

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Declaration of Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
First Union Commercial Corporation, One First Union Center		07/20/2007	CORPORATION: UNKNOWN

RECEIVING PARTY DATA

Name:	Sheplers, Inc.
Street Address:	6501 W. Kellogg
City:	Wichita
State/Country:	KANSAS
Postal Code:	67209
Entity Type:	CORPORATION: UNKNOWN

Name:	Sheplers Catalog Sales, Inc.
Street Address:	6501 W. Kellogg
City:	Wichita
State/Country:	KANSAS
Postal Code:	67209
Entity Type:	CORPORATION: UNKNOWN

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	1055833	WORLD'S LARGEST WESTERN STORES
Registration Number:	1308095	SHEPLERS
Registration Number:	1308389	SHEPLERS
Registration Number:	1069191	WORLD'S LARGEST WESTERN STORES
Registration Number:	1057698	S
Registration Number:	1308096	S SHEPPLERS
Registration Number:	1017594	S SHEPLERS INC.

OP \$340.00 1055833

Registration Number:	1141784	SHEPLERS
Registration Number:	1137758	S
Registration Number:	1137889	S
Registration Number:	1255648	OL' SHEP
Registration Number:	1254863	
Registration Number:	1532417	BOOTS PLUS

CORRESPONDENCE DATA

Fax Number: (212)446-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2129093078
Email: szablocki@kirkland.com
Correspondent Name: Kirkland & Ellis LLP; Att: Susan Zablocki
Address Line 1: 153 East 53rd Street
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	39300-37 SZ
NAME OF SUBMITTER:	Susan Zablocki
Signature:	//susan zablocki//
Date:	07/20/2007

Total Attachments: 3
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DECLARATION OF RELEASE OF SECURITY INTEREST

I, John T. Mosley, declare the following:

1. I am the Executive Vice President and Chief Financial Officer of Sheplers, Inc.
2. **WHEREAS**, pursuant to the terms and conditions of that certain Loan Agreement (the "Loan Agreement") and that certain Trademark Collateral Assignment and Security Agreement (the "Trademark Assignment"), both dated July 28, 1989, by and between Sheplers, Inc. and Sheplers Catalog Sales, Inc. (collectively, the "Borrowers") and First Union Commercial Corporation (the "Lender"), then of One First Union Center, COPR-8, 301 South College Street, Charlotte, North Carolina 28288-0737, Borrowers contemporaneously executed a Short Form Trademark Collateral Assignment.
3. **WHEREAS**, pursuant to the terms and conditions of that certain Short Form Trademark Collateral Assignment, Borrowers granted to Lender a security interest in the trademark registrations set forth on Schedule A attached hereto, together with the good will of the businesses symbolized by the marks and the registrations thereof (the "Trademark Collateral"), to secure the payment, observance and performance of the Obligations (as defined in the Loan Agreement).
4. **WHEREAS**, the Short Form Trademark Collateral Assignment was recorded with the United States Patent and Trademark Office ("USPTO") on August 1, 1989 at Reel/Frame 0662/048.
5. **WHEREAS**, Borrowers paid all of their outstanding indebtedness to Lender on March 9, 1998 and have no further obligations to Lender.
6. **WHEREAS**, this Declaration is being filed rather than a copy of the release, since despite diligent effort, Borrowers have been unable to locate a copy of Lender's termination and release.
7. **WHEREAS**, Lender's termination and release of security interest applied to the Trademark Collateral, including the trademarks and trademark registrations set forth on Schedule A.
8. The facts set forth above are true and correct to the best of my knowledge, information and belief.

Schedule A

1	Serial #: 73040362	Filing Dt: 12/26/1974	Reg #: 1055833	Reg. Dt: 01/04/1977
	Mark: WORLD'S LARGEST WESTERN STORES			
2	Serial #: 73040363	Filing Dt: 12/26/1974	Reg #: 1308095	Reg. Dt: 12/04/1984
	Mark: SHEPLERS			
3	Serial #: 73040364	Filing Dt: 12/26/1974	Reg #: 1308389	Reg. Dt: 12/04/1984
	Mark: SHEPLERS			
4	Serial #: 73040365	Filing Dt: 12/26/1974	Reg #: 1069191	Reg. Dt: 07/05/1977
	Mark: WORLD'S LARGEST WESTERN STORES			
5	Serial #: 73040683	Filing Dt: 12/30/1974	Reg #: 1057698	Reg. Dt: 02/01/1977
	Mark: STEERHEAD AND DESIGN			
6	Serial #: 73040987	Filing Dt: 01/06/1975	Reg #: 1308096	Reg. Dt: 12/04/1984
	Mark: S. STEERHEAD, SHEPLERS			
7	Serial #: 73041013	Filing Dt: 01/06/1975	Reg #: 1017594	Reg. Dt: 08/05/1975
	Mark: S STEERHEAD AND DESIGN			
8	Serial #: 73125194	Filing Dt: 05/03/1977	Reg #: 1141784	Reg. Dt: 11/25/1980
	Mark: SHEPLERS			
9	Serial #: 73125222	Filing Dt: 05/03/1977	Reg #: 1137758	Reg. Dt: 07/15/1980
	Mark: "S" STEERHEAD			
10	Serial #: 73125223	Filing Dt: 05/03/1977	Reg #: 1137889	Reg. Dt: 07/15/1980
	Mark: STEERHEAD AND DESIGN			
11	Serial #: 73388925	Filing Dt: 09/24/1982	Reg #: 1255648	Reg. Dt: 10/25/1983
	Mark: OL' SHEP			
12	Serial #: 73392546	Filing Dt: 09/29/1982	Reg #: 1254863	Reg. Dt: 10/18/1983
	Mark: OL' SHEP CHARACTER			
13	Serial #: 73741632	Filing Dt: 07/22/1988	Reg #: 1532417	Reg. Dt: 03/28/1989
	Mark: BOOTS PLUS			

The undersigned hereby requests the Commissioner of Patents and Trademarks to record this Declaration of Release of Security Interest against the trademark registrations set forth on Schedule A.

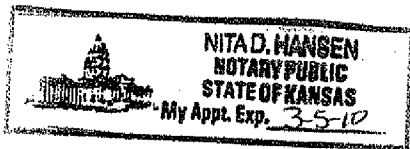
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Date: July 20, 2007

John T. Mosley
Name
Executive Vice President / CFO
Title

DECLARATION OF WITNESS/NOTARY

I, Nita D. Hansen, Notary Public hereby declare that I was personally present and did see John T. Mosley, who is personally known to me to be the person named in the above affidavit duly sign and execute the same. IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my official seal at Wichita, KS on this 20th day of July, 2007.



Nita D. Hansen
Notary Public