

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Intrawest ULC		03/26/2007	Unlimited Liability Company: CANADA

RECEIVING PARTY DATA

Name:	Lehman Commercial Paper Inc.
Street Address:	745 Seventh Avenue
Internal Address:	Attn: Michelle Rosolinsky
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	3170756	INTRAWEST PLACEMAKING
Registration Number:	2581547	G
Registration Number:	2119597	INTRAWEST
Registration Number:	2395510	EXTRAORDINARY ESCAPES
Registration Number:	1931088	INTRAWEST
Registration Number:	2648389	INTRAWEST GOLF
Registration Number:	2486646	IQ
Registration Number:	2690094	REZREZ
Registration Number:	2690095	REZREZ.COM
Registration Number:	2833500	SNOWSCIENCE
Serial Number:	78877960	CLUB INTRAWEST
Serial Number:	78878051	LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER

CH \$465.00 3170756

Serial Number:	78923010	R RESORT TO RESORT EXPANDING VACATION POSSIBILITIES
Serial Number:	78616899	
Serial Number:	78960044	A-LINE
Serial Number:	78877881	CLUB INTRAWEST
Serial Number:	78877995	LODGING OVATIONS
Serial Number:	78878081	RESORT TO RESORT

CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 8002210770
Email: matthew.mayer@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 1133 Avenue of the Americas
Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	CSC # 843426
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	04/10/2007

Total Attachments: 9
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GRANT OF
SECURITY INTEREST IN TRADEMARKS

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), dated as of March 26, 2007 is made by INTRAWEST ULC, an unlimited liability company incorporated under the laws of the Province of Alberta, Canada, as successor by amalgamation to WINTERGAMES ACQUISITION ULC and INTRAWEST CORPORATION (the "Grantor"), in favor of LEHMAN COMMERCIAL PAPER INC., a New York corporation, as Administrative Agent (the "Administrative Agent") for the Secured Parties, parties to that certain Amended and Restated Credit Agreement dated as of February 28, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among INTRAWEST CAYMAN L.P., a Cayman Islands limited partnership, INTRAWEST HOLDINGS S.à r.l., a Luxembourg *société à responsabilité limitée*, f/k/a WINTERGAMES HOLDINGS S.à r.l., a Luxembourg *société à responsabilité limitée* ("Holdings"), INTRAWEST S.à r.l., a Luxembourg *société à responsabilité limitée*, f/k/a WINTERGAMES S.à r.l., a Luxembourg *société à responsabilité limitée* (the "Luxembourg Borrower"), the Grantor, WINTERGAMES TRAVEL L.P., a Cayman Islands limited partnership ("Travel Co."), Intrawest Europe Holdings S.à r.l., a Luxembourg *société à responsabilité limitée* ("Intrawest Europe"), INTRAWEST U.S. HOLDINGS INC., a Delaware corporation (the "US Borrower") and STEAMBOAT ACQUISITION CORP., a Delaware corporation (collectively with the Luxembourg Borrower, the Canadian Borrower, Travel Co., Intrawest Europe and the US Borrower, the "Borrowers"), the banks and other financial institutions from time to time parties to the Credit Agreement as Lenders (the "Lenders"), LEHMAN BROTHERS INC., DEUTSCHE BANK SECURITIES INC., and BEAR, STEARNS & CO. INC., as joint advisors, joint lead arrangers and joint bookrunners (in such capacity, the "Arrangers"), DEUTSCHE BANK SECURITIES INC., as syndication agent (in such capacity, the "Syndication Agent"), BEAR STEARNS CORPORATE LENDING INC., as documentation agent (in such capacity, the "Documentation Agent"), the Administrative Agent and others.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally made extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, pursuant to the Credit Agreement, Holdings, the Luxembourg Borrower, the US Borrower, Steamboat Ski & Resort Corporation and the Grantor entered into that certain Amended and Restated Collateral Agreement dated as of March 26, 2007 (as amended, supplemented or otherwise modified from time to time, the "Collateral Agreement"), in favor of the Administrative Agent; and

WHEREAS, pursuant to the Collateral Agreement, Grantor is granting to the Administrative Agent for the ratable benefit of the Secured Parties a security interest in certain Collateral, including the Trademarks;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders to make their respective extensions of credit to the Borrowers under the Credit Agreement, the Grantor hereby agrees with the Administrative Agent, for the benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Capitalized terms used but not defined herein shall have the meanings given to them in the Credit Agreement or the Collateral Agreement, as applicable.

