

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
Bombardier Recreational Products Inc.		08/22/2013	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Bank of Montreal
Street Address:	One First Canadian Place
City:	Toronto
State/Country:	ONTARIO
Postal Code:	M5X 1A1
Entity Type:	Bank: CANADA

PROPERTY NUMBERS Total: 70

Property Type	Number	Word Mark
Registration Number:	3850111	BRP
Registration Number:	3867495	BRP
Registration Number:	3701741	BRP
Registration Number:	3701740	BRP
Registration Number:	3695976	BRP
Registration Number:	3803215	BRP
Registration Number:	3799566	BRP
Registration Number:	3810898	BRP
Registration Number:	3835109	BRP
Registration Number:	3701744	BRP
Serial Number:	85077872	OMC SYSTEMATCHED
Serial Number:	85075438	OMC SYSTEMATCHED
Registration Number:	3567765	RENEGADE
Registration Number:	3226688	RF

TRADEMARK

Registration Number:	3198081	RF
Registration Number:	3522710	ROGUE
Registration Number:	3705331	SEA-DOO
Registration Number:	3845308	SEA-DOO
Registration Number:	4174383	SEADOO
Registration Number:	3673043	SKI-DOO
Registration Number:	3676489	SKI-DOO
Registration Number:	3414566	SPYDER
Registration Number:	3409191	SPYDER
Registration Number:	4238127	SPYDER
Registration Number:	3500456	TRIPLE POINT STEERING
Registration Number:	4116927	X
Registration Number:	4116926	X
Registration Number:	3762010	Y-FACTOR
Registration Number:	3779873	Y-FACTOR
Registration Number:	3936199	ICONTROL
Registration Number:	3686113	CAN-AM
Registration Number:	3161644	O.T.A.S.
Registration Number:	3870213	Y
Registration Number:	3598519	APACHE
Registration Number:	3570090	BLIZZARD
Registration Number:	3653048	DPS
Registration Number:	3243937	DS 250
Registration Number:	3625258	DS 450
Registration Number:	3527549	FREESTYLE
Registration Number:	3069284	HYDRUS
Registration Number:	3946636	IBR
Registration Number:	3936200	IS
Registration Number:	3626987	PHANTOM
Registration Number:	3241289	PILOT
Registration Number:	3124395	REBEL
Registration Number:	3167473	RXT
Registration Number:	3412985	TBX
Registration Number:	3939465	WAKEBOOST
Registration Number:	3186257	X-RS

	3933223	S3 HULL
Registration Number:	3765802	REV-XP
Registration Number:	3833315	THE GOOD LIFE JUST GOT BETTER
Registration Number:	3031533	HI-VIS
Registration Number:	3107788	HPF XR
Registration Number:	2933189	XD100
Registration Number:	2933187	XD50
Registration Number:	3103292	XP-S
Registration Number:	3401824	C
Serial Number:	85117757	ECO
Registration Number:	4297368	FREERIDE
Registration Number:	4232282	ICATCH
Registration Number:	4177433	SPEND MORE TIME ON THE WATER
Registration Number:	4362986	COMMANDER
Registration Number:	4311694	THE RIDE SAYS IT ALL
Registration Number:	3581307	SPYDER
Serial Number:	85580025	SPARK
Registration Number:	1464203	OMC COBRA
Serial Number:	85773650	MAVERICK
Serial Number:	85882216	LINQ
Registration Number:	4175824	X

CORRESPONDENCE DATA

Fax Number: 3026365454

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

Phone: 800-927-9801 x 62348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

772027

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

TRADEMARK
REEL: 005102 FRAME: 0163

Address Line 4:

NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	09/03/2013

Total Attachments: 11

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of August 22, 2013, by Bombardier Recreational Products Inc. (the “Pledgor”), in favor of Bank of Montreal, in its capacity as administrative agent (in such capacity, the “Administrative Agent”) pursuant to the Second Amended and Restated Term Loan Credit Agreement dated as of January 30, 2013, as amended by Amendment No. 1, dated as of May 6, 2013 (“Amendment No. 1”), among the Pledgor, the Guarantors party thereto, the lenders from time to time party thereto, RBC Capital Markets and BMO Capital Markets, in their capacity as joint lead arrangers, and the Administrative Agent.

WITNESSETH:

WHEREAS, the Pledgor is party to that certain Amended and Restated Canadian Term Loan Security Agreement (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), dated as of March 19, 2012, in favor of the Administrative Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Amendment No. 1, the Pledgor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all of the following Pledged Collateral of the Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine. The security interest granted pursuant to this Trademark Security Agreement shall be subject to the terms of the Intercreditor Agreement.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the

Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

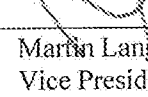
SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party here-
to may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officers as of the date first set forth above.

Very truly yours,

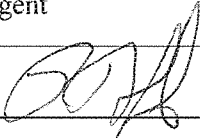
BOMBARDIER RECREATIONAL PRODUCTS, INC.

