TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest (R004235; F0747)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative and Collateral Agent		06/13/2011	National Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	101 South Tryon Street
Internal Address:	NC1-002-15-36
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 231

Property Type	Number	Word Mark
Serial Number:	77920780	KISS MY BASS
Serial Number:	78859861	BUCK MADNESS
Serial Number:	77825223	BASS PRO SHOPS
Serial Number:	77812556	BASS PRO SHOPS
Serial Number:	77767451	SANTA'S WONDERLAND
Serial Number:	77766441	TSUNAMI
Serial Number:	77766235	SANTA'S WONDERLAND
Serial Number:	77766224	SANTA'S WONDERLAND
Serial Number:	77756688	A
Serial Number:	77756674	ASCEND
Serial Number:	77707491	NITRO
Serial Number:	77691238	ECO-CLEAR
		GEAR GUARD PREMIUM · ACCIDENT PROTECTION

OP $5790.00 77920780

Serial Number:	77664364	SERVICE PROGRAM · BASS PRO SHOPS
Serial Number:	77664069	BASS PRO SHOPS SUMMER CAMP
Serial Number:	77634487	
Serial Number:	77634481	ASCEND
Serial Number:	77595005	ASCEND BY BASS PRO SHOPS
Serial Number:	77589496	GOBBLÉRO
Serial Number:	77577653	BASS PRO SHOPS BIG BASS ANGLER OF THE YEAR
Serial Number:	77560485	BASS PRO SHOPS US OPEN
Serial Number:	77518380	DY-JAK
Serial Number:	77481721	SABER TOOTH
Serial Number:	77464660	WIND RIDER
Serial Number:	77452418	ECOLITE
Serial Number:	77411763	FISH BOWL
Serial Number:	77230488	HOBBS CREEK
Serial Number:	77208242	3D EVOLUTION
Serial Number:	76357589	STIK-O-WORM
Registration Number:	157633	RED HEAD
Registration Number:	1949938	ROYAL EXPRESS
Registration Number:	370063	SQUALTEX
Registration Number:	400396	DRYBAK
Registration Number:	0689146	DRYBAK
Registration Number:	731113	STUMP JUMPER
Registration Number:	1022739	HOG HANDLER
Registration Number:	1104854	UNCLE BUCK'S
Registration Number:	1116517	BASS PRO SHOPS
Registration Number:	1185496	PRO-LINE
Registration Number:	1185872	BONE-DRY
Registration Number:	1215006	TOURNAMENT SERIES
Registration Number:	1255885	
Registration Number:	1264756	RED HEAD
Registration Number:	1481715	TENDERHEAD
Registration Number:	1660447	AMERICAN ROD & GUN
Registration Number:	1693118	CONSERVATIONIST
Registration Number:	1742353	OFFSHORE ANGLER
Registration Number:	1797962	MEGA CAST

	1883593	BOB TIMBERLAKE
Registration Number:	1889987	PRO QUALIFIER
Registration Number:	1950067	BASS PRO SHOPS OUTDOOR WORLD
Registration Number:	1952297	BASS PRO SHOPS OUTDOOR WORLD
Registration Number:	1976153	THE TORNADO
Registration Number:	1987646	CAPTAIN'S CHOICE
Registration Number:	1999224	EXCEL
Registration Number:	2000325	THE GREAT OUTDOORS ...PASS IT ON
Registration Number:	2002894	SQUIRMIN' WORM
Registration Number:	2003830	THE WORLD OF BOB TIMBERLAKE
Registration Number:	2025204	REMEMBER, WE ALL LIVE DOWNSTREAM
Registration Number:	2030655	OUTDOOR WORLD
Registration Number:	2071417	BASS PRO SHOPS SPORTSMAN'S WAREHOUSE
Registration Number:	2073535	OFFSHORE ANGLER
Registration Number:	2081740	BASS PRO SHOPS
Registration Number:	2093520	BASS PRO SHOPS OUTDOOR WORLD
Registration Number:	2100712	OUTDOOR WORLD
Registration Number:	2120188	KING OF BUCKS
Registration Number:	2135806	TURKEY LOUNGER
Registration Number:	2138738	SENSOR-GRIP
Registration Number:	2169129	OUTDOOR WORLD ROD & REEL REPAIR
Registration Number:	2191778	BASS PRO SHOPS
Registration Number:	2192947	BASS PRO
Registration Number:	2192974	BASS PRO SHOPS OUTDOOR WORLD
Registration Number:	2193039	BASS PRO SHOPS
Registration Number:	2193041	BASS PRO SHOPS
Registration Number:	2207865	BASS PRO SHOPS OUTDOOR WORLD
Registration Number:	2207956	RED HEAD
Registration Number:	2235524	WALLEYE ANGLER
Registration Number:	2262332	GOLD CUP
Registration Number:	2274619	BASS MADNESS
Registration Number:	2384999	PREMIER PROTECTION PLANS
Registration Number:	2419291	LAZER BLADE
Registration Number:	2441193	JOHNNY MORRIS' GREAT AMERICAN OUTDOOR STORE
Registration Number:	2487746	BASS PRO SHOPS OUTDOOR WORLD

