TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM459526

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cabela's LLC	FORMERLY Cabela#s Incorporated	01/25/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Collateral Agent
Street Address:	One Boston Place
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 142

Property Type	Number	Word Mark
Registration Number:	4324230	MICROTEX
Registration Number:	2729551	GUN DOG
Registration Number:	3416978	CABELA'S TROPHY PROPERTIES
Registration Number:	3397443	WILLIAM-NEIL ASSOCIATES
Registration Number:	3496697	WORLD'S LEGENDARY OUTFITTER
Registration Number:	3513435	WORLD'S LEGENDARY OUTFITTERS
Registration Number:	3496698	LEGENDARY OUTFITTER
Registration Number:	3513436	LEGENDARY OUTFITTERS
Registration Number:	3544392	BLUE DAMSEL BY CABELA'S
Registration Number:	3729431	CABELA'S OUTFITTER LOFT
Registration Number:	4436790	BUG SKINZ
Registration Number:	3086333	FIRST FLIGHT
Registration Number:	3038527	GUN LIBRARY
Registration Number:	3221358	XPG
Registration Number:	3269506	FOWL PROOF
Registration Number:	3437773	GRAND RIVER LODGE
Registration Number:	3359557	GRAND RIVER LODGE
Registration Number:	3245500	CABELA'S GREAT OUTDOOR DAYS
Registration Number:	3248461	GREAT OUTDOOR DAYS

CH $3565.00 4324230

Property Type	Number	Word Mark
Registration Number:	3336516	CABELA'S CLUB REWARDS
Registration Number:	3217300	THE GIFT THAT ALWAYS FITS
Registration Number:	3331707	OUTFITTER HIGH PLAINS
Registration Number:	3217415	SILENT-TECH
Registration Number:	3332024	GHIL-LEAF
Registration Number:	3559062	TCS
Registration Number:	3428601	MICRODOWN
Registration Number:	3998156	X50
Registration Number:	4207434	CABELA'S DEER NATION
Registration Number:	4204686	CABELA'S NTC NATIONAL TEAM CHAMPIONSHIP
Registration Number:	4134678	CABELA'S OUTDOOR FUND
Registration Number:	4243267	DRI-BAND
Registration Number:	4314426	DATA-TIP
Registration Number:	4304228	OUTFITHER
Registration Number:	4356734	VORTEX
Registration Number:	4475782	IT'S IN YOUR NATURE
Registration Number:	4748356	IT'S IN MY NATURE
Registration Number:	4656762	IT'S IN OUR NATURE
Registration Number:	4383641	THE EXPERIENCE CABELA'S CLUB
Registration Number:	4507154	FAMILY OUTDOOR DAYS CABELA'S CLUB
Registration Number:	4433890	HAMMERIN
Registration Number:	4599694	EURO HD
Registration Number:	4599695	EURO
Registration Number:	4577167	COOL PHASE
Registration Number:	4465580	CABELA'S WORLD'S FOREMOST OUTFITTER
Registration Number:	4423211	CABELA'S COLORPHASE
Registration Number:	4653769	CABELA'S INSTINCT
Registration Number:	4676126	CABELA'S INSTINCT
Registration Number:	4459302	NORTHERN FLIGHT
Registration Number:	4713463	ZGT
Registration Number:	4946743	4MOST
Registration Number:	4946744	4MOST ADAPT
Registration Number:	4856212	4MOST COOL
Registration Number:	4946745	4MOST SHIELD
Registration Number:	4856213	4MOST WINDSHEAR
Registration Number:	4942544	DISCONNECT DAY
Registration Number:	5065052	INCISION
Registration Number:	4922961	POLAR CAP

