

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Stratton Corporation		12/24/2008	CORPORATION: VERMONT

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 11**

Property Type	Number	Word Mark
Registration Number:	1484680	
Registration Number:	2946674	SMC STRATTON MOUNTAIN CLUB
Registration Number:	2955573	SMC STRATTON MOUNTAIN CLUB
Registration Number:	2584508	STRATTON VT
Registration Number:	2539597	STRATTON VT
Registration Number:	2539596	STRATTON VT
Registration Number:	2539593	STRATTON VT
Registration Number:	2587354	STRATTON VT
Registration Number:	1537435	STRATTON
Registration Number:	1536463	STRATTON
Registration Number:	1540829	STRATTON

**CORRESPONDENCE DATA**

Fax Number: (212)504-6666  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**900123582**

**TRADEMARK  
 REEL: 003910 FRAME: 0819**

**CH \$290.00 1484680**

Phone: 212-504-6526  
Email: anna.erenburg@cwt.com  
Correspondent Name: Anna Erenburg  
Address Line 1: Cadwalader, Wickersham & Taft LLP  
Address Line 2: One World Financial Center  
Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER:	98887.002
NAME OF SUBMITTER:	Anna Erenburg
Signature:	/Anna Erenburg/
Date:	12/30/2008

**Total Attachments: 36**

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SHORT FORM TRADEMARK SECURITY AGREEMENT

This SHORT FORM TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of December 24, 2008 is made by COPPER MOUNTAIN, INC., a Delaware corporation, FISHERMAN'S VILLAGE ONE DEVELOPMENT COMPANY, L.L.C., a Delaware limited liability company, INSPIRATION AT SANDESTIN DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, INTRAWEST CALIFORNIA HOLDINGS, INC., a California corporation, INTRAWEST RESORT OWNERSHIP U.S. CORPORATION, a Delaware corporation, INTRAWEST RETAIL GROUP, INC., a Colorado corporation, INTRAWEST SANDESTIN COMPANY, L.L.C., a Delaware limited liability company, INTRAWEST ULC, an unlimited liability company incorporated under the laws of the Province of Alberta, Canada, a Delaware corporation, IW/WP FOUR-FIVE DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, IW/WP VILLAGE CORE DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, MOUNTAIN CREEK RESORT, INC., a New Jersey corporation, PROJECT SIERRA HOUSING TWO DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, SNOWSHOE MOUNTAIN, INC., a West Virginia corporation, SP MONTELAGO DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, STEAMBOAT SKI & RESORT CORPORATION, a Delaware corporation, and THE STRATTON CORPORATION, a Vermont corporation (each, individually, an "IP Grantor", or all, collectively, the "IP Grantors"), in favor of JPMORGAN CHASE BANK, N.A., located at 1111 Fannin Street, 10<sup>th</sup> Floor, Houston, TX 77002, as Administrative Agent (the "Administrative Agent"), for the benefit of the Secured 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 the Borrowers, the banks and other financial institutions from time to time parties to the Credit Agreement as Lenders (the "Lenders"), the Administrative Agent and others.

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, the Grantors have all entered into that certain Second Amended and Restated Collateral Agreement, dated as of December 24, 2008 (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, each IP Grantor is granting to the Administrative Agent for the ratable benefit of the Secured Parties a security interest in certain Collateral, including each of the following that is owned by each IP Grantor: (i) all trademarks, trade names, trade styles, service marks, logos and other source identifiers, and all goodwill associated therewith, all registrations thereof, and all applications for registration

therefor, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, and all common-law rights related thereto, including, without limitation, any of the foregoing referred to in Schedule A, and (ii) the right to obtain all renewals thereof (collectively, 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, each IP 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, except the terms "Secured Parties" and "Collateral" are defined as in the Collateral Agreement only.

SECTION 2. Addresses of IP Grantors. The business addresses of the IP Grantors are listed on Schedule 3 to the Collateral Agreement, which Schedule 3 is incorporated in and attached to this Agreement as Schedule B.

SECTION 3. Grant of Security Interest. Each IP 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 such IP Grantor or in which each IP 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 the IP Grantor's Obligations; provided, however that the Trademarks do not include any applications for Trademarks filed in the United States Patent and Trademark Office on the basis of an IP Grantor's intent to use such mark pursuant to 15 USC 1051 Section 1(b) and for which a form evidencing use of the Trademark in interstate commerce has not been filed with the United States Patent and Trademark Office pursuant to 15 USC 1060 (a), to the extent and only for the duration that the security interest granted in such intent-to-use applications will invalidate, terminate, or abandon such intent-to-use applications under applicable law.

SECTION 4. Purpose. This Agreement has been executed and delivered by each IP Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office.

SECTION 5. Authorization to Supplement. Each IP Grantor hereby authorizes the Administrative Agent to unilaterally modify this Agreement by amending Schedule A to include any future Trademarks owned by such IP Grantor which are the subject of registrations or applications, for purposes of recording this Agreement against such newly-acquired Trademarks. Notwithstanding the foregoing, no failure to so modify this Agreement by amending Schedule A shall in any way affect, invalidate or detract from the Administrative Agent's, or the other Secured Parties', continuing security interest in all Trademarks owned by the IP Grantors, whether or not listed on Schedule A.

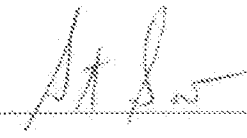
SECTION 6. Acknowledgment. Each IP Grantor does hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks are more fully set forth in the Collateral Agreement, the terms and conditions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall control.

SECTION 7. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

SECTION 8. 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 written above.

COPPER MOUNTAIN, INC.