	2534363	BOB TIMBERLAKE
Registration Number:	2605040	
Registration Number:	2654643	OUTDOOR WORLD
Registration Number:	2713674	
Registration Number:	2717641	BOB TIMBERLAKE
Registration Number:	2726912	METGRAIN
Registration Number:	2739595	UNCLE BUCK'S
Registration Number:	2807988	UNCLE BUCK'S
Registration Number:	2812343	UNCLE BUCK'S
Registration Number:	2818474	NINJA
Registration Number:	2889005	NATURAL REFLECTIONS
Registration Number:	2895665	ENTICER
Registration Number:	2929833	SPORTSMAN'S CENTER
Registration Number:	2976611	AMERICAN SPORTSMAN
Registration Number:	3004038	OUTDOOR WORLD
Registration Number:	3015509	KING OF BUCKS
Registration Number:	3017730	PRO LITE
Registration Number:	3028334	OUTDOOR REWARDS
Registration Number:	3051275	BASS PRO SHOPS FISH STIKS
Registration Number:	3064659	WORLD WIDE SPORTSMAN
Registration Number:	3102021	MICRO STALKER
Registration Number:	3112885	LET FREEDOM ROAR
Registration Number:	3127860	BIG SHOT
Registration Number:	3129455	GREAT AMERICAN OUTDOOR STORE
Registration Number:	3133458	ADAPTATION FLEECE
Registration Number:	3138363	EXTREME
Registration Number:	3138561	BEAVER BUG
Registration Number:	3148220	WHITE RIVER FLY SHOP
Registration Number:	3148221	WHITE RIVER
Registration Number:	3148631	SPRING FISHING CLASSIC
Registration Number:	3148632	FALL HUNTING CLASSIC
Registration Number:	3154977	SLING JIG
Registration Number:	3161819	XPS
Registration Number:	3170742	EXTREME PERFORMANCE SERIES
Registration Number:	3191312	EXTREME PERFORMANCE SERIES

	3192092	LET FREEDOM ROAR
Registration Number:	3200530	XPS
Registration Number:	3207444	BASS PRO SHOPS YOUR ADVENTURE STARTS HERE
Registration Number:	3214348	AMERICA'S GREAT OUTDOOR STORE
Registration Number:	3214349	AMERICA'S OUTDOOR STORE
Registration Number:	3225980	BASS PRO SHOPS VIPER
Registration Number:	3228899	PROWLER
Registration Number:	3229136	WORLD WIDE SPORTSMAN
Registration Number:	3245989	SILENT HIDE
Registration Number:	3246060	TAILGATING ZONE
Registration Number:	3248496	TUNA TURBO
Registration Number:	3296836	BASS PRO SHOPS
Registration Number:	3297143	REDHEAD EPIC
Registration Number:	3306404	ASCENT
Registration Number:	3306406	PURSUIT
Registration Number:	3308863	BASS MADNESS
Registration Number:	3315532	BASS PRO SHOPS NEXT GENERATION
Registration Number:	3319290	STORAGE TITE
Registration Number:	3325482	TRAVEL TITE
Registration Number:	3326794	OUTDOOR WORLD
Registration Number:	3330310	WEATHERSAFE
Registration Number:	3334326	XPS
Registration Number:	3341983	WHITE RIVER OUTPOST
Registration Number:	3341984	BASS PRO SHOPS WHITE RIVER OUTPOST
Registration Number:	3344884	TRAILER TITE
Registration Number:	3361728	KING OF BUCKS
Registration Number:	3362109	YOUR ADVENTURE STARTS HERE
Registration Number:	3367458	BOB TIMBERLAKE
Registration Number:	3368503	TENDER TUBE
Registration Number:	3369055	270º
Registration Number:	3369060	BLACKOUT
Registration Number:	3374467	BUCK MADNESS
Registration Number:	3375190	XSC
Registration Number:	3381020	TWO SEVENTY
Registration Number:	3381318	HERON

	3389454	XPS PRO WRAP
Registration Number:	3395764	KING OF BUCKS
Registration Number:	3411530	POWER HUMP
Registration Number:	3415746	ADVENTURE CARD
Registration Number:	3424423	NEXT GENERATION PRO TEAM
Registration Number:	3430738	TRUE FIT · TRUE COMFORT · TRUE PERFORMANCE
Registration Number:	3443289	FISH WEIGHT
Registration Number:	3444204	COOL CREEK
Registration Number:	3446706	NEXT GENERATION PRO STAFF
Registration Number:	3455944	EXPEDITION FLEECE
Registration Number:	3459365	XPS
Registration Number:	3460828	FIELD GRADE
Registration Number:	3472005	KING OF BUCKS
Registration Number:	3474904	AIR MESH ULTRA
Registration Number:	3476189	KING OF BUCKS
Registration Number:	3476194	KING OF BUCKS
Registration Number:	3477520	KRYPTIK
Registration Number:	3479071	RED HEAD CWS
Registration Number:	3479073	RED HEAD ENDURASKIN
Registration Number:	3479077	TITAN
Registration Number:	3479370	GLASS 'N PACK
Registration Number:	3483290	RED HEAD CANVASBACK
Registration Number:	3483685	RATTLE SHAD
Registration Number:	3489961	SQUIRMIN'
Registration Number:	3491273	COLD WEATHER SYSTEM CWS
Registration Number:	3521378	VISÃO
Registration Number:	3522355	GEAR GUARD
Registration Number:	3527014	OFFSHORE ANGLER
Registration Number:	3541657	UNCLE BUCK'S
Registration Number:	3541818	EXTREME PERFORMANCE SERIES
Registration Number:	3543533	EXTREME VENTILATION SYSTEM
Registration Number:	3549600	XVS
Registration Number:	3560261	ASAP FINANCING
Registration Number:	3563611	JOHNNY MORRIS
Registration Number:	3564726	DOLPHIN CANDY

