

Please Record & Return to:

Wilmer Cutler Pickering Hale and Dorr LLP
1225 Seventeenth Street, Suite 2600
Denver, CO 80202
Attn: Keith Trammell, Esq.

Recording Fee: \$
Transfer Tax / Stamp: \$ N/A
LCHIP Surcharge Fee: \$ N/A

THE ABOVE SPACE IS FOR THE EXCLUSIVE USE OF THE
REGISTRY OF DEEDS
(FOR PLACEMENT OF TRANSFER TAX STAMPS & RECORDING INFORMATION)

MEMORANDUM OF ASSIGNMENT OF LEASE

[Mount Sunapee Resort]

This Memorandum of Assignment of Lease is entered into effective as of the 27 day of September, 2018 (the "**Effective Date**"), by and among CLP MOUNT SUNAPEE, LLC ("**Sublandlord**"), a Delaware limited liability company, formerly known as CNL Income Mount Sunapee, LLC, and successor in interest under the Lease (as defined below) to Okemo Mountain, Inc., and THE SUNAPEE DIFFERENCE, LLC ("**Tenant**"), a New Hampshire limited liability company.

WHEREAS, the parties have entered into that certain Assignment Agreement ("**Assignment**") dated as of the Effective Date.

WHEREAS, pursuant to the Assignment, Sublandlord, as tenant under the Lease, assigned to Tenant and Tenant assumed from Sublandlord all of Sublandlord's right, title and interest in that certain Lease and Operating Agreement dated April 30, 1998 by and between Okemo Mountain, Inc. and the STATE OF NEW HAMPSHIRE ("**Landlord**"), acting by and through its Department of Natural & Cultural Resources, formerly known as the Department of Resources and Economic Development, ("**Landlord**"), as recorded in the Merrimack County Registry of Deeds on June 11, 1998, at Book 2103, Page 308 and in the Sullivan County Registry of Deeds on June 11, 1998, at Book 1154, Page 458, as assigned by that certain Assignment of Lease and Operating Agreement by and between Okemo Mountain, Inc., as assignor, and The Sunapee Difference, LLC, as assignee, dated December 31, 1998 and recorded in the Merrimack County Registry of Deeds on April 13, 1999 in Book 2149, Page 1713, and in the Sullivan County Registry of Deeds on April 13, 1999 in Book 1186, Page 181, as further assigned by that certain Assignment and Assumption of Lease Agreement dated December 5, 2008 between The

Sunapee Difference, LLC, as successor to Okemo Limited Liability Company f/k/a Okemo Mountain, Inc., as assignor, and CNL Income Mount Sunapee, LLC, as assignee, and joined into by The State of New Hampshire, acting by and through its Department of Resources and Economic Development, as lessor, recorded December 24, 2008 in Book 1713 Page 0467, of the Sullivan County Register of Deeds and recorded December 10, 2008 in Book 3099 Page 1054, of the Merrimack County Register of Deeds, and as amended by Order of the Merrimack County Superior Court dated February 13, 2015, and recorded in Merrimack County Registry of Deeds in Book 3472, Page 431, and in the Sullivan County Registry of Deeds in Book 1938, Page 322, and further amended by that certain Amendment to Lease and Operating Agreement dated March 11, 2016 and recorded July 25, 2016 in Book 1981, Page 349, of the Sullivan County Registry of Deeds and recorded July 22, 2016 in Book 3523, Page 1729, of the Merrimack County Registry of Deeds (as amended and assigned, the "Lease"), and the Landlord, as landlord under the Lease, consented to such assignment and assumption.

WHEREAS, the parties desire to provide notice of the Assignment by executing this Memorandum of Assignment for recording in the Merrimack County Registry of Deeds and the Sullivan County Registry of Deeds.

NOW, THEREFORE, Landlord, Sublandlord and Tenant hereby give notice of the following information regarding the Assignment and the Lease:

1. **Parties**. The parties to the Assignment and their respective addresses are as follows:

Sublandlord

CLP Mount Sunapee, LLC
c/o Och-Ziff Real Estate
9 West 57th Street, 40th Floor
New York, NY 10019

Tenant

The Sunapee Difference, LLC
390 Interlocken Crescent, Suite 1000
Broomfield, CO 80021

2. **Assignment**. Pursuant to the Assignment, Sublandlord sold, transferred, granted and assigned, all of its right, title and interest and all of its rights, duties and obligations, arising under the Lease to Tenant, its successors and assigns, as of the Effective Date, and the Landlord consented to such Assignment. For the purpose of confirming said assignment of record, Sublandlord hereby sells, transfers, grants and assigns all of its right, title and interest and all of its rights, duties and obligations, arising under the Lease to Tenant, its successors and assigns.

3. **Assumption.** Pursuant to the Assignment, Tenant assumed all of Sublandlord's right, title and interest and all of Sublandlord's rights, duties and obligations, arising under the Lease, as of the Effective date. For the purpose of confirming said assumption of record, Tenant, its successors and assigns, hereby assumes all of Sublandlord's right, title and interest and all of Sublandlord's rights, duties and obligations, arising under the Lease.

4. **Landlord's Consent.** The Landlord consented to the foregoing assignment and assumption of Sublandlord's right, title and interest in the Lease, with consent recorded at near or even date herewith in the Sullivan County Registry of Deed and the Merrimack County Registry of Deeds.

