

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Amendment to Trademark Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Arctic Cat, Inc.		05/24/2012	CORPORATION: MINNESOTA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Agent
Street Address:	20975 Swenson Drive
Internal Address:	Suite 200
City:	Waukesha
State/Country:	WISCONSIN
Postal Code:	53186
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Serial Number:	85308858	WILDCAT
Serial Number:	85207420	BLACK MAGIC
Registration Number:	4021076	MUDPRO
Registration Number:	3915903	THUNDERCAT
Registration Number:	1742252	TIGERSHARK
Registration Number:	1851415	TIGERSHARK

CORRESPONDENCE DATA	
Fax Number:	3126984597
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	312.849.8206
Email:	szabela@mcguirewoods.com
Correspondent Name:	Stephanie A. Zabela, McGuireWoods LLP
Address Line 1:	77 West Wacker Drive
Address Line 2:	Suite 4100

OP \$165.00 85308858

Address Line 4: Chicago, ILLINOIS 60601-1818

NAME OF SUBMITTER:	Stephanie Zabela
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Signature:	/stephanie zabela/
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Date:	06/01/2012
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Total Attachments: 8

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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT


This ^{BC}~~FIRST AMENDMENT~~ ^{REVISED} ~~TO TRADEMARK SECURITY AGREEMENT~~ (this "Amendment") is dated as of February ^{29th}, 2012, and is entered into by and between ARCTIC CAT INC., a Minnesota corporation ("Grantor"), and BANK OF AMERICA, N.A., a national banking association, as administrative agent for the Lenders ("Agent").

WHEREAS, the Grantor, certain affiliates of the Grantor, the Agent, and the financial institutions party thereto from time to time as lenders (collectively, "Lenders") have entered into that certain Loan and Security Agreement (as amended, restated, or otherwise modified from time to time, the "Loan Agreement"), dated as of November 10, 2009;

WHEREAS, in connection with the Loan Agreement, the Grantor and the Agent entered into that certain Trademark Security Agreement (as amended, restated, or otherwise modified from time to time, the "Trademark Security Agreement"), dated as of November 10, 2009, in order to provide for the terms and conditions upon which the Obligations (as defined in the Loan Agreement) are secured by the Trademark Collateral (as defined in the Trademark Security Agreement); and

WHEREAS, the Grantor has requested that the Agent agree to update Schedule I to the Trademark Security Agreement,

NOW, THEREFORE, in consideration of the mutual conditions and agreements set forth in the Loan Agreement, the Trademark Security Agreement, and this Amendment, and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree that Schedule I of the Trademark Security Agreement is hereby amended and restated in its entirety as set forth on Exhibit A attached hereto, in order to add the following Trademark Collateral thereto; provided, that no such amendment or restatement shall release or be deemed to release any security interest in any present or future Trademark Collateral granted to Agent and the Lenders as collateral pursuant to the Trademark Security Agreement:

TRADEMARK	COUNTRY OF REGISTRATION	DATE	TRADEMARK SERIAL / REGISTRATION NUMBER
WILDCAT	USA	04/29/2011	85308858
BLACK MAGIC	USA	12/29/2010	85207420
MUDPRO	USA	09/06/2011	4021076
THUNDERCAT	USA	02/08/2011	3915903
TIGERSHARK	USA	12/22/1992	1742252
	USA	08/30/1994	1851415

The Grantor hereby represents and warrants to each Lender and the Agent that after giving effect to this Amendment, Schedule I of the Trademark Security Agreement sets forth a complete and accurate list of all of the Grantor's Trademarks (as defined in the Trademark Security Agreement), Trademark

Licenses (as defined in the Trademark Security Agreement), Trademark applications, intent-to-use Trademark applications, and domain names as of the date hereof.

The Grantor hereby acknowledges and agrees that this Amendment shall neither limit the provisions of nor establish a course of dealing that is contrary to Section 2.4 of the Trademark Security Agreement.

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IN WITNESS WHEREOF, the parties have executed and delivered this Amendment as of the day and year first written above.