	3570022	OUTDOORSITE
Registration Number:	3570113	RED HEAD
Registration Number:	3573867	FLASHY TIMES
Registration Number:	3585894	OUTDOOR FITNESS FESTIVAL
Registration Number:	3592748	THE NATIONAL GO OUTDOORS EVENT
Registration Number:	3592749	GO OUTDOORS EVENT
Registration Number:	3593022	AMERICAN SPORTSMAN
Registration Number:	3596290	BASS PRO SHOPS FISHING TOUR
Registration Number:	3596651	BASS PRO SHOPS NEXT GENERATION
Registration Number:	3600005	KING OF BUCKS
Registration Number:	3604105	TUBE DART
Registration Number:	3621050	BASS PRO SHOPS OUTPOST
Registration Number:	3621655	OCEAN MASTER
Registration Number:	3622902	WALLEYE ANGLER
Registration Number:	3628305	TOXIK
Registration Number:	3632846	DEEP CREEPER
Registration Number:	3636374	XTS EXPERT TOURNAMENT SERIES
Registration Number:	3640274	NITRO SHAD DANCER
Registration Number:	3640856	KRONIK
Registration Number:	3641117	SANTA'S WONDERLAND
Registration Number:	3642131	ASAP FINANCING ACCELERATED SALES APPROVAL PROCESS
Registration Number:	3642938	P PREMIER PROTECTION PLANS
Registration Number:	3644689	WIND RIDER
Registration Number:	3644719	DEMON EYE
Registration Number:	3648514	HI POINT
Registration Number:	3663051	CLASSIC CHRISTMAS
Registration Number:	3664033	FREESTYLE
Registration Number:	3682835	WORLD'S FISHING FAIR
Registration Number:	3690318	BASS PRO SHOPS
Registration Number:	3695143	TIGHTLINE SPECIAL
Registration Number:	3695580	PRO QUALIFIER
Registration Number:	3695875	B.P.S. EXPRESS
Registration Number:	3700768	TOURNEY SPECIAL
Registration Number:	3713174	DOUBLETAKE

Registration Number:	3716640	RED HEAD AIRE
Registration Number:	3736891	THUNDERLIGHT
Registration Number:	3739993	
Registration Number:	3746391	TITAN
Registration Number:	3754134	BASS PRO SHOPS
Registration Number:	3757227	REDHEAD
Registration Number:	3783821	NATURAL REFLECTIONS
Registration Number:	3837072	DEE-LICIOUS FUDGE
Registration Number:	3837972	URGENT CARE REPAIR
Registration Number:	3869526	JOHNNY MORRIS

CORRESPONDENCE DATA

Fax Number: (704)444-8847
Phone: 704-343-2000
Email: ksaltrick@mcguirewoods.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Staci E. Rosche, Esq./McGuireWoods LLP
Address Line 1: 201 North Tryon Street
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	(T4) 4452178-0515/KS-AMEX
NAME OF SUBMITTER:	Staci E. Rosche, Esq./McGuireWoods LLP
Signature:	/Staci E. Rosche/
Date:	12/02/2011

Total Attachments: 21
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Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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):

JPMorgan Chase Bank, N.A., as Administrative and Collateral Agent

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation- State:
☒ Other National Bank

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

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

Name: Bank of America, N.A., as Collateral Agent
Internal Address: Mailcode: NC1-002-15-36
Street Address: 101 South Tryon Street
City: Charlotte
State: North Carolina
Country: USA Zip:

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other National Bank 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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) June 13, 2011

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other 004236; Frame: 0747 for trademarks of Bass Pro Intellectual Property, L.L.C.

*Assignment of security interest granted with document recorded at Reel:

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

A. Trademark Application No.(s)

See Exhibit A attached hereto.

B. Trademark Registration No.(s)

See Exhibit A attached hereto.

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: Staci Rosche, Esq. / McGuireWoods LLP
Internal Address:
Street Address: 201 North Tryon Street
City: Charlotte
State: North Carolina Zip: 28202
Phone Number: 704-343-2000
Fax Number: 704-444-8847
Email Address: srosche@mcguirewoods.com or ksaltrick@mcguirewoods.com

6. Total number of applications and registrations involved: 231

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 5,790.00

☐ Authorized to be charged to deposit account
☒ Enclosed (on-line)

8. Payment Information:

Deposit Account Number
Authorized User Name

9. Signature:

Signature — Date: 9/28/11

KEVIN D. PADGETT
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 21

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Exhibit A
U.S. Trademarks and Trade Names

Bass Pro Intellectual Property, L.L.C.

Trademark	Trademark #
270 (Degrees)	3369055
3D Evolution	77/208242
Adaptation Fleece	3133458
Adventure Card	3415746
Air Mesh Ultra	3474904
American Rod & Gun	1660447
American Sportsman	2976611
American Sportsman	3593022
America's Great Outdoor Store	3214348
America's Outdoor Store	3214349
ASAP Financing	3560261
ASAP Financing Accelerated Sales Approval Process & Design	3642131
Ascend	77/634481
Ascend (2nd app.)	77/756674
Ascend by Bass Pro Shops	77/595005
Ascend Logo	77/634487
Ascend Logo (2nd app.)	77/756688
Ascent	3306404
B.P.S. Express	3695875
Bass Madness	2274619
Bass Madness	3308863
Bass Pro	2192947
Bass Pro Logo (Jumping Fish)	3739993
Bass Pro Shops	1116517
Bass Pro Shops	3296836
Bass Pro Shops	77/812556
Bass Pro Shops	3754134
Bass Pro Shops (and Design)	2193041
Bass Pro Shops (and Design)	2193039
Bass Pro Shops (and Design)	2191778
Bass Pro Shops (and Design)	2081740
Bass Pro Shops (and Design)	3690318
Bass Pro Shops (and Design)	77/825223
Bass Pro Shops Big Bass Angler of the Year	77/577653
Bass Pro Shops Fish Stiks	3051275
Bass Pro Shops Fishing Tour	3596290
Bass Pro Shops Next Generation	3596651
Bass Pro Shops Next Generation	3315532
Bass Pro Shops Outdoor World	2192974
Bass Pro Shops Outdoor World	1950067
Bass Pro Shops Outdoor World & Design (Logo on Side)	2487746
Bass Pro Shops Outdoor World & Design (Logo on Top)	2207865

