

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest (from currently recorded secured party to a new secured party)

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lehman Commercial Paper Inc.		11/28/2008	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A.
<b>Street Address:</b>	1111 Fannin Street, 10th floor
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77002
<b>Entity Type:</b>	a National Banking Association:

**PROPERTY NUMBERS Total: 23**

Property Type	Number	Word Mark
Serial Number:	78877960	CLUB INTRAWEST
Serial Number:	78878051	LODGING OVATIONS ACCOMMODATING THE LUXURY TRAVELER
Serial Number:	78923010	R RESORT TO RESORT EXPANDING VACATION POSSIBILITIES
Serial Number:	78616899	
Registration Number:	3170756	INTRAWEST PLACEMAKING
Registration Number:	2581547	G
Registration Number:	2119597	INTRAWEST
Serial Number:	78960044	A-LINE
Serial Number:	78877881	CLUB INTRAWEST
Registration Number:	2395510	EXTRAORDINARY ESCAPES
Registration Number:	1931088	INTRAWEST
Registration Number:	2648389	INTRAWEST GOLF

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Registration Number:	2486646	IQ
Serial Number:	78877995	LODGING OVATIONS
Serial Number:	78878081	RESORT TO RESORT
Registration Number:	2690094	REZREZ
Registration Number:	2690095	REZREZ.COM
Registration Number:	2833500	SNOWSCIENCE
Registration Number:	3023272	STEAMBOAT CENTRAL RESERVATIONS
Registration Number:	2469986	CHAMPAGNE POWDER
Registration Number:	2456466	CHAMPAGNE POWDER
Registration Number:	2261558	PIONEER RIDGE
Registration Number:	0932707	STEAMBOAT

**CORRESPONDENCE DATA**

Fax Number: (212)504-6666  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-504-6526  
Email: anna.erenburg@cwt.com  
Correspondent Name: Anna Erenburg  
Address Line 1: One World Financial Center, 19th floor  
Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER:	87828.312
NAME OF SUBMITTER:	Anna Erenburg
Signature:	/Anna Erenburg/
Date:	12/01/2008

**Total Attachments: 11**

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ASSIGNMENT OF  
SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (this "Assignment"), dated as of November 28, 2008 is made by Lehman Commercial Paper Inc., ("LCPI"), a New York corporation, having an address at 745 Seventh Avenue, New York, New York 10019, in its capacity as administrative agent (the "Assignor") for the lenders party 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 ("New Cayman LP"), 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"), 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 "Canadian Borrower"), 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 LLC, a Delaware limited liability company f/k/a Steamboat Acquisition Corp., a Delaware corporation (the "Steamboat Borrower", and 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 thereto as lenders (the "Lenders"), LCPI, as administrative agent (the "Administrative Agent"), and others, to JPMorgan Chase Bank, N.A., a national banking association having an address at 1111 Fannin St., 10<sup>th</sup> Floor, Houston, Texas 77002 (the "Assignee").

WITNESSETH:

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 Canadian Borrower, the US Borrower and Steamboat Ski & Resort Corporation, a Delaware corporation ("Steamboat"), 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;

WHEREAS, pursuant to the Collateral Agreement, and in consideration of the promises and to induce the Lenders to make their respective extensions of credit to the Borrowers under the Credit Agreement, the Grantor (as defined in the Collateral Agreement),

granted to LCPI, as Administrative Agent for the ratable benefit of the Secured Parties, a security interest in certain Collateral, including but not limited to the Trademarks, Copyrights, and Trademark Licenses and Copyright Licenses;

WHEREAS, pursuant to the Omnibus Assignment, effective as of November 28, 2008, LCPI is assigning to the Assignee all its rights, obligations and remedies as the Administrative Agent for the ratable benefit of the Secured Parties;

NOW, THEREFORE, in consideration of the promises contained herein, the Assignor and the Assignee hereby agree 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. Assignment of the Security Interest. The Assignor hereby assigns and transfers to the Assignee all its rights, obligations and remedies as the Administrative Agent for the ratable benefit of the Secured Parties, including but not limited to the security interest in the Trademarks, Copyrights, and Trademark Licenses and Copyright Licenses now owned or at any time hereafter acquired by the Grantor or in which the Grantor now has or at any time in the future may acquire any right, title or interest (including, without limitation, those Trademarks, Copyrights, and Trademark Licenses and Copyright Licenses listed on Schedules A and B hereto) as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations.

SECTION 3. Purpose. This Assignment has been executed and delivered by the Assignor for the purpose of recording the assignment and transfer of all its rights, obligations and remedies as the Administrative Agent, including but not limited to the assignment and transfer of the Assignor's security interest, with the United States Patent and Trademark Office and any other United States or foreign entity that requires or allows the (a) recordation of the grant of security interest (as specified and defined in the Collateral Agreement) and/or (b) assignment and transfer of such security interest.

