

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM460679

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AMENDED AND RESTATED SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ARIENS COMPANY		01/25/2018	Corporation: WISCONSIN
ARIENS SPECIALTY BRANDS LLC		01/25/2018	Limited Liability Company: WISCONSIN

RECEIVING PARTY DATA

Name:	BANK OF MONTREAL, AS ADMINISTRATIVE AGENT
Street Address:	111 West Monroe
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 70

Property Type	Number	Word Mark
Registration Number:	4814091	ATLAS JSV 6000
Registration Number:	4814036	ATLAS JSV 3000
Registration Number:	4719245	J THOMAS PARTS
Registration Number:	4630964	GEMPLER'S
Registration Number:	4630920	DEPENDABLE BY NATURE
Registration Number:	4762769	PRODUCT PROS
Registration Number:	4744444	WORKING OUTDOORS IS HARD - FINDING WHAT
Registration Number:	4709029	FIND IT HERE
Registration Number:	4599511	AW DIRECT
Registration Number:	4454723	WEATHER TOUGH
Registration Number:	4506510	PATH-PRO
Registration Number:	4303638	BEN MEADOWS
Registration Number:	4252539	GEMPLER'S
Registration Number:	4049213	SNO-TEK
Registration Number:	3928535	PRO-WALK
Registration Number:	3928534	PRO-TURN
Registration Number:	3928531	COMPACT-PRO
Registration Number:	2909657	APV

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2952318	LIFTMASTER
Registration Number:	2755286	TAILGATE TRAINING TIP SHEET
Registration Number:	2570712	DISC-O-MATIC
Registration Number:	2528359	ZOOM
Registration Number:	2454960	WE KEEP YOU CUTTING
Registration Number:	2553502	INFI-SPEED
Registration Number:	2422155	ARIENS
Registration Number:	2376777	GRAVELY
Registration Number:	2117988	PRO-MASTER
Registration Number:	2117960	PRO VAC
Registration Number:	2008288	ARIENS
Registration Number:	1980707	SNO-THRO
Registration Number:	1651819	AW DIRECT
Registration Number:	1680275	GEMPLER'S
Registration Number:	1491964	TINE-A-MATIC
Registration Number:	1453934	HITCH-N-SWEEP
Registration Number:	1468806	SUBURBANITE
Registration Number:	1295730	PARKER
Registration Number:	1205136	ARIENS
Registration Number:	0917130	HURRICANE
Registration Number:	0878552	SPIN PAK
Registration Number:	0758801	GRAVELY
Registration Number:	0693151	FLEX-N-FLOAT
Registration Number:	3282514	BROWN BEAR
Registration Number:	2681278	WHEN THE OUTDOORS IS YOUR OFFICE
Registration Number:	2736686	BENMEADOWS.COM
Registration Number:	2678241	BEN MEADOWS COMPANY
Registration Number:	2678240	BEN MEADOWS
Registration Number:	4021061	TOW-PRO
Registration Number:	3828079	FIELDPRO
Registration Number:	3499735	FLEXTEND
Registration Number:	3527478	XL SPINDLES
Registration Number:	3636658	MAX ZOOM
Registration Number:	2851057	PRO STEER
Registration Number:	2988145	BAG-N-DRAG
Registration Number:	3282454	ARIENS THE KING OF SNOW
Registration Number:	3126556	GRAVELY
Registration Number:	3336579	XDZ

Property Type	Number	Word Mark
Registration Number:	3235292	X-FACTOR
Registration Number:	5368225	GREAT DANE
Registration Number:	5267451	APEX
Registration Number:	5185967	EVERRIDE
Registration Number:	5246803	MOVE YOUR WORLD
Registration Number:	5228502	EZ LIFT
Registration Number:	5064839	ATLAS JSV
Registration Number:	5110323	JSV
Registration Number:	4844133	LOCKE
Registration Number:	5087904	PRO-QXT
Registration Number:	3353116	PRO-STANCE
Registration Number:	3523652	LOCKE
Serial Number:	87550904	KING OF SNOW
Serial Number:	86745584	RAPID

CORRESPONDENCE DATA

Fax Number: 7037125050

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: 7037125130

Email: rdbaker@mcguirewoods.com

Correspondent Name: REGINA BAKER

Address Line 1: 1750 Tysons Boulevard, Suite 1800

Address Line 4: Tysons, VIRGINIA 22102

NAME OF SUBMITTER:	REGINA BAKER
SIGNATURE:	/REGINA BAKER/
DATE SIGNED:	02/01/2018

Total Attachments: 13

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AMENDED AND RESTATED GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Amended and Restated Trademark Security Agreement (this "Trademark Security Agreement") is made as of January 25, 2018, by ARIENS COMPANY, a Wisconsin corporation, and ARIENS SPECIALTY BRANDS LLC, a Wisconsin limited liability company (collectively the "Grantors" and each individually, a "Grantor"), in favor of BANK OF MONTREAL, in its capacity as administrative agent for itself and the other Credit Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantors have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into that certain Pledge and Security Agreement, dated September 30, 2014 (as amended by that certain Pledge Amendment dated December 14, 2016, reaffirmed by that certain Omnibus Amendment and Reaffirmation of Existing Ancillary Documents made as of November 17, 2017, and as further amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee for the benefit of the Credit Parties (as defined in the Credit Agreement defined in the Security Agreement), a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement),