SECTION 2. Grant of Security Interest. Grantor hereby assigns and transfers to the Administrative Agent, and hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in the Trademarks now owned or at any time hereafter acquired by Grantor or in which Grantor now has or at any time in the future may acquire any right, title or interest (including, without limitation, those Trademarks listed on Schedule A hereto) as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of Grantor's Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office.

SECTION 4. Acknowledgment. Grantor does hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks are more fully set forth in the Collateral Agreement, the terms and conditions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

SECTION 6. Counterparts. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts (including by telecopy), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.

INTRAWEST ULC

By: 

Name:

Title: **SALLY DENNIS**
General Counsel

LEHMAN COMMERCIAL PAPER INC.

By: _____

Name:

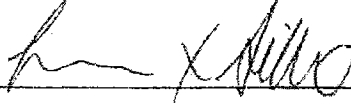
Title:

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.

INTRAWEST ULC








By: _____
Name:
Title:






LEHMAN COMMERCIAL PAPER INC.







By:  _____
Name:
Title: Francis X. Gilhool
Authorized Signatory




SCHEDULE A





Trademark Registrations and Applications

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
1.	PLAYGROUND	Australia	App No.: 908326 Reg #:908326
2.	 Village Design (Black & White)	Canada	App No.: 1175346 Reg. No.: TMA665014
3.	 Village Design (Colour)	Canada	App No.: 1175347 Reg. No.: TMA665884
4.	 CLUB INTRAWEST & Script Design	Canada	App No.: 1281144
5.	 LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER LODGING OVATIONS & Leaf Design	Canada	App No.: 1280447
6.	 RESORT TO RESORT & Design	Canada	App No.: 1281141
7.	 Arrow & Circle Design	Canada	App No.: 1235368 Reg #: TMA655344
8.	 INTRAWEST & MOUNTAIN DESIGN	Canada	App No.: 0819734 Reg #: TMA479902

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
9.	 intrawest placemaking INTRAWEST PLACEMAKING & Design	Canada	App No.: 1235366 Reg #: TMA655007
10.	 KADENWOOD KADENWOOD & Design	Canada	App No.: 1139559 Reg #: TMA611929
11.	 INTRAWEST VACATIONS INTRAWEST VACATIONS & Design	Canada	App No.: 1045107 Reg #: TMA565037
12.	 MONT STE MARIE MONT STE-MARIE & LOGO	Canada	App No.: 1007496 Reg #: TMA540671
13.	 CLUB INTRAWEST CLUB INTRAWEST & Crest Design	Canada	App No.: 1280606
14.	A-LINE	Canada	App No.: 1293168
15.	CLUB INTRAWEST	Canada	App No.: 1280439
16.	CLUB INTRAWEST POINTS	Canada	App No.: 1280440
17.	CLUB INTRAWEST RESORT POINTS	Canada	App No.: 1280441
18.	EXTRAORDINARY ESCAPES	Canada	App No.: 1008749 Reg #: TMA540634
19.	INTRAWEST	Canada	App No.: 0719883 Reg #: TMA430535
20.	INTRAWEST THE VILLAGE PEOPLE	Canada	App No.: 1067682 Reg #: TMA566827
21.	IQ	Canada	App No.: 1009846 Reg #: TMA536027
22.	KADENWOOD	Canada	App No.: 1139560 Reg #: TMA611828
23.	LODGING OVATIONS	Canada	App No.: 1280438

