

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 The Sportsman's Guide, Inc.
 411 Farwell Avenue
 South St. Paul, MN 55075

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Minnesota
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Bank of America, N.A.
 Internal Address: _____
 Street Address: 335 Madison Avenue
 City: New York State: NY ZIP: 10017

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Association

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 29, 2008

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: CT Lien Solutions
 Internal Address: _____

 Street Address: 187 Wolf Rd
Ste 101
 City: Albany State: NY ZIP: 12205

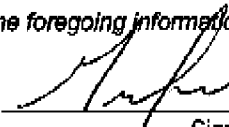
6. Total number of applications and registrations involved: 28

7. Total fee (37 CFR 3.41): \$ 715.00
 Charge to Credit Card
Last 4 Digits - 5683
Exp Date 11/09
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Graig Solow, Esq.  09/03/08
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 5

Mail documents to be recorded with required coversheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 29, 2008, by and between The Sportsman's Guide, Inc. and Bank of America, N.A., as Agent.

<u>Mark</u>	<u>Country</u>	<u>Registration or Application No.</u>
THE SPORTSMAN'S GUIDE®	United States	1430664
THE SPORTSMAN'S GUIDE and Design®	United States	1436014
THE "FUN TO READ" CATALOG®	United States	1864041
THE SPORTSMAN'S GUIDE®	United States	2267142
THE FUN TO BROWSE WEBSITE and Design®	United States	2275950
SHOOTER'S and Design®	United States	2341043
NWSE FIELD TESTED GUIDE GEAR SINCE 1977 and Design®	United States	2398567
YOUR PORTAL TO THE GREAT OUTDOORS®	United States	241.8371
YOUR GUIDE TO THE GREAT OUTDOORS®	United States	2477901
HQ GOVT SURPLUS HEADQUARTERS and Design®	United States	2491155
FIELD TESTED GUIDE GEAR SINCE 1977 NWES and Design®	United States	2493084
GUIDE GEAR FIELD TESTED SINCE 1977 NWES and Design®	United States	2494719
GUIDEOUTDOORS®	United States	2505159
BARGAINOUTFITTERS and Design®	United States	2508801
NWSE GUIDE GEAR FIELD TESTED Since 1977 and Design®	United States	2520599
NWSE GUIDE GEAR FIELD TESTED SINCE 1977 and Design®	United States	2523057
THE SPORTSMAN'S GUIDE and Design®	United States	2624677
THE SPORTSMAN'S GUIDE A CATALOG & INTERNET COMPANY and Design®	United States	2680258
BUYER'S CLUB 4 PAY PLAN®	United States	2718820
GUIDE REWARDS®	United States	2727575
GUIDE DRY®	United States	2913478
GUIDE EXPRESS CHECKOUT®	United States	2936772
THE LOWEST PRICES, THE BEST QUALITY, GUARANTEED!®	United States	3025826
BUYERS CLUB THE SPORTSMAN'S GUIDE ADVANTAGE and Design®	United States	3205087
ADVANTAGE PLUS BUYER'S CLUB THE SPORTSMAN'S GUIDE and Design®	United States	3179528
BUYERS CLUB THE SPORTSMAN'S GUIDE and Design®	United States	3179525
GUIDE GEAR®	United States	3236303
FRIENDS DON'T LET FRIENDS OVERPAY!™	United States	78896900

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, The Sportsman's Guide, Inc., a corporation formed under the laws of Minnesota, located at 411 Farwell Avenue, South St. Paul, MN 55075 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Bank of America, N.A. ("B of A") and various other financial institutions (collectively, "Lenders") and B of A as agent for Lenders ("Agent") pursuant to (i) a certain Second Amended and Restated Credit Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein, (ii) a certain Amended and Restated Security Agreement, dated the date hereof, among Agent, Borrower and the other credit parties named therein and (iii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[Remainder of Page Intentionally Left Blank]

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 21, 2008

Witness:

THE SPORTSMAN'S GUIDE, INC.

By: _____

Name: Eric Coppelle

Title: Treasurer and Secretary

Witness:

BANK OF AMERICA, N.A., as Agent

By: _____

Name: Edmundo Kahn

Title: Vice President

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 29, 2008

Witness:

THE SPORTSMAN'S GUIDE, INC.

By: _____

Name: Eric Courteille

Title: Treasurer and Secretary

Witness:

Patricia D. Higgins

BANK OF AMERICA, N.A., as Agent

By: Edmundo Kahn

Name: Edmundo Kahn

Title: Vice President