Property Type	Number	Word Mark
Registration Number:	1526185	HERTER'S
Registration Number:	4191943	TOP OF THE FOOD CHAIN
Registration Number:	4236330	TOP OF THE FOOD CHAIN
Registration Number:	2547189	HERTER'S SINCE 1893 TENACIOUS FOR QUALIT
Registration Number:	2288510	DUNN'S
Registration Number:	2402390	DUNN'S SUPPLY CATALOG SINCE 1950
Registration Number:	1151981	CABELA'S
Registration Number:	2116567	CABELA'S CLUB
Registration Number:	2247977	CABELAS.COM
Registration Number:	2163936	CABELA'S
Registration Number:	3130554	CABELAS
Registration Number:	1224738	CABELA'S
Registration Number:	1279085	MAG TOUCH
Registration Number:	1508325	WHITETAIL
Registration Number:	1572801	CABELA'S
Registration Number:	1617590	WORLD'S FOREMOST OUTFITTER
Registration Number:	1902187	DRY PLUS
Registration Number:	1761464	SILENT STALK
Registration Number:	1858659	GUIDEWEAR
Registration Number:	1800806	PREMIER NORTHERN
Registration Number:	2016259	DRY-PLUS
Registration Number:	2104549	WORLD'S FOREMOST OUTFITTER
Registration Number:	2067859	BLACK LABEL
Registration Number:	1762997	DRY PLUS
Registration Number:	1879260	DRY-PLUS
Registration Number:	2017548	ALASKAN GUIDE MODEL
Registration Number:	2066686	CABELA'S SIGNATURE
Registration Number:	2189735	GOLD LABEL
Registration Number:	2104281	WALLEYE PRO
Registration Number:	2101183	PRO LINE
Registration Number:	2136876	FISH EAGLE
Registration Number:	2142172	MOUNTAIN HIKERS
Registration Number:	2153122	RAINY RIVER
Registration Number:	2179362	MASTER GUIDE
Registration Number:	2119664	REALIMAGE
Registration Number:	2140392	TRIPLETAKE
Registration Number:	2180037	LATE SEASON
Registration Number:	2197159	CABELA'S SAFARI

Property Type	Number	Word Mark
Registration Number:	2422440	SERENGETI
Registration Number:	2147620	PLAINSMAN
Registration Number:	2194334	MAGNUM LOFT
Registration Number:	2161851	PINE RIDGE
Registration Number:	2269610	ALASKAN GUIDE MODEL
Registration Number:	2210777	MT050
Registration Number:	2310295	WHITETAIL EXTREME
Registration Number:	2324907	SCENT X-TERMINATOR
Registration Number:	2236830	RIVER GUIDE
Registration Number:	2253637	ALASKAN GUIDE
Registration Number:	2350766	ALASKAN GUIDE
Registration Number:	2257125	ALASKAN GUIDE
Registration Number:	2278006	THE CATALOG COMES TO LIFE
Registration Number:	2324988	REALIMAGE
Registration Number:	3046485	WEATHER-BLOCK
Registration Number:	2905381	WEATHER-BLOCK
Registration Number:	2364117	PRO GUIDE
Registration Number:	2335724	DEPTHMASTER
Registration Number:	2326653	BARGAIN CAVE
Registration Number:	2372526	BOUNDARY WATERS
Registration Number:	2364581	PRESTIGE
Registration Number:	2299051	PINE RIDGE
Registration Number:	2716661	WORLD'S FOREMOST BANK
Registration Number:	2485272	RAD SHAD
Registration Number:	2688461	WHITETAIL
Registration Number:	3292931	BARGAIN CAVE
Registration Number:	2722599	WHUPPIN' STICK
Registration Number:	2654599	KING KAT
Registration Number:	2745215	KING KAT
Registration Number:	2809364	PRODIGY
Registration Number:	2688811	OUR BUSINESS IS OUTFITTING YOUR BUSINESS
Registration Number:	2781866	ALASKAN OUTFITTER
Registration Number:	3026365	SECLUSION 3D
Registration Number:	2931713	SECLUSION 3D BACKWATERS
Registration Number:	2911699	SECLUSION 3D OPEN COUNTRY
Registration Number:	3072246	NATIONAL TEAM CHAMPIONSHIP
Registration Number:	3268975	SCENT SEAL
Registration Number:	2903505	TOURNEY TRAIL