5. **Date of Execution.** The Assignment was executed on September 27, 2018.

6. **Term; Commencement Date; Termination Date.** The Lease commencement date was July 1, 1998 for a term of 20 years. A first option to extend for an additional ten-year term has been exercised with such term terminating on June 30, 2028.

7. **Description of Leased Premises.** The real property subject to the Lease is described in the Lease as recorded in the Merrimack County Registry of Deeds and the Sullivan County Registry of Deeds.

8. **Rights to Extend or Renew Lease.** The term of the Lease may be extended for two additional ten-year terms, through June 30, 2038 and June 30, 2048 respectively.

9. **Effect.** This Memorandum of Assignment of Lease is intended as a summary of some of the terms and conditions contained in the Assignment and the Lease for purposes of giving notice. It is not intended to amend, modify, or otherwise alter the terms and conditions of the Assignment or Lease. In the event of any inconsistency between the terms of this Memorandum of Assignment of Lease and the terms of the Assignment or those of the Lease, the terms of the Assignment or, as applicable, the Lease shall control.

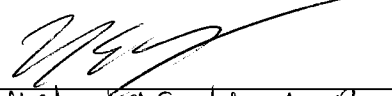
10. **Counterparts.** This Memorandum of Assignment of Lease may be executed in multiple counterparts each of which shall be deemed an original and all of which shall together constitute one and the same instrument.

[signatures on pages following]

IN WITNESS WHEREOF, the undersigned have executed this Memorandum of Assignment of Lease as of the date and year first written above.

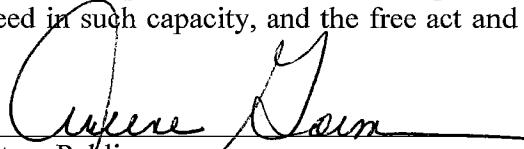
SUBLANDLORD:

CLP MOUNT SUNAPEE, LLC

By: 
Name: Nicholas Hecker
Title: Authorized Person

STATE OF New York
COUNTY OF New York, S.S.

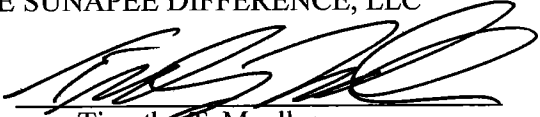
Then personally appeared before me, the above named Nicholas Hecker,
as Authorized Person of CLP Mount Sunapee, LLC and such person
acknowledged this instrument to be his free act and deed in such capacity, and the free act and
deed of CLP Mount Sunapee, LLC.


Notary Public
My commission expires: _____
Notary Seal or Stamp:

ARLENE GORMAN
Notary Public, State of New York
No. 01GO5020996
Qualified in Nassau County
Commission Expires December 6, 2021


TENANT:

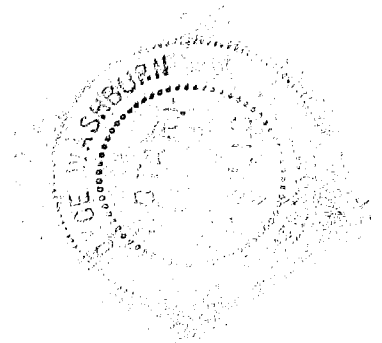
THE SUNAPEE DIFFERENCE, LLC

By: 
Name: Timothy T. Mueller
Title: Authorized Signatory

STATE OF Vt
COUNTY OF Windham S.S.

Then personally appeared before me, the above named Timothy T. Mueller, as Authorized Signatory of The Sunapee Difference, LLC and such person acknowledged this instrument to be his free act and deed in such capacity, and the free act and deed of The Sunapee Difference, LLC.


Notary Public
My commission expires: 2-10-2019
Notary Seal or Stamp:



CONSENT TO ASSIGNMENT

The undersigned hereby confirms that the Lease (the "Lease") by and between the State of New Hampshire ("Landlord"), acting by and through its Department of Natural & Cultural Resources, formerly known as the Department of Resources and Economic Development and CLP Mount Sunapee, LLC ("Tenant"), a Delaware limited liability company, formerly known as CNL Income Mount Sunapee, LLC, and successor in interest under the Lease to Okemo Mountain, Inc., is in full force and effect; the Lease has not been amended except as disclosed in Exhibit A; to the Landlord's actual knowledge the Lease is not in default; no deposits or prepayments of rent to the Landlord have been made in connection with the Lease; and this consent has been duly and validly authorized by all required governmental action on the part of Landlord. The undersigned hereby irrevocably consents to the assignment of the Lease by the Tenant to The Sunapee Difference, LLC based on and subject to The Sunapee Difference, LLC's assumption of all obligations under the Lease and all amendments thereto.

LANDLORD:

STATE OF NEW HAMPSHIRE

By: *Sarah Stewart*
Name: Sarah Stewart
Title: Commissioner, DNCR

STATE OF NH
COUNTY OF Merrimack S.S.

At Concord, in said County this 26th day of Sept, 2018, personally appeared Sarah Stewart, Commissioner and such person acknowledged this instrument to be her free act and deed in such capacity, and the free act and deed of State of New Hampshire.

Lisa Connell
LISA M. CONNELL
NOTARY PUBLIC
State of New Hampshire
My Commission Expires
March 22, 2022