Trademark	Trademark #
Bass Pro Shops Outdoor World & Design (Logo with Leaf)	1952297
Bass Pro Shops Outdoor World & Design (Small Logo)	2093520
Bass Pro Shops Outpost	3621050
Bass Pro Shops Sportsman's Warehouse	2071417
Bass Pro Shops Summer Camp	77/664069
Bass Pro Shops US Open	77/560485
Bass Pro Shops Viper	3225980
Bass Pro Shops White River Outpost	3341984
Bass Pro Shops Your Adventure Starts Here	3207444
Beaver Bug	3138561
Big Shot	3127860
Blackout	3369060
Bone-Dry	1185872
Buck Madness	3374467
Buck Madness	78/859861
Captain's Choice	1987646
Classic Christmas	3663051
Cold Weather System CWS	3491273
Conservationist	1693118
Cool Creek	3444204
Dee-licious Fudge and Design	3837072
Deep Creeper	3632846
Demon Eye	3644719
Dolphin Candy	3564726
Doubletake	3713174
Drybak (and Design)	0689146
Drybak (Stylized)	400396
Dy-Jak	77/518380
Eco-Clear	77/691238
Ecolite	77/452418
Enticer	2895665
Excel	1999224
Expedition Fleece	3455944
Extreme	3138363
Extreme Performance Series	3541818
Extreme Performance Series	3191312
Extreme Performance Series	3170742
Extreme Ventilation System	3543533
Fall Hunting Classic	3148632
Field Grade	3460828
Fish Bowl	77/411763
Fish Weight	3443289
Flashy Times	3573867
Freestyle	3664033
Gear Guard	3522355
Gear Guard Premium • Accident Protection Service Program • Bass Pro Shops & Design	77/664364

Trademark	Trademark #
Glass 'N Pack	3479370
Go Outdoors Event	3592749
Gobblero	77/589496
Gold Cup	2262332
Great American Outdoor Store	3129455
Heron	3381318
Hi Point	3648514
Hobbs Creek	77/230488
Hog Handler	1022739
Johnny Morris	3563611
Johnny Morris (Signature)	3869526
Johnny Morris' Great American Outdoor Store	2441193
King of Bucks	3015509
King of Bucks	2120188
King of Bucks	3395764
King of Bucks	3600005
King of Bucks & Design	3476189
King of Bucks & Design	3472005
King of Bucks & Design	3361728
King of Bucks & Design	3476194
Kiss My Bass	77/920780
Kronik	3640856
Kryptik	3477520
Lazer Blade	2419291
Let Freedom Roar	3112885
Let Freedom Roar	3192092
Mega Cast	1797962
Micro Stalker	3102021
Natural Reflections	2889005
Natural Reflections	3783821
Next Generation Pro Staff	3446706
Next Generation Pro Team	3424423
Ninja	2818474
Nitro	77/707491
Nitro Shad Dancer	3640274
Ocean Master	3621655
Offshore Angler	3527014
Offshore Angler (and Design)	2073535
Offshore Angler (and Design)	1742353
Outdoor Fitness Festival (and Design)	3585894
Outdoor Rewards	3028334
Outdoor World	3326794
Outdoor World	2654643
Outdoor World	2030655
Outdoor World	2100712
Outdoor World (and Design)	3004038
Outdoor World Rod & Reel Repair	2169129

Trademark	Trademark #
Outdoorsite	3570022
Power Hump	3411530
Premier Protection Plans	2384999
Premier Protection Plans (and P Design)	3642938
Pro-Line	1185496
Pro Lite	3017730
Pro Qualifier	3695580
Pro Qualifier	1889987
Prowler	3228899
Pursuit	3306406
Rattle Shad	3483685
Red Head	1264756
Red Head	3570113
Red Head	3757227
Red Head (and Design)	2207956
Red Head (and Design – Duck in Flight Design)	1255885
Red Head (stylized)	157633
Red Head Aire	3716640
Red Head Canvasback	3483290
Red Head CWS	3479071
Red Head Enduraskin	3479073
Redhead Epic	3297143
Remember, We All Live Downstream	2025204
Royal Express	194993 8
Saber Tooth	77/481721
Santa's Wonderland	3641117
Santa's Wonderland	77/766235
Santa's Wonderland	77/766224
Santa's Wonderland	77/767451
Sensor-Grip	2138738
Silent Hide	3245989
Sling Jig	3154977
Sportsman's Center	2929833
Spring Fishing Classic	3148631
Squaltex	370063
Squirmin'	3489961
Squirmin' Worm	2002894
Stik-O-Worm	76357589
Storage Tite	3319290
Stump Jumper	731113
Tailgating Zone	3246060
Tender Tube	3368503
Tenderhead	1481715
The Great Outdoors...Pass It On	2000325
The National Go Outdoors Event	3592748
The Tornado	1976153
Thunderlight	3736891

