

**INSPIRATO®**  
**MINNESOTA PUBLIC OFFERING STATEMENT**

The purpose of this Minnesota Public Offering Statement is to disclose to each prospective Inspirato® Member within the State of Minnesota certain material circumstances affecting Inspirato® and the opportunities, services, benefits and privileges (collectively, the “Opportunities”) available to Inspirato® Members in accordance with *Minnesota Statutes § 325G.50 et seq.* This Minnesota Public Offering Statement is not an exhaustive description of a Member’s privileges, benefits, rights and obligations with respect to his or her Inspirato® Membership. All Members should carefully review the Subscription Agreement, Inspirato™ Membership Terms and Conditions, Reservation Rules and other Inspirato® Documents and Inspirato® materials in order to gain a full understanding of the terms, conditions, operation and use of Inspirato®. Capitalized terms used but not defined herein shall have the meaning ascribed thereto in the Inspirato® Membership Terms and Conditions. The effective date of this Minnesota Public Offering Statement is December 1, 2017.

**1. Inspirato® and its Operator.** The name of the program is Inspirato®. Inspirato® is owned, operated and administered by Best of 52, LLC, a Delaware limited liability company (“Operator”), which has its principal offices located at 1637 Wazee Street, Denver, Colorado 80202.

**2. Inspirato® Business History.** Operator has been in business since January, 2011, has been selling Inspirato® Memberships in Minnesota since March, 2011 and has been selling Inspirato® Memberships in states other than Minnesota since January, 2011.

**3. Inspirato® Minnesota Sales and Cancellation History.** As of the effective date of this Minnesota Public Offering Statement, Operator has sold three hundred and eleven (311) Inspirato® Memberships in Minnesota (i.e., to Minnesota residents) and the number of these Minnesota customers who have exercised their right to cancel, requested a refund, or made a complaint as required to be recorded pursuant to *Subdivision 4 of Minnesota Statutes § 325G.505* is twenty-two (22).

**4. Legal Proceedings.** As used herein, “Operator Party” shall mean, as applicable (a) Operator; (b) any parent or controlling entity of Operator; or (c) any executive, partner, director, or owner of a 20 percent or more interest in (i) Operator, (ii) any parent or controlling entity of Operator, or (iii) any other membership travel operator which has an executive, partner, director, or owner of a 20 percent or more interest in common with Operator or in any parent or controlling entity of Operator. There are no indictments, convictions, judgments, decrees, assurances of discontinuance or similar settlement documents or orders of any court or administrative agency for, or pending lawsuits alleging, violations of any federal or state laws or regulations against any Operator Party in connection with activities relating to the rendition (fulfillment) of travel services or involving any criminal law or involving any consumer fraud, false advertising, deceptive trade practices, or similar consumer protection law. There are no unsatisfied judgments or bankruptcy filings against any Operator Party.

**5. Third Parties.** As of the effective date of this Minnesota Public Offering Statement, Operator may use a third party travel agent or membership travel operator (as defined pursuant to *Minnesota Statutes § 325G.50 et seq.*), upon request from member, to make travel arrangements on behalf of Inspirato®. . Third party travel agent includes; Coastline Travel Advisors, Inc. d/b/a Tafari Travel with a principal place of business at 2626 E. 3<sup>rd</sup> Ave, Denver, CO 80206.