

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM334471

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ARIENS COMPANY		09/30/2014	CORPORATION: WISCONSIN
ARIENS SPECIALTY BRANDS LLC		09/30/2014	LIMITED LIABILITY COMPANY: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF MONTREAL, as administrative agent		
<b>Street Address:</b>	111 West Monroe		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 96</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86341288	ATLAS. MOVE YOUR WORLD.	
<b>Serial Number:</b>	86305909	ATLAS JSV 6000	
<b>Serial Number:</b>	86298160	ATLAS JSV 3000	
<b>Serial Number:</b>	86273774	J THOMAS PARTS	
<b>Serial Number:</b>	86060149	GEMPLER'S	
<b>Serial Number:</b>	86054004	DEPENDABLE BY NATURE	
<b>Serial Number:</b>	86078517	PRODUCT PROS	
<b>Serial Number:</b>	86080581	WORKING OUTDOORS IS HARD - FINDING WHAT	
<b>Serial Number:</b>	86061504	WE'RE HERE FOR YOU, SO YOU CAN BE THERE	
<b>Serial Number:</b>	86059380	FIND IT HERE	
<b>Serial Number:</b>	85522485	OUTDOOR PROFESSIONALS OUTFITTING OUTDOOR	
<b>Registration Number:</b>	4506510	PATH-PRO	
<b>Registration Number:</b>	4049213	SNO-TEK	
<b>Registration Number:</b>	3928535	PRO-WALK	
<b>Registration Number:</b>	3928534	PRO-TURN	
<b>Registration Number:</b>	3928533	PRO-TRIM	
<b>Registration Number:</b>	3928531	COMPACT-PRO	
<b>Registration Number:</b>	3890339	TRUSTRIPE	
<b>TRADEMARK</b>			

OP \$2415.00 86341288

Property Type	Number	Word Mark
Registration Number:	3935861	AMP
Registration Number:	3235292	X-FACTOR
Registration Number:	3336579	XDZ
Registration Number:	3126556	GRAVELY
Registration Number:	3282454	ARIENS THE KING OF SNOW
Registration Number:	2851057	PRO STEER
Registration Number:	3096698	MINI ZOOM
Registration Number:	2988145	BAG-N-DRAG
Registration Number:	2986326	EYE-Q
Registration Number:	3773234	BASE RUNNER
Registration Number:	3811492	PRO ZOOM
Registration Number:	3636658	MAX ZOOM
Registration Number:	3499735	FLEXTEND
Registration Number:	3527478	XL SPINDLES
Registration Number:	3644634	AMP BY ARIENS
Registration Number:	3644633	AMP
Registration Number:	3504194	RAPID
Registration Number:	3768009	TRUSTRIPE
Registration Number:	3715750	ARIENS GENUINE OEM PARTS
Registration Number:	3353116	PRO-STANCE
Registration Number:	2952318	LIFTMASTER
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:	1973143	EZRIDER
Registration Number:	1989876	EZR
Registration Number:	1980707	SNO-THRO
Registration Number:	1491964	TINE-A-MATIC
Registration Number:	1442755	ARLINGTON
Registration Number:	1438986	THATCH-O-MATIC
Registration Number:	1438985	TRAILETTE
Registration Number:	1453934	HITCH-N-SWEEP

Property Type	Number	Word Mark
Registration Number:	1441801	ESTATE MASTER
Registration Number:	1441947	VAC-35
Registration Number:	1468806	SUBURBANITE
Registration Number:	1295730	PARKER
Registration Number:	1246063	SWEEP-A-LAWN
Registration Number:	1205136	ARIENS
Registration Number:	0917130	HURRICANE
Registration Number:	0878552	SPIN PAK
Registration Number:	0831406	
Registration Number:	0789638	SCAVENGER
Registration Number:	0758801	GRAVELY
Registration Number:	0693151	FLEX-N-FLOAT
Registration Number:	4599511	AW DIRECT
Registration Number:	4454723	WEATHER TOUGH
Registration Number:	4303638	BEN MEADOWS
Registration Number:	4252539	GEMPLER'S
Registration Number:	3423007	AWGEAR
Registration Number:	3242464	
Registration Number:	3242463	
Registration Number:	3242458	BEN MEADOWS
Registration Number:	3242457	BEN MEADOWS
Registration Number:	3666835	HORSEPOWER
Registration Number:	3666834	HORSEPOWER
Registration Number:	3282514	BROWN BEAR
Registration Number:	3065921	GEMPLER'S ALERT
Registration Number:	3019895	BEN'S BARGAIN\$
Registration Number:	2736686	BENMEADOWS.COM
Registration Number:	2681278	WHEN THE OUTDOORS IS YOUR OFFICE
Registration Number:	2678241	BEN MEADOWS COMPANY
Registration Number:	2678240	BEN MEADOWS
Registration Number:	3828079	FIELDPRO
Registration Number:	3844378	TOWPRO
Registration Number:	4021061	TOW-PRO
Registration Number:	3740015	WE TREAT YOU LIKE A NEIGHBOR, NOT A NUMB
Registration Number:	3823670	HANDPICKED, COMMERCIAL-GRADE SUPPLIES DI
Registration Number:	3118789	AW ALERT
Registration Number:	2909657	APV
Registration Number:	2755286	TAILGATE TRAINING TIP SHEET

