---------------|----------|-----------|-----------------------------|------------------|------------------|-------------------|---------|
| THE BOULDERS | 107418.04000 | 009 | ORD | | | | | Unfiled |

Country: Arizona
 Classes:
 Owner: Wind P1 Mortgage Borrower, LLC
 Attorneys: MMM JAB
Client Reference:
Agent Reference:

| | | | | | | | | |
|-------------------------------------|--------------|-----|-----|-------------|--|--------|-------------|---------------------------|
| WALDORF ASTORIA SPA AT THE BOULDERS | 107418.04000 | 010 | ORD | 21-Feb-2013 | | 566168 | 21-Feb-2013 | Registered 21-Feb-2018 |
|-------------------------------------|--------------|-----|-----|-------------|--|--------|-------------|---------------------------|

Country: Arizona
 Classes:
 Owner: Wind P1 Mortgage Borrower, LLC
 Attorneys: MMM JAB
Client Reference:
Agent Reference:

| | | | | | | | | |
|--|--------------|-----|-----|-------------|-------------|-----------|-------------|---------------------------|
| EL PEDREGAL AT THE BOULDERS and Design | 107418.04001 | 001 | ORD | 16-Feb-2011 | 25-Sep-2012 | 4,255,972 | 11-Dec-2012 | Registered 11-Dec-2022 |
|--|--------------|-----|-----|-------------|-------------|-----------|-------------|---------------------------|

Country: United States of America
 Classes: 35 Int., 36 Int., 43 Int.
 Owner: Wind P1 Mortgage Borrower, LLC
 Attorneys: MMM JAB
Client Reference:
Agent Reference:

| | | | | | | | | |
|---|--------------|-----|-----|-------------|-------------|-----------|-------------|-------------------------------|
| EL PEDREGAL FESTIVAL MARKETPLACE AT THE BOULDERS and Design | 107418.04001 | 002 | ORD | 03-Jul-1989 | 08-Jan-1991 | 1,639,942 | 02-Apr-1991 | Allow to Lapse 02-Apr-2011 |
|---|--------------|-----|-----|-------------|-------------|-----------|-------------|-------------------------------|

Country: United States of America
 Classes: 36 Int.
 Owner: Wind P1 Mortgage Borrower, LLC
 Attorneys: MMM JAB
Client Reference:
Agent Reference:

Tuesday, February 03, 2015
Client: 077418 Wind P1 Mortgage Borrower, LLC
Trademark List(s): Client

EL PEDREGAL

| Trademark | Docket Number | Sub Case | Case Type | Application No. | Publication No. | Registration No. | Status |
|-----------|---------------|----------|-----------|-----------------|------------------|-------------------|--------------|
| | Country | 003 | ORD | Filing Date | Publication Date | Registration Date | Next Renewal |
| | 107418.04001 | | | | | | Unfiled |
| | Arizona | | | | | | |

Classes:
Owner: Wind P1 Mortgage Borrower, LLC

Agent:
Attorneys: MMM JAB
Client Reference:
Agent Reference:

Sort

- By Trademark
- By Country
- By Client
- By Owner

Format

- Comprehensive
- Concise

Print/Also

- Remarks
- Images/Links
- Designator
- Comments
- Agents

Criteria Selection

Next All

Date Range

Filing

Registration

Next Renewal

Expire Date

From:

To:

Selection Criteria

Client: 107418

Agent:

Area:

Trademark:

Owner:

Attorney:

Country:

Case Types:

Status: Active Inactive All

Status Codes: