

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Intrawest Sandestin Company, LLC		09/22/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Sandestin Investments, LLC		
Street Address:	15000 Emerald Coast Parkway		
City:	Destin		
State/Country:	FLORIDA		
Postal Code:	32541		
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77900218	SANDESTINATION	
CORRESPONDENCE DATA			
Fax Number:	(813)204-2131		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	813-225-3098		
Email:	ldempsey@broadandcassel.com		
Correspondent Name:	Leslie A. Dempsey		
Address Line 1:	100 North Tampa Street		
Address Line 2:	Suite 3500		
Address Line 4:	Tampa, FLORIDA 33602		
ATTORNEY DOCKET NUMBER:	44295.0002		
NAME OF SUBMITTER:	Leslie A. Dempsey		
Signature:	/Leslie A. Dempsey/		

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**TRADEMARK
 REEL: 004283 FRAME: 0479**

Date:

09/23/2010

Total Attachments: 5

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**AMENDMENT TO ASSIGNMENT AND ASSUMPTION
OF TRANSFERRED INTELLECTUAL PROPERTY**

This Amendment to Assignment and Assumption of Transferred Intellectual Property (the "Amendment") is entered into on the 22nd day of September, 2010 by and between INTRAWEST SANDESTIN COMPANY, LLC, a Delaware limited liability company, whose address is c/o Holland & Knight, LLP, 50 N. Laura Street, Suite 3900, Jacksonville, Florida ("Assignor") and SANDESTIN INVESTEMENTS, LLC, a Florida limited liability company ("Assignee"), whose address is 15000 Emerald Coast Parkway, Destin, Florida 32541.

RECITALS

A. The parties hereto entered into a certain Assignment and Assumption of Transferred Intellectual Property dated as of March 12, 2010 (the "Assignment"), whereby the Assignor transferred and assigned to Assignee all right, title and interest of Assignor in and to certain Transferred Intellectual Property as more particularly described in Exhibit "A" of the Assignment.

B. The Assignor and Assignee desire to amend Exhibit "A" of the Assignment to include additional intellectual property.

AGREEMENT

The Assignment is hereby amended as follows:

1. Exhibit "A" is amended to include the following trademark application:

PENDING TRADEMARK APPLICATION

Trademark Serial Number	Owner	Mark
77900218	Intrawest Sandestin Company LLC	Sandestination

2. Except as amended hereby, the Assignment shall be and remain in full force and effect.

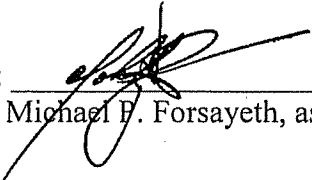
[Signatures appear on the following page.]

IN WITNESS WHEREOF, the undersigned hereby execute this Amendment effective as of the date first written above.

ASSIGNOR:

INTRAWEST SANDESTIN COMPANY,
LLC, a Delaware limited liability company

By: Intrawest U.S. Holdings, Inc., a
Delaware corporation, its Manager

By: 
Michael F. Forsayeth, as Chief Financial Officer

ASSIGNEE:

SANDESTIN INVESTMENTS, LLC,
a Florida limited liability company

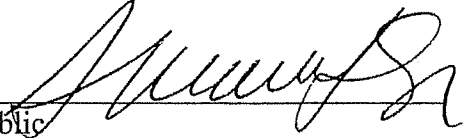
By: Sandestin Management Company, LLC
a Florida limited liability company, its Manager

By: _____
Thomas R. Becnel, as Manager

PROVINCE OF BRITISH COLUMBIA

CITY OF VANCOUVER

The foregoing instrument was acknowledged before me this 22nd day of September, 2010, by MICHAEL P. FORSAYETH, in his/her capacity as Chief Financial Officer of Intrawest U.S. Holdings, Inc., as Manager of Intrawest Sandestin Company, L.L.C. ("Assignor"). He is [] personally known to me or [] has produced _____ as identification.



Notary Public
My commission expires: N/A

(SEAL)

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of September, 2010, by THOMAS R. BECNEL, in his capacity as Manager of Sandestin Management Company, LLC, a Florida limited liability company, manager of Sandestin Investments, LLC, a Florida limited liability company ("Assignee"). He is [] personally known to me or [] has produced _____ as identification.

Notary Public

My commission expires: (SEAL)

IN WITNESS WHEREOF, the undersigned hereby execute this Amendment effective as of the date first written above.

ASSIGNOR:

INTRAWEST SANDESTIN COMPANY,
LLC, a Delaware limited liability company

By: Intrawest U.S. Holdings, Inc., a
Delaware corporation, its Manager

By: _____
_____, As _____

ASSIGNEE:

SANDESTIN INVESTMENTS, LLC,
a Florida limited liability company

By: Sandestin Management Company, LLC
a Florida limited liability company, its Manager

By: Thomas R. Becnel
Thomas R. Becnel, as Manager

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of September, 2010, by _____, in his/her capacity as _____ of Intrawest U.S. Holdings, Inc., as Manager of Intrawest Sandestin Company, L.L.C. ("Assignor"). He is [] personally known to me or [] has produced _____ as identification.

Notary Public
My commission expires: (SEAL)

STATE OF Florida

COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 22nd day of September, 2010, by THOMAS R. BECNEL, in his capacity as Manager of Sandestin Management Company, LLC, a Florida limited liability company, manager of Sandestin Investments, LLC, a Florida limited liability company ("Assignee"). He is personally known to me or has produced _____ as identification.

Carnella Bracciale

Notary Public

My commission expires: (SEAL) 4/11/2011

