

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411804

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GOLDMAN SACHS LENDING PARTNERS LLC		01/10/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	555 California Street		
Internal Address:	4th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Serial Number:	75081369	RAVEN	
Serial Number:	75070599	RAVEN	
Serial Number:	75066642	RAVEN	
Serial Number:	74676844	RAVEN	
Serial Number:	74675754	RAVEN	
Serial Number:	77638392	HONUA KAI	
Serial Number:	77983136	HONUA KAI	
Serial Number:	77979491	HONUA KAI	
Serial Number:	77638403	HONUA KAI RESORT & SPA KAA NAPALI BEACH	
Serial Number:	77979492	HONUA KAI RESORT & SPA KAA NAPALI BEACH	
Serial Number:	77983150	HONUA KAI RESORT & SPA KAA NAPALI BEACH	
Serial Number:	85779409	SPA HONUA KAI	
Serial Number:	75753013	ZEPHYR MOUNTAIN LODGE	
Serial Number:	75751655	ZEPHYR MOUNTAIN LODGE	
Serial Number:	75755943	MOUNTAIN ADVENTURE CENTER	
Serial Number:	86043253		
Serial Number:	86043239	PLAYGROUND	
Serial Number:	75579052		
TRADEMARK			

CH \$1215.00 75081369

Property Type	Number	Word Mark
Serial Number:	78150140	MOUNTAIN KIDS
Serial Number:	76327506	FREEDOM FEST
Serial Number:	75047873	MAKING TRACKS
Serial Number:	78150143	MOUNTAIN KIDS
Serial Number:	75047874	SNOWSHOE
Serial Number:	74213306	THE MOUNTAIN CONFERENCE CENTER
Serial Number:	78911176	XEXPO
Serial Number:	78897352	SNOW NEWS IS GOOD NEWS
Serial Number:	77589126	SNOWSHOE
Serial Number:	85924332	
Serial Number:	78434587	STEAMBOAT CENTRAL RESERVATIONS
Serial Number:	72372061	STEAMBOAT
Serial Number:	85151680	STEAMBOAT
Serial Number:	85151686	SKI TOWN, U.S.A.
Serial Number:	85976946	SKI TOWN, U.S.A.
Serial Number:	77386424	CHAMPAGNE POWDER
Serial Number:	85751852	SPRINGALICIOUS
Serial Number:	85814850	OKTOBERWEST
Serial Number:	85814875	STEAMBOAT SPRINGS OKTOBERWEST
Serial Number:	73653527	
Serial Number:	78202896	SMC STRATTON MOUNTAIN CLUB
Serial Number:	78202900	SMC STRATTON MOUNTAIN CLUB
Serial Number:	76075795	STRATTON VT
Serial Number:	76075794	STRATTON VT
Serial Number:	76075793	STRATTON VT
Serial Number:	76075095	STRATTON VT
Serial Number:	76075093	STRATTON VT
Serial Number:	73716916	STRATTON
Serial Number:	73716805	STRATTON
Serial Number:	73705965	STRATTON

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 530-5000

Email: NBrowand@milbank.com

Correspondent Name: Nathaniel T. Browand

Address Line 1: MILBANK, TWEED, HADLEY & MCCLOY, LLP

Address Line 2: 28 Liberty Street, 47th Floor

TRADEMARK

REEL: 005963 FRAME: 0465

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER: Nathaniel T. Browand

SIGNATURE: /Nathaniel T. Browand/

DATE SIGNED: 01/10/2017

Total Attachments: 15

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

This ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this “Agreement”), is entered into as of January 10, 2017 by and among GOLDMAN SACHS LENDING PARTNERS LLC, as the Administrative Agent (in such capacity, the “Existing Agent”), for the Secured Parties under that certain Credit Agreement (as defined below) and BANK OF AMERICA, N.A., as the successor Administrative Agent under the Credit Agreement (in such capacity, the “Successor Agent”). Unless otherwise defined or specified herein, capitalized terms used herein shall have the meanings given to them in the Trademark Security Agreement (as defined below).