By: 

Name:

Title:

STEVE SAMMUT  
VICE PRESIDENT

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0824**

FISHERMAN'S VILLAGE ONE  
DEVELOPMENT COMPANY, L.L.C.

By: INTRAWEST SANDESTIN COMPANY,  
L.L.C., its sole member

By: INTRAWEST U.S. HOLDINGS INC., its  
Managing Member

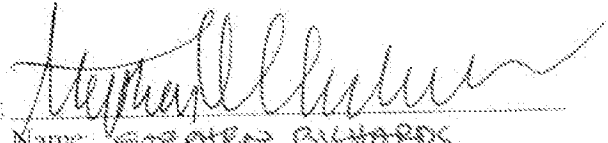
By:   
Name: STEPHEN RICHARDS  
Title: AUTHORIZED SIGNATORY

INSPIRATION AT SANDESTIN  
DEVELOPMENT COMPANY, LLC

By: INTRAWEST SANDESTIN COMPANY,  
L.L.C., its sole member

By: INTRAWEST U.S. HOLDINGS INC., its  
Managing Member

By:



Name: STEVEN RICHARDS

Title: ATTORNEY AT LAW



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

INTRAWEST CALIFORNIA HOLDINGS,  
INC.

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

Name:

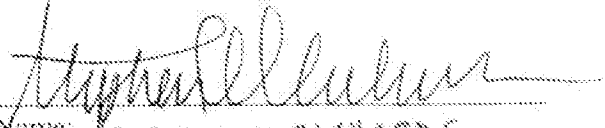
Title:

  
STEVE SAMMUT  
VICE PRESIDENT

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0827**

INTRAWEST RESORT OWNERSHIP U.S.  
CORPORATION

By:   
Name: STEPHEN RICHARDS  
Title: AUTHORIZED SIGNATORY

[Signature Page to Grant of Security Interest in Intellectual Property]

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

INTRAWEST RETAIL GROUP, INC.

By: 

Name: Steve Sammut

Title: Vice President

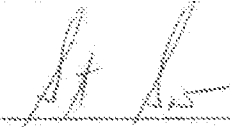
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**TRADEMARK**  
**REEL: 003910 FRAME: 0829**

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

INTRAWEST SANDESTIN COMPANY,  
LLC.

By: INTRAWEST U.S. HOLDINGS INC., its  
Managing Member

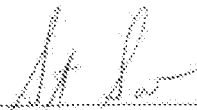
By:   
Name: Steve Sammut  
Title: Vice President

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0830**

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

INTRAWEST ULC

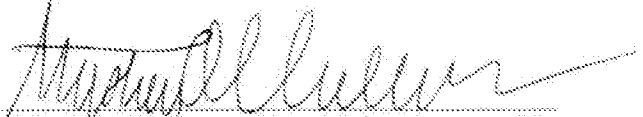
By:   
Name: STEVE SAMMOT  
Title: CHIEF FINANCIAL OFFICER,  
REAL ESTATE

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0831**

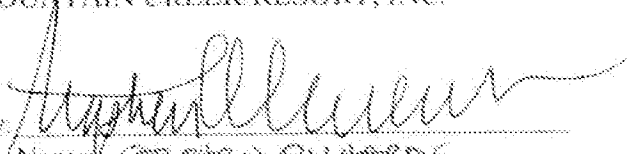
IW/WP FOUR-FIVE DEVELOPMENT  
COMPANY, LLC

By: INTRAWEST/WINTER PARK  
DEVELOPMENT CORPORATION, its  
sole member

By:   
Name: STEPHEN RICHMAN  
Title: AUTHORIZED SIGNATORY

[Signature Page to Grant of Security Interest in Intellectual Property]

MOUNTAIN CREEK RESORT, INC.

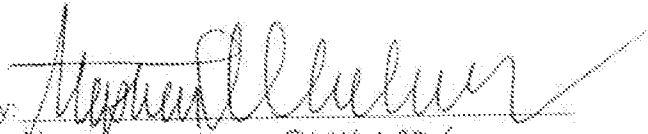
By:   
Name: STEPHEN RICHARDS  
Title: AUTHORIZED SIGNATORY

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0833**

PROJECT SIERRA HOUSING TWO  
DEVELOPMENT COMPANY, LLC

By: INTRAWEST CALIFORNIA HOLDINGS,  
INC., its sole member

By:   
Name: STEVEN RICHARDS  
Title: AUTHORIZED SIGNATORY



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

SNOWSHOE MOUNTAIN, INC.

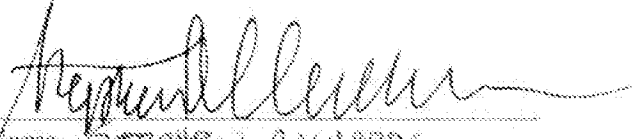
By:   
Name: STEPHEN RICHARDS  
Title: SECRETARY

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0835**

SP MONTELAGO DEVELOPMENT  
COMPANY, LLC

By: INTRAWEST CALIFORNIA HOLDINGS,  
INC., its sole member

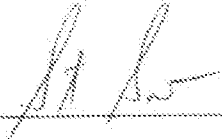
By:   
Name: STEPHEN RICHARDS  
Title: AUTHORIZED SIGNATORY

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0836**

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

STEAMBOAT SKI & RESORT  
CORPORATION

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

Name:

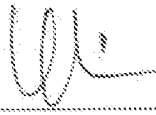
Title:

STEVE SAMMUT  
VICE PRESIDENT

[Signature Page to Grant of Security Interest in Intellectual Property]

**TRADEMARK**  
**REEL: 003910 FRAME: 0837**



JPMORGAN CHASE BANK, N.A.




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

Name: *Vanessa Chiu*  
Title: *Vice President*





**SCHEDULE A**

**Trademark Registrations and Applications**


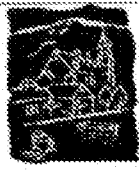
	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
1.	Copper Mountain, Inc.	 C COPPER	US	REGISTERED App No.: 74715417 FD: 1995-08-14 Reg #: 2033069 RD: 1997-01-21 Next Renewal: 2017-01-21
2.	Copper Mountain, Inc.	 LR	US	REGISTERED App No.: 76305915 FD: 2001-08-27 Reg #: 2809084 RD: 2004-01-27 Sec. 8 Due: 2009-01-27 Next Renewal: 2014-01-27
3.	Copper Mountain, Inc.	BEELINE ADVANTAGE	US	REGISTERED App No.: 76273707 FD: 2001-06-19 Reg #: 2580285 RD: 2002-06-11 Next Renewal: 2012-06-11
4.	Copper Mountain, Inc.	CAMP HALE COFFEE	US	REGISTERED App No.: 75903201 FD: 2000-01-25 Reg #: 2696147 USRD: 2003-03-11 Sec. 8 Due: 2009-03-11 Next Renewal: 2013-03-11
5.	Copper Mountain, Inc.	CATALYST	US	REGISTERED App No.: 78590143 FD: 2005-03-18 Reg #: 3065912 RD: 2006-03-07 Sec. 8 Due: 2012-03-07 Next Renewal: 2016-03-07
6.	Copper Mountain, Inc.	COPPER CLOTHING CO.	US	REGISTERED App No.: 76137651 FD: 2000-09-28 Reg #: 2882083 RD: 2004-09-07 Sec. 8 Due: 2010-09-07 Next Renewal: 2014-09-07
7.	Copper Mountain, Inc.	COPPER COMMONS	US	REGISTERED App No.: 75665385 FD: 1999-03-22 Reg #: 2338217 RD: 2000-04-04




	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				Next Renewal: 2010-04-04
8.	Copper Mountain, Inc.	COPPER CREEK	US	REGISTERED App No.: 75634263 FD: 1998-08-11 Reg #: 2616142 RD: 2002-09-10 Next Renewal: 2012-09-10
9.	Copper Mountain, Inc.	COPPER MOUNTAIN	US	REGISTERED App No.: 73154339 FD: 1978-01-06 Reg #: 1102372 RD: 1978-09-12 Next Renewal: 2008-09-12
10.	Copper Mountain, Inc.	COPPER MOUNTAIN	US	REGISTERED App No.: 75311893 FD: 1997-06-18 Reg #: 2327580 RD: 2000-03-14 Next Renewal: 2010-03-14
11.	Copper Mountain, Inc.	COPPER STATION	US	REGISTERED App No.: 75618705 FD: 1999-01-11 Reg #: 2566480 RD: 2002-04-02 Next Renewal: 2012-04-02
12.	Copper Mountain, Inc.	 ECOLOGIC	US	PENDING App No.: 77169920 FD: 2007-05-01 CA Rsp Due: 2009-03-22 Reg #: RD: Next Renewal:
13.	Copper Mountain, Inc.	 ECOLOGIC	US	PENDING App No.: 77518878 FD: 2008-11-20 Reg #: RD: Next Renewal:
14.	Copper Mountain, Inc.	ENDO'S ADRENALINE CAFE	US	REGISTERED App No.: 76101720 FD: 2000-07-31 Reg #: 2586354 RD: 2002-06-25 Next Renewal: 2012-06-25
15.	Copper Mountain, Inc.	FOUR PASS	US	REGISTERED App No.: 76154322 FD: 2000-10-25 Reg #: 2626230 RD: 2002-09-24 Next Renewal: 2012-09-24
16.	Copper Mountain, Inc.	 Jills	US	REGISTERED App No.: 78876836 FD: 2006-05-04 Reg #: 3309724 RD: 2007-10-09 Sec. 8 Due: 2013-10-09

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
17.	Copper Mountain, Inc.	JILL'S UMBRELLA BAR	US	Next Renewal: 2017-10-09 REGISTERED App No.: 78876821 FD: 2006-05-04 Reg #: 3304657 RD: 2007-10-02 Sec. 8 Due: 2013-10-02 Next Renewal: 2017-10-02
18.	Copper Mountain, Inc.	SIX PASS	US	REGISTERED App No.: 78373061 FD: 2002-02-19 Reg #: 2948727 RD: 2005-05-10 Sec. 8 Due: 2011-05-10 Next Renewal: 2015-05-10
19.	Copper Mountain, Inc.	THE LEWIS RANCH AT COPPER	US	REGISTERED App No.: 76305917 FD: 2001-08-27 Reg #: 2809085 RD: 2004-01-27 Sec. 8 Due: 2010-01-27 Next Renewal: 2014-01-27
20.	Copper Mountain, Inc.	WHERE THE SKIERS SKI	US	REGISTERED App No.: 74715174 FD: 1995-08-14 Reg #: 2033068 RD: 1997-01-21 Next Renewal: 2017-01-21
21.	Copper Mountain, Inc.	PROGRESSION IS INEVITABLE	US	PENDING App No.: 77463699 FD: 2008-05-01 Reg #: RD: Next Renewal:
22.	Intrawest California Holdings, Inc.	PROJECT SIERRA	US	REGISTERED App No.: 76367567 FD: 1997-10-03 Reg #: 2654612 RD: 2002-11-26 Next Renewal: 2012-11-26
23.	Intrawest California Holdings, Inc.	SIERRA STAR	US	REGISTERED App No.: 75374217 FD: 1997-10-16 Reg #: 2540736 RD: 2002-02-19 Next Renewal: 2012-02-19
24.	Intrawest Retail Group, Inc.	MOUNTAIN ADVENTURE CENTER	US	REGISTERED App No.: 75755943 FD: 1999-07-20 Reg #: 2688929 RD: 2003-02-18 Next Renewal: 2013-02-18
25.	Intrawest Retail Group, Inc.	VAIL CLOTHING CO.	US	REGISTERED App No.: 76137652 FD: 2000-09-28 Reg #: 2733625

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				RD: 2003-07-01 Sec. 8 Due: 2009-07-01 Next Renewal: 2013-07-01
26.	Intrawest Sandestin Company, LLC	 Design Mark	US	PENDING App No.: 78340828 FD: 2003-12-15 Reg #: 3437523 RD: 2008-05-27 Sec. 8 Due: 2014-05-27 Next Renewal: 2018-05-27
27.	Intrawest Sandestin Company, LLC	 Design Mark	US	REGISTERED App No.: 76648654 FD: 2005-10-17 Reg #: 3226406 RD: 2007-04-10 Sec. 8 Due: 2013-04-10 Next Renewal: 2017-04-10
28.	Intrawest Sandestin Company, LLC	 Design Mark	US	REGISTERED App No.: 76370896 FD: 2002-02-13 Reg #: 2822147 RD: 2004-03-16 Sec. 8 Due: 2010-03-16 Next Renewal: 2014-03-16
29.	Intrawest Sandestin Company, LLC	 SANDESTIN GOLF AND BEACH RESORT	US	REGISTERED App No.: 76218892 FD: 2001-03-05 Reg #: 2661854 RD: 2002-12-17 Next Renewal: 2012-12-17
30.	Intrawest Sandestin Company, LLC	BURNT PINE	US	REGISTERED App No.: 74488746 FD: 1994-02-10 Reg #: 1915876 RD: 1995-08-29 Next Renewal: 2015-08-29
31.	Intrawest Sandestin Company, LLC	EMERALD COAST BLUE MARLIN CLASSIC	US	REGISTERED App No.: 78340818 FD: 2003-12-15 Reg #: 3005213 RD: 2005-10-04 Sec. 8 Due: 2011-10-04 Next Renewal: 2015-10-04
32.	Intrawest Sandestin Company, LLC	IN OUR WORLD	US	REGISTERED App No.: 78593667 FD: 2005-03-23 Reg #: 3265930 RD: 2007-07-17 Sec. 8 Due: 2013-07-17 Next Renewal: 2017-07-17
33.	Intrawest Sandestin Company, LLC	OFF IN OUR OWN LITTLE WORLD	US	REGISTERED App No.: 78593668 FD: 2005-03-23 Reg #: 3265931 RD: 2007-07-17 Sec. 8 Due: 2013-07-17








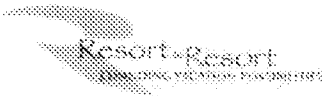

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
34.	Intrawest Sandestin Company, LLC	SANDESTIN	US	Next Renewal: 2017-07-17 REGISTERED App No.: 76219753 FD: 2001-03-06 Reg #: 2634400 RD: 2002-10-15 Next Renewal: 2012-10-15
35.	Intrawest Sandestin Company, LLC	VILLAGE OF BAYTOWNE WHARF	US	PENDING App No.: 76648653 FD: 2005-10-17 Reg #: 3371184 RD: 2008-01-22 Sec. 8 Due: 2014-01-22 Next Renewal: 2018-01-22
36.	Intrawest ULC	 Design Mark	US	REGISTERED App No.: 76616899 FD: 2005-04-26 Reg #: 3274279 RD: 2007-08-07 Sec. 8 Due: 2013-08-07 Next Renewal: 2017-08-07
37.	Intrawest ULC	 Arrow & Circle Design	Canada	REGISTERED App No.: 1235368 FD: 2004-10-28 Reg #: TMA655344 RD: 2005-12-16 Next Renewal: 2020-12-16
38.	Intrawest ULC	 G	US	REGISTERED App No.: 76197263 FD: 2001-01-19 Reg #: 2581547 RD: 2002-06-18 Next Renewal: 2012-06-18
39.	Intrawest ULC	 Village Design (Black & White)	Canada	REGISTERED App No.: 1175346 FD: 2003-04-17 Reg #: TMA666014 RD: 2006-05-26 Next Renewal: 2021-05-26
40.	Intrawest ULC	 Village Design (Colour)	Canada	REGISTERED App No.: 1175347 FD: 2003-04-17 Reg #: TMA665884 RD: 2006-06-08 Next Renewal: 2021-06-08
41.	Intrawest ULC	 CLUB INTRAWEST & Script Design	Canada	REGISTERED App No.: 1281144 FD: 2005-11-29 Reg #: TMA694886 RD: 2007-08-28 Next Renewal: 2022-08-28