Trademark	Trademark #
Tightline Special	3695143
Titan	3479077
Titan	3746391
Tournament Series	1215006
Tourney Special	3700768
Toxik	3628305
Trailer Tite	3344884
Travel Tite	3325482
True Fit * True Comfort * True Performance	3430738
Tsunami	77/766441
Tube Dart	3604105
Tuna Turbo	3248496
Turkey Lounger	2135806
Two Seventy	3381020
Uncle Buck's	2807988
Uncle Buck's	3541657
Uncle Buck's	2739595
Uncle Buck's (stylized)	2812343
Uncle Buck's (stylized)	1104854
Urgent Care Repair	3837972
Visao	3521378
Walleye Angler	2235524
Walleye Angler	3622902
Weathersafe	3330310
White River	3148221
White River Fly Shop	3148220
White River Outpost	3341983
Wind Rider	77/464660
Wind Rider	3644689
World Wide Sportsman	3229136
World Wide Sportsman	3064659
World's Fishing Fair	3682835
XPS	3459365
XPS	3334326
XPS	3161819
XPS	3200530
XPS Pro Wrap	3389454
XSC	3375190
XTS Expert Tournament Series	3636374
XVS	3549600
Your Adventure Starts Here	3362109

Trademark	Trademark #
BOB TIMBERLAKE	2726912
BOB TIMBERLAKE	1883593

Trademark	Trademark #
BOB TIMBERLAKE (Stylized)	3367458
BOB TIMBERLAKE (Stylized)	2534363
BOB TIMBERLAKE (Stylized)	2717641
Quill Design	2605040
Quill Design	2713674
THE WORLD OF BOB TIMBERLAKE	2003830

EXECUTION VERSION

AGENCY ASSIGNMENT AND ASSUMPTION AGREEMENT

This **AGENCY ASSIGNMENT AND ASSUMPTION AGREEMENT** (this "***Agreement***"), dated as of June 13, 2011, is entered into by and between **JP MORGAN CHASE BANK, N.A.** ("***JPMorgan***"), as the Resigning Agent (as defined below), and **BANK OF AMERICA, N.A.** ("***Bank of America***"). Capitalized terms used but not defined herein shall have the meanings given to them in the Amended and Restated Credit Agreement defined below.

RECITALS

WHEREAS, JPMorgan currently serves as (a) "Administrative Agent" (in such capacity, the "***Existing Administrative Agent***") and "Collateral Agent" (in such capacity, the "***Existing Collateral Agent***") under and as defined in that certain Term Loan Credit Agreement, dated as of April 12, 2010 (as amended, restated or otherwise modified from time to time prior to the date hereof, the "***Existing Credit Agreement***") among Bass Pro Group, LLC, a Delaware limited liability company (the "***Company***"), as borrower, certain of the Company's subsidiaries, as guarantors, certain financial institutions from time to time party thereto as lenders and as agents, Bank of America Securities, Inc. and J.P. Morgan Securities, Inc. as Joint Lead Arrangers, Joint Bookrunners, and Co-Syndication Agents, and JPMorgan, as Existing Administrative Agent and Existing Collateral Agent, (b) "Term Loan Representative" (in such capacities, the "***Existing Custodian***") under and as defined in each of the deposit account agreements described on Exhibit A hereto (as in effect on the date hereof, collectively, the "***Deposit Agreements***" and each a "***Deposit Agreement***") and (c) "Term Loan Representative" (in such capacity, the "***Existing Term Loan Representative***") under and as defined in the Intercreditor Agreement (as defined in the Existing Credit Agreement);

WHEREAS, the Company desires to amend and restate the Existing Credit Agreement pursuant to that certain Amended and Restated Term Loan Credit Agreement, to be dated as of the date hereof (as amended, restated or otherwise modified from time to time, the ***"Amended and Restated Credit Agreement"***) among the Company, as borrower, certain financial institutions from time to time party thereto as lenders (collectively, the "***Lenders***"), Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities, LLC as Joint Lead Arrangers, Joint Bookrunners and Co-Syndication Agents, and Bank of America as successor to JPMorgan as the Administrative Agent and Collateral Agent for the Lenders;

WHEREAS, the Company has requested, and it is a condition to the effectiveness of the Amended and Restated Credit Agreement, that JPMorgan assign to Bank of America, and Bank of America assume from JPMorgan, all of JPMorgan's rights and obligations as Existing Administrative Agent, Existing Collateral Agent, Existing Term Loan Representative and Existing Custodian upon the terms and conditions set out in such agreements and this Agreement;

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

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1. Assignment and Assumption. Effective upon the Effective Date (as hereinafter defined), JPMorgan hereby assigns to Bank of America, and Bank of America hereby assumes from JPMorgan, all of JPMorgan's rights and obligations as (a) "Administrative Agent" and "Collateral Agent" under the Amended and Restated Credit Agreement and the other Loan Documents, (b) as "Term Loan Representative" under the Intercreditor Agreement and (c) as "Term Loan Representative" under each of the Deposit Agreements; provided, that under no circumstances does Bank of America assume, nor shall Bank of America be deemed to assume or be responsible for any obligations of, or claims of any nature against, JPMorgan as Existing Administrative Agent, Existing Collateral Agent under the Loan Documents, as Existing Term Loan Representative under the Intercreditor Agreement or as Existing Custodian under the Existing Deposit Agreements arising prior to the Effective Date. On and after the Effective Date, each reference in the Amended and Restated Credit Agreement and each of the other Loan Documents thereunder to "Administrative Agent" or "Collateral Agent" and each reference to the "Custodian" in each Deposit Agreement shall in each case mean and be a reference to Bank of America and its successors and assigns in such capacity.

2. Representations, Warranties and Covenants.

(a) JPMorgan hereby represents, warrants and covenants to and for the benefit of Bank of America that JPMorgan has been duly authorized, and has all due power and authority, to enter into and perform all its obligations under this Agreement.