GRANTOR:

ARCTIC CAT INC., a Minnesota corporation

By: *Timothy C. Delmon*
Name: *Timothy C. Delmon*
Title: *CEO*

AGENT:

BANK OF AMERICA, N.A., a national banking association

By: *Brian Conole*
Name: Brian Conole
Title: Senior Vice President


EXHIBIT A
SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARKS

TRADEMARK	COUNTRY OF REGISTRATION	DATE	TRADEMARK SERIAL / REGISTRATION NUMBER
ARCTIC CAT®	Argentina	08/01/1996	1609717
ARCTIC CAT®	Australia	02/07/1997	672240
ARCTIC CAT®	Brazil	09/05/2000	819100692
ARCTIC CAT®	Canada	02/12/1971	174456
ARCTIC CAT®	European Community	09/01/1998	252965
ARCTIC CAT®	New Zealand	03/06/1997	253452
ARCTIC CAT®	USA	08/04/1998	2178018
ARCTIC CAT®	Venezuela	05/07/1997	P-196956
ARCTIC CAT®	Canada	08/13/2001	549733
ARCTIC CAT®	USA	11/16/1999	2293113
ARCTIC CIRCLE™	USA - Common Law	Date of first use – 2007	COMMON LAW
BEARCAT®	Canada	07/11/1995	445426
BEARCAT®	European Community	06/10/1998	274688
Cat's Head Logo	European Community	08/14/2006	5256318
DRV™	USA - Common Law	Date of First Use - 02/16/2006	COMMON LAW
DURAMATIC™	USA - Common Law	Date of First Use - 06/18/1999	COMMON LAW
DVX™	USA - Common Law	Date of First Use - 07/2003	COMMON LAW
FLYING CAT Logo®	Madrid Protocol	10/12/2007	941 684
PROWLER®	Canada	11/06/1992	404557
PROWLER®	European Community	02/16/2005	4291341
SBS 1000™	USA - Common Law	Date of first use - 06/2001	COMMON LAW
SPEEDPOINT™	USA - Common Law	Date of first use – 2006	COMMON LAW
TBX™	USA - Common Law	Date of first use - 03/2001	COMMON LAW
TRV®	Canada	02/01/2005	631714
TRV®	USA	07/06/2004	2861288

WORLD CLASS ALL TERRAIN VEHICLES™	USA - Common Law	Date of first use – 1995	COMMON LAW
XT™	USA - Common Law	Date of first use - 06/2005	COMMON LAW
XTX™	USA - Common Law	Date of first use - 06/2007	COMMON LAW
XTZ™	USA - Common Law	Date of first use - 06/2008	COMMON LAW
ARCTIC CAT™	China	06/24/2006	5443538
ARCTIC CAT®	European Community	09/01/1998	252965
ARCTIC CAT®	France	01/31/1991	1641564
ARCTIC CAT®	Finland	05/12/1993	126273
ARCTIC CAT®	Norway	01/06/1977	97973
ARCTIC CAT®	Russian Federation	11/22/1991	100195
ARCTIC CAT®	Sweden	09/10/1993	251508
ARCTIC CAT®	USA	06/18/1991	1647837
ARCTIC CIRCLE™	USA - Common Law	Date of first use – 2007	COMMON LAW
ARCTIC-TECH®	USA	03/13/1990	1586859
ARCTICWEAR®	Canada	11/21/1986	320909
ARCTICWEAR®	USA	02/13/1979	1113183
ARCTIC WEAR™	Canada	03/10/1995	440313
A WHOLE DIFFERENT ANIMAL™	USA - Common Law	Date of first use - 09/06/1995	COMMON LAW
BARRACUDA®	Canada	06/14/1996	459252
BLACK MAGIC®	Canada	03/04/1994	424434
BLACK MAGIC (STYLIZED)®	USA	07/21/1992	1701656
CATMASTER®	Canada	08/26/1994	432159
CATMASTER®	USA	03/29/1994	1828332
EL TIGRE™	Canada	09/10/1993	416555
GONE WHEELIN™	USA - Common Law	Date of first use - 06/2007	COMMON LAW
MISCELLANEOUS DESIGN (Cat's Head)®	Canada	03/28/1986	312714
MISCELLANEOUS DESIGN (Cat's Head)®	USA	08/24/1993	1789501
MRP (MULTIRACK PLATFORM)™	USA-Common Law	Date of first use - 06/2002	COMMON LAW
PANTERA®	Canada	03/03/1995	440026
RIDE™	USA - Common Law	Date of first use - 07/2002	COMMON LAW
SHARKWEAR®	Canada	04/19/1996	456512
SHARKWEAR®	Canada	11/24/1995	450760
SNO PRO®	Canada	03/20/1992	396002
SNO PRO®	USA	05/11/1993	1770179
SNO PRO®	USA	06/22/1993	1777672
SNO-CROSS®	USA	04/30/1991	1642895