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
24	PLAYGROUND	Canada	App No.: 1105311 Reg #: TMA600387
25	RESORT TO RESORT	Canada	App No.: 1281136
26	REZOLUTION	Canada	App No.: 1127935 Reg #: TMA612648
27	REZREZ	Canada	App No.: 1127933 Reg #: TMA612995
28	REZREZ.COM	Canada	App No.: 1127934 Reg #: TMA613242
29	SNOWSCIENCE	Canada	App No.: 1035346 Reg #: TMA570459
30	STORYSELLING	Canada	App No.: 1107939 Reg #: TMA613062
31	PLAYGROUND	EU	App No.: 2841682 Reg #:2841682
32	 CLUB INTRAWEST CLUB INTRAWEST & Design	Mexico Class 36	App No.: 639959 Reg #:858184
33	 CLUB INTRAWEST CLUB INTRAWEST & Design	Mexico Class 35	App No.: 779863 Reg #:939939
34	 CLUB INTRAWEST CLUB INTRAWEST & Design	Mexico Class 36	App No.: 779864
35	 LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER LODGING OVATIONS & Design	Mexico Class 36	App. No.: 770203
36	 LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER LODGING OVATIONS & Design	Mexico Class 35	App No.: 770201 Reg #: 936926
37	 Resort to Resort expanding possibilities RESORT TO RESORT & Design	Mexico Class 36	App. No.: 775684

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
38.	CLUB INTRAWEST	Mexico Class 36	App No.: 639958 Reg #:866842
39.	CLUB INTRAWEST POINTS	Mexico Class 36	App. No.: 770205
40.	CLUB INTRAWEST POINTS	Mexico Class 35	App No.: 770204 Reg #: 927000
41.	CLUB INTRAWEST RESORT POINTS	Mexico Class 36	App. No.: 770207
42.	CLUB INTRAWEST RESORT POINTS	Mexico Class 35	App No.: 770206 Reg #: 927001
43.	EXTRAORDINARY ESCAPES & Design	Mexico	App No.: 639960 Reg #:858185
44.	LODGING OVATIONS	Mexico Class 36	App. No.: 770200
45.	LODGING OVATIONS	Mexico Class 35	App No.: 770199 Reg #: 929247
46.	PLAYGROUND	Mexico Class 36	App No.: 639956 Reg #:835293
47.	RESORT TO RESORT	Mexico Class 43	App. No.: 775681
48.	RESORT TO RESORT	Mexico Class 36	App. No.: 775682
49.	STORYSELLING	Mexico	App No.: 639957 Reg #:835294
50.	 CLUB INTRAWEST CLUB INTRAWEST & Shield Design	U.S.	App. No.: 78877960
51.	 LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER LODGING OVATIONS & Design	U.S.	App. No.: 78878051
52.	 Resort to Resort expanding possibilities RESORT TO RESORT & Design	U.S.	App. No.: 78923010

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
53.	 Design Mark	U.S.	App No.: 78616899
54.	 intrawest placemaking INTRAWEST PLACEMAKING	U.S.	App No.: 78616853 Reg # 3170756
55.	 G	U.S.	App No.: 76197263 Reg #: 2581547
56.	INTRAWEST  INTRAWEST	U.S.	App No.: 75198181 Reg #: 2119597
57.	A-LINE	U.S.	App No.: 78960044
58.	CLUB INTRAWEST	U.S.	App. No.: 78877881
59.	EXTRAORDINARY ESCAPES	U.S.	App No.: 75774782 Reg #: 2395510
60.	INTRAWEST	U.S.	App No.: 74554920 Reg #: 1931088
61.	INTRAWEST GOLF	U.S.	App No.: 76197262 Reg #: 2648389
62.	IQ	U.S.	App No.: 75691193 Reg #: 2486646
63.	LODGING OVATIONS	U.S.	App. No.: 78877995
64.	RESORT TO RESORT	U.S.	App. No.: 78878081
65.	REZREZ	U.S.	App No.: 76285093 Reg #: 2690094
66.	REZREZ.COM	U.S.	App No.: 76285094 Reg #: 2690095
67.	SNOWSCIENCE	U.S.	App No.: 75856548 Reg #: 2833500