WHEREAS, Intrawest Operations Group Holdings, LLC, a Delaware limited liability company (“Holdings”), Intrawest Operations Group, LLC, a Delaware limited liability company (the “Borrower”), the Administrative Agent, and the banks and other financial institutions from time to time party thereto entered into that certain Credit Agreement, dated as of December 9, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”);

WHEREAS, Intrawest Golf Holdings, Inc., Intrawest Honua Kai Hospitality Management, LLC, Intrawest Hospitality Management, Inc., Intrawest Retail Group, Inc., Snowshoe Mountain, Inc., Steamboat Ski & Resort Corporation, and The Stratton Corporation (collectively, the “IP Grantors” and each an “IP Grantor”) and the Existing Agent are parties to that certain Short Form Trademark Security Agreement, dated as of December 9, 2013, and recorded with the United States Patent and Trademark Office at Reel/Frame No. 5172/0130 (the “Trademark Security Agreement”), pursuant to which the IP Grantors granted to the Existing Agent a security interest in all of such IP Grantor’s right, title, and interest in, to, and under the Trademarks, including the Trademarks set forth on Schedule A annexed hereto;

WHEREAS, Holdings, the Borrower, the Existing Agent, the Successor Agent, and each other Loan Party (as defined in the Credit Agreement) are parties to that certain Agency Transfer Agreement, dated as of December 30, 2016 (the “Agency Transfer Agreement”), pursuant to which the Existing Agent has resigned as Administrative Agent under the Credit Agreement and the other Loan Documents and the Successor Agent has been appointed as successor Administrative Agent under the Credit Agreement and the other Loan Documents; and

WHEREAS, as of the Effective Date (as defined in the Agency Transfer Agreement), pursuant to the terms of the Agency Transfer Agreement, the Existing Agent assigns to the Successor Agent each of the Liens and security interests granted to the Existing Agent under the Credit Agreement, the Trademark Security Agreement, and the other Loan Documents and the Successor Agent accepts the assignment of all such Liens, for its benefit and for the benefit of the Secured Parties.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each party hereto hereby agrees as follows:

1. Assignment of Security Interest. Effective as of the Effective Date, the Existing Agent hereby conveys, assigns, and transfers to the Successor Agent for the benefit of the Secured Parties all right, title, and interest in and to all security interests and liens on the Trademarks granted to the Existing Agent under the Trademark Security Agreement and the other Loan Documents, including, without limitation, all of the Existing Agent's security interests and liens on the Trademarks identified on Schedule A hereto, together with all goodwill associated therewith (the "Assignment").

2. Purpose. This Agreement has been executed and delivered by the Existing Agent for the purpose of recording this Agreement with the United States Patent and Trademark Office to evidence the Assignment. This Assignment is provided in connection with the Agency Transfer Agreement and is expressly subject to the terms and conditions thereof. In the event of any conflict between the terms of this Agreement and the terms of the Agency Transfer Agreement, the terms of the Agency Transfer Agreement shall control.

3. Further Assurances. The Existing Agent hereby agrees to execute and deliver, from time to time, upon the reasonable written request of the Successor Agent, and at the sole expense of the Grantor, any and all such further instruments and documents and take such further reasonable action as the Successor Agent may reasonably deem necessary.

4. GOVERNING LAW. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

5. Counterparts. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Agreement by facsimile transmission or electronic PDF delivery shall be effective as delivery of a manually executed counterpart hereof.

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IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered as of the date first set forth above.