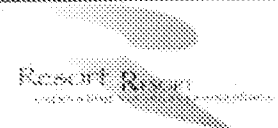
	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
42.	Intrawest ULC	 CLUB INTRAWEST & Crest Design	Canada	ALLOWED App No.: 1280606 FD: 2005-11-23 Reg #: RD: Next Renewal:
43.	Intrawest ULC	 CLUB INTRAWEST & Crest Design	Mexico	REGISTERED App No.: 779864 FD: 2006-04-27 Reg #: 995521 RD: 2007-07-27 Next Renewal: 2016-04-27
44.	Intrawest ULC	 CLUB INTRAWEST & Design	Mexico	REGISTERED App No.: 639959 FD: 2004-01-30 Reg #: 858184 RD: 2004-10-29 Next Renewal: 2014-01-30
45.	Intrawest ULC	CLUB INTRAWEST	Canada	REGISTERED App No.: 1280439 FD: 2005-11-22 Reg #: TMA694892 RD: 2007-08-28 Next Renewal: 2022-08-28
46.	Intrawest ULC	CLUB INTRAWEST	Mexico	REGISTERED App No.: 639958 FD: 2004-01-30 Reg #: 888542 RD: 2005-01-31 Next Renewal: 2014-01-30
47.	Intrawest ULC	CLUB INTRAWEST	US	REGISTERED App No.: 78877881 FD: 2006-05-05 Reg #: 3244413 RD: 2007-05-22 Sec. 8 Due: 2013-05-22 Next Renewal: 2017-05-22
48.	Intrawest ULC	CLUB INTRAWEST POINTS	Canada	REGISTERED App No.: 1280440 FD: 2005-11-22 Reg #: TMA694891 RD: 2007-08-28 Next Renewal: 2022-08-28
49.	Intrawest ULC	CLUB INTRAWEST POINTS	Mexico	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal:
50.	Intrawest ULC	CLUB INTRAWEST POINTS	US	PROPOSED App No.: Waiting for confirmation of filing from agents. FD:





	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				Reg #: RD: Next Renewal: NOT YET FILED
51.	Intrawest ULC	CLUB INTRAWEST RESORT POINTS	Canada	REGISTERED App No.: 1280441 FD: 2006-11-22 Reg #: TMA694890 RD: 2007-08-28 Next Renewal: 2022-08-28
52.	Intrawest ULC	CLUB INTRAWEST RESORT POINTS	Mexico	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal:
53.	Intrawest ULC	CLUB INTRAWEST RESORT POINTS	US	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal: NOT YET FILED
54.	Intrawest ULC	EXTRAORDINARY ESCAPES	Canada	REGISTERED App No.: 1008749 FD: 1999-03-12 Reg #: TMA540634 RD: 2001-02-01 Next Renewal: 2016-02-01
55.	Intrawest ULC	EXTRAORDINARY ESCAPES	US	REGISTERED App No.: 75774782 FD: 1999-08-13 Reg #: 2395510 RD: 2000-10-17 Next Renewal: 2010-10-17
56.	Intrawest ULC	EXTRAORDINARY ESCAPES & Design	Mexico	REGISTERED App No.: 639960 FD: 2004-01-30 Reg #: 858185 RD: 2004-10-29 Next Renewal: 2014-01-30
57.	Intrawest ULC	INTRAWEST	US	REGISTERED App No.: 74554920 FD: 1994-07-29 Reg #: 1931088 RD: 1995-10-31 Next Renewal: 2015-10-31
58.	Intrawest ULC	INTRAWEST	Canada	REGISTERED App No.: 0719883 FD: 1993-01-05 Reg #: TMA430535 RD: 1994-07-15

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
59.	Intrawest ULC	<p><b>INTRAWEST</b></p>  <p>INTRAWEST</p>	US	<p>Next Renewal: 2009-07-16</p> <p>REGISTERED</p> <p>App No.: 75198181</p> <p>FD: 1996-11-14</p> <p>Reg #: 2119597</p> <p>RD: 1997-12-09</p> <p>Next Renewal: 2017-12-09</p>
60.	Intrawest ULC	<p><b>INTRAWEST</b></p>  <p>INTRAWEST &amp; MOUNTAIN DESIGN</p>	Canada	<p>REGISTERED</p> <p>App No.: 0819734</p> <p>FD: 1996-08-02</p> <p>Reg #: TMA479902</p> <p>RD: 1997-08-08</p> <p>Next Renewal: 2012-08-08</p>
61.	Intrawest ULC	<p>INTRAWEST GOLF</p>	US	<p>REGISTERED</p> <p>App No.: 76197262</p> <p>FD: 2001-01-19</p> <p>Reg #: 2648389</p> <p>RD: 2002-11-12</p> <p>Next Renewal: 2012-11-12</p>
62.	Intrawest ULC	 <p>INTRAWEST PLACEMAKING</p>	US	<p>REGISTERED</p> <p>App No.: 78616853</p> <p>FD: 2006-04-26</p> <p>Reg #: 3170756</p> <p>RD: 2006-11-14</p> <p>Sec. 8 Due: 2012-11-14</p> <p>Next Renewal: 2016-11-14</p>
63.	Intrawest ULC	 <p>INTRAWEST PLACEMAKING &amp; Design</p>	Canada	<p>REGISTERED</p> <p>App No.: 1235366</p> <p>FD: 2004-10-28</p> <p>Reg #: TMA655007</p> <p>RD: 2005-12-14</p> <p>Next Renewal: 2020-12-14</p>
64.	Intrawest ULC	<p>INTRAWEST THE VILLAGE PEOPLE</p>	Canada	<p>REGISTERED</p> <p>App No.: 1067682</p> <p>FD: 2000-07-19</p> <p>Reg #: TMA566827</p> <p>RD: 2002-09-03</p> <p>Next Renewal: 2017-09-03</p>
65.	Intrawest ULC	<p><b>INTRAWEST</b></p> <p>VACATIONS</p> <p>INTRAWEST VACATIONS &amp; Design</p>	Canada	<p>REGISTERED</p> <p>App No.: 1045107</p> <p>FD: 2000-02-03</p> <p>Reg #: TMA565037</p> <p>RD: 2002-07-23</p> <p>Next Renewal: 2017-07-23</p>
66.	Intrawest ULC	<p>IQ</p>	Canada	<p>REGISTERED</p> <p>App No.: 1009846</p> <p>FD: 1999-03-25</p> <p>Reg #: TMA536027</p> <p>RD: 2000-10-27</p> <p>Next Renewal: 2015-10-27</p>
67.	Intrawest ULC	<p>IQ</p>	US	<p>REGISTERED</p> <p>App No.: 75691193</p> <p>FD: 1999-04-26</p> <p>Reg #: 2486646</p> <p>RD: 2001-09-11</p> <p>Next Renewal: 2011-09-11</p>

