

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

The Sportsman's Guide, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State

☐ Other:

Citizenship: MN

Execution Date(s) July 28, 2011

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Wells Fargo Bank, National Association

Internal

Address:

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: USA

Zip: 02108

☒ Association Citizenship: USA

☐ General Partnership Citizenship:

☐ Limited Partnership Citizenship:

☐ Corporation Citizenship:

☐ Other: Citizenship:

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)

5. Name address of party to whom correspondence concerning document should be mailed:

Name: Susan O'Brien

Internal Address: UCC Direct Services

Street Address: 187 Wolf Road, Suite 101

City: Albany

State: NY

Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls-uds@albany@wolterskluwer.com

6. Total number of applications and registrations involved:

44

7. Total fee (37 CFR 2.8(b)(6) & 3.41) \$

- ☒ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card

Last 4 Numbers 5683

Expiration Date 10/12

b. Deposit Account Number

Authorized User Name:

9. Signature:

Kareem Ansley
Signature

Kareem Ansley
Name of Person Signing

July 29, 2011

Date

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (703) 308-8995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$1115.00 85334977

SCHEDULE A

Trademarks

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
HQ Military Surplus Headquarters	85334977	6/1/11
Guide Express Checkout	2936772	3/29/05
Your Portal to the Great Outdoors	2418371	1/2/01
Guide Gear Field Tested Since 1977 NWSE (and design)	2494719	10/2/01
NWSE Guide Gear Field Tested Since 1977 (and design)	2523057	12/25/01
The Sportsman's Guide	1436014	4/7/87
ADVANTAGE PLUS BUYER'S CLUB THE SPORTSMAN'S GUIDE and Design®	3179528	12/5/06
BARGAINOUTFITTERS and Design®	2508801	11/20/01
BASEBALL SAVINGS.COM and Design®	3897000	12/28/10
BOATINGSAVINGS.COM and Design™	85033197	Pending
BUYER'S CLUB 4 PAY PLAN®	2718820	5/27/03
BUYERS CLUB THE SPORTSMAN'S GUIDE and Design®	3179525	12/5/06
BUYERS CLUB THE SPORTSMAN'S GUIDE ADVANTAGE and Design®	3205087	2/6/07
FIELD TESTED GUIDE GEAR SINCE 1977 NWES and Design®	2493084	9/25/01
FRIENDS DON'T LET FRIENDS OVERPAY!®	3596681	3/24/09
GUIDE DRY®	2913478	12/21/04
GUIDE GEAR®	3825165	7/27/10
GUIDE GEAR®	3765705	3/23/10
GUIDE GEAR®	3786409	5/4/10
GUIDE GEAR®	3798262	6/8/10
GUIDE GEAR®	3736168	1/12/10
GUIDE GEAR®	3746121	2/9/10
GUIDE GEAR®	3236303	5/1/07
GUIDEOUTDOORS®	2505159	11/6/01
GUIDE GEAR FIELD	3786406	5/4/10

TRADEMARK

REEL: 004595 FRAME: 0804

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
TESTED SINCE 1977®		
GUIDE GEAR FIELD TESTED SINCE 1977®	3825164	7/27/10
GUIDE GEAR FIELD TESTED SINCE 1977®	3765703	3/23/10
GUIDE GEAR FIELD TESTED SINCE 1977®	3746091	2/9/10
GUIDE GEAR FIELD TESTED SINCE 1977®	3798246	6/8/10
GUIDE GEAR FIELD TESTED SINCE 1977®	3765704	3/23/10
GUIDE GEAR FIELD TESTED SINCE 1977®	3798245	6/8/10
HQ GOVT SURPLUS HEADQUARTERS and Design®	2491155	9/18/01
NWSE FIELD TESTED GUIDE GEAR SINCE 1977 and Design®	2398567	10/24/00
SHOOTER'S and Design®	2341043	4/11/00
SILENT ADRENALINE™	77689532	Pending
THE FUN TO BROWSE WEBSITE and Design®	2275950	9/7/99
THE "FUN TO READ" CATALOG®	1864041	11/22/94
THE LOWEST PRICES, THE BEST QUALITY, GUARANTEED!®	3025826	12/13/05
THE SPORTSMAN'S GUIDE®	1430664	2/24/87
THE SPORTSMAN'S GUIDE®	2267142	8/3/99
THE SPORTSMAN'S GUIDE A CATALOG & INTERNET COMPANY and Design®	2680258	1/28/03
THE SPORTSMAN'S GUIDE and Design®	2624677	9/24/02
W WORKWEARSAVINGS.com™ & Design	85074955	Pending
YOUR GUIDE TO THE GREAT OUTDOORS®	2477901	8/14/01

Canadian Trademarks

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
THE SPORTSMAN'S GUIDE®	TMA398067	5/8/92

EXECUTION

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, THE SPORTSMAN'S GUIDE, INC., a Minnesota corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as administrative and collateral agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of the Grantor's right, title and interest in, to and under to the United States trademarks, tradenames, trade styles and service marks and all trademark registrations and trademark applications and recordings (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to Grantor's use of any trademarks, tradenames, trade styles and service marks, and all reissues, extensions, continuation and renewals thereof, (c) all prints and labels on which such trademarks, tradenames, tradestyles and service marks appear, have appeared or will appear, and all designs and general intangibles of a like nature; (d) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (e) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (f) all income, fees, royalties and other payments at any time due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (g) the right to sue for past, present and future infringements thereof, (h) all rights corresponding thereto, (i) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by Grantor against third parties for past or future infringement of the Marks and (j) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of July 28, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 28th day of July,
2011.

GRANTOR:

THE SPORTSMAN'S GUIDE, INC.

By: 
Name: Catherine Doucet
Title: Secretary/Treasurer

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative and Collateral Agent

By: _____
Name: Cory Loftus
Title: Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 28th day of July, 2011.


GRANTOR:

THE SPORTSMAN'S GUIDE, INC.

By: _____
Name: Catherine Doucet
Title: Secretary/Treasurer

GRANTEE:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative and Collateral Agent

By:  _____
Name: Cory Loftis
Title: Director

[Trademark Security Agreement - TSG]

TRADEMARK

REEL: 004595 FRAME: 0809

RECORDED: 08/01/2011