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Credit Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same

agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

This Trademark Security Agreement is an amendment and restatement of that certain Trademark Security Agreement made as of September 30, 2014 (the “Original Trademark Security Agreement”). This Trademark Security Agreement is not a novation of the Original Trademark Security Agreement, but is an amendment and restatement thereof. All references to the Original Trademark Security Agreement in any Loan Document or other instrument, agreement or writing relating thereto shall be deemed to refer to this Trademark Security Agreement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantors have caused this Trademark Security Agreement to be duly executed by their officers thereunto duly authorized as of the date first set forth above.

ARIENS COMPANY

By: Mark R. Olsen

Name: Mark R. Olsen

Title: CFO

ARIENS SPECIALTY BRANDS LLC

By: Mark R. Olsen

Name: Mark R. Olsen

Title: Secretary

SCHEDULE A

Trademark Registrations and Applications

Schedule A

97369572_4

TRADEMARK
REEL: 006264 FRAME: 0810

Ariens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
ATLAS JSV 6000	86305909	4814091	Sep. 15, 2015	ARIENS COMPANY
ATLAS JSV 3000	86298160	4814036	Sep. 15, 2015	ARIENS COMPANY
J THOMAS PARTS	86273774	4719245	Apr. 14, 2015	ARIENS COMPANY
GEMPLER'S	86060149	4630964	Nov. 4, 2014	ARIENS SPECIALTY BRANDS LLC
DEPENDABLE BY NATURE	86054004	4630920	Nov. 4, 2014	ARIENS SPECIALTY BRANDS LLC
PRODUCT PROS	86078517	4762769	June 30, 2015	ARIENS SPECIALTY BRANDS LLC
WORKING OUTDOORS IS HARD - FINDING WHAT YOU NEED IN HERE IS EASY!	86080581	4744444	May 26, 2015	ARIENS SPECIALTY BRANDS LLC


Arrens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
FINN IT HERE	86059380	4709029	Mar. 24, 2015	ARIENS SPECIALTY BRANDS LLC
AW DIRECT	85556737	4599511	Sep. 09, 2014	ARIENS SPECIALTY BRANDS LLC
WEATHER TOUGH	85927394	4454723	Dec. 24, 2013	ARIENS SPECIALTY BRANDS LLC
PATH-PRO	85747397	4506510	Apr. 01, 2014	ARIENS COMPANY
BEN MEADOWS	85430434	4303638	Mar. 19, 2013	ARIENS SPECIALTY BRANDS LLC
GEMPLER'S	85424889	4252539	Dec. 04, 2012	ARIENS SPECIALTY BRANDS LLC
SNO-TEK	85290548	4049213	Nov. 01, 2011	ARIENS COMPANY
PRO-WALK	85086613	3928535	Mar. 08, 2011	ARIENS COMPANY

Arrens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
PRO-TURN	85086596	3928534	Mar. 08, 2011	ARIENS COMPANY
COMPACT-PRO	85086570	3928531	Mar. 08, 2011	ARIENS COMPANY
APV	76515369	2909657	Dec. 14, 2004	ARIENS COMPANY
LIFTMASTER	76408794	2952318	May 17, 2005	ARIENS COMPANY
TAILGATE TRAINING TIP SHEET	76372134	2755286	Aug. 26, 2003	ARIENS SPECIALTY BRANDS LLC
DISC-O-MATIC	75902195	2570712	May 21, 2002	ARIENS COMPANY
ZOOM	75896326	2528359	Jan. 08, 2002	ARIENS COMPANY
WE KEEP YOU CUTTING	75896076	2454960	May 29, 2001	ARIENS COMPANY
INFI-SPEED	75844904	2553502	Mar. 26, 2002	ARIENS COMPANY

Arrens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
	75683920	2422155	Jan. 16, 2001	ARIENS COMPANY
GRAVELLY	75599373	2376777	Aug. 15, 2000	ARIENS COMPANY
PRO-MASTER	75209257	2117988	Dec. 02, 1997	ARIENS COMPANY
PRO VAC	75207085	2117960	Dec. 02, 1997	ARIENS COMPANY
ARIENS	75008131	2008288	Oct. 15, 1996	ARIENS COMPANY
SNO-THRO	74628605	1980707	Jun. 18, 1996	ARIENS COMPANY
	74063558	1651819	Jul. 23, 1991	ARIENS SPECIALTY BRANDS LLC
GEMPLER'S	74025099	1680275	Mar. 24, 1992	ARIENS SPECIALTY BRANDS LLC