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
68.	Intrawest ULC	 KADENWOOD KADENWOOD & Design	Canada	REGISTERED App No.: 1139559 FD: 2002-05-02 Reg #: TMA611929 RD: 2004-06-03 Next Renewal: 2019-06-03
69.	Intrawest ULC	KADENWOOD	Canada	REGISTERED App No.: 1139560 FD: 2002-05-02 Reg #: TMA611828 RD: 2004-06-02 Next Renewal: 2019-06-02
70.	Intrawest ULC	 LODGING OVATIONS LODGING OVATIONS & Leaf Design	Canada	REGISTERED App No.: 1280447 FD: 2005-11-22 Reg #: TMA694889 RD: 2007-08-28 Next Renewal: 2022-08-28
71.	Intrawest ULC	 LODGING OVATIONS LODGING OVATIONS & Design	Mexico	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal:
72.	Intrawest ULC	 LODGING OVATIONS LODGING OVATIONS & Design	US	PENDING App No.: 78878051 FD: 2006-05-05 Reg #: RD: Next Renewal:
73.	Intrawest ULC	LODGING OVATIONS	Canada	REGISTERED App No.: 1280438 FD: 2005-11-22 Reg #: TMA694885 RD: 2007-08-28 Next Renewal: 2022-08-28
74.	Intrawest ULC	LODGING OVATIONS & Design	Mexico	REGISTERED Reg#: 936926 RD: 2006-03-07 Next Renewal: 2016-03-07
75.	Intrawest ULC	LODGING OVATIONS	US	PENDING App No.: 78877995 FD: 2006-05/05 Reg #: RD: Next Renewal:
76.	Intrawest ULC	 MONT STE MARIE MONT STE-MARIE & LOGO	Canada	REGISTERED App No.: 1007496 FD: 1999-03-08 Reg #: TMA540671 RD: 2001-02-01 Next Renewal: 2016-02-01
77.	Intrawest ULC	PLAYGROUND	Canada	REGISTERED App No.: 1105311



	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				FD: 2001-06-05 Reg #: TMA600387 RD: 2004-01-23 Next Renewal: 2019-01-23
78.	Intrawest ULC	PLAYGROUND	Australia	REGISTERED App No.: 908326 FD: 2002-04-03 Reg #: 908326 RD: 2004-08-05 Next Renewal: 2012-04-03
79.	Intrawest ULC	PLAYGROUND	EU	REGISTERED App No.: 2841682 FD: 2002-09-06 Reg #: 2841682 RD: 2004-05-26 Next Renewal: 2012-09-06
80.	Intrawest ULC	PLAYGROUND	Mexico	REGISTERED App No.: 639956 FD: 2004-01-30 Reg #: 635293 RD: 2004-05-31 Next Renewal: 2014-01-30
81.	Intrawest ULC	RESORT TO RESORT	Canada	REGISTERED App No.: 1281136 FD: 2005-11-29 Reg #: TMA694888 RD: 2007-08-28 Next Renewal: 2022-08-28
82.	Intrawest ULC	RESORT TO RESORT	Mexico	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal:
83.	Intrawest ULC	RESORT TO RESORT	US	PENDING App No.: 78878081 FD: 2006-05-05 Reg #: 3660275 RD: 2008-12-23 Sec. 8 Due: 2014-12-23 Next Renewal: 2018-12-23
84.	Intrawest ULC	 RESORT TO RESORT & DESIGN	US	REGISTERED App No.: 78923010 FD: 2006-07-05 Reg #: 3378677 RD: 2008-02-05 Sec. 8 Due: 2014-02-05 Next Renewal: 2018-02-25
85.	Intrawest ULC	 RESORT TO RESORT &	Canada	REGISTERED App No.: 1281141 FD: 2005-11-29 Reg #: TMA694887 RD: 2007-08-28 Next Renewal: 2022-08-28

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
86.	Intrawest ULC	Design  RESORT TO RESORT & Design	Mexico	PROPOSED App No.: Waiting for confirmation of filing from agents. FD: Reg #: RD: Next Renewal:
87.	Intrawest ULC	REZOLUTION	Canada	REGISTERED App No.: 1127935 FD: 2002-01-14 Reg #: TMA612648 RD: 2004-06-11 Next Renewal: 2019-06-11
88.	Intrawest ULC	REZREZ	US	REGISTERED App No.: 76285093 FD: 2001-07-13 Reg #: 2690094 RD: 2003-02-25 Sec. 8 Due: 2009-02-25 Next Renewal: 2013-02-25
89.	Intrawest ULC	REZREZ	Canada	REGISTERED App No.: 1127933 FD: 2002-01-14 Reg #: TMA612995 RD: 2004-06-17 Next Renewal: 2019-06-17
90.	Intrawest ULC	REZREZ.COM	US	REGISTERED App No.: 76285094 FD: 2001-07-13 Reg #: 2690095 RD: 2003-02-25 Sec. 8 Due: 2009-02-25 Next Renewal: 2013-02-25
91.	Intrawest ULC	REZREZ.COM	Canada	REGISTERED App No.: 1127934 FD: 2002-01-14 Reg #: TMA613242 RD: 2004-06-21 Next Renewal: 2019-06-21
92.	Intrawest ULC	SAPPHIRE	Canada	REGISTERED App No.: 1386459 FD: 2007-03-07 Reg #: TMA RD: Next Renewal:
93.	Intrawest ULC	SECOND NATURE	Canada	PENDING App No.: 1360139 FD: Reg #: TMA RD: Next Renewal:
94.	Intrawest ULC	SNOWSCIENCE	Canada	REGISTERED App No.: 1035346 FD: 1999-11-08