By: 
Name: Martin Langelier
Title: Vice President, General Counsel and Secretary

By: 
Name: Paule Morisset
Title: Assistant Secretary

Accepted and Agreed:

BANK OF MONTREAL,
as Administrative Agent

By:  _____
Name:
Title:




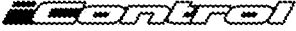

[Signature Page to Trademark Security Agreement (TLB)]

TRADEMARK
REEL: 005102 FRAME: 0168

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
1.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP	78/408024 04/26/2004	3850111 09/21/2010
2.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP	78/407957 04/26/2004	3867495 10/26/2010
3.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP	78/407821 04/26/2004	3701741 10/27/2009
4.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP	78/407754 04/26/2004	3701740 10/27/2009
5.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP	78/407739 04/26/2004	3695976 10/13/2009
6.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP & Design 	78/521269 11/22/2004	3803215 06/15/2010
7.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP & Design 	78/521239 11/22/2004	3799566 06/8/2010
8.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP & Design 	78/521148 11/22/2004	3810898 06/29/2010
9.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP & Design 	78/521167 11/22/2004	3835109 08/17/2010

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
10.	Bombardier Recreational Products Inc. [Canada Corporation]	BRP & Design 	78/521133 11/22/2004	3701744 10/27/2009
11.	Bombardier Recreational Products Inc. [Canada Corporation]	OMC SYSTEMATCHED (Stylized)	85/077872 07/05/2010	
12.	Bombardier Recreational Products Inc. [Canada Corporation]	OMC SYSTEMATCHED (Stylized)	85/075438 06/30/2010	
13.	Bombardier Recreational Products Inc. [Canada Corporation]	RENEGADE	78/37369 03/15/2006	3567765 01/27/2009
14.	Bombardier Recreational Products Inc. [Canada Corporation]	RF	78/550869 01/20/2005	3226688 04/10/2007
15.	Bombardier Recreational Products Inc. [Canada Corporation]	RF	78/550836 01/20/2005	3198081 01/16/2007
16.	Bombardier Recreational Products Inc. [Canada Corporation]	ROGUE	78/949416 08/10/2006	3522710 10/21/2008
17.	Bombardier Recreational Products Inc. [Canada Corporation]	SEA-DOO	78/560060 02/03/2005	3705331 11/03/2009
18.	Bombardier Recreational Products Inc. [Canada Corporation]	SEA-DOO	78/560018 02/03/2005	3845308 09/07/2010
19.	Bombardier Recreational Products Inc. [Canada Corporation]	SEADOO & Design 	85/417149 09/07/2011	4174383 07/17/2012
20.	Bombardier Recreational Products Inc. [Canada Corporation]	SKI-DOO	78/559953 02/03/2005	3673043 08/25/2009
21.	Bombardier Recreational Products Inc. [Canada Corporation]	SKI-DOO	78/559907 02/03/2005	3676489 09/01/2009
22.	Bombardier Recreational Products Inc. [Canada Corporation]	SPYDER	78/771541 12/12/2005	3414566 04/22/2008

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
23.	Bombardier Recreational Products Inc. [Canada Corporation]	SPYDER (Stylized)	78/923617 07/06/2006	3409191 04/08/2008
24.	Bombardier Recreational Products Inc. [Canada Corporation]	SPYDER	85/044053 05/20/2010	4,238,127 11/06/2012
25.	Bombardier Recreational Products Inc. [Canada Corporation]	TRIPLE POINT STEERING	78/555653 01/28/2005	3500456 09/09/2008
26.	Bombardier Recreational Products Inc. [Canada Corporation]	X (Stylized) 	85/099626 08/04/2010	4116927 08/09/2011
27.	Bombardier Recreational Products Inc. [Canada Corporation]	X (Stylized) 	85/099439 08/03/2010	4116926 03/27/2012
28.	Bombardier Recreational Products Inc. [Canada Corporation]	Y-FACTOR	77/158237 04/17/2007	3762010 03/23/2010
29.	Bombardier Recreational Products Inc. [Canada Corporation]	Y-FACTOR & Design 	77/158262 04/17/2007	3779873 04/27/2010
30.	Bombardier Recreational Products Inc. [Canada Corporation]	ICONTROL (Stylized) 	77/605005 10/31/2008	3936199 03/29/2011
31.	Bombardier Recreational Products Inc. [Canada Corporation]	CAN-AM	78/616926 04/26/2005	3686113 09/22/2009
32.	Bombardier Recreational Products Inc. [Canada Corporation]	O.T.A.S.	78/550762 01/20/2005	3161644 10/24/2006
33.	Bombardier Recreational Products Inc. [Canada Corporation]	Y Design 	78/913421 06/21/2006	3870213 11/02/2010
34.	Bombardier Recreational Products Inc. [Canada Corporation]	APACHE	78/778926 12/22/2005	3598519 03/31/2009
35.	Bombardier Recreational Products Inc. [Canada Corporation]	BLIZZARD	78/638730 05/27/2005	3570090 02/03/2009

