

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Term Loan Confirmatory Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Sportsman's Guide, Inc.		12/14/2012	CORPORATION: MINNESOTA
The Golf Warehouse, Inc.		12/14/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Street Address:</b>	10 SOUTH DEARBORN
<b>City:</b>	CHICAGO
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603
<b>Entity Type:</b>	NATIONAL BANKING ASSOCIATION: UNITED STATES

**PROPERTY NUMBERS Total: 56**

Property Type	Number	Word Mark
Registration Number:	3179528	ADVANTAGE PLUS BUYER'S CLUB THE SPORTSMAN'S GUIDE
Registration Number:	2508801	BARGAIN OUTFITTERS
Registration Number:	3986946	BOATINGSAVINGS.COM
Registration Number:	2718820	BUYER'S CLUB 4 PAY PLAN
Registration Number:	3205087	BUYER'S CLUB THE SPORTSMAN'S GUIDE ADVANTAGE
Registration Number:	3179525	BUYER'S CLUB THE SPORTSMAN'S GUIDE
Serial Number:	85627544	CASTLECREEK S
Serial Number:	85626935	CASTLECREEK S
Serial Number:	85626970	CASTLECREEK S
Registration Number:	2493084	FIELD TESTED GUIDE GEAR SINCE 1977 NWES
Registration Number:	3596681	FRIENDS DON'T LET FRIENDS OVERPAY!
Registration Number:	2913478	GUIDE DRY
Registration Number:	3786406	GUIDE GEAR FIELD TESTED SINCE 1977

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Registration Number:	3825164	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3765703	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3746091	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3798246	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3765704	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3798245	GUIDE GEAR FIELD TESTED SINCE 1977
Registration Number:	3825165	GUIDE GEAR
Registration Number:	3765705	GUIDE GEAR
Registration Number:	3786409	GUIDE GEAR
Registration Number:	3798262	GUIDE GEAR
Registration Number:	3736168	GUIDE GEAR
Registration Number:	3746121	GUIDE GEAR
Registration Number:	3236303	GUIDE GEAR
Registration Number:	2505159	GUIDEOUTDOORS
Serial Number:	85650774	HQ ELITE-SPEC
Serial Number:	85650777	HQ ELITE-SPEC
Serial Number:	85737478	HQ ISSUE
Registration Number:	4090473	HQ MILITARY SURPLUS HEADQUARTERS
Serial Number:	85551013	HQ MILITARY SURPLUS
Serial Number:	85650754	HQ TACTICAL
Serial Number:	85650763	HQ TACTICAL
Registration Number:	4142793	HQMILITARYSURPLUS.COM
Registration Number:	2398567	NWSE FIELD TESTED GUIDE GEAR SINCE 1977
Registration Number:	2341043	SHOOTER'S
Registration Number:	1864041	THE FUN TO READ CATALOG
Registration Number:	2275950	THE FUN TO BROWSE WEBSITE
Registration Number:	3025826	THE LOWEST PRICES, THE BEST QUALITY, GUARANTEED!
Serial Number:	85478649	THE SPORTSMAN'S GUIDE
Registration Number:	2624677	THE SPORTSMAN'S GUIDE
Registration Number:	1430664	THE SPORTSMAN'S GUIDE
Registration Number:	2267142	THE SPORTSMAN'S GUIDE
Registration Number:	4084073	THE SPORTSMAN'S GUIDE
Registration Number:	3987103	W WORKWEARSAVINGS.COM
Registration Number:	2477901	YOUR GUIDE TO THE GREAT OUTDOORS!
Serial Number:	85423310	YOUR GUIDE

**TRADEMARK**

**REEL: 004925 FRAME: 0274**

	3413100	17TH GREEN
Registration Number:	3243914	BASEBALL SAVINGS.COM
Registration Number:	4077792	SOCCER SAVINGS.COM
Registration Number:	3432938	SOFTBALL SAVINGS.COM
Registration Number:	3987070	TGW.COM THE GOLF WAREHOUSE
Registration Number:	3323225	TGW.COM THE GOLF WAREHOUSE
Registration Number:	2577804	TGW
Registration Number:	4101848	THE GOLF WAREHOUSE