Property Type	Number	Word Mark
Registration Number:	1651819	AW DIRECT
Registration Number:	1680275	GEMPLER'S

**CORRESPONDENCE DATA**

**Fax Number:** 3125584382  
*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:** 312-849-8128  
**Email:** edavenport@mcguirewoods.com  
**Correspondent Name:** Tiffany Madigan, McGuireWoods LLP  
**Address Line 1:** 77 W. Wacker Drive, Suite 4100  
**Address Line 4:** Chicago, ILLINOIS 60601-1818

<b>ATTORNEY DOCKET NUMBER:</b>	2062480-0018
<b>NAME OF SUBMITTER:</b>	Tiffany Madigan
<b>SIGNATURE:</b>	/Tiffany Madigan/
<b>DATE SIGNED:</b>	03/09/2015

**Total Attachments: 27**

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## GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of September 30, 2014, by ARIENS COMPANY, a Wisconsin corporation, and ARIENS SPECIALTY BRANDS LLC, a Wisconsin limited liability company (the "Grantors"), 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 or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated September 30, 2014 (as 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.

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

Signature Page to Trademark  
Security Agreement

60362708

TRADEMARK  
REEL: 005474 FRAME: 0415

SCHEDULE A

Trademark Registrations and Applications

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
ATLAS. MOVE YOUR WORLD.	86341288	July 18, 2014		
ATLAS JSV 6000	86305999	June 10, 2014		
ATLAS JSV 3000	86298160	June 2, 2014		
J THOMAS PARTS	86273774	May 7, 2014		
GEMPLER'S	86060149	September 10, 2013		
DEPENDABLE BY NATURE	86054004	September 3, 2013		
PRODUCT PROS	86078517	September 30, 2013		
WORKING OUTDOORS IS HARD - FINDING WHAT YOU NEED IN HERE IS EASY!	86080581	October 2, 2013		
WE'RE HERE FOR YOU, SO YOU CAN BE THERE FOR THEM	86061504	September 11, 2013		
FIND IT HERE	86059380	September 9, 2013		



Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
AW DIRECT			4599511	Sep. 09, 2014
OUTDOOR PROFESSIONALS OUTFITTING OUTDOOR PROFESSIONALS	85522485	January 23, 2012		
WEATHER TOUGH			4454723	Dec. 24, 2013
PATH-PRO			4506510	Apr. 01, 2014
BEN MEADOWS			4303638	Mar. 19, 2013
GEMPLER'S			4252539	Dec. 04, 2012
SNO-TEK			4049213	Nov. 01, 2011




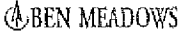
Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
PRO-WALK			3928535	Mar. 08, 2011
PRO-TURN			3928534	Mar. 08, 2011
PRO-TRIM			3928533	Mar. 08, 2011

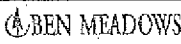


Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
COMPACT-PRO			3928531	Mar. 08, 2011
TRUSTRJPE			3890339	Dec. 14, 2010
AMP			3935861	Mar. 22, 2011


Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
AWGEAR (Stylized Design) 			3423007	May 06, 2008
Arrow Design 			3242464	May 15, 2007
Arrow Design (in color) 			3242463	May 15, 2007
BEN MEADOWS and Design 			3242458	May 15, 2007
BEN MEADOWS and Design (in color)			3242457	May 15, 2007


Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
 BEN MEADOWS				
HORSEPOWER (Stylized Design) 			3666835	Aug. 11, 2009
HORSEPOWER			3666834	Aug. 11, 2009
X-FACTOR			3235292	Apr. 24, 2007
XDZ (Stylized Design) 			3336579	Nov. 13, 2007

