

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release and Termination of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Toronto Dominion (Texas) LLC, as Administrative Agent		10/31/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Smith & Wesson Corp.
Street Address:	2100 Roosevelt Avenue
City:	Springfield
State/Country:	MASSACHUSETTS
Postal Code:	01102
Entity Type:	CORPORATION: DELAWARE

Name:	Thompson/Center Arms Company, Inc.
Street Address:	2100 Roosevelt Avenue
City:	Springfield
State/Country:	MASSACHUSETTS
Postal Code:	01102
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Bear Lake Holdings, Inc.
Street Address:	2100 Roosevelt Avenue
City:	Springfield
State/Country:	MASSACHUSETTS
Postal Code:	01102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 91

Property Type	Number	Word Mark
Registration Number:	0323654	".357" MAGNUM

CH \$2290.00 0323654

Registration Number:	2160999	AIRLITE
Registration Number:	2475687	AIRLITE SC
Registration Number:	2641461	AIRLITE
Registration Number:	0585831	AIRWEIGHT
Registration Number:	1849219	BODYGUARD
Registration Number:	2172420	CARRY COMP
Registration Number:	1034286	CHIEFS SPECIAL
Registration Number:	3049932	CLUB 1852
Registration Number:	1143296	COMBAT MAGNUM
Registration Number:	0207951	
Registration Number:	2714414	HERITAGE SERIES
Registration Number:	1578910	LADY SMITH
Registration Number:	2713007	MAGNUM
Registration Number:	0324894	MAGNUM
Registration Number:	1850300	MOUNTAIN GUN
Registration Number:	2490870	MOUNTAIN LITE
Registration Number:	1677907	PERFORMANCE CENTER
Registration Number:	2860968	RAIN SHIELD
Registration Number:	0093767	S & W
Registration Number:	3174786	S & W
Registration Number:	1724977	S & W
Registration Number:	1757500	S & W
Registration Number:	1073794	SW
Registration Number:	2169090	SHORTY
Registration Number:	3169365	SMITH & WESSON
Registration Number:	1511511	SMITH & WESSON
Registration Number:	1069977	SMITH & WESSON
Registration Number:	1704640	SMITH & WESSON
Registration Number:	0095164	SMITH & WESSON.
Registration Number:	2475890	SMITH & WESSON ACADEMY
Registration Number:	1660123	SMITH & WESSON PERFORMANCE CENTER
Registration Number:	2359691	SW
Registration Number:	0093766	SW
Registration Number:	1958275	SW SMITH & WESSON COLLECTORS ASSOCIATION
Registration Number:	3085199	TEXAS HOLD'EM

Registration Number:	1909269	THE SIGMA SERIES
Registration Number:	3336344	M&P MILITARY POLICE
Serial Number:	78919216	PROTECTED BY SMITH & WESSON
Serial Number:	78677811	SMITH & WESSON M&P MILITARY & POLICE
Serial Number:	78619034	MILITARY POLICE
Serial Number:	78727817	S W
Serial Number:	78727792	SMITH & WESSON
Serial Number:	78618451	SMITH & WESSON
Serial Number:	77036739	1000 SERIES
Serial Number:	77054464	ALLIED FORCES
Serial Number:	77011008	ELITE GOLD
Serial Number:	77038337	ELITE SERIES
Serial Number:	77011027	ELITE SILVER
Serial Number:	77010641	I-BOLT
Serial Number:	77256256	S&W 500
Serial Number:	77031477	SMITH & WESSON HEIRLOOM WARRANTY
Registration Number:	2795541	VERSAVAULT
Registration Number:	2692585	SAF-T-HAMMER
Registration Number:	2647540	SAF-T-TRIGGER
Registration Number:	3210441	FLINT RIVER
Registration Number:	3251026	MAG EXPRESS
Registration Number:	3186830	MAXIMA
Registration Number:	3132600	NUMBER 13
Registration Number:	3186829	R55
Registration Number:	3210440	T/C
Registration Number:	3207677	TC
Registration Number:	3208075	U-VIEW
Registration Number:	3196396	XR
Registration Number:	3131465	AMERICA'S MASTER GUNMAKER
Registration Number:	3221572	BENCHMARK
Registration Number:	3251768	CONTENDER
Registration Number:	3338956	POWER ROD
Registration Number:	3314141	FLEXTECH
Registration Number:	3327213	GORILLA GRIP
Registration Number:	3314142	SPEED BREECH

Registration Number:	3314296	SWING HAMMER
Registration Number:	3314423	T17
Registration Number:	3314640	TRIUMPH
Serial Number:	78699927	FLINT RIVER
Serial Number:	78700223	GAME TRAILS
Serial Number:	78885028	ICON
Serial Number:	78699386	OMEGA
Serial Number:	78699907	OMEGA
Serial Number:	78699929	POWER CELL
Serial Number:	78804535	SHOCK WAVE
Serial Number:	78804481	T7
Serial Number:	78949717	WARLORD
Serial Number:	77011622	WEATHER SHIELD
Registration Number:	2227763	ENCORE
Registration Number:	2236581	ENCORE
Registration Number:	1473059	MAXI-HUNTER
Registration Number:	1510055	PRE-LUBER
Registration Number:	2252792	QLA
Registration Number:	2225456	QLA QUICK LOAD ACCURIZOR TC
Registration Number:	2260092	QUICK LOAD ACCURIZOR