Property Type	Number	Word Mark
Registration Number:	3211477	SALT STRIKER
Registration Number:	3540991	CABELA'S INDIGO BLUES
Registration Number:	3670702	SANDHILLS
Registration Number:	3991467	U.D.I.
Serial Number:	86197066	4MOST WICK
Serial Number:	86745907	POLAR CAP
Serial Number:	87039700	POLAR CAP
Serial Number:	87039725	ONE CARD. EVERY ITEM.
Serial Number:	87406850	ALAKNAK

CORRESPONDENCE DATA

Fax Number: 2139963305

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

Phone: 2136836305
Email: williamwolff@paulhastings.com
Correspondent Name: William Wolff c/o Paul Hastings LLP
Address Line 1: 515 S. Flower St.
Address Line 2: 25th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	93462.00003
NAME OF SUBMITTER:	William Wolff
SIGNATURE:	/William Wolff/
DATE SIGNED:	01/25/2018

Total Attachments: 8
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT is dated as of January 25, 2018, by Cabela's LLC, formerly known as Cabela's Incorporated (the "Grantor"), in favor of Wells Fargo Bank, National Association, in its capacity as administrative agent and collateral agent (in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Grantor is party to that certain ABL Guarantee and Collateral Agreement dated as of September 25, 2017 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent, pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meanings given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. As security for the payment or performance when due (whether at stated maturity, by acceleration or otherwise), as the case may be, in full of the Secured Obligations, Grantor hereby pledges to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, and hereby grants to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all of Grantor's right, title, and interest in or to any and all of the following Intellectual Property now owned or at any time hereafter acquired by Grantor or in which Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(i) all trademarks, service marks, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations thereof (if any), and all registration applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof (except for "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of the Lanham Act has been filed, to the extent that, and solely during the period for which, any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act), and all renewals thereof, including those listed on Schedule I;

(ii) all goodwill associated therewith or symbolized thereby;

(iii) all claims for, and rights to sue for, past or future infringements of any of the foregoing; and

(iv) all income, royalties, damages and payments now or hereafter due and payable with respect to any of the foregoing, including damages and payments for past or future infringement thereof.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Recordation. This Trademark Security Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Grantor authorizes and requests that the Commissioner of Trademarks record this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 6. Governing Law. THIS TRADEMARK SECURITY AGREEMENT AND ANY CLAIM, CONTROVERSY, DISPUTE OR CAUSE OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT, THE OTHER LOAN DOCUMENTS AND THE TRANSACTIONS CONTEMPLATED HEREBY AND THEREBY SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (EXCEPT FOR CONFLICTS OF LAW PRINCIPLES THAT WOULD RESULT IN THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION).

[*Signature pages follow*]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

CABELA'S LLC,
as Grantor

By: Larry K Wilcher

Name: Larry K. Wilcher
Title: Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: _____

Name: Michael Stavrakos

Title: Vice President

[Signature Page to Trademark Security Agreement]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