SPEEDRACK®	Canada	05/24/2007	688210
SPEEDRACK®	European Community	07/24/2006	4032769
SPEEDRACK®	USA	04/18/2006	3081671
TEAM ARCTIC®	Canada	03/03/1995	440022
TEAM ARCTIC®	USA	08/27/1991	1654873
THUNDERCAT®	European Community	08/21/2006	330,126
WILDCAT®	Canada	05/10/1991	384243
ZR®	USA	11/09/1993	1803563
ZR®	Canada	05/05/1995	422490
ZRT®	Canada	07/23/1997	478876
ARCTIC CAT®	Argentina	08/01/1996	1609717
ARCTIC CAT®	European Community	09/01/1998	252965
ARCTIC CAT®	Japan	07/31/1996	3182998
ARCTIC CAT®	USA	03/04/1969	865633
BEARCAT®	Australia	02/07/1997	672238
BEARCAT®	Finland	12/20/1995	141862
BEARCAT®	USA	06/25/1996	1982860
CHEETAH®	USA	05/13/1975	1010674
COUGAR®	Canada	06/18/1993	413602
COUGAR®	USA	10/22/1991	1661623
EL TIGRE™	Canada	09/10/1993	416555
EL TIGRE®	USA	05/07/1991	1643544
EXT®	Canada	08/14/1992	401342
EXT®	USA	07/23/1991	1651429
FIRECAT®	Canada	07/12/2004	614638
FIRECAT®	European Community	11/18/2004	3013703
FIRECAT®	USA	11/04/2003	2779647
JAG®	Canada	10/28/1994	434873
JAG®	USA	08/25/1981	1166432
KITTY CAT®	Canada	04/08/1988	339037
LYNX®	Canada	02/02/1979	231675
LYNX®	USA	07/25/1978	1097348
MOUNTAIN CAT (STYLIZED)®	Canada	01/25/1991	378910
MOUNTAIN CAT (STYLIZED)®	USA	10/24/1989	1562077
PANTERA®	USA	09/01/1981	1167171
PANTHER®	Canada	06/04/1971	176503
PANTHER®	USA	05/12/1970	890813
POWDER SPECIAL®	Canada	07/05/1996	459970
PROWLER®	USA	07/18/1989	1548214
PUMA®	Canada	08/11/1972	184776
SNO PRO®	European Community	02/11/2002	1752328
SNO PRO®	USA	12/04/2001	2514374

THUNDERCAT®	Canada	04/09/1993	410832
THUNDERCAT®	USA	03/30/1993	1762029
Z®	Canada	11/25/1994	436104
WILDCAT	USA	04/29/2011	85308858
BLACK MAGIC	USA	12/29/2010	85207420
MUDPRO	USA	09/06/2011	4021076
THUNDERCAT	USA	02/08/2011	3915903
TIGERSHARK	USA	12/22/1992	1742252
	USA	08/30/1994	1851415

Domain names:

arctic-cat.com
arcticcat.com
arcticcatauction.com
arcticcatmiddleofnowhere.com
arcticmiddleofnowhere.com
visitmiddleofnowhere.com
visitthemiddleofnowhere.com
whatsnowmobilingsallabout.com
worldsfatestsnowmobile.com
worldsfatestsnowmobiles.com
driftracing.com

TRADEMARK APPLICATIONS

TRADEMARK	COUNTRY OF APPLICATION	DATE	TRADEMARK APPLICATION NUMBER
ARCTIC CAT™	China	06/24/2006	5443533
FLYING CAT Logo™	Canada	10/04/2007	1366432
FLYING CAT Logo™	USA	10/03/2007	77/295,648
PROWLER™	USA	08/16/2004	78/468,096
ARCTIC CAT™	China	06/24/2006	5443632
ARCTIC CAT™	China	06/24/2006	5443540
ARCTIC CAT™	China	06/24/2006	5443539
BLACK MAGIC™	USA	04/14/2009	77/713,748
FLYING CAT Logo™	Canada	10/04/2007	1366432
FLYING CAT Logo™	Turkey	03/31/2008	P-106056

INTENT-TO-USE TRADEMARK APPLICATIONS¹

NONE.

TRADEMARK LICENSES

TRADEMARK	OWNER	COUNTRY OF REGISTRATION	DATE	TRADEMARK REGISTRATION NUMBER
Diamond Drive System	Raymond Schoenfelder	Unregistered	Unregistered	Unregistered

¹ Pursuant to Section 2.2 above, no intent-to-use United States trademark application is included in the Trademark Collateral until an amendment to allege use or statement of use has been filed under 15 U.S.C § 1051(c) or 15 U.S.C § 1051(d), respectively, and, if filed, has been deemed in conformance with 15 U.S.C § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office.