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				Reg #: TMA570459 RD: 2002-11-07 Next Renewal: 2017-11-07
95.	Intrawest ULC	SNOWSCIENCE	US	REGISTERED App No.: 75856548 FD: 1999-11-23 Reg #: 2833500 RD: 2004-04-20 Sec. 8 Due: 2010-04-20 Next Renewal: 2014-04-20
96.	Intrawest ULC	STORYSELLING	Mexico	REGISTERED App No.: 639957 FD: 2004-01-30 Reg #: 835294 RD: 2004-05-31 Next Renewal: 2014-01-30
97.	Intrawest ULC	STORYSELLING	Canada	REGISTERED App No.: 1107939 FD: 2001-06-26 Reg #: TMA613062 RD: 2004-06-17 Next Renewal: 2019-06-17
98.	Intrawest ULC	 CLUB INTRAWEST & Design	US	REGISTERED App No.: 78577960 FD: 2006-05-05 Reg #: 3524254 RD: 2006-10-28 Sec. 8 Due: 2014-10-28 Next Renewal: 2018-10-28
99.	Snowshoe Mountain, Inc.	 Design Mark	US	REGISTERED App No.: 75579052 FD: 1998-10-28 Reg #: 2559257 RD: 2002-04-09 Next Renewal: 2012-04-09
100.	Snowshoe Mountain, Inc.	 MOUNTAIN KIDS	US	REGISTERED App No.: 78150140 FD: 2002-08-02 Reg #: 2811781 RD: 2004-02-03 Sec. 8 Due: 2010-02-03 Next Renewal: 2014-02-03
101.	Snowshoe Mountain, Inc.	 PULP & PAPER CO. STATIONARY POSTCARDS FINE BOOKS PERIODICALS EST. 2002 SNOWSHOE MOUNTAIN	US	REGISTERED App No.: 78150136 FD: 2002-08-02 Reg #: 2809439 RD: 2004-01-27 Sec. 8 Due: 2010-01-27 Next Renewal: 2014-01-27
102.	Snowshoe Mountain, Inc.	FREEDOM FEST	US	REGISTERED App No.: 76327506 FD: 2001-10-22 Reg #: 2760847



	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				RD: 2003-09-09 Sec. 8 Due: 2009-09-09 Next Renewal: 2013-09-09
103.	Snowshoe Mountain, Inc.	MAKING TRACKS	US	REGISTERED App No.: 75047873 FD: 1996-01-24 Reg #: 2021000 RD: 1996-12-03 Next Renewal: 2016-12-03
104.	Snowshoe Mountain, Inc.	MOUNTAIN KIDS	US	REGISTERED App No.: 78150143 FD: 2002-08-02 Reg #: 2809440 RD: 2004-01-27 Sec. 8 Due: 2010-01-27 Next Renewal: 2014-01-27
105.	Snowshoe Mountain, Inc.	NORTHERN EXPOSURE WITH SOUTHERN HOSPITALITY	US	REGISTERED App No.: 75915628 FD: 2000-02-11 Reg #: 2579680 RD: 2002-06-11 Sec. 8 Due (final): 2008-12-11 Next Renewal: 2012-06-11
106.	Snowshoe Mountain, Inc.	PULP & PAPER	US	REGISTERED App No.: 78365956 FD: 2004-02-11 Reg #: 3003751 RD: 2005-10-04 Sec. 8 Due: 2011-10-04 Next Renewal: 2015-10-04
107.	Snowshoe Mountain, Inc.	SNOWSHOE	US	REGISTERED App No.: 75047874 FD: 1996-01-24 Reg #: 2065913 RD: 1997-06-10 Next Renewal: 2017-06-10
108.	Snowshoe Mountain, Inc.	THE MOUNTAIN CONFERENCE CENTER	US	REGISTERED App No.: 74213306 FD: 1991-10-18 Reg #: 1708986 RD: 1992-08-18 Next Renewal: 2012-08-18

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
109.	Snowshoe Mountain, Inc.	XEXPO	US	REGISTERED App No.: 78911176 FD: 2006-19-06 Reg #: 3304669 RD: 2007-10-02 Sec. 8 Due: 2013-10-02 Next Renewal: 2017-10-02
110.	Snowshoe Mountain	SNOW NEWS IS GOOD NEWS	US	REGISTERED App No.: 78897352 FD: 2006-05-31 Reg #: 3274945 RD: 2007-05-07 Sec. 8 Due: 2013-08-07 Next Renewal: 2017-08-07
111.	Snowshoe Mountain	SNOWSHOE	US	REGISTERED App No.: 77589126 FD: 2008-10-09 Reg #: RD: Next Renewal:
112.	Steamboat Ski & Resort Corporation	STEAMBOAT CENTRAL RESERVATION	US	REGISTERED App No.: 7841407 FD: 2004-06-14 Reg #: 3023272 RD: 2005-12-06 Sec. 8 Due: 2011-12-06 Next Renewal: 2016-12-06
113.	Steamboat Ski & Resort Corporation		US	REGISTERED App No.: 72372061 FD: 1970-09-30 Reg #: 0932707 RD: 1972-04-18 Next Renewal: 2012-04-18
114.	Steamboat Ski & Resort Corporation	CHAMPAGNE POWDER	US	PENDING App No.: 77386424 FD: 2008-02-01 Reg #: RD: Next Renewal:
115.	Steamboat Ski & Resort Corporation	PIONEER RIDGE	US	REGISTERED App No.: 75359261 FD: 1997-09-18 Reg #: 2261558 RD: 1999-07-13 Next Renewal: 2009-07-13
116.	The Stratton Corporation	 Design Mark	US	REGISTERED App No.: 73653527 FD: 1987-04-06 Reg #: 1484680 RD: 1988-04-12 Next Renewal: 2018-04-12