U.S. TRADEMARKS			
SERIAL NO.	**REG. NO.**	**MARK**	**OWNER**
85718757	4324230	MICROTEX	CABELA'S LLC
75852152	2729551	GUN DOG	CABELA'S LLC
77114374	3416978	CABELA'S TROPHY PROPERTIES	CABELA'S LLC
77143314	3397443	WILLIAM-NEIL ASSOCIATES	CABELA'S LLC
77189526	3496697	WORLD'S LEGENDARY OUTFITTER	CABELA'S LLC
77189529	3513435	WORLD'S LEGENDARY OUTFITTERS	CABELA'S LLC
77189537	3496698	LEGENDARY OUTFITTER	CABELA'S LLC
77189543	3513436	LEGENDARY OUTFITTERS	CABELA'S LLC
77205021	3544392	BLUE DAMSEL BY CABELA'S	CABELA'S LLC
77542297	3729431	CABELA'S OUTFITTER LOFT	CABELA'S LLC
78366751	4436790	BUG SKINZ	CABELA'S LLC
78392240	3086333	FIRST FLIGHT	CABELA'S LLC
78402879	3038527	GUN LIBRARY	CABELA'S LLC
78568584	3221358	XPG	CABELA'S LLC
78608475	3269506	FOWL PROOF	CABELA'S LLC
78669244	3437773	GRAND RIVER LODGE	CABELA'S LLC
78669263	3359557	GRAND RIVER LODGE	CABELA'S LLC
78671077	3245500	CABELA'S GREAT OUTDOOR DAYS	CABELA'S LLC
78671078	3248461	GREAT OUTDOOR DAYS	CABELA'S LLC
78720232	3336516	CABELA'S CLUB REWARDS	CABELA'S LLC
78751139	3217300	THE GIFT THAT ALWAYS FITS	CABELA'S LLC
78755889	3331707	OUTFITTER HIGH PLAINS	CABELA'S LLC
78809916	3217415	SILENT-TECH	CABELA'S LLC
78810631	3332024	GHIL-LEAF	CABELA'S LLC
78810633	3559062	TCS	CABELA'S LLC
78873979	3428601	MICRODOWN	CABELA'S LLC
85213263	3998156	X50	CABELA'S LLC
85372901	4207434	CABELA'S DEER NATION	CABELA'S LLC
85400591	4204686	CABELA'S NTC NATIONAL TEAM CHAMPIONSHIP	CABELA'S LLC
85400593	4134678	CABELA'S OUTDOOR FUND	CABELA'S LLC
85433862	4243267	DRI-BAND	CABELA'S LLC
85542478	4314426	DATA-TIP	CABELA'S LLC
85608747	4304228	OUTFITHER	CABELA'S LLC
85648761	4356734	VORTEX	CABELA'S LLC
85677853	4475782	IT'S IN YOUR NATURE	CABELA'S LLC
85777814	4748356	IT'S IN MY NATURE	CABELA'S LLC
85777888	4656762	IT'S IN OUR NATURE	CABELA'S LLC
85806430	4383641	THE EXPERIENCE CABELA'S CLUB	CABELA'S LLC