CORRESPONDENCE DATA

Fax Number: (617)227-4420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-239-0310
Email: jdavis@eapdlaw.com
Correspondent Name: Jessica Davis
Address Line 1: 111 Huntington Avenue
Address Line 2: Edwards Angell Palmer & Dodge LLP
Address Line 4: Boston, MASSACHUSETTS 02199

ATTORNEY DOCKET NUMBER:	47246.0032
NAME OF SUBMITTER:	Jessica Davis
Signature:	/JDavis/
Date:	10/31/2008

Total Attachments: 7

TRADEMARK
REEL: 003880 FRAME: 0897

source=Smith & Wesson Trademarks#page1.tif
source=Smith & Wesson Trademarks#page2.tif
source=Smith & Wesson Trademarks#page3.tif
source=Smith & Wesson Trademarks#page4.tif
source=Smith & Wesson Trademarks#page5.tif
source=Smith & Wesson Trademarks#page6.tif
source=Smith & Wesson Trademarks#page7.tif

RELEASE AND TERMINATION OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE AND TERMINATION OF SECURITY INTEREST IN TRADEMARKS (this "Release and Termination") is executed as of October 31, 2008, by Toronto Dominion (Texas) LLC, as Administrative Agent (in such capacity, the "Secured Party"), in favor of Smith & Wesson Corp., a Delaware corporation, Thompson/Center Arms Company, Inc., a New Hampshire corporation, and Bear Lake Holdings, Inc., a Delaware corporation (collectively, the "Pledgors").

WHEREAS, capitalized terms used and not defined herein are used with the meanings assigned to such terms in a certain Pledge and Security Agreement dated as of November 30, 2007 by and among the Pledgors, the Administrative Agent and certain others; and

WHEREAS, the Pledgors have requested that the Secured Party release the liens and security interests granted by the Pledgors to the Secured Party pursuant to a certain Trademark Security Agreement dated November 30, 2007 by and between the Pledgors and the Secured Party which was recorded with the United States Patent and Trademark Office on November 30, 2007, at Reel 3669, Frame 0959 (the "Trademark Security Agreement"), in the right, title and interest of the Pledgors in, to and under the following collateral: the Trademarks of the Pledgors, including but not limited to the Trademarks listed on Schedule 1 attached hereto, all Goodwill associated with such Trademarks, and all Proceeds of any and all of the foregoing (collectively, the "Trademark Collateral").

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged:

The Secured Party does hereby release and terminate the liens and security interests the Secured Party holds pursuant to the Trademark Security Agreement in the Pledgor's right, title and interest in, to and under the Trademark Collateral, and all right, title and interest in the Trademark Collateral previously assigned to the Secured Party pursuant to the Trademark Security Agreement are hereby reassigned to each of the Pledgors, without recourse or representation or warranty, express or implied, of any kind.

This Release and Termination shall be governed by the laws of the State of New York, including, but not limited to, Section 5-1401 of the New York General Obligations Law.

[The Next Page is the Signature Page]

IN WITNESS WHEREOF, the undersigned has caused this Release and Termination to be executed by its duly authorized officer as of the date first written above.

Toronto Dominion (Texas) LLC,
as Administrative Agent

By: Deborah Gravinese
Deborah Gravinese,
President

[Signature Page to Trademarks Release]

TRADEMARK
REEL: 003880 FRAME: 0900

SCHEDULE I

Trademarks

OWNER: SMITH & WESSON CORP.

TRADEMARK	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
".357" MAGNUM	4/23/35 323,654
AIRLITE	5/26/98 2,160,999
AIRLITE SC (and Design)	8/7/01 2,475,687
AIRLITE TI (Stylized)	10/29/02 2,641,461
AIRWEIGHT	2/16/54 585,831
BODYGUARD	8/9/94 1,849,219
CARRY COMP	7/14/98 2,172,420
CHIEF'S SPECIAL	2/24/76 1,034,286
CLUB 1852	1/24/06 3,049,932
COMBAT MAGNUM	12/16/80 1,143,296
GUN HAMMER & TRIGGER COLORING (and Design)	1/12/26 0,207,951
HERITAGE SERIES	5/6/03 2,714,414
LADY SMITH (Stylized)	1/23/90 1,578,910
MAGNUM	5/6/03 2,713,007
MAGNUM	6/4/35 324,894
MOUNTAIN GUN	8/16/94 1,850,300
MOUNTAIN LITE	9/18/01 2,490,870
S&W PERFORMANCE CENTER (and Design)	3/3/92 1,677,907
RAIN SHIELD	7/6/04 2,860,968