**GOLDMAN SACHS LENDING PARTNERS
LLC,**
as Existing Agent

By: 
Authorized Signatory

Anna Ashurov
Authorized Signatory






BANK OF AMERICA, N.A.,
as Successor Agent



By: Liliana Claar
Name: Liliana Claar
Title: Vice President




SCHEDULE A

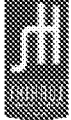


TRADEMARKS AND TRADEMARK LICENSES

Trademarks


<u>Debtor/Grant or</u>	<u>Title</u>	<u>Filing Date/ Issued Date</u>	<u>Status</u>	<u>Juris- dictio n</u>	<u>Application/ Registration No</u>
Intrawest Golf Holdings, Inc.	RAVEN & Design 	FD: 1996-04-01 RD: 1997-07-01	REGISTERED	US	App No.: 75081369 Reg #: 2075351
Intrawest Golf Holdings, Inc.	RAVEN & Design 	FD: 1996-03-11 RD: 1997-07-01	REGISTERED	US	App No.: 75070599 Reg #: 2075310
Intrawest Golf Holdings, Inc.	RAVEN & Design 	FD: 1996-03-04 RD: 1998-06-16	REGISTERED	US	App No.: 75066642 Reg #: 2165013
Intrawest Golf Holdings, Inc.	RAVEN & Design 	FD: 1995-05-15 RD: 1996-10-29	REGISTERED	US	App No.: 74676844 Reg #: 2012838
Intrawest Golf Holdings, Inc.	RAVEN & Design 	FD: 1995-05-15 RD: 1999-12-07	REGISTERED	US	App No.: 74675754 Reg #: 2298394

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Intrawest Golf Holdings, Inc.	RAVEN GOLF CLUB & Design 	FD: 2007-07-12 RD: 2010-12-10	REGISTERED	CAN	App No.: 1355395 Reg #: TMA784714
Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI	FD: 2008-12-22 RD: 2012-11-27	REGISTERED	US	App No.: 77638392 Reg#: 4250350
Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI	FD: 2008-12-22 RD: 2012-06-19	REGISTERED	US	App NO. 77983136 Reg#: 4161658
Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI	FD: 2008-12-22 RD: 2010-06-29	REGISTERED	US	App No.: 77979491 Reg#: 3812184
Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI RESORT & SPA KAANAPALI BEACH 	FD: 2008-12-22 RD: 2012-11-27	REGISTERED	US	App No.: 77638403 Reg#: 4250351


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Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI RESORT & SPA KAANAPALI BEACH 	FD: 2008-12-22 RD: 2010-06-29	REGISTERED	US	App No.: 77979492 Reg #: 3812185
Intrawest Honua Kai Hospitality Management, LLC	HONUA KAI RESORT & SPA KAANAPALI BEACH 	FD: 2008-12-22 RD: 2012-07-10	REGISTERED	US	App No.: 77983150 Reg #: 4172123
Intrawest Honua Kai Hospitality Management, LLC	SPA HONUA KAI	FD: 2012-11-14	PENDING	US	App No.: 85779409
Intrawest Hospitality Management, Inc.	ZEPHYR MOUNTAIN LODGE	FD: 1999-07-15 RD: 2001-03-27	REGISTERED	US	App No.: 75753013 Reg #: 2439470
Intrawest Hospitality Management, Inc.	ZEPHYR MOUNTAIN LODGE Design 	FD: 1999-07-15 RD: 2001-03-13	REGISTERED	US	App No.: 75751655 Reg #: 2435919
Intrawest Retail Group, Inc.	MOUNTAIN ADVENTURE CENTER	FD: 1999-07-20 RD: 2003-02-18	REGISTERED	US	App No.: 75755943 Reg #: 2688929

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Intrawest Retail Group, Inc.	PURE MOUNTAIN OUTLET	RD: 2005-09-22	REGISTERED	US- CO	Reg #: 20051357593
Intrawest Retail Group, Inc.	BRIDGE STREET SKIHAUS	RD: 2012-02-28	REGISTERED	US- CO	Reg #: 20121128013
Intrawest Retail Group, Inc.	BRIDGE STREET SKIHAUS &  Design	RD: 2012-03-06	REGISTERED	US- CO	Reg #: 20121142551
Intrawest US Holdings, Inc.	PLAYGROUN D Design	FD: 2013-08-20	PENDING	US	App No.: 86043253
Intrawest US Holdings, Inc.	PLAYGROUN D	FD: 2013-08-20	PENDING	US	App No.: 86043239
Snowshoe Mountain, Inc.	 Design Mark	FD: 1998-10-28 RD: 2002-04-09	REGISTERED	US	App No.: 75579052 Reg #: 2559257
Snowshoe Mountain, Inc.	 MOUNTAIN KIDS	FD: 2002-08-02 RD: 2004-02-03	REGISTERED	US	App No.: 78150140 Reg #: 2811781