(b) JPMorgan hereby represents and warrants that Exhibit A hereto sets for a true and complete list of (i) all deposit account and securities account control agreements entered into in connection with the Existing Credit Agreement and in effect as of the date hereof and (ii) all Collateral "Term Loan Priority Collateral" (as defined in the Intercreditor Agreement) delivered to JPMorgan by the Company in the possession and control of the Existing Collateral Agent as of the date hereof (the "***Possessory Collateral***"). JPMorgan hereby covenants and agrees to deliver to Bank of America on or immediately after the Effective Date all Possessory Collateral in its possession as of the Effective Date. Subject to the terms and conditions of the Intercreditor Agreement, if for any reason JPMorgan fails to deliver possession and control of any Possessory Collateral to Bank of America in accordance herewith, JPMorgan shall hold, and shall be deemed to hold, such possessory collateral as agent for the successor Collateral Agent and promptly after discovery thereof shall deliver possession and control thereof to the successor Collateral Agent.

(c) Bank of America hereby represents, warrants and covenants to and for the benefit of JPMorgan that Bank of America has been duly authorized, and has all due power and authority, to enter into and perform all its obligations under this Agreement.

3. Effectiveness. This Agreement shall be effective upon the occurrence of the "Effective Date" under and as defined in the Amended and Restated Credit Agreement.

4. Further Assurances. JPMorgan hereby agrees, at the reasonable cost of the Company, to promptly deliver to Bank of America all Possessory Collateral and all other documentation relating to the Existing Credit Agreement as may reasonably be requested by Bank of America from time to time, and to execute and deliver to the Bank of America, from

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time to time, at the Company's reasonable expense, such additional assignments, modifications, documents, certificates and further assurances relating to such Collateral as Bank of America may reasonably request (including notices to all depositary banks under the Deposit Agreements) to effectuate the transactions contemplated by this Agreement.

5. Miscellaneous. This Agreement shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns. This Agreement may be executed in any number of counterparts, which together shall constitute one instrument. Delivery of an executed counterpart of a signature page of this Agreement by telecopy or facsimile shall be as effective as delivery of a manually executed counterpart of this Agreement. This Agreement shall be governed by, and construed in accordance with, the law of the State of New York without regard to principles of conflict of law.

[Signature page follows.]

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IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized representatives the date first written above.

JPMORGAN CHASE BANK, N.A.,
as resigning Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By: _____
Name: KEVIN D. PADGETT
Title: VICE PRESIDENT

BANK OF AMERICA, N.A.,
as successor Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT:

THE UNDERSIGNED HEREBY ACKNOWLEDGES AND AGREES TO THE ASSIGNMENT AND ASSUMPTION SET FORTH IN THE FOREGOING AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY.

BASS PRO GROUP, LLC

By: _____
Name: _____
Title: _____

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IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized representatives the date first written above.

JPMORGAN CHASE BANK, N.A.,
as resigning Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By:_____
Name:_____
Title:_____

BANK OF AMERICA, N.A.,
as successor Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By: Mollie S. Canup
Name: Mollie S. Canup
Title: Vice President

ACKNOWLEDGMENT:

THE UNDERSIGNED HEREBY ACKNOWLEDGES AND AGREES TO THE ASSIGNMENT AND ASSUMPTION SET FORTH IN THE FOREGOING AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY.

BASS PRO GROUP, LLC

By:_____
Name:_____
Title:_____

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IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed by their duly authorized representatives the date first written above.

JPMORGAN CHASE BANK, N.A.,
as resigning Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By:_____
Name:_____
Title:_____

BANK OF AMERICA, N.A.,
as successor Administrative Agent, Collateral Agent, Term Loan Representative and Custodian

By:_____
Name:_____
Title:_____

ACKNOWLEDGMENT:

THE UNDERSIGNED HEREBY ACKNOWLEDGES AND AGREES TO THE ASSIGNMENT AND ASSUMPTION SET FORTH IN THE FOREGOING AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY.

BASS PRO GROUP, LLC

By: Larry K. Willcher
Name: Larry K. Willcher
Title: Group Vice President, General Counsel + Secretary

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EXHIBIT A

I. Deposit Agreements

1. Deposit Account Control Agreement, dated May 25, 2010 by and among JPMorgan Chase Bank, N.A., Bass Pro Group, LLC, Bass Pro, Inc., Sportsman's Specialty Group, Inc., Bass Pro Intellectual Property, L.L.C., World Wide Sportsman, Inc., Islamorada Fish Company, L.L.C., Bass Pro Outdoor World, L.L.C., BPIP, LLC, Out O' Site, LLC, Sportsman's Distribution Company, TMBC, L.L.C., Tracker Marine Financial Services, L.L.C., Tracker Marine, L.L.C., and Mako Marine International, LLC, and Commerce Bank, N.A.

2. Deposit Account Control Agreement, dated August 6, 2010, by and among JPMorgan Chase Bank, N.A., BPS Direct, Inc. and Commerce Bank, N.A.

3. Deposit Account Control Agreement, dated October 27, 2010, by and among JPMorgan Chase Bank, N.A., Flagship, L.L.C. and Commerce Bank, N.A.

4. Deposit Account Control Agreement, dated March 30, 2011, by and among JPMorgan Chase Bank, N.A., Bass Pro Shops West, LLC and Commerce Bank, N.A.

5. Deposit Account Control Agreement, dated March 30, 2011, by and among JPMorgan Chase Bank, N.A., Bass Pro Shops White River Conference and Educational Center and Commerce Bank, N.A.