U.S. TRADEMARKS			
SERIAL NO.	**REG. NO.**	**MARK**	**OWNER**
85806454	4383642	SIGNATURE OUTDOOR ADVENTURES CABELA'S CLUB	CABELA'S LLC
85806480	4507154	FAMILY OUTDOOR DAYS CABELA'S CLUB	CABELA'S LLC
85807505	4433890	HAMMERIN	CABELA'S LLC
85922001	4599694	EURO HD	CABELA'S LLC
85922018	4599695	EURO	CABELA'S LLC
85942356	4577167	COOL PHASE	CABELA'S LLC
85942382	4465580	CABELA'S WORLD'S FOREMOST OUTFITTER	CABELA'S LLC
85980049	4423211	CABELA'S COLORPHASE	CABELA'S LLC
85982183	4653769	CABELA'S INSTINCT	CABELA'S LLC
85983287	4676126	CABELA'S INSTINCT	CABELA'S LLC
86017729	4459302	NORTHERN FLIGHT	CABELA'S LLC
86119241	4713463	ZGT	CABELA'S LLC
86196872	4946743	4MOST	CABELA'S LLC
86196899	4946744	4MOST ADAPT	CABELA'S LLC
86196925	4856212	4MOST COOL	CABELA'S LLC
86197033	4946745	4MOST SHIELD	CABELA'S LLC
86197066		4MOST WICK	CABELA'S LLC
86197074	4856213	4MOST WINDSHEAR	CABELA'S LLC
86515267	4942544	DISCONNECT DAY	CABELA'S LLC
86552867	5065052	INCISION	CABELA'S LLC
86745887	4922961	POLAR CAP	CABELA'S LLC
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87039700		POLAR CAP	CABELA'S LLC
87039725		ONE CARD. EVERY ITEM.	CABELA'S LLC
87406850		ALAKNAK	CABELA'S LLC
73627614	1526185	HERTER'S	CABELA'S LLC
85429777	4191943	TOP OF THE FOOD CHAIN	CABELA'S LLC
85430867	4236330	TOP OF THE FOOD CHAIN	CABELA'S LLC
76258119	2547189	HERTER'S SINCE 1893 TENACIOUS FOR QUALITY	CABELA'S LLC
75390262	2288510	DUNN'S	CABELA'S LLC
75396510	2402390	DUNN'S SUPPLY CATALOG SINCE 1950	CABELA'S LLC
73203358	1151981	CABELA'S	CABELA'S LLC
74624768	2116567	CABELA'S CLUB	CABELA'S LLC
75110117	2247977	CABELAS.COM	CABELA'S LLC
75291014	2163936	CABELA'S	CABELA'S LLC
78317583	3130554	CABELAS	CABELA'S LLC
73217776	1224738	CABELA'S	CABELA'S LLC
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73712544	1508325	WHITETAIL	CABELA'S LLC
73752778	1572801	CABELA'S	CABELA'S LLC
73832315	1617590	WORLD'S FOREMOST OUTFITTER	CABELA'S LLC
74141612	1902187	DRY PLUS	CABELA'S LLC
74272517	1761464	SILENT STALK	CABELA'S LLC

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74604638	2016259	DRY-PLUS	CABELA'S LLC
74671070	2104549	WORLD'S FOREMOST OUTFITTER	CABELA'S LLC
74728617	2067859	BLACK LABEL	CABELA'S LLC
74800724	1762997	DRY PLUS	CABELA'S LLC
74802051	1879260	DRY-PLUS	CABELA'S LLC
75023628	2017548	ALASKAN GUIDE MODEL	CABELA'S LLC
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75193726	2142172	MOUNTAIN HIKERS	CABELA'S LLC
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75485840	2257125	ALASKAN GUIDE	CABELA'S LLC
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75696537	2326653	BARGAIN CAVE	CABELA'S LLC
75707355	2372526	BOUNDARY WATERS	CABELA'S LLC
75787523	2364581	PRESTIGE	CABELA'S LLC
75978785	2299051	PINE RIDGE	CABELA'S LLC
76089097	2716661	WORLD'S FOREMOST BANK	CABELA'S LLC
76140731	2485272	RAD SHAD	CABELA'S LLC
76397033	2688461	WHITETAIL	CABELA'S LLC

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78056008	2722599	WHUPPIN' STICK	CABELA'S LLC
78112038	2654599	KING KAT	CABELA'S LLC
78112046	2745215	KING KAT	CABELA'S LLC
78112049	2809364	PRODIGY	CABELA'S LLC
78125214	2688811	OUR BUSINESS IS OUTFITTING YOUR BUSINESS	CABELA'S LLC
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78161616	3026365	SECLUSION 3D	CABELA'S LLC
78202157	2931713	SECLUSION 3D BACKWATERS	CABELA'S LLC
78202717	2911699	SECLUSION 3D OPEN COUNTRY	CABELA'S LLC
78217081	3072246	NATIONAL TEAM CHAMPIONSHIP	CABELA'S LLC
78281261	3268975	SCENT SEAL	CABELA'S LLC
78330155	2903505	TOURNEY TRAIL	CABELA'S LLC
78916852	3211477	SALT STRIKER	CABELA'S LLC
77162859	3540991	CABELA'S INDIGO BLUES	CABELA'S LLC
77546944	3670702	SANDHILLS	CABELA'S LLC
77558016	3991467	U.D.I.	CABELA'S LLC