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
36.	Bombardier Recreational Products Inc. [Canada Corporation]	DPS	77/203780 06/12/2007	3653048 07/14/2009
37.	Bombardier Recreational Products Inc. [Canada Corporation]	DS 250	78/762559 11/29/2005	3243937 05/22/2007
38.	Bombardier Recreational Products Inc. [Canada Corporation]	DS 450	77/294745 10/03/2007	3625258 05/26/2009
39.	Bombardier Recreational Products Inc. [Canada Corporation]	FREESTYLE	78/445357 07/02/2004	3527549 11/04/2008
40.	Bombardier Recreational Products Inc. [Canada Corporation]	HYDRUS	78/420923 05/18/2004	3069284 03/14/2006
41.	Bombardier Recreational Products Inc. [Canada Corporation]	IBR (Stylized) 	77/605114 10/31/2008	3946636 04/19/2011
42.	Bombardier Recreational Products Inc. [Canada Corporation]	IS (Stylized) 	77/605081 10/31/2008	3936200 03/29/2011
43.	Bombardier Recreational Products Inc. [Canada Corporation]	PHANTOM	78/661512 06/30/2005	3626987 05/26/2009
44.	Bombardier Recreational Products Inc. [Canada Corporation]	PILOT	78/548704 01/17/2005	3241289 05/15/2007
45.	Bombardier Recreational Products Inc. [Canada Corporation]	REBEL	78/385183 03/16/2004	3124395 08/01/2006
46.	Bombardier Recreational Products Inc. [Canada Corporation]	RXT	78/526469 12/03/2004	3167473 11/07/2006
47.	Bombardier Recreational Products Inc. [Canada Corporation]	TBX	78/753193 11/14/2005	3412985 04/15/2008
48.	Bombardier Recreational Products Inc. [Canada Corporation]	WAKEBOOST	77/706137 04/03/2009	3939465 04/05/2011
49.	Bombardier Recreational Products Inc. [Canada Corporation]	X-RS	78/720172 09/26/2005	3186257 12/19/2006

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
50.	Bombardier Recreational Products Inc. [Canada Corporation]	S3 HULL (Stylized) 	77/605162 12/31/2008	3933223 03/22/2011
51.	Bombardier Recreational Products Inc. [Canada Corporation]	REV-XP	77/163319 04/23/2007	3765802 03/30/2010
52.	Bombardier Recreational Products Inc. [Canada Corporation]	THE GOOD LIFE JUST GOT BETTER	77/493272 06/06/2008	3833315 08/17/2010
53.	Bombardier Recreational Products Inc. [Canada Corporation]	HI-VIS	78/402502 04/15/2004	3031533 12/20/2005
54.	Bombardier Recreational Products Inc. [Canada Corporation]	HPF XR	78/420042 05/17/2004	3107788 06/20/2006
55.	Bombardier Recreational Products Inc. [Canada Corporation]	XD100	78/37758 03/03/2004	2933189 03/15/2005
56.	Bombardier Recreational Products Inc. [Canada Corporation]	XD50	78/377556 03/03/2004	2933187 03/15/2005
57.	Bombardier Recreational Products Inc. [Canada Corporation]	XP-S	78/526453 12/03/2004	3103292 06/13/2006
58.	Bombardier Recreational Products Inc. [Canada Corporation]		78/841508 03/20/2006	3401824 03/25/2008
59.	Bombardier Recreational Products Inc. [Canada Corporation]	ECO & Design 	85/117757 08/27/2010	ITU/44D
60.	Bombardier Recreational Products Inc. [Canada Corporation]	FREERIDE	85/537859 02/09/2012	4297368 03/05/2013
61.	Bombardier Recreational Products Inc. [Canada Corporation]	ICATCH	85/348095 06/16/2011	4,232,282 10/30/2012
62.	Bombardier Recreational Products Inc. [Canada Corporation]	SPEND MORE TIME ON THE WATER	77/493295 06/06/2008	4177433 07/24/2012
63.	Bombardier Recreational Products Inc. [Canada Corporation]	COMMANDER	85/051367 06/01/2010	4362986 07/09/2013

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
64.	Bombardier Recreational Products Inc. [Canada Corporation]	THE RIDE SAYS IT ALL	85/537897 02/09/2012	4311694 04/02/2013
65.	Bombardier Recreational Products Inc. [Canada Corporation]	SPYDER	77/284505 09/20/2007	3581307 02/24/2009
66.	Bombardier Recreational Products Inc. [Canada Corporation]	SPARK	85/580025 03/26/2012	ITU/44D
67.	Bombardier Recreational Products Inc. [Canada Corporation]	OMC COBRA	73/652659 04/01/1987	1464203 11/10/1987
68.	Bombardier Recreational Products Inc. [Canada Corporation]	MAVERICK	85/773650 11/07/2012	
69.	Bombardier Recreational Products Inc. [Canada Corporation]	LINQ	85/882216 03/21/2013	
70.	Bombardier Recreational Products Inc. [Canada Corporation]	X	76/979101 09/21/2000	4175824 07/17/2012