6. Blocked Account Agreement, dated June 24, 2010, by and among JPMorgan Chase Bank, N.A., TMBC of Canada (Calgary), LLC, Bass Pro Shops Canada, Inc., Bass Pro Canada Shops (Calgary), Inc., and HSBC Bank Canada

7. Blocked Account Control Agreement, dated June 23, 2011, by and among Bass Pro, Inc., World Wide Sportsman, Inc. and Bass Pro Outdoor World, L.L.C., JPMorgan Chase Bank, N.A. and U.S. Bank National Association

8. Deposit Account Control Agreement, dated May 25, 2010, by and among Bass Pro Shops Canada (Calgary) Inc., JPMorgan Chase Bank, N.A., and HSBC Bank USA, National Association

9. Deposit Account Control Agreement, dated May 25, , by and among Bass Pro Outdoor World, L.L.C., JPMorgan Chase Bank, N.A., and HSBC Bank USA, National Association

10. Deposit Account Control Agreement, dated May 12, 2010, by and among JPMorgan Chase Bank, N.A., Bass Pro Outdoor World, L.L.C., TMBC, L.L.C., and Fifth Third Bank

11. Deposit Account Control Agreement, dated August 13, 2010, by and among JPMorgan Chase Bank, N.A., Bass Pro, Inc., Bass Pro Outdoor World, L.L.C., Bass Pro Group, LLC and Bank of America

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II. Possessory Collateral

1. Stock certificate no. 10 evidencing 163,070 shares of common stock of Bass Pro, Inc. in the name of Bass Pro Group, LLC
2. Stock certificate no. C-2 evidencing 65 shares of common stock of Bass Pro Shops Canada Inc. in the name of Bass Pro, Inc.
3. Stock certificate no. 2 evidencing 65 shares of common stock of Bass Pro Shops Canada (Calgary) Inc. in the name of Bass Pro, Inc.
4. Stock certificate no. 2C evidencing 65 shares of common stock of Bass Pro Shops Canada (Montreal) Inc. in the name of Bass Pro, Inc.
5. Stock certificate no. 3 evidencing 500 shares of common stock in Sportsman's Specialty Group, Inc. in the name of Bass Pro, Inc.
6. Stock certificate no. 1 evidencing 100 shares of common stock of BPS Catalog GP, Inc. in the name of Bass Pro, Inc.
7. Stock certificate no. 31 evidencing 82,857 shares of common stock in World Wide Sportsman, Inc. in the name of Sportsman's Specialty Group, Inc.
8. Stock certificate no. 6 evidencing 100 shares of common stock in Fin & Feather Sport Sales of Dallas, Inc. in the name of Tracker Marine Retail, LLC
9. Stock certificate no. 2 evidencing 500 shares of common stock in Carol Robinson Communications, Inc. in the name of Bass Pro Intellectual Property, L.L.C.
10. Stock certificate no. 2 evidencing 1 share of common stock of TMBC Corp. of Canada (Calgary) in the name of TMBC of Canada (Calgary), LLC
11. Stock certificate no. 3 evidencing 1 share of common stock of TMBC Corp. of Canada in the name of TMBC of Canada, LLC
12. Stock certificate no. 2R evidencing 1 share of common stock of TMBC Corp. of Canada (Montreal) in the name of TMBC of Canada (Montreal), LLC
13. Promissory Note by TMBC, L.L.C. in favor of Bass Pro Outdoor World, L.L.C. dated February 22, 2003 in an aggregate principal amount of $7,262,351.80, together with the Lost Note Affidavit and Allonge thereto

Exhibit A
U.S. Trademarks and Trade Names

Bass Pro Intellectual Property, L.L.C.

Trademark	Trademark #
270 (Degrees)	3369055
3D Evolution	77/208242
Adaptation Fleece	3133458
Adventure Card	3415746
Air Mesh Ultra	3474904
American Rod & Gun	1660447
American Sportsman	2976611
American Sportsman	3593022
America's Great Outdoor Store	3214348
America's Outdoor Store	3214349
ASAP Financing	3560261
ASAP Financing Accelerated Sales Approval Process & Design	3642131
Ascend	77/634481
Ascend (2nd app.)	77/756674
Ascend by Bass Pro Shops	77/595005
Ascend Logo	77/634487
Ascend Logo (2nd app.)	77/756688
Ascent	3306404
B.P.S. Express	3695875
Bass Madness	2274619
Bass Madness	3308863
Bass Pro	2192947
Bass Pro Logo (Jumping Fish)	3739993
Bass Pro Shops	1116517
Bass Pro Shops	3296836
Bass Pro Shops	77/812556
Bass Pro Shops	3754134
Bass Pro Shops (and Design)	2193041
Bass Pro Shops (and Design)	2193039
Bass Pro Shops (and Design)	2191778
Bass Pro Shops (and Design)	2081740
Bass Pro Shops (and Design)	3690318
Bass Pro Shops (and Design)	77/825223
Bass Pro Shops Big Bass Angler of the Year	77/577653
Bass Pro Shops Fish Stiks	3051275
Bass Pro Shops Fishing Tour	3596290
Bass Pro Shops Next Generation	3596651
Bass Pro Shops Next Generation	3315532
Bass Pro Shops Outdoor World	2192974
Bass Pro Shops Outdoor World	1950067
Bass Pro Shops Outdoor World & Design (Logo on Side)	2487746
Bass Pro Shops Outdoor World & Design (Logo on Top)	2207865