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
BROWN BEAR			3282514	Aug. 21, 2007
GRAVELY (Stylized Design) 			3126556	Aug. 08, 2006
ARIENS THE KING OF SNOW			3282454	Aug. 21, 2007
GEMPLER'S ALERT			3065921	Mar. 07, 2006

Ariens Company


Trademark	Application No.	Application Date	Registration No.	Registration Date
PRO STEER			2851057	Jun. 08, 2004
MINI ZOOM			3096698	May 23, 2006
BEN'S BARGAINS (Stylized Design) 			3019895	Nov. 29, 2005
BAG-N-DRAG			2988145	Aug. 23, 2005

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
EYE-Q			2986326	Aug. 16, 2005
BENMEADOWS.COM			2736686	Jul. 15, 2003
WHEN THE OUTDOORS IS YOUR OFFICE			2681278	Jan. 28, 2003
BEN MEADOWS COMPANY			2678241	Jan. 21, 2003
BEN MEADOWS			2678240	Jan. 21, 2003



Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
FIELDPRO			3828079	Aug. 03, 2010
TOWPRO (Stylized Design) 			3844378	Sep. 07, 2010
TOW-PRO			4021061	Sep. 06, 2011
WE TREAT YOU LIKE A NEIGHBOR, NOT A NUMBER.			3740015	Jan. 19, 2010
BASE RUNNER			3773234	Apr. 06, 2010



Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
HANDPICKED, COMMERCIAL- GRADE SUPPLIES DIRECT TO YOUR DOCK OR DOORSTEP			3823670	Jul. 27, 2010
PRO ZOOM			3811492	Jun. 29, 2010
MAX ZOOM			3636658	Jun. 09, 2009
FLEXTEND			3499735	Sep. 09, 2008


Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
XL SPINDLES			3527478	Nov. 04, 2008
AMP BY ARIENS			3644634	Jun. 23, 2009
AMP			3644633	Jun. 23, 2009

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
RAPID			3504194	Sep. 23, 2008
TRUSTRIPE (Stylized Design) 			3768009	Mar. 30, 2010
GENUINE ARIENS OEM PARTS (Stylized Design) 			3715750	Nov. 24, 2009


Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
PRO-STANCE			3553116	Dec. 11, 2007
AW ALERT (Stylized Design) 			3118789	Jul. 25, 2006
APV			2909657	Dec. 14, 2004
LIFTMASTER			2952318	May 17, 2005

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
TAILGATE TRAINING TIP SHEET			2755286	Aug. 26, 2003
DISC-O-MATIC			2570712	May 21, 2002
ZOOM			2528359	Jan. 08, 2002

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
WE KEEP YOU CUTTING			2454960	May 29, 2001
INFI-SPEED			2553502	Mar. 26, 2002
ARIENS (Stylized Design) 			2422155	Jan. 16, 2001
GRAVELY			2376777	Aug. 15,

Ariens Company


Trademark	Application No.	Application Date	Registration No.	Registration Date
				2000
PRO-MASTER			2117988	Dec. 02, 1997
PRO VAC			2117960	Dec. 02, 1997
ARIENS			2008288	Oct. 15, 1996



Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
EZRIDER			1973143	May 07, 1996
EZR			1989876	Jul. 30, 1996
SNO-THRO			1980707	Jun. 18, 1996

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
AW DIRECT (Stylized Design) 			1651819	Jul. 23, 1991
GEMPLER'S			1680275	Mar. 24, 1992
TINE-A-MATIC			1491964	Jun. 14, 1988
ARLINGTON			1442755	Jun. 16, 1987

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
THATCH-O-MATIC			1438986	May 12, 1987
TRAILETTE			1438985	May 12, 1987
HITCH-N-SWEEP			1453934	Aug. 25, 1987



Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
ESTATE MASTER			1441801	Jun. 09, 1987
VAC-35			1441947	Jun. 09, 1987
SUBURBANITE			1468806	Dec. 15, 1987

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
PARKER			1295730	Sep. 18, 1984
SWEEP-A-LAWN			1246063	Jul. 19, 1983
ARIENS			1205136	Aug. 17, 1982

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
HURRICANE			917130	Jul. 27, 1971
SPIN PAK (Stylized Design) 			878552	Oct. 14, 1969
			831406	Jul. 04, 1967

Ariens Company

Trademark	Application No.	Application Date	Registration No.	Registration Date
SCAVENGER			789638	May 18, 1965
GRAVELY			758801	Oct. 22, 1963
FLEX-N-FLOAT			693151	Feb. 16, 1960