**CORRESPONDENCE DATA**

Fax Number: 2149813400  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 214-981-3483  
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Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-38800
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	12/21/2012

**Total Attachments: 7**

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**TERM LOAN CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS TERM LOAN CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, this "Confirmatory Grant of Security Interest") is made effective as of December 14, 2012 by and from The Sportsman's Guide, Inc., a Minnesota corporation, and The Golf Warehouse, Inc., a Delaware corporation (each a "Grantor" and collectively, the "Grantors"), to and in favor of JPMORGAN CHASE BANK, N.A. for itself and as Administrative Agent for the Secured Parties (as defined in the Term Loan Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, the Grantors have entered into a Joinder to a Term Loan Agreement dated as of the date hereof among the other Loan Parties, the Grantee and the Lenders (as may be amended, restated, supplemented or otherwise modified from time to time, the "Term Loan Agreement").

WHEREAS, the Grantors will guarantee the repayment of the Secured Obligations pursuant to Article X of the Term Loan Agreement (the "Guaranty").

WHEREAS, the Grantors have entered into a Joinder to a Term Loan Pledge and Security Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantors own the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant of Security Interest is executed in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Secured Parties. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Term Loan Agreement.

2) The Security Interest.

(a) This Confirmatory Grant of Security Interest is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of each Loan Guarantor under the Guaranty. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to each Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant of Security Interest.


(b) Each Grantor hereby pledges and grants to the Grantee, on behalf of and for the benefit of the Secured Parties, a security interest in all of each respective Grantor's right, title and interest, whether now owned or hereafter acquired, in and to (1) its trademarks (including service marks), trade names, trade styles, trade dress and the registrations and applications for registration thereof, including the Trademarks and the goodwill of the business symbolized by the foregoing; (2) all licenses of the foregoing, whether as licensee or licensor; (3) all renewals of the foregoing; (4) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; and (5) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing.

3) Governing Law. **THIS CONFIRMATORY GRANT OF SECURITY INTEREST SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.**


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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the date first written above.

THE SPORTSMAN'S GUIDE, INC.

By:   
Name: Tom Erickson  
Title: Chief Financial Officer

THE GOLF WAREHOUSE, INC.

By:   
Name: Tom Erickson  
Title: Chief Financial Officer

Signature Page for  
Term Loan Confirmatory Grant of Security Interest in United States Trademarks  
(The Sportsman's Guide, Inc. and  
The Golf Warehouse, Inc.)

**TRADEMARK**  
**REEL: 004925 FRAME: 0278**

TERM LOAN CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS  
Exhibit A - SCHEDULE OF TRADEMARKS

[Attached]

Registered trademarks:

	<u>Entity</u>	<u>Brand Name/Trademark</u>	<u>Registration Number</u>
1.	The Sportsman's Guide, Inc.	ADVANTAGE PLUS BUYER'S CLUB THE SPORTSMAN'S GUIDE and Design®	3179528
2.	The Sportsman's Guide, Inc.	BARGAINOUTFITTERS and Design®	2508801
3.	The Sportsman's Guide, Inc.	BOATINGSAVINGS.COM and Design®	3986946
4.	The Sportsman's Guide, Inc.	BUYER'S CLUB 4 PAY PLAN®	2718820
5.	The Sportsman's Guide, Inc.	BUYERS CLUB THE SPORTSMAN'S GUIDE ADVANTAGE and Design®	3205087
6.	The Sportsman's Guide, Inc.	BUYERS CLUB THE SPORTSMAN'S GUIDE and Design®	3179525
7.	The Sportsman's Guide, Inc.	CASTLECREEK & Design™	85627544
8.	The Sportsman's Guide, Inc.	CASTLECREEK & Design™	85626935
9.	The Sportsman's Guide, Inc.	CASTLECREEK & Design™	85626970
10.	The Sportsman's Guide, Inc.	FIELD TESTED GUIDE GEAR SINCE 1977 NWES and Design®	2493084
11.	The Sportsman's Guide, Inc.	FRIENDS DON'T LET FRIENDS OVERPAY ®	3596681
12.	The Sportsman's Guide, Inc.	GUIDE DRY®	2913478
13.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3786406
14.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3825164
15.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3765703
16.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3746091
17.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3798246
18.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3765704
19.	The Sportsman's Guide, Inc.	GUIDE GEAR FIELD TESTED SINCE 1977®	3798245
20.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3825165