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Snowshoe Mountain, Inc.	FREEDOM FEST	FD: 2001-10-22 RD: 2003-09-09	REGISTERED	US	App No.: 76327506 Reg #: 2760847
Snowshoe Mountain, Inc.	MAKING TRACKS	FD: 1996-01-24 RD: 1996-12-03	REGISTERED	US	App No.: 75047873 Reg #: 2021000
Snowshoe Mountain, Inc.	MOUNTAIN KIDS	FD: 2002-08-02 RD: 2004-01-27	REGISTERED	US	App No.: 78150143 Reg #: 2809440
Snowshoe Mountain, Inc.	SNOWSHOE	FD: 1996-01-24 RD: 1997-06-10	REGISTERED	US	App No.: 75047874 Reg #: 2068913
Snowshoe Mountain, Inc.	THE MOUNTAIN CONFERENCE CENTER	FD: 1991-10-18 RD: 1992-08-18	REGISTERED	US	App No.: 74213306 Reg #: 1708986
Snowshoe Mountain, Inc.	XEXPO	FD: 2006-19-06 RD: 2007-10-02	REGISTERED	US	App No.: 78911176 Reg #: 3304669



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Snowshoe Mountain, Inc.	SNOW NEWS IS GOOD NEWS	FD: 2006-05-31 RD: 2007-08-07	REGISTERED	US	App No.: 78897352 Reg #: 3274945
Snowshoe Mountain, Inc.	SNOWSHOE	FD: 2008-10-09 RD: 2009-11-17	REGISTERED	US	App No.: 77589126 Reg #: 3711168
Snowshoe Mountain, Inc.	 Design	FD: 2013-05-06	PENDING	US	App No.: 85924332
Snowshoe Mountain, Inc.	RIMFIRE	FD: 2001-06-25 RD: 2001-06-29	REGISTERED	US- WV	App No.: 1006686 Reg #: 1006686
Snowshoe Mountain, Inc.	CAMP4	FD: 2001-06-25 RD: 2001-06-29	REGISTERED	US- WV	App No.:1006685 Reg #: 1006685
Steamboat Ski & Resort Corporation	STEAMBOAT CENTRAL RESERVATIO NS	FD: 2004-06-14 RD: 2005-12-06	REGISTERED	US	App No.: 78434587 Reg #: 3023272

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Steamboat Ski & Resort Corporation		FD: 1970-09-30 RD: 1972-04-18	REGISTERED	US	App No.: 72372061 Reg #: 0932707
Steamboat Ski & Resort Corporation	Steamboat Flag Logo 	FD: 2010-10-13 RD: 2012-08-07	REGISTERED	US	App No.: 85151680 Reg #: 4187376
Steamboat Ski & Resort Corporation	SKI TOWN, U.S.A.	FD: 2010-10-13	PENDING	US	App No.: 85151686
Steamboat Ski & Resort Corporation	SKI TOWN, U.S.A.	FD: 2010-10-13 RD: 2013-03-12	REGISTERED	US	App No.: 85976946 Reg #: 4301536
Steamboat Ski & Resort Corporation	CHAMPAGNE POWDER	FD: 2008-02-01 RD: 2010-06-01	REGISTERED	US	App No.: 77386424 Reg #: 3796193
Steamboat Ski & Resort Corporation	KIDS SKI FREE	RD: 1985-05-08	REGISTERED	US- CO	Reg #: 19851028429
Steamboat Ski & Resort Corporation	STEAMBOAT	RD: 1992-04-06	REGISTERED	US- CO	Reg #: 19921035557