SECTION 4. Acknowledgment. The Assignor and the Assignee do hereby acknowledge and affirm that the security interest and the rights and remedies of the Administrative Agent with respect to such security interest in the Trademarks, Copyrights, and Trademark Licenses and Copyright Licenses, 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 ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

SECTION 6. Counterparts. This Assignment may be executed by one or more of the parties to this Assignment 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 Assignment to be duly executed and delivered on November 28, 2008.

LEHMAN COMMERCIAL PAPER INC.

By: 

Name: JEFFREY FITTS

Title: Authorized Signatory

JPMORGAN CHASE BANK, N.A.

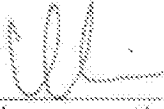
By: \_\_\_\_\_

Name:

Title:

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JPMORGAN CHASE BANK, N.A.

By:   
Name: VANESSA CLINE  
Title: VICE PRESIDENT

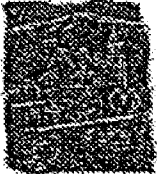
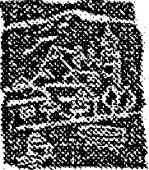
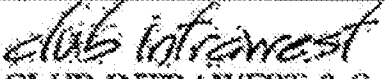

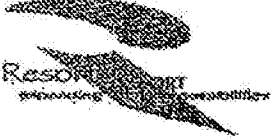

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**TRADEMARK**  
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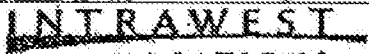


TRADEMARKS AND TRADEMARK LICENSES

Canadian Borrower

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 LUSHER 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

Schedule B to Assignment of Security Interest in Intellectual Property


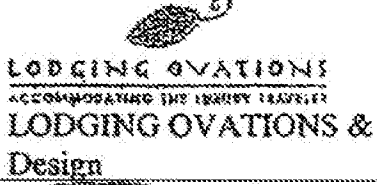

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
8.	 INTRAWEST INTRAWEST & MOUNTAIN DESIGN	Canada	App. No.: 0819734 Reg #: TMA479902
9.	 intrawest placemaking INTRAWEST PLACEMAKING & Design	Canada	App. No.: 1235366 Reg #: TMA655007
10.	 KADENWOOD KADENWOOD & Design	Canada	App. No.: 1139559 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










Schedule B to Assignment of Security Interest in Intellectual Property

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
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
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

Schedule B to Assignment of Security Interest in Intellectual Property

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
35.		Mexico Class 36	App. No.: 770203
36.		Mexico Class 35	App. No.: 770201 Reg #: 936926
37.		Mexico Class 36	App. No.: 775684
38.	CLUB INTRAWEST	Mexico Class 36	App. No.: 639958 Reg #: 866482
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

Schedule B to Assignment of Security Interest in Intellectual Property

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
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 & 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 & Design	U.S.	App. No.: 78923010
53.	 Design Mark	U.S.	App. No.: 78616899
54.	 INTRAWEST PLACEMAKING	U.S.	App. No.: 78616853 Reg #: 3170756
55.	 G	U.S.	App. No.: 76197263 Reg #: 2581547
56.	<b>INTRAWEST</b>  INTRAWEST	U.S.	App. No.: 75198181 Reg #: 2119597
57.	A-LINE	U.S.	App. No.: 78960044

Schedule B to Assignment of Security Interest in Intellectual Property

	TRADEMARK	JURISDICTION	REGISTRATION AND/OR APPLICATION NUMBER
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

Schedule B to Assignment of Security Interest in Intellectual Property

Steamboat

Trademark Licenses:

None

Trademark Registrations and Applications:

1.	STEAMBOAT CENTRAL RESERVATIONS	U.S.	App No.: 78-434587 Reg #: 3023272
2.	CHAMPAGNE POWDE	U.S.	App No.: 75-431113 Reg #: 2469986
3.	CHAMPAGNE POWDER	U.S.	App No.: 75-978493 Reg #: 2456466
4.	PIONEER RIDGE	U.S.	App No.: 75-359261 Reg #: 2261558
5.	STEAMBOAT(AND DESIGN)	U.S.	App No.: 72-372061 Reg #: 932707
6.	KIDS SKI FREE	Colorado	App No.: CO002609 Reg #: 19851028429
7.	STEAMBOAT (STYLIZED)	Colorado	App No.: CO012310 Reg #: 19921035558
8.	STEAMBOAT (STYLIZED)	Colorado	App No.: CO012309 Reg #: 19921035557
9.	STEAMBOAT (STYLIZED)	Japan	Reg #: 4011860
10.	STEAMBOAT (STYLIZED)	Japan	Reg #: 3330928