TRADEMARK	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
S&W (Letters)	10/14/13 93767
S&W MONOGRAM (NEW LOGO) (and Design)	11/21/06 3174786
S&W MONOGRAM (NEW LOGO) (and Design)	10/20/92 1,724,977
S&W MONOGRAM (NEW LOGO) (and Design)	3/9/93 1,757,500
S&W MONOGRAM (NEW LOGO) (and Design)	9/20/77 1,073,794
SHORTY	6/30/98 2,169,090
SMITH & WESSON	11/7/06 3169365
SMITH & WESSON	11/8/88 1,511,511
SMITH & WESSON	7/19/77 1,069,977
SMITH & WESSON	8/4/92 1,704,640
SMITH & WESSON (Stylized)	2/3/14 95164
SMITH & WESSON ACADEMY (and Design)	8/7/01 2,475,890
SMITH & WESSON PERFORMANCE CENTER	10/8/91 1,660,123
SW (and Design)	6/20/00 2,359,691
S&W MONOGRAM (OLD LOGO) (and Design)	10/14/13 93766
SW (and Design)	9/20/77 1,073,794
SW SMITH & WESSON COLLECTORS ASSOCIATION (and Design)	2/27/96 1,958,275
TEXAS HOLD'EM	4/25/06 3,085,199
THE SIGMA SERIES	8/1/95 1,909,269
M&P MILITARY POLICE (Stylized)	11/13/2007 3,336,344
PROTECTED BY SMITH & WESSON	Serial No. 78/919,216 (Pending)
M&P SMITH & WESSON MILITARY & POLICE (Stylized)	Serial No. 78/677,811 (Pending)
MILITARY POLICE (Stylized and/or Design)	Serial No. 78/619,034 (Pending)
S&W MONOGRAM (NEW LOGO) (and Design)	Serial No. 78/727,817 (Pending)

<i>TRADEMARK</i>	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
SMITH & WESSON	Serial No. 78/727,792 (Pending)
SMITH & WESSON	Serial No. 78/618,451 (Pending)
1000 SERIES	11/03/06 Serial No. 77/036,739 (Pending)
ALLIED FORCES	11/30/06 Serial No. 77/054,464 (Pending)
ELITE GOLD	09/29/06 Serial No. 77/011,008 (Pending)
ELITE SERIES	11/07/06 Serial No. 77/038,337 (Pending)
ELITE SILVER	09/29/06 Serial No. 77/011,027 (Pending)
I-BOLT	09/29/06 Serial No. 77/010,641 (Pending)
S&W 500	08/15/07 Serial No. 77/256,256 (Pending)
SMITH & WESSON HEIRLOOM WARRANTY	10/27/06 Serial No. 77/031,477 (Pending)

OWNER: SMITH & WESSON HOLDING CORPORATION

<i>TRADEMARK</i>	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
VERSAVAULT	12/16/03 2,795,541
SAF-T-HAMMER (and Design)	03/04/03 2692585
SAF-T-TRIGGER	11/05/02 2647540

OWNER: THOMPSON CENTER ARMS COMPANY, INC.

<i>TRADEMARK</i>	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
FLINT RIVER	02/20/07 3210441

TRADEMARK	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
MAG EXPRESS	06/12/07 3251026
MAXIMA	12/19/06 3186830
NUMBER 13	08/22/06 3132600
R55	12/19/06 3186829
T/C	02/20/07 3210440
TC (and Design)	02/13/07 3207677
U-VIEW	02/13/07 3208075
XR	01/09/07 3196396
AMERICA'S MASTER GUNMAKER	08/15/06 3131465
BENCHMARK	03/27/07 3221572
CONTENDER	06/12/07 3251768
POWER ROD	11/20/07 3338956
FLEXTECH	10/16/07 3314141
GORILLA GRIP	10/30/07 3327213
SPEED BREECH	10/16/07 3314142
SWING HAMMER	10/16/07 3314296
T17	10/16/07 3314423
TRIUMPH	10/16/07 3314640
FLINT RIVER	08/24/05 Serial No. 78/699,927 (Pending)
GAME TRAILS	08/25/05 Serial No. 78/700,223 (Pending)
ICON	05/16/06 Serial No. 78/885,028 (Pending)
OMEGA	08/24/05 Serial No. 78/699,386 (Pending)
OMEGA	08/24/05 Serial No. 78/699,907 (Pending)

<i>TRADEMARK</i>	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
POWER CELL	08/24/05 Serial No. 78/699,929 (Pending)
SHOCK WAVE	02/01/06 Serial No. 78/804,535 (Pending)
T7	02/01/06 Serial No. 78/804,481 (Pending)
WARLORD	08/10/06 Serial No. 78/949,717 (Pending)
WEATHER SHIELD	10/02/06 Serial No. 77/011,622 (Pending)

OWNER: BEAR LAKE HOLDINGS, INC.

<i>TRADEMARK</i>	<u>FILING DATE</u> <u>REGISTRATION NO.</u>
ENCORE	03/02/99 2227763
ENCORE (and Design)	04/06/99 2236581
MAXI-HUNTER	01/19/88 1473059
PRE-LUBER	10/25/88 1510055
QLA	06/15/99 2252792
QLA QUICK LOAD ACCURIZOR TC (and Design)	02/23/99 2225456
QUICK LOAD ACCURIZOR	07/06/99 2260092