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Steamboat Ski & Resort Corporation	STEAMBOAT	RD: 1992-04-06	REGISTERED	US- CO	Reg #: 19921035558
Steamboat Ski & Resort Corporation	Cowboy Downhill	RD: 2012-01-24	REGISTERED	US- CO	Reg #: 20121053965
Steamboat Ski & Resort Corporation	SPRINGALICIOUS	FD: 2012-10-11	PENDING	US	App No.: 85751852
Steamboat Ski & Resort Corporation	SPRINGALICIOUS	RD: 2011-03-01	REGISTERED	US- CO	Reg #: 20111127221
Steamboat Ski & Resort Corporation	Terrain Park Logo 	RD: 2012-04-18	REGISTERED	US- CO	Reg #: 20121220340
Steamboat Ski & Resort Corporation	Terrain Park Flag Element Logo 	RD: 2012-04-18	REGISTERED	US- CO	Reg #: 20121330397
Steamboat Ski & Resort Corporation	Terrain Park Flag Element Logo 	RD: 2012-04-18	REGISTERED	US- CO	Reg #: 20121220361

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Steamboat Ski & Resort Corporation	Steamboat Bike Park	RD: 2012-07-30	REGISTERED	US- CO	Reg #: 20121410467
Steamboat Ski & Resort Corporation	Steamboat Bike Park & Design	RD: 2012-07-30	REGISTERED	US- CO	Reg #: 20121410524
Steamboat Ski & Resort Corporation	OktoberWest	RD: 2012-12-05	REGISTERED	US- CO	Reg #: 20121673851
Steamboat Ski & Resort Corporation	OktoberWest & Design	RD: 2012-12-05	REGISTERED	US- CO	Reg #: 20121673895
Steamboat Ski & Resort Corporation	OktoberWest	FD: 2013-01-03 RD: 2013-11-26	REGISTERED	US	App No.: 85814850 Reg #: 4441431
Steamboat Ski & Resort Corporation	OktoberWest & Design	FD: 2013-01-03 RD: 2013-11-26	REGISTERED	US	App No.: 85814875 Reg #: 4441432
Steamboat Ski & Resort Corporation	Steamboat Base Club	RD: 2012-12-11	REGISTERED	US- CO	Reg #: 20121683247
The Stratton Corporation	 Design Mark	FD: 1987-04-06 RD: 1988-04-12	REGISTERED	US	App No.: 73653527 Reg #: 1484680

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The Stratton Corporation	 SMC STRATTON MOUNTAIN CLUB	FD: 2003-01-14 RD: 2005-05-03	REGISTERED	US	App No.: 78202896 Reg #: 2946674
The Stratton Corporation	 SMC STRATTON MOUNTAIN CLUB	FD: 2003-01-14 RD: 2005-05-24	REGISTERED	US	App No.: 78202900 Reg #: 2955573
The Stratton Corporation	 STRATTON VT	FD: 2000-06-22 RD: 2002-06-25	REGISTERED	US	App No.: 76075795 Reg #: 2584508
The Stratton Corporation	 STRATTON VT	FD: 2000-06-22 RD: 2002-02-19	REGISTERED	US	App No.: 76075794 Reg #: 2539597
The Stratton Corporation	 STRATTON VT	FD: 2000-06-22 RD: 2002-02-19	REGISTERED	US	App No.: 76075793 Reg #: 2539596

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The Stratton Corporation	 STRATTON VT	FD: 2000-06-22 RD: 2002-02-19	REGISTERED	US	App No.: 76075095 Reg #: 2539593
The Stratton Corporation	 STRATTON VT	FD: 2000-06-22 RD: 2002-07-02	REGISTERED	US	App No.: 76075093 Reg #: 2587354
The Stratton Corporation	STRATTON	FD: 1988-03-15 RD: 1989-05-02	REGISTERED	US	App No.: 73716916 Reg #: 1537435
The Stratton Corporation	STRATTON	FD: 1988-03-15 RD: 1989-04-25	REGISTERED	US	App No.: 73716805 Reg #: 1536463
The Stratton Corporation	STRATTON	FD: 1988-01-19 RD: 1989-05-23	REGISTERED	US	App No.: 73705965 Reg #: 1540829