21.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3765705
22.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3786409
23.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3798262
24.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3736168
25.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3746121
26.	The Sportsman's Guide, Inc.	GUIDE GEAR®	3236303
27.	The Sportsman's Guide, Inc.	GUIDEOUTDOORS®	2505159
28.	The Sportsman's Guide, Inc.	HQ ELITE-SPEC & Design™	85650774
29.	The Sportsman's Guide, Inc.	HQ ELITE-SPEC & Design™	85650777
30.	The Sportsman's Guide, Inc.	HQ ISSUE™	85737478
31.	The Sportsman's Guide, Inc.	HQ MILITARY SURPLUS HEADQUARTERS®	4090473
32.	The Sportsman's Guide, Inc.	HQ MILITARY SURPLUS™	85551013
33.	The Sportsman's Guide, Inc.	HQ TACTICAL & Design™	85650754
34.	The Sportsman's Guide, Inc.	HQ TACTICAL & Design™	85650763
35.	The Sportsman's Guide, Inc.	HQMILITARYSURPLUS.COM®	4142793
36.	The Sportsman's Guide, Inc.	NWSE FIELD TESTED GUIDE GEAR SINCE 1977 and Design®	2398567
37.	The Sportsman's Guide, Inc.	SHOOTER'S and Design®	2341043
38.	The Sportsman's Guide, Inc.	THE "FUN TO READ" CATALOG®	1864041
39.	The Sportsman's Guide, Inc.	THE FUN TO BROWSE WEBSITE and Design®	2275950
40.	The Sportsman's Guide, Inc.	THE LOWEST PRICES, THE BEST QUALITY, GUARANTEED ®	3025826
41.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE & Design™	85478649
42.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE & Design™ (Logo)	1468784
43.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE and Design®	2624677
44.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE®	1430664
45.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE®	2267142
46.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE®	TMA398067
47.	The Sportsman's Guide, Inc.	THE SPORTSMAN'S GUIDE®	4084073
48.	The Sportsman's Guide, Inc.	W WORKWEARSAVINGS.com® & Design	3987103
49.	The Sportsman's Guide, Inc.	YOUR GUIDE TO THE GREAT OUTDOORS®	2477901
50.	The Sportsman's Guide, Inc.	YOUR GUIDE™	85423310
51.	The Golf Warehouse, Inc.	17th GREEN®	3413100
52.	The Golf Warehouse, Inc.	BASEBALLSAVINGS.COM and Design®	3243914
53.	The Golf Warehouse, Inc.	BASEBALLSAVINGS.COM and Design®	3243914
54.	The Golf Warehouse, Inc.	SOCCER SAVINGS.COM & Design®	4077792
55.	The Golf Warehouse, Inc.	SOFTBALL SAVINGS.COM and Design®	3432938
56.	The Golf Warehouse, Inc.	TGW.COM THE GOLF WAREHOUSE & Design®	3987070
57.	The Golf Warehouse, Inc.	TGW.COM THE GOLF WAREHOUSE & Design®	3323225

58.	The Golf Warehouse, Inc.	TGW.COM THE GOLF WAREHOUSE & Design®	1466172
59.	The Golf Warehouse, Inc.	TGW.COM THE GOLF WAREHOUSE & Design®	1556982
60.	The Golf Warehouse, Inc.	TGW® (Domestic registration)	2577804
61.	The Golf Warehouse, Inc.	TGW® (EU/International registration)	920086
62.	The Golf Warehouse, Inc.	THE GOLF WAREHOUSE® (Plain word mark)	4101848