Ariens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
TINE-A-MATIC	73695032	1491964	Jun. 14, 1988	ARIENS COMPANY
HITCH-N-SWEEP	73623635	1453934	Aug. 25, 1987	ARIENS COMPANY
SUBURBANITE	73623632	1468806	Dec. 15, 1987	ARIENS COMPANY
PARKER	73431069	1295730	Sep. 18, 1984	ARIENS COMPANY
ARIENS	73216288	1205136	Aug. 17, 1982	ARIENS COMPANY
HURRICANE	72304498	917130	Jul. 27, 1971	ARIENS COMPANY
	72292222	878552	Oct. 14, 1969	ARIENS COMPANY
GRAVELLY	72153429	758801	Oct. 22, 1963	ARIENS COMPANY
FLEX-N-FLOAT	72077244	693151	Feb. 16, 1960	ARIENS COMPANY
BROWN BEAR	78714772	3282514	Aug. 21, 2007	ARIENS SPECIALTY BRANDS LLC

Schedule A

Arrens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
WHEN THE OUTDOORS IS YOUR OFFICE	78109961	2681278	Jan. 28, 2003	ARIENS SPECIALTY BRANDS LLC
BENMEADOWS.COM	78115828	2736686	Jul. 15, 2003	ARIENS SPECIALTY BRANDS LLC
BEN MEADOWS COMPANY	78109933	2678241	Jan. 21, 2003	ARIENS SPECIALTY BRANDS LLC
BEAN MEADOWS	78109931	2678240	Jan. 21, 2003	ARIENS SPECIALTY BRANDS LLC
TWO-PRO	77903494	4021061	Sep. 6, 2011	ARIENS SPECIALTY BRANDS LLC
FIELDPRO	77903592	3828079	Aug. 3, 2010	ARIENS SPECIALTY BRANDS LLC
FLEXTEND	77171366	3499735	Sep. 9, 2008	ARIENS COMPANY
XL SPINDLES	77455842	3527478	Nov. 4, 2008	ARIENS COMPANY


Ariens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
MAX ZOOM	77537985	3636658	Dec. 23, 2008	ARIENS COMPANY
PRO STEER	78282751	2851057	Jun. 8, 2004	ARIENS COMPANY
BAG-N-DRAG	78314041	2988145	Aug. 23, 2005	ARIENS COMPANY
ARIENS THE KING OF SNOW	78656194	3282454	Aug. 21, 2007	ARIENS COMPANY
	78697249	3126556	Aug. 8, 2006	ARIENS COMPANY
	78736587	3336579	Nov. 13, 2007	ARIENS COMPANY
X-FACTOR	78756444	3235292	Apr. 24, 2007	ARIENS COMPANY
WEATHER TOUGH	85927394	4454723	Dec. 24, 2013	ARIENS SPECIALTY BRANDS LLC

Ariens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
FIND IT HERE	86059380	4709029	Mar. 24, 2015	ARIENS SPECIALTY BRANDS LLC
GREAT DANE	87325117	5368225	Jan. 2, 2018	ARIENS COMPANY
APEX	87103668	5267451	Aug. 15, 2017	ARIENS COMPANY
EVERRIDE	87167792	5185967	Apr. 18, 2017	ARIENS COMPANY
MOVE YOUR WORLD	86456998	5246803	Jul. 18, 2017	ARIENS COMPANY
EZ LIFT	86389806	5228502	Jun. 20, 2017	ARIENS COMPANY
ATLAS JSV	86462677	5064839	Oct. 18, 2016	ARIENS COMPANY
JSV	86462674	5110323	Dec. 27, 2016	ARIENS COMPANY
LOCKE	86425431	4844133	Nov. 3, 2015	ARIENS COMPANY
PRO-QXT	86745579	5087904	Nov. 22, 2016	ARIENS COMPANY

Arrens Specialty Brands LLC

Trademark	Application No.	Registration No.	Registration Date	Owner
BEN MEADOWS	85430434	4303638	Mar. 19, 2013	ARIENS SPECIALTY BRANDS LLC
PRO-STANCE	77063977	3353116	Dec. 11, 2007	ARIENS COMPANY
	77388605	3523652	Oct. 28, 2008	ARIENS COMPANY
KING OF SNOW		87550904	[August 1, 2017]	ARIENS COMPANY
RAPID		86745584	[September 2, 2015]	AREINS COMPANY

TRADEMARK

REEL: 006264 FRAME: 0819