Trademark	Trademark #
Bass Pro Shops Outdoor World & Design (Logo with Leaf)	1952297
Bass Pro Shops Outdoor World & Design (Small Logo)	2093520
Bass Pro Shops Outpost	3621050
Bass Pro Shops Sportsman's Warehouse	2071417
Bass Pro Shops Summer Camp	77/664069
Bass Pro Shops US Open	77/560485
Bass Pro Shops Viper	3225980
Bass Pro Shops White River Outpost	3341984
Bass Pro Shops Your Adventure Starts Here	3207444
Beaver Bug	3138561
Big Shot	3127860
Blackout	3369060
Bone-Dry	1185872
Buck Madness	3374467
Buck Madness	78/859861
Captain's Choice	1987646
Classic Christmas	3663051
Cold Weather System CWS	3491273
Conservationist	1693118
Cool Creek	3444204
Dee-licious Fudge and Design	3837072
Deep Creeper	3632846
Demon Eye	3644719
Dolphin Candy	3564726
Doubletake	3713174
Drybak (and Design)	0689146
Drybak (Stylized)	400396
Dy-Jak	77/518380
Eco-Clear	77/691238
Ecolite	77/452418
Enticer	2895665
Excel	1999224
Expedition Fleece	3455944
Extreme	3138363
Extreme Performance Series	3541818
Extreme Performance Series	3191312
Extreme Performance Series	3170742
Extreme Ventilation System	3543533
Fall Hunting Classic	3148632
Field Grade	3460828
Fish Bowl	77/411763
Fish Weight	3443289
Flashy Times	3573867
Freestyle	3664033
Gear Guard	3522355
Gear Guard Premium • Accident Protection Service Program • Bass Pro Shops & Design	77/664364

Trademark	Trademark #
Glass 'N Pack	3479370
Go Outdoors Event	3592749
Gobblero	77/589496
Gold Cup	2262332
Great American Outdoor Store	3129455
Heron	3381318
Hi Point	3648514
Hobbs Creek	77/230488
Hog Handler	1022739
Johnny Morris	3563611
Johnny Morris (Signature)	3869526
Johnny Morris' Great American Outdoor Store	2441193
King of Bucks	3015509
King of Bucks	2120188
King of Bucks	3395764
King of Bucks	3600005
King of Bucks & Design	3476189
King of Bucks & Design	3472005
King of Bucks & Design	3361728
King of Bucks & Design	3476194
Kiss My Bass	77/920780
Kronik	3640856
Kryptik	3477520
Lazer Blade	2419291
Let Freedom Roar	3112885
Let Freedom Roar	3192092
Mega Cast	1797962
Micro Stalker	3102021
Natural Reflections	2889005
Natural Reflections	3783821
Next Generation Pro Staff	3446706
Next Generation Pro Team	3424423
Ninja	2818474
Nitro	77/707491
Nitro Shad Dancer	3640274
Ocean Master	3621655
Offshore Angler	3527014
Offshore Angler (and Design)	2073535
Offshore Angler (and Design)	1742353
Outdoor Fitness Festival (and Design)	3585894
Outdoor Rewards	3028334
Outdoor World	3326794
Outdoor World	2654643
Outdoor World	2030655
Outdoor World	2100712
Outdoor World (and Design)	3004038
Outdoor World Rod & Reel Repair	2169129

Trademark	Trademark #
Outdoorsite	3570022
Power Hump	3411530
Premier Protection Plans	2384999
Premier Protection Plans (and P Design)	3642938
Pro-Line	1185496
Pro Lite	3017730
Pro Qualifier	3695580
Pro Qualifier	1889987
Prowler	3228899
Pursuit	3306406
Rattle Shad	3483685
Red Head	1264756
Red Head	3570113
Red Head	3757227
Red Head (and Design)	2207956
Red Head (and Design – Duck in Flight Design)	1255885
Red Head (stylized)	157633
Red Head Aire	3716640
Red Head Canvasback	3483290
Red Head CWS	3479071
Red Head Enduraskin	3479073
Redhead Epic	3297143
Remember, We All Live Downstream	2025204
Royal Express	194993 8
Saber Tooth	77/481721
Santa's Wonderland	3641117
Santa's Wonderland	77/766235
Santa's Wonderland	77/766224
Santa's Wonderland	77/767451
Sensor-Grip	2138738
Silent Hide	3245989
Sling Jig	3154977
Sportsman's Center	2929833
Spring Fishing Classic	3148631
Squaltex	370063
Squirmin'	3489961
Squirmin' Worm	2002894
Stik-O-Worm	76357589
Storage Tite	3319290
Stump Jumper	731113
Tailgating Zone	3246060
Tender Tube	3368503
Tenderhead	1481715
The Great Outdoors...Pass It On	2000325
The National Go Outdoors Event	3592748
The Tornado	1976153
Thunderlight	3736891

Trademark	Trademark #
Tightline Special	3695143
Titan	3479077
Titan	3746391
Tournament Series	1215006
Tourney Special	3700768
Toxik	3628305
Trailer Tite	3344884
Travel Tite	3325482
True Fit * True Comfort * True Performance	3430738
Tsunami	77/766441
Tube Dart	3604105
Tuna Turbo	3248496
Turkey Lounger	2135806
Two Seventy	3381020
Uncle Buck's	2807988
Uncle Buck's	3541657
Uncle Buck's	2739595
Uncle Buck's (stylized)	2812343
Uncle Buck's (stylized)	1104854
Urgent Care Repair	3837972
Visao	3521378
Walleye Angler	2235524
Walleye Angler	3622902
Weathersafe	3330310
White River	3148221
White River Fly Shop	3148220
White River Outpost	3341983
Wind Rider	77/464660
Wind Rider	3644689
World Wide Sportsman	3229136
World Wide Sportsman	3064659
World's Fishing Fair	3682835
XPS	3459365
XPS	3334326
XPS	3161819
XPS	3200530
XPS Pro Wrap	3389454
XSC	3375190
XTS Expert Tournament Series	3636374
XVS	3549600
Your Adventure Starts Here	3362109

Trademark	Trademark #
BOB TIMBERLAKE	2726912
BOB TIMBERLAKE	1883593

Trademark	Trademark #
BOB TIMBERLAKE (Stylized)	3367458
BOB TIMBERLAKE (Stylized)	2534363
BOB TIMBERLAKE (Stylized)	2717641
Quill Design	2605040
Quill Design	2713674
THE WORLD OF BOB TIMBERLAKE	2003830

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