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
117.	The Stratton Corporation	 SMC STRATTON MOUNTAIN CLUB	US	REGISTERED App No.: 78202896 FD: 2003-01-14 Reg #: 2946674 RD: 2005-05-03 Sec. 8 Due: 2011-05-03 Next Renewal: 2015-05-03
118.	The Stratton Corporation	 SMC STRATTON MOUNTAIN CLUB	US	REGISTERED App No.: 78202900 FD: 2003-01-14 Reg #: 2955573 RD: 2005-05-24 Sec. 8 Due: 2011-05-24 Next Renewal: 2015-05-24
119.	The Stratton Corporation	 STRATTON VT	US	REGISTERED App No.: 76075795 FD: 2000-06-22 Reg #: 2584508 RD: 2002-06-25 Next Renewal: 2012-06-26
120.	The Stratton Corporation	 STRATTON VT	US	REGISTERED App No.: 76075794 FD: 2000-06-22 Reg #: 2539597 RD: 2002-02-19 Next Renewal: 2012-02-19
121.	The Stratton Corporation	 STRATTON VT	US	REGISTERED App No.: 76075793 FD: 2000-06-22 Reg #: 2539596 RD: 2002-02-19 Next Renewal: 2012-02-19
122.	The Stratton Corporation	 STRATTON VT	US	REGISTERED App No.: 76075095 FD: 2000-06-22 Reg #: 2539593 RD: 2002-02-19 Next Renewal: 2012-02-19
123.	The Stratton Corporation	 STRATTON VT	US	REGISTERED App No.: 76075093 FD: 2000-06-22 Reg #: 2587354 RD: 2002-07-02 Next Renewal: 2012-07-02
124.	The Stratton Corporation	STRATTON	US	REGISTERED App No.: 73716916 FD: 1988-03-15 Reg #: 1537435 RD: 1989-05-02 Next Renewal: 2009-05-02
125.	The Stratton Corporation	STRATTON	US	REGISTERED App No.: 73716805 FD: 1988-03-15

	<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Status</u>
				Reg #: 1536463 RD: 1989-04-25 Next Renewal: 2009-04-25
126.	The Stratton Corporation	STRATTON	US	REGISTERED App No.: 73765965 FD: 1988-01-19 Reg #: 1540829 RD: 1989-05-23 Next Renewal: 2009-05-23

**SCHEDULE B**

**JURISDICTION OF ORGANIZATION, IDENTIFICATION NUMBER AND  
LOCATION OF CHIEF EXECUTIVE OFFICE**

<u>Grantor</u>	<u>Jurisdiction of Organization</u>	<u>Identification Number</u>	<u>Location of Chief Executive Office</u>
Copper Mountain, Inc.	Delaware	2692955	209 Ten Mile Circle, 2nd Floor, Copper Mountain, CO 80443
Fisherman's Village One Development Company, L.L.C.	Delaware	3346601	9300 Emerald Coast Parkway West Destin, FL, 32550
Inspiration at Sandestin Development Company, LLC	Delaware	3784989	9300 Emerald Coast Parkway West Destin, FL, 32550
Intrawest California Holdings, Inc.	California	C1990676	221 Corporate Circle, Suite Q, Golden, CO, 80401
Intrawest Holdings S.à r.l.	Luxembourg	RCS Luxembourg B 120197	16, avenue Pasteur L-2310 Luxembourg
Intrawest Resort Ownership U.S. Corporation	Delaware	2367660	221 Corporate Circle, Suite Q, Golden, CO, 80401
Intrawest Retail Group, Inc.	Colorado	19871223933	221 Corporate Circle, Suite Q, Golden, CO, 80401
Intrawest Sandestin Company, L.L.C.	Delaware	2899290	9300 Emerald Coast Parkway West Destin, FL, 32550
Intrawest S.à r.l.	Luxembourg	RCS Luxembourg B 120095	16, avenue Pasteur L-2310 Luxembourg
Intrawest ULC	Alberta, Canada	2012778375	Suite 500 200 Burrard Street Vancouver, B.C., V6C 3L6 Canada

<u>Grantor</u>	<u>Jurisdiction of Organization</u>	<u>Identification Number</u>	<u>Location of Chief Executive Office</u>
Intrawest U.S. Holdings Inc.	Delaware	2355269	221 Corporate Circle, Suite Q, Golden, CO, 80401
IW/WP Four-Five Development Company, LLC	Delaware	4029246	85 Parsenn Road, Winter Park, CO, 80482
IW/WP Village Core Development Company, LLC	Delaware	4063311	85 Parsenn Road, Winter Park, CO, 80482
Mountain Creek Resort, Inc.	New Jersey	0100728105	200 Rt. 94, Vernon, NJ, 07462
Project Sierra Housing Two Development Company, LLC	Delaware	C2327226	221 Corporate Circle, Suite Q, Golden, CO, 80401
Snowshoe Mountain, Inc.	West Virginia	161001	P.O. Box 10, 1 Snowshoe Drive Snowshoe, WV, 26209
SP Montelago Development Company, LLC	Delaware	3857750	221 Corporate Circle, Suite Q, Golden, CO, 80401
Steamboat Ski & Resort Corporation	Delaware	2198464	2305 Mt. Werner Circle Steamboat, CO, 80487
The Stratton Corporation	Vermont	V-10057-0	R.R.#1, Box 145 Stratton Mountain, VT, 05155